The future of petrochemical industries in Haifa bay

THE NATIONAL ECONOMIC COUNCIL

Final report | June 28, 2018

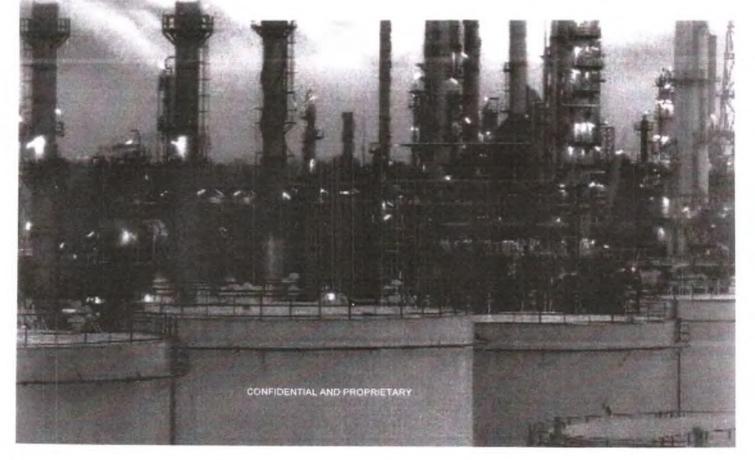


Table of Contents

Executive summary		
1 Introduction		
1.1 Bazan Group		
1.1.1 Overview of the refinery:		
1.1.2 Overview of Carmel:		
1.1.3 Overview of Gadiv:		
1.1.4 Overview of Basic Oils		
1.2 The Israeli refining market		
1.2.1 Market structure		
1.2.2 Refined products		
1.2.3 The polymer and aromatics market		
1.3 Developments in the European refining market		
1.4 Impact of the European market outlook on Bazan's profitability		
2 Alternatives to Bazan		
2.1 Scenario b - Relocation		
2.2 Scenario c - Partial shutdowns		
2.2.1 Shutting down Carmel		
2.2.2 Shutting down Gadiv		
2.3 Scenario d - Full shutdown of the Bazan complex		
2.3.1 Replacing Bazan's supply in a full shutdown scenario		
2.3.2 Shutdown costs and benefits		
3 Shutdown under various timeframes		
3.1 Shutdown scenarios - Evaluation		
3.1.1 Business as usual		
3.1.2 49		
3.1.3		
3.1.4 51		
3.2 Shutdown scenarios – Comparison		
Summary		
Appendix		

The National Economic Council convened an inter-ministerial committee to explore the future of the petrochemical industry in Haifa bay. The committee was led by the National Economic Council and included representatives of the Ministries of Economy, Energy, Environmental Protection, and Finance, and of the Israeli Land Authority (REMI). We were asked to support the committee by providing an economic analysis of 4 alternative solutions for the future of the Bazan complex:

- A. Retaining Bazan in its current location and configuration
- B. Reallocating Bazan to a non-urban location
- C. A partial shutdown of the Bazan complex, within the same location
- D. A full shutdown of the Bazan complex, under different timing scenarios

Over a period of 7-weeks we worked with the various stakeholders to assess Bazan's contribution to the local energy market and national and regional economies:

- We assessed Bazan's future profitability and contribution to the local economy, leveraging our European outlook for refined product demand and refining margins
- We estimated the impact on prices, and required investment in import infrastructure, resulting from replacing Bazan's production with imports
- We leveraged analysis from the ILA, MoEP, and international benchmarks to evaluate the costs and benefits of the four aforementioned alternatives

Thorough this study, we strived to provide the committee with an economic fact-base to help the committee determine the optimal course of action. A decision on the future of an operation of the scale of Bazan is a complex one that involves, amongst other things, financial considerations alongside environmental, urban planning, and employment concerns. It is a policy decision that should be taken by the government, taking the full picture into consideration. We did not address all aspects relevant to the committee's decision, and therefore do not provide recommendations as part of this study. We sincerely hope that the following report will assist the committee in making the optimal decision for the future of Haifa Bay.

Executive summary

This report summarizes an assessment of the future of the petrochemical industry in Haifa conducted over 7 weeks in May-June 2018. Our study was conducted in support of, and in conjunction with, the National Economic Council for presentation to the inter-ministerial committee composed of representatives of the Ministries of Economy, Energy, Environmental Protection, Finance, and the Israeli Land Authority (REMI), charged with examining the future of the petrochemical industry in Haifa bay.

The study focused on the Bazan complex, evaluating its contribution to the Israeli energy market, and the potential costs and benefits of closing the complex. We worked with the various stakeholders, and leveraged our international experience and benchmarks, to develop an outlook on:

- Bazan's future profitability and contribution to the local economy, based on our European outlook for refined product demand and refining margins
- The impact on local prices of refined products, and required investment in import infrastructure, resulting from replacing Bazan's production with imports
- The expected costs and benefits of 4 alternative scenarios:
 - Retaining Bazan in its current location and configuration
 - Reallocating Bazan to a non-urban location
 - A partial shutdown of the Bazan complex, within the same location
 - A full shutdown of the Bazan complex, under different timing scenarios

This outlook is based on our best understanding of current and expected trends in the European and global refining markets, and analysis of the local energy market. It should be noted that:

- Our perspective on Bazan profitability is based upon an outside-in analysis, leveraging publicly available data
- Data on emissions was received from the Ministry of Environmental Protection
- Data on land value was received from REMI, REMI is further refining these estimates
- Due to security restrictions, data on actual availability of refined product storage capacity was not made available
- Land remediation costs, based upon an international benchmark, may vary widely based on site-specific elements, REMI is further refining these estimates

Due to these limitations, we suggest that a final decision should be made once detailed land value, land remediation costs, and required storage capacity analyses are completed by the relevant stakeholders.

Additionally, to assess the potential upside of a Bazan shutdown we used the value to government from selling the land for residential development. This does not capture the maximal potential value of a shutdown, which is likely to include external benefits such as reduced emissions, accelerated development of the Haifa metropolis, indirect increase in land value and more. These difficult to quantify benefits, may increase the value from a potential shutdown.

1 Context

1.1 Bazan Group

Distance in the other

Bazan Group consists of the oil refinery, Carmel Olefins, Gadiv Aromatics, Halfa Basic Oils (BO) and Ducor. This report refers only to the Group's activity in Israel, excluding Rotterdam based Ducor.

Bazan occupies a 526-acre (2,130 dunams) complex in Haifa Bay. It directly employs people in Israel, and the Ministry of Economy estimates that it generates additional indirect employment of ~5,400 employees. During 2015-2017 Bazan reported an average annual profit of ILS ~750M, with the refinery and Carmel generating the majority of profits

According to the Ministry of Environmental Protection, Bazan is responsible for ~25-30% of NMVOC, NOx and SO₂ emissions in the city of Haifa. Based on estimates from the Ministry of Environmental Protection NOx and SO₂ emissions lead to an annual cost of ILS ~87M/year. However, over the past decade Bazan has invested ~1.1B ILS in environmental compliance, reducing NOx (~50%) and SO₂ (~90%) emissions in recent years.

The refinery processes imported crude oil to refined products, producing several key products:

LPG - supplied to the local Israeli and PA markets (residential and industrial consumption)

Naphtha - supplied primary to Carmel for polymer production

Gasoline - supplied to the local road transport market

Jet/kerosene - supplied to the local aviation market

Diesel - supplied to the local road transport market and exported to European markets

Fuel oil – predominantly exported to the European market, with some local supply to the marine transport market (bunker fuel)

Bitumen – supplied to the local construction industry. Bazan is the only Bitumen supplier in Israel

In addition, Carmel converts naphtha and propylene into polymers, producing polypropylene (PP) and low-density polyethylene (LDPE) for the local and export markets. Gadiv's major products are mixed xylenes, toluene, para-xylene and benzene, out of which the first two are consumed locally. Basic Oils produces a variety of waxes, oils and lubricants.

1.2 The Israeli market

Refined products: There are two refineries in Israel; Bazan, located in Haifa Bay, is the larger of the two

The two refineries supply most of local demand with additional products sourced from global markets and imported through two main facilities; A small energy terminal in Haifa port and offshore buoys in the EAPC terminal off the coast of Ashkelon. Israel is currently a net importer of LPG and jet/kerosene and a net exporter of diesel and fuel oil.

Polymers: Carmel is a major supplier of local polymer demand (LDPE and PP),

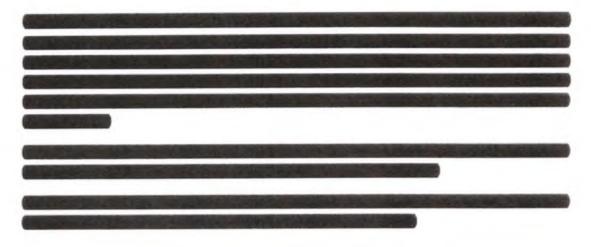
Aromatics: Gadiv is the sole local aromatics supplier as well as a major exporter, with local demand for only two of its main products – mixed xylenes and toluene.

1.3 European refining outlook

The Israeli market is strongly influenced by the European refining market, being the main import/export market for the Israeli market. Therefore, our estimate of Bazan's future profitability is derived from our outlook regarding the European refining market. We developed two European refining margin scenarios:

A base scenario representing our outlook for the market. Under this scenario European demand declines by ~0.7% p.a. over 2020-2040 due to increased fuel efficiency in internal combustion engines and strong penetration of EVs (30% of passenger fleet).

A high scenario representative of a bullish refining outlook. Under this scenario European demand declines by ~0.3% p.a. over 2020-2040 due to lower improvement in fuel efficiency and weaker EV penetration (20% of passenger fleet).



2. Alternatives to Bazan

Building upon our Bazan profitability outlook we assessed 4 alternative solutions for the future of the Bazan complex:

Retaining Bazan in its current location and configuration assumes continuous operations of Bazan, generating the aforementioned NPV, with no land value released for development of the Haifa metropolis.

Relocating Bazan to a non-urban location, releasing land value and reducing emissions, without changing Israel's energy import balance. However, based on international benchmarks, the cost of building a new refinery of similar size and configuration is estimated at over 18B ILS. Construction would require at least 7 years with the plant coming online no sooner than 2026. Based on our market outlook such an investment would generate a strongly negative ROI (25-50%) over 2026-2040, making the relocation scenario economically unattractive.

A partial shutdown of the Bazan complex can reduce emission but will not release land value which will remain locked within an operating refining complex.





shutdown of the Bazan complex, will release 7-20B ILS in land value while reducing emissions.

As **Carmel** is the key local **polymer** producer, all local demand would have to shift to imports **Based** on international data and expert interviews polymers can likely be sourced from East Asian markets at competitive prices. However, local producers currently paying a premium for local production will have to realign their supply chain.

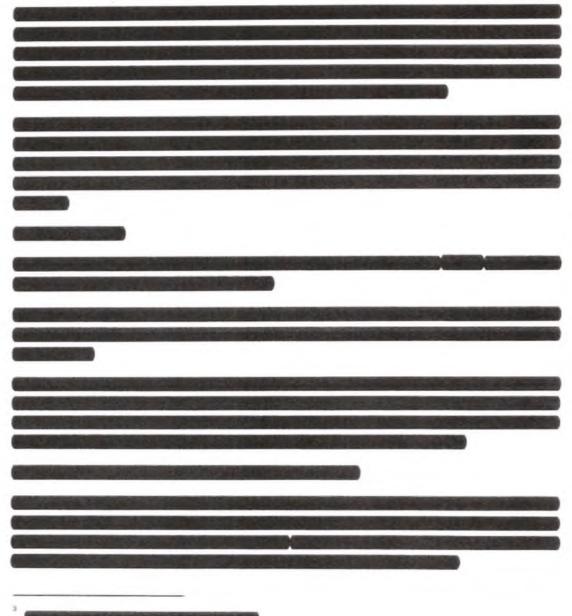
¹ Active refining capacity is defined as the expected unutilized capacity in active refineries, it does not include capacity in refineries likely to be shut down in low demand scenarios.

² Markets of geographic and political relevance to the Israeli market

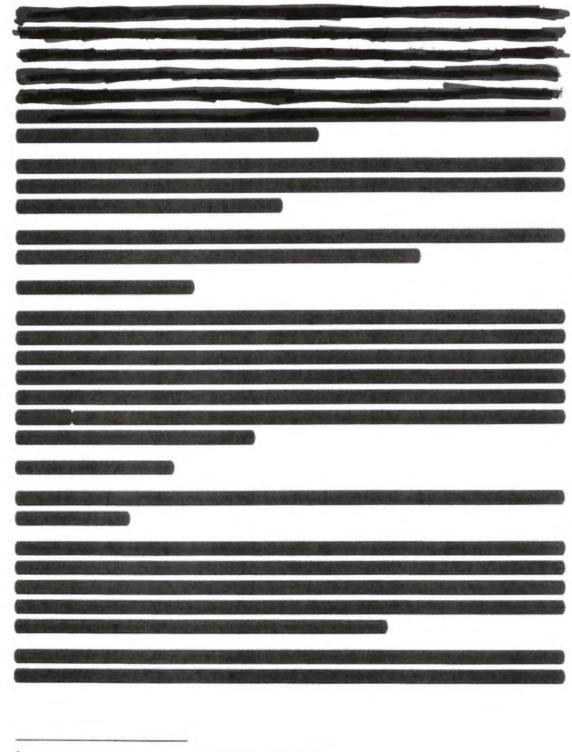
Gadiv's aromatics production is exported. Small scale local demand would have to be sourced from European markets. As no local aromatics prices are available, we were not able to assess any potential change in prices.

2.2 Required import infrastructure

Assuming global markets can supply local demand at similar prices, we evaluated the ability of local import infrastructure to support a substantial increase in imports.



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2.3 Dismantling and remediation costs

Releasing Bazan land for residential development requires a complete dismantling of the complex and land remediation. To assess this cost, we used cost benchmarks from similar complexes' abroad. Based on this benchmark the total shutdown and cost is estimated at

verified through a detailed land survey.

This process is expected to take ~10-years for full remediation, however, the land in the buffer zone is not expected to require remediation and can likely be marketed at an earlier stage.

2.4 Released land value

The primary quantifiable benefit from a Bazan shutdown is the value released through marketing the land for alternate uses. Our analysis focuses solely on the direct value of released land, including both the Bazan complex and the surrounding buffer zone. Our analysis is based on the Israel Land Authority's (REMI) initial estimate of land value, utilized for residential development. We built three value scenarios based on the figures received:

Aggressive scenario - land value of ~20 B ILS (100,000 units at 200,000 ILS per unit)

Base scenario – land value of ~13.1B ILS (75,000 units at 175,000 ILS per unit)

Conservative scenario – land value of ~7.5B ILS (50,000 units at 150,000 ILS per unit)

Under all these scenarios land value remains constant over time, based on the assumption that the increase in land value over time is at least as high as the government cost of funding (~3%).

These estimates are based on an initial analysis, relating only to residential development, the figures should be updated, with revised REMI figures, once made available. Additionally, this estimate does not reflect an increase in value of existing real estate development in Haifa, nor external benefits from reduced emissions and accelerated metropolitan development.

2.5 Impact on tax revenues

A Bazan shutdown would have a negative impact on government revenue, due to the loss of taxable income generated be Bazan's operations through corporate tax, lost income tax, and the cost of unemployment benefits (assuming long term loss of 10% of direct employment). In addition, the municipalities surrounding the Bazan complex – Haifa, Kiryat Ata, Nesher and Zvulun – would experience a short-term loss of ~60M ILS per year in municipal taxes (Arnona), until the area is redeveloped and tax payments resume.

2.6 Impact on GDP

We estimated Bazan's direct impact on GDP by accounting for the profits, corporate taxes, municipality taxes (Arnona) and wages (assuming long term loss of 10% of direct employment) generated by Bazan

3. Shutdown under various timeframes

Leveraging these analyses, we evaluated Bazan's impact on the various parameters under four alternate scenarios:

Business as usual – Bazan's operations continue indefinitely, all figures are calculated until 2040

Value optimized 2030 shutdown – Bazan is closed in 2030

MARPOL optimized 2025 shutdown - Bazan is closed in 2025

Immediate shutdown (2020) - Bazan is closed as soon as possible

All 4 scenarios were assessed with and without Gadiv operations, assuming a potential partial shutdown.

Each scenario was assessed by evaluating the expected impact on the following parameters:

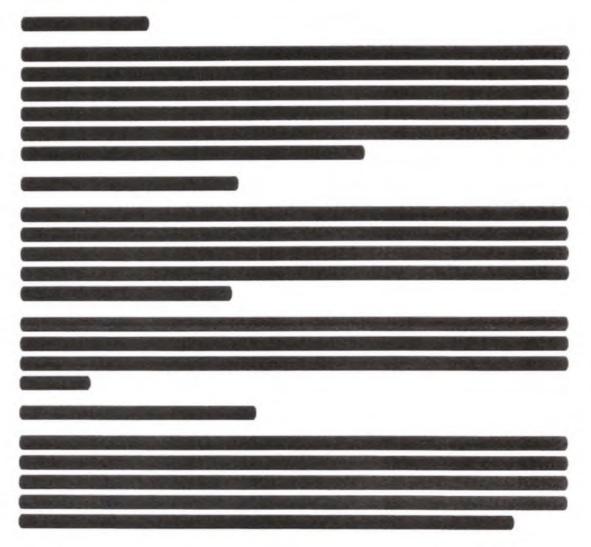
Expected revenues from: land sales, Bazan profits, Bazan's corporate tax, net income tax generated by Bazan³, and avoided government investments on redundant projects

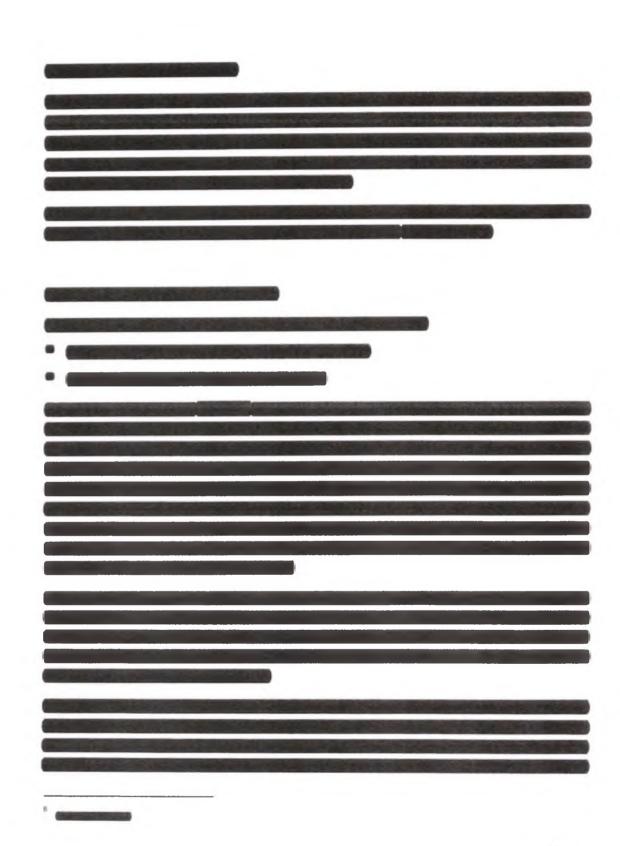
Assuming 10% of wages are not replaced by alternative employment

Expected costs of: Shutdown and remediation, import infrastructure, and the maximal potential compensation to Bazan shareholders (based on expected NPV of profits at closure)

Socio-economic impact: Bazan's contribution to GDP, employment in the Haifa area, municipal tax revenues, and emissions in the Haifa area

All shutdown scenarios, will require a period of preparation, construction of import facilities, would need to begin at least 4 years before shutdown, with full remediation achieved ~10 years after shutdown.





Additionally, if a decision is made to shutdown Bazan, a detailed action plan will be required to ensure that all required import infrastructure is put in place prior to the shutdown, allocating sufficient time for both construction and zoning and permitting process. The cost and complexity of this plan can be reduced through strategic initiatives to increase EV and natural gas penetration in transport, domestic and industrial uses, potentially decreasing the quantity of imports required in the future, decreasing required storage needs.

Any decision, aside from maintaining business as usual, will require careful planning, coordination and management of the significant, large scale program needed to facilitate a Bazan shutdown. We believe that the magnitude of the challenge, and the potential value it can create, justifies approaching it in a strategic and holistic manner.

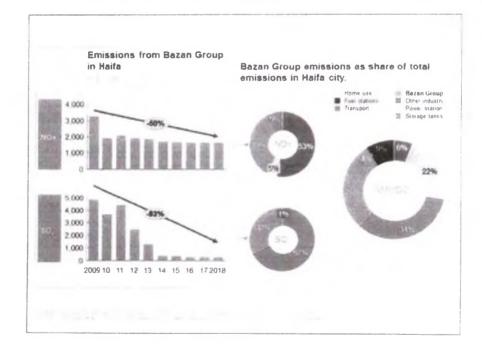
1 Introduction

1.1 BAZAN GROUP

Bazan Group consists of the oil refinery, Carmel Olefins, Gadiv Aromatics, Haifa Basic Oils (BO) and Ducor. This report refers only to the Group's activity in Israel, excluding Rotterdam based Ducor.

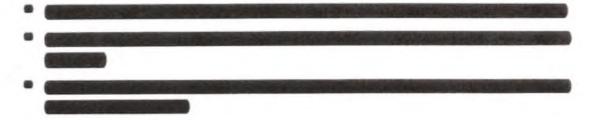
Bazan occupies a 526-acre (2,130 dunams) complex in Haifa Bay, commonly referred to as "Bazan complex". It directly employs people in Israel, the Ministry of Economy estimates that it generates additional indirect employment of ~5,400 employees. Bazan's average annual profits (net) between the years 2015-2017 was ILS ~750M, with the refinery and Carmel generating most of the profits.

According to the Ministry of Environmental Protection, Bazan is responsible for ~25% of NMVOC emissions in the city of Haifa, in addition to ~32% of NOx and SO₂ emissions. Based on estimates from the Ministry of Environmental Protection NOx and SO₂ emissions lead to an annual cost of ILS ~87M/year⁷. However, over the past decade Bazan has invested ~1.1B ILS in environmental compliance, reducing NOx (~50%) and SO₂ (~90%) emissions in recent years.



⁷ Estimated costs for NOx emissions: 27.651 ILS/ton, SO2 emissions 32,990 ILS/ton. Based on 2017 data for emissions, NOx 1,388 tons/year. SO2 314 tons/year.

The group operates as a going concern, and has made substantial investments in recent years:



Additionally, both Bazan and relevant government agencies are planning new investments:

- Bazan is planning to construct a new construction plant. The plant is planned to be constructed in two phases, the first phase, is estimated to cost over constructed and allow Bazan to decrease dependence on external power supply. The second phase, to be completed at a later date, will generate power for supply to the grid, allowing Bazan to diversify its revenue streams. Bazan's generation license requires commissioning by 2023
- Government agencies are planning two major projects associated with Bazan:
 - The "Karkaot Hazafon" project is intended to release high value shorefront real estate and minimize disturbance to Kiryat Haim by relocating shorefront storage tanks^{*} to the Bazan area. The project is expected to take over 4 years and cost Relocation of the crude storage element will not be required without Bazan however, the remaining dist, associated with dismantling and cleaning the Kiryat Haim site, and possible reconstruction of refined product storage, will still be required
 - The EAPC is planning to relocate its Haifa-Ashdod pipeline from the coastal plain to Highway 6 to release high value land and reduce periodic maintenance costs. The project, estimated to cost

1.1.1 Overview of the refinery:

Reporting an average net profit of ILS 488M for the years 2015-2017, the refinery represents ~60% of Bazan's profits in Israel (i.e., excluding Ducor) and directly employs

The refinery processes imported crude oil to refined product, producing several key products:

LPG – supplied to the local Israeli and PA markets (residential and industrial consumption)

Crude terminals in Kiryat Haim and "20 acres" refined products terminal in Haifa port

Includes only cost of rebuilding the terminal, dismantlement will still be required

- Naphtha supplied primary to Carmel for polymer production
- Gasoline supplied to the local road transport market
- Jet/kerosene supplied to the local aviation market
- Diesel supplied to the local road transport market and exported to European markets
- Fuel oil predominantly exported to the European market, with some local supply to the marine transport market (bunker fuel)
- Bitumen supplied to the local construction industry. Bazan is the only Bitumen supplier in Israel

1.1.2 Overview of Carmel:

Reporting an average net profit of ILS 239M for the years 2015-2017, Carmel represents ~35% of Bazan's profits in Israel and directly employs

Carmel processes naphtha and propylene into polymers, key products being:

- Polypropylene (PP): The world's second-most widely produced synthetic plastic, resistant to fatigue and used for piping systems, clothing and more
- Low density polyethylene (LDPE): First grade of polyethylene with good flexibility, used in plastic bags, containers, agriculture and more

to nearby markets. The majority of Carmel's feedstock is provided directly by the refinery

1.1.3 Overview of Gadiv:

Reporting an average net profit of ILS 20M for the years 2015-2017, Gadiv represents only ~2% of Bazan's profits in Israel and directly employs

Gadiv's major products are:

- Mixed xylenes: Petrochemical liquid, used primarily as a raw material for para-xylene production (see below) and an organic solvent for paint and pesticide industries
- Toluene: Petrochemical liquid, used primarily as a raw material for polyurethane production (used to produce foam for insulation/coating) as well as for benzene and paraxylene
- Para-xylene: An important component of polyester (textile industry) and a raw material beverage packaging

Benzene: Basic chemical for a variety of widely used products (e.g., polystyrene foam, polycarbonate used in electronics, transport and construction)

Out of these products, only mixed xylenes and toluene are consumed locally, with Gadio f Gadio's production being exported.

Gadiv's activity is required for gasoline blending, particularly for operating the continuous catalytic reformer (CCR).

1.1.4 Overview of Basic Oils

Reporting an average net profit of ILS 5M for the years 2015-2017, Basic Oils represents ~1% of Bazan's profits in Israel and directly employs

BO produces base oils, paraffin waxes and specialty lubes. It has no significant interdependencies with the other facilities in the Bazan complex and is not a substantial emitter.

1.2 THE ISRAELI REFINING MARKET

1.2.1 Market structure

There are two local refineries in Israel:

- Bazan located in Haifa with installed capacity of the second sec
- Paz Ashdod located in Ashdod with installed capacity of the second seco

The two refineries used to be part of a single company, but were separated to two competing entities in 2006.

While refineries provide most of Israeli consumption, additional products are sourced from global markets and imported through two main facilities:

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1.2.2 Refined products

Israel is a net importer of LPG and jet/kerosene and net exporter of diesel and fuel oil. Bazan currently supplies most of the local refined product demand. The following list outlines supply and demand for refined products in the local market:

	LPG: local demand of 0.6 mtpa is
•	Naphtha – local demand of 0.7 mtpa
	Gasoline – local demand of 3 mtpa
	Jet/kerosene – local demand of 1.3 mtpa
	Diesel – local demand of 2.8 mtpa
	Fuel oil – local demand of 0.4 mtpa

1.2.3 The polymer and aromatics market

Carmel is a major supplier of local polymer demand (LDPE and PP), with a market share of

- Polypropylene: _______Local demand of ~350 kT/year can be fully met by Carmel, however, ______ local demand is imported
- Low density polyethylene Local demand of ~100 kT year can be fully met by Carmel, however, lowever, local demand is imported

Gadiv is the sole local aromatics supplier as well as a major exporter, with local demand for only two of its main products – mixed xylenes and toluene.

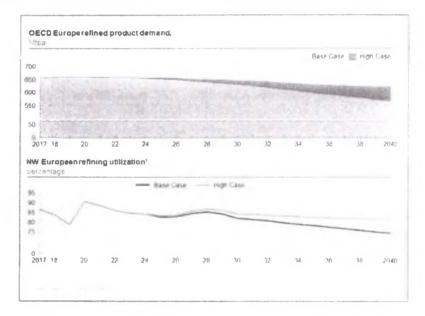
of production being exported.

1.3 DEVELOPMENTS IN THE EUROPEAN REFINING MARKET

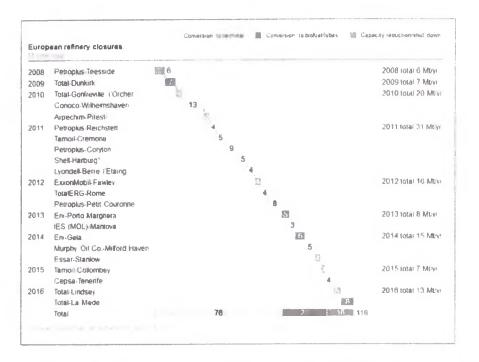
The Israeli market is strongly influenced by the European refining market, being the main import/export market for the Israeli market. European demand for refined products and refining margins, are assumed to largely determine the refining margins for Israeli refineries. To assess the attractivity of the European refining market we forecasted demand for refined products and refining margins under two scenarios:

- A base scenario represents our outlook for the market. Under this scenario European demand declines by ~0.7% p.a. over 2020-2040 due to increased fuel efficiency in internal combustion engines and strong penetration of EVs (30% of passenger fleet)
- A high scenario representative of a bullish refining outlook. Under this scenario European demand declines by ~0.3% p.a. over 2020-2040 due to lower improvement in fuel efficiency and weaker EV penetration (20% of passenger fleet)

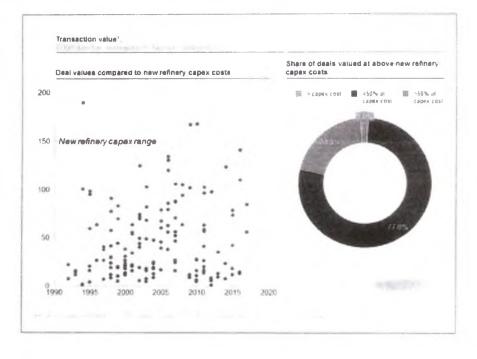
Under both scenarios, reduced demand lowers European refinery utilization by ~2022, which continues to decrease through 2040, resulting in lower refining margins.



The European market seems to be preparing for decreased margins by reducing 12% of capacity (~11 million tons/year) over the past decade, usually by converting process units to storage terminals.

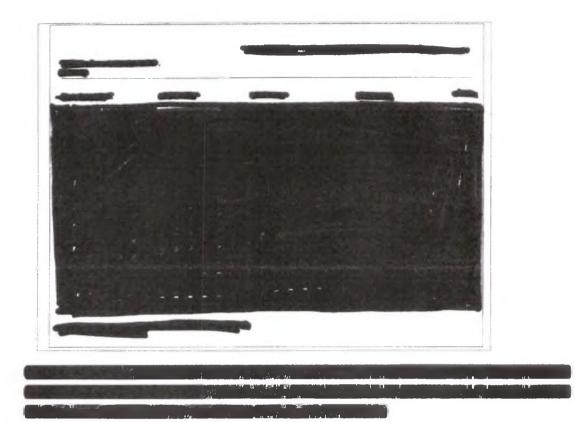


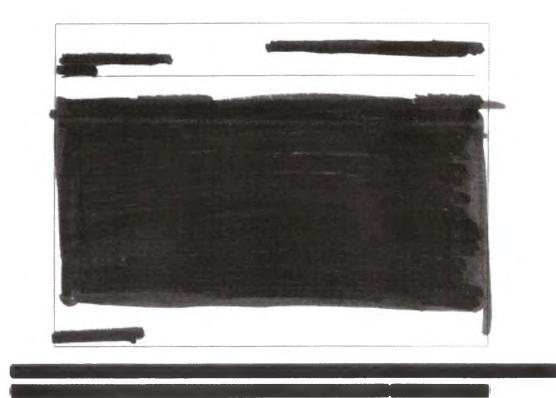
Decreasing margins are also reflected in M&A valuations, with ~80% of transactions closed at below 50% of the cost of constructing a new refinery.





¹⁰ See more detailed assumptions in the appendix





2 Alternatives to Bazan

Building upon our Bazan profitability outlook we assessed 4 alternative solutions for the future of the Bazan complex:

- A. Retaining Bazan in its current location and configuration
- B. Reallocating Bazan to a non-urban location
- C. A partial shutdown of the Bazan complex, within the same location
- D. A full shutdown of the Bazan complex, under different timing scenarios

2.1 SCENARIO B - RELOCATION

To estimate the cost of building a new refinery of similar size and configuration we benchmarked construction costs of similar facilities.

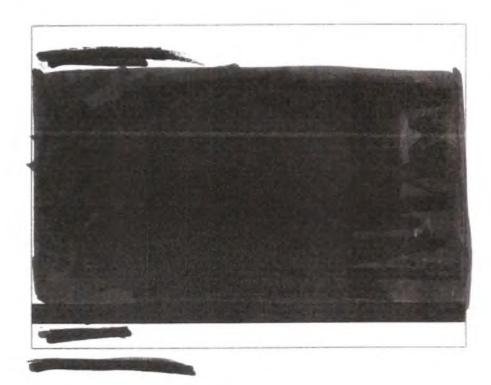
Taking into account benchmarks of facilities of similar complexity as Bazan, building a refinery of this capacity would cost ILS ~18B. In addition, indirect costs (e.g. connections to pipelines and port facilities) will further increase costs.

Building a new refinery of this scale and complexity would require at least 7 years to complete, meaning it would come online in 2026 at the earliest. Under both the base and high demand scenarios such an investment would generate a negative ROI over 2026-2040 (~-50% and ~-25% respectively), making the relocation scenario economically unattractive. European refining margins in 2026-2040, under the base case, suggest a negative ROI of -48%. Looking solely at economic considerations, a relocation of Bazan scenario is unfavorable.

2.2 SCENARIO C - PARTIAL SHUTDOWNS

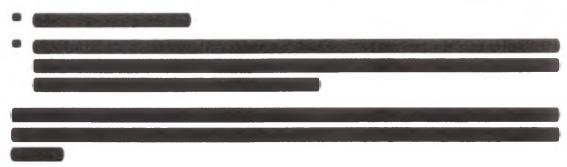
As relocation of Bazan seems economically unfavorable, we evaluated partial shutdown scenarios as a middle-ground between business as usual and a complete shutdown. A partial relocation can contribute to emission reductions. However, it cannot generate any value from released land, which will remain locked within an operating refining complex.

To identify partial closure potential, we compared plants' contribution to Group profits versus their share of total group emissions.



2.2.1 Shutting down Carmel

Carmel represents a significant share of the Group's profits and is the largest benzene emitter. Shutting down Carmel would reduce emissions, with the most significant changes being a 34% reduction in benzene emissions and a 26% reduction in NOx/NO₂ emissions.

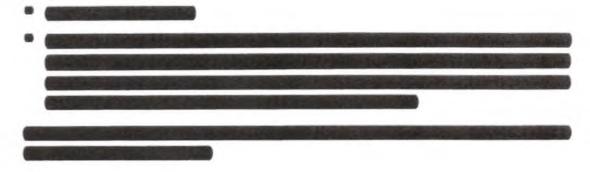


However, on the cost side, a Carmel shutdown would reduce profits by:

2.2.2 Shutting down Gadiv

Gadiv is the largest aromatics emitter while representing only a small share of the Group's profits. Shutting-down the facility would reduce benzene emissions by 27%, toluene emissions by 46%, and xylene emissions by 76%.

However, on the cost side, a Gadiv shutdown would reduce profits by:



2.3 SCENARIO D - FULL SHUTDOWN OF THE BAZAN COMPLEX

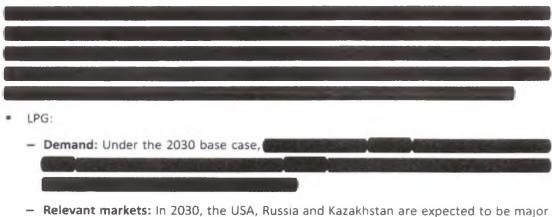
2.3.1 Replacing Bazan's supply in a full shutdown scenario

2.3.1.1 Meeting local demand – supply and impact on prices

In the case of a Bazan shut down its supply to the local market will have to be replaced by imports, with a marginal capacity increase in Ashdod (increased utilization of existing production units).

Refined products

Required imports



 Relevant markets: In 2030, the USA, Russia and Kazakhstan are expected to be major net export markets of LPG. Norway and Greece, in closer proximity, will likely be net

¹¹ Million tons per annum

¹² Such a shift will require investment in T&D and industrial equipment (e.g., furnaces, burners etc.)

 $^{^{13}\,}$ ~ 25-30% accounts for consumption by the Palestinian Authority

exporters as well. These countries are expected to have excess supply of ~105 mtpa, out of which Israeli imports would represent ~0.6%

- Naphtha
 - Demand:
 D
- Gasoline:
 - Demand: Under the 2030 base case
 required imports will reach ~1.5 mTpa
 - Relevant markets: In 2030, the US, Italy, South Korea, Spain, Greece, and Turkey are expected to have excess supply of ~52 mTpa, out of which Israeli imports would represent ~2.8%
- Jet/kerosene:
 - Demand: Under the 2030 base case
 required imports will reach ~1.4 mTpa
 - Relevant markets: In 2030, the US, China, South Korea and India are expected to be major net export markets of gasoline with excess supply of ~79 mTpa, out of which Israeli imports would represent ~1.8%
- Diesel:
 - Demand: Under the 2030 base case
 - prequired imports will reach ~1.5 mTpa
 - Relevant markets: By 2030, the US, Russia and China are expected to be major net export markets of gasoline. Netherlands and Greece, in closer proximity, will likely be net exporters as well. These countries are expected to have excess supply of ~165 mTpa, out of which Israeli imports would represent ~0.8%
- Fuel oil:
 - Demand: Under the 2030 base case

maintain Israel's position as a net

exporter

Bitumen:

Demand: Demand for bitumen is expected to remain stable till 2030
 In case of shutdown an alternative source of local production will have to be generated, as Bitumen importing is complex and costly (details follow)