



Public Notice REOI-2

REQUEST FOR EXPRESSION OF INTEREST with regard to the Aruba Refinery repurposing

Refineria di Aruba N.V./LLC, hereafter referred to as “RdA”, is conducting a strategic orientation with regard to the Aruba Refinery. RdA invites experienced and qualified parties interested in future activities at the Aruba Refinery to identify themselves through this transparent Request for Expression of Interest (REOI) process.

Scope and purpose of this REOI:

RdA is conducting a strategic orientation regarding the future destination of the Aruba Refinery situated in San Nicolas. As part of this orientation RdA is exploring several options for future activity. Interested parties whom are experienced and qualified are therefore invited to express their interest for the following track:

- REOI-2 Track: Repurposing of the Aruba Refinery by replacing existing installations and establishing entirely new industries.

This REOI is intended to explore and determine interest from interested parties for the listed tracks and thereby also a non-binding market assessment. RdA will simultaneously conduct a parallel REOI process (REOI-1) for exploring the option of resuming oil processing activity (through operation or modernization of existing installations) complemented with additional industrial developments.

Key requirements:

As part of this REOI the following key requirements will be applicable:

- Future activity should be aimed at making a significant contribution to the Aruban economy and labor market; thereby contributing to economic diversification and economic resilience as much as possible.
- Future activity should observe local environmental legislation & regulations and observe industry best practices on 'Environment, Health and Safety (EHS)'.
- Future activity should at all times observe the Kingdom of the Netherlands foreign affairs policy as well the economic and trade sanctions maintained by the US Office of Foreign Assets Control.

More information on these requirements, as well as background information on the Aruba Refinery, can be found in the REOI-2 Document and Appendices, see below.

Registration to participate:

Interested parties will have to register to participate in this REOI process. Registration will open on June 8, 2020. Registration by all interested parties is done by email to RdA at the following email address:

- REOI-2@rda.aw

All interested parties will receive from same email address an email acknowledging their registration.

In addition, all interested parties will receive per email from civil law notary office NewLeaf Notary, established in Aruba at J.E. Irausquin Blvd 22, Oranjestad, email address: info@newleafaruba.com, a link to "Dropbox 1" to which they need to upload the following documents in pdf format:

- i. a certified copy of the passport and proof of residency of the company's contact person for this REOI process;
- ii. a certified copy of the articles of incorporation;
- iii. (if applicable) a certified copy of a certificate of incumbency of which it appears who is authorized to represent the company;
- iv. a certified copy of a certificate of good standing;
- v. a certified extract of the trade registry of the Chamber of Commerce (in country of origin) of the company of which it appears who is authorized to represent the company;
- vi. a certified copy of the shareholder register and proof of stock listing if applicable;
- vii. a certified copy of the passport and proof of residency of the director(s) of the company.

Please note that all interested parties will receive their own link to "Dropbox 1".

After submitting all documentation as requested above, the civil law notary office NewLeaf Notary

will send to the email of the registered party a link to "Dropbox 2" in which they will find the full set of "REOI Document and Appendices" including the "Respondent Form". Please note that all registered parties will have access to the "REOI-2 Document and Appendices" in "Dropbox 2".

Submission process and timeline:

The "Respondent Form" must be uploaded by registered parties to their "Dropbox 1". No submissions should be made to RdA.

The final date and time for uploading the "Respondent Form" to "Dropbox 1" is July 17, 2020 at 11:00 am (UTC-4) at which time the link to "Dropbox 1" will automatically expire.

The submission file name should clearly state "<company name> – Response REOI-2".

The opening of "Dropbox 1" will be done by Ms. Chamila A. Tromp, civil law notary at NewLeaf Notary on July 17, 2020. The time and place will be announced later.

Clarifications:

If interested parties have any questions and/or would like to receive additional clarifications about the REOI Document and Appendices, parties can contact RdA by sending an email to the following email address: REOI-2@rda.aw email subject: "company name"–REOI-1–"dialogue topic".

Clarification questions will only be answered in writing. All interested parties will periodically receive an overview of these questions and the corresponding answers or additional information if necessary.

REOI Conditions:

Important notice: this REOI process is subject to the following general conditions and other conditions that maybe reasonably deemed relevant, included in the pertaining document(s) which will be mailed to the participant. These conditions are all irrevocably accepted by the participants upon submission of a proposal as response to this process:

- This is a REOI only and not a procurement. This REOI is issued solely for the purpose of information and planning. It does not constitute a REOI or a promise to issue a Request for Proposal or any other procurement for the future. This REOI should not construed as being a contract or a promise to enter into a contract and it further does not commit RdA to enter into any contract for supply or service whatsoever. RdA will not pay or be held liable to any payment for any information or administrative cost incurred in response to this REOI. All cost associated with responding to this REOI will be solely borne by the interested party. Not responding to this REOI does not preclude participation in any future REOI or any other procurement, if issued;
- RdA reserves the right to cancel this REOI process at any time with or without cause, and/or

reject any or all submissions received in response to this publication. In the event of such cancellation or rejection, the respondent(s) shall be duly notified, including by (electronic) mail;

- RdA reserves the right to modify this document or the REOI-2 Document and Appendices or any part hereof it at any time with proper notice;
- No compensation shall be paid to interested parties for their participation in this process;
- The criteria included in the REOI-2 Document and Appendices are not an exhaustive. In assessing a submission, RdA may at its discretion consider any other factor considered appropriate and relevant;
- RdA reserves the right to do a comparative evaluation on any submissions received and to evaluate it based on considerations which according to RdA would generate the best value for Aruba;
- RdA shall be entitled, at its sole discretion, to waive any irregularity, informality, or non-conformance with these instructions in any submission received by RdA or to reject any submission containing any such irregularity or non-conformity;
- Any and all disputes arising from or in connection with market participation process shall be submitted exclusively to the Court in First Instance in Aruba.

About Aruba:

Aruba is an island and a constituent country within the Kingdom of the Netherlands situated in the southern Caribbean Sea, located about 1,000 km (620 mi) west of the main part of the Lesser Antilles and 29 km (18 mi) north of the coast of Venezuela. It measures 32 km (20 mi) long from its northwestern to its southeastern end and 10 km (6 mi) across at its widest point. Aruba is one of the four countries that form the Kingdom of the Netherlands, along with the Netherlands, Curaçao, and Sint Maarten.

About RdA:

Refineria di Aruba N.V. /LLC (RdA), established in Aruba at Caya Dick Cooper 11, San Nicolas, was incorporated on October 1, 2016 under the laws of Aruba to be the landlord of the properties that the Government of Aruba acquired from the transfer and master settlement agreement with Valero Aruba Holding N.V.. The Government of Aruba is the sole shareholder of RdA. The properties of RdA consist of the following assets:

- A 235,000 BPD Crude Oil Refinery of Medium Complexity;
- A Transshipment Terminal of 10.7 MMB Storage Capacity and Two Tugboats;
- A total of 13 MMB of storage capacity;
- Two Reef berths each with the capacity to handle Ultra Large Crude Carriers (ULCC);
- Approximately 3,750,000 square meters of long lease land.

RdA is also the shareholder of Fuels Marketing and Supply Aruba N.V. (FMSA) which functions as the sole importer and distributor of fuel oil, gasoline, ultra-low sulfur diesel and jet fuel in Aruba.

RdA is also the shareholder of Terminal di Energia di Aruba N.V. (TdEA) which functions as the operator of the transshipment terminal and marine assets owned by RdA, serving FMSA for the domestic market and offering the transshipment capacity to clients.

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