

WINTERSHALL DEA FINANCE 2 B.V. ANNOUNCES THE RESULTS OF ITS TENDER OFFER

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7 May 2025

**WINTERSHALL DEA FINANCE 2 B.V.
ANNOUNCES THE RESULTS OF ITS TENDER OFFER**

Wintershall Dea Finance 2 B.V. (the “**Offeror**”) hereby announces the tender results of its invitation to holders of its outstanding EUR 650,000,000 undated subordinated resettable fixed rate notes issued on 20 January 2021 (ISIN: XS2286041517) (the “**Notes**”) guaranteed by Harbour Energy plc (the “**Company**”) as described in the tender offer memorandum dated 28 April 2025 (the “**Tender Offer Memorandum**”) (the “**Offer**”).

Final Results of the Offer

The Offeror hereby announces that it has decided to accept for purchase the Notes validly tendered at or prior to the Expiration Time as set out below.

Maximum Acceptance Amount	Aggregate principal amount of Notes validly tendered at or prior to the Expiration Time and accepted for purchase	Purchase Price*	Aggregate principal amount of Notes remaining outstanding after the Settlement Date
EUR 650,000,000	EUR 521,200,000	98.400%	EUR 128,800,000

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

The Offer commenced on 28 April 2025 and expired at 4.00 p.m. (London time) on 6 May 2025. Settlement is expected to take place on 8 May 2025. The Offer has now expired and no further Notes can be tendered for purchase.

Interest will cease to accrue on the Settlement Date for all Notes validly tendered at or prior to the Expiration Time and accepted for purchase. All Notes purchased pursuant to the Offer will be cancelled and will not be re-issued or re-sold. Notes which have not been validly offered and accepted for purchase pursuant to the Offer will remain outstanding.

The Offer is made on the terms and subject to the conditions (including satisfaction or waiver of the New Financing Condition) contained in the Tender Offer Memorandum and should be read in

conjunction with the Tender Offer Memorandum. Capitalised terms used but not otherwise defined in this announcement shall have the meaning given to them in the Tender Offer Memorandum.

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This announcement is released by Harbour Energy plc and Wintershall Dea Finance 2 B.V. and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“EU MAR”) (including as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (“UK MAR”)), encompassing information relating to the Offer, as described above. For the purposes of UK MAR and the Implementing Technical Standards, this announcement is made by Howard Landes (General Counsel) of the Company. For the purposes of EU MAR and the Implementing Technical Standards, this announcement is made by Howard Landes (General Counsel) of the Offeror.

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Qualifying Holder is in any doubt as to the contents of this announcement, the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial, legal, regulatory and tax advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

None of the Offeror, the Company, the Dealer Managers or the Tender Agent or any of their respective directors, employees, officers, agents or affiliates expresses any opinion about the merits of the Offer or makes any recommendation as to whether or not any Qualifying Holder should offer to sell its Notes and no one has been authorised by the Offeror, the Company, the Dealer Managers or the Tender Agent to make any such recommendation.

OFFER RESTRICTIONS

UNITED STATES

The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”).

Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and any purported tender of Notes made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

This announcement or the Tender Offer Memorandum is not an offer to buy or sell, or a solicitation of an offer to buy or sell, any Notes or other securities in the United States. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act.

Each Holder of Notes participating in the Offer will represent that it is not a U.S. person, it is not located in the United States and it is not participating in the Offer from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States.

For the purposes of this and above paragraphs, “**United States**” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

UNITED KINGDOM

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to, and may only be acted upon by, those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

BELGIUM

None of this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority (*Autorité des services et marchés financiers / Autoriteit financiële diensten en markten*) and, accordingly, the Offer may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids, as amended or replaced from time to time (the “**Belgian Takeover Law**”). Accordingly,

the Offer may not be advertised and the Offer will not be extended, and none of this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any individual or legal entity in Belgium other than (i) in reliance upon any private placement exemption set out in Article 6, §3 of the Belgian Takeover Law or (ii) in any circumstances set out in Article 6, §4 of the Belgian Takeover Law.

Insofar as Belgium is concerned, this announcement and the Tender Offer Memorandum have been issued only for the personal use of the above investors qualifying for the private placement exemption set out in Article 6, §3 of the Belgian Takeover Law and exclusively for the purpose of the Offer. Accordingly, the information contained in this announcement and the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

FRANCE

This announcement, the Tender Offer Memorandum and any documents or offering materials relating to the Offer may not be distributed in the Republic of France except to qualified investors (*investisseurs qualifiés*) as defined in Article 2(e) of Regulation (EU) 2017/1129, as amended and Article L.411-2 of the French *Code monétaire et financier* as amended from time to time. This announcement and the Tender Offer Memorandum have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

GERMANY

The Offer is subject to restrictions provided in the German Securities Trading Act (*Wertpapierhandelsgesetz*) (the “**WpHG**”) or any other laws of Germany governing the issue, offering and sale of securities. No German securities prospectus (*Wertpapierprospekt*) within the meaning of the German Securities Prospectus Act has been or will be published with respect to the Offer. Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been or will be distributed to the public in Germany and only professional investors (as defined in section 31a (2) of the WpHG) or (ii) a qualified counterparty (as defined in section 31a (3) of WpHG) are eligible to participate in the Tender Offer.

REPUBLIC OF ITALY

None of the Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy (“**Italy**”) as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of the Notes that are located in Italy may tender their Notes in the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes and/or the Offer.

GENERAL

This announcement and the Tender Offer Memorandum do not constitute an offer to buy or the solicitation of an offer to sell Notes, and tenders of Notes for purchase pursuant to the Offer will not be accepted from Holders in any circumstances in which such offer or solicitation is unlawful.