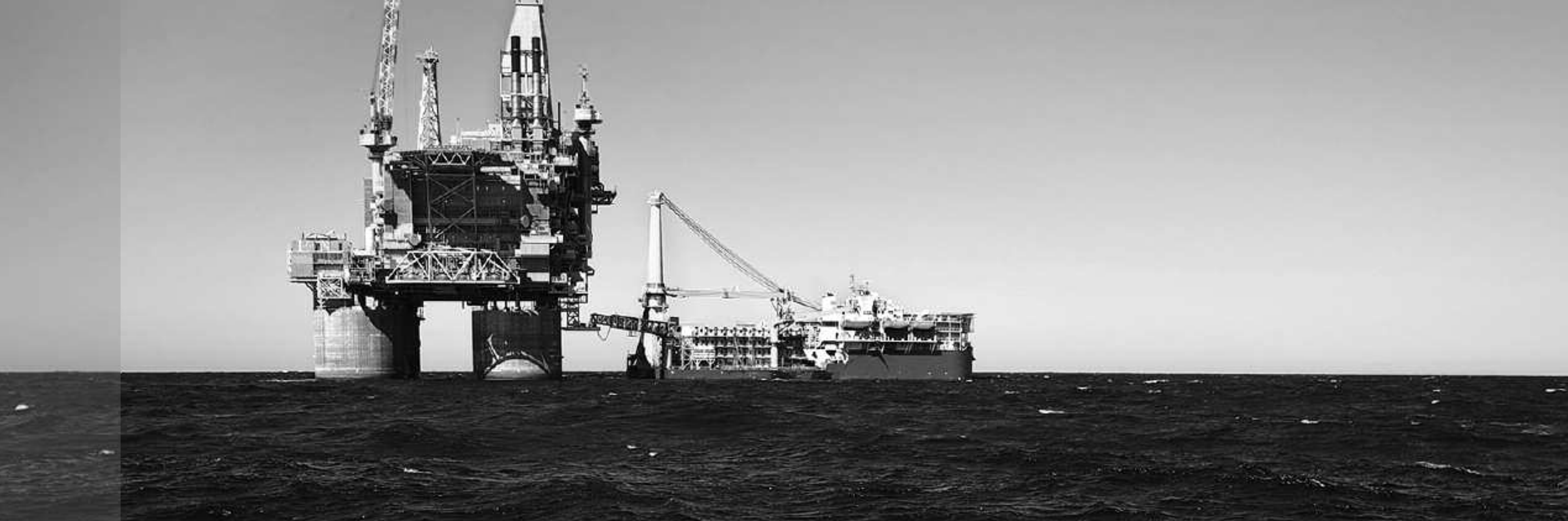
Interim Report and Unaudited Interim Condensed Financial Statements

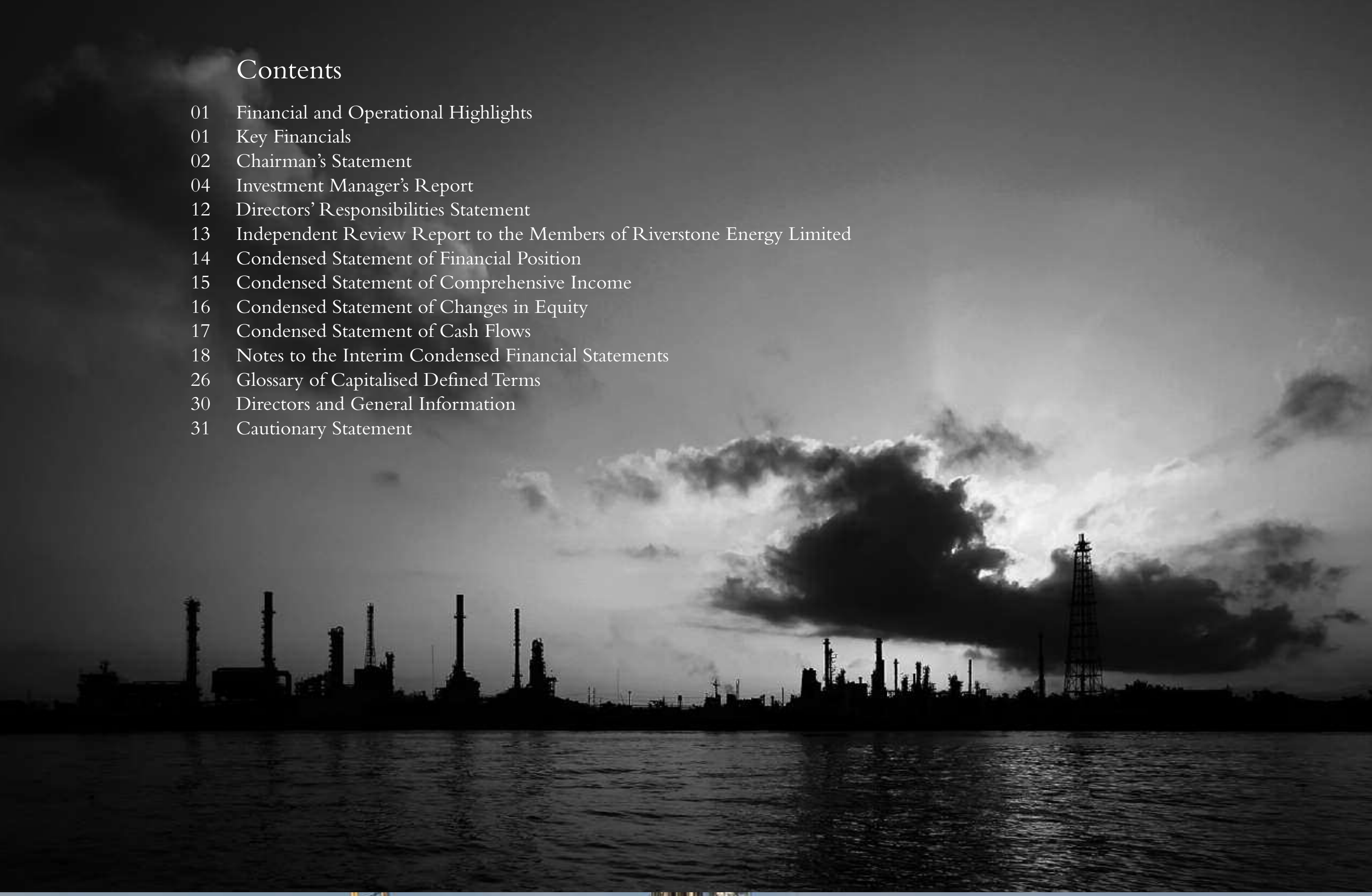
for the six months ended 30 June 2015

Riverstone Energy Limited

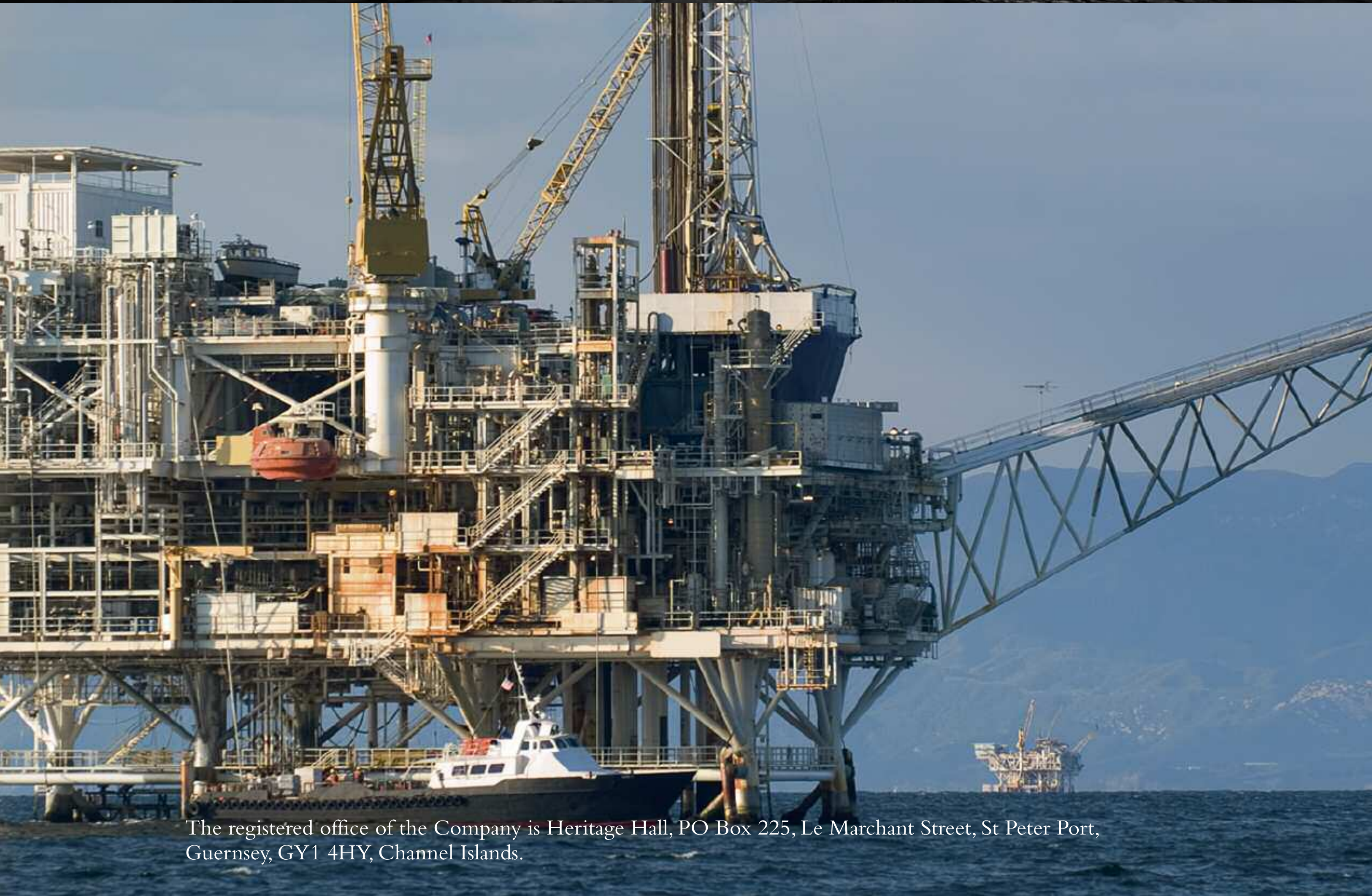
(LSE: RSE)



A focus on long-term capital growth



Contents



The registered office of the Company is Heritage Hall, PO Box 225, Le Marchant Street, St Peter Port, Guernsey, GY1 4HY, Channel Islands.

Financial and Operational Highlights

- Total capital committed now stands at $1,304 million or 107 per cent. of total capital raised.[1]
- Total invested capital now totals $556 million or 46 per cent. of capital raised.[1]
- NAV per share as at 30 June 2015 totalled $16.36 per share, representing an increase of 2.25 per cent. over the same period a year ago.
- Growth driven by an increase in the value of REL's portfolio of 3 per cent.

Key Financials

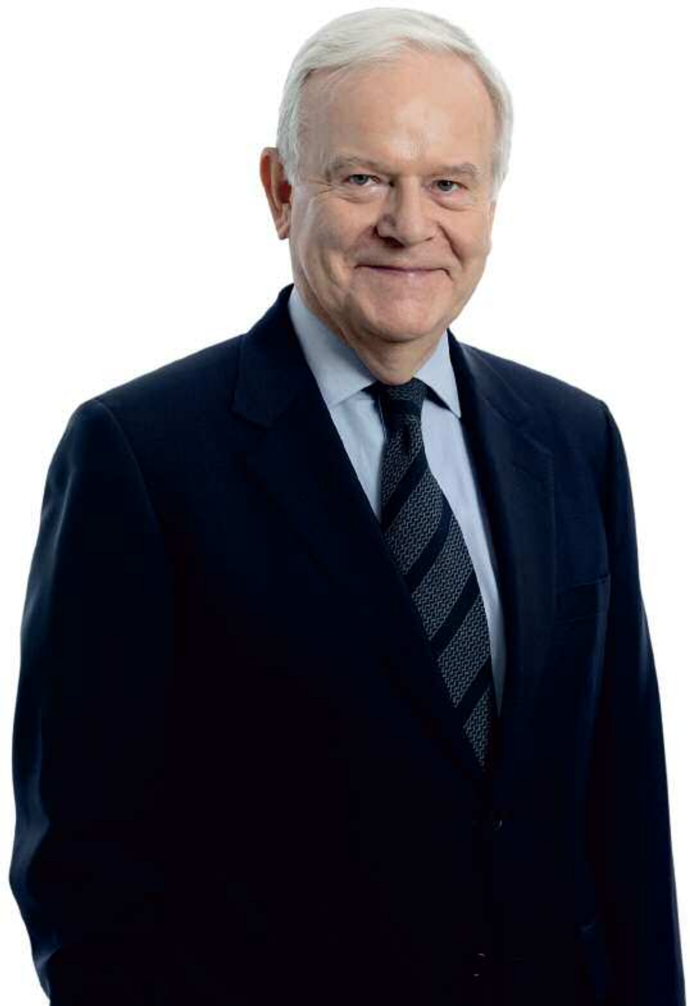
	2015	2014
NAV as at 30 June	**$1,244 million**	$1,137 million
NAV per share as at 30 June	**$16.36**	$16.00
Total comprehensive income/(loss) for the six months 30 June	**$4.056 million**	$(2.366) million
Basic earnings/(loss) per share for the six months ended 30 June	**5.33 cents**	(3.33)[2] cents
Market capitalisation at 30 June	**$1,220 million/ £776 million[3]**	$1,124 million/ £657 million[3]
Share price at 30 June	**$16.04/£10.20[3]**	$15.82/£9.25[3]

(1) Based on total capital raised of $1,221 million.
(2) Including KFI's second tranche of 5 million shares and excluding the related KFI commitment fee income for the six months ended 30 June 2014, the diluted loss per share (cents) for the period was 3.94 cents.
(3) Based on assumed exchange rates of 1.573 $/£ and 1.710 $/£ at 30 June 2015 and 2014, respectively.

Chairman's Statement

Continued delivery on strategy; fifteen investments across a range of opportunities

REL has continued to make notable progress over the first half of 2015.



The Company committed a total of $580 million during the period to seven companies. We committed to five new portfolio companies although four of these companies are run by management teams that have run previous companies for Riverstone. In addition, we increased our commitment to two existing portfolio companies. As of 30 June 2015, REL has committed capital of $1,304 million or 107 per cent. of total capital raised. Of this, $556 million has been invested, equating to 46 per cent. of total capital raised.

REL's ten existing investments, balancing conventional and unconventional, onshore and offshore plays, are also performing well. The low oil price environment has provided opportunities to acquire additional assets and enter into Farm-in transactions at attractive valuations. Drilling successes and production increases have boosted certain portfolio company valuations, resulting in growth in NAV per share of 0.3 per cent. over the period. Some notable successes include CIOC which has more than tripled production capacity to over 10,000 boep/d since Riverstone's investment and Fieldwood which has experienced an 80 per cent. success rate on five drilled wells. The value of investments made prior to 31 December 2014 grew by 3 per cent.

As international commodity markets continue to be volatile REL's strong capital position has enabled the Company to take advantage of opportunities across a broad footprint of E&P and midstream in North America.

Majors and large independents have responded to a lower oil price environment by rationalising their portfolios. Meanwhile, companies with high leverage have been forced to rein in capital spending plans. This is creating opportunities for REL.

Although focused on North American exploration and production, REL's portfolio company strategies range from conventional gas production offshore Gulf of Mexico to non-operated liquid-focused joint ventures in Canada and exploration in Norway.

Performance //

REL made a profit of $4.056 million for the six months ended 30 June 2015, resulting in a NAV per share at 30 June 2015 of $16.36, an increase from $16.26 and $16.31 at 31 March 2015 and 31 December 2014, respectively. The increase in NAV over the six months ended 30 June 2015 was primarily due to the increase in the fair market value of our investment in Rock Oil.

The new capital commitments made during the period were of: $125 million to RCO, of which $50 million has been invested; $60 million to CanEra III, of which $1 million has been invested; $167 million to Three Rivers III, of which $3 million has been invested; $33 million to Meritage III, of which $7 million has been invested; $33 million to Carrier II, of which $17 million has been invested; $95 million to CIOC, of which $61 has been invested; and $67 million to Rock Oil, of which $11 million has been invested.

These commitments are focused on the North American and Canadian upstream and midstream sectors with the exception of RCO, which has no specific geographic focus and seeks to take advantage of the dislocation in the leveraged capital markets for energy companies.

In the onshore U.S., Three Rivers III is focused on oil and gas acquisition and exploitation opportunities in the Permian Basin of West Texas and Southeast New Mexico, where its management team has a proven record of success and has partnered twice with Riverstone before. Carrier II's primary objective is to provide non-operating capital to experienced operators that are developing both unconventional and conventional reservoirs.

In Canada, CanEra III, the third partnership between Riverstone and CanEra's management team, focuses on the acquisition, exploitation and exploration of large oil and/or gas-in-place deposits in the Western Canadian Sedimentary Basin. Meritage III provides oil and gas producers with a full complement of midstream services with an initial focus on the same Western Canadian plays that are being successfully developed by CIOC and CNOR.

While the Company has committed more capital than it has raised to date, we believe that this is appropriate given that historically Riverstone often does not invest the full amount of the capital it commits and the fact that the underlying investments in RCO are both very liquid and short term in nature.

As for the existing portfolio, we have increased the fair market value of Rock Oil to 1.8x based on recent transactions highlighting the value of Rock Oil's 15,700 acre position in the Midland Basin. REL invested $14 million in CIOC to fund drilling plans in the Montney and Duvernay, and $8 million in Liberty II to fund an acquisition in the Powder River Basin. Also during the period, REL invested an additional $4 million in Castex 2014 as the company continued its exploration programme in the Gulf of Mexico.

REL has made significant strides investing in high quality E&P and midstream assets, limiting leverage and hedging commodity exposure to develop a portfolio that will be resilient through the oil price cycle. The Company's strong capital position, through both cash and un-invested commitments, gives the Company's portfolio companies significant firepower to take advantage of existing and future opportunities.

The investment pipeline for the Company remains robust, with a number of high potential exploration & production and midstream investments in various stages of review and negotiation. We are pleased with our progress and confident the Company will continue to perform strongly for shareholders.

Robert Wilson

Sir Robert Wilson
Chairman
28 July 2015

Investment Manager's Report

Volatile price environment presents unique opportunity

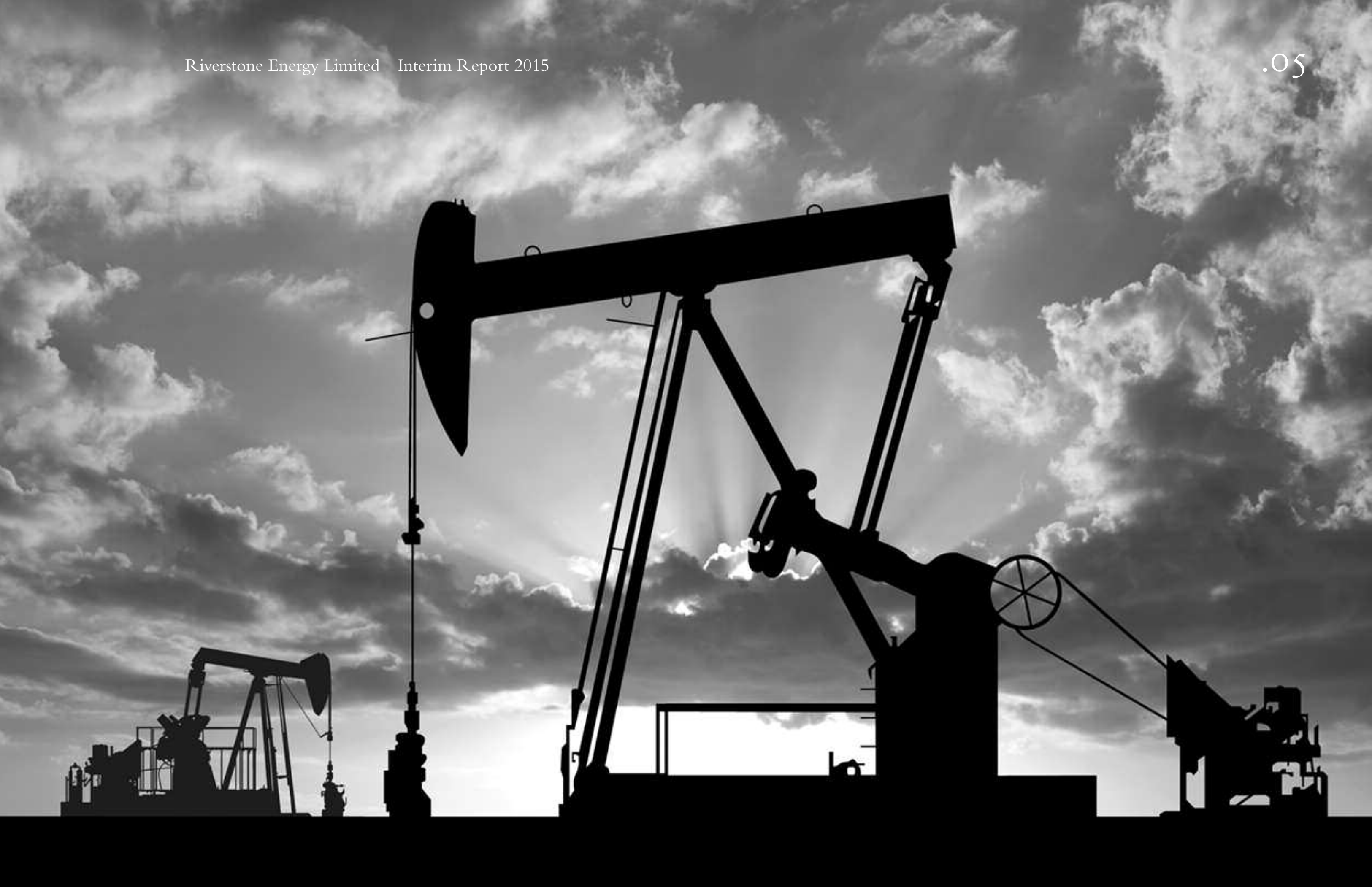
Over the past year, surging North American oil production and subsequent oversupply has resulted in significant volatility in the price of oil as OPEC has ceded its traditional role in balancing the market. The near term outlook for oil prices is further complicated by the ongoing crisis in Greece, continued headwinds in China, the potential for an agreement on Iranian sanctions and intermittent flare-ups in the Middle East. Unsurprisingly, energy companies have responded to this volatile and uncertain environment by reducing spending, increasing efficiency and targeting lower-cost production.

While the degree and speed of the recent oil price decline has obviously put pressure on industry participants, we believe that the resulting market dislocation has also created an opportunity for us. It is during these times that Riverstone's scale, experience and diversified investment approach – both across sectors and geographies – serve to differentiate us from industry peers, particularly with those who are less experienced in the energy sector or are focused entirely on one sub-sector or region.

It is also important to note that this is not the first time in Riverstone's history that oil prices have experienced extended periods of severe price volatility. Riverstone's investment professionals have built a considerable knowledge base while operating through these cycles. This experience has taught Riverstone to take certain strategic steps in our portfolio in order to maintain the maximum amount of operational and capital flexibility under any commodity price environment. This is done through a combination of (i) diversifying across geographies and oil and gas asset classes, (ii) focusing on build-up strategies and deploying capital gradually across the cycle, (iii) partnering with experienced, operationally-focused management teams, (iv) hedging cash flows from producing assets, (v) using moderate levels of debt with flexible covenant structures, and (vi) maintaining sufficiently high levels of liquidity to take advantage of attractive acquisition opportunities or pay down debt.

In addition to our intense focus on guiding our portfolio companies through these volatile times, we also recognise that the current environment presents substantial opportunities to deploy additional capital at attractive valuations. In fact, with much of the North American E&P landscape lacking the operational and/or capital flexibility, we believe that the current opportunity set in the North American upstream sector is arguably more robust than it has been at any time in recent history. We believe our flexible strategy and strong capital position enables us to take advantage of the market dislocation, while at the same time not deviating from the core tenets of our investment strategy: backing "best-in-class" management teams, buying premier assets, hedging commodity price risk and maintaining conservative capital structures.

We are confident that the long term outlook for the sector remains favourable. We continue to source a range of attractive investment opportunities in the current environment. The Company is well resourced with significant capital to deploy in the form of committed but uninvested capital within the existing portfolio companies. It is important to note that any uninvested capital is true dry powder within the portfolio companies and is available to be invested in the current lower price environment.



Investment Manager's Report (continued)

Investment Strategy //

The Investment Manager's objective is to achieve superior risk adjusted returns by making privately negotiated control investments primarily in the exploration and production and midstream energy sectors, which is a significant component of virtually all major economies. Prevalent long-term market drivers of economic expansion, population growth, development of markets, deregulation, and privatisation allied to near-term commodity price volatility are expected to continue to create opportunities globally for Riverstone.

Key Drivers:

- Capital constraints among companies with high levels of leverage;
- Pressures to rationalise assets;
- Growing success rates of deepwater exploration and other technology-driven sources of reserves; and
- Historical under-investment in energy infrastructure.

The Investment Manager, through its affiliates, has an outstanding track record of building businesses with exceptional management teams and of delivering consistently strong returns and significant outperformance against both crude oil and natural gas benchmarks. The Company aims to capitalise on the opportunities presented by Riverstone's pipeline of investments.

The Investment Manager utilises its extensive industry expertise and relationships to thoroughly evaluate investment opportunities and uses its significant experience in conducting due diligence, valuing assets and all other aspects of deal execution, including financial and legal structuring, accounting and compensation design. The Investment Manager also draws upon its extensive network of relationships with industry-focused professional advisory firms to assist with due diligence in other areas such as legal, accounting, tax, employee benefits, environmental, engineering or insurance.

Investment Portfolio Summary //

As of 30 June 2015, thirteen exploration and production investments, one midstream investment and one credit investment have been completed as further discussed below.

CIOC

As of 30 June 2015, REL, through the Partnership, has invested $115.0 million of its $155 million commitment to CIOC. CIOC is a private exploration & production company focused on liquids-rich unconventional resources in Western Canada. Since its establishment in 2010, CIOC has aggregated one of the largest and most advantaged land positions in the emerging Montney and Duvernay formations of Western Canada's Deep Basin. The company controls and operates 100 per cent. of this asset base, which comprises approximately 400,000 acres. CIOC has more than tripled production capacity to over 10,000 boepd since Riverstone's investment.

As of 30 June 2015, REL's interest in CIOC, through the Partnership, was valued at 1.3x Gross MOIC(1) or $148.9 million.

Liberty II

As of 30 June 2015, REL, through the Partnership, has invested $83.4 million of its $100 million commitment to Liberty II. In 2014, Liberty II acquired approximately 53,000 net acres with net production of approximately 4,000 boepd in North Dakota's Williston Basin. Later in the year, it divested approximately 31,500 non-core net acres in McKenzie County from this portfolio to Emerald Oil in exchange for approximately 4,175 core net acres in Williams County and $78 million in cash. In the first half of 2015, Liberty II agreed to acquire approximately 15,000 net acres in the Powder River Basin of Wyoming, securing an inventory of drilling locations in a formation with significant development potential.

As of 30 June 2015, REL's interest in Liberty II, through the Partnership, was valued at 1.0x Gross MOIC(1) or $83.4 million.

CNOR

As of 30 June 2015, REL, through the Partnership, has invested $70.2 million of its $90 million commitment to CNOR. CNOR is a Calgary-based oil and gas company focused on the Western Canadian Sedimentary Basin. CNOR is currently investing actively in new wells through its joint venture with Tourmaline Oil in the Peace River High area, which are currently producing approximately 14,000 boepd of gross production. Start of operations for the joint venture with Bellatrix Exploration continues to be expected for 2016.

As of 30 June 2015, REL's interest in CNOR, through the Partnership, was valued at 1.0x Gross MOIC(1) or $70.2 million.

Fieldwood

As of 30 June 2015, REL, through the Partnership, has invested $53.8 million of its $82 million commitment to Fieldwood. Riverstone formed Fieldwood in partnership with CEO Matt McCarroll and his team in December 2012 with a commitment from Riverstone Global Energy and Power Fund V. Fieldwood has made three material acquisitions (Apache, SandRidge and Black Elk) and now has leasehold comprising more than 650 blocks in the Gulf of Mexico, making it the largest energy producer in the Shallow Gulf of Mexico. During the first half of 2015 Fieldwood extended its drilling success record, with four successful wells out of five wells drilled, and executed 26 recompletions.

As of 30 June 2015, REL's interest in Fieldwood, through the Partnership, was valued at 1.2x Gross MOIC(1) or $64.6 million.

Rock Oil

As of 30 June 2015, REL, through the Partnership, has invested $30.4 million of its $150 million commitment to Rock Oil. Rock Oil is a newly formed, Denver and Houston-based oil and gas company focused on the acquisition and development of assets in top-tier North American plays. As of the end of June, Rock Oil has acquired 15,700 net acres in Howard County and is expecting first production later in 2015.

As of 30 June 2015, REL's interest in Rock Oil, through the Partnership, was valued at 1.8x Gross MOIC(1) or $53.8 million.

Castex 2005

As of 30 June 2015, REL, through the Partnership, has invested $48.0 million of its $50 million commitment to Castex 2005. Castex 2005 is a partnership focused on a portfolio of properties in Southern Louisiana and the Gulf of Mexico Shelf which produce approximately 120 mmcfepd, as well as a seismic-driven exploration program. Castex is managed by Castex Energy, Inc., which has a 27 year operating history in exploration and development in the region.

As of 30 June 2015, REL's interest in Castex 2005, through the Partnership, was valued at 1.0x Gross MOIC(1) or $48.0 million.

Eagle II

As of 30 June 2015, REL, through the Partnership, has invested $40.5 million of its $50 million commitment to Eagle II. Eagle II's primary strategy is to accumulate acreage for delineation and development in the Mid-Continent region of the United States. To date, the company has acquired approximately 6,700 net acres in the South Central Oklahoma Oil Province and approximately 20,000 net acres in the Mississippi Lime. These assets are currently producing approximately 2,900 boepd.

As of 30 June 2015, REL's interest in Eagle II, through the Partnership, was valued at 1.0x Gross MOIC(1) or $40.5 million.

Investment Manager's Report (continued)

Castex 2014

As of 30 June 2015, REL, through the Partnership, has invested $27.4 million of its $67 million commitment to Castex 2014. Castex 2014 is a Houston-based oil and gas company focused on testing and developing Castex's current and future portfolio of exploration opportunities in the U.S. Gulf Coast Region, in partnership with Castex 2005. To date, the company has made four discoveries.

As of 30 June 2015, REL's interest in Castex 2014, through the Partnership, was valued at 1.0x Gross MOIC(1) or $27.4 million.

RCO

As of 30 June 2015, REL, through the Partnership, has invested $50.2 million of its $125 million commitment to RCO. RCO is a newly created business formed to take advantage of the dislocation in the leveraged capital markets for energy companies. RCO has thus far made seven investments, including three primary and four secondary transactions.

As of 30 June 2015, REL's interest in RCO, through the Partnership, was valued at 1.1x Gross MOIC(1) or $53.0 million (Unrealised $24.0 million, Realised $29.0 million).

Carrier II

On 26 May 2015, REL, through the Partnership, committed $33 million to Carrier II. A total of $17.4 million has been invested as of 30 June 2015. Carrier II is focused on the acquisition and exploitation of upstream oil and gas assets by partnering with select operators that are developing both unconventional and conventional reservoirs in North America.

As of 30 June 2015, REL's interest in Carrier II, through the Partnership, was valued at 1.0x Gross MOIC(1) or $17.4 million.

Meritage III

On 6 April 2015, REL, through the Partnership, committed $33 million to Meritage III, which will build and operate gas gathering, gas processing, and oil gathering infrastructure in support of CIOC's drilling program in western Canada. A total of $7.3 million has been invested as of 30 June 2015.

As of 30 June 2015, REL's interest in Meritage III, through the Partnership, was valued at 1.0x Gross MOIC(1) or $7.3 million.

Origo

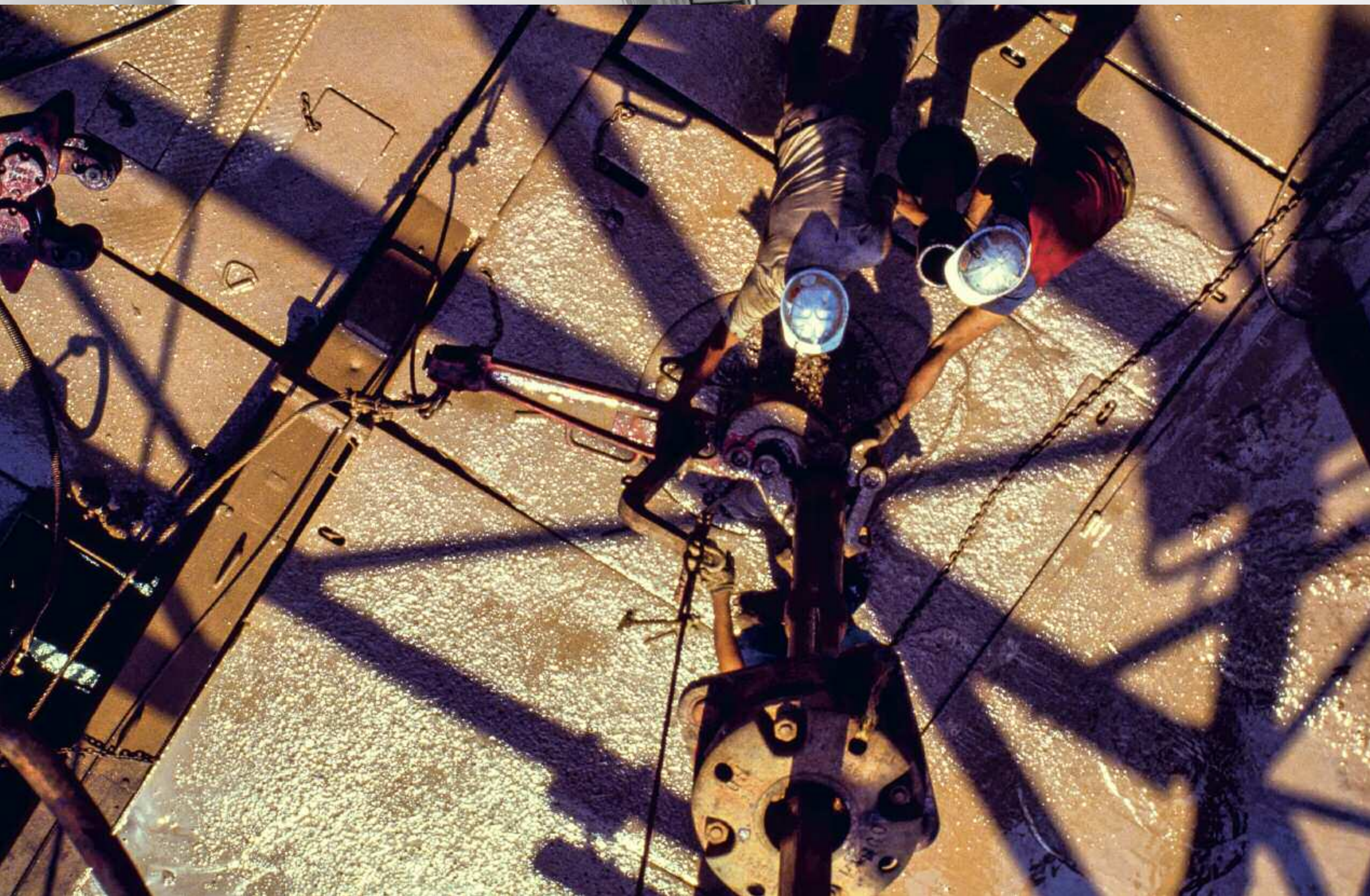
As of 30 June 2015, REL, through the Partnership, has invested $5.7 million of its $67 million commitment to Origo. Origo is a newly formed, Norway-based oil and gas company focused on exploration on the Norwegian and UK continental shelves. To date, the company has completed two Farm-in transactions in Norway and one in the UK.

As of 30 June 2015, REL's interest in Origo, through the Partnership, was valued at 1.0x Gross MOIC(1) or $5.7 million.

Three Rivers III

On 8 April 2015, REL, through the Partnership, committed $167 million to Three Rivers III. A total of $2.7 million has been invested as of 30 June 2015. Similar to Riverstone's two prior successful partnerships with Three Rivers III management, the company will continue to focus on oil and gas acquisition opportunities in the Permian Basin, where its management team has had a successful track record.

As of 30 June 2015, REL's interest in Three Rivers III, through the Partnership, was valued at 1.0x Gross MOIC(1) or $2.7 million.



Investment Manager's Report (continued)

Sierra

As of 30 June 2015, REL, through the Partnership, has invested $2.1 million of its $75 million commitment to Sierra. Sierra is an independent Mexican energy company established to pursue select upstream and midstream opportunities in Mexico. Sierra has prequalified for Mexico's first two license tenders, ahead of bidding in July and September 2015.

As of 30 June 2015, REL's interest in Sierra, through the Partnership, was valued at 1.0x Gross MOIC[1] or $2.1 million.

CanEra III

On 21 January 2015, REL, through the Partnership, committed $60 million to CanEra III. A total of $1.4 million has been invested as of 30 June 2015. CanEra III is a private Calgary-based oil and gas company formed to pursue oil and gas exploration and production opportunities in the Western Canadian Sedimentary Basin. CanEra III focuses on the acquisition, exploitation and exploration of large hydrocarbon deposits in the Western Canada Sedimentary Basin.

As of 30 June 2015, REL's interest in CanEra III, through the Partnership, was valued at 1.0x Gross MOIC[1] or $1.4 million.

Valuation //

The Investment Manager is charged with proposing the valuation of the assets held by REL through the Partnership. The Partnership has directed that securities and instruments be valued at their fair value. REL's valuation policy follows IFRS and IPEV Valuation Guidelines. Riverstone values each underlying investment in accordance with the Riverstone valuation policy, the IFRS accounting standards and IPEV Valuation Guidelines. The value of REL's portion of that investment is derived by multiplying its ownership percentage by the value of the underlying investment. If there is any divergence between the Riverstone valuation policy and REL's valuation policy, the Partnership's proportion of the total holding will follow REL's valuation policy. Valuations of REL's investments through the Partnership are determined by Riverstone and disclosed quarterly to investors.

Riverstone values its investments using common industry valuation techniques, including comparable public market valuation, comparable merger and acquisition transaction valuation, and discounted cash flow valuation.

For development-type investments, Riverstone also considers the recognition of appreciation or depreciation of subsequent financing rounds, if any. For those early stage privately held companies where there are other indicators of a decline in the value of the investment, Riverstone will value the investment accordingly even in the absence of a subsequent financing round.

As stated within the Annual Report and Financial Statements, the Audit Committee reviews the valuations of the Company's investments held through the Partnership, and makes a recommendation to the Board for formal consideration and acceptance.

(1) Gross MOIC is Gross Multiple of Invested Capital before transaction costs, taxes, carried interest, management fees and other expenses. Given these costs and expenses are in aggregate expected to be considerable, Net MOIC will be materially less than the Gross MOIC.

Uninvested Cash //

Of the $1,221 million(2) of cash raised in the Company's IPO, $1,211 million(3) has been invested into the Partnership for investment purposes. The Partnership maintains deposit accounts with several leading international banks. In addition, the Partnership invests a portion of its cash deposits in short-term money market fixed deposits. REL's treasury policy seeks to protect the principal value of cash deposits utilising low risk investments with top tier counterparts. Uninvested cash earned approximately 15 basis points during the period ended 30 June 2015.

In connection with the listing of REL on the London Stock Exchange, all proceeds of the offering were converted to U.S. dollars at an average rate of 1.606 at inception. All cash deposits referred to above are denominated in U.S. dollars. Additionally, REL's functional currency and financial statements are all presented in U.S. dollars. The Partnership's commitments are denominated in U.S. dollars, except CIOC, CNOR and CanEra III which are denominated in Canadian dollars. REL expects foreign exchange to have nominal impact on its business and overall financial results.

Going Concern //

Of the $10 million of cash retained by the Company in the IPO, $4 million remains at 30 June 2015. This amount is adequate to meet the Company's liabilities as they fall due over the next twelve months. In the event of the Company requiring additional funds it is expected to receive a distribution from the Partnership. As at 30 June 2015 the Partnership had $671 million of uninvested funds held as cash and money market fixed deposits. In light of the above, the Directors are satisfied that it is appropriate to adopt the going concern basis in preparing the interim condensed financial statements.

Principal Risks and Uncertainties //

The Company's assets consist of investments, through the Partnership, within the global energy sector, with a particular focus on opportunities in the global exploration and production and midstream energy subsectors. Its principal risks are therefore related to market conditions in the energy sector in general, but also the particular circumstance of the businesses in which it is invested through the Partnership. The Investment Manager to the Partnership seeks to mitigate these risks through active asset management initiatives and carrying out due diligence work on potential targets before entering into any investments.

The key areas of risk faced by the Company are the following: 1) concentration risk from investing only in the global energy sector, 2) Ordinary Shares trading at a discount to NAV per Share and 3) inherent risks associated with the exploration and production and midstream energy subsectors.

The principal risks and uncertainties of REL were identified in further detail in the 2014 Annual Report and Financial Statements. There have been no changes to REL's principal risks and uncertainties in the six-month period to 30 June 2015 and no changes are anticipated in the second half of the year.

Subsequent Events and Outlook //

The investment pipeline for REL's investments remains robust and the Company is well positioned in the current commodity price environment.

Riverstone International Limited
28 July 2015

(2) Includes KFI's second tranche of £50 million.

(3) The Company retained $10 million of cash raised in the IPO to meet liabilities over the company's going concern horizon, of which $4 million remains at 30 June 2015.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing this Interim Financial Report in accordance with applicable law and regulations. The Directors confirm that to the best of their knowledge:

- The unaudited interim condensed financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the EU; and
- The Chairman's Statement and Investment Manager's Report meet the requirements of an interim management report, and include a fair review of the information required by:
  - (i) DTR 4.2.7R of the Disclosure and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the unaudited interim condensed financial statements; and a description of the principal risks and uncertainties for the remaining six months of the year; and
  - (ii) DTR 4.2.8R of the Disclosure and Transparency Rules, being related party transactions that have taken place in the first six months of the year and that have materially affected the financial position and performance of the entity during that period; and any changes in the related party transactions described in the last annual report that could do so.

On behalf of the Board

Robert Wilson

Sir Robert Wilson
Chairman
28 July 2015

Independent Review Report to the Members of Riverstone Energy Limited

We have been engaged by the Company to review the condensed set of financial statements in the Interim Financial Report for the six months ended 30 June 2015 which comprises the Statement of Financial Position, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Cash Flows and the related Notes 1 to 10. We have read the other information contained in the Interim Financial Report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the Company in accordance with guidance contained in International Standard on Review Engagements 2410 (UK and Ireland) "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the conclusions we have formed.

Directors' Responsibilities //

The Interim Financial Report is the responsibility of, and has been approved by, the Directors. The Directors are responsible for preparing the Interim Financial Report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

As disclosed in Note 2, the Financial Statements of the Company are prepared in accordance with IFRSs as adopted by the European Union. The condensed set of financial statements included in this Interim Financial Report has been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting", as adopted by the European Union.

Our Responsibility //

Our responsibility is to express to the Company a conclusion on the condensed set of financial statements in the Interim Financial Report based on our review.

Scope of Review //

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion //

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the Interim Financial Report for the six months ended 30 June 2015 is not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

Ernst & Young LLP

Ernst & Young LLP
Guernsey
28 July 2015

[1] The maintenance and integrity of the Company's website is the responsibility of the Directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the web site.

[2] Legislation in Guernsey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Condensed Statement of Financial Position

As at 30 June 2015 (Unaudited)

	Notes	30 June 2015 $'000	31 December 2014 $'000
ASSETS:			
Non-current assets			
Investment at fair value through profit or loss	6	**1,240,188**	1,234,296
Total non-current assets		**1,240,188**	1,234,296
Current assets			
Trade and other receivables		**273**	546
Cash and cash equivalents		**4,006**	5,726
Total current assets		**4,279**	6,272
TOTAL ASSETS		**1,244,467**	1,240,568
LIABILITIES:			
Current liabilities			
Trade and other payables		**389**	546
Total current liabilities		**389**	546
TOTAL LIABILITIES		**389**	546
NET ASSETS		**1,244,078**	1,240,022
EQUITY			
Share capital		**1,218,811**	1,218,811
Retained earnings		**25,267**	21,211
TOTAL EQUITY		**1,244,078**	1,240,022
Number of shares in issue at period/year end	10	**76,032,058**	76,032,058
Net asset value per share ($)	10	**16.36**	16.31

The interim condensed financial statements on pages 14 to 25 were approved and authorised for issue by the Board of Directors on 28 July 2015 and signed on their behalf by:

Sir Robert Wilson
Chairman

Richard Hayden
Director

The accompanying notes form an integral part of these interim condensed financial statements.

Condensed Statement of Comprehensive Income

For the six months ended 30 June 2015 (Unaudited)

	Notes	1 January 2015 to 30 June 2015 $'000	1 January 2014 to 30 June 2014 $'000
Investment gain/(loss)			
Change in fair value of investment at fair value through profit or loss	6	5,892	(1,049)
Expenses			
Directors' fees and expenses		(495)	(540)
Legal and professional fees		(229)	(222)
Audit fees		(124)	(133)
Other operating expenses		(986)	(1,212)
Total expenses		(1,834)	(2,107)
Operating profit/(loss) for the period		4,058	(3,156)
Finance income and expenses			
Foreign exchange (loss)/gain		(3)	161
Other finance income		–	626
Interest income		1	3
Total finance income and expenses		(2)	790
Profit/(loss) for the period		4,056	(2,366)
Other comprehensive income		–	–
Total comprehensive income/(loss) for the period		4,056	(2,366)
Basic earnings/(loss) per share (cents)	10	5.33	(3.33)
Diluted earnings/(loss) per share (cents)	10	5.33	(3.94)

All activities derive from continuing operations.

The accompanying notes form an integral part of these interim condensed financial statements.

Condensed Statement of Changes in Equity

For the six months ended 30 June 2015 (Unaudited)

	Share capital $'000	Retained earnings $'000	Total Equity $'000
As at 1 January 2015	**1,218,811**	**21,211**	**1,240,022**
Profit for the period	–	4,056	4,056
Total comprehensive income for the period	**–**	**4,056**	**4,056**
As at 30 June 2015	**1,218,811**	**25,267**	**1,244,078**

For the six months ended 30 June 2014 (Unaudited)

	Share capital $'000	Retained earnings/ (Accumulated losses) $'000	Total Equity $'000
As at 1 January 2014	1,138,431	575	1,139,006
Loss for the period	–	(2,366)	(2,366)
Total comprehensive loss for the period	**–**	**(2,366)**	**(2,366)**
As at 30 June 2014	**1,138,431**	**(1,791)**	**1,136,640**

The accompanying notes form an integral part of these interim condensed financial statements.

Condensed Statement of Cash Flows

For the six months ended 30 June 2015 (Unaudited)

	1 January 2015 to 30 June 2015 $'000	1 January 2014 to 30 June 2014 $'000
Cash flows from operating activities		
Operating profit/(loss) for the financial period	4,058	(3,156)
Adjustments for:		
Net finance income	1	629
Change in fair value on investment at fair value through profit or loss	(5,892)	1,049
Movement in amounts due to affiliates	–	(501)
Movement in trade receivables	273	268
Movement in trade payables	(157)	(752)
Foreign exchange loss on trade receivables/payables	–	(40)
Net cash used in operating activities	(1,717)	(2,503)
Net movement in cash and cash equivalents during the period	(1,717)	(2,503)
Cash and cash equivalents at the beginning of the period	5,726	11,805
Effect of foreign exchange rate changes	(3)	201
Cash and cash equivalents at the end of the period	4,006	9,503

The accompanying notes form an integral part of these interim condensed financial statements.

Notes to the Interim Condensed Financial Statements

For the six months ended 30 June 2015

1. General information

Riverstone Energy Limited is a company limited by shares, which was incorporated on 23 May 2013 in Guernsey with an unlimited life and registered with the Guernsey Financial Services Commission as a Registered Closed-ended Collective Investment Scheme pursuant to the POI Law. It has been listed on the London Stock Exchange since 29 October 2013. The registered office of the Company is Heritage Hall, PO Box 225, Le Marchant Street, St Peter Port, Guernsey, GY1 4HY, Channel Islands.

The Company makes its investments through the Partnership, a Cayman Islands registered exempted limited partnership, in which the Company is the sole limited partner. The principal place of business of the Partnership is the Cayman Islands. Both the Company and the Partnership are subject to the Investment Management Agreement with the Investment Manager, a company registered in the Cayman Islands.

The Partnership invests alongside Private Riverstone Funds in all Qualifying Investments in which the Private Riverstone Funds participate. These funds are managed and advised by affiliates of the Investment Manager, and therefore all of these parallel investments are considered to be related party transactions. Further detail of these investments is provided in the Investment Manager's Report.

2. Accounting policies

Basis of preparation

The Financial Statements for the year ended 31 December 2014 were prepared in accordance with IFRS and with Companies Law.

These interim condensed financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting". They do not contain all the information and disclosures presented in the Financial Statements and should be read in conjunction with the Financial Statements for the year ended 31 December 2014.

The same accounting policies and methods of computation have been followed in the preparation of these interim condensed financial statements as were followed in the Financial Statements for the year ended 31 December 2014.

These interim condensed financial statements are presented in U.S. dollars and are rounded to the nearest $'000, unless otherwise indicated.

The Company's results do not vary significantly during reporting periods as a result of seasonal activity.

3. Critical accounting judgement and estimation uncertainty

The estimates and judgements made by management are consistent with those made in the Financial Statements for the year ended 31 December 2014.

4. Taxation

The taxation basis of the Company remains consistent with that disclosed in the Financial Statements for the year ended 31 December 2014.

The Company has made an election to, and currently expects to conduct its activities so as to be treated as a partnership for U.S. federal income tax purposes. Therefore, the Company expects that it generally will not be liable for U.S. federal income taxes. Instead, each of the Company's Shareholders who are liable to U.S. taxes will take into account its respective share of the Company's items of income, gain, loss and deduction in computing its U.S. federal income tax liability as if such shareholder had earned such income directly, even if no cash distributions are made to the shareholder. Neither the company nor the Partnership suffer Guernsey or Cayman Islands income taxes.

Withholding taxes may apply on realisation and distributions from operating entity investments. Any future U.S. tax liability on profits is expected to be in the range of 35 to 41.5 per cent. and is taken into account when calculating the Company's fair value investment in the Partnership – see Note 6.

5. Fair Value

IFRS 13 'Fair Value Measurement' requires disclosure of fair value measurement by level. The level in the fair value hierarchy within which the financial assets or financial liabilities are categorised is determined on the basis of the lowest level input that is significant to the fair value measurement.

Financial assets and financial liabilities are classified in their entirety into only one of the three levels of the fair value hierarchy:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3 – inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company's only financial instrument carried at fair value is its investment in the Partnership which has been classified within Level 3 as it has unobservable inputs and is not traded. Amounts classified under Level 3 for the periods ended 30 June 2015 and 31 December 2014 are $1,240 million and $1,234 million, respectively.

The fair value of all other financial instruments approximates their carrying value.

Transfers during the period

There have been no transfers between levels during the period ended 30 June 2015 and the year ended 31 December 2014. Due to the nature of the Company's investment in the Partnership, it is always expected to be classified under Level 3.

Notes to the Interim Condensed Financial Statements

For the six months ended 30 June 2015

5. Fair Value (continued)

Valuation methodology and process

The Partnership's investments are valued using the techniques described in the Company's valuation policy. The value of the Company's investment in the Partnership is based on the value of the Company's limited partner capital account within the Partnership, adjusted if necessary. This is based on the components within the Partnership, principally the value of the Partnership's investments in addition to cash. Any fluctuation in the value of the Partnership's investments in addition to cash held will directly impact on the value of the Company's investment in the Partnership.

In measuring this fair value, the Net Asset Value of the Partnership is adjusted, as necessary, to reflect liquidity, future commitments, and other specific factors of the Partnership and Investment Manager. As at 30 June 2015, there is no discount or premium applied to the Net Asset Value of the Partnership. A 5 per cent. discount or premium on the value of Company's limited partner capital account within the Partnership would result in the fair value of the Company's investment in the Partnership decreasing or increasing by $62 million, respectively.

When valuing the Partnership's investments, the Investment Manager reviews information provided by the underlying investee companies and other business partners and applies methodologies, derived from the IPEV Valuation Guidelines, to estimate a fair value as at the date of the statement of financial position.

Initially, acquisitions are valued at price of recent investment. Subsequently, and as appropriate, the Investment Manager values the investments on a quarterly basis using common industry valuation techniques, with particular emphasis on 1P and 2P reserves and production, and including comparable public market valuation, comparable merger and acquisition transaction valuation, and discounted cash flow valuation. For early stage private investments, Riverstone's investment due diligence process includes assumptions about short-term financial results in determining the appropriate purchase price for the investment. The techniques used in determining the fair value of the Company's investments through the Partnership are selected on an investment by investment basis so as to maximise the use of market based observable inputs.

For the period ended 30 June 2015, Eagle II, Liberty II, CNOR, Castex 2014, Origo, Sierra, Castex 2005, CanEra III, Meritage III, Three Rivers III and Carrier II are valued at price of investment, CIOC is valued at 1.3x price of investment, Fieldwood is valued at 1.2x price of investment, RCO is valued at 1.1x price of investment and Rock Oil is valued at 1.8x price of investment.

5. Fair Value (continued)

Quantitative information about Level 3 fair value measurements as at 30 June 2015

Industry	Fair value ($000) 30/06/2015	Valuation technique(s)	Unobservable input(s)	Range Low	Range High	Weighted average[(a)]	# of investments
E&P	$566,043	Public comparables	EV/2015E EBITDA multiple	5.0x	6.0x	5.7x	2
			EV/2016E EBITDA multiple	7.0x	10.0x	8.3x	2
			EV/2015E EBITDAX multiple	8.5x	9.5x	–	1
			1P Reserve multiple ($/Boe)	$2	$15	$7	3
			2P Reserve multiple ($/Boe)	$10	$20	$15	2
			Production Multiple ($/Boepd)	$47,500	$90,000	$65,194	5
			EV/Net Acre ($/acre)	$3,500	$6,000	–	1
		Transaction comparables	EV/EBITDAX multiple	7.5x	8.5x	–	1
			Valuation Multiple ($/Boe)	$10	$15	–	1
			Valuation Multiple ($/Boepd)	$100,000	$120,000	–	1
			Undeveloped Acreage Multiple ($/acre)	$16,000	$21,000	–	1
		NAV analysis	Multiple of PV-10 Reserve	.6x	1.0x	.7x	3
			Discount Rate of PV of Reserves	10%	10%	10%	2
		Transaction approach	Last round of financing	n/a	n/a	–	5
Credit	24,050	Public comparables	Publicly Traded Bond Prices	$83.0	$87.5	–	1
		Transaction approach	Broker Quoted Loan Prices	$77.8	$92.8	–	1
Midstream	7,285	Transaction approach	Last round of financing	n/a	n/a	–	1
	$597,378						

The significant unobservable inputs used in the fair value measurement of the Partnership's investments include multiples derived 1P and 2P reserves, barrels of energy production per day, and valuations implied by the last round of financing. A 10 per cent. change in the multiples derived from 1P and 2P reserves and barrels of energy production per day in isolation could result in a comparable change in the fair value measurement of the Partnership's investments of approximately $70 million, or 5.6 per cent. of the Company's NAV at 30 June 2015.

For the year ended 31 December 2014, Eagle II, Liberty II, Rock Oil, CNOR, Castex 2014, Origo, Sierra and Castex 2005 were valued at price of investment, CIOC was valued at 1.5x price of investment and Fieldwood was valued at 1.4x price of investment.

Quantitative information about Level 3 fair value measurements as at 31 December 2014

Industry	Fair value ($000) 31/12/2014	Valuation technique(s)	Unobservable input(s)	Range Low	Range High	Weighted average[(a)]	# of investments
E&P	$422,833	Public comparables	EV/LTM EBITDA multiple	3.5x	4.5x	–	1
			EV/Forward EBITDA multiple	4.0x	5.0x	4.5x	2
			2P Reserve multiple ($/Boe)	$35	$45	–	1
			EV/Forward EBITDAX multiple	3.5x	4.5x	–	1
			1P Reserve multiple ($/Boe)	$8	$13	–	1
			Production Multiple ($/Boepd)	$80,000	$100,000	–	1
		NAV analysis	Multiple of PV-10 Reserve	.6x	.8x	–	1
		Sum of the parts	Production Multiple ($/Boe/d)	$40,000	$120,000	$69,856	3
		Transaction approach	Last round of financing	n/a	n/a	–	6

The Board reviews and considers the fair value of the Partnership's investments arrived at by the Investment Manager before incorporating them into the fair value of the Partnership. The variety of valuation bases adopted, quality of management information provided by the underlying investee companies and the lack of liquid markets for the investments mean that there are inherent difficulties in determining the fair value of these investments that cannot be eliminated. Therefore the amounts realised on the sale of investments may differ from the fair values reflected in these interim condensed financial statements and the differences may be significant.

The Board approves the valuations performed by the Investment Manager and monitors the range of reasonably possible changes in significant observable inputs on a regular basis.

(a) Calculated based on fair values. Weighted average is not applicable for industry categories with only one investment.

Notes to the Interim Condensed Financial Statements

For the six months ended 30 June 2015

6. Investment at fair value through profit or loss

	30 June 2015 $'000	31 December 2014 $'000
Cost		
Brought forward at 1 January	1,210,818	1,130,438
Investment in the Partnership	–	80,380
Carried forward	1,210,818	1,210,818
Fair value movement through profit or loss		
Brought forward at 1 January	23,478	(387)
Fair value movement during period/year	5,892	23,865
Carried forward	29,370	23,478
Fair value at end of the period/year	1,240,188	1,234,296

The movement in fair value is derived from the fair value movements in the underlying investments held by the Partnership, net of income and expenses of the Partnership and its related Investment Undertakings, including any Performance Allocation and applicable taxes.

Summary financial information for the Partnership

	30 June 2015 $'000	31 December 2014 $'000
Net asset value		
Investments at fair value (cost $528,804 as at 30 June 2015)	597,378	422,833
Deferred tax on investment	(9,161)	(6,029)
General Partner performance allocation	(14,152)	(9,661)
Investments at fair value (net)	574,065	407,143
Cash and cash equivalents	130,585	79,878
Money market fixed deposits	540,000	650,000
U.S. treasury bills	–	99,995
Management fee payable – see Note 8	(4,665)	(2,656)
Other net assets/(liabilities)	203	(64)
Fair Value of REL's investment in the Partnership	1,240,188	1,234,296

6. Investment at fair value through profit or loss (continued)

	1 January 2015 to 30 June 2015 $'000	1 January 2014 to 30 June 2014 $'000
Summary Income Statement		
Unrealised gain on investments (net)	**19,467**	5,434
Realised gain and income on investment	**2,188**	–
Other income	**1,154**	174
Management fee expense – see Note 8	**(8,159)**	(2,790)
Deferred tax on investment	**(3,133)**	(1,507)
Other operating income	**(1,134)**	(1,284)
Partnership's operating profit for the period	**10,383**	27
General Partner performance allocation	**(4,491)**	(1,076)
Portion of the operating profit/(loss) for the period attributable to REL's investment in the Partnership	**5,892**	(1,049)

7. Contingent Liabilities

The Company's existing contingent liabilities in relation to the formation and initial expenses was $16.1 million as at 30 June 2015.

8. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operational decisions.

Directors

The Company has eight non-executive Directors.

Directors' fees for the period to 30 June 2015 and period to 30 June 2014 amounted to $272,000 and $302,000 respectively, none of which was outstanding at the respective period/year end.

Investment Manager

For the provision of services under the Investment Management Agreement, the Investment Manager is paid in cash out of the assets of the Partnership an annual Management Fee equal to 1.5 per cent. per annum of the Company's Net Asset Value. The fee is payable quarterly in arrears and each payment is calculated using the quarterly Net Asset Value as at the relevant quarter end as further outlined on page 59 in the Financial Statements to 31 December 2014. During the period to 30 June 2015 and period to 30 June 2014, the Partnership incurred Management Fees of $8,159,471 and $2,790,168 respectively. As at 30 June 2015 and 31 December 2014, $4,665,290 and $2,656,177 respectively, remained outstanding as at the period/year end.

Notes to the Interim Condensed Financial Statements

For the six months ended 30 June 2015

8. Related party transactions (continued)

General Partner

The General Partner makes all management decisions, other than investment management decisions, in relation to the Partnership and controls all other actions by the Partnership and is entitled to receive a Performance Allocation, calculated and payable at the underlying investment holding subsidiary level, equal to 20 per cent. of the realised profits (if any) on the sale of any underlying asset of the Partnership.

Qualifying Investments

For so long as the Investment Manager (or any of its affiliates) remains the investment manager of the Company, the Company, through the Partnership, invests alongside Private Riverstone Funds in all Qualifying Investments in which the Private Riverstone Funds participate. Five additional such qualifying investments were committed to by the Company, through the Partnership, in the period, taking the total to fifteen (see pages 6 to 10).

Cornerstone Investors

Each of the Cornerstone Investors has acquired an indirect economic interest in each of the General Partner and the Investment Manager depending on the size of their commitment and the total issue size, up to an aggregate maximum indirect economic interest of 20 per cent. in each, for nominal consideration. These interests entitle the Cornerstone Investors to participate in the economic returns generated by the General Partner, including from the Performance Allocation, and the Investment Manager, which receives the Management Fee.

9. Segmental Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors, as a whole. The key measure of performance used by the Board to assess the Company's performance and to allocate resources is the total return on the Company's Net Asset Value, as calculated under IFRS, and therefore no reconciliation is required between the measure of profit or loss used by the Board and that contained in the Financial Statements and interim condensed financial statements.

For management purposes, the Company is organised into one main operating segment, which invests in one limited partnership.

All of the Company's income is derived from within Guernsey and the Cayman Islands.

All of the Company's non-current assets are located in the Cayman Islands.

Due to the Company's nature, it has no customers.

10. Earnings/(loss) per share and net asset value per share

Earnings/(loss) per share	1 January 2015 to 30 June 2015 Basic	1 January 2015 to 30 June 2015 Diluted	1 January 2014 to 30 June 2014 Basic	1 January 2014 to 30 June 2014 Diluted
Profit/(loss) for the period ($'000)	**4,056**	**4,056**	(2,366)	(2,992)
Weighted average numbers of shares in issue	**76,032,058**	**76,032,058**	71,032,058	76,032,058
Earnings/(loss) per share (cents)	**5.33**	**5.33**	(3.33)	(3.94)

	1 January 2015 to 30 June 2015 $'000	1 January 2014 to 30 June 2014 $'000
Profit/(loss) for the period	**4,056**	(2,366)
Less: Commitment fee relating to KFI arrangement	**–**	(626)
Profit/(loss) for the period including assumed share issues	**4,056**	(2,992)
Weighted average numbers of shares in issue	**76,032,058**	71,032,058
Plus: Dilutive potential ordinary shares relating to KFI arrangement	**–**	5,000,000
Weighted average numbers of shares in issue	**76,032,058**	76,032,058

The earnings or loss per share is based on the profit or loss of the Company for the period and on the weighted average number of shares the Company had in issue for the period.

There are no dilutive shares in issue as at 30 June 2015 (30 June 2014: Dilutive potential ordinary shares of 5,000,000 relating to KFI arrangement, these shares were exercised in October 2014).

Net Asset Value per share

	30 June 2015	31 December 2014	30 June 2014
NAV ($'000)	**1,244,078**	1,240,022	1,136,640
Number of shares in issue	**76,032,058**	76,032,058	71,032,058
Net Asset Value per share ($)	**16.36**	16.31	16.00

The Net Asset Value per share is arrived at by dividing the net assets as at the date of the statement of financial position by the number of Ordinary Shares in issue at that date.

Glossary of Capitalised Defined Terms

"**1P reserve**" means proven reserves;

"**2P reserve**" means proven and probable reserves;

"**Admission**" means admission, on 29 October 2013, to the Official List and/or admission to trading on the London Stock Exchange, as the context may require, of the Ordinary Shares becoming effective in accordance with the Listing Rules and/or the LSE Admission Standards as the context may require;

"**Annual Report and Financial Statements**" means the annual publication of the Company provided to the Shareholders to describe their operations and financial conditions, together with their Financial Statements;

"**Articles of Incorporation**" or "**Articles**" means the articles of incorporation of the Company;

"**Audit Committee**" means a formal committee of the Board with defined terms of reference;

"**Board**" or "**Directors**" means the directors of the Company;

"**boe**" means barrels of oil equivalent;

"**boepd**" means barrels of equivalent oil per day;

"**CAD**" means Canadian dollar;

"**CanEra III**" means CanEra Resources Inc. III;

"**Carrier II**" means Carrier Energy Partners II, L.P.;

"**Castex 2005**" means Castex Energy 2005, LLC;

"**Castex 2014**" means Castex Energy 2014, LLC;

"**CIOC**" means Canadian International Oil Corporation;

"**CNOR**" means the Canadian Non-Operated Resources LP;

"**Companies Law**" means the Companies (Guernsey) Law, 2008, (as amended);

"**Company**" or "**REL**" means Riverstone Energy Limited;

"**Cornerstone Investors**" means those investors who have acquired Ordinary Shares and acquired a minority economic interest in the General Partner and in the Investment Manager, being AKRC Investments, LLC, Casita, L.P., KFI, Hunt and McNair;

"**Corporate Brokers**" means Goldman Sachs International, JP Morgan Cazenove and Morgan Stanley Securities Limited;

"**Corporate Governance Code**" means The UK Corporate Governance Code as published by the Financial Reporting Council;

"**E&P**" means exploration and production;

"**Eagle II**" means Eagle Energy Exploration, LLC;

"**EBITDA**" means earnings before interest, taxes, depreciation and amortisation;

"**EBITDAX**" means earnings before interest, taxes, depreciation, amortisation and exploration expenses;

"**EU**" means the European Union;

"**EV**" means enterprise value;

"**Farm-in**" means an arrangement whereby an operator buys in or acquires an interest in a lease owned by another operator on which oil or gas has been discovered or is being produced;

"**FATCA**" means Foreign Account Tax Compliance Act;

"**FCA**" means the UK Financial Conduct Authority (or its successor bodies);

"**Fieldwood**" means Fieldwood Energy LLC;

Glossary of Capitalised Defined Terms

"**Financial Statements**" means the audited financial statements of the Company, including the statement of financial position, the statement of comprehensive income, the statement of cash flows, the statement of changes in equity and associated notes;

"**Fund V**" means Riverstone Global Energy & Power Fund V, L.P.;

"**Fund VI**" means Riverstone Global Energy & Power Fund VI, L.P.;

"**General Partner**" means REL IP General Partner LP (acting through its general partner, REL IP General Partner Limited), the general partner of the Partnership and a member of the Riverstone group;

"**GFSC**" or "**Commission**" means the Guernsey Financial Services Commission;

"**GFSC Code**" means the GFSC Finance Sector Code of Corporate Governance;

"**Gross IRR**" means an aggregate, annual, compound, gross internal rate of return on investments. Gross IRR does not reflect expenses to be borne by the relevant investment vehicle or its investors including, without limitation, carried interest, management fees, taxes and organisational, partnership or transaction expenses;

"**Gross MOIC**" means gross multiple of invested capital;

"**Hunt**" means Hunt REL Holdings LLC together with various members of Ray L. Hunt's family and their related entities;

"**IAS**" means international accounting standards as issued by the Board of the International Accounting Standards Committee;

"**IFRS**" means the International Financial Reporting Standards, being the principles-based accounting standards, interpretations and the framework by that name issued by the International Accounting Standards Board, as adopted by the EU;

"**Interim Financial Report**" means the half yearly publication of the Company provided to the Shareholders to describe their operations and financial conditions, together with their unaudited interim condensed financial statements;

"**Investment Manager**" or "**RIL**" means Riverstone International Limited which is majority-owned and controlled by Riverstone;

"**Investment Management Agreement**" means the investment management agreement dated 24 September 2013 between RIL, the Company and the Partnership (acting through its General Partner) under which RIL is appointed as the Investment Manager of both the Company and the Partnership;

"**Investment Undertaking**" means the Partnership, any intermediate holding or investing entities that the Company or the Partnership may establish from time to time for the purposes of efficient portfolio management and to assist with tax planning generally and any subsidiary undertaking of the Company or the Partnership from time to time;

"**IPEV Valuation Guidelines**" means the International Private Equity and Venture Capital Valuation Guidelines;

"**IPO**" means the initial public offering of shares by a private company to the public;

"**ISIN**" means an International Securities Identification Number;

"**KFI**" means Kendall Family Investments, LLC, a cornerstone investor in the company;

"**Liberty II**" means Liberty Resources II, LLC;

"**Listing Rules**" means the listing rules made by the UK Listing Authority under section 73A Financial Services and Markets Act 2000;

"**London Stock Exchange**" or "**LSE**" means London Stock Exchange plc;

"**LSE Admission Standards**" means the rules issued by the London Stock Exchange in relation to the admission to trading of, and continuing requirements for, securities admitted to the Official List;

"**LTM**" means last twelve months;

Glossary of Capitalised Defined Terms

"**Management Engagement Committee**" means a formal committee of the Board with defined terms of reference;

"**Management Fee**" means the management fee to which RIL is entitled;

"**Meritage III**" means Meritage Midstream Services III, LLC.;

"**McNair**" means RCM Financial Services, L.P. for the purposes of acquiring Ordinary Shares and Palmetto for the purposes of acquiring a minority economic interest in the General Partner and the Investment Manager;

"**mmboe**" means million barrels of oil equivalent;

"**mmcfepd**" means million cubic feet equivalent per day;

"**NAV per Share**" means the Net Asset Value per Ordinary Share;

"**Net Asset Value**" or "**NAV**" means the value of the assets of the Company less its liabilities as calculated in accordance with the Company's valuation policy and expressed in U.S. dollars;

"**Nomination Committee**" means a formal committee of the Board with defined terms of reference;

"**Official List**" is the list maintained by the Financial Conduct Authority (acting in its capacity as the UK Listing Authority) in accordance with Section 74(1) of the Financial Services and Markets Act 2000;

"**OPEC**" means Organisation of the Petroleum Exporting Countries;

"**Ordinary Shares**" means redeemable ordinary shares of no par value in the capital of the Company issued and designated as "Ordinary Shares" and having the rights, restrictions and entitlements set out in the Articles;

"**Origo**" means Origo Exploration Holding AS;

"**Other Riverstone Funds**" means other Riverstone-sponsored, controlled or managed entities, including Fund V, which are or may in the future be managed or advised by the Investment Manager or one or more of its affiliates, excluding the Partnership;

"**Partnership**" or "**RELIP**" means Riverstone Energy Investment Partnership, LP, the Investment Undertaking in which the Company is the sole limited partner;

"**Partnership Agreement**" means the partnership agreement in respect of the Partnership between inter alios the Company as the sole limited partner and the General Partner as the sole general partner dated 23 September 2013;

"**Performance Allocation**" means the Performance Allocation to which the General Partner is entitled;

"**POI Law**" means the Protection of Investors (Bailiwick of Guernsey) Law, 1987;

"**Private Riverstone Funds**" means Fund V, Fund VI and all other private multi-investor, multi-investment funds that are launched after Admission and are managed or advised by the Investment Manager (or one or more of its affiliates) and excludes Riverstone employee co-investment vehicles and any Riverstone managed or advised private co-investment vehicles that invest alongside either Fund V or any multi-investor multi-investment funds that the Investment Manager (or one or more of its affiliates) launches after Admission;

"**Prospectus**" means the prospectus published on 24 September 2013 by the Company in connection with the IPO of Ordinary Shares;

"**PV-10**" means present value of estimated future oil and gas revenues, net of estimated direct expenses, at an annual discount rate of 10 per cent;

"**Qualifying Investments**" means all investments in which Private Riverstone Funds participate which are consistent with the Company's investment objective where the aggregate equity investment in each such investment (including equity committed for future investment) available to the relevant Private Riverstone Fund and the Company (and other co-investees, if any, procured by the Investment Manager or its affiliates) is $100 million or greater, but excluding any investments made by Private Riverstone Funds where both (a) a majority of the Company's independent directors and (b) the Investment Manager have agreed that the Company should not participate;

Glossary of Capitalised Defined Terms

"**RCO**" means Riverstone Credit Opportunities, L.P.;

"**RELCP**" means Riverstone Energy Limited Capital Partners, LP (acting by its general partner Riverstone Holdings II (Cayman) Ltd.) a Cayman exempted limited partnership controlled by affiliates of Riverstone;

"**RIL**" or "**Investment Manager**" means Riverstone International Limited;

"**Riverstone**" means Riverstone Holdings LLC and its affiliated entities (other than the Investment Manager and the General Partner), as the context may require;

"**Rock Oil**" means Rock Oil Holdings LLC;

"**Sierra**" means Sierra Oil & Gas S. de R.L. de C.V.;

"**Shareholder**" means the holder of one or more Ordinary Shares;

"**Stewardship Code**" means the UK Stewardship Code;

"**Three Rivers III**" means Three Rivers Natural Resource Holdings III LLC;

"**UK**" or "**United Kingdom**" means the United Kingdom of Great Britain and Northern Ireland;

"**UK Listing Authority**" or "**UKLA**" means the Financial Conduct Authority;

"**U.S.**" or "**United States**" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia;

"**£**" or "**Pounds Sterling**" means British pound sterling; and

"$" means United States dollar.

Directors and General Information

Directors
Sir Robert Wilson (Chairman)
Peter Barker
Patrick Firth
James Hackett
Richard Hayden
Pierre Lapeyre
David Leuschen
Claire Whittet *(Appointed 13 May 2015)*

Lord John Browne *(Resigned 13 May 2015)*
Dr Tidu Maini *(Resigned 13 May 2015)*

Audit Committee
Richard Hayden (Chairman)
Peter Barker
Patrick Firth
Claire Whittet

Management Engagement Committee
Sir Robert Wilson (Chairman)
Peter Barker
Patrick Firth
Claire Whittet

Nomination Committee
Sir Robert Wilson (Chairman)
Peter Barker
Patrick Firth
Claire Whittet

Investment Manager
Riverstone International Limited
Clifton House
75 Fort Street
PO Box 1350
George Town
Grand Cayman
KY1-1108
Cayman Islands

Administrator and Company Secretary
Heritage International Fund Managers Limited
Heritage Hall
PO Box 225
Le Marchant Street
St Peter Port
Guernsey
GY1 4HY
Channel Islands

Registered office
Heritage Hall
PO Box 225
Le Marchant Street
St Peter Port
Guernsey
GY1 4HY
Channel Islands

Registrar
Capita Registrars (Guernsey) Limited
Longue Hougue House
St Sampson
Guernsey
GY2 4JN
Channel Islands

Principal bankers
Citi Private Bank
25 Canada Square
Canary Wharf
London E14 5LB
United Kingdom

English solicitors to the Company
Freshfields Bruckhaus Deringer LLP
65 Fleet Street
London
EC4Y 1HS
United Kingdom

Guernsey advocates to the Company
Carey Olsen
Carey House
PO Box 98
Les Banques
St Peter Port
Guernsey
GY1 4BZ
Channel Islands

U.S. legal advisors to the Company
Vinson & Elkins LLP
1001 Fannin Street
Suite 2500
Houston, Texas 77002
United States of America

Independent auditor
Ernst & Young LLP
PO Box 9, Royal Chambers
St Julian's Avenue
St Peter Port
Guernsey
GY1 4AF
Channel Islands

Website: www.RiverstoneREL.com
ISIN: GG00BBHXCL35
Ticker: RSE

Public relations advisers
Brunswick Group LLP
16 Lincoln's Inn Fields
London WC2A 3ED
United Kingdom

Scott Harris UK Ltd
Victoria House
1-3 College Hill
London EC4R 2RA
United Kingdom

Corporate Brokers
Goldman Sachs International
Peterborough Court
133 Fleet Street
London EC4A 2BB
United Kingdom

JP Morgan Cazenove
25 Bank Street
Canary Wharf
London E15 5JP
United Kingdom

Morgan Stanley Securities Limited
20 Bank Street
Canary Wharf
London E14 4AD
United Kingdom

Cautionary Statement

The Chairman's Statement and Investment Manager's Report have been prepared solely to provide additional information for shareholders to assess the Company's strategies and the potential for those strategies to succeed. These should not be relied on by any other party or for any other purpose.

The Chairman's Statement and Investment Manager's Report may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology.

These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs or current expectations of the Directors and the Investment Manager, concerning, amongst other things, the investment objectives and investment policy, financing strategies, investment performance, results of operations, financial condition, liquidity, prospects, and distribution policy of the Company and the markets in which it invests.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance.

The Company's actual investment performance, results of operations, financial condition, liquidity, distribution policy and the development of its financing strategies may differ materially from the impression created by the forward-looking statements contained in this document.

Subject to their legal and regulatory obligations, the Directors and the Investment Manager, expressly disclaim any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

Riverstone Energy Limited

Heritage Hall, PO Box 225,
Le Marchant Street, St Peter Port, Guernsey,
GY1 4HY, Channel Islands.

P +44 (20) 3206 6300
F +44 (20) 3206 6301

Further information available online:
www.RiverstoneREL.com