

Americas Credit Derivatives Determinations Committee Statement - February 13, 2026

Civitas Resources, Inc. Successor Determination

DC Issue Number 2026020201

The Americas DC considered whether there is a Successor to Civitas Resources, Inc. (**Civitas**) under the 2014 ISDA Credit Derivatives Definitions published by the International Swaps and Derivatives Association, Inc. (**ISDA**) (the **2014 Definitions**) and is issuing the following statement in connection with such DC Issue. This statement applies solely to Credit Derivative Transactions that incorporate the 2014 Definitions.¹

The Americas DC is providing the following statement in connection with its Successor determination.

1. SUMMARY OF EVENTS

On November 2, 2025, Civitas entered into an Agreement and Plan of Merger (the **Merger Agreement**) with SM Energy Company (**SM Energy**) and Cars Merger Sub, Inc., a wholly-owned subsidiary of SM Energy (**Merger Sub**).² Pursuant to the Merger Agreement, Merger Sub would first merge with and into Civitas, with Civitas surviving as an interim, wholly-owned subsidiary of SM Energy. Immediately thereafter, Civitas would merge with and into SM Energy, with SM Energy continuing as the surviving corporation (together, the **Mergers**).³

On January 30, 2026, the Mergers were completed, and the Civitas and Merger Sub ceased to exist.⁴

The Americas DC determined, based on submitted Eligible Information, that as of September 30, 2025, Civitas had, at minimum, the following obligations outstanding: U.S. \$4,850,000,000 aggregate principal amount of senior notes across five separate series (the **Civitas Senior Notes**).

Upon completion of the Mergers, SM Energy, as the surviving entity, assumed "all debts, liabilities, obligations, restrictions, disabilities and duties of" Civitas pursuant to Section 1.3 of the Merger Agreement.⁵ Further, Section 5.18(b) of the Merger Agreement required Civitas and SM Energy to provide "any notices, announcements, certificates, filings or legal opinions required by the applicable [Civitas] Senior Notes Indenture to be provided in connection with the Transactions" and to deliver "supplemental indentures, [...] as necessary, complying with the applicable requirements of such [...] Senior Notes Indenture," which is consistent with SM Energy assuming Civitas' obligations in respect of the Civitas Senior Notes.⁶

2. ANALYSIS UNDER THE 2014 DEFINITIONS

Under the 2014 Definitions, the determination of a Successor focuses on whether a given entity "succeeds" to the "Relevant Obligations" of the Reference Entity.⁷ An entity "succeeds" to a Reference Entity when it "assumes or becomes liable for such Relevant Obligations," provided that the Reference Entity "is not

¹ Each capitalized term used but not defined in this Statement shall have the meaning given to it in (a) the 2014 Definitions, or (b) the Credit Derivatives Determinations Committees Rules (as amended as of the date hereof) (the **DC Rules**), as applicable.

² See Civitas' Form 8-K dated January 30, 2026 ([available here](#)).

³ See Section 1.3 of the Merger Agreement ([available here](#)).

⁴ See Civitas' Form 8-K dated January 30, 2026 ([available here](#)).

⁵ See Section 1.3 of the Merger Agreement ([available here](#)).

⁶ See Section 5.18(b) of the Merger Agreement ([available here](#)).

⁷ See Section 2.2(d)(ii) of the 2014 Definitions.

thereafter a direct obligor or a provider of a Relevant Guarantee with respect to such Relevant Obligations."⁸ Additionally, Section 2.2(a)(vii) of the 2014 Definitions provides that, where one entity assumes all of the obligations of the Reference Entity (including at least one Relevant Obligation), where the Reference Entity has ceased to exist or is in the process of being dissolved, and where the Reference Entity has not issued or incurred any Borrowed Money obligation since the legally effective date of the assumption, such entity shall be the sole Successor as a Universal Successor.⁹

On the basis of Eligible Information, the Americas DC determined that SM Energy assumed all Relevant Obligations of Civitas pursuant to the Merger Agreement. The Americas DC therefore Resolved that SM Energy is the sole Successor to Civitas with respect to each Credit Derivative Transaction that specifies Civitas and that is outstanding as of the date this statement is published and that the Succession Date is January 30, 2026.¹⁰

The Americas DC further determined that this Successor determination satisfies the criteria for a Universal Successor under Section 2.2(a)(vii) of the 2014 Definitions. SM Energy assumed all obligations of Civitas (including at least one Relevant Obligation), and Civitas ceased to exist upon completion of the Mergers. Accordingly, the Americas DC determined it was not necessary to Resolve a Successor Backstop Date.¹¹

⁸ See Section 2.2(a), (d), (f) and (g) of the 2014 Definitions; See also Section 3.1(a) of the 2014 Definitions ("An 'Obligation' means 'any obligation of Civitas (either directly or as provider of a Relevant Guarantee) [...]'").

⁹ See Section 2.2(a)(vii) of the 2014 definitions; See also Section 3.13(a)(ii) of the 2014 Definitions ("'Borrowed Money' means any obligation (excluding an obligation under a revolving credit arrangement for which there are no outstanding, unpaid drawings in respect of principal) for the payment or repayment of borrowed money (which term shall include, without limitation, deposits and reimbursement obligations arising from drawings pursuant to letters of credit.)"

¹⁰ See Section 2.2(f) of the 2014 Definitions; See also Section 2.2(j) of the 2014 Definitions ("'Succession Date' means the legally effective date of an event in which one or more entities succeed to some or all of the Relevant Obligations of the Reference Entity [...]")

¹¹ See Section 2.2(a)(vii) of the 2014 Definitions; see also Section 2.2(k) of the 2014 Definitions.