

NOG Closes Upsized Reopening of its 3.625% Convertible Unsecured Senior Notes Due 2029

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Company Raised over \$200M in Gross Proceeds Including Initial Purchasers' Option to Purchase Additional Notes;

Company Simultaneously Executed \$35 Million Share Repurchase and Entered into Capped Call Transactions;

Offering Provides Enhanced Liquidity and Debt Maturity Schedule

[Northern Oil and Gas Inc.](#) (NYSE: NOG) ("NOG" or the "Company") today announced that it closed the reopening of its 3.625% Convertible Unsecured Senior Notes due April 2029, enhancing the Company's liquidity and debt maturity schedule.

HIGHLIGHTS

- Issued \$200.0 million of its 3.625% Convertible Unsecured Senior Notes due April 2029, including the initial purchasers' option to purchase additional notes, at an issue price of 105.597%, raising gross proceeds of approximately \$211.2 million
- Entered into 'Capped Calls' increasing effective conversion price of the Convertible Notes to \$50.8709 to mitigate potential dilution upon conversion into common stock
- Executed \$35 million accelerated share repurchase commensurate with the transaction, acquiring 1.1 million shares at an average price of \$31.15 per share
- Pro forma for the purchase of the Capped Calls, fees and share repurchase, the Company anticipates liquidity increase of more than \$152.0 million
- Post offering, the Company anticipates potential interest and dividend savings of approximately \$5.0 million per annum

MANAGEMENT COMMENTS

"NOG is pleased to have successfully completed the issuance of an additional \$200 million of our 2029 Convertible Notes, which further bolsters our liquidity, enhances our debt maturity schedule and reduces our cost of capital, all while executing an accelerated share repurchase. This enhances the Company's competitive position in a volatile market backdrop and should allow us to pursue accretive countercyclical investments," stated Nick O'Grady, Chief Executive Officer.

The Company issued an incremental \$200 million of its 3.625% Convertible Unsecured Senior Notes due April 2029, which included the exercise of the greenshoe. The Convertible Notes were issued at a 5.597% premium to par. Gross proceeds from the offering were approximately \$211.2 million. The Convertible Notes were issued under "Instrument C" where, upon any conversion, the Company pays the face value of the converted notes in cash and any additional value from the conversion can be paid in either cash or company stock, at the Company's discretion. Additional information on the offering can be found [here](#).

In connection with the offering, NOG simultaneously executed a \$35.0 million repurchase of its common stock and entered into capped call transactions to reduce potential dilution to the common stock upon conversion of the Convertible Notes or to offset any cash payments the Company is required to make in excess of the principal amount of converted Convertible Notes, as the case may be, with the reduction or offset subject to a cap. The capped calls have the same pricing and structure as the current outstanding capped calls associated with the original convertible notes offering in October 2022.

Proceeds from the offering net of the capped calls, share repurchase, and fees was approximately \$152.0 million. The Company intends to use the net proceeds to reduce the outstanding balance on its revolving credit facility. The estimated combined reduction in interest expense and savings on dividends from the repurchased shares is approximately \$5.0 million per annum.

ABOUT NOG

NOG is a real asset company with a primary strategy of acquiring and investing in non-operated minority working and mineral interests in the premier hydrocarbon producing basins within the contiguous United States. More information about NOG can be found at www.noginc.com.

SAFE HARBOR

This press release contains forward-looking statements regarding future events and future results that are subject to the safe harbors created under the Securities Act and the Securities Exchange Act of 1934, as amended. All statements, including statements regarding the anticipated use of the net proceeds from the offering and anticipated interest and dividend savings, other than statements of historical facts included in this press release, are forward-looking statements. When used in this release, forward-looking statements are generally accompanied by terms or phrases such as "estimate," "project," "predict," "believe," "expect," "continue," "anticipate," "target," "could," "plan," "intend," "seek," "goal," "will," "should," "may" or other words and similar expressions that convey the uncertainty of future events or outcomes.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond NOG's control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following: changes in interest rates; changes in market dynamics; changes in crude oil and natural gas prices; the pace of drilling and completions activity on NOG's current properties and properties pending acquisition; infrastructure constraints and related factors affecting NOG's properties; general economic or industry conditions, whether internationally, nationally and/or in the communities in which NOG conducts business, including any future economic downturn, cost inflation, supply chain disruptions, the impact of continued or further inflation, disruption in the financial markets, changes in the interest rate environment and actions taken by OPEC and other oil producing countries as it pertains to the global supply and demand of, and prices for, crude oil, natural gas and NGLs; ongoing legal disputes over, and potential shutdown of, the Dakota Access Pipeline; NOG's ability to identify and consummate additional development opportunities and potential or pending acquisition transactions; the projected capital efficiency savings and other operating efficiencies and synergies resulting from NOG's acquisition transactions, integration and benefits of property acquisitions, or the effects of such acquisitions on NOG's cash position and levels of indebtedness; changes in NOG's reserves estimates or the value thereof; disruption to NOG's business due to acquisitions and other significant transactions; changes in local, state, and federal laws, regulations or policies that may affect NOG's business or NOG's industry (such as the effects of tax law changes, and changes in environmental, health, and safety regulation and regulations addressing climate change, and trade policy and tariffs); conditions of the securities markets; risks associated with the notes, including the potential impact that the notes may have on NOG's financial position and liquidity, potential dilution, and that provisions of the notes could delay or prevent a beneficial takeover of NOG; the potential impact of the capped call transactions undertaken in tandem with the new notes issuance, including counterparty risk; increasing attention to environmental, social and governance matters; NOG's ability to raise or access capital on acceptable terms; cyber-incidents could have a material adverse effect on NOG's business, financial condition or results of operations; changes in accounting principles, policies or guidelines; events beyond NOG's control, including a global or domestic health crisis, acts of terrorism, political or economic instability or armed conflict in oil and gas producing regions; and other economic, competitive, governmental, regulatory and technical factors affecting NOG's operations, products and prices. Additional information concerning potential factors that could affect future plans and results is included in the section entitled "Item 1A. Risk Factors" and other sections of NOG's most recent Annual Report on Form 10-K, as updated from time to time in amendments and subsequent reports filed with the SEC, which describe factors that could cause NOG's actual results to differ from those set forth in the forward-looking statements.

The Company has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. You are urged not to place undue reliance on these forward-looking statements, which

speak only as of the date they are made. Except as may be required by applicable law or regulation, the Company does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

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