



REVENIR
ENERGY

REVENIR ENERGY INC.
1400 16th Street, Suite 510
Denver, Colorado 80202
(a Delaware corporation)

May 13, 2024

Notice to Certain Stockholders Under Section 228(e) of the Delaware General Corporation Law Regarding Action by Stockholders by Less Than Unanimous Written Consent

Notice is hereby given that effective March 4, 2024, the stockholders holding the requisite percentage of outstanding stock of Revenir Energy Inc., a Delaware corporation (the “**Company**”), entitled to vote thereon authorized and approved by written consent, without a meeting, the actions set forth in the Written Consent of the GSO Majority Stockholders of the Company attached hereto as Exhibit A, in accordance with Section 228 of the Delaware General Corporation Law (the “**DGCL**”).

This notice is being provided on behalf of the Company pursuant to Section 228(e) of the DGCL. If you have any questions about the foregoing actions, please contact the Company at IR@revenirenergy.com. This communication is confidential and may not be shared or distributed without the express written permission of the Company.

Very truly yours,

REVENIR ENERGY INC.

By: _____



Richard Betz
Chief Executive Officer

Exhibit A

Written Consent of the GSO Majority Stockholders of Revenir Energy Inc.

[See attached.]

**WRITTEN CONSENT
OF THE GSO MAJORITY STOCKHOLDERS OF
REVENIR ENERGY INC.**

March 4, 2024

The undersigned, representing the GSO Stockholders (as defined in the Stockholders Agreement) holding a majority of the issued and outstanding common stock of Revenir Energy Inc., a Delaware corporation (the “**Company**”), held by the GSO Stockholders (the “**GSO Majority**”), hereby adopt and approve the following resolutions by written consent effective as of the date first written above.

Approval of Entry into Purchase and Sale Agreement

WHEREAS, pursuant to Sections 2.6(f) and 2.6(k) of the Stockholders Agreement dated as of December 11, 2019 (the “**Stockholders Agreement**”), for so long as the GSO Stockholders (as defined in the Stockholders Agreement) hold the number of Company Common Shares (as defined in the Stockholders Agreement) equal to or greater than 30% of the Company Common Shares that they owned, in the aggregate, on the Closing Date (as defined in the Stockholders Agreement), neither the Company nor any of its subsidiaries shall sell all or substantially all of the Company’s or any of its subsidiaries’ assets, or propose, agree or commit to do so, without the prior written consent of the GSO Majority (as defined in the Stockholders Agreement);

WHEREAS, the Company indirectly owns all of the membership interests in Legacy Reserves Operating LP, a Delaware limited partnership (“**Legacy LP**”), and Legacy LP owns certain oil and gas assets located in Andrews, Borden, Dawson, Glasscock, Howard, Martin, Midland, Reagan and Upton Counties, Texas, being all or substantially all of Legacy LP’s and the Company’s assets (the “**Midland Assets**”);

WHEREAS, the Board of Directors of the Company (the “**Board**”) has determined that it is advisable and in the best interest of the Company, Legacy LP and the Company’s shareholders to cause Legacy LP to enter into a purchase and sale agreement with [REDACTED], a Delaware limited liability company (“[REDACTED]”), with respect to the divestiture of the Midland Assets (the “**Midland Divestiture**”), at a purchase price of approximately [REDACTED] [REDACTED] (the “**Purchase Price**”), in the form of agreement substantially similar to the form attached hereto as Exhibit A (including all exhibits and schedules attached thereto, the “[REDACTED] **Purchase Agreement**”);

WHEREAS, after the prior divestiture of almost all of the Company’s operating oil and gas assets, the Board adopted and approved the Company’s Plan of Partial Liquidation in consultation with management and the Company’s legal, tax and financial advisors;

WHEREAS, the Midland Divestiture is consistent with the Company’s Plan of Partial Liquidation, and upon consummation of the Midland Divestiture, the Board anticipates addressing

the ultimate dissolution and winding up of the Company and its subsidiaries, in consultation with management and the Company's legal, tax and financial advisors;

WHEREAS, the Board has recommended that the GSO Majority approve the Midland Divestiture, the execution and consummation of the [REDACTED] Purchase Agreement and the consummation of the agreements and transactions contemplated by of the Midland Divestiture and the [REDACTED] Purchase Agreement;

WHEREAS, the GSO Majority has discussed the Midland Divestiture, the execution and consummation of the [REDACTED] Purchase Agreement and the consummation of the agreements and transactions contemplated by of the Midland Divestiture and the [REDACTED] Purchase Agreement and has determined such transactions to be in the best interests of the Company, its subsidiaries and their respective shareholders and members; and

NOW, THEREFORE, BE IT RESOLVED, that the Midland Divestiture, the execution and consummation of the [REDACTED] Purchase Agreement and the consummation of the agreements and transactions contemplated by of the Midland Divestiture and the [REDACTED] Purchase Agreement are each hereby authorized, adopted, approved and consented to in all respects; and

Omnibus Resolution

RESOLVED, that all actions heretofore taken by any officer or director of the Company or its subsidiaries in connection with any matter referred to in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.