



INDEPENDENT CONSUMER & COMPETITION COMMISSION

PUBLIC NOTICE

APPLICATION FOR CLEARANCE BY KUMUL PETROLEUM HOLDINGS LIMITED FOR ITS PROPOSED ACQUISITION OF AN ADDITIONAL INTEREST IN THE PNG LNG PROJECT

The Independent Consumer and Competition Commission (“**ICCC**”) wishes to inform the general public and relevant industry stakeholders that it has received an Application for Clearance from Kumul Petroleum Holdings Limited (“**KPHL**” or “**Applicant**”) for its proposal to acquire an additional stake of up to a 5 percent project interest in the PNG LNG Project (“**PNG LNG Project**”) from Santos Limited (“**Santos**”) (the “**Proposed Acquisition**” or “**Proposed Transaction**”).

The Proposed Transaction will be implemented in two steps. Firstly, KPHL will acquire a 2.61912% Project Interest in the PNG LNG Project from Santos pursuant to a Share Sale and Purchase Agreement between Santos and KPHL (“**Share SPA**”). Completion of the Share SPA is not subject to finance and is conditional only on KPHL obtaining clearance from the ICCC on or before 31 December 2023.

Secondly, after completion of the Share SPA, a Call Option Deed under which Santos will grant KPHL an option to acquire a further 2.38088% Project Interest in the PNG LNG Project on the terms and conditions set out in the Call Option Deed, the Asset Sale and Purchase Agreement (“**Asset SPA**”) (“**Call Option**”). The Call Option is to be exercised on or before 30th June 2024. Upon exercise of the Call Option, Santos and KPHL will execute and complete the Asset SPA to deliver a further 2.38088% Project interest in the PNG LNG Project to KPHL.

The Asset SPA is subject to completion of the Share SPA and satisfaction of various conditions precedent, including KPHL obtaining clearance from the ICCC.

KPHL’s interest in the PNG LNG Project is currently 16.8% which will increase to 21.8% after the completion of this Proposed Acquisition.

The ICCC therefore calls for submissions and comments from all stakeholders on the likely competition impact this Proposed Acquisition or Transaction may have in the market related to the development, production, and marketing of LNG in PNG.

All submissions provided to the ICCC will be treated as public information unless confidentiality is sought.

All comments and submissions should be addressed to **Mr. Paulus Ain, Commissioner and Chief Executive Officer** at the address provided below and must reach the ICCC **by or before 16 November 2023**.

The Application, including details of the Proposed Transaction, can be accessed and downloaded from the ICCC website at www.iccc.gov.pg or can be provided upon request to this email: wtondop@iccc.gov.pg or infor@iccc.gov.pg.

All queries relating to this matter should be directed to Mr. Steven Sugl, Executive Manager, Competitive Markets & Fair-Trade Division on telephone at 3124600 or by e-mail to: ssugl@iccc.gov.pg.

Authorized for release by:



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