

- THIS ANNOUNCEMENT INCLUDES INSIDE INFORMATION -

Riverstone Energy Limited Announces 4Q23 Quarterly Portfolio Valuations & NAV, and \$200M Tender Offer

London, UK (8 February 2024) - Riverstone Energy Limited (“REL” or the “Company”) announces its quarterly unaudited fair market valuations as of 31 December 2023, and a proposed \$200 million Tender Offer.

The Company announces that it proposes to return \$200 million (equivalent to approximately £158 million on the basis of the prevailing USD:GBP exchange rate) of its excess capital to shareholders by means of a tender offer (the “Tender Offer”) at a price of £10.50 per ordinary share. The Tender Price represents a premium of approximately 31 per cent. to the closing market price per ordinary share of £8.00 on 7 February 2024 and represents a 16 per cent. discount to the unaudited net asset value per ordinary share of £12.53 as at 31 December 2023 (on the basis of the prevailing USD:GBP exchange rate at 31 December 2023 of 1.2736). The Company expects to launch the Tender Offer before the end of this month and that the Tender Offer will close during March. The precise number of ordinary shares that may be acquired in the Tender Offer will be determined on launch (on the basis of the then prevailing USD:GBP exchange rate), but is expected will represent approximately 36 per cent. of the Company’s existing ordinary shares then in issue (excluding any ordinary shares held in treasury). The Tender Offer will require shareholder approval at an extraordinary general meeting of the Company’s shareholders, which is anticipated will be held in March, and will be subject to other legal, regulatory and customary conditions.

Current Portfolio – Conventional

Investment (Public/Private)	Gross Committed Capital (\$mm)	Invested Capital (\$mm)	Gross Realised Capital (\$mm) ¹	Gross Unrealised Value (\$mm) ²	Gross Realised Capital & Unrealised Value (\$mm)	30 Sep 2023 Gross MOIC ²	31 Dec 2023 Gross MOIC ²
Permian Resources³ (Public)	268	268	225	137	362	1.36x	1.35x
Onyx (Private)	66	60	121	70	191	3.00x	3.20x
Crescent Point Energy (fka Hammerhead Resources)³ (Public)	308	296	198	58	256	0.71x	0.87x
Total Current Portfolio -	\$576	\$564	\$423	\$195	\$618	1.02x	1.10x

Conventional – Public⁴							
Total Current Portfolio - Conventional – Private⁴	\$66	\$60	\$121	\$70	\$191	3.00x	3.20x
Total Current Portfolio - Conventional – Public & Private⁴	\$642	\$624	\$544	\$265	\$809	1.21x	1.30x

Current Portfolio - Decarbonisation

Investment (Public/Private)	Gross Committed Capital (\$mm)	Invested Capital (\$mm)	Gross Realised Capital (\$mm)¹	Gross Unrealised Value (\$mm)²	Gross Realised Capital & Unrealised Value (\$mm)	30 Sep 2023 Gross MOIC²	31 Dec 2023 Gross MOIC²
Infinitum Electric (Private)	27	27	-	30	30	1.05x	1.10x
GoodLeap (formerly Loanpal) (Private)	25	25	2	29	31	1.50x	1.25x
T-REX Group (Private)	21	21	-	17	17	1.00x	0.82x
Tritium DCFC³ (Public)	25	25	1	11	12	0.47x	0.46x
Solid Power³ (Public)	48	48	-	11	11	0.31x	0.22x
Group14 (Private)	4	4	-	4	4	1.00x	1.00x
FreeWire (Private)	14	14	-	3	3	1.00x	0.25x
Our Next Energy (Private)	13	13	-	3	3	1.00x	0.25x

Ionic I & II (Samsung Ventures) (Private)	3	3	-	3	3	1.00x	1.00x
Enviva³ (Public)	22	22	0	1	1	0.29x	0.05x
Hyzon Motors³ (Public)	10	10	-	1	1	0.13x	0.09x
Anuvia Plant Nurients (Private)	20	20	-	-	-	0.00x	0.00x
Total Current Portfolio - Decarbonisation – Public⁴	\$105	\$105	\$1	\$23	\$24	0.32x	0.23x
Total Current Portfolio - Decarbonisation – Private⁴	\$127	\$127	\$2	\$90	\$92	0.95x	0.73x
Total Current Portfolio - Decarbonisation – Public & Private⁴	\$232	\$232	\$3	\$113	\$116	0.66x	0.50x
Total Current Portfolio – Conventional & Decarbonisation – Public & Private⁴	\$874	\$855	\$548	\$378	\$926	1.06x	1.08x
Cash and Cash Equivalents				\$291			
<i>Total Liquidity (Cash and Cash Equivalents & Public Portfolio)</i>				<i>\$509</i>			
<i>Total Market Capitalisation</i>				<i>\$430</i>			

Realisations

Investment (Initial Investment Date)	Gross Committed Capital (\$mm)	Invested Capital (\$mm)	Gross Realised Capital (\$mm)¹	Gross Unrealised Value (\$mm)²	Gross Realised Capital & Unrealised Value (\$mm)	30 Sep 2023 Gross MOIC²	31 Dec 2023 Gross MOIC²
Rock Oil⁵ <i>(12 Mar 2014)</i>	114	114	234	4	238	2.08x	2.08x
Three Rivers III <i>(7 Apr 2015)</i>	94	94	204	-	204	2.17x	2.17x
ILX III <i>(8 Oct 2015)</i>	179	179	172	-	172	0.96x	0.96x
Meritage III⁶ <i>(17 Apr 2015)</i>	40	40	88	-	88	2.20x	2.20x
RCO⁷ <i>(2 Feb 2015)</i>	80	80	80	-	80	0.99x	0.99x
Carrier II <i>(22 May 2015)</i>	110	110	67	-	67	0.60x	0.61x
Pipestone Energy (formerly CNOR) <i>(29 Aug 2014)</i>	90	90	58	-	58	0.64x	0.64x
Sierra <i>(24 Sept 2014)</i>	18	18	38	-	38	2.06x	2.06x
Aleph <i>(9 Jul 2019)</i>	23	23	23	-	23	1.00x	1.00x
Ridgebury <i>(19 Feb 2019)</i>	18	18	22	-	22	1.22x	1.22x
Castex 2014 <i>(3 Sep 2014)</i>	52	52	14	-	14	0.27x	0.27x
Total Realisations⁴	\$819	\$819	\$1,000	\$4	\$1,004	1.23x	1.23x
<i>Withdrawn Commitments and Impairments⁸</i>	350	350	9	-	9	0.02x	0.02x

Total Investments⁴	\$2,042	\$2,024	\$1,557	\$382	\$1,939	0.95x	0.96x
Total Investments & Cash and Cash Equivalents				\$674			
Draft Unaudited Net Asset Value⁹				\$674			
Total Shares Repurchased to-date				34,518,746	at average price per share of £4.19 (\$5.35)		
Current Shares Outstanding				42,195,789			

Macroeconomic Improvements on the Horizon

US public equity markets ended 2023 on a strong note with the S&P 500 Index and the Russell 1000 Index each up over 11 per cent. in the fourth quarter and over 24 per cent. on the year. While we had positive returns in European markets, these were much more subdued. Corporate earnings results aside, the single most important driver of stock market performance (after a dismal 2022) was investors' beliefs that the rate hiking cycle in the US has reached its zenith. Markets continued to show strength in the first weeks of the new year as investors' expectation have grown from "no more rate hikes" to "rate cuts" in the back half of 2024. On 19th January, the S&P 500 Index set a record close of 4839.81 surpassing its previous record set in January 2022.

While this market strength is a harbinger of better times for both the portfolio's conventional and decarbonisation investments, portfolio performance for the last quarter of 2023 remained essentially flat with positive performance from the conventional energy portfolio offset by lagging results from the decarbonisation investments. Growth stage (pre-profitability) energy transition and decarbonisation investments continue to lag broader markets, and still face adversity as the viability of their business plans remain in question due to a dampening of investor appetite in the face of higher interest rates. Lower risk appetite presents a substantial risk for these businesses as they are at a stage in their growth that relies disproportionately on funding from private equity, corporate balance sheets and institutional investors. The Company's decarbonisation investments are not immune from these headwinds.

On the energy commodity front, West Texas Intermediate (WTI) crude prices were down 6.5 per cent. in 2023 and 20.8 per cent. in the fourth quarter, Brent Crude was down 6.2 per cent. in 2023 and 19.2 per cent. in the fourth quarter, and Henry Hub natural gas spot prices were down 29.1 per cent. in 2023 and 3.7 per cent. in the fourth quarter. Consolidation in the US oil and gas sector has reached levels not seen in a long time with over \$250 billion in acquisitions announced in 2023. The Permian basin featured prominently in this deal activity and reflects the acquirers' strong balance sheets due to the sector's commitment to cash-flow-generation. The most notable transactions in the "oil patch" included Exxon Mobil's \$60 billion deal for Pioneer Natural Resources, Chevron's \$53 billion acquisition of Hess and Permian Resources' \$4.5 billion bid for Earthstone Energy.

Quarterly Performance Commentary

REL's conventional energy portfolio performed well, gaining 7.6 per cent. in value over the quarter. This improvement was driven largely by Crescent Point Energy's (fka Hammerhead Energy) 21.1 per cent. improvement in share price, countering slight weakness in Permian Resources' share price in the fourth quarter. Permian Resources was up 44.7 per cent. year-over-year in 2023. At the end of December, Crescent Point Energy finalised its acquisition of REL portfolio company, Hammerhead Energy, which resulted in a \$175 million distribution to REL and the receipt of 8 million shares of Crescent Point Energy (NYSE: CPG). In addition, Onyx's valuation also increased from 3.00x to 3.20x Gross MOIC as detailed below.

The decarbonisation portfolio dropped 22.9 per cent. in value during the quarter, driven primarily by its position in Enviva, which lost 85.4 per cent. of its market value due to missed earnings targets, plant-level operational disruption, and ongoing restructuring. In addition, FreeWire lost 75 per cent. of its value due to reduced growth projections as the company works to preserve cash in a challenging fundraising and growth environment for EV-related businesses. With the exception of Infinitum, the remainder of the decarbonisation portfolio continued to suffer from fundraising headwinds caused by the impact of rates and lower risk appetite from investors. These businesses will remain susceptible to market volatility until they reach profitability.

Further information on REL's five largest positions, which account for ~85 per cent. of the portfolio's gross unrealised value is set forth below:

Permian Resources

The valuation for Permian Resources (NYSE: PR) decreased from 1.36x to 1.35x Gross MOIC in the fourth quarter of 2023. Permian Resources completed the ~\$4.5 billion acquisition of Earthstone Energy, Inc. (NYSE: ESTE) in November 2023. The transaction bolsters PR's leading position in the Delaware Basin and increases operating size and scale. The transaction further enhances free cash flow generation and is expected to generate ~\$175 million of annual synergies. The pro-forma company remains committed to achieving an investment grade rating. The pro-forma company has hedged approximately 20 per cent. of forecasted 2024 crude oil production at a weighted average price of \$74.21 per barrel and 22 per cent. of forecasted 2024 natural gas production at a weighted average price of \$3.89 per mcf.

Onyx

The valuation multiple for Onyx increased in the fourth quarter of 2023 from 3.00x to 3.20x Gross MOIC. While CDS margins have reduced materially since the peaks of late 2022 due to low European power prices, which have adjusted to high gas storage levels, warm winter weather, and high wind generation, lower profitability margins have been offset by hedging activities at Onyx. During Q4 2023, Onyx distributed €100mm of cash to investors (€300mm year-to-date 2023) of which REL received €20mm in the fourth quarter and \$60mm throughout the year. The management team continues to work on organic growth initiatives, including the implementation of operational performance improvements and the development of projects related to the energy transition.

Crescent Point Energy (fka Hammerhead Resources)

Crescent Point Energy's valuation increased from 0.71x to 0.87x Gross MOIC during the fourth quarter of 2023 reflecting solid share price performance. On 6 November 2023, Crescent Point Energy announced its plan to acquire Hammerhead for C\$21.00 per share (C\$15.50 cash, C\$5.50 stock). The transaction closed on 21 December 2023 resulting in REL owning approximately 1.3 per cent. of Crescent Point Energy. REL received approximately \$175 million in cash from the transaction and 8 million shares which are subject to lock-up. These shares will be disposed of in time, subject to energy market conditions, operating performance, and liquidity.

GoodLeap (formerly Loanpal)

The valuation multiple for GoodLeap fell during the fourth quarter of 2023 from 1.50x Gross MOIC to 1.25x Gross MOIC, largely driven by the impact of interest rates on the profitability of the business. The company continues to enforce strategic changes to better navigate market dynamics such as expanding product partnerships and tightening contractor payment guidelines. The macroeconomic environment headwinds are beginning to stabilise, and the industry outlook is improving.

Infinitum

The valuation multiple for Infinitum increased from 1.05x Gross MOIC to 1.10x Gross MOIC during the fourth quarter of 2023 as a result of the increase in their Series E round led by Just Climate from \$160 million to \$185 million. Additionally, the company hired Mike DiNucci (formerly senior Vice President of Sales at ChargePoint) as Chief Revenue Officer. The company also appointed Paulo Guedes-Pinto as Chief Technology Officer and

Bhavnes Patel as Chief Strategy Officer. Overall, in 2023, Infinitum increased revenue and unit volumes sold by nearly 5 times versus the prior year. In 2024, Infinitum plans to continue investing in its business to fund product innovation, increase manufacturing, and grow the company to meet demand.

Other Investments

Tritium DCFC

The valuation multiple for Tritium remained essentially flat from 0.47x Gross MOIC to 0.46x Gross MOIC during the fourth quarter of 2023. In November 2023, Tritium implemented a strategic plan to achieve a path to profitability in 2024. The plan improves operational efficiency and margins by consolidating Tritium's global manufacturing operations into its plant in Tennessee and reduces SG&A expenses via decreased headcount and professional fees. The company maintains expectations on becoming EBITDA positive during the first half of the 2024 calendar year.

In September 2023, Tritium secured a financing commitment of up to \$75 million, with an initial funding of \$25 million. The company plans to use proceeds to continue its investment in working capital to meet expected continued strong customer demand in the 2024 calendar year.

In October 2023, Tritium secured a major order for more than 200 fast chargers from Driveco, a leading French charging network operator.

Enviva

The valuation multiple for Enviva fell from 0.29x Gross MOIC to 0.05x Gross MOIC during the fourth quarter of 2023. Subsequent to the close of the third quarter, on 9 November 2023, Enviva's management released its third quarter 2023 earnings results, initiated a comprehensive review of its capital structure to improve the company's financial position, and announced a realignment of leadership, including the appointment of Glenn Nunziata, Chief Financial Officer, as Enviva's Chief Executive Officer as the company focuses on executing a multi-faceted restructuring. The company reported lower adjusted EBITDA for third-quarter 2023 of \$36.6 million as compared to \$60.6 million for third-quarter 2022, primarily due to lower revenue from commercial activities.

T-REX

The valuation multiple for T-REX fell from 1.00x Gross MOIC to 0.82x Gross MOIC during the fourth quarter of 2023. In November 2023, T-REX successfully executed its contract with Blackstone's Private Credit group, which is currently in a "Pilot" phase.

FreeWire

The valuation multiple for FreeWire fell from 1.00x Gross MOIC to 0.25x Gross MOIC during the fourth quarter of 2023. The company has curbed its growth outlook in order to extend cash runway. Despite the Inflation Reduction Act, Bipartisan Infrastructure Bill, and growing EV market tailwinds, 2023 was a very challenging environment for the electrification of transportation and associated charging infrastructure. Public peer share price performance and trading multiples steadily declined, amidst broader automotive OEM EV strategy setbacks affecting charging infrastructure demand.

Our Next Energy (“ONE”)

The valuation multiple for ONE fell from 1.00x Gross MOIC to 0.25x Gross MOIC during the fourth quarter of 2023. Since Q4 2023, the company is in the process of raising an insider-led round and adjusted its business plan to better align commercial offtake with factory scale-up and future financing. ONE continues to demonstrate its compelling technology through qualification programs with automotive customers. The company plans to use the proceeds from the insider led financing to continue operations while achieving further milestones in order to raise a larger Series C round.

Share Buyback Programme and 2023 Tender Offer

Since the Company’s announcement on 23 May 2023 of the authorised increase of £30 million for the share buyback programme through 31 December 2023, 3,126,023 ordinary shares have been bought back at a total cost of approximately £18 million (\$22 million) at an average share price of approximately £5.67 (\$7.13). As of 31 December 2023, £22 million was available for repurchases.

In addition, pursuant to changes to the Investment Management Agreement announced on 3 January 2020, the Investment Manager agreed for the Company to be required to repurchase shares or pay dividends equal to 20 per cent. of net gains on dispositions. No further carried interest will be payable until the \$85 million of realised and unrealised losses to date at 31 December 2023 are made whole with future gains. REL continues to seek opportunities to purchase shares in the market at prices at or below the prevailing NAV per share.

On 17 August 2023, REL announced a tender offer to repurchase up to 13,840,830 shares at £5.78 per share. On 27 September 2023, the Company repurchased 3,182,196 shares representing 7 per cent. of outstanding shares at that date, and 23 per cent. of the tender offer.

LEI: 213800HAZOW1AWRSZR47

About Riverstone Energy Limited:

REL is a closed-ended investment company which invests in the energy industry that has since 2020 been exclusively focussed on pursuing and has committed \$211 million to a global strategy across decarbonisation sectors presented by Riverstone's investment platform. REL's ordinary shares are listed on the London Stock Exchange, trading under the symbol RSE. REL has 14 active investments spanning decarbonisation, oil and gas, renewable energy and power in the Continental U.S., Western Canada, Europe and Australia.

For further details, see www.RiverstoneREL.com

Neither the contents of Riverstone Energy Limited's website nor the contents of any website accessible from hyperlinks on the websites (or any other website) is incorporated into, or forms part of, this announcement.

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Note:

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. The Investment Manager values each underlying investment in accordance with the Riverstone valuation policy, the IFRS accounting standards and IPEV Valuation Guidelines. The Investment Manager has applied Riverstone's valuation policy consistently quarter to quarter since inception. 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. There were no valuation adjustments recorded by REL as a result of differences in IFRS and U.S. Generally Accepted Accounting Policies for the period ended 31 December 2023 or in any period to date. Valuations of REL's investments through the Partnership are determined by the Investment Manager and disclosed quarterly to investors, subject to Board approval.

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.

Riverstone reviews the valuations on a quarterly basis with the assistance of the Riverstone Performance Review Team ("PRT") as part of the valuation process. The PRT was formed to serve as a single structure overseeing the existing Riverstone portfolio with the goal of improving operational and financial performance.

The Board reviews and considers the valuations of the Company's investments held through the Partnership.

¹ Gross realised capital is total gross proceeds realised on invested capital. Of the \$1,557 million of capital realised to date, \$1,194 million is the return of the cost basis, and the remainder is profit.

² Gross Unrealised Value and Gross MOIC (Gross Multiple of Invested Capital) are before transaction costs, taxes (approximately 21 to 27.5 per cent. of U.S. sourced taxable income) and 20 per cent. carried interest on applicable gross profits in accordance with the revised terms announced on 3 January 2020, but effective 30 June 2019. Since there was no netting of losses against gains before the aforementioned revised terms, the effective carried interest rate on the portfolio as a whole will be greater than 20 per cent. No further carried interest will be payable until the \$84.7 million of realised and unrealised losses to date at 31 December 2023 are made whole with future gains. Therefore, the earned carried interest of \$0.8 million that had been deferred, has now expired as of October 2023 since the aforementioned losses were not made whole. Since REL has not yet met the appropriate Cost Benchmark at 31 December 2023, \$32.2 million in Performance Allocation fees that would have been due under the prior agreement were not accrued. In addition, there is a management fee of 1.5 per cent. of net assets (including cash) per annum and other expenses. Given these costs, fees and expenses are in aggregate expected to be considerable, Total Net Value and Net MOIC will be materially less than Gross Unrealised Value and Gross MOIC. Local taxes, primarily on U.S. assets, may apply at the jurisdictional level on profits arising in operating entity investments. Further withholding taxes may apply on distributions from such operating entity investments. In the normal course of business, REL may form wholly-owned subsidiaries, to be treated as C Corporations for US tax purposes. The C Corporations serve to protect REL's public investors from incurring U.S. effectively connected income. The C Corporations file U.S. corporate tax returns with the U.S. Internal Revenue Service and pay U.S. corporate taxes on its taxable income.

³ Represents closing price per share in USD for publicly traded shares Permian Resources Corporation (formerly Centennial Resource Development, Inc.) (NASDAQ:PR – 31-12-2023: \$13.60 per share / 30-09-2023: \$13.96 per share); Enviva, Inc. (NYSE:EVA – 31-12-2023: \$0.9958 per share / 30-09-2023: \$7.47 per share); Solid Power, Inc. (NASDAQ:SLDP – 31-12-2023: \$1.45 per share / 30-09-2023: \$2.02 per share); Hyzon Motors, Inc. (NASDAQ:HYZN – 31-12-2023: \$0.90 per share / 30-09-2023: \$1.25 per share); Tritium DCFC Limited (NASDAQ:DCFC – 31-12-2023: \$0.22 per share / 30-09-2023: \$0.30 per share); and Crescent Point (NASDAQ: CPG – 31-12-2023: \$6.93 per share / 30-09-2023: n/a).

⁴ Amounts vary due to rounding

⁵ The unrealised value of Rock Oil investment consists of rights to mineral acres.

⁶ Midstream investment

⁷ Credit investment

⁸ Withdrawn commitments consist of Origo (\$9 million) and CanEra III (\$1 million), and impairments consist of Liberty II (\$142 million), Fieldwood (\$80 million), Eagle II (\$62 million) and Castex 2005 (\$48 million)

⁹ Since REL has not yet met the appropriate Cost Benchmark at 31 December 2023, \$32.2 million in Performance Allocation fees that would have been due under the prior agreement were not accrued and thereby would have reduced the NAV on a pro forma basis to \$641 million or \$15.20 per share