

ANTERO RESOURCES Corp  
Form SC 13G/A  
February 13, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Amendment No. 3)

(Rule 13d-102)  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

Antero Resources Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03674X 106

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP

No. 036740 Page 2 of 19 pages

106

Name of Reporting Persons

1 Warburg Pincus Private  
Equity VIII, L.P.

2 Check the Appropriate Box  
if a Member of a Group

(a)  
(b)

3 SEC Use Only

Citizenship or Place of

4 Organization  
Delaware

Sole Voting Power

5  
Number  
of  
Shares

Beneficially  
Owned

Shared Voting Power  
5,194 (1)

by  
Each  
Reporting  
Person

Sole Dispositive Power  
0

With  
8  
Power

Shared Dispositive  
Power  
5,194 (1)

Aggregate Amount

9 Beneficially Owned by  
Each Reporting Person  
5,194 (1)

10 Check Box if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares

Percent of Class

11 Represented by Amount in  
Row 9  
less than 1% (2)

12 Type of Reporting Person  
PN

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 2 -

---

CUSIP

No. 03674X Page 3 of 19 pages  
106

Name of Reporting Persons

1 Warburg Pincus Private  
Equity X, L.P.

2 Check the Appropriate Box  
if a Member of a Group

(a)  
(b)

3 SEC Use Only

Citizenship or Place of

4 Organization  
Delaware

Sole Voting Power

5  
Number  
of

Shares Beneficially  
Owned

Shared Voting Power  
11,790,102 (1)

by  
Each Reporting  
Person

Sole Dispositive Power  
0

With  
8

Shared Dispositive  
Power  
11,790,102 (1)

Aggregate Amount

9 Beneficially Owned by  
Each Reporting Person  
11,790,102 (1)

10 Check Box if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares

Percent of Class

11 Represented by Amount in  
Row 9  
3.8% (2)

12 Type of Reporting Person  
PN

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 3 -

---

CUSIP

No. 036740 Page 4 of 19 pages  
106

Name of Reporting Persons

1 Warburg Pincus X Partners,  
L.P.

2 Check the Appropriate Box  
if a Member of a Group

- (a)
- (b)

3 SEC Use Only

Citizenship or Place of

4 Organization  
Delaware

5 Sole Voting Power

Number  
of

Shares

Beneficially Owned  
1,758,730 (1)

by Sole Dispositive Power

Each

Reporting

Person

With Shared Dispositive  
Power  
1,758,730 (1)

Aggregate Amount

9 Beneficially Owned by  
Each Reporting Person  
1,758,730 (1)

10 Check Box if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares

Percent of Class

11 Represented by Amount in  
Row 9  
less than 1% (2)

12

Type of Reporting Person  
PN

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 4 -

---

CUSIP

No. 13G Page 5 of 19 pages  
03674X

106

Name of Reporting Persons

1 Warburg Pincus Private  
Equity X O&G, L.P.

2 Check the Appropriate Box  
if a Member of a Group

(a)

(b)

3 SEC Use Only

Citizenship or Place of

4 Organization  
Delaware

Sole Voting Power

5  
Number  
of

Shares Beneficially  
Owned 43,158,261 (1)

by Sole Dispositive Power  
Each Reporting  
Person 0

With Shared Dispositive  
Power 43,158,261 (1)

Aggregate Amount

9 Beneficially Owned by  
Each Reporting Person  
43,158,261 (1)

Check Box if the

10 Aggregate Amount in Row  
(9) Excludes Certain  
Shares

Percent of Class

11 Represented by Amount in  
Row 9  
13.7% (2)



12 Type of Reporting Person  
PN

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 5 -

---

CUSIP

No. 036740X Page 6 of 19 pages

106

1 Name of Reporting Persons  
Warburg Pincus X, L.P.

2 Check the Appropriate Box  
if a Member of a Group  
(a)  
(b)

3 SEC Use Only

Citizenship or Place of  
4 Organization  
Delaware

5 Sole Voting Power  
Number  
of  
Shares  
Beneficially  
Owned  
by  
Each  
Reporting  
Person  
With  
8  
56,707,093 (1)  
6 Shared Voting Power  
56,707,093 (1)  
7 Sole Dispositive Power  
0  
9 Shared Dispositive  
Power  
56,707,093 (1)

Aggregate Amount  
9 Beneficially Owned by  
Each Reporting Person  
56,707,093 (1)

10 Check Box if the  
Aggregate Amount in Row  
(9) Excludes Certain  
Shares

11 Percent of Class  
Represented by Amount in  
Row 9  
18.1% (2)

12 Type of Reporting Person  
PN

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 6 -

---

CUSIP

No. 03674X Page 7 of 19 pages

106

1 Name of Reporting Persons  
Warburg Pincus X GP L.P.

2 Check the Appropriate Box  
if a Member of a Group  
(a)  
(b)

3 SEC Use Only

Citizenship or Place of  
4 Organization  
Delaware

5 Sole Voting Power  
Number  
of  
Shares  
Beneficially  
Owned  
by  
Each  
Reporting  
Person  
With  
8  
Sole Dispositive Power  
0  
Shared Dispositive  
Power  
56,707,093 (1)

Aggregate Amount  
9 Beneficially Owned by  
Each Reporting Person  
56,707,093 (1)

10 Check Box if the  
Aggregate Amount in Row  
(9) Excludes Certain  
Shares

11 Percent of Class  
Represented by Amount in  
Row 9  
18.1% (2)

12

Type of Reporting Person  
PN

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 7 -

---

CUSIP

No. 036740 Page 8 of 19 pages

106

1 Name of Reporting Persons  
WPP GP LLC

2 Check the Appropriate Box  
if a Member of a Group  
(a)  
(b)

3 SEC Use Only

Citizenship or Place of  
4 Organization  
Delaware

5 Sole Voting Power  
Number  
of  
Shares  
Beneficially  
Owned  
by  
Each  
Reporting  
Person  
With  
8  
Sole Dispositive Power  
0  
Shared Dispositive  
Power  
56,707,093 (1)  
56,707,093 (1)

Aggregate Amount  
9 Beneficially Owned by  
Each Reporting Person  
56,707,093 (1)

10 Check Box if the  
Aggregate Amount in Row  
(9) Excludes Certain  
Shares

11 Percent of Class  
Represented by Amount in  
Row 9  
18.1% (2)

12

Type of Reporting Person

OO

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 8 -

---

CUSIP

No. 03674X Page 9 of 19 pages  
106

Name of Reporting Persons

1 Warburg Pincus Partners,  
L.P.

2 Check the Appropriate Box  
if a Member of a Group

(a)  
(b)

3 SEC Use Only

Citizenship or Place of

4 Organization  
Delaware

Sole Voting Power  
Number  
of  
Shares

Beneficially Owned  
6 56,712,287 (1)

by  
Each, Sole Dispositive Power  
Reporting  
Person

With, Shared Dispositive Power  
8 56,712,287 (1)

Aggregate Amount

9 Beneficially Owned by  
Each Reporting Person  
56,712,287 (1)

Check Box if the Aggregate  
10 Amount in Row (9)  
Excludes Certain Shares

Percent of Class

11 Represented by Amount in  
Row 9  
18.1% (2)

12 Type of Reporting Person  
PN



---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 9 -

---

CUSIP

No. 03674X Page 10 of 19 pages  
106

Name of Reporting Persons

1 Warburg Pincus Partners GP  
LLC

2 Check the Appropriate Box  
if a Member of a Group

- (a)
- (b)

3 SEC Use Only

Citizenship or Place of

4 Organization  
Delaware

Sole Voting Power

Number  
of  
Shares

0

Beneficially Owned

56,712,287 (1)  
by

Each, Sole Dispositive Power

Reporting  
Person

With, Shared Dispositive Power

56,712,287 (1)

Aggregate Amount

9 Beneficially Owned by Each  
Reporting Person

56,712,287 (1)

Check Box if the Aggregate

10 Amount in Row (9) Excludes  
Certain Shares

Percent of Class Represented

11 by Amount in Row 9

18.1% (2)

Type of Reporting Person

12 OO

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 10 -

---

CUSIP

No. 03674XP Page 11 of 19 pages  
106

1 Name of Reporting Persons  
Warburg Pincus & Co.

2 Check the Appropriate Box if  
a Member of a Group  
(a)  
(b)

3 SEC Use Only

Citizenship or Place of  
4 Organization  
New York

Sole Voting Power  
Number of  
0  
Shares

Beneficially Owned  
6 56,712,287 (1)  
by

Each, Sole Dispositive Power  
7 Reporting  
Person

With, Shared Dispositive Power  
8 56,712,287 (1)

Aggregate Amount  
9 Beneficially Owned by Each  
Reporting Person  
56,712,287 (1)

Check Box if the Aggregate  
10 Amount in Row (9) Excludes  
Certain Shares

Percent of Class Represented  
11 by Amount in Row 9  
18.1% (2)

12 Type of Reporting Person  
PN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 11 -

---

CUSIP

No. 03674X Page 12 of 19 pages  
106

1 Name of Reporting Persons  
Warburg Pincus LLC

2 Check the Appropriate Box if  
a Member of a Group  
(a)  
(b)

3 SEC Use Only

Citizenship or Place of  
4 Organization  
New York

Number of  
Sole Voting Power  
0

Shares Beneficially  
Owned  
Shared Voting Power  
56,712,287 (1)

by  
Each Reporting  
Sole Dispositive Power  
0

Person With  
Shared Dispositive Power  
56,712,287 (1)

Aggregate Amount  
9 Beneficially Owned by Each  
Reporting Person  
56,712,287 (1)

10 Check Box if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares

Percent of Class Represented  
11 by Amount in Row 9  
18.1% (2)

12 Type of Reporting Person  
OO

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 12 -

---

CUSIP

No. 03674X Page 13 of 19 pages  
106

1 Name of Reporting Persons  
Charles R. Kaye

2 Check the Appropriate Box if  
a Member of a Group  
(a)  
(b)

3 SEC Use Only

Citizenship or Place of  
4 Organization  
United States

Number of  
Sole Voting Power  
0

Shares Beneficially  
Owned  
56,712,287 (1)

by Each Reporting  
Person  
Sole Dispositive Power  
0

With Shared Dispositive Power  
56,712,287 (1)

Aggregate Amount  
9 Beneficially Owned by Each  
Reporting Person  
56,712,287 (1)

10 Check Box if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares

Percent of Class Represented  
11 by Amount in Row 9  
18.1% (2)

12 Type of Reporting Person  
IN



---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock other than the Common Stock of the Issuer owned of record by such reporting person.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 13 -

---

CUSIP

No. 03674XP Page 14 of 19 pages  
106

1 Name of Reporting Persons  
Joseph P. Landy

2 Check the Appropriate Box if  
a Member of a Group  
(a)  
(b)

3 SEC Use Only

Citizenship or Place of  
4 Organization  
United States

Number of  
Sole Voting Power  
0

Shares Beneficially  
Owned  
56,712,287 (1)

by  
Each Reporting  
Person  
Sole Dispositive Power  
0

With  
Shared Dispositive Power  
56,712,287 (1)

Aggregate Amount  
9 Beneficially Owned by Each  
Reporting Person  
56,712,287 (1)

10 Check Box if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares

Percent of Class Represented  
11 by Amount in Row 9  
18.1% (2)

12 Type of Reporting Person  
IN

---

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock other than the Common Stock of the Issuer owned of record by such reporting person.

(2) Calculations are based upon 314,074,131 shares of Common Stock of the Issuer outstanding, as of October 27, 2016, as set forth in the Form S-3 of the Issuer filed with the U.S. Securities and Exchange Commission on October 28, 2016.

- 14 -

---

SCHEDULE 13G

This Amendment No. 3 (this “Amendment”) amends and restates in its entirety the Schedule 13G filed on February 12, 2016 (the “Prior Schedule 13G” and together with the Amendment, the “Schedule 13G”).

Item 1(a) Name of Issuer.

The name of the issuer is Antero Resources Corporation, a Delaware corporation (the “Issuer”).

Item 1(b) Address of Issuer’s Principal Executive Offices.

The principal executive offices of the Issuer are located at 1615 Wynkoop Street, Denver, Colorado 80202.

Item 2(a) Name of Person Filing.

This Schedule 13G is filed on behalf of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership (“WP VIII”, and together with its two affiliated partnerships, Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands (“WP VIII CV I”), and WP-WPVIII Investors, L.P., a Delaware limited partnership (“WP-WPVIII Investors”), collectively, the “WP VIII Funds”), Warburg Pincus Private Equity X, L.P., a Delaware limited partnership (“WP X”), Warburg Pincus X Partners, L.P., a Delaware limited partnership (“WP X Partners,” and together with WP X, the “WP X Funds”) and Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership (“WP X O&G”). WP-WPVIII Investors GP L.P., a Delaware limited partnership (“WP-WPVIII GP”) is the general partner of WP-WPVIII Investors. Warburg Pincus X, L.P., a Delaware limited partnership (“WP X GP”), is the general partner of each of the WP X Funds and WP X O&G. Warburg Pincus X GP L.P., a Delaware limited partnership (“WP X GP LP”), is the general partner of WP X GP. WPP GP LLC, a Delaware limited liability company (“WPP GP”), is the general partner of WP-WPVIII GP and WP X GP LP. Warburg Pincus Partners, L.P., a Delaware limited partnership (“WP Partners”), is (i) the managing member of WPP GP, and (ii) the general partner of WP VIII and WP VIII CV I. Warburg Pincus Partners GP LLC, a Delaware limited liability company (“WP Partners GP”), is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership (“WP”), is the managing member of WP Partners GP. Warburg Pincus LLC, a New York limited liability company (“WP LLC”), is the manager of each of the WP VIII Funds, the WP X Funds and WP X O&G. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Reporting Persons (as defined below). Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus Reporting Persons. Each of Messrs. Kaye and Landy, together with the WP VIII Funds, the WP X Funds, WP X O&G, WP X GP, WP X GP LP, WP-WPVIII Investors GP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC are collectively referred to herein as the “Warburg Pincus Reporting Persons”.

Item 2(b) Address of Principal Business Office.

The principal business address of each of the Warburg Pincus Reporting Persons is 450 Lexington Avenue, New York, New York 10017.

Item 2(c) Citizenship.

See Item 2(a).

Item 2(d) Title of Class of Securities.

Common Stock, par value \$0.01 per share (the "Common Stock").

- 15 -

---

Item 2(e) CUSIP Number.

03674X 106

Item 3 If this statement is filed pursuant to §§240.13d—1(b) or 240.13d—2(b) or (c), check whether the person filing is a:

Not Applicable

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a—8);
- (e) An investment adviser in accordance with §240.13d—1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d—1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d—1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a—3);
- (j) A non-U.S. institution in accordance with §240.13d—1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d—1(b)(1)(ii)(K).

Item 4 Ownership.

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Warburg Pincus Reporting Person and is incorporated herein by reference for each such Warburg Pincus Reporting Person.

Each Warburg Pincus Reporting Person other than Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock. Each of Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any Common Stock, other than any Common Stock owned of record by Mr. Kaye or Mr. Landy, respectively.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Warburg Pincus Reporting Persons have ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

- 16 -

---

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

The Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)-3 of the Exchange Act. The joint filing agreement among the Warburg Pincus Reporting Persons to file this Amendment No. 3 to Schedule 13G jointly is attached to the Amendment No. 2 to Schedule 13G previously filed with the U.S. Securities and Exchange Commission by the Warburg Pincus Reporting Person with respect to the Issuer on February 12, 2016. Each Warburg Pincus Reporting Person other than Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock. Each of Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any Common Stock, other than any Common Stock owned of record by Mr. Kaye or Mr. Landy, respectively.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

Inapplicable.

- 17 -

---



SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017

WARBURG  
PINCUS PRIVATE  
EQUITY VIII, L.P.

By: Warburg Pincus  
Partners, L.P.,  
its general  
partner

By: Warburg Pincus  
Partners GP  
LLC, its general  
partner

By: Warburg  
Pincus & Co.,  
its managing  
member

By: /s/ Robert B.  
Knauss  
Robert  
Name: B.  
Knauss  
Title: Partner

WARBURG  
PINCUS PRIVATE  
EQUITY X, L.P.

By: Warburg Pincus  
X, L.P., its  
general partner

By: Warburg Pincus  
X GP L.P., its  
general partner  
WPP GP LLC,

By: its general  
partner  
Warburg Pincus

By: Partners, L.P.,  
its managing  
member

By:

Warburg Pincus  
Partners GP  
LLC, its general  
partner  
By: Warburg Pincus  
& Co., its  
managing  
member

By: /s/ Robert B.  
Knauss  
Name: Robert  
B.  
Knauss  
Title: Partner

WARBURG  
PINCUS X  
PARTNERS, L.P.

By: Warburg Pincus  
X, L.P., its  
general partner

By: Warburg Pincus  
X GP L.P., its  
general partner  
WPP GP LLC,

By: its general  
partner  
Warburg Pincus

By: Partners, L.P.,  
its managing  
member

By: Warburg Pincus  
Partners GP  
LLC, its general  
partner

By: Warburg  
Pincus & Co.,  
its managing  
member

By: /s/ Robert B.  
Knauss  
Name: Robert  
B.  
Knauss  
Title: Partner

WARBURG  
PINCUS PRIVATE

EQUITY X O&G,  
L.P.

Warburg Pincus  
By: X, L.P., its

general partner  
Warburg Pincus

By: X GP L.P., its  
general partner

WPP GP LLC,

By: its general  
partner

Warburg Pincus

By: Partners, L.P.,  
its managing

member

Warburg Pincus

By: Partners GP  
LLC, its general

partner

Warburg

By: Pincus & Co.,  
its managing

member

By: /s/ Robert B.  
Knauss

Robert

Name: B.

Knauss

Title: Partner

WARBURG  
PINCUS X, L.P.

Warburg Pincus  
By: X GP L.P., its

general partner  
WPP GP LLC,

By: its general  
partner

Warburg Pincus

By: Partners, L.P.,  
its managing

member

Warburg Pincus

By: Partners GP  
LLC, its general

partner

By: Warburg

Pincus & Co.,

its managing  
member

By: /s/ Robert B.  
Knauss  
Name: Robert  
B.  
Knauss  
Title: Partner

- 18 -

---

WARBURG PINCUS X GP  
L.P.

By: WPP GP LLC, its  
general partner  
Warburg Pincus  
By: Partners, L.P., its  
managing member  
Warburg Pincus Partners  
By: GP LLC, its general  
partner  
Warburg Pincus & Co.,  
By: its managing member

By: /s/ Robert B. Knauss  
Name: Robert B.  
Knauss  
Title: Partner

WPP GP LLC  
Warburg Pincus  
By: Partners, L.P., its  
managing member  
Warburg Pincus Partners  
By: GP LLC, its general  
partner  
Warburg Pincus & Co.,  
By: its managing member

By: /s/ Robert B. Knauss  
Name: Robert B.  
Knauss  
Title: Partner

WARBURG PINCUS  
PARTNERS, L.P.

Warburg Pincus Partners  
By: GP LLC, its general  
partner  
Warburg Pincus & Co.,  
By: its managing member

By: /s/ Robert B. Knauss  
Name: Robert B.  
Knauss  
Title: Partner

WARBURG PINCUS  
PARTNERS GP LLC  
By:

Warburg Pincus & Co.,  
its managing member

By: /s/ Robert B. Knauss

Name: Robert B.  
Knauss  
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss

Name: Robert B.  
Knauss  
Title: Partner

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss

Name: Robert B.  
Knauss  
Title: Managing  
Director

CHARLES R. KAYE

By: /s/ Robert B. Knauss

Robert B. Knauss,  
Attorney-in-Fact\*

JOSEPH P. LANDY

By: /s/ Robert B. Knauss

Robert B. Knauss,  
Attorney-in-Fact\*

The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by Warburg Pincus LLC with respect to WEX, Inc. and is hereby incorporated by reference.

Schedule 13G Signature Page