



BOND ISSUANCE

A VISION WORTH BUILDING TOGETHER

INTEGRATED UTILITY HOLDING N.V.



Integrated Utility Holding N.V.

Trade register number **77189**

Aqualectra Bonds 2025-2031/2032
Cg 75 million

Tradable Listing
on the Dutch Caribbean Securities Exchange N.V.
Financial Advisor & Joint-Lead Arranger: **Fortisa Capital B.V.**
Listing Advisor & Lead Arranger: **Amicorp Global Markets (Curaçao) N.V.**
Bond & Paying Agent: **Amicorp Trustees Foundation**

Subscription deadline: October 31, 2025

TABLE OF CONTENTS

MESSAGE TO INVESTORS	6
Forward-Looking Statements	7
Offer and Selling Restrictions	7
Regulatory Approval	7
Final Notice	8
1. EXECUTIVE SUMMARY	9
1.1 Background	9
1.2 Vision	12
1.3 Investment Opportunity	13
1.4 Financials	14
1.5 Current State of Affairs	15
1.6 Investment Program	19
1.7 Bond Issuance	20
1.8 Key Considerations for Investors	21
2. BOND SUBSCRIPTION PROCEDURES	22
3. FREQUENTLY ASKED QUESTIONS	27
4. CORPORATE DIRECTORY	31
4.1 Issuers' registered office	31
4.2 Statutory managing directors	31
4.3 Supervisory directors	31
4.4 Professional parties	31
5. TERMS AND CONDITIONS OF THE BOND	32



6.	AQUALECTRA'S BUSINESS	34
6.1	Overview	34
6.2	Electricity	41
6.3	Water	44
6.4	Tariffs	46
6.5	Recent Initiatives and Developments	50
6.6	Investment Program 2025 – 2030	53
6.7	Sustainability – ESG	64
6.8	Cyber security & Risks	66
6.9	Group Structure	68
6.10	Corporate governance	72
6.10.1	Reserved Matters	73
6.10.2	Prior Decision Making	74
6.10.3	Articles of Association	75
7.	FINANCIAL INFORMATION	75
7.1	Historical Financials	75
7.2	Financial Forecast and Projections	78
7.3	Financing and debt position	83
7.4	Tax	84
8.	REGULATION	84
9.	RISK FACTORS	85
10.	RELATED–PARTY TRANSACTION/CONFLICT OF INTEREST	92
11.	LEGAL OR ARBITRATION PROCEEDINGS	92
12.	COUNTRY OVERVIEW	93
13.	OTHER INFORMATION	96
14.	APPENDICES	96

MESSAGE TO INVESTORS

This Prospectus and appendices (together, the “Prospectus”) have been prepared by Integrated Utility Holding N.V. (“IUH” or the “Issuer”) in connection with the issuance of Cg Class A1 and Class A2 unsecured bonds for a principal amount of Cg 75 million (the “Bonds” and the issuance thereof, the “Bond Issue”) to be listed and traded on the Dutch Caribbean Securities Exchange N.V. (“DCSX” and such exchange the “DCSX Exchange”). IUH applied for the Bonds to be listed on the DCSX Exchange.

The Prospectus has been prepared solely for the purpose of providing information to assist potential investors in understanding the Issuer’s business and the Bonds being offered. Accordingly, this Prospectus may not be reproduced or used (in whole or in part) for any other purpose, nor furnished to any person other than those to whom copies have been submitted.

The Issuer accepts responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is accurate and does not omit any facts that would render such information misleading.

Potential investors should not consider any information in this Prospectus as legal, business, investment, or tax advice. Each potential investor must determine and will be deemed to have determined their own interest in investing in the Bonds based upon such independent investigations as they deem necessary. Investors shall not be entitled to use any information in this Prospectus for any purpose other than evaluating an investment in the Bonds.

Each investor acknowledges that by subscribing to or trading in the Bonds, they have:

1. Reviewed the Prospectus and the Bond Agreement governing the Bonds, including all applicable terms and conditions;
2. Received all additional available information necessary to verify the accuracy and completeness of the Prospectus;
3. Not relied on the Issuer or any person affiliated with the Issuer for investment decisions and conducted their own due diligence;
4. Not received nor relied upon any unauthorized information regarding the Issuer, its affiliates, or the Bonds, except as contained in this Prospectus or as provided by authorized representatives of the Issuer;
5. Acknowledged that subscriptions are limited to professional investors only;
6. Sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained in the Bond Agreement or any other agreement related to the issue of the Bonds.



FORWARD-LOOKING STATEMENTS

This Prospectus may contain forward-looking statements, including financial projections and future operational plans. These statements are based on assumptions and are subject to risks and uncertainties that may cause actual results to differ materially. No representation or warranty is made by the Issuer that such projections or estimates will be achieved. Investors should carefully review the Risk Factors section of this Prospectus.

OFFER AND SELLING RESTRICTIONS

The Issuer is not making an offer to sell the Bonds in any jurisdiction where such an offer is not permitted. The distribution or possession of this Prospectus and the offering, sale, and delivery of the Bonds may be restricted by law in certain jurisdictions as set out in the Offer & Selling Restrictions below in Section 2 (Subscription procedures and selling restrictions). Investors are responsible for informing themselves and complying with applicable laws and regulations.

Investors should pay special attention to the section 'Risk Factors' outlined in Section 9 of this Prospectus, as it discusses key risks associated with investing in the Bonds.

Before making an investment decision with respect to any bonds, potential investors should consult their own stockbroker, bank manager, lawyer, accountant or other financial, legal and tax advisers and carefully review the risks entailed by an investment in the Bonds and consider such an investment decision in the light of the potential investor's personal circumstances.

REGULATORY APPROVAL

The Issuer has applied for an exemption from the prohibition to offer the Bonds to the Curaçao public provided in article 45 (more in particular paragraph (2) of article 45) of the National Ordinance on the Supervision of Banks and Credit Institutions 1994 (the "National Ordinance") to allow and facilitate the issuance of the Bonds.

The exemption granted by the Central Bank of Curaçao and Sint Maarten (the "Bank"), is subject to certain conditions which have been complied with and fulfilled, and is attached as Appendix E. This exemption is not intended as a basis for any valuation of the Bonds and should not be considered as a recommendation to invest in the bonds. The Bank accepts no liability with respect to the information in, or incorporated by reference in, the prospectus or other documentation provided by the Issuer in relation to this bond issue.

Important Notice: the issuance of these bonds has been granted a one-time dispensation under Article 45 of the National Ordinance on the Supervision of Banking and Credit Institutions. Consequently, the bonds do not constitute a regulated financial product under the applicable financial supervision legislation of Curaçao and Sint Maarten and are offered exclusively to professional investors.

FINAL NOTICE

Potential investors should carefully consider the financial condition, business strategy, and risk factors outlined in this Prospectus before making an investment decision. The Issuer does not guarantee the performance of the Bonds or any return on investment nor are the bonds guaranteed by the Government of Curaçao.

By subscribing to the Bonds, each investor acknowledges full understanding and acceptance of the terms set out in this Prospectus.

DCSX has only reviewed this document pursuant to the standard listing requirements for bonds on the DCSX. The approval of this Prospectus by the DCSX does not constitute an approval of its content or an approval to invest in the Bonds nor an indication of the risks related to the Issuer and/or the Bonds. The approval of the DCSX means that the Prospectus contains the information required according to the rules and regulations of the DCSX and is presented in accordance with the format requirement of the DCSX.

Subscription Period: From October 2, 2025 at 10:00 AM local time in Curaçao up to and including October 31, 2025 at 5:00 PM local time in Curaçao





1. EXECUTIVE SUMMARY

1.1 BACKGROUND

Integrated Utility Holding N.V. (“IUH” or the “Issuer”) is a government-owned holding company, heading a group of utility providers responsible for producing and distributing water and electricity to over 80,000 households and businesses in Curaçao (jointly also referred to as “Aqualectra”). With a workforce of 561 skilled professionals (as per February 2025), Aqualectra is committed to delivering high-quality utility services that meet the needs of its customers.

Aqualectra is the sole provider of electricity and potable water on the island, overseeing generation, distribution, and essential services such as installation, metering, and billing. Aqualectra operates under the regulatory framework set by the Government of Curaçao, following a cost-of-service model that incorporates both a base component and a fuel component. The base component is determined using a Weighted Average Cost of Capital (WACC) structure, while the fuel pass-through tariff mechanism ensures fuel price fluctuations are directly reflected in consumer rates. The Regulatory Authority of Curaçao (RAC) advises on tariff adjustments, which are subsequently approved and published by the Government of Curaçao.

Aqualectra’s governance framework consists of four key layers:

- The Government of Curaçao (sole shareholder)
- The Supervisory Board of Directors
- The Board of Managing Directors
- The Management Team, Staff & Personnel

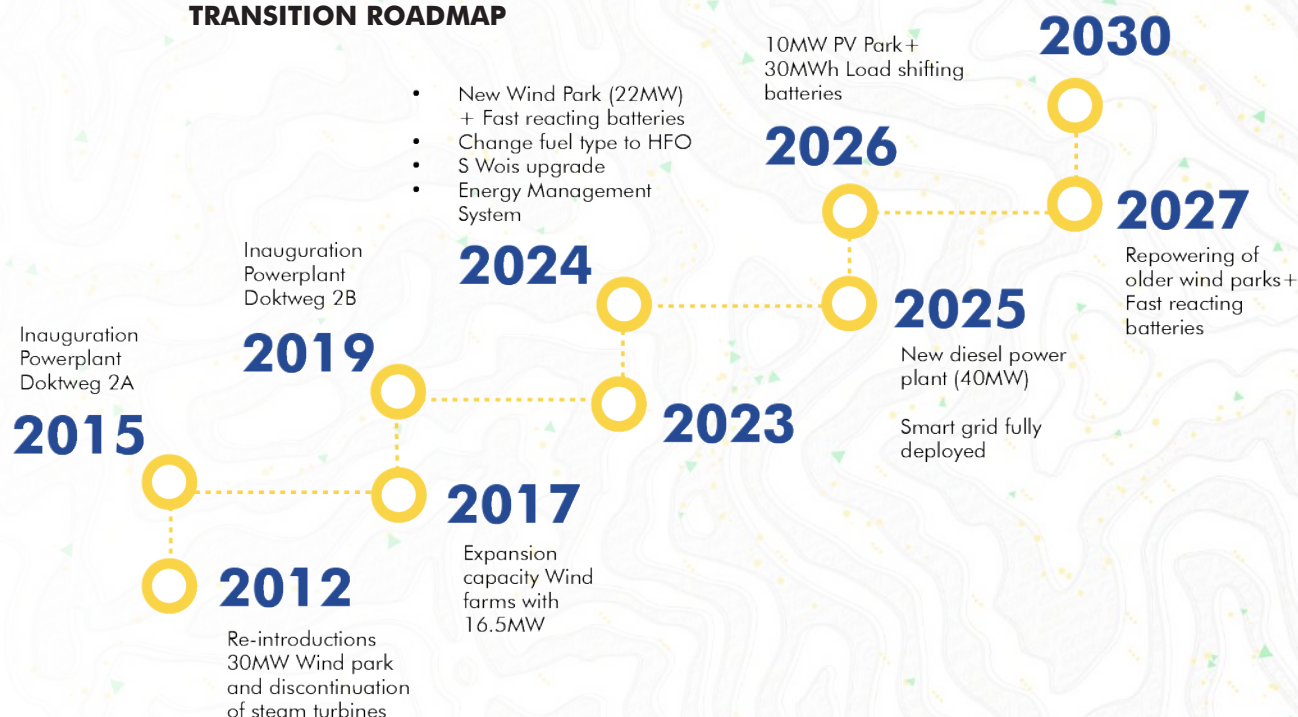
The Company maintains a BBB- credit rating with a stable outlook, as assigned by Standard & Poor’s on November 14, 2024, re-affirming its investment-grade classification.

Aqualectra’s electricity generation is powered by a diverse energy mix, including power plants, wind farms, and solar energy. In addition to generation, Aqualectra manages the transmission and distribution of electricity, ensuring the stability and reliability of the island’s grid infrastructure.

Water production is achieved through seawater desalination via reverse osmosis, allowing Aqualectra to deliver high-quality potable water. Beyond production, Aqualectra oversees the transportation, distribution, and maintenance of the water supply network, ensuring uninterrupted access for consumers.

For several years Aqualectra has heavily invested in strategic projects outlined in its Investment Plan, focusing on expanding power production capacity and implementing Advanced Metering Infrastructure (“AMI”) to enhance efficiency and profitability. These initiatives align with Aqualectra’s long-term strategy, titled ‘Foundations for Growth’ (2025–2030).

TRANSITION ROADMAP



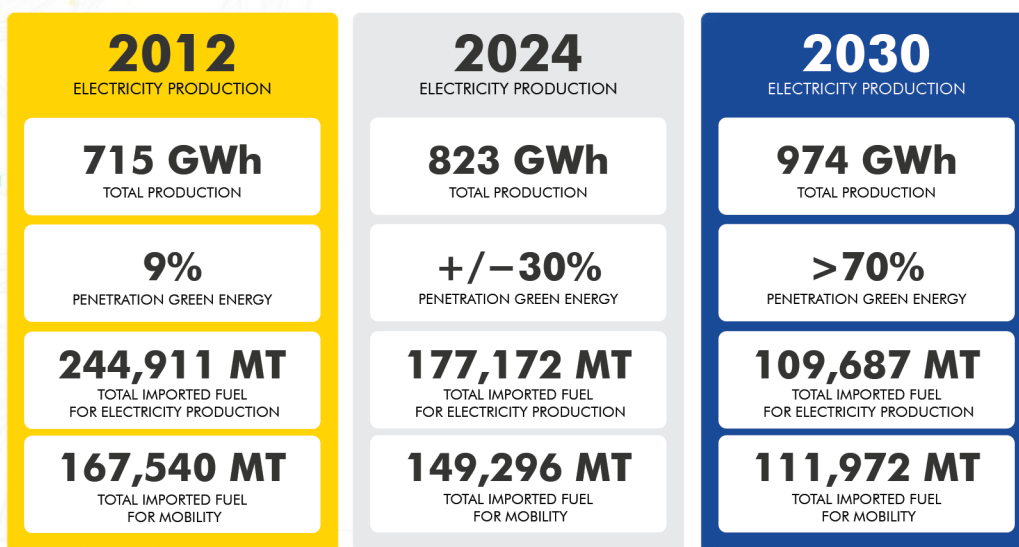
Aqualectra is aware of its responsibility and the need to set and example as it has the ambition to contribute to the development of its community and the caribbean region. Therefore, there are more initiatives pending to be reached in the long term:

- Internal re-organization and construction of new head quarters
- Smart LED streetlights
- New Water plant and water grid expansion
- Turn around in customer service concepts
- Advanced Metering Infrastructure and the introduction of a Telecom company
- Various grid adjustments to prepare for increased renewable energy penetration

From 2025 through 2030, the group will continue executing its strategic vision, with key focus areas including:

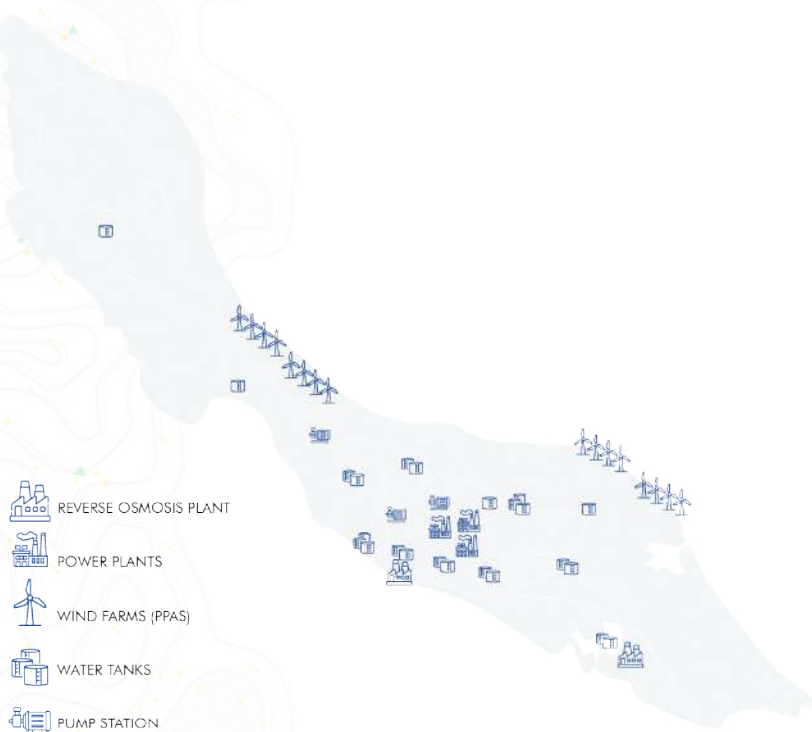
- Enhancing customer satisfaction through improved service delivery and digital transformation.
- Expanding the deployment of Advanced Metering Infrastructure ("AMI") to optimize grid efficiency and energy management.
- Increasing renewable energy penetration, with a long-term goal of exceeding 70% by 2028+.
- Strengthening the reliability and quality of water and electricity supply to meet growing demand and climate resilience needs.
- Advancing Aqualectra's Multi-Utility initiatives, including the modernization and replacement of Curaçao's streetlight infrastructure, energy- and water-as-a-service products and payment solutions.
- Commercialization of the core fiber infrastructure currently owned by IUH through the newly established Aquatel N.V..

These investments will position Aqualectra as a regional leader in sustainable and innovative utility solutions, ensuring long-term value for both consumers and stakeholders.



Historically, imported fuel for electricity production has decreased from 245k Metric Tons (MT) in 2012 to 177k MT in 2024 (-27%), projected to be 110k MT in 2030 (-55%).

AQUALECTRA'S INFRASTRUCTURE MAP



Aqualectra's unique market position in the essential utilities sector, combined with a legally embedded, transparent, and margin-stabilized tariff-setting mechanism, ensures consistent and sustainable returns, reinforcing the Company's financial resilience.

1.2 VISION

OUR WHY

Aqualectra's strategic initiatives align with its vision of building a resilient and sustainable future for Curaçao. Aqualectra is committed to implementing cutting-edge energy solutions that reduce dependency on fossil fuels, improve efficiency, and integrate renewable energy sources into its grid. With the ongoing transformation of Curaçao's energy landscape, Aqualectra aims to empower businesses and households by providing reliable, cost-effective, and environmentally responsible utility services.

RELIABLE | AFFORDABLE | SUSTAINABLE

OUR PURPOSE

To fundamentally contribute to the wellbeing of the citizens of Curaçao

OUR VISION

To lead Curaçao into the future by transforming its utilities

**CORE
BUSINESS**

**CUSTOMER
CENTRICITY**

**PEOPLE
LEADERSHIP**

INNOVATION

**CORPORATE
SOCIAL
RESPONSIBILITY**

This bond issuance serves as a key financing mechanism to support Aqualectra's ambitious Cg 731 million investment program (2025-2030), which will drive critical infrastructure improvements, technological advancements, and operational enhancements. The sought-after impact of these investments is to secure a more stable, efficient, and green energy future for Curaçao, ensuring that the island remains economically competitive and environmentally resilient. By investing in Aqualectra, stakeholders are contributing to a progressive energy transition that benefits both the Company and the broader community.

Aqualectra is looking to invest more than Cg 600 million during the coming four years (2025-2029). This will add more than 150 external jobs per annum required and hired by external contractors to execute the projects and in general trigger new sectors and newly required labor force skills. Ultimately lowering energy costs for Curaçao and positively impacting the balance of payment and foreign exchange reserves with Cg 100+ million as a result of less fuel import.



A MORE RESILIENT COUNTRY IMPROVING CURAÇAO'S SELF SUFFICIENCY



1.3 INVESTMENT OPPORTUNITY

This prospectus outlines a financing opportunity designed to participate in and to support Aqualectra's strategic growth and modernization efforts, ensuring the continued reliability, sustainability, and efficiency of its utility services.

Over the next five years, Aqualectra plans to execute strategic investments in the maintenance and expansion of the electricity grid and water infrastructure, while continuing to develop renewable energy solutions and grid modernization projects. These investments will enhance operational resilience, improve service reliability, and further strengthen Aqualectra's sustainability profile.

The proceeds from this financing will be used to:

- Refinance existing debt, ensuring a stronger capital structure and improved financial flexibility.
- Fund investments mainly in the reliability and stability of both the electricity and water grid.
- Support the development of new renewable energy production facilities, aligning with Curaçao's energy transition goals.
- Provide working capital to sustain Aqualectra's operations and strategic initiatives.

The key terms of the bond issuance are as follows:

- Tenor: Structured across multiple maturities (5.5 – 7 years) to align with Aqualectra's long-term investment plan.
- Security: The bonds are unsecured, supported by Aqualectra's financial strength and unique market position.
- Interest Rate: Fixed-rate structure providing investors with stable returns.
- Listing: Bonds will be publicly traded on the DCSX, enhancing market accessibility and liquidity.
- Legal Framework: Issuance governed under the laws of Curaçao.

This financing presents an opportunity for investors to participate in Curaçao's energy transformation, while benefiting from stable, fixed-rate returns from an investment-grade utility provider.

1.4 FINANCIALS

Aqualectra has maintained consistent profitability over the past decade, since 2014, demonstrating financial stability even amid challenges such as the COVID-19 pandemic and disruptions caused by some blackouts experienced historically.

In 2024, the Company experienced an increase in net results compared to the previous year, achieving higher sales revenue and gross profit than in 2023, reflecting strong operational performance.

For 2024, Aquallectra reported consolidated revenues of ANG 628.3 million, a gross profit of ANG 307.6 million (49% gross profit margin), an operating profit of ANG 37.4 million and a net result (after taxes) of ANG 22.7 million, demonstrating positive financial momentum.

Looking ahead to 2025, Aquallectra's financial performance is expected to strengthen further, driven by strategic investments in energy infrastructure. For 2025, consolidated revenues are projected to reach Cg 627.2 million (Cg 1.1 million less than 2024), with a gross profit of Cg 345.3 million, reflecting an anticipated 12.3% increase in gross profits from 2024. Consolidated revenues will be in line with 2024 even with an increase in demand, based on the expected reduction in tariffs. Operating profit is expected to improve significantly to Cg 61.9 million, with an enhanced operating margin of 9.9%, and a projected net result of Cg 33.0 million, showing a continuous upward trajectory in profitability and reflecting increased operational efficiency.

The financial position of Aquallectra improved in 2024, recording total assets of ANG 1,133.1 million and an equity position of ANG 457.7 million, a 11.5% and 5.3% increase respectively compared to 2023. The Company's current ratio of 2.0x underscores its strong liquidity position. In 2025, total assets are projected to exceed Cg 1,404.7 million, further supporting its strategic investment initiatives.

The Company is encountering challenges in installed capacity and production mix as it strives to meet growing customer demand, driven by economic expansion exceeding projections and the progressive impact of climate change. These developments, among others, have prompted a strategic investment plan, including the implementation of a Battery Energy Storage System ("BESS") for load shifting, further expansion of renewable energy generation, and the commissioning of the Salu Power Plant to meet rising demand.

Aquallectra is set to strengthen its financial position and enhance long-term sustainability. EBITDA is projected to grow steadily, while debt repayment remains on track. The continued integration of green energy into electricity generation is expected to drive further cost reductions, supporting lower tariffs, while being more independent of fossil fuel. Additionally, the construction of the new water plant is anticipated to provide cost benefits, as ultimately lower tariffs are expected.

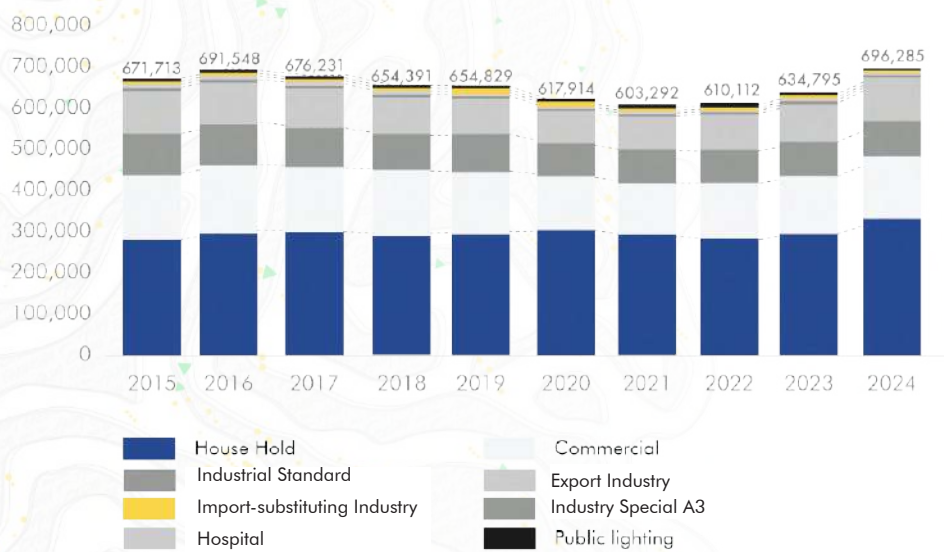
Although Aquallectra operates as a for-profit entity, its primary role is to serve the citizens of Curaçao, ensure continuity in water and electricity supply and a healthy company, operating under a strictly regulated pricing framework for electricity and water. As a result, modest margins, such as the 5.9% operating profitability margin and 3.8% net result margin for 2024, should be seen as indicative of operational efficiency and a well-structured tariff-setting mechanism, rather than a reflection of financial limitations.



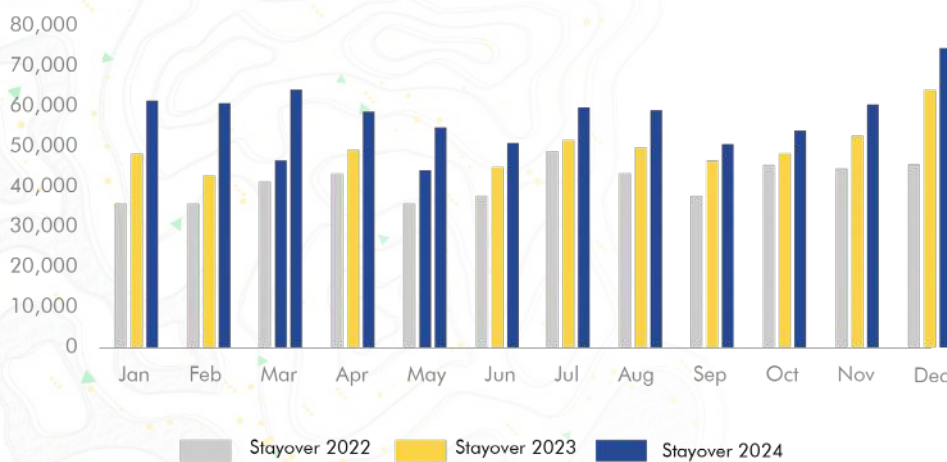
1.5 CURRENT STATE OF AFFAIRS

Aqualectra experienced demand growth for electricity post pandemic since 2022, exceeding pre-pandemic demand. This was mainly impacted by (i) climate change, temperature increases reflected in the following chart and (ii) growth in tourist arrivals.

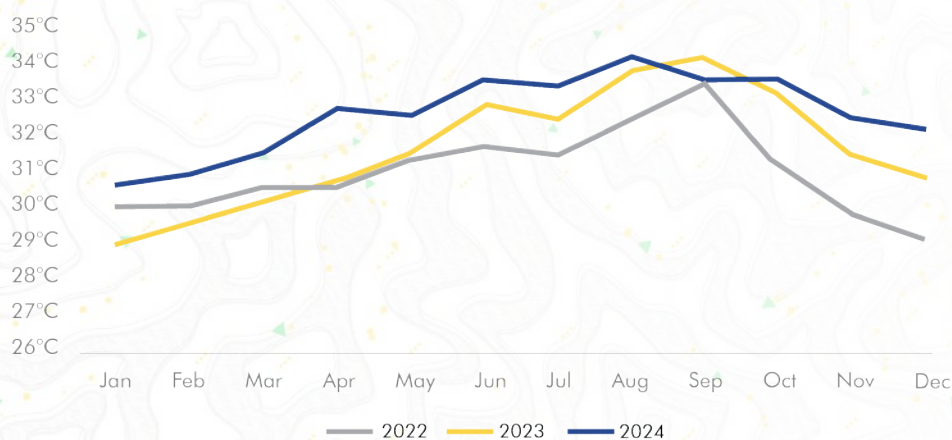
SALES IN MWh



MONTHLY STAYOVER TOURISM

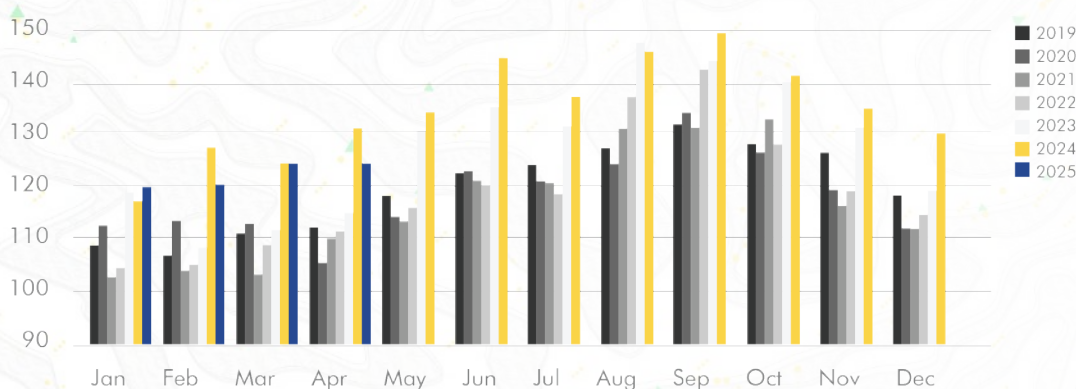


TEMPERATURE MONTHLY MAXIMUM AVERAGE



In its turn this growth in demand triggered the following trend in peak demand:

PEAK DEMAND PER MONTH IN MW

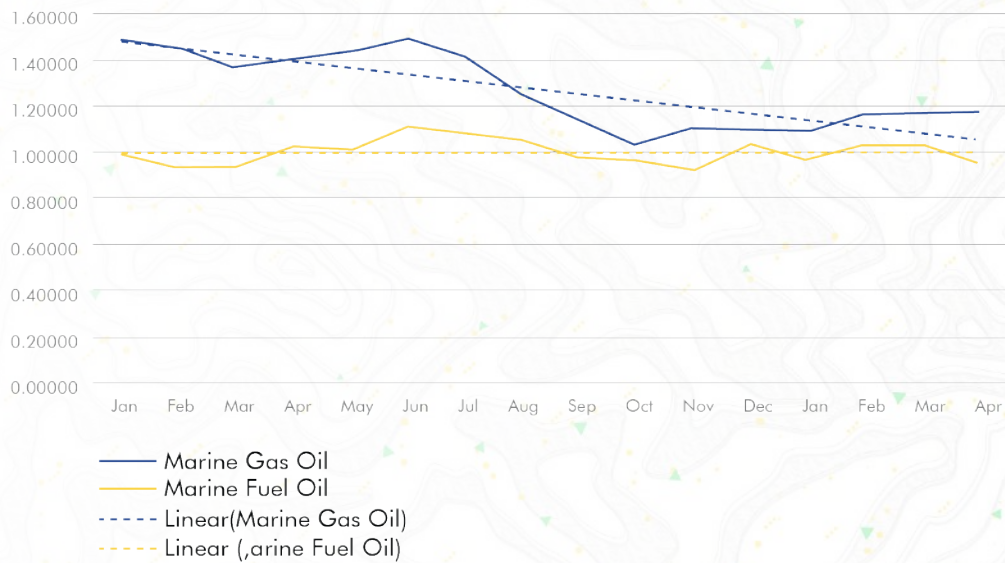


Recent progress:

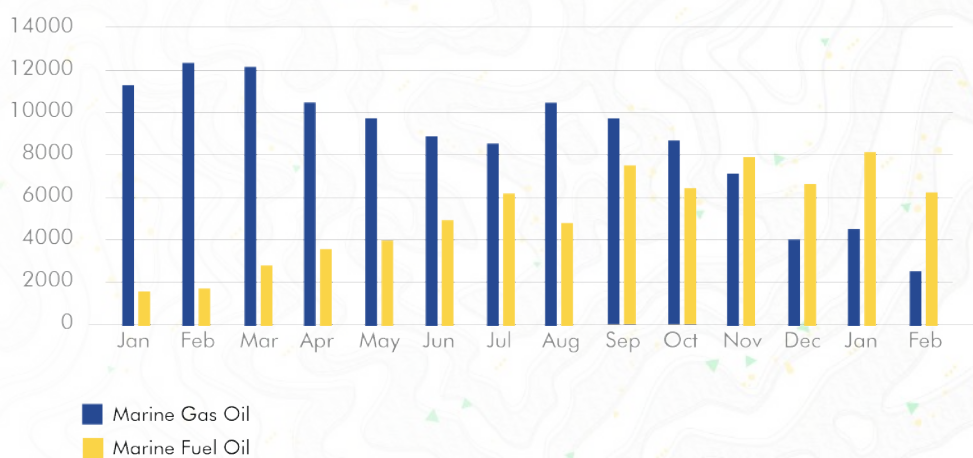
- The Team has been focusing on maintenance of the power production plants with the aim of increasing availability. Availability of the plants has increased from 84.50% in 2023 to 88.60% in 2024.
- Different studies and analysis have been conducted on Production capacity, Grid stability and grid protection, with ongoing implementation of the resulted recommendations, which had a positive impact on reliability.
- The decision to change the fuel type of the electricity production plants from Marine Gas Oil to Marine Fuel Oil had a positive impact on the direct production costs and will continue to be one of the reasons for decreasing tariffs in 2025, alongside an increased penetration of green energy.



LOCAL FUEL PRICES JANURARY 2024–APRIL 2025



FUEL USAGE JAN 2024 – FEB 2025



- Total fuel expenses were ANG20 million lower in 2024 compared to 2023, despite a 9%+ growth in electricity sales.
- Aqualectra is investing in several projects to increase production and grid capacity in order to accommodate the increasing demand and peak demand.
- The Koral Tabak wind farm has been recently commissioned which contributed to an additional 22MW wind energy with a Renewable Energy penetration of 50%;
- Aqualectra contributed to more than 350 external jobs in 2024 as a result of the investment projects and other business activities. Going forward, it is expected that Aqualectra will contribute with 150 external jobs created as a result of the investment plans.

The following overviews provide a detailed update on Aqualiectra's recent progress, highlighting increases in both electricity and water sales, as well as tariff reductions. There have also been improvements in the number of plant-related interruptions. However, interruptions in the electricity grid increased due to various factors, including adverse weather conditions, vehicle accidents damaging the grid, and aging infrastructure. Despite this, the total number of interruptions across all categories—from locked individual prepaid devices to larger cable damages—has decreased overall. For the water grid, the number of interruptions declined, but the average resolution time increased, as these repairs often require contractors for excavation to access the water infrastructure.

	2024 (Audited)	2023 (Audited)	% of Change
Sales electricity (in MWh)	735,288	655,263	12%
Sales water (in m ³ x 1000)	10,553	10,145	4%
Average tariff Electricity (in ANG/KWh)	0.66	0.70	-6%
Average tariff Water (in ANG/m ³)	11.38	11.70	-3%
EBITDA (in ANG x 1000)	101,114	76,545	32%
Accounts Receivable (in ANG x 1000)	191,313	206,797	-7%
Day Sales Outstanding	86	105	-18%
Non-Revenue Electricity (in %)	16.5%	19.5%	-15%
Non-Revenue Water (in %)	28.7%	29.2%	-2%
Number of Employees	561	592	-5%

	2024 (Audited)	2023 (Audited)	% of Change
Power Supply Chain			
Number of interruptions - Grid	12,054	11,250	7%
Number of interruptions - Plants	25	35	-29%
Overall plant availability (in %)	88.6%	84.5%	5%
Water Supply Chain			
Number of interruptions - Grid	5,986	6,063	-1%
Number of interruptions - Plants	6	17	-65%
Overall plant availability (in %)	94.3%	90.5%	4%
Commercial Affairs			
Number of customers handled	40,000	37,428	7%
Number of phone calls answered	132,432	143,814	-8%
Number of disconnections	20,919	15,923	31%
Number of reconections	15,161	14,472	5%



1.6 INVESTMENT PROGRAM

Aqualectra has a comprehensive investment plan for 2025–2030, with a total planned capital expenditure of Cg 731.4 million. These investments are categorized into eight key areas:

Commercial Affairs — Cg 99.6 million (Aqualectra N.V.):

- Mass deployment of smart meters (including prepaid meters) for electricity and water connections.
- Enhancements in customer relations, including renovation of Aqualectra's Rif branch and the introduction of a digital branch (mobile application).

Facilities — Cg 35.4 million (IUH/Aqualectra N.V.):

- Investments in employee facilities and headquarters (Nieuwe Haven), enhancing safety, reducing operational costs, functionality, comfortability, efficiency and improving customer satisfaction between 2025 and 2027.

Information Technology — Cg 11.5 million (IUH/Aqualectra N.V.):

- Upgrading IT infrastructure (2025–2027), including the transition to SAP S4/HANA, enhanced network capacity, and cybersecurity improvements.

Innovation & Operations excellence — Cg 3.5 million (Aqualectra N.V.):

- Economic and grid modeling studies to optimize network efficiency
- New and improved Control Center to monitor production, grid, smart meters and streetlights.

Non–Revenue (NR) reduction — Cg 2.5 million (Aqualectra N.V.):

- Neighborhood inspections and corrective measures to minimize non-revenue losses.
- Enhancements to the electricity and water grids to deter illegal connections.

Power supply chain — Cg 373.1 million (Aqualectra N.V.):

- Expansion of generation capacity, including commissioning of the 40 MW SALU Power Plant and BESS.
- Grid modernization initiatives, including 30kV and 66kV transmission enhancements.

Water supply chain — Cg 115.8 million (Aqualectra N.V.):

- Construction of a new water plant at Hato West, replacing the aging Mundu Nobo facility.
- Service line remediation and infrastructure upgrades.

Placeholder — Cg 90 million (IUH):

- Contingency for future CAPEX (2028 – 2030) based on historical trends.

1.7 BOND ISSUANCE

Through this Prospectus, the Issuer aims to raise Cg 75 million, which will be allocated to partially fund the Aquallectra's Cg 731 million Investment Program for 2025-2030, to refinance a portion of existing debt of IUH and Aquallectra, and cover expenses related to the Bond Issue. This Bond Issue is in addition to the newly closed syndicated loan in September 2025 for the Issuer and Aquallectra N.V., totaling around Cg 664 million. The proceeds from this Bond Issue will complement internal cash flow and the new syndicated loan, ensuring Aquallectra can execute its planned investments and achieve the key objectives outlined in the 2025–2030 Investment Program. Furthermore Aquallectra has recently received confirmation from the Dutch Government that the Company has been granted a subsidy under the SDE++ ("Stimulerend Duurzame Energieproductie en Klimaattransitie"), based on a request completed by the Company in 2024 for approximately Euro 70 million. This subsidy is granted to companies focused on large scale renewable energy generation or reducing CO2 emissions. The exact amount and corresponding terms and conditions have not been disclosed as yet by the Dutch Government.

KEY HIGHLIGHTS TERMS AND CONDITIONS BOND ISSUE

AMOUNT	Cg 75,000,000
DENOMINATIONS	Class A1 and Class A2: Cg 50,000
ISSUE DATE	Expected to be on or about November 15, 2025
MATURITY AND INTEREST	Class A1: 5 ½ years, fixed interest rate 5.00% per annum, maturing May 15, 2031 Class A2: 7 years, fixed interest rate 5.20% per annum, maturing November 15, 2032
INTEREST PAYMENT	Semi-annually on May 15 and November 15 commencing on May 15, 2026
PUBLIC EXCHANGE	Dutch Caribbean Securities Exchange
SUBSCRIPTION PERIOD	October 2, 2025 up to and including October 31, 2025
GOVERNING LAW	Laws of Curaçao

Aquallectra will be the first Curaçao government-owned entity to conduct a public listing on the DCSX exchange. The public listing will allow investment in Aquallectra and also trading of the assets by investors who are expected and required to possess the necessary knowledge and understanding of investments. Once issued, the bond will be listed and available for trading, meaning investors can sell it or purchase additional units through the market. It is expected that the listing will accelerate the local capital market and encourage more activity from local and international firms.



1.8 KEY CONSIDERATIONS FOR INVESTORS

The tradeable Bonds offered by Aquallectra deliver a strong investment proposition, due to the following:

CREDIT HISTORY AND REPAYMENT CAPACITY

- As of December 31, 2024, Aquallectra's total outstanding debt consists of a syndicated financing consisting of several loans (term loan facilities) with a balance of ANG 404 million, including short-term debt, (expected to be ~Cg 442 million as per end of Q2 2025), along with an overdraft loan facility with a limit of ANG 30 million (to be reduced to Cg 25 million as part of the new debt financing in 2025). Aquallectra has met and continues to meet all payments obligations (and loan covenants) under the loan agreement closed in December 2018.
- The Debt Service Coverage Ratio (DSCR) is projected to range between 1.8x and 2.5x from 2025 to 2030, ensuring adequate debt repayment capacity.
- The Debt to EBITDA ratio has a projected high of 5.33x (rolling 12-month basis) in 2026, reducing to 3.45x by 2030, reflecting strengthened financial leverage and operational cash flow management.

DOMESTIC MARKET POSITION

- Electricity (island) generation experiences minimal competition, with competition being primarily from end-user-owned solar panels and diesel generators. Likewise, potable water production faces limited competition, primarily from imported bottled water. While certain residents install solar panels, considered by Aquallectra, the overall competitive landscape remains negligible. Despite this market condition, Aquallectra innovates and prepares strategically for a future where prosumers become a normalcy.
- Nearly 100% of electricity and water demand is met by Aquallectra, with a transition towards sustainable energy expected to increase renewable energy penetration to 70% by 2028, while aiming to reduce tariffs.
- Curaçao maintains a well-structured and transparent legal framework and regulation for its electricity and water sector, allowing Aquallectra to effectively pass through direct and specific indirect production costs to end users through a transparent cost-plus margin model.
- Aquallectra is wholly owned by the government of Curaçao, with a high likelihood of implied extraordinary government support. This assessment is expected to remain unchanged. The most recent S&P rating for FY24 reaffirms that, as Curaçao's sole utility provider, Aquallectra will continue to benefit from the backing of its sole shareholder, the government of Curaçao. **Please note however that no Government Guarantee is provided for support and/or collateral for this bond issuance.**

REGIONAL PEER COMPARISON

- **Market Leadership:** Aqualectra leads in total revenue among comparable regional utilities.
- **Superior regulatory environment:** Aqualectra benefits from a cost-efficient tariff structure, effective regulatory framework, and strong fuel cost management, ensuring greater financial resilience.
- **Stronger Financial Health:** Aqualectra demonstrates robust financial stability, maintaining manageable debt levels and sustained infrastructure investments. In contrast, some of the regional utility companies rely on government aid, while struggling with operational losses, highlighting Aqualectra's superior financial discipline and strategic foresight.
- **Based on CARILEC's most recent tariff survey,** Aqualectra's electricity tariffs are at par with region, reflecting the regional averages in various customer and tariff categories. Utilities that report lower tariffs are those that depend on gas or hydro-power, or are at a much larger scale than Aqualectra.
- **Aqualectra's ability to balance growth, cost control, and sustainability** positions it as a premier utility provider in the region, with a strong foundation for long-term success.

2. BOND SUBSCRIPTION PROCEDURES AND SELLING RESTRICTIONS

Investors cannot apply to purchase Bonds directly from the Issuer. Bonds will be issued in accordance with the established arrangements between the Issuer and DCSX' authorized brokers listed below and specified in Section 4 (Corporate Directory) (the "Authorized Brokers"), which govern the application process, allocation, payment, and delivery procedures. Interested investors should contact an Authorized Broker for details on available application and purchase options. No additional Bonds will be issued after the Subscription Period expires. Once issued, the Bonds will be traded on the DCSX Exchange through the facilitation of Authorized Brokers.

The following shall apply:

PUBLIC OFFERING (PRIMARY MARKET) AND PURCHASE AND SALE (SECONDARY MARKET)

Interested investors should approach the relevant Authorized Brokers to discuss any application or purchase arrangements that may be available. After expiry of the Subscription Period and subsequent allotment, no additional bonds will be issued by the Issuer.



The public offering of the Bonds will be executed via the DCSX Exchange and will be subject to the rules and regulations of the DCSX. After completion of the public offering, the Bonds shall be listed on the DCSX Exchange. DCSX is subject to supervision by the CBCS.

As from the Issue Date, Bonds can be purchased and sold by engaging an Authorized Broker of the DCSX Exchange.

SUBSCRIPTION PERIOD

The subscription period commences on October 2, 2025 at 10:00 AM local time in Curaçao and terminates on October 31, 2025 at 5:00PM local time in Curaçao (the "Subscription Period"). Aquallectra reserves the right to extend the subscription period to facilitate investor participation.

AUTHORIZED BROKERS

Investors are able to subscribe through the following Authorized Brokers:

- Amicorp Global Markets (Curaçao) N.V.
- Vidanova Bank N.V.
- Banco di Caribe N.V.
- Maduro & Curiel's Bank N.V.
- PYGG Securities Co. B.V.

SUBSCRIPTION

Subscriptions for the Bonds may only be made during the Subscription Period. To subscribe for Class A1 Bonds or Class A2 Bonds, an investor must have access to a bank account to facilitate investment in securities (a "Securities Account") with an Authorized Broker. When considering subscription, an investor must carefully consider the Offer & Selling Restrictions set out in Section 2.

Class A1 shall be issued for 5½ years and at a fixed interest rate of 5.00%. Class A2 Bonds shall be issued for 7 years respectively and at a fixed interest rate of 5.20% per annum.

If an investor decides to subscribe for one or more Bonds under the conditions of this Prospectus, he/she/it should contact the relevant Authorized Broker, request access to a securities account and submit the completed and duly signed subscription documentation as provided to him/her/it by the Authorized Broker. All investors are subject to the client acceptance and compliance policies of the respective Authorized Broker.

Subscription automatically implies the obligation to pay for the Bonds eventually allotted to the investor (the "Subscription Price") in accordance with the Payment Procedure set out below. A subscription fee, value added tax, a foreign exchange license fee and/or other transaction related fees and taxes may apply in addition to the Subscription Price. These fees are available at the relevant Authorized Broker.

OVERSUBSCRIPTION AND UNDERSUBSCRIPTION

Aqualectra has the right to proceed with the Bond Issue also if the total principal amount of the Bonds (Cg 75 million) (the "Principal Amount") is not fully subscribed for as long as the minimum subscribed amount of the A1 plus A2 bonds has reached Cg 20 million.

ALLOTMENT

Within 3 business days after the closing of the Subscription Period (as defined above), the Authorized Brokers will receive a notification about the number of Bonds allotted to them. The Authorized Brokers will have the responsibility to inform the investors, their clients, of their corresponding allotment and collect related funds for the investment. The Authorized Brokers should also inform their clients in case of no allotment.

PAYMENT PROCEDURE

The payment period commences on November 4, 2025 at 07:00 AM local time in Curaçao and terminates on November 11, 2025 at 12:00 AM local time in Curaçao (the "Payment Period").

During the Payment Period, investors need to have paid the Subscription Price as follows to be eligible to acquire Bonds. New investors should ensure there are sufficient investable funds in cash in the relevant Securities Account with their Authorized Broker(s) to pay the Subscription Price (plus subscription fee, value added tax, a foreign exchange license fee and/or other transaction related fees and taxes, if any) for the Bonds subscribed for and allotted to it;

No interest will be paid to investors, for the period between the Payment Date and Issue Date.

ISSUANCE

On the Issue Date the Issuer shall issue the Bonds and the central securities depository and custodian of the DCSX Exchange (the "Vidanova Global Custody Foundation") will proceed with the dematerialization and electronic registration of the Bonds and will issue a registration confirmation to the Authorized Brokers. The investor receives a registration notification from his/her/its Authorized Broker. There will be no physical Bonds and no certificates will be issued to certify the existence of any Bond or amount subscribed for.

For this Bond Issue, Amicorp Global Markets (Curaçao) N.V. has been appointed as Lead Arranger (the "Lead Arranger"), and Amicorp Trustees Foundation has been appointed as bond agent and paying agent (the "Bond & Paying Agent").

MANAGEMENT & PAYMENTS

The Bond & Paying Agent will monitor compliance of the Issuer with all its obligations and will act as fiduciary of the Bondholders. The responsibilities of the Bond & Paying Agent are delineated in the Bond Agreement. The Bond & Paying Agent will ensure that interest and principal payments are made in a timely fashion.



AMENDMENT & CANCELLATION

Aqualectra has the right to cancel the Bond Issue without prior notification or further explanation until the Issue Date. Bonds that may have been allotted will be regarded as not allotted and the Subscription Price, if paid, will be returned to the investors. Aqualectra will not compensate any investor for possible costs in connection with the decision to subscribe or with the subscription itself.

SALE AND PURCHASE (SECONDARY MARKET)

As from the Issue Date, Bonds can be purchased and sold via the DCSX Exchange, by engaging an Authorized Broker, subject to any limitations connected to the class of Bonds being sold and the Offer & Selling Restrictions applicable to the Bonds set out below and the market.

OFFER & SELLING RESTRICTIONS

The Bonds will be exclusively offered, marketed, and issued within Curaçao and St. Maarten. The subscription, sale, and purchase of Bonds are strictly confined to the jurisdiction of Curaçao and St. Maarten with the following eligibility:

- **Class A1 and Class A2 Bonds:** Available to investors who maintain or will maintain a local securities account in Curaçao.

The distribution of this Prospectus or the offering of the Bonds to other investors may be restricted by law or in certain jurisdictions other than Curaçao/ St. Maarten, such as but not limited to Aruba, the BES Islands, the Netherlands and the United States. Accordingly, this Prospectus may not be distributed or published in any other jurisdiction than Curaçao and St. Maarten, unless in compliance with any applicable laws and regulations of such other jurisdictions. Aqualectra requires persons in possession of this Prospectus and considering to subscribe for or purchase Bonds to inform themselves about, and to observe, any such restrictions.

Neither the Issuer nor any of the Authorized Brokers or advisers of the Issuer represents that the Bonds may at any time lawfully be offered or sold in compliance with any applicable registration or other requirements in any other jurisdiction than Curaçao, such as, but not limited to, Aruba, the BES Islands, the Netherlands and the United States, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such offer or sale unless based on reverse inquiry in compliance with applicable requirements.

TERMS & CONDITIONS OF THE BOND

The terms and conditions applicable to the Bonds are set out in the Bond Agreement. A summary of the terms and conditions is included in Section 5 (Terms and Conditions of the Bond).

By completing and signing the relevant subscription documentation, subscribing for Bonds (not cancelled due to amendment of the Bond Agreement as set out above) through the engagement of an Authorized

Broker on the DCSX Exchange through the (direct or indirect) engagement of an Authorized Broker, the relevant investor:

- accepts that Amicorp Trustees Foundation, in its capacity of Bond & Paying Agent, on behalf of the Bondholders, entered into the Bond Agreement with the Issuers, setting out the rights and obligations of the Bond & Paying Agent (on behalf of the Bondholders) and the Issuers; and
- confirms that he/she/it has read the Prospectus and the Bond Agreement and that the Prospectus and the Bond Agreement are fully understood and acceptable to him/her/it; and
- accepts to be unconditionally bound by the terms of the Bond Agreement, without any further action required to be taken or formalities to be complied with or conditions to be fulfilled.

The Bond & Paying Agent shall be entitled to agree upon amendment of the Bond Agreement if this is, in their reasonable opinion, required and in the interest of the Bondholders. The Issuer and the Bond & Paying Agent shall immediately notify the Authorized Brokers hereof and provide them with the amended version of the Bond Agreement. The Authorized Brokers will have the responsibility to inform their clients of the amendment the same day and provide them with the amended version of the Bond Agreement. As from such notification and up to the last day of the Subscription Period, clients will be entitled to cancel their subscription if the amendment is, in their reasonable opinion, unacceptable, by notifying the relevant Authorized Broker hereof in writing.

3. FREQUENTLY ASKED QUESTIONS

WHAT IS THE MINIMUM OR MAXIMUM AMOUNT OF BONDS THAT CAN BE APPLIED FOR?

The minimum subscription amount is 1 bond for Class A1 or 1 bond for Class A2. Investors can subscribe to multiple Bonds based on available allotments.

HOW IS INTEREST ON THE BONDS CALCULATED?

Interest is paid on a semi-annual basis. The interest amount per period is determined on an actual/365 basis by multiplying the outstanding nominal amount of the Bond by the applicable coupon rate (5.00% for Class A1 and 5.20% for Class A2), adjusted for a semi-annual period (1/2 year). The first interest payment is scheduled for May 15, 2026.

WHAT IS THE REPAYMENT STRUCTURE FOR THE BONDS?

Repayment takes place on the basis of a bullet structure at the maturity date. Distributions will be made pro-rata to all bondholders.



HOW MUCH ARE THE TRANSACTION FEES?

Investors are subject to a subscription fee, which will be charged by their broker. Additionally, a foreign exchange license fee and other transaction-related costs may apply. For a comprehensive breakdown, investors should consult their Authorized Broker.

CAN I TRADE MY BONDS BEFORE MATURITY?

Yes, Bonds may be traded on the DCSX from , November 16, 2025, through Authorized Brokers. Upon settlement of a trade, all associated rights and obligations of the Bond are transferred from the seller to the buyer.

WHERE CAN I FIND UPDATES REGARDING THE BONDS?

Once listed, the Issuer has ongoing disclosure obligations. Investors can access updates via Aqualectra's official website (www.aqualectra.com). Additionally, any material information that may impact bond pricing, yield, or trading volume will be reported to the DCSX and disseminated through authorized brokers and the DCSX website (www.dcsx.cw).

CAN I SUBSCRIBE USING USD OR EUR?

All subscriptions must be made in Cg (Caribbean Guilder). Investors with USD or EUR must convert their funds at the prevailing exchange rate before subscribing. For additional details, please consult an Authorized Broker.

WHAT HAPPENS IF AQUALECTRA DISCONTINUES OPERATIONS AND/OR CANNOT REPAY THE PRINCIPAL AMOUNT OF BONDS?

Investors should be aware that the Bonds do not carry principal protection. While Aqualectra maintains strong financial stability, and offering vital services to the community, the likelihood of discontinuation is low, unforeseen circumstances could impact its ability to repay principal or interest. This is referred to as 'debtor risk,' and investors should review the Risk Factors section of this Prospectus to fully assess potential risks.

DOES THE REPAYMENT OF THE BONDS DEPEND ON THE SUCCESS OF NEW PROJECTS?

No, the Aqualectra's existing operations and projects generate sufficient cash flow to service debt obligations. However, successful execution of new projects may contribute to increased operational efficiencies and potential tariff reductions for consumers while sustaining overall profitability.

HOW WILL ADDITIONAL FUNDS BE UTILIZED IF THE BOND ISSUE IS OVERSUBSCRIBED?

The maximum amount to be raised through the Bond Issue is Cg 75 million.





4. CORPORATE DIRECTORY

4.1 ISSUER'S REGISTERED OFFICE

Integrated Utility Holding N.V.
 Rector Zwijsenstraat 1
 Willemstad, Curaçao
 Telephone: (+5999)4632103
 Website: www.aqualectra.com
 Contact person: Beylí Alvarez
 E-mail address: balvarez@aqualectra.com

4.2 STATUTORY MANAGING DIRECTORS

FULL NAMES	NATIONALITY	POSITION
Neysa R. Isenia	Dutch	Chief Financial Officer (CFO and Interim CEO)
Rudolf A. Garmes	Dutch	Chief Technical Officer (CTO)

4.3 SUPERVISORY DIRECTORS

FULL NAMES	NATIONALITY	POSITION
Renny J. R. Oehlers	Dutch	President Supervisory Board (Technical Expert)
Geomaly A.G. Martes	Dutch	Member (Financial Expert)
Kenrick A. Martis	Dutch	Member (Legal Expert)
Melvin I. Statia	Dutch	Member (HR Expert)
Rygane J. G. Manuel	Dutch	Member (Business Economics Expert)

4.4 PROFESSIONAL PARTIES

FINANCIAL ADVISER & JOINT – LEAD ARRANGER

Fortisa Capital B.V.
 Cas Coraweg 1
 Curaçao
 (+5999) 560 7747
 Contact person: Timba Engelhardt
Timba.Engelhardt@fortisa-capital.com

LISTING ADVISOR, LEAD ARRANGER & LEAD – BROKER

Amicorp Global Markets (Curaçao) N.V.
 Pareraweg 45
 P.O. Box 4914
 Willemstad, Curaçao
 Telephone: (+5999) 434 3500
 Website: www.amicorp.com
 Contact persons: Liza Nivillac or Derk Scheltema
 E-mail: aqualectra@amicorp.com



AUTHORIZED BROKERS

Amicorp Global Markets (Curaçao) N.V.

Pareraweg 45
P.O. Box 4914
Willemstad, Curaçao
Telephone: (+5999) 434 3500
Website: www.amergeris.com
Contact persons: Liza Nivillac or Derk Scheltema
E-mail: Liza.Nivillac@amicorp.com or D.Scheltema@amicorp.com

Banco di Caribe N.V.

Schottegatweg 205
Willemstad, Curaçao
Telephone: (+5999) 432 3200
Website: www.bancodicaribe.com
Contact person: Gerardo de Kort
E-mail: Gerardo.deKort@bancodicaribe.com

Maduro & Curiels Bank N.V.

Plasa Jojo Correa 2-4
P.O. Box 305
Willemstad, Curaçao
(+5999) 466 1111
www.mcb-bank.com
Contact person: Sharlison Caldera
Email: Sharlison.Caldera@mcb-bank.com

PYGG Securities Co. B.V.

Julianaplein 36
Willemstad, Curaçao
Telephone: (+5999) 4629 888
Website: www.pygg.cw
Contact person: Frank Lammers
E-mail: Frank.lammers@pygg.cw

Vidanova Bank N.V.

Schottegatweg Oost 44
P.O. Box 707
Willemstad, Curaçao
Telephone: (+5999) 732 2900
Website: www.vidanovabank.com
Contact person: Gregor Koote
E-mail: gkoote@vidanovabank.com

EXTERNAL ACCOUNTANT

Deloitte Dutch Caribbean

Arrarat Bridge Offices
Berg Arrarat z/n
Willemstad, Curaçao
Telephone: (+5999) 433 3333
Website: www.deloitte.com
Contact person: Saskia Lans

LEGAL ADVISOR TO THE ISSUER

HBN Law & Tax

The Belvédère, L.B. Smithplein 3
Willemstad, Curaçao
Telephone: +5999 434 3300
Website: www.hbnlawtax.com
Contact person: Robert Bottse

BOND & PAYING AGENT

Amicorp Trustees Foundation

Pareraweg 45
P.O. Box 4914
Willemstad, Curaçao
Telephone: (+5999) 4343541
Website: www.amicorp.com
Contact Person: Derk Scheltema, Fayolah Gomez
Email: D.Scheltema@amicorp.com, F.Gomez@amorp.com

TAX ADVISOR

Deloitte Dutch Caribbean

Arrarat Bridge Offices
Berg Arrarat z/n
Willemstad, Curaçao
Telephone: (+5999) 433 3333
Website: www.deloitte.com
Contact person: Saskia Lans

5. TERMS AND CONDITIONS OF THE BONDS

The terms and conditions applicable to the Bonds are set out in the Bond Agreement. Any decision to invest in the Bonds should be based on a consideration of this Prospectus as a whole and the Bond Agreement. The main terms and conditions thereof may be summarized as follows:



ISSUER:	Integrated Utility Holding N.V.
CURRENCY:	Caribbean Guilder (Cg)
PRINCIPAL AMOUNT:	Cg 75,000,000
MINIMUM PURCHASE:	1 Bond
ISSUE PRICE FOR NEW BONDHOLDERS	100% of the principal amount of each Bond
CLASS A1 AND CLASS A2 DENOMINATION:	Cg 50,000
SUBSCRIPTION PERIOD:	October 2, 2025 up to and including October 31, 2025
PAYMENT PERIOD:	November 4, 2025 up to and including November 11, 2025 12:00AM.
ISSUE DATE:	November 15, 2025
TENOR (CLASS A1):	Fixed, 5½ years
TENOR (CLASS A2):	Fixed, 7 years
REPAYMENT DATE (CLASS A1):	May 15, 2031
REPAYMENT DATE (CLASS A2):	November 15, 2032
CALL OPTION (CLASS A1 AND A2):	Issuers' right to redeem Class A1 and Class A2 Bonds at par (plus accrued interest) starting 3 years following the Issue Date considering a six (6) months notice period.
INTEREST RATE (CLASS A1):	5.00% per annum on an (actual/365) basis
INTEREST RATE (CLASS A2):	5.20% per annum on an (actual/365) basis
INTEREST MATURITY DATE:	Semi-annually on May 15 and November 15 of each year.
DEFAULT COUPON RATE:	In the event of default with payment under the Bonds, the interest rate for the relevant Interest will be increased by 200bps until the default has been cured.
SUBSCRIPTION FEE:	A subscription fee, value added tax, a foreign exchange license fee and/or other transaction related fees and taxes may apply, to be confirmed by the Authorized Broker.
PUBLICLY TRADED:	On DCSX
STATUS OF THE BONDS:	The Bonds will only be offered and issued to investors in Curaçao and St. Maarten, through the engagement of an Authorized Broker, all with due observance of the Offer & Selling Restrictions.

FINANCIAL ADVISOR & CO-ARRANGER:	Fortisa Capital B.V.
LEAD ARRANGER:	Amicorp Global Markets (Curaçao) N.V.
BOND & PAYING AGENT:	Amicorp Trustees Foundation
PURPOSE OF THE BONDS:	Refinancing of existing debt of the Issuer and Aqualectra, funding of approved CAPEX of the Issuer and Aqualectra and funding of corresponding expenses of the issuance.
FUND AVAILABILITY:	On the Issue Date and subject to issue of the Bonds being effected, the Subscription Price paid by the investors in cash shall be released to Aqualectra.
APPLICABLE LAW:	Curaçao law

6. AQUALECTRA'S BUSINESS

6.1 OVERVIEW

Aqualectra is the exclusive provider of electricity and potable water in Curaçao, servicing a growing consumer base of approximately 84,899 residential electricity customers and 84,420 residential water connections. Aqualectra operates a robust infrastructure network, including:

- **Five power plants and four wind parks** strategically located to meet energy demand (wind parks not owned by Aqualectra).
- **Two desalination water plants** provide potable water through advanced seawater desalination processes (one of the water plants not owned by Aqualectra).
- **An extensive electricity distribution system**, consisting of 1,293km of underground cabling and overhead lines.
- **A comprehensive water distribution system**, supported by 21 water tanks, 4 pump stations, and 15 booster stations.

Aqualectra is at the forefront of sustainable energy initiatives, targeting a renewable energy penetration rate of 70% by 2028. To achieve this, Aqualectra is implementing:

- **Advanced Metering Infrastructure ("AMI")**, enabling real-time monitoring and control of energy and water consumption, while laying the foundation for digital transformation strategies to enhance customer service.
- **Battery Energy Storage Systems ("BESS")** to enhance grid stability and integrate renewable energy sources.
- **Grid modernization projects**, ensuring reliability and efficiency in service delivery.



In recent years Aqualectra commenced investments into power plant and metering infrastructure to improve efficiency and reduce operational margins. Currently, the Issuer is finalizing its strategic plan 2021 – 2025 and implementing its 2025 – 2030 plan called 'Foundations for Growth'.



From 2025 until 2030, Aqualectra will continue to pursue its renewed strategic plan, in which it plans to further invest in projects or KPIs such as:

1. improving customer satisfaction,
2. deployment of the Advanced Metering Infrastructure,
3. increase renewable energy penetration,
4. increasing the reliability and the quality of water and electricity supply,
5. Diversify revenue through value added services offered by Aqualectra Multi Utility, which is also responsible for the replacement and maintenance of Curaçao's streetlight infrastructure and
6. Commercialization of the existing core fiber infrastructure through the newly established Aquatel.

CUSTOMERS AND SUPPLIERS

Electricity – Electricity consumption on the island is largely driven by households, which accounted for ~48% of total electricity revenue in 2024. Of these, ~37% are prepaid and ~63% are post-paid customers. Electricity sales represented 79.7% of Aqualectra's total revenue in 2024. Demand across all user categories is expected to grow over the forecast period, with a projected average annual increase of 2.8% from 2024 to 2030. The projected growth is supported by economic expansion, population growth, and increased electricity usage due to higher average temperatures and ongoing industrial developments.

Water – Water sales are primarily driven by household consumption, which represented approximately 72% of total water revenue in 2024. All household water consumption is post-paid to date. Water contributed 18.9% of Aqualectra's total revenues in 2024. Demand is expected to grow gradually over the forecast period, with a projected average annual increase of 1.4% from 2024 to 2030. This growth is underpinned by expanding residential developments, increased tourism, and planned infrastructure investments such as the new water plant at Hato West.

Fuel – Aqualectra sources its fuel exclusively from Curoil, Curaçao's sole fuel distributor, to support its electricity generation activities. Fuel costs are expected to decline significantly over the forecast period, with an average annual decrease of 8.3% between 2024 and 2030. This reduction is primarily driven by the Aqualectra's transition from Marine Gas Oil ("MGO") to the more cost-effective Marine Fuel Oil ("MFO"), along with the increasing contribution of renewable energy sources to the generation mix. To support this shift, Aqualectra is also investing in a BESS, which will enable the storage of surplus renewable energy and provide backup supply during periods of low generation, such as windless days.

Other - External electricity generation is acquired from NuCuraçao, CRU, and small independent power producers when deemed necessary.

HIGHLIGHTS OF AQUALECTRA – 2024



ANG 628m
Revenue



Cg 731m
Capex budget
(FY25-FY30)



ANG 111.5m
EBITDA



591
FTEs FY24



735 GWh
Electricity Sold



10.6 million m³
Water sold

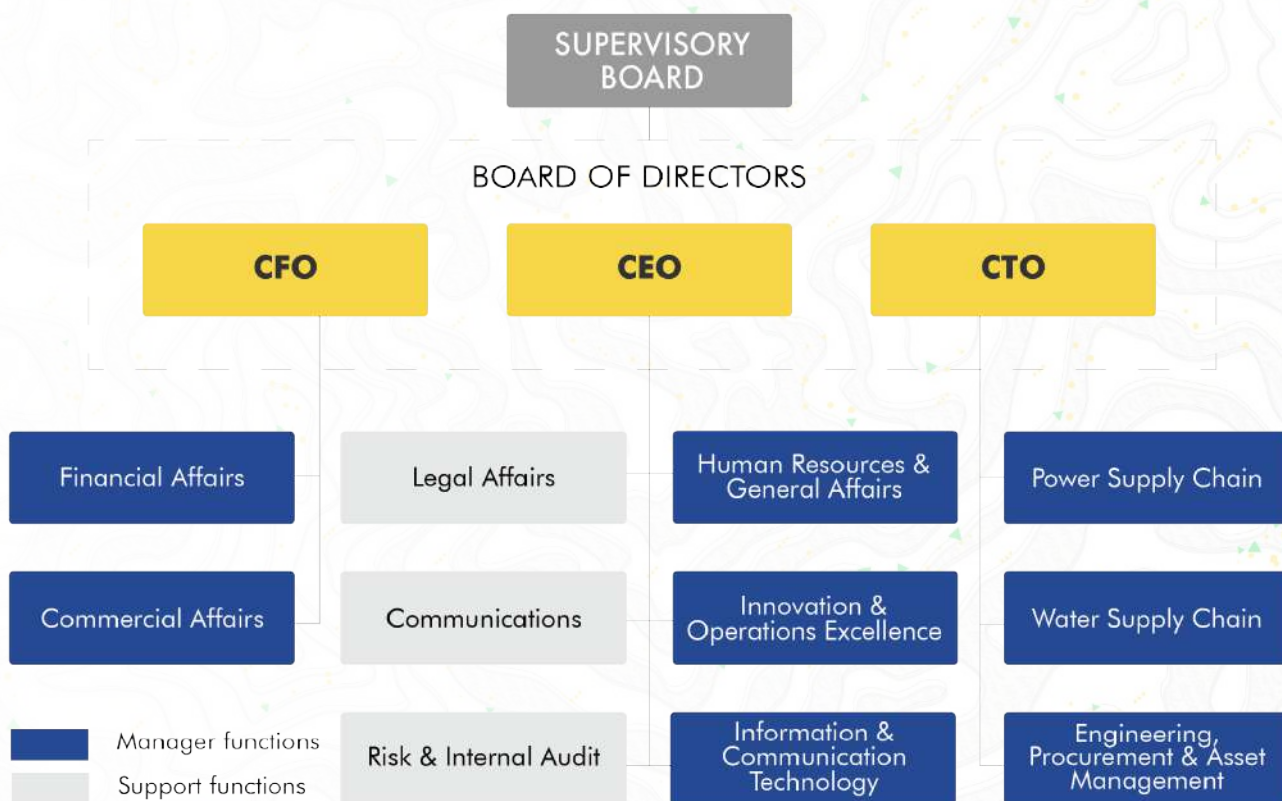


ORGANIZATIONAL STRUCTURE

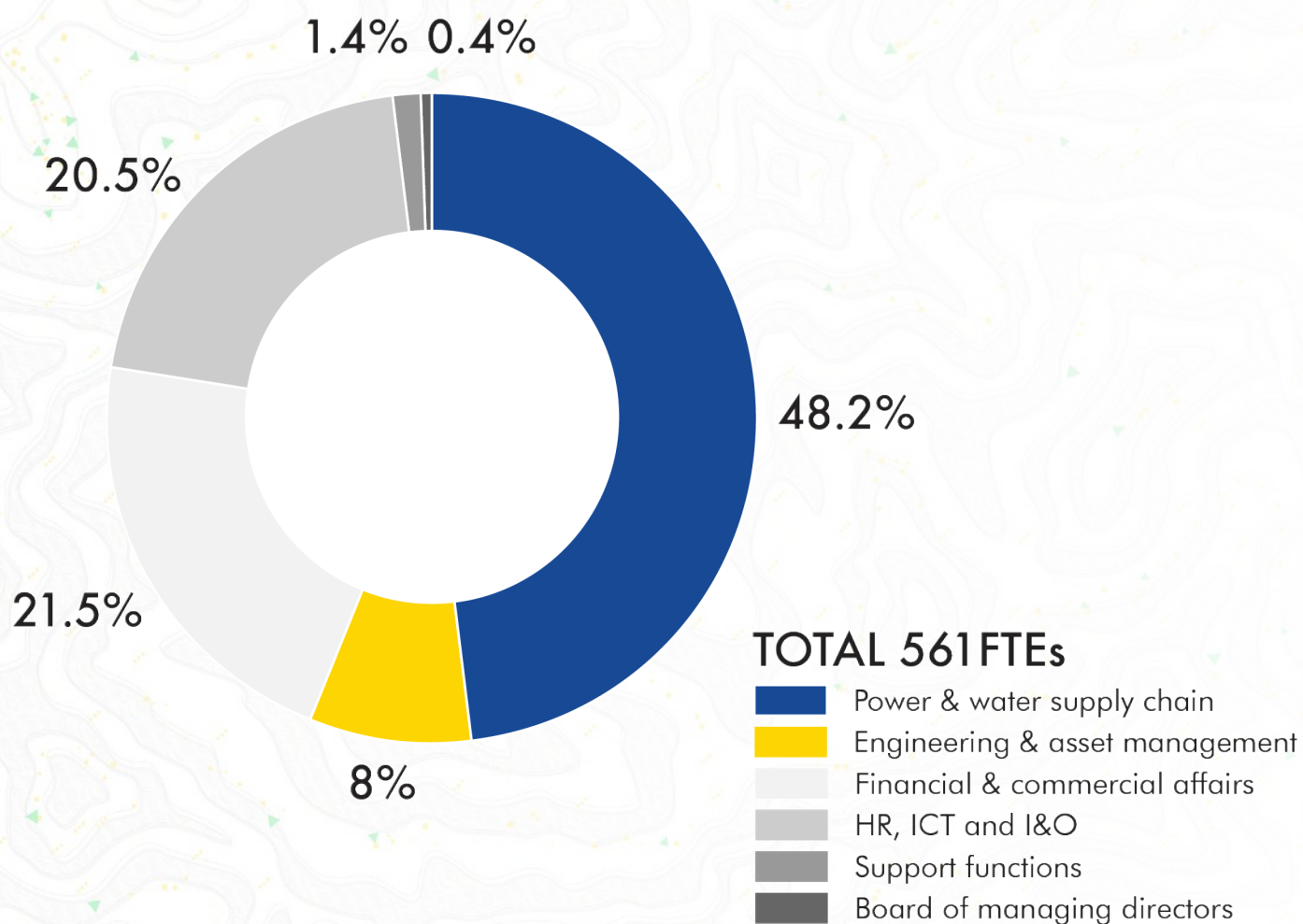
In 2023 Aqualectra started to conduct several structural analyses for specific departments and functions within Aqualectra on which it established a new, lean and mean, organizational structure to create more customer value using fewer resources. A new organizational structure was implemented in 2024 following the rightsizing trajectory.

As of February 2025, Aqualectra employs 561 full-time equivalents (FTEs). Aqualectra aims to employ 640 FTEs once all vacancies are filled.

The Board of Supervisory Directors (“BSD”) oversees and advises the board of managing directors (“BMD”), consisting of Neysa R. Isenia and Rudolf Garmes, on the implementation of corporate policies and strategies.



**EMPLOYEES BY DEPARTMENT
(FEBRUARY 2025, BASED ON 561 TOTAL FTEs)**





Stations and transformers	Spec.
Power substations	15
Distribution stations	13
Total pole transformers	781
Transformer boxes	1,523

Cables and lines	Spec.
12kV underground cables and overhead lines	1,145km
30kV underground cables	114km
66kv underground cables	34km
Total	1,293km

Tanks and pump stations	Spec.
Water tanks	21
Pump stations	4

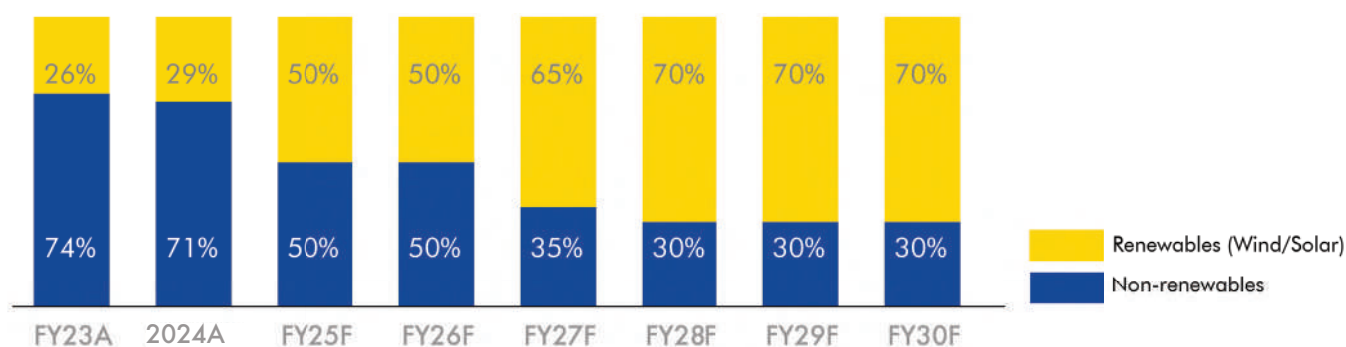
Water lines	Spec.
Service lines	1,718km
Main and distribution lines	694km
Transport lines	82km
Total	2,494km

Electricity production capacity				Jan '25 daily capacity (MW)
Power Plant	Ownership	Type	Fuel	
Dokweg I	Aqualectra	Generator	MGO	42
Dokweg II	Aqualectra	Generator	MGO	75
ISLA	Aqualectra	Generator	MFO	33
Tera Cora II	NuCuração (PPA)	Wind	Wind	15
Tera Cora III	NuCuração (PPA)	Wind	Wind	16.5
Playa Canoa	NuCuracao (PPA)	Wind	Wind	15
Koraal Tabak	NuCuracao (PPA)	Wind	Wind	22.5
PV private	Private	Solar	Sun	25
PV AQ	Aqualectra	Solar	Sun	0.02
Daily Fossil total				170
Daily RE total				94.5
Average daily demand				125
Peak demand '24				145.3

Water production capacity				Dec '24 daily capacity (m³)
Water plant	Ownership	Type	Fuel	
Sta. Barbara	Aqualectra	Reverse Osmosis	Power	25,100
Mundo Nobo	GE Aquadesign	Reverse Osmosis	Power	24,720
Daily total				49,820
Average daily demand				40,500
Average utilisation				84%

6.2 ELECTRICITY

Aqualectra produces the majority of its electricity through diesel units, with the remaining electricity generated through solar and wind sources. Currently, 50% of the Company's generated electricity comes from renewable energy sources (wind and solar), an increase from 29% in 2023. This share is expected to continue rising, reaching more than 70% by 2028, with momentary peaks of 77%.



Externally generated electricity through independent power producers ("IPPs") is acquired from NuCuraçao (wind production) and other small IPPs only for solar. The contribution from IPPs is expected to grow as additional renewable projects come online in 2025 and beyond. In addition to the electricity production capabilities, Aqualectra operates a robust distribution network consisting of electricity stations and sub-stations connected by 1,293km of underground cabling and overhead lines.

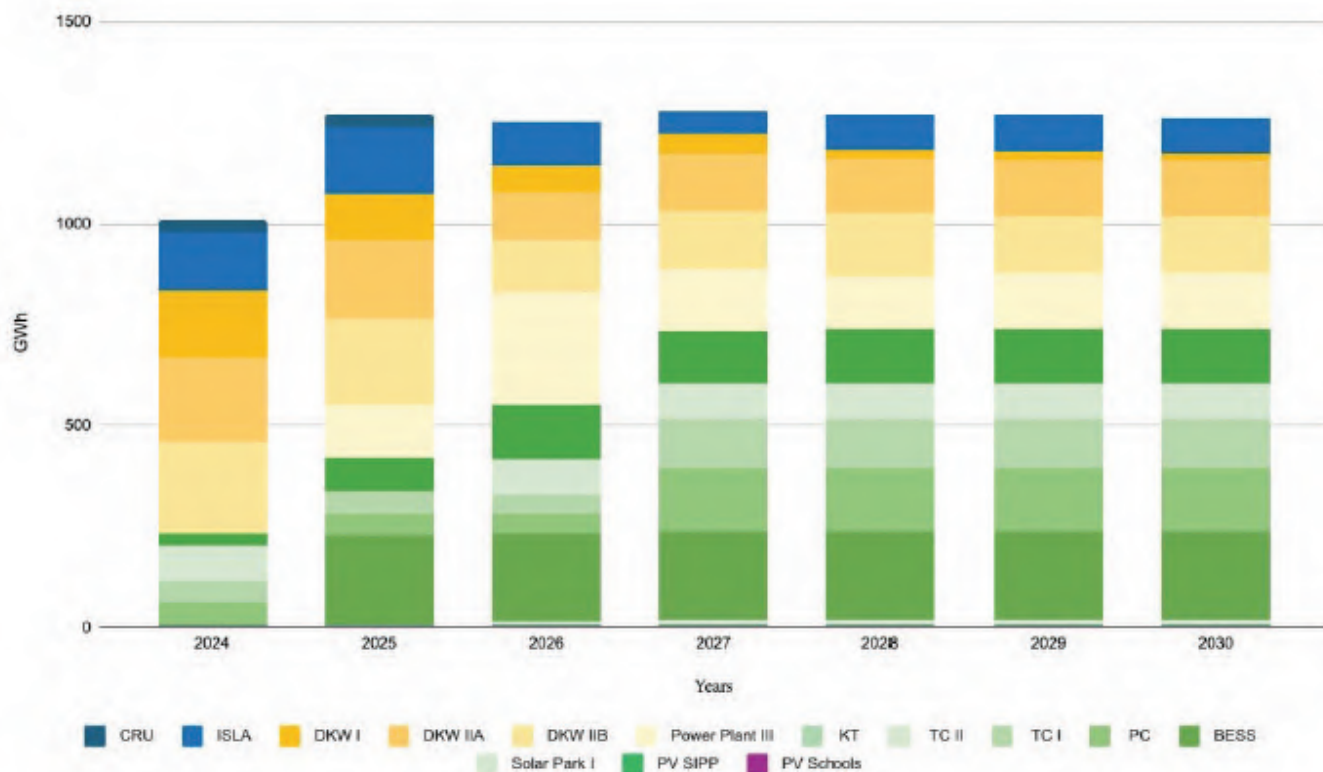
The production mix for energy will undergo significant changes in the coming years, including:

- The addition of 22 MW of wind capacity realized at the end of 2024 – delivering to the grid in Q1 2025;
- The transition from MGO to MFO, leading to cost efficiencies and a reduced carbon footprint; and
- Continued expansion of BESS to optimize load balancing and reduce reliance on fossil fuel-based generation during peak hours.

The following chart provides an overview of the transition of the production mix.

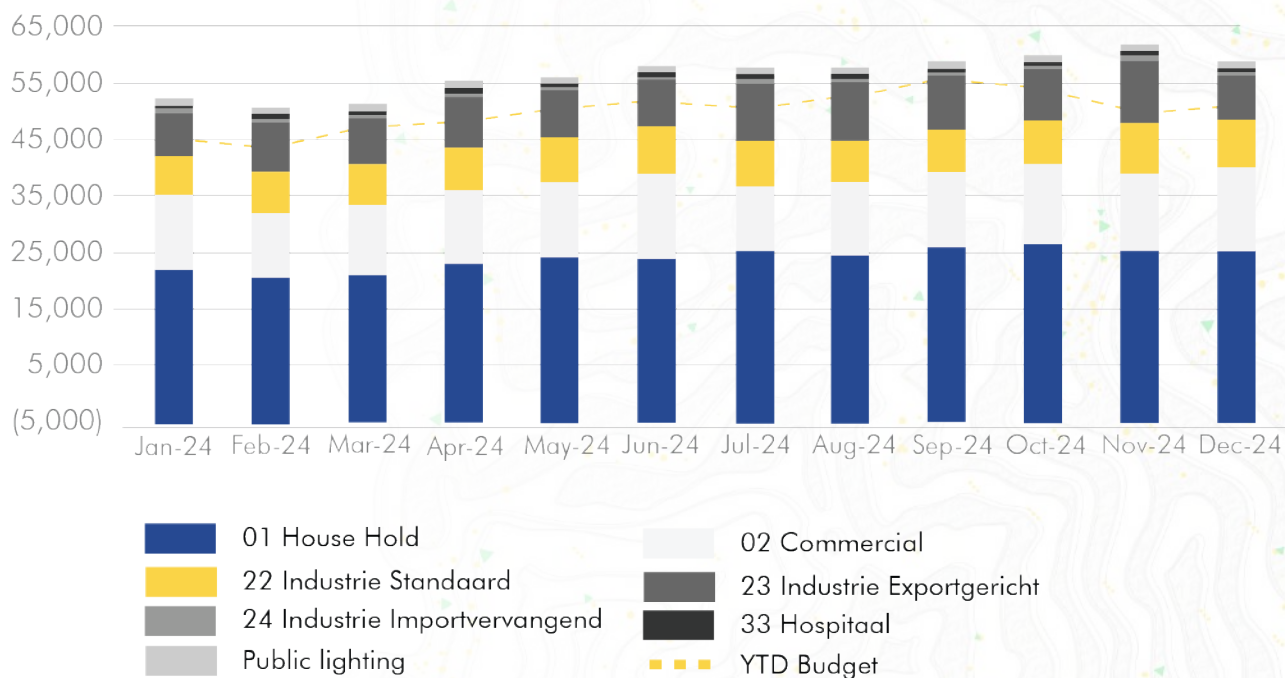


PRODUCTION MIX

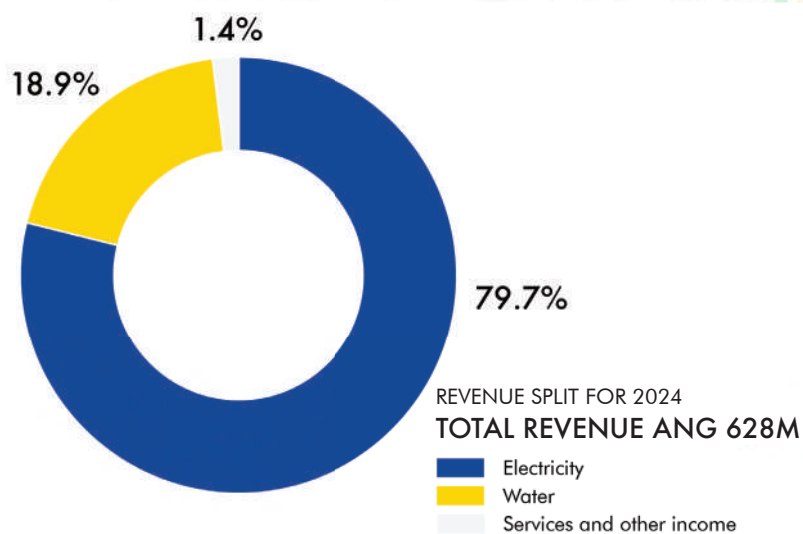


Electricity sales increased by 12.2% in 2024 (735 GWh) compared to 2023 (655 GWh), reflecting growing demand. In 2025, electricity sales are projected to increase further by 5.4% (775 GWh) compared to 2024, driven by economic growth and higher industrial consumption. With numerous projects slated for connection to the water and electricity grid in 2025 and beyond, a further increase of 2% is expected for 2026. Aqualectra delivered 39,493 MWh's to Curoil to cool the ISO Containers that store LPG for residents and companies in Curaçao in 2024. If this particular delivery is excluded, electricity sales would still show a net increase, demonstrating consistent demand growth.

ELECTRICITY SALES PER TARIFF GROUP IN 2024

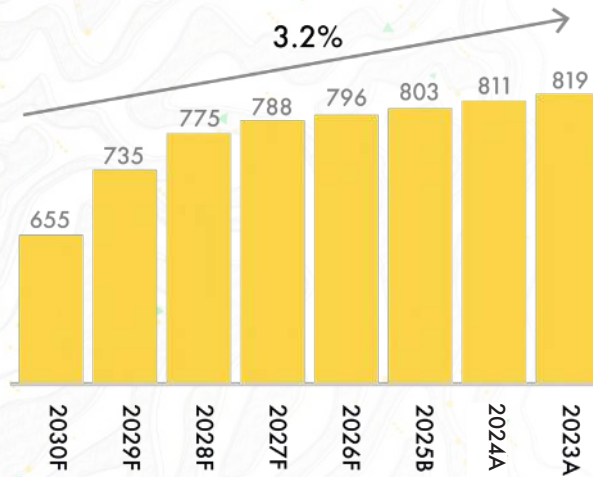
MONTHLY DEMAND IN MWh

Household electricity demand represents around 48% of total electricity sales, followed by commercial clients representing around 21%. Electricity sales accounted for 79.7% of Aquallectra's total revenue in 2024.



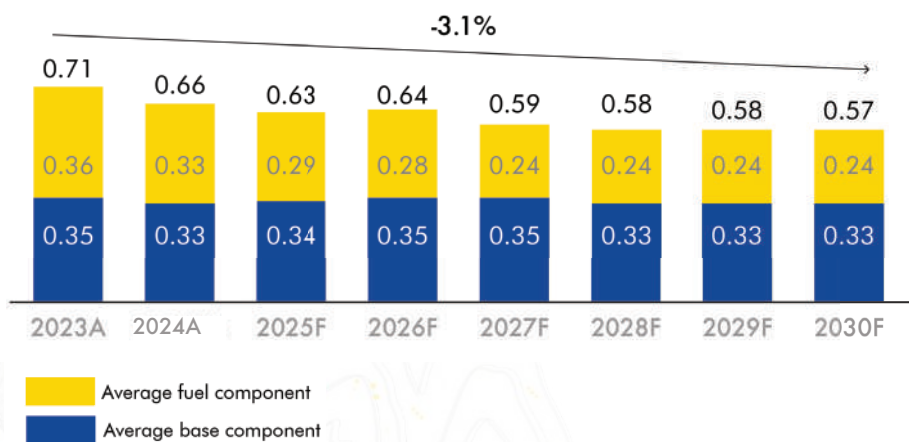


ELECTRICITY DEMAND IN 000 MWH



The strong increase in demand in 2024 and 2025 is due to economic growth and tourism, but also due to higher average temperature on the island which demands more cooling capacity which results in higher power demand.

Electricity tariffs are expected to decrease from an average of ANG 0.66/kWh in 2024 to Cg 0.57/kWh in 2030. Please see section 6.4 for more details on electricity tariffs.



6.3 WATER

Aqualectra produces drinking water through the desalination of sea-water using reverse osmosis technology. Aqualectra currently owns a water plant at Fuik and has a Water Purchase Agreement in place for the plant at Mundo Nobo (owned by GE Aquadesign). For the upcoming water plant at Hato West (to replace Mundo Nobo) a 20-year Build-Own-Operate-Transfer (BOOT) Agreement with the company Seven Seas was signed in 2024.

The production of potable water will change significantly with the relocation of the Mundo Nobo plant to Hato West which is planned for 2026. Due to the Mundo Nobo plant reaching its maximum lifespan, the dismantling activities at Mundo Nobo will further accelerate. In addition to the water production plants, Aqualectra operates a robust distribution network consisting of:

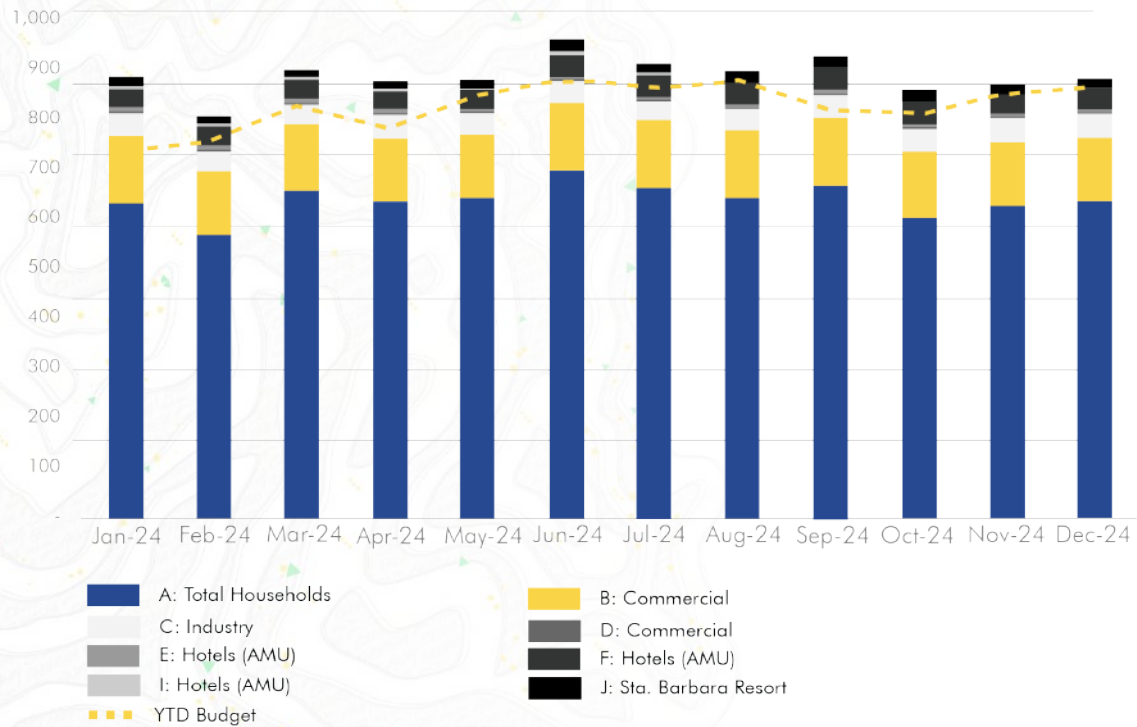
- 21 water tanks;
- 4 pump stations;
- 3 mobile pumps; and
- 15 booster stations connected by 2,494km in transport, distribution and service lines

Water sales increased by 4% in 2024 compared to 2023. Aqualectra has observed a rise in water consumption across the island, driven by economic growth, increased tourism, and changing climate conditions. Water sales for 2025 are projected to grow by 3%. Several projects are scheduled for connection to the water and electricity grid in 2025 and beyond, with anticipated water consumption increases of 3% in 2026.

The introduction of new developments and initiatives by Aqualectra Multi Utility, particularly in industrial-grade water, is expected to reduce reliance on the Aqualectra grid in specific areas. Additionally, the implementation of an agricultural water rate and the expanded supply of industrial-grade water – primarily to hotel zones – will further optimize water distribution.

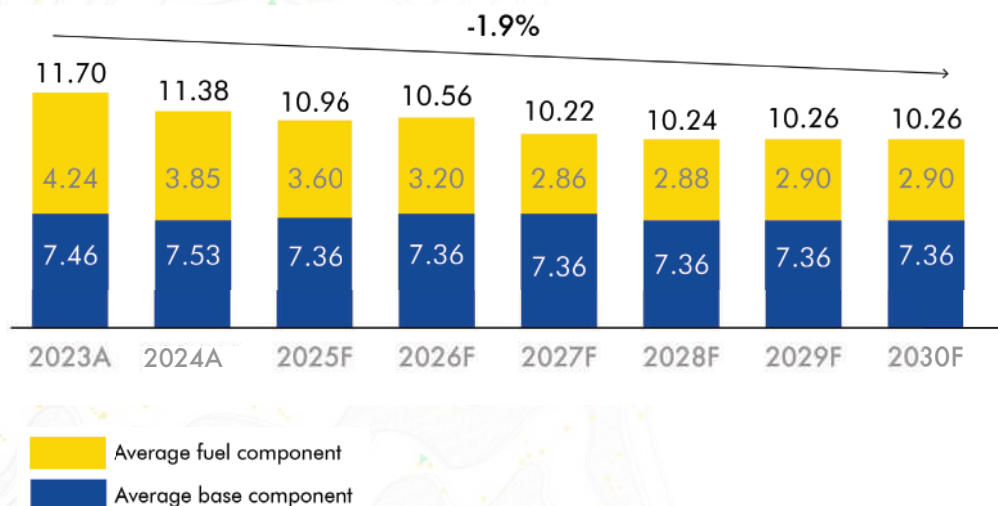


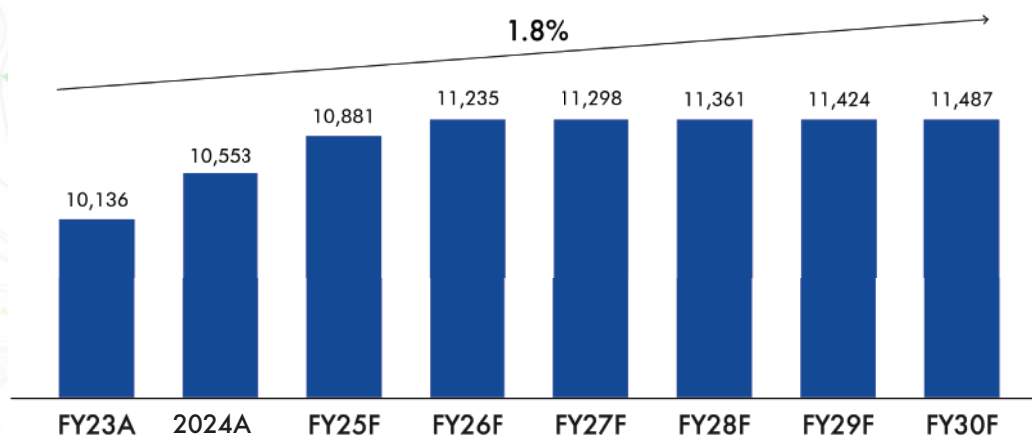
MONTHLY DEMAND IN M3



The majority of water sales, around 72%, are generated from households, followed by commercial customers, representing around 15% of total water sales. Water sales contributed to 18.9% of total revenues of Aqualectra in 2024.

The lower electricity tariffs will also influence the water tariffs which are expected to decrease from ANG 11.38/m³ on average in 2024 to Cg 10.26/m³ in 2030.



WATER DEMAND IN 000M³

A slight increase in demand of water of around 1.8% per annum is forecasted, driven by stable growth in household demand and an increase of the sales to a.o. the Santa Barabara Plantation (including Sandals), one of the largest and expanding developments on the island.

6.4 TARIFFS

Aqualectra strictly follows a transparent tariff setting scheme that ensures fairness and ensures suitable returns for Aqualectra.

- The Regulatory Authority of Curaçao ("RAC"), an independent regulatory body, is responsible for the calculation and oversight of electricity and water tariffs, as appointed by the Government of Curaçao.
- The RAC advises the Minister of Economic Development on tariff approvals, which are based on a fixed base component and a variable fuel component that fluctuates in line with fuel prices.
- The RAC incorporates efficiency norms in its calculations, accounting for production efficiency, own consumption, and non-revenue electricity and water losses.
- Tariffs are structured to ensure reasonable returns for Aqualectra, with allocated production and distribution costs passed on to consumers.
- Any outperformance or underperformance relative to efficiency norms directly impacts Aqualectra, providing a strong incentive for operational efficiency and cost management.



BASE COMPONENT

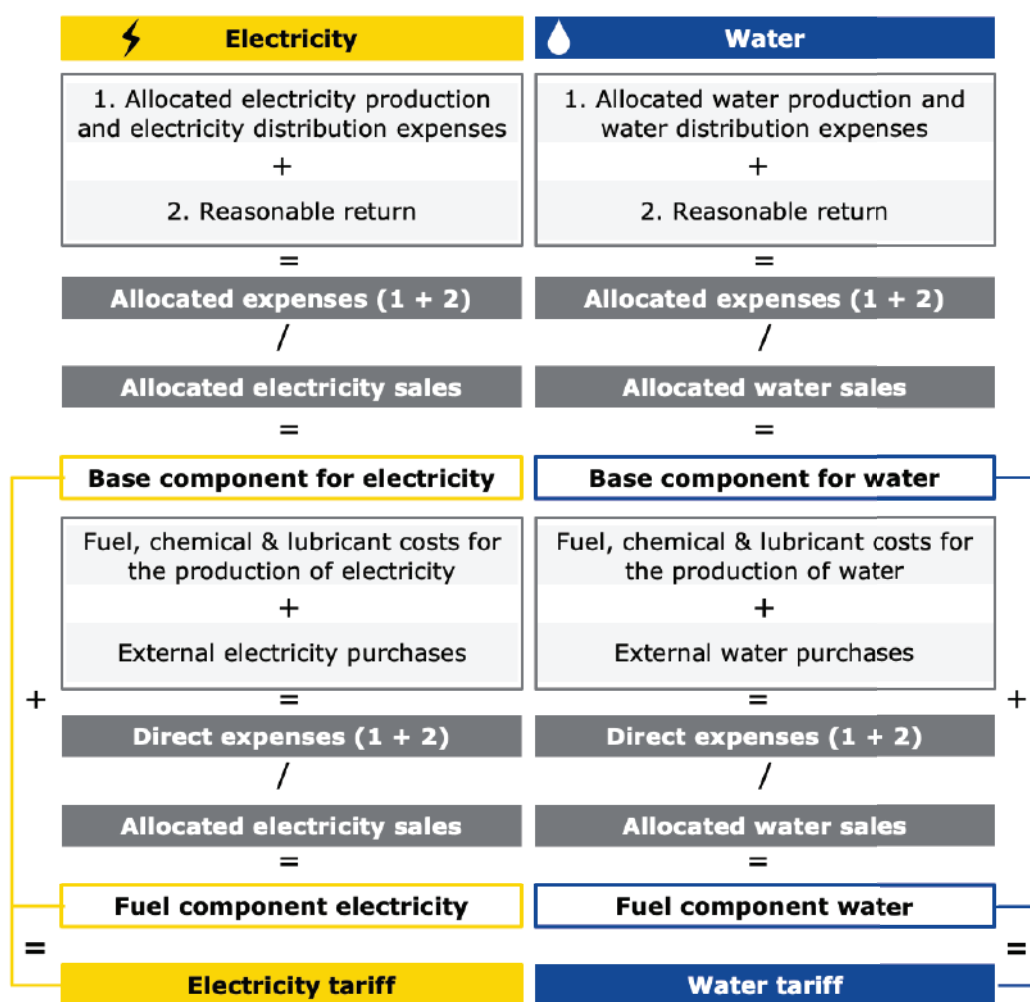
- The base component for electricity and water covers all non-direct costs of production and distribution, including operational expenses and capital costs.
- The Weighted Average Cost of Capital ("WACC") is applied to determine a reasonable return, ensuring the continuity of electricity and water supply. The WACC used for 2025–2030 is 7.83%, reflecting adjustments due to rising interest rates.
- The base component tariff is calculated annually based on the approved budget, with total allocated expenses divided by total projected sales.
- A new base component of ANG 0.3343 per kWh was introduced on August 1, 2024 (previously ANG 0.3153), marking the first adjustment in ten years. However, the calculated base component for all forecasted years – except for 2027 – exceeds this amount. As a result, the RAC tariff is, for prudence reasons, applied as the base component, creating under-recovery in years when the calculated tariff should be higher.
- A reasonable return is included to secure the continuity of the business and supply of electricity and water.

FUEL COMPONENT

- The variable fuel component is adjusted monthly and covers the fuel costs and other direct production expenses, including lubricants, chemicals, and outsourced electricity purchases.
- The tariff is determined per kWh of electricity and per m³ of water based on monthly budgeted sales, production volumes, resource utilization, and fuel costs.
- The fuel component is expected to decline as Aquallectra transitions from Light Fuel Oil (LFO) to Heavy Fuel Oil (HFO) and expands renewable energy generation, including the commissioning of new wind and solar parks in 2025 and beyond.
- Forecasted fuel component reductions:
 - Electricity: Expected to drop from ANG 0.3368 per kWh (2024) to ANG 0.2894 per kWh (2025) and further decline to ANG 0.2386 per kWh by 2030.
 - Water: Expected to decrease from ANG 4.2592 per m³ (2024) to ANG 3.6006 per m³ (2025), stabilizing at ANG 2.8969 per m³ by 2030.

The overview below provides an illustration of tariff build-up.

FORMULA FOR ELECTRICITY AND WATER TARIFFS

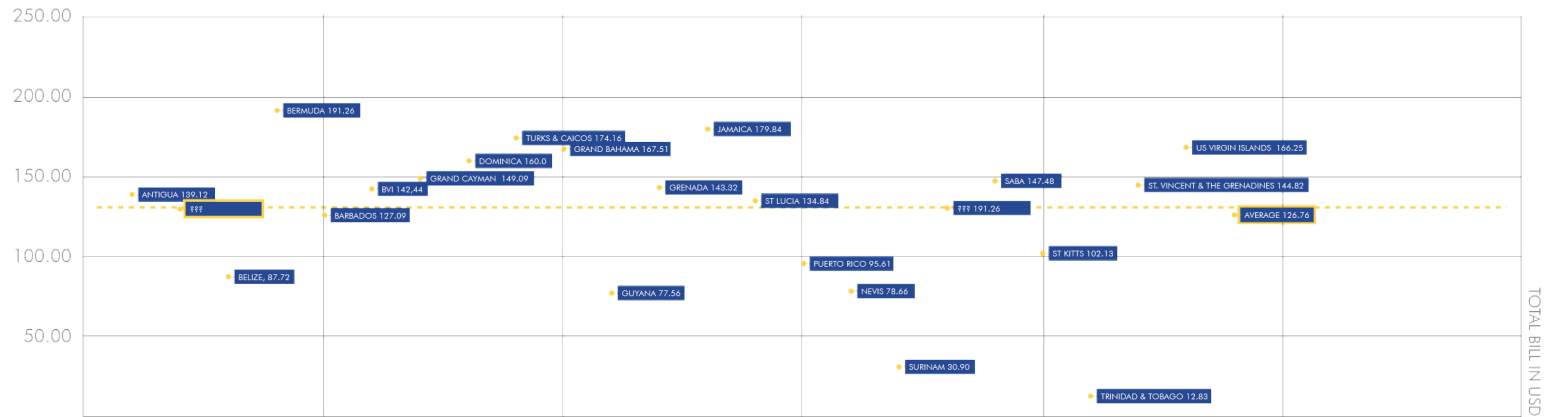


TARIFF COMPARISON OF ELECTRICITY AND WATER

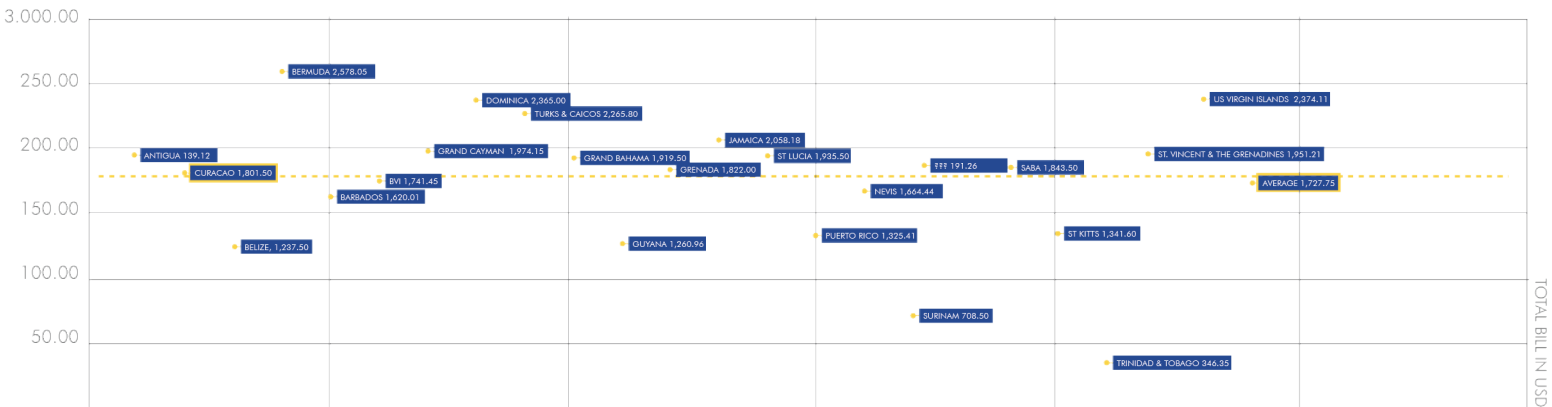
The below overviews show where the electricity tariffs of Aquaelectra stand in comparison with the region based on the tariffs as per December 2024. The analysis has been concluded by Carilec.



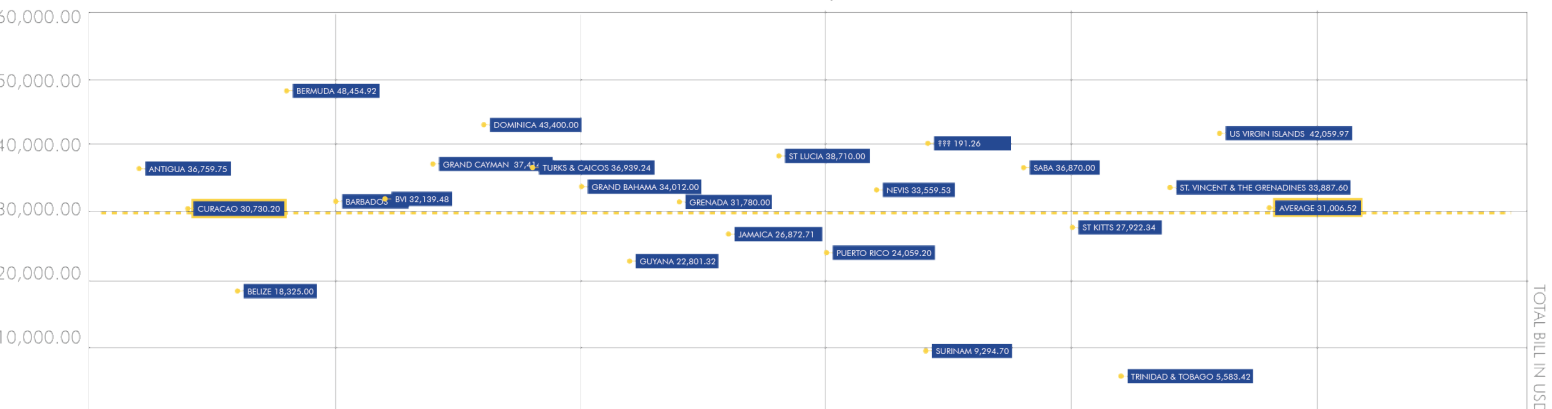
TOTAL BILL COMPARISON RESIDENTIAL CUSTOMERS USING 400 KWH PER MONTH



COMMERCIAL CUSTOMERS USING 2,000 KWH PER MONTH



INDUSTRIAL CUSTOMERS USING 100,000 KWH PER MONTH



Source: Carilec Tariff Report – December 2024

6.5 RECENT INITIATIVES AND DEVELOPMENTS

ADVANCED METERING INFRASTRUCTURE (AMI)

The most significant program in recent years is the AMI initiative, which, once completed, will substantially alter operations by granting unprecedented insight into aggregated customer consumption data. This program will considerably impact Aquallectra's business both in terms of scope, by allowing zonal balancing, and in size, by allowing enhanced accuracy in consumption measurement.

Investments in AMI commenced in 2020, and the project has progressed through multiple phases, with an acceleration planned in 2024 to finalize the project by 2025. However, due to challenges with meter supply, funding constraints, and shifting priorities, full deployment has been rescheduled to 2027.

The AMI project will continue advancing in 2025, with the deployment of smart water meters expected to be completed, while the rollout of smart electricity meters will accelerate but remain ongoing. Following the successful pilot testing of smart prepaid systems for water and electricity in late 2024, full-scale implementation is planned for 2025. Together with the deployment of the Meter Data Management System (MDMS), these advancements are anticipated to reduce non-revenue percentages for both electricity and water.

Once completed, Aquallectra will benefit from

- More reliable and resilient operations for both water and electricity;
- Shorter outages and faster restoration times;
- Improved grid monitoring and management;
- Enhanced customer experience through better transparency and control over consumption; and
- Reduction in non-revenue water and electricity losses through real time monitoring.

RENEWABLE ENERGY

To increase the penetration of renewable and clean energy sources, the production mix for energy will fundamentally change:

- 22 MW of new wind capacity was added end of 2024, with a Power Purchase Agreement ("PPA") in place.
- The construction of a solar PV system remains planned for 2026, but its financing is still under review. If subsidies or other financing sources are not secured, Aquallectra will resort to a PPA.
- BESS will be commissioned in mid-2025, expected to provide 5% fuel savings annually and improve grid stability.

These investments will strengthen the energy infrastructure (grid) by enhancing voltage and frequency stability and reducing outages. As previously noted, 29% of Aquallectra's generated electricity came from renewable energy sources (wind and solar) in 2024, an increase from 26% in 2023. This share is expected to continue rising, reaching more than 70% by 2028, with momentary peaks of 77%.



WATER

To reduce non-revenue water losses, Aquallectra is implementing an advanced smart water grid designed to enhance pressure control, leak detection, and grid balancing. This system will allow for real-time monitoring and adaptive pressure management, minimizing water losses and improving overall efficiency.

The security and reliability of the water supply will be further strengthened through the construction of additional water tanks and the relocation of the Mundu Nobo plant to Hato West in 2026. These infrastructure upgrades will ensure consistent water pressure and supply stability, reducing disruptions and improving service reliability.

Through these investments, Aquallectra expects measurable improvements in the stability and resilience of the water infrastructure, ensuring a reliable and high-pressure water supply throughout the grid. Planned enhancements, along with a proactive maintenance strategy, will significantly decrease service interruptions and operational inefficiencies.

In addition, Aquallectra has signed agreements and initiated negotiations for the development of second-grade water facilities targeting large industrial clients, primarily hotels. These initiatives, managed through Aquallectra Multi-Utility N.V. (AMU) – a subsidiary of IUH – aim to provide cost-effective and sustainable water solutions to key customers. Stand-alone second-grade water production units will help industrial clients lower their operational costs, while also supporting Aquallectra's long-term sustainability objectives.

Further, AMU has been actively negotiating solar energy installations with key commercial clients. These agreements are intended to provide businesses with cost savings and energy security, while also enhancing Aquallectra's customer retention and accelerating Curaçao's transition to renewable energy.

DIGITAL

In 2022, Aquallectra introduced MiAquallectraDigital, a comprehensive platform for Aquallectra's digital services. The initiative began with the launch of an automated WhatsApp solution, enabling customers to securely request and receive their latest invoices instantly. Following its successful implementation, the service was expanded to include interruption notifications, allowing customers to report outages directly via WhatsApp, complete with images, location details, and descriptions.

This advancement represents a crucial step towards proactive push notifications, which will be further enhanced with the rollout of smart metering infrastructure. These efforts lay the foundation for Aquallectra's vision of establishing a fully digital branch in the near future.

Additionally, the MiKuenta platform underwent a significant upgrade, alongside preparations for integrating the Avaya omni-channel management system. This integration will streamline customer interactions across multiple digital touchpoints, enhancing accessibility and efficiency. Aquallectra has also initiated the implementation of smart forms, aimed at optimizing back-office processes and further improving operational efficiency.

NON-REVENUE

Throughout 2024, Aquallectra intensified efforts to reduce non-revenue losses stemming from unauthorized electricity and water usage. Aquallectra implemented a data-driven strategy to detect potential theft and introduced a grace period in September and October, encouraging customers with illegal connections to voluntarily report and rectify their status without penalties.

During this period, Aquallectra strengthened its penalty policies, imposing stricter fines, and expanded its enforcement team to drive compliance and deter future infractions. In November 2023, Aquallectra launched an enhanced enforcement campaign to actively identify and address illegal connections. This initiative continued in 2024 and will continue in 2025 & beyond and has already yielded positive results.

Additionally, Aquallectra's debt collection department recovered 107% of total billed amounts in 2024, exceeding annual collection targets by successfully collecting outstanding balances from previous years and reducing the Days Sales Outstanding from 105 to 88 days. Aquallectra will continue focusing on debt collection in the future, to ensure sufficient cash flow to fund investments and repay loans.

ORGANIZATION

In 2021, Aquallectra announced a rightsizing initiative to optimize its workforce and enhance operational efficiency. After extensive preparation, the project was officially launched in 2023. Aquallectra conducted a comprehensive review of its organizational structure, streamlining operations to improve resource allocation and responsiveness to emerging challenges.

Key changes included:

- Eliminating redundant tasks and obsolete functions
- Identifying outsourcing opportunities
- Restructuring job roles and responsibilities to align with evolving operational needs

As a result, the workforce was reduced from 697 to 561 full-time employees, a net decrease of 136 positions (as per February 2025). However, due to shifts in required skill sets, the total number of employees affected by the transition was higher. To ensure a transparent and fair process, Aquallectra signed a social plan agreement with three labor unions on October 3, 2023. This agreement serves as a framework to guide the transition to the new organizational model while safeguarding employee rights.

The rightsizing initiative was finalized in November 2024, with the focus now shifted to filling the vacancies within the departments, aligning with Aquallectra's long-term strategic goals. If all vacancies can be filled, Aquallectra will employ 640 full-time employees.



6.6 INVESTMENT PROGRAM 2025 — 2030

Aqualectra has an extensive investment plan that will be executed in the coming years (2025 – 2030). The total expected investments amount to Cg 731 million and can be categorized into seven categories:

1. COMMERCIAL AFFAIRS

Investment by [Aqualectra N.V.], dedicated to the AMI project and aims at the mass deployment of smart meters for electricity and water connections.

Cg 99.6 million

2. FACILITIES

Investment by [IUH and Aqualectra N.V.] for the construction of a new headquarters to enhance safety, reducing operational costs, improving employee satisfaction, and complying with regulations within the Aqualectra facilities.

Cg 35.4 million

3. INFORMATION TECHNOLOGY

The replacement of [IUH and Aqualectra N.V.'s] the aging SAP hardware infrastructure, the migration to SAP4HANA, the upgrade of end-user devices, and the enhancement of the network infrastructure.

Cg 11.5 million

4. INNOVATION & OPERATIONS EXCELLENCE

A new department of [Aqualectra N.V.], created to ignite innovations and embed operational excellence within Aqualectra, optimizing processes and fostering innovation. Investments include a renewed and future oriented control center, to monitor production, grid, meters and streetlights.

Cg 3.5 million

5. NON-REVENUE REDUCTION

Intensify Aqualectra N.V.'s neighborhood inspections and reduce non-revenue, budgeting for corrective measures that may include grid changes and improvements.

Cg 2.5 million

6. POWER SUPPLY CHAIN

Investments related to Aqualectra's two-fold strategy of reducing tariffs through the increase of renewable energy penetration and the change from Marine Gas Oil to Marine Fuel Oil, while enhancing production capacity to meet the anticipated peak demand growth.

Cg 373.1 million

7. WATER SUPPLY CHAIN

Investments designed to strengthen the infrastructure, improve water supply reliability, and enhance the capacity to meet a growing demand, through the construction of a new water plant and deployment of new tanks and main distribution lines.

Cg 115.8 million

8. PLACEHOLDER

IUH's capex budget has always surpassed the Cg 40-50 million mark. Detailed projections of these projects pose a challenge, given the various economic uncertainties, prompting the establishment of a placeholder.

Cg 90 million

Please note that, as seen in section 7.5, several initiatives have already commenced

PRIORITIZATION AND TIMELINE

The total expected capex of Cg 731 million has been prioritized by Aqualetra, classifying the investments into 4 levels:

LEVEL I

Cg 456.9 million allocated to Level I investments, consisting of any project that will yield improved reliability and achieve affordability goals.

LEVEL II

Cg 119.1 million allocated to Level II investments, consisting of projects that are currently ongoing.

LEVEL III

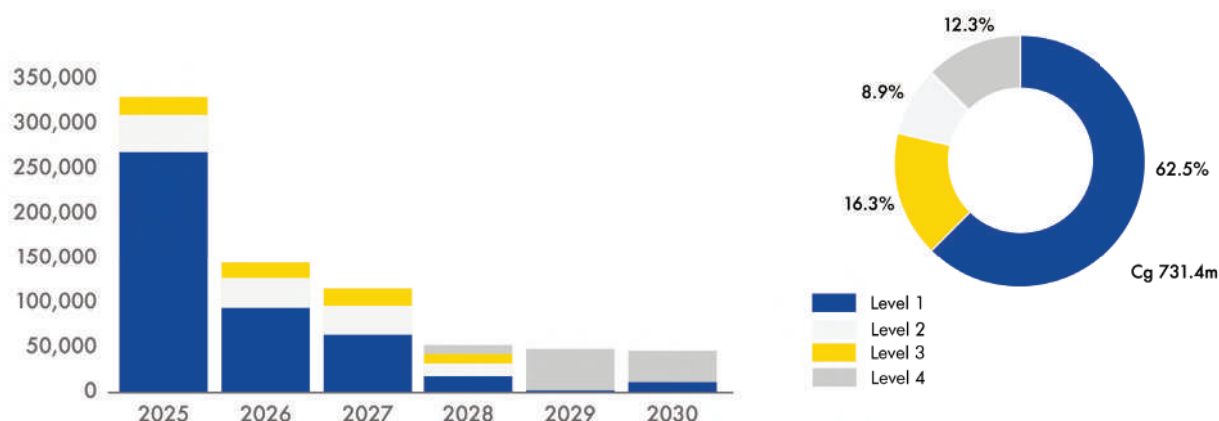
Cg 65.4 million allocated to Level III investments, comprising essential projects that, while important, can be deferred to prioritize the execution of higher-priority initiatives.

LEVEL IV

Cg 90 million allocated to Level IV investments, primarily serving as a placeholder for future projects to maintain an annual capital expenditure level of Cg 50 million.



TIMELINE OF THE INVESTMENTS (Cg M)



Please note that the numbers presented in the range from Level I to Level IV are from Aqualectra's capex budget for 2025, as approved by the Supervisory Board of Directors. Each year, the budget is revised and reapproved.

1. COMMERCIAL AFFAIRS

The bulk of the investment budget for commercial affairs, Cg 99.6 million, is dedicated to the AMI project and aims at the mass deployment of smart meters for electricity and water connections within the grid.

In addition, Cg 1.2 million is dedicated to renovation of the physical branch at Aqualectra's Rif office and the introduction of a digital branch (mobile application). It was decided to remodel the branch, awaiting its complete relocation, after the disposal of the Rif building (expected in 2027-2028).

The approval of the AMI business case by the Board of Supervisory Directors in 2020 marked a significant milestone for Aqualectra. One of the most substantial advantages of implementing AMI is the ability to achieve zonal balancing. By deploying smart meters at every level within the grid, including transport, distribution and customer endpoints, Aqualectra can precisely identify areas with the highest non-revenue rates and take targeted measures for improvement. AMI allows for the continuous monitoring of losses, enabling daily tracking of non-revenue developments in specific areas.

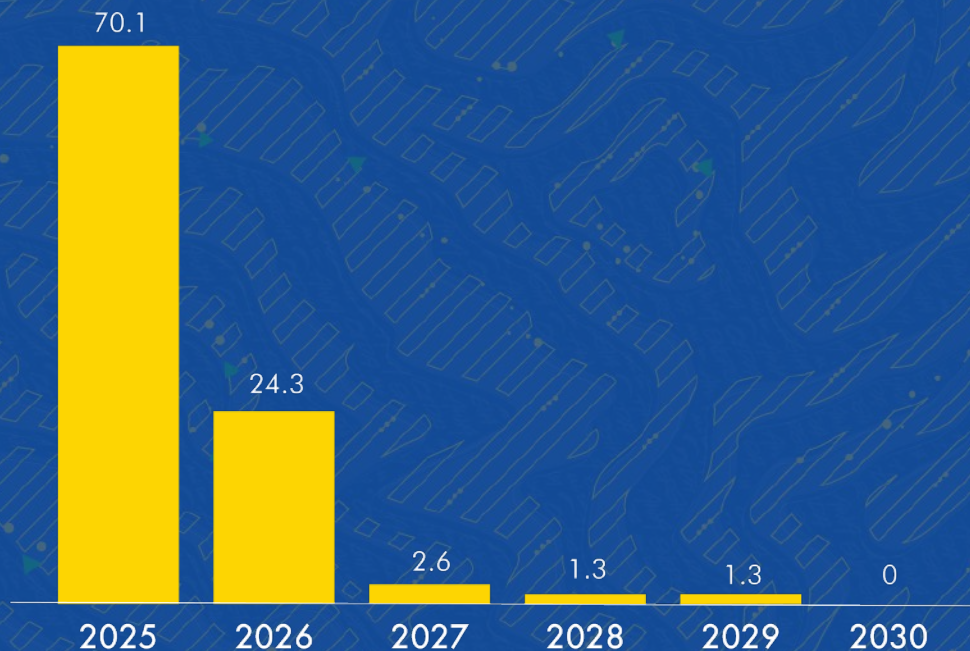
AMI brings streamlined meter reading, billing, remote disconnection and reconnection, demand response and fault detection. Furthermore, AMI meters offer enhanced accuracy in consumption measurement, ultimately contributing to increased revenue.

The finalization of the AMI software architecture and data provisioning is planned to support the aforementioned processes.

Lastly, a new prepaid platform will be introduced for both electricity and water services, enhancing customer convenience and payment flexibility.





CAPITAL EXPENDITURE PER YEAR (Cg 'M)**2. FACILITIES**

Aqualectra plans to invest Cg 35.4 million in facilities between 2025 and 2027, mainly driven by investments in HQ to house the employees that are currently located at Otrobanda Rif and Mundu Nobo.

Some employee facilities at plants are not up to par and require significant improvements. As a company that takes pride in being a responsible employer, Aqualectra is committed to providing its workforce with high-quality workplaces that enable them to perform at their best for the benefit of its customers.

Aqualectra had long planned to construct a new headquarters at Nieuwe Haven, initially set to proceed after completing Building C on-site. However, recent developments – including the need for additional workspace, plans to reorganize the warehouse for improved space management and logistics, and the objective to reduce funding requirements – have prompted a reassessment of these plans for 2025 and beyond.

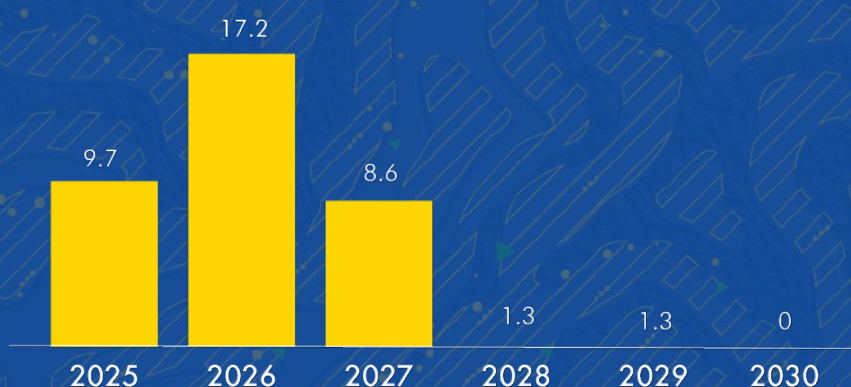
Remodeled Building A, located near the recently completed Building C, will serve as the new headquarters site, allowing for efficiencies and optimizing layout as planned, but with less capital investment than initially expected. The warehouse, currently housed in building B, will be relocated elsewhere on the premises. The exact new location will be determined based on a logistical assessment conducted as part of the master plan development. Relocating the warehouse will free up valuable space at the front of the site, enabling the construction of the new headquarters.



To further reduce its carbon footprint, Aqualectra will continue installing solar panels across its plants, office buildings, and other facilities throughout 2025. Aqualectra remains committed to minimizing its carbon footprint, including reducing its own electricity consumption. As part of this initiative, construction will begin in 2025 on a covered parking area for heavy equipment, featuring a solar panel-equipped roof to enhance sustainability and energy efficiency.

To increase control on the production and distribution of water and electricity field-facilities, such as (sub)stations, water tanks and other grid facilities in remote locations, Aqualectra must invest in security systems and camera's, securing a robust eco-system of data to monitor performance while safeguarding Aqualectra's installations against any kind of assault.

CAPITAL EXPENDITURE PER YEAR (Cg 'M)



3. INFORMATION TECHNOLOGY

Aqualectra intends to invest in enhancing IT efficiency, security and connectivity. A key part of this plan is migrating to S4/HANA, which will modernize Enterprise Resource Planning ("ERP") capabilities and streamline operations.

As part of the ongoing commitment to technological excellence and security, Aqualectra is also budgeting for the replacement of the aging SAP hardware infrastructure, the upgrade of end-user devices, and the enhancement of the network infrastructure.

To enhance real-time monitoring of operations, including the Energy Management System, Aqualectra will upgrade its Supervisory Control and Data Acquisition ("SCADA") system and IT infrastructure with improved servers, network switches, and firewall protection. Additionally, security enhancements such as access control, CCTV, fire extinguishers, and sensors will be installed at critical sites to ensure a safer, more resilient environment.

Overall, these initiatives will contribute to Aqualectra's continuity, stability and security in an increasingly digital world.

CAPITAL EXPENDITURE PER YEAR (Cg 'M)**4. INNOVATION & OPERATIONAL EXCELLENCE**

Investments in this area, a dedicated Cg 3.5 million for 2025, are concentrated on studies regarding economic modeling and grid modeling & monitoring analyses. The purpose of the Economic study is to analyze the economic factors related to power grid operations. The model can help guide budget allocation and manage risks by showing the cost-benefit analysis for different scenarios, like peak vs. off-peak demand growth or changes in fuel prices.

The grid analyses study on the other hand involves creating detailed models of the grid's physical and operational characteristics, using them to analyze grid behavior under various conditions.

In 2025, the existing SCADA room will be remodeled and expanded into a modern Control Center to enable monitoring of all new plant and grid assets along with their associated KPIs. This control room renovation will also provide accommodations for the employees of the Network Operations Center.

5. NON-REVENUE REDUCTIONS

During 2023, a project was started to intensify neighborhood inspections and reduce non-revenue. These inspections and identified corrective measures may include grid changes and improvements, for which a total amount of Cg 2.5 million has been budgeted for 2025.

A major part of this project involves remediating previously detected and reported altered customer connections. The project is scheduled for completion in July 2025.

Reference is made to section 7.5 for more information on the non-revenue initiative.

6. POWER SUPPLY CHAIN

Aqualectra intends to invest Cg 373.1 million in their Power Supply Chain ("PSC") to ensure reliance and to meet the increasing demand of electricity.



The PSC has encountered several challenges in recent years, including delays in part and material availability, extended lead times, shortages in human resources for structural maintenance, and technical issues in production and grid operations, leading to multiple service interruptions and blackouts.

Ambitious and intentional investments remain imperative in achieving a reliable and demand-driven power supply in the upcoming years. Investments in power production are guided by a two-fold strategy: reducing tariffs for consumers while enhancing production capacity to meet the anticipated peak demand growth in 2025 and 2026.

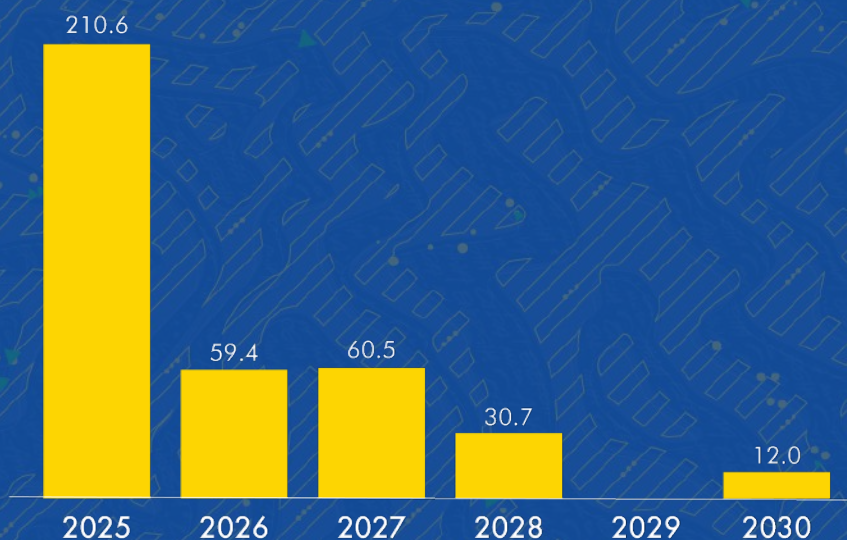
The repowering of existing wind parks at Tera Cora I and Playa Canoa will be pursued through PPA's but will require grid upgrades, along with investments in battery storage systems to enhance grid stability and efficiency.

A significant portion of the plant investments will be allocated to the construction of the new 40 MW power plant (named as Plant SALU) at the Isla site and completion of BESS 1 at Dokweg, which was signed and committed during 2024. Construction of the SALU plant is scheduled to start in early 2025, with commissioning anticipated by the end of 2025 and handover in early 2026.

Further, the engines at the Dokweg II plant will be converted to run on heavy fuel oil instead of light fuel oil. This conversion is largely aligned with the planned lifetime-extension maintenance of these engines.

Improvements are needed for the electricity distribution grid to ensure that protection settings and grid structure will endure the increasing demand. Replacement of aging infrastructure, the addition of new power transformers and advanced protection systems are needed for the infrastructure to grow with demand.

CAPITAL EXPENDITURE PER YEAR (Cg 'M)



7. WATER SUPPLY CHAIN

Aqualectra plans to invest Cg 115.8 million in a new water plant, remediation of service lines and general grid investments.

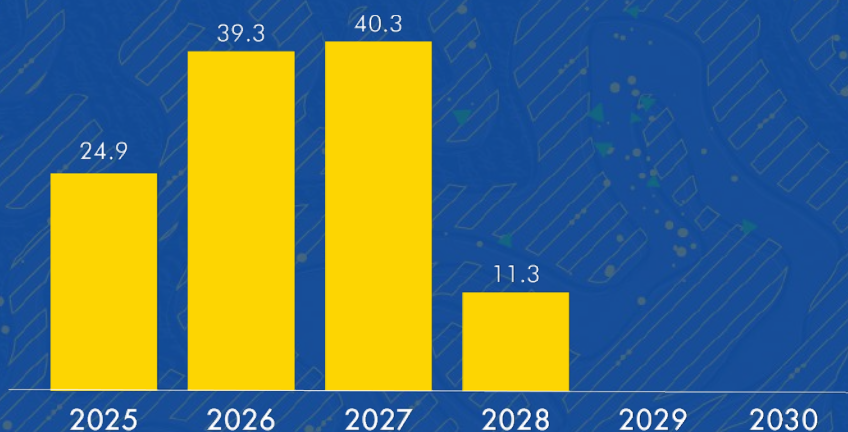
Aqualectra has been producing water with its own plant at Fuik and through a water purchase agreement from a plant at Mundu Nobo. The construction of a new water plant at Hato West is a key priority for Aqualectra. After completion of the new water plant, water supply from Mundu Nobo will be relocated, which is planned to be finalized in 2026.

The investments in the water grid are diverse and are designed to strengthen the infrastructure, improve water supply reliability, and enhance the capacity to meet a growing demand. The investments in water production are primarily associated with the new water plant in Hato West. The company Seven Seas is trusted to deliver such plant according to the Build Own Operate and Transfer ('BOOT') agreement recently entered into. The plant investments are mostly related to the new water plant, such as a buffer tank of 10 - 15m³ on site and the export pump system.

Investments in the transport and distribution equipment include grid connections and the construction of a transmission pipeline linking storage tanks at Manuel Cuyper, Zwarteberg, and Stenen Koraal, as well as the expansion of the Cocorie water storage tank to a capacity of 10m³.

Additionally, service line remediation is planned based on identified problem areas and scheduled maintenance will continue in 2025 and beyond.

CAPITAL EXPENDITURE PER YEAR (Cg 'M)



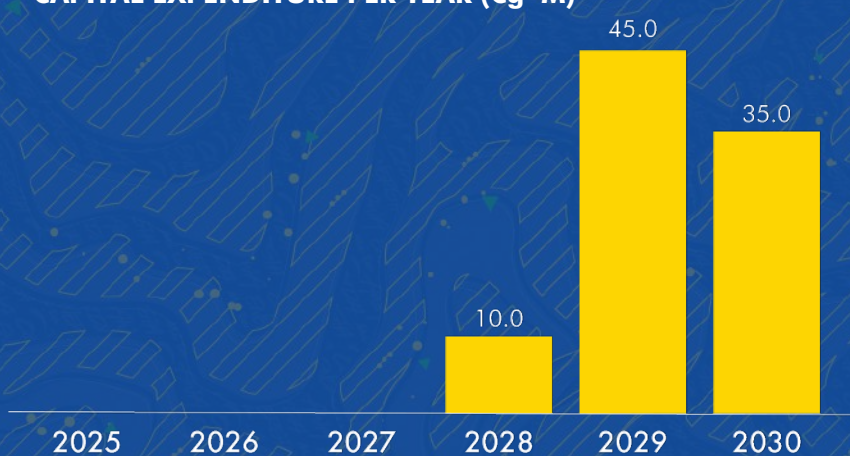


8. PLACEHOLDER

Aqualectra's capex budget has historically always surpassed the Cg 40-50 million mark. However, forecasting to all the years in the scope of the forward-looking projections is a challenge. That is why a placeholder of Cg 90 million is included for the years where the identified projects are below the Cg 50 million mark.

As time progresses, specific and necessary projects are identified which will replace the placeholders, ultimately before setting the annual budget for the following year.

CAPITAL EXPENDITURE PER YEAR (Cg 'M)



6.7 SUSTAINABILITY — ESG

Aqualectra is committed to powering a greener future by reducing its environmental footprint and decreasing reliance on fossil fuels. Through the integration of ethical, environmental, and social principles into its decision-making processes, Aqualectra creates long-term value for both its business operations and stakeholders.

As a holder of ISO 9001 and ISO 14001 certifications, Aqualectra also upholds internationally recognized standards and continues to align with other relevant best practices across the utility sector. Above all, Aqualectra systematically aligns its strategic initiatives to drive continuous operational transformation – underscoring its determination to foster a more sustainable environment and a brighter future for the people of Curaçao.

SUSTAIN RESPONSIBLE OPERATIONS

Aqualectra is committed to minimizing its environmental footprint and reducing dependence on fossil fuels. To support this transition, Aqualectra will expand its renewable energy capacity by adding a 22 MW wind park and constructing a 10 MW solar PV park, both integrated with battery energy storage systems of 25 MWh and 30 MWh, respectively. Additionally, Aqualectra will initiate negotiations to repower the aging wind parks, Tera Kòrá I and Playa Kanoa, by replacing existing turbines with larger and more efficient models, thereby enhancing output and increasing the share of green energy in its production mix.

RELIABILITY

Aqualectra is committed to strengthening its position as a reliable provider of electricity and water services in Curaçao by investing in the Power Supply Chain. This includes comprehensive grid maintenance and restructuring, as well as upgrades to existing power and water production facilities to minimize blackouts, reduce service interruptions, and address technical challenges. Additionally, Aqualectra is constructing a new power plant to ensure capacity meets growing demand, further enhancing the resilience and stability of the island's utility infrastructure. Aqualectra believes in delivering reliable energy today while protecting the planet for tomorrow, ensuring that its infrastructure investments support both operational excellence and long-term environmental stewardship.

CONSCIOUS CONSUMPTION

Aqualectra is dedicated to raising awareness and educating the public on the importance of conserving water and electricity. In August 2023, Aqualectra launched an educational campaign aimed at promoting conscious resource usage. The campaign focuses on practical, actionable tips shared with customers to encourage behavioral changes and reduce unnecessary consumption, ultimately fostering a more sustainable and efficient use of utilities. Aqualectra believes that smart consumption drives sustainability, which is why it actively promotes the efficient use of energy as part of its commitment to being a responsible and engaged community partner.



PEOPLE—CENTRIC APPROACH

A strong commitment has been made to embrace a people-centric approach, which underlines the purpose of Aqualectra to add value to the lives of the people of Curaçao. To demonstrate this commitment, Aqualectra has initiated the island-wide rollout of smart metering infrastructure to streamline meter readings, enable automatic fault detection, and support remote connection and disconnection. Aqualectra has also introduced an innovative customer service model designed to address customer needs more directly and improve overall satisfaction. These efforts are complemented by continued investment in human capital to strengthen internal capabilities and service delivery. Aqualectra believes in empowering individuals by enabling responsible energy choices.

EMPLOYEE EMPOWERMENT

Aqualectra has developed a comprehensive people strategy that will guide its approach to workforce development over the next several years. This strategy is built on a clear understanding that Aqualectra's success is directly tied to the well-being and growth of its employees. Aqualectra's people purpose statement — "To empower our teams and communities by fostering a supportive environment that promotes growth, collaboration, and continuous improvement, while delivering excellent utility services and contributing to community well-being"— is the cornerstone of this strategy.

To bring this strategy to life, the following set of behaviors need to be adopted:

1. **EMPOWERMENT** - Empowerment means giving individuals the autonomy and trust they need to make decisions, take ownership of their work and contribute to Aqualectra's success
2. **INVESTMENT IN PROFESSIONAL GROWTH** - Prioritize learning and development opportunities to help employees grow their skills, expand their knowledge, and advance in their careers
3. **PSYCHOLOGICAL SAFETY AND INCLUSIVITY** - Psychological safety means that employees feel comfortable expressing their ideas, taking risks and making mistakes without fear of retribution or judgment. Promoting a culture where diversity is celebrated, where all voices are valued and where individuals from all backgrounds feel included and respected
4. **SERVANT LEADERSHIP** - Encourage a shift toward servant leadership, where leaders are focused on serving their teams, removing barriers to success, and helping employees achieve their full potential
5. **ALIGNMENT WITH COMMUNITY IMPACT** - By aligning its people's strategy with its broader corporate social responsibility goals, employees are engaged in initiatives that contribute to the well-being and engagement of the community

- 6. COLLABORATION & TEAMWORK** - Promote cross-functional teamwork and ensure that silos within the organization are broken down
- 7. GOAL-ORIENTED STRUCTURES** - Align employee performance with the organization's broader strategic objectives. This means setting clear goals, providing regular feedback and ensuring that employees understand how their work contributes to Aqualectra's overall mission
- 8. EMPLOYEE WELLBEING** - Offering comprehensive health and wellness programs, promoting work-life balance and providing support for mental health. A healthy and happy workforce is essential to success as an organization. Aqualectra believes that a sustainable mindset is achieved when employees lead with knowledge and purpose, and this begins by fostering a workplace environment that prioritizes both physical and mental well-being.

6.8 CYBER SECURITY & RISKS

As Aqualectra continues to advance its digital infrastructure – spanning SCADA systems, AMI, and customer facing platforms – cybersecurity has become an essential pillar of operational resilience. The growing reliance on connected systems increases exposure to risks such as unauthorized access, data breaches, service disruptions, and ransomware attacks, all of which could impact service delivery and customer confidence.

To mitigate these threats, Aqualectra has adopted a comprehensive cybersecurity strategy aligned with international standards (ISO 27001). This includes advanced monitoring through firewalls and intrusion detection systems, strict access controls such as multi-factor authentication, and network segmentation to isolate operational technology from business IT environments.

Aqualectra also maintains an active Cyber Incident Response Plan (CIRP), conducts regular vulnerability assessments, and implements backup and disaster recovery protocols to ensure continuity in the event of a cyber event. These efforts are further supported by third-party cybersecurity audits, contractual safeguards, and compliance with local and international data protection regulations.

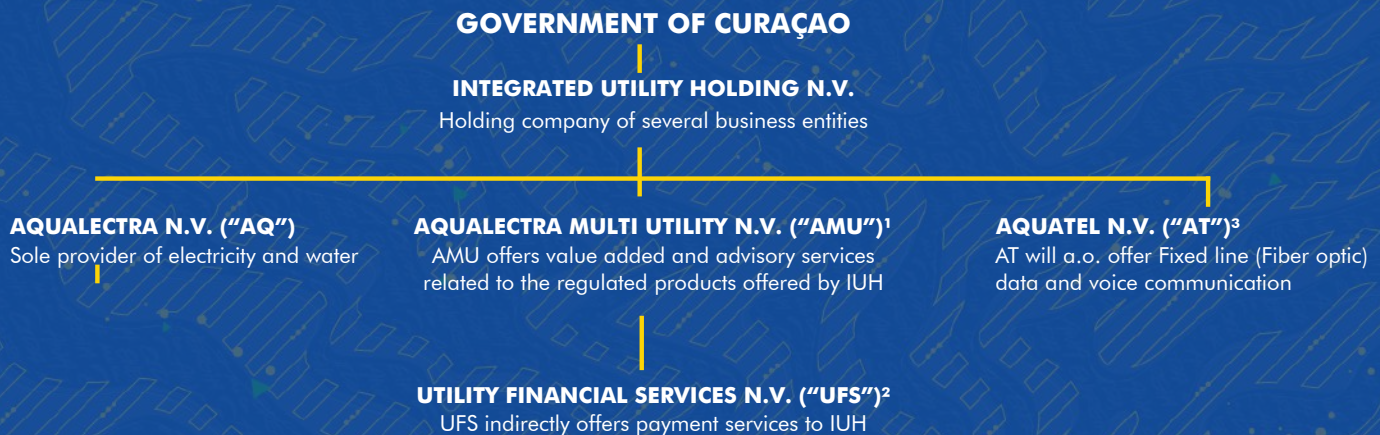
In addition to technology-focused measures, Aqualectra invests in cybersecurity awareness training for employees and supports educational initiatives for customers on safe digital practices. These initiatives are closely integrated with its broader digital roadmap, including the rollout of SAP S/4HANA and smart grid systems.

By embedding cybersecurity into every layer of its digital operations, Aqualectra reinforces its commitment to safeguarding infrastructure, protecting customer data, and ensuring uninterrupted delivery of essential utility services.



6.9 GROUP STRUCTURE

Integrated Utility Holding N.V. is the holding company of four business units. The legal structure, including purpose of the entity, is as follows:



¹ Business activities include, but are not limited to, streetlight infrastructure (revenue & maintenance) and second-grade water services.

² Business activities mainly include secure payment services including a mobile Wallet App (1000+ users), for online payments as opposed to POS (near future). Business customers include merchants and Curaçao's tax collection agency

³ Business activities will include fixed internet and voice services, value-added solutions, and open network access, with a primary focus on serving the B2B (Business-to-Business) and B2G (Business-to-Government) segments, based on commercialization of



¹Aqualectra Multi Utility N.V. (AMU)

In the renewable energy space, AMU primarily provides solar energy solutions to commercial and governmental clients. While residential customers are not its core focus, AMU maintains a strong and growing residential portfolio.

In the mobile payment sector, AMU—through its subsidiary **²Utility Financial Services N.V.**— offers secure and user-friendly payment gateways and financial transaction services. AMU also plans to expand its offerings by launching a mobile wallet in the near future. With the recent market exit of Pagomatiko, AMU has already experienced a significant uptick in transaction volumes.

³AquaTel N.V.

Established in January 2025, Aquatel aims to deliver reliable, high-speed internet and fixed VoIP services tailored to the needs of residential, business, and government users.

Its product portfolio will feature a diverse range of offerings adapted to each market segment. For business and government clients, Aquatel will offer customized, scalable solutions designed to improve operational efficiency and enable seamless integration. For consumers, the focus will be on delivering high-performance connectivity, ease of use, and exceptional customer support.

To realize this strategy, Aquatel will leverage the overcapacity of Aqualectra's fiber optic network. Both Aquatel and Aqualectra will invest in the network – each for distinct but complementary objectives. Aqualectra's investments are aimed at enhancing electricity grid management, enabling smart grid integration, and supporting the rollout of smart electricity and water meters. Aquatel's investments will focus on commercializing the excess capacity of the fiber network for telecommunications and internet services.

By jointly investing in this critical infrastructure, both entities aim to unlock the full potential of the fiber optic network and extend its value far beyond its current utility applications.



6.10 CORPORATE GOVERNANCE

The Issuer’s corporate governance structure is as follows:





The following Board of Supervisory Directors are on seat:

Mr. Renny Oehlers was appointed in February 2024 and joined as Chairman of the Board of Supervisory Directors and as a technical expert.

- Mr. Oehlers has prolonged experience in the telecommunications industry, having fulfilled several management positions at key public & private companies on the island of Curaçao.

Mr. Kenrick Martis was appointed in September 2023 Mr. Kenrick Martis as a member of the Board of Supervisory Directors as a legal expert.

- Mr. Martis has years of expertise in the legal field, having fulfilled several advisory & management roles at relevant private and public entities on the island of Curaçao.

Mr. Rygane Manuel was appointed in April 2024 as a member of the Board of Supervisory Directors as a business economics expert.

- Mr. Manuel has significant experience within the banking field, having fulfilled several management positions at important private & public companies on the island of Curaçao.

Mr. Melvin Statia was appointed in April 2024 as a member of the Board of Supervisory Directors as an HR expert.

- Mr. Statia has multiple years of experience within the human resource field, having fulfilled several management roles at important companies abroad and also on the island of Curaçao.

Mr. Geomaly Martes was appointed in April 2024 as a member of the Board of Supervisory Directors as a financial expert.

- Mr. Martes has extensive experience in the financial industry, having fulfilled several senior management positions at critical public companies on the island of Curaçao.

These appointments continue to strengthen the board's governance structure, ensuring stability, expertise, and strategic oversight as Aquallectra progresses towards achieving the group's objectives.

6.10.1 SUBSIDIARIES

The Issuer is the sole shareholder of the subsidiaries Aquallectra N.V., Aquallectra Multi Utility N.V. and AquaTel N.V.

Reference is made to Section 6.9 (Group Structure).

6.10.2 RESERVED MATTERS

SHAREHOLDER RESERVED MATTERS

According to the Articles of Association of IUH, the following matters (each a "Shareholder Reserved Matter") require the prior approval of the general meeting of shareholders:

- a. decisions to perform or omit actions that result in a significant change in the identity or character of the company or its business;
- b. such decisions as the General Meeting may designate in writing as requiring its approval;
- c. exercising control rights in group companies, insofar as it concerns granting approval to the management of such companies for decisions that would require shareholder approval if taken by the company's own Board.

SUPERVISORY BOARD RESERVE MATTERS

According to the Articles of Association of IUH, the following matters (each a "Supervisory Board Reserved Matter") require the prior approval of the supervisory board:

- a. issuance and acquisition of shares in and debt instruments issued by the company;
- b. cooperation in the issuance of depositary receipts for shares;
- c. application for listing or delisting of the securities referred to under a. and b. on any stock exchange;
- d. binding the company for the debts of another party, whether by guarantee or otherwise;
- e. granting loans by the company as creditor;
- f. entering into loans by the company as debtor;
- g. pledging or encumbering the company's assets as security;
- h. investing the company's assets in risk-bearing capital;
- i. entering into legal transactions involving an interest of more than one million (1,000,000) units of the official currency of Curaçao;
- j. acquiring, disposing of, encumbering, leasing, letting, establishing, or renovating real estate;
- k. entering into or terminating a long-term cooperation agreement with another legal entity or company;
- l. acquiring or disposing of a participation in the capital of another company, or increasing or decreasing such participation;
- m. exercising control rights in companies in which the company holds shares and which are part of the group;
- n. proposals to amend the articles of association;
- o. proposals to dissolve the company;
- p. filing for bankruptcy or suspension of payments;
- q. termination of employment of a significant number of employees of the company or its subsidiaries simultaneously or within a short period;



- r. significant changes in the working conditions of a substantial number of employees of the company or its subsidiaries;
- s. expanding the company's activities with a new line of business or closing down the company or a substantial part thereof;
- t. initiating legal proceedings, except for urgent or conservatory measures or actions for the collection of receivables;
- u. granting of powers of attorney or continuous representation authority.

6.10.3 PRIOR DECISION MAKING

For the purpose of this Prospectus, the board of managing directors has received the required prior written approval from the Supervisory Board for the issuance of the Bonds and all members of the board of managing directors have unanimously agreed with these transactions.

6.10.4 ARTICLES OF ASSOCIATION

The articles of association of IUH have lastly been amended on 24 December 2024, for purposes of amending the scope of activities included in the objects clause. The object clause now explicitly includes that IUH may participate or invest in telecommunication companies.

7. FINANCIAL INFORMATION

7.1 CONSOLIDATED HISTORICAL FINANCIALS

Consolidated Historical Financials are based on audited financial statements for all years as seen below.

P&L

Consolidated income statement

ANG/Cg '000	FY21A	FY22A	FY23A	FY24A
Sales	514,487	596,203	590,306	628,255
Cost of sales	(233,003)	(335,918)	(322,574)	(320,645)
Gross profit	281,484	260,285	267,732	307,610
Personnel costs	(94,167)	(103,262)	(106,823)	(111,919)
Repair, maintenance & operations	(28,934)	(33,166)	(47,236)	(56,210)
Other operating expenses	(38,945)	(41,941)	(37,128)	(38,367)
Operating expenses	(162,046)	(178,369)	(191,187)	(206,496)
Depreciation, amortisation & other non-cash items	(78,392)	(52,538)	(56,025)	(63,686)
Operating Profit	41,046	29,378	20,520	37,428
Interest income (expenses)	(10,129)	(9,765)	(10,221)	(12,871)
Net income/ (loss) before profit tax	30,917	19,613	10,299	24,558
Profit tax	(2,970)	(3,881)	(316)	(1,896)
Net results	27,947	15,732	9,983	22,663

Net revenue considerably increased in 2022 compared to 2021 from a total of ANG 514 million to ANG 596 million. The incline in revenue is largely due to significant tariff increases, while actual demand increased only slightly:

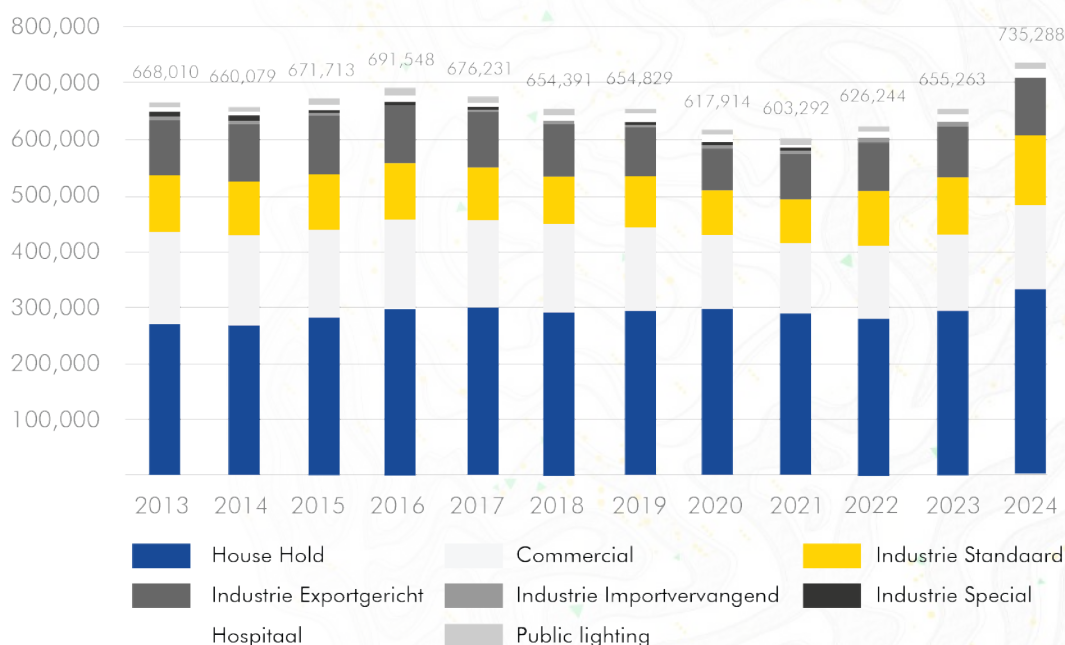
The electricity tariff was on average ANG 0.7451/kWh in 2022, compared to ANG 0.6445/kWh in 2021, an increase of 16%. Similar for water, the tariff increased from an average of ANG 11.0890/M³ in 2021 to ANG 11.6193/M³ in 2022, an increase of 5%.

Electricity sales volume increased by 3.8% from 603,292 MWh to 626,244 MWh, and water sales by 1% from 9,776,000 M³ to 9,896,000 M³ during that period.

With electricity and water demand further increasing in 2023 and 2024 due to economic growth and tourism, net revenue continued to climb to ANG 628 million.

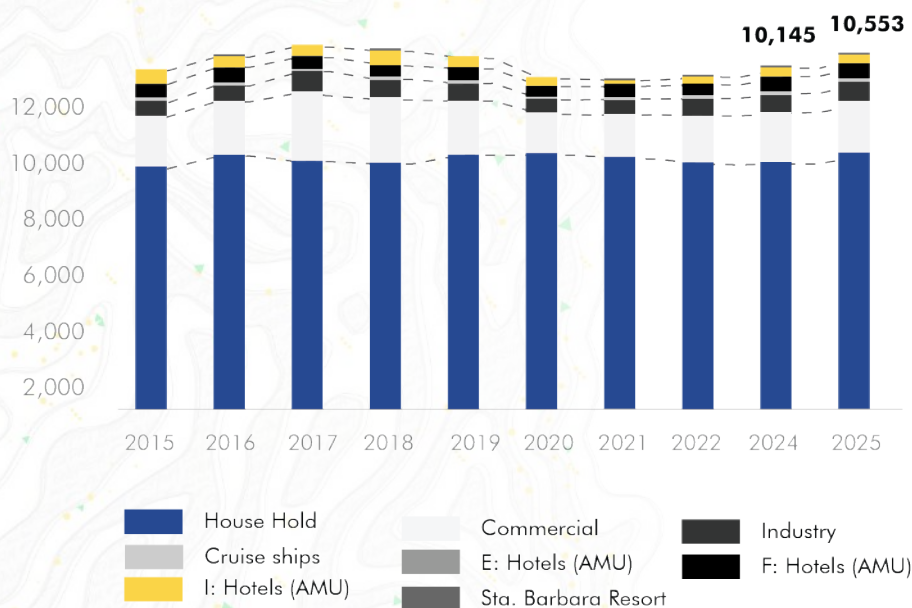
The following table reflects the demand growth during the last 9 years up to and including 2024.

ELECTRICITY SALES IN MWH





SALES WATER IN M3



DIRECT COSTS

Direct costs spiked significantly in 2022 due to much higher fuel expenses, due to (1) higher international fuel prices at the time and (2) the powering of a less efficient back-up plant at Mundo Nobo (requiring more fuel), while repairs were being carried out at Dokweg. High fuel costs continued throughout 2023 and 2024 due to higher production to keep up with demand.

PROFITABILITY

Net results have fluctuated historically, impacted by movements in asset depreciation and general expenses such as repair & maintenance work.

Consolidated balance sheet

ANG/Cg '000	FY21A	FY22A	FY23A	FY24A
Fixed assets	645,932	646,936	655,228	736,520
Inventories	44,147	75,387	106,229	99,249
Trade accounts receivable	173,838	186,199	206,797	191,313
Other receivables	11,392	23,240	29,515	41,995
Cash & cash equivalents	40,478	25,189	18,918	64,053
Current assets	269,855	310,015	361,459	396,611
TOTAL ASSETS	915,787	956,951	1,016,687	1,133,131
Equity	407,708	424,686	434,817	457,689
Financial liabilities (non-current + current)	254,183	239,658	225,134	378,234
Leases	19,906	16,690	20,137	18,689
Customer deposits	10,881	11,367	27,704	28,572
Provisions	78,913	72,039	76,695	53,169
Non-current liabilities	363,883	339,754	349,670	478,665
Trade accounts payable	56,776	75,360	90,412	76,442
Current tax payable	-	3,004	3,243	2,129
Overdraft	-	11,038	29,460	23,213
Other liabilities	87,420	103,108	109,085	94,993
Current liabilities	144,196	192,511	232,200	196,777
TOTAL EQUITY AND LIABILITIES	915,787	956,951	1,016,687	1,133,131

Notable changes to the Issuer's balance sheet include the increase in financial liabilities from 2023 to 2024 due the drawdown of loan facilities, leading also to an increase in the cash position. Trade accounts payable spiked in 2023 but was able to be reduced in 2024 mostly due to recoupments from Curoil/PDVSA and government institutions.

7.2 FINANCIAL FORECAST AND PROJECTIONS

The forecast is based on the projections of Management, including assumptions on demand trends, GDP growth, inflation, utility price development and other relevant economic developments.

PROFIT & LOSS STATEMENT

Consolidated income statement

ANG/Cg '000	FY25F	FY26F	FY27F	FY28F	FY29F	FY30F
Sales electricity and water	616,645	629,411	593,638	589,088	594,718	597,163
Recovery	(4,024)	(16,154)	(11,969)	-	-	-
Value added services	2,868	4,113	4,469	4,846	5,247	5,673
Service Level Agreement Income	3,522	3,633	3,807	3,990	4,183	4,387
Bill payment services income	291	469	499	509	-	-
Other revenues	7,886	8,790	11,965	30,673	7,852	7,878
Sales	627,189	630,263	602,408	629,107	612,000	615,101
Direct cost production	(276,849)	(270,515)	(234,114)	(233,104)	(234,813)	(234,030)
Other direct cost of sales	(5,058)	(5,388)	(5,563)	(5,719)	(5,855)	(5,992)
Cost of sales	(281,908)	(275,902)	(239,676)	(238,823)	(240,668)	(240,022)
Gross profit	345,281	354,360	362,732	390,284	371,332	375,079
Personnel costs	(109,408)	(110,444)	(110,776)	(111,084)	(111,627)	(112,207)
Reorganization expense	-	-	-	-	-	-
Personnel costs - subtotal	(109,408)	(110,444)	(110,776)	(111,084)	(111,627)	(112,207)
Repair, maintenance & operations	(49,581)	(53,246)	(48,582)	(47,794)	(43,203)	(48,557)
Customer Relations Service fees	(4,866)	(4,900)	(4,992)	(5,088)	(5,188)	(5,292)
General expenses	(45,364)	(42,896)	(41,748)	(41,206)	(41,994)	(42,797)
Provision bad debt	(542)	(795)	3,465	(219)	(609)	(310)
Other operating expenses	(100,353)	(101,837)	(91,855)	(94,307)	(90,994)	(96,956)
Operating expenses	(209,761)	(212,281)	(202,632)	(205,390)	(202,621)	(209,163)
EBITDA	135,520	142,079	160,100	184,894	168,711	165,916
Other (post) employment benefits (net)	(3,652)	(3,796)	(3,826)	(3,354)	(2,881)	(2,909)
Depreciations fixed assets	(57,741)	(66,520)	(72,013)	(74,448)	(75,524)	(76,987)
Amortization intangible assets	(4,579)	(4,845)	(5,046)	(5,050)	(5,053)	(5,056)
Depreciation right of use assets	(4,325)	(2,793)	(2,203)	(2,095)	(2,203)	(2,095)
Impairment	-	-	-	-	-	-
Depreciation and amortisation	(70,297)	(77,953)	(83,089)	(84,946)	(85,661)	(87,047)
EBIT	65,223	64,126	77,011	99,948	83,050	78,869
Interest income (expenses)	(28,028)	(38,311)	(33,757)	(31,088)	(28,554)	(26,521)
Net income/ (loss) before profit tax	37,194	25,814	43,254	68,860	54,497	52,347
Profit tax	(884)	(4,088)	(7,336)	(13,371)	(10,525)	(10,175)
Net results	36,311	21,726	35,918	55,489	43,972	42,173



NET REVENUE

Net revenue is expected to reduce from ANG 628.3 million in FY24 to Cg 615.1 million in FY30. The downward trend in revenue can be attributed to two main components of the revenue stream: (1) electricity and (2) water.

- Electricity revenue is forecast to slightly decrease. Electricity tariffs are projected to decrease by 14% from FY24 until FY30 due to the declining fuel component in the tariff, offset by the projected increase in demand of 128% over the same period. As Aqualectra's current net revenue comes from c. 80% electricity, this is the main driver of the downward trend.
- Water revenue is forecast to slightly decrease. Demand is projected to increase by 9% from FY24 until FY30, offset by a declining water tariff of 10% over the same period, due to the decreasing fuel component.

DIRECT COSTS

Direct costs are mainly related to energy costs, which consist of a mix of fuel and electricity from solar and wind farms. Historically, fuel represented the main source of energy, the cost of which was also heightened in the previous years following the spike in energy prices.

Going forward, the Issuer projects the fuel costs to go down, both through reduced usage, as well as reduced expenses based on a shift from MGO to MFO.

The reduced fuel usage is compensated by increased usage of mainly wind energy, for which Aqualectra is making investments in order to increase output.

OPERATING EXPENSES

Operating expenses as a whole are forecasted to remain fairly stable in the following years. Main cost categories are as follows:

- Personnel Costs: The rightsizing project was completed in November 2024, for which a number of employees were terminated by Aqualectra and also includes the outsourcing of the laboratory and internal audit departments. Going forward, the salary structure will remain unchanged, as Aqualectra plans to negotiate a fixed lump-sum compensation for inflation instead of periodic salary increases.
- Repair, maintenance & operations: Mainly consists of (a) material usage electricity and service maintenance electricity (combined c. 3/4 of 2024 budgeted expenses)
 - Material usage electricity: Saw an increase in 2024 which can be attributed to a number of interruptions encountered, resulting in the need for more materials than initially planned. The market's high demand led to materials being more expensive than usual. The material usage for 2025 and beyond is expected to decrease as less interruptions are expected. Furthermore, the future introduction of wind park IV and the repowering of Playa Kanoa and Tera kòrá I, leading to a higher penetration rate of renewable energy, will result in lower maintenance costs as the reliance on powerplants decreases

- Service maintenance electricity: Registered an increase in 2024 which is primarily due to a higher demand than usual, which has led to the production by all available engines. Consequently, the planned engine preventive maintenance (PM) activities for smaller service hours were not carried out as scheduled. Similar to as described above, the electricity maintenance costs are expected to remain high due to the growing overall demand
- General Expenses: Consists of a number of different expenses including Housing & ICT, office expenses, communications & PR, insurance and consultancy expenses
 - * Housing & ICT are expected to significantly increase in 2025 due to the addition of new licenses of S4/HANA, SCADA and Citrix (see section 6.6 under 3. Information Technology for details)
 - * Consultancy expenses are expenses for activities for which the necessary internal expertise is not (sufficiently) available. For the year 2025 an increase is expected due to the expertise needed for the implementation of the Battery Energy Storage Systems (BESS) alongside a new operational framework. After the year 2025, a decline is expected of 40% (2025-2030) primarily due to reduced expenditures in the legal and HR departments. This reduction can be attributed to strategic recruitments made in the IT and legal departments, aimed at reducing consultancy expenses and enhancing in-house expertise and knowledge
 - * Most of the other expenses are projected to remain relatively stable or increase with inflation. Combined with the consultancy expenses decreasing, total general expenses are projected to slightly decrease from 2026 – 2028 and remain relatively flat after

PROFITABILITY ANALYSIS

With the tariff regulations currently in place, pass-through of direct and indirect costs is safeguarded, hence, the development of gross profit and operating expenses are prominent in any financial analysis of Aqualectra.

With the envisaged investments, direct costs are expected to decrease significantly during the coming years, while non-revenue percentages also decrease with the implementation of AML. This results in a generous increase in the gross profit.

The reduction in direct costs of production, mainly due to reduced fuel usage, has the largest impact on the profitability margins. Operating expenses (mainly Repair & Maintenance expenses), fluctuate in the forecasted period, increasing in 2026 and 2030 but decreasing overall in comparison with 2024. This is due to the increase of renewable energy penetration over the years being offset by overall high electricity demand, leading to a certain level of (service) material usage and inventory of components.



The above developments are expected to result in a strong EBITDA, which solidifies over the years as the reasonable return (WACC) as stipulated by the Regulator, is expected to be increasingly realized during the coming years.

NET PROFIT

Concluding, from 2024 onwards the Issuer anticipates an increase in Net Profit until 2030, with an exception in 2026 due to capital charges, mostly driven by a decrease in direct production costs and improvements in efficiency.

Consolidated balance sheet

ANG/Cg '000	FY25F	FY26F	FY27F	FY28F	FY29F	FY30F
Property, plant, equipment and w.i.p.	931,806	1,009,360	1,050,974	1,028,124	1,001,900	974,862
Intangible asset	39,361	38,556	36,560	31,561	26,558	21,552
Other non-current financial assets	34,063	34,063	34,063	34,063	34,063	34,063
Deferred tax asset	5,670	-	-	-	-	-
Right of use Asset	13,489	10,696	11,735	9,641	10,680	8,585
Fixed assets	1,024,389	1,092,675	1,133,332	1,103,388	1,073,200	1,039,062
Inventories	69,081	72,666	76,547	76,105	59,539	58,087
Trade accounts receivable	179,291	164,299	145,893	147,353	148,993	149,978
Regulatory receivable	-	-	-	-	-	-
Intercompany Receivables	-	-	-	-	-	-
Other receivables	24,043	10,089	11,773	13,537	15,385	17,325
Cash & cash equivalents	111,191	147,198	136,515	162,446	198,780	236,676
Loan - MJP	13,885	13,885	13,885	13,885	13,885	13,885
Loan - Existing consortium	-	-	-	-	-	-
Loan - New local/regional	589,000	629,828	590,641	551,453	512,266	473,078
Loan - Bond	75,000	75,000	75,000	75,000	75,000	75,000
Supplier financing	6,985	26,767	19,157	4,961	(0)	(0)
Financial liabilities (non-current + current)	684,870	745,480	698,683	645,299	601,150	561,963
Leases	15,141	12,348	13,388	11,293	12,332	10,238
Customer deposits	29,963	29,347	29,950	30,266	30,586	30,909
Provisions	43,424	39,431	38,034	36,622	37,162	37,701
Non-current liabilities	773,398	826,606	780,055	723,480	681,230	640,811
Trade accounts payable	66,363	61,923	56,989	57,141	57,187	58,058
Intercompany Payable	-	-	-	-	-	-
Current tax payable	24	-	7,336	13,371	10,525	10,175
Overdraft	-	-	-	-	-	-
Other liabilities	74,204	84,248	108,030	101,695	95,844	98,800
Current liabilities	140,591	144,588	172,355	172,208	163,556	167,033
TOTAL EQUITY AND LIABILITIES	1,407,995	1,486,928	1,504,060	1,502,827	1,495,898	1,501,128

The asset side of the balance sheet changes significantly in the forecasted period, related to the extensive investment plan the Issuer intends to execute in the medium-term. As mentioned, the Issuer intends to invest Cg 731 million in their future operations.

The total PPE will increase significantly between December 2024 and December 2025 from ANG 642.1 million to Cg 928.5 million, due to investments in Power and Water supply chain, as well as ongoing investments in the AMI project (Customer connections).

The increase in assets from 2024 to 2025 is financed by the new loan facilities and a bond issuance (total increase in non-current liabilities from ANG 478.7 million in 2024 to Cg 773.4 million in 2025). Meanwhile, current liabilities decrease over the same period from ANG 196.8 million to Cg 140.6 million due to repayment of the bank overdraft and a reduction of accounts payable and other liabilities.

Trade working capital has shown some swings in recent years, mainly due to the following items:

- **INVENTORY:** Material parts reached their peak in 2024 related to projects scheduled for 2025. These parts were purchased in advance to ensure timely arrival and will be kept in inventory until needed for successful project completion. However, as renewable energy penetration surpasses 70% through wind farm repowering, a gradual decrease is projected in inventory over time for both fuel and material parts needed for the power plants
- **TRADE ACCOUNTS RECEIVABLES:** The trade accounts receivables have experienced a significant decrease in the year 2024, owing to the persistent efforts of the commercial department and collection agencies to recover outstanding amounts. Based on these efforts trade accounts receivables are projected to experience further decreases in the coming years

Consolidated statement of cash flow

ANG/Cg '000	FY25F	FY26F	FY27F	FY28F	FY29F	FY30F
EBITDA	135,520	142,079	160,100	184,894	168,711	165,916
Δ Net working capital	2,502	29,687	37,386	(5,967)	1,864	(582)
Δ Provisions	(9,746)	(3,992)	(1,397)	(1,412)	540	540
Δ Deferred tax assets	1,050	5,670	-	-	-	-
Taxes	(884)	(4,088)	(7,336)	(13,371)	(10,525)	(10,175)
Operating cash flow	128,442	169,356	188,753	164,144	160,590	155,699
Net investments in fixed assets	(333,151)	(152,855)	(119,920)	(51,647)	(52,592)	(50,000)
Free cash flow	(204,709)	16,501	68,833	112,496	107,998	105,699
Movement in fixed financial assets	-	-	-	-	-	-
Movement in debt (excl. overdraft)	303,089	57,817	(45,758)	(55,478)	(43,110)	(41,282)
Financial result ¹	(28,028)	(38,311)	(33,757)	(31,088)	(28,554)	(26,521)
Net cash flow	70,351	36,007	(10,682)	25,930	36,334	37,895
Movement in overdraft	(23,213)	-	-	-	-	-
Change in cash	47,138	36,007	(10,682)	25,930	36,334	37,895

¹ Financial result refers to financial net (interest) expenses related to debt.



The capex projections include substantial investments in FY24 and FY25. This results in negative free cash flow for those year, highlighting the need for (new) debt drawdowns.

Aqualectra anticipates funding its investment plan through the infusion of new debt capital in FY25, in addition to the cash generated by the business (operating cash flow).

7.3 FINANCING AND DEBT POSITION

Aqualectra aims to bring in debt from different sources to meet the funding requirements of the investment plan. The table below shows the outstanding projected debt by source for each year until 2030.

Cg '000	FY25F	FY26F	FY27F	FY28F	FY29F	FY30F
Loan - New local/regional	589,000	629,828	590,641	551,453	512,266	473,078
Loan - Bond	75,000	75,000	75,000	75,000	75,000	75,000
Supplier financing	6,985	26,767	19,157	4,961	(0)	(0)
Total	670,985	731,595	684,798	631,414	587,266	548,078
Overdraft Facility	25,000	25,000	25,000	25,000	25,000	25,000

LOAN — NEW LOCAL/REGIONAL

The new loan, for a total of cg 664 million plays a key part in aqualectra's financing, as it refinanced the 2018 consortium loan (amended in 2024) and increased the total senior debt financing.

BOND

This current bond offering worth Cg 75 million, which will be open for public subscription.

SUPPLIER'S CREDIT

There are various CAPEX projects that entail civil or construction work and will be executed by local contractors. Instead of approaching it project by project and dealing with contractor by contractor, Aqualectra bundled these projects and assigned them (through a tender process) to three larger contractors in September of 2024. The contractors must plan, execute and pre-finance the work package, whereas Aqualectra has paid a fixed monthly amount from inception.

OVERDRAFT FACILITY

Included in the consortium loan amended in 2024, was a credit facility of up to ANG 30 million. This credit facility has been tapped into during the past year but was never maximized, proving Aqualectra's prudence in its cash management. It is the intention to request a similar credit facility as contingency for up to Cg 25 million this time around.

RATIO ANALYSIS

The majority of the debt is expected to be drawn in 2025, as reflected in the ratios presented below. However, the corresponding investments beginning in 2025 are projected to drive higher EBITDA over the forecast period, supporting acceptable debt service coverage and leverage

Cg '000	FY25F	FY26F	FY27F	FY28F	FY29F	FY30F
EBITDA	135,520	142,079	160,100	184,894	168,711	165,916
Solvency Ratio	35%	35%	37%	40%	44%	46%
DSCR	2.31x	2.16x	1.80x	2.13x	2.33x	2.54x
Debt/EBITDA	5.17x	5.33x	4.45x	3.55x	3.64x	3.45x
Net Debt/EBITDA	4.34x	4.30x	3.59x	2.67x	2.46x	2.02x

Based on the loan covenants of the current consortium loan in place and financial projections, Aqualectra does not expect to surpass any covenants potentially set out in new loan agreements.

7.4 TAX

Enclosed in appendix B is a summary paragraph which solely addresses the principal Curaçao tax considerations, and ownership or disposal of interest-bearing Bonds in Aqualectra. It does not claim to describe every aspect of taxation that may be relevant to a Bondholder. Any prospective investor in the Bonds should consult his/her/its tax adviser for more information about the tax consequences for him/her/it of acquiring Bonds.

The enclosed summary is based on the tax law of Curaçao (unpublished case law not included) as it stands at the date of this Prospectus. The tax law upon which this summary is based, is subject to change, perhaps with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

8. REGULATION

The regulation in Curaçao consists of different governance codes, articles of association and rules Aqualectra needs to comply with.

The basis of Issuer's regulation is set by Ministerial decree. Its governance structure is set by the law, which is applicable to all private entities and forms the basis of Governance structure.

Derived from the Civil code of Curaçao and the Dutch code Tabaksblat is the Code of Corporate Governance. This code is applicable to State Owned Enterprises (such as the Issuer) and has the status of local law. Another pillar of the Issuer's regulation lies in its Articles of Association, which contain the internal rules and regulations regarding Governance of the Issuer.



1. CIVIL CODE OF CURAÇAO

- Applicable to all private entities
- Forms basis of Governance structure of private entities

2. CORPORATE GOVERNANCE CODE

- Applicable to State Owned Enterprises
- Has the status of local law
- Derived from the Dutch Code Tabaksblat
- Democratic constitutional state in which rule of law applies

3. ARTICLES OF ASSOCIATION

- Internal rules and regulations regarding Governance of the Issuer

4. REGULATION

- Independent regulatory body appointed by Governor (representative of Dutch Government)
- Regulatory body provides advice to the Minister of Economic Development who approves rate cases

Reference is made to section 6.4 (Tariffs) of this Prospectus

9. RISK FACTORS

Prior to investing in the bond issuance of Aqualectra, prospective investors should carefully review all information presented in this Prospectus and, in particular, assess the risk factors outlined below. These risks – whether individually or collectively – could have a material adverse effect on Aqualectra's operations, financial position, or the investment's liquidity.

While the bonds will be listed on the DCSX, there is no assurance that an active secondary market will develop or be sustained. Trading requires the presence of a willing buyer, and investors may face limited opportunities to sell their bonds at preferred times or prices. To mitigate this, the bond structure includes call and put options exercisable 3.5 years after issuance, offering a defined mechanism for early redemption at par plus accrued interest.

Aqualectra has implemented a range of mitigants to manage and reduce the potential impact of the key risks identified below.

The Issuer represents that the list of risks below is not intended to be exhaustive. Other risks, events, facts or circumstances not included in this Prospectus, not presently known to the Issuer, or that the Issuer currently deems to be immaterial could, individually or cumulatively, prove to be important and may have a significant negative impact on the Issuer's group business, financial condition, results of operations and prospects.

**RISKS****NON-REVENUE****DESCRIPTION**

Risk of customers failing to pay bills on time or engaging in illegal electricity and water siphoning, leading to potential revenue

MITIGANTS

- Revenue protection initiatives, including enhanced physical inspection and collection processes, strict disconnection policies, and installation of prepaid water and electricity meters¹.
- The rollout of an Advanced Metering Infrastructure (AMI) aims to detect irregularities and implement preventive measures.
- Strict collection policies which includes disconnection from grid for delinquency.

**RISKS****POLITICAL INFLUENCE ON TARIFFS****DESCRIPTION**

Potential political interference in tariff setting due to government ownership

MITIGANTS

- Independent regulatory framework ensuring tariff adjustments follow legal and economic guidelines.
- Corporate Governance Code safeguards to prevent undue political influence.
- Historical adherence to tariff adjustments without external interference since 2012.
- Strategic engagement with government stakeholders to align financial and operational needs with public interest.

**RISKS****PRICE INCREASES****DESCRIPTION**

Risk of under-recovery of tariffs leading to delayed cost pass-through and financial mismatches.

MITIGANTS

- Regulator-enforced monthly and annual tariff review/adjustment ensuring cost-reflective pricing.
- Under-recovery components included in tariffs with planned recovery periods.
- Two-month lag in fuel cost adjustments to stabilize pricing while ensuring cost recovery.
- Close collaboration with the regulator to align financial planning with macro-economic conditions.



RISKS

INTERNATIONAL FUEL PRICES

DESCRIPTION

Exposure to global fuel price volatility due to reliance on imported fuel.

MITIGANTS

- Gradual transition to renewable energy, with 22MW wind capacity addition and Battery Energy Storage System (BESS) integration (2025).
- Diversification of energy sources to reduce dependency on fossil fuels, targeting 70% renewable energy by 2028 (Q1 2025 at 50%).
- Full fuel pass-through included in tariff guidelines as applied by Regulator.
- Implementation of fuel hedging strategies to mitigate short-term price fluctuations (as applicable).
- Full fuel pass-through included in tariff guidelines as applied by Regulator.
- Efficiency improvements in fuel consumption to optimize operational costs. Substantial reduction in fuel consumption.



RISKS

FOREIGN CURRENCY

DESCRIPTION

Aqualectra is exposed to foreign exchange risk resulting from purchasing parts, services and materials from foreign suppliers. These foreign transactions are mainly invoiced in United States Dollars (USD) and/ or EURO (EUR)

MITIGANTS

- Issuer's policy is to regularly review the significant risks resulting from foreign exchange rate exposure and when appropriate, to hedge significant foreign currency transactions at the point the commitment is entered into, by purchasing the foreign currency and / or limiting the period that commitments in foreign exchange rates are exposed to foreign exchange risk.



RISKS

RELIABILITY CONCERNS

DESCRIPTION

Risk of blackouts and technical challenges due to aging grid infrastructure.

MITIGANTS

- Major investments in upgrading transmission and distribution networks, including substation upgrades and underground cabling.
- Deployment of smart meters and energy management systems to enhance grid monitoring and stability.
- Integration of BESS to support grid frequency balancing and mitigate power fluctuations.
- Scheduled maintenance and modernization of aging power plants and infrastructure
- Grid stability and protection studies being conducted on an annual basis.

**RISKS****PROJECT EXECUTION DELAYS****DESCRIPTION**

Delays in key projects, including the new power and water plants, affecting service reliability.

MITIGANTS

- Appointment of dedicated strategic program managers for major capital projects.
- Regular project progress reporting and milestone tracking to ensure timely completion.
- Contingency planning for supply chain disruptions and contractor-related delays.
- Active engagement with financing partners to maintain steady project funding/draw downs.

**RISKS****WATER QUALITY CONTROL RISKS****DESCRIPTION**

Risk of water quality deterioration after outsourcing laboratory services.

MITIGANTS

- Service Level Agreement (SLA) with the national laboratory ADC N.V. for water quality monitoring.
- Regular compliance audits and real-time quality assessments.
- Advanced water treatment and filtration investments to maintain standards.

**RISKS****ECONOMIC GROWTH EXCEEDING CAPACITY EXPANSION****DESCRIPTION**

Rapid demand growth outpacing infrastructure investments.

MITIGANTS

- Commissioning of a new 40MW power plant by Q1 2026 to meet increasing electricity demand.
- Comprehensive Integrated Resource Planning (IRP) study in 2025 to forecast future needs.
- Flexible expansion strategies, including modular infrastructure investments.



RISKS

ENVIRONMENTAL LIABILITIES

DESCRIPTION

The risk exists that electricity and gas supply and transportation, and power generation activities can have a serious adverse impact on the environment if adequate environmental protection measures are not properly implemented and maintained.

MITIGANTS

- Aqualectra has a robust environmental awareness and compliance program, in line with Aqualectra's core business principles, including the internationally recognized ISO 14001:2015 standard for environmental management systems.
- Aqualectra remains compliant with existing and impending health, safety and environmental legislative requirements (both locally and internationally as applicable).



RISKS

GEOPOLITICAL RISKS AFFECTING SUPPLY CHAINS

DESCRIPTION

Global political instability leading to disruptions in material availability and rising costs.

MITIGANTS

- Diversification of suppliers and establishment of strategic inventory reserves.
- Increased reliance on local suppliers where feasible.
- Acceleration of renewable energy transition to reduce dependency on imported fuels.
- Fixed price contracts for main contracts



RISKS

EXTREME WEATHER RISKS

DESCRIPTION

Increased climate change impact leading to infrastructure damage.

MITIGANTS

- Adoption of ISO-standard emergency response plans and disaster resilience frameworks.
- Strengthening of grid infrastructure with underground cabling (around 70% of total cabling) and storm-resistant assets.
- Investment in smart grid technology for real-time damage detection and mitigation.

**RISKS****EXPOSURE TO CATASTROPHES****DESCRIPTION**

Industry operating risks include the risk of hurricanes, fire, explosions, gas leaks, discharges of toxic gases and other accidents. The occurrence of these events

MITIGANTS

- Curaçao is below the hurricane belt and as such Aqualetra historically has a much smaller exposure to hurricane impact.
- Aqualetra adheres to the highest safety standards and maintains a comprehensive portfolio of industry-standard insurance to cover risk accidents in all its major operations.
- Proper Property Damage and Business Interruption insurance policy with robust Catastrophe coverage.

**RISKS****CYBER SECURITY THREATS****DESCRIPTION**

Growing reliance on digital infrastructure, including SCADA systems, smart metering, and customer-facing platforms, increases exposure to cyberattacks, data breaches, and system disruptions.

MITIGANTS

- Implementation of ISO 27001-aligned cybersecurity framework and periodic penetration testing.
- Network segmentation to protect SCADA and operational technology (OT) systems from external threats.
- Deployment of intrusion detection systems (IDS) and firewalls for real-time threat monitoring.



10. RELATED – PARTY TRANSACTION/ CONFLICT OF INTEREST

Section 4.2, 6.9 and 6.10 provide information about the group's structure including details with reference to the Issuer, its subsidiaries, Board of Directors and Supervisory Board of Directors.

Other related parties of the group include:

- Key Management (those persons who have authority and responsibility for planning, directing and controlling the activities of this group directly or indirectly, including any director (whether executive or otherwise) of an entity within the group. The key management of this group is provided salary, benefits and incentives based on both this group's and individual performance)
- Vidanova Pension Fund
- Group entities including Aquallectra N.V., Aquallectra Multi Utility N.V., Utility Financial Services N.V.
- Other Government of Curaçao owned entities, mainly Curoil N.V.

All transactions and payments to the related-parties are disclosed in the annual audited (consolidated) financial statements of Integrated Utility Holding N.V.

11. LEGAL OR ARBITRATION PROCEEDINGS

The main risk factors related to this issuance are presented in Section 9. To the best of our knowledge there are no unaccounted for material risks and liabilities. The Group is mainly in the business of electricity and water and may encounter from time to time claims and court cases. All material known possible future liability are accounted for in the audited financial statements which are based on IRFS standards.

The Legal or Arbitration proceedings currently in process (or concluded during the last 12 months):

- Aquallectra versus Sunny Side Up N.V.
- Proceedings on the merits (bodempcedure) on court docket session of May 6, 2025, for verdict on filed appeal. Previous and final verdict in First Instance dated February 26, 2024, ruled in favor of Aquallectra. Sunny Side Up N.V. appealed said verdict. Parties are now awaiting final verdict in appeal, which is scheduled to be rendered in October 2025.
- Aquallectra versus Curaçao Refinery Utilities B.V. and Curaçao Utilities Company N.V. Legal proceedings ruled in favor of Aquallectra on August 31, 2020. Attempt to settle counterclaim outside of court is still ongoing.



12. COUNTRY OVERVIEW

Curaçao, an island nation in the southern Caribbean and a constituent country of the Kingdom of the Netherlands, is known for its economic diversity, cultural richness, and strategic position as a gateway between Latin America and Europe.

KEY STATISTICS

POPULATION	155,826 (2023)
OFFICIAL LANGUAGES	Dutch, Papiamentu, English
CURRENCY	Caribbean Guilders (Cg)
GDP (IN MILLIONS)	ANG 6,3205 (2024)
GDP PER CAPITA	ANG 38,645 (2023) ANG 40, 791 (2024)
MAIN ECONOMIC SECTORS	Tourism, Financial Services, Trade, Refining, Construction
VISITORS - STAYOVER ARRIVALS	700,249 (2024)
RENEWABLE ENERGY SHARE	Growing, with focus on solar and wind projects
PUBLIC SECTOR EMPLOYMENT	20% of workforce
PRIMARY EXPORT PARTNERS	United States, Netherlands, Venezuela

ECONOMY

Curaçao's economy is characterized by a diverse mix of tourism, financial services, trade, and refining sectors. The services sector continues to dominate, accounting for approximately 70% of the country's GDP, led by a tourism industry that remains central to economic activity. During the first four months of 2025, tourism activity remained strong, with arrivals up 17% through April compared to the same period in 2024, supported by growth in both the stay-over and cruise segments. Sectors closely linked to tourism, including accommodation and food services, recorded notable output gains. Curaçao continues to appeal to visitors from Europe and North America, drawn by its coastal landscapes, colonial architecture, and cultural diversity. Ongoing efforts to convert cruise passengers into stay-over tourists, combined with investments in high-end hospitality infrastructure, have contributed to sustained momentum in the tourism sector.

The financial services sector, contributing around 14% of GDP, remains a key economic pillar. Curaçao has positioned itself as a reputable offshore financial center, attracting international banks, insurance companies, and trust firms. This sector provides high-value employment opportunities, fostering a skilled workforce and a stable regulatory environment aligned with international standards.

While Curaçao's traditional refining industry has diminished, the island has shifted focus to renewable energy, logistics, and technology, signaling a commitment to economic diversification. The island's modern port infrastructure has made it a regional hub for shipping and logistics, with the sector contributing about 10% to GDP and supporting the island's strategic role in international trade.

GROWTH TRENDS

Curaçao's economy continues to demonstrate moderate and stable growth, with real GDP projected to expand by 3.1% in 2025. This follows a period of post-pandemic rebound and reflects a transition to more sustainable, internally driven growth. Private consumption and investment are now the primary drivers, supported by improving consumer confidence and greater access to credit.

The tourism sector, a central pillar of the economy, has shown continued strength. Growth is being fueled by a strategic focus on converting cruise passengers to stayover tourists, along with expanded airlift capacity and investments in luxury accommodations and sustainable tourism offerings. Marketing efforts targeting non-traditional markets are also diversifying the visitor base and increasing average expenditure per tourist.

The financial services sector is evolving steadily, underpinned by reg-



ulatory reforms, enhanced compliance standards, and the integration of fintech and digital finance. This has expanded the scope of financial services activity, attracting new entrants and generating high-value employment. Curaçao is increasingly recognized for its forward-looking financial environment, which is well-aligned with global transparency standards and digital innovation trends.

INFRASTRUCTURE

Curaçao boasts a robust infrastructure platform that underpins its economic strategy. The Curaçao International Airport, following major expansions, has increased its capacity and improved connectivity, supporting tourism and business travel growth. The Willemstad port, a critical logistics node, is undergoing automation and efficiency upgrades to reinforce its position as a regional trade and transshipment hub. Investments in digital infrastructure are gaining momentum, particularly in broadband expansion and cybersecurity, in line with the island's push toward a more resilient and digitally enabled economy. These efforts are designed to support the growing demand for tech-driven services and to attract remote workers and digital nomads.

On the energy front, the government continues to prioritize renewable energy development, particularly in solar and wind projects. These initiatives aim to reduce reliance on imported fuels, lower electricity costs, and promote sustainability. Recent project tenders reflect private sector interest in building out clean energy capacity, aligned with national climate and energy transition goals.

ECONOMIC OUTLOOK

The economic outlook for Curaçao in 2025 is cautiously optimistic. While growth is moderating from its post-pandemic highs, the outlook remains positive due to strong tourism performance, resilient domestic demand, and targeted reforms. Inflation is expected to decline to 2.5% in 2025, improving purchasing power and supporting consumption.

The government's introduction of indirect tax reforms in 2025 is expected to enhance revenue efficiency without significantly hampering economic activity. Meanwhile, structural reforms and investment incentives continue to encourage private sector participation in key growth sectors such as tourism, logistics, finance, and renewable energy.

With continued support from the Netherlands and a growing emphasis on self-reliance, sustainability, and digital innovation, Curaçao is well-positioned to enhance its economic resilience and strengthen its competitive standing in the Caribbean and beyond.

Sources: Central Bank of Curaçao and Sint Maarten (CBCS), Curaçao Tourism Board (CTB), Central Bureau of Statistics (CBS) and Ministry of Economic Development (MEO)

13. OTHER INFORMATION

For other relevant information please visit the website www.aqualectra.com/news. Aqualectra publishes news relating to the Issuer periodically on its website. In addition, any information that can reasonably be expected to have a significant impact on yield, pricing, trading volume and the financial situation of the Issuer will be reported to DCSX by the Issuer. DCSX will inform the brokers and publish the news on its website www.dcsx.cw

14. APPENDICES

- A. Independent practitioners' report on management forecast and projects
- B. Tax Considerations
- C. Biographies Managing Directors
- D. Exemption Central Bank of Curaçao and St. Maarten

APPENDIX A

INDEPENDENT PRACTITIONERS' REPORT ON MANAGEMENT FORECAST AND PROJECTS

To the Managing Directors of Integrated Utility Holding N.V.

OUR CONCLUSION

We have examined the Financial Forecast and Projections enclosed projection, which comprises the forecasted and projected consolidated statement of financial position as of December 31, 2025 to December 31, 2030, and the related forecasted and projected consolidated statement of income which includes the forecasted financial performance for the month ending December 31, 2025 and forecasted and projected financial performance for the subsequent years then ended.

Based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that these assumptions do not provide a reasonable basis for the projection.

BASIS FOR OUR CONCLUSION

We performed our examination in accordance with the International Standard for Assurance Engagements (ISAE) 3400 "The Examination of Prospective Financial Information". This engagement is aimed to obtain limited assurance as to whether the assumptions provide a reasonable basis for the projection and reasonable assurance as to the preparation and presentation of the projection. Our responsibilities in this regard are further described in the 'Our responsibilities for the examination of the projection' section of our report.

We are independent of Integrated Utility Holding N.V. in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code).



We believe the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

ACHIEVABILITY OF THE RESULTS INDICATED BY THE PROJECTION

A projection is prospective financial information that is based on assumptions about events that may occur in the future and possible actions by a company. It is highly subjective in nature and its preparation requires the exercise of considerable judgement.

The projection has been prepared using a set of assumptions that include hypothetical assumptions about future events and management's actions that are not necessarily expected to occur. Even if the events anticipated under the hypothetical assumptions, actual results are still likely to be different from the projection since anticipated events frequently do not occur as expected and the deviation from the projection may be material.

EMPHASIS OF THE PURPOSE OF THE PROJECTION AND RESTRICTION ON DISTRIBUTION

We draw attention that the projection is intended to be incorporated into a prospectus for the issue of an unsecured bond amounting to Cg 75,000,000 and is prepared to assist Integrated Utility Holding N.V. to comply with its listing requirements. As a result, the projection may not be suitable for another purpose. Therefore, our report on examination is intended solely for Integrated Utility Holding N.V. and its compliance with listing requirements and should not be distributed to or used by other parties. Our conclusion is not modified in respect of this matter.

RESPONSIBILITIES OF MANAGEMENT FOR THE PROJECTION

Management is responsible for the preparation and presentation of the projection in accordance with the applicable financial reporting framework of Integrated Utility Holding N.V., and for describing and disclosing the accounting policies and the assumptions on which the projection is based. Furthermore, management is responsible for such internal control as it determines is necessary to enable the preparation of the projection that is free from material misstatement, whether due to fraud or error.

OUR RESPONSIBILITIES FOR THE EXAMINATION OF THE PROJECTION

Our responsibility is to plan and perform our examination in a manner that allows us to obtain sufficient and appropriate assurance evidence for our conclusion.

The level of assurance obtained in the review of the assumptions is substantially less than the level of assurance obtained in our examination of the preparation and presentation of the projection on a consistent basis with the historical financial statements. Accordingly, we do not express an opinion on the assumptions.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in preparing the projected financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in projected financial information.

We apply the applicable quality management requirements pursuant to the ISQM 1 and accordingly maintain a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have exercised professional judgement and have maintained professional scepticism throughout the review, in accordance with the ISAE 3400.

Our review included among others:

- Obtaining an understanding of the business, including the company's internal control, and the applicable financial reporting framework, in order to evaluate whether all significant assumptions required for the preparation of the projection have been identified and to identify areas in the projection where material misstatements are likely to arise due to fraud or error, designing and performing analytical and other review procedures to address those areas, and obtaining assurance evidence that is sufficient and appropriate to provide a basis for our conclusion and opinion.
- Obtaining an understanding in the internal control as it relates to the preparation of the projection in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Making inquiries of management and others within the company and applying analytical procedures with respect to the adequacy and reliability of the underlying data and interdependencies in order to assess the period covered by the projection and to evaluate whether management's assumptions on which the projection is based are not unreasonable, consistent with the purpose of the projection and that all significant implications of such assumptions have been taken into consideration.
- Determining that the projection is prepared on the basis of the assumptions on which the projection is based.
- Evaluating whether the projection is prepared and presented in accordance with the applicable financial reporting framework of Integrated Utility Holding N.V., including the disclosure of material accounting policies and assumptions.

Yours sincerely,
October 2, 2025

Deloitte & Touche
Barbados



APPENDIX B

TAX CONSIDERATIONS

This summary paragraph solely addresses the principal Curaçao tax consequences of the acquisition, ownership or disposal of interest-bearing Bonds in Aquallectra. It does not claim to describe every aspect of taxation that may be relevant to a Bondholder. Any prospective investor in the Bonds should consult his/her tax adviser for more information about the tax consequences for him of acquiring Bonds.

This summary assumes that Aquallectra is organised, and that its activities will be conducted, in the manner outlined in this Prospectus. A change to such organisational structure or the manner in which Aquallectra conducts its activities may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the tax law of Curaçao (unpublished case law not included) as it stands at the date of this Prospectus. The tax law upon which this summary is based, is subject to change, perhaps with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

CORPORATE INVESTORS

This section applies only to corporate Bondholders that qualify as entities as meant in article 1 of the Curaçao Profit Tax Ordinance 1940. (Landsverordening op de Winstbelasting 1940; "PTO")

Generally, interest and other income from debt instruments is subject to Curaçao profit tax at the level of Curaçao resident corporate investors and, if the debt instrument is secured by mortgage on immovable property located in Curaçao, is also subject to profit tax at the level of non-Curaçao resident corporate investors.

PRIVATE INVESTORS

This section applies only to private Bondholders that qualify as taxpayers as meant in article 1 of the Curaçao Income Tax Ordinance 1943. (Landsverordening op de inkomstenbelasting 1943; "ITO")

Generally, interest and other income from debt instruments may be subject to Curaçao income tax at the level of Curaçao resident private investors and, if the debt instrument is secured by mortgage on immovable property located in Curaçao, is also subject to income tax at the level of non-Curaçao resident private investors.

WITHHOLDING TAX

All payments made under the Bonds may be made free of withholding or deduction of, for or on account of any taxes of whatever nature imposed, levied, withheld or assessed by Curaçao or any political subdivision or taxing authority of, or in, Curaçao.

SALES TAX

In general, services rendered by Aqualectra or its brokers may be subject to OB in Curaçao. Such services include, inter alia, fees charged by Aqualectra or its brokers in consideration for the issue of the Bonds, and may be subject to OB in Curaçao at a rate of 6 per cent.

Interest paid on the Bonds is not subject to OB nor any other similar tax in Curaçao.

OTHER TAXES AND DUTIES

A Bondholder will not incur or become liable for any Curaçao registration tax, transfer tax, stamp duty or any other similar documentary tax or duty by reason only of the acquisition, ownership or disposal of Bonds.

APPENDIX C

BIOGRAPHIES MANAGING DIRECTORS



NEYSA ISENIA – CFO AND INTERIM CEO

A financial executive with over two decades of experience in the financial and utility industry. With a strong background in finance and a passion for sustainable energy solutions. She has carved a distinguished career path, marked by her exceptional leadership and strategic vision. Born and raised in Curaçao, Neysa's fascination with numbers and problem-solving merged early on. She pursued her academic endeavours with zeal, becoming a Chartered Accountant (Registeraccountant), obtaining her master of science degree in accounting & control and bachelor's degree in business economics.

Neysa's journey in the utility sector began years ago, where she quickly proved her mettle by tackling complex financial challenges with precision and innovation. She has spearheaded numerous initiatives aimed at integrating renewable energy sources into utility operations while ensuring financial viability and operational efficiency. She leads the organization, playing a pivotal role in driving strategic decision-making and ensuring long-term sustainability. Her leadership has been instrumental in navigating the Aqualectra through technical contests, economic fluctuations and regulatory challenges, while her commitment to innovation continues to drive growth and profitability.

Outside of her professional endeavors, Neysa is deeply involved in various community initiatives, leveraging her expertise to drive positive change and empower the community. With her expertise, unwavering dedication, and relentless pursuit of excellence, Neysa stands as driver of change in the utility industry, leaving an indelible mark on the landscape of technological innovations, finance and sustainability.



RUDOLF GARMES – CTO

With over 20 years of dedicated service at Aqualectra, Rudolf has played a pivotal role in advancing the island's energy infrastructure. For the past 11 years, he has been managing the entire power supply chain, overseeing production, transmission, distribution, and metering while ensuring the optimal maintenance of all related assets.

Rudolf brings a unique combination of technical and financial expertise to his role. He holds a Bachelor of Science in Electrical Engineering and a Master in Finance, equipping him with the skills to balance operational excellence with strategic economic planning. His leadership has driven significant advancements in operational efficiency, asset reliability, and customer service, solidifying Aqualectra's reputation as a trusted utility provider.

Under his guidance, Aqualectra has prioritized integrating innovative technologies, modernizing infrastructure, and transitioning toward renewable energy solutions to meet Curaçao's evolving energy demands sustainably. Rudolf is committed to fostering resilience within the power grid while supporting the island's long-term environmental and economic objectives.

Known for his collaborative leadership and results-oriented approach, Rudolf works closely with multidisciplinary teams and stakeholders to ensure the seamless delivery of power to homes, businesses, and industries. Outside of his professional responsibilities, he is passionate about sustainable development and community engagement, striving to create lasting positive impacts on the island he proudly serves.

APPENDIX D

EXEMPTION CENTRAL BANK OF CURAÇAO AND ST. MAARTEN



CENTRALE BANK
CURAÇAO & SINT MAARTEN

September 26, 2025

Aqualectra Curacao Water and Power
Mrs. Neysa R. Isenia Msc. RA
Rector Zwijzenstraat 1
P.O. BOX 2097
Curaçao
nisenia@aqualectra.com
timba.engelhardt@fortisa-capital.com

Our ref.: AS/ac/hb/2025-008144
Re: Bond issuance by Integrated Utility Holding N.V.

Dear Mrs. Neysa Isenia:

We have evaluated the request of Integrated Utility Holding N.V. (IUH) for a dispensation from the prohibition outlined in Article 45, paragraph 1, of the National Ordinance on the Supervision of Banking and Credit Institutions ("NOSBCI"). The request relates to the proposed public offering of unsecured bonds with a total nominal value of up to Cg 75,000,000, with the possibility of oversubscription. The offering consists of Class A1 and Class A2 Unsecured Bonds, as detailed in the prospectus. These bonds will be offered to interested investors domiciled or established in Curaçao and Sint Maarten, with a minimum subscription amount of Cg 50,000 per investor.

The Bank hereby grants IUH a dispensation from the prohibition contained in Article 45 paragraph 1 of the NOSBCI. This dispensation permits IUH to offer Class A1 and Class A2 Unsecured Bonds to investors domiciled or established in Curaçao and Sint Maarten, with a minimum subscription amount of Cg 50,000 per investor. This dispensation is granted pursuant to article 45 paragraph 4 of the NOSBCI, and is limited solely to this transaction under the terms and conditions specified in the prospectus and related documentation. The dispensation is further conditional upon the offering being limited to investors qualifying as professional investors who are deemed sufficiently capable of assessing the financial position of the issuer, and who can make informed investment decisions based on the information provided. This dispensation applies exclusively to the issuance in question and shall not be interpreted as a general dispensation or as setting a precedent for future offerings. The dispensation shall automatically lapse in the event of any material change to the terms of the offering.

 CENTRALE BANK VAN CURAÇAO EN SINT MAARTEN IS THE OLDEST CENTRAL BANK IN THE WESTERN HEMISPHERE

CBCS CURAÇAO
Simon Bolivar Plein 1, Willemstad, Curaçao
Phone: (599 9) 434 5500, Fax: (599 9) 461 5004

CBCS SINT MAARTEN
Walter Nisbeth Road 25, Pondfill, Philipsburg, Sint Maarten
Phone: (1721) 542 3520, Fax: (1721) 542 4307



In this context, it is emphasized that IUH, in cooperation with its listing advisor and intermediaries, must ensure that complete, accurate, and timely information is made available to professional investors. While such investors are generally capable of assessing the terms and risks of the offering based on the prospectus and other disclosures, IUH is nonetheless required to provide clear documentation on the key features of the bonds, including maturity, repayment terms, and risk factors. Intermediaries involved in the distribution process are expected to perform their duties with due care, including ensuring that the product is suitable in light of the professional investor's profile and investment strategy. Furthermore, appropriate attention must be given to compliance with integrity requirements, in particular the implementation of effective measures to prevent money laundering, terrorist financing, and proliferation financing (AML/CFT/CPF). This includes adequate customer due diligence, sanctions screening, and ongoing monitoring of transactions. The issuer remains ultimately responsible for adherence to applicable conduct standards, integrity obligations, and transparency requirements throughout the offering process.

The dispensation granted by the Bank is not intended as a basis for any valuation of the bonds and may not be considered as an endorsement of the bond issuance or the financial soundness of IUH. Accordingly, the Bank does not accept any liability in relation to the information contained or incorporated by reference in the Prospectus or any other information provided by the Issuer in connection with the issuance of the aforementioned bond. This disclaimer must be explicitly included in the Prospectus as essential information for the investors.

In light of the public nature of the offering, IUH is required to include the following disclaimer in a clear and prominent manner in all relevant agreements with clients, as well as in any advertisements or marketing materials related to the offering of Class A1 and Class A2 Bonds in Curaçao and Sint Maarten: "Important Notice The issuance of these bonds has been granted a one-time dispensation under Article 45 of the National Ordinance on the Supervision of Banking and Credit Institutions. Consequently, the bonds do not constitute a regulated financial product under the applicable financial supervision legislation of Curaçao and Sint Maarten and are offered exclusively to professional investors." This disclaimer must be clearly displayed in all investor-facing documentation and promotional materials to ensure adequate transparency and to avoid any misunderstanding regarding the regulatory status of the issuer and the offered securities.

Furthermore, if non-resident investors subscribe using funds held in local bank accounts, or if resident investors transfer proceeds abroad, the Foreign Exchange Regulation for Curaçao and Sint Maarten 2010 may apply—particularly if such transactions affect the monetary union's foreign exchange position. In certain cases, prior notification or approval by the CBCS may be required.

Finally, we hereby provide you with the payment instruction for the settlement of the nonrefundable exemption request of Cg. 10,000. Please indicate in your payment instructions that the payment comprises the exemption request related to the bond issuance by the IUH.

Local Payment

Bank: Banco di Caribe

Account number: 34460602 (USD)

Account number: 34460601 (Cg)

Account name: Centrale Bank van Curaçao en Sint Maarten

International payment:

JPMorgan Chase Bank New York (CHASUS33),

Account #544771276;

in favor of: Centrale Bank van Curaçao en Sint Maarten

(BIC: CBCSCWCU).

In case you have further questions, please contact Mr. A. Stacie of the Cross Sectoral Department at a.stacie@centralbank.cw

We trust to have informed you satisfactorily.

Sincerely,

Centrale Bank van Curaçao en St. Maarten



R. Doornbosch
President

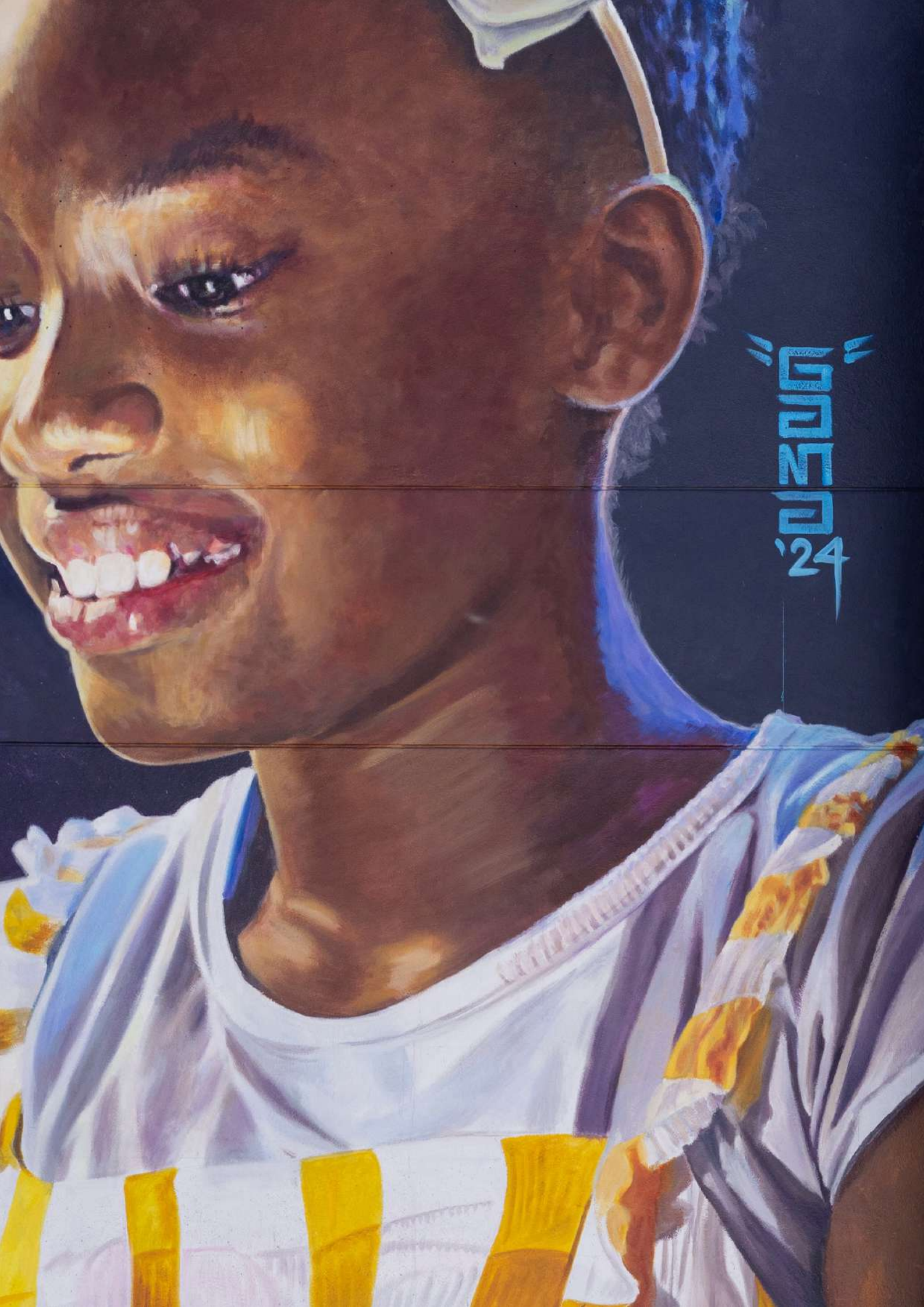


N. Davelaar-Mercelina
Manager Supervision Regulation



A hand holding a glowing lightbulb with water splashing over it. The background is dark blue with bokeh light effects. The text "WE CREATE THE FUTURE WE WANT, TOGETHER" is overlaid in white, with "FUTURE" underlined.

WE CREATE THE FUTURE WE WANT, TOGETHER



"GEM"
'24

