



NEWS RELEASE

Contact: Investor Relations
1-877-280-2857

ATLAS ENERGY GROUP, LLC COMPLETES EXCHANGE WITH LENDERS

PHILADELPHIA, PA – May 1, 2020 – Atlas Energy Group, LLC (OTCQX:ATLS) (the “Company”) announced today that, following lengthy discussions with the lenders (the “Lenders”) under its first and second lien term loans, as amended (the “Loans”), it has completed an exchange pursuant to an exchange agreement (the “Exchange Agreement”) with the Lenders. Former members of management of the Company hold an approximately 12% interest in the Loans. The original principal balance of the Loans on March 31, 2016 was \$70.9 million.

In consideration of the Company’s significant liquidity issues, declining resources and increasing debt, the Company believes this restructuring is the only practicable way to satisfy its outstanding obligations of approximately \$108.5 million under the Loans and provide for an orderly and expeditious resolution of the Company.

Pursuant to the Exchange Agreement, in consideration for the satisfaction and discharge of all obligations of the Company under the Loans, the Company transferred to the Lenders (the “Exchange Consideration”):

- an 80.01% membership interest in Atlas Growth Partners GP, LLC and 500,001 common units representing limited partner interests in Atlas Growth Partners, L.P.;
- 1,250,000 shares of stock of Falcon Minerals Corporation (valued at \$2,850,000 as of April 28, 2020);
- \$1,100,000 in cash; and
- 3,165,405,210 newly issued common units of the Company (which represents an amount equal to 99% of the Company’s fully diluted pro forma voting and economic interests).

The parties have agreed that the newly issued common units of the Company will be valued at the volume weighted average trading price per common unit over the five consecutive trading day period ending on the tenth trading day after the date of this announcement.

Following the transfer of the Exchange Consideration, the Company’s primary remaining asset is 100% of the membership interests in Titan Energy Management, which owns a 2% preferred member interest in Titan Energy, LLC, an exploration and production company. At this time, the Company does not anticipate an economic recovery from its interests in Titan Energy Management.

As a result of the transaction, the Company expects that its unitholders may recognize cancellation of indebtedness income (“CODI”) equal to the excess of the adjusted issue price of the Company’s obligations under the Loans over the value of the Exchange Consideration. The CODI will be allocated to the Company’s unitholders who held their units immediately prior to the effective time of the Exchange Agreement and will be reportable on such unitholders’ separate tax returns.

Following the transaction, the Company expects to proceed toward an orderly liquidation and dissolution, subject to approval by the holders of a majority of its outstanding common units.

For more information, please visit the Company’s website at www.atlasenergy.com, or contact its investor relations department at investorrelations@atlasenergy.com.

Cautionary Note Regarding Forward-Looking Statements

Certain matters discussed within this press release are forward-looking statements. Although the Company believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. The Company does not undertake any duty to update any statements contained herein (including any forward-looking statements), except as required by law. This document contains forward-looking statements that involve a number of assumptions, risks and uncertainties that could cause actual results to differ materially from those contained in the forward-looking statements. The Company cautions readers that any forward-looking information is not a guarantee of future performance. Such forward-looking statements include, but are not limited to, statements about future financial and operating results, resource potential, and the Company’s plans, objectives, expectations, intentions and other statements that are not historical facts. Risks, assumptions and uncertainties that could cause actual results to materially differ from the forward-looking statements include, but are not limited to, those associated with general economic and business conditions; changes in government environmental policies and other environmental risks; the availability of drilling equipment and the timing of production; tax consequences of potential balance sheet and other transactions; and global health conditions, including the impact of COVID-19. Forward-looking statements speak only as of the date hereof, and the Company assumes no obligation to update such statements, except as may be required by applicable law.