

SASOL LTD  
Form 6-K  
February 25, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

Report on Form 6-K for February, 2019

Commission File Number 1-31615

Sasol Limited  
50 Katherine Street  
Sandton 2196  
South Africa

(Name and address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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Yes \_\_\_\_\_ No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes \_\_\_\_\_ No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes \_\_\_\_\_ No

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**Enclosures: SASOL LIMITED** Reviewed Interim Financial Results for the six months ended 31 December 2018

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## Overview<sup>1,2,3</sup>

Our underlying cash generation remains sound, with earnings before interest, tax, depreciation and amortisation (EBITDA)<sup>4</sup> increasing by 10% when compared to the prior period and normalised cash fixed cost contained to below our inflation target. Our earnings growth was, however, slower than expected due to volatility in the oil price and lower than expected production and sales volumes. As we are in the commissioning phase of the LCCP production units, the delay in income from these units will result in lower earnings due to costs being recognised without corresponding revenues.

Earnings attributable to shareholders for the period ended 31 December 2018 increased by 114% to R14,7 billion from R6,9 billion in the prior period, largely due to the significant remeasurement items recorded in the prior period. Headline earnings per share (HEPS) increased by 32% to R23,25 per share and earnings per share (EPS) increased by 112% to R23,92 per share compared to the prior period.

Core headline earnings per share (CHEPS)<sup>5</sup> increased by 18% to R21,45 per share compared to the prior period, mainly as a result of higher average crude and product prices, the effect of the weaker rand/US dollar exchange rate and higher margins in specialty chemicals measured in rand terms. This was partially offset by lower than expected production and sales volumes due to the extended shutdown at SSO and external ethylene supply constraints which impacted our European operations. Post the shutdowns, we are seeing much improved production in all of our units with SSO performing at run-rates indicative of 7,8 million tons (mt)/per annum. We expect steady progress in the second half and production to be in line with previous market guidance.

Sasol's core headline earnings were impacted by the following notable after tax once-off and period close items:

	Half year 31 Dec 18 Rand per share	Half year 31 Dec 17 Rand per share	Full year 30 Jun 18 Rand per share
<b>Headline earnings per share</b>	<b>23,25</b>	17,67	27,44
Translation impact of closing exchange rate	(0,52)	1,33	(0,09)

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Mark-to-market valuation of oil and foreign exchange hedges	(0,48)	(0,78)	3,81
Khanyisa share-based payment	0,63		4,82
LCCP ramp-up depreciation	0,17		0,05
Reversal of provision for tax litigation matters	(1,60)		
<b>Core headline earnings per share<sup>5</sup></b>	<b>21,45</b>	18,22	36,03

Average crude oil prices moved higher by 26%, however in December 2018, we saw the oil price trending much lower at ~ US\$50/bbl highlighting the volatility in supply demand balances. Whilst we benefitted from the higher oil price in the first quarter, we have to ensure that we remain focused on cost, cash and capital conservation to sustainably operate in volatile periods.

Excluding the effect of our hedging programme, the average rand/US dollar market exchange rate of R14,20 weakened by 6% from the prior period and the closing exchange rate weakened by 5% from R13,73 in June 2018 to R14,36 in December 2018. The weaker closing exchange rate negatively impacted gearing and the valuation of our foreign exchange derivatives and loans.

The movement in macroeconomic factors can be summarised as follows:

	Half year 31 Dec 18	Half year 31 Dec 17	Full year 30 Jun 18
Rand/US dollar average exchange rate	6 14,20	13,40	12,85
Rand/US dollar closing exchange rate	16 14,36	12,37	13,73
Average dated Brent crude oil price (US dollar/barrel)	26 71,33	56,74	63,62

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Refining margins (US dollar/barrel)	(2)	<b>9,49</b>	9,73	9,32
Average Henry Hub gas price (US dollar/million British thermal unit)	15	<b>3,36</b>	2,93	2,95

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1 Forward looking statements are the responsibility of the directors and in accordance with standard practice, it is noted that these statements have not been reviewed and reported on by the company's auditors.

2 All comparisons to the prior period refer to the six months ended 31 December 2017. All numbers are quoted on a pre-tax basis except for earnings attributable to shareholders.

3 All non-GAAP measures (such as normalised earnings before interest and taxation (EBIT), core headline earnings, adjusted effective tax rate, etc.) have not been reviewed and reported on by the company's auditors.

4 EBITDA is calculated by adjusting earnings before interest and taxation for depreciation, amortisation, remeasurement items, share-based payments and unrealised gains and losses on our hedging activities. We believe EBITDA is a useful measure of the group's underlying cash flow performance. However, this is not a defined term under IFRS and may not be comparable with similarly titled measures reported by other companies.

5 Core headline earnings are calculated by adjusting headline earnings with once-off items, period close adjustments and depreciation and amortisation of significant capital projects, exceeding R4 billion which have reached beneficial operation and are still ramping up, and share-based payments on implementation of B-BBEE transactions. Period close adjustments in relation to the valuation of our derivatives at period end is to remove volatility from earnings as these instruments are valued using forward curves and other market factors at the reporting date and could vary from period to period. We believe core headline earnings are a useful measure of the group's sustainable operating performance. However, this is not a defined term under IFRS and may not be comparable with similarly titled measures reported by other companies.

EBITDA and core headline earnings constitutes pro forma financial information in terms of the JSE Limited Listings Requirements and should be read in conjunction with the basis of preparation and pro forma financial information as set out on pages 22 and 23.

## Operational performance overview

Sasol experienced some challenges with regards to our operational performance in the first quarter of the year, largely due to the extended planned shutdown at SSO which impacted production and sales volumes across the value chain. We did however deliver a stronger operational performance in the second quarter of the year and are maintaining stable operations. Our current production run-rates at SSO support an annualised run-rate of 7,8 million tons. In Europe, our operations maintained their good performance,



but were affected by external ethylene supply constraints which impacted sales volumes.

The highlights of our business performance are summarised below:

§ Mining s productivity continues to improve although we have not yet achieved targeted productivity levels. Our productivity rate improved by 8% from 1 099 t/cm/s in the prior period to 1 187 t/cm/s in December 2018. Supply to our internal value chain remains sufficient and our stock pile has been restored to levels above our working capital target. We are now planning to reduce external purchases to pre-2017 strike levels;

§ Production volumes from our Eurasian Operations decreased by 8% mainly resulting from external ethylene feedstock supply shortages and planned shutdowns;

§ ORYX GTL continued to deliver an exceptional performance, with an average utilisation rate of 99%;

§ Natref improved its performance by 43% and achieved a production run-rate of 641m<sup>3</sup>/h;

§ The planned Steam Station 2 shutdown at Sasolburg Operations (SO) was completed ahead of schedule and achieved stable operations post the shutdown. A detailed study was undertaken that proved the viability of specific SO assets, which are not gas dependent, to have a useful life beyond 2034. The useful life of these assets was therefore extended to 2050;

§ Liquid fuels sales volumes increased 4%, enabled by the strong performance from Natref, and increased sales to wholesale and commercial customers;

§ Sales volumes from our Performance Chemicals business decreased by 3%, mainly as a result of a force majeure in Europe triggered by external ethylene supply constraints; and

§ Base Chemicals sales volumes decreased by 11%, impacted by the extended shutdown at SSO and lower fertiliser demand. Our 50% joint venture high density polyethylene plant (HDPE) in the US with INEOS Olefins and Polymers USA is ramping up to expectations and delivered 91 kt of saleable product for Sasol for the six months.

A detailed production summary and key business performance metrics for the financial year for all our businesses were published on our website, [www.sasol.com](http://www.sasol.com), on 8 February 2019.

## Cost, cash and capital performance

Cash fixed costs, excluding capital-growth and once-off business establishment costs, increased by 4,3% which is 1,7% below our inflation target. Our cost management processes remain a key focus to protect and improve our competitive position, while ensuring that we maintain safe and sustainable operations. As indicated previously, Sasol is targeting a longer term sustainable inflation rate of 6%.

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Our net cash position decreased by 7%, from R17 billion in June 2018 to R16 billion as at 31 December 2018 mainly due to the funding requirements of the LCCP. Loans raised during the period amounted to R28 billion, mainly for funding of our growth projects. During the period, we utilised an additional US\$1,7 billion of the US\$3,9 billion Revolving Credit Facility (RCF), in order to meet the group's funding requirements. In addition, in September 2018 Sasol raised bonds in the US capital markets to the value of US\$1,5 billion (maturity in 2024) and US\$0,75 billion (maturity in 2028), respectively. The proceeds of the bonds were used to repay a portion of the outstanding LCCP project asset finance facility.

Working capital increased R2,1 billion from June 2018, mostly as a result of higher feedstock prices. Inventory holding in days reduced by 11% compared to June 2018.

Cash generated by operating activities increased by 79% to R25 billion compared with R14 billion in the prior period. This is largely attributable to favourable Brent crude oil and product prices and a weaker rand/US dollar exchange rate.

Actual capital expenditure amounted to R30 billion. This includes R16 billion (US\$1,1 billion) relating to the LCCP. Our capital expenditure estimate for the full year has been revised to R52 billion largely due to optimisation of the capital portfolio.

Due to funding of the LCCP, more than 85% of our debt is now US dollar denominated. Given the significantly weaker closing exchange rate of R14,36, gearing increased to 48,9%, which is above our target and previous market guidance. The exchange rate increased gearing by approximately 2% compared to our internal forecast. The higher capital cash flows on the LCCP during November to December 2018 further impacted gearing increasing it to 48,9%. Net debt to EBITDA increased to 2,17 times for the same reasons. While this is above our target of 2,0 times and previous market guidance, our investment grade credit ratings remain intact. Notwithstanding the current oil price and exchange rate volatility, as well as the increased expenditure on the LCCP, we still plan to manage the balance sheet debt metrics to within investment grade credit ratings.

Our dividend policy is to pay dividends with a dividend cover range based on CHEPS. Taking into account the impact of the current volatile macroeconomic environment, capital investment plans, the current strength of our balance sheet, and the dividend cover range, the Board has declared a gross interim dividend of R5,90 per share (18% higher compared to the prior period). The dividend cover is 3,6 times at 31 December 2018 (31 December 2017: 3,6 times).

## Update on hedging activities

Sasol continues to monitor opportunities to optimally protect its trading portfolio and balance sheet. The group entered into a number of hedging transactions relating to the crude oil price, rand/US dollar exchange rate, ethane price and the coal price.

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Our hedging programme for financial year 2019 has been completed, with ~70% of our exposure to the rand/US dollar exchange rate and ~80% of our oil exposure hedged. We are currently executing on our hedging programme for financial year 2020 with US\$613 million of our exposure to the rand/US dollar exchange rate already hedged as at 31 December 2018. In January 2019, we hedged an additional US\$87 million, thereby increasing our total cover to US\$700 million.

The current ethane hedging programme is being executed to cover the existing ethane cracker in the US. Hedging for the LCCP cracker is planned to match the start-up schedule.

Should attractive hedges become available in the market at an acceptable cost, we will enter into additional hedges in mitigation against these financial risks. The volumes hedged, exposure and floor prices for financial years 2019 and 2020 are detailed in the Analyst Book available on our website, [www.sasol.com](http://www.sasol.com).

## Continuous improvement (CI) and digitalisation

Our group wide CI programme, aimed at improving the robustness and competitiveness of our business, has a medium-term target to increase our Return on Invested Capital (ROIC) for our foundation businesses by at least two percentage points by financial year 2022. The targeted ROIC increase is off a 30 June 2017 base, normalised for remeasurement and once-off items, and excluding assets under construction.

To date, we have completed industry benchmarks against our global peers for the majority of our functions and major value chains. Based on the outcome of these, a number of value enhancing opportunities with a high probability to meet our financial year 2022 ROIC target have been identified. Approximately R2 billion of value has been unlocked with specific gross margin, cash fixed costs and balance sheet initiatives in the first half of financial year 2019. This benefit was offset by the impact of production interruptions during the period.

Digitalisation is a significant lever for our CI programme, with specific focus on improving the quality and availability of data across all areas of the business to enable automation, advanced analytics and improved decision making and operations.

We have made good progress with our focused asset review process. The majority of our reviewed assets will be retained, with some earmarked for growth while others will be enhanced through detailed improvement plans. Although the initial asset reviews are nearing completion, the asset portfolio will be continuously reviewed to achieve a high grade portfolio and ensure optimal performance against our targets.

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## Effective tax rate

The decrease in our effective corporate tax rate from 31,6% to 24,1% was mainly as a result of the successful outcome of the Sasol Oil tax litigation matter resulting in the reversal of the provision of R1,3 billion. The adjusted effective tax rate, excluding equity accounted investments, remeasurements and once-off items, is 29,0% compared to 26,4% in the prior period due to lower energy efficiency allowances.

## Satisfactory operational performance, higher oil and product prices <sup>1,3</sup>

### Operating Business Units

#### Mining **improving productivity rates while striving towards zero harm**

Normalised earnings\* decreased by 3% to R2,8 billion compared to the prior period, mainly as a result of lower sales volumes to SSO and higher royalty taxes of R260 million associated with our capital expenditure. We did however benefit from higher selling prices to SSO and a 12% increase in export coal prices, although our export volumes were 6% lower when compared to the prior period.

Normalised unit cost of production increased by 5% to R299 per ton compared to the prior period, which is below our inflation target. Our stock pile has been restored to levels above our working capital target and supply to our internal value chain remains sufficient. We remain focused on maintaining safe and reliable operations and increasing production in line with our internal plans. We are therefore targeting a normalised unit cost of production of between R295 to R304 per ton for the full year.

#### Exploration and Production International (E&PI) **strong operational delivery from Mozambique and Gabon**

Normalised earnings\* amounted to R812 million for the period.

Our Mozambican producing operations recorded an EBIT of R1,2 billion largely due to higher sales prices, which was partly negated by lower demand in the Mozambican gas market. We maintained stable operations during the period and remain on track to achieve our targeted volumes for the year.

Our Gabon asset recorded an EBIT of R335 million compared to R47 million for the prior period due to higher sales prices and a 3% increase in production volumes.

Our Canadian shale gas asset in Montney generated an operating loss of R363 million compared to the operating loss of R437 million excluding the partial impairment of R2,8 billion in the prior period.

## Strategic Business Units

### Energy volume improvement offset by product mix margin impact

Our normalised earnings margin improved by 1% to 23% compared to the prior period, mainly as a result of higher crude oil prices (48%), weaker rand/US dollar exchange rates (18%) and higher liquid fuels volumes (2%), partially offset by the margin impact resulting from more sales volumes sourced from Natref as a result of the longer than planned SSO shutdown (15%). Liquid fuels sales increased by 4% due to higher wholesale and commercial sales on the back of higher SSO and Natref production. The higher sales to wholesale and commercial customers resulted in lower margins relative to the retail channel which was impacted by poor market conditions in South Africa.

Normalised earnings\* increased by 38% to R10 billion when compared to the prior period. We continued to focus on cost containment and reduced our normalised cash fixed costs to R7,0 billion, which is 0,9% below inflation.

ORYX GTL contributed R956 million to EBIT mainly due to higher Brent crude oil prices and a 1% increase in production volumes. ORYX GTL maintained the prior period average utilisation rate of 99%. In December 2018, a leak was discovered in the waste heat boiler of one of the reformer reactors. We therefore expect to have an extended shutdown to repair the waste heat boiler. We anticipate an average utilisation rate of 90% for the full year.

In Nigeria, Escravos GTL (EGTL), production volumes were 25% lower compared to the prior period largely due to an unplanned shutdown. Maintenance activities have since been completed and the plant is back in production. Optimisation efforts to reduce costs and improve plant efficiency continue.

In line with our strategy to increase our South African retail presence, we continue to target 15 new Retail convenience centres for the financial year, which will include greenfield developments as well as other oil company conversions increasing our retail outlets to 411, excluding any divestments.

### **Performance Chemicals   robust market demand, adversely impacted by supply constraints**

Sales volumes (normalised for the PASG transfer<sup>1</sup>) decreased by 3% compared to the prior period, mainly due to planned shutdowns and a force majeure in Europe, triggered by external ethylene supply constraints. We continued to take advantage of the strong demand for our organics and advanced materials products and expanded our footprint in differentiated markets. The margins for our European and US specialty businesses remained strong in rand terms, benefitting from robust demand and favourable market conditions.

Normalised earnings\*, adjusted for the transfer of PASG to Base Chemicals, decreased by 8% to R3,7 billion compared to the prior period, mainly due to lower sales volumes, growth costs associated with the LCCP and the extended shutdown at SSO.

Our Organics business was impacted by the force majeure in Europe, however, in rand terms we have seen strong margins over the period. Wax sales volumes decreased due to the disposal of our Alexandria Wax business in financial year 2018, as well as lower paraffin sales. Our Advanced Materials business delivered a solid performance and maintained robust margins. We expect our annual sales volumes (excluding LCCP) for Performance Chemicals to be 1 to 2% higher than the prior year.

Excluding growth costs associated with our projects in the US and Brunsbüttel and foreign translation effects, cash fixed costs were contained to 3,3% for the period, which is below our inflation target.

<sup>1</sup> In line with Sasol's updated strategy, we have reorganised the Chemical portfolio to support our value-based growth strategy. Consequently, we have transferred the Phenolics, Ammonia and Specialty Gases (PASG) results from Performance Chemicals to Base Chemicals, effective 1 July 2018. Ammonia and Specialty Gases are managed by Energy. The metrics have been restated for the transfer.

### **Base Chemicals   higher prices, but volumes under pressure**

Our business benefitted from higher US dollar chemical prices with our average sales basket price increasing by 10%. We have seen a significant increase in our US Polymers basket sales price as we transitioned merchant ethylene sales to downstream derivatives following the ramp-up of our HDPE plant. The HDPE price differential was US\$900/ton for the period compared to the



spot merchant ethylene price of US\$400/ton.

Sales volumes decreased by 11% mainly due to the extended planned shutdown at SSO and lower fertiliser demand. Notwithstanding this decrease, we are expecting annual sales volumes (excluding US produced products), to be 1% lower for the full year.

Normalised earnings\*, adjusted for the transfer of PASG from Performance Chemicals, decreased by 15% to R2,5 billion compared to the prior period mainly due to lower sales volumes. Our cash fixed costs, normalised for growth and once off items increased by only 2,9%, which is below our inflation target. Our results includes the reversal of an impairment of R949 million (R683 million after tax) on our integrated ethylene assets in Sasolburg due to the useful life extension from 2034 to 2050. The useful life extension further resulted in a lower depreciation charge of R139 million which is partly offset by higher depreciation in the US with the new plants and infrastructure reaching beneficial operation.

Our 50% joint venture HDPE plant with INEOS Olefins and Polymers USA is ramping-up to expectations and is expected to achieve an average utilisation rate of approximately 80% for the full year.

\* Normalised earnings represent reported EBIT adjusted for remeasurement items and the closing rate translation effects. We believe normalised earnings are a useful measure of the group's sustainable operating performance. However, this is not a defined term under IFRS and may not be comparable with similarly titled measures reported by other companies. Normalised earnings constitutes pro forma financial information in terms of the JSE Limited Listings Requirements and should be read in conjunction with the basis of preparation and pro forma financial information as set out on pages 22 and 23.

## Advancing projects to enable future growth

### § Update on the Lake Charles Chemicals Project (LCCP):

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As at the end of December 2018, engineering and procurement activities were substantially complete and construction progress was at 84%. Our overall project completion was 94% and capital expenditure amounted to US\$10,9 billion.

The first derivative unit, linear low-density polyethylene (LLDPE) reached beneficial operation on 13 February 2019, approximately two months late. Utilities to support the early process units were fully operational by end November 2018. These utilities together with LLDPE comprised ~40% of the LCCP total cost, prior to the revised estimate.

Unfortunately, during the last quarter of calendar 2018, several factors within and beyond our control impacted the completion schedule and associated cost for the remaining units resulting in the overall project capital cost estimate being revised from US\$11,13 billion to a range of US\$11,6 – 11,8 billion. The difference between the upper and lower end of the range is a contingency and weather provision of US\$200 million.

Management maintains our unrelenting focus on delivering the remaining units per the revised schedule and we are confident that the fundamentals for the LCCP – being, among others, a feedstock advantaged plant, a world scale highly integrated facility, diverse product slate with high margin products and world class logistics and infrastructure - remain intact. We maintain our guidance that the project will deliver a steady state EBITDA of US\$1,3 billion in financial year 2022.

More details on the project can be found in our updated project factsheet at <https://www.sasol.com/investor-centre/lake-charles-chemicals-project/lake-charles-chemicals-project-fact-sheet>.

§ **Focusing on our asset base in Africa:**

In Mozambique, the Production Sharing Agreement (PSA) reservoirs have proved more complex than expected with reduced expectation of recoverable volumes. The remaining uncertainty coupled with a lower-for-longer forecast in the oil price, suggest a revised development concept maximising the use of existing wells and processing facilities. A PSA Phase 1 project decision for feasibility studies is planned for the last quarter of calendar year 2019, with a Field Development Plan amendment to be submitted in December 2019. Phase 1 gas results confirm resource cover for Central Térmica de Temane (CTT), formerly known as the Mozambique Gas to Power Project (MGtP), and which was also confirmed via an independent resource certification study. A gas term sheet is being negotiated for gas supply to Electricidade de Moçambique (EDM) for CTT.

The initial appraisal of the Phase 2 Pande gas reservoirs has been completed. The drilling results indicate gas volumes to be at the lower end of expectations. An extension of the commercial assessment period has been granted to enable further appraisal and development of the gas markets. Focused efforts are underway to assess the range of options and possibilities to sustainably secure and source gas feedstock.

Sasol is one of four participating interest owners of the Etame Marin Permit, and holds a 30% participating interest, with VAALCO Gabon SA being the operator. In September 2018, VAALCO through its wholly owned subsidiary and other Etame participating interest owners, announced the receipt of the Presidential Decree approving the successful execution of an amendment to the Etame Marin Production Sharing Contract (PSC) in Gabon between the government of Gabon and the Etame participating interest owners. The amendment provides for a 10 year extension of the three exclusive exploitation areas under the PSC until September 2028.

## **Maintaining our focus on safety and sustainable value creation**

We continued to deliver our broader sustainability contributions during the period:

§ Safety remains one of our top priorities and is a core value. We are deeply saddened to report that we experienced two tragic fatalities at our Sasol Mining operations. The corrective actions from the investigations include adapting our systems and processes applicable to weekend work and our service provider interface which have been implemented.

§ Our 12 month rolling RCR for employees and service providers, excluding illnesses, is 0,26 at December 2018 as compared to 0,30 at December 2017. Although this is an improvement, we remain vigilant and aware of the need to improve our safety performance by implementing our high severity injury

programme. Importantly, we have adapted our leadership development programmes to include frontline supervisor training that focuses on team engagement, together with an alignment of our critical safety behaviours within Sasol's culture transformation programme.

§ The transition to a lower carbon economy is a prerequisite to avoid the most severe impacts of climate change. Sasol is committed to playing our part in this transition in the areas where we operate. In this regard, Sasol will be providing more information on our climate change management approach during our financial year 2019 reporting cycle.

§ In South Africa, the carbon tax was voted on by the Standing Committee on Finance in Parliament on 5 February 2019. The initial carbon tax will be R120 per ton of carbon dioxide equivalent (CO<sub>2e</sub>) with a number of tax free allowances. This will now progress to the National Assembly.

§ Energy efficiency improved 5% from the 2015 baseline. These improvements are largely due to energy saving projects and initiatives implemented from 2015 and a refinement of the calculation methodology. This was further enhanced by optimisation initiatives across our operations. Sasol's South African energy efficiency for the half year improved by 6,6% from the 2015 baseline. We are on track to meet our 2030 objective of a 15% improvement from the 2015 baseline.

§ We continue to measure our comprehensive climate change response in accordance with our key performance indicators. Our total greenhouse gas (GHG) emissions for

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all operations globally are projected to reduce marginally to 65,5 million tons when compared to 67,1 million tons in the prior year. Our GHG emissions intensity (measured in CO<sub>2</sub>e per ton of production) is projected to be lower at 3,57 compared to 3,77 in 2018. This is largely due to the shutdowns experienced at our Secunda facilities.

§ Sasol has consistently communicated our commitment to meeting our air quality compliance obligations through air quality improvement roadmaps. We intend applying for a further round of postponements as currently provided for in law to complete execution of the air quality roadmaps, in a safe manner, towards compliance with all relevant minimum emission standards, save for sulphur dioxide (SO<sub>2</sub>). We continue to participate in an ongoing engagement process with both the Department of Environmental Affairs and the Portfolio Committee on Environmental Affairs in relation to the challenges that we face in meeting the SO<sub>2</sub> new plant standards for our boiler plants.

§ In line with our commitment to responsibly manage our water use, results for the half year related to water management, reflect a decrease in total water usage from 67,3 million m<sup>3</sup> to 66,0 million m<sup>3</sup> and a decrease in river water use from 54,1 million m<sup>3</sup> to 52,7 million m<sup>3</sup>. Potable water use has increased from 6,0 million m<sup>3</sup> to 6,4 million m<sup>3</sup>.

§ From a product stewardship perspective, we continue to implement efforts to enhance product transport safety performance by growing rail transport and increasingly deploying technology to eliminate road transport incidents. In response to the global plastics waste challenge, Sasol will participate and develop joint solutions with industry through our associations. To this end, Sasol has joined the recently-announced Alliance to End Plastic Waste, a global initiative of companies along the plastics value chain aimed at eliminating plastic waste in the environment.

§ During the period, we paid R21,6 billion in direct and indirect taxes to and received direct tax refunds of R3,1 billion from the South African government. Sasol remains one of the largest corporate taxpayers in South Africa, contributing significantly to the country's economy.

§ We invested R918 million in skills and socio-economic development during the period, which includes our Ikusasa programme, the Sasol Siyakha Trust which finances small, medium and macro enterprises, bursaries, graduate development, learnerships and artisan training programmes. The Ikusasa programme focuses on education, health and wellbeing, infrastructure, and safety and security in the Secunda and Sasolburg regions.

§ Sasol delivered on our commitments towards sustainable transformation and B-BBEE during the past three years. Sasol achieved a Level 4 contributor status well ahead of our planned 2020 timeframe. During the past six months our expenditure with black-owned suppliers amounted to R9,4 billion representing 67% of the R14 billion targeted for the 2019 financial year.

§ On 8 February 2019 the Sasol South Africa Limited Board declared an interim dividend of R11,44 per ordinary share to the benefit of Khanyisa shareholders.

## **Business performance outlook\*    improved production performance and continuation of cost focus**

The current economic climate continues to remain highly volatile and uncertain. While oil price and foreign exchange movements are outside our control and may impact our results, our focus remains firmly on managing factors within our control, including volume growth, cost optimisation, effective capital allocation, focused financial risk management and maintaining an investment grade credit rating.

We expect an overall improved operational performance for the year ending 30 June 2019, with:

§ SSO maintaining post shutdown run-rates, targeting the upper-end of 7,5 to 7,6 million tons;

§ Liquid fuels sales volumes of approximately 57 to 58 million barrels in line with our previous market guidance;

§ Base Chemicals sales volumes, excluding US produced products, to be 1% lower for the financial year;

§ Performance Chemicals annual sales volumes to be between 1% to 2% higher (excluding LCCP);

§ Gas production volumes from the Petroleum Production Agreement (PPA) in Mozambique to be between 114 bscf to 118 bscf;

§ ORYX GTL to achieve an average utilisation rate of 90% due to a leak discovered in December 2018 in the waste heat boiler of one of the reformer reactors. We therefore expect to have an extended shutdown to repair the waste heat boiler;

§ Normalised cash fixed costs to remain in line within our inflation assumption of 6%;

§ Capital expenditure, including capital accruals, of R52 billion for 2019 and R30 billion for 2020 as we progress with the execution of our growth plan and strategy. Capital estimates may change as a result of exchange rate volatility and other factors;

§ Gearing and net debt to EBITDA will be managed within our Board approved levels of between 45% and 49% and 2,0 times and 2,3 times respectively;

§ Rand/US dollar exchange rate to range between R13,85 and R14,50; and

§ Average Brent crude oil prices to remain between US\$60/bbl and US\$65/bbl.

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\* The financial information contained in this business performance outlook is the responsibility of the directors and in accordance with standard practice, it is noted that this information has not been audited and reported on by the company's auditors.





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## Tax litigation and contingency

As previously reported, the South African Revenue Service (SARS) issued revised assessments for Sasol Oil (Pty) Ltd (Sasol Oil) relating to a dispute around our international crude oil procurement activities for the 2005 to 2014 tax years. Following an unfavourable ruling for Sasol Oil by the Tax Court on 30 June 2017, Sasol Oil made a provision in its financial statements of R1,3 billion, including penalties and interest, which covers the 2005 to 2014 tax years. On 9 November 2018, the Supreme Court of Appeal (SCA) upheld an appeal filed by Sasol Oil and set aside the ruling by the Tax Court. The SCA effectively confirmed Sasol Oil's view that the grounds argued by SARS for additional taxation of Sasol Oil's international crude oil procurement activities has not been fulfilled. On the basis of this judgement, Sasol Oil has reversed the accrual of R1,3 billion. On 29 November 2018, SARS applied to the Constitutional Court for leave to appeal against the SCA decision. On 4 February 2019, the Constitutional Court dismissed SARS' application with costs with the arguments that the matter falls outside the jurisdiction of the Court and, in any event, bears no reasonable prospect of success.

In addition to the above litigation, the potential liability relating to the ongoing dispute with SARS in relation to its revised assessments for the 2013 and 2014 tax years based on a different primary ground of assessment regarding Sasol Oil's crude oil procurement activity amounts to R13 billion (including interest and penalties as at 31 December 2018). Sasol Oil disagrees with SARS' assessment for the 2013 and 2014 periods. This tax dispute remains the subject of an ongoing appeal with the Tax Court lodged by Sasol Oil. A possible obligation may arise for the tax years subsequent to 2014, which could give rise to a future potential liability.

Further, as reported previously, following a SARS request for information on Sasol Financing International Plc (SFI) which performs an off-shore treasury function for Sasol, SARS proceeded to an audit over a number of years. This audit culminated in the issuance of a final audit letter on 16 February 2018. Consequently, revised assessments were issued by SARS in respect of the 2002 to 2012 tax years. SFI has co-operated fully with SARS during the course of the audit related to these assessments. SFI, in consultation with its tax and legal advisors, does not support the basis of these additional assessments for all the years. Accordingly, SFI submitted objections and/or appeals (as the case may be) to the revised assessments as the legal process unfolds. In addition, Sasol has also launched a judicial review application against the SARS decision to register SFI as a South African taxpayer. SARS' answering affidavit in this litigation was submitted on 8 February 2019 and SFI will respond accordingly. The dispute relates to the place of effective management of SFI. The potential tax exposure is R3,2 billion including interest and penalties as at 31 December 2018.

Sasol is committed to compliance with tax laws and any disputes with tax authorities on the interpretation of tax laws and regulations will be addressed in a transparent and constructive manner.

## Change in directors

There were no changes in directors during the six months ended 31 December 2018.

## Declaration of cash dividend number 79

An interim gross cash dividend of South African 590 cents per ordinary share (31 December 2017 500 cents per ordinary share) has been declared for the six months ended 31 December 2018. The cash dividend is payable on the ordinary shares and the Sasol BEE ordinary shares. The Board is satisfied that the liquidity and solvency of the company, as well as capital remaining after payment of the dividend is sufficient to support the current operations for the ensuing year. The dividend has been declared out of retained earnings (income reserves). The South African dividend withholding tax rate is 20%. At the declaration date, there are 624 606 120 ordinary and 6 331 347 Sasol BEE ordinary shares in issue. The net dividend amount payable to shareholders who are not exempt from the dividend withholding tax, is 472 cents per share, while the dividend amount payable to shareholders who are exempt from dividend withholding tax is 590 cents per share.

The salient dates for holders of ordinary shares and Sasol BEE ordinary shares are:

Declaration date	Monday, 25 February 2019
Last day for trading to qualify for and participate in the interim dividend (cum dividend)	Tuesday, 12 March 2019
Trading ex dividend commences	Wednesday, 13 March 2019
Record date	Friday, 15 March 2019
Dividend payment date (electronic and certificated register)	Monday, 18 March 2019
The salient dates for holders of our American Depository Receipts are: <sup>1</sup>	
Ex dividend on New York Stock Exchange (NYSE)	Thursday, 14 March 2019
Record date	Friday, 15 March 2019
Approximate date for currency conversion	Tuesday, 19 March 2019
Approximate dividend payment date	Friday, 29 March 2019

<sup>1</sup> All dates approximate as the NYSE sets the record date after receipt of the dividend declaration.	
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On Monday, 18 March 2019, dividends due to certificated shareholders on the South African registry will either be electronically transferred to shareholders' bank accounts or, in the absence of suitable mandates, dividend cheques will be posted to such shareholders. Shareholders who hold dematerialised shares will have their accounts held by their CSDP or broker credited on Monday, 18 March 2019. Share certificates may not be dematerialised or rematerialised between 13 March 2019 and 15 March 2019, both days inclusive.

On behalf of the Board

**Mandla Gantsho**  
Chairman  
Officer

**Bongani Nqwababa**  
Joint President and  
Chief Executive Officer

**Stephen Cornell**  
Joint President and  
Chief Executive Officer

**Paul Victor**  
Chief Financial

Sasol Limited

22 February 2019



Sasol Limited Group

# Income statement

## for the period ended

	Half year 31 Dec 18 Reviewed Rm	Half year 31 Dec 17 Reviewed Rm	Full year 30 Jun 18 Audited Rm
<b>Turnover</b>	<b>102 944</b>	88 153	181 461
Materials, energy and consumables used	(45 960)	(35 887)	(76 606)
Selling and distribution costs	(3 794)	(3 388)	(7 060)
Maintenance expenditure	(4 676)	(4 424)	(9 163)
Employee-related expenditure	(14 789)	(13 574)	(27 468)
Exploration expenditure and feasibility costs	(167)	(213)	(352)
Depreciation and amortisation	(8 392)	(8 301)	(16 425)
Other expenses and income	(5 850)	(7 102)	(15 316)
Translation gains/(losses)	454	(1 190)	(11)
Other operating expenses and income	(6 304)	(5 912)	(15 305)
Equity accounted profits, net of tax	876	766	1 443
<b>Operating profit before remeasurement items and once-off Sasol Khanyisa share-based payment</b>	<b>20 192</b>	16 030	30 514
Remeasurement items	599	(4 244)	(9 901)
Sasol Khanyisa once-off share-based payment	-	-	(2 866)
<b>Earnings before interest and tax (EBIT)</b>	<b>20 791</b>	11 786	17 747
Finance income <sup>1</sup>	420	1 192	1 716
Finance costs <sup>2</sup>	(252)	(1 689)	(3 759)
<b>Earnings before tax</b>	<b>20 959</b>	11 289	15 704
Taxation	(5 057)	(3 562)	(5 558)
<b>Earnings for the period</b>	<b>15 902</b>	7 727	10 146
<b>Attributable to</b>			
Owners of Sasol Limited	14 740	6 901	8 729
Non-controlling interests in subsidiaries	1 162	826	1 417
	<b>15 902</b>	7 727	10 146
	<b>Rand</b>	Rand	Rand
<b>Per share information</b>			
Basic earnings per share	<b>23,92</b>	11,29	14,26
Diluted earnings per share	<b>23,76</b>	11,25	14,18

1 Finance income decreased due to lower dividend income. This is mainly due to the divestment from Petronas Chemicals Olefins Sdn Bhd in March 2018.

2 Finance costs decreased mainly due to the adoption of the amendment to IAS 23 Borrowing Costs on 1 July 2018, which resulted in a higher capitalisation of costs.

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# Statement of comprehensive income

for the period ended

	Half year 31 Dec 18 Reviewed Rm	Half year 31 Dec 17 Reviewed Rm	Full year 30 Jun 18 Audited Rm
<b>Earnings for the period</b>	<b>15 902</b>	7 727	10 146
<b>Other comprehensive income, net of tax</b>			
<b>Items that can be subsequently reclassified to the income statement</b>	<b>3 817</b>	(3 189)	6 068
Effect of translation of foreign operations*	4 169	(3 348)	5 237
Effect of cash flow hedges**	(452)	343	1 233
Fair value of investments available-for-sale		15	13
Tax on items that can be subsequently reclassified to the income statement	100	(199)	(415)
<b>Items that cannot be subsequently reclassified to the income statement</b>	<b>56</b>	(146)	(54)
Remeasurements on post-retirement benefit obligations	5	(204)	(80)
Fair value of investments through other comprehensive income	99		
Tax on items that cannot be subsequently reclassified to the income statement	(48)	58	26
<b>Total comprehensive income for the period</b>	<b>19 775</b>	4 392	16 160
<b>Attributable to</b>			
Owners of Sasol Limited	18 601	3 570	14 727
Non-controlling interests in subsidiaries	1 174	822	1 433
	<b>19 775</b>	4 392	16 160

\* The impact of exchange rates against the rand at 31 December 2018 (R14,36/US\$1, R16,47/EUR1), (31 December 2017 R12,37/US\$1, R14,84/EUR1; 30 June 2018 R13,73/US\$1, R16,04/EUR1), resulted in the translation gains/(losses) recognised in other comprehensive income.

\*\* These amounts include a loss relating to the interest rate swaps of R48 million (31 December 2017 R189 million; 30 June 2018 R286 million) on reclassification from the cash flow hedge reserve to profit and loss. In addition, a derivative gain of R57 million (31 December 2017 R16 million; 30 June 2018 R52 million) was recognised in the income statement relating to the ineffective portion of the hedge.

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## Statement of financial position

at

	Half year 31 Dec 18 Reviewed Rm	Half year 31 Dec 17 Reviewed Rm	Full year 30 Jun 18 Audited Rm
<b>Assets</b>			
Property, plant and equipment	181 552	166 331	167 457
Assets under construction	184 007	135 399	165 361
Goodwill and other intangible assets	2 792	2 355	2 687
Equity accounted investments	10 961	9 679	10 991
Post-retirement benefit assets	1 292	612	1 498
Deferred tax assets	4 302	3 414	4 096
Other long-term assets***	7 223	3 857	5 888
<b>Non-current assets</b>	<b>392 129</b>	<b>321 647</b>	<b>357 978</b>
Assets in disposal groups held for sale	136	1 904	113
Short-term investments	-		85
Inventories	31 203	28 903	29 364
Trade and other receivables	30 515	32 996	33 031
Short-term financial assets	2 602	4 934	1 536
Cash and cash equivalents	15 876	16 493	17 128
<b>Current assets</b>	<b>80 332</b>	<b>85 230</b>	<b>81 257</b>
<b>Total assets</b>	<b>472 461</b>	<b>406 877</b>	<b>439 235</b>
<b>Equity and liabilities</b>			
Shareholders' equity	235 997	210 950	222 985
Non-controlling interests	6 241	5 972	5 623
<b>Total equity</b>	<b>242 238</b>	<b>216 922</b>	<b>228 608</b>
Long-term debt	114 013	74 402	89 411
Finance leases	7 216	4 273	7 280
Long-term provisions	15 621	16 725	15 160
Post-retirement benefit obligations	12 141	11 374	11 900
Long-term deferred income	850	879	879
Long-term financial liabilities	433	475	133
Deferred tax liabilities	28 773	27 312	25 908
<b>Non-current liabilities</b>	<b>179 047</b>	<b>135 440</b>	<b>150 671</b>
Liabilities in disposal groups held for sale	44	178	36
Short-term debt**	10 243	17 278	14 709
Short-term financial liabilities	1 264	948	1 926
Other current liabilities	39 519	35 945	43 196
Bank overdraft	106	166	89
<b>Current liabilities</b>	<b>51 176</b>	<b>54 515</b>	<b>59 956</b>
<b>Total equity and liabilities</b>	<b>472 461</b>	<b>406 877</b>	<b>439 235</b>



\*\* The Sasol Inzalo Public preference share debt was settled in September 2018. Included in short-term debt is an additional draw on the Revolving Credit and other loan facilities.

\*\*\* Includes the US investment tax credits receivable of R1,5 billion (US\$104 million).

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# Statement of changes in equity

## for the period ended

	Half year 31 Dec 18 Reviewed Rm	Half year 31 Dec 17 Reviewed Rm	Full year 30 Jun 18 Audited Rm
<b>Balance at beginning of period*</b>	228 608	217 234	217 234
Movement in share-based payment reserve	681	505	3 942
Share-based payment expense	327	453	823
Deferred tax	(122)	52	166
Sasol Khanyisa transaction**	476		2 953
Total comprehensive income for the period	19 775	4 392	16 160
Transactions with non-controlling shareholders			(51)
Dividends paid to shareholders	(4 897)	(4 836)	(7 952)
Final distribution to Sasol Inzalo Public Shareholders	(1 372)		
Dividends paid to non-controlling shareholders in subsidiaries	(557)	(373)	(725)
<b>Balance at end of period</b>	<b>242 238</b>	216 922	228 608
<b>Comprising</b>			
Share capital***	9 888	29 282	15 775
Share repurchase programme		(2 641)	
Retained earnings	195 789	179 306	184 352
Share-based payment reserve***	(424)	(12 551)	(4 021)
Foreign currency translation reserve	32 653	19 940	28 500
Remeasurements on post-retirement benefit obligations	(1 846)	(1 928)	(1 844)
Investment fair value reserve	105	45	43
Cash flow hedge accounting reserve	(168)	(503)	180
<b>Shareholders equity</b>	<b>235 997</b>	210 950	222 985
Non-controlling interests in subsidiaries	6 241	5 972	5 623
<b>Total equity</b>	<b>242 238</b>	216 922	228 608

\* On 1 July 2018, the group adopted IFRS 9 Financial Instruments. The new accounting standard has been applied prospectively. The impact of the adoption of the new standard is a reduction of R121 million on the opening shareholders' equity position. This was adjusted for in the current year as the impact is immaterial.

\*\* A non-controlling interest has not been recognised on the Sasol Khanyisa transaction as the accounting for the transaction is similar to an option over Sasol shares granted for no consideration. Any ultimate value created for participants in the Khanyisa transaction will be granted in the form of SOLBE1 shares.

\*\*\* The Sasol Inzalo transaction was terminated in September 2018 and as such the share capital relating to the transaction was cancelled and the share-based payment reserve was reclassified to retained earnings in accordance with IFRS. In addition, on 7 September 2018, 16 085 199 Sasol Limited preferred ordinary shares were repurchased from Sasol Inzalo Public Funding (RF) (Pty) Ltd at a purchase price of R542,11 per share as per the shareholders' authorisation obtained at the Annual General Meeting held on 17 November 2017.

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# Statement of cash flows

for the period ended

	Half year 31 Dec 18 Reviewed Rm	Half year 31 Dec 17 Reviewed Rm	Full year 30 Jun 18 Audited Rm
Cash receipts from customers	103 145	86 844	178 672
Cash paid to suppliers and employees	(78 377)	(72 834)	(135 795)
<b>Cash generated by operating activities</b>	<b>24 768</b>	<b>14 010</b>	<b>42 877</b>
Dividends received from equity accounted investments	1 423	1 052	1 702
Finance income received	343	1 106	1 565
Finance costs paid	(2 494)	(1 864)	(4 797)
Tax paid	(1 339)	(4 070)	(7 041)
<b>Cash available from operating activities</b>	<b>22 701</b>	<b>10 234</b>	<b>34 306</b>
Dividends paid	(4 897)	(4 836)	(7 952)
Dividends paid to non-controlling shareholders in subsidiaries	(557)	(373)	(725)
<b>Cash retained from operating activities</b>	<b>17 247</b>	<b>5 025</b>	<b>25 629</b>
Total additions to non-current assets	(31 736)	(30 574)	(55 891)
Additions to non-current assets	(30 433)	(27 734)	(53 384)
Decrease in capital project related payables	(1 303)	(2 840)	(2 507)
Additional cash contributions from/(to) equity accounted investments	54	(76)	(164)
Proceeds on disposals and scrappings	53	8	2 316
Purchase of investments	(167)	(57)	(124)
Other net cash flow from investing activities	114	(37)	(116)
<b>Cash used in investing activities</b>	<b>(31 682)</b>	<b>(30 736)</b>	<b>(53 979)</b>
Final settlement to Sasol Inzalo Public Shareholders	(1 372)		
Proceeds from long-term debt	20 470	18 746	24 961
Repayment of long-term debt	(12 478)	(3 151)	(9 199)
Proceeds from short-term debt	7 827	29	1 957
Repayment of short-term debt	(1 629)	(2 636)	(2 607)
<b>Cash generated by financing activities</b>	<b>12 818</b>	<b>12 988</b>	<b>15 112</b>
Translation effects on cash and cash equivalents	348	(256)	954
<b>Decrease in cash and cash equivalents</b>	<b>(1 269)</b>	<b>(12 979)</b>	<b>(12 284)</b>
Cash and cash equivalents at the beginning of period	17 039	29 323	29 323
Reclassification to held for sale		(17)	
<b>Cash and cash equivalents at the end of the period*</b>	<b>15 770</b>	<b>16 327</b>	<b>17 039</b>

\* Includes bank overdraft.



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# Segment report

## for the period ended

Turnover			Segment analysis	Earnings before interest and tax (EBIT)		
Full year 30 Jun 18*	Half year 31 Dec 17*	Half year 31 Dec 18 Reviewed		Half year 31 Dec 18 Reviewed	Half year 31 Dec 17* Reviewed	Full year 30 Jun 18* Reviewed
Rm	Rm	Rm	Rm	Rm	Rm	
23 995	11 973	12 584	<b>Operating Business Units</b>	3 425	1 561	
19 797	10 015	9 906	Mining	2 661	2 864	
4 198			Exploration and Production		5 244	
	1 958	2 678	International	764	(2 649)	
178 760	86 740	101 403	<b>Strategic Business Units</b>	16 240	12 178	
69 773	32 746	43 623	Energy	9 565	5 748	
43 979	22 017	23 011	Base Chemicals	3 076	918	
65 008	31 977	34 769	Performance Chemicals	3 599	3 889	
52	7	26	<b>Group Functions</b>	1 126	(607)	
202 807	98 720	114 013	<b>Group performance</b>	20 791	11 786	
(21 346)	(10 567)	(11 069)	Intersegmental turnover		17 747	
181 461	88 153	102 944	<b>External turnover</b>			

\* Restated for the transfer of the Phenolics, Ammonia and Specialty Gases businesses from Performance Chemicals to Base Chemicals.

	Revenue by major product line		
	Half year 31 Dec 18 Reviewed	Half year 31 Dec 17 Reviewed	Full year 30 Jun 18 Reviewed
	Rm	Rm	Rm
<b>Base Chemicals</b>	22 668	21 634	43 239
Polymers	12 346	11 254	22 679
Solvents	6 441	6 583	13 172
Fertilisers and explosives	2 333	2 164	4 129
Other base chemicals	1 548	1 633	3 259
<b>Performance Chemicals</b>	34 349	31 504	64 016
Organics	26 193	24 091	49 001
Waxes	4 387	4 450	8 462
Advanced materials	3 769	2 963	6 553
<b>Upstream, Energy and Other</b>			
Coal	1 826	1 878	3 446
Liquid fuels and crude oil	39 633	28 960	62 555
Gas (methane rich and natural gas) and condensate	2 991	2 762	5 412
Other (IP, refinery services)	991	936	1 815
<b>Revenue from contracts with customers</b>	102 458	87 674	180 483



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Revenue from other contracts (franchise rentals, use of fuel tanks and fuel storage)	486	479	978
<b>Total external turnover</b>	<b>102 944</b>	88 153	181 461

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## Salient features

### for the period ended

		Half year 31 Dec 17	Full year 30 Jun 18
<b>Selected ratios</b>			
Earnings before interest and tax margin	%	20,2	13,4
Finance costs cover	times	8,5	7,0
Net borrowings to shareholders equity (gearing)	%	48,9	38,0
Net debt to EBITDA (annualised)	times	2,2	1,7
Dividend cover <sup>1</sup>	times	3,6	3,6
<b>Share statistics</b>			
Total shares in issue	million	630,9	681,4
Sasol ordinary shares in issue	million	624,6	653,0
Sasol BEE ordinary shares in issue	million	6,3	2,8
Sasol preferred ordinary shares in issue	million		25,6
Treasury shares (share repurchase programme)	million		8,8
Weighted average number of shares	million	616,2	611,5
Diluted weighted average number of shares	million	620,5	613,8
Share price (closing)	Rand	425,00	428,18
Market capitalisation - Sasol ordinary shares	Rm	265 455	279 602
Market capitalisation - Sasol BEE ordinary shares	Rm	1 302	1 107
Net asset value per share	Rand	379,70	346,10
Dividend per share	Rand	5,90	5,00
- interim	Rand	5,90	5,00
- final	Rand		7,90

1 With effect from 23 February 2018, the Board approved a change in the base of the dividend policy from HEPS to CHEPS.

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## Sasol Limited Group

		Half year 31 Dec 18	Half year 31 Dec 17	Full year 30 Jun 18
<b>Other financial information</b>				
Total debt (including bank overdraft)	Rm	<b>131 578</b>	96 119	111 489
- interest-bearing	Rm	<b>130 800</b>	94 952	110 052
- non-interest-bearing	Rm	<b>778</b>	1 167	1 437
Finance expense capitalised <sup>1</sup>	Rm	<b>3 440</b>	1 634	3 568
Capital commitments (subsidiaries and joint operations)	Rm	<b>58 640</b>	69 813	63 276
- authorised and contracted	Rm	<b>187 515</b>	150 520	179 172
- authorised, not yet contracted	Rm	<b>40 555</b>	46 322	40 687
- less expenditure to date	Rm	<b>(169 430)</b>	(127 029)	(156 583)
Capital commitments (equity accounted investments)	Rm	<b>1 018</b>	717	893
- authorised and contracted	Rm	<b>618</b>	404	536
- authorised, not yet contracted	Rm	<b>620</b>	652	623
- less expenditure to date	Rm	<b>(220)</b>	(339)	(266)
Guarantees (excluding treasury facilities)				
- maximum potential exposure	Rm	<b>77 469</b>	75 528	80 260
- related debt recognised on the balance sheet	Rm	<b>74 328</b>	70 676	76 199
Effective tax rate	%	<b>24,1</b>	31,6	35,4
Adjusted effective tax rate <sup>2</sup>	%	<b>29,0</b>	26,4	27,3
Number of employees <sup>3</sup>	number	<b>31 430</b>	31 000	31 270
Average crude oil price - dated Brent	US\$/barrel	<b>71,33</b>	56,74	63,62
Average rand/US\$ exchange rate	1US\$ = Rand	<b>14,20</b>	13,40	12,85
Closing rand/US\$ exchange rate	1US\$ = Rand	<b>14,36</b>	12,37	13,73

1 Finance expense capitalised increased due to the adoption of the amendment to IAS 23 Borrowing Costs on 1 July 2018.

2 Effective tax rate adjusted for equity accounted investments, remeasurement items and once-off items.

3 The total number of employees includes permanent and non-permanent employees and the group's share of employees within joint operations, but excludes contractors and equity accounted investments' employees.

	Reviewed Half year 31 Dec 18 Rm	Review Half year 31 Dec 17 Rm	Audited Full year 30 Jun 18 Rm
<b>Reconciliation of headline earnings</b>			
Earnings attributable to owners of Sasol Limited	14 740	6 901	8 729
Effect of remeasurement items for subsidiaries and joint operations <sup>1</sup>	(599)	4 244	9 901
Impairment of property, plant and equipment	2	2 715	7 623
Impairment of assets under construction		50	1 492
Impairment of other assets		15	
Reversal of impairment <sup>2</sup>	(957)	(69)	(354)
(Profit)/loss on disposal of non-current assets	(27)	(36)	7
Loss/(profit) on disposal of investment in businesses		83	(833)
Scrapping of non-current assets	376	1 453	1 654
Write-off of unsuccessful exploration wells	7	36	312
Realisation of foreign currency translation reserve		(3)	
Tax effects and non-controlling interests	168	(339)	(1 843)
Effect of remeasurement items for equity accounted investments	15	(1)	11
<b>Headline earnings</b>	<b>14 324</b>	<b>10 805</b>	<b>16 798</b>
<b>Headline earnings adjustments by segment</b>			
Mining	7	(7)	34
Exploration and Production International	7	2 835	4 241
Energy	122	1 249	971
Base Chemicals	(820)	148	4 499
Performance Chemicals	85	1	116
Group Functions		18	40
<b>Remeasurement items</b>	<b>(599)</b>	<b>4 244</b>	<b>9 901</b>
<b>Headline earnings per share</b>	<b>23,25</b>	<b>17,67</b>	<b>27,44</b>
<b>Diluted headline earnings per share</b>	<b>23,08</b>	<b>17,60</b>	<b>27,27</b>

1 Included in the prior period is the scrapping of our US gas-to-liquids (GTL) project amounting to R1,1 billion (US\$83 million) and a partial impairment of our Canadian shale gas assets of R2,8 billion (CAD281 million).

2 Includes the impact of the partial reversal of the previous impairment of the Chlor Vinyls cash generating unit as a result of the Sasolburg useful life structural change in the integrated ethylene value chain. The performance of this CGU is highly sensitive to the rand/US dollar exchange rate and US\$ product prices. Macroeconomic factors are outside of the control of management and as such we continue to monitor these assets.

The reader is referred to the definitions contained in the 2018 Sasol Limited financial statements.



Sasol Limited Group

## Basis of preparation

The condensed consolidated interim financial statements for the six months ended 31 December 2018 have been prepared in accordance with International Financial Reporting Standards, IAS 34 Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and the requirements of the Companies Act of South Africa, 2008, as amended, and the JSE Limited Listings Requirements.

The condensed consolidated interim financial statements do not include all the disclosures required for complete annual financial statements prepared in accordance with IFRS as issued by the International Accounting Standards Board. The condensed consolidated interim financial statements are prepared on a going concern basis. The Board is satisfied that the liquidity and solvency of the company is sufficient to support the current operations for the next 12 months.

These condensed consolidated interim financial statements have been prepared in accordance with the historic cost convention except that certain items, including derivative financial instruments, liabilities for cash-settled share-based payment schemes, financial assets at fair value through profit or loss and financial assets designated at fair value through other comprehensive income, are stated at fair value.

The condensed consolidated interim financial statements are presented in South African rand, which is Sasol Limited's functional and presentation currency. The accounting policies applied in the preparation of these condensed consolidated interim financial statements are in terms of IFRS and are consistent with those applied in the consolidated annual financial statements for the year ended 30 June 2018, except for the adoption of IFRS 9 Financial Instruments, IFRS 15 Revenue from Contracts with Customers and an amendment to IAS 23 Borrowing Costs with effect from 1 July 2018. Both IFRS 9 and IFRS 15 were adopted using the modified transition approach, where the comparative financial information is not restated as permitted by the standard. The amendment to IAS 23 is applied prospectively.

The condensed consolidated interim financial statements appearing in this announcement are the responsibility of the directors. The directors take full responsibility for the preparation of the condensed consolidated interim financial statements. Paul Victor CA(SA), Chief Financial Officer, is responsible for this set of condensed consolidated interim financial statements and has supervised the preparation thereof in conjunction with the Senior Vice President: Financial Control Services, Brenda Baijnath CA(SA).

### New International Financial Reporting Standards adopted

#### IFRS 9 Financial Instruments

IFRS 9 provides a single classification and measurement approach for financial assets that reflects the business model in which they are managed and their cash flow characteristics. The group's financial assets are classified as measured at amortised cost, fair value through profit or loss, or fair value through other comprehensive income. The group elected to recognise the fair value gains and losses on its current unlisted equity investments through other comprehensive income. Due to the limited unlisted investments held, this change in measurement basis from amortised cost to fair value had an insignificant effect on Sasol's accounting, and therefore no transition adjustment is presented.

For financial liabilities the existing classification and measurement requirements of IAS 39 will remain the same.

Under IFRS 9, impairments of financial assets classified as measured at amortised cost are recognised on an expected loss basis which incorporates forward-looking information when assessing credit risk, with the expected losses recognised in profit or loss. The effect of the change was inconsequential on Sasol's accounting as the expected loss basis is not significantly different from the stringent debtor management policies currently applied by Sasol, and therefore no transition adjustment is presented.

The adoption of IFRS 9 did not have a significant impact on the group's accounting policies relating to financial assets and financial liabilities.

The IFRS 9 hedge accounting requirements are not effective for the group until the International Accounting Standards Board's macro hedging project is finalised.

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Sasol Limited Group

## IFRS 15 Revenue from Contracts with Customers

Under IFRS 15, revenue from contracts with customers is recognised when a performance obligation is satisfied by transferring a promised good or service to a customer. A good or service is transferred when the customer obtains control of that good or service. The transfer of control of Sasol's energy and chemical products usually coincides with title passing to the customer and the customer taking physical possession, with the group's performance obligations primarily satisfied at a point in time. Amounts of revenue recognised relating to performance obligations over time are not significant. The accounting for revenue under IFRS 15 therefore represents an inconsequential change from the group's previous practice for recognising revenue from sales with customers, and therefore no transition adjustment is presented.

An analysis of revenue from contracts with customers by product is presented on page 18. Amounts presented for comparative periods include revenues determined in accordance with the group's previous accounting policies, but the differences are inconsequential.

## Amendment to IAS 23 Borrowing Costs

The amendment to IAS 23 clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. Previously, if any specific borrowing remained outstanding after the related asset was ready for its intended use or sale, Sasol recognised the finance costs related to this borrowing in profit and loss.

The adoption of the amendment has been applied prospectively from 1 July 2018 and had a material impact on the group's earnings for the period as Sasol has a large number of projects to which borrowing costs are capitalised. The impact of applying the amendment for the period ended 31 December 2018 is:

	Half year 31 Dec 18 (pro forma results before amendment) Rm	Adjustment on IAS 23 amendment Rm	Half year 31 Dec 18 (results after amendment) Rm
<b>Non-current assets</b>			
Property, plant, equipment and assets under construction	364 610	949	365 559
<b>Income statement</b>			
Finance costs	(1 201)	949	(252)

## IFRS 16 Leases (Effective for the group from 1 July 2019)

IFRS 16 will be applied by the group from 1 July 2019. Under the new standard, all lease contracts, with limited exceptions, will require a lessee to recognise a right of use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments.

The adoption of the standard will have a material effect on the group's financial statements, significantly increasing the group's recognised assets and liabilities. We expect an increase in the depreciation expense and also in cash flows from operating activities as the lease payments will be reflected as financing outflows. The group will apply the full retrospective approach permitted by the standard, which requires restatement of the comparative period's financial information.

Based on the group's current assessment, the impact is expected to be between R9 billion – R12 billion of additional liabilities that will be recognised on the statement of financial position with a corresponding lease asset. The additional lease liability will add between 3,8% - 5,1% on gearing.

### **Pro forma financial information**

Core headline earnings, Normalised EBIT, EBITDA and US dollar convenience translations included in this announcement constitutes pro forma financial information.

The pro forma financial information is the responsibility of the board of directors and is presented for illustrative purposes only. Because of its nature, the pro forma financial information may not fairly present Sasol's financial position, changes in equity, results of operations or cash flows. The underlying information, used in the preparation of the pro forma financial information, has been prepared using accounting policies which comply with IFRS and are consistent with those applied in the published group consolidated annual financial statements for the year ended 30 June 2018.

This pro forma information has not been reported on by the group's auditors, being PricewaterhouseCoopers Inc.

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Sasol Limited Group

## Related party transactions

The group, in the ordinary course of business, entered into various sale and purchase transactions on an arm's length basis at market rates with related parties.

## Significant events and transactions since 30 June 2018

In accordance with IAS34 Interim Financial Reporting, we have included an explanation of events and transactions which are significant to obtain an understanding of the changes in our financial position and performance since 30 June 2018. There were no significant acquisitions and disposals since 30 June 2018.

## Independent review by the auditors

These condensed consolidated interim financial statements, including the segment report for the six months ended 31 December 2018 have been reviewed by PricewaterhouseCoopers Inc., who expressed an unmodified conclusion thereon. The individual auditor assigned to perform the review is Johan Potgieter. The auditor's report does not necessarily report on all of the information contained in this announcement of interim financial results.

## Financial instruments

### Fair value

Fair value is determined using valuation techniques as outlined unless the instrument is listed in an active market. Where possible, inputs are based on quoted prices and other market determined variables.

### Fair value hierarchy

## Edgar Filing: SASOL LTD - Form 6-K

The table below represents significant financial instruments measured at fair value at the reporting date, or for which fair value is disclosed at 31 December 2018. This includes the US dollar bonds, interest rate swap, crude oil put options and zero-cost foreign exchange collars which were considered to be significant financial instruments for the group based on the amounts recognised in the statement of financial position and the fact that these instruments are traded in an active market. The calculation of fair value requires various inputs into the valuation methodologies used. The source of the inputs used affects the reliability and accuracy of the valuations. Significant inputs have been classified into the hierarchical levels in line with IFRS 13.

- Level 1 Quoted prices in active markets for identical assets or liabilities.
- Level 2 Inputs other than quoted prices that are observable for the asset or liability (directly or indirectly).
- Level 3 Inputs for the asset or liability that are unobservable.

Instrument	IFRS 13 fair value hierarchy	Carrying value Rm	Fair value Rm	Valuation method	Significant inputs
Listed long-term debt	Level 1	(47 027)	(46 155)	Fair value	Quoted market price for the same or similar instruments
Derivative financial assets and liabilities	Level 2	933	933	Forward rate interpolator model, discounted expected cash flows, numerical approximation, as appropriate	Foreign exchange rates, market commodity prices, US\$ swap curve, as appropriate

For all other financial instruments, fair value approximates carrying value.

## **Independent auditor's review report on interim financial statements**

To the Shareholders of Sasol Limited

We have reviewed the condensed consolidated interim financial statements of Sasol Limited in the accompanying interim financial results, which comprise the condensed consolidated statement of financial position as at 31 December 2018 and the related condensed consolidated income statement, statements of comprehensive income, changes in equity and cash flows for the six months then ended, and selected explanatory notes.

### **Directors' responsibility for the interim financial statements**

The directors are responsible for the preparation and presentation of these interim financial statements in accordance with the International Financial Reporting Standard, (IAS) 34 Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of interim financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

Our responsibility is to express a conclusion on these interim financial statements. We conducted our review in accordance with International Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. ISRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the interim financial statements are not prepared in all material respects in accordance with the applicable financial reporting framework. This standard also requires us to comply with relevant ethical requirements.

A review of interim financial statements in accordance with ISRE 2410 is a limited assurance engagement. We perform procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluate the evidence obtained.

The procedures in a review are substantially less than and differ in nature from those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these interim financial

statements.

## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial statements of Sasol Limited for the six months ended 31 December 2018 are not prepared, in all material respects, in accordance with the International Financial Reporting Standard, (IAS) 34 Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and the requirements of the Companies Act of South Africa.

## Other matter

We have not reviewed future financial performance and expectations, normalised financial information, including core headline earnings, production and sales volumes, selected ratios, share statistics, other non-financial information, information included in the Analyst Book and information not required by IAS 34 expressed by the directors in the accompanying interim financial results and accordingly do not express a conclusion thereon.

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**Sasol** Limited Group

PricewaterhouseCoopers Inc.  
Director: Johan Potgieter  
Registered Auditor  
Waterfall City

22 February 2019

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**Registered office:** Sasol Place, 50 Katherine Street, Sandton, Johannesburg 2090  
Private Bag X10014, Sandton, Johannesburg 2196

**Share registrars:** Computershare Investor Services (Pty) Ltd, 15 Biermann Avenue, Rosebank 2196  
PO Box 61051, Marshalltown 2107, South Africa, Tel: +27 11 370 5000 Fax: +27 11 688 5248

**JSE Sponsor:** Merrill Lynch South Africa Proprietary Limited

**Directors (Non-executive):** Dr MSV Gantsho\* (Chairman), Mr C Beggs\*, Mr MJ Cuambe (Mozambican)\*, Ms MBN Dube\*, Dr M Flöel (German)\*, Ms GMB Kennealy\*, Ms NNA Matyumza\*, Mr ZM Mkhize\*, Mr MJN Njeke\*^, Ms MEK Nkeli\*, Mr PJ Robertson (British and American)\*, Mr S Westwell (British)\*

**Directors (Executive):** Mr SR Cornell (Joint President and Chief Executive Officer) (American), Mr B Nqwababa (Joint President and Chief Executive Officer), Mr P Victor (Chief Financial Officer)

\*Independent ^Lead independent director

**Company Secretary:** Mr VD Kahla

**Company registration number:** 1979/003231/06, incorporated in the Republic of South Africa

**Income tax reference number:** 9520/018/60/8

	<b>JSE</b>	<b>NYSE</b>
<b>Ordinary shares</b>		
Share code:	SOL	SSL

## Edgar Filing: SASOL LTD - Form 6-K

ISIN: ZAE000006896 US8038663006

### Sasol BEE Ordinary shares

Share code: SOLBE1  
ISIN: ZAE000151817

### American depository receipts (ADR) program:

Cusip number 803866300 ADR to ordinary share 1:1

**Depository:** The Bank of New York Mellon, 22<sup>nd</sup> Floor, 101 Barclay Street, New York, NY 10286,

United States of America

Sandton 25 February 2019

### Disclaimer - Forward-looking statements

Sasol may, in this document, make certain statements that are not historical facts and relate to analyses and other information which are based on forecasts of future results and estimates of amounts not yet determinable. These statements may also relate to our future prospects, developments and business strategies. Examples of such forward-looking statements include, but are not limited to, statements regarding exchange rate fluctuations, volume growth, increases in market share, total shareholder return, executing our growth projects (including LCCP), oil and gas reserves, cost reductions, our Continuous Improvement (CI) programme and business performance outlook. Words such as believe, anticipate, expect, intend, seek, will, plan, could, endeavour, target, forecast and project and similar expressions are intended to identify such forward looking statements, but are not the exclusive means of identifying such statements. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and there are risks that the predictions, forecasts, projections and other forward-looking statements will not be achieved. If one or more of these risks materialise, or should underlying assumptions prove incorrect, our actual results may differ materially from those anticipated. You should understand that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors are discussed more fully in our most recent

**Sasol Limited** Interim

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**Sasol** Limited Group

annual report on Form 20-F filed on 28 August 2018 and in other filings with the United States Securities and Exchange Commission. The list of factors discussed therein is not exhaustive; when relying on forward-looking statements to make investment decisions, you should carefully consider both these factors and other uncertainties and events. Forward-looking statements apply only as of the date on which they are made, and we do not undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

Please note: A billion is defined as one thousand million. All references to years refer to the financial year ended 30 June. Any reference to a calendar year is prefaced by the word "calendar".

**Additional information on our business performance is included in the analyst book available on our website:**  
[www.sasol.com](http://www.sasol.com)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, Sasol Limited, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: 25 February 2019

By: /s/ V D Kahla  
Name: Vuyo Dominic Kahla  
Title: Company Secretary

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ight:2px;">

In thousands

2013

2012

Change

Cash provided by operating activities

\$  
160,142

\$  
175,382

\$  
(15,240  
)

SIX MONTHS ENDED JUNE 30, 2013 COMPARED TO JUNE 30, 2012. The significant factors contributing to the decrease in operating cash flow were as follows:

a decrease of \$51.0 million from changes in the accounts receivable balance, which was significantly reduced in June 2012 from customer credit refunds;

Partially offsetting this decrease was:

an increase of \$15.7 million from changes in accounts payable due to a smaller reduction in gas costs in the first six months of 2013 compared to 2012.

an increase of \$14.2 million due to decreased contributions to qualified defined benefit pension plans primarily reflecting lower contribution requirements under "Moving Ahead for Progress in the 21st Century Act" (MAP-21), which among other things includes provisions that reduce the level of minimum required contributions in the near-term, but generally increases contributions in the long-run in addition to increasing the operational costs of running a pension plan; and



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an increase of \$11.2 million from changes in the deferred gas costs balance, which reflects a lower variance between actual gas prices and embedded gas prices in the PGA for 2013 compared to 2012, as well as credit refunds to customers in June 2012.

During the six months ended June 30, 2013, we contributed \$4.2 million to our utility's qualified defined benefit pension plans, which was higher than the \$2.8 million in non-cash expense recognized on the income statement, compared to contributions of \$18.4 million and \$4.1 million in non-cash expense for the same six month period in 2012. We expect pension contributions to exceed non-cash expense for the next few years, but contribution amounts will be less than previously anticipated due to funding relief approved under the new MAP-21 Act in July 2012. The amounts and timing of future contributions will depend on market interest rates and investment returns on the plans' assets.

Also significantly affecting cash flows over the past few years has been income tax legislation, including the American Taxpayer Relief Act of 2012 (2012 Act), which extended 50% bonus depreciation through 2013 for MACRS property with a recovery period of 20 years or less. These and other tax benefits resulted in a net operating tax loss for 2010, which was carried back to the tax year 2009 and resulted in a federal income tax refund of \$22.3 million received in 2011 and an additional \$2.1 million received in 2012. We generated taxable income in 2011 that was fully offset by an NOL carried forward from 2010. We continued to generate NOL carry-forwards during 2012. We estimate generating taxable income during 2013. As of June 30, 2013, we had an estimated federal income tax receivable balance of \$1.3 million and an estimated NOL carry-forward balance of \$74.4 million. In 2011 and 2012, Oregon conformed with federal bonus depreciation, contributing to a state NOL carryforward of \$80.0 million. We anticipate being able to use the full amount of both NOL carryforward balances in future years prior to expiration. The NOLs would otherwise expire in 20 years for federal and 15 years for Oregon.

## Investing Activities

Investing activity highlights include:

In thousands	Six Months Ended June 30,		
	2013	2012	Change
Total cash used in investing activities	\$81,129	\$88,551	\$(7,422)
Capital expenditures	55,055	61,552	(6,497)
Utility gas reserves	34,397	27,060	7,337
Proceeds from sale of assets	(6,580)	—	(6,580)

SIX MONTHS ENDED JUNE 30, 2013 COMPARED TO JUNE 30, 2012. The \$7.4 million decrease in cash used in investing activities was primarily due to lower capital expenditures on facilities projects and proceeds received from the sale of assets, partially offset by increased investment in utility gas reserves. For more information on capital projects, see "Cash Flows—Investing Activities" in the 2012 Form 10-K, and for more information on utility and non-utility investment opportunities, see Note 9 and "Strategic Opportunities," above.

## Financing Activities

Financing activity highlights include:

In thousands	Six Months Ended June 30,		
	2013	2012	Change
Total cash used in financing activities	\$75,722	\$88,662	\$(12,940)
Change in short-term debt	54,250	28,400	25,850
Long-term debt retired	—	40,000	(40,000)
Cash dividend payments	24,509	23,839	670

SIX MONTHS ENDED JUNE 30, 2013 COMPARED TO JUNE 30, 2012. The decrease in cash used in financing activity was primarily due to \$40 million of long-term debt retired in the first quarter of 2012, partially offset by changes in our short-term debt balances, which increased \$54.3 million in the first six months of 2013 compared to \$28.4 million for the same period in 2012. We continue to use long-term debt proceeds to finance utility capital expenditures, refinance maturing debt, and to fund other general corporate purposes.

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### Ratios of Earnings to Fixed Charges

For the six and twelve months ended June 30, 2013 and the twelve months ended December 31, 2012, our ratios of earnings to fixed charges, computed using the Securities and Exchange Commission (SEC) method, were 3.89, 3.16, and 3.26, respectively. For this purpose, earnings consist of net income before taxes plus fixed charges, and fixed charges consist of interest on all indebtedness, the amortization of debt expense and discount or premium and the estimated interest portion of rentals charged to income. The prior period amounts have been corrected for the prior period error identified in the first quarter of 2013. See Note 14 for detail on the prior period correction and Exhibit 12 for the detailed ratio calculation.

### Contingent Liabilities

Loss contingencies are recorded as liabilities when it is probable that a liability has been incurred and the amount of the loss is reasonably estimable in accordance with accounting standards for contingencies. See Part II, Item 7, "Application of Critical Accounting Policies and Estimates" in our 2012 Form 10-K. At June 30, 2013, we had a regulatory asset of \$120.2 million for deferred environmental costs, which includes \$64.6 million for additional costs expected to be paid in the future and \$19.5 million of capitalized accrued interest. If it is determined that both the insurance recovery and future customer rate recovery of such costs are not probable, then the costs will be charged to expense in the period such determination is made. For more detail on environmental recovery, see "Regulatory Matters—General Rate Cases—Settlements" above. For further discussion of contingent liabilities, see Note 13 and "Results of Operations—Rate Mechanisms—Environmental Costs" above.

## APPLICATION OF CRITICAL ACCOUNTING POLICIES AND ESTIMATES

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In preparing our financial statements using GAAP, management exercises judgment in the selection and application of accounting principles, including making estimates and assumptions that affect reported amounts of assets, liabilities, revenues, expenses and related disclosures in the financial statements. Management considers our critical accounting policies to be those which are most important to the representation of our financial condition and results of operations and which require management's most difficult and subjective or complex judgments, including accounting estimates that could result in materially different amounts if we reported under different conditions or used different assumptions. Our most critical estimates and judgments include accounting for:

- regulatory cost recovery and amortizations;
- revenue recognition;
- derivative instruments and hedging activities;
- pensions and postretirement benefits;
- income taxes; and
- environmental contingencies.

There have been no material changes to the information provided in the 2012 Form 10-K with respect to the application of critical accounting policies and estimates (see Part II, Item 7, "Application of Critical Accounting Policies and Estimates," in the 2012 Form 10-K).

Management has discussed its current estimates and judgments used in the application of critical accounting policies with the Audit Committee of the Board. Within the context of our critical accounting policies and estimates, management is not aware of any reasonably likely events or circumstances that would result in materially different amounts being reported. For a description of recent accounting pronouncements that could have an impact on our financial condition, results of operations or cash flows, see Note 2.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various forms of market risk including commodity supply risk, commodity price and storage value risk, interest rate risk, foreign currency risk, credit risk, and weather risk. We monitor and manage these financial exposures as an integral part of our overall risk management program. No material changes have occurred related to our disclosures about market risk for the six month period ending June 30, 2013. See Part I and Part II, Item 1A, "Risk Factors" in this report and Part II, Item 7A, "Quantitative and Qualitative Disclosures about Market Risk" in the 2012 Form 10-K for details regarding these risks.

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ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The Company's management, together with its consolidated subsidiaries, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has completed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us and included in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control Over Financial Reporting

The Company's management, together with its consolidated subsidiaries, is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act Rule 13a-15(f).

There have been no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The statements contained in Exhibit 31.1 and Exhibit 31.2 should be considered in light of, and read together with, the information set forth in this Item 4(b).

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## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

Other than the proceedings disclosed in Note 13 and those proceedings disclosed and incorporated by reference in Part I, Item 3, "Legal Proceedings" in our 2012 Form 10-K, we have only routine nonmaterial litigation in the ordinary course of business.

## ITEM 1A. RISK FACTORS

There were no material changes from the risk factors discussed in Part I, Item 1A, "Risk Factors" in our 2012 Form 10-K. In addition to the other information set forth in this report, you should carefully consider those risk factors, which could materially affect our business, financial condition or results of operations.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information about purchases of our equity securities that are registered pursuant to Section 12 of the Securities Exchange Act of 1934 during the quarter ended June 30, 2013:

## ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares Purchased <sup>(1)</sup>	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(2)</sup>	(d) Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
Balance forward			2,124,528	\$ 16,732,648
04/01/13 - 04/30/13	—	\$—	—	—
05/01/13 - 05/31/13	2,827	45.28	—	—
06/01/13 - 06/30/13	—	—	—	—
Total	2,827	\$45.28	2,124,528	\$ 16,732,648

<sup>(1)</sup> During the quarter ended June 30, 2013, 2,827 shares of our common stock were purchased on the open market to meet the requirements of our share-based programs. During the quarter ended June 30, 2013, no shares of our common stock were accepted as payment for stock option exercises pursuant to our Restated SOP.

<sup>(2)</sup> We have a common stock share repurchase program under which we purchase shares on the open market or through privately negotiated transactions. We currently have Board authorization through May 31, 2014 to repurchase up to an aggregate of 2.8 million shares or up to an aggregate of \$100 million. During the quarter ended June 30, 2013, no shares of our common stock were purchased pursuant to this program. Since the program's inception in 2000 we have repurchased approximately 2.1 million shares of common stock at a total cost of approximately \$83.3 million.

## ITEM 6. EXHIBITS

See Exhibit Index attached hereto.



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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORTHWEST NATURAL GAS COMPANY

(Registrant)

Dated: August 7, 2013

/s/ Brody J. Wilson  
Brody J. Wilson  
Principal Accounting Officer  
Acting Controller



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NORTHWEST NATURAL GAS COMPANY

Exhibit Index to Quarterly Report on Form 10-Q

For the Quarter Ended June 30, 2013

Exhibit Number	Document
12	Statement re computation of ratios of earnings to fixed charges.
31.1	Certification of Principal Executive Officer Pursuant to Rule 13a-14(a)/15-d-14(a), Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)/15-d-14(a), Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from Northwest Natural Gas Company Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Statements of Income; (ii) Consolidated Balance Sheets; (iii) Consolidated Statements of Cash Flows; and (iv) Related notes.
50	