



NEWS RELEASE

# Concho Resources Inc. Recommends Shareholders Reject “Mini-Tender” Offer by TRC Capital Investment Corporation

10/31/2019

MIDLAND, Texas--(BUSINESS WIRE)-- **Concho Resources Inc.** (NYSE: CXO) (“Concho” or the “Company”) today announced that it received notice of an unsolicited “mini-tender” offer by TRC Capital Investment Corporation (“TRC Capital”) to purchase up to two million shares of Concho common stock at a price of \$62.85 per share in cash. TRC Capital’s offer price is approximately 4.51% lower than the \$65.82 closing share price of Concho’s common stock on October 25, 2019, the last trading day before the offer was commenced. The offer is for approximately 0.99% of the Company’s common shares outstanding.

Concho is not affiliated or associated in any way with TRC Capital, the mini-tender offer or the offer documentation and recommends that shareholders not tender their shares in response to TRC Capital's unsolicited offer.

TRC Capital has made many similar mini-tender offers for shares of other companies. Mini-tender offers seek to acquire less than 5% of a company’s shares outstanding. Consequently, they can avoid many disclosure and procedural requirements of the U.S. Securities and Exchange Commission (SEC). The SEC has cautioned investors that some bidders making mini-tender offers at below-market prices are “...hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC's guidance to investors on mini-tender offers is available at <https://www.sec.gov/reportspubs/investor-publications/investorpubsminitendhtm.html>.

Shareholders should obtain current market quotations for their shares, consult with their broker or financial advisor, and exercise caution with respect to TRC Capital’s mini-tender offer. Concho recommends that shareholders who have not responded to TRC Capital’s offer take no action. Shareholders who already have

tendered their shares may withdraw them at any time prior to 12:01 a.m., New York City time, on Tuesday, November 26, 2019, according to TRC Capital's offering documents. TRC Capital may extend the offering period at its discretion.

Concho encourages brokers and dealers, as well as other market participants, to review the SEC's letter regarding broker-dealer mini-tender offer dissemination and disclosure at

**[http://www.sec.gov/divisions/marketreg/mini\\_tenders/sia072401.htm](http://www.sec.gov/divisions/marketreg/mini_tenders/sia072401.htm)**.

Concho requests that a copy of this news release be included with all distributions of materials relating to TRC Capital's mini-tender offer related to shares of Concho's common stock.

## Concho Resources Inc.

Concho Resources (NYSE: CXO) is one of the largest unconventional shale producers in the Permian Basin, with operations focused on safely and efficiently developing and producing oil and natural gas resources. We are working today to deliver a better tomorrow for our shareholders, people and communities. For more information about Concho, visit **[www.concho.com](http://www.concho.com)**. Information on our website is not part of this release.

## Forward-Looking Statements and Cautionary Statements

The foregoing contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements are based on certain assumptions and analyses made by the Company based on management's experience, expectations and perception of historical trends, current conditions, current plans, anticipated future developments, expected financings and other factors believed to be appropriate. Forward-looking statements are not guarantees of performance. Although the Company believes the expectations reflected in its forward-looking statements are reasonable and are based on reasonable assumptions, no assurance can be given that these assumptions are accurate or that any of these expectations will be achieved (in full or at all) or will prove to have been correct. Moreover, such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include the risk factors and other information discussed or referenced in the Company's most recent Annual Report on Form 10-K and other filings with the SEC. Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law. Information on Concho's website is

not part of this press release.

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