

NOTICE OF PROPOSED CHANGE IN CONTROL OF NEW PROVIDENCE GAS LIMITED

PURSUANT TO SECTION 92 OF THE NATURAL GAS ACT, 2024

OBJECTIVES AND OVERVIEW OF THE CONSULTATION

1. The Utilities Regulation and Competition Authority (“URCA”) hereby gives notice that on 9 April 2026, in accordance with section 92 of the Natural Gas Act, 2024 (“NGA”), it received from Sun Oil Holdings Limited (“SOHL” or “the Seller”) and Shell Bahamas Power Company Inc. (“SBPC” or “the Acquirer”) (collectively, “the Parties”) a Notification of a Transaction (“the Notification”), between the Seller and the Acquirer which will result in the acquisition by SBPC of 40% equity interest in New Providence Gas Ltd. (“NPG” or “the Target”) (“the Transaction”).
2. Given the role of the Natural Gas Sector in The Bahamas’ National Energy Policy, it is critical that this decision-making process is informed by stakeholder input.
3. This consultation is undertaken to ensure transparency, accountability and inclusiveness in evaluating the proposed change in control. The consultation provides an opportunity for electricity consumers, industry participants, public institutions, and other interested parties to review the proposed Transaction and submit their views.
4. The consultation process will support URCA’s decision making as the independent regulator for the Natural Gas Sector and will ensure that public interest remains central to any determination regarding the proposed change in control.

DETAILS OF THE TRANSACTION

5. On 28 July 2025, URCA issued NPG a Liquefied Natural Gas Terminal Operator Licence, NTOL-25-01 in accordance with the Natural Gas Act, 2024. The licence expires on 28 July 2040, if not renewed.
6. A Liquefied Natural Gas Terminal Operator Licence authorizes the Licensee to manage and operate an LNG Terminal in The Bahamas subject to the conditions of the Licence. Standard Licence conditions can be found in document NGS 06/2024 on URCA’s website (www.urbahamas.bs).

7. On 9 April 2026, SBPC and SOHL submitted an application notifying URCA of SBPC's intent to acquire 40 percent of the voting shares of NPG from SOHL. SOHL currently holds a 100% equity interest in NPG. SBPC will acquire a 40% equity interest in NPG and SOHL will retain a 60% equity interest in NPG.
8. SBPC (formerly named Shell E&P Ireland Offshore Ltd.) is an International Business Company established and existing by the laws of the Commonwealth of The Bahamas under the International Business Companies Act and will be used for the purpose of carrying out the proposed transaction and participating in the overall Project. SBPC is an indirect wholly owned subsidiary of Shell plc. Shell plc and its subsidiaries (collectively, "Shell") is a global group of energy and petrochemical companies, having operations in more than 70 countries. Shell's range of business activities includes oil and gas exploration and production, liquefaction and trading of LNG, and marketing of fuels and lubricants, among others.
9. As SBPC will acquire more than 30% of the voting shares of NPG, the Transaction would constitute a "change in control" of NPG within the meaning of section 93(1)(b) of the NGA.

ISSUES TO BE DETERMINED BY URCA

10. The questions to be determined by URCA in relation to a change in control are set out in section 94 of the NGA. These questions are whether the proposed change in control of NPG;
 - a. **would have, or is likely to have, the effect of substantially lessening competition in a market in The Bahamas; and**
 - b. **whether the change of control would have an effect, or would be likely to have an effect, contrary to the public interest.**
11. For a further explanation of the approach to be used by URCA, interested persons should be guided by URCA's *Competition Guidelines* (URCA 05/2024), specifically Section 4 Ex-ante Merger Control. A copy of the document can be downloaded from URCA's website.

INVITATION FOR COMMENTS

12. Under section 96(2)(a) of the NGA, before forming any opinion or issuing its adjudication on the proposed change in control, URCA is required to give interested persons a reasonable opportunity to make representations and shall consider any such representations made. URCA considers that all members of the public should be considered “interested persons” for the purposes of this proposed change in control.
13. Having notified the Parties that URCA intends to provide such interested persons a reasonable opportunity to make representations prior to issuing its adjudication in this matter, URCA hereby invites all interested persons to submit written representations regarding the change in control by no later than 5:00 p.m. on **15 May 2026** in order to ensure that such representations may be considered, analysed and incorporated into URCA’s deliberations.
14. Interested persons should submit written representations regarding the proposed change in control for consideration to URCA, either:
 - a. by hand, addressed to the Director of Utilities and Energy, to the office of URCA situated at Frederick House, Frederick Street, Nassau, Bahamas; or
 - b. by email, to info@urcabahamas.bs.
15. URCA will only consider representations that relate to the matters upon which URCA is empowered to adjudicate, that is, whether the Transaction is likely to lessen competition or be contrary to the public interest, as set out in section 94 of the NGA.