

## CREDIT OPINION

7 November 2023

# **Update**



#### **RATINGS**

#### Var Energi ASA

Domicile	Norway
Long Term Rating	Baa3
Туре	LT Issuer Rating - Fgn Curr
Outlook	Stable

Please see the <u>ratings section</u> at the end of this report for more information. The ratings and outlook shown reflect information as of the publication date.

#### Contacts

Maria Chiara +44.20.7772.5481 Caviggioli AVP-Analyst

maria chiara. caviggio li@moodys.com

Richard Etheridge +44.20.7772.1035

Associate Managing Director
richard.etheridge@moodys.com

Dasa Patrikejeva +44.20.7772.8767
Ratings Associate
dasa.patrikejeva@moodys.com

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# Var Energi ASA

Strong financial metrics compensate for declining production ahead of projects start-up in 2024

# **Summary**

The Baa3 rating of the independent oil and gas exploration and production (E&P) company <u>Vår Energi ASA</u> (Vår) reflects the company's established and diversified presence on Norwegian Continental Shelf (NCS), its strong financial profile aided by adherence to conservative financial policies and robust pipeline of projects under development set to come on-stream in the second half of 2024, enhancing volumes, earnings and cashflow generation.

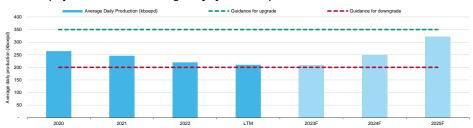
Concurrently, the Baa3 rating also reflects Vår's small scale and short reserve life, limited direct operatorship and track record of project execution capabilities, projected substantial outflows for taxes, investments and dividends over the next 12-15 months and long-term carbon transition risks.

While not a driver of <u>our recent rating affirmation</u> and subject to a successful conclusion, the announced acquisition of the Norwegian assets of <u>Neptune Energy Group Midco Ltd.</u> (Neptune Energy, Ba2 under review for upgrade) shall partially address some of the limitations to Vår's credit quality. However, Vår's ability to grow its production and reserve life organically remain a key rating consideration to support a higher credit rating at this time.

#### Exhibit 1

Current production volumes are tracking at the lower end of our rating guidance, but expected to increase in the next 18-24 months

Historic and projected evolution of average daily hydrocarbon production



All figures and ratios are based on adjusted financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations.

Periods are financial year-end unless indicated. LTM = Last 12 months as of 30 Sept 2023.

Moody's forecasts (F) are Moody's opinion and do not represent the views of the issuer. Source: Moody's Financial Metrics  $^{\text{TM}}$  and Moody's Investors Service

# **Credit strengths**

- » Diversified operational footprint across the NCS
- » Stable domestic operating environment and supportive tax regime
- » Demonstrated commitment to a conservative financial policy
- » Strong financial profile
- » Anchor shareholder Eni S.p.A.'s (Eni; Baa1 negative) commitment to its investment in Vår

# **Credit challenges**

- » Small scale and declining production profile since 2020
- » Short reserve life on a proved developed (PD) basis
- » Low degree of operatorship
- » Substantial capital investments and execution risk associated to growth projects
- » Exposure to longer-term risks arising from carbon transition

# **Rating outlook**

The stable outlook reflects our expectation that Vår will achieve larger scale and solid post-tax operating cash flow generation at mid-cycle prices, because of successful and timely delivery on key growth projects in the next 12-15 months. We also expect Vår to continue to adhere to conservative financial policies, resulting in moderate leverage levels through the cycle.

# Factors that could lead to an upgrade

The rating could be upgraded to Baa2 if Vår demonstrates its ability to:

- » continue to grow and diversify its business and production profile
- » sustain organic production growth towards 350 kboepd
- » maintain a reserve replacement rate of no less than 100% and
- » pursue financial policies that ensure Moody's-adjusted retained cash flow (RCF)/total debt remains above 60% on a sustained basis.

A rating upgrade would also require the company to maintain a strong liquidity profile and to establish a longer track record as an independent company with a conservative financial policy.

## Factors that could lead to a downgrade

The rating could be downgraded to Ba1 if:

- » average production falls below 200 kboepd on a sustained basis or reserve replacement falls considerably below 100%;
- » Vår's financial profile substantially deteriorates and net Moody's-adjusted leverage increases to above 1.75x on a sustained basis
- » adjusted RCF/total debt falls below 40% for an extended period

The rating could also be downgraded if the company's liquidity profile significantly weakens.

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the issuer/deal page on https://ratings.moodys.com for the most updated credit rating action information and rating history.

# **Key indicators**

Exhibit 2

### Vår Energi ASA

(in \$ millions)	2020	2021	2022	LTM	2023F*	2024F*
Average Daily Production (MBOE / day)	264	246	220	210	210	248
E&P Debt / Average Daily Production (\$/boe)	22,273	21,314	14,682	18,959	18,841	15,923
E&P Debt / Proved Developed Reserves (\$/boe)	16.2	14.0	10.4	12.8	12.7	12.7
EBITDA / Interest Expense	9.0x	14.6x	52.4x	22.0x	23.9x	18.2x
RCF / Debt	37.9%	46.2%	112.2%	64.1%	88.7%	85.3%
Debt/EBITDA	3.1x	1.1x	0.4x	0.7x	0.7x	0.8x
EBITDA Margin %	67.0%	77.5%	85.8%	77.9%	78.2%	74.9%
FCF/Debt	-14%	16%	62%	-39%	-31%	15%

All figures ratios are based on 'Adjusted' financial data and incorporate our Global Standard Adjustments for Non-Financial Corporations.

Periods are financial year-end unless indicated.

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\*Moody's forecasts (F) are Moody's opinion and do not represent the views of the issuer.

Source: Moody's Financial Metrics™ and Moody's Investors Service forecasts

## **Profile**

Vår is Norway's second-largest<sup>1</sup> independent E&P company after Aker BP ASA (Aker BP, Baa2 stable). Vår's asset base is located entirely on the NCS and is diversified across the Barents Sea, the Norwegian Sea and the North Sea. As of 31 December 2022, Vår's PD reserves and proved plus probable (2P) reserves were 312 million barrels of oil equivalent (mmboe) and 1,070 mmboe, respectively <sup>2</sup>. Accordingly, reserve life is equivalent to around 4.0 years in PD terms and 13 years in 2P terms, based on reported average production of 220 kboepd for 2022.

Vår is jointly indirectly owned by Italian oil major Eni S.p.A. (Eni, Baa1 negative; approximately 63% stake) and by the Norwegian energy infrastructure private equity firm SpringPoint Holding II AS (approximately 13.2%); 22.6% is free float listed on the Oslo Stock Exchange and the remaining approximately 1.2% is with private investors (i.e., former management and employees of companies now forming part of Vår).

# **Detailed credit considerations**

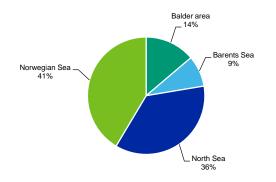
#### Small scale and low degree of operatorship, mitigated by good asset diversification

Vår's credit profile reflects the company's currently limited scale by production and PD reserves, which maps to a Ba score under our E&P methodology framework and is considerably smaller than peers' (see Exhibit 11). While still commensurate with our guidance for the Baa3 rating, reported production of 209 kboepd for the first nine months of 2023 has significantly and steadily decrease from 2020 levels (265 kboepd) due to natural decline and operational challenges. We expect this trend to reverse in the next 12-15 months owing to growth projects coming on-stream in the second half of 2024. Vår's reserve life of around 4.03 is short but mitigated by access to a large inventory of proved undeveloped reserves that will help sustain future reserve replacement needs.

Vår's operations are geographically concentrated in Norway, but diversified across four hubs (the Balder Area, the Barents Sea, the Norwegian Sea and the North Sea) along the entire NCS. The Norwegian Sea and North Sea hubs accounted for 77% of production in the first nine months of 2023 (see Exhibit 3). This concentration is however mitigated by limited single-asset reliance within each hub and by the even distribution of Vår's 2P reserves (see Exhibit 4) by hub, which will rebalance the production profile once these reserves come into production.

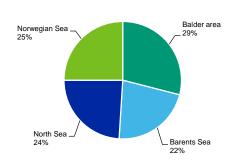
Exhibit 3

Some concentration on the Norwegian and North Sea regions, mitigated by limited single-asset reliance within each hub Production by hub (YTD Q3 2023)



Source: Company reports

Exhibit 4
Even distribution of 2P reserves across hubs is predictive of a longer-term balanced production mix 2P reserves (2022)



Source: Company reports

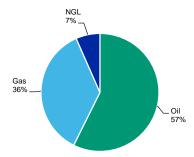
Vår only operates four of its 36 producing assets, or about a fifth of production. Such low level of operatorship implies dependence on partners' operating performance and is a source of operational risk. Positively, our analysis take into consideration the fact that the reputable oil and gas company Equinor ASA (Equinor, Aa2 stable) is the operator of two-thirds of Vår's production and that the interest in non operated fields is often sizeable, supporting Vår's influence and oversight on upcoming investments. Finally, operated projects under development shall support an increase in Vår's operatorship towards 25% beyond 2025<sup>4</sup>.

Vår's commodity mix is predominantly focused on liquids (64% of production for the first nine months of 2023, see Exhibit 5). However, the company can opportunistically reduce natural gas liquids (NGL) recovery to increase gas volumes and take advantage of favourable pricing conditions, as in 2022. Although gas is more immune to carbon transition risks, a greater share of gas in the mix generally leads to lower generation per boe than more oil-focused producers at mid-cycle pricing conditions. We expect production to become more skewed towards oil in the coming two to three years because 77% of the 2P reserves are liquids and the new fields under development are heavily weighted on oil.

Exhibit 5

Commodity mix is geared towards liquids

Production by commodity (YTD Q3 2023)



Source: Company reports

Vår's operating costs of \$14.2/boe for the first nine months of 2023 are over twice as much as than Aker BP's \$6.2/boe. This difference is mainly attributable to Vår's lack of exposure to the Johan Sverdrup field, which carries very low unit operating costs. Nevertheless,

Baldex X, Breidablikk and Johan Castberg shall contribute altogether to a 10%-15% decline in Vår's unit operating costs in the next 12-18 months.

# Projects under development, favourable tax regime and successful exploration bode well for higher volumes longer-term

Norway's oil and gas tax regime incentivises development of new fields in the region; this supports Vår's ambition to organically grow production volumes towards 350 kboepd and above by the end of 2025. Three projects in particular (Balder X and the Equinor-operated Breidablikk and Johan Castberg) will deliver altogether around 145-150 kboepd (at peak production) of net additional volumes net to Vår's. The company recently announced first oil from Breidablikk (ahead of schedule) and confirmed the expected start up of Balder X and Johan Castberg in Q3 and Q4 2024. The risk profile of these projects has reduced albeit at a cost, considering the announced increase in Vår's share of capital expenditure of \$730 million (pre-tax) needed for timely completion. We nevertheless expect the company to comfortably fund the additional expenditure required, given the associated tax benefits and general expectation of supportive hydrocarbon prices in the next 12 months.

Vår's has a solid track record in exploration activities, a legacy of its ties to Eni. The 2022 exploration campaign concluded with a technical discovery rate of 57% and added around 65 million boe of contingent resources at stable average unit exploration costs of \$0.2/boe. Although this is moderately weaker than the 2021 campaign (75% success rate; addition of 135 mmboe of contingent resources), it included the largest discovery made on the NCS in the year. Through 30 September 2023, Vår's exploration success rate exceeded 80%.

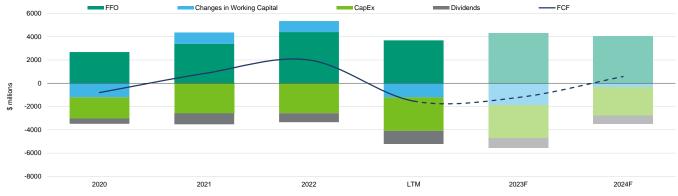
#### Strong financial profile can accommodate substantial tax-related negative FCF in 2023

Vår's profitability and cashflow generation primarily depend on hydrocarbon prices. As a result both have strengthened significantly given the recovery in oil and gas prices since the pandemic-related downturn. Rising price realisations since 2020 have more than offset the steady decline in production volumes and increasing production costs, leading to Moody's-adjusted EBITDA of \$5.9 billion for LTM September 2023 from \$1.9 billion in 2020. Despite rising outflows for taxes, capital expenditure and dividends, the concurrent cumulatively positive FCF generation allowed Vår to strengthen its balance sheet beyond its stated net leverage target of below 1.3x through the cycle. Net debt/EBITDA and RCF/gross debt of 0.6x and 64.1% for the LTM September 2023 denote a substantial improvement from the corresponding and already strong levels of 1.1x and 46.2% as of year-end 2021 and from 2.9x and 37.9% as of year-end 2020.

Current and projected financial metrics continue to position Vår's rating strongly vis-á-vis our current guidance. We expect the company to retain solid financial metrics in 2023-24 even in a \$65-\$70/barrel Brent oil price scenario and assuming production of 210 kboepd in 2023, followed by a gradual organic increase towards 240 kboepd in 2024. Under our base scenario, which assumes \$83/barrel Brent oil price in 2023, FCF will turn temporarily, but substantially, negative to around \$1.2 billion because of lower operating cash flow and still-high outflow for taxes and dividends in relation to 2022 earnings, as well as growth capital investments. However, volume additions from new projects will support a return to positive FCF from 2024 onwards at around \$550 million.

We project net debt/EBITDA to remain slightly below 1.0x through 2025, while RCF/debt is likely to remain consistently at around 80% over the same period. Still, Vår's ability to grow its production and reserve life organically remain a key rating consideration to support a higher credit rating in our view, notwithstanding expected strong financial profile.

Exhibit 6
FCF will turn temporarily but substantially negative in 2023 under our base case scenario
Historic and projected evolution of FCF, Moody's-adjusted



All figures and ratios are based on 'Adjusted' financial data and incorporate our Global Standard Adjustments for Non-Financial Corporations.

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Source: Moody's Financial Metrics™ and Moody's Investors Service forecasts

#### Proposed acquisition of Neptune's Norwegian assets strengthens production and business profile

Vår agreed to acquire Neptune Energy's Norwegian assets in late June 2023, subject to the remainder of Neptune Energy's portfolio being concurrently sold to ENI. If successfully concluded, the acquisition will contribute to strengthen Vår's credit profile with limited integration and execution risks. Vår's financial profile and substantial available liquidity can accommodate the largely debt-funded consideration without jeopardising its credit quality and the FCF-generative nature of Neptune Energy's assets shall help rapidly deleverage the balance sheet.

## **ESG** considerations

#### Var Energi ASA's ESG Credit Impact Score is Moderately Negative CIS-3

Exhibit 7
ESG Credit Impact Score



## **Moderately Negative**



For an issuer scored CIS-3 (Moderately Negative), its ESG attributes are overall considered as having a limited impact on the current rating, with greater potential for future negative impact over time. The negative influence of the overall ESG attributes on the rating is more pronounced compared to an issuer scored CIS-2.

Source: Moody's Investors Service

Vår's ESG Credit Impact Score is **CIS-3**. Significant exposure to carbon transition and demographic & societal trend risk factors may cause greater potential for future negative credit impact over time, but there is limited credit impact to date because of strong corporate governance, itself underpinned by management track record and conservative financial policies.

# Exhibit 8 ESG Issuer Profile Scores



Source: Moody's Investors Service

#### **Environmental**

Vår's **E-5** score reflects exposure mainly related to carbon transition and natural capital. Vår faces risks of falling demand for fossil fuels in the medium to long term as economies pivot away from crude oil; moreover, the company carries large liabilities related to decommissioning obligations of upstream assets that imply a longer-term drain on liquidity and debt capacity. Finally, the offshore nature of Vår's operations creates exposure to the risk of environmental damages arising from hydrocarbon spills and broader industrial accidents which can adversely impact the company's license to operate.

#### **Social**

**S-5**. Vår is most exposed to demographic and societal trends risks including increasing regulatory hurdles and public opposition to new oilfields' developments, particularly outside of Norway and within the context of substantial growth investment plans the company is pursuing.

#### Governance

**G-2**. Vår's governance risks are neutral-to-low and linked primarily to conservative financial policies. The capital allocation framework is designed to retain financial capacity, sufficient liquidity and an investment grade credit rating and Vår has so far demonstrated consistent delivery against this set of priorities. The strong industrial alignment between Vår and its anchor shareholder ENI also contributed to mitigate the concentrated nature of Vår's ownership structure.

ESG Issuer Profile Scores and Credit Impact Scores for the rated entity/transaction are available on Moodys.com. In order to view the latest scores, please click here to go to the landing page for the entity/transaction on MDC and view the ESG Scores section.

## Liquidity analysis

Vår's liquidity is adequate. The company had unrestricted cash of \$595 million as of 30 September 2023 and access to committed revolving lines for overall \$3.0 billion (of which \$0.5 were drawn as at 30 September 2023), evenly split between a revolving credit facility and working capital facility. Both facilities mature in 2026 and contain a 3.5x net leverage and a 5.0x interest coverage covenant, under which the company has substantial headroom. Combined with potential take-downs under the EMTN programme and proceeds from the announced hybrid notes, available liquidity shall adequately cover Vår's projected funding needs for tax, capital expenditure and dividend payments over the next 12-18 months.

# **Structural Considerations**

On a pro-forma basis, Vår's capital structure will include Subordinated Fixed Rate Reset Securities (hybrid notes). The Ba2 rating assigned to the hybrid notes is two notches below the Baa3 issuer rating. This reflects the hybrid notes': (i) deeply subordinated status, ranking senior only to share capital; (ii) long-dated maturity; (iii) ability to defer coupon payments on a cumulative basis and (iv) limited rights in the event of default. Accordingly, hybrid notes qualify for a 50% equity treatment in the calculation of our metrics in accordance with our methodology.

# Methodology and scorecard

The principal methodology used in rating Vår was the <u>Independent Exploration and Production</u> rating methodology, published in December 2022.

Exhibit 9
Rating factors
Vår Energi ASA

Independent Exploration and Production Industry Scorecard	Curre LTM 9/30	Moody's 12-18 Month Forward View As of 11/06/2023*		
Factor 1 : Scale (20%) (20%)	Measure	Score	Measure	Score
a) Average Daily Production (Mboe/d)	210	Ba	230 - 270	Ва
b) Proved Developed Reserves (MMboe)	312	Ba	312	Ва
Factor 2 : Business Profile (20%) (20%)				
a) Business Profile	Ва	Ва	Ba	Ва
Factor 3 : Profitability and Efficiency (15%) (15%)				
a) Leveraged Full-Cycle Ratio	2.2x	Baa	2x - 2.2x	Baa
Factor 4 : Leverage and Coverage (25%) (25%)				
a) E&P Debt / Average Daily Production	\$18,959	Ba	\$15,000 - \$17,000	Baa
b) E&P Debt / PD Reserves boe	\$12.8	Caa	\$12.6 - \$12.8	Caa
c) RCF / Debt	64.1%	Α	80% - 90%	Aa
d) EBITDA / Interest Expense	22.0x	Α	18.0x - 20.0x	Α
Factor 5 : Financial Policy (20%) (20%)				
a) Financial Policy	Baa	Baa	Baa	Baa
Rating:				
Preliminary Outcome		Baa3		Baa3
Notching Factor: Significant Natural Gas Operations		<del></del>		
(a) Scorecard-Indicated Outcome	·	Baa3		Baa3
(b) Actual Rating Assigned		· · · · · · · · · · · · · · · · · · ·		Baa3

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\*Moody's forward view is Moody's opinion and does not represent the views of the issuer.

Source: Moody's Financial Metrics™ and Moody's Investors Service forecasts

# **Ratings**

Exhibit 10

Category	Moody's Rating
VAR ENERGI ASA	
Outlook	Stable
Issuer Rating	Baa3
Senior Unsecured	Baa3
Subordinate	Ba2
Source: Moody's Investors Service	

# **Appendix**

#### Exhibit 11

## Select rated peers for Vår

	Var Energi ASA			Baa2 Stable         Baa2 Stable         Baa           FYE         FYE         LTM         FYE         FYE         LTM         FYE           3         Dec-21         Dec-22         Jun-23         Dec-21         Dec-22         Jun-23         Dec-21         I			Aker BP ASA		Diamondback Energy, Inc.			Hess Corporation		
		Baa3 Stable			Baa2 Stable			Baa2 Stable			Baa3 Stable			
(in \$ millions)	FYE Dec-21	FYE Dec-22	LTM Sept-23							—	FYE Dec-22	LTM Jun-23		
Revenue	6,043	9,781	7,491	5,640	12,896	15,213	5,572	8,793	8,170	7,473	11,324	10,756		
EBITDA	4,681	8,388	5,837	4,615	11,945	13,953	4,157	6,975	6,245	3,821	5,849	5,331		
Average Daily Production (MBOE / day)	246	220	210	209	309	444	375	386	414	326	340	379		
EBITDA / Interest Expense	14.6x	52.4x	22.0x	25.7x	61.8x	55.0x	14.5x	24.6x	19.0x	7.5x	10.9x	9.9x		
E&P Debt / Average Daily Production	21,314	14,682	18,959	17,731	17,508	14,082	17,815	16,186	15,801	24,380	22,511	20,231		
E&P Debt / Proved Developed Reserves (\$/Boe)	14.0	10.4	12.8	8.0	6.6	7.7	5.6	4.5	4.7	10.3	10.7	10.7		
RCF / Debt	46.2%	112.2%	64.1%	62.6%	63.0%	67.8%	50.8%	73.8%	60.8%	29.3%	50.6%	45.3%		

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LTM= Last 12 months.

Source: Moody's Financial Metrics™

Exhibit 12

# Moody's-Adjusted Debt Reconciliation for Var Energi ASA

In \$ millions	2020	2021	2022	LTM
As Reported Debt	5,748.0	5,151.7	3,165.2	3,715.4
Securitization	138.2	91.5	64.8	268.9
Moody's-Adjusted Debt	5,886.2	5,243.2	3,230.0	3,984.3

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LTM = Last 12 months as of 30 Sept 2023.

Source: Moody's Financial Metrics <sup>TM</sup>

Exhibit 13

## Moody's-Adjusted EBITDA Reconciliation for Var Energi ASA

In \$ millions	2020	2021	2022	LTM
As Reported EBITDA	1,864.3	4,622.7	8,081.9	6,248.8
Interest Expense - Discounting	0.0	0.0	-94.2	-96.9
Unusual Items - Income Statement	57.2	57.1	397.0	-316.0
Securitization	0.3	0.9	3.1	1.0
Moody's-Adjusted EBITDA	1,921.8	4,680.7	8,387.9	5,836.9

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LTM = Last 12 months as of 30 Sept 2023.

Source: Moody's Financial Metrics TM

Exhibit 14

Select historical and projected metrics for Vår

(in \$ millions)	2020	2021	2022	LTM	2023F*	2024F*
INCOME STATEMENT						
Revenue	2,869	6,043	9,781	7,491	7,424	6,474
EBITDA	1,922	4,681	8,388	5,837	5,824	4,871
EBIT	215	2,976	6,940	4,477	4,364	3,002
Interest Expense	214	320	160	265	244	268
BALANCE SHEET						
Total Gross Debt	5,886	5,243	3,230	3,984	3,957	3,957
Cash and Cash Equivalents	263	214	435	589	347	842
Net Debt	5,623	5,029	2,795	3,395	3,609	3,115
CASH FLOW						
Funds from Operations	2,681	3,373	4,400	3,685	4,335	4,079
Change in Working Capital Items	-1,207	992	947	-1,214	-1,873	-352
Cash Flow from Operations	1,474	4,366	5,347	2,471	2,462	3,727
Capital Expenditures	-1,826	-2,580	-2,573	-2,876	-2,860	-2,451
Dividends	-450	-950	-775	-1,130	-824	-702
Retained Cash Flow	2,231	2,423	3,625	2,555	3,510	3,377
RCF / Debt	37.9%	46.2%	112.2%	64.1%	88.7%	85.3%
Free Cash Flow (FCF)	-802	836	1,999	-1,535	-1,223	574
FCF / Debt	-13.6%	15.9%	61.9%	-38.5%	-30.9%	14.5%
PROFITABILITY						
EBIT Margin %	7.5%	49.2%	71.0%	59.8%	58.6%	46.2%
EBITDA Margin %	67.0%	77.5%	85.8%	77.9%	78.2%	74.9%
INTEREST COVERAGE						
EBITDA / Interest Expense	9.0x	14.6x	52.4x	22.0x	23.9x	18.2x
LEVERAGE						
Debt / EBITDA	3.1x	1.1x	0.4x	0.7x	0.7x	0.8x
Net Debt / EBITDA	2.9x	1.1x	0.3x	0.6x	0.6x	0.6x
INDUSTRY SPECIFIC METRICS						
Average Daily Production (MBOE / day)	264	246	220	210	210	248
E&P Debt / Average Daily Production	22,273	21,314	14,682	18,959	18,841	15,923

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Source: Moody's Financial Metrics™ and Moody's Investors Service forecasts

# **Endnotes**

- 1 In terms of average daily production
- **2** Stated in accordance with the Petroleum Resources Management System's framework.
- 3 Based on proved reserves booked as of 31 December 2022 and production levels for 2022.
- $\underline{\textbf{4}} \;\; \textbf{Excluding the impact of the potential acquisition and integration of Neptune Energy's Norwegian assets}$
- **5** Excluding the impact of the potential acquisition and integration of Neptune Energy's Norwegian assets.

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