

**CHESAPEAKE ENERGY CORPORATION**  
**RECONCILIATION OF ADJUSTED NET INCOME AVAILABLE TO COMMON STOCKHOLDERS**  
(in millions, except per share data)  
(unaudited)

<b>THREE MONTHS ENDED:</b>	<b>September 30, 2016</b>		
	<b>\$</b>	<b>Shares<sup>(a)</sup></b>	<b>\$/Share<sup>(c) (d)</sup></b>
<b>Net loss available to common stockholders</b>	\$ (1,197)	777	\$ (1.54)
<b>Adjustments:</b>			
Unrealized gains on commodity derivatives	(163)		(0.21)
Unrealized losses on supply contract derivatives	280		0.36
Provision for legal contingencies	8		0.01
Impairment of oil and natural gas properties	433		0.56
Impairments of fixed assets and other	751		0.97
Gains on purchases or exchanges of debt	(87)		(0.11)
Other	2		—
Tax effect of above items <sup>(b)</sup>	—		—
<b>Adjusted net income available to common stockholders<sup>(c)</sup> (Non-GAAP)</b>	<b>27</b>		<b>0.04</b>
Preferred stock dividends	42		0.05
<b>Total adjusted net income attributable to Chesapeake<sup>(c) (d)</sup> (Non-GAAP)</b>	<b>\$ 69</b>		<b>\$ 0.09</b>

- (a) Weighted average common and common equivalent shares outstanding do not include 113 million shares that were considered antidilutive for calculating earnings per share in accordance with GAAP.
- (b) Our effective tax rate in the three months ended September 30, 2016 was 0%; thus, there is no tax effect on the reconciling adjustments.
- (c) Adjusted net income and adjusted earnings per common share are not measures of financial performance under accounting principles generally accepted in the United States (GAAP), and should not be considered as an alternative to net income available to common stockholders or earnings per share. Adjusted net income available to common stockholders and adjusted earnings per share exclude certain items that management believes affect the comparability of operating results. The company believes these adjusted financial measures are a useful adjunct to earnings calculated in accordance with GAAP because:
- (i) Management uses adjusted net income available to common stockholders to evaluate the company's operational trends and performance relative to other oil and natural gas producing companies.
  - (ii) Adjusted net income available to common stockholders is more comparable to earnings estimates provided by securities analysts.
  - (iii) Items excluded generally are one-time items or items whose timing or amount cannot be reasonably estimated. Accordingly, any guidance provided by the company generally excludes information regarding these types of items.
- (d) We have revised our presentation of adjusted loss per share to exclude shares considered antidilutive when calculating earnings per share in accordance with GAAP.

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<b>THREE MONTHS ENDED:</b>	<b>September 30, 2015</b>		
	<b>\$</b>	<b>Shares<sup>(a)</sup></b>	<b>\$/Share<sup>(c) (d)</sup></b>
<b>Net loss available to common stockholders</b>	\$ (4,695)	663	\$ (7.08)
<b>Adjustments:</b>			
Unrealized losses on commodity derivatives	67		0.10
Unrealized gains on supply contract derivatives	(70)		(0.10)
Restructuring and other termination costs	53		0.08
Impairment of oil and natural gas properties	5,416		8.17
Impairments of fixed assets and other	79		0.12
Net gains on sales of fixed assets	(1)		—
Tax effect of above items <sup>(b)</sup>	(932)		(1.41)
<b>Adjusted net loss available to common stockholders<sup>(c)</sup> (Non-GAAP)</b>	<b>(83)</b>		<b>(0.12)</b>
Preferred stock dividends	43		0.06
<b>Total adjusted net loss attributable to Chesapeake<sup>(c) (d)</sup> (Non-GAAP)</b>	<b>\$ (40)</b>		<b>\$ (0.06)</b>

- (a) Weighted average common and common equivalent shares outstanding do not include 113 million shares that were considered antidilutive for calculating earnings per share in accordance with GAAP.
- (b) Our effective tax rate in the three months ended September 30, 2015 was 16.8%.
- (c) Adjusted net income and adjusted earnings per common share are not measures of financial performance under accounting principles generally accepted in the United States (GAAP), and should not be considered as an alternative to net income available to common stockholders or earnings per share. Adjusted net income available to common stockholders and adjusted earnings per share exclude certain items that management believes affect the comparability of operating results. The company believes these adjusted financial measures are a useful adjunct to earnings calculated in accordance with GAAP because:
- (i) Management uses adjusted net income available to common stockholders to evaluate the company's operational trends and performance relative to other oil and natural gas producing companies.
  - (ii) Adjusted net income available to common stockholders is more comparable to earnings estimates provided by securities analysts.
  - (iii) Items excluded generally are one-time items or items whose timing or amount cannot be reasonably estimated. Accordingly, any guidance provided by the company generally excludes information regarding these types of items.
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**RECONCILIATION OF ADJUSTED NET INCOME AVAILABLE TO COMMON STOCKHOLDERS**  
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<b>NINE MONTHS ENDED:</b>	<b>September 30, 2016</b>		
	<b>\$</b>	<b>Shares<sup>(a)</sup></b>	<b>\$/Share<sup>(c) (d)</sup></b>
<b>Net loss available to common stockholders</b>	\$ (3,953)	722	\$ (5.47)
<b>Adjustments:</b>			
Unrealized losses on commodity derivatives	423		0.58
Unrealized losses on supply contract derivatives	297		0.41
Restructuring and other termination costs	3		—
Provision for legal contingencies	112		0.16
Impairment of oil and natural gas properties	2,331		3.23
Impairments of fixed assets and other	795		1.10
Net gains on sales of fixed assets	(5)		(0.01)
Loss on sale of investment	10		0.01
Gains on purchases or exchanges of debt	(255)		(0.35)
Tax rate adjustment	—		—
Other	8		0.01
Tax effect of above items <sup>(b)</sup>	—		—
<b>Adjusted net loss available to common stockholders<sup>(c)</sup> (Non-GAAP)</b>	<u>(234)</u>		<u>(0.33)</u>
Preferred stock dividends	127		0.18
<b>Total adjusted net loss attributable to Chesapeake<sup>(c) (d)</sup> (Non-GAAP)</b>	<u>\$ (107)</u>		<u>\$ (0.15)</u>

- (a) Weighted average common and common equivalent shares outstanding do not include 113 million shares that were considered antidilutive for calculating earnings per share in accordance with GAAP.
- (b) Our effective tax rate in the nine months ended September 30, 2016 was 0%; thus, there is no tax effect on the reconciling adjustments.
- (c) Adjusted net income and adjusted earnings per share are not measures of financial performance under accounting principles generally accepted in the United States (GAAP), and should not be considered as an alternative to net income available to common stockholders or earnings per share. Adjusted net income available to common stockholders and adjusted earnings per share exclude certain items that management believes affect the comparability of operating results. The company believes these adjusted financial measures are a useful adjunct to earnings calculated in accordance with GAAP because:
- (i) Management uses adjusted net income available to common stockholders to evaluate the company's operational trends and performance relative to other oil and natural gas producing companies.
  - (ii) Adjusted net income available to common stockholders is more comparable to earnings estimates provided by securities analysts.
  - (iii) Items excluded generally are one-time items or items whose timing or amount cannot be reasonably estimated. Accordingly, any guidance provided by the company generally excludes information regarding these types of items.
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<b>NINE MONTHS ENDED:</b>	<b>September 30, 2015</b>		
	<b>\$</b>	<b>Shares<sup>(a)</sup></b>	<b>\$/Share<sup>(c) (d)</sup></b>
<b>Net loss available to common stockholders</b>	\$ (12,628)	662	\$ (19.07)
<b>Adjustments:</b>			
Unrealized losses on commodity derivatives	642		0.97
Unrealized gains on supply contract derivatives	(290)		(0.44)
Restructuring and other termination costs	39		0.06
Provision for legal contingencies	359		0.54
Impairment of oil and natural gas properties	15,407		23.27
Impairments of fixed assets and other	167		0.25
Net losses on sales of fixed assets	3		—
Tax rate adjustment	(17)		(0.02)
Other	(17)		(0.02)
Tax effect of above items <sup>(b)</sup>	(3,827)		(5.78)
<b>Adjusted net loss available to common stockholders<sup>(c)</sup> (Non-GAAP)</b>	<u>(162)</u>		<u>(0.24)</u>
Preferred stock dividends	128		0.19
<b>Total adjusted net loss attributable to Chesapeake<sup>(c) (d)</sup> (Non-GAAP)</b>	<u>\$ (34)</u>		<u>(0.05)</u>

- (a) Weighted average common and common equivalent shares outstanding do not include 115 million shares that were considered antidilutive for calculating earnings per share in accordance with GAAP.
- (b) Our effective tax rate in the nine months ended September 30, 2015 was 23.5%.
- (c) Adjusted net income and adjusted earnings per common share are not measures of financial performance under accounting principles generally accepted in the United States (GAAP), and should not be considered as an alternative to net income available to common stockholders or earnings per share. Adjusted net income available to common stockholders and adjusted earnings per share exclude certain items that management believes affect the comparability of operating results. The company believes these adjusted financial measures are a useful adjunct to earnings calculated in accordance with GAAP because:
- (i) Management uses adjusted net income available to common stockholders to evaluate the company's operational trends and performance relative to other oil and natural gas producing companies.
  - (ii) Adjusted net income available to common stockholders is more comparable to earnings estimates provided by securities analysts.
  - (iii) Items excluded generally are one-time items or items whose timing or amount cannot be reasonably estimated. Accordingly, any guidance provided by the company generally excludes information regarding these types of items.
- (d) We have revised our presentation of adjusted loss per share to exclude shares considered antidilutive when calculating earnings per share in accordance with GAAP.

**CHESAPEAKE ENERGY CORPORATION**  
**RECONCILIATION OF OPERATING CASH FLOW AND EBITDA**  
(\$ in millions)  
(unaudited)

<b>THREE MONTHS ENDED:</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>CASH PROVIDED BY OPERATING ACTIVITIES</b>	\$ 376	\$ 318
Changes in assets and liabilities	(167)	158
<b>OPERATING CASH FLOW<sup>(a)</sup></b>	<u>\$ 209</u>	<u>\$ 476</u>

<b>THREE MONTHS ENDED:</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>NET LOSS</b>	\$ (1,154)	\$ (4,639)
Interest expense	73	88
Income tax benefit	—	(937)
Depreciation and amortization of other assets	25	31
Oil, natural gas and NGL depreciation, depletion and amortization	255	488
<b>EBITDA<sup>(b)</sup></b>	<u>\$ (801)</u>	<u>\$ (4,969)</u>

<b>THREE MONTHS ENDED:</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>CASH PROVIDED BY OPERATING ACTIVITIES</b>	\$ 376	\$ 318
Changes in assets and liabilities	(167)	158
Interest expense, net of unrealized gains (losses) on derivatives	71	86
Gains on commodity derivatives, net	129	227
Gains (losses) on supply contract derivatives, net	(134)	70
Cash receipts on commodity and supply contract derivative settlements, net	(101)	(223)
Amendment of natural gas gathering contract	66	—
Stock-based compensation	(15)	(18)
Restructuring and other termination costs	1	(53)
Provision for legal contingencies	27	—
Impairment of oil and natural gas properties	(433)	(5,416)
Impairments of fixed assets and other	(751)	(79)
Net gains on sales of fixed assets	—	1
Investment activity	(1)	(33)
Gains on purchases or exchanges of debt	87	—
Other items	44	(7)
<b>EBITDA<sup>(b)</sup></b>	<u>\$ (801)</u>	<u>\$ (4,969)</u>

(a) Operating cash flow represents net cash provided by operating activities before changes in assets and liabilities. Operating cash flow is presented because management believes it is a useful adjunct to net cash provided by operating activities under GAAP. Operating cash flow is widely accepted as a financial indicator of an oil and natural gas company's ability to generate cash that is used to internally fund exploration and development activities and to service debt. This measure is widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies within the oil and natural gas exploration and production industry. Operating cash flow is not a measure of financial performance under GAAP and should not be considered as an alternative to cash flows from operating, investing or financing activities as an indicator of cash flows, or as a measure of liquidity.

(b) Ebitda represents net income before interest expense, income taxes, and depreciation, depletion and amortization expense. Ebitda is presented as a supplemental financial measurement in the evaluation of our business. We believe that it provides additional information regarding our ability to meet our future debt service, capital expenditures and working capital requirements. This measure is widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies. Ebitda is also a financial measurement that, with certain negotiated adjustments, is reported to our lenders pursuant to our bank credit agreements and is used in the financial covenants in our bank credit agreements. Ebitda is not a measure of financial performance under GAAP. Accordingly, it should not be considered as a substitute for net income, income from operations or cash flow provided by operating activities prepared in accordance with GAAP.

**CHESAPEAKE ENERGY CORPORATION**  
**RECONCILIATION OF OPERATING CASH FLOW AND EBITDA**  
(\$ in millions)  
(unaudited)

<b>NINE MONTHS ENDED:</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>CASH PROVIDED BY OPERATING ACTIVITIES</b>	\$ 50	\$ 1,055
Changes in assets and liabilities	598	877
<b>OPERATING CASH FLOW<sup>(a)</sup></b>	<u>\$ 648</u>	<u>\$ 1,932</u>

<b>NINE MONTHS ENDED:</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>NET LOSS</b>	\$ (3,825)	\$ (12,450)
Interest expense	197	210
Income tax benefit	—	(3,814)
Depreciation and amortization of other assets	83	100
Oil, natural gas and NGL depreciation, depletion and amortization	791	1,773
<b>EBITDA<sup>(b)</sup></b>	<u>\$ (2,754)</u>	<u>\$ (14,181)</u>

<b>NINE MONTHS ENDED:</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>CASH PROVIDED BY OPERATING ACTIVITIES</b>	\$ 50	\$ 1,055
Changes in assets and liabilities	598	877
Interest expense, net of unrealized gains (losses) on derivatives	190	218
Gains (losses) on commodity derivatives, net	(134)	340
Gains (losses) on supply contract derivatives, net	(151)	290
Cash receipts on commodity and supply contract derivative settlements, net	(487)	(859)
Amendment of natural gas gathering contract	66	—
Stock-based compensation	(40)	(61)
Restructuring and other termination costs	(1)	(39)
Provision for legal contingencies	(77)	(359)
Impairment of oil and natural gas properties	(2,331)	(15,407)
Impairments of fixed assets and other	(785)	(159)
Net gains (losses) on sales of fixed assets	5	(3)
Investment activity	(13)	(57)
Gains on purchases or exchanges of debt	255	—
Other items	101	(17)
<b>EBITDA<sup>(b)</sup></b>	<u>\$ (2,754)</u>	<u>\$ (14,181)</u>

(a) Operating cash flow represents net cash provided by operating activities before changes in assets and liabilities. Operating cash flow is presented because management believes it is a useful adjunct to net cash provided by operating activities under GAAP. Operating cash flow is widely accepted as a financial indicator of an oil and natural gas company's ability to generate cash that is used to internally fund exploration and development activities and to service debt. This measure is widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies within the oil and natural gas exploration and production industry. Operating cash flow is not a measure of financial performance under GAAP and should not be considered as an alternative to cash flows from operating, investing or financing activities as an indicator of cash flows, or as a measure of liquidity.

(b) Ebitda represents net income before interest expense, income taxes, and depreciation, depletion and amortization expense. Ebitda is presented as a supplemental financial measurement in the evaluation of our business. We believe that it provides additional information regarding our ability to meet our future debt service, capital expenditures and working capital requirements. This measure is widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies. Ebitda is also a financial measurement that, with certain negotiated adjustments, is reported to our lenders pursuant to our bank credit agreements and is used in the financial covenants in our bank credit agreements. Ebitda is not a measure of financial performance under GAAP. Accordingly, it should not be considered as a substitute for net income, income from operations or cash flow provided by operating activities prepared in accordance with GAAP.

**CHESAPEAKE ENERGY CORPORATION**  
**RECONCILIATION OF ADJUSTED EBITDA**  
(\$ in millions)  
(unaudited)

<b>THREE MONTHS ENDED:</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>EBITDA</b>	\$ (801)	\$ (4,969)
<b>Adjustments:</b>		
Unrealized (gains) losses on commodity derivatives	(163)	67
Unrealized (gains) losses on supply contract derivatives	280	(70)
Restructuring and other termination costs	—	53
Provision for legal contingencies	8	—
Impairment of oil and natural gas properties	433	5,416
Impairments of fixed assets and other	751	79
Net gains on sales of fixed assets	—	(1)
Gains on purchases or exchanges of debt	(87)	—
Net income attributable to noncontrolling interests	(1)	(13)
Other	1	(2)
<b>Adjusted EBITDA<sup>(a)</sup></b>	<b>\$ 421</b>	<b>\$ 560</b>

**CHESAPEAKE ENERGY CORPORATION**  
**RECONCILIATION OF ADJUSTED EBITDA**  
(\$ in millions)  
(unaudited)

<b>NINE MONTHS ENDED:</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>EBITDA</b>	\$ (2,754)	\$ (14,181)
<b>Adjustments:</b>		
Unrealized losses on commodity derivatives	423	642
Unrealized (gains) losses on supply contract derivatives	297	(290)
Restructuring and other termination costs	3	39
Provision for legal contingencies	112	359
Impairment of oil and natural gas properties	2,331	15,407
Impairments of fixed assets and other	795	167
Net (gains) losses on sales of fixed assets	(5)	3
Loss on sale of investment	10	—
Gains on purchases or exchanges of debt	(255)	—
Net income attributable to noncontrolling interests	(1)	(50)
Other	(1)	(9)
<b>Adjusted EBITDA<sup>(a)</sup></b>	<b>\$ 955</b>	<b>\$ 2,087</b>

(a) Adjusted ebitda excludes certain items that management believes affect the comparability of operating results. The company believes these non-GAAP financial measures are a useful adjunct to ebitda because:

- (i) Management uses adjusted ebitda to evaluate the company's operational trends and performance relative to other oil and natural gas producing companies.
- (ii) Adjusted ebitda is more comparable to estimates provided by securities analysts.
- (iii) Items excluded generally are one-time items or items whose timing or amount cannot be reasonably estimated. Accordingly, any guidance provided by the company generally excludes information regarding these types of items.

Accordingly, adjusted EBITDA should not be considered as a substitute for net income, income from operations or cash flow provided by operating activities prepared in accordance with GAAP.

**CHESAPEAKE ENERGY CORPORATION**  
**RECONCILIATION OF PV-9 AND PV-10 TO STANDARDIZED MEASURE**  
(\$ in millions)  
(unaudited)

PV-9 is a non-GAAP metric used in the determination of the value of collateral under Chesapeake's credit facility. PV-10 is a non-GAAP metric used by the industry, investors and analysts to estimate the present value, discounted at 10% per annum, of estimated future cash flows of the company's estimated proved reserves before income tax and asset retirement obligations. The following table shows the reconciliation of PV-9 and PV-10 to the company's standardized measure of discounted future net cash flows, the most directly comparable GAAP measure, for the year ended December 31, 2015 and for the interim period ended September 30, 2016. Management believes that PV-9 provides useful information to investors regarding the company's collateral position and that PV-10 provides useful information to investors because it is widely used by professional analysts and sophisticated investors in evaluating oil and natural gas companies. Because there are many unique factors that can impact an individual company when estimating the amount of future income taxes to be paid, management believes the use of a pre-tax measure is valuable for evaluating the company. Neither PV-9 nor PV-10 should be considered as an alternative to the standardized measure of discounted future net cash flows as computed under GAAP. With respect to PV-9 and PV-10 calculated as of an interim date, it is not practical to calculate taxes for the related interim period because GAAP does not provide for disclosure of standardized measure on an interim basis.

PV-9 – September 30, 2016 @ NYMEX Strip	\$ 11,847
Less: Change in discount factor from 9 to 10	<u>(743)</u>
PV-10 – September 30, 2016 @ NYMEX Strip	11,104
Less: Change in pricing assumption from NYMEX Strip to SEC	<u>(7,284)</u>
PV-10 – September 30, 2016 @ SEC	3,820
Plus: Change in PV-10 from 12/31/15 to 9/30/16	<u>908</u>
PV-10 – December 31, 2015 @ SEC	4,728
Less: Present value of future income tax discounted at 10%	<u>(34)</u>
Standardized measure of discounted future cash flows – December 31, 2015	<u>\$ 4,694</u>