



wintershall dea

WINTERSHALL DEA

Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

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22 February 2024

Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

DISCLAIMER

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This document does not comprehensively reflect all aspects of the business combination agreement entered into by Harbour Energy plc and the shareholders of Wintershall Dea, nor does it address all future changes resulting from such agreement and the business combination covered by it. The targets, outlooks and assessments presented in this document are those of Wintershall Dea, unless otherwise stated.

Forward-Looking Statements

This document includes projections and other "forward-looking statements", which are based on expectations of the company's management and projections about future events and financial performance as of the date of the presentation. These forward-looking statements involve a number of risks, uncertainties, and assumptions about the company and its subsidiaries, which are beyond the control of the company. In light of these risks, uncertainties and assumptions, actual results may not occur or may differ materially from those predicted in the forward-looking statements and from the past performance of the company. As a result, you should not rely on these forward-looking statements. The company accepts no obligation to update any forward-looking statements set forth herein or to adjust them to future events or developments.

If the company uses terms like "Net zero by 2030", "Net zero GHG emissions by 2030" or similar expressions they refer to the target to reduce the Scope 1 and Scope 2 greenhouse gas emissions of the upstream activities, operated and non-operated at equity basis to net zero by 2030.

Non GAAP and Non IFRS Financial Measures

This document contains certain non GAAP and non IFRS measures and ratios, including for example EBITDAX, net debt, net working capital, coverage ratios and EBITDAX per boe that are not required by, or presented in accordance with, any GAAP or IFRS.

These non GAAP and non IFRS measures and ratios may not be comparable to similarly titled measures used by other companies and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our operating results as reported under IFRS or any GAAP. The company's management uses these measures to measure operating performance and liquidity as a basis for strategic planning and forecasting, as well as monitoring certain aspects of our operating cash flow and liquidity. Non GAAP and non IFRS measures and ratios such as EBITDAX, coverage ratios and EBITDAX per boe are not measurements of the company's performance or liquidity under IFRS and should not be considered as alternatives to operating profit, profit for the year, capital expenditure or any other performance measures derived in accordance with IFRS or any GAAP or as alternatives to cash flow from operating, investing or financing activities.

Some of the limitations of EBITDAX are:

- They do not reflect the company's cash expenditures or future requirements for contractual commitments
- They do not reflect changes in, or cash requirements for, our working capital needs
- They do not reflect the significant interest expense, or the cash requirements necessary, to service interest or principal payments on our debt
- Although depreciation and amortization are non cash charges, the assets being depreciated and amortized will often need to be replaced in the future and EBITDAX does not reflect any cash requirements that would be required to make such replacements; and
- They do not reflect the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations

Because of these limitations, EBITDAX should not be considered as measures of discretionary cash available to us to invest in the growth of our business or as measures of cash that will be available to us to meet our obligations.

As a result of the ongoing exit from Russia, all figures attributable to it will be excluded hereafter unless otherwise stated.



2023 REVIEW

01



HARBOUR TRANSACTION

Overview

- BASF, LetterOne and Harbour Energy signed a business combination agreement to **transfer Wintershall Dea's E&P business**, excluding Russia-related activities¹ and the German onshore transportation business, to Harbour;
- Target Portfolio consists of **producing** and **development** assets as well as **exploration rights** in **Northern Europe**, **Latin America**, **MENA** and **CO₂ storage licences**;
- The agreed **enterprise value** for the Wintershall Dea assets amounts to **\$11.2 billion, including outstanding bonds** of Wintershall Dea;
- **Finalise the legal separation** of Wintershall Dea's Russia-related business¹:
 - Before completion of the transaction, the shares in Wintershall Dea Global Holding GmbH, comprising the Target E&P and CMH Business, will be spun off and distributed to the shareholders BASF and LetterOne;
- BASF and LetterOne will remain the owners of the company holding the Russia-related business¹ and the German onshore transportation business.

Process

- Preparation of closing and integration:
 - **December 2023**: Transaction announced;
 - **Q1 2024** bond consent;
 - **Q1-Q4 2024**: Regulatory and government approvals;
 - **Q4 2024**: Targeted completion;
- Wintershall Dea staff reduction of ~850 employees planned, Harbour to take over a limited number of employees; Restructuring provisions of €386 million recognised in 2023;
- Until closing, Wintershall Dea and Harbour Energy continue to operate as independent companies.

¹ | THE RUSSIA-RELATED BUSINESS INCLUDES STAKES IN THE JOINT VENTURES IN RUSSIA, THE OWNERSHIP INTEREST IN WINTERSHALL AG IN LIBYA, IN WINTERSHALL NOORDZEE B.V. IN THE NETHERLANDS AS WELL AS THE SHARES IN NORD STREAM AG.

KEY MESSAGES¹

OPERATIONAL PERFORMANCE

- FY production **323 mboe/d**, thereof 65% gas;
- 2P reserves of **1.3 billion boe** (59% gas);
- 3-year average 2P Reserves Replacement Ratio of **81%**;
- **Norway:**
 - Own operated **Nova field**: Production ramped up to planned levels during the year;
 - **Njord Satellites** Bauge & Hyme on stream (March 2023);
 - Own operated **Dvalin** field on stream (July 2023);
 - Own operated **Maria Phase 2** development: progressing on track;
- **Mexico:**
 - **Zama** development progressing;
 - **Kan** discovery in April 2023 (gross 200-300 mmboe);
- **Argentina:** **Fénix** development progressing well, startup expected earlier than planned in Q4 2024;
- **Egypt:** **Raven west** development (West Nile Delta) FID'ed, production startup expected in Q2 2025.

FINANCIAL HIGHLIGHTS (2023)

- EBITDAX of **€4.2 billion** (Q4: €1.1 billion);
- Adjusted net income of **€513 million**, (Q4: €-48 million);
- Free cash flow of **€-27 million** (Q4: €197 million);
- Operating CF of **€1.2 billion** (Q4: €0.7 billion);
- Net debt of **€2.4 billion**, leverage of 0.6x;
- Cash position of **€1.2 billion**;
- Capex of **€1.2 billion** below original guidance of €1.2-1.4 billion;
- €901 million of 2023 **Senior Notes repaid** in September 2023;
- **Common dividend paid** to shareholders BASF and LetterOne in Q2 2023 in the amount of €400 million;

OTHER DEVELOPMENTS

- **Norway:**
 - **Successful appraisal** of Bergknapp and Ofelia discoveries;
 - **8 PDO's approved** by Norwegian MPE (e. g. own operated Dvalin North and Maria Phase 2);
- **Mexico:** **Closed acquisition** of a 37% interest in Hokchi;
- **Algeria:** **Closed acquisition** of a 4.5% additional interest in the Reggane Nord field from Edison;
- **Russia:** **Wintershall Dea** as shareholder in the Russian JVs with Gazprom **formally, legally expropriated**;
- **CCS:** Further progress in the **CCS portfolio** with the acquisition of **3 additional licences** (Norway, UK);
- ESG Risk Rating by **Sustainalytics**: Wintershall Dea again in the top-rated category with a stable rating of 25.8.

¹ | COMBINING CONTINUING AND DISCONTINUED OPERATIONS

FINANCIAL AND OPERATIONAL RESULTS

02



Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

GAS AND OIL PRICE DEVELOPMENT

TTF PRICE DEVELOPMENT (\$/MSCF)



SOURCE: HEREN/ARGUS; FX CONVERSION ACCORDING TO ECB

BRENT PRICE DEVELOPMENT (\$/BBL)



SOURCE: PLATTS

2023 PERFORMANCE SUMMARY¹

HEALTH AND SAFETY

2.27 **TRIR²**
FY 2022: 3.37

0.97 **LTIR²**
FY 2022: 1.08

OPERATIONAL

YoY

323 **PRODUCTION³**
Q4 2023: 329 mboe/d
FY 2022: 321 mboe/d



6.1 **PROD. COSTS⁴**
Q4 2023: €7.6/boe
FY 2022: €5.8/boe



1,152 **CAPEX⁵**
Q4 2023: €427 million
FY 2022: €863 million



FINANCIAL

YoY

4,190 **EBITDAX**
Q4 2023: €1,110 million
FY 2022: €5,924 million



513 **ADJ. NET INCOME**
Q4 2023: €-48 million
FY 2022: €928 million



-27 **FREE CASH FLOW**
Q4 2023: €197 million
FY 2022: €2,484 million



1 | COMBINING CONTINUING AND DISCONTINUED OPERATIONS; IN ADDITION, 2022 ADJUSTED FOR SEGMENT RUSSIA DUE TO THE DECONSOLIDATION OF RUSSIA

2 | BASED ON THE LAST 12 MONTHS PER MILLION HOURS WORKED (EXCLUDING SEGMENT RUSSIA)

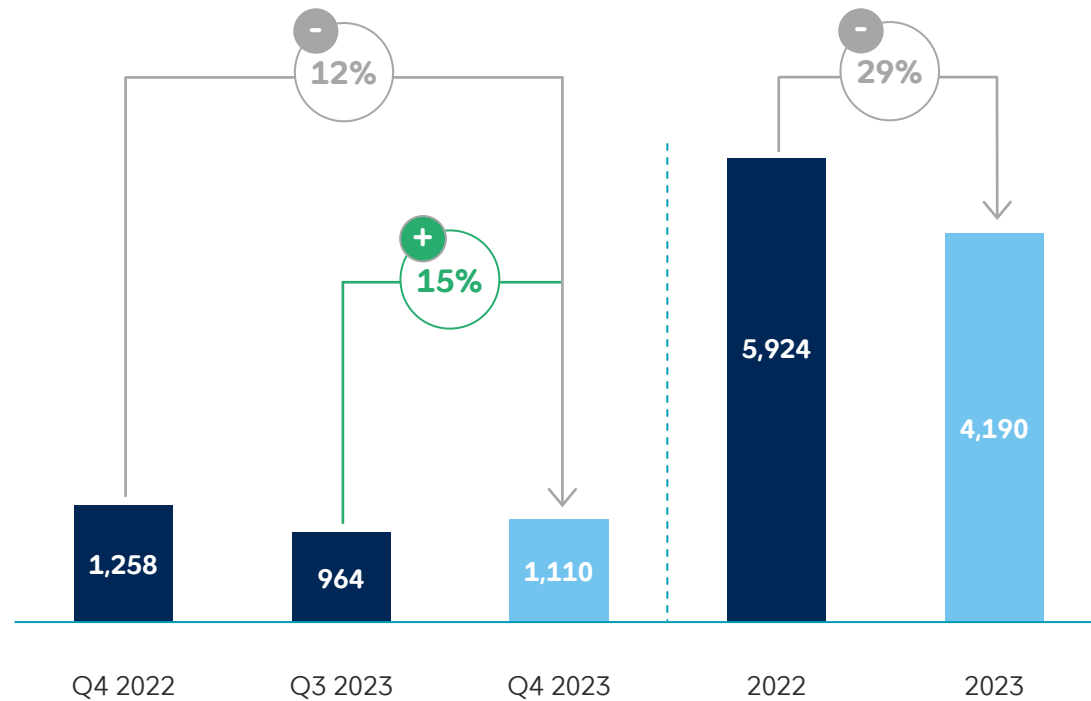
3 | ON A WORKING INTEREST BASIS, INCLUDING PROPORTIONAL PRODUCTION FROM AT EQUITY ACCOUNTED COMPANIES, EXCLUDING LIBYA ON-SHORE PRODUCTION

4 | EXCLUDING ONE-OFF EFFECT IN Q4 2023 RELATED TO A PRE-MERGER COMMERCIAL SETTLEMENT WITH A THIRD PARTY

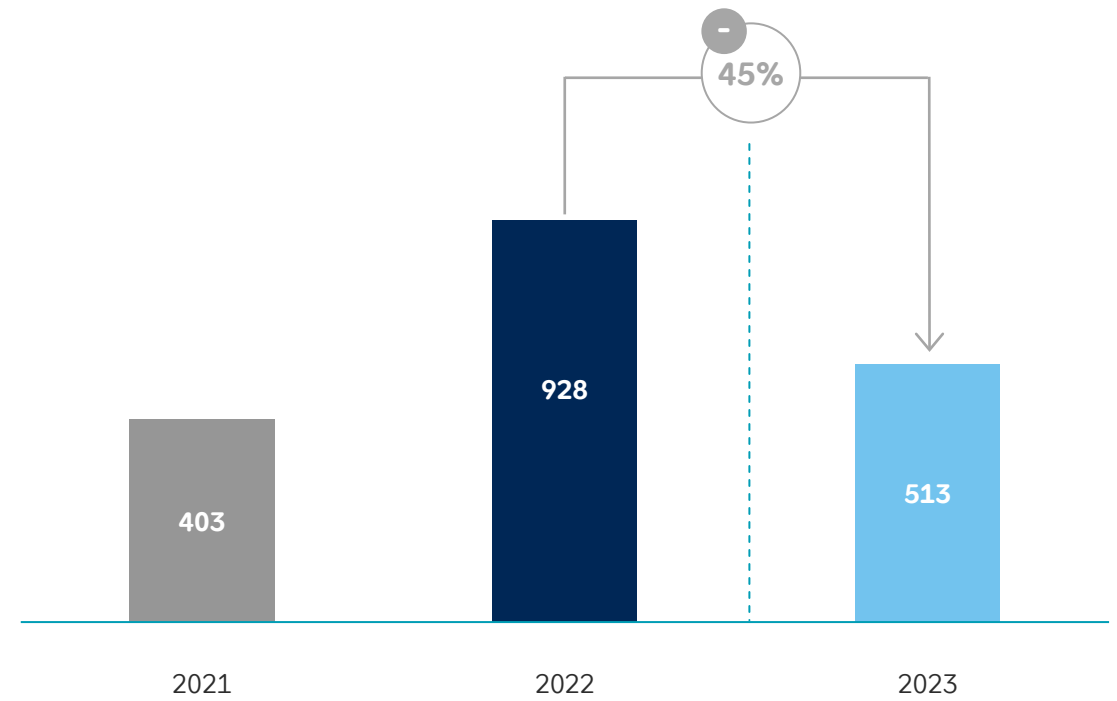
5 | DEVELOPMENT CAPEX EXCLUDING CAPITALISED EXPLORATION AND ACQUISITIONS

FINANCIAL PERFORMANCE¹

EBITDAX (€ MILLION)



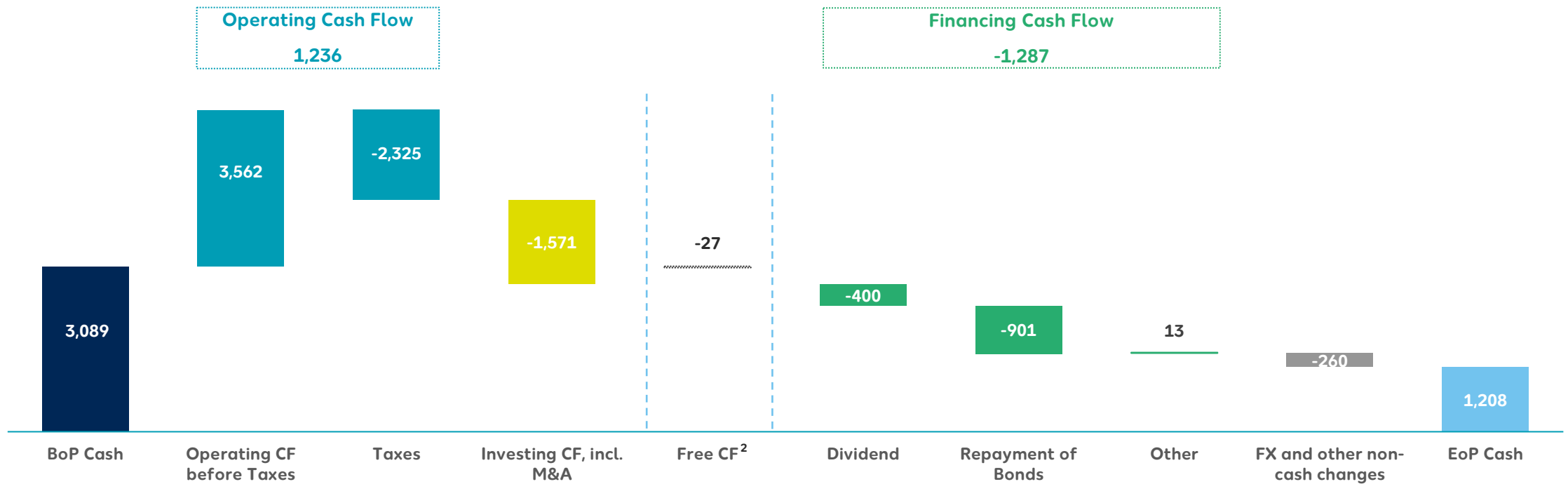
ADJUSTED NET INCOME (€ MILLION)



1 | COMBINING CONTINUING AND DISCONTINUED OPERATIONS; IN ADDITION, 2022 ADJUSTED FOR SEGMENT RUSSIA DUE TO THE DECONSOLIDATION OF RUSSIA

CASH FLOW¹

FY CASH EVOLUTION (€ MILLION)



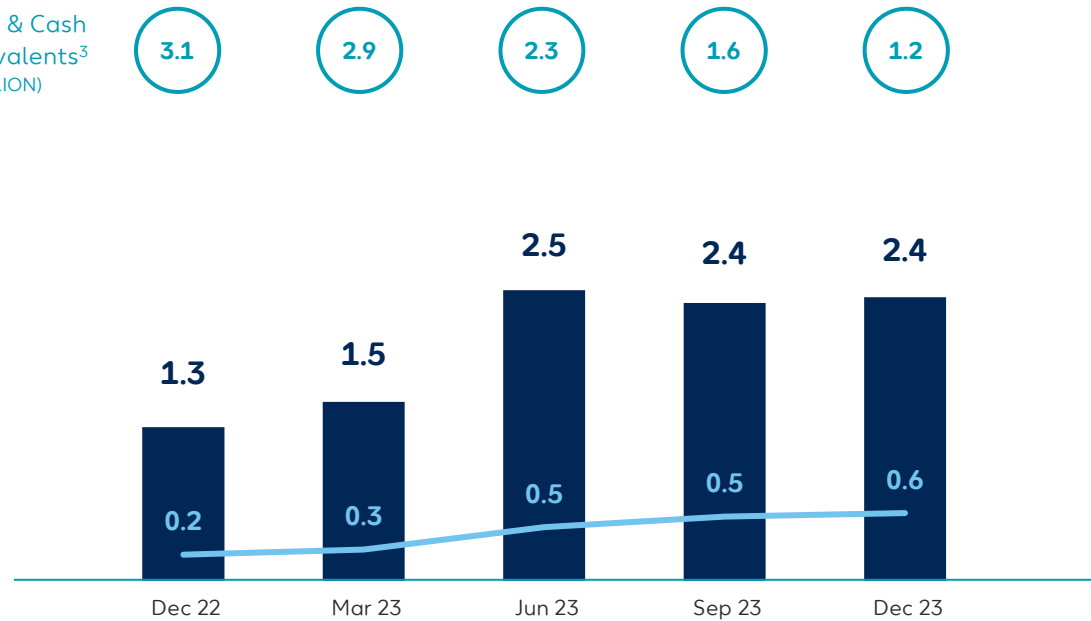
1 | COMBINING CONTINUING AND DISCONTINUED OPERATIONS
 2 | EXCLUDING M&A

Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

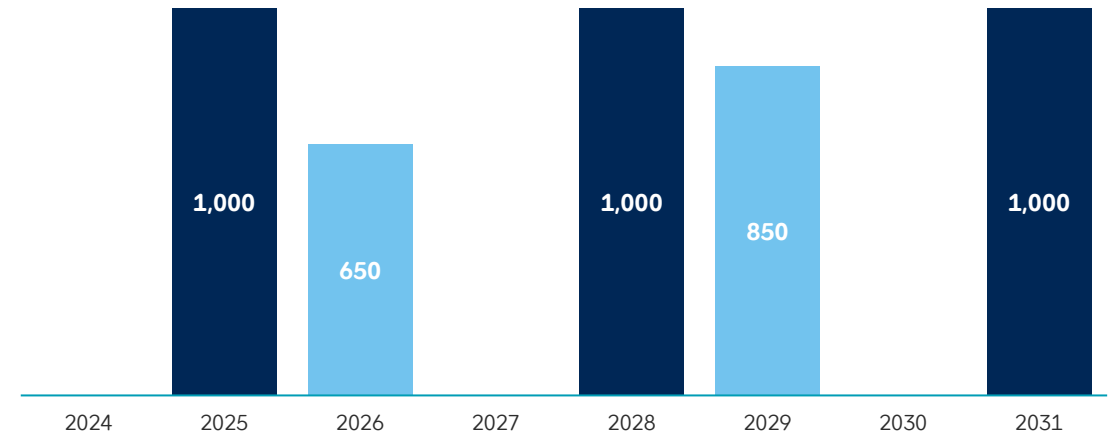
BALANCE SHEET

LEVERAGE EVOLUTION (X)^{1, 2}

Cash & Cash Equivalents³
(€ BILLION)



DEBT MATURITY PROFILE (€ MILLION⁴)



■ NET DEBT (€ BILLION) ■ LEVERAGE

■ SENIOR NOTES ■ SUBORDINATED NOTES⁵

1 | COMBINING CONTINUING AND DISCONTINUED OPERATIONS; IN ADDITION, 2022 ADJUSTED FOR SEGMENT RUSSIA DUE TO THE DECONSOLIDATION OF RUSSIA
 2 | ACCORDING TO IFRS, NET DEBT DIVIDED BY LAST TWELVE MONTHS EBITDAX
 3 | CASH AND CASH EQUIVALENTS INCLUDING CASH POOLING RECEIVABLES
 4 | FACE VALUES
 5 | SUBORDINATED NOTES SHOWN UNTIL FIRST CALL DATE

GUIDANCE

03





Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

GUIDANCE¹

| | 2023 ACTUALS | 2024 GUIDANCE |
|---------------------------------|----------------|------------------------|
| Production² | 323 mboe/d | 315 – 330 mboe/d |
| Capex | €1,152 million | €1,000 – 1,200 million |
| Exploration Expenditures | €233 million | €200 – 230 million |

¹ | COMBINING CONTINUING AND DISCONTINUED OPERATIONS

² | ON A WORKING INTEREST BASIS, INCLUDING PROPORTIONAL PRODUCTION FROM AT EQUITY ACCOUNTED COMPANIES, EXCLUDING LIBYA ONSHORE PRODUCTION

APPENDIX

04



Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

RESULTS SUMMARY¹

| | Unit | FY 2023 | FY 2022 excluding Russia | Q4 2023 | Q4 2022 excluding Russia |
|-------------------------------------|-----------|-------------------|-----------------------------|-------------------|-----------------------------|
| Production² | mboe/d | 323 | 321 | 329 | 323 |
| Brent | \$/boe | 83 | 101 | 84 | 89 |
| Gas TTF | \$/mscf | 12.9 | 37.0 | 12.8 | 28.4 |
| EBITDAX | € million | 4,190 | 5,924 | 1,110 | 1,258 |
| Production Costs³ | €/boe | 6.1 | 5.8 | 7.6 | 6.0 |
| Capex⁴ | € million | 1,152 | 863 | 427 | 226 |
| Free Cash Flow | € million | -27 | 2,484 | 197 | 151 |
| Adjusted Net Income | € million | 513 | 928 | -48 | 73 |
| | | 31.12.2023 | 31.12.2022 | 31.12.2023 | 31.12.2022 |
| Net Debt | € million | 2,407 | 1,303 | 2,407 | 1,303 |
| Leverage Ratio (LTM) | x | 0.6 | 0.2 | 0.6 | 0.2 |
| Cash⁵ | € million | 1,231 | 3,102 | 1,231 | 3,102 |

1 | COMBINING CONTINUING AND DISCONTINUED OPERATIONS

2 | ON A WORKING INTEREST BASIS, INCLUDING PROPORTIONAL PRODUCTION FROM AT EQUITY ACCOUNTED COMPANIES, EXCLUDING LIBYA ONSHORE PRODUCTION

3 | EXCLUDING ONE-OFF EFFECT IN Q4 2023 RELATED TO A PRE-MERGER COMMERCIAL SETTLEMENT WITH A THIRD PARTY

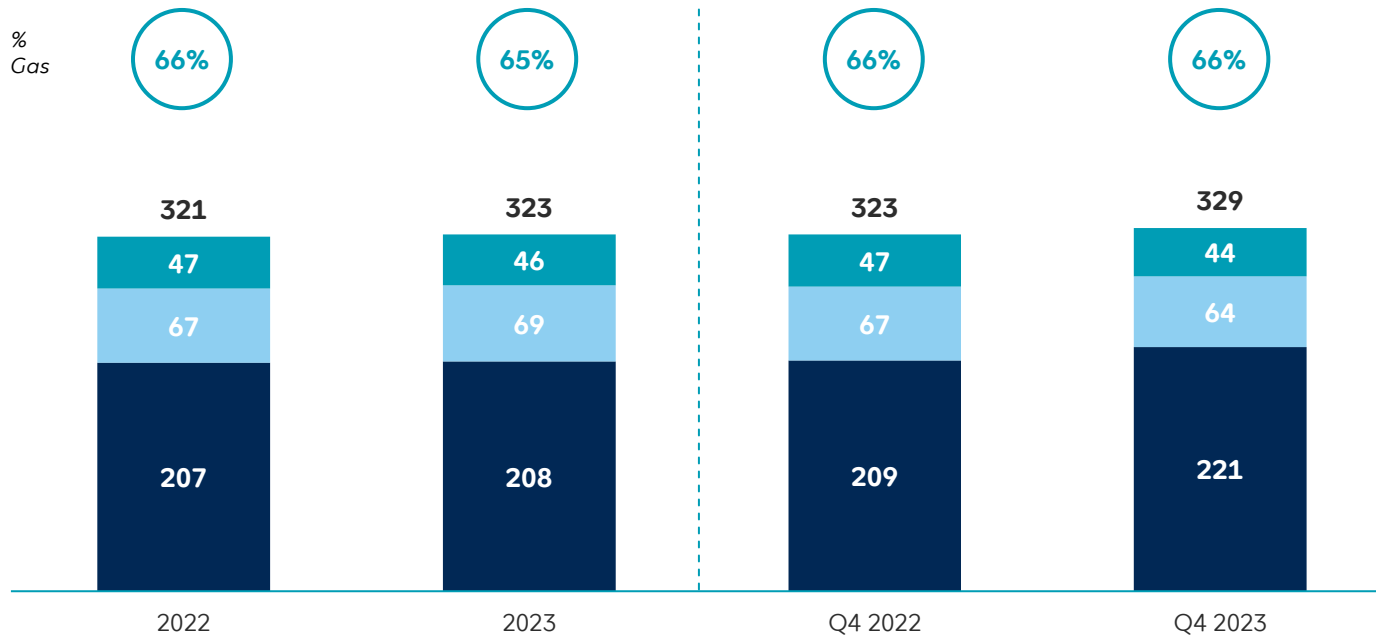
4 | EXCLUDING CAPITALISED EXPLORATION AND ACQUISITION

5 | INCLUDING CASH EQUIVALENTS AND FINANCIAL RECEIVABLES FROM CASH POOLING

Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

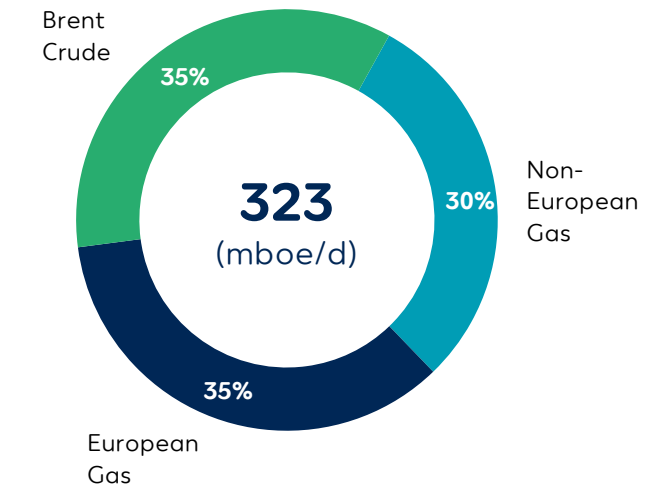
PRODUCTION¹

PRODUCTION² (WI, MBOE/D)



■ NORTHERN EUROPE ■ LATAM ■ MENA

FY 2023 PRODUCTION² COMPOSITION



~2/3 of total production linked directly to Brent and European gas prices

1 | COMBINING CONTINUING AND DISCONTINUED OPERATIONS; IN ADDITION, 2022 ADJUSTED FOR SEGMENT RUSSIA DUE TO THE DECONSOLIDATION OF RUSSIA
 2 | ON A WORKING INTEREST BASIS, INCLUDING PROPORTIONAL PRODUCTION FROM AT EQUITY ACCOUNTED COMPANIES, EXCLUDING LIBYA ONSHORE PRODUCTION

COMMODITY HEDGING (AS OF 31 DEC 2023)¹

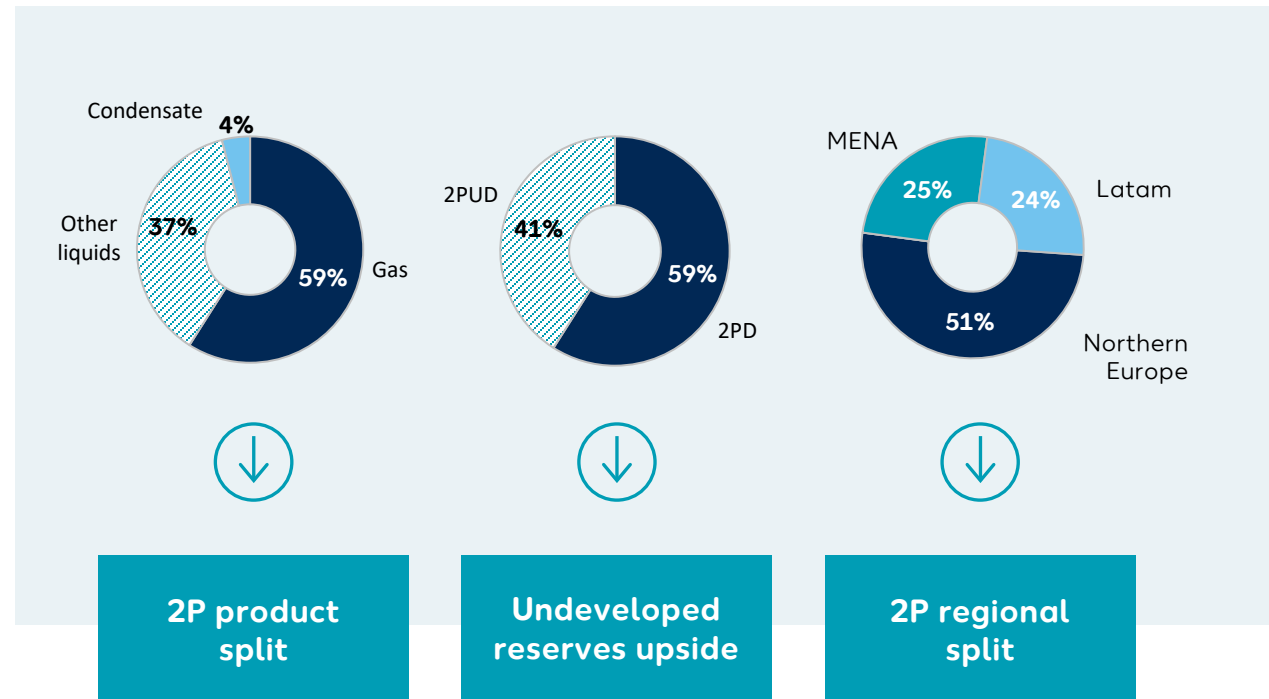
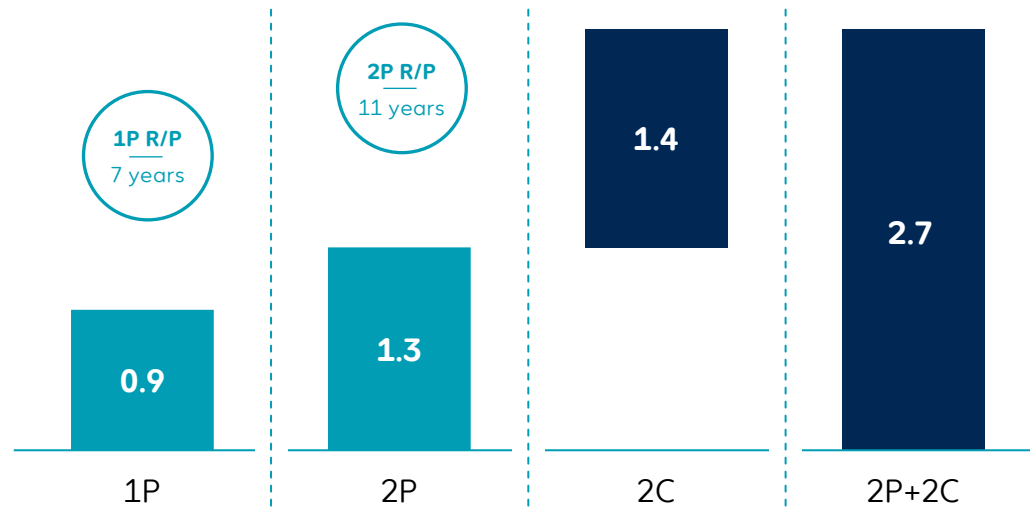
| | | 2024 | 2025 |
|--------------|--|--------------------------|--------------------------|
| Total | Total Volumes, mboe/d (Change since 30 Sep 2023) | 81 (+8) | 43 (+9) |
| | Gas | | |
| | Volume, mmscf/d | 360 | 194 |
| | Price, \$/mscf | 12.3 | 15.5 |
| Oil | Volume, mbb/d | 19 | 9 |
| | Price, \$/bbl | 72 | 74 |

¹ | HEDGE BOOK CONSISTS OF DERIVATIVES QUALIFIED FOR CASH FLOW HEDGE ACCOUNTING AND OWN-USE EXEMPTION

Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

RESERVES UPDATE¹

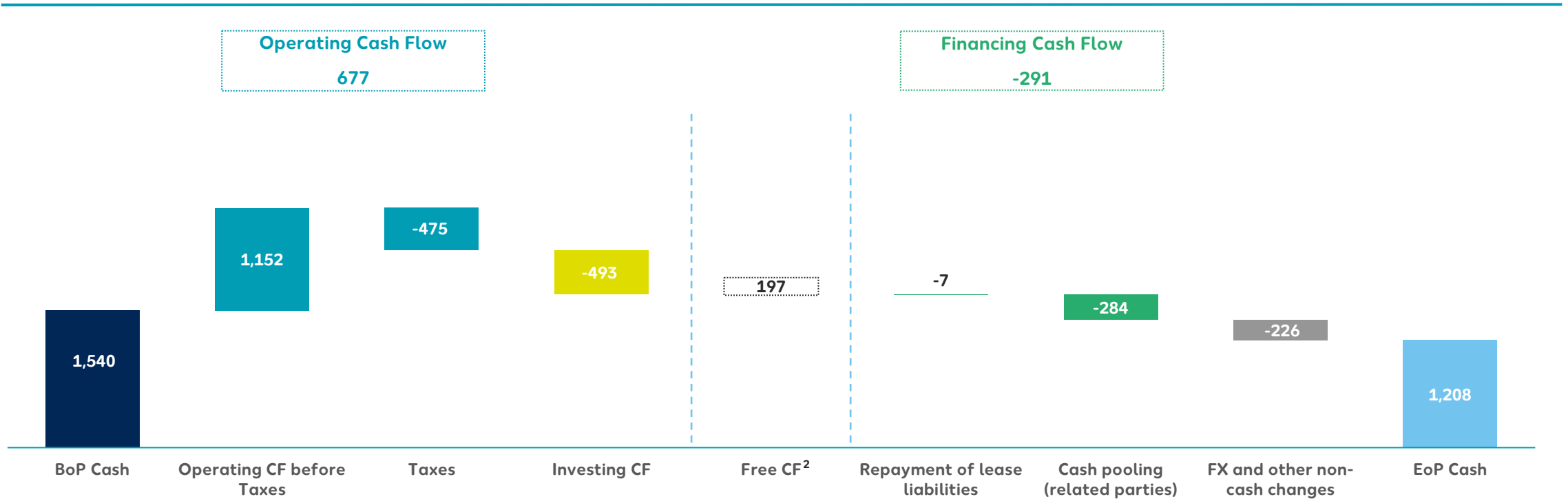
Overview (billion boe)



¹ | AS OF 31 DECEMBER 2023, INTERNAL RESERVES ESTIMATE

CASH FLOW¹

Q4 CASH EVOLUTION (€ MILLION)



1 | COMBINING CONTINUING AND DISCONTINUED OPERATIONS
 2 | EXCLUDING M&A

Q4 AND FULL YEAR 2023 RESULTS PRESENTATION

DEFINITIONS

| | |
|----------------------------|--|
| 1P reserves | Quantities of hydrocarbons that can be estimated with reasonable certainty (at least 90 per cent) to be commercially recoverable (proved reserves) |
| 2P reserves | 1P reserves plus reserves that are deemed probable (at least 50 per cent likely) to be commercially recoverable (probable reserves) |
| Adjusted Net Income | Defined as EBITDAX less depreciation and amortisation, less exploration expenses, plus financial income, less financial expenses and less income taxes, adjusted for special items and tax effects on adjusted special items and disregarded items (e.g. net impairments on assets) as well as impairments on deferred tax assets for tax loss carryforwards |
| CAPEX | Capex for the Group consists of payments for intangible assets, property, plant and equipment and investment property less capitalised exploration |
| EBITDAX | Defined as revenues and other income less production and operating expenses, less production and similar taxes, less general and administrative expenses and adjusted for special items |
| Free cash flow | Free cash flow for the Group comprises cash flow from operating activities and cash flow from investing activities but excludes payments for acquisitions and proceeds from the disposal of non-current assets/divestures, as shown in the Group's consolidated statement of cash flows |
| Leverage | Net debt divided by last twelve months EBITDAX |
| LTIR | Lost time injury rate per million hours worked (Renamed from lost time injury frequency - LTIF) |
| Net Debt | Net debt consists of liabilities to banks, senior bonds, interest-bearing financial liabilities from cash-pooling towards related parties and leasing liabilities less cash and cash equivalents and less interest-bearing financial receivables from cash-pooling from related parties |
| Production costs | Production costs include G&A allocation but exclude export and processing tariffs, finance items and R&D |
| TRIR | Total Recordable Incident Rate per million hours worked |

NOTE: CERTAIN NUMERICAL FIGURES AND PERCENTAGES SET OUT IN THIS PRESENTATION HAVE BEEN SUBJECT TO ROUNDING ADJUSTMENTS.