



ZITON A/S

**Prospectus**

**Summary**

**Listing of FRN DBB Jack-Up Services A/S Senior Secured Callable  
Bonds 2015/2019**

16 November 2016

Joint Bookrunners:

**Pareto Securities**

**SEB**

## Introduction

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A – E (A.1 –E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

<b>Section A – Introduction and warnings</b>		
<b>Element</b>	<b>Disclosure requirement</b>	<b>Comments</b>
<b>A.1</b>	<b>Warnings</b>	<p>This summary should be read as introduction to the Prospectus.</p> <p>Any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor;</p> <p>Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and</p> <p>Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
<b>A.2.</b>	<b>Resale and final placement by financial intermediaries</b>	Not applicable. This Prospectus is a listing prospectus and is not to be used for resale purposes.
<b>Section B - Issuer</b>		
<b>Element</b>	<b>Disclosure requirement</b>	<b>Comments</b>
<b>B.1</b>	<b>Name</b>	ZITON A/S (previously named DBB Jack-Up Services A/S). Guarantors: Jack-Up Investco 2 A/S Jack-Up InvestCo 3 Plc.

<b>B.2</b>	<b>Registered office, legal form and country of incorporation</b>	<p>ZITON A/S is a private limited liability company incorporated and operating under the Danish Companies Act. The Company was incorporated on 24 October 1985. The Company is registered in CVR with CVR number is 24620417, and its registered office is Bygholm Søpark 21 E, 8700 Horsen, Kingdom of Denmark, with telephone number +45 87 44 44 00.</p> <p>Guarantors:</p> <p>Jack-Up InvestCo 2 A/S is a limited liability company incorporated and operating under the Danish Companies Act. It was incorporated on 8 June 2012. The company is registered in CVR with CVR number is 34589801, and its registered address is Bygholm Søpark 21 E, 8700 Horsens, Denmark.</p> <p>Jack-Up InvestCo 3 Plc. is a public limited company incorporated and operating under the Merchant Shipping Act, Chapter 234 of the Laws of Malta. It was incorporated on 23 July 2012. The company is registered in the Company Register of Malta with registration number is C 57037, and its registered address is 4, St. Michael, Guze Galea Street, Qormi QRM 2107, Malta.</p>
<b>B.4b</b>	<b>Trend information</b>	The Company is not aware of trends, uncertainties, demands, commitments or events that could have a material effect on the Group's prospects for the current financial year.
<b>B.5</b>	<b>Organisational structure</b>	<p>ZITON A/S is the parent company in the ZITON Group. Jack-Up InvestCo 2 A/S and Jack-Up InvestCo 3 Plc. are subsidiaries of ZITON A/S.</p> <p>ZITON A/S is the owner of the vessel J/U WIND, Jack-Up InvestCo 2 A/S is the owner of J/U WIND PIONEER and Jack-Up InvestCo 3 Plc. is owner of J/U WIND SERVER.</p>
<b>B.9</b>	<b>Profit forecast</b>	Not applicable. No profit forecast or estimate has been made.
<b>B.10</b>	<b>Qualifications in the audit report</b>	The audit reports were issued without qualifications.

**B.12****Selected historical key financial information****ZITON**

## Income statement

EUR'000	Q2 2016	Q2 2015	Q1 2016	Q1 2015	Annual 2015	Annual 2014
Revenue	6,697	6,493	4,196	1,025	9,138	10,433
Gross profit	4,586	4,999	2,132	-829	2,673	6,803
EBITDA	3,581	4,596	1,351	-2,188	-966	4,634
Income before tax	-1,631	1,748	-3,729	-4,983	-21,154	1,929
Tax	-119	-269	774	919	4,630	-1,356
<b>Annual result</b>	<b>1,750</b>	<b>1,479</b>	<b>-2,956</b>	<b>-4,064</b>	<b>-16,524</b>	<b>573</b>

## Balance sheet

EUR'000	Q2 2016	Q2 2015	Q1 2016	Q1 2015	Annual 2015	Annual 2014
<b>Assets</b>						
Total non-current assets	172,315	168,482	172,769	166,525	173,108	164,966
Total current assets	6,469	7,169	3,656	5,225	2,756	6,320
<b>Total assets</b>	<b>178,783</b>	<b>175,650</b>	<b>176,425</b>	<b>171,750</b>	<b>175,864</b>	<b>171,286</b>
<b>Equity and liabilities</b>						
Total equity	37,985	56,522	39,644	55,045	42,580	55,813
Total liabilities	140,798	119,128	136,781	116,705	133,284	11,442
<b>Total equity and liabilities</b>	<b>178,783</b>	<b>175,650</b>	<b>176,425</b>	<b>171,750</b>	<b>175,864</b>	<b>171,286</b>

**Jack-Up InvestCo2**

## Income statement

<b>DKK'000</b>	<b>Q2 2016</b>	<b>Q2 2015</b>	<b>Q1 2016</b>	<b>Q1 2015</b>	<b>Annual 2015</b>	<b>Annual 2014</b>
Net turnover	15,610	-	15,850	-	-	-
Gross profit	15,583	-0	15,850	-0	23,072	-14
Operating profit	11,266	-0	11,621	-0	17,390	-14
Result before tax	1,702	-6	1,720	-0	-4,735	-28
Tax	-1,832		-378	-	-3,495	-3,959
<b>Annual result</b>	<b>-130</b>	<b>-6</b>	<b>1,341</b>	<b>-0</b>	<b>-8,231</b>	<b>-3,987</b>

## Balance sheet

<b>DKK'000</b>	<b>Q2 2016</b>	<b>Q2 2015</b>	<b>Q1 2016</b>	<b>Q1 2016</b>	<b>Annual 2015</b>	<b>Annual 2014</b>
<b>Assets</b>						
Fixed assets	453,287	462,232	451,157	440,862	461,273	461,273
Current assets	54,070	854	39,122	225	24,053	1,013
<b>Total assets</b>	<b>507,357</b>	<b>463,085</b>	<b>496,278</b>	<b>441,087</b>	<b>485,326</b>	<b>423,830</b>
<b>Equity and liabilities</b>						
Total equity	-4,431	2,583	-4,300	2,589	-5,641	2,589
Total liabilities	511,787	460,502	500,578	348,498	475,398	409,279
<b>Total equity and liabilities</b>	<b>507,357</b>	<b>463,085</b>	<b>496,278</b>	<b>411,087</b>	<b>485,326</b>	<b>423,830</b>

**Jack-Up InvestCo 3**

## Comprehensive income statement

EUR'000	Q2 2016	Q2 2015	Q1 2016	Q1 2015	Annual 2015	Annual 2014
Revenue	4,209	2,457	2,457	1,593	9,018	3,700
Gross profit	4,209	2,457	2,457	1,591	8,993	3,700
Gross profit from operation	3,359	1,588	1,608	699	5,431	3,309
Result before tax	2,196	135	377	-806	(5,085)	3,081
Tax	-729	225	-125	-	1,756	(1,057)
<b>Annual result</b>	<b>1,467</b>	<b>360</b>	<b>252</b>	<b>-806</b>	<b>(3,329)</b>	<b>2,024</b>

## Balance sheet

EUR'000	Q2 2016	Q2 2015	Q1 2016	Q1 2015	Annual 2015	Annual 2014
<b>Assets</b>						
Total non-current assets	90,006	81,445	86,896	81,928	80,805	82,267
Total current assets	78	7,606	77	5,058	4,697	4,791
<b>Total assets</b>	<b>90,084</b>	<b>89,051</b>	<b>86,973</b>	<b>86,986</b>	<b>85,501</b>	<b>87,058</b>
<b>Equity and liabilities</b>						
Total equity	28,371	29,535	26,904	29,175	26,652	29,981
Total liabilities	61,713	59,515	60,069	57,810	58,843	57,077
<b>Total equity and liabilities</b>	<b>90,084</b>	<b>89,050</b>	<b>86,973</b>	<b>86,986</b>	<b>26,652</b>	<b>29,981</b>

There has been no material adverse change in the prospects of the Issuer or the Guarantors since the date of its last published audited financial statements.

There have been no significant changes in the financial or trading position of the Issuer or the Guarantors subsequent to the period covered by the historical financial information.

**B.13**

**Recent events relevant to the evaluation of the solvency**

There have been no recent events after the release of the Q2 report particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's or the Guarantor's solvency

<b>B.14</b>	<b>Dependency upon other entities of the group</b>	<p>ZITON A/S is the parent company in the ZITON Group. Jack-Up InvestCo 2 A/S and Jack-Up InvestCo 3 Plc. are subsidiaries of ZITON A/S.</p> <p>ZITON A/S is the owner of the vessel J/U WIND, Jack-Up InvestCo 2 A/S is the owner of J/U WIND PIONEER and Jack-Up InvestCo 3 Plc. is owner of J/U WIND SERVER.</p> <p>All revenue from customers is derived from contracts in ZITON A/S. ZITON A/S has bareboat agreements with Jack-Up InvestCo 2 A/S and Jack-Up InvestCo 3 Plc. for J/U WIND PIONEER and J/U WIND SERVER respectively.</p>
<b>B.15</b>	<b>Principal activities</b>	<p>ZITON is a leading provider of O&amp;M jack-up services to offshore wind farm owners and wind turbine manufacturers in Europe. ZITON owns, operates and charters dedicated O&amp;M jack-up vessels and offers cost-efficient and flexible solutions for major WTG component replacements, installation support and decommissioning. ZITON is the only operator offering multiple modern, specialised and purpose-built O&amp;M jack-up vessels that meet the specific requirements of OEMs and WFOs alike. A jack-up vessel is equipped with a crane and has four or more legs that can mechanically descend down to the seabed where they penetrate the ground and lift the vessel above the sea's surface.</p>

<b>B.16</b>	<b>Control</b>	<p>The Company has a fully paid share capital of DKK 82,782,198 divided into 15,118,416 A-shares and 67,633,782 B-shares. Each A-share of DKK 1 shall carry one vote. B-shares do not have voting rights. B-shares carry a preferential right to receive dividends and other distributions from the Company. B-shares can be converted into A-shares at a price of 23.982 at the holders' request.</p> <p>The Company has issued warrants to management and holders of subordinated loans. Each warrant entitles the holder to subscribe for one share at a price of 23,982 per share of DKK 1.00 nominal value.</p> <p>The following table sets forth certain information, as of the date of this document with respect to the shareholders of the Company:</p> <table border="1" data-bbox="571 712 1402 1261"> <thead> <tr> <th data-bbox="571 712 868 779"><b>Name of Shareholder</b></th> <th data-bbox="868 712 1050 779"><b>A-shares</b></th> <th data-bbox="1050 712 1235 779"><b>B-shares</b></th> <th data-bbox="1235 712 1402 779"><b>Warrants</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="571 779 868 902">BWB Partners (through Jack-Up Holding A/S)</td> <td data-bbox="868 779 1050 902">8,583,748</td> <td data-bbox="1050 779 1235 902">50,456,740</td> <td data-bbox="1235 779 1402 902">0</td> </tr> <tr> <td data-bbox="571 902 868 1055">Ove Eriksen and family (through Dansk Bjergning og Bugsering ApS)</td> <td data-bbox="868 902 1050 1055">3,920,000</td> <td data-bbox="1050 902 1235 1055">13,918,988</td> <td data-bbox="1235 902 1402 1055">0</td> </tr> <tr> <td data-bbox="571 1055 868 1115">Oy Finans ApS</td> <td data-bbox="868 1055 1050 1115">2,500,000</td> <td data-bbox="1050 1055 1235 1115">3,588,054</td> <td data-bbox="1235 1055 1402 1115">0</td> </tr> <tr> <td data-bbox="571 1115 868 1205">Management &amp; Chairman</td> <td data-bbox="868 1115 1050 1205">114,668</td> <td data-bbox="1050 1115 1235 1205">0</td> <td data-bbox="1235 1115 1402 1205">0</td> </tr> <tr> <td data-bbox="571 1205 868 1261">PenSam</td> <td data-bbox="868 1205 1050 1261">0</td> <td data-bbox="1050 1205 1235 1261"></td> <td data-bbox="1235 1205 1402 1261">99,500</td> </tr> </tbody> </table>	<b>Name of Shareholder</b>	<b>A-shares</b>	<b>B-shares</b>	<b>Warrants</b>	BWB Partners (through Jack-Up Holding A/S)	8,583,748	50,456,740	0	Ove Eriksen and family (through Dansk Bjergning og Bugsering ApS)	3,920,000	13,918,988	0	Oy Finans ApS	2,500,000	3,588,054	0	Management & Chairman	114,668	0	0	PenSam	0		99,500
<b>Name of Shareholder</b>	<b>A-shares</b>	<b>B-shares</b>	<b>Warrants</b>																							
BWB Partners (through Jack-Up Holding A/S)	8,583,748	50,456,740	0																							
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Oy Finans ApS	2,500,000	3,588,054	0																							
Management & Chairman	114,668	0	0																							
PenSam	0		99,500																							
<b>B.17</b>	<b>Credit ratings</b>	Not applicable. Credit ratings assigned to the Issuer or its debt securities at the request or with the cooperation of the issuer in the rating process have not been made.																								



<p><b>B.18</b></p>	<p><b>Guarantees</b></p>	<p>All amounts outstanding to the Trustee and/or the bondholders under the Bond Finance Documents, including but not limited to interest and expenses, are secured by:</p> <p><u>Pre-Settlement Security</u> to be established no later than the date before the Issue Date.</p> <p><i>From the Issuer:</i></p> <p>a) a pledge over the Issuer's claim against the bank for the amount from time to time standing to the credit of the Issuer in the Escrow Account (as defined below) (according to Norwegian law) (the "<b>Escrow Account Pledge</b>") to secure the entitlements of the bondholders having subscribed for Bonds against cash. The entitlements of the Roll-Over Bondholders are secured by the Roll-Over Bonds in the VPS Escrow Account.</p> <p><u>Pre-Disbursement Security</u></p> <p>As collateral security for the fulfilment of the Secured Debt, the Super Senior Creditors, represented by the Security Agent, shall prior to or in connection with Disbursement be granted the following security on the terms set out in the relevant security agreements (the "<b>Security</b>" and "<b>Security Documents</b>" respectively):</p> <p><i>From the Issuer:</i></p> <p>b) a pledge over the Issuer's claim against the bank for the amount from time to time standing to the credit of the Issuer in the Retention Account (as defined below) (according to Norwegian law) (the "<b>Retention Account Pledge</b>"); and</p> <p>c) a pledge granted by the Issuer over 50 % of the shares in Jack-Up InvestCo 3 (the "<b>Share Pledge A</b>"), and a pledge over 100 % of the shares in Jack-Up InvestCo 2 (the "<b>Share Pledge B</b>"), together with, inter alia, letters of resignation (effective upon an Event of Default for which the Trustee has issued a notice) (if legally possible) from the current board members and covenants to obtain such from future board members;</p> <p>d) an assignment of the Issuer's entitlements under the insurances related to WIND (other than third party liability insurances) (the "Issuer's Assignment of Insurances");</p> <p>e) a pledge over the Issuer's claims under any current and future Intercompany Loans where the Issuer is the creditor (the "<b>Pledge of Intercompany Loans</b>");</p> <p>f) a mortgage over WIND including all relevant equipment being legally part of WIND (including the cranes) under the applicable law where WIND is registered (the "WIND Mortgage"); and</p>
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g) an assignment of or other security interest in the rights and entitlements of the Issuer under the Siemens Contract (including all earnings payable and security granted by Siemens thereunder), to the extent Siemens consents thereto (the "Siemens Contract Assignment").

*From Blue Water Capital S.A:*

h) a pledge granted by BWC over 50% of the shares in the Jack-Up InvestCo 3 (the "**Share Pledge C**"), together with, inter alia, letters of resignation (effective upon an Event of Default for which the Trustee has issued a notice) (if legally possible) from the current board members and covenants to obtain such from future board members; and

i) an assignment by way of security of BWC's rights under any future Shareholder Loans provided by BWC to Jack-Up InvestCo 3 ("**BWC Assignment of Shareholder Loans**"), to include provisions whereby repayment proceeds shall be pledged correspondingly. BWC may with the approval of the Trustee (which shall not be unreasonable withheld) reinvest repayment proceeds in other financial instruments, which are pledged correspondingly.

Share Pledge C and the BWC Assignment of Shareholder Loans may be established by equivalent security instruments granted by holders of capital interest in BWC, to the satisfaction of the Trustee. The security documents shall permit the Issuer to acquire these shares and loans when financed by Equity Capital Raising.

BWC has no business relations, provides guarantees or does any other business with Jack-Up InvestCo 3.

As BWC provides no guarantees or provides any other kind of financial support to Jack-Up InvestCo 3, the financial position of BWC has no influence on the bondholders' position.

*From the Guarantors:*

j) an assignment of Jack-Up InvestCo 3's entitlements under the insurances related to WIND SERVER and an assignment of Jack-Up InvestCo 2's entitlements under the insurances related to WIND PIONEER (other than third party liability insurances) (the "**Guarantors' Assignment of Insurances**");

k) a mortgage over WIND SERVER (granted by Jack-Up InvestCo 3) and a mortgage over WIND PIONEER (to be granted by Jack-Up InvestCo 2) including all relevant equipment being legally part of WIND SERVER and WIND PIONEER (including the cranes) under the applicable law where WIND SERVER and WIND PIONEER are registered (the "**Guarantor Vessel Mortgages**"); and

		<p>l) an unconditional and irrevocable on-demand guarantee issued by each of the Guarantors (payment by the Guarantors to be made within 14 banking days of any demand) (the "<b>Guarantees</b>").</p> <p>The Security is established prior to or in connection with the first release from the Escrow Account as described below under Conditions Precedent Pre-Disbursement, but where perfection will be subject to limitations further described in the Information Memorandum, possibly applying to inter alia the Siemens Contract Assignment.</p> <p><u>Ranking:</u></p> <p>The Security shall rank on a first priority basis. The Security in the Accounts shall rank above any set-off rights for the bank.</p> <p>The Security is shared between the Trustee (on behalf of the bondholders) and the Super Senior Creditors in accordance with the terms of the Intercreditor Agreement. Nordic Trustee A/S will act as security agent on behalf of all of the Secured Creditors, both in respect of the Security and any additional security provided in accordance with the terms of the Intercreditor Agreement.</p> <p>The Intercreditor Agreement shall include waterfall provisions whereafter the payment obligations under the Super Senior Finance Documents shall rank above the payment obligations under the Bond Finance Documents with respect to any proceeds from assets under the Security including the proceeds upon enforcement (including distressed disposals) of the Security.</p>
<b>Section C - Securities</b>		
<b>Element</b>	<b>Disclosure requirement</b>	<b>Comments</b>
<b>C.1</b>	<b>Type of securities and ISIN number</b>	The Senior Secured Callable Bonds carry the ISIN number NO0010751332.
<b>C.2</b>	<b>Currency</b>	EUR
<b>C.5</b>	<b>Restrictions on the free transferability of the securities</b>	There are no restrictions to the transfer of the Bonds except those that from time to time may be applicable under local laws to which a Bondholder may be subject.

C.8, C9

**Rights attached to the securities**

The Bonds are securities which give the Bondholders right to interest during the tenor of the Bonds and repayment of principal on the dates set forth in the Bond Agreement. The Bonds are the senior liabilities of the Issuer and only subordinated to claims preferred by law. There are no limitations except for this.

- The nominal interest rate is three months EURIBOR plus a margin of 8.50 % per annum which is equal to the yield. EURIBOR is an acronym for Euro Interbank Offered Rate and is a daily reference rate, published by the European Money Markets Institute, based on the averaged interest rates at which Eurozone banks offer to lend unsecured funds to other banks in the euro wholesale money market (or interbank market). In the calculation, the highest and lowest 15% of all the quotes collected are eliminated. The remaining rates will be averaged and rounded to three decimal places. EURIBOR is the primary benchmark, along with the LIBOR, for short-term interest rates around the world.
- The interest became payable on 26 February 2016
- The interest payment dates are 26 February, 26 May, 26 August and 26 November each year (with the first Interest Payment Date on 26 February 2016 and the last Interest Payment Date being the Final Redemption Date)
- The Issuer shall repay the total Outstanding Nominal Amount in the amount and at the dates set out below:

The date falling 12 months after the Issue Date	EUR 2,500,000
The date falling 18 months after the Issue Date	EUR 2,500,000
The date falling 24 months after the Issue Date	EUR 3,000,000
The date falling 30 months after the Issue Date	EUR 3,000,000
The date falling 36 months after the Issue Date	EUR 3,000,000
The date falling 42 months after the Issue Date	EUR 3,000,000

Any repayment shall be made pro rata among bondholders in accordance with the procedures of Verdipapirsentralen ASA (the Norwegian Securities Depository). Amortizations shall be made at 100.00% of the Nominal Amount.

The remaining outstanding amount under the Bonds shall be redeemed on the Final Redemption Date.

- The representative of the Bondholders is Nordic Trustee ASA

		<p>The Bondholders' Meeting represents the supreme authority of the Bondholder community in all matters relating to the Bonds. If a resolution by the Bondholders is required, such resolution shall be passed at a Bondholders' Meeting. Resolutions passed at Bondholders' Meetings shall be binding upon and prevail for all the Bonds.</p>
<b>C.10</b>	<b>Fluctuation of interest derivate</b>	<p>EURIBOR is an acronym for Euro Interbank Offered Rate and is a daily reference rate, published by the European Money Markets Institute, based on the averaged interest rates at which Eurozone banks offer to lend unsecured funds to other banks in the euro wholesale money market (or interbank market). In the calculation, the highest and lowest 15% of all the quotes collected are eliminated. The remaining rates will be averaged and rounded to three decimal places. EURIBOR is the primary benchmark, along with the LIBOR, for short-term interest rates around the world.</p> <p>The definition of EURIBOR in the Bond Agreement addresses a market disruption event which makes it impossible to determine EURIBOR as EURIBOR is defined as "the interest rate which (a) is published on Reuters screen EURIBOR01 page (or through another system or on another website replacing it) at approximately 11.00 a.m. (Brussels time) or, if no such screen rate is available for the relevant interest period, (b) the arithmetic mean of the rates (rounded upwards to four decimal places), as supplied to the Paying Agent at its request quoted by banks reasonably selected by the Paying Agent, for deposits of EUR 10,000,000 for the relevant period; or (c) if no quotation is available pursuant to paragraph (b), the interest rate which according to the reasonable assessment of the Bond Trustee and the Issuer best reflects the interest rate for deposits in Euro offered for the relevant interest period; and in each case, if any such rate is below zero, EURIBOR will be deemed to be zero."</p> <p>Information about the past and the future performance of the EURIBOR and its volatility can be obtained at <a href="http://www.euribor-rates.eu/">http://www.euribor-rates.eu/</a>.</p>
<b>C.11</b>	<b>Admission to trading</b>	<p>The Bonds will be listed on Oslo Stock Exchange as soon as practically possible after the Prospectus has been approved.</p>
<b>Section D - Risks</b>		
<b>Element</b>	<b>Disclosure requirement</b>	<b>Comments</b>

D.2	Key risk factors for the Group	<p><u>Risks related to the offshore market</u></p> <ul style="list-style-type: none"> <li>- Regulations governing operations may change</li> <li>- Stronger competition may lead to reduced revenue for the Group</li> <li>- Technological progress might render the technologies used by the Group obsolete</li> </ul> <p><u>Operational risk factors</u></p> <ul style="list-style-type: none"> <li>- Operational risks associated with offshore operations</li> <li>- The Group may assume substantial responsibilities</li> <li>- Requisition or arrest of assets</li> <li>- Intellectual property rights</li> <li>- Dependence on key executives and personnel</li> <li>- Dependence on employment of the Group's vessels</li> <li>- Risk associated with idle periods before bond maturity</li> <li>- Dependence on fulfilment of Siemens Contract</li> <li>- Dependence on services from third parties to complete some of the employment contracts</li> <li>- The outcome of future claims and litigation could have a material adverse impact on the business, results of operation and financial condition of the Group</li> <li>- Risks associated with upgrade, refurbishment and repairs</li> </ul> <p><u>Financial risk factors</u></p> <ul style="list-style-type: none"> <li>- Compliance with financial covenants</li> <li>- Foreign exchange risk</li> <li>- Credit risk</li> <li>- Liquidity risk – cost of funding</li> <li>- Borrowing and leverage</li> <li>- Related party transactions</li> <li>- Value of secured assets</li> <li>- Limitations as to Security and the perfection of Security</li> <li>- Overall tax structure</li> </ul>
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<b>D.3</b>	<b>Key risk factors for the Bonds</b>	<ul style="list-style-type: none"> <li>- The Bond Agreement will impose significant operating and financial restrictions</li> <li>- The Issuer may prepay the Bonds prior to their maturity</li> <li>- Change of control – the Issuer's ability to redeem the Bonds with cash may be limited</li> <li>- There will only be a limited trading market for the Bonds</li> <li>- The market price for the Bonds may be volatile</li> <li>- Mandatory prepayment events may occur</li> <li>- Pre-defined majorities may amend the terms of the Bond Agreement</li> <li>- As the Bonds are settled through VPS, investors will have to rely on VPS' procedures for transfers, payments and conversion of the Bonds</li> <li>- The bonds are ranked below the Super Senior obligations</li> </ul>
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**Section E - Offer**

<b>Element</b>	<b>Disclosure requirement</b>	<b>Comments</b>
<b>E.2b</b>	<b>Reasons for the offer and use of proceeds</b>	<p>The purpose of the Bond Issue is to (i) refinance the Refinancing Debt and the BWC Dividend, (ii) pay Transaction Costs, and (iii) finance general corporate purposes of the Group.</p> <p>The total expenses of the issue are estimated to be approximately EUR 2.3 million The estimated net amount of the proceeds is Approximately EUR 97.7 million. The expenses and proceeds will be used by priority as described in the paragraph above.</p>
<b>E.3</b>	<b>Terms and conditions of the offer</b>	<p>The Bonds have already been offered to professional investors and there is no offering taking place in connection with the preparation of this Prospectus.</p>
<b>E.4</b>	<b>Interests material to the Bonds</b>	<p>Not applicable. There are no conflicts of interest between the natural and legal persons involved that is material to the Bonds.</p>
<b>E.7</b>	<b>Estimated expenses charged to the investor by the issuer or the offeror</b>	<p>Not applicable. There are no estimated expenses charged to the investor by the Issuer.</p>