



Target: \$105.14

Current: \$ 82.70

Upside: 27.1%

Executive Summary



Market Dominance

 Chesapeake and Southwestern will become the largest natural gas producer post-acquisition



Merger Synergies

 The Chesapeake and Southwestern merger will lead to increased economies of scale and positive synergies



Trading at a Discount

 Competitors are trading at much higher multiples despite Chesapeake being more stable with better growth opportunities





Company Overview

Company Description

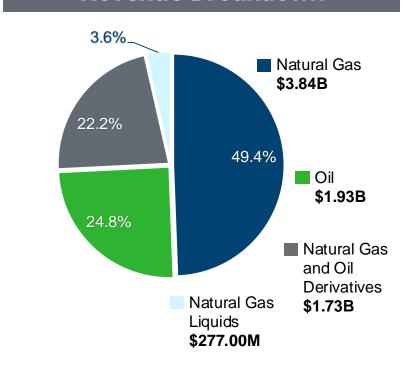
- Chesapeake Energy Corporation is a U.S.-based exploration and production company
- The Company engages in the acquisition, exploration, and development of properties for the production of oil, natural gas, and natural gas liquids from underground reserves

Commentary

- Founded in 1989
- Headquarters in Oklahoma City, OK
- ~1,200 employees



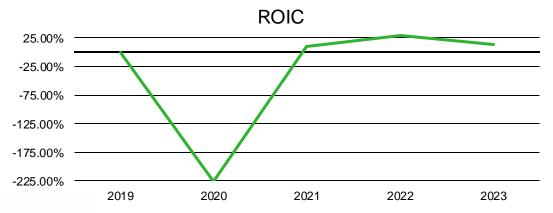
Revenue Breakdown



Company Overview

Operations

- Horizontal drilling used to create wells
- Hydraulic Fracturing: force water, sand, and a mix of chemicals into wells, causing natural gas to release
- Placing well on production: natural gas flows to the surface



Management

Domenic J. "Nick" Dell'Osso, Jr. CEO (2021)



Mohit Singh CFO (2021)



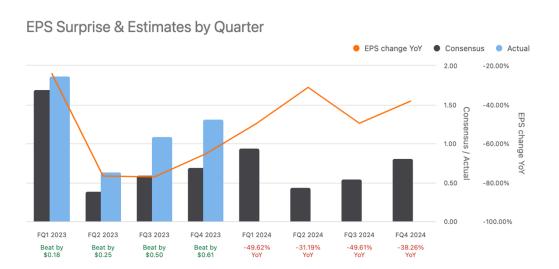
Josh J. Viets COO (2022)





Company Overview

Earnings



Shareholder Strategy

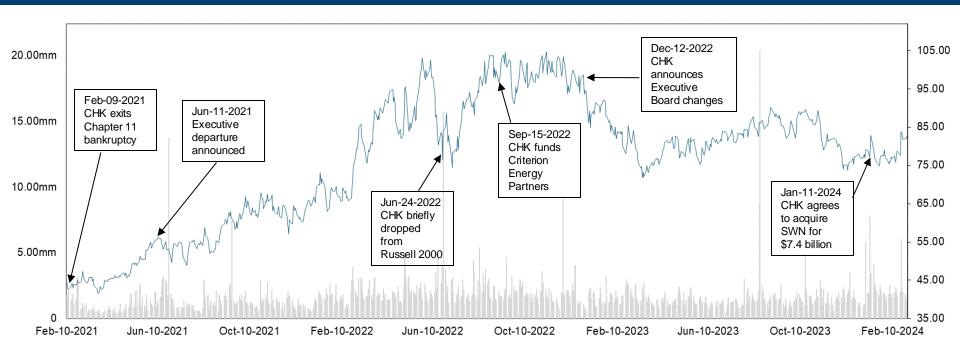
- For fiscal year 2023, CHK returned \$840mm to shareholders via dividends and buybacks
- Base dividend of \$0.58 per share payable to shareholders

KPIs

- Production Volume 1.27 billion cubic feet per day in 2023
- EBITDA 61.8% margin and expected to continue to increase



Annotated Stock Chart





Chesapeake Energy Corporation (NasdaqGS:CHK) - Volume Chesapeake Energy Corporation (NasdaqGS:CHK) - Share Pricing



Market Overview

CAGR

~4.8% CAGR '24-'28

TAM

\$4.5 Trillion

Headwinds

- Biden administration banned most exports of liquified natural gas, so large natural gas miners may struggle to expand. However, we believe the presidential administration will ease up on these regulations regardless of election outcome
- Natural gas prices are lower than they have been in decades, which is decreasing profits

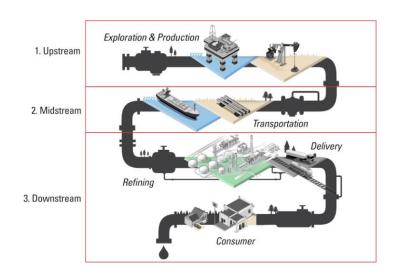
Tailwinds

 Growing demand for liquified natural gas, as the U.S. moves towards more sustainable energy consumption less coal and petroleum usage



Industry Overview

Oil & Gas Energy and Production



Industry Trends

- U.S. Natural Gas is oversupplied
- Drilling inventories remain vast
- U.S. oil's drilling inventory is predicted to increase in value and relative attractiveness
- U.S. oil is expected to head toward a period of decreasing growth and increasing upward price pressure



Merger and Industry

	Natural Gas Dominance	International Scale
CHESAPEAKE ENERGY	 Rich in natural gas - important for producing liquified natural gas, which is in high demand 10 wells, 90 local employees, 5 active rigs 	 Only provide products in the U.S. Do not have the resources to go global, as they continue to recover from filing for bankruptcy in 2020
CHESAPEAKE ENERGY	 Both companies work in the Haynesville Basin which is expected to generate significant synergies Identified more than \$400M of 	 Have a combined net production of 7.9 billion cubic feet equivalent per day The Company will now have the
Southwestern Energy® Chesapeake	 annual cost and capital synergies over the next decade Southwestern's assets are likely to be managed more efficiently under Chesapeake 	resources to export liquified natural gas globally Will be able to deliver more natural gas at a lower cost



Catalyst

Counterparties







- Effective Price: \$6.69/share
- Total Value: \$7.69 Billion
- 1 share of SWN = .0867 sharesof CHK



Risks

FTC

- FTC can block the merger because it may violate antitrust laws in the energy sector
- CHK as a standalone company is a strong enough prospect that we are confident in it even without a merger with SWN

Debt

- Natural gas demands long-term agreements that can hinder response time to the market
- Assuming SWN's debt
- However, CHK is committed to a net EBITDA leverage target of <1.0x, and they are funding the transaction with equity and paying down debt to \$4.5M over the next two years

Stock Price Dilution

- Merging with SWN may dilute the stock price of CHK because it is an all-stock deal, reducing current shareholder ownership
- All stock deal reduces commodity price risk

Low Synergies

- Risk of low cohesion between CHK and SWN
- Unlikely as they operate in similar regions and share a customer base
- Both companies bring strong management teams to capitalize on strengths



Risks

Financial Measures

В	6	Sortino	Sharpe	Treynor
0.48	2.4%	0.07	0.05	0.002

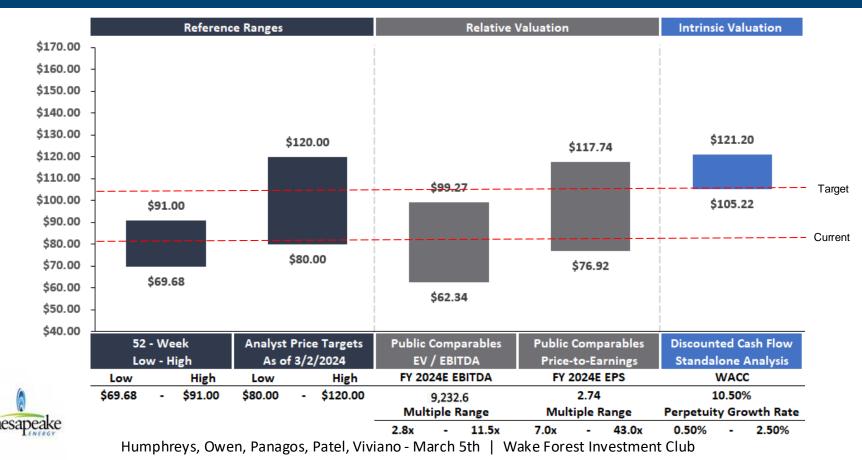
Commentary

- Strengths in merger document: immediately accretive and maintain a double-digit interest coverage ratio
- Stock price recently increased 10% CHK plans to cut CAPX
- Able to recover from 2020 bankruptcy and post positive returns
- All stock merger should increase company value and compensate investors for the risk they bear





Football Field



17

Comparables

Company	Chesapeake	SWN Southwestern Energy®	RANGE RESOURCES*	× Ovintiv	Western Midstream	Marathon Oil	EGT
Market Cap (\$ in millions)	\$10,731	\$7,609	\$7,597	\$12,896	\$12,716	\$13,922	\$16,111
TEV / EBITDA (LTM)	3.0x	1.8x	5.0x	4.0	9.7x	4.2x	5.1x
FCF (\$ in millions)	\$3,084	\$469	\$371	\$2,035	\$1,479	\$2,032	\$1,160
P / Diluted EPS	4.8x	4.9x	8.8x	6.1x	12.9x	9.4x	8.7x
LTM Revenue (\$ in millions)	\$6,047	\$6,522	\$2,553	\$10,661	\$3,107	\$6,453	\$4,974
Beta (5Y)	0.48	1.11	1.83	2.66	2.75	2.23	1.13
EBITDA Margin	61.8%	54.8%	67.7%	44.9%	61.3%	66.8%	85.8%
Debt / Capital (LTM)	16.5%	41.0%	32.4%	39.2%	72.4%	33.6%	28.4%
Proven Reserves (TCFE)	13.00	21.10	18.10	0.00	N/A	7.50	25.00
Total Production (BCFE/D)	1.30	3.40	2.16	0.20	1.10	0.03	0.55



Merger Model - Assumptions

Offer Value	
Target Share Price	\$6.98
% Offer Premium	-4.2%
Offer Price Per Share	\$6.69
Diluted Shares Outstanding	1,101.5
Offer Value	7,368.8
(+) Target Debt	3,947.0
(-) Target Cash	(21.0)
Enterprise Value	11,294.8
Implied EV / EBITDA	5.4x

Sources of Funds									
	%	\$	Mult.						
Excess Cash	1.0%	73.7	0.0x						
New Revolver	0.0%	0.0	0.0x						
New Term Loan A	0.0%	0.0	0.0x						
New Term Loan B	0.0%	0.0	0.0x						
Equity Issuance	99.0%	7,368.8	1.2x						
Total Sources of Funds	100.0%	7,442.5	1.2x						

Uses of Funds								
	%	\$	Mult.					
Purchase of Target Equity	99.0%	7,368.8	1.2x					
Target Debt Refinanced	0.0%	0.0	0.0x					
Transaction Expenses	1.0%	73.7	0.0x					
Financing Fees	0.0%	0.0	0.0x					
Total Uses of Funds	100.0%	7,442.5	1.2x					

Assumptions	
Assumed Annual PT Synergies	2.0%
Acquirer 2024E EBITDA	4,067.0
Target 2024E EBITDA	2,098.2
NTM PF EBITDA	6,165.2
Acquirer Cash Balance	1,079.0
PF Minimum Cash Balance	1,000.0
Excess Cash	79.0
Transaction Expenses (% Offer Value)	1.0%

Transaction Financing	
Existing Target Debt	3,947.0
Refinancing Existing Target Debt	No
Leverage Multiple (NTM EBITDA)	3.50x
Maximum Leverage	21,578.3
(-) Existing Acquirer Debt	(2,028.0)
Incremental Leverage Capacity	15,603.3
Multiple (NTM EBITDA)	2.5x
Total Equity Issuance	7,368.8
Acquirer Share Price	\$82.70
Acquirer Shares Issued	89.1
Pro Forma Diluted Shares Outstanding	239.2
Nominal Exchange Ratio	0.1x



Merger Model - Output

Chesapeake and Southwestern Energy

Accretion-dilution %

Merger Model - Pro Forma **Income Statement Wall Street Forecast** Illustrative Extrapolation CAGR 2022A 2023A 2024E 2025E 2026E 2027E 2028E 2029E 2030E 23'-30' Acquirer Revenue \$9,232.6 \$12,464.9 \$12,575.9 \$11,743.0 \$8,721.0 \$9.954.4 \$11,264.8 \$11,991.3 \$12,645.6 Target Revenue 15,002.0 6,522.0 6,379.8 7,677.4 8,763.0 9,706.5 10,508.8 10,957.2 11,150.7 Consolidated Revenue 26.745.0 15,243.0 15,612.4 17,631.8 20,027.8 21,697.8 22,973.7 23,602.8 23,726.7 6.5% % Change (43.0%)2.4% 12.9% 13.6% 8.3% 5.9% 2.7% 0.5% Les: Consolidated COGS (7,542.0)(5,257.0)(5,888.1) (6,448.4)(4,016.0)(5,171.6)(6,902.9)(7,144.2)(7,226.0)**Consolidated Gross Profit** 19,203.0 9,986.0 11,596.3 12,460.2 14,139.7 15,249.4 16,070.8 16,458.5 16,500.7 7.4% Less: Pro Forma Operating Expense (5.142.0)(4.979.9)(5,431.1)(4,281.1)(3,728.3)(4.874.2)(5.074.1)(5,169.8)(5,160.4)Pro Forma EBITDA 14.061.0 5,006.1 6,165.2 8,179.1 10,411.4 10,375.3 10,996.7 11,288.7 11,340.3 12.4% 23.2% 27.3% % Change (64.4%) 32.7% (0.3%)6.0% 2.7% 0.5% 2024 2025+ 207.5 Plus: Pretax Synergies 1.0% 2.0% 61.7 163.6 208.2 219.9 225.8 226.8 Less: Incremental D&A from Asset Write Ups (104.0)(104.0)(104.0)(104.0)(104.0)(104.0)(104.0)0.0 0.0 0.0 0.0 0.0 0.0 0.0 Less: Amortization of Financing Fees Less: Consolidated Depreciation & Amortization (2,927.0)(2,838.1)(3,048.6)(4,049.4)(4,499.5)(4,479.4)(4,637.0)(4,726.8)(4,754.1)Pro Forma EBIT 11.134.0 2.168.0 3.074.3 4.189.3 5,999.3 6.475.7 6.683.7 6.709.0 12.4% 6.016.2 Less: Interest Expense (net) (270.7)(246.0)(193.9)(129.4)(94.1)54.6 (27.7)Pretax Income 2,803.7 3,943.2 5,822.3 5,869.9 6,381.5 6,656.0 6,763.6 17.5% Less: Taxes (699.5)(936.3) (1.384.1)(1.380.2)(1.495.7)(1.557.8)(1.581.8)Net Income 2,104.2 3,006.9 4,438.2 4,489.7 4,885.8 5,098.1 5,181.8 16.2% % Change NM 42.9% 47.6% 1.2% 8.8% 4.3% 1.6% Accretion / Dilution 2024E 2025E 2026E 2027E 2028E 2029E 2030E Acquirer Standalone EPS \$14.88 \$10.73 \$10.48 \$16.19 \$14.60 \$15.17 \$15.45 \$15.39 Target Standalone EPS (\$2.33) \$0.41 \$1.18 \$1.64 \$1.94 \$2.23 \$2.38 \$2.45 **Pro Forma EPS** \$8.80 \$12.57 \$18.55 \$18.77 \$20.42 \$21.31 \$21.66 Accretion-dilution \$ (\$1.93)\$2.09 \$2.37 \$4.16 \$5.25 \$5.86 \$6.27

20.0%

14.6%

28.5%

34.6%

37.9%

40.7%

(18.0%)

Discounted Cash Flows - Standalone

Chesapeake Energy Co

Discounted Cash Flows

	Historicals	Wall	Street Forecas	t	Illustrative Extrapolation				Terminal
	2023A	2024E	2025E	2026E	2027E	2028E	2029E	2030E	Value
Revenue	8,721.0	9,232.6	9,954.4	11,264.8	11,991.3	12,464.9	12,645.6	12,575.9	12,575.9
% Change		5.9%	7.8%	13.2%	6.4%	3.9%	1.4%	(0.6%)	
Gross Profit	7,512.0	7,833.4	8,445.8	9,557.6	10,174.0	10,575.8	10,729.1	10,670.0	10,670.0
% of revenue	86.1%	84.8%	84.8%	84.8%	84.8%	84.8%	84.8%	84.8%	
EBIT	3,141.8	2,306.6	2,217.6	3,374.3	2,987.7	3,105.8	3,150.8	3,133.5	3,133.5
% of revenue	36.0%	25.0%	22.3%	30.0%	24.9%	24.9%	24.9%	24.9%	
Less: Tax Expense	(817.9)	(514.4)	(565.5)	(860.4)	(761.9)	(792.0)	(803.5)	(799.0)	(799.0)
NOPAT	2,323.9	1,792.2	1,652.1	2,513.8	2,225.9	2,313.9	2,347.4	2,334.4	2,334.4
% of revenue	26.6%	19.4%	16.6%	22.3%	18.6%	18.6%	18.6%	18.6%	
Plus: Depreciation & Amortization		3,158.9	2,523.5	4,753.9	3,362.1	3,912.9	4,554.0	5,300.0	6,154.9
Plus: Asset Impairment Charges		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Less: Change in Net Working Capital		(76.7)	(108.3)	(271.6)	(187.5)	(207.4)	(229.4)	(253.8)	10.4
Less: Capital Expenditures	8	(2,108.4)	(3,274.4)	(3,727.5)	(4,338.2)	(5,048.9)	(5,876.1)	(6,838.8)	(6,838.8)
Unlevered Free Cash Flow		2,766.1	793.0	3,268.7	1,062.3	970.5	795.8	541.9	1,661.0
% of revenue		30.0%	8.0%	29.0%	8.9%	7.8%	6.3%	4.3%	

WACC	C	ulmulative FCF		_	T	Terminal Value Enterprise Value					
	0.50%	1.50%	2.50%		0.50%	1.50%	2.50%		0.50%	1.50%	2.50%
11.50%	7,807.8	7,807.8	7,807.8		7,479.2	8,309.0	9,323.2		15,287.0	16,116.8	17,131.0
10.50%	7,971.7	7,971.7	7,971.7	+	8,723.3	9,789.0	11,121.1	=	16,695.0	17,760.7	19,092.8
9.50%	8,142.4	8,142.4	8,142.4		10,282.6	11,683.0	13,483.5		18,425.0	19,825.4	21,626.0
	Equity Value				Diluted Shares Outstanding						
Net Debt		Equity Value		_	Diluted	Shares Outstand	ling		Impl	ied Per Share Pric	ce
Net Debt	0.50%	Equity Value 1.50%	2.50%	· -	Diluted 0.50%	Shares Outstand 1.50%	ling 2.50%	-	0.50%	ied Per Share Prio 1.50%	2.50%
Net Debt 	0.50% 14,388.0		2.50% 16,232.0	-				-			
		1.50%			0.50%	1.50%	2.50%	_	0.50%	1.50%	2.50%



Allocation

- Duration recommended
 - 5 to 10 years to capture all the upside and synergies of the merger
- Catalysts
 - Merger should be finalized in June 2024
- Consensus
 - Operational Synergies
 - Economies of Scale
 - Trading at a Discount
- Milestone
 - Clears the FTC
- Pre-Mortem
 - FTC blocks the merger



Recommendation

We strongly recommend a long position in CHK due to the implied price target of \$105.14 which is 27.13% upside from the current price of \$82.70.

Our analysis reveals that the Chesapeake-Southwestern Merger will result in **positive synergies** and an **accretion of EPS** that will result in Chesapeake being further **undervalued**.





Merger Model - Income Statement

			Historicals	Wal	Street Forecast	t	Illustrative Extrapolation				CAGR
			2023A	2024E	2025E	2026E	2027E	2028E	2029E	2030E	23' - 30'
Acquirer Revenue			8,721.0	9,232.6	9,954.4	11,264.8	11,991.3	12,464.9	12,645.6	12,575.9	
Target Revenue			6,522.0	6,379.8	7,677.4	8,763.0	9,706.5	10,508.8	10,957.2	11,150.7	
Consolidated Revenue			15,243.0	15,612.4	17,631.8	20,027.8	21,697.8	22,973.7	23,602.8	23,726.7	6.5%
% Change			(43.0%)	2.4%	12.9%	13.6%	8.3%	5.9%	2.7%	0.5%	
Consolidated Gross Profit			9,986.0	11,596.3	12,460.2	14,139.7	15,249.4	16,070.8	16,458.5	16,500.7	7.4%
Pro Forma EBITDA			5,006.1	6,165.2	8,179.1	10,411.4	10,375.3	10,996.7	11,288.7	11,340.3	12.4%
	2024	2025 +									
Plus: Pretax Synergies	1.0%	2.0%	-	61.7	163.6	208.2	207.5	219.9	225.8	226.8	
Less: D&A from Asset Write Ups			-	(104.0)	(104.0)	(104.0)	(104.0)	(104.0)	(104.0)	(104.0)	
Less: Amortization of Financing Fees			-	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
Less: Depreciation & Amortization			(2,838.1)	(3,048.6)	(4,049.4)	(4,499.5)	(4,479.4)	(4,637.0)	(4,726.8)	(4,754.1)	
Pro Forma Operating Income			2,168.0	3,074.3	4,189.3	6,016.2	5,999.3	6,475.7	6,683.7	6,709.0	12.4%
Less: Interest Expense (net)				(193.5)	(167.3)	(113.7)	(47.7)	(10.8)	57.2	141.1	
Pretax Income				2,880.9	4,021.9	5,902.5	5,951.6	6,464.9	6,740.9	6,850.2	17.5%
Less: Taxes				(718.7)	(955.0)	(1,403.1)	(1,399.4)	(1,515.3)	(1,577.7)	(1,602.1)	
Net Income				2,162.2	3,066.9	4,499.3	4,552.3	4,949.6	5,163.2	5,248.1	15.9%
% Change				NM	41.8%	46.7%	1.2%	8.7%	4.3%	1.6%	
Accretion / Dilution											
Acquirer Standalone EPS			\$14.88	\$10.73	\$10.48	\$16.19	\$14.60	\$15.17	\$15.45	\$15.39	
Target Standalone EPS			(\$2.33)	\$0.41	\$1.18	\$1.64	\$1.94	\$2.23	\$2.38	\$2.45	
Pro Forma EPS				\$8.37	\$11.87	\$17.41	\$17.61	\$19.15	\$19.98	\$20.30	
Accretion-dilution \$				(\$2.37)	\$1.39	\$1.22	\$3.01	\$3.98	\$4.52	\$4.91	
Accretion-dilution %				(22.0%)	13.3%	7.5%	20.6%	26.2%	29.3%	31.9%	



Merger Model - Leverage Analysis

Pro Forma Leverage / Coverage Analysis											
	2024E	2025E	2026E	2027E	2028E	2029E	2030E				
Coverage											
EBIT	3,074.3	4,189.3	6,016.2	5,999.3	6,475.7	6,683.7	6,709.0				
Interest Expense	316.7	316.7	303.0	289.2	289.2	242.5	163.5				
Interest Coverage	9.7x	13.2x	19.9x	20.7x	22.4x	27.6x	41.0x				
Leverage											
Total Debt	5,913.0	5,913.0	5,413.0	5,413.0	5,413.0	3,963.0	2,763.0				
Shareholders' Equity	3,561.0	3,561.0	3,561.0	3,561.0	3,561.0	3,561.0	3,561.0				
Debt-to-Equity Ratio	1.7x	1.7x	1.5x	1.5x	1.5x	1.1x	0.8x				



Income Statement – Stand Alone

Chesapeake Energy Co

Standalone Model

ncom		

		Historicals	Wall Street Forecast			it	Illustrative Extrapolation			
	2021A	2022A	2023A	2024E	2025E	2026E	2027E	2028E	2029E	2030E
Revenue	5,809.0	11,743.0	8,721.0	9,232.6	9,954.4	11,264.8	11,991.3	12,464.9	12,645.6	12,575.9
% Change		102.2%	(25.7%)	5.9%	7.8%	13.2%	6.4%	3.9%	1.4%	(0.6%)
Less: COGS	(1,077.0)	(1,534.0)	(1,209.0)	(1,399.2)	(1,508.6)	(1,707.2)	(1,817.3)	(1,889.1)	(1,916.5)	(1,905.9)
Gross Profit	4,732.0	10,209.0	7,512.0	7,833.4	8,445.8	9,557.6	10,174.0	10,575.8	10,729.1	10,670.0
Less: Operating Expense	(2,543.0)	(4,676.0)	(2,843.0)	(3,766.4)	(3,494.7)	(3,071.6)	(4,123.7)	(4,286.6)	(4,348.7)	(4,324.8)
EBITDA	2,189.0	5,533.0	4,669.0	4,067.0	4,951.1	6,486.0	6,050.3	6,289.2	6,380.4	6,345.2
% Change		152.8%	(15.6%)	(12.9%)	21.7%	31.0%	(6.7%)	3.9%	1.4%	(0.6%)
Less: Depreciation & Amortization	(991.0)	(1,753.0)	(1,527.0)	(1,760.3)	(2,733.7)	(3,112.0)	(3,062.4)	(3,183.4)	(3,229.5)	(3,211.8)
EBIT	1,198.0	3,781.5	3,141.8	2,306.6	2,217.6	3,374.3	2,987.7	3,105.8	3,150.8	3,133.5
Less: Interest Expense (net)	(73.0)	(160.0)	(104.0)	(41.5)	(6.2)	42.8	95.0	97.2	111.0	116.2
Pretax Income	1,125.0	3,621.5	3,037.8	2,265.1	2,211.4	3,417.1	3,082.7	3,203.0	3,261.8	3,249.6
Less: Taxes	(106.0)	(1,285.0)	(698.0)	(577.6)	(563.9)	(871.4)	(786.1)	(816.8)	(831.8)	(828.7)
Net Income	1,019.0	2,336.5	2,339.8	1,687.5	1,647.5	2,545.7	2,296.6	2,386.2	2,430.0	2,421.0
% Change	17.5%	19.9%	26.8%	18.3%	16.6%	22.6%	19.2%	19.1%	19.2%	19.3%



CAGR 23' - 30'

5.1%

4.5%

4.5%

(0.0%)

1.0%

Weighted Average Cost of Capital

Bottom Up Equity Beta	Target D/E	Tax Rate	Bottom-Up Asset Beta
1.02	0.44	22.4%	0.76
Weighted Average Cost of	Capital		
Market Risk Premium			4.9%
Multiplied by: Bottom Up Beta			5.0%
Adjusted Market Risk Premium			7.0%
Add: Risk-Free Rate of Return (RF)			5.0%
Add: Size Premium			0.0%
Cost of Equity			12.2%
Multiplied by: Weight in Equity			8.41%
Cost of Debt			6.90%
Tax Rate			22.4%
After-Tax Cost of Debt			5.35%
Multiplied by: Weight in Debt			1.65%
WACC			10.06%

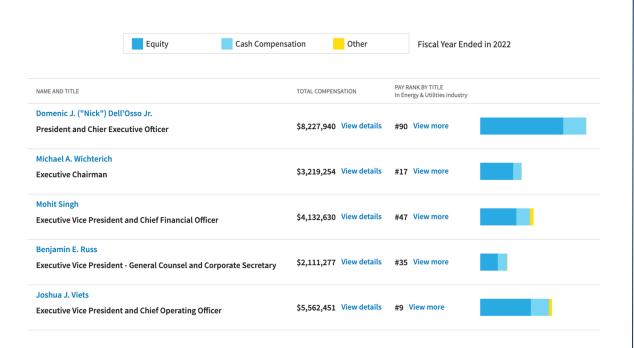


Weighted Average Cost of Capital

Comps	Levered Beta	D/E	Tax Rate	Asset Beta	
NYSE:RRC	1.15	0.48	20.8%	0.83	
NYSE:OVV	1.16	0.64	16.9%	0.76	
NYSE:MRO	0.98	0.51	18.7%	0.69	
NYSE:EQT	0.97	0.40	17.5%	0.73	
NYSE:CTRA	0.90	0.19	23.6%	0.79	
Company Ticker					
NASDAQGS:CHK	0.88	0.00	22.4%	0.88	



Management Compensation



Compensation Breakdown

Stock: 72.2%

Base Pay: 14.24%

Bonuses: 10.84%

• Cash: 25.1%

Other: 2.7%

