



HARBOUR ENERGY PLC
ANNOUNCES RESULTS OF THE OFFER TO PURCHASE FOR CASH
ANY AND ALL OF ITS OUTSTANDING
5.5% SENIOR NOTES DUE 2026

London, United Kingdom, March 28, 2025 – Harbour Energy plc, a public company limited by shares incorporated under the laws of Scotland (the “**Offeror**”), announces the results of the previously announced tender offer (the “**Tender Offer**”) to purchase for cash any and all of its outstanding 5.5% Senior Notes due 2026 (the “**Securities**”). The Tender Offer expired as of 5:00 p.m., New York City time, on March 27, 2025 (the “**Expiration Deadline**”).

As of the Expiration Deadline, \$ 262,255,000 of the \$500,000,000 outstanding aggregate principal amount of the Securities had been validly tendered, and not validly withdrawn, pursuant to the Tender Offer (not including \$1,610,000 in aggregate principal amount of the Securities that have been submitted pursuant to the guaranteed delivery procedures described in the Offer to Purchase, dated March 20, 2025 (the “**Offer to Purchase**”) and the accompanying Notice of Guaranteed Delivery (as they may each be amended or supplemented from time to time, the “**Tender Offer Documents**”), which set forth a more detailed description of the Tender Offer. Terms not defined in this announcement have the meanings given to them in the Tender Offer Documents.

Certain information regarding the Securities and the Tender Offer is set forth in the table below.

<u>Title of Security</u>	<u>CUSIP / ISIN</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Aggregate Principal Amount Tendered*</u>	<u>Purchase Price**</u>
5.5% Senior Notes due 2026	<u>144A:</u> 411618AB7 / US411618AB75 <u>Reg S:</u> G4289TAA1 / USG4289TAA19	\$500,000,000	\$262,255,000	\$1,001.50 per \$1,000 principal amount of Securities

* Aggregate principal amount of Securities validly tendered, and not validly withdrawn, pursuant to the Tender Offer (not including \$1,610,000 in aggregate principal amount of the Securities that have been submitted pursuant to the guaranteed delivery procedures described in the Tender Offer Documents) as of the Expiration Deadline.

** Accrued Interest (as defined below) will be paid in addition to the Purchase Price.

The Offeror intends to accept for purchase all Securities validly tendered and delivered, and not validly withdrawn, pursuant to the Tender Offer, and to pay for such Securities on the settlement date for the Tender Offer, which is expected to be on April 1, 2025 (the “**Settlement Date**”). As previously announced, a purchase price of \$1,001.50 (the “**Purchase Price**”) will be payable per \$1,000 principal amount of such Securities. In addition to the Purchase Price, the Offeror will also pay accrued and unpaid interest on such Securities up to, but not including, the Settlement Date (the “**Accrued Interest**”).

Holders of Securities who delivered a properly completed and duly executed Notice of Guaranteed Delivery prior to or at the Expiration Deadline must tender their Securities prior to or at 5:00 p.m., New York City time, on March 28, 2025, to be eligible to receive the Purchase Price for such Securities. The guaranteed delivery settlement date is expected to be on April 1, 2025. For the avoidance of doubt, accrued interest will cease to accrue on the Settlement Date for Securities accepted for purchase pursuant to the Tender Offer, including those tendered by the guaranteed delivery procedures set forth in the Offer to Purchase.

The Offeror announced on March 20, 2025 its intention to issue and offer for sale new USD-denominated senior debt securities (the “**New Notes**”). The New Notes of \$900,000,000 in aggregate principal amount, 6.375% Senior Notes due 2035, priced on March 24, 2025. The Offeror’s obligation to accept for purchase and pay for Securities that have been validly tendered, and not validly withdrawn, pursuant to the Tender Offer is conditioned on the successful completion, on or before the Settlement Date (as defined above), of the concurrent offering of New Notes or one or more other offerings of senior debt securities, in each case, on terms and subject to conditions satisfactory to the Offeror in its sole discretion (the “**Financing Condition**”).

The Offeror’s obligation to accept for payment and to pay for Securities that have been validly tendered, and not validly withdrawn, pursuant to the Tender Offer is subject to the satisfaction or waiver of a number of conditions described in the Offer to Purchase, including the Financing Condition. Subject to applicable securities laws and the terms set forth in the Offer to Purchase, the Offeror reserves the right to (i) waive or modify in whole or in part any and all conditions of the Tender Offer,

(ii) modify or terminate the Tender Offer or (iii) otherwise amend the Tender Offer in any respect.

Dealer Managers

The Offeror has retained Citigroup Global Markets Limited and HSBC Securities (USA) Inc. and Merrill Lynch International as dealer managers for the Tender Offer (the “**Dealer Managers**”) and Kroll Issuer Services Limited as the information and tender agent for the Tender Offer (the “**Information & Tender Agent**”). For additional information regarding the terms of the Tender Offer, please contact:

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Statements of intent in this announcement shall not constitute a notice of redemption under the indenture governing the Securities. This announcement shall not constitute or form part of any offer, solicitation or invitation to sell, issue or subscribe for any securities, or a solicitation to buy or an offer to purchase any securities, nor shall there be any offer, solicitation or sale of any securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any jurisdiction. The Tender Offer is being made only pursuant to the Offer to Purchase and only in such jurisdictions as is permitted under applicable law.

For further information, please contact:

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Important Notice

This announcement must be read in conjunction with the Tender Offer Documents. This announcement and the Tender Offer Documents contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If any holder of Securities is in any doubt as to the contents of the Tender Offer Documents or the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Securities pursuant to the Tender Offer. None of the Offeror, the Dealer Managers or the Information & Tender Agent or any of their respective directors, employees, officers, agents or affiliates expresses any opinion about the merits of the Tender Offer or makes any recommendation whether holders of Securities should tender Securities pursuant to the Tender Offer and no one has been authorized by the Offeror, the Dealer Managers or the Information & Tender Agent to make such recommendation.

Forward-Looking Statements

The Offeror considers portions of this announcement to be a forward-looking statement. Forward-looking statements can be identified typically by the use of forward-looking terminology such as “believes”, “expects”, “may”, “will”, “could”, “should”, “intends”, “estimates”, “plans”, “assumes”, “predicts” or “anticipates”, as well as the negatives of such words and other words of similar meaning in connection with discussions of future operating or financial performance or of strategy that involve risks and uncertainties. Although the Offeror believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions at the time made, these assumptions are inherently uncertain and involve a number of risks and uncertainties that are beyond the Offeror’s control; therefore, the Offeror can give no assurance that such expectations will be achieved. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements as a result of risks and uncertainties, including, without limitation, possible changes in the timing and consummation of the Offer.

You are cautioned not to place any undue reliance on the forward-looking statements contained in this announcement, which speak only as at their respective dates. Neither the Offeror nor any of its affiliates undertakes any obligation publicly to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by any applicable laws and regulations.

No Offer or Sale

*This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or any other jurisdiction in which such an offer would be illegal. Any securities (including the New Notes) described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state or jurisdiction of the United States. Accordingly, such securities may not be offered or sold, directly or indirectly, in the United States or to any U.S. person (as defined in Regulation S under the U.S. Securities Act) unless they have been registered under the U.S. Securities Act (which neither the Offeror nor its affiliates has any obligation to do or procure) or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction of the United States.*

Offer and Distribution Restrictions

The distribution of this announcement and/or the Tender Offer Documents in certain jurisdictions may be restricted by law. Persons in possession of this announcement and/or the Tender Offer Documents are required by the Offeror, the Dealer Managers and the Information & Tender Agent to inform themselves about, and to observe, any such restrictions. Neither this announcement nor the Tender Offer Documents constitute an offer to buy or the solicitation of an offer to sell Securities (and tenders of Securities in the Offer will not be accepted from holders of Securities) in any circumstances in which such offer or solicitation or acceptance is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and any Dealer Manager or any of the Dealer Managers’ respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

Each holder of Securities participating in the Tender Offer will also be deemed to give certain representations in respect of the other jurisdictions generally as set out in the section “Procedures for Participating in the Offer—Holder Representations, Warranties and Undertakings” of the Offer to Purchase. Any tender of Securities for purchase from a holder of Securities that is unable to make these representations will not be accepted. Each of the Offeror, the Dealer Managers and the Information & Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Securities for purchase, whether any such representation given by a holder of Securities is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender shall not be accepted.