



To the Board of Directors of
Tethys Oil AB (publ)
Hovslagargatan 5B,
111 48 Stockholm
Sweden

September 13, 2024

To Board of Directors of Tethys Oil AB (publ)

On February 5, 2024, the Board of Directors of Tethys Oil AB (publ) (“Tethys”) announced that Tethys would perform a strategic review of its portfolio of Oil and Gas assets. On September 13, 2024, Roc Oil Company Pty Limited (“ROC”), a wholly owned subsidiary of Hainan Mining Hainan Co., Ltd (“Hainan Mining”), a Shanghai stock exchange listed company, announced a public tender offer to the shareholders of Tethys to tender all their shares in Tethys to ROC for a value equivalent to SEK 58.70 in cash per share (the “Offer”). The total value of the Offer, based on 32,268,927 outstanding shares (total shares of 33,458,828 less 1,189,901 treasury shares) in Tethys, amounts to approximately SEK 1,894 million. Tethys’s shares are listed on Nasdaq Stockholm (Mid Cap).

Öhrlings PricewaterhouseCoopers AB (“PwC”, “we” or “us”) has been assigned by the Board of Directors of Tethys, in the capacity as an independent expert, to assess the fairness of the Offer from a financial perspective for the shareholders in Tethys (our “Opinion”).

Our independent assessment of the market value of the share capital in Tethys has included market approach valuation based on comparable transactions, listed comparable companies and historical bid premiums. Our analysis has also included income approach value calculations based on various scenarios. We have gathered the information and performed the analysis deemed necessary and relevant for our assessment of the fairness of the Offer.

As a basis for our assessment, we have reviewed, *inter alia*, the following information:

- a) publicly available information about Tethys such as:
 - annual report for 2023 and prior financial years, and
 - the second quarterly report of 2024.
- b) documents provided in data room set up in relation to the strategic review announced by Tethys February 5, 2024, including:
 - management presentation,
 - board presentations,
 - competent person report (annual reserves and resources report of Tethys oil block 3 and 4 Ltd.), and



- evaluation of contingent resources for block 56, as well as other technical documentation for block 56 and 58.
- c) bid letters from prospective buyers,
- d) management forecast model for block 3 and 4,
- e) information retrieved through interviews with the management of Tethys,
- f) press releases issued in connection to the Offer,
- g) publicly available information on the price and turnover of the Tethys share,
- h) information from financial databases, such as Capital IQ, Refinitiv Eikon and Mergermarket, and
- i) other information available that PwC has deemed relevant for this Opinion.

Our Opinion is based on the financial, economic, market and other conditions, as well as the information provided to us, as at the date of this report. Changes in the circumstances mentioned may affect the assumptions that have formed the basis of our value assessment, and we do not assume any responsibility for updating, revising or confirming our Opinion.

We have relied upon the accuracy and the completeness, in all relevant aspects, of the information provided and otherwise made available to us by representatives of Tethys.

We have not acted as a financial advisor to Tethys in connection with the Offer. Our fee for this assignment is not dependent on the size of the consideration, the extent to which acceptance of the Offer are received or whether the Offer is completed.

This Opinion is addressed to the Board of Directors of Tethys for the purpose of serving as a basis for the current shareholders' standpoint regarding the Offer and we do not accept any responsibility for its use for other purposes than this.

Subject to the foregoing conditions and limitations, it is PwC's Opinion that the Offer as at this date, from a financial point of view, is fair to the owners of shares in Tethys.

PwC

A handwritten signature in blue ink, appearing to read 'Jon Walberg', written over a faint circular stamp.

Jon Walberg
Partner

A handwritten signature in blue ink, appearing to read 'Peter Sigfrid', written over a faint circular stamp.

Peter Sigfrid
Director