

Shamaran Announces combination with Gulf Keystone

October 20, 2026

Hamilton, Bermuda - Shamaran Petroleum Ltd. (“**Shamaran**” or “**SNM**”) (Euronext Growth Oslo: SNM) (Nasdaq First North Stockholm: SNM) and Gulf Keystone Petroleum Ltd. (“**Gulf Keystone**” or “**GKP**”) announce that they have signed a Bermuda merger agreement (the “**Bermuda Merger Agreement**”) and a combination agreement (the “**Combination Agreement**”) to combine their businesses (the “**Transaction**”).

The Transaction will be structured as a statutory merger under corporate law in Bermuda, where both companies are incorporated, whereby Shamaran and Gulf Keystone will merge, with Gulf Keystone as the surviving legal entity. Completion of the Transaction is subject to customary closing conditions.

The merged company resulting from the Transaction is hereinafter referred to as the “**Combined Company**”.

Strategic rationale

- The Transaction will create a leading independent oil producer focused on the Kurdistan Region of Iraq (“**Kurdistan**”) and Federal Iraq (“**Iraq**”).
- The Transaction creates scale and diversification across four world-class fields with combined estimated working interest (“**WI**”) 2P reserves of 323 MMbbl^{1,2} and additional reserve and resource upside from Shamaran’s recently announced investment in the Hamrin field.
- Pro-forma WI production of 53 kbopd^{1,3}, ranking in the top 10 of Europe’s listed independents⁴.
- Highly complementary portfolio of four low-cost, long-life assets creating an enhanced platform for cash flow generation, shareholder distributions and growth both in the near- and medium-term, with plans to formalise the Combined Company’s distributions policy around completion of the Transaction.
- Shamaran assets operated by strategic partner HKN Energy, a proven Kurdistan operator with a strong track-record and operational approach that aligns well with Gulf Keystone’s strategy.
- Pro-forma > USD 1 billion market cap company, with improved liquidity and access to financing.
- Intention to uplist Gulf Keystone’s shares to the Euronext Oslo Børs main market and in due course discontinue their London Stock Exchange listing to provide a single liquid listing for shareholders. Listing of the Shamaran shares and Shamaran’s SDRs will cease in connection with the completion of the Transaction.
- The Transaction is supported by the largest shareholder of each company. The Lundin family, through Nemesia S.à r.l. (the “**Lundin Family**”), holds approximately 25.6% of Shamaran. Lansdowne Partners Austria GmbH (“**Lansdowne Partners**”) manages shareholdings representing approximately 13% of Gulf Keystone’s issued and outstanding shares. Each has indicated that, as at the date of this announcement, it intends to vote in favour of the Transaction. The Lundin Family will become the largest shareholder in the Combined Company and will be represented by William Lundin as the proposed Non-Executive Chair.

Shamaran shareholders, whose shares will be cancelled in the merger, will receive as consideration newly issued Gulf Keystone shares (equivalent to an aggregate amount of approximately USD 601 million for the entire issued share capital of Shamaran) equating to 0.07533958 shares in Gulf Keystone for each share held in Shamaran (the “**Exchange Ratio**”). Subject to applicable Bermuda law, the Bye-laws of Gulf Keystone and approval by the Board of Directors of Gulf Keystone, it is intended that existing shareholders of Gulf Keystone will receive a special dividend of USD 50 million at closing of the Transaction. Following completion of the Transaction, shareholders of Gulf Keystone and shareholders of Shamaran will each own approximately 50% of the shares in the Combined Company. For further details regarding the settlement of the merger consideration for holders of Shamaran shares (“**Shamaran Shares**”) and Shamaran’s Swedish depository receipts (“**Shamaran SDRs**”), respectively, including the conversion of Shamaran SDRs into Shamaran Shares, see the section “*Listings and SDR program*” below.

The Board of Directors of both Gulf Keystone and ShaMaran have unanimously approved the proposed Transaction and consider it to be in the best interests of each company and their respective shareholders, as further described under “Additional information pursuant to the Swedish Takeover Rules and other regulatory matters” below.

David Thomas, Non-Executive Chair of Gulf Keystone, comments:

“The merger creates a stronger company with greater scale, a highly complementary portfolio and a stronger cash flow profile. Expected near-term cash flow from ShaMaran’s assets complements the long-term growth potential of the Combined Company, enhancing our ability to invest in growth while delivering attractive and sustainable shareholder distributions. Together, we are better positioned to navigate the regional environment and to lead the next phase of value-creation as a leading independent oil producer focused on Kurdistan and Federal Iraq. The addition of Hamrin adds considerable further growth potential complementing the existing developed Kurdistan fields.”

Jon Harris, CEO and Executive Director of Gulf Keystone, adds:

“We view this combination as a natural next step for both companies. Bringing together Shaikan with the adjacent Atrush and Sarsang fields will deliver synergies and gives the enlarged company a significantly stronger platform to invest in the future development of Shaikan and Hamrin. We also look forward to working with HKN Energy as an experienced operator and partner on ShaMaran’s assets.”

Chris Bruijnzeels, Non-Executive Chair of ShaMaran, and proposed Non-Executive Director of Gulf Keystone following completion of the Transaction, comments:

“The Gulf Keystone merger is the logical continuation of the Kurdistan consolidation story, especially given the physical proximity of our assets. The ShaMaran board has been supportive of building a larger, more efficient vehicle for some time, and we expect there will be additional opportunities for growth open to the combined company, both in Kurdistan and Federal Iraq. A larger operator will deliver superior value for both Gulf Keystone and ShaMaran shareholders.”

Garrett Soden, CEO of ShaMaran and proposed Non-Executive Director of Gulf Keystone following completion of the Transaction, adds:

“ShaMaran today announced expanding into Federal Iraq with HKN Energy in the Hamrin field to create a diversified asset portfolio with an attractive production, reserves and cash flow profile. The Gulf Keystone merger amplifies that vision and is supported by the largest shareholders of both companies. We look forward to joining forces with Gulf Keystone, streamlining the combined business and building a platform for growth in Kurdistan and Federal Iraq that is backed by the Lundin Family and listed on the Oslo Stock Exchange.”

Key terms of the Transaction

Based on a Gulf Keystone share price as of close 19 October 2026 of GBP 225 (equivalent to NOK 28.18 per share using a GBP/NOK exchange rate of 12.5226 as of 19 October 2026), the Exchange Ratio of 0.07533958 newly issued Gulf Keystone shares for each share held in ShaMaran and the 2,887,504,313 currently outstanding ShaMaran Shares (settlement of long-term incentive plans of ShaMaran will be in cash), the equity value of ShaMaran in the Transaction is NOK 5.7 billion (equivalent to USD 601 million using a NOK/USD exchange rate of 9.4113 as of 19 October 2026), corresponding to a price per share of NOK 1.96.

The merger consideration to ShaMaran shareholders represents a premium of 22.9% to the ShaMaran closing share price as of close 19 October 2026, and a premium of 28.6% and 32.2% based on 30 and 90 trading days’ VWAP as of 19 October 2026, respectively (based on ShaMaran SDRs trading on Nasdaq First North Growth Market Stockholm). The share price of ShaMaran on 19 October 2026 does not reflect the investment in the Hamrin Field, which is announced today.

Adjusted for the special dividend of USD 50 million that Gulf Keystone intends to pay to its existing shareholders on closing of the Transaction, equivalent to USD 0.23 per share, the consideration to ShaMaran shareholders represents a premium of 13.5% to the ShaMaran closing share price as of close 19 October 2026, and a premium of 17.5% and 20.1% based on 30 and 90 trading days’ VWAP as of 19 October 2026, respectively (based on ShaMaran SDRs trading on Nasdaq First North Growth Market Stockholm).

Following completion of the Transaction, shareholders of Gulf Keystone and shareholders of ShaMaran will each own 50% of the shares in the Combined Company.

The number of shares issued to ShaMaran shareholders as part of the merger consideration will be based on the number of ShaMaran Shares outstanding at the time of completion of the Transaction, excluding any shares held in treasury. Under the assumption that the number of shares outstanding at completion of the Transaction is the same as at the date of this announcement, the aggregate number of newly issued ordinary shares in Gulf Keystone will be 217,543,362. On this basis, the total number of shares in the Combined Company following completion of the Transaction will be 435,086,735.

No fractional Gulf Keystone shares shall be delivered as merger consideration and the number of Gulf Keystone shares to be issued and delivered in accordance with the Transaction shall be rounded down to the nearest whole share. Any excess Gulf Keystone shares not allotted as a result of rounding shall be issued to and sold by a third party appointed by GKP, with the net proceeds distributed proportionately among the affected holders of ShaMaran Shares or ShaMaran SDRs.

Shareholder approval and support

The Transaction is subject to approval at special general meetings (“**SGMs**”) of Gulf Keystone and ShaMaran, with (i) in the case of Gulf Keystone, a majority of not less than three-fourths (75%) of the votes cast at the relevant SGM, and (ii) in the case of ShaMaran, not less than a two-thirds (66.67%) majority of the votes cast at the relevant SGM.

The Lundin Family, the largest shareholder of ShaMaran, holds approximately 25.6% of ShaMaran’s issued and outstanding shares, including shares represented by SDRs. Lansdowne Partners manages shareholdings representing approximately 13% of Gulf Keystone’s issued and outstanding shares. Each has informed ShaMaran and Gulf Keystone, respectively, that it supports the Transaction and that, as at the date of this announcement, it intends to vote its shares in favour of the Transaction at the relevant SGM.

The SGMs are expected to be held on or about 22 December 2026. The notices to convene the SGMs will be published through separate press releases. Gulf Keystone and ShaMaran will publish a merger information document in accordance with the Stock Market Self-Regulation Committee’s (Sw. *Aktiemarknadens självregleringskommitté*) takeover rules for certain trading platforms (the “**Swedish Takeover Rules**”) on or around 1 December 2026.

Financing

The completion of the Transaction is not conditional upon any financing, as the merger consideration in its entirety comprises newly issued ordinary shares in Gulf Keystone.

The two companies will operate independently until the Transaction has been completed. Until such date, the companies will independently finance their respective activities. It is contemplated that ShaMaran will refinance its 2029 maturity bond with approx. USD 144 million outstanding through issuance of a new bond. ShaMaran will commence marketing of its bond today. In addition, Gulf Keystone is considering new debt financing through a potential bond issue to finance some of its capital expenditures related to the further development of Shaikan and is expecting to commence marketing shortly after completion of ShaMaran marketing. These transactions are contemplated in the near term and will be announced to the market in due course, ensuring clear market and best execution for each bond.

Due diligence

When preparing for the Transaction, the companies have conducted customary due diligence reviews of certain business, financial, commercial and legal information relating to ShaMaran and Gulf Keystone, respectively. During the due diligence reviews, no material information that had not previously been made public and that could constitute inside information in relation to ShaMaran or Gulf Keystone, respectively, was provided, other than ShaMaran’s investment in a 25% stake in HKN Hamrin Ltd. and the contemplated bond issues, all of which is announced in connection with the announcement of the Transaction.

Listings and SDR program

Gulf Keystone’s shares are primary listed in the equity shares (transition) category of the Official List of the UK Financial Conduct Authority (the “**FCA**”) and traded on the Main Market for listed securities of the London Stock Exchange and secondary listed on Euronext Growth Oslo. ShaMaran’s Shares have a primary listing on Euronext Growth Oslo, and ShaMaran SDRs are secondary listed on Nasdaq First North Growth Market Stockholm.

In exchange for their ShaMaran Shares or ShaMaran SDRs, the ShaMaran shareholders and holders of ShaMaran SDRs will receive consideration in the form of newly issued shares in Gulf Keystone. All shareholders

in ShaMaran holding shares in the Norwegian central securities depository (Verdipapirsentralen) (“VPS”) will receive Gulf Keystone shares directly through VPS.

Between the date of this announcement and completion of the Transaction, ShaMaran intends to cover conversion costs for holders of ShaMaran SDRs who convert ShaMaran SDRs into ShaMaran Shares registered with VPS during such period. Holders of ShaMaran SDRs who have converted their ShaMaran SDRs into ShaMaran Shares in VPS prior to completion of the Transaction will receive newly issued Gulf Keystone shares directly in VPS in accordance with the Exchange Ratio. Holders of ShaMaran SDRs who have not converted their ShaMaran SDRs into ShaMaran Shares in VPS prior to completion of the Transaction will instead receive unlisted Swedish depository receipts, each representing a newly issued share in Gulf Keystone (“GKP SDR”). Following completion of the Transaction, holders of GKP SDRs will be able to convert their GKP SDRs into Gulf Keystone shares in VPS (the “SDR Program”). For the first 60 days following completion of the Transaction, Gulf Keystone shall cover conversion costs for holders of GKP SDRs who convert their GKP SDRs into Gulf Keystone shares registered with VPS. The SDR Program is a temporary solution that is expected to be terminated no later than 12 months after the issuance of the GKP SDRs. Upon termination of the SDR Program, all holders of GKP SDRs who have not yet converted their GKP SDRs into ordinary shares in Gulf Keystone will automatically have their GKP SDRs redeemed by Gulf Keystone whereby the shares in Gulf Keystone that the GKP SDRs represent will be sold in the market and the net average sales proceeds will then be paid pro rata to the previous holders of such GKP SDRs. Further details and practical information will be provided in due course.

It is the intention of Gulf Keystone to move its primary listing and uplist to the main list of Euronext Oslo Børs and in due course discontinue the London listing to provide a single liquid listing for shareholders. Further details regarding timing will be provided to the market in due course. The respective listings of the ShaMaran Shares and ShaMaran SDRs will cease in connection with the completion of the Transaction.

The Transaction constitutes a reverse takeover for Gulf Keystone under the UK Listing Rules. As a result, Gulf Keystone expects that the existing listing of its shares in the equity shares (transition) category of the Official List of the FCA will be cancelled upon completion of the Transaction. Unless Gulf Keystone applies for admission of the Combined Company’s shares to a different listing category of the Official List of the FCA, the shares of the Combined Company will not be admitted to the Official List of the FCA or to trading on the Main Market for listed securities of the London Stock Exchange.

Indicative timetable⁵

On or around 1 December 2026 –	Merger information document published
On or around 22 December 2026 –	SGMs in Gulf Keystone and ShaMaran

Following shareholder approval and satisfaction or waiver of the applicable conditions to closing, the parties will submit an application to the Registrar of Companies in Bermuda for registration of Gulf Keystone as the surviving company of the merger. The merger will become effective upon the issuance of the certificate of merger by the Registrar of Companies in Bermuda, at which time the Transaction will complete, which is expected to occur mid-2027.

Additional information pursuant to the Swedish Takeover Rules and other regulatory matters

Overview of the Combined Company

Business overview

The Combined Company will be a leading independent oil producer focused on Kurdistan and Iraq with a highly complementary portfolio of four low-cost, long-life assets. Gulf Keystone’s operated position in the Shaikan Field (61.5% WI¹) will be combined with ShaMaran’s non-operated positions in the Atrush (50% WI) and Sarsang (18% WI) fields in Kurdistan, as well as ShaMaran’s announced investment in the Hamrin field (25% shareholding in HKN Hamrin Ltd., the joint venture company holding 100% of the Hamrin development and production contract (“DPC”). The Combined Company will benefit from increased scale and diversification, with combined estimated WI 2P reserves of 323 MMbbl^{1,2} and pro-forma WI production of 53 kbopd^{1,3} ranking in the top 10 of Europe’s listed independents⁴.

Synergies

The Transaction is expected to create value for the shareholders of the Combined Company through annual G&A synergies estimated at up to USD 5 million per annum resulting from the further optimisation of Gulf Keystone’s and ShaMaran’s lean corporate costs.

Board of directors, management and employees

An experienced Board of Directors ("**Board**") will be proposed to shareholders reflecting the ownership of the Combined Company. William Lundin, CEO of International Petroleum Corp. and Lundin Family representative on ShaMaran's current Board of Directors, will be proposed for election as Non-Executive Chair with Gulf Keystone's current Chair David Thomas continuing as Vice Chair. Chris Bruijnzeels, ShaMaran's Chair of the Board, Garrett Soden, ShaMaran's CEO, Marianne Daryabegui, current GKP Board member, and Julien Balkany, current GKP Board member, will be proposed for election as independent Non-Executive Directors. Following the Transaction, Gulf Keystone's CEO Jon Harris and CFO Gabriel Papineau-Legris will continue in their roles for the merged entity, with Jon Harris joining the Board.

There are currently no decisions on any material changes to Gulf Keystone's or ShaMaran's employees or to the existing organisation and operations, including the terms of employment and locations of the business.

Ownership structure

Following completion of the Transaction, shareholders of Gulf Keystone and shareholders and SDR holders of ShaMaran will each own approximately 50% of the shares in the Combined Company. The Lundin family will become the largest shareholder in the Combined Company with a 12.8% stake.

Preliminary combined financial information

The preliminary combined financial information and other estimated financial effects set forth below are provided for illustrative purposes only. The preliminary combined financial information in the table below does not constitute pro forma financial information and has not been reviewed by the companies' auditors. Financial information for Gulf Keystone and ShaMaran has been based on unaudited figures for the period 1 January – 30 June 2026. Accordingly, this information may differ from the pro forma financial information that will be included in the merger information document. Other estimated financial future effects set forth in this announcement are based on hypothetical estimates and should not be viewed as pro forma information.

Key unaudited financial information under IFRS as reported by each company – in summary for the period 1 January – 30 June 2026

Amounts in USD million	Gulf Keystone	ShaMaran	Combined Company
Revenue	57.8	55.8	113.6
Profit after tax	12.9	25.8	38.7
Total Assets	635.9	473.6	1,109.5
Equity	478.6	274.2	752.8

Recommendation from the Board of Directors of ShaMaran

Considering the rationale for the Transaction and the creation of the Combined Company set out under the sections "*Strategic rationale*" and "*Overview of the Combined Company*" in this press release, ShaMaran's Board of Directors considers the merger consideration to be fair from a financial point of view and unanimously recommends the shareholders and ShaMaran SDR holders to vote in favour of the Transaction at the SGM in ShaMaran, to be held on or about 22 December 2026.

Pursuant to the Swedish Takeover Rules, ShaMaran's Board of Directors is required to, based on Gulf Keystone's statement in its announcement of the Transaction, present its opinion on the impact that the implementation of the Transaction will have on ShaMaran, particularly in terms of employment, and its opinion regarding Gulf Keystone's strategic plans for the Combined Company and the effects it is anticipated that such plans will have on employment and the locations where ShaMaran conducts its operations. In its press release announcing the Transaction, Gulf Keystone's states: "*There are currently no decisions on any material changes to Gulf Keystone's or ShaMaran's employees or to the existing organisation and operations, including the terms of employment and locations of the business.*" ShaMaran's Board of Directors assumes that this statement is accurate and has no reason to take a different view.

The Board of Directors of ShaMaran's decisions on the Transaction, including the decision to recommend holders of ShaMaran Shares and ShaMaran SDRs to vote in favour of the Transaction at the SGM in ShaMaran, were made by the board members Chris Bruijnzeels, Garrett Soden, Keith Hill, Mike Ebsary and William Lundin. William Lundin is a member of the Lundin family, which, through Nemesia S.a.r.l., has indicated its support for the Transaction and its intention to vote in favour of it at the ShaMaran SGM, as described under "Shareholder approval and support".

Recommendation from the Board of Directors of Gulf Keystone

Gulf Keystone's Board of Directors considers the merger consideration to be fair from a financial point of view and unanimously recommends the shareholders of Gulf Keystone to vote in favour of the Transaction at the SGM in Gulf Keystone, to be held on or about 22 December 2026.

Shareholdings between Gulf Keystone and ShaMaran

Gulf Keystone does not hold or control any shares in ShaMaran or any other financial instruments that give Gulf Keystone a financial exposure equivalent to a shareholding in ShaMaran. Neither Gulf Keystone nor any of its closely related parties have acquired any shares in ShaMaran during the last six months prior to the announcement of the Transaction.

ShaMaran does not hold or control any shares in Gulf Keystone or any other financial instruments that give ShaMaran a financial exposure equivalent to a shareholding in Gulf Keystone. Neither ShaMaran nor any of its closely related parties have acquired any shares in Gulf Keystone during the last six months prior to the announcement of the Transaction.

Pre-merger undertakings

Gulf Keystone and ShaMaran, respectively, have undertaken to use their reasonable best efforts to complete the Transaction on the terms as set out in the Bermuda Merger Agreement and the Combination Agreement.

During the period from approval of the Transaction by the SGMs in Gulf Keystone and ShaMaran, respectively, until completion of the Transaction, Gulf Keystone and ShaMaran shall, and shall cause each member of their respective groups to, carry on its business in the ordinary course of business and in the same manner as heretofore conducted and in compliance with all applicable laws and regulations. Without limiting the generality of the foregoing, during such period, neither Gulf Keystone nor ShaMaran shall, and each shall ensure that no member of its group does, without the prior written consent of the other company (such consent not to be unreasonably withheld or delayed), take any of the following actions:

- amend its organisational documents or change its share capital (except for the increase in Gulf Keystone's authorised share capital and the consequential amendment to Gulf Keystone's bye-laws contemplated by the Combination Agreement), or issue, split, reclassify, sell, redeem, repurchase or encumber any shares in any group company;
- declare or pay any dividend or make any other value transfer to shareholders, directors or members of management, other than (i) dividends of up to USD 25,000,000 per company if completion has not occurred by 15 March 2027, (ii) an additional dividend of up to USD 25,000,000 per company if completion has not occurred by 23 August 2027, and (iii) the special dividend of USD 50,000,000 by Gulf Keystone to its existing shareholders prior to completion;
- make or agree to any material change to the terms of employment of senior management, materially change general employment terms or payroll, introduce or amend any incentive scheme or bonus arrangement (other than ordinary course bonuses at the boards' discretion), or make any material hiring or workforce reduction (provided that Gulf Keystone shall be permitted to make hires required to fulfil its capital expenditure program);
- waive, settle or compromise any threatened or actual litigation or dispute, other than for cash amounts not exceeding USD 5,000,000 (or equivalent) per matter, amounts covered by existing insurance, or settlements involving no payment and no material obligation;
- take, or fail to take, any action that would, or would reasonably be likely to, prevent or materially delay or impede satisfaction of the conditions for completion of the Transaction;
- acquire, sell or agree to acquire or sell any material shares, assets or business (other than ShaMaran's investment in a 25% stake in HKN Hamrin Ltd.), enter into any material agreement or commitment outside the ordinary course of business, create any encumbrance over any material asset, or terminate or amend any material agreement; or
- incur any financial indebtedness other than the new bonds intended to be issued by each of Gulf Keystone and ShaMaran, incur any other material obligation or liability (including guarantees or indemnities), waive any material claim, or make any loan or capital contribution to a third party.

The foregoing restrictions are subject to certain exceptions, being (i) actions required by applicable law, (ii) actions expressly permitted or required by the Combination Agreement, (iii) actions in the ordinary course of business consistent with past practice, (iv) completion or performance of legally binding obligations under

contracts entered into in the ordinary course prior to the date of the Combination Agreement, (v) actions in furtherance of an approved work program, budget or authority for expenditure, (vi) actions in response to a disaster, emergency, or health, safety or environmental concern, (vii) actions in response to an event beyond the companies' control with a material adverse effect on the relevant company, (viii) with respect to ShaMaran, any action in connection with ShaMaran's investment in a 25% stake in HKN Hamrin Ltd. (including funding HKN Hamrin Ltd. by loans or capital contributions) and/or the senior unsecured bond that ShaMaran intends to issue, (ix) the exercise, vesting or settlement of options, restricted share units or other awards outstanding at the date of the Combination Agreement under a company's incentive plans in accordance with their existing terms, and (x) performance of a contractual obligation to a director or employee existing and disclosed to the other company prior to the date of the Combination Agreement.

During the period from approval of the Transaction by the SGMs in Gulf Keystone and ShaMaran, respectively, until completion of the Transaction, each of Gulf Keystone and ShaMaran shall, to the extent legally permissible, promptly notify the other company if it becomes aware of any fact, circumstance, act, matter or other event which has occurred, or is reasonably likely to occur, and which constitutes a breach of, or is inconsistent with, its obligations under the Combination Agreement, including the pre-merger undertakings described above.

Conditions for the Transaction

In addition to approvals at each company's SGM, completion of the Transaction is conditional upon satisfaction of the following conditions, which are for the benefit of both Gulf Keystone and ShaMaran (the "**Mutual Conditions**"):

- approval of the Bermuda Merger Agreement, the Combination Agreement and the Transaction by the SGMs of Gulf Keystone and ShaMaran, respectively;
- that all permits, approvals, decisions and other measures from authorities or similar bodies required for the Transaction have been obtained, including approval by the government and/or relevant ministry of the Kurdistan Regional Government, in each case on terms acceptable to the respective company;
- no decision by Euronext Oslo Børs to delist the Gulf Keystone shares from Euronext Growth Oslo based on Gulf Keystone's report on continued listing cf. Euronext Growth Oslo Rule Book II section 3.16;
- that the Transaction has not, wholly or partially, been rendered impossible or significantly impeded as a result of legislation or other regulation, a court ruling, a decision by a regulatory authority or any similar circumstance;
- that neither Gulf Keystone nor ShaMaran has breached its pre-merger undertakings during the period from approval of the Transaction by the SGMs of Gulf Keystone and ShaMaran, respectively, until completion, in a manner that would have a material adverse effect on the Transaction or the Combined Company; and
- ShaMaran's investment in a 25% stake in HKN Hamrin Ltd. having been completed prior to or simultaneously with completion of the Transaction.

Completion of the Transaction is further conditional upon satisfaction of the following conditions, which are for the benefit of Gulf Keystone only (the "**Gulf Keystone Conditions**"):

- no Material Adverse Change⁶ having occurred in respect of ShaMaran;
- there is no (i) declaration by any bond trustee under any outstanding bond of ShaMaran or any member of its group that the outstanding amounts thereunder, together with accrued interest and any other amounts outstanding, are immediately due and payable prior to their stated maturity as a result of an event of default which is continuing under such bond, or (ii) mandatory redemption pursuant to any such bond having occurred, in each case which has had or could reasonably be expected to have a material adverse effect on the financial position of ShaMaran or the Combined Company;
- no information made public by ShaMaran, or disclosed by ShaMaran to Gulf Keystone, being inaccurate, incomplete or misleading, and ShaMaran having made public all information that should have been made public by ShaMaran; and
- the companies not having received valid notices from holders of Gulf Keystone shares and/or ShaMaran Shares regarding payment of the fair value of their shares under the Merger Agreement in respect of a number of Gulf Keystone shares and ShaMaran Shares which, in aggregate, represents 1.25% or more of the aggregate number of issued and outstanding Gulf Keystone shares and ShaMaran Shares.

Completion of the Transaction is further conditional upon satisfaction of the following conditions, which are for the benefit of ShaMaran only (the "**ShaMaran Conditions**"):

- no Material Adverse Change⁶ having occurred in respect of Gulf Keystone;
- there is no (i) declaration by any bond trustee under any outstanding bond of Gulf Keystone or any member of its group that the outstanding amounts thereunder, together with accrued interest and any other amounts

outstanding, are immediately due and payable prior to their stated maturity as a result of an event of default which is continuing under such bond, or (ii) mandatory redemption pursuant to any such bond having occurred, in each case which has had or could reasonably be expected to have a material adverse effect on the financial position of Gulf Keystone or the Combined Company;

- no information made public by Gulf Keystone, or disclosed by Gulf Keystone to ShaMaran, being inaccurate, incomplete or misleading, and Gulf Keystone having made public all information that should have been made public by Gulf Keystone; and
- no change in the number of authorised or issued shares or share capital of Gulf Keystone having occurred (other than in order to facilitate for the issuance of the merger consideration) since the date of the Combination Agreement and no instruments, including options and convertible loans, giving rights to shares if Gulf Keystone have been issued or granted from the date of the Combination Agreement (excluding granted option rights with vesting, in the ordinary course, consistent with past practice, relating to long-term incentive programs or deferred bonuses).

If the conditions set out in this section have not been satisfied (or waived, where capable of waiver) and completion of the Transaction has not taken place on or before 31 December 2027, or if required by ShaMaran in order to accept a superior offer for ShaMaran prior to the date of the ShaMaran SGM, the Transaction will not be implemented and the Bermuda Merger Agreement and the Combination Agreement shall cease to have any further effect, provided, however, that the Transaction will only be discontinued and the Bermuda Merger Agreement and the Combination Agreement shall only cease to have any further effect, to the extent permitted by the Swedish Takeover Rules, if the relevant matter is of material importance to the Transaction or the Combined Company. The Mutual Conditions may be waived only by written agreement of both Gulf Keystone and ShaMaran, the Gulf Keystone Conditions may only be waived by Gulf Keystone and the ShaMaran Conditions may only be waived by ShaMaran, provided that no condition relating to (i) compliance with the Bermuda Companies Act 1981, (ii) approval of the Bermuda Merger Agreement by the shareholders of either company or (iii) any other requirement of applicable law, may be waived.

The Board of Directors of both Gulf Keystone and ShaMaran shall, subject to applicable law, be entitled to jointly decide to postpone the last date for fulfilment of the conditions from 31 December 2027 to a later date.

Approval from authorities

As described in the conditions above, the completion of the Transaction is conditional upon, *inter alia*, that all permits, approvals, decisions and other measures from authorities or similar bodies required for the Transaction have been obtained, including approval by the government and/or relevant ministry of the Kurdistan Regional Government, in each case on terms acceptable to the respective company.

According to Gulf Keystone's and ShaMaran's current assessment, the Transaction will require approval by the government and/or relevant ministry of the Kurdistan Regional Government. Gulf Keystone and ShaMaran have initiated the work on filings relevant for the Transaction and expect to obtain the approvals within 6 – 9 months of the date of this announcement.

Effectiveness of the Merger and statutory Bermuda rights

The Transaction will become effective upon the issuance of a certificate of merger by the Registrar of Companies in Bermuda. Upon the Merger becoming effective, the undertaking, property and liabilities of ShaMaran will vest in Gulf Keystone as the surviving company of the merger and ShaMaran will cease to exist as a separate legal entity. This is expected to occur mid-2027. The companies will announce the date on which the Registrar of Companies in Bermuda is expected to register the Transaction at a later stage.

The last day of trading in the ShaMaran Shares on Euronext Growth Oslo and the ShaMaran SDRs on Nasdaq First North Growth Market is expected to be the same day as the registration of the Transaction by the Registrar of Companies in Bermuda and the first day of trading on Euronext Growth Oslo of the newly issued Gulf Keystone shares is estimated to take place the first trading day following the day of the registration of the Transaction, subject to consent from the Oslo Stock Exchange.

Following the last day of trading in ShaMaran SDRs and in conjunction with the registration of the Transaction by the Registrar of Companies in Bermuda, ShaMaran will confirm its request to DNB Bank ASA, Sweden Branch to terminate the ShaMaran SDR program. Upon termination, all remaining holders of ShaMaran SDRs will receive consideration in the form of newly issued Gulf Keystone shares or GKP SDRs.

The Transaction is a share-for-share statutory merger. Notwithstanding the share-for-share structure, section 106 of the Bermuda Companies Act recognises that individual shareholders of either company who do not vote in favour of the merger have the right to claim the fair value of their shares in cash rather than shares in the

Combined Company. In light of this statutory right, it may be that one or more shareholders claim the fair value of their shares in cash. Despite the share-for-share structure of the Transaction, Gulf Keystone will accommodate that right up to the threshold set out in the Combination Agreement. Payments of any and all claims up to the cap will be made from Gulf Keystone's own funds. For more information, please refer to section "*Conditions for the Transaction*". The Board of Directors of Gulf Keystone and ShaMaran have, in accordance with the Bermuda Merger Agreement, determined that the fair value of each share in Gulf Keystone is USD 2.99 and that the fair value of each share in ShaMaran is USD 0.186.

Applicable law and disputes

The Swedish Stock Market Self-Regulation Committee's takeover rules for certain trading platforms and the Swedish Securities Council's rulings and statements regarding the interpretation and application of the Swedish Takeover Rules apply to the Transaction. Gulf Keystone has, in accordance with the Swedish Takeover Rules, undertaken towards Nasdaq Stockholm to comply with the Swedish Takeover Rules and to submit to any sanctions that Nasdaq Stockholm may impose for a breach of the Swedish Takeover Rules. Swedish law shall apply to, and any dispute relating to or arising in connection with, the agreements entered into between Gulf Keystone and the shareholders of ShaMaran in connection with the Transaction shall be settled exclusively by the Swedish courts, with the District Court of Stockholm as the court of first instance. However, each shareholder is entitled to instead elect arbitration against Gulf Keystone under the Arbitration Rules of the SCC Arbitration Institute, in which case the seat of arbitration shall be Stockholm and the language of the proceedings shall be Swedish.

Since neither Gulf Keystone nor ShaMaran has its registered office in the United Kingdom, the Channel Islands or the Isle of Man then the City Code on Takeovers and Mergers (the "**Takeover Code**") does not apply to the Transaction, and nor will the Takeover Code apply to the Combined Company following completion of the Transaction.

Advisors

SB1 Markets AS is acting as financial advisor and Advokatfirmaet BÅHR AS is acting as coordinating lead legal advisor under Norwegian and Swedish law, Carey Olsen is acting as legal advisor under Bermuda law to Gulf Keystone and Herbert Smith Freehills Kramer LLP are acting as legal advisor under English law. Canaccord Genuity Limited and Peel Hunt LLP are Gulf Keystone's retained corporate brokers in the UK.

Pareto Securities AS is acting as financial advisor and Advokatfirmaet Thommessen AS is acting as coordinating lead legal advisor under Norwegian law, Gernandt & Danielsson Advokatbyrå is acting as legal advisor under Swedish law and Conyers Dill & Pearman Limited is acting as legal advisor under Bermuda law to ShaMaran.

Conference call and investor presentation:

Gulf Keystone will host a presentation for investors and analysts at 11:00 CEST today (20 October 2026).

Sell-side analysts are requested to join the meeting via the dial-in details provided to them separately and ask questions verbally. Investors are encouraged to submit written questions via the webcast.

Link to webcast: <https://brrmedia.news/GKPSNM2026>

Further information, including the investor presentation and a replay of the conference call will be provided on www.gulfkeystone.com and www.shamaranpetroleum.com.

- (1) Based on a Gulf Keystone WI in Shaikan of 61.5%. Current WI of 80% subject to expected reduction to 61.5% post implementation of 2nd Shaikan PSC amendment.
- (2) As of 31 December 2025. 2P reserves related to the Shaikan field are internally estimated by Gulf Keystone. ShaMaran resources are estimated by McDaniel & Associates Consultants Ltd.
- (3) Gulf Keystone WI production based on current gross well capacity of approximately 45,000 bopd. ShaMaran WI production based on estimated gross restart production rate of 40-44K bopd at Atrush and 20-24K bopd at Sarsang (post rerouting of production to smaller Early Production Facilities).
- (4) Among European-listed oil and gas independents, with peer production reflecting the period of each company's latest financial report.
- (5) All dates are preliminary and may be subject to change.
- (6) "Material Adverse Change" means any event, change, occurrence, effect or fact that, individually or in the aggregate with other events, changes, occurrences, effects or facts, results in production from either the Shaikan Field in Kurdistan ("**GKP Asset**") or the Atrush Block and Sarsang Block in Kurdistan ("**SP Assets**") being below the MAC Daily Threshold (meaning, with respect to the GKP Asset, a WI production

of less than 10,000 barrels of oil per day (“bopd”), and for the SP Assets, an aggregate WI production of less than 10,000 bopd) for each day in a continuous period of 120 days or more, as a result of any physical damage occurring to all or any part of the GKP Asset or SP Assets, respectively, provided that any production shut-in, interruption or physical damage occurring, existing or publicly disclosed prior to the signing date of the Combination Agreement, and the continuation thereof, shall be disregarded.

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Gulf Keystone

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About ShaMaran:

Shamaran is an independent oil and gas company with non-operated stakes in three fields in Iraq. The Company indirectly holds a 50% WI in the Atrush Block and an 18% WI in the Sarsang Block, both in the Kurdistan Region of Iraq. The Company has entered into an agreement for a 25% interest in the Hamrin JV, which holds the Hamrin DPC in Federal Iraq. The Company is listed in Oslo on Euronext Growth and in Stockholm on Nasdaq First North (ticker “SNM”). ShaMaran is part of the Lundin Group of Companies. ShaMaran’s Certified Advisor on Nasdaq First North is FNCA Sweden AB.

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About Gulf Keystone:

Gulf Keystone Petroleum Ltd. (LSE & OSE: GKP) is a leading independent operator and producer in the Kurdistan Region of Iraq. Further information on Gulf Keystone is available on its website www.gulfkeystone.com

Other disclosures

This information is considered to be inside information pursuant to the EU Market Abuse Regulation and is subject to the disclosure requirements pursuant to Section 5-12 of the Norwegian Securities Trading Act and published in accordance with the Swedish Takeover Rules. This stock exchange announcement was published by Elvis Pellumbi, Chief Financial Officer at ShaMaran Petroleum Ltd. and Aaron Clark, Head of Investor Relations & Corporate Communications at Gulf Keystone Petroleum Ltd., on 20 October at 08:00 CEST.

For more information about the Transaction, please visit: <https://shamaranpetroleum.com/investors/stock-info/> and <https://www.gulfkeystone.com/investors/gkp-merger-with-shamaran-petroleum/>.

IMPORTANT NOTICE

This announcement is issued for information purposes only and does not constitute notice to a general meeting or the Bermuda Merger Agreement, nor does it form a part of any offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction. Neither this announcement nor the information contained herein is for publication, distribution or release, in whole or in part, directly or indirectly, in or into or from the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, Japan, Hong Kong, South Africa or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The publication, distribution or release of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**US Securities Act**”). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the US Securities Act or in a transaction not subject to the US Securities Act. Any decision with respect to the proposed merger should be made solely on the basis of information to be contained in the actual notices to the general meetings of the

relevant companies, and the Bermuda Merger Agreement (with pertaining documents) related to the merger. You should perform an independent analysis of such information when making any investment decision.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as “believe”, “expect”, “anticipate”, “strategy”, “intends”, “estimate”, “will”, “may”, “continue”, “should” and similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they reflect the Company’s current expectations and assumptions as to future events and circumstances that may not prove accurate. A number of material factors could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. No assurance can be given that such expectations will prove to have been correct. The information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice.

This announcement is for information purposes only and is not to be relied upon in substitution for the exercise of independent judgment. It is not intended as investment advice and under no circumstances is it to be used or considered as an offer to sell, or a solicitation of an offer to buy any securities or a recommendation to buy or sell any securities.

This press release has been published in English and Swedish. In the event of any discrepancy between the two language versions, the English version shall prevail.