Vitol and Helios exclusive negotiations to buy Shell's downstream businesses in 19 African countries

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Vitol and Helios Investment Partners confirm they are in exclusive negotiations with Shell for the potential acquisition of equity in Shell's downstream businesses in 19 countries in Africa

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Today the Vitol Group ("Vitol") confirmed that it is in exclusive negotiations with Shell Oil Products Africa (Shell) for the potential acquisition of equity in their downstream businesses in 19 countries in Africa, subject to final negotiations and any necessary regulatory and final company approvals. Vitol's potential acquisition of equity will be in partnership with Helios Investment Partners ("Helios"), a major investment firm focusing on Africa and one of the few independent pan-African private equity investment firms to be founded and managed by Africans.

The scope of the negotiations is Shell's downstream businesses (Retail, Commercial Fuels, Lubricants, Liquefied Petroleum Gas (LPG), Bitumen, Aviation and Marine) in Morocco, Tunisia, Egypt (excluding lubricants), Cote d'Ivoire, Burkina Faso, Ghana, Togo, Senegal, Mali, Guinea, Cape Verde, Kenya, Uganda, Tanzania, Botswana (excluding LPG), Namibia, Madagascar, Mauritius and La Reunion.

The scope of the business includes 1300 retail sites, retail sales of around 3,500,000 cubic metres, and 1,200,000 cubic metres of terminal storage. There are around 2500 employees currently employed in the various businesses in the 19 countries.

Under the terms of the exclusivity agreement, Shell will not be holding discussions with any other third party other than Vitol and Helios for the time being. In addition, under the scope of a potential deal between the three companies, it is envisaged that Shell would retain a shareholding and the Shell brand would remain across all marketing businesses, including retail and lubricants. With the exception of Egypt, Shell's lubricants businesses in all 19 countries would also be in scope.

Further details regarding negotiations, bids and scope is commercially sensitive and confidential at this time.

About Vitol:

The Vitol Group was founded in 1966 in Rotterdam, the Netherlands. Since then the company has grown significantly, to become a major participant in world energy markets and is now the world's largest independent energy trader.

Its trading portfolio includes crude oil, oil products, LNG, natural gas, coal, power and carbon emissions. Vitol trades with all the major national oil companies, the integrated oil majors and the independent refiners and traders. Globally Vitol trades over 5.5 million barrels of crude oil and products per day. It has been doing business in Africa for more than 40 years.

In addition to its trading business, and its 50% share in the storage and terminals business, Vitol Tank Terminals International, with 11 terminals on 5 continents, Vitol has an exploration and production business which includes interests in Ghana, Cameroon, Philippines, Kazakhstan, Russia and Azerbaijan.

Further details on the Vitol Group can be found at href="http://www.vitol.com">www.vitol.com"

About Helios:

Helios Investment Partners is an Africa-focused private investment firm. Helios operates a family of funds and their related co-investment entities, aggregating more than \$1.2 billion in capital commitments, pursuing a full range of investment types, including business formations, growth equity investments, structured investments in listed entities and large scale leveraged acquisitions across Africa. The firm also managed the \$110 million Modern Africa Fund on behalf of a range of investors which included the U.S. government's Overseas Private Investment Corporation and several leading U.S. corporations.

Established in 2004 and led by co-founding partners Tope Lawani and Babatunde Soyoye, Helios is one of the largest investment firms focusing on Africa and is among the few independent pan-African private equity investment firms to be founded and managed by Africans.

Helios' portfolio companies operate in more than 20 countries, and in various industrial sectors, across the African continent. The firm has significant experience in private equity investing across a broad range of industries and investment types – leveraged buyouts, recapitalizations, joint ventures, seed-stage venture capital, restructurings, and strategic public equity investments.

Limited partners in Helios' funds include several leading global investment funds, corporate entities, family offices, high net-worth individuals and development finance institutions, the latter of which include the UK's CDC, the US government's Overseas Private Investment Corporation, and the IFC, the private sector arm of the World Bank.

Further details on Helios Investment Partners can be found at www.heliosinvestment.com