



Press Release

13 September 2024 09:05:00 CEST

Statement by the independent bid committee of the board of directors of Tethys Oil AB (publ) in relation to the public offer from Roc Oil Company Pty Limited

The independent bid committee of the board of directors of Tethys Oil AB (publ) unanimously recommends shareholders to accept the public offer from Roc Oil Company Pty Limited.

On 13 September 2024, Roc Oil Company Pty Limited (the “**Offeror**”), announced a public cash offer to the shareholders of Tethys Oil AB (publ) (“**Tethys**” or the “**Company**”) to tender all their shares in Tethys to the Offeror at a price of SEK 58.70 in cash per share (the “**Offer**”).

This statement regarding the Offer is made by the independent bid committee of the board of directors of Tethys pursuant to Rule II.19 of the Swedish Stock Market Self-Regulation Committee’s Takeover rules for Nasdaq Stockholm and Nordic Growth Market NGM (the “**Takeover Rules**”).

The independent bid committee issuing this statement has consisted of the board members Per Seime, Robert Anderson, Klas Brand and Staffan Knafve. The Company’s CEO and board member Magnus Nordin has, in his capacity as shareholder, undertaken towards the Offeror to accept the Offer. Consequently, Magnus Nordin is deemed to have a conflict of interest pursuant to Rule II.18 of the Takeover Rules and has for this reason not participated in the issuance of this statement and will not participate in the Company’s handling or decisions regarding the Offer.

Summary of the Offer

The Offeror offers SEK 58.70 in cash for each share in the Company. Accordingly, the Offer values all shares in the Company at approximately SEK 1.894 billion. The offered price per share represents a premium of approximately:

- 89.05 percent compared to the closing price of SEK 31.05 of Tethys’ shares on Nasdaq Stockholm on 12 September 2024, being the last day of trading before the announcement of the Offer;
- 88.95 percent compared to the volume-weighted average trading price of SEK 31.07 of Tethys’ shares on Nasdaq Stockholm during the last 30 trading days before the announcement of the Offer;
- 76.73 percent compared to the volume-weighted average trading price of SEK 33.21 of Tethys’ shares on Nasdaq Stockholm during the last 90 trading days prior to the announcement of the Offer; and

- 65.94 percent compared to the volume-weighted average trading price of SEK 35.38 of Tethys' shares on Nasdaq Stockholm during the last 180 trading days before the announcement of the Offer.

Lansdowne Partners Austria GmbH, Magnus Nordin[1] (CEO and board member of Tethys) and Göran Källebo, holding in total approximately 16.86 percent of the outstanding shares and votes in Tethys, have irrevocably undertaken to accept the Offer (subject to certain conditions, please refer to the announcement of the Offer).

Completion of the Offer is conditional upon, among other things, the Offer being accepted to such extent that the Offeror becomes the owner of shares in Tethys representing more than 90 percent of the total number of shares in Tethys, as well as the receipt of all necessary regulatory, governmental or similar clearances, approvals, decisions and other actions. The Offeror has reserved the right to waive one or several of the conditions for completion of the Offer. Tethys will support the Offeror in connection with the notifications to relevant authorities, including Tethys' notification to the Oman Ministry of Energy and Minerals.

An offer document regarding the Offer is expected to be published on or around 25 October 2024. The acceptance period for the Offer is expected to commence on or around 28 October 2024 and expire on or around 2 December 2024.

The Offeror has been permitted by the Tethys board of directors to carry out a confirmatory due diligence review of the Company in connection with the preparations of the Offer. The Company has not disclosed any inside information relating to the Company to the Offeror during the due diligence review or preparations.

More information about the Offer is available at the Offeror's website, www.project-strata.com.

The independent bid committee's evaluation of the Offer

On 5 February 2024, the board of directors of Tethys announced a strategic review of its portfolio of Oil and Gas assets with the aim of optimising the asset mix and exploring the possibility of increasing the visibility of the assets' fair market value. As part of the strategic review, the board of directors have received a number of different proposals including other proposals for the whole of the Company and proposals for some of the Company's assets. Following the conclusion of the strategic review, the independent bid committee has decided to recommend the Offer as the best alternative to maximize value for Tethys shareholders.

In assessing the merits of the Offer, the independent bid committee has taken a number of factors into account, including, but not limited to, other potential transactions discussed as part of the strategic review, the terms and conditions of the Offer, the Company's strategy and business plan, the Company's current financial position, prevailing market conditions in the markets where the Company operates, the Company's expected future development and opportunities and risks related thereto, premiums in previous public offers on the Swedish market, cash flow valuation, and the stock market's expectations in respect of the Company. As part of its strategic review, the independent bid committee has investigated other opportunities and taken into account interest from other potential bidders.

In evaluating the Offer, the independent bid committee has also taken into account that Lansdowne Partners Austria GmbH, Magnus Nordin[2] (CEO and board member of Tethys) and Göran Källebo, holding in total approximately 16.86 percent of the outstanding shares and votes in Tethys, have irrevocably undertaken towards the Offeror (subject to certain conditions, please refer to the announcement of the Offer) to accept the Offer.

The independent bid committee has also, in accordance with Rules II.19 and III.3 of the Takeover Rules, obtained and considered a fairness opinion provided by PwC, according to which the Offer is fair from a financial point of view for the shareholders in the Company. PwC's fairness opinion is attached to this statement. PwC receives a fixed fee for the fairness opinion that is not dependent on the outcome of the Offer.

The independent bid committee has engaged Jefferies as financial adviser and Gernandt & Danielsson Advokatbyrå as legal adviser in relation to the Offer.

The independent bid committee's recommendation of the Offer

Based on the above, the independent bid committee of the board of directors of Tethys has unanimously decided to recommend shareholders of the Company to accept the Offer.

The effects on the Company and its employees, etc.

Under the Takeover Rules, the independent bid committee may, on the basis of the Offeror's statement in the announcement of the Offer, present its opinion on the effects the implementation of the Offer may have on the Company, particularly in terms of employment, and its view on the Offeror's strategic plans for the Company and the impact such plans could be expected to have on employment and on the locations where the Company conducts its business. In its press release announcing the Offer, the Offeror states:

“ROC highly values the talented team at Tethys and ROC's intentions do not currently entail any material changes to Tethys' business, the locations where Tethys conducts its operations or Tethys' management and employees, including their terms of employment.”

The independent bid committee assumes that this statement is accurate and has in relevant respects no reason to take a different view.

This statement by the independent bid committee of the Company shall be governed by and construed in accordance with Swedish law. Disputes arising from this statement shall be settled exclusively by Swedish courts.

Stockholm on 13 September 2024

Tethys Oil AB (publ)

The independent bid committee of the board of directors

Disclaimer

Jefferies is acting as financial adviser to the Company for the purposes of the proposed transaction. It is not advising any other person, nor is it responsible for providing protections afforded to clients of Jefferies to any other person, in relation to such transaction. Jefferies International Limited is authorised and regulated in the United Kingdom by the Financial Conduct Authority. Jefferies GmbH is registered in Germany and authorised and regulated by the Bundesanstalt für Finanzdienstleistungsaufsicht.

[1] Privately and through the companies Minotaurus AB and Minotaurus Energi AS.

[2] Privately and through the companies Minotaurus AB and Minotaurus Energi AS.

For further information, please contact

Per Seime, Chairman of the Board Tethys Oil AB (publ)

+46 8 505 947 00

Per.seime@tethysoil.com

Tethys Oil AB (publ)

Tethys Oil is an oil exploration and production company with focus on onshore areas with known oil discoveries. The company's core area is the Sultanate of Oman, where it holds interests in Blocks 3&4, Block 49, Block 56 and Block 58. Tethys Oil has net working interest 2P reserves of 21.7 mmbo and net working interest 2C Contingent Resources of 15.5 mmbo and had an average oil production of 8,818 barrels per day during 2023. The company's shares are listed on Nasdaq Stockholm (TETY). Website: www.tethysoil.com

This information is information that Tethys Oil is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2024-09-13 09:05 CEST.

Attachments

**Statement by the independent bid committee of the board of directors of Tethys Oil AB (publ) in relation to the public offer from Roc Oil Company Pty Limited
Project Strata Fairness Opinion 2024 09 13**