

GNEISS.ENERGY

GNEISS

Gneiss Energy

Credentials

Dynamic Vision. Connected Advice.



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We are Gneiss, a strategic and corporate finance advisory firm operating within the energy and natural resources sectors





At A Glance


Gneiss Energy at a glance

We are a team of corporate finance and industry professionals with experience operating internationally across the energy value chain. We offer a unique combination of investment banking and on-the-ground experience that supports our clients in reaching their objectives. Each transaction is approached with collaboration in mind. We provide completely bespoke strategic advice from origination to execution.


What we cover


 Oil & Gas


 Renewables & Cleantech


 Energy Services & Infrastructure


What we do


 Corporate M&A

 Asset A&D

 Strategic advisory

 Access to capital

 Risk management

 Energy transition advisory

Combined 200+ years of experience across the energy value chain at leading companies, funds and investment banks

Focused on presenting clients with solutions to maximise value in an evolving environment for the energy sector

Extensive network across the value chain, enabling us to source and execute the best opportunities



Jon Fitzpatrick
Managing Director



Paul Weidman
Head of Oil & Gas



Nick Edgar
Head of Renewables & Cleantech



Rob Logue
Head of Energy Services & Infrastructure



Doug Rycroft
Director



Andrew Coull
Director



David Cunningham
Director



Andy Hartree
Director



Carolyn Fitzpatrick
Head of Finance



John Alpine
Head of Legal & Operations



David Cooper
Head of Compliance & MLRO



Nicole Doig
Associate



Andrew Ellis
Associate

Senior team

Deep expertise across corporate finance, investment banking and capital markets to deliver successful transaction outcomes

 <p>Jon Fitzpatrick Managing Director</p> <ul style="list-style-type: none"> A qualified corporate lawyer and investment banker with 25+ years' experience Expertise: leadership in capital raising, M&A and A&D 	 <p>Paul Weidman Head of Oil & Gas</p> <ul style="list-style-type: none"> A highly motivated, experienced natural resources investment banker with 15+ years' experience Expertise: M&A, A&D, capital raising and valuation 	 <p>Nick Edgar Head of C&R</p> <ul style="list-style-type: none"> Experienced finance professional with a background in corporate banking and venture capital Expertise: renewable energy and capital raising 	 <p>Rob Logue Head of ES&I</p> <ul style="list-style-type: none"> Experienced energy focused finance professional with a background in corporate M&A and structured finance Expertise: M&A, Debt and structured finance 
 <p>Doug Rycroft Director</p> <ul style="list-style-type: none"> Expert in commercial negotiations and operations with 15+ years' experience across the E&P sector Expertise: leadership in capital raising, M&A and A&D 	 <p>Andrew Coull Director</p> <ul style="list-style-type: none"> A senior corporate and structured finance professional with 25 years' experience Expertise: equity, debt, structured finance and renewable energy 	 <p>David Cunningham Director</p> <ul style="list-style-type: none"> Experienced finance professional with technical expertise across the R&C vertical Expertise: equity, debt and structured finance transactions 	

Oil & Gas Coverage

Our global reach enables us to maintain active dialogue with companies across the full oil & gas value chain

Europe



Asia & Oceania



Africa & Middle East



Central & South America



North America



Cleantech & Renewables Coverage

Vast transactional experience in both current and emerging renewable energy technologies

Solar



Wind



Hydrogen


























Cleantech & Alternative Technologies



Expertise in established and leading-edge renewable energy assets, clean energy innovations and electric vehicle technologies

Selected Transaction Experience

Corporate Mergers and Acquisitions (1/2)

				Oil & Gas	Renewables & Cleantech	Services & Infrastructure
 2023  Recommended acquisition of Hurricane Energy plc Up to £249 million Buy-side Advisor	 2023 - Signed  Corporate sale of harsh environment electro-optical cables manufacturer £32 million Sell-side Advisor^{1,2}	 2023  Corporate sale of wind support services provider Undisclosed Sell-side Advisor¹	 2023  Corporate sale, including assets in Angola's Kwanza Basin onshore Undisclosed Sell-side Advisor			
 2021  Corporate sale of offshore wind support services provider Undisclosed Sell-side Advisor	 2021  Corporate sale of mid-market environmental consultancy Undisclosed Sell-side Advisor	 2021  Corporate sale, including the Bentley oil field in the Northern North Sea Up to US\$42 million Sell-side Advisor	 2021  Philippines solar acquisition and equity raise £6 million Buy-side Advisor			
 2021  Corporate sale, including producing assets in the Netherlands Undisclosed Sell-side Advisor	 2021  Corporate sale, including the Orlando oil field in the North Sea Undisclosed Sell-side Advisor	 2021  Corporate sale of offshore wind and O&G engineered systems Undisclosed Sell side Advisor¹	 2021 Merger of Romar international with Abrado Wellbore Services N/A Financial Advisor¹			

Note: 1. Transactions undertaken by Gneiss Energy or its principals with previous employers - 2. Signed, awaiting clearance to close

Corporate Mergers and Acquisitions (2/2)

Oil & Gas
Renewables & Cleantech
Services & Infrastructure



2020



Acquisition of Dales Marine through an LBO

Undisclosed
Buy side Advisor¹




2020




Manufacturer of safety critical flow control products

£82m
Sell side Advisor¹



2020



All-share merger with Columbus Energy Resources

£105 million
Buy-side Advisor



2020



Corporate sale of Speedwell Energy

Undisclosed
Sell-side Advisor



2018



Acquisition of Seaproof, manufacturer of cable protection systems

Undisclosed
Buy side Advisor¹



2018



Corporate sale of marine consultancy services provider

Undisclosed
Sell side Advisor¹



2018



Acquisition of Dyas' E&P business in the Netherlands

€107 million
Buy-side Advisor



2018



Corporate acquisition Idemitsu's UK North Sea business

US\$110 million
Buy-side Advisor

























Note: 1. Transactions undertaken by Gneiss Energy or its principals with previous employers

Asset Acquisition and Divestitures

Oil & Gas

Renewables & Cleantech

Services & Infrastructure

 <p>2023</p>	 <p>Partial sale of a 377 Bcf gas development onshore Morocco</p> <p>Ongoing Sell-side Advisor</p>	 <p>2023</p>	 <p>Disposal of four operating Scottish hydropower projects</p> <p>Undisclosed Sell-side Advisor</p>	 <p>2022</p>	 <p>Divestment of 25% interest in the Ruvuma PSA in Tanzania</p> <p>US\$16 million Sell-side Advisor</p>	 <p>2021</p>	 <p>Divestment of Biscathorpe project onshore UK</p> <p>£1 million Sell-side Advisor</p>
 <p>2020</p>	 <p>Divestment of Wressle development onshore UK</p> <p>£2 million Sell-side Advisor</p>	 <p>2020</p>	 <p>Disposal of West Newton discovery onshore UK</p> <p>£4 million Sell-side Advisor</p>	 <p>2020</p>	 <p>Disposal of operational 46MW wind farm</p> <p>Undisclosed Sell-side Advisor</p>	 <p>2019</p>	 <p>Farm-out of UK Southern Gas basin licences to Shell</p> <p>US\$29 million Sell-side Advisor</p>
 <p>2018</p>	 <p>Acquisition of an interest in the Arran Gas Field</p> <p>Undisclosed Buy-side Advisor</p>	 <p>2018</p>	 <p>Divestment of the Putumayo 14 Block in Colombia</p> <p>US\$3 million Sell-side Advisor</p>	 <p>2018</p>	 <p>Acquisition of assets from Sojitz and Egerton</p> <p>US\$4 million Buy-side Advisor</p>	 <p>2018</p>	 <p>Divestment of the Horse Hill and Isle of Wight assets</p> <p>£5 million Sell-side Advisor</p>

Access to Capital

Oil & Gas
Renewables & Cleantech
Services & Infrastructure

2023



Equity raise

£10 million
Financial Advisor

2023



Convertible debt raise

Up to £4 million
Financial Advisor

2023



Equity raise and share sale

£2 million
Financial Advisor


2019-2023



Equity raise

£10 million
Financial Advisor

2022



Equity raise

Undisclosed
Financial Advisor

2022



Transaction advisor on term sheet

A\$93 million
Financial Advisor

2022



Private placing

C\$11 million
Financial Advisor

2022



Equity raise

£4 million
Financial Advisor

2022



Financial restructuring and equity raise

£25 million
Financial Advisor

2021



Energy from waste technology equity raise

£18 million
Financial Advisor

2021



Placing and open offer raising

US\$10 million
Financial Advisor

2021



Debt raise

£12 million
Financial Advisor

Ongoing Mandates

Oil & Gas
Renewables & Cleantech
Services & Infrastructure

ACTIVE

Undisclosed

Renewable Services Provider

Ongoing
Sell side advisor

ACTIVE

gravitricity

Equity raise for underground gravity energy storage technology company

Up to £40 million
Financial Advisor

ACTIVE

AQUILA
CAPITAL

Retained buy side adviser on operational onshore windfarms

Ongoing
Buy side Advisor

ACTIVE

BlueCrest Energy

Farmout of Alaskan asset

Ongoing
Financial Advisor

ACTIVE

Undisclosed

AIM listing of Brazilian energy services company

Up to £10 million
Joint Broker

ACTIVE

Alteration Earth

Retained buy side adviser to listed acquisition vehicle

Undisclosed
Buy side Advisor

ACTIVE

Loco₂gen

Consulting project

Undisclosed
Financial Advisor

ACTIVE

ORBITAL
MARINE POWER

Tidal energy OEM and project developer equity raise

£20 million
Financial Advisor

ACTIVE

valeura energy

Farmout of Turkey asset

Ongoing
Sell side Advisor

ACTIVE

EE21.LTD

Sale of onshore wind projects

Ongoing
Sell side Advisor

ACTIVE

النفط والغاز
PETROGAS
E&P

Divestment of Robin Hood Area developments in Denmark

Ongoing
Sell side Advisor

ACTIVE

RAPID OIL

Farm-out of Fyne development in the UK Central North Sea

Ongoing
Sell side Advisor

Services

Corporate Mergers & Acquisitions

Global operations, providing assistance in delivering transformational corporate M&A transactions

Our team has successfully executed complex cross-border transactions for both public and private companies globally. We have access to an extensive network of market participants enabling us to identify targets, negotiate and complete deals.

Our services include:

- Originating deals and identifying actionable opportunities
- Advising strategically
- Valuation and evaluation of target companies
- Presenting bespoke financing options and solutions
- Managing relationships and connecting parties
- Conducting and facilitating negotiations
- Preparing and reviewing transaction documentation
- Mapping and managing shareholders
- Advising on transaction timing, structure and coordination
- Executing deals

Asset Acquisitions & Divestments

Global operations, providing assistance in delivering multifaceted corporate A&D transactions

We connect major sectorial players with small and mid-caps and manage relationships through innovative transaction structures. Our sector specialists can also assist with transaction documentation and facilitating negotiations.

Our services include:

- Generating and originating deals
- Managing relationships and connecting parties
- Valuating target assets financials
- Producing marketing documents
- Advising on transaction timing, structure and coordination
- Conducting and facilitating negotiations
- Assisting with transaction documentation
- Supporting regulatory and partner approvals
- Presenting bespoke financing options and solutions
- Executing deals

Strategic Advisory

Diversity of expertise, providing unparallel advice for business development

We have a unique combination of in-house commercial and financial expertise that allows us to develop strategies that help our clients to adapt quickly in response to new technologies and changing market trends. From creating project frameworks to supporting with the negotiation of key commercial documentation, our team keep clients' needs at the forefront at all times.

Our services include:

- Full strategic review
- Providing strategies for new market entry and growth
- Offering independent asset and corporate valuations
- Corporate development and restructuring
- Developing buyer and seller networks
- Identifying joint venture partners
- Developing project framework and key documentation to support third party engagement
- Advising on negotiations and the establishment of commercial terms
- Consortium and joint venture management and governance
- Debt structuring and scenario modelling

Access To Capital

Capital structure optimisation, providing the critical link between companies and investors

We have long-standing relationships with a diverse pool of capital providers through our extensive network of UK and global institutions, private client brokers, wealth managers and family offices. We nurture each of these relationships respectively to ensure we always know what investors are looking for, whilst building their confidence that we will bring relevant proposals with a high conversion.

Our services include:

- Raising all forms of capital for public and private companies
- Advising on structure, preparation and process
- Preparing and overhauling all marketing materials
- Advising on the sales process
- Introducing and facilitating discussions with potential investors and support networks
- Advising on pre-IPO structuring
- Listing strategy and stock exchange advice
- Establishing and implementing a post-money strategy



Risk Management

We offer comprehensive advice and guidance throughout all aspects of commodity price risk management

Our approach is to focus on understanding our client's core objectives and, through forensic analysis, to determine the potential upside and downside scenarios posed by price risk. We apply a probabilistic approach to price evolution to identify price pinch points, specific event risks and estimate probabilities of key objectives not being met.

Our services include:

- Enhanced asset analysis
- Identifying critical event risk
- Debt finance support
- Risk management strategy
- Execution plans for responding to changes in price
- Development and abandonment timing; DSA risk; capital schedules
- Building targeted strategies for managing expectation and risk

Energy Transition Advisory

We provide a flexible, bespoke Energy Transition Advisory service, offering solutions that align with clean energy goals

An increasingly important issue facing small and medium-sized upstream operators is the growing reluctance of funds and financiers to engage with companies that fail to embrace Energy Transition and the move towards lower carbon energies. We help develop transitive methodologies that can be rapidly implemented by focusing on existing operations.

Our services include:

- Bespoke, sustainable solutions that complement existing upstream business models
- A flexible and managed service that allows operators to achieve transition goals without deviating from current strategies
- Transitive methodologies that can be rapidly implemented through focusing on existing operations

Appendices: Case Studies

Prax

M&A

Overview

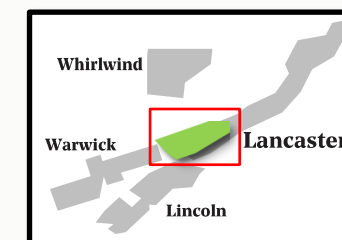
- Financial adviser to Prax on the acquisition of Hurricane Energy for up to £249m
- Prax is a \$10bn revenue, \$125m EBITDA trading group, owner of petrol stations and the Lindsey oil refinery, and is seeking to build an upstream presence to become a fully integrated oil and gas company
- Hurricane holds a 100% interest in the Lancaster oil field West of Shetland
 - 7,500 bopd producing via a single well to a leased FPSO
 - Comes with 28 employees
 - Holds ~\$370m of net tax loss value
- Hurricane will be the platform for Prax to make further acquisitions

M&A support

- **Transaction structure** – created a structure to mitigate risk for Prax, involving utilising Hurricane’s cash, minimal cash outlay by Prax and Deferred Consideration Units which pay out based on future revenues generated from Hurricane
 - Unique transaction structure with contingent payments based on performance, effectively a private transaction in the public markets
- **Shareholder negotiation** – secured hard irrevocables from two major shareholders holding 45%, securing substantial votes in favour of the transaction and mitigating interloper risk

Benefits for Gneiss client

- Provides a platform from which to execute its upstream M&A strategy, acquiring tax losses and employees for minimal cash outlay (~\$20m)



Renergen

Equity raise

Overview

- Gneiss worked as transaction adviser for Renergen Limited (“Renergen”) during their successful A\$93 million equity raise from the state-owned Central Energy Fund
- Renergen is an emerging producer of helium and liquefied natural gas, with existing production and sales of compressed natural gas
- Headquartered in Johannesburg, Renergen’s principal asset is its 100% shareholding in Tetra4, an onshore petroleum production right in South Africa

Fundraising support

- **Transaction structure** – hosted kick-off meetings with Renergen to evaluate technical, financial and operational data in relation to Tetra4
- **Marketing material development** – developed marketing materials, including a detailed information memorandum and accompanying teaser
- **Investor identification** – created a highly-focused strategic investor list which captured a range of potential funders, including industrial gas players, oil & gas majors and trading companies
- **Investor engagement** – approached and introduced potential investors and facilitated discussions with the Renergen management team
- **Offer evaluation** – Gneiss leveraged its previous transactional experience in Africa to provide insight into investor appetite and advise on negotiating strategy
- **Transaction execution** – assisted in the negotiation, coordination and subsequent signing of term sheet documentation

Benefits for Gneiss client

- The A\$93 million equity investment resulted in Central Energy Fund acquiring 10% stake in Tetra4
- The investment enables Renergen to advance phase II development of its flagship Virginia gas project

RENERGEN
FUTURE ENERGY, TODAY

JSE:REN ASX:RLT



Petro-Victory

Private placing and equity raise

Overview

- Gneiss worked as transaction advisor for Petro-Victory Energy Corp. (“PetroVictory”) on its successful CAD\$10.9 million raise
- Listed on the TSX Venture Exchange, Petro-Victory is engaged in the acquisition and development of crude oil and natural gas resources in Brazil
- The company holds working interests in 38 licenses in over 257,000 acres in 2 oil-producing basins in Brazil

Fundraising support

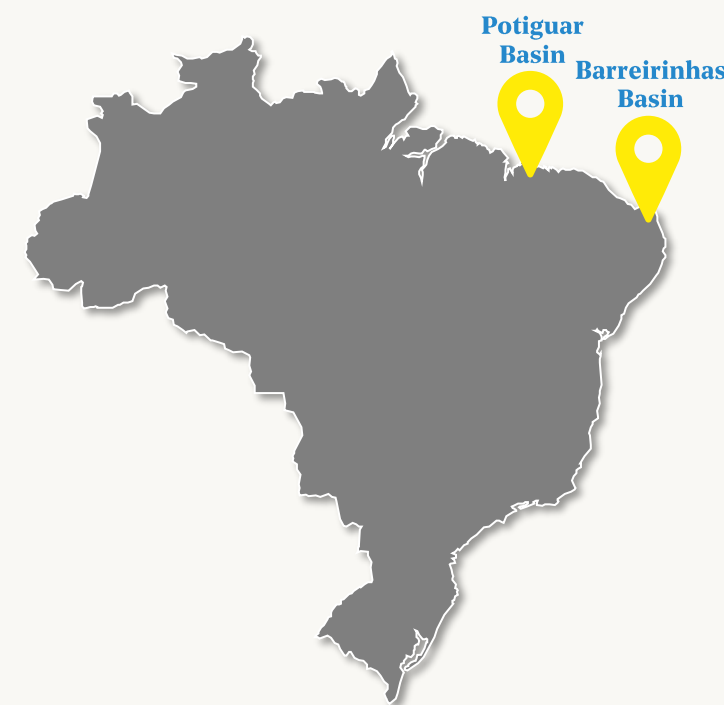
- **Early strategy** – provided guidance and advice on process, timeline and equity valuation
- **Investor identification and screening** – created a potential investor list and agreed target equity investors
- **Marketing** – prepared marketing materials to paint the Petro-Victory investment story and coordinated a roadshow schedule for Petro-Victory management team
- **Execution** – introduced Petro-Victory to potential investors and coordinated follow-up Q&A sessions, further financial analyses as well as preparation of supplementary material

Benefits for Gneiss client

- The fundraise provided financial support for Petro-Victory’s planned drilling work programme as well as the optionality to participate in upcoming Brazilian onshore licensing rounds
- Following the successful equity raise, Gneiss Energy continues to offer support to Petro-Victory in its ongoing financing requirements and strategy delivery

“Gneiss delivers a world-class team of global investment banking and industry experts who have the expertise and skillset to support our exciting expansion plans within our existing and targeted assets.”

Richard Gonzalez, CEO of Petro-Victory



Sound Energy

Placing and subscription

Overview

- Gneiss was approached by Sound Energy PLC (“Sound Energy”) to act as financial adviser and placing agent for it’s planned £4 million placing and subscription
- Sound Energy is an AIM-listed transition energy company focused on developing its material gas development at the Tendrara Exploitation Concession onshore Morocco

Fundraising support

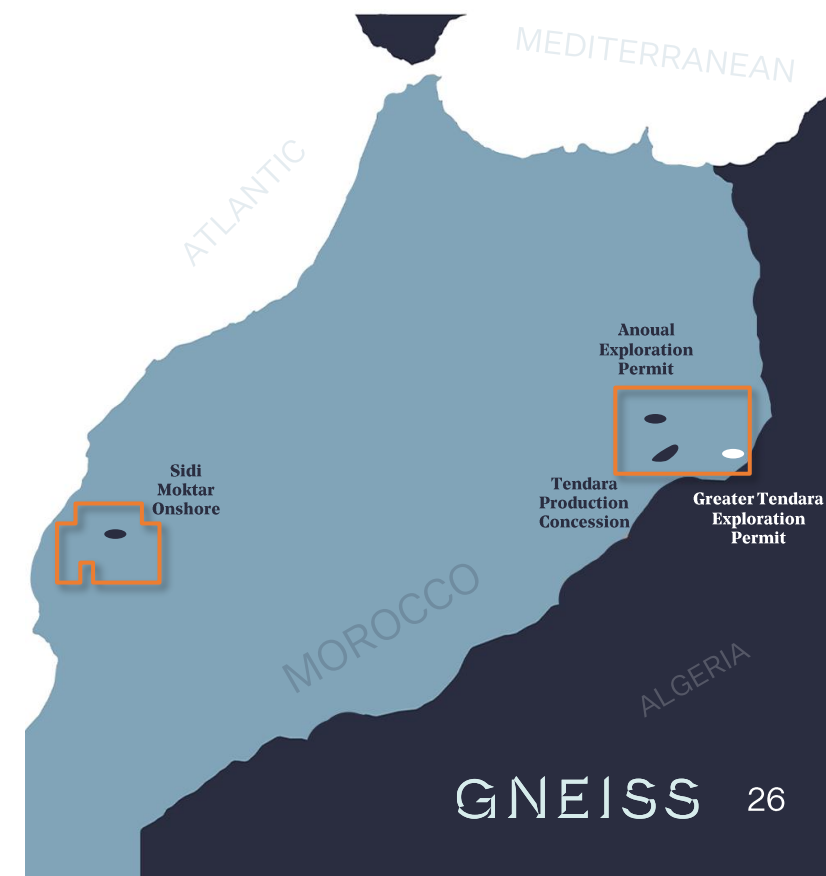
- **Transaction structure** – provided guidance and advice on potential financing structures, strategy and project timeline
- **Investor identification and screening** – devised a high-graded equity investor list aligned to Sound Energy’s fundraising strategy
- **Roadshow schedule** – arranged and coordinated management presentations with potential investors
- **Due diligence support** – worked with Sound Energy’s legal advisers to complete a seamless due diligence process
- **Transaction negotiation** – advised Sound Energy on offers made by potential investors and worked with the company’s broker to build a book to determine size and placing price

Benefits for Gneiss client

- The final placing of £4 million comprised: £2.88 million raised via a placing with institutional and other investors; and £1.12 million raised via a direct subscription with Sound Energy
- The fundraise provided Sound Energy with financial support to deliver continued business growth, including enabling pre-development work on their Phase II gas pipeline development



AIM:SOU



Coro Energy

Equity raise and acquisition

Overview

- Gneiss was approached by Coro Energy plc (“Coro”) to support with a fundraise and M&A mandate in the South-East Asian renewables market
- Coro had announced its strategy to focus on transition and renewable projects in the region and required support in the identification and execution of deals

Fundraising and acquisition support

- Coro sought to raise gross proceeds of at least £3 million via the capital markets
- The company completed a conditional equity placing by way of an accelerated bookbuild process
- Gneiss analysed the regional renewables market in South-East Asia and evaluated key focus countries based on Coro’s investment criteria
- Gneiss advised Coro on various micro-level considerations; including local regulatory environments, competitor landscapes and entry options into new markets
- We introduced Global Energy Partnership (“GEPL”), a developer of renewable energy projects in South-East Asia with a 4GW pipeline of potential opportunities across the region
- We worked with Coro in the negotiation of documentation and the structure of the transaction: Coro acquired 100% of the issued capital of GEPL in exchange for 142.5 million new shares

Benefits for Gneiss client

- The capital raise provided sufficient financial resources to fund Coro’s asset base through to Q2 2022 and develop the company’s portfolio of renewable energy projects
- The acquisition of GEPL assisted Coro’s renewable energy growth strategy to build a regionally-focused, low carbon transitional energy company



AIM:CORO



Standard Gas

Equity raise

Overview

- Standard Gas Technologies (“Standard Gas”) is the owner of a patented waste-to-energy technology (the “SG100”) which converts non-recyclable waste into a clean syngas and biochar, capturing and removing carbon
- Gneiss was appointed Exclusive Financial Adviser by Standard Gas in May 2021, with a mandate to lead on an equity raise, with funds used to bring a commercial-scale SG100 plant into operation

Fundraising support

- Gneiss worked with Standard Gas to develop an investor engagement strategy and prepare robust marketing materials for investors
- We assisted Standard Gas in investor discussions and advised on the structuring of the investment and commercial terms
- We remain engaged to advise Standard Gas as its Exclusive Financial Advisor on capital raising, strategic matters and commercial pipeline development

Benefits for Gneiss client

- The £17.6 million capital raise will accelerate commercialisation of its carbon-negative, carbon-removing technology

“We are delighted to complete this round of investment, and for the invaluable support we received from Andrew Coull and the team at Gneiss. Working with them was critical in refining our message to the investors and to the success of the raise. We can now turn our focus onto the full-scale commercial manufacture and licensing of our SG100 technology”

David Whitmarsh, CEO of Standard Gas



Delta Simons

Corporate sale

Overview

- Gneiss Energy advised shareholders on the sale of Delta-Simons Environmental Consultants Limited, a multidisciplinary provider of environmental and sustainability consulting services, to Lucion Services Limited
- Delta-Simons' team of 180+ specialist consultants provide best-in class technical services across 10 regional offices throughout the UK and Ireland to a global blue-chip client base

Transaction support

- Gneiss provided Delta Simons with strategic support to help consolidate a business plan before preparing marketing materials which included an information memorandum and accompanying teaser
- We identified and screened potential buyers before organising the investor roadshow, which included virtual management presentations and follow-up sessions
- We also aided the offer selection process and provided due diligence support
- Gneiss helped with transaction execution which included supporting final negotiations, creating a funds of flow analysis, and coordinating final documentation

Benefits for Gneiss client

- The integration provides operational and cost-saving synergies for Delta Simons, including access to Lucion Services' market-leading support services

"Gneiss did a fantastic job of understanding our business, working alongside our team to deliver a comprehensive business plan and information pack, coordinating a seamless due diligence process and negotiating a great deal for shareholders and our management team. We built a strong relationship with the Gneiss team over the process, who remained professional throughout."

Alex Ferguson, Managing Director of Delta Simons



Specialist Marine Consultants

Corporate sale

Overview

- Gneiss Energy acted as sole financial adviser to Specialist Marine Consultants (“SMC”), a market leader in Offshore Wind support services, on its 100% acquisition by OEG Offshore
- SMC’s team of specialist consultants provide best-in-class Marine Coordination, Vessel Inspection and HSEQ support

Transaction support

- Provided SMC shareholders with an appraisal of the prospective valuation by combining comparative M&A benchmark data with inhouse developed financial forecasts
- Identified and screened potential buyers before organising investor roadshow, included virtual management presentations and follow-up sessions
- Aided the offer selection process and provided due diligence support
- Liaised with selected exclusive bidder through financial and legal due diligence
- Facilitated transaction execution, supporting final negotiations, creating funds of flow analysis, and coordinating final documentation

“I am delighted with Gneiss Energy’s techno-economic capability to fully articulate the key drivers of SMC’s growth in the Offshore Wind Industry. We thank the Gneiss team for the quality of their advice and support during this competitive process.”

Ian Coates, Managing Director of SMC



GNEISS.ENERGY

INFO@GNEISS.ENERGY

LONDON

5TH FLOOR, 64 NORTH ROW
MAYFAIR
LONDON W1K 7DA
+44 (0)20 3983 9263

EDINBURGH

5A ROTHESAY PLACE
EDINBURGH EH3 7SL
+44 (0)131 677 0940

GNEISS