

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO



**Harbour Energy plc ("Harbour")
Pricing of Senior Notes Offering
25 March 2025**

Harbour is pleased to announce that it has priced an offering on 24 March 2025 (the "**Offering**") of \$900 million in aggregate principal amount of 6.327% senior notes due 2035 (the "**Notes**").

Harbour intends to use the proceeds from the Offering (i) to finance the purchase for cash any and all of its outstanding 5.5% Senior Notes due 2026 (the "**Tender Offer**"), in each case as validly tendered and accepted for purchase, (ii) at Harbour's election, for repayment of existing debt and for general corporate purposes and (iii) to pay certain costs, expenses and fees related to the Offering and the Tender Offer.

Consummation of the Tender Offer is subject to the satisfaction or waiver of a number of conditions described in an Offer to Purchase, dated March 20, 2025 (the "**Offer to Purchase**"). Subject to applicable securities laws and the terms set forth in the Offer to Purchase, Harbour reserves the right to (i) waive or modify in whole or in part any and all conditions of the Tender Offer, (ii) extend, modify or terminate the Tender Offer or (iii) otherwise amend the Tender Offer in any respect. The Tender Offer is not conditioned on any minimum amount of notes being tendered.

The Offering is expected to close on or about April 1, 2025, subject to customary conditions precedent for similar transactions.

Enquiries

Harbour Energy plc

+44 20 3833 2421

Aleksander Azarnov, SVP Corporate Finance, Marketing and Trading

Mo Farrag, VP Corporate Finance

Elizabeth Brooks, SVP Investor Relations

Cautionary Statement

The Offering is being made by means of an offering memorandum. This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any jurisdiction. This announcement does not constitute an offer to purchase the Company's outstanding 5½% Senior Notes due 2026, which offer is being made only pursuant to the Offer to Purchase.

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States, and may only be offered or sold to (1) persons that are qualified institutional buyers ("QIBs") as defined in Rule 144A under the Securities Act; or (2) non-U.S. persons outside the United States in accordance with Regulation S under the Securities Act; or (3) pursuant to another applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. The Notes may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. No public offering of the Notes will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited.

Promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000 (the “FSMA”), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is only addressed to and directed at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”)), (iii) fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, or (iv) to the extent that doing so does not prejudice the lawful distribution of the announcement to the foregoing, are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The Notes will only be available to relevant persons and this announcement must not be acted on or relied on by anyone who is not a relevant person. No key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation. Any offer of the Notes in the UK will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA from a requirement to publish a prospectus for offers of securities.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the Regulation (EU) 2017/1129 (as amended), and any relevant implementing measure in the relevant Member State of the European Economic Area (the “Prospectus Regulation”). The offer and sale of the Notes will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

No Notes are intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the United Kingdom. For these purposes, a retail investor in (i) the EEA means a person who is one (or more) of: (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (b) a customer within the meaning of Directive 2016/97/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (ii) the United Kingdom means a person who is one (or more) of: (a) a retail client as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of domestic law by virtue of the EUWA; or (b) a customer within the meaning of the Financial Services and Markets Act 2000, as amended to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the EUWA.

Manufacturer target market (U.K. MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No U.K. PRIIPs key information document (“KID”) has been prepared as not available to retail in the U.K.

No Notes are intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any member of the public in the Cayman Islands. No Notes are intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to the public or to any person in the British Virgin Islands.

This announcement may include projections and other “forward-looking” statements within the meaning of applicable securities laws. Any such projections or statements reflect the current views of the Harbour about further events and financial performance. No assurances can be given that such events or performance will occur as projected and actual results may differ materially from these projections. Harbour undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this announcement. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes,” “estimates,” “anticipates,” “expects,” “intends,” “may,” “will” or “should” or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding Harbour or its affiliates’ intentions, beliefs or current expectations concerning, among other things, the Offering.

By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward looking statements are not guarantees of future performance and that Harbour and its affiliates’ actual results of operations, financial condition and liquidity, and the development of the industry in which they operate may differ materially from those made in or suggested by the forward-looking statements contained in this announcement. In addition, even if Harbour or its affiliates’ results of operations, financial condition and liquidity, and the development of the industry in which the Harbour operates are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods. Given these risks and uncertainties, you should not rely on forward looking statements as a prediction of actual results.

Neither the content of Harbour’s website nor any website accessible by hyperlinks on Harbour’s website is incorporated in, or forms part of, this announcement.

The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.