



Earnings  
Release  
4Q21

**acelen**

## Disclaimer

MC Brazil Downstream Participações S.A. (“MC BRAZIL”) is the holding company for Refinaria de Mataripe S.A. (“REFMAT”) since December, 2021. Therefore, the figures presented in this Earnings Release report the 2021 fiscal year consolidation of MC BRAZIL and MC Brazil Downstream Trading S.A. R. L. (“MC LUX”) and refer only to one month (Dec, 21) of REFMAT existence.

The statements contained in this document regarding to business prospects, operating and financial results projections, and relating to the growth prospects of Acelen are merely projections. As such, they are based solely on management's expectations about the future of the business. These expectations substantially depend on market conditions and the Brazilian economy, sector and international market performance. Consequently, they are subject to change without notice.

# CEO Message

**We started our legacy in 2021, launching Acelen — a company in the energy sector expected to be one of the market leaders, greatly contributing to Brazil's energy transition.**

**Acelen was already born big with the acquisition of Refinaria de Mataripe on November 30<sup>th</sup>, 2021. Refinaria de Mataripe is the second largest refinery in Brazil, representing 14% of the country's refining capacity and approximately 20% of Bahia State tax collection.**

Our goal is to build a solid company and ensure a safe transition, respecting employees and communities, as well as ensuring operational continuity and market supply.

Acelen was born with a strong capital structure for its challenges, with an average debt term of nearly 8 years. In the first month of operation, we reached a utilization rate of 84.4%, surpassing the rates verified before the acquisition, and we proved the cash generation capacity of Refinaria de Maratipe, reaching USD 44 MM in adjusted EBITDA.

We started a closer relationship with our customers, guaranteeing contracted volumes delivery with a transparent pricing policy, based on import parity.

Since its inception, Acelen had ESG aspects present in its operating philosophy, which allowed us to support nearby communities when Bahia most needed it. At the end of the year, heavy rains impacted the municipalities in Bahia's south region, devastating countless areas and displacing thousands of families. Acelen donated 2,000 food baskets, 500 stoves, and 6,000 liters of aviation kerosene to the Fire Brigade, allowing them to intensify rescue efforts. Commitment to safety, society, the environment, and best business practices are at the heart of our decisions.

Throughout this material, you will be able to check and learn a little more about Acelen's management model and the first days of operation.



LUIZ DE MENDONÇA  
**CEO ACELEN**



## 4Q21 Highlights



### OPERATIONS

- During the first month after the M&A closing (Dec21) Acelen's team successfully took over the operation of Refinaria de Mataripe ("REFMAT") and ensured the continuity of business without interruptions.
- Production is in line with Acelen's planning (255kbpd), a level higher than in previous months.
- As a result, REFMAT reached an average utilization rate of 84.4%<sup>1</sup> in Dec21.
- Energy consumption was higher than expected and Acelen is already building an action plan to address this issue.



### FINANCIALS

- Dec21 adjusted EBITDA of USD 44 MM, proving the company's cash generation potential.
- Equity contribution of USD 599 MM, strengthening initial cash position and working capital.
- Net debt of USD 1,387 MM with an average term of 8.0 years is adequate for Acelen to complete the transition and implement commercial and supply strategies without debt pressure.



### COMMERCIAL

- Acelen has been acting transparently about its pricing policy, weekly publishing prices in line with the Import Price Parity ("IPP").
- Floods in Bahia affected sales due to impact on customer operations. Acelen's oil supply was not affected.



### ESG

- Board of Directors of 7 members with different backgrounds.
- 6 Advisory Committees working on topics such as Finance, Investments, ESG, and Compliance.
- 112 Acelen employees hired until December 31 with 25% of women.
- Humanitarian aid to Bahia's south region, with donation of 2,000 food baskets, 500 stoves and 6,000 liters of QAV.

<sup>1</sup>Considering nameplate capacity of 302kbpd



# Operational Performance



Dec21		
Utilization Rate		
Nameplate Capacity	kbpd	302
Expected Sustainable Capacity	kbpd	290
Average Daily Oil Processing	kbpd	255
Utilization Rate <sup>1</sup>	%	84.4%
Oil Processing Volume	k bbl	7,904
Acelen's Inventories <sup>2</sup>		
Total	k bbl	6,698

During the first month after the M&A closing, Acelen’s team successfully took over the operation of Refinaria de Mataripe (REFMAT) and ensured business continuity, without major interruptions and/or events occurring. In addition to its team, Acelen also has the support of a Transition Service Agreement (TSA<sup>4</sup>) to ensure an uneventful transition while the company implements all its systems and mobilizes the full staff needed to run its operations.

Production of distillates operated with a load higher than the level of the last few months and in line with Acelen’s planning. As a result, REFMAT reached an average utilization rate of 84.4% in Dec21. Energy consumption was higher than expected and Acelen is building an action plan to address this issue.

One of the 2022 main priorities will be the execution of CAPEX program focused on maintenance of entire industrial and logistics park, fine-tuning of operation under TSA, advance of Acelera program (fundamental for TSA phase out) and increase in productivity and efficiency, improving REFMAT's margins and utilization rate.

<sup>1</sup>Considering nameplate capacity of 302kbpd.  
<sup>2</sup>All products inventories presented in oil equivalent barrels.  
<sup>4</sup>Transition Service Agreement (TSA): service agreement contracted between Acelen and Petrobras with 15 months duration from closing (from Dec/21 to Feb/23) to ensure systems and people transition without interruptions in the operation.



# Commercial Performance



Dec21

## Macroeconomics Indicators

Brent	USD/bbl	74.10
Exchange (period average)	BRL/USD	5.65

## Sales Mix

Gasoline	22%
Diesel	32%
VLSFO	30%
Others	16%

## Destination Mix

Bahia State	46%
Other States (Brazil)	25%
Export	29%

Sales in Bahia were impacted by floods, where customers, gas stations, and rail services were severely affected by equipment losses, storage capacity reduction, and service interruption. QAV sales were impacted by Ômicron variant advance and consequent travel restrictions at end of the year.

Regarding on prices, Acelen has been practicing its policy with total transparency and exemption, weekly disclosing prices in line with Import Price Parity, which contributes to regularity of fuel supply in the country.

Observing the oil supply chain, Acelen has been talking with several national and international producers to encourage domestic market development and logistic flows of international market.

Regarding on protection against volatile in commodity prices, the company adopted hedge operations with financial derivatives to protect approximately 50% of inventories volume.

# Financials Performance



Consolidated figures are formed by MC BRAZIL<sup>1</sup> (parent company), REFMAT<sup>1</sup>, and MC LUX<sup>1</sup> (trading).

As the acquisition of the refinery was concluded only on November 30, the REFMAT figures reported here refer exclusively to December/21 (only 1 month of operation).

MC BRAZIL and MC LUX figures refer to 2021 full year (12 months). During this year, these two entities suffered the impact of financial expenses since the bond issuance in July/21, which is registered at MC LUX, as well as non-recurring G&A expenses due to pre and post deal demands until M&A closing.

## Income Statements

	BRL MM	USD MM <sup>2</sup>
<b>Net Revenue</b>	<b>3,204</b>	<b>567</b>
Cost of Goods Solds (COGS)	(2,914)	(516)
<b>Gross Income</b>	<b>290</b>	<b>51</b>
Expenses	(329)	(59)
SG&A	(238)	(43)
Other expenses, net <sup>3</sup>	(91)	(16)
<b>Operating Loss</b>	<b>(39)</b>	<b>(9)</b>
Net Finance Income (Expenses)	(370)	(68)
Financial Revenues and Expenses	(34)	(6)
Debt Interest	(323)	(60)
Exchange & Monetary Variation	(13)	(2)
<b>Loss Before Income Taxes</b>	<b>(409)</b>	<b>(77)</b>
Income Taxes	68	12
<b>Net Loss</b>	<b>(341)</b>	<b>(65)</b>
<b>Adjusted EBITDA</b>	<b>249</b>	<b>44</b>
<b>Adjusted EBITDA margin (%)</b>	<b>7,8%</b>	<b>7,8%</b>

Looking at consolidated figures, there was significant cash generation in the period. Acelen generated an adjusted EBITDA of USD 44 MM with only one month of REFMAT operations (December/21) and achieved a 9% of gross margin despite the negative impacts of floods in Bahia, the company's main consumer market.

<sup>1</sup>Acelen's corporate structure can be found in "Exhibit I – Corporate Structure" on page 13 of this report.

<sup>2</sup>Considering period average exchange.

<sup>3</sup>Mostly commodity derivatives to hedge inventories (R\$90.5 MM)

# Financials

## Performance



### Cost of Goods Solds (COGS)

	BRL MM	USD MM <sup>1</sup>
Raw Materials and Products for Resale	2,803	496
Hired Services, Freights, Leases and Storage	12	2
Employee Expenses	33	6
Depreciation and Amortization	67	12
Other Expenses (Revenues), net	0	0
<b>Total COGS</b>	<b>2,914</b>	<b>516</b>
<b>Total COGS / Net Revenue</b>	<b>91%</b>	<b>91%</b>

The most relevant cost is crude oil purchased for the refining activity. In addition, it should be noted that the amounts of employee expenses recognized as COGS refer to the allocation of Petrobras' shared labor expenses arising from the transition services agreement ("TSA"). The transition period and operational assistance will be 15 months from November 30, 2021. The recognized depreciation refers, as previously mentioned, to the period of only one month (December/21).

### Sales, General & Administrative Expenses (SG&A)

	BRL MM	USD MM <sup>1</sup>
Hired Services, Freights, Leases and Storage	196	36
Employee Expenses	31	6
Depreciation and Amortization	0	0
Expected Credit Losses	0	0
Taxes and Contributions	4	1
Other Expenses (Revenues), net	6	1
<b>Total SG&amp;A</b>	<b>238</b>	<b>43</b>
<b>Total SG&amp;A / Net Revenue</b>	<b>7%</b>	<b>7%</b>

Expenses with third-party services were impacted by non-recurring expenses resulting from advisory services contracted for refinery M&A and other pre-deal expenses.

<sup>1</sup>Considering period average exchange.



# Financials Performance



## EBITDA Reconciliation

	BRL MM	USD MM <sup>1</sup>
<b>Net Loss</b>	<b>(341)</b>	<b>(60)</b>
(+) Income Taxes	(68)	(12)
(+) Net Finance Expenses	370	65
(+) Depreciation and Amortization	72	13
<b>EBITDA</b>	<b>33</b>	<b>6</b>
(+) Surplus-Value	56	10
(+) Pre-Operations Expenses	160	28
<b>Adjusted EBITDA</b>	<b>249</b>	<b>44</b>
<b>Adjusted EBITDA margin (%)</b>	<b>7,8%</b>	<b>7,8%</b>

In the 1<sup>st</sup> month after taking refinery control, Acelen recorded adjusted EBITDA of USD 44 MM with just one month of REFMAT operations, proving cash generation potential.

In the consolidated view, EBITDA was impacted by the G&A expenses of MC BRAZIL and MC LUX (USD 28 MM) which are mostly non-recurring since they are disbursements in preparation for M&A and other pre and post closing measures.

For adjusted EBITDA purposes, the amount recorded as inventories surplus-value was not considered as this impact is not recurrent and does not impact cash generation. This effect has been reflected in the PPA as of Nov 30th, as a result of the inventory valuation adjustment, and was already recognized in Dec 31st in EBITDA (COGS), due to our inventory turnover of approximately 20 days.

<sup>1</sup>Considering period average exchange.

# Financials Performance



## Liquidity & Debt (USD MM)

### Sources<sup>1</sup>

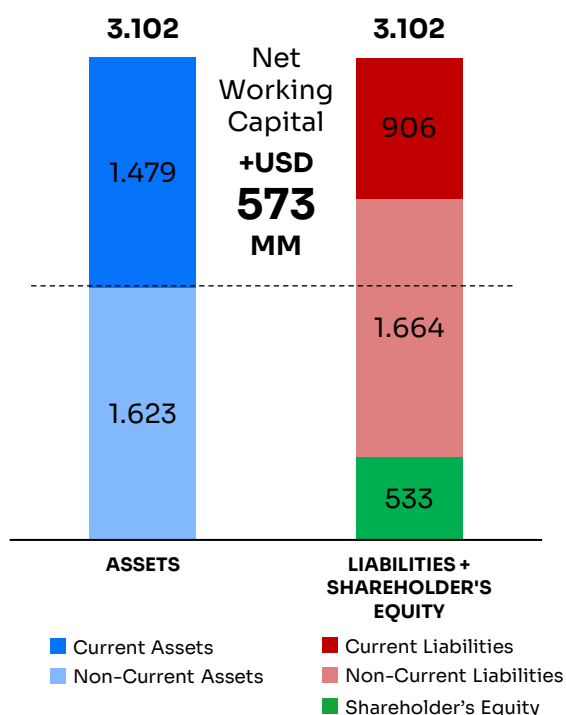
Equity Contribution	599
Debt	1,800
Bond	1,800
<b>Total Sources</b>	<b>2,399</b>

### Uses<sup>1</sup>

Purchase price (M&A)	1,650
Capex, WK and other adjusts to Purchase Price	170
Initial cash balance <sup>2</sup>	485
DSRA and Cash Collateral	83
Others	11
<b>Total Uses</b>	<b>2,399</b>

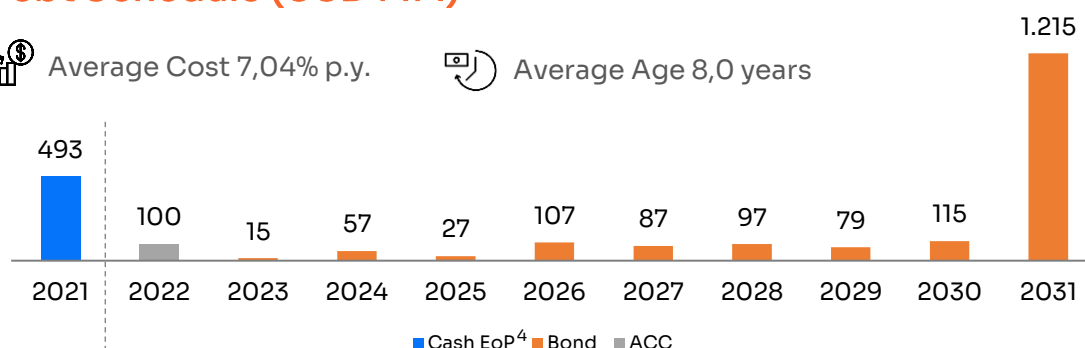
## Capital Structure

- Acelen's capital structure is adequate as it had a relevant capital contribution from shareholders and a long-term debt, generating a positive working capital of USD 573 MM.
- Acelen contracted a Bridge Loan of USD 1,714 MM with 105% cash collateral. This amount is in Current Assets and Current Liabilities and has a "zero" net effect, so for correct analysis, we are ignoring this amount on this page.



## Debt Schedule (USD MM)<sup>3</sup>

Average Cost 7,04% p.y. Average Age 8,0 years



<sup>1</sup>Sources and Uses at M&A closing date (November 30, 2021).

<sup>2</sup>Consider USD 86 MM related to AB overcollateral

<sup>3</sup>There is a cash sweep mechanism that can reduce the balloon payment up to USD 500 MM

<sup>4</sup>Considering USD 169 MM in Restricted Marketable Securitires, witch USD 86 MM refers to Bridge Loan overcollateral that will be released as soon as this instrument is settled, and USD 83 MM refers to 1 PMT DSRA as per of the bond.



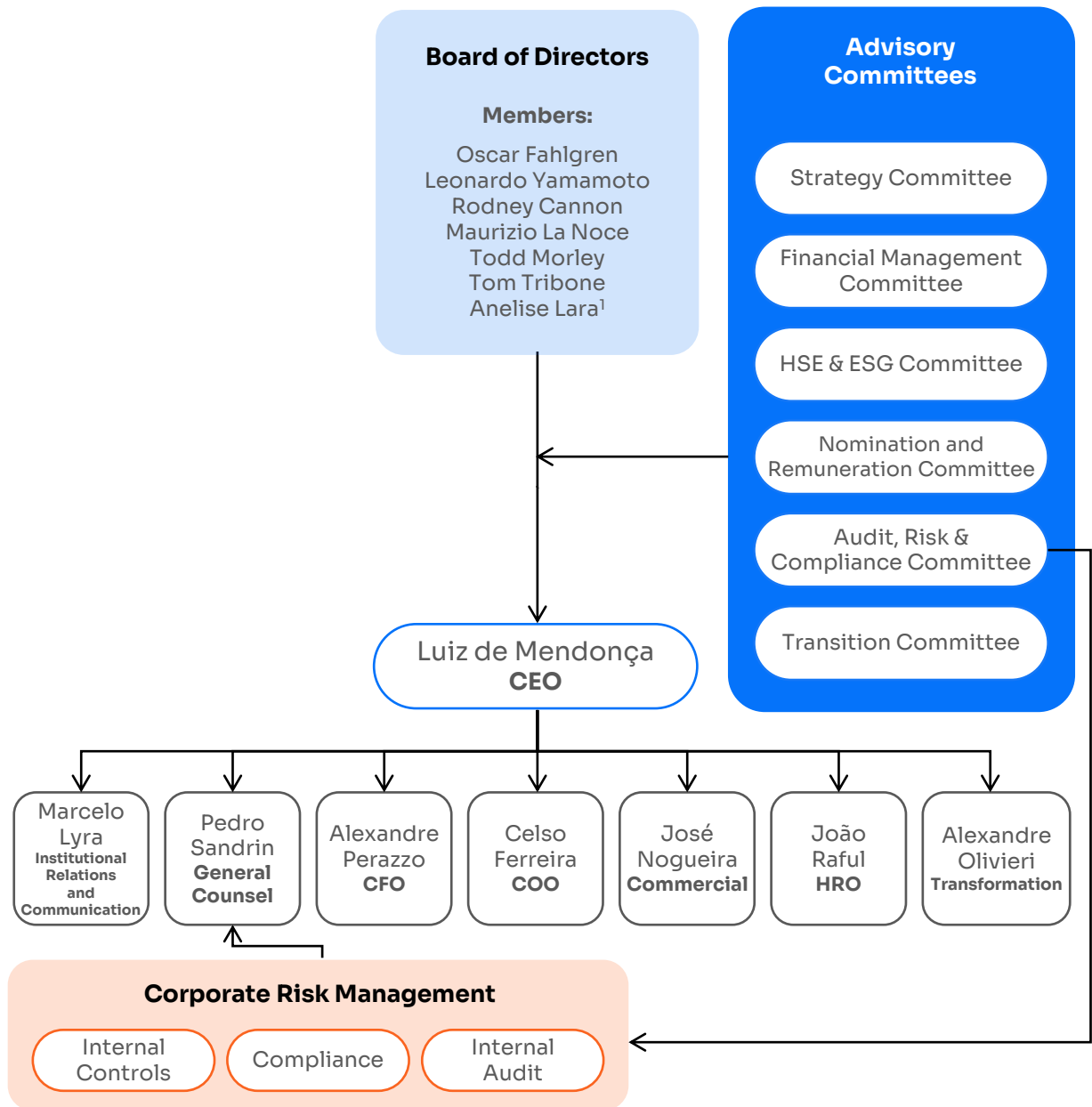
The company main purpose is sustainability in all its aspects, and since pre-acquisition period, shareholders have been thinking about initiatives that can make the refinery a viable and healthy asset for all stakeholders.

Focused on this purpose, the Board of Directors, from its first official meeting with Acelen’s management team, urged everyone that Acelen's Business Plan should take these commitments seriously and make them a strategies priority.

Since then, a deep work began to give concrete and practical contours to this mission.

Dec21		
Safety		
Accidents with lost time	#	0
Accidents without lost time	#	0
Total Recordable Incident Rate	#	0
Severity Rate	#	n/a
Human Resources		
Employees	#	112
% women	%	25%
Environment		
Emissions		
MGT	ton/day	93
Water		
Embasa intake	m <sup>3</sup> /h	1,659
Catu/Coreia intake	m <sup>3</sup> /h	238
Reuse	m <sup>3</sup> /h	390
% Reuse	%	22%
Effluents		
Flow	m <sup>3</sup> /h	1,065
Temperature	°C	41
Energy		
Production	MW	10,565
Suppliers	MW	24,478
Consumption	MW	35,042

# Corporate Governance



Acelen has been implementing a robust governance system, with a Board of Directors and Advisory Committees composed of professionals with extensive and global experiences, who have distinct and complementary backgrounds.

In addition, the company is preparing and approving policies that establish rules, delegation limits, and guidelines of conduct in various aspects.

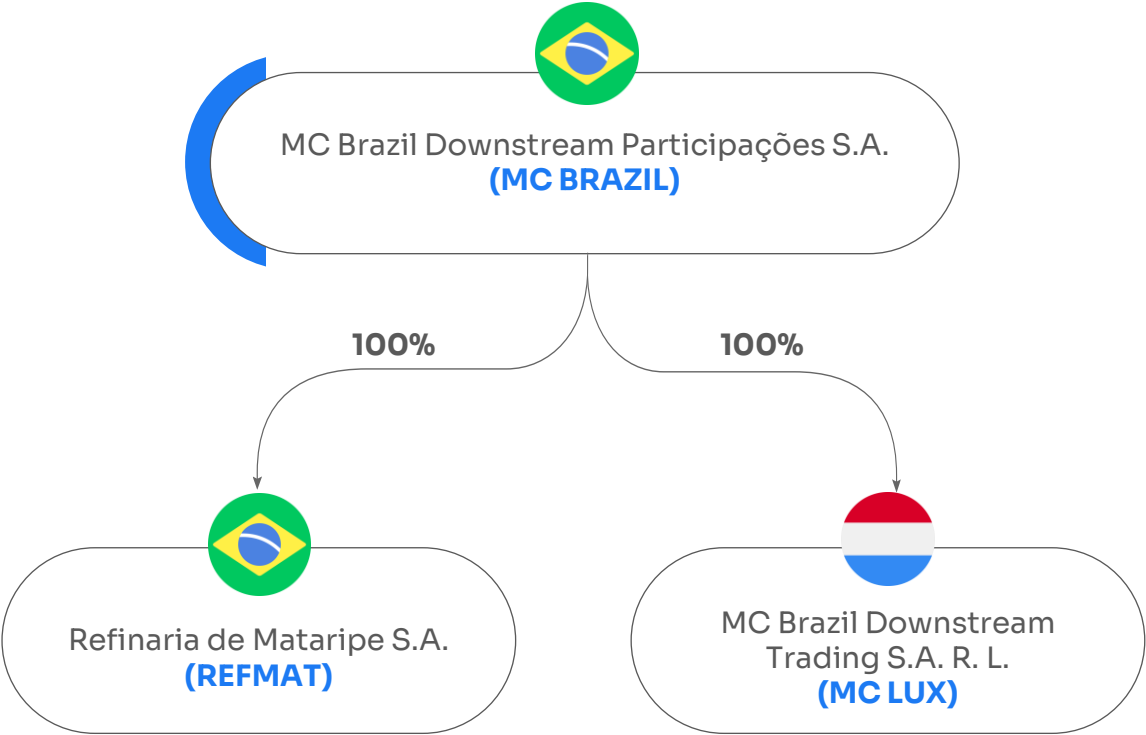
These bodies and mechanisms make up the Governance system and are in line with Acelen's purpose of being a reference company in best governance practices.

<sup>1</sup>Independent board member.



# Exhibit I

## Corporate Structure



# Exhibit II

## Balance Sheet (Consolidated)

Assets	BRL MM	USD MM <sup>1</sup>
<b>Current Assets</b>		
Cash and Cash Equivalents	1,805	323
Trade Receivable	1,002	179
Inventories	4,389	786
Value-added tax and other taxes	110	20
Restricted Marketable Securities	10,508	1,883
Other Assets	5	1
<b>Total Current Assets</b>	<b>17,819</b>	<b>3,193</b>
<b>Non-Current Assets</b>		
Long-Term Receivables	72	13
Properties, plant and equipments	8,911	1,597
Intangible	75	13
<b>Total Non-Current Assets</b>	<b>9,058</b>	<b>1,623</b>
<b>Total Assets</b>	<b>26,877</b>	<b>4,816</b>
<b>Liabilities and Shareholders' Equity</b>	<b>BRL MM</b>	<b>USD MM<sup>1</sup></b>
<b>Current Liabilities</b>		
Suppliers	2,792	498
Account Payable – Subsidiary Acquisition	368	68
Loans and Borrowings	10,776	1,931
Derivative Financial Instruments	91	16
Lease Agreements	4	1
Employee Benefits	18	3
Income Taxes Payable	75	13
Value-added Taxes and Other Taxes	388	70
Deferred Revenue from Customers	109	19
Other liabilities	0	0
<b>Total Current Liabilities</b>	<b>14,620</b>	<b>2,620</b>
<b>Non-Current Liabilities</b>		
Suppliers	1	0
Loans and Borrowings	9,278	1,663
Lease Agreements	5	1
<b>Total Non-Current Liabilities</b>	<b>9,284</b>	<b>1,664</b>
<b>Shareholders' Equity</b>		
Share Capital	3,302	599
Retained Earnings	(341)	(61)
Other Comprehensive Income	12	(5)
<b>Total Shareholders' Equity</b>	<b>2,973</b>	<b>533</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>26,877</b>	<b>4,816</b>

<sup>1</sup>Considering period average exchange.



# Exhibit II

## Income Statements (Consolidated)

Income Statements (Consolidated)	BRL MM	USD MM <sup>1</sup>
<b>Net Revenue</b>	<b>3,204</b>	<b>567</b>
Cost of Good Sold	(2,914)	(516)
<b>Gross Income</b>	<b>290</b>	<b>51</b>
<b>Operating Expenses</b>	<b>(329)</b>	<b>(59)</b>
Sales Expenses	(34)	(6)
General and Administrative Expenses	(204)	(37)
Other Expenses, net	(91)	(16)
<b>Operating Loss</b>	<b>(39)</b>	<b>(9)</b>
<b>Net Financial Results</b>	<b>(370)</b>	<b>(68)</b>
Financial Revenues	7	1
Financial Expenses	(364)	(68)
Foreign and Monetary Changes	(13)	(2)
<b>Loss before taxes</b>	<b>(409)</b>	<b>(77)</b>
Income Taxes	68	12
<b>Net Loss for the year</b>	<b>(341)</b>	<b>(65)</b>

<sup>1</sup>Considering period average exchange.

# Exhibit II

## Cash Flow Statements (Consolidated)

Cash Flow Statements	BRL MM	USD MM <sup>1</sup>
<b>Cash Flow from Operating Activities</b>		
Income before Income Taxes	(409)	(77)
Adjustments for:		
Depreciation and Amortization	72	13
Net Financial Results	370	68
	<b>33</b>	<b>4</b>
<b>Changes in Operating Assets and Liabilities:</b>		
Trade Receivable and Deferred Revenue, Net	1,442	255
Inventories	(1,965)	(348)
Value-added Taxes and Other Taxes Receivable	(3)	(0)
Other Assets	(5)	(1)
Suppliers	(824)	(145)
Employee Benefits	18	3
Value-added Taxes and Other Taxes Payable	31	5
Other Liabilities	91	16
<b>Net Cash Used in Operating Activities</b>	<b>(1,181)</b>	<b>(210)</b>
Income Taxes Paid	(27)	(5)
Interest on Short-Term Investments Received	4	1
<b>Net Cash Used in Operating Activities</b>	<b>(1,204)</b>	<b>(214)</b>
<b>Cash Flow from Investing Activities</b>		
Capital Expenditures (PPE and Intangible)	(21)	(4)
Acquisition of Subsidiary	(10,119)	(1,811)
Restricted Marketable Securities	(9,898)	(1,883)
<b>Net Cash Used in Investing Activities</b>	<b>(20,038)</b>	<b>(3,698)</b>
<b>Cash Flow from Financing Activities</b>		
Proceeds from Loans and Borrowings	19,584	3,614
Borrowings Cost Paid	(126)	(23)
Interest on Loan and Borrowings Paid	(322)	(58)
Credit Facility's Fees Paid	(34)	(6)
Repayment of Loans with Related Parties	(0)	(0)
Increase of Share Capital	3,302	599
Repayment of Lease Agreements	(0)	(0)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>22,405</b>	<b>4,126</b>
<b>Increase (Reduction) in Cash and Cash Equivalents</b>	<b>1,164</b>	<b>214</b>
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(14)	(7)
Subsidiary's Cash and Cash Equivalents <sup>2</sup>	656	117
Cash and Cash Equivalents in the Beginning of the Year	0	-
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>1,805</b>	<b>323</b>

<sup>1</sup>Considering period average exchange.

<sup>2</sup>Subsidiary's Cash and Cash Equivalents at M&A closing date.