



NEWS RELEASE

Devon Announces Expiration and Final Results of its Private Exchange Offers and Consent Solicitations

2026-06-24

HOUSTON, June 24, 2026 (GLOBE NEWSWIRE) -- Devon Energy Corporation (NYSE: DVN) (“Devon”) today announced the final results of its previously announced offers to Eligible Holders (as defined herein) to exchange (each, an “Exchange Offer” and collectively, the “Exchange Offers”) any and all outstanding notes issued by Coterra Energy Inc., a direct, wholly owned subsidiary of Devon (“Coterra”), as set forth in the table below (the “Existing Coterra Notes”) for (1) new notes issued by Devon (the “New Devon Notes”) and (2) cash.

The following table sets forth the aggregate principal amount of each series of Existing Coterra Notes that were validly tendered (and not validly withdrawn) at or before 5:00 p.m., New York City time, on June 23, 2026 (the “Expiration Date”) and the aggregate principal amount of New Devon Notes to be issued in exchange therefor:

Title of Series	Aggregate Principal Amount Outstanding	Notes Tendered at or Before Expiration Date		Aggregate Principal Amount of New Devon Notes
		Principal Amount	Percentage	
3.90% Senior Notes due 2027	\$687,217,000	\$585,855,000	85.25%	\$627,099,000
3.90% Senior Notes due 2027(1)	\$62,718,000	\$41,244,000	65.76%	
4.375% Senior Notes due 2029	\$433,171,000	\$385,960,000	89.10%	
4.375% Senior Notes due 2029(1)	\$66,812,000	\$61,594,000	92.19%	
5.60% Senior Notes due 2034	\$500,000,000	\$465,815,000	93.16%	
5.40% Senior Notes due 2035	\$750,000,000	\$671,688,000	89.56%	
5.90% Senior Notes due 2055	\$750,000,000	\$734,180,000	97.89%	

(1) Represents senior notes issued by Coterra Energy Operating Co., an indirect wholly owned subsidiary of Devon previously known as Cimarex Energy Co. (the “Existing Coterra OpCo Notes”).

The Exchange Offers and related previously completed consent solicitations (each, a “Consent Solicitation” and collectively, the “Consent Solicitations”) were made pursuant to the terms and subject to the conditions set forth in the offering memorandum and consent solicitation statement dated as of May 22, 2026 (as amended by the press release issued on June 8, 2026, the “Offering Memorandum and Consent Solicitation Statement”). The settlement of the Exchange Offers is expected to take place on or about June 25, 2026. Devon previously announced that the previous deadline for Eligible Holders to tender their Existing Coterra Notes and be eligible to receive, for each \$1,000 principal amount of Existing Coterra Notes, the applicable Total Exchange Consideration (as defined in the Offering Memorandum and Consent Solicitation Statement) was extended to the Expiration Date. As a result, the consideration to be paid for Existing Coterra Notes validly tendered (i) at or before 5:00 p.m., New York City time, on June 5, 2026 and (ii) following such time, but at or before the Expiration Date, will be the same.

The New Devon Notes will be issued pursuant to the indenture, dated as of August 28, 2024, by and between Devon and U.S. Bank Trust Company, National Association, as trustee (the “Devon Base Indenture”), as supplemented in relation to the New Devon Notes by a supplemental indenture to be entered on or about the settlement date. The New Devon Notes will be general unsecured obligations of Devon and will rank equally with all of Devon’s other unsecured and unsubordinated debt obligations from time to time outstanding. The foregoing summaries of the Devon Indenture and the New Devon Notes do not purport to be complete and each is qualified in its entirety by reference to the applicable full text of the Devon Base Indenture and the supplemental indenture to be entered into.

The Exchange Offers and Consent Solicitations were made only to holders of Existing Coterra Notes who completed and returned an eligibility letter confirming that they were persons (a) in the United States reasonably believed to be “qualified institutional buyers” as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or (b) outside the United States who were not “U.S. persons” as defined in Rule 902 under the Securities Act and who were eligible to participate in the Exchange Offer pursuant to the laws of the applicable jurisdiction, as set forth in the eligibility letter (“Eligible Holders”).

Eligible Holders of Existing Coterra Notes who were located in or a resident of Canada were also required to complete and return a Canadian supplemental eligibility letter to D.F. King & Co., Inc. (the “Information Agent” and the “Exchange Agent”) establishing their eligibility to participate in the Exchange Offers and providing supplemental information required for Canadian securities regulatory reporting purposes. Each holder of Existing Coterra Notes was, by participating in any Exchange Offer, deemed to represent and warrant that it was not located in or a resident of any province or territory of Canada, and that it was not tendering any Existing Coterra Notes on behalf of a beneficial owner that was located in or a resident of Canada, unless either: (i) such holder completed and returned a Canadian supplemental eligibility letter to the Information Agent, or (ii) such holder was an account manager outside Canada acting on behalf of a Canadian beneficial owner on a fully discretionary basis, and no acts

in furtherance of the exchange of such beneficial owner's Existing Coterra Notes took place in Canada.

The complete terms and conditions of the Exchange Offers and Consent Solicitations are described in the Offering Memorandum and Consent Solicitation Statement, a copy of which may be obtained by Eligible Holders by contacting D.F. King & Co., Inc., the Exchange Agent and Information Agent in connection with the Exchange Offers and Consent Solicitations, by sending an email to dvndfking.com or by calling (877) 478-5045 (U.S. toll-free) or (212) 434-0035 (banks and brokers). The eligibility letter is available electronically at: www.dvndfking.com.

This press release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, any security. This press release should not be construed as an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, any Devon securities or other securities by Coterra. No offer, solicitation, purchase or sale was made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Exchange Offers and Consent Solicitations were made to Eligible Holders solely pursuant to the Offering Memorandum and Consent Solicitation Statement and only to such persons and in such jurisdictions as permitted under applicable law.

The New Devon Notes have not been registered with the Securities and Exchange Commission (the "SEC") under the Securities Act or any state or foreign securities laws. Therefore, the New Devon Notes may not be offered or sold in the United States or to any U.S. person absent registration, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. In connection with the Exchange Offers, Devon expects to enter into a registration rights agreement, pursuant to which Devon will be obligated to use commercially reasonable efforts to file with the SEC and cause to become effective a registration statement with respect to an offer to exchange each series of New Devon Notes for new notes within 450 days of the settlement date. In addition, Devon has agreed to use commercially reasonable efforts to file a shelf registration statement to cover resales of the New Devon Notes under the Securities Act in certain circumstances.

ABOUT DEVON ENERGY

Devon Energy is a leading oil and gas producer in the U.S. with a premier multi-basin portfolio with assets in the Anadarko Basin, Eagle Ford, Marcellus Shale, Powder River Basin, Williston Basin, anchored by a world-class position in the Delaware Basin. Devon's disciplined cash-return business model is designed to achieve strong returns, generate resilient free cash flow and return capital to shareholders, while focusing on safe and sustainable operations. For more information, please visit www.devonenergy.com.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This press release includes “forward-looking statements” within the meaning of federal securities laws. Such statements include those concerning statements about the timing of the Exchange Offers and Consent Solicitations, including the expected settlement date. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond our control. Consequently, actual future results could differ materially and adversely from our expectations due to a number of factors, including, but not limited to: risks relating to the terms and timing of the Exchange Offers and the Consent Solicitations, the number of Existing Coterra Notes tendered and not validly withdrawn, conditions in financial markets, investor response to the Exchange Offers and the Consent Solicitations, and any other risks and uncertainties discussed in the Offering Memorandum and Consent Solicitation Statement. The forward-looking statements included in this press release speak only as of the date of this press release, represent management’s current reasonable expectations as of the date of this press release and are subject to the risks and uncertainties identified above. We cannot guarantee the accuracy of our forward-looking statements, and readers are urged to carefully review and consider the various disclosures made in the Offering Memorandum and Consent Solicitation Statement. All subsequent written and oral forward-looking statements attributable to Devon, Coterra or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements above. We do not undertake, and expressly disclaim, any duty to update or revise our forward-looking statements based on new information, future events or otherwise.

Source: Devon Energy Corporation