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To the bondholders in:

ISIN: NO0010870900 - Norwegian Energy Company ASA 9.00 % senior unsecured USD 250,000,000 bonds 2019/2026 (the "Bond Issue")

Oslo, 8 July 2021

SUMMONS FOR WRITTEN RESOLUTION – PROPOSED AMENDMENT OF FINANCIAL COVENANTS

1 INTRODUCTION

Nordic Trustee AS acts as bond trustee (the "**Bond Trustee**") for the holders of bonds (the "**Bonds**") in the above-mentioned Bond Issue issued by Norwegian Energy Company ASA ("**Noreco**" or the "**Issuer**").

Unless otherwise stated herein, all capitalised terms used herein shall have the meaning ascribed to them in the bond terms for the Bond Issue dated 11 December 2019 and entered into between the Bond Trustee and the Issuer (the "**Bond Terms**"). References to clauses and paragraphs are references to clauses and paragraphs of the Bond Terms unless otherwise stated.

*The information in this summons for Written Resolution (the "**Summons**") is provided by the Issuer, and the Bond Trustee expressly disclaims all liability whatsoever related to such information. Bondholders are encouraged to read this Summons in its entirety.*

2 BACKGROUND

Reference is made to the capital markets update released by the Issuer on 28 June 2021 (the "**Market Update**"). The Issuer has strengthened its capital structure through the closing of an amended, extended and increased USD 1.1 billion Reserve Based Lending Facility (the "**RBL**") in May 2021 with a syndicate of existing and new lenders. The amended RBL provides increased liquidity, with a USD 200 million increase in facility size supported by Noreco's underlying asset value, and deferred amortisation payments into the second half of 2024 as a result of the revised maturity in 2028.

Based on the Issuer's current forecasts, Noreco does not expect to breach the Leverage Ratio during the Tyra Redevelopment period using forward curve pricing assumptions. However, forecast leverage levels during this time period are higher as the Issuer has experienced Covid-19 related effects, such as the delayed start-up of Tyra and related capex increase and reduced near term production due to postponed production enhancement and maintenance activities; additionally, Noreco has also been impacted by a stronger DKK (vs USD) as well as higher expected near-term operating costs.

To maintain a robust capital structure that is strongly positioned to deliver the Tyra redevelopment project with minimal exposure to commodity price volatility and address the leverage covenant impact of the shift in Tyra first gas to Q2 2023, the Issuer would like to add additional headroom under the

Leverage Ratio covenant through to the end of 2023. To offset the impact of this change, the Issuer will comply with an increased Minimum Liquidity threshold during the corresponding period.

In the view of the Issuer, refocusing the covenants towards liquidity will offer added protection to the Bondholders until Tyra first gas: Noreco's ability to fund the redevelopment project to completion is fundamental to its credit position. The Issuer had available liquidity (cash and undrawn RBL) of USD 272 million at end May 2021 and is fully funded based on its current forecasts to Tyra first gas at oil prices below USD 55 per bbl. Noreco will further continue its material hedging program to reduce exposure to commodity price volatility.

An elevated Leverage Ratio covenant during this period will also better reflect the revised RBL, where the leverage covenant was relaxed with no impact on margin in conjunction with the refinancing completed in May 2021.

On this basis, the Issuer would like to ask the Bondholders for the following:

- Increased headroom under the Leverage Ratio during the Tyra Redevelopment Period (from 5.0x to 7.0x) and the last six months of 2023 (from 3.0x to 6.0x during third quarter 2023 and from 3.0x to 5.0x during fourth quarter 2023)

As a compensation, the bondholders are offered the following:

- Increased Minimum Liquidity until 31 December 2023 to USD 75,000,000 (from USD 50,000,000 to and including 30 June 2023 and from USD 25,000,000 during the second half of 2023);
- Removal of the permitted Distribution basket under Clause 13.18;
- Adjusting the Call Options by way of extending the make-whole period 18 months until June 2025 and increasing the Call Option premium between June 2025 and December 2025 to 103.50% (from 101.35%) of par value and from December 2025 to, but not including the Maturity Date, at 100.90% (from 100.00) of par value;
- Payment of a 2% up-front amendment fee as further described in section 4 of this Summons.

3 PROPOSAL

Based on the background set out above and the details contained in the Market Update, the Issuer proposes that the Bondholders adopt the following proposal (the "**Proposal**") to the Bond Terms:

The definition of "First Call Date" is amended to read:

"First Call Date" means the Interest Payment Date falling in June 2025.

Paragraph (a) of Clause 10.2 (*Voluntary early redemption – Call Option*) is amended to read as follows:

- a) The Issuer may redeem in whole or in parts of the Outstanding Bonds (the "Call Option") on any Business Day from and including:
 - (i) the Issue Date to, but not including, the First Call Date at a price equal to the Make Whole Amount;
 - (ii) the Interest Payment Date in June 2025 to, but not including, the Interest Payment Date in December 2025 at a price equal to 103.50 per. cent of the Nominal Amount for each redeemed Bond; and
 - (iii) the Interest Payment Date in December 2025 to, but not including, the Maturity Date at a price equal to 100.90 per. cent of the Nominal Amount for each redeemed Bond.

The current Clause 13.18 (*Dividend restrictions*) of the Bond Terms is deleted in its entirety, and be replaced with the following wording:

13.18 Dividend restrictions

The Issuer shall not declare or make any Distribution to its direct or indirect shareholders.

Notwithstanding the aforesaid, the Issuer may, subject to compliance with the Incurrence Test, following the date falling two full reporting quarters after the Tyra Redevelopment Project Completion Date, declare or make a Distribution for an amount not exceeding 50% of the Issuer's net profit after tax for the previous calendar year (and for this calculation all Distributions made by reference to the same calendar year shall be aggregated). Any unused part of such net profit may not be carried forward.

The current Clause 13.19 (*Financial covenants*) of the Bond Terms shall be deleted in its entirety, and be replaced with the following wording:

13.19 Financial Covenants

The Issuer shall at all times comply with, and shall procure that the Group at each Quarter Date reports:

- a) a minimum Liquidity of USD 75,000,000 until and including 31 December 2023, and a minimum Liquidity of USD 25,000,000 at any time thereafter; and
- b) a maximum Leverage Ratio which will not exceed 7.0 until and including 30 June 2023, and shall thereafter not exceed the following ratios:

Relevant period:	Leverage Ratio not to exceed:
From 1 July 2023 to 30 September 2023	6.0
From 1 October 2023 to 31 December 2023	5.0
From 1 January 2024:	3.0

For the purpose of the calculation of the maximum Leverage Ratio, the figures for EBITDAX shall be adjusted so that:

- (i) entities, assets or operations acquired, disposed or discontinued of by the Group during the Relevant Period, shall be included or excluded (as applicable), pro forma, for the entire Relevant Period; and
- (ii) any entity to be acquired shall be included pro forma, for the entire Relevant Period.

4 FEE

The Bondholders shall upon approval of the Proposal be paid an amendment fee (the “Fee”) of 2 per cent (2.00%) of the Nominal Amount of all Outstanding Bonds. The Fee shall be payable by the Issuer pro rata among the Bondholders (in accordance with the procedures of the CSD) no later than 10 Business Days after the Effective Date and where the Effective Date will be the Record Date.

5 FURTHER INFORMATION

For further information about the Issuer, please visit the Issuer's website at www.noreco.com and see the Market Update on <https://newsweb.oslobors.no/message/537047>.

For further questions to the Bond Trustee, please contact Lars Erik Lærum at laerum@nordictrustee.com.

The Issuer has engaged Arctic Securities AS ("**Arctic**") and Pareto Securities AS ("**Pareto**") as the Issuer's financial advisors (the "**Advisors**") with respect to the Proposal. Bondholders may contact either of the Advisors for further information as follows:

Arctic: syndicate@arctic.com

Pareto: ee@paretosec.com

The Issuer and its Advisors have informed that they have received support for the Proposals from more than 2/3 of the Bondholders in the Bond Issue.

The Advisors are acting solely for and relying on information from, the Issuer in connection with the Proposal. No due diligence investigations have been carried out by the Advisors with respect to the Issuer, and the Advisors do not assume any liability in connection with the Proposal (including but not limited to the information contained herein).

6 BOND TRUSTEE'S DISCLAIMER/NON-RELIANCE

The Proposal set out in this Summons is presented to the Bondholders without further evaluation or recommendation from the Bond Trustee. Nothing herein shall constitute a recommendation to the Bondholders from the Bond Trustee. The Bondholders must independently evaluate whether the Proposal is acceptable and vote accordingly.

7 WRITTEN RESOLUTION

Bondholders are hereby provided with a voting request for a Bondholders' Written Resolution pursuant to Clause 15.5 (*Written Resolutions*) of the Bond Terms. For the avoidance of doubt, no Bondholders' Meeting will be held in relation to the matters described herein.

It is proposed that the Bondholders resolve the following resolution by way of Written Resolution (the "Proposed Resolution"):

"The Bondholders approve by Written Resolution the Proposal as described and specified in section 3 of this Summons.

The Bond Trustee shall be authorised to take any action, negotiate, finalise, enter into and deliver any agreements, notices, arrangements or other documentation as it deems necessary or desirable to effect the Proposal in its sole discretion."

The Proposed Resolution will be passed if either: (a) Bondholders representing at least a 2/3 majority of the total number of Voting Bonds vote in favour of the Proposed Resolution prior to the expiry of the Voting Period (as defined below); or (b) (i) a quorum representing at least 50% of the total number of Voting Bonds submits a timely response to the Summons and (ii) the votes cast in favour of the Proposed Resolution represent at least a 2/3 majority of the Voting Bonds that timely responded to the Summons.

Voting Period: The Voting Period shall expire ten (10) Business Days after the date of this Summons, being 23 July 2021. The Bond Trustee must have received all votes necessary in order for the Proposed Resolution to be passed with the requisite majority under the Bond Terms prior to the expiration of the Voting Period.

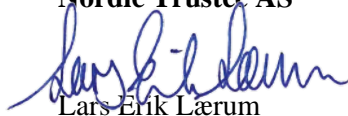
How to vote: A duly completed and signed Voting Form (attached hereto as Appendix 1), together with proof of ownership/holdings must be received by the Bond Trustee no later than at the end of the Voting Period and must be submitted by scanned e-mail to mail@nordictrustee.com.

The effective date of a Written Resolution passed prior to the expiry of the Voting Period is the date when the resolution is approved by the last Bondholder that results in the necessary voting majority being achieved (the “**Effective Date**”).

If no resolution is passed prior to the expiry of the Voting Period, the number of votes shall be calculated at the close of business on the last day of the Voting Period, and a decision will be made based on the quorum and majority requirements set out in paragraphs (d) to (g) of Clause 15.1 (*Authority of Bondholders’ Meeting*).

Yours sincerely,

Nordic Trustee AS



Lars Erik Lærum

Enclosed: Appendix 1: Voting Form

Appendix 1
VOTING FORM

Voting form - Written Resolution

**ISIN NO0010870900 – Norwegian Energy Company ASA 9.00 % senior unsecured USD
250,000,000 bonds 2019/2026**

The undersigned holder or authorised person/entity, votes either in favour of or against the Proposed Resolution as defined in the Summons dated 8 July 2021.

In favour of the Proposed Resolution

Against the Proposed Resolution

ISIN ISIN NO0010870900	Amount of bonds owned:
Custodian name:	Account number at Custodian:
Company:	Day time telephone number:
	Email:

Enclosed to this form is the complete printout from our custodian/VPS,¹ verifying our bondholding in the bond issue as of: _____

We acknowledge that Nordic Trustee AS in relation to the Written Resolution for verification purposes may obtain information regarding our holding of bonds on the above stated account in the central securities registry VPS.

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Place, date Authorised signature

Return:

Nordic Trustee AS
P.O.Box 1470 Vika
N-0116 Oslo

Telefax: +47 22 87 94 10
Tel: +47 22 87 94 00
Mail to: mail@nordictrustee.no

¹ If the bonds are held in custody other than in the VPS, an evidence provided from the custodian - confirming that (i) you are the owner of the bonds, (ii) in which account number the bonds are hold, and (iii) the amount of bonds owned.