

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

25 August 2010

**FINAL\* CASH OFFER**

**for**

**Dana Petroleum plc (“Dana”)**

**by**

**Korea National Oil Corporation (“KNOC”)**

---

**POSTING OF OFFER DOCUMENTATION**

**1. The Offers**

On 20 August 2010, KNOC announced the terms of a cash offer to be made for the entire issued and to be issued ordinary share capital of Dana (the “**Share Offer**”).

The Share Offer of 1,800 pence per Dana Share represents a premium of approximately 59 per cent. to Dana’s pre-bid speculation share price<sup>(1)</sup>.

KNOC believes that the Share Offer provides compelling value in cash for Dana Shareholders and incorporates a full and fair value for Dana’s entire portfolio of production, development and exploration assets.

\*The Share Offer is final and will not be increased save that KNOC reserves its right to increase the Share Offer: (i) if a competitive situation arises (including if a third party announces an offer or possible offer for Dana); (ii) with the recommendation of the Dana Board; or (iii) if Dana announces any material new information after the date specified as the last date for any such announcements in Rule 31.9 of the Code.

On 20 August 2010, KNOC also announced a cash offer for the Dana Convertible Bonds (the “**Convertible Bond Offer**”, together with the Share Offer, the “**Offers**”).

**2. Posting of Offer Documentation**

KNOC announces that the offer document containing the full terms and conditions of the Offers (the “**Offer Document**”) and the Form of Acceptance (as appropriate) is being posted to Dana Shareholders and is being made available to Dana Convertible Bondholders and, for information only, to persons with information rights and the participants in the Dana Share Schemes, today.

**Dana Shareholders are encouraged to accept the Share Offer immediately and, in any event, by no later than 1.00 p.m. (London time) on 23 September 2010.**

Acceptances of the Convertible Bond Offer must be received by no later than 1.00 p.m. (London time) on 23 September 2010.

The procedure for acceptance of the Offers is set out on page 6 and in paragraphs 15 and 16 of Part I of the Offer Document. To accept the Share Offer in respect of Certificated Dana

Shares, the Form of Acceptance should be completed, signed, witnessed and returned as soon as possible and, in any event, so as to be received by Computershare by post at Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours) to Computershare at The Pavilions, Bridgwater Road, Bristol BS13 8AE not later than 1.00 p.m. (London time) on 23 September 2010. Acceptances in respect of Uncertificated Dana Shares should be made electronically through CREST so that the TTE Instruction settles not later than 1.00 p.m. (London time) on 23 September 2010. CREST sponsored members should note that only CREST sponsors will be able to send the necessary TTE Instruction to Euroclear.

If you require assistance relating to the Share Offer, please telephone Computershare on 0870 707 1887, if calling from the UK, or, if calling from outside the UK, +44 870 707 1887. If you require assistance relating to the Convertible Bond Offer, please telephone BNP Paribas Securities Services, Luxembourg Branch on +352 26 96 20 00.

The Helpline will be available between 8.30 a.m. and 5.00 p.m. (London time) Monday to Friday (except UK public holidays). Calls to the 0870 number cost up to 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the Helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.

Please note that Computershare cannot provide any advice on the merits of the Offers or provide any financial, legal or tax advice, or provide any assistance in relation to the Convertible Bond Offer.

BNP Paribas Securities Services, Luxembourg Branch cannot provide advice on the merits of the Offers or provide any financial, legal or tax advice, or provide any assistance in relation to the Share Offer.

Copies of the Offer Document (and/or any information incorporated into the Offer Document by reference to another source) may be requested by contacting Computershare at Corporate Actions Projects, Bristol BS99 6AH or on 0870 707 1887, if calling from the UK, or, if calling from outside the UK, +44 870 707 1887, or (if you are a Dana Convertible Bondholder) by contacting BNP Paribas Securities Services, Luxembourg Branch at Corporate Trust Services, 33, Rue de Gasperich, Hesperange L-5826 Luxembourg or on +352 26 96 20 00.

The Offer Document and the Form of Acceptance will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the office of Linklaters LLP, One Silk Street, London EC2Y 8HQ until the end of the Offers. A copy of the Offer Document is also available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on KNOC's website at [www.knoc.co.kr/ENG/include/ma\\_pop.jsp](http://www.knoc.co.kr/ENG/include/ma_pop.jsp) during the course of the Offers.

### **3. General**

Terms defined in the Offer Document have the same meaning when used in this announcement.

*(1) Premium to 1,135 pence, being the Closing Price per Dana Share on 30 June 2010 (being the last Business Day prior to the date of the announcement that Dana had received an approach and the commencement of the Offer Period)*

### **Enquiries:**

**Bank of America Merrill Lynch**  
Simon Mackenzie Smith  
Philip Noblet  
Andrew Osborne  
Anya Weaving  
Geoff Iles

+44 (0)20 7996 1000

**Pelham Bell Pottinger**  
James Henderson  
Mark Antelme

+44 (0)20 7861 3232

*Merrill Lynch International (“**Bank of America Merrill Lynch**”), a subsidiary of Bank of America Corporation, is acting exclusively for KNOC and no one else in connection with the Offers and will not be responsible to anyone other than KNOC for providing the protections afforded to clients of Bank of America Merrill Lynch or for providing advice in connection with the Offers or any matter referred to herein.*

*This announcement is for informational purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Offers or otherwise. The Offers will be made solely by means of an Offer Document and the Form of Acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offers, including details of how the Offers may be accepted.*

*This announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.*

*The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.*

*Unless otherwise determined by KNOC or required by the City Code, and permitted by applicable law and regulation, the Offers will not be made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and the Offers will not be capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of this announcement and all documents relating to the Offers are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Offers (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offers.*

*The availability of the Share Offer to Dana Shareholders and the availability of the Convertible Bond Offer to Dana Convertible Bondholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.*

***If you are a resident of the United States, please read the following:***

*The Offers are being made for the securities of Dana, a company incorporated under the laws of England and Wales, and are being made in the United States in compliance with, and*

reliance on, Section 14(e) of the US Securities Exchange Act of 1934 (the “**Exchange Act**”) and Regulation 14E thereunder. The Offers will be made in the United States by KNOC and no one else.

The Offers are subject to disclosure and procedural requirements of the United Kingdom which are different from those in the United States. In addition, the payment and settlement procedures with respect to the Offers will comply with the relevant United Kingdom rules, which differ from United States payment and settlement procedures.

In accordance with normal UK market practice, KNOC, or its nominees, or its brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Dana Shares, other than pursuant to the Share Offer, or Dana Convertible Bonds, other than pursuant to the Convertible Bond Offer, before or during the period in which the Offers remain open for acceptance. Any such purchases, or arrangements to purchase, will be made outside the United States and in compliance with applicable law, including the Exchange Act. Any information about such purchases will be disclosed as required in the United Kingdom and the United States.

The Offers will be subject to the applicable requirements of the City Code, the Panel, the London Stock Exchange and the Financial Services Authority.

#### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified.

An Opening Position Disclosure must contain details of the person’s interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person’s interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.*

**Publication on Website**

*A copy of this announcement will be made available, free of charge, at [www.knoc.co.kr/ENG/include/ma\\_pop.jsp](http://www.knoc.co.kr/ENG/include/ma_pop.jsp) by no later than 12 noon (London time) on 26 August 2010.*