



## Kuwait National Petroleum Company

### Notice of Sale of the retired Assets (preserved as functional) of the Shuaiba Refinery

Kuwait National Petroleum Company (KNPC) a subsidiary of Kuwait Petroleum Corporation, is pleased to announce the Sale of the retired assets (preserved as functional) of its de-commissioned Shuaiba Refinery, Kuwait through a sealed-bid auction Sale process .

Potential Buyers interested to participate in the Sale process are invited to access the information and download Expression of Interest file through KNPC webpage: <https://www.knpc.com/>

Potential Buyers are required to submit their responses (along with the completed and validly executed Expression of Interest form and related documentary back-ups set out in Annexure - 2 thereof) not later than 1 pm Kuwait time on 01/06/2021, to email address [SHUAssetsSale@knpc.com](mailto:SHUAssetsSale@knpc.com)





## شركة البترول الوطنية الكويتية إعلان بيع بعض أصول مصفاة الشعبية

يسر شركة البترول الوطنية الكويتية (إحدى شركات مؤسسة البترول الكويتية) أن تعلن عن بيع بعض الأصول التابعة لمصفاة الشعبية المغلقة (المحافظ عليها وصالحة لإعادة الاستخدام) وذلك عن طريق طرح المزايمة من خلال الصفحة التجارية الإلكترونية.

على الشركات والمؤسسات الراغبة في الاشتراك في هذه المزايمة الدخول إلى موقع شركة البترول الوطنية الكويتية على الرابط: <https://www.knpc.com/> وتحميل الملف الخاص بالإعلان عن الرغبة.

على الراغبين بالمشاركة تقديم البيانات المطلوبة وتعبئة نماذج إعلان الرغبة في الاشتراك وتقديمها في موعد أقصاه ١ يونيو ٢٠٢١ عن طريق البريد الإلكتروني:

[SHUAssetsSale@knpc.com](mailto:SHUAssetsSale@knpc.com)





**Annexure 1 to Teaser**

**TECHNICAL SCOPE**

**SHUAIBA REFINERY RETIRED (PRESERVED AS FUNCTIONAL) UNITS INCLUDED IN THE SCOPE OF SALE**

The following is a list of Units included in the scope of Sale; any changes to the same will be communicated to the bidders during the Pre-Bid Meeting

UNIT #	DESCRIPTION	PROCESS LICENSORS (DESIGNER - D)	START UP YEAR	ORIGINAL DESIGN CAPACITY BPD	MAX. OPERATING CAP (BPD)	REMARKS
01	BURGAN GAS UNIT	FOSTER WHEELER (D)	1968	73.3 MMSCFD	73.3 MMSCFD	
02E	HYDROGEN PRODUCTION UNIT	FOSTER WHEELER (D)	1968	74 MMSCFD	74 MMSCFD	
02W	HYDROGEN PRODUCTION UNIT	FOSTER WHEELER (D)	1968	74 MMSCFD	74 MMSCFD	
03	HYDROGEN COMPRESSION UNIT	---	1968	---	228 MMSCFD	
04	SULPHUR RECOVERY UNIT	FOSTER WHEELER (D)	1968	600 LT/D	500 LT/D	Revamp by Parsons in Year 2004
05	CATALYTIC REFORMER UNIT	IFP,FRANCE - AXENS	1968	15,820	15,000	
06	CRUDE AND VACUUM UNIT	FOSTER WHEELER (D)	1968 (1973)	95,000 (180,000)	200,000	
06F	FOUL WATER TREATING UNIT	FOSTER WHEELER (D)	1968	350 GPM	350 GPM	
07A	H-OIL TRAIN-A	IFP,N. AMERICA - AXENS	1968	36,000 ( 14,400 FRESH FEED + 21,600 RECYCLE)	27,000	H-Oil Units partially damaged in the Fire Incident in Aug. 2015.
07B	H-OIL TRAIN-B	IFP,N. AMERICA - AXENS	1968	36,000 ( 14,400 FRESH FEED + 21,600 RECYCLE)	27,000	
08	ISOMAX UNIT	CHEVRON, USA	1968	23,000 +13,000 RECY	23,000 + 13,000 RECY	





UNIT #	DESCRIPTION	PROCESS LICENSORS (DESIGNER - D)	START UP YEAR	ORIGINAL DESIGN CAPACITY BPD	MAX. OPERATING CAP (BPD)	REMARKS
09	NAPHTHA FRACTIONATOR UNIT	FOSTER WHEELER (D)	1968	65,000	65,000	
10	NAPHTHA UNIFINER UNIT	UNOCAL - UOP	1968	26,060	26,000	
11	KEROSENE UNIFINER UNIT	UNOCAL- UOP	1968	34,250	35,000	
12	LIGHT DIESEL UNIFINER UNIT	UNOCAL -UOP	1968	12,600	17,000	
13	HEAVY DIESEL UNIFINER UNIT	UNOCAL- UOP	1968	9,300	12,000	
14	AMINE TREATING UNIT	FOSTER WHEELER (D)	1968	124.2 MMSCFD	124 MMSCFD	
15 (PART)	AMMONICAL WATER TREATMENT UNIT	CHEVRON	1968	140 GPM	140 GPM	Tank-15-476, P-15-14 – Oil Skimming Pump, P-15-15 – Feed Pump and associated piping to be retained.
15C	SOUR WATER CONCENTRATOR	CHEVRON	1981	340 GPM	340 GPM	
17	KEROSENE MEROX UNIT	UOP	1968	15,000	20,000	P-17-02A – Kerosene feed Pump to be retained.
19	DEMINERALIZING UNIT	FOSTER WHEELER	1978	1450 GPM	1450 GPM	
20 (PART)	BOILERS	---	---	---	---	Distilled water Tanks TK-20-471 / TK-20-475 / TK-20-480, Pump P-20-07A, P-20-10A and associated piping to be retained.
20 A	BOILER A	FOSTER WHEELER	1968	300 KLB/HR	300 KLB/HR	
20 B	BOILER B	FOSTER WHEELER	1968	300 KLB/HR	300 KLB/HR	
20 C	BOILER C	FOSTER WHEELER	1968	300KLB/HR	300 KLB/HR	
20 D	BOILER C	FOSTER WHEELER	1978	300 KLB/HR	300 KLB/HR	





UNIT #	DESCRIPTION	PROCESS LICENSORS (DESIGNER - D)	START UP YEAR	ORIGINAL DESIGN CAPACITY BPD	MAX. OPERATING CAP (BPD)	REMARKS
22 (PART)	COOLING WATER SYSTEM (COOLING TOWER, PUMPS AND ASSOCIATED PIPING)	MARLEY	1968	40,000 GPM	30,000 GPM	Drinking water system and Eyewash & Safety Shower System are to be retained. (Drinking water pumps – P-22-01A, P-22-02 A/B, P-22-03A/B, Chilled water Pumps - P-22-PP1, P-22-PP2, P-22-SP1 & P-22-SP2, RE-22-01, TK-22-ST1 and associated piping to be retained.)
23 (PART)	SEA COOLING WATER SYSTEM (sea cooling water exchangers E-23-01 A/B/C/D , E-29-02 and associated piping)	---	---	---	---	Seawater cooling system (Underground Piping with Valves to be retained for Firewater back-up)
29 (PART)	FUEL GAS SYSTEM	---	1968	---	---	Drinking water system, and part of Offsite Piping are to be retained. (Drinking water Pumps P-29-13 & P-29-14A/B, Drinking Water Tank TK-29-01/02, Shipping Area Pump – P-29-03, Surface Drainage Water to API Pumps – P-29-05A/B/C, Sump Pit Pump – P-29-08 and associated Piping to be retained)
	FLARE SYSTEM	---	1968	---	---	
	FLARE GAS RECOVERY UNIT	---	2002	18.7 MMSCFD	18.7 MMSCFD	
	DMDS SYSTEM	---	1968	---	---	
	INSTRUMENT AIR COMPRESSORS & ACCESSORIES	---	1968	772 SCFM x 3	1594 SCFM	
	PLANT AIR COMPRESSORS & ACCESSORIES	---	1968	1000 SCFM x 2 1500 SCFM x 1	---	
INSTRUMENT AIR DRYERS	---	1968	1594 SCFM x 2 715 SCFM x 1	---		
35	SULPHUR DEGASSING UNIT	FLUOR	1968	591 LT/D	---	
61	ACID GAS REMOVAL PLANT	KELLOG - UOP	1978	72.2 MMSCFD	60 MMSCFD	
62	HYDROGEN PRODUCTION UNIT	FOSTER WHEELER (D)	1978	74 MMSCFD	74 MMSCFD	





UNIT #	DESCRIPTION	PROCESS LICENSORS (DESIGNER - D)	START UP YEAR	ORIGINAL DESIGN CAPACITY BPD	MAX. OPERATING CAP (BPD)	REMARKS
63	H-OIL VACUUM DISTILLATION UNIT	FOSTER WHEELER (D)	1978	42,700 BPD	46,000 BPD	
64	COOLING WATER SYSTEM	PAHARPUR	1978	24,000 GPM	20,000 GPM	
68	ISOCRACKER UNIT	CHEVRON, USA	1978	44,000	46,000	
74	SULPHUR RECOVERY UNIT	R.M.PARSONS	1978	600 LT/D	500 LT/D	Revamp by Parsons in Year 2004
75	TAIL GAS TREATING UNIT	AXENS	2006	2440 KSCH	2440 KSCH	
60 (PART)	OFFSITE PIPING	---	---	---	---	Some Piping are required to be retained.

**GROUPING OF UNITS**

The retired Units shall be sold either as a single package or as groups of Blocks of Units, as listed below; the Sale of each Unit shall be inclusive of its associated Piping & Structural and Satellite Instrument Houses. Substations do not form part of the Sale.

The retired Units are segregated into nine Blocks (segregated based on Functionality, Dismantling ease, geographical location etc.)

Block	Units	Block	Units
1	04, 35, 74 & 75	6	06, 06F, 07A, 07B, 08, 63 & 68
2	19,22,23,61 & 64	7	02E, 02W, 03 & 62
3	01,09,14 & 17	8	29 (FGRU)
4	11,12 & 13	9	15, 15C, 29 & 60
5	05,10 & 20		





For the purpose of Bidding, the Blocks have been clubbed into five groups as follows:

Group	Blocks under the Group	Tentative durations for Site execution (months)
1	B-1, B-2, B-8	9
2	B-3 & B-4	9
3	B-6	10
4	B-5 & B-9	6
5	B-7	6

**MINIMUM BID REQUIREMENT**

Each bidder / consortium member is required to quote for a minimum of two groups above. Proprietary spares pertaining to all Units/Blocks/Groups (the "Spares") are offered for sale as a lumpsum. Each bidder / consortium member can quote for Spares in addition to two Groups, however, it is not mandatory to quote for the Spares.

**SHUAIBA REFINERY - UNITS/FACILITIES OUT OF THE SCOPE OF SALE**

Units not included in the scope of sale include, but are not limited to, the below list. These Units will be part of the Clean Fuel Project (CFP) and any changes will be communicated to the bidders during the Pre-Bid Meeting.

UNIT #	DESCRIPTION	UNIT #	DESCRIPTION
00	GENERAL	42	SHOPS & GARAGE
16	TEL BLENDING FACILITY	43	WAREHOUSING BUILDING
21	NITROGEN SYSTEM	44	MAIN ADMINISTRATION BUILDING





24	API SEPARATOR & WASTE WATER TREATING FACILITIES	45	FIELD OFFICE BUILDING
25	ELECTRICAL SYSTEMS	50	BULK MATERIAL STORAGE BUILDING
26	FIRE WATER SYSTEM	51	NEW OFFICE BUILDING (ADMIN. BUILDING 3+4) & OPERATIONS BUILDINGS
27	COMMUNICATION SYSTEMS		PART OF UNITS 15, 17, 20, 22, 23, 29 & 60 (REFER LIST OF UNITS UNDER SALE FOR EXCEPTIONS)
30	TRUCK LOADING FACILITY	65	IRT LINES
31	LOCAL SHIPPING FACILITY	66	WASTE WATER TREATING FACILITY
32	EXPORT SHIPPING FACILITY	67	SUB-STATIONS
33	MARINE LOADING LINES & FUEL SUPPLY TO LOCAL COMPANIES		SECURITY BUILDINGS
34	TANK & TANK FARM	40	CONTROL BUILDING
36	PIPELINES TO NEW LM DEPOT	41	LABORATORY
37	SHUAIBA – MAB PIPELINES		
38	OIL PIER		
39	NEW CENTRAL CONTROL ROOM		

**OTHER EXCLUSIONS ARE:**

- All sleeper ways and pipe racks outside the process Units
- All underground facilities
- All active roadways
- All Buildings housing Workshops, Central Control Room, Machine Shop, Welding Shop, Heavy Equipment Shop, Garage and the like (except Buildings for Satellite Instrument Houses 1 to 4, 6, 7,8A, 10 & BMS and Operator Shelters in the Field, which shall be demolished to ground level)
- Used Catalysts, Chemicals, Lube Oils etc.







**Sale of Retired Assets (preserved as functional) of Shuaiba Refinery  
Expression of Interest (Annexure 2)**

**Note: the information requests in this Annexure apply in respect of each member of a consortium and are to be submitted via the consortium lead member (to the extent a consortium is submitting a bid).**

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Ultimate parent company/  
controlling person/  
significant investor,  
partner or ultimate  
beneficial owner:

\_\_\_\_\_

Principal business

\_\_\_\_\_

Form of business

\_\_\_\_\_

Established since:

\_\_\_\_\_

Established in (jurisdiction):

\_\_\_\_\_

Contact person(s)

Name:

\_\_\_\_\_

Title:

\_\_\_\_\_

Telephone/Fax:

\_\_\_\_\_

Email:

\_\_\_\_\_

Website:

\_\_\_\_\_

\_\_\_\_\_

Signature:

Date:

Name:

Title:

**Proposed buying entity (if different from entity providing this Expression of Interest)**

Company Name:

\_\_\_\_\_





**Sale of Retired Assets (preserved as functional) of Shuaiba Refinery  
Expression of Interest (Annexure 2)**

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Ultimate parent company/  
controlling person/  
significant investor,  
partner or ultimate  
beneficial owner:  
\_\_\_\_\_

Principal business: \_\_\_\_\_

Form of business: \_\_\_\_\_

Established since: \_\_\_\_\_

Established in (jurisdiction): \_\_\_\_\_

**Details of parties who will guarantee buyer obligations (if the buying entity is a special purpose vehicle)**

Contact person(s)      Name: \_\_\_\_\_  
   Title: \_\_\_\_\_  
   Telephone/Fax: \_\_\_\_\_  
   Email: \_\_\_\_\_  
   Website: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_ Title: \_\_\_\_\_



## Sale of Retired Assets (preserved as functional) of Shuaiba Refinery Expression of Interest (Annexure 2)

### Identity of bidder:

Are you acting as broker or agent:  Yes  
 No

Is any member of the bidder's group subject to any World Bank or United Nations restrictions or sanctions:  Yes  
 No

Are you acting (or planning to act) as a consortium. If yes, are there less than or more than 5 consortium members; who is the Consortium leader? It is preferred that the consortium is limited to a maximum of 5 members.  Yes  ≤ 5  > 5  
 No

**Note: as mentioned on page 1, each member of the consortium must provide and submit the information required in this Annexure 2 strictly through its lead consortium member.**

Consortium agreement (or details of the consortium attached<sup>1</sup>)

[\(Attachment 1\)](#)

**Attachment 2:** Please attach a copy of the legal / incorporation documents (indicating the name, form of entity, principal business of the entity, jurisdiction of organization of the bidder, any ultimate parent company, controlling person, significant investor, or partner of that entity and the ultimate beneficial owners of the bidder entity) such as Commercial Registration Certificate for the bidder or each member of the consortium.

**Attachment 3:** Please attach an organization chart of your company representing the key divisions along with names of key personnel, as well as the corporate shareholding structure chart showcasing the ultimate parent and the subsidiaries (and any controlling person, significant investor or partner).

### Financial Assessment

**Attachment 4:** Please provide audited financial statements of your company for the last three (3) years, which should include as a minimum:

- Balance Sheet
- Income Statement / Profit and Loss Statement
- Cash Flow Statements

If the financial statements are not expressed in US\$, then the bidder should provide the spot exchange rate per US\$1 during the evaluated years.

### Financing of the Transaction

Will an external source of financing be required:  Yes

<sup>1</sup> Consortium agreement should clearly outline the role of each consortium member and the percentage stake of each member in the consortium.



### Sale of Retired Assets (preserved as functional) of Shuaiba Refinery Expression of Interest (Annexure 2)

No; please elaborate on utilization of internal financing

Please provide the manner in which you propose to finance the purchase of the Sale Assets. If you propose to raise external finance (through debt or other financing sources), in addition to internal sources of funds, then please provide details of the proposed financing structure and supporting letters from the proposed finance providers, including conditions and approvals required to attain a fully committed financing. (as [Attachment 5](#))

Please provide the estimated timetable for securing all necessary financing and required approvals

#### Technical Assessment

##### Quality, Health, Safety and Environmental Management System (QHSEMS)

Does your Company have a written QHSEMS Program?  Yes ; please enclose an overview (as [Attachment 6](#))  
 No

Which national or international rules, regulations and standards is your QHSEMS Program based on?

Is your Company certified to ISO 14001 - 2015 or equivalent Standards  Yes, Certificate attached ([Attachment 7](#))  
 No

Is your Company certified to OHSAS 18001 / ISO 45001 - 2018 or equivalent Standards  Yes, Certificate attached ([Attachment 8](#))  
 No

Does your Company have a Quality Management System according to ISO 9001-2015 or equivalent?  Yes  
 No

If so, please submit a certificate issued by certifying institute ([Attachment 9](#))

Environmental control awareness & compliance; bidder's inputs regarding environmental regulation and previous experience during projects of similar nature (compliance to BASEL and the like)

##### Project Management System

Does your Company have Project Management System (ISO 21500); if yes, attach certificate ([Attachment 10](#))





**Sale of Retired Assets (preserved as functional) of Shuaiba Refinery  
Expression of Interest (Annexure 2)**

Reference Projects / Prior participation (specifically related to transactions of a similar nature and scale as the Proposed Transaction)

(Please copy as required and mark as extra pages; add documentary evidence / relevant credentials as [Attachment 11](#))

Owner's name	.....
Location	.....
Short Description	..... ..... .....
Size of (your) Contract (in US\$)	.....
Activities performed	<input type="checkbox"/> Engineering <input type="checkbox"/> Procurement/subcontracting <input type="checkbox"/> Labor Only <input type="checkbox"/> Project Management <input type="checkbox"/> Cleaning <input type="checkbox"/> Dismantling <input type="checkbox"/> Demolition <input type="checkbox"/> Waste Management and Disposal <input type="checkbox"/> Other (..... )
Total Man-hours	.....
Duration (months)	.....
Year of completion	.....

Please outline details of your market presence with documentary evidence ([Attachment 12](#))

Please confirm that you intend to purchase a minimum of two out of the five Groups, as set out in **Annexure - 1** to the Teaser:  Yes  No

Please confirm whether you intend to purchase proprietary spares?  Yes  No

**Associated Activities**

Please list out what all associated activities below can be handled directly by your Company

Dismantling  Transportation & Shipping  Insurance  Duties & Taxes  Surface Restoration at Site  Waste Disposal from Site  Monitoring and reporting Environmental aspects during the Site activities, in compliance with Kuwait Environment Public Authority Compliance Plan



## Sale of Retired Assets (preserved as functional) of Shuaiba Refinery Expression of Interest (Annexure 2)

### Sub-Contracting Philosophy

Please list out what all associated activities below are intended to be sub-Contracted

Dismantling  Transportation & Shipping  Insurance  Duties & Taxes  Surface Restoration at Site  Waste Disposal from Site  Monitoring and reporting Environmental aspects during the Site activities, in compliance with Kuwait Environment Public Authority Compliance Plan

Note: it is preferred that the successful buyer(s) select the Dismantling Contractor from among the 14 Worldwide Contractors shortlisted by KNPC or from CEC-approved Contractors (details will be specified in the Auction Scope during Bidding phase); if the proposed Contractor is not from the above databases, then separate pre-qualification would be required for the Contractors proposed by the buyer.

### **List of Attachments**

Please mark appropriate tick boxes and mark each attachment with numbers as listed below

**Note: the information requests in this section apply in respect of each member of a consortium and are to be submitted via the consortium lead member (to the extent a consortium is submitting a bid).**

Number	Description	Attached	
		Y	N
1.	Consortium agreement (if applicable).		
2.	Copy of the legal / incorporation documents such as Commercial Registration Certificate for the bidder or each member of the consortium (indicating the name, form of entity, principal business of the entity, jurisdiction of organization of the bidder, any ultimate parent company, controlling person, significant investor, or partner of that entity and the ultimate beneficial owners of the bidder entity).		
3.	Organization chart of your company representing the key divisions along with names of key personnel as well as corporate shareholding structure chart showcasing the ultimate parent as well as subsidiaries (and any controlling person, significant investor or partner).		
4.	Audited financial statements of the company for the last three (3) years.		
5.	Proposed financing structures and supporting letters from providers of finance (including conditions and approvals required to attain a fully committed financing).		
6.	Overview of QHSEMS program		
7.	ISO 14001 - 2015 Certificate (or equivalent)		
8.	OHSAS 18001 / ISO 45001 - 2018 Certificate (or equivalent)		
9.	ISO 9001: 2015 Certificate (or equivalent)		
10.	Project Management System (ISO 21500)		
11.	Back-up for reference Projects (transactions of a similar nature and scale)		
12.	Details of your market presence		

\* All information supplied by the applicant shall be treated as confidential.

\* The request to issue this document does not constitute any form of commitment on the part of KNPC in relation to the Transaction (as defined in the main body of the document).



**Sale of Retired Assets (preserved as functional) of Shuaiba Refinery  
Expression of Interest (Annexure 2)**

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NOTES

- This questionnaire has been prepared by Kuwait National Petroleum Company ("KNPC") for the purposes of evaluating each potential bidder's Expression of Interest. It is subject to the disclaimer in the main body of this document.
- The questionnaire is designed to allow all answers to be filled in or attached.
- It is important that all information requested is presented in an orderly and sequential manner using the formats and tables attached.
- KNPC shall treat information submitted as confidential and will not make such information available to any third party except to KNPC's affiliates, its personnel and its professional advisors where KNPC deems it appropriate.
- The questionnaire is not and should not be construed as, an invitation to tender. Replies to the questionnaire are for discussion purposes only and are deemed to be without obligation (of any kind whatsoever) on KNPC.
- General and concise leaflets that give an impression of the activities and organization of the applicant will be welcome.



**REQUEST FOR EXPRESSIONS OF INTEREST  
SALE OF THE RETIRED ASSETS (PRESERVED AS FUNCTIONAL) OF THE SHUAIBA  
REFINERY**

KUWAIT NATIONAL PETROLEUM COMPANY  
APRIL 2021



## BACKGROUND TO SALE OF ASSETS

Kuwait National Petroleum Company ("KNPC") is a subsidiary of Kuwait Petroleum Corporation. The Shuaiba refinery was commissioned by KNPC in April 1968 and was the first national oil refinery to be built in the region (<https://www.knpc.com/en/our-business/petroleum-refining/shu>).

Shuaiba Refinery is located within the Shuaiba Industrial Area, about 50 km south of Kuwait City and occupies an area of 1,332,000 m<sup>2</sup>; and the Shuaiba Refinery comprises of units and auxiliary facilities, and produces a wide range of products, including naphtha as raw material for petrochemical industries, gasoline for internal combustion engines, aviation turbine kerosene for jet planes, diesel for engines and fuel oil for power plant or other furnaces.

In 1975, the Shuaiba Refinery was revamped from 95,000 BBL/D to 180,000 BBL/D Crude oil processing capacity, utilizing the most updated process technology in order to achieve the required product quality and maximize the Shuaiba Refinery's profitability. The Shuaiba Refinery had been operating at 200,000 BBL/D Crude Oil processing on sustained basis, until its retirement on 31 March 2017. The Flare Gas Recovery Unit and the Tail Gas Treating Unit were added in 2002 and 2006 respectively in order to enhance the environmental performance.

Over the past few years, numerous capital projects for revamp and replacement have been implemented to keep the Shuaiba Refinery at the highest production and safety standards.

Due to the expansion of the Mina Abdullah and Mina Al-Ahmadi refineries, KNPC decided to retire the Shuaiba Refinery (ultimately retiring it on 31 March 2017), dismantle it and utilize the site for the support services of its expansion project.

KNPC intends to sell certain retired, preserved as functional physical assets of the decommissioned Shuaiba Refinery as set out in **Annexure 1** (the "**Sale Assets**") along with piping, structural and satellite instrument houses. Proprietary spares also form part of the sale as an independent entity. Substations are not part of the sale. The sale will be conducted through a sealed-bid auction sale process, as set out in the following sections of this document (the "**Transaction**").

The Sale Assets are divided into five groups, as further set out in **Annexure 1** (together the "**Sale Groups**" and each individually a "**Sale Group**") and have been cleaned, decontaminated and preserved under Nitrogen to maintain the integrity of the Sale Assets. Each Sale Group is fenced for demarcation, and live lines have been duly painted for immediate identification.

This document provides brief information about the Transaction, the sale process, and the proposed next steps in relation to the Transaction.

## SALE PROCESS

- The Transaction will be structured as an auction sale of the Sale Groups, on an "as-is, where-is" basis. A brief summary of the Sale Groups is set out in **Annexure 1**. The Transaction will not include any intellectual and other intangible properties or any interest in land.
- In order to be considered for the sale process, interested parties are requested to complete the expression of interest form and provide supporting materials set out in **Annexure 2** ("**Expression of Interest**"). The Expression of Interest should be provided on the basis that the successful bidder (Prospective Buyers) will quote for, and acquire, a minimum of two Sale Groups set out in **Annexure 1** as part of the Transaction.
- Eligible participation in the sale process shall require a completed and validly executed Expression of Interest (**Annexure 2**) to be submitted to KNPC during the period starting 10 April 2021 up to (and by no later than) 1p.m. Kuwait time on [1 June] 2021. Completed Expression of Interest forms should be submitted by electronic means to this email address: [SHUAssetsSale@knpc.com](mailto:SHUAssetsSale@knpc.com)

## SCOPE OF WORK

The scope of work of the buyer(s) will include the dismantling as well as the clean-up of the Shuaiba Refinery site areas containing the Sale Groups ultimately awarded to a buyer. Such activities will include, but will not be limited to, removing from the Shuaiba Refinery all Sale Assets within each Sale Group awarded to such buyer(s); along with all related necessary ancillary activities such as cleaning, packing, transportation, logistics, waste management, surface restoration to grade level in accordance with applicable laws in the State of Kuwait Environment Protection Law 42 of 2014 amended by Law 99 of 2015, all KEPA Regulations and Decisions published in Kuwait Gazette prior to and during the Contract duration and the Basel Convention on the Control of Transboundary Movements of Hazardous Waters and their Disposal (the "**Basel Convention**") and international standards.

## CURRENT INDICATIVE TIMELINE FOR THE TRANSACTION

Phases and Key Tasks	Timing
Deadline for submission of Expression of Interest	By no later than [1p.m.] (Kuwait) [1 June 2021]
Bid Phase commences, which includes: <ul style="list-style-type: none"> <li>• Notification by KNPC of shortlisted bidders</li> <li>• Entry into confidentiality arrangements with KNPC</li> <li>• Payment of fees for the auction documents</li> <li>• Access to auction documentation</li> <li>• Pre-Bid Meeting, access to data room, site visits and Q&amp;A process</li> <li>• Issuing minutes of Pre-Bid Meeting, with revised auction document (as necessary)</li> <li>• Closing of bids</li> </ul>	June to October 2021
Submission of binding offers	By no later than [1p.m.] (Kuwait) on 10 October 2021
Evaluation and negotiation of bids (as deemed required by KNPC)	November - December 2021
Award notification to each of the successful buyers	January 2022
Submission of performance bank guarantee and completion of payment for the respective Sale Groups	February 2022 – March 2022
Execution of legally binding Transaction documentation	March 2022
Interface Protocol Meeting to finalise site schedule and timeline (in case of multiple buyers), and establishment of plans and procedures to mitigate the interface issues among the multiple buyers operating in the same area of the Shuaiba Refinery	April 2022

**All dates indicated above are tentative and are given for the sake of reference only.**

KNPC appreciates your interest and looks forward to receiving your Expression of Interest in line with the above.

**ANNEXURE 1**  
TECHNICAL SCOPE

[please refer Annexure - 1 attached separately]

## ANNEXURE 2

### EXPRESSIONS OF INTEREST

Expressions of interest should be in the form attached and need to include the following information:

#### Identity of bidder

- Please indicate the name, form of entity, principal business of the entity, and jurisdiction of organization of the proposed bidder as well as any ultimate parent company, controlling person, significant investor, or partner of that entity, as well as the ultimate beneficial owners of the bidder entity (including shareholding structure). If the proposed bidder entity is a special purpose entity, please identify the party or parties that will guarantee its obligations under the Transaction. Please confirm that you are acting as principal for your own account and not as broker or agent. Please provide confirmation that no member of the bidder's group is subject to any United Nations sanctions. Prospective bidders are allowed to form a consortium to participate in this process. If acting as part of a consortium, the requirements mentioned above must be met by each consortium member and each consortium member must complete an individual Expression of Interest. It is preferred that the consortium is limited to a maximum of 5 members. A copy of the consortium agreement should be made available as part of the submission, which clearly outlines the role of each consortium member and the percentage stake of each member in the consortium. Bidders are required to keep their Expressions of Interest confidential, and to the extent a consortium bid is being contemplated, to keep the Expression of Interest confidential between the consortium members.
- During the Expression of Interest process, the consortium must nominate a consortium leader, who will lead discussions with KNPC and will be the main communication channel between KNPC and the consortium. Upon awards being granted, all consortium members will be jointly and severally liable to fulfil the scope of work and fee settlements.

#### Financial Assessment – Submission Requirements

- Bidders are required to provide the audited financials for the last 3 years. In case of a consortium, each consortium member is required to submit audited financial statements (please refer to **Annexure 2** for further requirements).
- The financial capability of the bidders will be assessed based on key criteria, including but not limited to, net worth, cash flows, and existing debt levels.

#### Financing of the Transaction

- The bidders/consortium will be required to indicate the manner in which they propose to finance the purchase of the Sale Assets. In particular, bidders will be required to specify if they propose to raise external finance (debt or other financing sources), in addition to internal sources of funds and the ratio thereof.
- If external financing is proposed, then the bidder/consortium is required to provide the proposed financing structure and supporting letters from proposed providers of such external financing, including conditions and approvals required to attain a fully committed financing. The estimated timetable for securing all necessary financing and required approvals will also be required. KNPC will not agree to any Transaction with financing contingencies.

#### Technical Assessment – Submission Requirements

- Outline prior participation in connection with a transaction of a similar nature and scale as the proposed Transaction, including relevant credentials.
- Outline details of market presence and international approvals. (please refer to **Annexure 2** for further requirements)

## DISCLAIMER

This presentation, its contents and any other written or oral information otherwise made available in connection with any potential transaction is being supplied to you for your information only, is not to be shared with any other person, and is strictly private, proprietary and confidential and may not be reproduced (in whole or in part) nor summarized or distributed, published or transmitted without the prior written permission of KNPC. The recipient(s) of this document agree(s) to keep its content strictly confidential and undertake(s) not to disclose the information contained herein to any person other than those of its/their employees who strictly need access to it for the purpose of continued discussions in respect of the Transaction. The recipient agrees to keep the information it contains strictly private and confidential, and to return this document to KNPC at any time upon KNPC's request.

This document is to be used as a basis for continued discussions and does not constitute any form of commitment by KNPC in connection with the Transaction. KNPC and its advisors reserve the right at any time and at their sole discretion, for any or no reason and without notice or liability to any party, to modify, suspend, or terminate the Transaction or the procedures set out herein, terminate the participation of any potential interested party in the Transaction, follow different procedures with respect to different parties, negotiate a transaction with one or more parties, enter into a transaction agreement or other special arrangements with any party, or engage in any other transaction or arrangement of any kind, including without prior notice to you or to any other person.

None of KNPC and any of its advisors have any obligation to consider or accept any Expression of Interest and shall not be obliged to give any reason for the acceptance or rejection of any Expression of Interest. KNPC will not assume or accept any liability in respect of costs, losses, damages or expenses (whether direct, indirect or consequential) incurred by any party or its respective advisors. KNPC reserves the right, at its sole discretion, to consider any and all factors in selecting the parties to proceed in the Transaction. None of KNPC and any of its advisors owe any duty of care to you or your representatives or advisors of any nature whatsoever with respect to the manner in which this process is conducted.

You shall not have any claims, legal or otherwise, for any losses, damages, costs or expenses (whether direct, indirect or consequential) incurred whatsoever and howsoever arising against KNPC or any of its advisors arising out of or relating to the Transaction and/or with respect to the manner in which the process contemplated in this document is conducted (including, but not limited to, any direct, indirect or consequential loss, damages or expenses incurred as a result of any negotiations with other bidders in respect of the Transaction and/or Sale Assets). For the avoidance of doubt, you must be responsible for all costs, expenses and/or time invested in this process by you, by your representatives and by your advisors in connection with your evaluation of the Transaction, preparation of an Expression of Interest, and for any other costs and expenses related thereto. To the fullest extent possible, you release KNPC and its advisors in all circumstances from any liability whatsoever and howsoever arising from your use of the information or any information or communications provided in connection with the Transaction, including in connection with the preparation and submission of any Expression of Interest.

This document and any release of further Information to you shall not constitute an offer or an invitation to acquire any interest in any Sale Asset. Nothing in this letter creates any obligation on KNPC to dispose of any interest in any Sale Asset or to enter into or consummate the Transaction. None of KNPC and any of its advisors make, have made or will make, any representation or warranty, express or implied, as to the completeness, accuracy or veracity of the information provided to you during the process (whether transmitted in writing, orally or electronically), and KNPC and its advisors disclaim any and all liability for any such information. Only the representations and warranties set forth in a definitive documentation pertaining to the Transaction that may be entered into by KNPC with you will be binding. Nothing in this document should be construed as legal, tax, regulatory, accounting or investment advice or as a recommendation by KNPC or its advisors that any recipient of this document invest in the Transaction. Prior to making an investment, you should seek your own independent financial, legal, regulatory, tax and accounting advice and arrive at an independent evaluation of the opportunity in connection with the Transaction. In submitting an Expression of Interest, you acknowledge that you are relying solely on your own investigation and evaluation of the Sale Assets.

Under no circumstances should the management or any directors, employees, agents, suppliers, sub-contractors, representatives or advisors of KNPC, or any regulatory authorities or their personnel be contacted directly.