MidOcean Energy – JERA Gorgon

MN-05004

Phase 1 Determination

Acquisition may be put into effect

08 April 2026

1. Determination and statement of reasons

Notified acquisition	MidOcean Energy proposes to indirectly acquire a: • ~0.417% interest in the Gorgon LNG Project located on Barrow Island, Western Australia, and • ~0.735% interest in the Ichthys LNG Project located in the Browse Basin in offshore Western Australia, including in the exploration activities of the expired WA-285-P tenement via the acquisition by a newly incorporated subsidiary, MidOcean Australia Holdings 2 Pty Ltd (**MidOcean Holdings**) of 100% of the shares in JERA Gorgon Pty Ltd (**JERA Gorgon**) from JERA Australia Pty Ltd (**JERA Australia**), pursuant to a share sale agreement (the **Acquisition**). The Acquisition has given rise to a pre-empt right in favour of the other joint venture participants to the Ichthys LNG Project. As a result, one of the Ichthys joint venture participants has exercised its right to acquire the underlying Ichthys LNG Project interests held indirectly by JERA Gorgon. This subsequent acquisition would occur following completion of the Acquisition and as such, has not been considered as part of this determination.
Determination	The Australian Competition and Consumer Commission has determined under section 51ABZE(1) of the C*ompetition and Consumer Act 2010* (Cth) that the Acquisition may be put into effect.
Parties to the Acquisition	<u>MidOcean Energy</u> The acquirer, MidOcean Holdings, is part of MidOcean Energy, which is a liquefied natural gas (**LNG**) company that supplies natural gas in Australia and LNG and condensate overseas. It holds minority interests in LNG projects located in Western Australia (**WA**) and Queensland, including a: • 1% interest in the Gorgon LNG Project: a three train LNG facility and domestic gas plant on Barrow Island, WA, • 5% interest in the Pluto LNG Project: a one train LNG project on the Burrup Peninsula, WA, and • 1.25% interest in the QCLNG Project: a two-train onshore coal seam gas project on Curtis Island, Queensland. MidOcean Energy is managed by EIG Management Company, LLC and its affiliates, a US institutional investor that specialises in investments in energy and energy-related infrastructure globally. <u>JERA Gorgon</u> The target, JERA Gorgon, is a subsidiary of JERA Australia, which in turn is owned by a Japanese-incorporated power generation company. JERA Gorgon supplies natural gas in Australia and LNG, liquefied petroleum gas and condensate overseas. Its interests in Australia includes: • a ~0.417% interest in the Gorgon LNG Project, and • 100% of the shares in JERA Ichthys Pty Ltd, which in turn holds ~0.735% interest in the Ichthys LNG Project and its

	associated exploration permit. The Ichthys LNG Project extracts gas in WA which is transported via pipeline to a two-train LNG facility in the Northern Territory.
Overlap between the parties	MidOcean Energy and JERA Gorgon (the **Parties**) horizontally overlap in the production and supply of natural gas in WA.
Reasons for determination	When making a determination in Phase 1, the Australian Competition and Consumer Commission (**ACCC**) undertakes a competition assessment and considers whether it is appropriate for an acquisition to be approved or subject to further assessment in Phase 2 in accordance with section 51ABZJ of the C*ompetition and Consumer Act 2010* (Cth) (the **Act**). In doing so, the ACCC must have regard to the object of the Act and all relevant matters, including the interests of consumers. For more information about the ACCC's approach to considering notified acquisitions, see the ACCC's merger assessment guidelines and interim merger process guidelines. In conducting its competition assessment, the ACCC has considered the information and documents that were submitted with the notification form and publicly available information. The ACCC has determined that the Acquisition may be put into effect as it considers that the Acquisition is unlikely to have the effect of substantially lessening competition in any market. In reaching its decision, and based on the material before it, the ACCC makes the following findings. • The Acquisition would result in a very small change in MidOcean Energy's shareholding in the Gorgon LNG Project that would not materially change MidOcean Energy's influence or control over the project. • The Acquisition would provide MidOcean Energy with a very small shareholding in the Ichthys LNG Project that would not confer control or influence over the project. • The Acquisition would lead to a very small increase in MidOcean Energy's share of gas production in WA. MidOcean Energy would remain a very small supplier of domestic gas in WA and continue to face competition from a range of other suppliers.
Applications for review	A notifying party, or other person who has been allowed to do so by the Australian Competition Tribunal, may apply for review if they are dissatisfied with the determination. Pursuant to section 100C of the Act, applications for review of the determination are to be made to the Australian Competition Tribunal before the end of 14 calendar days after this statement of reasons was included on the ACCC's Acquisitions Register. To confirm whether there has been any application for review, please contact the Australian Competition Tribunal.

Determination made by Commissioner Williams pursuant to a delegation under section 25(1) of the Act