

Seplat Energy Plc (“Seplat Energy” or the “Company”)

Publication of Prospectus in connection with the acquisition of MPNU

Lagos and London, 9 December 2024: Seplat Energy Plc, a leading Nigerian energy company listed on both the Nigerian Exchange and the London Stock Exchange, is pleased to announce that it has today, following receipt of approval from the Financial Conduct Authority (‘FCA’), published the prospectus in relation to the acquisition of the entire issued share capital of Mobil Producing Nigeria Unlimited (‘MPNU’).

Nigeria’s leading indigenous independent energy company

The transaction, which is expected to complete on 12 December 2024 is transformative for Seplat Energy, more than doubling production to around 120,000 barrels of oil equivalent per day and providing the Company with a significant opportunity to further drive its growth and profitability, whilst contributing significantly to the Nigerian economy. These assets are of proven quality, located in one of the world’s leading hydrocarbon basins.

Transaction Highlights

- Final cash consideration payable to ExxonMobil at closing is \$672 million
 - \$128 million deposit paid in 2022 at first SPA signing
 - Total consideration at closing \$800 million
 - Fully funded from available cash and debt facilities, no new equity issuance required
- Further amount of \$257.5 million⁽⁴⁾ deferred to December 2025, related to Decommissioning and Abandonment and certain Joint Venture (‘JV’) costs that will be partially offset by JV cash calls. The after-tax impact of this component on MPNU expected to be \$25-35 million. The Company will incur \$23 million in other transaction related costs, with \$64 million regulatory consent fees reflected in adjustments to the cash consideration due at closing
- Pro-forma 2P reserves for the enlarged group of 887 MMboe (at 30 June 2024), an increase of 86% on Seplat’s reported 2P reserves, and pro-forma 2P + 2C reserves and resources of 1,210 MMboe an increase of 124%
 - EV/2P ratio ~\$2.0/boe, EV/2P+2C ratio ~\$1.2/boe
- Production increases 148% on a pro-forma basis (6M 2024) to 119.8 kboepd
- Revenue increases 245% on a pro-forma basis (6M 2024) to \$1,456 million
- Adjusted EBITDA increases 199% on a pro-forma basis (6M 2024) to \$800 million
- Creates Nigeria’s leading independent energy company. The enlarged company has equity in:
 - 11 blocks in onshore and shallow water Nigeria
 - 48 producing oil & gas fields;
 - 5 gas processing facilities; and
 - 3 export terminals
- License portfolio with multiple high-potential investment opportunities to drive growth
 - Short term oil gain (STOG) activities focused on well stock and facilities
 - Multiple in-fill and exploration drilling locations
 - Multi-Tcf gas opportunity from commercialisation of undeveloped gas resources



- Strong balance sheet position maintained. Pro-forma Net debt/EBITDA at 30 June 2024 similar to Seplat reported leverage at 30 June 2024 of 0.8x, and well inside corporate policy of 2.0x

MPNU Assets

The acquisition of the entire issued share capital of MPNU adds the following assets to the Seplat Group

- 40% operated interest in OML 67, 68, 70 and 104
- 40% operated interest in the Qua Iboe export terminal and the Yoho FSO
- 51% operated interest in the Bonny River Terminal ('BRT') NGL recovery plant
- 9.6% participating interest in the Aneman-Kpono field
- Approximately 1,000 staff and 500 contractors will transition to the Seplat group

Reserves & Production

ERC Equipoise ('ERCE') have prepared an independent Competent Person's Report ('CPR') on the MPNU assets, OML 67, 68, 70 and 104, which is included in the Prospectus. ERCE has certified that, as at 30 June 2024, MPNU had 409 mmboc⁽¹⁾ of 2P oil and gas reserves, after having produced 99 mmboc since the effective date of the transaction of 1 January 2021. In addition, ERCE has certified 2C liquids resources of 43 mmboc and 2C gas resources of 1.27 Bscf⁽²⁾.

On a pro-forma basis, at 30 June 2024, the enlarged group holds 887 mmboc of 2P oil & gas reserves, an increase of 86% on Seplat's reported 2P reserves.

6M 2024, mmboc	Seplat	MPNU	Pro-Forma	% Change
2P Reserves	478	409	887	+86%
- 2P Oil reserves	226	329	555	+145%
2C Resources	62	261	323	+420%
2P + 2C	540	670	1,210	+124%

MPNU operated oil & gas production for the first half of 2024 averaged 67.0 kboepd on a working interest basis, of which c.92% was Oil and NGLs. A further 4.4 kboepd net was produced via the non-operated Aneman-Kpono field.

In 1H 2024 on a pro-forma basis the enlarged group produced 119.8 kboepd, an increase of 148% on Seplat's reported production in the period.

6M 2024, kboepd	Seplat	MPNU	Pro-Forma	% Change
Total (incl. A/K)	48.4	71.4	119.8	+148%

MPNU Summary Financials

MPNU production is liquids rich, and the crude is of high quality. Financial highlights demonstrate the size of the transaction, with revenue and CFFO more than double Seplat reported numbers for each of the years 2021-2023.

\$ million	2021	2022	2023
Revenue	1,841	3,082	2,103
Operating Profit	305	1,080	663
Pre-tax CFFO	726	1,442	1,092
Post-tax CFFO	78	130	120



6M 2024 Revenue & Cash Flow

In 6M 2024 all crude oil was exported achieving an average price of \$84.8/bbl equivalent to a \$1.4/bbl premium to Brent. For the first half of 2024 MPNU reported revenues of \$1,034 million. On a pro-forma basis the enlarged group generated revenues of \$1,456 million, an increase of 245% on Seplat reported revenues.

MPNU reports 1H 2024 Adjusted EBITDA of \$533 million. On a pro-forma basis the enlarged group generated \$800 million adjusted EBITDA, an increase of 199% on Seplat reported adjusted EBITDA.

MPNU is cash generative; in 6M 2024 it generated pre-tax CFFO of \$422 million. On a pro-forma basis in 6M 2024 the enlarged group generated \$648 million, an increase of 187% on Seplat reported pre-tax CFFO.

MPNU cash taxes are higher as a percentage of cash flow than Seplat group's. MPNU reported 6M 2024 post-tax CFFO of \$36 million. On a pro-forma basis the enlarged group generated \$210 million post-tax CFFO a 21% increase on Seplat post-tax CFFO.

6M 2024, \$million	Seplat	MPNU	Pro-Forma	% Change
Revenue	422	1034	1456	+245%
Adjusted EBITDA	267	533	800	+199%
Pre-tax CFFO	226	422	648	+187%
Post-tax CFFO	174	36	210	+21%

Completion Funding & Balance Sheet

The transaction, announced on 25 February 2022 with an effective date of 1 January 2021, was for an initial consideration of \$1.283bn, with up to \$300m in contingent payments⁽³⁾ payable over a period of five years (commencing 1 Jan 2022), and other customary closing adjustments.

This has resulted in contingent payments of \$43 million in respect of 2022 and 2023. Under the terms of the agreement additional contingent payments may become payable in respect of years 2024-26 up to a maximum of \$300 million.

The final consideration payable takes into account the Locked box adjustment with an effective date of 1 January 2021. After adjusting for locked box and other completion items, the final consideration payable to ExxonMobil will be \$800 million, of which \$128 million has already been paid as deposit.

The \$672 million payable on closing the transaction will be funded by:

- \$350 million drawn under the RCF
- \$300 million new 3 year Advance Payment Facility with ExxonMobil, and
- \$22 million balance sheet cash

Included in the US\$672m cash payment to ExxonMobil at close, is cash of \$67.3m retained in MPNU, reported as a contribution adjustment and available for the working capital needs of MPNU post close. At 30 June 2024 Seplat's pro-forma gross debt is expected to be around \$1.35 billion, with proforma net debt of approximately \$1.07 billion.

As highlighted above the agreement includes amounts deferred, interest free to December 2025, of \$257.5 million⁽⁴⁾ related to decommissioning and abandonment costs and Joint Venture ('JV') costs related to employees and certain environmental costs. These JV costs are expected to be partially offset in 2025 by



cash call payments from the JV partners, while the MPNU after-tax share is estimated to be between US\$25 million to US\$35 million.

Completion Timeline and Investor Conference Call Invitation

The publication of the prospectus marks an important milestone towards completion of the transaction, and other key elements of the transaction are at an advanced stage of completion.

Seplat Energy is pleased to announce that it expects the transaction to complete on Thursday 12 December 2024. The transaction is classed as a Reverse Takeover ('RTO') under the UK Financial Conduct Authority ('FCA') listing rules, requiring publication of the prospectus. As such, the listing of the Company's shares on the FCA's Official List will be cancelled following completion and are expected to be subsequently re-admitted to the equity shares (International commercial companies secondary listing) segment of the Official List of the Financial Conduct Authority on the business day following completion.

The Company will host a conference call for investors and analysts on the day of completion. Dial-in details will be provided at that time.

The prospectus will be available to download from our website later today, www.seplatenergy.com

Further announcements will be made as and when appropriate, in line with regulatory requirements.

- ENDS -

For: Seplat Energy Plc

A handwritten signature in black ink, appearing to read "Roger Brown", with a long horizontal line extending to the right.

Roger Brown
Chief Executive Officer

Enquiries:
Seplat Energy Plc

Eleanor Adaralegbe,
Chioma Afe,
Edith Onwuchekwa,
James Thompson,
FTI Consulting

Chief Financial Officer
Director External Affairs and Social Performance
Director Legal/Company Secretary
Head of Investor Relations
Ben Brewerton / Chris Laing
seplatenergy@fticonsulting.com

Notes to editors

Seplat Energy Plc is Nigeria's leading indigenous energy company. It is listed on the Premium Board of the Nigerian Exchange Limited (NGX: SEPLAT) and the Main Market of the London Stock Exchange (LSE: SEPL).



Seplat Energy is pursuing a Nigeria-focused growth strategy and is well positioned to participate in future asset divestments by international oil companies, farm-in opportunities, and future licensing rounds. The Company is a leading supplier of gas to the domestic power generation market. For further information please refer to the Company website, <http://seplatenergy.com/>.

(1) All reserve and resource estimates exclude volumes associated with the Aneman-Kpono field, which was not reviewed as part of the competent person's report (CPR).

(2) 2C gas resource estimates have been calculated on a limited group of eight 8 of the 31 developed oil & gas fields across the four licenses operated by MPNU (OML 67, 68, 70, 104).

(3) Contingent payments are calculated and paid on an annual basis for each of the five years 2022-2026. Contingent on average Brent crude oil prices exceeding \$70/bbl and MPNU working interest production exceeding 60 kboepd.

(4) The Deferred Amount (interest free up to December 2025) represents costs due in the normal course of business and include US\$46 million for Decommissioning & Abandonment, and Joint venture (JV) costs including US\$49 million of environmental related costs and US\$163 million for staff related costs including unions collective bargaining agreement, pension funds top up, provisions for retirement obligations and January 2025 staff payments. These JV costs are expected to be partially offset in 2025 by cash call payments from the JV partners while the MPNU after-tax share is estimated to be between US\$25 million to US\$35 million.