

JPMorgan Chase Bank, N.A. 383 Madison Avenue,  
New York New York,  
NY 10179  
USA

Swift: [REDACTED]

J.P.Morgan

Page 1 of 1

To: Daniel Meziere, ATMOS Energy Corporation, DALLAS  
Dept: Derivative Operations  
Date: 22 Sep 2023

Exhibit B

From: CDM Derivatives Settlements NA  
Fax No: 1 3026344838

Email: [REDACTED]

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### SETTLEMENT ADVICE

#### Cashflows:

| Our ref.      | Type | Ccy | JPMCB pays    | Type | Ccy | JPMCB receives |
|---------------|------|-----|---------------|------|-----|----------------|
| 6903081029196 | PFEE | USD | 13,045,193.00 |      |     |                |

P=Pay, R=Receive, FLO=Floating, FIX=Fixed, FEE=Fee, AMT=Fixed amount, EXC=Exchange

As per your netting agreement we will be settling the above cashflow(s) as detailed below.

Cash movements due on the 26 September 2023 are as follows:

| Direction  | Currency | Amount        |
|------------|----------|---------------|
| JPMCB Pays | USD      | 13,045,193.00 |

#### JPMCB Pays USD:

BANK OF AMERICA, N.A.  
SWIFT : [REDACTED]  
CA : [REDACTED]  
ATMOS ENERGY CORPORATION  
UNITED STATES

Full trade ID: [REDACTED]

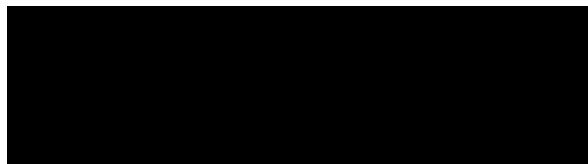


To: Atmos Energy Corporation  
Attention: Richard Thomas  
Email: [REDACTED]

From: Bank Of America, National Association  
Department: Global FX and Derivative Operations  
Telephone: (+1) 980 683 2797  
Fax: (+1) 866 255 1444  
Email: [REDACTED]

Date: 22nd September 2023

Our Reference No:  
Internal Tracking No:  
Admin No:  
USI:  
UTI:



Dear Sir/Madam,

**Re: Termination of the Transaction between Bank Of America, National Association ("Party A") and Atmos Energy Corporation ("Party B") (our ref.: [REDACTED]) with an Effective Date of 16th October 2023 and Termination Date of 15th October 2053 (the "Transaction")**

The purpose of this letter agreement (this "Confirmation") is to confirm the terms and conditions on which the Transaction (the terms of which are set out in the Confirmation with our ref.: [REDACTED] (the "Transaction Confirmation")) will be terminated. Capitalised terms used but not defined herein will have the meanings ascribed to them in the Transaction Confirmation.

This Confirmation supplements, forms part of and is subject to, the ISDA Master Agreement between Party A and Party B referred to in the Transaction Confirmation (the "Agreement"). This letter agreement constitutes a "Confirmation" as referred to in the Agreement. All provisions contained in the Agreement govern this Confirmation except as expressly modified below.

The terms on which the Transaction will terminate are as follows:

Notwithstanding the Termination Date for the Transaction specified in the Confirmation, the Transaction will terminate on 22nd September 2023 (the "Early Termination Date") and all future obligations of Party A and Party B under the Transaction, other than the payment of the Termination Amount (as defined below), with effect from and including the Early Termination Date will be terminated.

In consideration of the early termination of the Transaction, USD 28,749,794.00 (the "Termination Amount") will be payable by Party A to Party B on or before 26th September 2023 in respect of such termination.

This Confirmation shall be governed by, and construed in accordance with, the Governing Law stated in the Agreement or the Confirmation, as the case may be.



Please confirm that the foregoing correctly sets forth the terms and conditions of our agreement by returning an executed copy of this Confirmation in its entirety to the attention of Global FX and Derivative Operations via email to [REDACTED].

Bank Of America, National Association

Accepted and confirmed as of the date first written:  
Atmos Energy Corporation

  
Donna Bridgeman  
Vice President

By: Don Erickson  
Name: Don Erickson  
Title: Asst. Treasurer

Authorised Signatory





**MIZUHO CAPITAL MARKETS LLC**  
1271 Avenue of the Americas, 4th Floor Ops  
New York, NY 10020

Documentation Group:  
Tel: (212) 547-6301  
e-mail: [REDACTED]  
Settlements Group:  
Tel: (212) 547-1551  
e-mail: [REDACTED]

## **TERMINATION AGREEMENT**

TERMINATION AGREEMENT dated as of 22 Sep 2023 between MIZUHO CAPITAL MARKETS LLC ("MCM") and Atmos Energy Corporation (the "Company").

WHEREAS, the parties hereto have entered into a transaction(s) (the "Underlying Transaction(s)"), the terms of which are attached hereto as Exhibit A.

WHEREAS, the parties wish to terminate the Underlying Transaction(s) as of the date hereof on the terms and subject to the conditions stated herein.

WHEREAS, this Termination Agreement is a "Confirmation" for purposes of the Master Agreement and is subject to and incorporates the 2021 ISDA Definitions.

WHEREAS, the purpose of this Confirmation is to set forth the terms and conditions of this termination transaction ("Transaction") entered into between you and us on the date stated above.

NOW, THEREFORE, the parties hereto agree as follows:

1(a). In consideration of (i) the mutual release of the obligations set forth in Paragraph 2, and (ii) the net payment by MCM of USD 123,301,892.00 (the "Termination Amount") for value 26 Sep 2023, the parties agree to terminate the Underlying Transaction(s) as of the date hereof.

1(b). Individual Termination Amounts (if any) net to the sum specified in Paragraph 1(a):

No amounts other than the amount (if any) listed in Paragraph 1(a) above shall be payable in connection with the termination of the Underlying Transaction(s). If no amount is listed in Paragraph 1(a) above, then neither party shall be obligated to make or entitled to receive any payment.

2. Each of MCM and the Company releases the other from all obligations under the Underlying Transaction(s), including, without limitation, the obligations (i) to make periodic payments thereunder, unless otherwise specified below, and (ii) to pay amounts specified therein as damages, indemnities, fees and reimbursement for expenses, and each of them hereby waives all rights, whenever accrued, under the Underlying Transaction(s).

2(a). Periodic Payments Due: Inapplicable

3. The party (if any) obligated to make any payment under Paragraph 1(a) hereto shall make such payment in accordance with the payment instructions below:

MIZUHO CAPITAL MARKETS LLC: As separately confirmed between the parties.

Atmos Energy Corporation: As separately confirmed between the parties.

IN WITNESS WHEREOF, the parties have caused this Termination Agreement to be duly executed and delivered as of the date and year first written above.

We are happy to accommodate any changes to your payment instructions. Kindly submit any changes to your payment instructions to [REDACTED] at least three New York Business Days prior to settlement to allow for processing.

Please provide confirmation that this letter correctly sets forth our agreement by responding within two (2) Business Days by returning an executed copy of this confirmation (Attn: OTC Operations) to the following:

Email: [REDACTED]

The obligations of Mizuho Capital Markets LLC hereunder are guaranteed by Mizuho Bank, Ltd.

***This Confirmation sent via email transmission will be the final documentation of this Transaction and will not be followed by an original document unless you specifically request such an original.***

***This Confirmation supersedes and replaces any other confirmation (including a SWIFT confirmation or phone confirmation), if any, sent in connection with this Transaction on or prior to the date hereof.***

Mizuho Capital Markets LLC is pleased to have executed this Transaction with you.

Sincerely yours,

**Mizuho Capital Markets LLC**

By:



Name: Sandra D. Stennett

Title: Vice President

Accepted and Confirmed:

**Atmos Energy Corporation**

By: *Don Erickson*

Name: Don Erickson

Title: Assistant Treasurer

**EXHIBIT A**

**DEAL SUMMARY INFORMATION**

UTI: [REDACTED]  
DEAL REF #: [REDACTED]  
TRADE DATE: 19 Jul 2021  
EFFECTIVE DATE: 15 Oct 2023  
MATURITY DATE: 15 Oct 2053  
NOTIONAL AMOUNT: USD 150,000,000.00  
FIXED RATE PAYER: Atmos Energy Corporation  
FIXED RATE: 1.65%

UTI: [REDACTED]  
DEAL REF #: [REDACTED]  
TRADE DATE: 19 Jul 2021  
EFFECTIVE DATE: 15 Oct 2023  
MATURITY DATE: 15 Oct 2033  
NOTIONAL AMOUNT: USD 225,000,000.00  
FIXED RATE PAYER: Atmos Energy Corporation  
FIXED RATE: 1.54%

UTI: [REDACTED]  
DEAL REF #: [REDACTED]  
TRADE DATE: 13 Apr 2023  
EFFECTIVE DATE: 15 Oct 2023  
MATURITY DATE: 15 Oct 2033  
NOTIONAL AMOUNT: USD 100,000,000.00  
FIXED RATE PAYER: Atmos Energy Corporation  
FIXED RATE: 3.035%



Derivatives Product Group  
190 South LaSalle Street  
Chicago, IL 60603

**TO:** Atmos Energy Corporation

**ATTENTION:** Jason Schneider

**EMAIL:** [REDACTED]

**SENDER'S NAME:** Derivatives Product Group

**DATE:** 09/22/2023

**NUMBER OF PAGES (including cover sheet):** 3

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Re: Derivative Transaction Termination

Attached is a copy of the confirmation for the Derivative transaction terminated September 22, 2023

Please sign the last page of the confirmation and return the executed document via fax or email to:

**U.S. Bank National Association**

**Attention: Derivatives Product Group**

**Fax#: 855-203-9959**

**Email:** [REDACTED]

Please call 312-332-7644 if you have any questions.

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**CONFIDENTIALITY NOTICE**

*This facsimile transmission and any accompanying documents contain information belonging to the sender which may be confidential and legally privileged. This information is intended only for the use of the individual or entity to whom this facsimile transmission was sent as indicated below. If you are not the intended recipient, any disclosure, copying, distribution, or action taken in reliance on the contents of the information contained in this facsimile transmission is strictly prohibited. If you have received this transmission in error, please call us collect at 312-332-7644 to arrange for the return of the documents to us at our expense. Thank you.*



September 22, 2023

Atmos Energy Corporation  
Attn: Jason Schneider  
211 E. 7th Street Suite 620  
Austin, TX 78701  
Phone:  
Legal Entity Identifier: [REDACTED]

Re: Termination Agreement for Derivative Transaction

We refer to the Transaction, referenced below (the "**Reference Transaction**") as evidenced by a Confirmation dated March 22, 2023, between Atmos Energy Corporation ("**Counterparty**") and U.S. Bank National Association ("**U.S. Bank**") (the "**Reference Confirmation**").

|                             |                  |
|-----------------------------|------------------|
| U.S. Bank Reference Number: | [REDACTED]       |
| Trade Date:                 | March 22, 2023   |
| Effective Date:             | October 15, 2023 |
| Termination Date:           | October 15, 2033 |
| Current Notional Amount:    | 75,000,000.00    |

This confirms that, as of September 22, 2023 (the "**Unwind Date**"), the parties have terminated the Reference Transaction, together with their remaining obligations to make any further payments under the Reference Transaction for any future Payment Date occurring after the Unwind Date as described in the Reference Confirmation, and have replaced those obligations with the obligation to pay the Termination Fee as described below. The obligation of either party to make any payment under the Reference Transaction for any Payment Date occurring on or prior to the Unwind Date (including overdue interest thereon, whether accruing before or after the Unwind Date) shall survive such termination, and any such payment has not been included in the Termination Fee.

In consideration of such termination, the following Termination Fee shall be paid:

|                               |                    |
|-------------------------------|--------------------|
| Termination Fee:              | USD 6,047,863      |
| Payable By:                   | U.S. Bank          |
| Termination Fee Payment Date: | September 26, 2023 |

This Confirmation sets forth the terms for the above-referenced termination entered into between U.S. Bank and Counterparty and constitutes a "Confirmation" that supplements, forms a part of, and is subject to the terms and conditions of an agreement in the form of the ISDA Master Agreement executed by the parties.

All inquiries regarding confirmations should be directed to: [REDACTED]



Please confirm that the foregoing correctly sets forth the terms of our agreement by executing this Confirmation enclosed for that purpose and returning a copy via fax or email to:

U.S. Bank National Association  
Attention: Derivatives Product Group  
Fax#: 855-203-9959

Email: [REDACTED]

U.S. Bank National Association

*Giovanni A Collecchia*

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By: Giovanni A. Collecchia  
Title: Vice President

Accepted and confirmed as of the date first above written:

Atmos Energy Corporation

*Don Erickson*

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By: Don Erickson  
Title: Assistant Treasurer