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# I. Key Highlights

## Trans-Oil at a glance



#### A leading agro-industrial business in CEE

#1

originator, processor and exporter of agri-commodities in Moldova

CEE

**strong presence** in origination and processing in Romania, Serbia and other CEE countries



Vertically-integrated business with control over the entire value chain

46 own silos & 5 port terminals

unique in-land and Danube waterway infrastructure, including the latest acquisition of Frial terminal and port partnership terminals at Constanta

**5** 

**modern crushing and refining plants** with crushing capacity of ca. 4.2k MT/day

own fleet of railcars, trucks and river barges



**Strong international client base** in Europe, Black Sea Area<sup>1</sup>, Mediterranean and MENA<sup>2</sup>



**Sustainable market leading margins:** gross profit margin 14% and EBITDA margin 10%



Sustainable leverage: adj. Net Debt<sup>3</sup>/ EBITDA at 2.3x and FCCR<sup>4</sup> at 2.1x

Credit ratings

Fitch Ratings

B+ (Stable) S&P Global Ratings

B (Stable)



## 4.9m MT

Total sales volume in FY 2025



#### 299k MT

Total crushed volume in FY 2025

## Revenue by geography<sup>5</sup> 2024/25



## **EBITDA** by segment



## Non-current assets by location



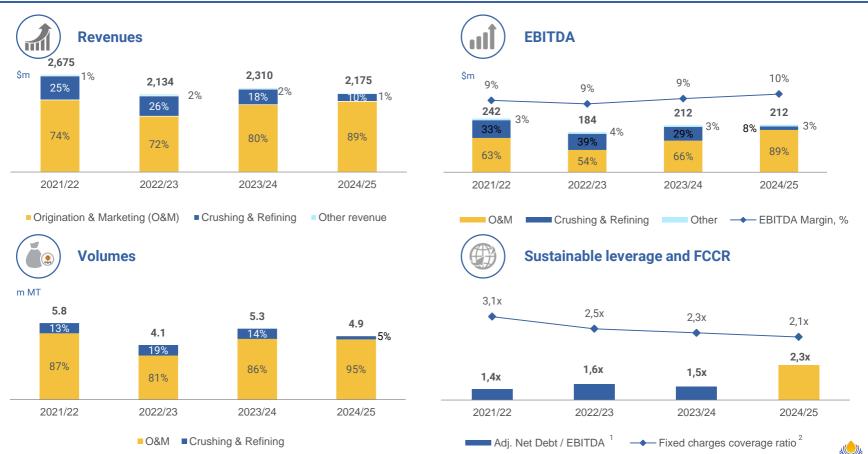
## EBITDA by geography<sup>6</sup>

2024/25



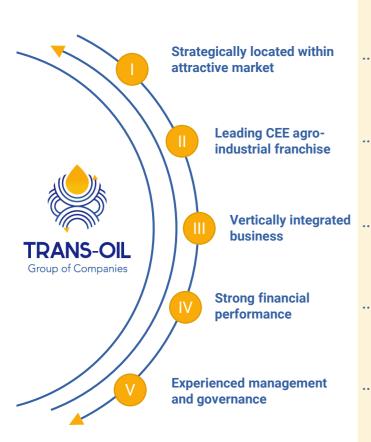


## 2024/25 financial highlights





## Key investment highlights



- Well-positioned in the Black Sea region to serve 1bn+ population with growing consumption
- **Well-diversified international marketing** between Europe and rapidly growing MENA markets Export business with **hard currency revenue**
- Access to broad commodity base and wide end-consumer markets in CEE
- Prudent expansion of operations in origination, logistics and processing within the Danube
- Unique in-land and waterway infrastructure provide long-term competitive advantage
- Efficient vertically integrated business from origination, processing to international marketing
- High origination / crushing margins through direct access to farmers and stringent cost control within own infrastructure
- Well invested modern facilities with potential to further grow capacity utilization
- Stable growth with 3% EBITDA y-o-y growth
  - Market leading margins (gross profit margin 14% and EBITDA margin 10%1)
  - Healthy balance sheet and leverage (Adj. Net debt<sup>2</sup> / EBITDA 2.3x as of 30 June 2025)
- Established corporate governance with a majority of INEDs on the BoD and Oaktree Capital Management as a minority shareholder
  - Highly professional team led by founder Vaja Jhashi for over 15 years
  - Strong commitment to the community and environment





# II. Leading CEE agro-industrial franchise

## Efficient vertically integrated business







**Crushing & Refining** 









**Constanta terminals** 



Final off-takers



Origination



**Silos** 



**Crushing & Refinery** 



**Ports** 





## Established operations and strategic asset positioning



Access to broad commodities base enjoying higher crop and weather risk diversification



Expansion into EU and Serbia to enhance asset base and market reach



Ambitions for growth in the US and Middle East to diversify global footprint and strengthen market presence



of Group EBITDA outside Moldova

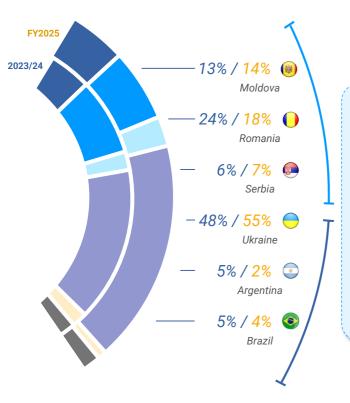




## Origination & marketing: Diversified operations support sustainable growth

## Successfully diversifying origination operations

Origination & Marketing revenue by origin, %

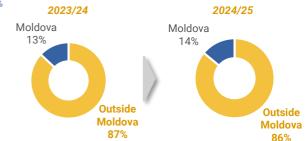


Origination & 90% 94% Marketing from CEE

## **Central-Eastern Europe<sup>1</sup>**

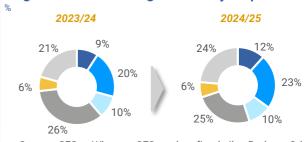
- Maintaining market leadership in Moldova
  - Well diversified supplier base represented by major crop farmers
- > Forward contracts at pre agreed price, delivery terms and delivery date
- Strong insight into local origination with existing operations in Romania and Serbia
- Vast inland and Danube waterway infrastructure

## Origination & Marketing revenue by geography of origin



Maintaining strong diversification outside Moldova given drought risk occurrence in the country and region

## Origination & Marketing revenue by crop



■ Corn ■ SFS ■ Wheat ■ SFS crude refined oil ■ Barley ■ Other²

Revenue diversification with the focus on a wider crop



## Diversified geographical reach in core markets



**Diversified international customer base** allows to efficiently redirect the focus of the marketing operations



Efficiently expanding Asia sales via increased contract volumes with current clients and entering new markets



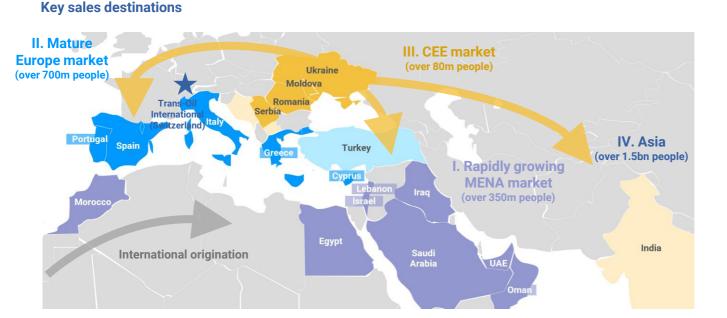
**EU Sales** sourced predominantly from Moldova / CEE under Free Trade Agreement

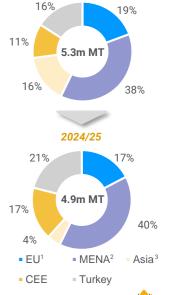


Attractive end-consumer market in CEE<sup>4</sup> via bottled oil production and sales

## Sales volume by geography %

2023/24



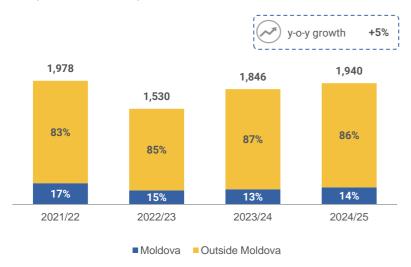




## Origination & marketing: Resilient revenue and strong EBITDA growth

#### **Origination & Marketing revenue**

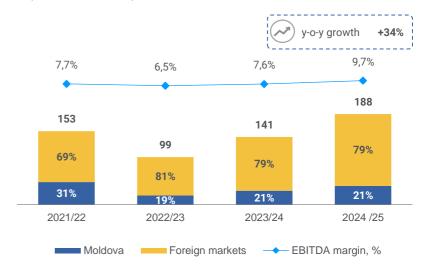
\$m (unless otherwise stated)



- Origination & Marketing revenues for 2024/25 have seen a 5% y-o-y increase
- The Group continued to demonstrate **strong and sustainable performance** in Origination & Marketing segment amid volatile economic environment in the region, via diversification outside Moldova

## **Origination & Marketing EBITDA and margin**

\$m (unless otherwise stated)



- Origination & Marketing EBITDA continues to perform strongly in 2024/25
- The Group achieved higher profitability in Origination & Marketing segment
  - Although international operations have lower margins it has shorter inventories / RMIs cycles, allowing to generate substantial EBITDA on the same amount of working capital



## Crushing & refining: Modern crushing plants

## **Trans-Oil Refinery**



Floarea Soarelui



**Tandarei** 





## Crude vegetable oil

Produced from the crushing of sunflower seeds, which is subsequently sold in bulk

**Full product range** 

### Organic high-oleic sunflower oil

Obtained by purely mechanical pressing of selected oleic acid-rich SFS from controlled organic cultivation

#### A Refined oil

Crude oil that has gone through refining operations to remove colour, waxes and smell

#### Bottled oil

Bottled into different sized plastic containers and sold both domestically and internationally

#### Sunflower meal

By-product of the crushing process which is sold as a component for animal feed

Strong bottled brands in key markets



## FLORIS / Private label



















Crushing capacity: 360,000 MT per year







Crushing capacity: 195,000 MT per year









**Crushing plant at Giurgiulesti** 





Crushing capacity: 360,000 MT per year





Utilization<sup>1</sup>: 65%



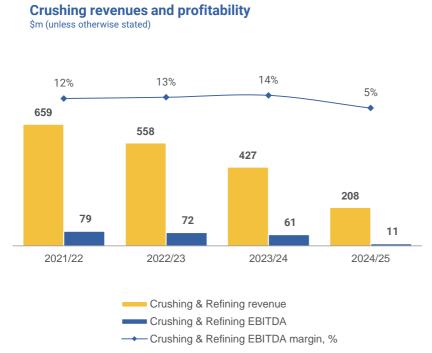
Crushing capacity: 225,000 MT per year



Utilization<sup>1</sup>: 0%

Organic high-oleic sunflower oil

## Crushing & refining: Resilient margins





- The Group voluntarily crushed less volumes mainly due to the depressed market of sunflower seed oil. The Group considers that the sunflower seed oil market didn't reflect yet the impact of lesser harvested volumes of sunflower seeds due the drought.
- Thus, the Group management chose to sell certain sunflower seeds stocks (instead of processing it) and obtaining better margins. The Group will continue to monitor the sunflower seed oil market developments and make appropriate decision between either to crush or sell the sunflower seeds.

## Terminals & infrastructure: Developing Danube hub







Three loading berths each 150m long

1,600k MT/vear transshipment capacity

90k MT storage capacity

603k MT

transshipment

volume1

Reni (Ukraine)







Two loading berths 101m / 93m long transshipment volume1





73k MT 800k MT/year transshipment storage capacity capacity

Pančevo & Bačka Palanka (Serbia)









2.000k MT/year transshipment storage capacity capacity





574k MT transshipment volume1



**70k MT** 

Constanta (Romania)







storage capacity





46 inland silos / elevators connected to the railway network



Fleet of 75 own and 175 (up to 300 in the peak season) rented railcars. 30 own trucks



3 own river barges (2 oil tankers & 1 dry bulk river carrier) and 2 handy-max type vessels

Origination of grains inland Romania, Serbia and Moldova with the purpose of shipping those goods by railway, trucks and barges to Constanta Terminals and loading Panamax size vessels to final destinations





# III. Strong financial performance

## Resilient revenue

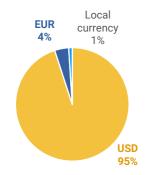
## Revenue breakdown by segment

\$m (unless otherwise stated)



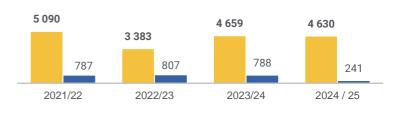
## Revenue breakdown by currency

2024/25, %



## **Segments volumes**

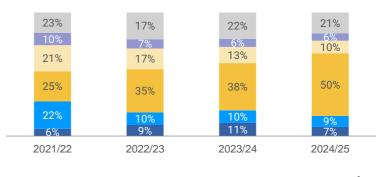
k MT



Origination & Marketing

Crushing & Refining

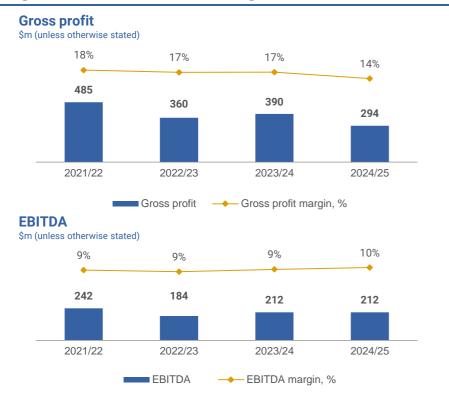
## Revenue breakdown by product

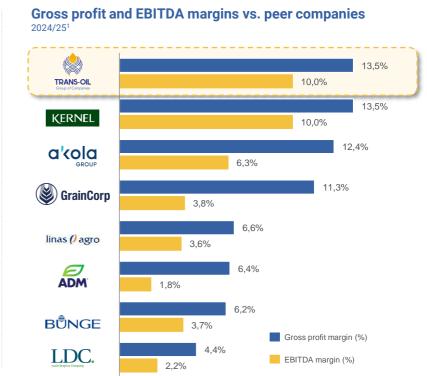


SFS Wheat Vegetable (sunflower) Corn Barley Other oil, incl. packed



## High sustainable margins

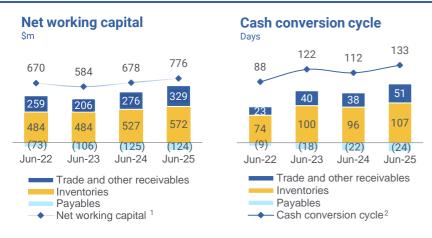




- Despite a challenging economic and geo-political environment, the Group's EBITDA has maintained a resilient growth trajectory since 2022/23
- The Group maintains one of the highest EBITDA margins compared to peer companies

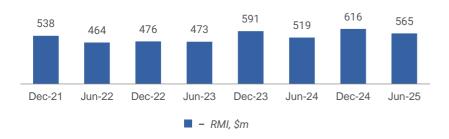


## Working capital



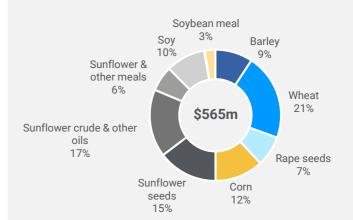
Cash Conversion Cycle is calculated by adding the days inventory is held to the
days receivables are collected and then subtracting the days payables are delayed

## **RMI cycles**



## RMI breakdown<sup>3</sup>

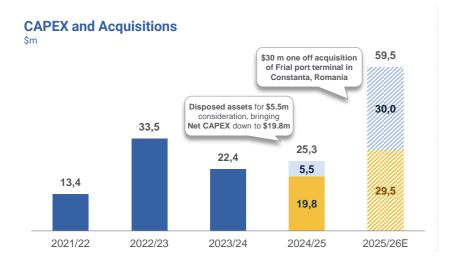
31 December 2024

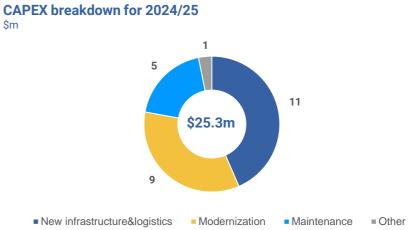


- RMIs are usually cyclical throughout the year with the lowest volume in summer months and highest in November-February
- RMIs comprise highly liquid market-grade agricultural inventories, namely wheat, corn and other grains, oilseed, vegetable oils and meal and other agricultural commodities
- 100% of RMIs are sold under physical forward contracts



## Continuous investments across business lines and acquisitions





- Trans-Oil has actively invested across all business lines in order to maintain and support further development of the business. CAPEX in 2024/25 included:
  - New Infrastructure & Logistics (\$11m)
  - Modernization of existing facilities, including crushing, storage and bottling facilities (\$8.7m)
  - Maintenance CAPEX (\$4.8m)
  - Other Capex Spending (\$0.8m)



## Strong credit track record

- Trans-Oil has successfully refinanced its \$500 million 5-year Eurobond due 2026 with a new \$550 million 11.125% notes due 2029, strengthening its debt profile and extending maturities
- In March 2025, on the back of the strong secondary trading performance, the Group has tapped its existing US\$550m 11.125% due Nov-29 bond with US\$100m tap at 10.444% yield
- Strong Group's debt metrics over the last several years:
  - 64% of the portfolio represents long term loans
  - Adj. Net debt¹ / EBITDA ratio at 2.3x in Jun-25
  - Fixed charges and Interest coverage ratios at 2.1x and 2.4x in June 2025
- As of 30 June 2025, adj. Net debt stood at \$493m with total debt on the balance sheet at \$1,098,944 million. The company held \$159 million in cash and cash equivalents, \$24.2 million in shareholder loans, and 75% of RMIs valued at \$423 million (out of a total of \$565 million)

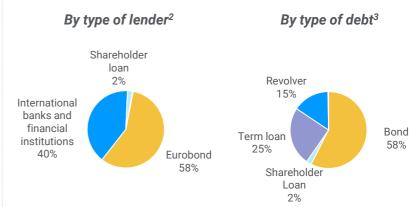
#### Adj. Net debt1 / EBITDA

\$m (unless otherwise stated)



## **Debt breakdown**

2024/25



## Fixed charges and interest coverage ratios

\$m (unless otherwise stated) 3.8x 2.9x 2,6x 2,4x 3.1x 2,5x 2,3x 2.1x 2021/22 2022/23 2024/25 2023/24 Interest expense4 Fixed charges Fixed charges coverage ratio<sup>5</sup> Interest coverage ratio





## IV. Experienced management and governance

## Trans-Oil Group history

1997-2008

Launch of global marketing operations



2009-2012

Market consolidation and launch of crushing business



2013-2017

Modernization and improving profitability



2018-2025

Expansion and further vertical integration



Trans-Oil has been constantly growing through market consolidation and vertical integration building a leading agri-industrial business in CEE

#### 1997-1998

- Trans-Oil Ltd, a US based company, is established by Mr. James Kelley
- Trans-Oil acquires the biggest elevator in Moldova

#### 2004-2008

- Mr. Vaja Jhashi acquires Trans-Oil
- Financial headquarters moves to Switzerland

#### 2009

 Launch of port facilities located in Giurgiulesti International Port

#### 2010

 Launch of the first crushing plant Trans-Oil Refinery

#### 2011

 Acquisition of WJ Group and obtaining control over the biggest Moldovan crushing plant Floarea Soarelui

#### 2014

• Acquisition of two port terminals in Reni, Ukraine

#### 2016

• Expansion of port facility in Giurgiulesti

#### 2017

 Launch of e-trade platform for agricultural producers

#### 2018-2019

- The Group's Board of Directors appointed
- Credit ratings obtained
- Debut \$300m Eurobond issue
- Oaktree became a minority shareholder Acquisition of Romanian crushing plant

#### 2020-2022

- Record revenues and EBITDA achieved
- VictoriaOil was consolidated into the Group
- \$400m Eurobond issue and two \$50m taps
- Acquisition of two targets in Serbia

#### 2023-2025

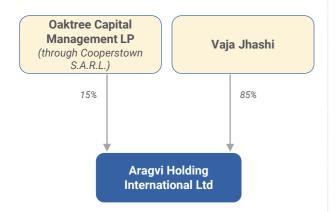
- Creation of own river fleet
- Fitch upgrade to B+ and S&P upgrade to B
- \$550m Eurobond refinancing
- \$100m tap of existing Eurobond



## High corporate governance standards

#### Shareholders' structure

as of 30 June 2025



- Oaktree Capital Management has acquired a 12.5% interest in Aragvi Holding International Ltd on 18 June 2019
  - Oaktree Capital management is a leading American global asset management firm specializing in alternative investment (including private equity)
- The Company, together with its shareholders, is currently contemplating potential strategic alternatives to further support Trans-Oil future growth, including capital markets transactions such as a potential Initial Public offering of the Company's shares on a regulated market

#### **Board of Directors**



**Vaja Jhashi** CEO and Founder of Trans-Oil Group

 Graduated from Moscow State University and Cairo University, holds MBA degree from Indiana University



Tommy Gade Jensen Non-executive Director

- Senior Advisor at Oaktree Capital Management responsible for Agri & Food sector
- Previously CEO of Bunge EMEA in 2012-2017 and held various senior management positions at Bunge since 2003

Independent Directors



Alain Stephane Dorthe Independent Director

- Formerly Head of Credit Division, First Vice-President, at Banque de Commerce et de Placements (BCP), Genève
- Formerly Head of internal audit, Senior Vice-President at Discount Bank & Trust Company and Credit Director at UBS Zurich



Cem Osmanoglu Independent Director

- Independent financial consultant
- Formerly Head of Trade Finance Department at BCP Banque de Commerce et de Placements



Asif Chaudhry
Independent Director

- Vice-President for International Programs in Washington State University
- Formerly US ambassador to Republic of Moldova in 2008-2011, Vice-President of Commodity Credit Corporation of Foreign Agricultural Services in 2006-2008



## Strong international management team



Vaja Jhashi CEO and Founder of Trans-Oil Group Graduated from Moscow State University

and Cairo University; Holds MBA degree

from Indiana University



**Robert Monyak** Deputy CEO. Head of Corporate Strategy Previously Executive VP and Chief

degree from Columbia University (USA)



**Thierry Beaupied Chief Operating Officer** 

Previously trader at Plantureaux SA. Lesieur Group and Louis Dreyfus Graduated from Maritime College of La Rochelle



Radu Musinschi Regional Director for Romania and Balkans



Oleg Lupasco **Head of Corporate Finance** 



**Daniel Ruiz** Head of Global Funding and Business **Development Solutions** 

Previously head of acquisition/LBOs and project finance at Raiffeisen Bank Romania Graduated from Moldova State University; Master's degree from National School of Political and Administrative Studies in Romania; MBA at the University of Cambridge<sup>1</sup>



Previously finance director in media industry Graduated from University of Leicester (Finance): MBA degree at University of Chicago Booth School of Business

Previously worked in BCGEe. BNP Paribas. Societe Générale Graduated from the University of Geneva



**Procop Buruiana** Group Head of Legal Holds an LLM and JD degree (Washington University in St. Louis, USA), an LLM degree (University of Warwick, UK) and an LLB degree (Babes-Bolvai University, Romania)



**Evgeniya Ursu** Chief of Treasury and Finance

Graduated from London Metropolitan

from Moscow State University/ EIIS

of Chicago Booth School of Business

(Marketing and PR); MBA from University



Alex Hanson Chief Risk Officer

Previously Risk Director at CHS Intl. Has a BSc. (First Class Honours Degree) in Applied Chemistry from Kingston Polytechnic



Stela Ostrovetchi Head of Oil Refinery operations in Moldova

Graduated from Balti State University

Economic Studies in Moldova



Vitali Butnaru Advisor to CEO



Previously worked in Audit Department with Deloitte Central Europe Graduated from Academy of Economic Studies from Moldova Member of ACCA



Sinisa Kosutic Head of VictoriaOil refinery

Previously worked in Credit Agricole. Komerciialna Bank Graduated from the University of Belgrade (Economics)





Year of joining the Group

## Trans-Oil's high commitment to sustainability

# Annual Sustainability Reports published Building resilience today to ensure a sustainabile tomorrow





Best practice
Environmental, Health
and Safety standards in
place (IFC/EBRD
compliant)



Construction of Giurgiulesti plant for premium organic SFS oil production



Exclusive contracts with organic certified farmers in Moldova

**Focus on Organic** 





## **Employees**





Employees with disabilities rate 1.5%

Number of severe accidents in last 3 years / 5 years



The largest agro-industrial employer with ca. 2,495 of employees across Moldova



Female employment rate

~27%



Number of fatalities in last 3 years





Organizing public events for children



**/** 

**Communities** 

~\$145m invested in the local asset infrastructure since June 2012





Pre-crop loan facility with limit of \$43m supporting Moldovan farmers





Tree planting, antilitter activities, public roads repair







# **Appendix**

## Key financial indicators

### **Balance sheet**

\$m (unless otherwise stated)	2021/22	2022/23	2023/24	2024/25
Property, plant and equipment	407	467	468	481
Intangible assets and Goodwill	49	49	49	49
Inventories	484	484	527	572
Forward contracts	31	112	106	145
Trade receivables and advances	380	376	472	644
Cash and cash equivalents	79	68	134	159
Total assets	1,432	1,558	1,757	2,053
Borrowings	780	744	873	1,097
incl. Shareholder's loan	19	19	21	23
incl. Bonds issued and Bond premium	490	492	495	630
Deferred tax liabilities	33	34	35	18
Advances received	0	0	0	34
Trade and other payables	73	106	125	124
Other liabilities	24	37	24	17
Total liabilities	909	922	1,057	1,291
Total equity	523	636	701	762
Total equity and liabilities	1.432	1.558	1.757	2.053

#### Key financial indicators

Net Debt, \$m	701	676	739	938
Adjusted Net Debt, \$m	334	302	328	493
RMIs, \$m	464	473	519	565
75% of RMIs, \$m	348	355	389	423

### **Income statement**

\$m (unless otherwise stated)	2021/22	2022/23	2023/24	2024/25
Revenue	2,675	2,134	2,310	2,175
Gross profit	485	360	390	294
margin, %	18%	17%	17%	14%
Other income	17	10	9	7
Selling and distribution costs	(240)	(175)	(173)	(76)
General and administrative expenses	(23)	(26)	(29)	(30)
Other gains / (losses), net	(7)	(9)	(9)	(10)
Operating profit	232	160	188	186
Finance income and costs, net, of which:	(65)	(68)	(98)	(109)
Interest expense	(64)	(64)	(82)	(86)
Fixed charges	(77)	(77)	(95)	(99)
Profit before income tax	167	92	89	77
Profit for the year	148	73	68	54
EBITDA	241	184	212	212
margin. %	9%	9%	9%	10%

#### Key financial ratios

Adjusted Net Debt / EBITDA, x	1.4x	1.6x	1.5x	2.3x
Interest coverage ratio, x	3.8x	2.9x	2.6x	2.4x
Fixed charges coverage ratio, x	3.1x	2.5x	2.3x	2.1x



## Working capital: Readily marketable inventory (RMI) concept



RMI concept is being widely used by commodity trading companies



RMI usually includes agricultural commodities and their derivatives (e.g., vegetable oils, meal, grains, oil seeds, etc.) that have been purchased or produced with the intent to be sold



In order to be treated as RMIs, inventories must meet the following criteria:

- The inventory is "pre-sold"
- √ The inventory could realistically be liquidated within 30 days (whatever the ultimate terms of the trading position)
- ✓ The inventory is not held for processing purposes
- ✓ The proceeds of any inventory liquidation are used for debt repayment
- √ These are regularly traded on international markets and current prices can be obtained from market data

## RMIs are also considered as readily convertible into cash

Given the nature of our business and the fact that our traded commodities portfolio exactly meets the prerequisites of RMIs concept, the Group applies the same concept



## Working capital: Adjusted net debt concept

- Given the limitations of commodity trading companies' public and global capital disclosures, their relative short history on global capital markets and the complexity of their businesses, the concept of adjusted net debt has been introduced and widely used
  - We believe that commodity traders' capital structure can raise confidence-sensitivity risks in certain scenarios, by making creditors more inclined to overreact to the size of their debt exposure
  - ✓ The concept of Adjusted net debt aims to help creditors better assess the credit risks related to the commodity trading business

 In order to properly determine the debt nature and debt repayment capacity of commodity trading companies, certain amount of RMIs is being deducted from the total debt

- Such netting is made against the total debt, not just short-term debt that is actually used by commodity traders in most cases to finance RMIs
  - ✓ In order to account for any margin losses in case of inventory accelerated liquidation we apply a discount of 25% to the RMIs for the purpose of determining net debt position

