



Request for Proposal (RFP)
Operating lease of Seven (7) brand new Boeing
B737-8MAX

Schedule I

1. INDEX

1.	INDEX	2
2.	SCOPE OF THIS RFP.....	3
3.	MAIN SPECIFICATIONS AND REQUIRED AIRCRAFT CONDITIONS AT DELIVERY	3
4.	NOTICES AND CLARIFICATIONS REQUESTED BY THE BIDDERS.....	4
5.	SUBMISSION OF PROPOSAL	4
6.	INFORMATION REQUIRED.....	5
7.	AWARD.....	5
8.	COSTS	6
9.	ANTICORRUPTION	6
10.	CONFIDENTIALITY.....	6
11.	RIGHTS OF AEROLÍNEAS	7
12.	JURISDICTION AND GOVERNING LAW.....	7
13.	PROPOSALS DISMISSAL AND AMENDMENT	7

2. SCOPE OF THIS RFP

This document contains the basic terms and conditions that will be required to aircraft leasing companies, commercial banks and financial institutions (Herein after “Bidders”) interested in participating in the selection process for the lease of seven (7) factory new Boeing 737-8MAX, to be incorporated to Aerolíneas Argentinas’ fleet.

In relation with the delivery schedule, three (3) aircrafts should be delivered during 2023 and four (4) during 2024. Bidders may indicate in their proposals earliest available delivery date for each aircraft.

3. MAIN SPECIFICATIONS AND REQUIRED AIRCRAFT CONDITIONS AT DELIVERY

Bidder’s proposals shall be made considering the following information/required configuration:

1) Current Aerolíneas’ operational ratio of Boeing 737-8MAX fleet is:

- FH/FC 2:1
- FH: 8 per day
- Derate: 12% average

2) Required configuration at delivery:

- a) *Operating Lease;*
- b) *Lease Term: Twelve (12) years;*
- c) *CFM LEAP-1B engines, 1B27 thrust rating*
- d) *Seating: 12 BC + 162 YC. (Collins Aerospace MIQ in BC with combined 110V and Usb Type A and Collins Aerospace Meridian in YC with single 110V and single Usb type A). Please refer to **Annex III - ARG LOPA** enclosed to this document.*
- e) *Class divider*
- f) *Minimum Flight attendants seats: 6*
- g) *Galleys: G1, G2, G4B (Driessen) - Atlas Standard*
- h) *Lavatories: Advanced LA, LD, LE*
- i) *Flight compartment: Two Pilots and two observers*
- j) *Inflight entertainment (IFE): Panasonic eXWireless Cabin network system preferred*
- k) *External communication system: Wi-Fi connectivity (To be defined)*
- l) *ETOPS rating minimum 180 minutes;*
- m) *Honeywell avionics suite.*
- n) *Oxygen system capacity 22 minutes (preferably).*
- o) *Operational weights:*
 - a. *Maximum taxi weight: 181.700lb (82.417Kg)*
 - b. *Maximum takeoff weight: 181.200lb (82.190Kg)*
 - c. *Maximum landing weight: 152.800lb (69.308Kg)*
 - d. *Maximum taxi weight: 145.400lb (65.952Kg)*
- p) *Communications:*
 - e. *HF: Single system, complete provisions for second HF*
 - f. *VHF: Triple VHF; two systems-voice, one system-data, 8,33kHz channel spacing*
 - g. *ACARS: AOA-capable CMU, FANS-2 capable, VFL data Mode 2 activated, data link activated*
 - h. *ELT: Fixed automatic*
- q) *Approach category: GLS Cat I, ILS Cat IIIa*
- r) *ADS-B out compliant*

- s) FMC Dual system.
- t) Honeywell RDR4000 Multi Scan Weather radar
- u) Wheels and Brakes: Goodrich/Collins with carbon brakes
- v) Manuals format: FAA
- w) ARSA Livery (paint) as well as regulatory and non-regulatory external and internal markings at delivery.

Proposals should include the look & feel of the cabin (seat covers, curtains, seat belts & carpets) to match with the current ARSA standard.

For further information regarding the desired configuration, please refer to **Annex II - ARG CSOS** enclosed to this document.

Notes:

- 1) Aerolíneas will be able to evaluate proposals that do not fulfil all the requirements (described in this Document and its annexes) and have similar or other configurations, only if these configurations allow the operation of the aircrafts proposed in the current fleet and/or with the Aerolíneas current standard.
- 2) The complete list of aircraft required configuration is included in Annex II of this document.

4. NOTICES AND CLARIFICATIONS REQUESTED BY THE BIDDERS

Bidders should carefully review the RFP. Should a Bidder require any clarification or have a request for further information on any aspect of the RFP bidding process, a formal request must be made in writing, until August 18th, 2022 to the following e-mail address:

QUERIES: E-mail address: rfp-aerolineas-queries@aerolineas.com.ar

All notifications, communications or clarifications regarding the bidding process from Aerolíneas will only be issued from the above mentioned mailbox.

Any clarifications originated by Aerolíneas or any inquiry by an interested party shall be formally distributed to all interested parties. These communications are automatically included in the the RFP.

5. SUBMISSION OF PROPOSAL

Bidders shall submit their proposal before August 25th, 2022 at 23:59 (BUE) in Spanish and/or English language to the following email address.

PROPOSALS: E-mail address: rfp-aerolineas-proposals@aerolineas.com.ar

The above mentioned e-mail account will be opened on August 26th, 2022. Aerolíneas will not have access to this e-mail account from the date of issuance of this RFP and until the referred date. Requests for clarification delivered to this e-mail account will not be reviewed or answered; such requests will only be replied through the e-mail account mentioned in clause 4.

Bidders shall warrant the veracity of all the information and/or data provided in their bid. Such bid shall be considered an affidavit, and the Bidder shall be the sole responsible for the false

information included therein or any omissions.

Aerolíneas will not accept proposals from brokers or intermediaries.

6. INFORMATION REQUIRED

I. Aircraft Leasing Proposals shall include

- a) Lessor entity & jurisdiction;
- b) Number of aircrafts included in the proposal (For avoidance of doubt proposals for one (1) or more aircraft will be considered);
- c) Aircraft Technical Specification (Detail Specifications, if available);
- d) Aircraft configuration detail (Boeing CSOS);
- e) Delivery Schedule;
- f) Lease Term;
- g) Lease Rent per aircraft (additional rent due to LOPA/Engine thrust/MTOW and options/features detailed in Paragraph 3 shall be included in the proposal).
- h) Security Deposit;
- i) Maintenance Reserves ratios and definitions (if requested in the proposal). Thrust Reverser and APU LLP Maintenance Reserves will not be accepted; Please refer to **Annex I** enclosed to this document.
- j) Redelivery Conditions. Please refer to **Annex I** enclosed to this document.

In addition to the above information required, please check “Annex I – Maintenance Reserves & Redelivery Conditions” and “Annex II – ARG CSOS” in order to provide further details for a proper analysis and evaluation of each proposal.

II. Bidder Information

- a) Company's name (please include the company's bylaws);
- b) Company's legal address;
- c) Representative empowered to subscribe, sign and file the bid on behalf of the Bidder (please include Power of Attorney);
- d) In case the transaction includes a subsidiary, special purpose company or other sister/affiliate company, please state jurisdiction of incorporation;
- e) Contact data to consult technical doubts (please include name, position, e-mail address and phone number);
- f) Contact data for general doubts about the company (please include name, position, e-mail address and telephone number).

Aerolíneas may require the Bidder to provide additional information if necessary.

The documentation mentioned above shall be included in the e-mail in a PDF file and shall be signed by the Bidder's legal representative.

7. AWARD

Aerolíneas has the right to award the bidding process to the proposal(s) that, in its opinion, is/are the most appropriate, or to reject all proposals, without Aerolíneas being liable in any way and without the Bidders having the right to file claims of any nature. The decision adopted by Aerolíneas will be, in all cases, incontrovertible.

The most convenient proposal(s) shall be the one that substantially fulfills the requirements set

out in this document and meets the needs of the RFP. The proposal(s) considered more convenient shall not necessarily be the one that offers the lowest rent.

Aerolíneas reserves the right to request from Bidders whose proposals are considered to meet the required technical conditions, an improvement of the economic conditions.

Aerolíneas may select more than one Bidder (“Awardee”). The successful Bidder/s shall be duly notified of the award by email at the e-mail address informed in the offer.

8. COSTS

For the avoidance of doubt, all costs associated with the development of the information to be submitted under this RFP process as well as any demonstrations and/or submissions will be at the Bidder's only expense.

Aerolíneas will bear its own costs associated with this RFP process.

9. ANTICORRUPTION

Aerolíneas is committed to complying with the highest standards of ethics, integrity and legality. These values are reflected in the Code of Ethics of the company, the objective of which is to inspire and guide the actions of all employees in adherence to them. In order to reinforce and transmit this commitment to those who interact with Aerolíneas, the company has developed this Code of Ethics for Suppliers, which regulates the minimum standards of conduct that adhere to said values and aims to guide its suppliers in the way they should act during the development of their commercial activity with Aerolíneas. Bidders are expected to comply with these principles even before they become suppliers.

You can find the Code of Ethics for Suppliers in:

<https://www.aerolineas.com.ar/OfficeFile/E-commerce/CODEOFETHICSFORSUPPLIERSFinalWEB.pdf>

If a situation contrary to the provisions of the Code of Ethics is suspected or detected by a Bidder, it must be reported to the Ethics Line of Grupo Aerolíneas:

www.resguarda.com/grupoaerolineas

Argentina: 0800-999-4636 / 0800-122-7374

Other countries: check available lines in www.resguarda.com/grupoaerolineas/lineaetica.grupoar@resguarda.com

Aerolíneas rejects and condemns all fraudulent acts or corrupt practices and, therefore, expects the same commitment from its Suppliers and Bidders. Any irregularity that is detected or suspected in this context must be reported immediately and could be grounds for the disqualification of the bid or termination of the contract.

10. CONFIDENTIALITY

Bidders undertake to keep the strictest confidentiality regarding this RFP and all information they may receive from Aerolíneas or arising from their own assessments, in connection with technical data, trade secrets or know-how, including (without limitation) information related to business plans and/or strategies, products, trademarks, services, financial projections, patents, application of patents, source codes, research, inventions, processes, designs, and any other confidential or private information of Aerolíneas (hereinafter “Confidential Information”).

The Bidder also acknowledges and agrees that:

- (i) It will take all necessary precautions to prevent disclosure of Confidential Information to any parties other than to those employees who have a need to know the same and are bound by confidentiality obligations substantially similar to those contained in this RFP; provided such disclosure shall be made solely in connection with the RFP and only under conditions of strict confidentiality; and the Bidder will be responsible for any failure by its employees to keep the Confidential Information confidential;
- (ii) it will keep all Confidential Information confidential and will neither disclose nor allow the disclosure of any Confidential Information to any other person; and
- (iii) it will protect Confidential Information with at least the same degree of care as it uses to protect its own proprietary information.

Moreover, the Bidders acknowledge that the economic terms are confidential, and they agree to take all the reasonably necessary action in order to preserve such confidentiality. The Bidders agree not to disclose the information furnished by any means to third parties, and to take all reasonably necessary action to prevent that information from being copied, reproduced or otherwise disclosed.

The duty of confidentiality established by this section shall not be applicable to the information that becomes publicly known without Aerolíneas' or the Bidders' fault, or the information that is otherwise made public by Aerolíneas. However, the Bidders shall refrain from disclosing such information to third parties.

11. RIGHTS OF AEROLÍNEAS

Aerolíneas may render this bidding process ineffective wholly or partially or reject all the proposals at any time prior to the awarding without being liable in any way or giving the Bidders the right to file a claim of any nature against Aerolíneas. Moreover, Aerolíneas shall unilaterally make all the clarifications and explanations deemed necessary in order to carry out the awarding.

12. JURISDICTION AND GOVERNING LAW

The governing law shall be the laws of Argentina.

In the event of any dispute, which may arise between the Awardee and Aerolíneas, in relation to this RFP, they both agree that they will resolve them in good faith through friendly negotiations within thirty (30) calendar days after notice of the dispute has been served. If an agreement is not reached within that term, legal proceedings shall be started. In such case, the Awardee and Aerolíneas shall submit themselves to the jurisdiction of the competent Courts of the City of Buenos Aires for the judgment of any issue that may arise from this RFP, expressly waiving any other jurisdiction.

Likewise, preference shall be given to bids that stipulate that the rights and obligations resulting from the agreement entered into between Aerolíneas and the Awardee shall be construed in accordance with the laws of the State of New York and the Courts of the City of New York.

13. PROPOSALS DISMISSAL AND AMENDMENT

Aerolíneas shall verify that the submitted bids meet the conditions set forth herein. Should omissions or material or formal errors be found, Aerolíneas may request the Bidder to amend them within a specified period of time.

Should errors or arithmetic inconsistencies be found, Aerolíneas shall understand that: (i) amounts written in words prevail over amounts written in numbers and (ii) when there is a difference between the unit price and the total amount (resulting from multiplying the unit price), the unit price shall prevail.

