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CONFIDENTIAL AND PRIVILEGED

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Case responsible attorney:
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COMPETITION ACT § 18
SIMPLIFIED NOTIFICATION OF CONCENTRATION

Vår Energi's acquisition of sole control over Pandion

1. CONTACT INFORMATION

1.1 Notifying party

Name:	Vår Energi ASA
Address:	Vestre Svanholmen 1 4313, Sandnes, Norway
Org. No.:	919 160 675

1.2 The notifying party's representative

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1.3 Target company

Name:	Pandion Energy AS
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1.4 Target company's representative

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2. DESCRIPTION OF THE CONCENTRATION / ACQUISITION

2.1 Introduction

(1) The transaction entails that Vår Energi ASA (hereinafter "**Vår Energi**" or "**Notifying Party**") acquires Pandion Energy AS' (hereinafter "**Pandion**" or "**Seller**") participating interests in production licenses on the Norwegian Continental Shelf (hereinafter "**Pandion's Assets**" or "**Target**") (Vår Energi and Target collectively hereinafter referred to as "**the Parties**") and thus corresponding sole control over Pandion's business (the "**Transaction**").

2.2 Description of the transaction

(2) The Notifying Party will, through a sale and purchase agreement ("**SPA**"), acquire sole control over the Target. The SPA entails that Vår Energi will acquire all of Pandion's participating interests in production licenses and fields on the Norwegian Continental Shelf ("**NCS**"), together with corresponding rights, interests, liabilities, obligations, entitlements, documents and data.

(3) Specifically, the Transaction entails the transfer of the following participating interests in production licenses:

-	PL 263 D	49%
-	PL 263 E	49%
-	PL 263 F	49%
-	PL 263 G	49%
-	PL 263 H	49%
-	PL 929	20%
-	PL 1151	20%
-	PL 1151 B	20%
-	PL 1180	30%
-	PL 1288 S	20%
-	PL 378	12.12%
-	PL 418	10%
-	PL 418 B	10%
-	Nova field	10%[1]

[1] The transfer of the Nova field participating interests entails the transfer of PL 378, 418 and 418 B

(4) It is only production licenses 378, 418 and 418B (i.e., Nova field) that are developed for production. In connection with the transfer of the production fields, Pandion's ownership to production facilities such as wells, subsea templates, pipelines and other relevant equipment will be transferred to the Notifying Party. As a part of the Transaction, Pandion will also transfer approximately 19 employees to Vår Energi.

(5) The acquisition is planned to be completed upon receipt of approval from the Norwegian Competition Authority and the Ministry of Energy, and upon submission of a notification to the Ministry of Finance in accordance with the Petroleum Tax Act. The Transaction is subject to no other merger filing obligations.

2.3 Transaction rationale

(6) The rationale for the Transaction is to [redacted]

3. MERGER FILING OBLIGATION

(7) Transactions in which one or more undertakings, collectively or individually, permanently acquire control over another undertaking must be notified to the Norwegian Competition Authority, cf. the Competition Act § 18.

(8) As Vår Energi acquires all of Pandion's participating interest in production licenses on the NCS, which is Pandion's main turnover generative assets, the Transaction constitutes a concentration within the meaning of the Competition Act § 17 (1) and (3). Based on the factual and legal circumstances described in section 2.2, it is clear that the Notifying Party will acquire sole control on a lasting basis over the Target, cf. the Competition Act § 18, cf. § 17. Furthermore, the Parties have a combined turnover that exceeds the thresholds in § 18 second paragraph, see section 5 below.

(9) At the same time, the conditions for submitting a simplified notification are fulfilled, as the Parties do not have any horizontal overlaps in which the combined market share exceeds 20%, and the Parties do not have a market share exceeding 30% in any relevant vertically linked product market, cf. the Norwegian regulation for the notification of mergers ("the regulation on notifications") § 3(1) no. 3 b). Reference is made in this regard to the description under section 6.

4. THE PARTIES

4.1 Notifying Party – Vår Energi

(10) Vår Energi ASA was established in 2018 through the merger between Eni Norge AS and Point Resources AS, the latter companies owned by Eni International B.V. ("**Eni**") and Point Resources Holding AS ("**Hitec**") respectively. Vår Energi underwent an IPO in 2022, becoming

a company listed on the Oslo Stock Exchange. In connection with this, Eni and Hitec reduced their respective stakes from 69.85% to 63.04% and from 30.15% to 20.70%. Hitec has subsequently, stepwise, exited their ownership position in Vår Energi. Eni does not appoint a majority of the Board members or holds a casting vote in the Board as this is given to the independent Chair of the Board, and shifting majorities are possible within the Board for resolutions of strategic nature. In addition, a qualified majority of two-thirds of the share capital is required to pass a resolution at the General Shareholders' Meeting. Vår Energi is therefore no longer controlled by Eni. In 2024 Vår Energi completed the acquisition of Neptune Energy Norge AS through a purchase of 100 % of the shares in Neptune Energy AS.

(11) Vår Energi is a full profile exploration and production ("**E&P**") company, that is active within exploration, field development and production on the NCS, and operates fields in the Barents Sea, the Norwegian Sea and the North Sea. Vår Energi has approximately 1 450 employees, onshore and offshore, and is headquartered in Sandnes with local offices in Hammerfest, Florø and Oslo.

(12) Currently, Vår Energi is the operator of seven producing fields on the NCS:

- **Goliat**: The Goliat field is located in PL 229 in the Barents Sea. Vår Energi is the operator with 65% participating interest,[2] while Equinor as a partner holds 35%. Goliat was discovered in 2000 and the plan for development and operation was approved in 2009. When operations started in March 2016, it was the first producing oil field in the northernmost area of the NCS. Goliat is developed with a fully winterized production unit, including subsea systems.

- **Fenja**: The Fenja field is located in the Norwegian Sea, and was discovered in 2014 with production started in 2023. The well stream is routed by pipeline to the Njord A facility for processing. The oil is stored at the Njord B facility and transferred to shuttle tankers. The gas is exported via the Åsgard Transport System ("**ÅTS**"). Vår Energi is the operator of the field with a 75 % participating interest,[3] while the partner DNO Norge AS holds the remaining 25 % participating interest. As production from the field has been lower than expected, work to evaluate further appraisal of prospects in the vicinity and to establish a development project is ongoing.

- **Gjøa**: The Gjøa field is located in the North Sea, and was discovered in 1989. Production started in 2010. The field is developed with a semi-submersible production facility and is partly supplied with power from onshore facilities. The Vega, Duva and Nova fields are tied-back to Gjøa. Stabilized oil is exported by pipeline connected to Troll Oil Pipeline II, for further transport to the Mongstad terminal. Rich gas is exported via the Far North Liquids and Associated Gas System ("**FLAGS**") on the UK continental shelf, for further processing at the St Fergus terminal in the UK. The field is currently a mature asset, entailing a decline in production, due to which the development of the field is focusing on production optimization. Vår Energi is the

[2] By sale and purchase agreement [redacted], Vår Energi has sold a 20% participating interest in Goliat to ORLEN Upstream Norway AS, reducing its Goliat interest to 45%. The transaction is subject to customary government approvals.
[3] By sale and purchase agreement [redacted], Vår Energi has sold a 25% participating interest in Fenja to Concedo AS, reducing its Fenja interest to 50%. The transaction is subject to customary government approvals.

operator of the field, holding a 30 % participating interest,[4] together with partners Petoro (30 %), Harbour Energy Norge (28 %) and OKEA (12 %).

- **Duva**: The Duva field is located in the northern part of the North Sea, close to the Gjøa field. The field was discovered in 2016, and production started in 2021. The well stream from the field is routed to the Gjøa platform for processing and export. Vår Energi is the operator of the field with a 30 % participating interest, while INPEX Idemitsu Norge AS and ORLEN Upstream Norway AS hold a 30 % interest each, and DNO Norge holds the remaining 10 %.

- **Balder coordinated area**:

  - **Balder**: The Balder field is located mainly in PL 001 on the Utsira High in the North Sea. It was the first license awarded on the NCS and the site of the first exploration drilling and oil discovery offshore Norway. Vår Energi is the operator with a 90% participating interest, while the partner Kistos Energy (Norway) AS holds 10%. The Balder field is developed with a FPSO tied to several subsea production systems. Production started in 1999. Natural gas produced at Balder is exported to Gassled, while oil is transported by tankers. While the field is in the tail production phase, Vår Energi plans to extend the Balder area production towards 2045 and is progressing a field life extension project which includes upgrades to Balder FPSO (2030), relocation and upgrades to the Jotun FPSO, new seismic surveys and further drilling programs (The Balder Future Project).

  - **The Ringhorne** field is mainly located in PL 027 in the North Sea, about nine kilometers northeast of the Balder FPSO. Vår Energi is the operator of Ringhorne with a 90% participating interest, with Kistos Energy (Norway) AS as partner (10%). The field is developed with a platform with initial processing and water injection capabilities. Production of oil and gas is routed to the Balder FPSO for final processing, storage and export. Production started in 2003.

  - **Ringhorne East** is located in PL 027 and 169E and developed with four wells from the Ringhorne platform with production start in 2006. A new drilling campaign from the Ringhorne platform commenced in November 2019 and is still ongoing. Vår Energi is the operator of Ringhorne East with a 69,98% participating interest. The other Ringhorne East partners are DNO Norge AS (22,62%) and Kistos Energy (Norway) AS (7,4%).[5]

(13) In addition to the operated fields, Vår Energi currently holds participating interests in 41 partner operated fields on the NCS:

[4] By a swap transaction [redacted] Vår Energi acquired an additional 5% participating interest in Nova and 15% in Ringhorne North from DNO Norge AS in exchange for a 5% interest in Gjøa from Vår Energi to DNO Norge AS, thus reducing the Gjøa interest of Vår Energi to 25% and increasing the Nova interest of Vår to 15%. The transaction is subject to customary government approvals.

[5] For further information about the fields, please refer to https://www.norskpetroleum.no/en/facts/field/

- North Sea:[6]

    - **Albuskjell** (52,3 %)
    - **Breidablikk** (34,4 %)
    - **Byrding** (15,0 %)
    - **Ekofisk** (12,4 %)
    - **Eldfisk** (12,4 %)
    - **Embla** (12,4 %)
    - **Fram** (40,0 %)
    - **Fram H-Nord** (10,8 %)
    - **Grane** (28,3 %)
    - **Gudrun** (25,0 %)
    - **Gungne** (13,0 %)
    - **Sigyn** (40,0 %)
    - **Sleipner Vest** (17,2 %)
    - **Sleipner Øst** (15,4 %)
    - **Snorre** (18,2 %)
    - **Statfjord** (21,4 %)
    - **Statfjord** Nord (25,0 %)
    - **Statfjord** Øst (20,6 %)
    - **Svalin** (13,0 %)
    - **Sygna** (21,0 %)
    - **Tommeliten A** (9,1 %)
    - **Tommeliten Gamma** (9,1 %)
    - **Tor** (10,8 %)
    - **Tordis** (16,1 %)
    - **Vega** (3,3 %)
    - **Vest Ekofisk** (52,3 %)
    - **Vigdis** (16,1 %)

- Norwegian Sea:

    - **Bauge** (30,0 %)
    - **Halten Øst** (24,6 %)
    - **Morvin** (30,0 %)
    - **Mikkel** (48,4 %)
    - **Njord** (22,5 %)
    - **Kristin** (16,7 %)
    - **Tyrihans** (18,0 %)
    - **Ormen Lange** (6,3 %)
    - **Heidrun** (5,2 %)
    - **Hyme** (30,0 %)
    - **Trestakk** (40,9 %)
    - **Åsgard** (22,7 %)

- Barents Sea:

[6] By a swap transaction [redacted] Vår Energi acquired a 5% participating interest in Nova and 15 % in Ringhorne North from DNO Norge AS in exchange for a 5% interest in Gjøa from Vår Energi to DNO Norge AS. The transaction is subject to customary government approvals.

- **Johan Castberg** (30,0 %)
- **Snøhvit** (12,0 %)

(14) Several expansion projects on partner-operated fields are in the planning and execution phase, which will increase oil recovery and the lifespan of the producing assets. Some of these are subject to low pressure projects, others are greenfield development projects.

(15) Vår Energi is, through its 100 % owned subsidiary Vår Energi CCS AS, also the operator of EXL 007, which is an exploration license for storage of CO2 covering an area in the North Sea. The license is granted jointly to Vår Energi CCS AS, Storegga Norge AS and INPEX Idemitsu Norge AS, with shares of 40%, 30% and 30% respectively. The license is valid to 15 September 2027.

(16) For further information about Vår Energi, please refer to the company's website: https://varenergi.no/no/ .[7]

(17) The Notifying Party is a member of the following trade organizations in Norway:

-Offshore Norge

4.2 Target – Pandion's assets

(18) Pandion is an independent, full-cycle E&P company, operating on the NCS. The company was established in 2016 through an acquisition of the operational platform and licenses from Tullow Oil Norge AS. Pandion is active within discovery, appraisal, development and production of oil and gas resources on the NCS. The company is owned by Kerogen Capital through Kerogen Investment, a Hong Kong and London based private equity company, which in total holds 94,6 % of the shares in Pandion.

(19) The assets constituting the Target are all of Pandion's remaining participating interests on the NCS, which consist of:

- **Sierra Solberg Rodrigues discovery**: Production licenses 263 D, 263 E, 263 F, 263 G and 263 H in the Norwegian Sea. Pandion currently holds a 49 % participation interest, with the remaining interest held by Equinor, which is the operator for the production licenses. The licenses were granted in March 2018, November 2019, February 2021, March 2022 and March 2025, respectively, and the development of the discovery is currently in an initial phase.

- **Ofelia development project**: Production license 929 in the North Sea. Pandion holds a 20 % participation interest, and Vår Energi is the operator holding a 40 % interest. The remaining participation interests are held by Harbour Energy Norge (20 %), Aker BP (10 %) and DNO Norge AS (10 %). The license was granted in 2018 and development of the Ofelia discovery is currently in an initial phase.

- **Nova field**: Production licenses 378, 418 and 418 B in the North Sea. Pandion hold a 10 % interest in the field, together with partners DNO Norge AS, Harbour Energy and

[7] Additional information about Vår Energi is further available at https://factpages.sodir.no/nb-no/company/PageView/All/50000032 and https://www.norskpetroleum.no/en/facts/companies-production-licence/var-energi-asa/

OKEA, which holds participating interests of 45 %, 39 % and 6 % respectively. The same split applies for PL 418 and PL 418 B. As for PL 378, Harbour Energy Norge holds a 75,76 % participation interest, and Pandion and DNO Norge AS holds a 12,12 % participation interest each. Harbour Energy Norge is the operator of the field. The field is currently in the production phase.

- **Production license 1151 and 1151 B** in the North Sea. Pandion holds a 20 % participation interest in both licenses respectively. Pandion's partners in the licenses are Harbour Energy Norge (30 %), DNO Norge AS (20 %), Aker BP (20 %) and Equinor (10 %). Harbour Energy Norge is the operator. The licenses were granted in February 2022 and March 2025, respectively, and are in an initial phase.

- **Production license 1180** in the North Sea. Pandion holds a 30 % participation interest, together with OKEA holding a 30 % participation interest. Vår Energi holds the remaining interests and is the operator. The license was granted in 2023 and is in an initial phase.

- **Production license 1288 S** in the North Sea, where Pandion holds a 20 % participation interest. Equinor is the operator and holds a 40 % participation interest. The remaining interest is held by Petoro and Concedo AS, holding a 20 % interest each.[8] The license was granted in March of 2026 and is currently in an initial phase.

(20) In addition to the production licenses and field interests mentioned above, associated facilities, data and documentation, employees, and similar associated assets will be transferred to Vår Energi as a part of the Transaction.

(21) For more information about Pandion, including the Target, please refer to the Pandion's website: https://www.pandionenergy.no/

5. TURNOVER IN NORWAY

Undertakings involved	Turnover in Norway[9]
Vår Energi ASA	[redacted] MNOK[10]
Pandion	[redacted] MNOK[11]
Total	[redacted] MNOK

[8] For more information regarding the production licenses, please see https://factpages.sodir.no/en/licence

[9] Turnover and operating result are taken from the Notifying Party's consolidated accounts and the Target Company's annual accounts.

[10] Vår Energi's turnover in 2025 amounts to [redacted] MUSD. NOK turnover has been calculated based on Norges Bank's exchange rate for 2025, whereby 1 USD equals 10,4 NOK. Turnover from Eni is not included in the calculation of the involved undertakings turnovers, although Eni does hold above half of Vår Energi's share capital, cf. regulation on notifications § 5 (2) c). This is due to the fact that Eni's turnover does not affect whether the Transaction is subject to mandatory merger filing obligation under the Competition Act section 18 (2), as Vår Energi meets the combined and individual threshold alone without Eni's turnover being included.

[11] The Target's turnover is limited to turnover arising from the assets which are included in the Transaction. In the calculation, turnover from Pandion's divested fields and production licenses are excluded. Target's turnover in Norway for the fiscal year 2025 is USD [redacted], which based on Norges Bank's exchange rate for 2025 amounts to NOK [redacted].

6. THE CONDITIONS FOR SIMPLIFIED NOTIFICATION ARE SATISFIED

6.1 The Parties have limited horizontal overlapping activities

6.1.1 Introduction

(22) As described above in sections 4.1 and 4.2, both the Notifying Party and Target are active within exploration, field development and production of oil and gas on the NCS.

(23) The EU Commission has in previous cases segmented the upstream oil and gas sector into several product and geographic markets, supported by industry practice, where Vår Energi and the Target's activities overlap horizontally in the following markets:

(i) the global market for exploration of crude oil and natural gas,

(ii) the global market for upstream production and wholesale of crude oil,

(iii) the EEA/UK-wide market for development, production and upstream wholesale supply of natural gas, and

(iv) the EEA/UK-wide market for the production, development and sale of NGLs.

(24) Additionally, Vår Energi is holding an exploration licenses for the exploration of areas in the North Sea for the storage of CO2. However, the Target's assets do not include carbon capture and storage ("**CCS**") related activities. Thus, the Parties do not overlap on a market for CCS activities.

(25) The Parties agree that the relevant markets may be defined in accordance with past decisional practice from the EU Commission. As the following sections demonstrate, none of the relevant markets can be regarded as affected by the Transaction, due to the Parties' low combined market shares on each of the markets. Thus, the Transaction does not give rise to competition concerns on any market and the criterion for submitting a simplified notification is met, cf. regulation on notifications § 3(1) no. 3 b).

6.1.2 The global market for exploration of crude oil and natural gas

(26) The EU Commission has in previous decisional practice found that the exploration of crude oil and natural gas constitutes a distinct product market, which encompasses the activity of searching for new crude oil and natural gas reserves.[12] As the contents of underground reservoirs cannot be known at the exploration stage, the EU Commission has not distinguished between the exploration of crude oil and the exploration of natural gas. The exploration market has been defined as global, since the companies engaged in exploration do not usually limit their activities to a specific geographic area.[13]

(27) The Parties are both active on the global market for exploration of crude oil and natural gas. Whilst Vår Energi's proven reserves of crude oil and natural gas in 2025 was [redacted] MMboe,

[12] Case M.10941 *Eni/Sonatrach / Equinor/ In Sa/ah JV* para. *24-26;* Case *M.9175 Total / Chevron Denmark* para. 19; M.6910 *Gazprom / Wintershall / Target Companies* para. 46 and case M.3230 *Statoil/BP/ Sonatrach /In Salah JV,* para. 10.
[13] Case M.*10941 Eni/Sonatrach / Equinor/ In Sa/ah JV para 46-48; Case* M.6910 *Gazprom / Wintershall / Target Companies* para. 47; and Case M.3230 *Statoil/BP/ Sonatrach /In Salah JV,* para. 10.

constituting a market share of [redacted] %,[14] Target had proven reserves in 2025 amounting to [redacted] MMboe, and a market share of [redacted] %. The Parties combined market share is thus [redacted] %, which is far below 20%. The global market for exploration of crude oil and natural gas is consequently not affected by the Transaction.

6.1.3 The global market for upstream production and wholesale supply of crude oil

(28) The EU Commission has in previous decisions consistently defined a market for upstream production and wholesale supply of crude oil as a separate market from the development, production and wholesale supply of natural gas, since crude oil and gas have different applications and are subject to varying pricing behavior and cost restraints.[15]

(29) In its decisions, the EU Commission has considered the market for upstream production and wholesale supply of crude oil to be of global scope.[16] The Parties agree with this delineation, as crude oil produced on the NCS and within other jurisdictions is exported and shipped worldwide, and global supply and demand determines the price of oil. This global characteristic has been particularly evident following the war in Ukraine and the associated sanctions imposed on Russia, and the shipping stalls in the Strait of Hormuz.

(30) Vår Energi's total upstream production and sale of crude oil in 2025 was [redacted] kboe, constituting a market share of [redacted] %.[17] Meanwhile Target's total production and sale in 2025 was [redacted] kboe, and its market share thus [redacted] %. The Parties combined market share is therefore [redacted] %, which is far below 20%, and means that the Transaction will not affect the global market for upstream production and wholesale supply of crude oil.

6.1.4 The EEA/UK-wide market for development, production and upstream wholesale supply of natural gas

(31) The EU Commission has found that there is a separate market for the development, production and upstream wholesale supply of natural gas.[18]

(32) In previous decisions, the EU Commission has considered whether the market may be segmented based on the divide between liquefied natural gas ("**LNG**") and piped gas. In some cases, the Commission has also distinguished between high-calorific gas ("**H-gas**") and low-calorific gas ("**L-gas**") at each level of the gas supply chain. However, these potential segmentations are not relevant in this case since the Transaction would not affect competition on any hypothetical segmentation of the natural gas market.

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[14] The total market is estimated to be approximately 2 958 146 MMboe based on OPEC's Annual Statistical Bulletin 2026, (Appendix 1). The total market is calculated through combining world proven gas reserves and world proven crude oil reserves. According to OPEC the world proven crude oil reserves did amount to 1 572 459 MMboe in 2025, please refer to Appendix 1 page 22. The world proven natural gas reserves amounted to 220 307 bn sm³ in 2025, please refer to appendix 1 page 76, which based on Norsk Petroleum's conversion calculator are equivalent to approximately 1 385 687 MMboe. Norsk Petroleum's conversion calculator can be found here: https://www.norskpetroleum.no/en/calculator/about-energy-calculator/

[15] Case COMP/M.9175 *Total/Chevron Denmark*, para. 21 and case M.7318 *Rosneft/Morgan Stanley Global Oil Merchanting Unit* para. 11.

[16] Case M.5629 *Normeston/MOL/Met JV* para. 13 and case COMP/M.9175 *Total/Chevron Denmark*, para. 21.

[17] The total market is estimated to be approximately 27 321 345 kboe in 2025, based on OPEC's Annual Statistical Bulletin 2026, OPEC estimates that 74 853 kboe crude oil were produced daily in 2025 globally, please see Appendix 1 page 26. This amounts to a total yearly production of 27 321 345 kboe.

[18] Case COMP/M.9175 *Total/Chevron Denmark* para. 23; Case M.5585 *Centrica / Venture Production* para. 10 and case M.1532 *BP Amoco/Arco* para. 14.

(33) The EU Commission has indicated that the geographic scope of the market, from a demand perspective, could include the EEA, Algeria and Russia.[19] On the other hand, it has also considered that, from a supply perspective, the geographic market in some instances might be defined more narrowly (i.e. regional, covering several Member States, or national), depending on the level of the supply chain where the supply takes place, or due to limited interconnecting infrastructure or lack of available cross-border capacity.

(34) The Notifying Party is of the opinion that the market must at least be defined as EEA/UK-wide. The establishment of additional LNG regasification terminals in several European countries have enabled customers access to purchase pipeline gas from Norway as well as LNG from the US, Qatar, Algeria, Trinidad & Tobago, Nigeria, Norway, Peru etc, in addition to domestic UK and EU gas production and pipeline gas from areas such as North Africa and Russia. Most of the gas from Norway is delivered via the Gasled pipeline system with exit points in UK, Denmark, France, Belgium and Germany. Gas transportation networks enable the transport of NCS produced natural gas to be further distributed within Europe.[20]

(35) Both Vår Energi and Pandion are active on an EEA/UK-wide market for development, production and upstream wholesale supply of natural gas, holding participating interests in several gas fields. Vår Energi and the Target had production and sale of natural gas amounting to respectively [redacted] bcm and [redacted] bcm, constituting individual market shares of [redacted]% and [redacted]% and a combined market share of [redacted]%.[21] Since the Parties' combined market share is well below 20%, the Transaction will not raise any competition concerns on the EEA/UK market for development, production and upstream wholesale supply of natural gas.[22]

6.1.5 The EEA/UK-wide market for production, development and sale of NGL

(36) Natural gas liquids ("**NGLs**") are liquid hydrocarbons extracted from a natural gas stream during processing. They consist of heavier components such as ethane, propane, butanes and naphtha, and are due to their liquid state more easily transportable by ship or land.

(37) The EU Commission has in its previous decisions considered NGL as a separate market.[23] Although the definition of the geographic market has been left open, the Commission has previously indicated that the market most likely is at least EEA-wide of scope.[24] In light of the occurrence of Brexit in the years following this decisional practice, an EEA-wide market must also be considered to encompass the UK.

(38) The Notifying Party's view is also that the NGL market is EEA/UK-wide in scope, if not worldwide, at least for larger sized cargoes. NGLs are in liquid form and are thus delivered by ship, meaning that deliveries may reach several markets without hindrance. Customers in the EEA may purchase NGLs from both US and Middle East producers in addition to the NGLs produced in North West Europe. However, due to geographical proximity, the main market for

[19] Case M.1383 *Exxon / Mobil* para. 18 and case M.1532 *BP Amoco/Arco* para. 16-17.
[20] Illustrations on https://gasdashboard.entsog.eu/ demonstrate the cross-border gas flows across the EEA/UK.
[21] The total market is estimated to be approximately 411,9 bcm, based on OPEC's Annual Statistical Bulletin 2026 "World natural gas demand by country", please see Appendix 1 page 80. For the purpose of the calculation of an EEA/UK wide market for natural gas, Turkey was excluded from the Europe total.
[22] For the sake of completeness, the Parties have no reason to believe that the market shares would differ in any significant amount if the natural gas market would be segmented into any hypothetical product markets or on any hypothetical geographically narrower markets.
[23] Case M.1573 *Norsk Hydro /Saga* para. 11. In case M.4545 *Statoil/Hydro* para. 29, the EU Commission left the conclusion open.
[24] M.4545 *Statoil/Hydro para 29 and case* M.1573 *Norsk Hydro /Saga* para. 16.

European produced NGLs is North West Europe, indicating that the market may be defined as EEA/UK-wide. Even so, the Transaction will not raise any competition concerns on the market for production, development and wholesale of NGL, regardless of which geographic delimitation that is used.

(39) Vår Energi's total production, development and sale of NGL in 2025 was [redacted] kboe, constituting a market share of [redacted] %.[25] Meanwhile the Target's total production, development and sale in 2025 was [redacted] kboe, and its market share thus [redacted] %. The Parties' combined market share is therefore [redacted] %, which is well below 20%, which means that the Transaction will not affect the EEA/UK market for development, production and sales of NGL.

6.2 The Parties have no vertical overlap

(40) Furthermore, there is no actual or hypothetical vertical overlap between the Parties, as the Parties are not active in any upstream or downstream market of each other. The requirements for submitting a simplified notification are accordingly met, cf. the regulation on notifications § 3(1) no. 3 c).

6.3 Conclusion

(41) As demonstrated under sections 6.1 and 6.2, the Parties will have neither a horizontal overlap exceeding 20%, nor a vertical overlap, whether actual or hypothetical, in any markets, so that the conditions for simplified notification are satisfied, cf. the Regulation on notification of concentrations § 3 first paragraph no. 3 letter b.

7. COMPETITORS, CUSTOMERS AND SUPPLIERS

7.1 The global market for exploration of crude oil and natural gas

7.1.1 Five most important competitors

(42) Vår Energi's five most important competitors on the global market for exploration of crude oil and natural gas:

Name	Contact details
[redacted]	

(43) Pandion's five most important competitors on the global market for exploration of crude oil and natural gas:

Name	Contact details
[redacted]	

[25]The Parties are not aware of any third party reports containing the total size of the NGL market in the EEA/UK. The IEA's Oil Market Report February 2026 states that OECD Europe demand in 2025 was 1.06 MMb/d of LPG and ethane, and 0.86 MMb/d of Naphtha, please see Appendix 2 page 59 Table 2a. This amounts to a total market size of 700,8 MMboe in 2025.

[redacted]

7.1.2 *Five most important suppliers*

(44) Vår Energi's five most important suppliers on the global market for exploration of crude oil and natural gas:

Name	Contact details
[redacted]	

(45) Pandion's five most important suppliers on the global market for exploration of crude oil and natural gas:

Name	Contact details
[redacted]	

(46) [redacted]

7.1.3 *Five most important customers*

(47) [redacted]

(48) Pandion's five most important customers on the global market for exploration of crude oil and natural gas:

Name	Contact details
[redacted]	

7.2 The global market for upstream production and wholesale supply of crude oil

7.2.1 Five most important competitors

(49) Vår Energi's five most important competitors on the market for upstream production and wholesale supply of crude oil, both globally and on the NCS, for the sake of completeness:

Globally:

Name	Contact details
[redacted]	

On the NCS:

Name	Contact details
[redacted]	

(50) Pandion's five most important competitors on the market for upstream production and wholesale supply of crude oil, both globally and on the NCS, for the sake of completeness:

[redacted]

Globally:

Name	Contact details
[redacted]	

On the NCS:

Name	Contact details
[redacted]	

7.2.2 *Five most important suppliers*

(51) Vår Energi's five most important suppliers on the global market for upstream production and wholesale supply of crude oil:

Name	Contact details
[redacted]	

(52) Pandion's five most important suppliers on the global market for upstream production and wholesale supply of crude oil:

Name	Contact details
[redacted]	

[redacted]

7.2.3 Five most important customers

(53) Vår Energi sold its total upstream production of crude oil in 2025 to the following customers:

Name	Contact details
[redacted]	

(54) Pandion's five most important customers on the global market for upstream production and wholesale supply of crude oil:

Name	Contact details
[redacted]	

7.3 The EEA/UK-wide market for development, production and upstream wholesale supply of natural gas

7.3.1 Five most important competitors

(55) Vår Energi's five most important competitors on the EEA/UK-wide market for development, production and upstream wholesale supply of natural gas:

Name	Contact details
[redacted]	

(56) Pandion's five most important competitors on the EEA/UK-wide market for development, production and upstream wholesale supply of natural gas:

[redacted]

Name	Contact details
[redacted]	

7.3.2 *Five most important suppliers*

(57) Vår Energi's five most important suppliers on the EEA/UK-wide market for development, production and upstream wholesale supply of natural gas:

Name	Contact details
[redacted]	

(58) Pandion's five most important suppliers on the EEA/UK-wide market for development, production and upstream wholesale supply of natural gas:

Name	Contact details
[redacted]	

7.3.3 *Five most important customers*

(59) Vår Energi's five most important customers on the EEA/UK-wide market for development, production and upstream wholesale supply of natural gas:

Name	Contact details
[redacted]	

[redacted]

(60) Pandion's five most important customers on the EEA/UK-wide market for development, production and upstream wholesale supply of natural gas:

Name	Contact details
[redacted]	

7.4 The EEA/UK-wide market for production, development and sale of NGL

7.4.1 Five most important competitors

(61) Vår Energi's five most important competitors on the EEA/UK-wide market for production, development and sale of NGL:

Name	Contact details
[redacted]	

(62) Pandion's five most important competitors on the EEA/UK-wide market for production, development and sale of NGL:

Name	Contact details
[redacted]	

[redacted]

[redacted]

7.4.2 *Five most important suppliers*

(63) Vår Energi's five most important suppliers on the EEA/UK-wide market for production, development and sale of NGL:

Name	Contact details
[redacted]	

(64) Pandion's five most important suppliers on the EEA/UK-wide market for production, development and sale of NGL:

Name	Contact details
[redacted]	

7.4.3 *Five most important customers*

(65) Vår Energi's five most important customers on the EEA/UK-wide market for production, development and sale of NGL:

Name	Contact details
[redacted]	

[redacted]

(66) Pandion's five most important customers on the EEA/UK-wide market for production, development and sale of NGL:

Name	Contact details
[redacted]	

8. NOTIFICATION TO OTHER COMPETITION AUTHORITIES

(67) The transaction is not subject to notification in other jurisdictions.

9. ANNUAL REPORT, ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS

(68) The annual report and annual accounts for the Notifying Party and the Target Company can be downloaded from https://www.brreg.no/.

10. PUBLIC VERSION

(69) Information to be exempt from public disclosure is highlighted in yellow.

Yours sincerely,
ADVOKATFIRMAET SCHJØDT AS

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