Observations Regarding Palliser's Perspectives on Capricorn Energy

Investor Update

5 January 2023

Executive Summary

Given certain public assertions made by Palliser relating to Capricorn, the value of Capricorn standalone and Capricorn's proposed Combination with NewMed, this presentation is being made available to Capricorn shareholders to address specifically those assertions, to correct a number of clear factual errors in Palliser's calculations and assumptions, and to provide more granular information ahead of the forthcoming Circular to allow shareholders to make fully-informed decisions

The analysis in the following pages shows, based on information available today, that:

- Palliser's analysis of the Fair Market Value of Capricorn is **overstated by US$265m based on corrections of simple factual errors**. Taking into account a typical trading discount based on peer groups companies and other prudent adjustments, it is overstated by $486m
- The NewMed Combination offers shareholders the opportunity to realise ~US$920m in clear, up-front value[1] with considerable upside potential
- Palliser's Plan is not deliverable as described – **it would deliver less cash and less value, over a longer timeframe with more risk than the Combination**

The Board and management of Capricorn remain open to any option for Capricorn to further enhance the value delivered to all shareholders, but equally wish to emphasise in the strongest possible terms to Capricorn shareholders that, **<u>having continually explored all options (including that proposed by Palliser), the Board continues to recommend the Combination with NewMed on the terms proposed</u>**

The information provided in this presentation forms a key part of this decision and recommendation and is available to assist Capricorn shareholders in their assessment of the proposed transaction

Source: ERCE Fair Market Valuation Report, Bloomberg as of 25 October 2022.
Note: Palliser Valuation as of 1 July 2022; 12% discount rate applied; GBP/USD FX rate: 1.14; Capricorn share count of c.315 million shares as per latest RNS disclosure;
[1] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes ~US$15m, which is subject to finalisation of an independent 3rd party report into the fair valuation, which is to be payable to more than 200 participants under the Capricorn Share Plans, comprising current employees (including the executive directors) and a number of former employees.

Palliser's Observations vs the Facts

Palliser's "Value Optimisation Plan" purports to deliver more value than the proposed Capricorn/NewMed Combination. Their Plan relies on several outdated and incorrect facts and assumptions – we are providing additional information to allow shareholders to assess the key issues

Palliser's Observations:	The Facts
1 Palliser's Plan and Value Creation	■ Palliser's valuation is based on incorrect facts and observations, which overinflate the implied value of their Plan – we have provided details correcting and updating these assumptions in the following pages ■ Palliser's analysis is missing required capex investments, financial commitments and other working capital requirements ■ The Plan fails to include a market-based P/NAV discount to its valuation ranges, further inflating their implied value
2 Dividend Can be Paid Without the Combination	■ Capricorn can deliver a ~US$120m larger cash return as a result of the Combination[1] ■ A smaller, standalone business would be less capital efficient, and able to return less near-term and in ongoing dividends
3 The Combination and Value Creation	■ The Combination will deliver significant upfront cash and market premium (~46% premium to Capricorn share price, ex proposed dividend, at the time of announcement[2]), in addition to sustainable outsized shareholder returns over time ■ The Combined Group will have a gas-weighted growth portfolio, targeting production >200k boe/d by 2030[3], supplying energy to high-growth markets
4 Capital Allocation	■ Track record of disciplined capital stewardship and proactive portfolio management, repositioning the portfolio and enabling returns ■ Capricorn has delivered cash returns of >US$780m[4] during the past 2 years and US$5.5bn[5,6] during the past 15 years
5 Share Price Performance	■ Capricorn's TSR has outperformed the peer average over 1- and 3-year periods
6 G&A	■ Capricorn has one of the lowest G&A to market cap ratios of its London-listed peer group ■ Capricorn has implemented a significant headcount reduction in 2022

Source: Company disclosure
[1] Capricorn Board estimate based on an ongoing independent 3rd party working capital exercise considering the capital requirements of the business, its ongoing financial guarantee obligations and assessing reasonable downside scenarios over an 18-month projection period. [2] Based on £0.99 exchange value per share and theoretical Capricorn GBP share price ex-dividend of £0.68, announcement date (28th September 2022). [3] Subject to project approvals. [4] H1 2022A. [5] Includes return of US$620m associated with the Combination. [6] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes ~US$15m, which is subject to finalisation of an independent 3rd party report into the fair valuation, which is to be payable to more than 200 participants under the Capricorn Share Plans, comprising current employees (including the executive directors) and a number of former employees.

1 NewMed Combination Offers Superior Value to Palliser's Undeliverable Plan

	Palliser Plan Based on Incorrect Facts	Palliser Plan Based on Correct Facts	NewMed Combination
Capital Return	Return excess cash of "at least" US$620m in the near-term	✗ ~US$500m available in the near-term	✓ US$620m[1] pre-completion dividend to shareholders in Q1 2023
Contingent Payments	>US$300m value of contingent payments returned to shareholders	✗ ~US$140m hypothetically distributed, subject to significant market and execution risk	✓ Retained in Company
Egypt	"Total focus on maximising value" accelerating PSC optimisation to support increased investment	✗ Undercapitalised, subscale, non-operated E&P without capital strength needed for fiscal reform	✓ Scale & relevance to support relationships with stakeholders and commercial discussions
Value Potential	Distribute excess cash and contingent rights, deliver Egypt portfolio and cut costs	✗ Relies on flawed assumptions with greater risk to downside than upside	✓ Material organic upside, premium liquid equity
Adjusted Value	Fair Market Value: US$1,131m	✗ Fair Market Value: US$866m (US$645m with trading discount)	✓ Transaction Value: US$920 million[2,3]

The Combination is the best path to maximise Capricorn shareholder value

Source: Company information

[1] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes ~US$15m, which is subject to finalisation of an independent 3rd party report into the fair valuation, which is to be payable to more than 200 participants under the Capricorn Share Plans, comprising current employees (including the executive directors) and a number of former employees. [2] Note includes ~US$15m of payout of cash sums to participants in certain of Capricorn's share plans, which are referable to the effect of the proposed transaction. [3] Value of residual equity value as of 30th December 2022.

① Correcting the Facts Underlying Palliser's Valuation

Palliser's view of Capricorn's US$1,131m Fair Market Value relies on several incorrect facts and outdated assumptions

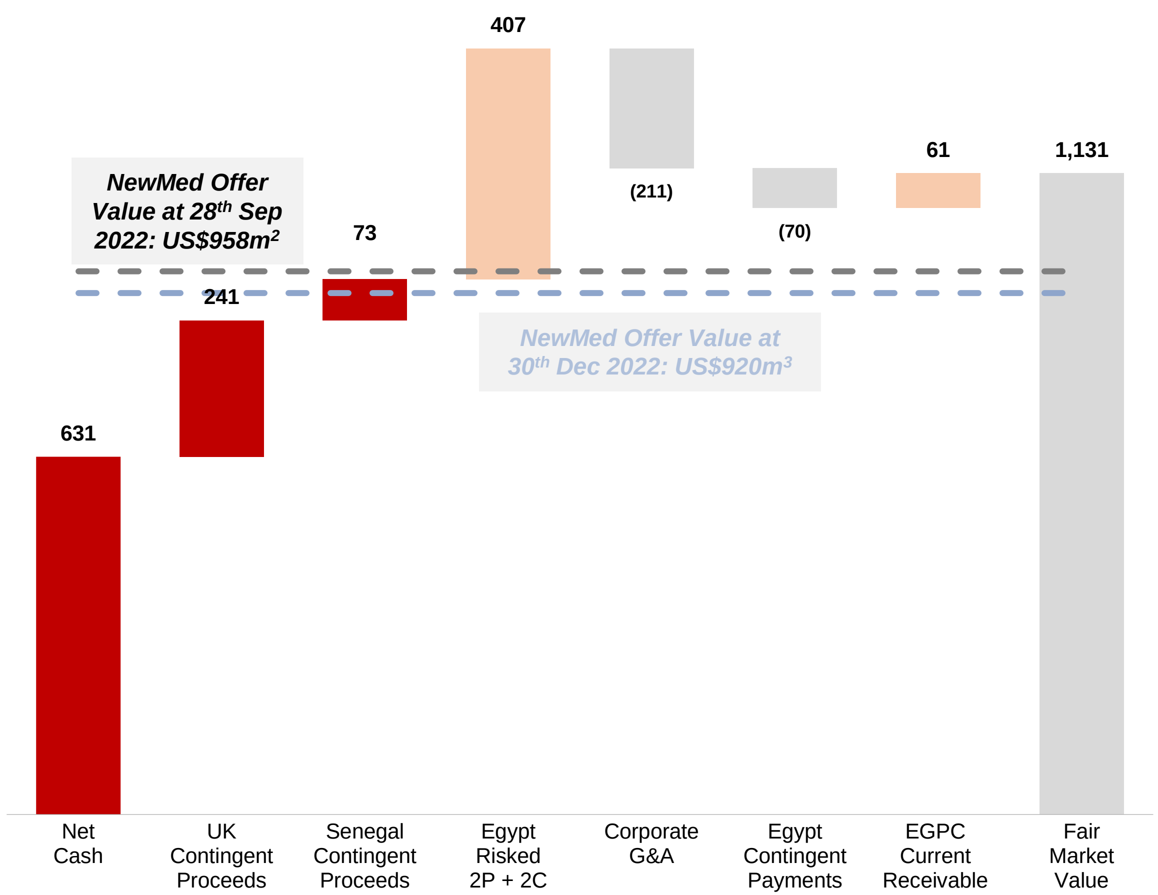
Net Cash	▪ Capricorn's current **cash balance is US$597m, US$34m**[1] **lower than Palliser's assumption** due to ongoing investment in Egypt ▪ Of this, US$9m is restricted cash and US$44m is in Egypt to support near term capital commitments, debt liquidity tests and also pay Shell US$25m due in January (amounts not available for capital return)
Egyptian Assets	▪ **Capex Requirement:** Palliser's assumed value with no further investment is just US$71m. They fail to state that their full 2P value of US$335m requires multi-year capital investment. Capricorn has guided the market **to capex of ~US$75m per year from 2023 to 2026** ▪ **2C Valuation:** Palliser's **valuation of 2C resources is based on a 2P NPV/boe multiple** – this **approach fails to incorporate the additional capital required to deliver 2C resources**. Many of these resources have not been defined as economically viable or recoverable within current lease periods ▪ **Exploration Value:** Palliser has **ascribed US$47m of value to exploration**, which **should not be included in core NAV** or Fair Market Value ▪ **Oil Price Assumption:** Palliser's price deck **materially exceeds lending bank, peer assumptions and futures curve**[2]
UK Contingent Proceeds	▪ The fair value of the UK receivable is a future estimate, subject to external factors ▪ The fair value of the UK receivable has **reduced from US$241m at 30 June 2022, to US$205m**[2,3] as a result of falling oil prices (for further details see Supporting Materials) ▪ ~US$120m of the expected receivable is already factored into Capricorn's working capital projections (and could not be distributed)
Senegal Contingent Proceeds	▪ Palliser values the Senegal contingent payment at US$73m, its **risked value is US$57m as a result of an increased risk of delay** linked to Woodside's revised start-up guidance to "late 2023" and no contribution to its 2023 production guidance from Sangomar

Source: Company Disclosure, ERCE Fair Market Valuation Report, Bloomberg as of 25 October 2022
Note: Palliser Valuation as of 1 July 2022; 12% discount rate applied; GBP/USD FX rate: 1.14; Capricorn share count of c.315 million shares as per latest RNS disclosure;
[1] Unaudited FY2022 net cash including restricted cash [2] See Supporting Materials. [3] As of 30th December 2022

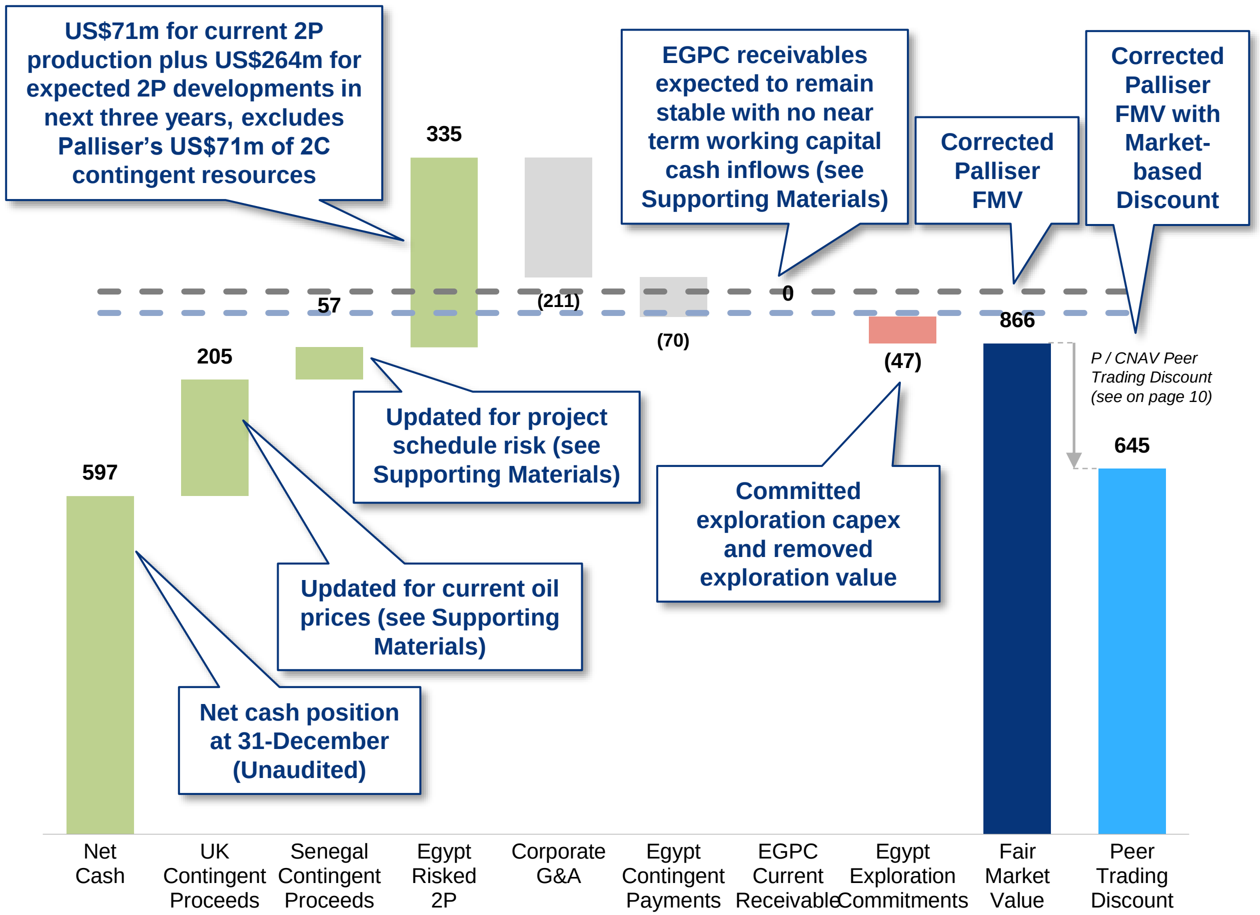
1 Corrections to Palliser's Standalone Valuation Analysis – Summary

After correcting the facts and assumptions, the Plan would deliver significantly less value than the Combination

Palliser's Fair Market Value Analysis (US$m)[1]



Fair Market Value Analysis with the Correct Facts (US$m)

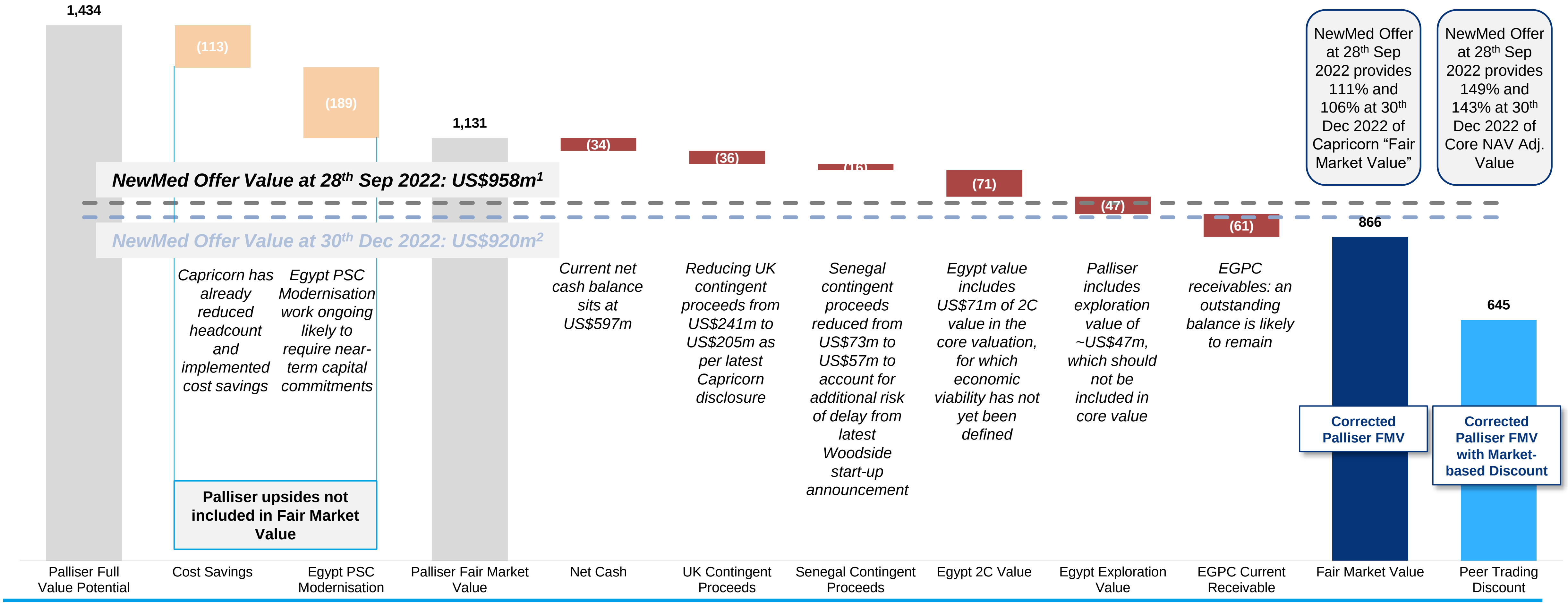


Source: ERCE Fair Market Valuation Report, Bloomberg as of 25 October 2022. Note: Palliser Valuation as of 1 July 2022; 12% discount rate applied; GBP/USD FX rate: 1.14; Capricorn share count of c.315 million shares as per latest RNS disclosure;
[1] ERCE Fair Market Valuation Report published 27th October 2022. [2] Assuming an issued share capital of 315.1 million shares and taking into account the proposed related payment to participants in certain of Capricorn's share plans of a cash sum referable to the effect of the Transaction; Based on NewMed share price and foreign exchanges rates on 28 September 2022 and assuming a Capricorn issued share capital of 315.1 million shares. [3] Assuming an issued share capital of 315.1 million shares and taking into account the proposed related payment to participants in certain of Capricorn's share plans of a cash sum referable to the effect of the Transaction; Based on NewMed share price and foreign exchanges rates on 30 December 2022 and assuming a Capricorn issued share capital of 315.1 million shares.

1 Combination Delivers More Value than the Corrected Palliser Plan

After correcting Palliser's Plan, the NewMed Combination delivers more value than the Palliser Plan. The value of Palliser's Plan looks even worse when adjusted for an average market P/NAV discount

Palliser's Corrected Value of Capricorn (US$m)



Source: ERCE Fair Market Valuation Report, Bloomberg as of 25 October 2022

[1] Assuming an issued share capital of 315.1 million shares and taking into account the proposed related payment to participants in certain of Capricorn's share plans of a cash sum referable to the effect of the Transaction; Based on NewMed share price and foreign exchanges rates on 28 September 2022 and assuming a Capricorn issued share capital of 315.1 million shares. [2] Assuming an issued share capital of 315.1 million shares and taking into account the proposed related payment to participants in certain of Capricorn's share plans of a cash sum referable to the effect of the Transaction; Based on NewMed share price and foreign exchanges rates on 30 December 2022 and assuming a Capricorn issued share capital of 315.1 million shares.

① Palliser's Plan Also Relies on A Number of Undeliverable Assumptions

The Plan relies on several outdated and incorrect facts and assumptions, fails to reflect key discounts and costs

Value Considerations	■ The **likely market discount** that would be applied to a standalone Capricorn would likely be in line with peers which trade at an average ~40% discount to Total NAV ■ The **time and risk to shareholders to realise full value** from the assets via distributions and price appreciation ■ Near-term **distributions will be US$120m lower**[1] and the **business will be required to retain working capital** to fund activity in Egypt ■ The **risk and friction costs** associated with a liquidation strategy ■ The Board recommended the Combination after **fully testing market appetite,** with eight parties signing NDA's to enable access to confidential diligence and a number of proposals subsequently made
Egypt Value Delivery	■ Running Egypt as a standalone, non-operating, undercapitalised E&P will create challenges to value delivery and we note the following: • Capricorn is already pursuing PSC consolidation in Egypt. Successful precedents have **required time, signature bonuses and commitments to incremental work programmes** to deliver additional production for Egypt • The ERCE report commissioned by Palliser notes in its report that **APA paid a US$100m signature bonus to EGPC, Palliser only assumes a US$30m net payment**[2] • The **PSC Modernisation took APA over 2 years to negotiate** with EGPC having been active in Egypt since 1994[2] (Capricorn has owned the assets for under 2 years)[3] • APA announced **incremental investment of US$235m for the first year alone and tripling of active rigs as part of its PSC Modernisation**[4] • Palliser/ERCE **fail to account** for the **significant expected costs for obtaining improved fiscal terms** • The ERCE report commissioned by Palliser **fails to consider working capital implications** in their analysis. The EGPC current receivable balance is **likely to be an ongoing issue** and receivables have fluctuated historically[5]

Source: ERCE Fair Market Valuation Report. Note: Palliser Valuation as of 1 July 2022; 12% discount rate applied; GBP/USD FX rate: 1.14; Capricorn share count of c.315 million shares as per latest RNS disclosure;
[1] Capricorn Board estimate based on an ongoing independent 3rd party working capital exercise considering the capital requirements of the business, its ongoing financial guarantee obligations and assessing reasonable downside scenarios over an 18-month projection period. [2] https://investor.apacorp.com/static-files/137dd8b6-07f6-49af-a126-8a05cb864809 [3] https://www.capricornenergy.com/news-media/news/2021/completion-of-acquisition-of-western-desert-assets-egypt/#Tabundefined=1 [4] https://egyptoil-gas.com/features/apache-and-egypt-modernizing-egypts-energy-future-an-interview-with-john-j-christmann-iv-ceo-and-president-apache-corporation/ [5] See Appendix

1 Palliser's Plan Also Relies on A Number of Undeliverable Assumptions (Cont'd)

The Plan relies on several outdated and incorrect facts and assumptions, fails to reflect key discounts and costs

Shareholder Distributions	■ **The Combination allows Capricorn to pay a pre-completion cash dividend of US$620m**, of which ~US$605m will be returned to existing shareholders with ~US$15m required to satisfy dividend equivalent rights in existing Company share plans[1] ■ Capricorn **expects to be able to distribute ~US$500m on a standalone basis in the near-term**, based on an ongoing working capital exercise[2] being independently validated for the prospectus (see Supporting Materials) ■ Palliser's analysis **fails to take account of exploration commitments, financial guarantees and working capital** requirements
Contingent Proceeds[3]	■ Palliser's estimated **US$314m of contingent payment are now worth ~US$260m**[3,4] ■ ~US$120m of this is included in the working capital requirements of the business and the company would need to retain a material stake in any instrument distributed to be aligned with holders ■ As a result, ~US$140m is the maximum that could hypothetically be distributed ■ Further, **a CVR instrument has several challenges, could not be held by many investors and would likely trade at a discount**
Cost Cutting	■ Capricorn has **one of the lowest G&A to market cap ratios of its London-listed peer group** ■ Capricorn **has already implemented G&A reductions**, reducing headcount by one-third in 2022 which is expected to deliver an annual G&A saving of ~US$7.5m per year from 2024, while other cost-saving measures are ongoing

Source: ERCE Fair Market Valuation Report. Note: Palliser Valuation as of 1 July 2022; 12% discount rate applied; GBP/USD FX rate: 1.14; Capricorn share count of c.315 million shares as per latest RNS disclosure; [1] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes ~US$15m, which is subject to finalisation of an independent 3rd party report into the fair valuation, which is to be payable to more than 200 participants under the Capricorn Share Plans, comprising current employees (including the executive directors) and a number of former employees. [2] Capricorn Board estimate based on an ongoing independent 3rd party working capital exercise considering the capital requirements of the business, its ongoing financial guarantee obligations and assessing reasonable downside scenarios over an 18-month projection period. [3] As of 13th December 2022, based on operator guidance that has delayed the expected date for first oil, increasing the risk that the payment will be US$50mn, rather than US$100mn. Given current futures prices, the range of potential values assuming 10% discount rate has a midpoint of ~US$65mn and a risked value of ~US$57m. [4] See appendix

1 Palliser's Valuation Analysis Fails to Account for a Typical E&P Market Discount

Capricorn

P / Total Risked and Core NAV Benchmarking (Based on Sell-Side Analyst Research)[1]

	P / CNAV	P / TNAV
Peer 1	101%	90%
Peer 2	97%	47%
Peer 3	96%	63%
Peer 4	86%	82%
Peer 5	73%	55%
Peer 6	61%	52%
Peer 7	57%	46%
Peer 8	54%	45%
Peer 9	46%	37%
Average	**74%** A	**57%** B

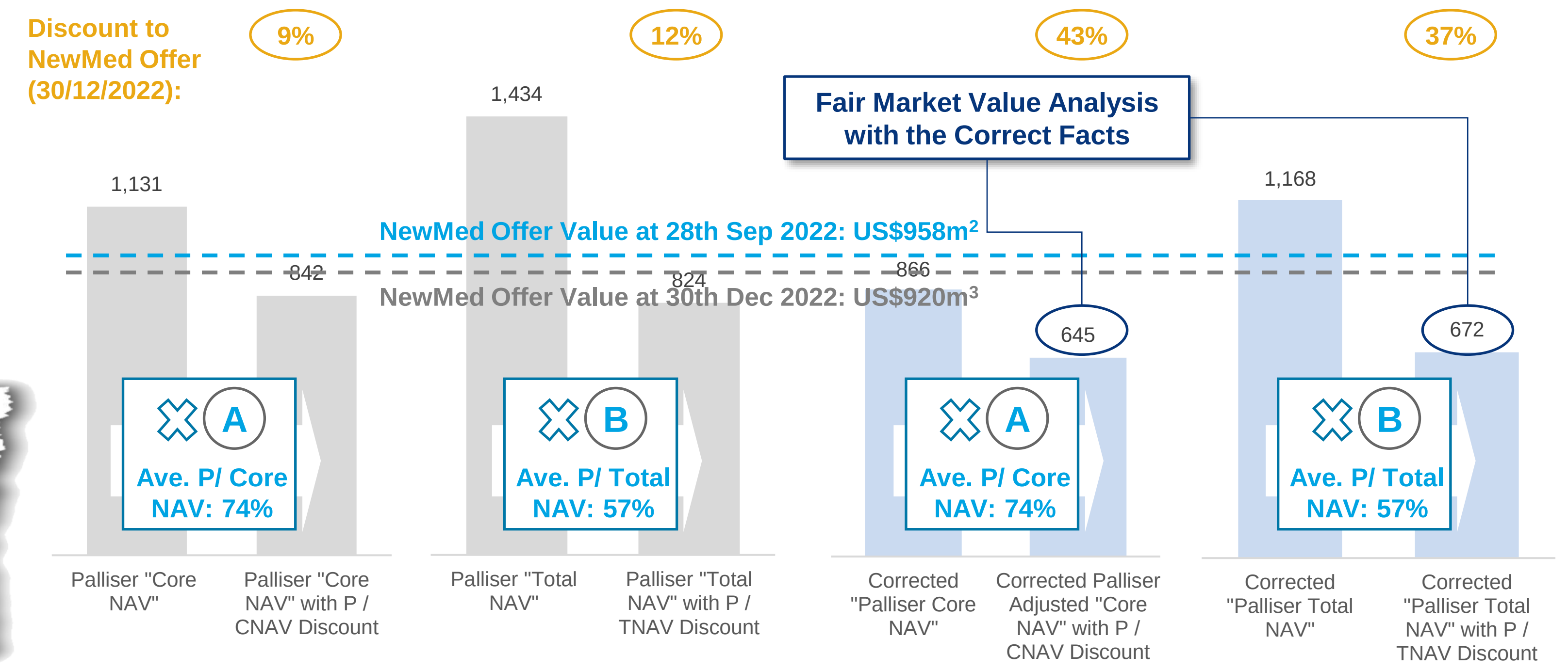
"(I)f we strip out a $500m special dividend, Capricorn would be trading at a ~30% discount to our pro forma Tangible NAV. The challenge for a potential new management team would be to narrow the valuation gap overtime through implementation and execution of a value optimisation plan for the Egyptian assets."

– Barclays, December 2022

- Listed Oil & Gas companies typically trade at a discount to their intrinsic value measured as the discount to Net Asset Value (NAV), which reflect the market's view of the risk associated with the asset valuation
- Smaller, more geographically concentrated companies tend to trade at deeper discounts
- Capricorn's key London listed peers trade at a P / Core NAV of 74%
- Capricorn's key London listed peers trade at a P / Total NAV of 57%
- If you apply average market discounts, the value of the Combination exceeds the value of Palliser's Plan – <u>even when applying Palliser's incorrect facts and assumptions</u>

Palliser's Valuation Market Discount (US$m)

Adjusted Valuation Market Discount (US$m)



Source: FactSet as at 30-Dec-2022, Broker research, Company disclosures, Equity research reports. (Permission to quote neither sought or provided)

[1] Peers include Energean, Enquest, Genel, GKP, Harbour, Pharos, Seplat, Serica and Tullow. [2] Assuming an issued share capital of 315.1 million shares and taking into account the proposed related payment to participants in certain of Capricorn's share plans of a cash sum referable to the effect of the Transaction; Based on NewMed share price and foreign exchanges rates on 28 September 2022 and assuming a Capricorn issued share capital of 315.1 million shares. [3] Assuming an issued share capital of 315.1 million shares and taking into account the proposed related payment to participants in certain of Capricorn's share plans of a cash sum referable to the effect of the Transaction; Based on NewMed share price and foreign exchanges rates on 30 December 2022 and assuming a Capricorn issued share capital of 315.1 million shares.

2 The Combination Maximises Near-Term Cash Return to Shareholders

Palliser's statement that Capricorn's Board is withholding capital returns to pressure shareholders to vote on the Combination is false
Without the Combination, Capricorn could pay out only ~US$500m in the near-term on a standalone basis

Palliser Fails to Take Into Account the Working Capital Requirements of a Standalone Capricorn in its "Plan"

- ***The proposed US$620m[1] distribution to shareholders in Q1 2023 associated with the NewMed Combination is ~US$120m higher than could be paid out on a standalone basis****, verified by an independent working capital exercise to review the capital requirements of the business for the prospectus, including its financial guarantee obligations and assessing reasonable downside scenarios over an 18 month projection period[2] (see Supporting Materials)*
- *Of the US$620m distribution, ~****US$605m will be returned to existing shareholders*** *with ~US$15m required to satisfy dividend equivalent rights in existing Company share plans[3]*
- *The working capital report (which is being prepared as part of the Combination Circular) has tested for downside scenarios both operational (production, capex and opex) as well as oil price*
- *The Company's* ***capital commitments include approximately US$47m of exploration commitments across Egypt and the rest of the portfolio****, in addition to the continuous production and development drilling campaign in Egypt*
- *The Company's* ***financial guarantee commitments include US$69m of bank guarantees*** *to the government of Mexico in relation to exploration licence commitments as well as operations in Egypt and Mauritania*
- *On a standalone basis,* ***the Company is unlikely to be in a position to return material additional retained cash to shareholders in the short- to medium-term and further returns may not be possible at all under certain downside scenarios***

[1] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes pay out of ~US$15m to participants in certain of Capricorn's share plans, which are referable to the effect of the proposed transaction. [2] The reasonable worst case downside scenarios that the company is required to account for in its working capital exercise include lower commodity prices, lower production performance, increased cost inflation, delays in releasing financial guarantees and worsening payment terms from key offtakers based on an independent 3rd party working capital exercise. [3] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes ~US$15m, which is subject to finalisation of an independent 3rd party report into the fair valuation, which is to be payable to more than 200 participants under the Capricorn Share Plans, comprising current employees (including the executive directors) and a number of former employees.

3 The Combination Creates A Stronger Company and Maximises Value Creation

The Combined Company will have enhanced scale, liquidity and provide a potentially superior investment case focused on facilitating the growing regional gas trade

Exposure to Strong Cash Flows, Robust Cash Returns and Growth

~US$3bn expected UFCF[1]

Cumulative 2023 – 27E period

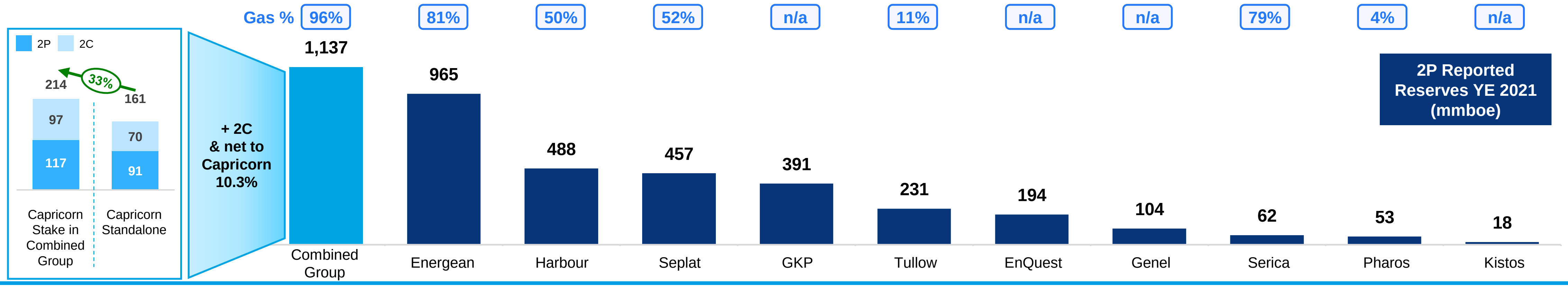
30% Minimum Payout Ratio

FCF pre-growth capex after financing costs

Production of >200k boe/d

Targeted by 2030[3]

Combination Creates Largest Gas Focused, UK-Listed Energy Company by 2P Reserves[2]



Source: Company information, Factset as at 14-Dec-2022, Israeli Electricity Authority report

[1] Unlevered free cash flow for existing producing assets, according to Leviathan NSAI report as of December 2021 and Capricorn estimate. [2] Largest by 2P reserves 3 Subject to project approvals.

The Combination Creates A Stronger Company (Cont'd)

3

The NewMed Combination maximises value creation potential for all Capricorn shareholders

Exposure to Significantly Higher Growth Business

Egypt Western Desert

70 mmboe contingent resources

- Low-cost, gas-weighted onshore production with near-term development and exploration potential and rapid payback
- Active drilling programme targeting robust opportunity inventory

Leviathan Expansion

~150 kboe/d capacity

- Platform capacity expansion with a 900MMscfd (150kboepd) additional capacity Regional Export Module
- Additional pipeline sales to Israel, Egypt and Jordan

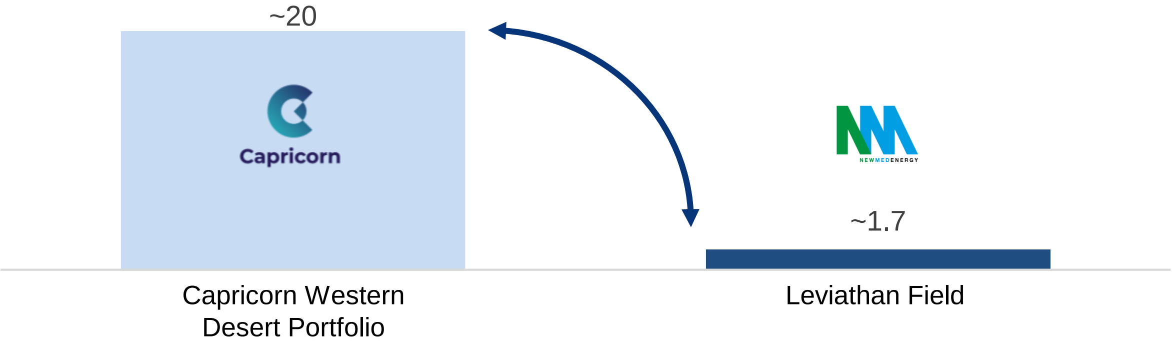
Aphrodite

~83 kboe/d capacity

- Development of subsea facilities with ~500MMscfd (83kboepd) capacity
- Gas to be flowed to adjacent facilities via existing pipelines

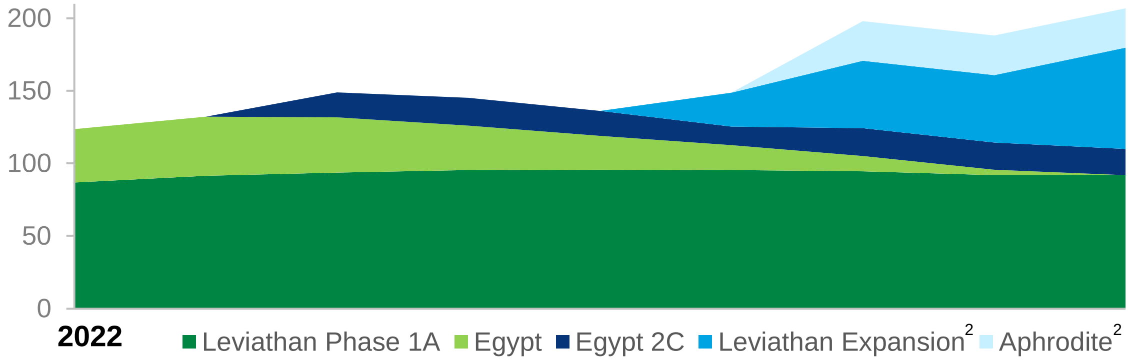
Intent on Achieving Net Zero Scope 1 and 2 Carbon Emissions 2040 across the Combined Portfolio

2021 Scope 1&2 Emissions (kgCO2/boe)



With Clear Pathway to Production >200k boe/d by 2030

Estimated net production profile (kboepd)[1]



Source: Company information, Israeli Electricity Authority report
[1] Production on WI Basis. [2] Leviathan Phase 1B and Aphrodite have not been approved yet.

4 Board and Management Have Proactively Re-Positioned the Company

Capricorn Management and Board have proactively re-positioned the Company and secured proceeds from the Indian arbitration

Rationalised the Portfolio and Secured Arbitration Award

Exited High Capex & Mature Basin Assets

- Strategic divestment of declining UK producing assets for US$455m plus uncapped oil price-linked consideration over five years[1]
- Exited Sangomar development: US$300m received in upfront cash plus back costs (US$330m) and further contingent of up to US$100m
- Realised value for exploration and de-risked development risk, financing risk and capital expenditure over four years
- Secured Indian tax refund of US$1.06bn

Repositioned the Portfolio via Egypt Acquisition

Reset Strategic Priorities & Asset Base

- Acquisition of Shell's assets in the Western Desert, onshore Egypt
- US$323m acquisition cost plus capped oil price upside sharing
- Low-cost, gas-weighted onshore production with strong near-term development and exploration potential
- Significant resource potential, with active drilling programme to grow production and reserves, plus possibility to deliver enhanced value through PSC consolidation
- Active drilling programme targeting robust opportunity inventory with current focus on liquids
- Committed to Net Zero emissions by 2040 with clear roadmap to delivery

Source: Company disclosure
[1] Adjusted for working capital and interim period cashflows from the economic date of 1 January 2020, transaction completed 2-November 2021

4 This Reset Has Coincided with Best in Peer Group Returns to Shareholders

Capricorn management and Board have delivered peer group leading returns to shareholders

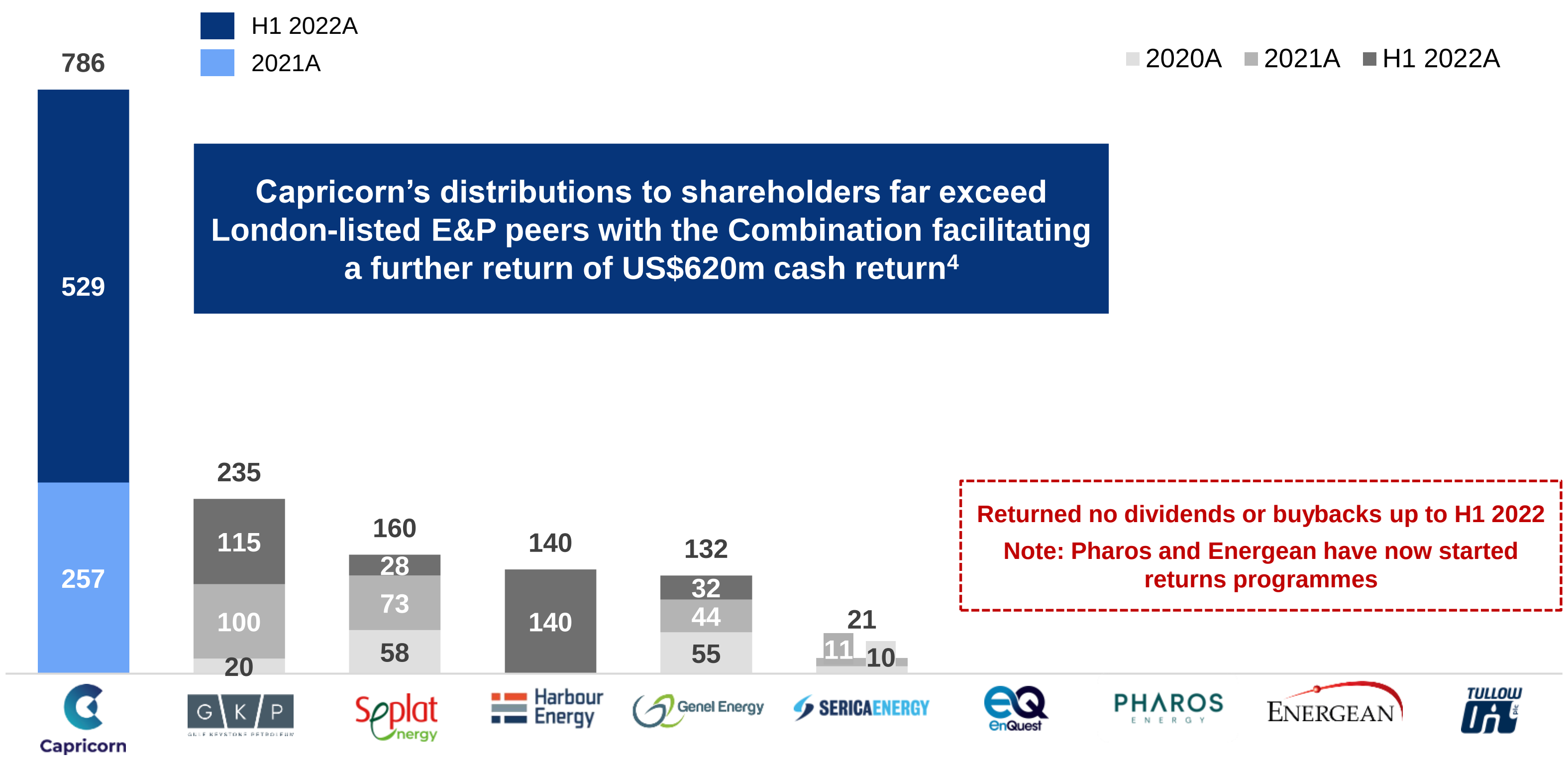
Delivered Shareholder Returns

Capital recycled to Shareholders

- US$5.5bn returned in last 15 years[3]
- US$257m special dividend paid in H1 2021 following Senegal sale
- Secured Indian tax refund following arbitration and received US$1.06 bn in February 2022
- US$500m tender offer and buyback announced with US$529m returned to shareholders in H1 2022
- US$631m of net cash on the balance sheet at H1 2022
- Combination facilitates cash return of US$620m[4]

Capricorn has Delivered Substantially More Capital to Shareholders from 2020 – 2022

Capricorn vs Peers Distributions to Shareholders (US$m) 2020A – H1 2022A[1,2]

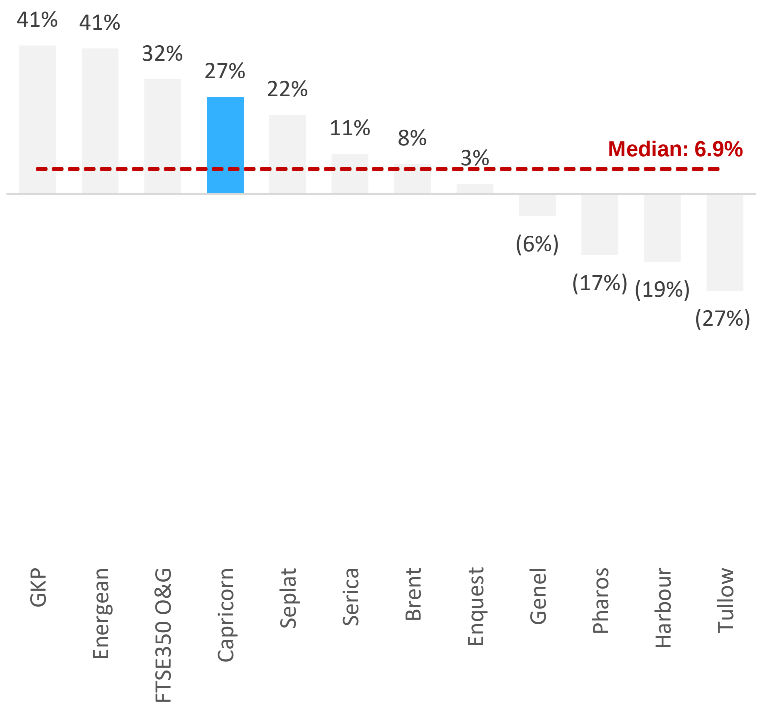


Source: Company disclosure, Factset as at 30-Dec-2022 for FX Rate
Notes: [1]Employee share repurchases excluded from analysis however they are immaterial, [2]H1 2022A as cut off date given inconsistency in reporting frequencies of peers. [3] Includes return of US$620m associated with the Combination. [4] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes pay out of ~US$15m to participants in certain of Capricorn's share plans, which are referable to the effect of the proposed transaction.

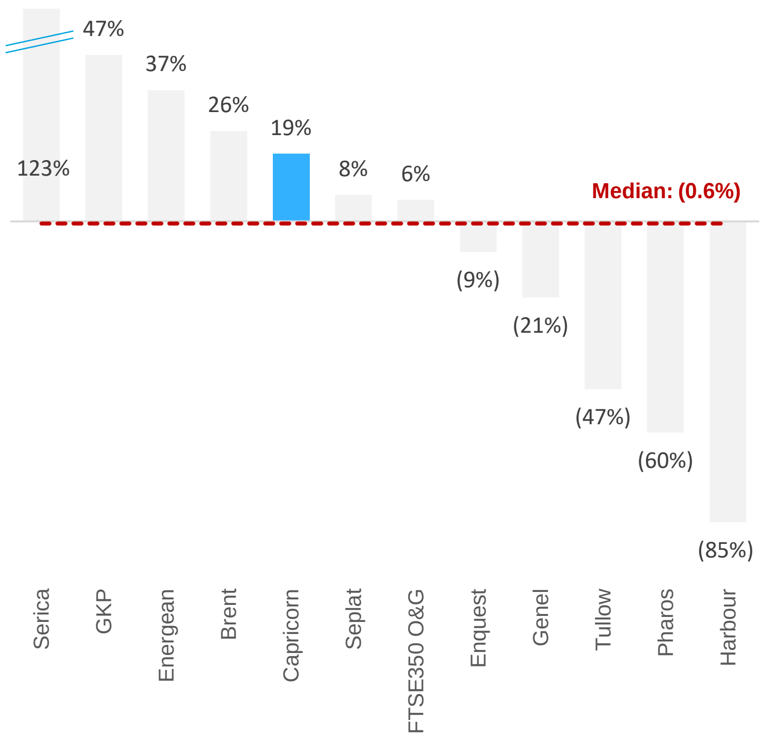
Capricorn TSR Has Strengthened and Outperformed Peers

Capricorn performance has demonstrated consistent strengthening over the last 5-years relative to London-listed E&P peers and has outperformed its peers over the Last 1- and 3-years

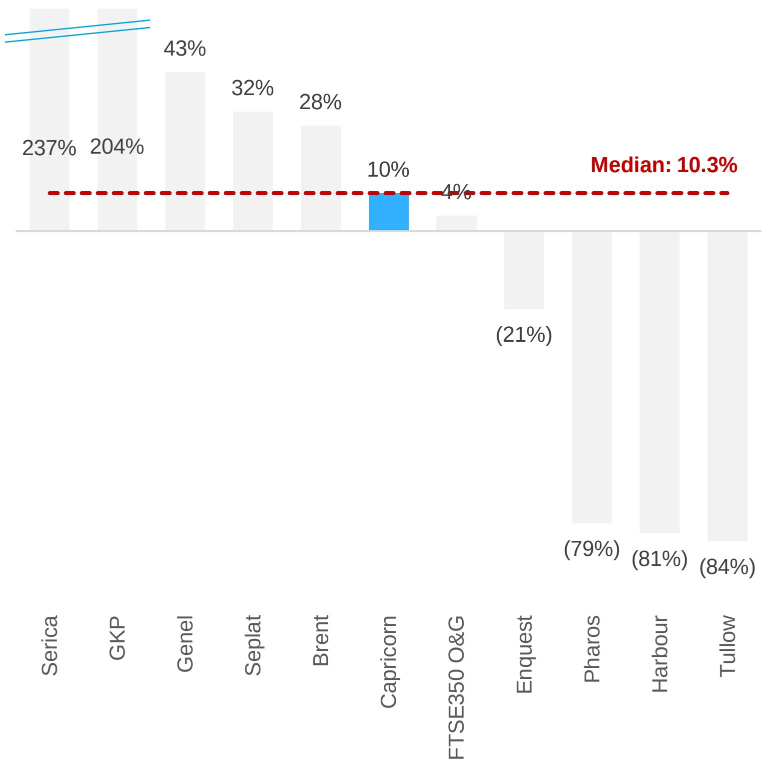
Total Shareholder Returns Last 1 Year (%)



Total Shareholder Returns Last 3 Years (%)



Total Shareholder Returns Last 5 Years (%)

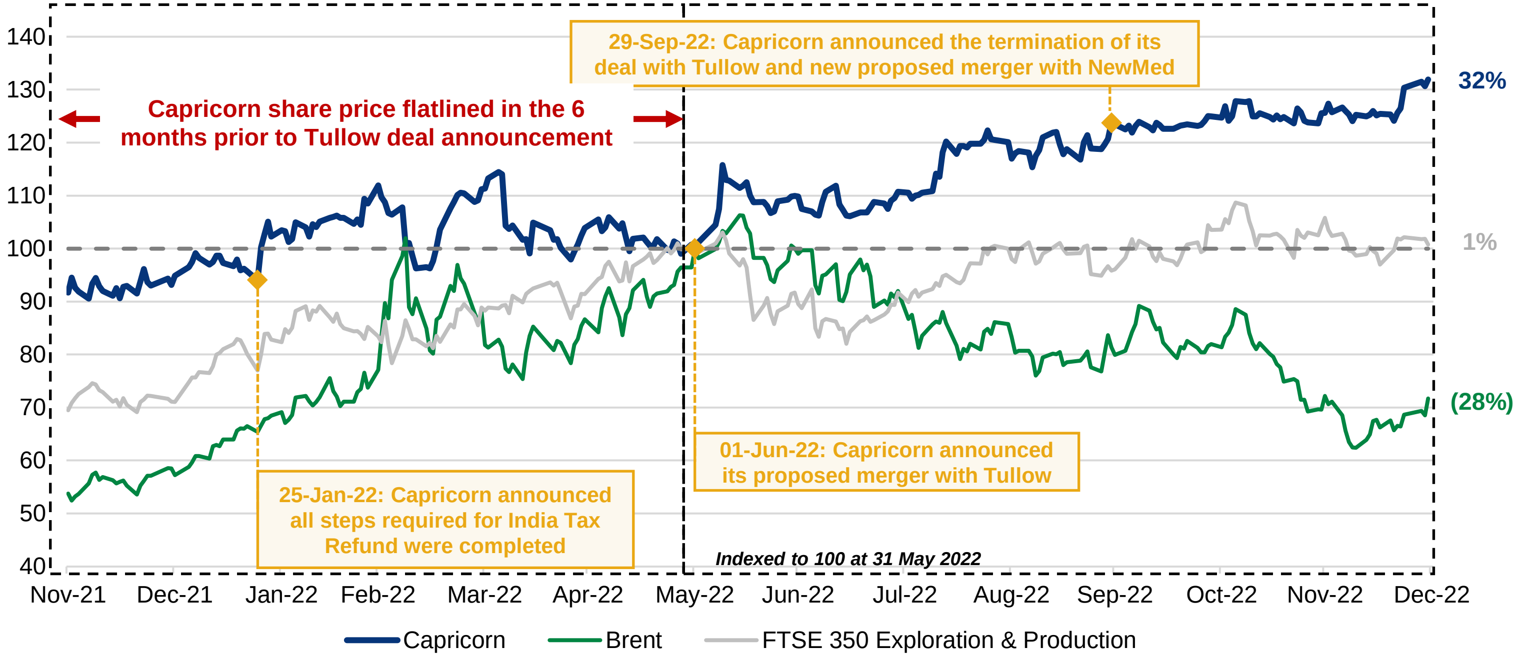


Note: Median excludes FTSE350 O&G and Brent.
Source: Bloomberg as of 30 December 2022

5 Downside Price Risk if the Combination Fails

Share price reflects M&A premium from the Combination, which will likely be lost if the deal fails

Capricorn Relative Performance – L12M (Indexed to 31 May 2022)



Sell-Side Analyst Commentary

"We see the NewMed proposal offering Capricorn shareholders what was widely called for: the net cash pile is paid out in full. (…) The strength of the story is clear to us, and we conclude similarly on the value proposition. Our first-look pro-forma NAV outturns at $6bn, c.65% higher than the combined market caps and therefore ostensibly value accretive versus the c.45% upside that our Capricorn PO implies standalone."
– BofA Global Research, October 2022

"We believe the recently announced Capricorn/NewMed deal provides a strong combination of material near-term cash returns and higher quality assets for longer-term shareholders."
– Investec, October 2022

"#1) valuation: the implied £2.71/sh is a 70% improvement over the Tullow terms, based on current share prices; and #2 cash component: almost 2/3rds of the deal value will be received by Capricorn shareholders immediately prior to deal completion by way of a special dividend. (…) NewMed offers a truly world class gas story."
– BofA Global Research, September 2022

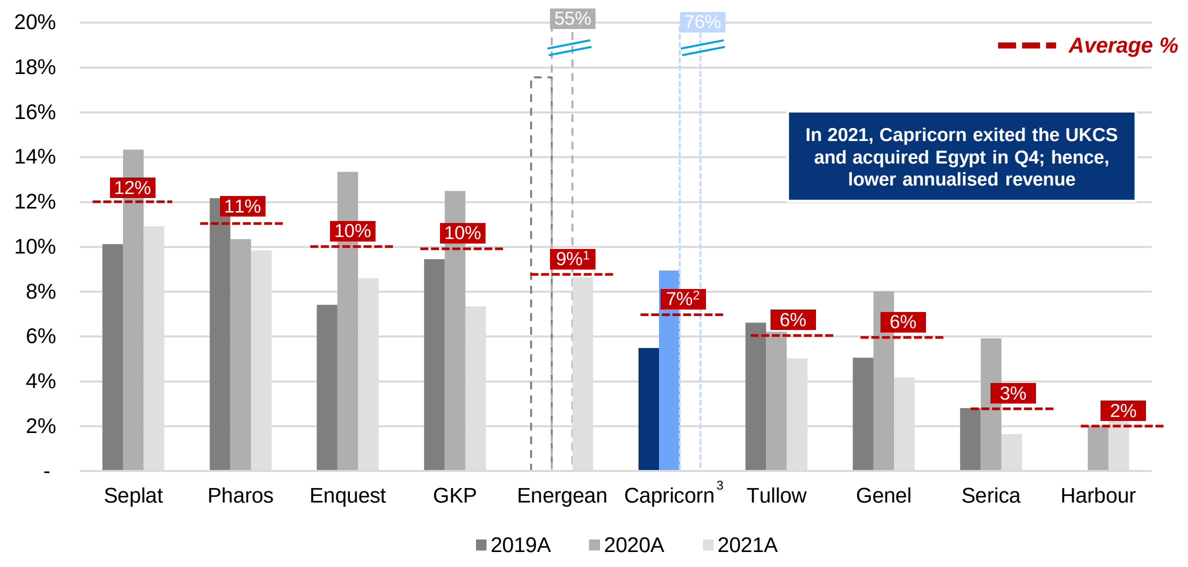
Capricorn has significantly outperformed the oil price and UK listed Oil & Gas sector since it was "in play" from early June 2022, with the share price embedding a material takeover premium

Source: Company information, Factset as at 30 Dec 2022, *Equity research reports. (Permission to quote neither sought or provided)*
[1] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes pay out of cash sums to participants in certain of Capricorn's share plans, which are referable to the effect of the proposed transaction. [2] Based on £0.99 exchange value per share and theoretical Capricorn GBP share price ex-dividend of £0.68, announcement date (28th September 2022).

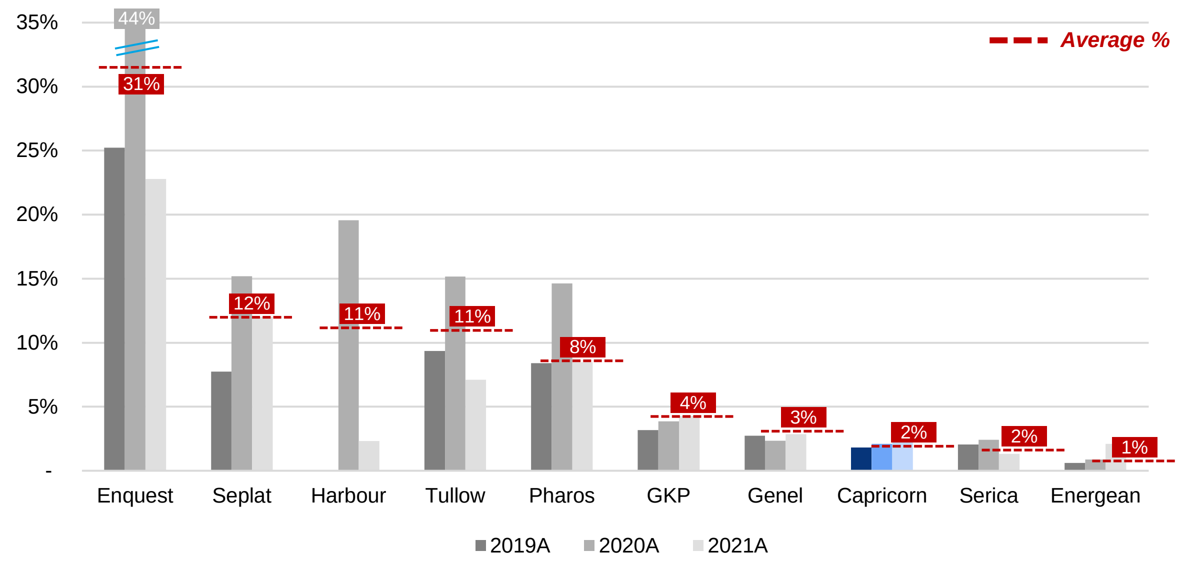
6 G&A is Inline with Peer E&Ps

Capricorn has maintained a disciplined approach to costs, with one of the lowest G&A as a percentage of market cap versus London-listed E&P peers and is executing on previously announced initiatives to substantially reduce variable staff costs

Capricorn G&A as % Sales vs London Listed E&Ps



Capricorn G&A as % Market Cap vs London Listed E&Ps[4]



Efficient Initiatives Executed and Underway

- Capricorn has **one of the lowest G&A to market cap ratios of its London-listed E&P peer group**
- Capricorn **has already implemented G&A reductions**, reducing headcount by one-third in 2022 we expect to deliver an annual G&A saving of ~US$7.5m[5] per year from 2024, while other cost-saving measures are ongoing

Source: Company disclosure, Factset as at 30-Dec-2022

[1] 2019A and 2020A excluded for Energean as Karish & Tanin came onstream in H1 2022 and not reflective of Edison transaction; [2]Excluded 2021A from Capricorn average as FY2021 revenues are not reflective of Capricorn business due to Egyptian acquisition closing during 2021; [3]Caprigorn G&A figures exclude Indian tax arbitration costs and costs incurred on business combination; [4]Average market cap across the full calendar year; [5] Excluding one-off costs to be incurred in 2023.

The NewMed Combination is a Result of a Robust and Thorough Process

20+ Board Meetings	**Board meetings to review strategic alternatives over the last 12 months** **Capricorn's strategic positioning in the E&P landscape has been an ongoing consideration for the Board with all strategic alternatives extensively considered**
Full Range Of Alternatives Considered	**Comprehensive evaluation of alternatives with the assistance of financial advisors, including a sale, liquidation, business combinations, asset acquisitions and other transactions** **Pivoted from West African oil growth proposition to a premium MENA gas-weighted combination with superior yield, growth and energy transition benefits with a material upfront cash return**
8 Counterparties Signed an NDA	**Ran a robust and thorough process, with 10 parties contacting the Board, 8 entered into NDAs to enable confidential diligence and several proposals were reviewed**
6+ Months "In Play"	**Capricorn has been publicly "in play" since June 2022 – the Combination represents the best proposal received, but the Board remains open to considering any superior proposals**

Capricorn's independent Board oversaw a robust and thorough process that resulted in a transaction it believes maximises value for shareholders at a ~46% premium (ex. dividend)[1] having considered the strategic alternatives for the Company

Source: Company information
[1] Based on £0.99 exchange value per share and theoretical Capricorn GBP share price ex-dividend of £0.68, announcement date (28th September 2022).

The Combination is a Compelling Value Proposition for Capricorn Shareholders

1

Substantial, immediate cash value upfront for Capricorn shareholders through a US$620m[1] cash return

- *Transaction enables Capricorn to maximise the cash return to shareholders, with the total dividend an estimated ~US$120m higher than the Company could return on a standalone basis over the near-term due to working capital requirements[2]*

2

Proposed Combination provides a significant premium to Capricorn shareholders

- *A ~46% premium to Capricorn share price at time of announcement[3]*

3

Proposed Combination is significantly value accretive to Capricorn shareholders

- *33% accretive to Capricorn shareholders' 2P + 2C reserves and resources per share*

4

Future value growth from gas-focused energy company of scale with substantial returns potential

- *2bn boe of net 2P & 2C reserves and resources, c.US$3bn UFCF cumulative expected in 2023-27E[4], policy to distribute a minimum 30% of FCF pre growth capex after financing costs*

5

Positioned to be a beneficiary of energy security, economic growth and energy transition dynamics

- *Leviathan emissions intensity amongst the lowest in the world, deal creates the largest gas-focused energy company in LSE premium segment by 2P Reserves*

Source: Company information

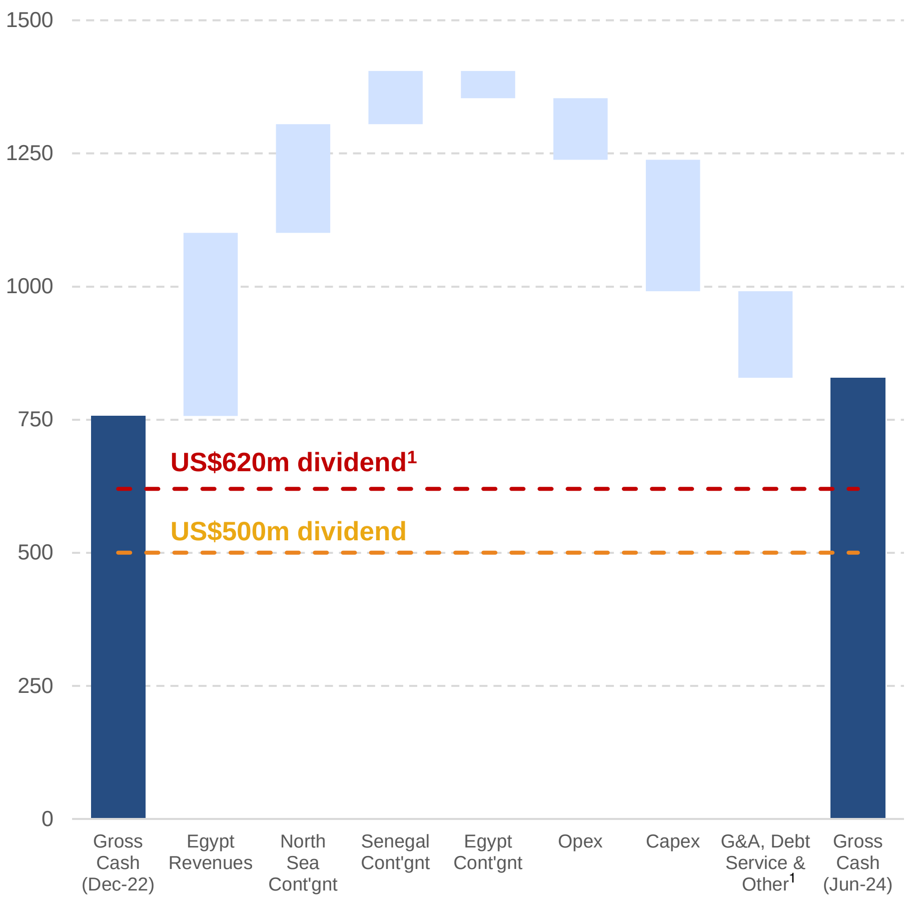
[1] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes pay out of ~US$15m to participants in certain of Capricorn's share plans, which are referable to the effect of the proposed transaction. [2] Capricorn Board estimate based on an ongoing independent 3rd party working capital exercise considering the capital requirements of the business, its ongoing financial guarantee obligations and assessing reasonable downside scenarios over an 18-month projection period. [3] Based on £0.99 exchange value per share and theoretical Capricorn GBP share price ex-dividend of £0.68, announcement date (28th September 2022). [4] Unlevered free cash flow for existing producing assets, according to Leviathan NSAI report as of December 2021 and Capricorn estimate.

Supporting Materials

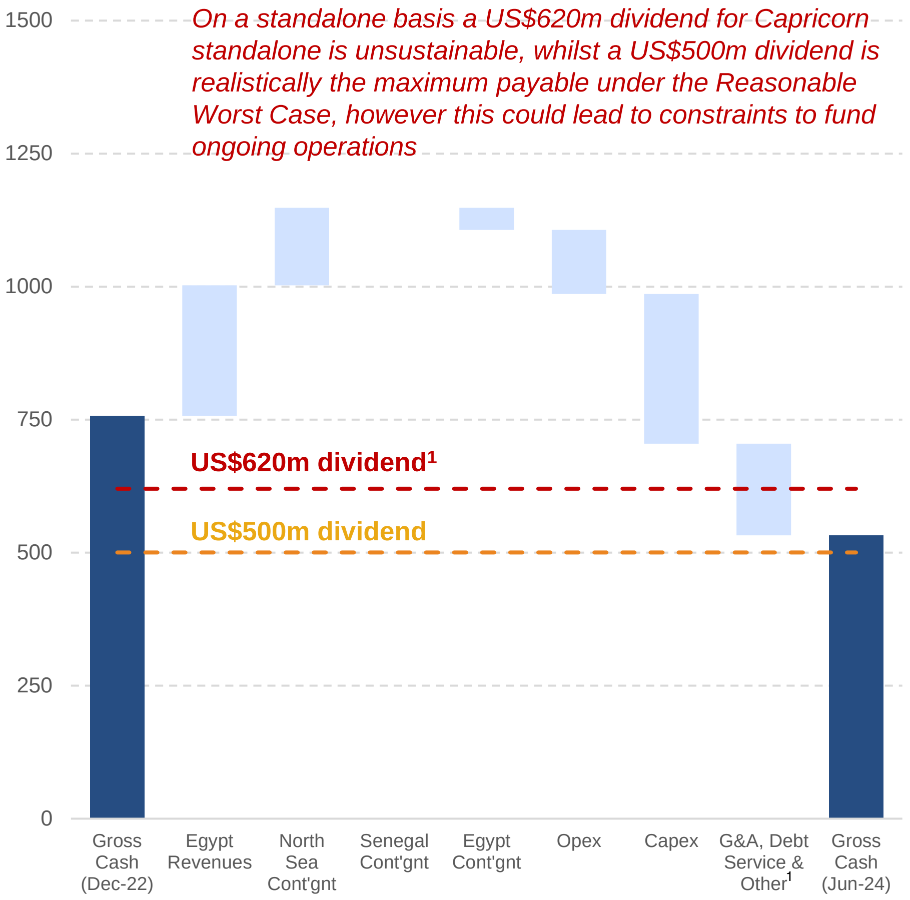
Working Capital Requirements (Being Independently Verified for Prospectus)

Under the Reasonable Worst Case (RWC) paying a US$500m dividend is challenging whilst paying a US$620m dividend is unrealistic given cash balance in June 2024

Gross Cash Evolution Under Base Case (US$m)



Gross Cash Evolution Under RWC (US$m)



Key Sensitivities Used in RWC:

- **Egypt Revenues** - 25% lower oil price, 10% lower production, worsening of sales payment terms and receivables settlement
- **North Sea Contingent** - 25% oil price decrease and 10% decrease in forecast production in 2023
- **Senegal Contingent** - 3 month first oil delay to Jan 2024 and lower oil price deck used (payment outside of 18m forecast period)
- **Opex** - 5% increase
- **Drilling Contingency** - 20% E&A increase, 10% D&P increase in 2023 and 12.5% in 2024
- **Egypt D&P Capex** - Increase of 10% in 2023 and 7.5% in 2024

Source: Independent Working Capital Report Currently in Progress

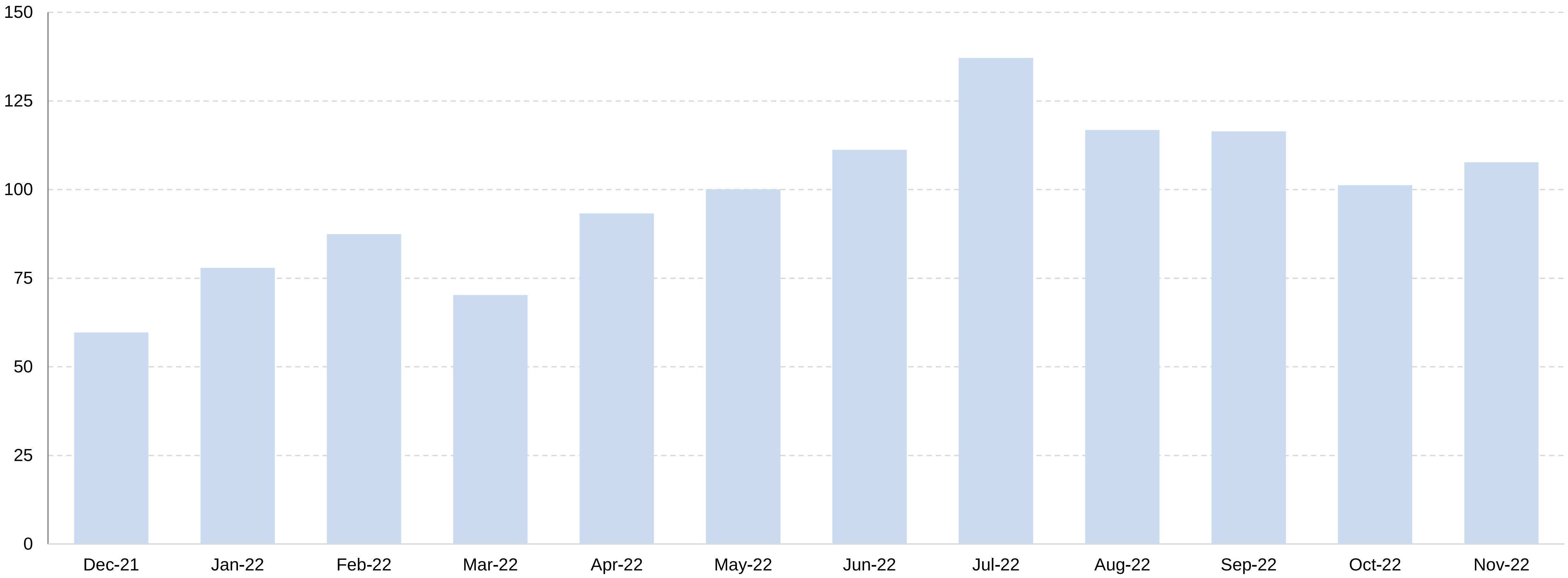
Note: [1] Other includes G&A, debt drawn (repaid) and financing costs, FX, purchase of own shares and other.

[1] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes pay out of ~US$15m to participants in certain of Capricorn's share plans, which are referable to the effect of the proposed transaction.

EGPC Receivables

EGPC Receivables has Remained Relatively Stable / Increasing Over the Past 12 Months

EGPC End of Period Receivables[1] Balance Over Last 12 Months (US$m)



Source: Company data
Notes: [1] Total receivables are not all due for payment.

Extract of ERCE Valuation Report Commissioned by Palliser

Several inaccuracies require correction for shareholders to evaluate the Value Optimisation Plan outlined. We note that ERCE is an oil and gas reserves auditor and comment in their report that they are not regulated to provide investment advice

Summary of ERCE Fair Market Valuation (US$m)

Sum of Parts FMV			
Scenario	Egypt 1P	Egypt 2P	Egypt 3P
Net Present Value to Capricorn:	US$MM	US$MM	US$MM
Egypt (Developed Reserves or NFA; Unrisked)	53	71	86
Egypt (Undeveloped Reserves or Activities; Unrisked)	102	294	475
Total Egypt Net Present Value	**155**	**365**	**561**
FMV Derivation:			
Egypt (Developed Reserves or NFA)	53	71	86
Egypt (Undeveloped Reserves or Activities - 2P Undeveloped risked at 90%)	102	264	475
Total Egypt	**155**	**335**	**561**
Cash (Net Debt)	631	1 631	631
Current Receivable from EGPC	61	2 61	61
Present Value of G&A	(211)	(211)	(211)
Remainder of 2022 E&A Committed Spend	(47)	(47)	(47)
UK Disposal Contingent Payments	241	3 241	241
Senegal Contingent Payments	73	4 73	73
Egypt Contingent Payments	(70)	(70)	(70)
	833	**1,014**	**1,240**
Egypt Risked Contingent Resources (2C)	71	5 71	71
Exploration Value	47	6 47	47
	951	**1,131**	**1,357**
Fair Market Value Conclusion		**1,131**	

1. Capricorn's **cash balance is no longer US$631m as at H1 2022, it is currently US$597m** following capital investment programme
   - Of this, US$9m is restricted cash and US$44m is required in Egypt to support near term capital commitments, debt liquidity tests and also pay Shell US$25m due in January
2. The EGPC current receivable is likely to be an ongoing issue, whereby EGPC maintain a consistent level of receivables
3. The total fair value of the UK contingent payment is now US$205m as of the 30th December of which ~US$120m is expected to be receivable at the end of March 2023 and has already been factored into the working capital projections of Capricorn for calculating the US$620m pre-completion dividend[1]
4. Risk around the Sangomar payment has increased with Woodside's revised start up guidance now "late 2023" with no contribution to 2023 production guidance
5. Palliser includes US$71m of contingent resource value in their base case valuation
   - Contingent resources have not been defined as economically viable for development and have no capex or production profiles associated with them, and in some cases would be expected to be produced after the expiry of current licence periods
6. Palliser includes US$47m of exploration value in their base case valuation
   - Exploration resource potential is attributed "high uncertainty" in the valuation report commissioned by Palliser and is therefore only valued at cost and should not be included in core valuation

Source: ERCE Fair Market Valuation Report, Bloomberg as of 25 October 2022
Note: Palliser Valuation as of 1 July 2022; 12% discount rate applied; GBP/USD FX rate: 1.14; Capricorn share count of c.315 million shares as per latest RNS disclosure;
[1] Proposed pre-completion special dividend of US$620m paid to Capricorn's existing shareholders which includes ~US$15m, which is subject to finalisation of an independent 3rd party report into the fair valuation, which is to be payable to more than 200 participants under the Capricorn Share Plans, comprising current employees (including the executive directors) and a number of former employees.

Contingent Value Rights – Capricorn Review

Capricorn's Board and Advisers have considered whether distribution of contingent value rights to shareholders would allow greater direct return of value to shareholders, but concluded that the option would materially erode shareholder value

Contingent Value Right (CVR)	▪ CVR holder would directly hold the right to funds once received under Waldorf and Woodside contingent receivable arrangements ▪ CVR could be a tradeable and listed instrument
Considerations in Evaluation	▪ Capricorn contingent receivables are not assignable, requiring continuing Capricorn role as intermediary ▪ Receivables are subject to UK taxation, which can be sheltered by the Company but not CVR holders ▪ Rights may require legal enforcement, which can only be undertaken by the Company, not CVR holders ▪ At least 40% of Capricorn shareholders would be expected to be forced sellers of a CVR ▪ Limited information rights under existing SPAs means that reporting on the underlying performance could be scarce ▪ ~US$120m 2022 UK contingent receivable due March 2023 already factored into ongoing Capricorn working capital forecasts
CVR Governance Considerations	▪ Board's fiduciary responsibility is to the Company, rather than CVR holders; reasonable likelihood that each group's interests will diverge ▪ Retention by Capricorn of majority portion of CVR would be necessary to align interests and duties, including potential enforcement if required, but reduces CVR materiality ▪ Significant cost, complexity and schedule implications ▪ Possible mix and match option considered as part of any strategic transaction; would further delay documentation and add significant complexity
CVR Value Considerations	▪ Capricorn historical tax position will protect shareholder value, but not CVR holders' value, eroding overall value of contingent receivable ▪ CVR trading value would be impacted by, significant flowback, limited liquidity and limited information rights

Source: Company Disclosure.

UK Contingent Receivable Valuation

30 December 2022

Asset	Maturity		Swap	Option	Strike	Adjusted Volume Forecast	Fair Value
Crude type	Start	End	US$/bbl	Term Settle	US$/bbl	mmbbls	US$m
ICE BRT	Jan22	Dec22	98.76	SCall	52.00	2.8	120.4
ICE BRT	Jan23	Dec23	82.17	SCall	52.00	1.9	49.5
ICE BRT	Jan24	Dec24	77.27	SCall	52.00	1.0	24.3
ICE BRT	Jan25	Dec25	73.75	SCall	52.00	0.5	10.9
						6.2	205.1

13 December 2022

Asset	Maturity		Swap	Option	Strike	Adjusted Volume Forecast	Fair Value
Crude type	Start	End	US$/bbl	Term Settle	US$/bbl	mmbbls	US$m
ICE BRT	Jan22	Dec22	98.62	SCall	52.00	2.8	119.9
ICE BRT	Jan23	Dec23	78.52	SCall	52.00	1.9	44.0
ICE BRT	Jan24	Dec24	75.68	SCall	52.00	1.0	23.2
ICE BRT	Jan25	Dec25	73.46	SCall	52.00	0.5	10.8
						6.2	198.0

30 June 2022

Asset	Maturity		Swap	Option	Strike	Adjusted Volume Forecast	Fair Value
Crude type	Start	End	US$/bbl	Term Settle	US$/bbl	mmbbls	US$m
ICE BRT	Jan22	Dec22	105.69	SCall	52.00	2.6	127.7
ICE BRT	Jan23	Dec23	93.06	SCall	52.00	1.8	67.0
ICE BRT	Jan24	Dec24	85.22	SCall	52.00	1.0	31.5
ICE BRT	Jan25	Dec25	79.88	SCall	52.00	0.5	14.7
						5.9	240.9

Methodology

- Fair value calculated as the market value for monetisation of the contingent receivable using in the money call options price on ICE data
- Calculated by independent third party: Commodities Trading Corporation, authorised and regulated by the Financial Conduct Authority

COMMODITIES TRADING CORPORATION

- IFRS requires expected credit loss adjustment to be applied
  - Calculated on the delta between Waldorf bond and prevailing base rate
- Production data adjusted based on decline curve analysis based on reflect latest available production data disclosed by field operators

Source: Company disclosure

Senegal Contingent Receivable Valuation

Woodside Energy: 2023 Guidance

- “We are successfully executing world-class growth projects at Sangomar in Senegal and Scarborough/Pluto Train 2 in Australia, which are on target for first production in 2023 and 2026 respectively.” Woodside 1/12/22
- “Sangomar Field Development Phase 1 **is targeting first oil in late 2023. No credit is taken for any production in 2023**.”[1]
- Woodside has excluded Sangomar from its 2023 production guidance

Methodology

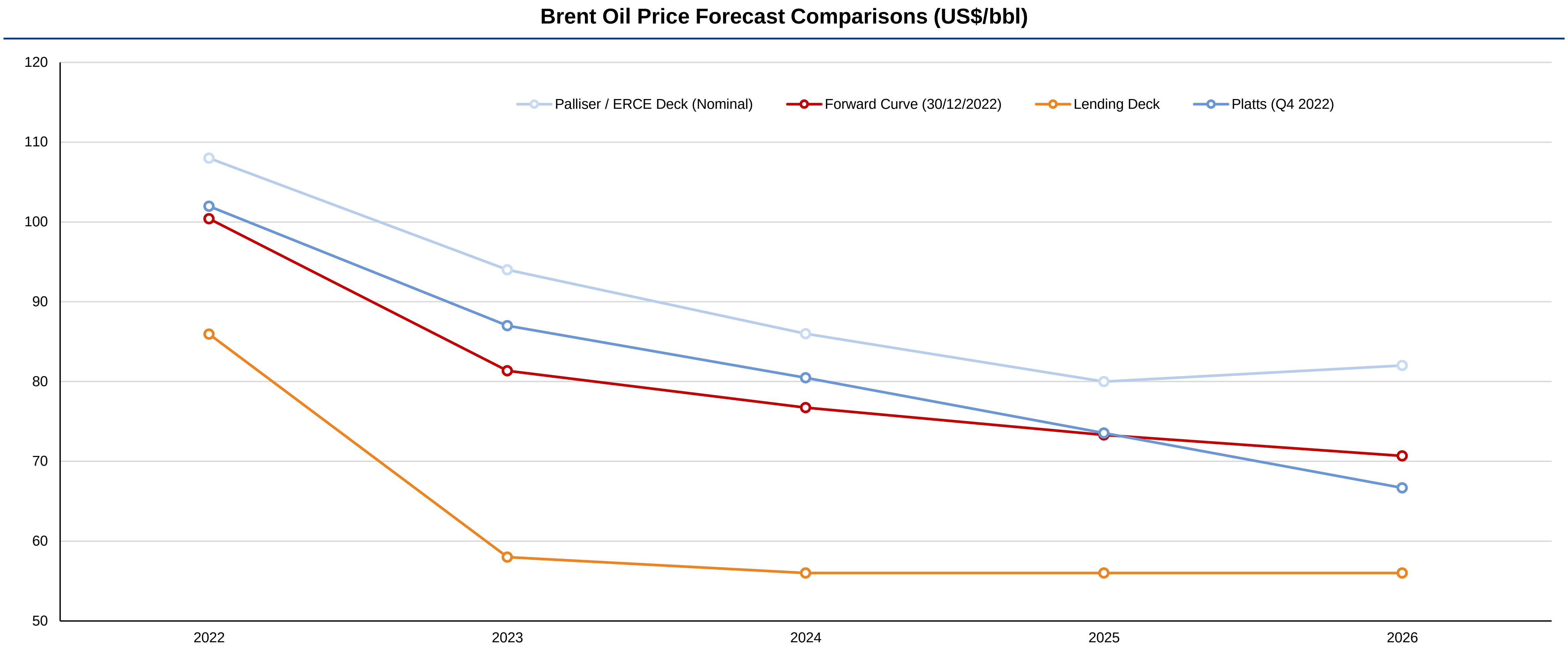
- Contingent receivable contains oil price and project schedule conditions, therefore cannot be accurately marked to market using independent options pricing
- Oil price condition is satisfied based on current Brent futures curve
- Oil price test period implies receipt 180 days after first oil
- Discounted value at 10%
  - First oil Dec’23 NPV10 ~US$87mln
  - First oil Jan ’24 NPV10 ~US$44mln
- Risked value uses weighted average of 2023 and 2024 scenarios based on +/- 3 months either side of risked schedule midpoint.
- Given delayed Woodside guidance, with no 2023 production contribution from Senegal, Jan-24 mid-point assumed with average value for +/- 3 months range used to estimate fair value

Source: https://www.woodside.com/docs/default-source/asx-announcements/2022/investor-briefing-day-2022.pdf?sfvrsn=bb5fa28d_9

[1] https://www.woodside.com/docs/default-source/asx-announcements/2022/2023-full-year-guidance.pdf?sfvrsn=58929f8d_3

Brent Oil Price Comparison

The Brent Oil Price Deck Used is Significantly Higher than Other Reference Decks in the Near and Longer Term



Source: Bloomberg, Platts, Current Price Deck Used for Company Determination of Debt Capacity Facility