ZITON

Investor Presentation

ZITON A/S

Up to EUR 150m Senior Secured Bond Issue

May 2023

Important information

DISCLAIMER AND IMPORTANT INFORMATION

Ziton A/S (the "**Company**"), has prepared this presentation, together with its enclosures and appendices (collectively, the "**Presentation**"), to provide introductory information to potential investors solely for use in connection with the contemplated offering of senior secured bonds (the "**Bonds**") issued by the Company and expected to be initiated in May 2023 (the "**Transaction**"). The Company has retained Pareto Securities AB (the "**Manager**") as manager of the Transaction.

This Presentation is not in itself an offer to sell or a solicitation of an offer to buy any securities.

Confidentiality

This Presentation and its contents are strictly confidential and shall not be reproduced, redistributed or passed on, directly or indirectly, in whole or in part, to any other person (excluding investment professionals' advisers) unless the Manager or the Company have consented thereto in writing. Only the Company and the Manager are entitled to provide information in respect of matters described in this Presentation. Information obtained from other sources is not relevant to the content of this Presentation and should not be relied upon. This Presentation is for information purposes only. By receiving this Presentation or receiving a review of this Presentation, you agree to be bound by this confidentiality obligation.

Accuracy of information and limitation of liability

Any decision to invest must only be made with careful consideration and not in reliance solely on the introductory information provided herein which does not purport to be complete. Any application to invest will be subject to both a term sheet setting out the terms and conditions of the securities and an application form. Please do not hesitate to ask us any questions which would be relevant for your consideration and which are not contained herein.

The Company has assimilated the information contained herein from various sources and unless stated the information is a result of our own activities. The Company has taken reasonable care to ensure that, and to the best of our knowledge as of 4 May 2023, material information contained herein is in accordance with the facts and contains no omission likely to affect its understanding.

Neither the Company nor the Manager nor any of their parent or subsidiary undertakings or affiliates or any such person's directors, officers, employees, advisors or representatives (collectively, the "**Representatives**") represent or warrant that there has been no change in the affairs of the Company since the date hereof and they do not assume any obligation to review, confirm, update or correct any information included in the Presentation, but the Presentation may be changed, supplemented or corrected without notification. However, if at any time prior to the pricing and application for the Bonds an event occurs which the Company, based on its knowledge, reasonably expects would affect the assessment of the Bonds, or as a result of which this Presentation would be misleading, include any untrue statement of any material fact or omit to state any material fact necessary to make the statements therein, the Company will promptly notify in sufficient detail, through the Manager, the potential applicants of the Bonds.

Please note that neither the Company, nor any of its Representatives make any assurance that the assumptions underlying forward-looking statements are free from errors, nor does any of them accept any responsibility for the future accuracy of the opinions expressed in this Presentation or the actual occurrence of the forecasted developments. Readers should not place undue reliance on forward-looking information, which will depend on numerous factors, and any reader must make an independent assessment of such projections.

This Presentation has only been made available to, and shall only be made available to, a limited number of prospective investors (the "**Recipients**"). The Recipients are reminded that the Presentation contains confidential and sensitive information. By accepting this Presentation, each Recipient agrees to cause their respective Representatives to equally observe the commitments described in this notice and to use the Presentation only to evaluate an investment in the Bonds and not disclose any such information to any other party.

The Manager has performed a limited review of our information which has consisted of a review of the Company's audited annual financial statements for the financial years 2021 and 2022, and the unaudited monthly financial statements for the periods ending Q4'2022 and Q1'2023.

The Manager has not engaged any external advisors to carry out any due diligence investigations (legal, financial or technical) or taken any steps to verify the information in this Presentation other than (a) a customary due diligence call with representatives of the Company held on 4 May 2023 and (b) obtaining certain customary written confirmations from the Company and its Representatives, in the form of a Declaration of Completeness signed by the Company.

The Recipients acknowledge and accept the risks associated with the fact that only limited investigations have been carried out. The information contained in this Presentation has been obtained from the Company or its Representatives. While the information herein is believed to be correct in all material respects, the Company and the Manager and their respective Representatives (the "**Covered Persons**") make no representation or warranty, expressed or implied, as to the fairness, accuracy or completeness of the information contained in this Presentation, or regarding any additional information which has or will be made available to the Recipients in connection with any investment in the Bonds. Accordingly, no Covered Person accepts any liability whatsoever for any loss of any nature arising from the use of this Presentation or its contents or the additional information referred to above or otherwise arising in connection therewith, except as may follow from mandatory law.

Risk factors

An investment in the Bonds involves a high level of risk. Several factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by statements and information in this Presentation. There may also be a limited secondary market for the Bonds which may result in a substantial liquidity risk. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Presentation. Each Recipient acknowledges that it will be solely responsible for its own assessment of the market and the market position of the Company, and that it will conduct its own analysis and be solely responsible for forming its own view of the potential future performance of the Company and its business. The content of this Presentation shall not be construed as financial, legal, business, investment, tax or other professional advice. Each Recipient should consult with its own professional advisers for any such advice. Please carefully read and consider the description of certain risk factors associated with the Company and the Bonds in slides 45-52 of this Presentation.

Selling and transfer restrictions

This presentation has not been reviewed by or registered with any public authority or stock exchange, is not a key information document under the PRIIPS Regulation (Regulation 2016/653/EU) and does not constitute a prospectus under the EU Prospectus Regulation (Regulation 2017/1129/EU), as amended (the "**EU Prospectus Regulation**"). Neither the Company nor the Manager has authorized any offer to the public of securities, or have undertaken or plan to undertake, any action to make an offer of securities to the public requiring the publication of an offering prospectus, in any member state of the European Economic Area which has implemented the EU Prospectus Regulation. No offer of any securities is directed to persons in any jurisdiction where such an offer would be in violation of applicable laws or whose acceptance of such an offer would require that (i) further documents are issued in order for the offer to comply with local law or (ii) registration or other measures are taken pursuant to local law.

In relation to each Member State of the European Economic Area (each, a "**Relevant State**"), no offer of Bonds will be made to the public in that Relevant State other than: (a) to any legal entity which is a qualified investor as defined in the EU Prospectus Regulation; (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation); or (c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation, provided that no such offer of Bonds shall require the Company or the Manager to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation. For the purposes of this provision, the expression an "offer of Bonds to the public" in relation to any Bonds in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Bonds.

A prospectus relating to the offering of Bonds has not been registered under the EU Prospectus Regulation as it forms part of United Kingdom domestic law by virtue of the European Union Withdrawal Act 2018 ("**EUWA**") (the "**UK Prospectus Regulation**"). Each UK applicant confirms that it understands that the offering of Bonds (a) has only been communicated to persons who have professional experience, knowledge and expertise in matters relating to investments and who are "*investment professionals*" for the purposes of article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 ("**Order**") or high net worth bodies corporate and any other person falling within Article 49(2)(a) to (d) of the Order (all such persons being referred to as "**relevant persons**") and (b) is being made only in circumstances where there is an exemption under the UK Prospectus Regulation to publish a prospectus for such offering. The Bonds are not intended to be offered, sold or otherwise made available and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. The expression "*retail investor*" for this paragraph means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA, or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 ("**FSMA**") to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Bonds or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation. Any application or subscription for the Bonds is available only to relevant persons and will be engaged in only with relevant persons and each UK applicant warrants that it is a relevant person.

THERE WILL BE NO PUBLIC OFFER OF THE BONDS IN THE UNITED STATES. THE BONDS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**U.S. SECURITIES ACT**") OR UNDER THE SECURITIES LAW OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY, EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. AN APPLICANT IN THE UNITED STATES OR WHO IS A "U.S. PERSON" (WITHIN THE MEANING OF REGULATION S UNDER THE U.S. SECURITIES ACT) MAY NOT TAKE STEPS IN ORDER TO SUBSCRIBE OR PURCHASE BONDS UNLESS (A) THE SUBSCRIBER IS A REGISTERED CLIENT WITH A MANAGER AS A "QUALIFIED INSTITUTIONAL BUYER" ("**QIB**") AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT, OR (B) THE APPLICANT CONFIRMS THAT IT IS A QIB ACQUIRING THE BONDS FOR ITS OWN ACCOUNT OR FOR ONE OR MORE ACCOUNTS, EACH OF WHICH IS A QIB. PROSPECTIVE PURCHASERS THAT ARE QUALIFIED INSTITUTIONAL BUYERS ARE HEREBY NOTIFIED THAT THE SELLER OF THE BONDS MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A. THE BONDS ARE "RESTRICTED SECURITIES" WITHIN THE MEANING OF RULE 144 UNDER THE U.S. SECURITIES ACT AND MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN THE UNITED STATES, UNLESS AT THE TIME OF DEPOSIT THE BONDS ARE NO LONGER "RESTRICTED SECURITIES". THE BONDS MAY NOT BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED, EXCEPT (A) OUTSIDE THE UNITED STATES IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S, AS APPLICABLE, OR (B) PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT. ANY PURCHASER OF BONDS IN THE UNITED STATES, OR TO OR FOR THE ACCOUNT OF U.S. PERSONS, WILL BE DEEMED TO HAVE MADE CERTAIN REPRESENTATIONS AND ACKNOWLEDGEMENTS, INCLUDING WITHOUT LIMITATION THAT THE PURCHASER IS A QIB. THE BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC, BY ANY U.S. STATE REGULATORY AUTHORITY, NOR HAS THE U.S. SECURITIES AND EXCHANGE COMMISSION OR ANY U.S. STATE REGULATORY AUTHORITY PASSED ON THE ACCURACY OR ADEQUACY OF THE OFFERING MATERIALS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Please see the application form for further applicable selling and transfer restrictions.

Manager's financial interests

The Manager, the Company and/or any of their Representatives may hold shares, bonds or other securities of the Company and may, as principal or agent, buy or sell such securities. The Manager, the Company and/or any of their Representatives may have other financial interests in transactions involving these securities. The Manager will be paid a fee by the Company in respect of the placement of the Transaction.

Governing law and legal venue

Any dispute arising in respect of this Presentation is subject to Norwegian law and the exclusive jurisdiction of Norwegian courts with Oslo District Court (*Oslo tingrett*) as the court of first instance.

Description of confirmation / verification process

Issuer characteristics

Business overview

- ZITON A/S ("**ZITON**", the "**Issuer**" and together with its subsidiaries the "**Group**") is the leading provider of major component replacements for the European offshore wind industry. The service offering is centered around major component replacements as well as turnkey blade campaigns. The Group is acquiring the jack-up vessel J/U WIND ENTERPRISE II ("**ENTERPRISE II**") subject to securing financing and has extend the time charter for the owned vessel J/U WIND ENTERPRISE ("**ENTERPRISE"**)

Ownership

- The Issuer is a privately held company, ultimately owned through funds owned by Permira Credit Solutions III Sub Master Euro S.ár.l. ("**Permira**"), Pensam Pension forsikringsaktieselskab ("**Pensam**") and Jack-Up Holding II ApS ("**BWB Partners**") who hold 55.0%, 45.0% and 0.0% of the total voting capital, respectively as well as 6.28%, 92.46% and 1.27% of the total share capital, respectively
  - Permira holds Class A shares, BWB Partners holds Class B shares and Pensam holds both Class A and Class C shares
  - Class A shares are voting shares, Class B are non-voting shares and Class C are preference shares

Listing status

- The Issuer's contemplated bonds will be listed on the Oslo Stock Exchange and the Open Market of Frankfurt following the bond issue

Previous capital market experience

- The Group has extensive capital market experience:
  - The Issuer has a 1st Secured bond of ~EUR 98m and a 2nd lien senior secured bond of ~EUR 51m. The subsidiary Wind Enterprise P/S ("**W-E**") has a EUR 23.5m senior secured bond
  - The owners have been involved in numerous capital market transactions previously

Other Issuer characteristics

- Country of residency: Denmark
- Headquarters: Denmark
- Country of operations: Europe / international waters

Confirmatory work conducted in connection with the bond issue

- ZITON has signed a "Declaration of Completeness" and concluded a "Bring down due diligence call", confirming to the Manager that the marketing material in all material aspects is correct and complete, and that all matters relevant for evaluating the Issuer and the transaction is properly disclosed in the marketing material
- The Manager has conducted interviews with the Management and the owners during the preparation phase to gain a better understanding of the relevant risks related to the business model, the market as well as financials and the contracts with Siemens Gamesa

Overview of advisors to the Manager and the Issuer

- The law firm Wikborg Rein Advokatfirma AS ("**Wikborg Rein**") has acted as legal counsel to the Manager
- Wikborg Rein has prepared and/or reviewed the term sheet and the above referred confirmatory documents on behalf of the Manager
- The Company has engaged the legal firms Bruun & Hjejle Advokatpartnerselskab A/S ("**Bruun & Hjejle**") to assist with the transaction and Advokatfirmaet Kromann Reumert A/S ("**Kromann Reumert**") to assist with the purchase of ENTERPRISE II
- BDO Statsautoriseret revisionsaktieselskab ApS ("**BDO**") is the auditor of the Group

Source: ZITON.

Table of contents

Background for the Transaction

Commentary

- ZITON recently signed an extension, from June 2025[1] until December 2029, of their existing time charter of ENTERPRISE with Siemens Gamesa Renewable Energy ("**Siemens Gamesa**" or the "**Charterer**")
- Siemens Gamesa has signed an additional ~6-year time charter of a new jack-up vessel, ENTERPRISE II**,** and negotiations were finalized on 28 April 2023
- Alongside the discussions with Siemens Gamesa, ZITON entered advanced negotiations with a Chinese company[2] regarding the purchase of ENTERPRISE II; negotiations were completed on 28 April 2023 and a Memorandum of Agreement ("**MOA**") was signed on the same day
- The acquisition of the ENTERPRISE II and the new Siemens Gamesa contract with ENTERPRISE II is conditional upon ZITON being able to secure financing for the vessel. The contract extension related to ENTERPRISE is, however, independent of ENTERPRISE II and is already in effect
- Once acquired, ENTERPRISE II is estimated to go through a 4-week yard stay in Asia prior to dry tow to Europe, where it will go through a 3-month yard stay for upgrade and repair work to meet European standards, and the vessel will be re-instated in DNV class from the current Chinese class
- Under the contracts, ENTERPRISE AND ENTERPRISE II will be time chartered until 31 December 2029 with remuneration comprising fixed charter day rates as well as cost coverage for variable vessel OPEX, including bunker and port costs
- Importantly, the day rate for ENTERPRISE will continue as is until 21 June 2025 and increase by 70% for the rest of 2025. Thereafter, it will increase with 3% each year from 2026 until the end of 2029
- The day rate for ENTERPRISE II is slightly higher than the day rate ENTERPRISE will receive after mid-2025. It will also increase with 3% each year from 2025 and onwards
- Management deems that the ENTERPRISE vessels will remain a key asset even after the contract period, primarily due to their capabilities of servicing larger turbines of up to 10MW. ENTERPRISE II can reach up to 11 MW turbines when the 5.4m leg extension has been completed
- The Group intends to issue new senior secured bonds in an initial amount of up to EUR 150m (the "**New Bonds**"), together with a new EUR 100m equivalent senior secured loan (the "**Senior Secured Loan**")[3], which ranks *pari passu* with the New Bonds, new second lien bonds of minimum EUR 31.4m (the "**Second Lien Bonds**") and issue new preferred equity of EUR 15m (together the "**Transaction**")
  - Preferred equity and Second Lien Bonds will be subscribed in full by the existing owners
- The New Bonds, Senior Secured Loan, Second Lien Bonds and new preferred equity will be applied to finance the capex related to the Enterprise II vessel, repay the existing bonds including redemption costs, refinance the existing working capital facility from the existing owners, finance any transaction costs, and finance general corporate purposes

Source: ZITON. 1) Including option periods in existing contract, 2) Ronghe Electric Technology No. 1 Financials Leasing (TianJin) Co. Ltd; ENTERPRISE II is currently named GUO DIAN TOU 001 by its existing owner, 3) the Senior Secured Loan will have a nominal value of DKK 745m loan, equivalent to ~EUR 100m

Transaction overview

Commentary

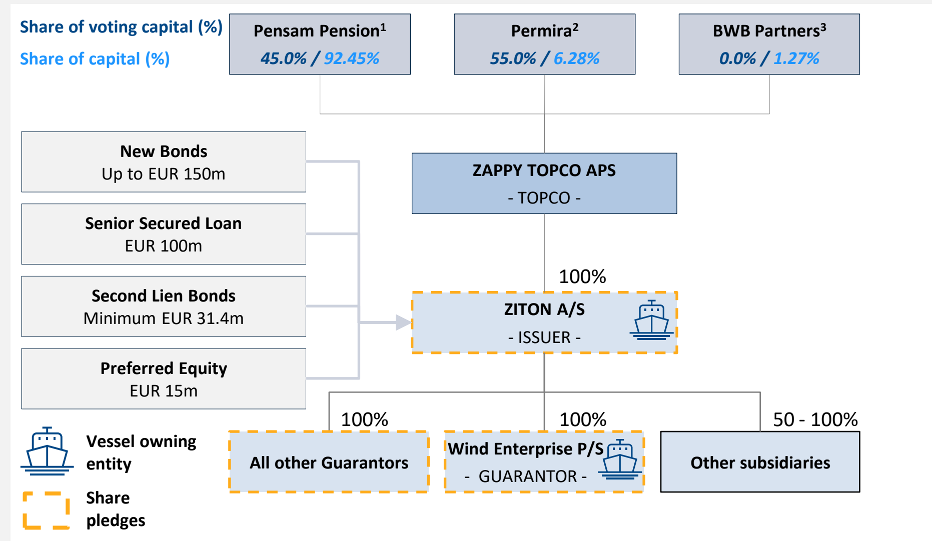
Overview

- ZITON intends to issue up to EUR 150m in New Bonds, a new DKK 745m (ca. EUR 100m) Senior Secured Loan and new Second Lien Bonds of min. EUR 31.4m. The existing owners will contribute preferred equity of EUR 15m and subscribe the full amount of the Second Lien Bonds
  - The Senior Secured Loan will have an initial margin of 900bps, stepping down to 630bps when the Leverage Ratio steps below 4.25x. The loan will be issued with a 1% OID
- The New Bonds, Senior Secured Loan, Second Lien Bonds and preferred equity will be applied to (i) refinance the existing bonds in the Group, including the bonds in W-E (the "Existing SPV Financing") and the existing working capital facility from the current owners, (ii) pay the consideration for ENTERPRISE II and finance capex[4], (iii) cover transaction costs, and (iv) finance general corporate purposes
  - Up to EUR 10m of the existing 2nd lien bonds may be repaid in connection with the transaction; remaining portion shall be rolled over as a mix of preferred equity and Second Lien Bonds
- Prior to the commencement of the ENTERPRISE II contract, the vessel will undergo extensive contract specific upgrades to ensure limited off-hire days
  - The upgrades are expected to amount to ~EUR 13.5m in total and bring ENTERPRISE II to, at least, the same technical standard as ENTERPRISE
  - No later than at the end of 2024, a leg extension including several other upgrades on the ENTERPRISE II vessel will be completed. The leg extension is expected to take one month, and Siemens Gamesa will cover 50% of the capex requirement up to EUR 10m and continue to pay 50% charter hire while the vessel is not in operations. The total leg extension capex is estimated up to EUR 20m, with ZITON covering EUR 15m

Structural considerations

- Free cash flows of the Issuer to be applied towards deleveraging, with bond terms including monthly mandatory amortisations of EUR 1.2m from May'24 and subsequently increasing to EUR 2.1m from Oct'25
  - The Senior Secured Loan will amortise ca. EUR 1.6m monthly from Oct'25
  - Cash sweep also included for cash exceeding EUR 20m from YE 2025
- Total mandatory instalments of EUR ~88m will result in nearly 60% of the bonds being amortised during the tenor of the bond
- Capex restrictions for new vessels
- Three maintenance covenants: Initially (i) minimum liquidity (EUR 15m) until Sep'24, and from Dec'24 (ii) an ICR stepping up from 1.25x to 2.75x and (iii) a leverage ratio stepping down from 6.0x to 2.0x over the bond tenor
- Comprehensive security package with security over, among other, all five vessels as well as share pledges over the Issuer and Guarantors

Illustrative and simplified transaction structure



Sources & uses[6]

Sources	EURm	Uses	EURm
Senior Secured Bonds	150.0	Call 1st lien bond[5]	101.0
Senior Secured Loan	99.0	Call 2nd lien bond	56.4
Second Lien Bonds	Min. 31.4	Call W-E bond	19.9
Preferred Equity	15.0	Repay RCF	6.3
Opening cash balance (per 31.03)	5.7	ENTERPRISE II consideration[4]	77.9
		Leg extension capex	15.0
		Transaction costs	6.2
		Closing cash balance	18.5
Total	**Min. 301.1**	**Total**	**Min 301.1**

Source: ZITON. Please refer to the distributed Term Sheet for a more detailed overview of proposed terms of the New Bonds.
Notes: 1) Class A and Class C shares, 2) Class A shares, 3) Class B shares, 4) Including purchase price, dock inspection, transit to Europe, crewing, and yard stay, 5) Including the PIK amount under ISIN NO0012719154, 6) Bond refinancing amounts including call premia and accrued but unpaid interest net of amounts on retention accounts.

Summary of terms

Issuer	ZITON A/S
Volume	Up to EUR 150,000,000
Guarantors	(i) Wind Enterprise P/S; (ii) any Charter Company; (iii) any Management Company; (iv) any Group Company at any time owning a Vessel; and (v) any other Material Group Company
Tenor	5 years
Coupon	3m Euribor + [•]%, stepping down to 3m Euribor + [•]% after Leverage Ratio is lower than 4.25x. Euribor floor at 0%, quarterly coupon payments
Status	Senior secured
Use of proceeds	(i) repay the Existing Bonds; (ii) repay the Existing Working Capital Facility; (iii) finance the ENTERPRISE II Acquisition; (iv) finance the capital expenditure related to ENTERPRISE II; (v) finance any Transaction Costs; and (vi) finance general corporate purposes
Transaction security	**Pre-Settlement Security:** (i) an Escrow Account Pledge and (ii) a VPS Escrow Account Pledge **Pre-Disbursement Security:** (i) A share pledge in the Issuer, in each Guarantor and the General Partner; (ii) an assignment of any Subordinated Loan; (iii) a Retention Account Pledge; (iv) a Capex Account Pledge; (v) an assignment of entitlements under the insurances related to any Vessel; (vi) an assignment of any current and future Intercompany Loans; (vii) a mortgage over each Vessel; (viii) a first priority assignment (by way of security) of the monetary claims under any bareboat charterparty contract; (ix) An assignment of the rights under each Enterprise Siemens Gamesa contract Security will be subject to an intercreditor agreement
Call option	• Callable at 100% + 30/20/10% of the Step Down Margin after 42/48/54 months following the Issue Date • Prior to the First Call Date (42 months), the redemption premium will comprise 30% of the Step Down Margin and the sum of all remaining interest payments up until the First Call Date
Capex account	Any surplus amounts standing at the Capex Account may, following the completion of the upgrade works, be released to the Issuer or used to redeem the Bonds at 100%
Capex restriction	Capex relating to any new build contract or new vessel purchase is limited to EUR 2,000,000 p.a.; maintenance capex is permitted
Distributions	Restricted Payments may amount to an aggregate maximum amount of EUR 125,000 per fiscal year
Payments on the second lien bonds	The Issuer may pay principal and interest up to an aggregate EUR 20,000,000 under the second lien bonds, of which a maximum of EUR 10,000,000 at the Issue Date, with subsequent payments subject to (i) Net Leverage Ratio < 4.00x, and (ii) maximum 50% of permitted amount to be distributed during a quarter
Mandatory amortisations	• May 2024 - September 2025: EUR 1,200,000 each month, paid quarterly at each interest payment date • October 2025 - maturity: EUR 2,100,000 each month, paid quarterly at each interest payment date All mandatory amortisations shall be made at 100% of par. The Issuer has the option to defer the applicable mandatory amortisation one time during the bond tenor
Mandatory cash sweep	If the Group after 31 December 2025 holds Cash Sweep Liquidity in excess of EUR 20,000,000, the Issuer shall make a partial prepayment with the cash in excess of EUR 20,000,000; payments pro rata between New Bonds and Senior Secured Loan. The prepayment shall be made quarterly at a price of 102% of par
Voluntary amortisations	Maximum 10% of the outstanding nominal amount p.a. at 102% of par
Permitted debt	Negative pledge with customary restrictions on indebtedness and security with carve-outs for, *inter alia:* (i) the Senior Secured Loan and Second Lien Bonds (ii) a SSWCF in an aggregate amount of EUR 15,000,000; (iii) financial leasing and credit card debt of EUR 1,000,000; and (iv) a general basket of EUR 3,000,000
Financial covenants	• Liquidity > EUR 15,000,000 until 30 September 2024 • Interest Coverage Ratio > 1.25x from and including YE 2024, stepping up to 1.75x / 2.25x / 2.50x / 2.75x from and including YE 2025 / YE 2026 / 30 June 2027 / YE 2027 • Leverage Ratio < 6.00x from and including YE 2024, stepping down to 4.25x / 3.00x / 2.50x / 2.00x from and including YE 2025 / YE 2026 / 30 June 2027 / YE 2027
Change of control	• Put option at 101% of par unless the change of control involves a Permitted Transferee as approved by a bondholders' meeting by minimum 50% of voting bonds • If the bondholders' meeting declines a Permitted Transferee, Issuer call at 101% of par
Listing	• Listing on the Open Market of the Frankfurt Stock Exchange within 60 days of the Issue Date, with an intention to complete such listing within 30 days of the Issue Date • Listing on the Oslo Stock Exchange or another Regulated Market within 12 months of the Issue Date
Trustee	Nordic Trustee
Governing law	Norwegian law
Sole Bookrunner	Pareto Securities AB

Note: Please refer to the distributed Term Sheet for a more detailed overview of proposed terms of the New Bonds.

Credit highlights

The leading provider of offshore wind O&M in Europe – with unrivalled industry experience and tangible track-record

- The world's leading dedicated full-service provider within offshore wind O&M and with an estimated market share of 49%
- By far the most experienced operator in carrying out mission-critical O&M on offshore wind farms
- Unparalleled O&M track record of +1,450 interventions across 69 wind farms in Europe, more than any other operator in the industry
- Strong customer and contract base with Siemens Gamesa, RWE, Vattenfall, Vestas and Ørsted, representing ~80% of the European installed base

Stable and predictable revenue profile with significant share of earnings from fixed day rate contracts

- Company has extended its 54 months time charter contract and signed a new 72-months contract[1] with the world's largest offshore wind turbine OEM with ~1,500 turbines under O&M mgmt. across Europe - limited counterparty risk with Siemens Gamesa holding an S&P Global investment grade rating
- Receives fixed day rate contracts with the Siemens Gamesa covering bunker costs and assuming all weather risk during the tenor of the agreements
- The contract extension for ENTERPRISE underlines the continued strong demand and that ZITON continues to be a preferred partner to Siemens Gamesa
- During the last 12 months customers are increasingly asking for quick response to repair turbines and commitment from ZITON in framework agreements. This is leading to higher prices and improved utilization of the vessels
- The Company continues to see growing demand and a constrained supply side with no existing order book for O&M vessels

Structural market drivers supporting strong expected demand following maturity

- Strong market tailwinds with transition towards renewable energy being backed by both policymakers and the market
- Number of offshore wind turbines installed projected to grow at ~13% p.a. until 2030[2] expected to lead to a steady increase in regular interventions expected over the coming years
- Significant untapped potential for offshore wind globally, supporting considerable growth beyond today's levels
- ZITON is well-positioned to maintain and even strengthen its leading market position in the face of a growing market and a tightening supply-demand balance

Bondholder-friendly transaction structure with significant asset backing and strong expected deleveraging

- Free cash flows of the Issuer to be applied towards deleveraging, with terms including monthly mandatory amortisations of EUR 1.2m from May'24 increasing to EUR 2.1m from Oct'25. Cash sweep also included for liquidity exceeding EUR 20m from YE 2025
- Fixed amortisation of EUR ~88m; nearly 60% of the bonds being amortised over the bond tenor, coupled with cash sweep mechanism at a premium to par
- Capex restrictions for new vessels
- Three maintenance covenants: Initially (i) minimum liquidity (EUR 15m) until Sep'24, and from Dec'24 (ii) an ICR stepping up from 1.25x to 2.75x and (iii) a leverage ratio stepping down from 6.0x to 2.0x over the bond tenor
- Comprehensive security package with security over all five vessels as well as share pledges over the Issuer and Guarantors

Source: ZITON.
Notes: 1) Number of contract months counted from 21 June 2025 – 31 December 2029 and 1 January 2024 – 31 December 2029 for ENTERPRISE and ENTERPRISE II, respectively. 2) Between 2023-2030.

Introduction to today's presenters and the main owners

Today's presenters

Thorsten Jalk
Chief Executive Officer

Jens Michael Haurum
Chief Financial Officer

Sam Gross
Investment Managing Director

Introduction to the main owners

Permira Credit

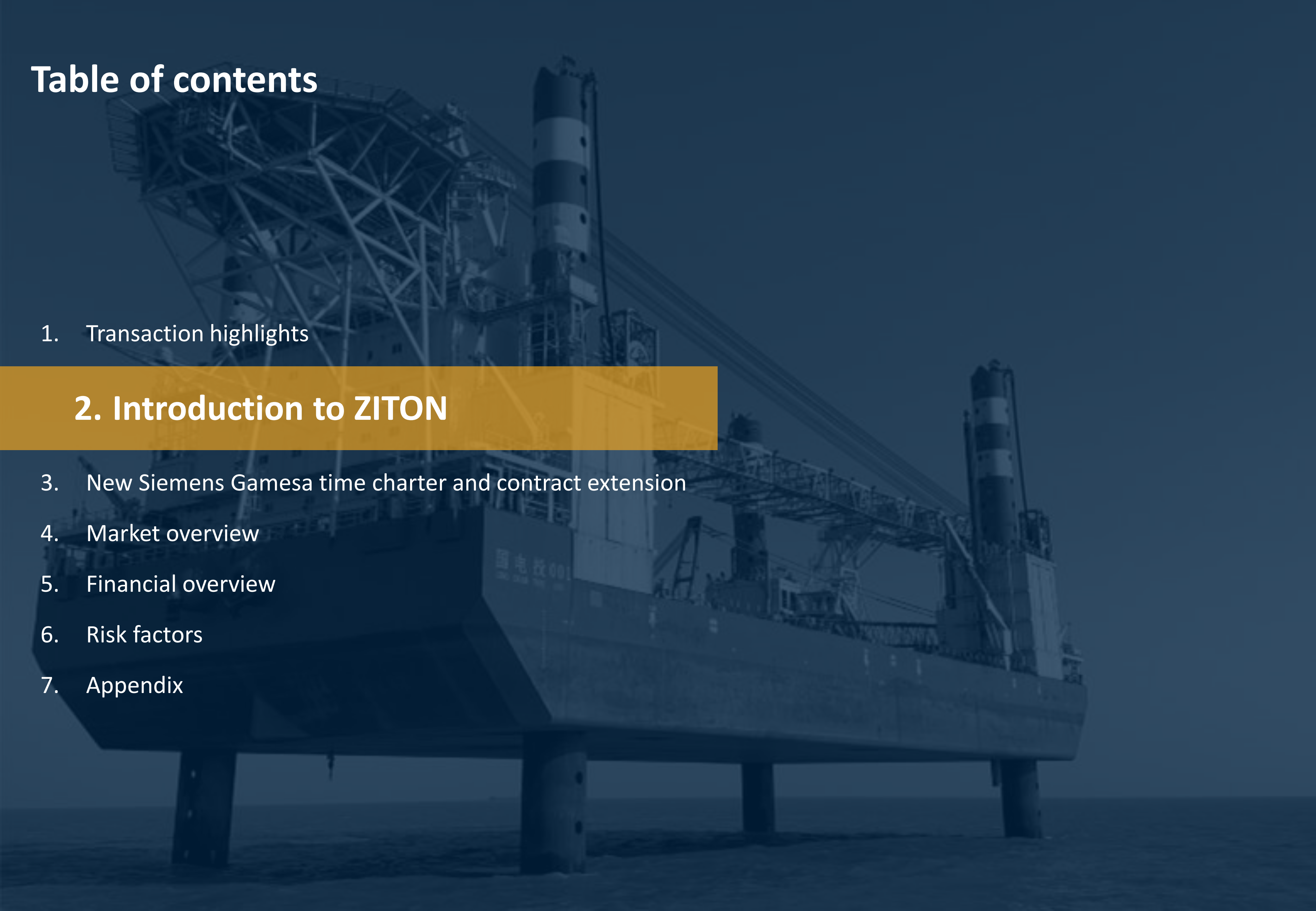
- Permira Credit is an integrated part of the Permira group, founded in 1985
  - Integrated private markets group with a combined ~EUR 60bn under management across 15 offices globally
- Leading European credit platform specialised in direct lending, with ~EUR 13.5bn invested in over 160 companies since inception
  - Targets cycle-resilient mid-market companies with EBITDA of ~EUR 10-60m
- Acquired controlling interest in ZITON in 2022 in connection with a debt-to-equity restructuring, motivated by:
  - Significantly improved capital structure and liquidity position
  - Strong platform for growth supported by positive market opportunities
- Permira Credit will, together with PenSam, contribute with the preferred equity and the full amount of the Second Lien Bonds in the Transaction

PenSam Pension

- One of Denmark's largest pension companies, founded in 1986
  - Provides labor market pensions to FOA's (Danish trade union) professional groups, i.e., employees in the Danish welfare society, primarily municipalities
- Over 460,000 members and ~DKK 180bn under management as of 2021 across several funds and direct investments
  - Between 2017-2021, Pensam generated an annual return of 8.9% for the majority of its members under the Fleksion pension concept, one of the highest returns among Danish pension companies
- In connection with the restructuring in 2022, 45% of the votes and ~92% of the share capital in ZITON were transferred to PenSam
- PenSam will, together with Permira Credit, contribute with the preferred equity and the full amount of the Second Lien Bonds in the Transaction

Source: ZITON, Permira, PenSam.

Table of contents



A brief introduction to ZITON

Unparalleled O&M experience

- Founded in 2007 and with HQ in Horsens, Denmark, ZITON is the leading provider of major component replacements for the European offshore wind industry
  - Service offering centered around major component replacements as well as turnkey blade campaigns
  - Strong relationships with some of the largest OEMs and wind farm operators in the industry, together representing ~80% of the installed European base (ZITON has the five largest customers in the industry)
- In recent years, the Group has successfully pivoted from an asset provider into a differentiated and market-leading service provider with a 49% market share
  - Restructuring completed in Q3 2022, resulting in significantly improved capital structure and liquidity

Versatile and modern vessel fleet

ENTERPRISE II
- Turbine capacity: ≤ 11 MW[2]
- To be acquired in 2023

ENTERPRISE
- Turbine capacity: ≤ 10 MW
- Acquired in 2021

SERVER
- Turbine capacity: ≤ 6 MW
- Acquired in 2014

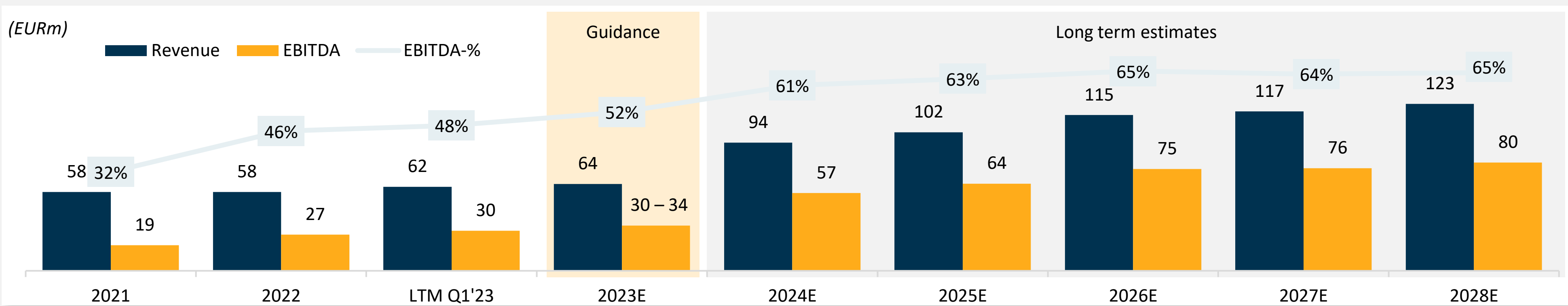
PIONEER
- Turbine capacity: ≤ 4 MW
- Acquired in 2012

WIND
- Turbine capacity: ≤ 4 MW
- Acquired in 2007

Preferred partner amongst industry giants[1]

SIEMENS Gamesa	✓ **#1 largest player in Europe** ✓ +1,500 turbines under O&M mgmt. ✓ Time charter contract
Ørsted	✓ **#2 largest player in Europe** ✓ +1,000 turbines under O&M mgmt. ✓ Framework agreement
RWE	✓ **#3 largest player in Europe** ✓ +1,000 turbines under O&M mgmt. ✓ Framework agreement / Time charter
Vestas	✓ **#4 largest player in Europe** ✓ +600 turbines under O&M mgmt. ✓ Framework agreement[3]
VATTENFALL	✓ **#5 largest player in Europe** ✓ +400 turbines under O&M mgmt. ✓ Framework agreement

Continued strong financial performance expected going forward



Source: ZITON. Note: ENTERPRISE II in the process of being acquired, subject to the contemplated transaction.
1) As of 2022YE. Turbines under O&M management refer to turbines within Europe. 2) Subject to the leg extension of 5.4m being completed. 3) Vestas contract expired in Dec'22, discussions regarding an extension are ongoing and operations are continuing with rates higher than the rates from the previous framework agreement.

A leading service provider to the European offshore wind industry

ZITON in brief

- ZITON is a Danish-based, full-service provider of major component replacements for the European offshore wind industry, employing some 180 staff globally, out of which ~140 offshore
  - Core offering comprising turnkey solutions for replacements of major components such as generators, gearboxes, blades, etc.
  - Complementary offering with installation support, blade repairs and decommissioning services; effectively leveraging the Group's superior know-how within offshore wind maintenance
- In recent years, the Group has successfully pivoted from an asset provider into a differentiated and market-leading service provider acting as a strategic partner to the offshore wind industry
- ZITON operates a vessel fleet comprising five[4] dedicated maintenance jack-up vessels, of which the two largest are ENTERPRISE II and ENTERPRISE
- The Group holds a clear market-leading position with an estimated intervention market share of 49% between 2020-2022, benefitting from strictly limited competition within the space
- The Group has close, long-lasting relationships with a high-quality customer base including some of the largest OEMs and wind farm operators in the industry, e.g., Siemens Gamesa, Ørsted, RWE, Vestas and Vattenfall
  - Together, these players account for approximately 80% of the installed base of wind turbines in Europe and all have entered fixed or variable service contracts with ZITON
- Since 2021, ZITON is represented on the technical committee as well as on the board of Danish Shipping and has put itself on the forefront of exploring new innovations within zero-emission
  - ZITON maintains a DNV-GL-certified Ship Energy Efficiency Management Plan to optimise fuel consumption with a view to keeping emissions as low as possible

Quick facts

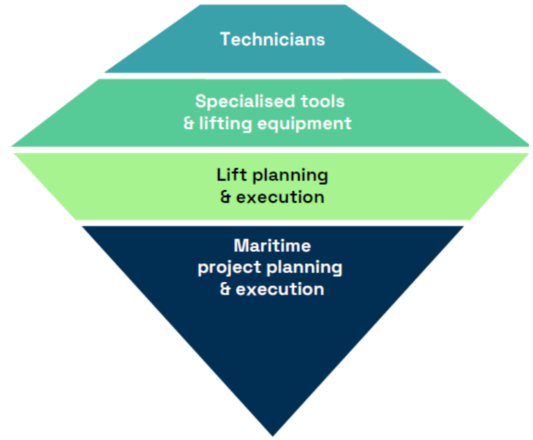
1,436
INTERVENTIONS[1]

69
WIND FARMS SERVICED[1]

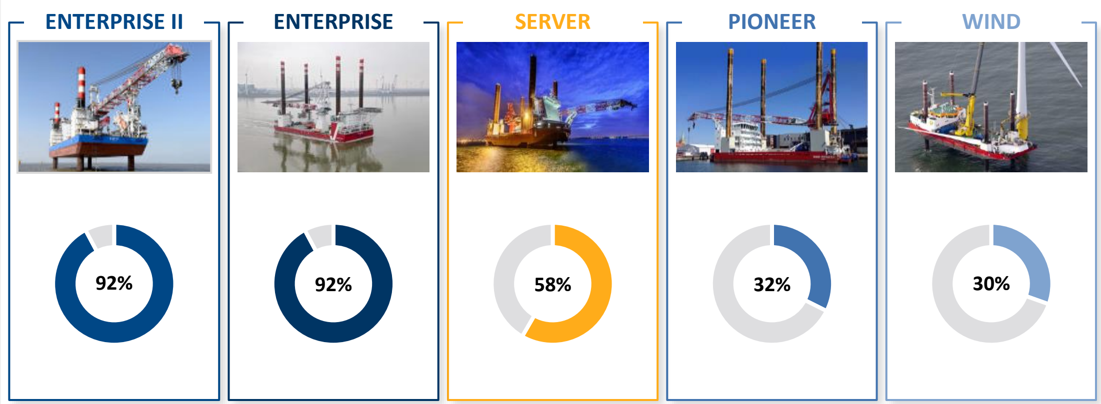
49%
MARKET SHARE[2]

5
JACK-UP VESSELS[4]

Offering full-service solutions



Versatile and flexible fleet comprising 5 modern O&M jack-up vessels[3]

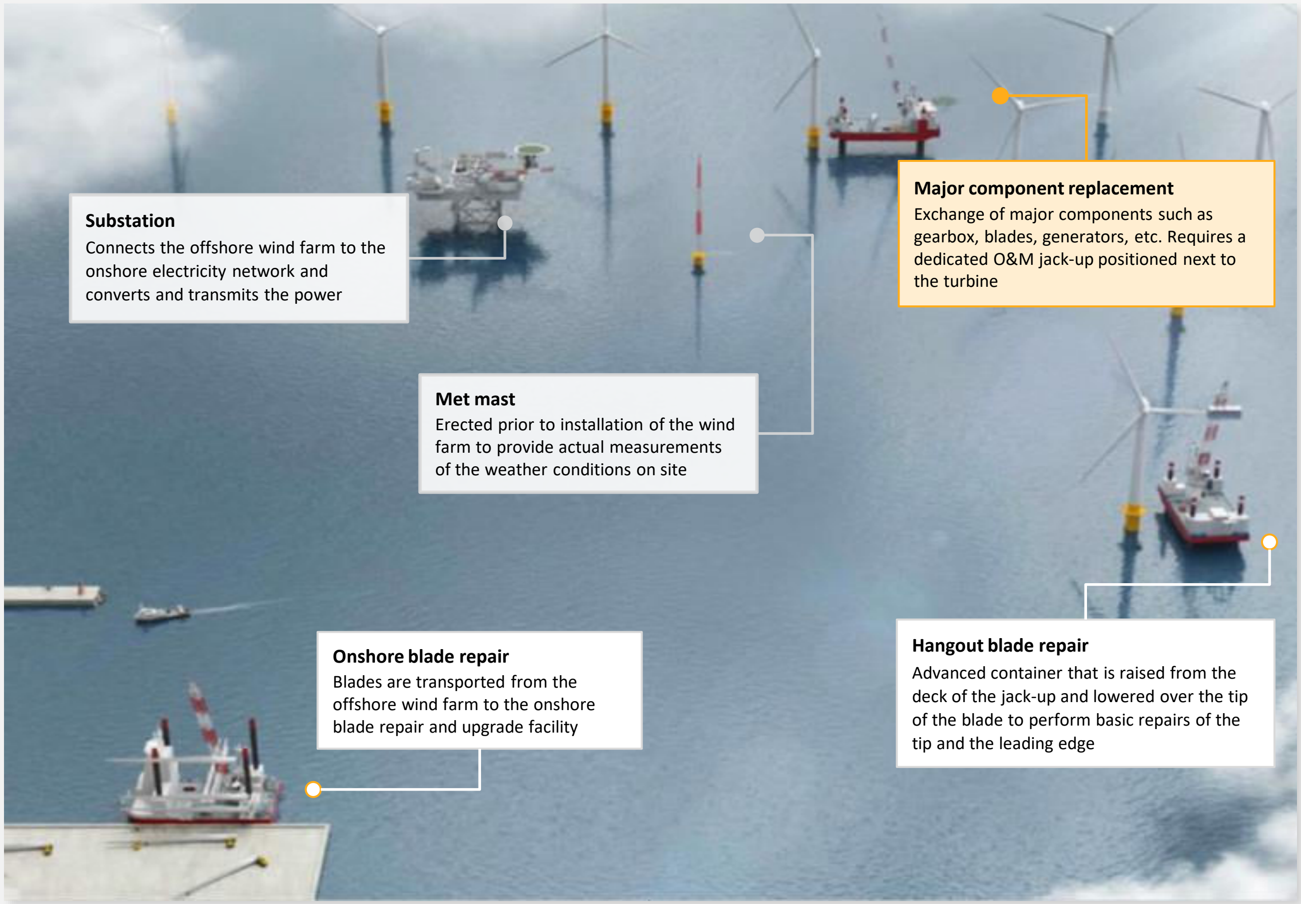


% of European installed wind farms reachable by each vessel

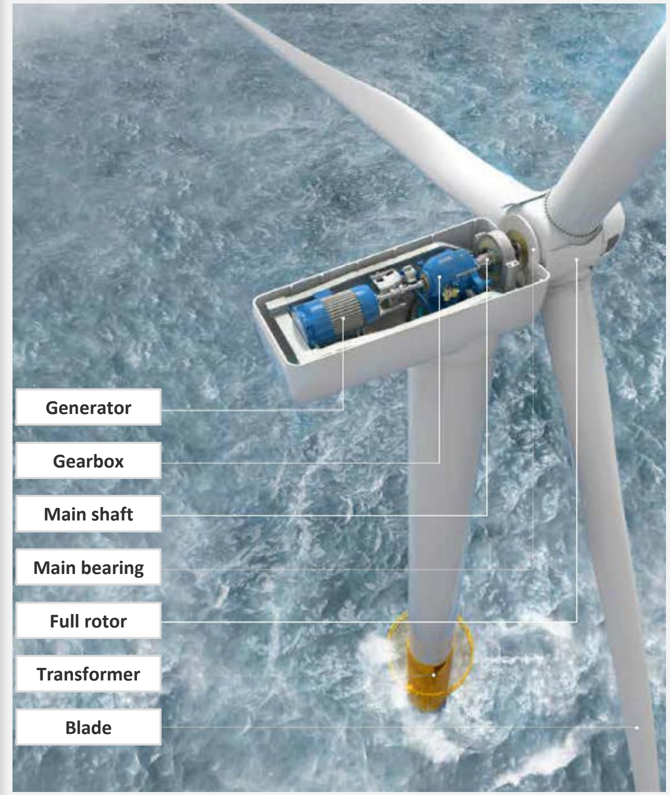
Source: ZITON.
Notes: O&M = Operations & Maintenance, OEM = Original Equipment Manufacturer, 1) Between 2007-2022, 2) Based on number of interventions performed between 2020-2022, 3) Including ENTERPRISE II, which is not yet acquired.

Overview of services provided

ZITON offers a wide range of specialised service solutions to the offshore wind industry

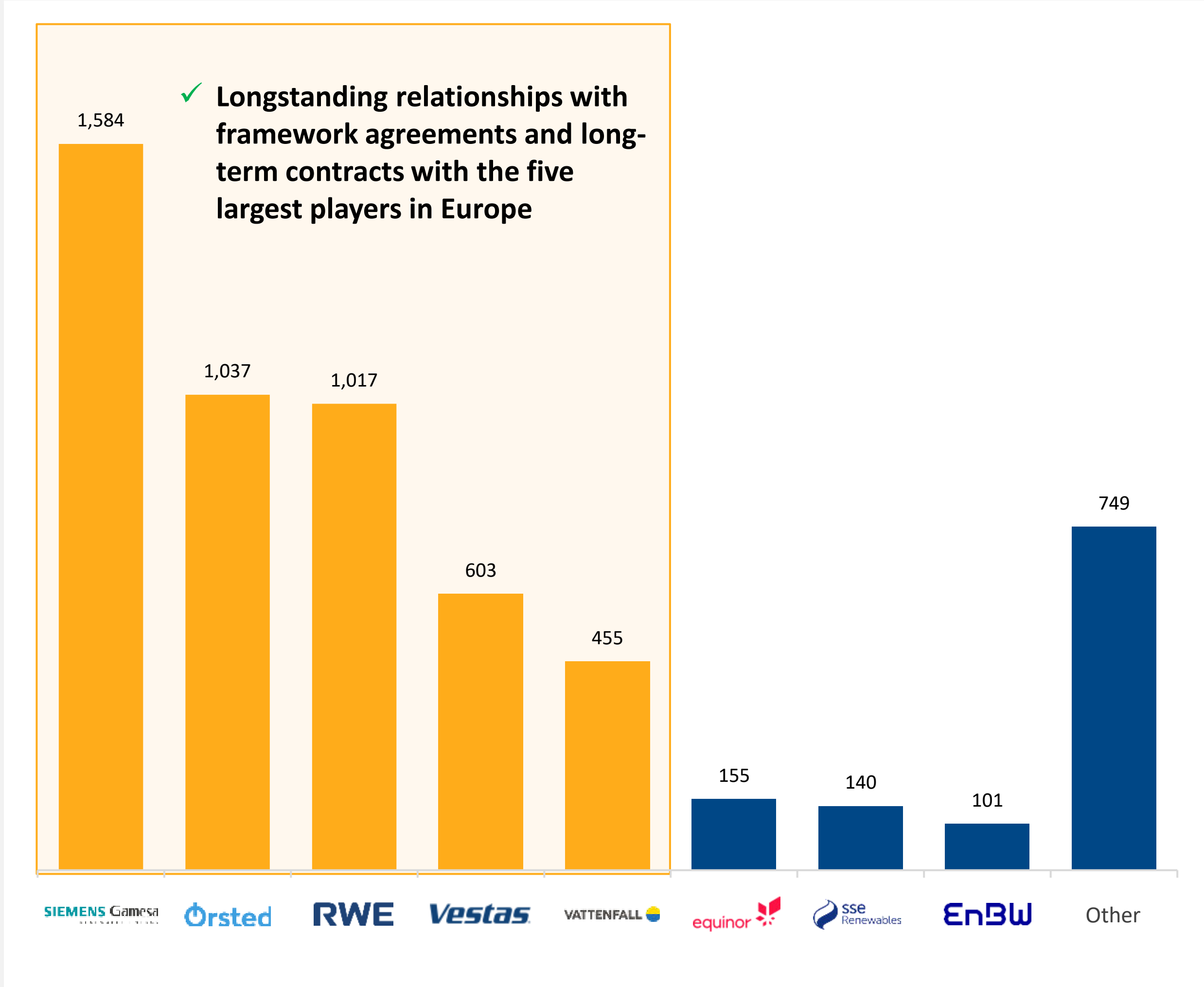


Types of major components

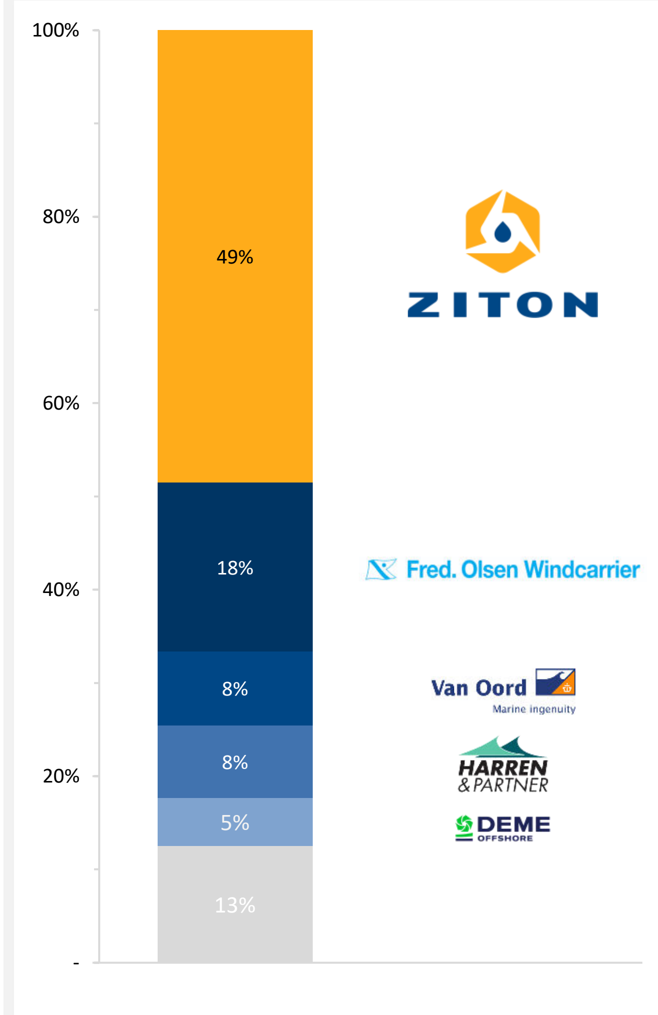


Unrivalled customer relationships and coverage…

Industry customers sorted by # of turbines under O&M management[1]



Share of interventions, 2020-2022



Source: ZITON.

Notes: 1) Vestas contract expired in Dec’22, discussions regarding an extension are ongoing and operations are continuing with rates higher than the rates from the previous framework agreement.

… through firm agreements with the largest players in the industry

Overview of contracts and duration

Client	Contract type	Share of 2022 revenue	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
SIEMENS Gamesa RENEWABLE ENERGY	**Time charter contracts** ENTERPRISE and ENTERPRISE II	32%			Mar'21 – Dec'29 **Siemens Gamesa contracts expected to ~55% of revenues from mid-2025**								
Ørsted	**Framework agreement** Not vessel specific	32%	Apr'19 – Mar'24[1]										
RWE	**Framework agreement / time charter** Not vessel specific	14%				Dec'22 – Dec' 26							
Vestas	**Framework agreement** Not vessel specific	9%	Dec'19 – Dec' 22										
VATTENFALL	**Framework agreements** Not vessel specific	6%	Nov' 16 – Nov'20		Second supplier Apr'21 – Apr'25								

- ZITON has secured agreements with the five leading players in the industry: Siemens Gamesa, Ørsted, RWE, Vestas and Vattenfall which together cover 80% of offshore turbines in Europe
- Siemens Gamesa accounted for 1/3 of revenue in 2022, largely explained by the time charter of ENTERPRISE
- Apart from its five largest customers, ZITON has signed framework agreements with several other players
- Framework agreements generate continuous demand for ZITON. During the last 12 months customers are increasingly asking for quick response to repair turbines and commitment from ZITON in framework agreements. This is leading to higher prices and improved utilization of the vessels
- Remuneration is either on a lump sum or time charter basis, with the price varying with the type and site of the intervention and ZITON's response time to the client's request
- Having multiple framework agreements provides ZITON with lower dependency on individual clients and better possibility to plan operations to achieve high utilization

Source: ZITON.
Notes: 1) Originally a 3-year framework agreement running from April 2019 – March 2022 including two 1-year extension options which Ørsted have exercised, thus the contract expires on 31 March 2024.

Versatile and modern jack-up vessel fleet

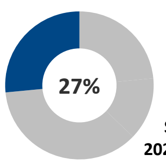
ENTERPRISE II

- Similar to ENTERPRISE, suitable for up to 10MW turbines and has service capability of around 92% of turbines currently installed in Europe
- Will be able to serve 11MW turbines following the expected leg extension in 2024
- Built in South Korea in 2011 and contemplated to be added to ZITON's fleet from 2023
- Reserved for new six-year time charter with Siemens Gamesa

Purchase of ENTERPRISE II subject to securing financing

ENTERPRISE

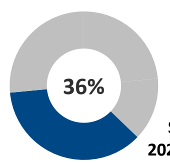
- Suitable for up to 10MW turbines and has service capability of around 92% of turbines installed in Europe
- Built in South Korea in 2011 and chartered on a bareboat agreement with Vroon in 2019 and subsequently acquired by ZITON in 2021
- Added to the fleet to meet increasing demand for servicing larger turbines with capacity of up to 10 MW
- Operating under time charter agreement with Siemens Gamesa since March 2021 with maturity in June 2025
- Signed extension of the contract with Siemens Gamesa until December 2029 on significantly improved day rate from Mid-2025



Share of 2022 revenue

SERVER

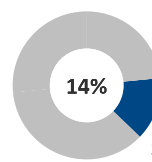
- Suitable for up to 6MW turbines and has service capability of around 58% of turbines installed in Europe
- Built in Germany by ZITON in 2014
  - The first jack up vessel purpose built for the O&M market
  - Key clients participated in the vessel design process
- During 2023, the vessel is expected to operate on framework agreements with RWE, SSE, Vattenfall and other tenders attained



Share of 2022 revenue

WIND

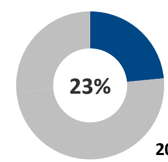
- Suitable for up to 3.6MW turbines and has service capability of around 30% of turbines installed in Europe
- Built by Damen Shipyard in 1996 and acquired by ZITON in 2007
  - Underwent two major upgrades in 2010 and 2011
  - Performed over 500 major component replacements, making WIND the most experienced vessel in the market today
- During 2023, the vessel is expected to operate on framework agreements with RWE, Vattenfall, Ørsted and other tenders attained



Share of 2022 revenue

PIONEER

- Suitable for up to 3.6MW turbines and has service capability of around 32% of turbines installed in Europe
- Acquired by ZITON in 2012 and converted to a dedicated O&M jack up at Orskov Yard
  - Built in South Korea in 2010 and operational since October 2015
- Designed specifically for shallow water locations and challenging seabed profiles
  - Capable of operating on turbines with a total height of 107 metres situated in water depths of up to 35 metres
- During 2023, the vessel is expected to operate on framework agreements with RWE, Vattenfall, Ørsted and other tenders attained



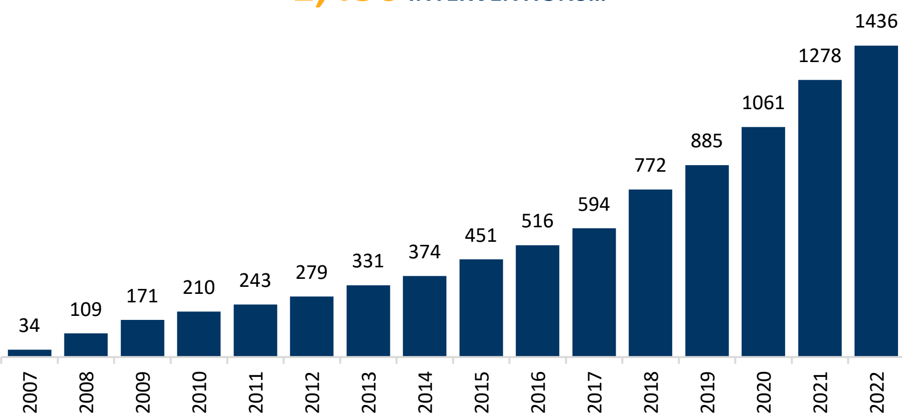
Share of 2022 revenue

Source: ZITON.

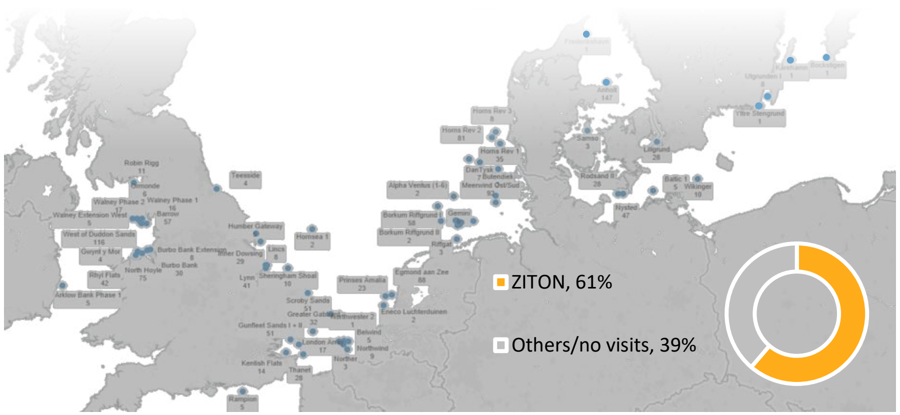
Unparalleled track record and deep bench of industry expertise

Longstanding operational track record and intervention experience

1,436 INTERVENTIONS…



…AT 69 DIFFERENT WIND FARMS ACROSS 8 COUNTRIES[1]



Seasoned and deeply committed management team

CEO – THORSTEN JALK

- +20 years industry experience and 12 years at ZITON
- Instrumental in establishing ZITON's market leading position
- Extensive experience from the T&I with various executive positions at A2SEA, a leading European WTIV operator

CFO - JENS MICHAEL HAURUM

- +8 years offshore experience from ZITON
- Various CFO and group treasury positions prior to joining ZITON

CLO – RASMUS MÜHLEBACH

- +11 years offshore experience from ZITON
- Experience includes both CFO and Business Developer at NordEstate as well as Project Developer at Real Gruppen

COO - MADS ALBÉR

- +20 years offshore experience and 17 years at ZITON
- Extensive experience within offshore installation market as operations manager at Fred. Olsen Windcarrier and various positions at ZITON and Clipper Group

CCO - BENT THAMBO JENSEN

- +10 years offshore experience and 8 years at ZITON
- Extensive experience within offshore installation and energy market from positions as Key Account Manager at A2SEA and Commercial Sales Manager at Siemens Wind Power

Board member - Jon Oliver Bryce

- Energy industry executive with +30 year career in the offshore drilling and wind vessel sectors
- Extensive BOD & executive management experience with Awilco Drilling, Odfjell Drilling & Global Energy Group

Source: ZITON.
Notes: T&I = Transportation & Installation, 1) Between 2007 - 2022.

ZITON is committed to a strong ESG strategy

Environment

ZITON's commitment

ZITON will do its out utmost to decarbonize the Company

By active involvement and participation, ZITON will closely follow technologies and learnings that can be implemented to ensure a more sustainable operation

Technologies and alternative fuels available on the market will be offered to our customers to help them decarbonize their operations.

Strategic targets

Within 2025:

- Compliance with EU Taxonomy reporting standards
- Initiative offering supporting customer reduction targets

2025 – 2027:

- Compliance with EU MRV and EU ETS

Within 2030:

- Able to offer 10-15% reduction of emissions to the customers
- Be aligned with SBTi 1.5-degree pathway

Within 2045:

- Net-zero emission from operations

Relevant United Nations Sustainable Development Goals

Social

ZITON's commitment

ZITON will ensure a safe and inspiring environment with equal rights for everyone

To attract the most qualified individuals we will ensure a safe and inspiring environment with equal rights for everyone

Through recognitions and opportunities for personal development in a flexible and flat organizational hierarchy ZITON support the employees to explore and develop their talent

Strategic targets

Within 2024:

- Annual employee surveys

Within 2025:

- Compliance with EU Taxonomy reporting standards

Relevant United Nations Sustainable Development Goals

Governance

ZITON's commitment

ZITON will ensure responsible business and compliance with laws and regulations

Through the governance structure and policies, ZITON ensures that it operates sustainable and is in compliance with given laws and regulations

Strategic targets

Within 2025:

- Compliance with EU Taxonomy reporting standards
- Bi-annual stakeholder Double Materiality assessment surveys
- Annual training in compliance with ZITON Code of Conduct

Relevant United Nations Sustainable Development Goals

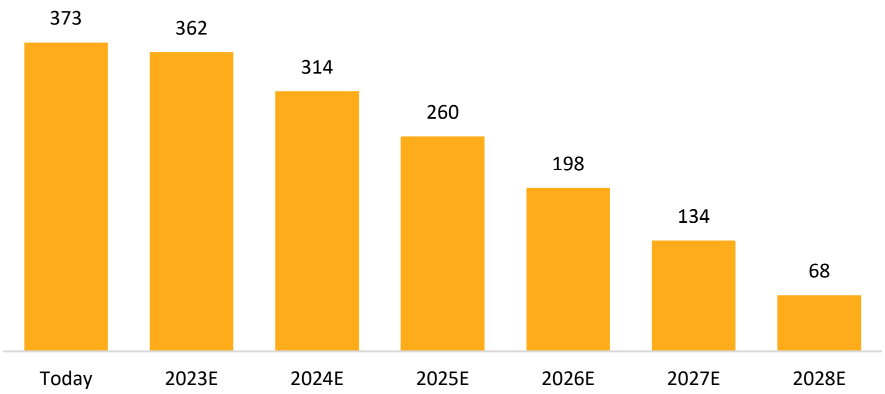
Source: ZITON.

Table of contents

Extension and new time charter agreement increasing backlog with Siemens Gamesa to EUR >370m

EUR 373m in contracted revenue backlog until end of 2029

Remaining contracted revenues over the contract tenors (EURm)



Chartered vessels – ENTERPRISE and ENTERPRISE II

Key technical specifications		
Item	**ENTERPRISE**	**ENTERPRISE II**
Flag	Danish	Danish (previously Chinese)
Vessel length	102 m	102 m
Vessel breadth	40 m	40 m
Jacking speed	42 m/h	42 m/h
Transit speed	7 knots	7 knots
Accommodation	48 single cabins	48 single cabins
Deadweight/payload	4,500 t	4,500 t
Cargo area	Approx. 2,850 m^2	Approx. 2,850 m^2
Main crane	Liebherr BOS 35,000	Liebherr BOS 35,000
Main crane boom length	102 m	102 m
Lifting capacity	800 t @ 26 m radius	800 t @ 26 m radius
Jacking operations - max water depth	60 m	60 m

Summary of terms and scope in the contracts

- ZITON has secured a 54-month extension[1] of the time charter for ENTERPRISE with Siemens Gamesa, the clear market leading OEM of offshore wind turbines in the world
  - ENTERPRISE is currently the largest vessel in ZITON's fleet, capable of serving turbines of up to 10 MW which corresponds to approx. +90% of the European installed base
  - Fixed day rate remuneration with Siemens Gamesa assuming full utilisation and weather risk and with the Charterer covering costs for both bunker fuel and ports
  - ZITON holds a strong performance track record of working with Siemens Gamesa, having had an established relationship with the Charterer since 2011 with multiple time charters, blade campaigns and framework agreements completed during the period
- Siemens Gamesa has also signed a new contract for the sister vessel to ENTERPRISE that is subject to ZITON purchasing the vessel
- ZITON has agreed to acquire ENTERPRISE II from Ronghe Electric Technology No. 1 Financials Leasing (TianJin) Co. Ltd, subject to securing financing for the new vessel
  - The vessel is currently located in Chinese waters having installed offshore wind turbines in China
- ENTERPRISE vessels will be fully dedicated to contracts with Siemens Gamesa, securing virtually full utilisation and expected to generate annualized revenue of EUR >30m each p.a.
  - Strictly limited forecast variability through fixed day rate and OPEX coverage; proven track record of high uptime and limited number of off-hire days in previous TCs with Siemens Gamesa

Source: ZITON. As of 28 April 2023.
Notes: 1) From 21 June 2025 (incl. extension options) to 31 December 2029.

ZITON

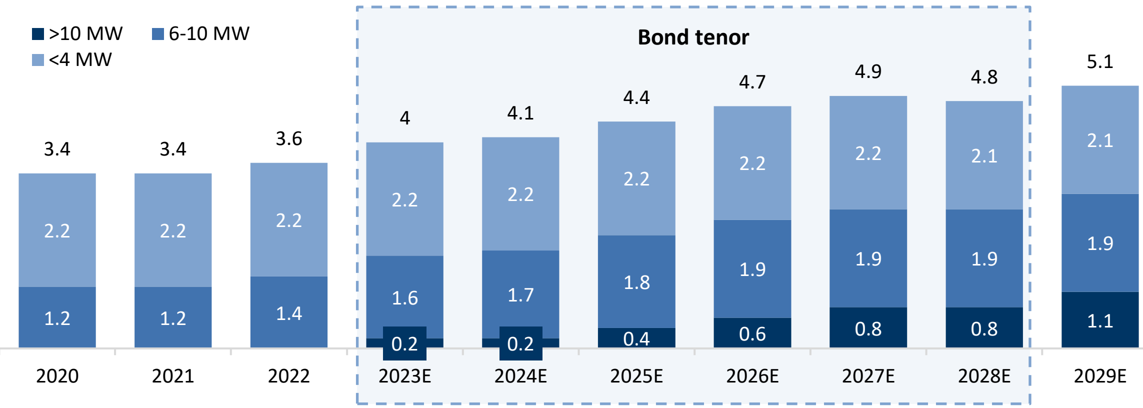
Overview of the new time charter agreements

Commentary

- The existing contract for ENTERPRISE is now to be extended to end-December 2029
- ENTERPRISE will be paid a day rate equal to its current contract until mid-June 2025, which will then increase by 70% for the rest of 2025, and subsequently increase by an annual indexation factor of 3% from January 2026 until end-December 2029
- The contract for the new ENTERPRISE II is a 6-year contract set to commence on or about January 2024
- ENTERPRISE II will be paid a day rate slightly higher than the day rate ENTERPRISE receives from mid-2025. This will subsequently increase by an annual indexation factor of 3% from 2025 until end-December 2029
- Contracts include similar terms, although tenor and day rates vary
  - Day rate is not conditional on number of interventions, Siemens Gamesa bears full utilisation and weather risk
  - Major OPEX-related items, e.g. bunker fuel and port costs, will be covered by Siemens Gamesa
- The main risk that ZITON undertakes relates to off-hire days[1,2], however, not in the case of (i) any omission of the Charterer, (ii) detention or interference with the ENTERPRISE vessels by public enemies, pirates, robbers, assailing thieves or terrorists, (iii) quarantine or risk of quarantine[3] or detention or (iv) ice damage
- 24 hours maintenance days per month for both ENTERPRISE and ENTERPRISE II that can be used for both maintenance and breakdown (no notice required)
- If ZITON cannot obtain class approval for the leg extension on WIE II, Siemens Gamesa can (within 3 months) choose to shorten the ENTERPRISE contract to December 31, 2027
- Premature termination triggers an upfront payment equal to 6 months day rate from Siemens Gamesa for ENTERPRISE
- No termination for convenience for ENTERPRISE II and no termination for convenience for ENTERPRISE before 1 Jan'27

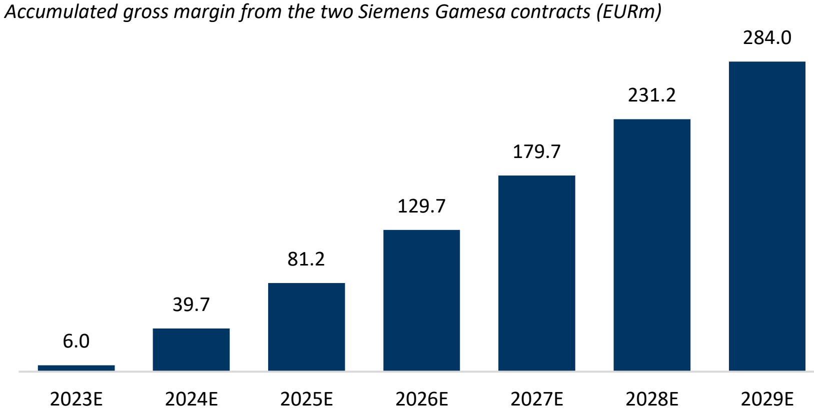
Siemens Gamesa's installed base set to continue rapid growth during tenor of the contracts

Installed turbines under management by Siemens Gamesa (Europe, # of offshore wind-turbines in '000s)



Purchase price is well-justified by expected cash flows under the contracts

Accumulated gross margin from the two Siemens Gamesa contracts (EURm)

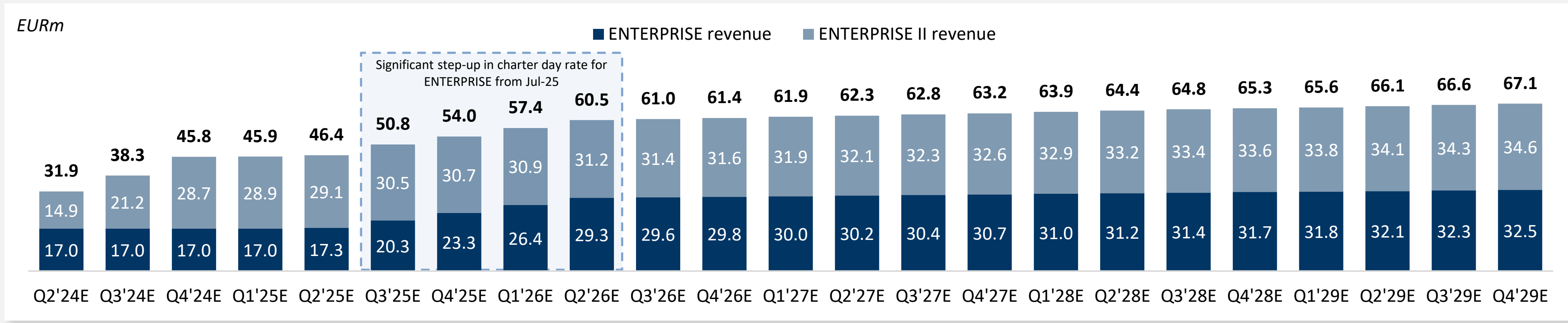


Significant deleveraging capacity during the tenor of the bonds

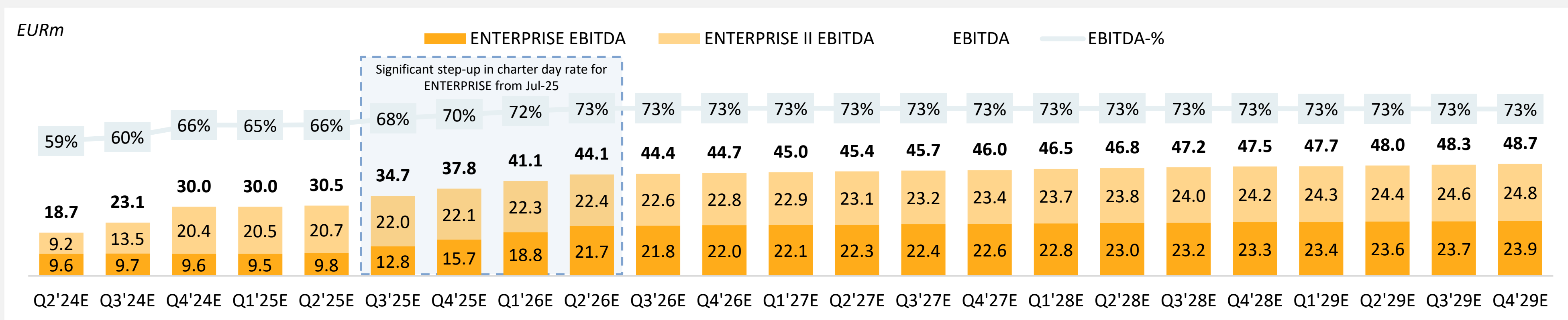
Source: ZITON. Notes: 1) Occurs when any of the ENTERPRISE vessels are prevented from performing its services, e.g. the vessels are broken outside of defined maintenance periods, 2) incidents covered by the insurance company covers 90 days off-hire with 14 days deductibles, 3) Unless caused by the owners' onboard personnel having communication with the shore at any infected area not in connection with the employment of any of the ENTERPRISE vessels without the written consent or the instructions of the Charterer.

Forecasted financial development from time charter contracts with Siemens Gamesa for ENTERPRISE and ENTERPRISE II

LTM revenues from the contracts with Siemens Gamesa



Quarterly development in LTM EBITDA[1]



Management forecasts a strong cash flow profile during the tenor of the contracts, predominantly driven by the fixed day rate payments entailing strictly limited variation to EBITDA

Source: ZITON.

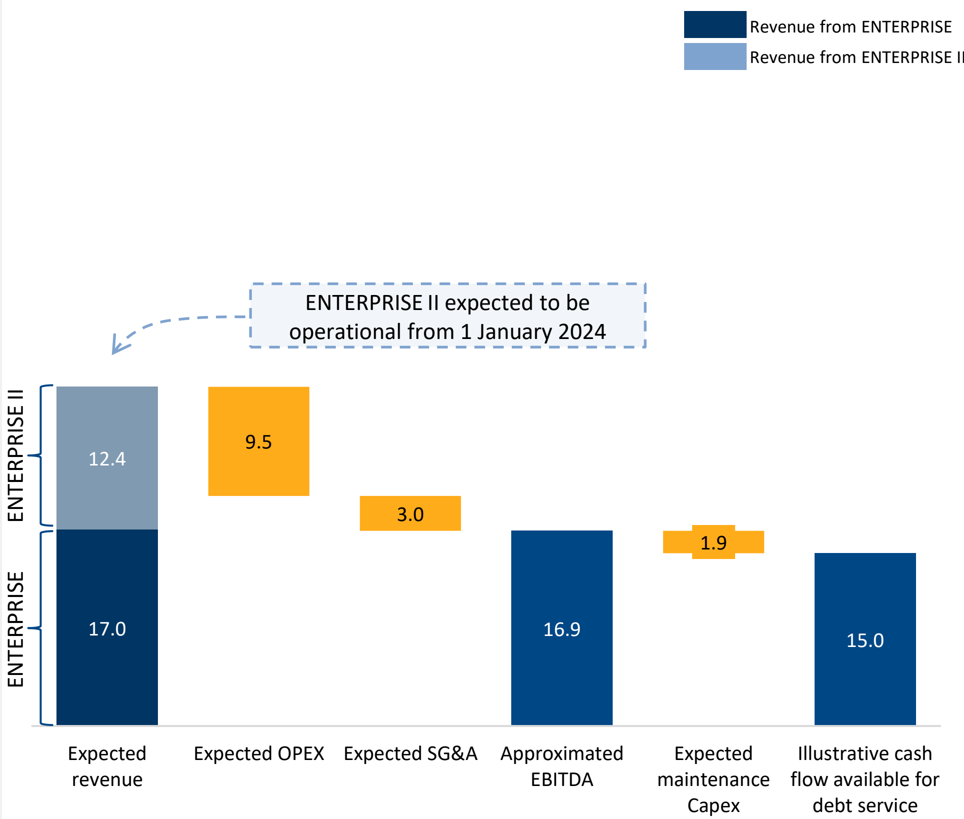
Notes: 1) EBITDA assumes daily OPEX of EUR 16.2k for each vessel and a daily SG&A cover of EUR 14.7k to the Group, increasing with inflation. Assumes no off-hire days.

ZITON

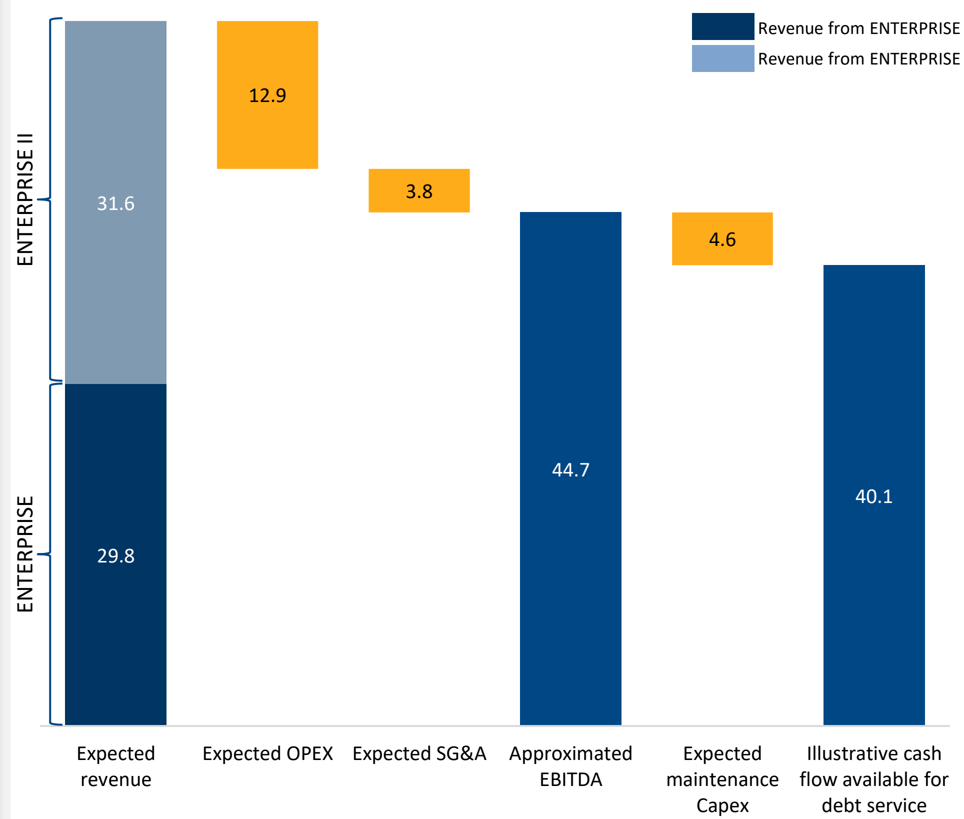
Operational leverage and limited capex securing strong increase in CFADS[1] when day-rates increase for the ENTERPRISE vessels

Illustrative cash flow available for debt service as of next 12 months and 2026 for the two ENTERPRISE vessels[2]

Illustrative CFADS generation from the ENTERPRISE vessels, Jun'23E-May'24E (EURm)



Illustrative CFADS generation from the ENTERPRISE vessels, 2026E (EURm)



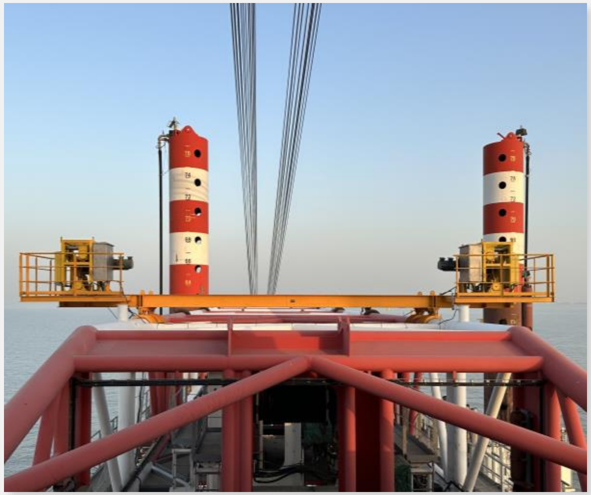
Significant increase in contracted revenues combined with operational leverage and capex restriction ensures high levels of remaining cash flow available for debt service and amortisations

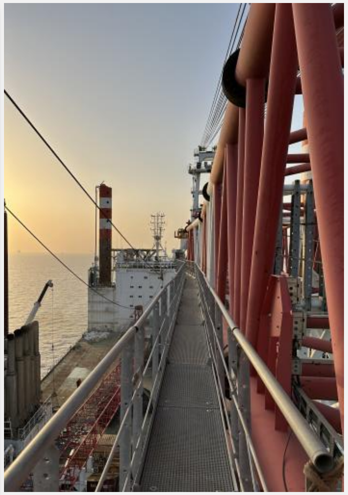
Source: ZITON.
Notes: 1) Cash Flow Available For Debt Service ("CFADS"), 2) net working capital effect are excluded from the calculation.

ZITON has signed a purchase agreement for ENTERPRISE II

Refitted and upgraded to technical specifications of ENTERPRISE – the ENTERPRISE vessels will service the next generation of offshore wind turbines

- ZITON agreed to acquire ENTERPRISE II late April 2023 and it will be added to the fleet to further strengthen ZITON's O&M capabilities going forward, subject to financing being secured
  - Together with ENTERPRISE, the ENTERPRISE vessels are the only O&M jack-up vessels in ZITON's fleet capable of serving up to 10 MW turbines
- Following the acquisition of ENTERPRISE II, ZITON will perform a significant number of maintenance upgrades to the vessel will bring ENTERPRISE II to the same technical standard as ENTERPRISE
- The upgrades are expected to amount to ~EUR 13.5m in total and bring ENTERPRISE II to, at least, the same technical standard as ENTERPRISE
- **ZITON has determined that risk of delays are low relatively low given that ZITON has managed ENTERPRISE since May 2019, and has had the vessel through a dock stay and vessel classing before it entered into the Siemens Gamesa time charter on 1 March 2023**





Key technical specifications	
Flag	Danish (previously Chinese)
Vessel length	102 m
Vessel breadth	40 m
Jacking speed	42 m/h
Transit speed	7 knots
Accommodation	48 single cabins
Deadweight/payload	4,500 t
Cargo area	Approx. 2,850 m
Main crane	Liebherr BOS 35,000
Main crane boom length	102 m
Lifting capacity	800 t @ 26 m radius
Jacking operations - max water depth	60 m[1]

Source: ZITON.

1) This will increase to 65.4m following the leg extension in 2024.

Thorough inspection of ENTERPRISE II ahead of acquisition…

Extensive condition inspection on ENTERPRISE II serves as the basis for acquisition and required improvements

- The purpose of the inspection was to establish the general condition of the vessel as well as estimating the time and money required to bring the vessel to an acceptable standard operating under ZITON ownership and management
  - Condition during the inspection was daylight, with moderate wind and good visibility
- **General findings from the inspection:**
  - Externally, ENTERPRISE II appeared to be in a relatively good condition on vertical topsides
  - Superstructures and jacking houses appeared slightly corroded; although nothing abnormal further action is required to prevent additional development
  - Main deck areas appeared relatively tidy with not too many items on deck
  - Accommodation standard appeared to be poor, with lack of attention for general daily cleaning routines and hence needs to be upgraded
  - Main deck in need for blasting, grinding and paint works
  - Technical spaces appeared neglected, both in terms of cleaning and general maintenance works
- **To address the issues identified during the inspection, ZITON has determined that EUR 13.5m will be required to bring ENTERPRISE II to a good operating standard ahead of Siemens Gamesa contract initiation**

Selected areas of inspection
General condition
Maintenance status
Classification status
Electronic status
Vessel operational status
Detailed inspections
Hull
Main deck areas
Engine room areas and technical spaces
MTU main generator sets
Azimuth thrusters
Jacking houses and jacking system
Seawater riser systems
Main crane
Helicopter landing platform
Monkey island / top accommodation structure
Wheelhouse
Accommodation / living quarters
Gymnasium and sauna
Galley and messroom areas
Laundry facilities

ZITON A/S
Bygholm Søpark 21E
8700 Horsens
Denmark
+45 87 44 44 00
www.ziton.eu

Can do. Will do.

GUO DIAN TOU 001
CONDITION INSPECTION REPORT

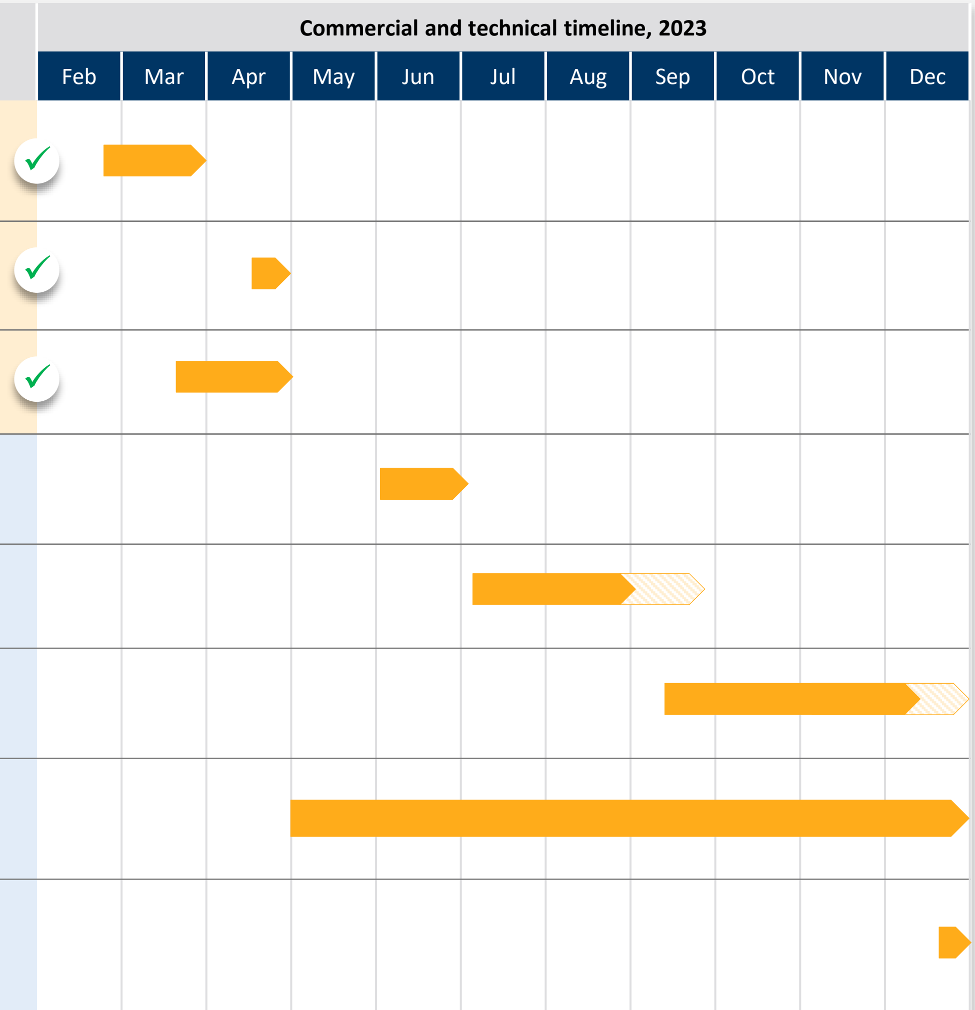
… including invaluable experience from four years with ENTERPRISE

Commentary

- ENTERPRISE and ENTERPRISE II are sister vessels built in 2011 by Daewoo Shipbuilding & Marine Engineering in South Korea based on RWE design
  - In 2015, RWE sold the ENTERPRISE vessels to Vroon, a diversified Dutch shipping company
  - In 2019, Vroon bareboat chartered and subsequently sold ENTERPRISE to ZITON
  - In 2018, Vroon sold ENTERPRISE II to Jan De Nul that subsequently sold the vessel to the current Chinese owner in 2021
- ZITON acquired ENTERPRISE in 2019 and has since gained invaluable experience from its upgrades and maintenance of the vessel
  - This includes the 10-year SPS classification of ENTERPRISE completed in Q1'21 before the current Siemens Gamesa time charter was initiated
  - The SPS classification included fully prepared yard stay dock specifications which form the basis for the ENTERPRISE II classification
- ZITON will leverage the experiences gained from the ENTERPRISE yard stay while upgrading ENTERPRISE II to the same optimal condition

Overview of technical and commercial timeline and risk mitigation activities

Activity	Description
Vessel Inspection during operations	Hull, legs, engines all found to be in satisfactory condition. Total refurbishment required for accommodation, laundry, galley and messroom and gymnasium
Signing of Siemens Gamesa charter	Predictability of revenue is significantly enhanced by six years' time charter
Vessel acquisition	ZITON acquire vessel based on signed charter contract with Siemens Gamesa
Dock inspection	Docking of vessel will provide additional insight to the condition of spudcans and part of legs not visible during first vessel inspection
Transit	Transit from China to Europe on semi-submersible ship is covered by insurance
Yard stay	Once in Europe vessel will need a yard stay to be upgraded according to dock specifications prepared from findings by inspection reports
Crewing	Hiring of vessel crew is initiated upon vessel acquisition to allow for comprehensive training on ENTERPRISE and other ZITON vessels
Ready for Charter	Risk to ZITON hereafter minimised to off-hire days and risk of larger breakdowns. While on time charter, Siemens Gamesa covers weather risk and variable OPEX such as bunker and port costs



Source: ZITON, Rivera, Augsta & co, Offshorewind, Marinelink.

An introduction to Siemens Gamesa Renewable Energy

The world's largest supplier of offshore wind turbines

OFFSHORE DIVISION

21 GW installed since 1991
#1 player in the global offshore wind market

SIEMENS Gamesa
RENEWABLE ENERGY

- Siemens Gamesa has installed and services turbines generating over 120GW of wind power across the globe, i.e. enough clean energy to power nearly 110 million households annually
- The company is the global market leader for offshore with approximately 70%[1] market share in Europe, with the most extensive installed base and the largest order book in the industry
  - #1 OEM position in the global offshore market and leading position in the global onshore market; clear European market leader within offshore wind with over 1,500 turbines under O&M management
- Founded following the merger of Siemens Wind Power and Gamesa in April 2017; globally operated company with headquarters in Vizcaya, Spain and listed on the Spanish Stock Exchange
  - Siemens Gamesa will delist following approval from the Spanish Securities and Exchange Commission (CNMV) after Siemens Energy successfully acquired more than 90% of the shares in 2022
  - Siemens Energy is listed on the Frankfurt Stock Exchange and has a market cap of ~EUR 17.7bn
  - Siemens Gamesa has an Investment Grade rating from S&P

OFFSHORE CORE FACTS AND FIGURES

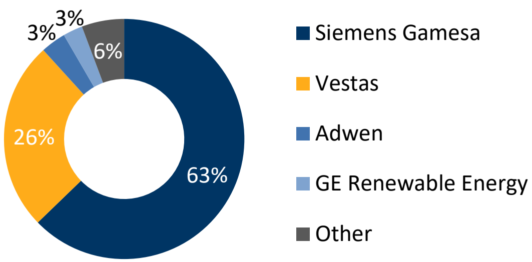
21 GW	6,000	EUR 6.9bn	2.3 GW
Globally installed	Employees	Backlog	Order entry

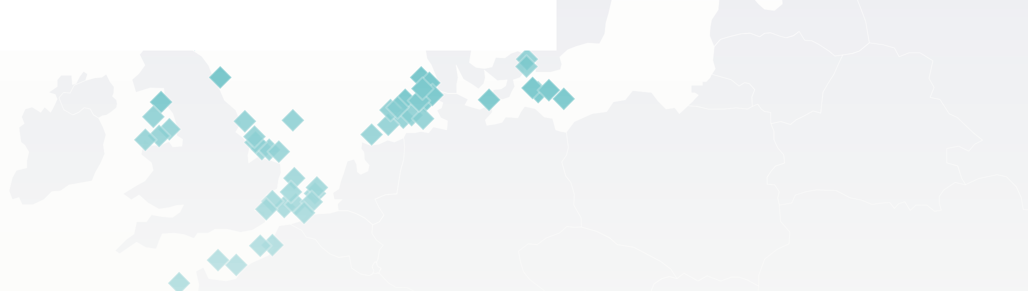
Source: Moody's, ZITON.
Notes: 1) Total market share in terms of installed offshore wind turbines, i.e., not merely the target market for ZITON.

Siemens Gamesa is by far the largest turbine OEM in Europe

Overview of wind farms under O&M management by Siemens Gamesa

Distribution per wind farm owner/operator





+53 Wind farms

+3,500 Turbines

19 GW Capacity

ZITON has extensive experience from Siemens Gamesa's network of windfarms across Europe, having performed over 950 interventions on the OEM's turbine models of which ~30% are blade campaigns

HORNSEA 1 + 2

- Two sites located off the coast of England in the North Sea and with a total capacity of 2.5 GW
- 339 turbines with individual capacity of 7-8 MW
- Owned by Ørsted and with Siemens Gamesa assuming O&M management of the turbines until 2024 and 2027 for the #1 and #2 sites, respectively

HOLLANDSE KUST ZUID

- Four sites located off the coast of the Netherlands and with a total capacity of up to 1.5 GW
- 140 turbines with individual capacity of 11 MW
- Owned by Vattenfall and with Siemens Gamesa assuming O&M management of the turbines for the #1-4 sites

BORSSELE 1 + 2

- Two sites located off the coast of the Netherlands and with a total capacity of up to 0.8 GW
- 94 turbines with individual capacity of 8 MW
- Owned by Ørsted and with Siemens Gamesa assuming O&M management of the turbines until 2025

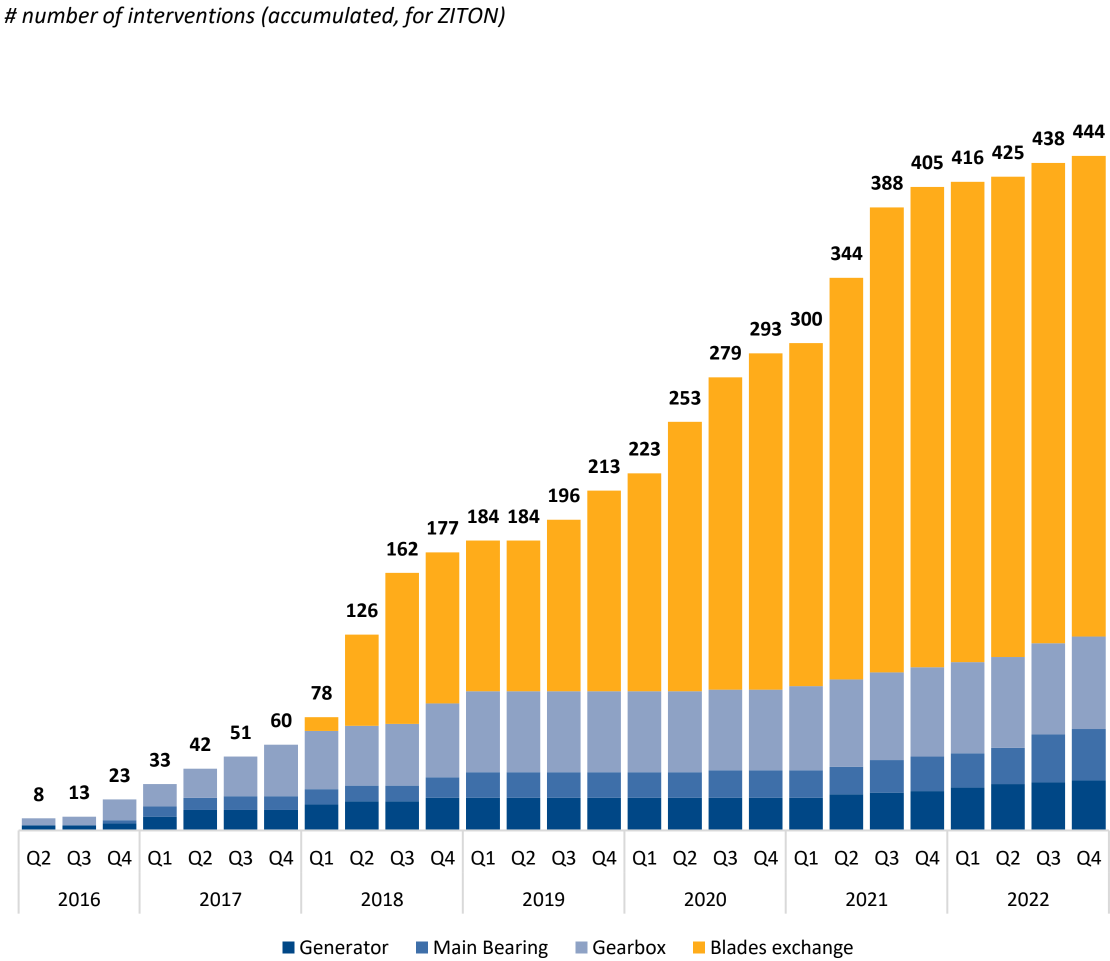
Source: ZITON.

ZITON has a successful track record of working with Siemens Gamesa

Commentary

- J/U WIND ENTERPRISE is on time charter from March 2021 to October 2024[1] mainly working on 6+ MW turbines; duration of the time charter is 3 years and 8 months. Recently extended until 31 December 2029
- J/U WIND SERVER carried out a turnkey blade campaign from March 2021 to December 2021 carrying out 87 blade exchanges at 3.6 MW turbines at Meerwind
- J/U WIND SERVER carried out a turnkey blade campaign from July 2019 to December 2020 for 3.6 MW carrying out 108 blade exchanges at 3.6 MW turbines at West of Duddon Sands
- J/U WIND SERVER was on time charter from March 2016 to February 2019, mainly working on 3.6 MW turbines carrying out 181 exchanges of which 88 exchanges was on blade campaign at Anholt

Strong performance track-record following successful time charter of SERVER

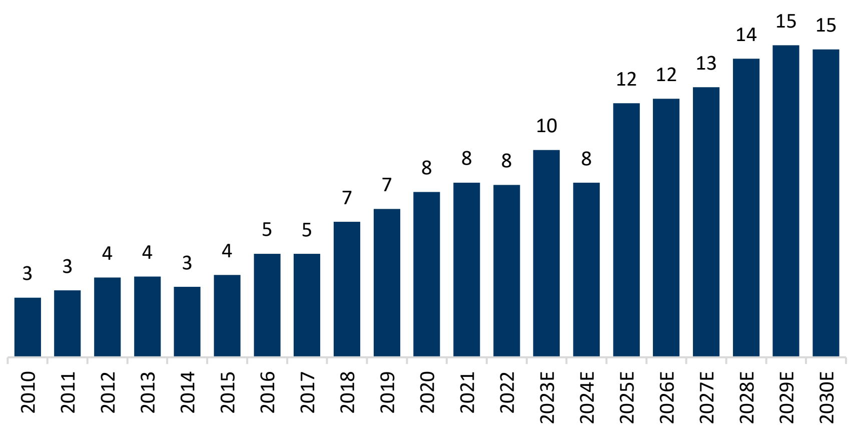


Source: ZITON.
Notes: 1) Excluding options.

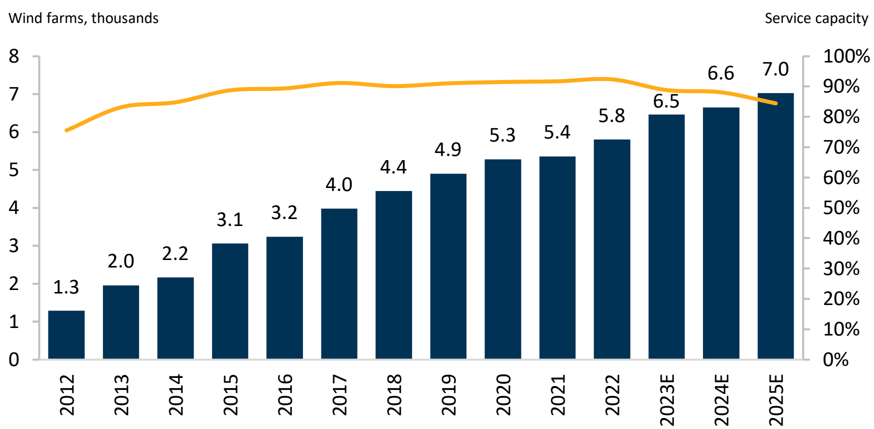
The ENTERPRISE vessels will remain key assets following the Siemens Gamesa contracts

Offshore wind turbines are becoming increasingly larger

Average size of commissioned turbines in Europe, MW



Share of the installed European wind turbine base serviceable by the ENTERPRISE vessels



Commentary

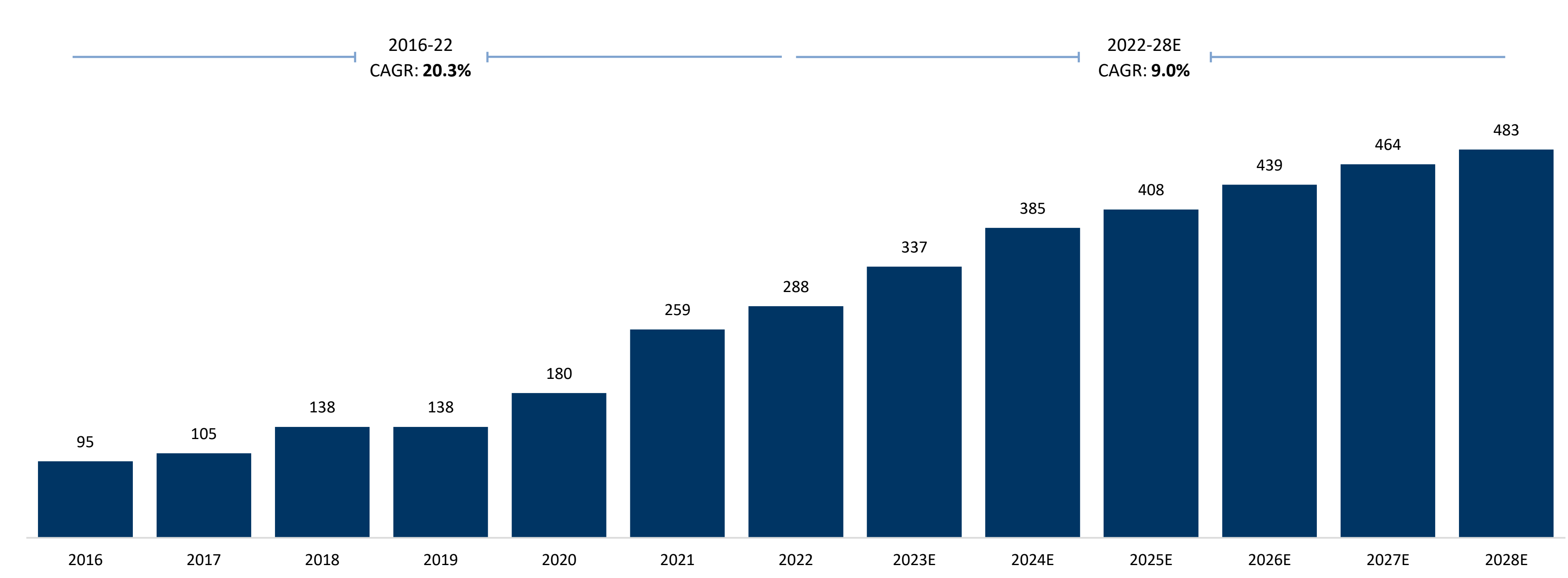
- With a capacity of serving wind turbines of up to 10 MW, ZITON deems that ENTERPRISE and ENTERPRISE II will remain key strategic assets also following maturity of the Siemens Gamesa contracts
- Growing rotor blade diameters is a key driver in reducing LCOE of wind turbines; hence, the size of newly employed turbines are growing at an accelerating rate on a year-on-year basis
  - 6 MW was the industry standard as recently as 2013, having since been superseded by 6-10 MW turbines and with 14-15 MW being expected to become market standard going forward
  - Recent tenders have been awarded to 12 MW turbines and Siemens Gamesa's 14 MW turbines are expected to be commercially available by 2024
- By time of maturity of the ENTERPRISE contract at the end of 2029, the average size of newly employed wind turbines in Europe is estimated to reach 15 MW
- It is further estimated that the ENTERPRISE vessels will be able to serve some ~52% of the total European installed base by 2030
- High demand for the ENTERPRISE vessels has been demonstrated by the utilisation of ENTERPRISE since its introduction to the ZITON fleet
  - Achieved less than 5 off-hire days since initiation of the time charter on 1 March 2021, thus nearly full utilization of the vessel
  - Similar to the ENTERPRISE contract, Siemens Gamesa will take on full weather risk in the ENTERPRISE II contract, while ZITON will be responsible for operational uptime of the vessel
- ENTERPRISE is currently capable of serving ~92% of the installed European base of wind turbines[1], a figure that is expected to remain as high as ~84% by 2025
  - The leg extension for ENTERPRISE II will enable it to serve turbines up to 11 MW
- Management is confident that the supply-demand balance for larger, dedicated O&M vessels will remain strong – especially when taking into consideration the continuously increasing life expectancy of newly installed wind turbines, with the latest additions being expected to remain in service for 25-30 years

Source: IEA, ZITON.
Notes: 1) The capacity of ENTERPRISE will be matched by ENTERPRISE II following required maintenance upgrades.

Table of contents

Steady increase in regular interventions expected over the coming years

Market development for regular interventions

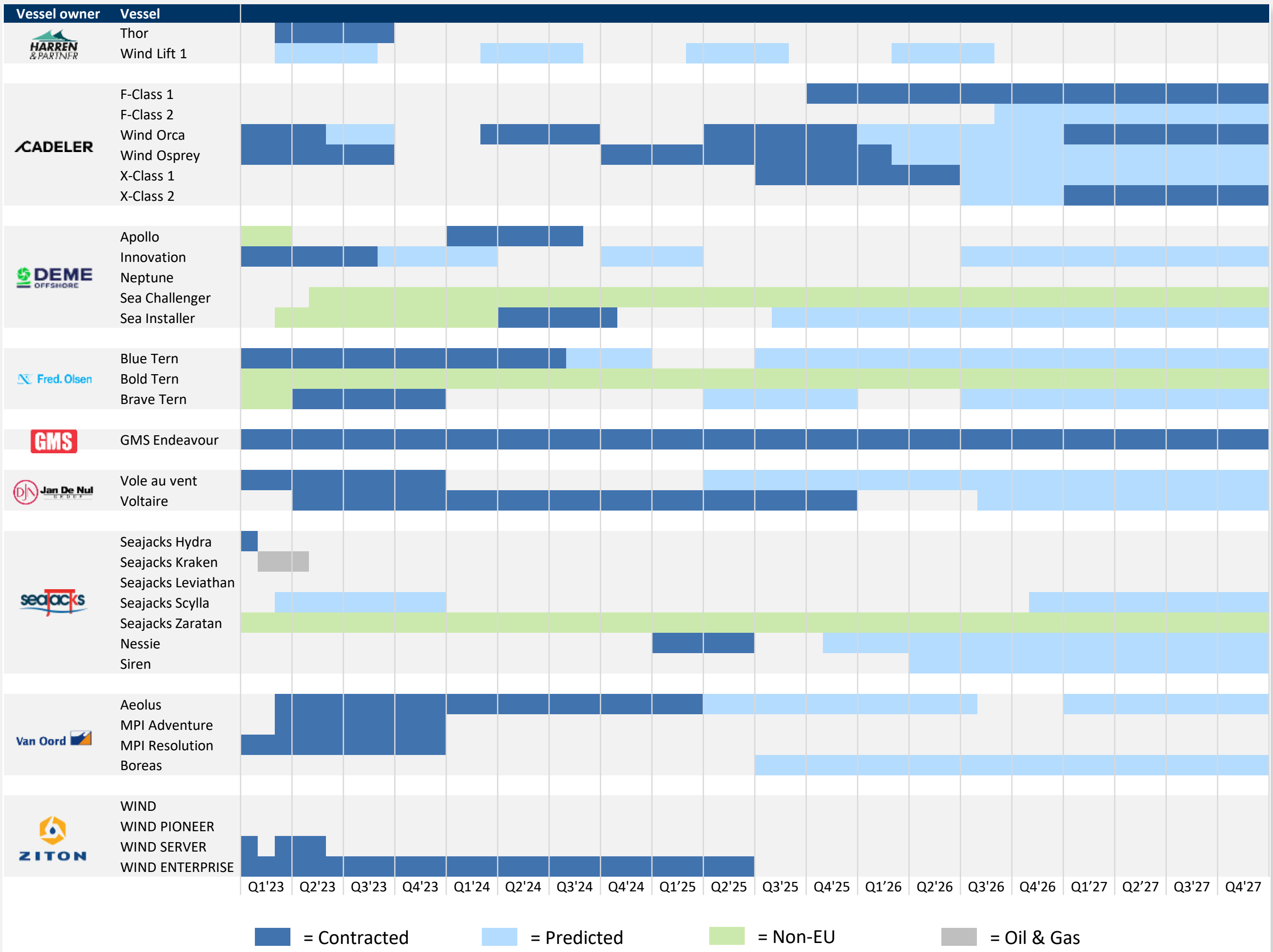


- In order to maximise uptime, offshore wind turbines are typically located in areas with harsh weather conditions, i.e. wind speeds of ≥ 10 m/s
- Turbines are consequently expected to experience failure of major components during its lifetime, which require urgent repairs to avoid performance losses and which typically requires a jack-up vessel
- The lifetime of an offshore wind turbine can generally be divided into four phases; where the end of the second phase (approx. after 10 years) tends to mark the date for having undergone a major component replacement
- Growing and predictable demand for regular interventions is therefore generated as the installed base of turbines grows both larger and older

Source: ZITON.

Limited vessel availability amongst competitors

Vessel occupation pipeline (2023-2027E, incl. installation vessels)



Installation activity

- Installation activity has remained high over the last years and is expected to increase further going into the next years
- Many new UK projects will require vessels with installation capacity of >8 MW
- There is a limited number of vessels with sufficient capacity to install these turbines, thereby shifting supply-demand mechanics
  - Reinforced by high share of vessels having left for Asia or focusing on O&G

Competitor activity

- The outlook for O&M vessels remains strong as high installation activity is constraining available vessel supply
- With high availability for ad-hoc assignments, ZITON is expected to benefit from the limited O&M vessel supply

Source: ZITON.

Supply-demand balance is projected to shift further in ZITON's favour

Vessels active in the O&M market (2021 – 2022)

Vessel Owner	Vessel Name	Maintenance contract	Max. turbine capacity	Regular interventions	Of which larger campaigns
Dedicated maintenance jack-up vessels					
ZITON	WIND	Framework[1]	4MW	58	-
	WIND PIONEER	Framework[1]	4MW	104	-
	WIND SERVER	Framework[1]	5MW	51	82
	ENTERPRISE	Time Charter	10MW	71	-
HARREN & PARTNER	Wind Lift 1	No	4MW	23	-
	Thor	No	5MW	12	52
Installation jack-up vessels					
Van Oord	MPI Adventure	Yes[2]	10MW	34	-
	MPI Resolution	Yes[2]	5MW	26	-
Jan De Nul	Vole au Vent	No	12MW	47	-
DEME	Neptune	No	5MW	27	-
	Sea Installer	No	10MW	15	-
	Sea Challenger	No	10MW	2	-
ENETI seajacks	Seajacks Hydra	No	4MW	39	-
Fred. Olsen Windcarrier	Bold Tern	No	10MW	9	-
	L/B Jill	No	4MW	2	-
	Blue Tern	No	10MW	12	-
SSE SVENTAB FMS	Sound Prospector	No	2.3MW	5	-
CADELER	Wind Osprey	No	12MW	2	-
Total:				**539**	**134**

Supply-demand balance of dedicated jack-up vessels

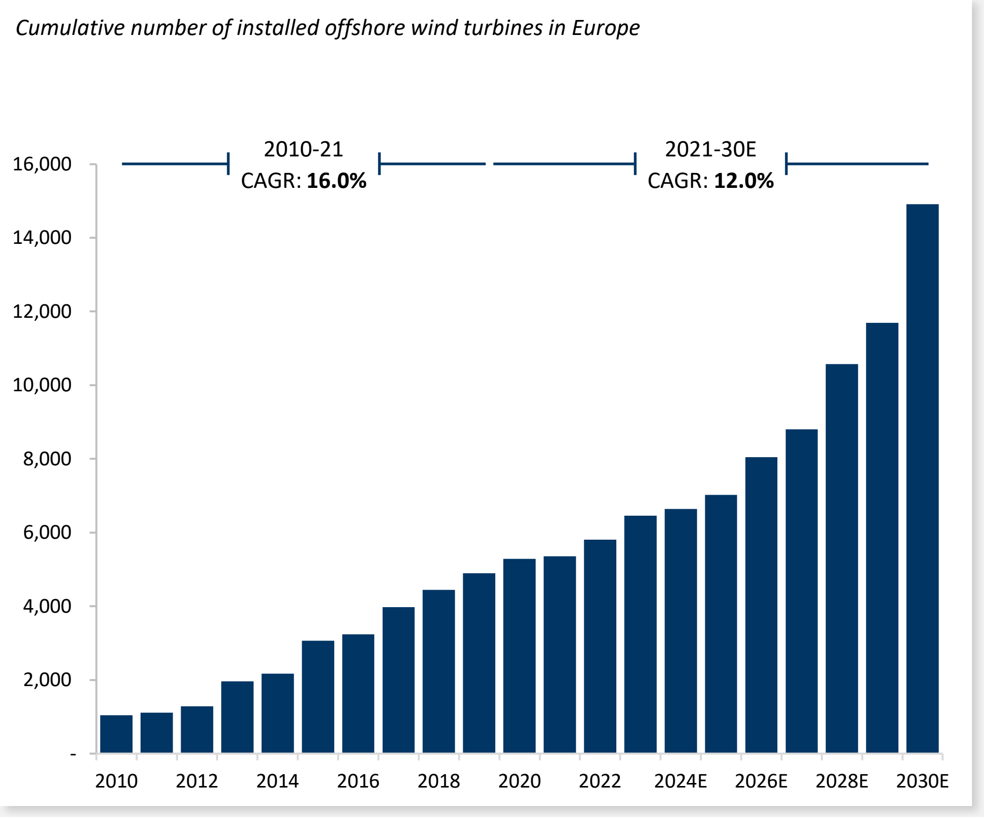
- Wind Turbine Installation Vessels ("**WTIVs**") may operate in the O&M market on an ad-hoc basis during periods of low installation activity or if they are too small to be able to install the relevant turbines
- With installation activity expected to remain high going forward, incentives for WTIVs to perform O&M services such as major component replacements are reduced
  - Installation providers are normally reluctant to signing long-term O&M agreements
- Moreover, customers tend to favour dedicated O&M suppliers for several reasons:
  - Greater availability for assignments without any risk of becoming occupied on installation projects, which typically last for 6-12 months
  - Wider range of vessels for specific assignments on 2-10 MW turbines
  - Lower charter rates
  - Smaller impact on the seabed surrounding the turbine
  - Specialised and experienced crew
  - Leaner and more agile organisation allowing the operator to quickly respond to unexpected breakdowns, which minimises turbine downtime
  - Installation providers are generally asset-providers while ZITON offers a full-service solution covering a wide range of specialised service solutions
  - Lower carbon footprint, including fuel and emissions, with smaller vessels
- Management are not aware of any new competing dedicated O&M jack-ups entering the market in the foreseeable future

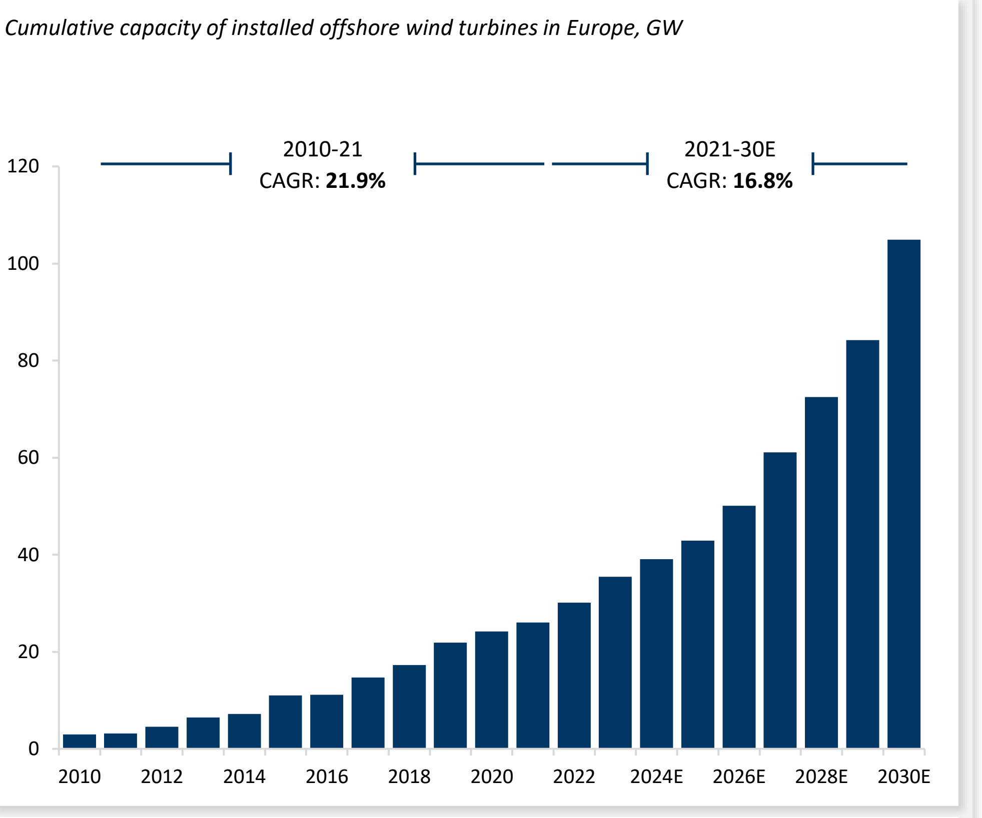
As the only dedicated major component replacement provider, ZITON is well-positioned to maintain and even strengthen its leading market position in the face of a growing market and a tightening supply-demand balance

Source: ZITON.
Notes: 1) Framework agreements with Ørsted, RWE, Vattenfall and Vestas are not vessel-specific. 2) Non-vessel specific O&M contract including planned and unplanned maintenance campaigns for Vattenfall wind farms and Princess Amalia Wind Farm.

By 2030 there is expected to be nearly 15,000 wind turbines in Europe

The number of offshore wind turbines installed in Europe is projected to continue to grow





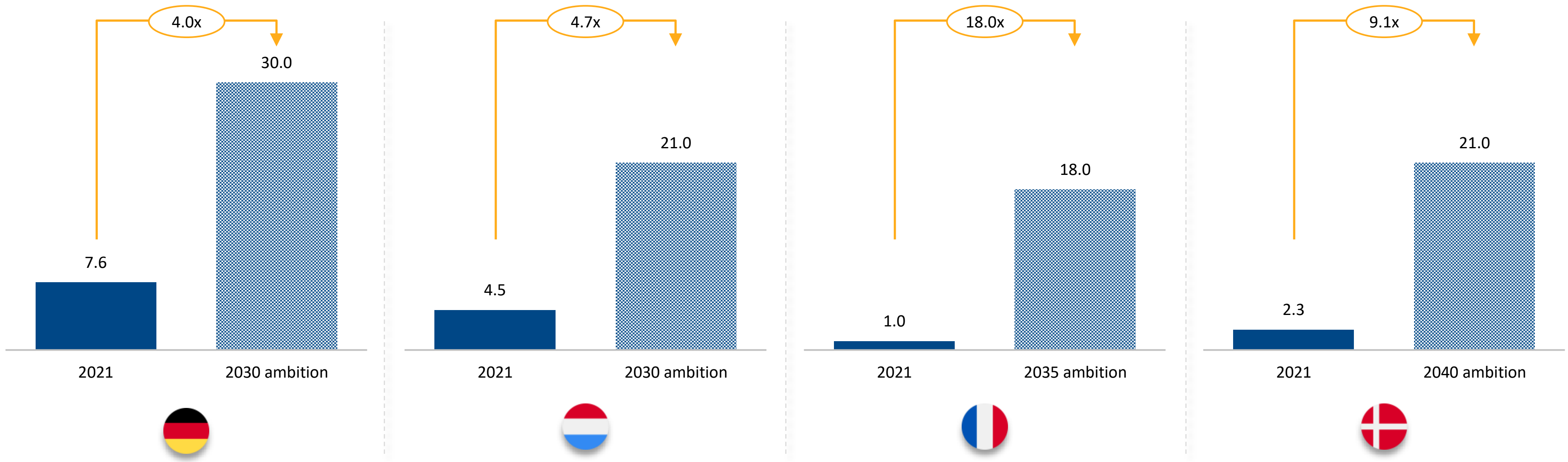
- European cumulative installations (in GW) have grown at a CAGR of 13% over the past decade (2012 – 2022)
- Growth is set to continue in upcoming years, supported by several structural drivers, with progressively larger turbines driving even higher capacity growth, e.g.:
  - ZITON's analysis shows that the increase is driven by turbines reaching an age of 6-10 years, where wear and tear increasingly seem to drive the need for component replacement
  - Technological improvements in wind turbine technology, e.g., floating wind and hydrogen electrolysers, wind farm design and construction as well as improved O&M bringing down LCOEs

Source: ZITON, BNEF, IEA Offshore Wind Outlook 2019.

Ambitious green energy targets with strong political support

Overview of selected key European markets

**Cumulative offshore wind capacity installed or underway (GW)*



- The German WindSeeG sets minimum targets of 30 GW by 2030, 40 GW by 2035 and 70 GW by 2050. The German government has set a target to exceed 50 GW by 2035
- Both Federal and State governments have signed agreements to implement the abovementioned capacity ambitions

- The Netherlands has published a 2030+ roadmap which sets the ambition of 21 GW in 2030 and 38–72 GW by 2050
- The Netherlands will publish a new roadmap to 2040 during 2023

- France is targeting net-zero by 2050, with 33% renewable energy by 2030
- The French government has implemented legislative amendments to reduce project lead times

- Denmark has committed to 100% renewable electricity generation by 2030 and net-zero by 2050
- Denmark aims to reduce emissions by 70% by 2030 and has an ambition to increase the cumulative offshore wind capacity by almost 10x within 2040

Source: 4c Offshore and BNEF.

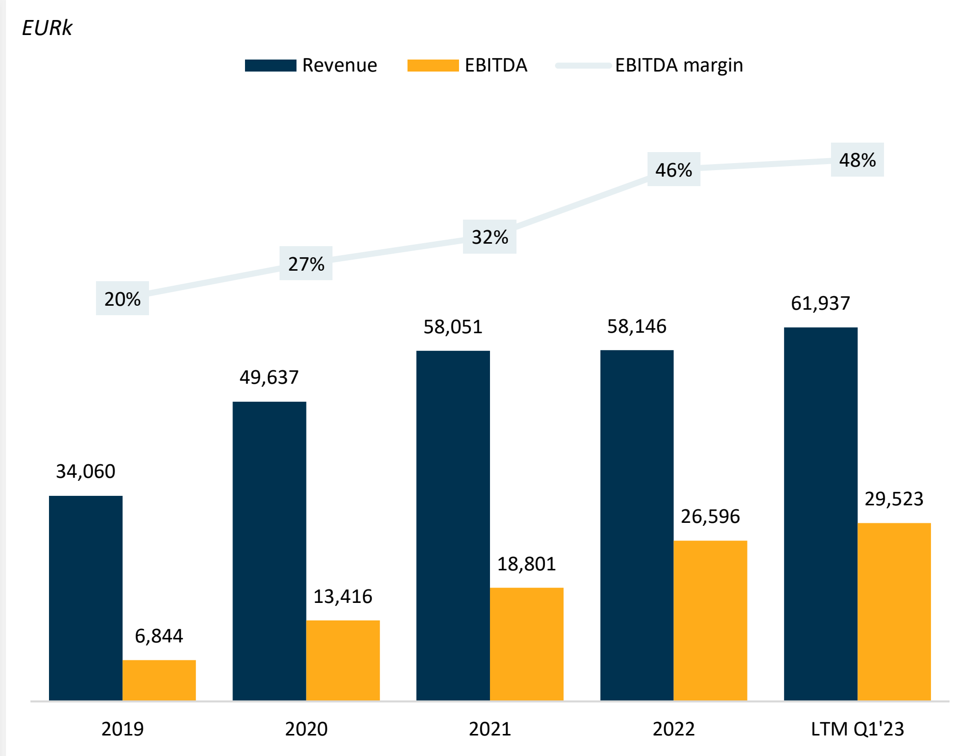
ZITON

Table of contents

Significant and steady improvement in financial performance

Historical Group profit and loss

EURk	2018	2019	2020	2021	2022	LTM Q1'23
Revenue	**46,844**	**34,060**	**49,637**	**58,051**	**58,146**	**61,937**
Project-related costs	(2,578)	(5,389)	(10,767)	(14,491)	(4,898)	(4,158)
Operating expenses	(9,186)	(16,471)	(19,249)	(18,332)	(18,418)	(19,474)
Gross profit	**35,080**	**12,200**	**19,621**	**25,228**	**34,830**	**38,305**
Administrative costs	(1,559)	(1,819)	(1,563)	(1,558)	(2,632)	(2,819)
Personnel costs	(3,173)	(3,537)	(4,643)	(4,870)	(5,602)	(5,964)
EBITDA	**30,348**	**6,844**	**13,416**	**18,801**	**26,596**	**29,523**
Depreciation	(7,925)	(9,870)	(10,912)	(11,084)	(11,446)	(11,528)
EBIT	**22,423**	**(3,026)**	**2,504**	**7,716**	**15,150**	**17,995**
Net financials	(17,624)	(16,999)	(19,756)	(22,788)	(23,781)	(23,710)
EBT	**4,799**	**(20,025)**	**(17,252)**	**(15,072)**	**(8,632)**	**(5,714)**
Tax on profit	(6,082)	4,476	4,896	(249)	174	175
Net income	**(1,283)**	**(15,549)**	**(12,356)**	**(15,321)**	**(8,457)**	**(5,539)**

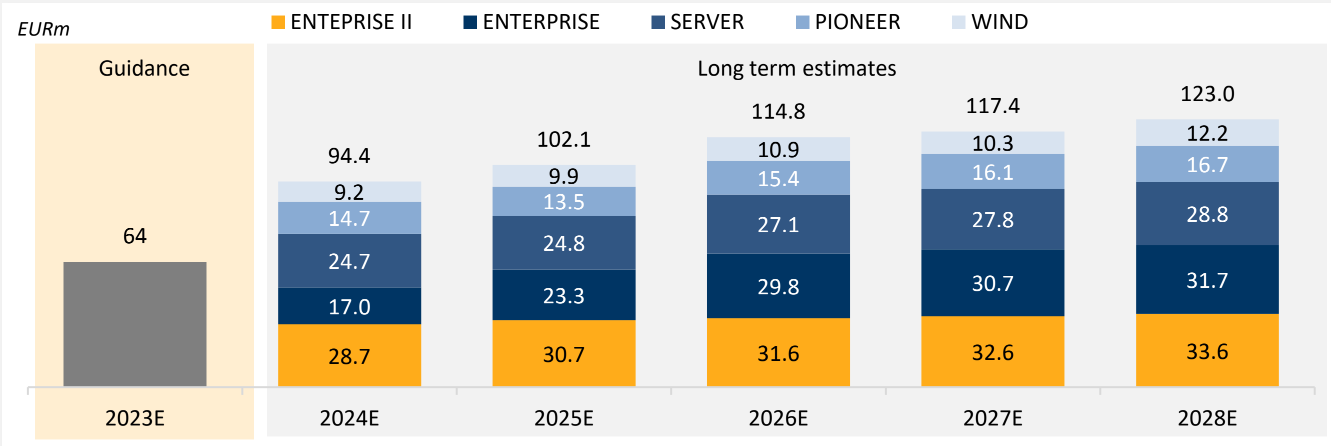


- 2019 revenues impacted by project delays and adverse weather conditions
- Solid revenue growth in 2020 owing to i) full-year contribution of ENTERPRISE bareboat charter initiated in mid-Q3 2019 and ii) improved project execution
- 2021 revenue growth mainly driven by i) the new Siemens Gamesa time charter of ENTERPRISE and ii) the Meerwind blade campaign, both initiated in March 2021
- The lower revenue in 2022, reflects that ZITON in the prior year provided a turnkey solution at the Meerwind blade campaign resulting in the customer being invoiced costs for technicians and repair facilities. Despite this, gross margin and EBITDA increased by over 16% and 41%, respectively
- **Based on the first three months' strong performance and a healthy outlook, ZITON's guidance for 2023 EBITDA is EUR 30-34m, up from EUR 28-32m communicated previously**

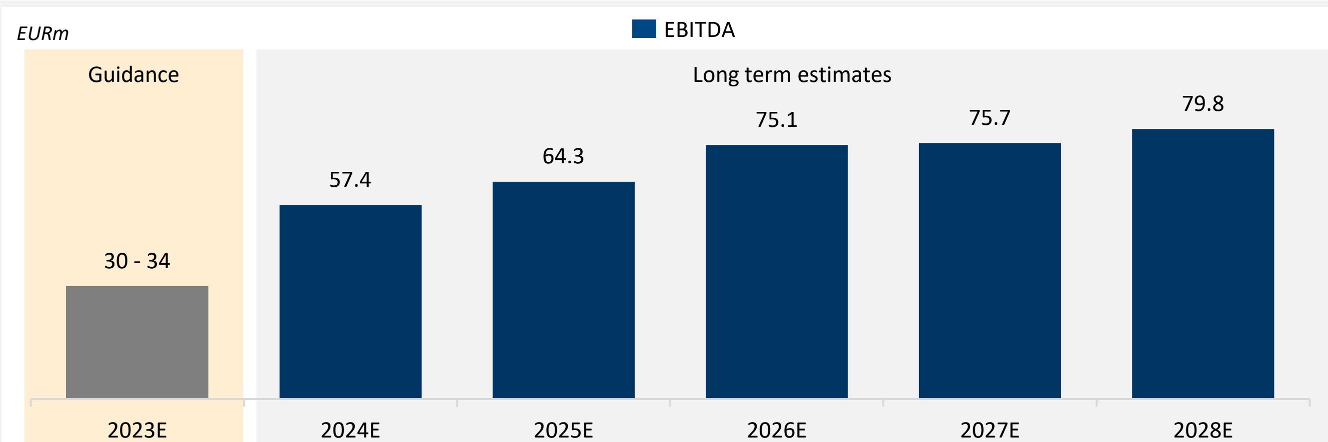
Source: ZITON.

EBITDA expected to pick up significantly when both ENTERPRISE vessels become operational and day rates increase

Expected revenue development going forward



Expected group EBITDA development going forward



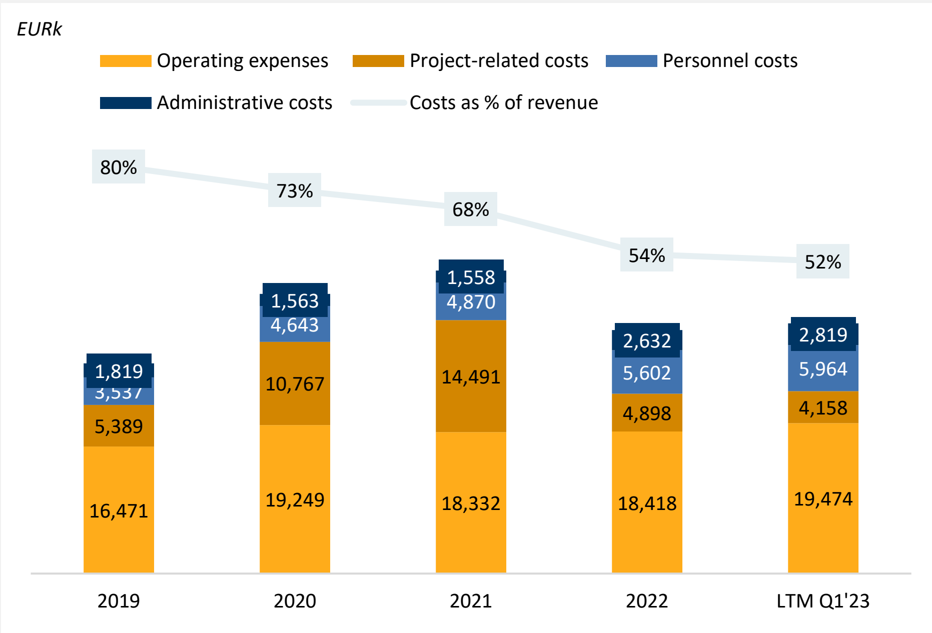
Commentary

- ENTERPRISE and ENTERPRISE II expected to be fully operational with no off-hire days
  - ENTERPRISE has had approx. 5 off-hire days during the last two years
- The long-term estimates assumes that the current framework agreements with key customers are extended, and that utilization more or less is unchanged compared to 2023 numbers
- Pricing expected to improve slightly, in line with what the Company is currently observing in the market
- Opex is assumed to be in line with historical numbers and increases with inflation
- As seen over the last years, ZITON has a high degree of operational leverage. When ENTERPRISE II commences operations, this is expected to improve overall margins as the Company would only need to employ 5 additional resources in administration

Source: ZITON.

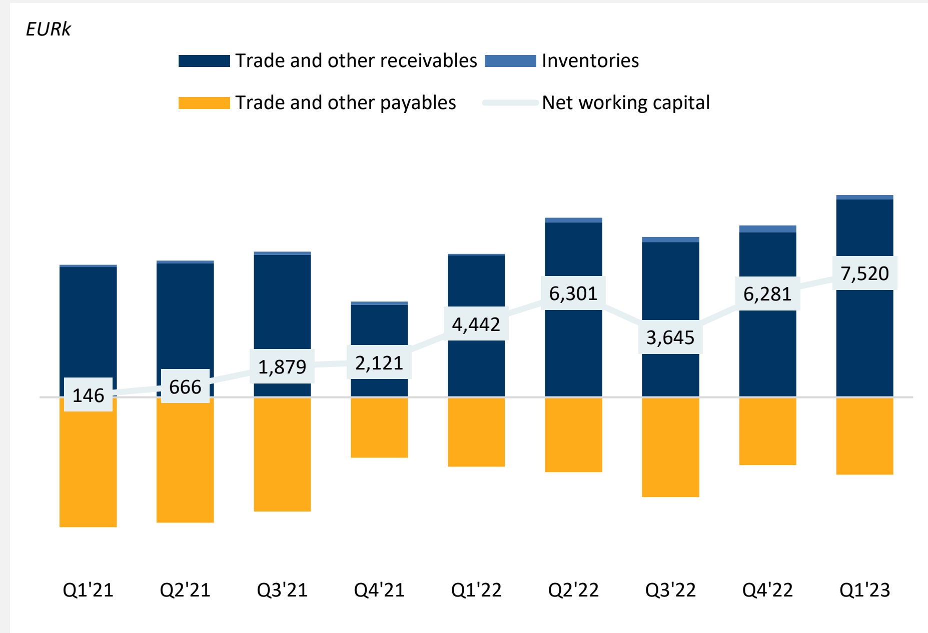
Stable cost base and improving cost-to-revenue ratio

Cost structure development



- Cost base mainly comprising operating costs, with expenses such as crew, insurance and maintenance being fixed while bunker and other consumables comprise the main variable expenses
- High degree of operating leverage with steadily declining cost-to-revenue ratio; at 54% in 2022, down from 80% in 2019
  - Despite costs increasing in absolute terms in 2021, the cost-to-revenue ratio contracted by ~14% explained by strong revenue growth following the initiation of the new Siemens Gamesa time charter and the Meerwind blade campaign

Quarterly net working capital development



- The Group typically operates with relatively low working capital levels
  - On average ~5% of LTM revenue since Q1’21, albeit with quarterly fluctuations driven by variations in activity levels impacting trade receivables/payables levels
  - Limited swings expected going forward as ZITON has agreed on a supply chain financing solution offered by Siemens Gamesa, where ZITON receives payments within 30 days and has a 30-day payable period toward ZITON
- Inventory is highly limited and related to bunker fuel

Source: ZITON.

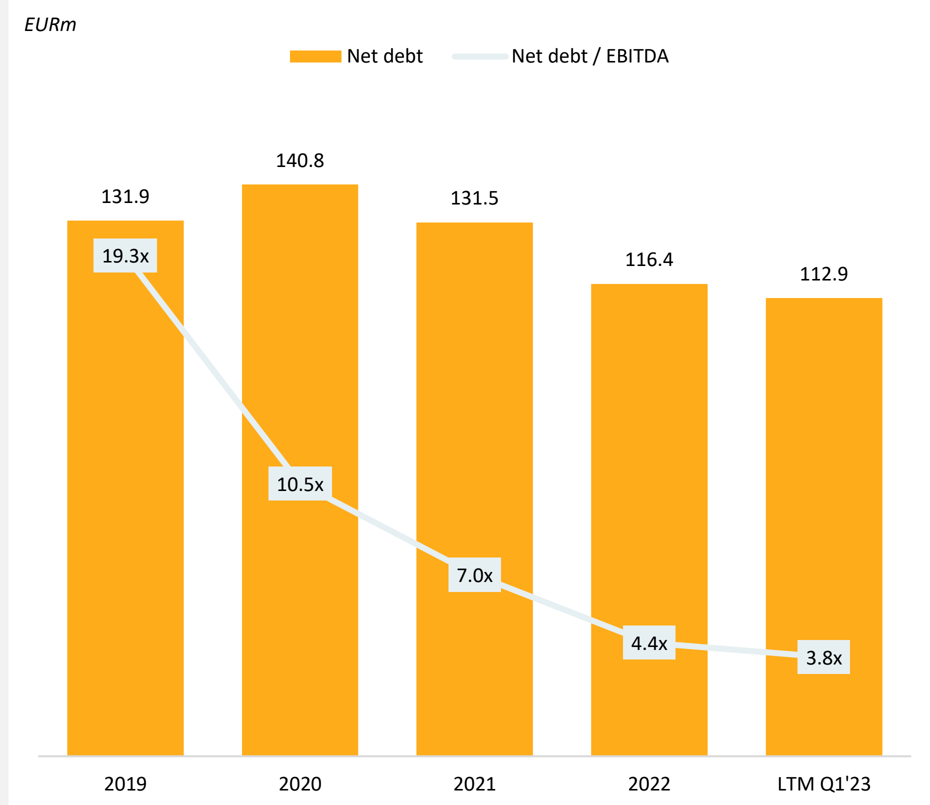
Strong cash conversion and deleveraging capacity

Cash flow development

EURm	2019	2020	2021	2022	LTM Q1'23
EBITDA	**6.8**	**13.4**	**18.8**	**26.6**	**29.5**
Change in working capital	5.2	(5.3)	(2.1)	(4.2)	(3.1)
Cash tax	-	-	-	-	-
Operating cash flow	**12.0**	**8.1**	**16.7**	**22.4**	**26.4**
Capex	(3.5)	(2.6)	(5.6)	(5.0)	(5.3)
Free cash flow	**8.5**	**5.6**	**11.0**	**17.5**	**21.1**
Operating cash conversion	*175%*	*60%*	*89%*	*84%*	*90%*
Free cash conversion	*123%*	*41%*	*59%*	*66%*	*71%*

- Day rates and fleet utilisation are the key drivers of EBITDA and cash flow generation
- ZITON has generated improved operating cash flow in line with the strong EBITDA development since 2019
  - Working capital release in 2019 mainly explained by higher-than-normal increase in trade payables
  - Due to normalisation of working capital levels in 2020, free cash flow experienced a slight decrease compared to 2019 despite strong EBITDA growth during the year
- Capex in 2022 amounted to ~EUR 5.0m and mainly related to the ordinary five years renewal survey according to class requirements for J/U WIND completed in Q3 2022

Deleveraging since the previous bond issue[1]



Rapid net leverage contraction since 2019 owing to EBITDA growth, strong cash flow generation and amortisations on the SPV financing

Source: ZITON.
Notes: 1) Excluding 2nd lien debt with PIK interest and capitalised transaction costs.

Historical balance sheet

Balance sheet and illustrative post-bond changes

EURk	Dec'21	Dec'22	Mar'23
Vessels	182,147	175,429	173,303
Intangible assets	148	131	169
Deferred tax assets	108	108	134
Fixed assets	**182,404**	**175,668**	**173,606**
Inventories	193	421	267
Trade and other receivables	5,584	9,969	11,946
Cash and cash equivalents	1,498	4,607	5,742
Current assets	**7,275**	**14,996**	**17,955**
ASSETS	**189,679**	**190,664**	**191,561**
Equity			
Share capital	14,525	54	54
Retained earnings	(36,999)	7,102	6,848
Non-controlling interest	264	150	145
Total equity	**(22,210)**	**7,306**	**7,046**
Subordinated loans	34,511	-	-
Bond loans, 2. lien	37,048	51,938	53,569
Bond loans, 1. lien	124,699	118,881	110,752
Lease obligations	279	45	421
Deferred income tax liabilities	1,201	(134)	-
Long term liabilities	**197,738**	**170,730**	**164,742**
Bond loan, 1. lien	-	-	6,534
Lease obligations	360	315	229
Working capital facility	9,152	6,339	6,450
Trade and other payables	3,656	4,108	4,693
Provision for other liabilities	982	1,866	1,866
Current liabilities	**14,151**	**12,628**	**19,772**
EQUITY AND LIABILITIES	**189,679**	**190,664**	**191,561**

Non-current assets

- The vessel fleet account for a clear majority of the Issuer's asset base, with a book value of EUR 175,429k in total as of 2022
  - Reduction in value between 2021 – 2022 driven by scheduled depreciation
  - Management routinely performs impairment tests to assess potential changes to the carrying amount; no identified indication of impairment

Equity and liabilities

- Negative equity as of 2021 due to negative retained earnings balance; significant improvement owing to successful restructuring process completed in 2022
  - Subordinated loans by PenSam of EUR 34.511k removed and converted to equity following the restructuring
- In 2022, long-term liabilities amounted to EUR 170,730k, nearly all of which comprised the 1st and 2nd lien bonds amounting to EUR 118,881k and 51,938k, respectively
  - 1st lien and 2nd lien debt will be removed and replaced by the new 1st lien bond; no other major senior secured debt obligations as of transaction closing
  - Drawn RCF of EUR 6,339k as of 2022 to be repaid following the issue of the New Bonds

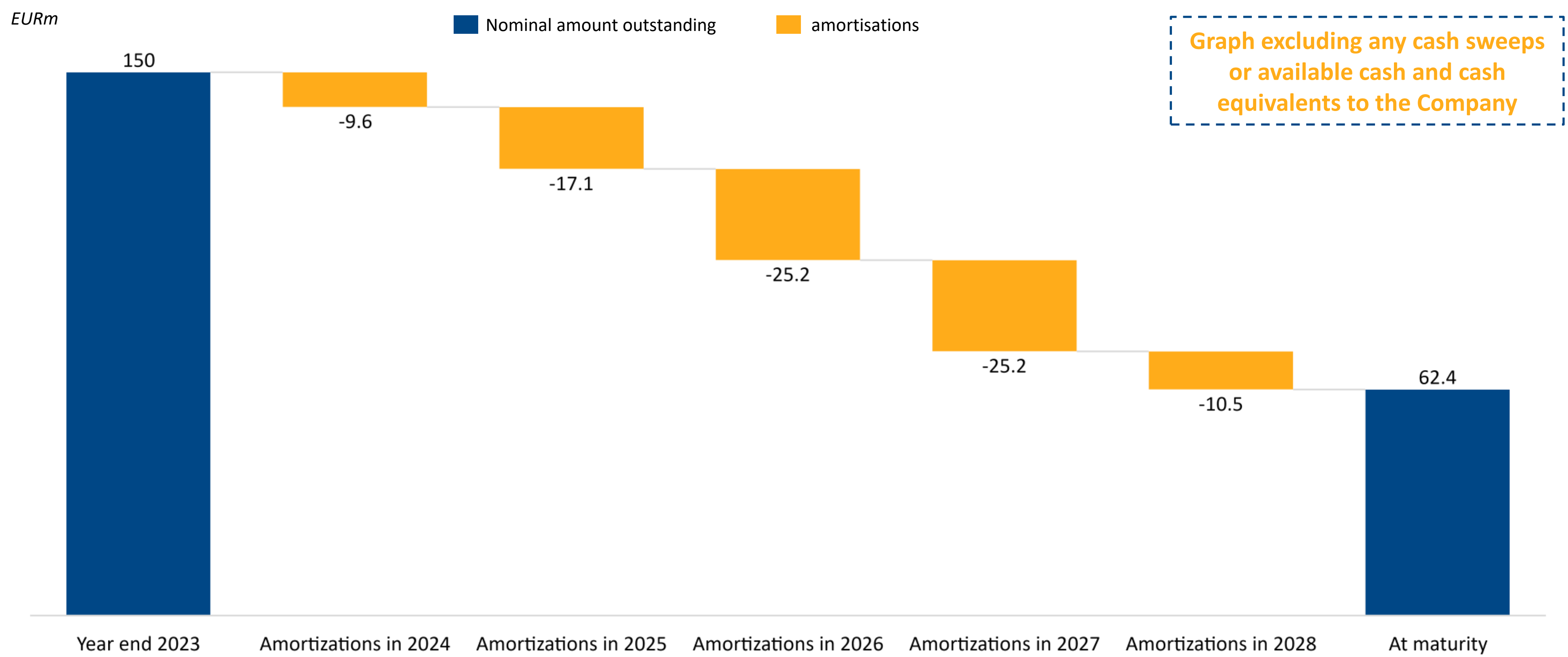
Post-bond balance sheet

- The ENTERPRISE vessels will be depreciated over a period of approx. 20 years, corresponding to a monthly depreciation of ~EUR 516k
- The New Bonds, Senior Secured Loan, Second Lien Bonds will together with the new preferred equity be used to repay all existing debt in the Group, and following the Transaction the Group will have the New Bonds, Senior Secured Loan, Second Lien Bonds and an undrawn super senior RCF as the debt in the Group. The Second Lien Bonds do not carry cash interest

Source: ZITON.
Note: the post-bond balance sheet is based on Jan-2023 actuals adjusted for the transaction on a pro forma basis

Bondholders will be protected by significant residual value in ZITON's fleet

A steep amortisation profile[1] will ensure that leverage is significantly reduced over the tenor of the New Bonds



Graph excluding any cash sweeps or available cash and cash equivalents to the Company

Total instalments of EUR 87.6m during the tenor of the New Bonds are set to generate limited risk to the residual value of the vessels

Notes: 1) Assuming no cash sweeps (and no exercise of one quarter amortisation waiver)
The Senior Secured Loan will amortise ca. EUR 1.6m per month from Oct'25. The Senior Secured Loan will amortise from EUR 100m to ca. EUR 48.8m at the maturity date.

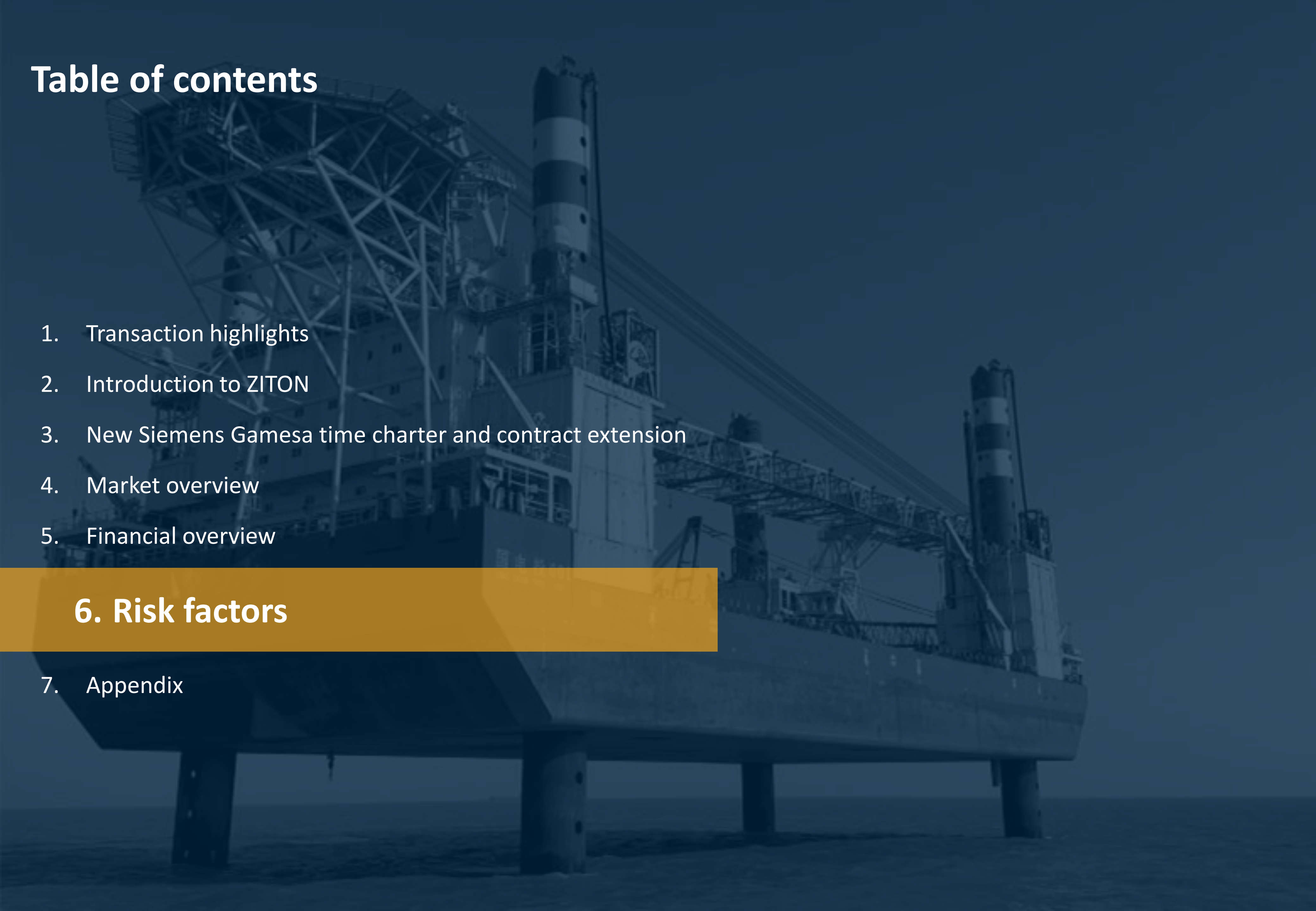


Table of contents

Risk factors

An investment in the bonds (the "**Bonds**") involves inherent risks. These risks include, but are not limited to, risks attributable to Ziton A/S (the "**Issuer**"), and its subsidiaries (together, the "**Group**") and affiliates. Before making an investment decision with respect to the Bonds, investors should carefully consider the risk factors and all information contained in this presentation as well as the Issuer's financial statements and related notes. An investment in the Bonds is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment.

The risks and uncertainties described below are the principal risks and uncertainties known by the Group as of the date hereof that the Issuer believes are the material risks relevant to an investment in the Bonds. If any of the following risks were to materialise, individually or together with other circumstances, they could have a material and adverse effect on the Group and/or its business, financial condition, results of operations, cash flows and/or prospects, which could cause a decline in the value and trading price of the Bonds and an inability by a member of the Group to pay amounts due under the terms for the Bonds (the "**Bond Terms**"), resulting in the loss of all or part of an investment. The risks presented are not exhaustive and additional risk factors which are currently unknown or which are currently not deemed to be material may also materialise. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties described herein should not be considered prior to making an investment decision in respect of the Bonds.

The risk factors are presented in a limited number of categories, where each risk factor is sought placed in the most appropriate category based on the nature of the risk it represents. The most material risk factor in a category is presented first under that category, where the materiality has been determined based on the probability of occurrence and expected magnitude of negative impact of the risk. Subsequent risk factors in the same category are not ranked in order of the likelihood of their occurrence or the magnitude of their potential impact.

Risks related to the offshore market

The Group faces tough competition in the markets it operates

The equipment and services of the Group are provided in an open market characterized by a relatively small but increasing number of potential clients and an increasing number of suppliers. The demand for their services may be volatile and is subject to variations for a number of reasons, including such factors as uncertainty in demand for service programs, regulatory changes, competition from other suppliers, and competition from installation vessels. The latter carry significant risk since the demand for dedicated O&M vessels is impacted by installation vessels performing O&M tasks instead of WTG installations. If the forecast pick-up in the number of installations of offshore WTGs is not realised, there may be a continued overcapacity of installation vessels competing for O&M tasks, thereby negatively impacting the Group's ability to obtain charter contracts in the spot market. Inflow of new vessels from the O&G industry may increase competition.

Should a situation occur where demand for its vessels is reduced which makes the operation of the Group's vessels non-profitable, there are limited prospects to employ the Group's assets profitably in other business areas. A failure of the Group to maintain competitive equipment and services offering may have a material adverse effect on the Group's business, results of operations, financial position and/or prospects.

Technological progress might render the technologies used by the Group obsolete

The market for the services and products of the Group is characterized by continued technological developments to provide better and more reliable performance and services. If the Group is not able to offer commercially competitive products and to implement commercially competitive services in response to changes in technology, the business, results of operations and financial condition of the Group could be materially and adversely affected, and the value of the intellectual property of the Group reduced.

Risks related to the Group's operations

Dependency on employment of the Group's vessels

A considerable portion of the Group's income will be dependent on charter contracts and employment of the Group's vessels. There is a risk that it may be difficult for Group to obtain charter contracts. The Group's vessels may work in environments where the season makes it difficult for customers to conduct their normal work and operations. Consequently, the Group's vessels may be idle during such periods without any compensation to the Group. There can also be off-hire periods during charter contracts as a consequence of defects and non-performance.

This may result in the Group being unable to maintain a high degree of employment for the vessels. If the Group's vessels are subject to substantive idle periods this may result in a material adverse impact on the financial condition of the Group, and indirectly on the Issuer's financial condition.

High dependence on employment of the Group's vessels, hereunder on the SGRE Contracts, which can be terminated by client

A substantial portion the Group's income will be dependent on charter contracts and employment of its vessels, ENTERPRISE, WIND SERVER, WIND, WIND PIONEER, and ENTERPRISE II (which will be acquired in relation to the Bond Issue) (the "**Vessels**"), owned directly or indirectly by the Issuer through its vessel owning entities.

Risk factors, cont'd.

The Group's cash flow is generated inter alios under the contracts with Siemens Gamesa Renewables Energy A/S ("**SGRE**") with respect to certain of the Vessels, including the existing contract regarding ENTERPRISE (the "**Enterprise I SGRE Contract**") and the new contract with SGRE which has been entered into in respect ENTERPRISE II (the "**Enterprise II SGRE Contract**", and together with the ENTERPRISE I SGRE Contract, the "**SGRE Contracts**"). There is a risk that it may be difficult for the Group to obtain charter contracts for ENTERPRISE I and ENTERPRISE II if any of the SGRE Contracts are terminated. Therefore, any rightful termination of any of the SGRE Contracts could have material adverse effects on the Issuer's ability to service its debt. In general, there is considerable uncertainty as to the duration of the charter contracts as each agreement gives SGRE both extension options of up to 2 months and early cancellation options as described below.

From March 2023 and until 31 December 2026 SGRE has right to terminate the Enterprise I SGRE Contract for convenience, by paying all remaining hire up until 31 December 2026 and an additional 180 days of charter hire. After 1 January 2027, SGRE may terminate the Enterprise I SGRE Contract for convenience against paying a compensation equal to charter hire of 180 days, or 50% of the remaining charter period if less than 12 months remain of a charter period.

The ENTERPRISE II, will after acquisition be brought to a shipyard in Europe to undergo certain upgrades. The vessel will not be considered delivered until upgrade is complete. SGRE has the right to cancel the Enterprise II SGRE Contract if the vessel has not been delivered 12 months after the execution of the Enterprise II SGRE Contract, or if the vessel has not been delivered 6 months after arrival at yard in Europe. Further, if the Group is not able to obtain class approval to perform a leg extension on ENTERPRISE II, SGRE may at its own discretion choose to shorten the Enterprise I SGRE Contract, so that it terminates on 31 December 2027. In addition, SGRE has the right to terminate the Enterprise II SGRE Contract for convenience, by paying all remaining hire of the charter period.

Further, the SGRE Contracts can be terminated by SGRE upon certain other events including but not limited to the Group's default or insolvency and "off-hire" (defined as periods when a Vessel is prevented from performing its services due to reasons other than any act or omission of charterers, detention or interference by public enemies etc., quarantine or risk of quarantine unless caused by the ship-owners' on-board personnel having communication with the shore at any infected area not in connection with the employment of that vessel without the written consent or the instructions of charterers; or detention or damage by ice), with no payment of cancellation fee. Further, the Group will be under an obligation to pay liquidated damages in case of off-hire as a result of breakdown of the vessel or if ENTERPRISE II is not delivered at the agreed date for commencement under the Enterprise II SGRE Contract.

Furthermore, if the SGRE Contracts are terminated and the Group is unable to obtain new charter contracts for the Vessels, or if there is any disputes between the relevant parties under the SGRE Contracts, or if the SGRE Contracts expire (unless renewed or replaced prior to the relevant expiry date), this may have a material adverse effect on the Issuer's business, results of operations, financial position and/or prospects.

High dependence of the Group on services from other parties to complete commercial contracts

Part of the Group's contracts is performed by third-party subcontractors and service providers. The Group also relies on third-party equipment manufacturers or suppliers to provide equipment and materials used in its projects. If the Group is unable to hire qualified subcontractors or service partners, or find qualified equipment manufacturers or suppliers, its ability to successfully complete a project could be impaired.

During periods of wide-spread economic slowdowns, third parties may find it difficult to obtain sufficient financing to help fund their operations. The inability to obtain financing could adversely affect a third party's ability to provide materials, equipment or services which could in turn materially and adversely impact the business, results of operations or financial condition of the Group.

Risks associated with upgrade, refurbishment and repairs of vessels owned by the Group

The Group will incur upgrade, refurbishment and repair expenditures for its vessels from time to time, including when repairs or upgrades are required by law, in response to an inspection by a governmental authority, classification society or when damaged. These upgrades, refurbishment and repair projects are subject to risks, including delays and cost overruns, which could have an adverse impact on the available cash resources and results of operations of the Group.

Such upgrades, refurbishment and repairs may be expensive or be unsuccessful, which may have a material adverse effect on the Group's business, results of operations, financial position and/or prospects.

Operational risks associated with offshore operations

The Group is exposed to operational risks associated with offshore operations, such as breakdowns, bad weather, technical problems, environmental pollution, force majeure situations (nationwide strikes, pandemics etc.), collisions and groundings, that may have a material adverse effect on the earnings and value of the Group. Further there are several factors that could contribute to an accident, including, but not limited to, human errors, weather conditions and faulty constructions.

Risk factors, cont'd.

The Group's insurance coverage may turn out to be insufficient or not available in certain situations

Pollution and environmental risks are generally not totally insurable. The Group may be unable to procure adequate insurance coverage at commercially reasonable rates in the future. For example, more stringent environmental regulations have in the past led to increased costs for, and in the future may result in the lack of availability of, insurance against risks of environmental damage or pollution.

If a significant accident or other event occurs and is not fully covered by insurance or any enforceable or recoverable indemnity from a client, or not insured at all, it could significantly and adversely affect the financial position, results of operations or cash flows of the Group, and may adversely affect the Issuer's ability to fulfil its obligations under the Bonds as well as the value of the Bonds.

The Group may assume substantial responsibilities

Contracts in the offshore sector of the nature that the Group expects to enter into for its vessels, including the SGRE Contracts, require high standards of safety. All offshore contracts are associated with considerable risks and responsibilities. These include technical, operational, commercial and political risks. The Group will obtain insurances deemed adequate for its business, but it is impossible to insure against all potential risks and liabilities.

Requisition or arrest of assets

The Group's vessels could be requisitioned by a government in the case of war or other emergencies or become subject to arrest. This could significantly and adversely affect the earnings of the Group as well as their liquidity.

Intellectual Property Rights

The Group must observe third parties' patent rights and intellectual property rights. There is always an inherent risk of third parties claiming that the technology being utilized in the Group's operations infringes third parties' patents or intellectual property rights, and any such claim, if successful, could have a material adverse effect on the Group's results of operation.

Dependence on key executives and personnel

The Group's development and prospects are dependent upon the continued services and performance of its senior management and other key personnel. The loss of the services of any of the senior management or key personnel may have an adverse impact on the Group.

The Group's business depends on goodwill, reputation and on maintaining good relationships with clients, partners, suppliers and employees

The Group's business depends on goodwill, reputation and on maintaining good relationships with clients, partners, suppliers and employees. Negative publicity related to the Group and/or its customers could, regardless of its truthfulness, adversely affect the Group's reputation and goodwill.

Risks related to regulations, disputes and litigation

Regulations governing the operations of the Group

The operations of the Group is subject to the laws and regulations governing the offshore industry. The Group is required to comply with the various regulations introduced by the authorities where the operations take place, various flag states and the guidelines introduced by the International Maritime Organisation (IMO) where applicable. During 2022, the Group's vessels operated in the Germany, the UK, Denmark, Belgium, Sweden, the Netherlands and Ireland. These countries are expected to continue to constitute substantially all revenue generated by the Group for the foreseeable future. In the event that the Group is unable at any time to comply with the existing regulations or any changes in such regulations, or any new regulations introduced by local or international bodies, the operations may be adversely affected. Any change in or introduction of new regulations, may increase the costs of operations, which could have an adverse effect on the Group's profitability. Furthermore, if the Group's vessels do not comply with the extensive regulations applicable from time to time, the consequence may be that Group's vessels are refused to continue their operations. Inability to take actions and/or effect profitable business due to regulatory issues may have a material adverse effect on the Group's business, results of operations, financial position and/or prospects.

Failure to comply with applicable anti-corruption laws, sanctions or embargoes, could result in fines, civil and/or criminal penalties, and contract of affreightment terminations and have an adverse effect on the Group's business

The Group is required to do business in accordance with applicable anti-corruption laws as well as sanctions and embargo laws and regulations of the countries in which it operates. The Group has adopted policies and procedures, including a code of conduct and business ethics, as well as internal guidelines, which are designed to promote legal and regulatory compliance with such laws and regulations. However, either due to the Group's or other parties' acts or omissions, including the Group's employees, agents, local sponsors or others, the Group may be determined to be in violation of such applicable laws and regulations or such policies and procedures. Any such violation could result in substantial fines, sanctions, deferred settlement agreements, civil and/or criminal penalties, breach of loan agreements and curtailment of operations in certain jurisdictions and the seizure of the Group's vessels and other assets, and might as a result materially and adversely affect the Group's business, financial condition and results of operations. Failure to comply with anti-corruption laws, sanctions or embargoes could result in fines and penalties, contract of affreightment terminations and have a material adverse effect on the Group's business, results of operations, financial position and/or prospects.

Risk factors, cont'd.

Future claims and litigation may adversely impact the Group

The nature of the business of the Group may sometimes result in clients, subcontractors, or vendors claiming for, among other things, recovery of costs related to certain contracts and projects. Similarly, the Group may present changed orders and other claims to its clients, subcontractors, and vendors. In the event that the Group fails to document properly the nature of the claims and change orders or are otherwise unsuccessful in negotiating reasonable settlements with its clients, subcontractors, or vendors, the Group could incur cost overruns, reduced profits or, in some cases, a loss for a project or a service contract. Additionally, irrespective of how well the nature of the claims and change orders is documented, the cost to prosecute and defend claims and change orders can be significant.

Further, future claims against the Group could result in professional liability, product liability, criminal liability, warranty obligations, and other liabilities which, to the extent the Group is not insured against such loss or the insurer fails to provide coverage, could have a material adverse impact on the business, results of operation and financial condition of the Group.

Risks related to financing

Compliance with financial covenants

The Group has several financing arrangements with third party financiers, including the Bonds and a super senior working capital facility. At the end of 2022, the Group's financing arrangements also included a Second Super Senior Working Capital Facility, 1st and 2nd lien secured bonds issued by the Issuer and 1st lien secured bonds issued by Wind Enterprise P/S, which are all intended to be repaid in connection with the issue of the Bonds.The Bonds and any other agreements entered into by the Issuer and the Group may include financial covenants where the Group and/or the Issuer is required to maintain certain financial ratios to comply with the terms of the financing agreement. The Group's ability to comply with the financial covenants in its financing arrangements depend on the Group's results, which is dependent on the prevailing economic and competitive conditions in addition to financial, operational and other factors outside the control of the Group. There can be no guarantee given that the Group is able to comply with all the conditions in loan agreements associated with current or future debt or that its lenders will waive or amend the conditions in order to avoid a breach of the Group's debt commitments. If the Group is unable to avoid a breach of the Group's debt commitments, this may have a material adverse effect on the Group's financial position which in turn may cause an acceleration of the Bonds by the Bondholders, in a worst case scenario. This may also lead to a decline in the value and trading price of the Bonds.

Foreign exchange risk

The Group operates in multiple jurisdictions and is exposed to currency risk related to commercial transactions, assets and liabilities and investments in foreign operations. Commercial transactions, assets and liabilities are subject to currency risk when payments are denominated in a currency other than the functional currency of the relevant Group company. The Group's exposure to currency risk is primarily to EUR, DKK and GBP, but future currency risk could also be related to other currencies depending on charter contract locations and executions.

Credit risk on customers

The Group's financial standing may depend on the customers' profitability and financial standing. There is a risk that payment from the customers of the Group is delayed or that the customers fail to pay invoices at all. In weak economic environments, the Group may experience increased delays and failures due to, among other reasons, a reduction in the customer's cash flow from operations and access to the credit markets. Further, from time to time, the Group will be in disagreement with customers in respect of allocation of costs and losses in connection with cost overruns or delays in projects. This could cause such customers to delay payment of disputed or undisputed amounts. If customers delay or fail in paying significant amounts of outstanding receivables, for any reason, this could have a material adverse effect on the Group's liquidity position, and on the business, results of operations and financial condition of the Group.

Liquidity risk – cost of funding

The Group is dependent on cash flow from operations in order to be able to meet its debt obligations as and when they fall due. As there are many factors affecting the Issuer's liquidity, prospective investors should carefully assess each such factor before investing in the Bonds. Furthermore, a termination of the group's working capital facility may have a significant negative effect on the liquidity and profitability of the Group, and there can be no assurance that the Issuer will be able to replace the existing working capital facility with new financing on satisfactory terms.

The Group's super senior working capital facility and future working capital facilities may be uncommitted and may be terminated by short notice by the relevant lenders at will and without any defaults having occurred.

Borrowing and leverage

The Group is highly leveraged and will have a substantial amount of debt after the issuance of the Bonds.

The Issuer's ability to service its indebtedness as and when it falls due is dependent upon the Issuer's subsidiaries generating sufficient cash from its operations. Should the Group's operations not generate sufficient cash flow to satisfy future liquidity requirements and/or to finance future operations, the Issuer may not be able to obtain or secure new financing due to its relatively high level of leverage.

Risk factors, cont'd.

The amount of debt incurred by the Group could have several negative implications, including but not limited to:

- they may be more vulnerable to general adverse economic and industry conditions;
- they may be at a competitive disadvantage compared to competitors with less indebtedness or comparable indebtedness at more favourable interest rates and as a result, it may not be better positioned to withstand economic downturns;
- the Issuer's ability to refinance indebtedness may be limited or the associated costs may increase; and
- the Group's flexibility to adjust to changing market conditions and ability to withstand competitive pressures could be limited, or the Issuer could be prevented from carrying out capital expenditures that are necessary or important to the Issuer's growth strategy and efforts to improve operating margins for the Issuer's business.

The high leverage and amount of debt incurred by the Issuer and the Group may potentially have material adverse effect on the Group's financial position as described above, which in turn may cause a decline in the value and trading price of the Bonds, result in loss of all or part of an investment in the Issuer and the Bonds and ability to make required payments on or repay the Bonds.

Related party transactions

The Group has engaged and will continue to engage in a variety of transactions with related parties. While the Group believes that such transactions have been conducted on an arm's length basis, the Group cannot provide assurance that the tax or other relevant authorities will not challenge these transactions in the future, which may have a material adverse effect on the Group's business, revenues, financial condition and results of operations.

Overall tax structure

The Group may directly or indirectly operate in numerous countries throughout the world. Consequently, the Group will be subject to changes in tax laws, treaties or regulations or the interpretation or enforcement thereof in various jurisdictions. Tax laws and regulations are highly complex and subject to interpretation. The Group's income tax expense will be based upon its interpretation of the tax laws in effect in various countries at the time that the expense will be incurred. If applicable laws, treaties or regulations change or other tax authorities do not agree with the Issuer's and/or any other Group Company's assessment of the effects of such laws, treaties and regulations, this could have a material adverse effect on the Issuer and the Group.

Risks related to the Bonds

Pari passu creditors and the value of the guarantee and security package

The Bonds will be secured by guarantees from members of the Group as well as by certain security interests in assets owned by members of the Group. However, there can be no certainty that the entities issuing the guarantees are creditworthy or that the value of the security interests in the Group's assets is, or will be, sufficient to cover amounts owed to each individual holder of Bonds (a "**Bondholder**").

The Bonds are secured by security over, inter alia, the Vessels. Although the Bonds are secured, there can be no assurance that the value of the security assets will be sufficient to cover all the outstanding Bonds together with accrued interest and expenses in case of a default and/or if the Issuer and/or any members of the Group enter into bankruptcy in the future. The value of the secured assets is inter alios dependent on the SGRE Contracts and the value of the Vessels. A liquidation scenario may also make it difficult to obtain full market value for the secured assets and the SGRE Contracts may be terminated, which may leave Bondholders impaired. This could result in loss of all or part of an investment in the Issuer and the Bonds and ability to make required payments on or repay the Bonds.

The Bonds constitute senior unsubordinated obligations of the Issuer and will be secured on a pari passu basis with the other secured parties under the security package. However, subject to the super senior status of any revolving credit facility, the super senior creditors will receive the proceeds from any enforcement of the security assets and the guarantees and certain distressed disposals prior to the Bondholders in accordance with the waterfall provisions of any applicable intercreditor agreement. Any such intercreditor agreement will also contain certain provisions regulating instruction rights, including instructions as to enforcement. Upon certain conditions being met, such instruction right may be held entirely by a defined majority of the secured creditors which may have conflicting interests with the Bondholders in a default and enforcement scenario, including an incentive to take enforcement steps which may be detrimental to the value of the Bonds and recovery for the Bondholders. As a consequence, and although the Bonds are secured obligations of the Issuer, there can be no assurance that the value of the security will be sufficient to cover all the outstanding amounts under the Bond Terms together with accrued interest and expenses in case of a default and/or if the Issuer enters into liquidation.

Furthermore, enforcing the guarantees and security interests may be an expensive and time consuming process involving complex legal proceedings, and there can be no certainty that it will be successful. Even if the Bondholders are successful in bringing an action in a jurisdiction, local laws may prevent or restrict the Bondholders from enforcing a judgment against a member of the Group, the Group's assets or the assets of its officers.

Risk factors, cont'd.

Limitations as to Security and the perfection of Security

Certain security, such as any assignment of the SGRE Contracts and the assignment of the intercompany loans and the pledge of certain bank accounts, may not be perfected upon the execution of the relevant security agreement, but will be subject to delayed perfection until such time as an event of default has occurred and is continuing (in order to allow the assignor or the account holder, respectively, to continue to receive payments under such SGRE Contracts and the relevant intercompany loans and/or to withdraw funds from the bank accounts, which is necessary in order for the Group to operate its business). Such delayed perfection under Danish law may expose investors to certain risks, including (i) risks that the security will be voidable if the security provider is placed under insolvency proceedings within 3 months of perfection (or a longer period if the assignor was insolvent when this security was perfected) and (ii) risks that the security will not be enforceable against third parties, including any administrator of an insolvency estate or other creditors who claim a security interest in the same assets.

Accordingly, any assignment of the SGRE Contracts and the assignment of the intercompany loans and the pledge of certain bank accounts may not be enforceable.

There can possibly also be legal limitations applying to other security interests. If such risk materialized this could create a material adverse effected on the Issuer's financial position, which in turn may cause a decline in the value and trading price of the Bonds, result in loss of all or part of an investment in the Issuer and the Bonds and ability to make required payments on or repay the Bonds.

Mortgages rank in priority after maritime liens and enforcement of the mortgages may be subject to significant costs

The mortgages on the Vessels will be subject to and rank in priority after maritime liens on the Vessels. The scope of maritime liens will depend on where the Vessels are located at the time of enforcement, but may include inter alia claims for seaman wages, supplies to the Vessels, port, canal and other waterway dues and pilotage dues, salvage, damage caused by the Vessels and a number of other claims related to the Vessels and their operation.

Any enforcement of the mortgages against the Vessels may be subject to substantial costs, including costs of arresting the Vessels, lay-up costs pending an auction sale, legal fees, court fees and other costs and expenses which will rank prior to the mortgages on the Vessels and which may be significant.

The Bond Terms impose significant operating and financial restrictions

The Bond Terms contain restrictions on the Issuer's activities, including, but not limited to, covenants that limit their ability to:

- transfer or sell assets or use asset sale proceeds other than in or towards prepayment of the Bonds;
- incur or guarantee additional debt;
- make certain investments or acquisitions;
- create or permit security interests on the Issuer's assets;
- pay dividends or make other payments; and
- enter into transactions with affiliates.

The restrictions may prevent the Issuer from taking actions that it believes would be in the best interest of the Issuer's business and may make it difficult for the Issuer to execute its business strategy successfully or compete effectively with companies that are not similarly restricted. The Issuer cannot assure investors that it will be granted waivers from or amendments to these agreements if for any reason it is unable to comply with these agreements. The breach of any of these covenants and restrictions can result in an event of default under the Bond Terms.

Inability to take actions and/or effect profitable business strategies or loss of competitiveness as a result of these restrictions may have a material adverse effect on the Issuer's business, results of operations, financial position and/or prospects, which in turn may cause a decline in the value and trading price of the Bonds, result in loss of all or part of an investment in the Issuer and the Bonds and ability to make required payments on or repay the Bonds.

Mandatory prepayment events

In accordance with the terms and conditions of the Bond Terms, the Bonds are subject to mandatory prepayment by the Issuer on the occurrence of certain specified events, referred to as Mandatory Prepayment Events. It is possible that the Issuer will not have sufficient funds at the time of the Mandatory Redemption Event to make the required redemption of Bonds. If the Issuer does not have the sufficient funds at the time of the Mandatory Redemption Event this may cause a decline in the value and trading price of the Bonds, result in loss of all or part of an investment in the Issuer and the Bonds and ability to make required payments on or repay the Bonds.

Risk factors, cont'd.

A sale of a Vessel, a total loss of a Vessel or a termination of either the ENTERPRISE I SGRE Contract or the ENTERPRISE II SGRE Contract by SGRE or the Group constitutes a mandatory prepayment event that may trigger a full mandatory prepayment of the Bonds. Furthermore, if the Issuer is not able to ensure that each of the ENTERPRISE I SGRE Contract or the ENTERPRISE II SGRE Contract is renewed or replaced prior to their expiry date, respectively, this could lead to an event of default under the Bond Terms. Consequently, if the said events were to occur, this could have an adverse impact on the financial position of the Issuer as the Issuer may be unable to make the required payments, which in turn this may cause a decline in the value and trading price of the Bonds, result in loss of all or part of an investment in the Issuer and the Bonds and ability to make required payments on or repay the Bonds.

The Bonds may be subject to optional redemption by the Issuer, which may have a material adverse effect on the value of the Bonds, and in such circumstances an investor may not be able to reinvest the redemption proceeds at an equivalent rate of return

In accordance with the terms and conditions of the Term Sheet, the Bonds are subject to optional redemption by the exercise of a call option by the Issuer at the Bonds' outstanding principal amount, plus accrued and unpaid interest to the date of redemption, plus an additional amount calculated in accordance with the terms and conditions of the Bond Terms. This feature is likely to limit the market value of the Bonds. During any period when the Issuer may elect to redeem the Bonds, the market value of the Bonds generally will not rise substantially above the price at which they can be redeemed. This may also be true prior to any redemption period. The Issuer may be expected to redeem the Bonds when its cost of borrowing is lower than the interest rate on the Bonds. At those times, an investor would generally not be able to reinvest the redemption proceeds at an effective rate of return as high as the interest rate on the Bonds and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments which may be available at such time.

There is presently no active trading market for the Bonds

Pursuant to the Bond Terms, the Issuer has an obligation to list the Bonds on the Oslo Stock Exchange or any other regulated market (as defined under MiFID II and MiFIR) within 12 months of the first issue date. Even if the Bonds are admitted to trading, active trading in the Bonds may not occur and a liquid market for trading in the Bonds may not be available even if the Bonds are listed. For example, if the Issuer fails to comply with the various obligations and standards of conduct which follow the listing of the Bonds, this may lead to the exclusion of the Bonds from trading. As a result, Bondholders may find it difficult or impossible to trade their Bonds when desired or at a price level which allows for a profit comparable to similar investments.

Pre-defined majorities may amend the Bond Terms

The Bond Terms will contain provisions for calling a meeting of the bondholders in the event that the Issuer, the Bondholders or the Bond Trustee wish to amend the terms and conditions of the Bond Terms. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who vote in a manner contrary to the majority. Consequently, investors who only hold a small amount of Bonds cannot be assured that the terms of the Bonds will stay the same until the maturity date. These defined majorities may amend the Bond Terms adversely which in turn may cause a decline in the value and trading price of the Bonds, result in loss of all or part of an investment in the Issuer and the Bonds.

No action against the Issuer and Bondholders' representation

In accordance with the Bond Terms, the bond trustee will represent all Bondholders in all matters relating to the Bonds and the Bondholders are prevented from taking actions on their own against the Issuer. Consequently, individual Bondholders do not have the right to take legal actions to declare any default by claiming any payment from the Issuer and may therefore lack effective remedies unless and until a requisite majority of the Bondholders agree to take such action.

There are restrictions on the transferability of the Bonds

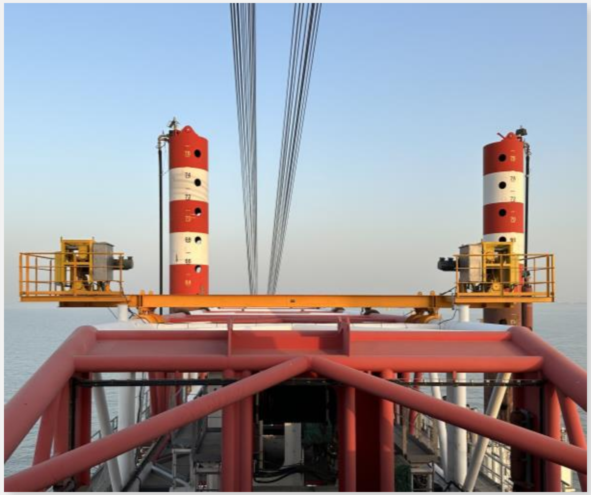
The Bonds have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any U.S. state securities laws. Furthermore, the Issuer does not intend to register the Bonds under any other country's securities laws. This limits the Bondholders' ability to offer or sell the Bonds in certain jurisdictions. It is each potential investor's obligation to ensure that the offers and sales of Bonds comply with all applicable securities laws. Due to these restrictions, there is a risk that a Bondholder will not be able sell its Bonds as desired.

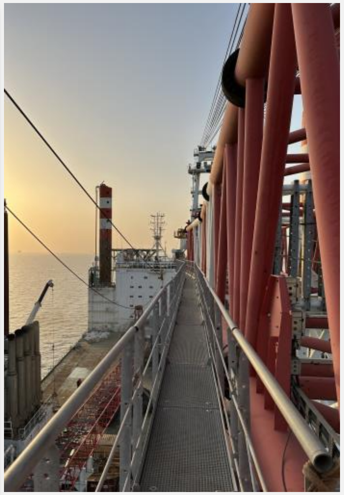
Table of contents

ENTERPRISE II – overview, specifications and utilization

Overview

- ENTERPRISE II was built in South Korea in 2011 and is expected to be acquired in May 2023 and will be reserved for a new six-year time charter with Siemens Gamesa
  - Together with ENTERPRISE, the ENTERPRISE vessels are the only O&M jack-up vessels in ZITON's fleet capable of serving up to 10 MW turbines; proven demand outlook supported by vessel utilisation since acquisition and forward-looking O&M pipeline across Europe
- Following the acquisition of ENTERPRISE II, ZITON will perform a significant number of maintenance upgrades to the vessel expected to bring ENTERPRISE II to the same technical standard as ENTERPRISE
- Upgrades are expected to amount to EUR 13.5m and include, e.g., upgrades to (i) the jacking system, (ii) controls, monitors and navigation, (iii) engine and technical systems, (iv) cranes, (v) general accommodation, (vi) life-saving appliances, (vii) hull and (viii) crew transport
  - ZITON has determined that risk of delays are low given that similar upgrades were performed by the Company on ENTERPRISE within the set timeframe and budget





Key technical specifications	
Flag state	Denmark (previously China)
Vessel length	102 m
Vessel breadth	40 m
Jacking speed	42 m/h
Transit speed	7 knots
Accommodation	48 single cabins
Deadweight/payload	4,500 t
Cargo area	Approx. 2,850 m^2
Main crane	Liebherr BOS 35,000
Main crane boom length	102 m
Lifting capacity	800 t @ 26 m radius
Jacking operations - max water depth	60 m

Source: ZITON.

ENTERPRISE – overview, specifications and utilization

Overview

- ENTERPRISE was built in South Korea in 2011 and chartered by ZITON on a bareboat agreement with Vroon in 2019 and subsequently acquired in 2021 to strengthen ZITON's O&M capabilities
  - Suitable for up to 10MW turbines with service capability of ~92% of turbines currently installed in Europe
  - Only dedicated O&M jack-up vessel currently capable of serving up to 10 MW turbines; proven demand outlook supported by vessel utilisation since acquisition (+50 interventions) and forward-looking O&M pipeline across Europe
- Refitted by Damen Shipyards in 2018 to secure ability for transportation, lifting, installation and decommissioning of major components, foundations, met masts and transformer station
- Secured 52-month time charter (incl. extensions) with Siemens Gamesa in 2020 for which the vessel has been fully dedicated since; recently extended to 2029 on vastly improved terms
- During January and February 2021, ENTERPRISE completed 10-year dry-dock surveys and repairs at a cost of EUR 3.7m ensuring the vessel was maintained in good condition while mitigating unexpected off-hire days going into the Siemens Gamesa long-term charter on 1 March 2021; off-hire days below five days during first two years of the charter

Key technical specifications	
Flag state	Denmark
Vessel length	102 m
Vessel breadth	40 m
Jacking speed	42 m/h
Transit speed	7 knots
Accommodation	24 single cabins
Deadweight/payload	4,500 t
Cargo area	Approx. 2,850 m^2
Main crane	Liebherr BOS 35,000
Main crane boom length	102 m
Lifting capacity	800 t @ 26 m radius
Jacking operations - max water depth	60 m

Source: ZITON.

SERVER – overview, specifications and utilization

Overview

- SERVER was built in Germany by ZITON in 2014 and is the first jack-up vessel purpose-built for the offshore wind O&M market to serve turbines with a total height of 132 meters in the deepest waters; key clients participated in the vessel design process
- Highly specialised vessel suitable for turbines of up to 6MW and has service capability of around 58% of turbines currently installed in Europe owing to (i) large cargo capacity and deck space, (ii) ~100 metres lifting height and 400 tonnes lifting capacity, (iii) high vessel and jacking speed for efficient operations, (iv) ability to operate at water depths of up to 45 metres
- First jacking operation performed in March 2015 and the vessel is expected to operate on framework agreements with RWE, SSE, Vattenfall and other tenders attained in 2023
- Underwent five-year classification in end-2019 at a cost of EUR 2m and two week off-hire period
- Total construction cost of EUR 75m (excluding financing costs of EUR 8 m)

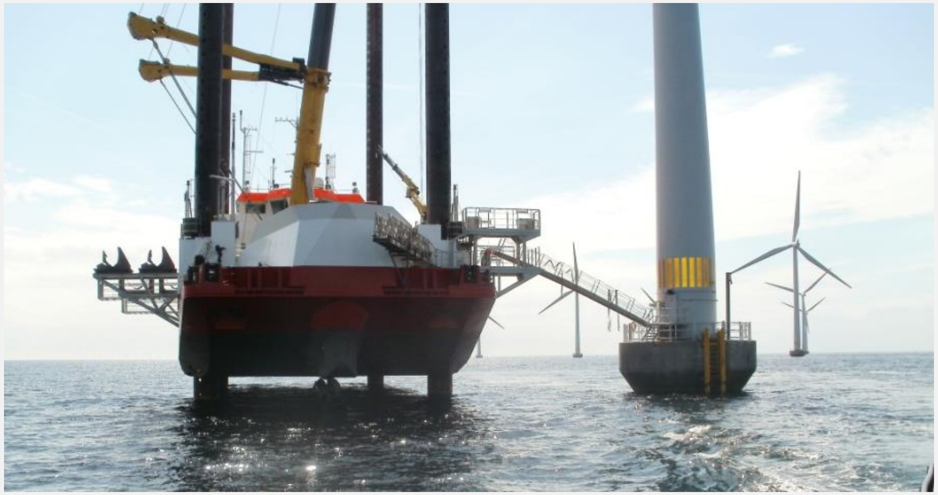
Key technical specifications	
Flag state	Denmark
Vessel length	80 m
Vessel breadth	32 m
Jacking speed	Up to 15 m/s
Transit speed	9 knots
Accommodation	39 single cabins
Deadweight/payload	1,760 t
Main deck area	1,000 m^2
Main crane	Liebherr BOS 14000
Main crane boom length	87 m
Lifting capacity	400 tonnes @ 20m radius @ 96m height
Jacking operations - max water depth	45 m

Source: ZITON.

WIND – overview, specifications and utilization

Overview

- WIND was built dye Damen Shipyard in 1996, acquired by ZITON in 2007 and has undertaken more than 500 major component replacements, making WIND the most experienced most experienced O&M jack-up vessel in the market today
- Previously operated under various long-term contracts and during 2023, the vessel is expected to operate on framework agreements with RWE, Vattenfall, Ørsted and other tenders attained
- Operates on turbines with a total height of 106 metres situated in water depths of up to 30 metres; accounts for the nearly half of all turbines currently in operation
- Conducted two scheduled upgrades in 2010 and 2011 and a five-year classification renewal at the beginning of 2016
- Underwent five year classification in June 2022 at a total cost of EUR 1.6m and a off-hire period of approximately six weeks



Key technical specifications	
Flag state	Denmark
Vessel length	55 m
Vessel breadth	18 m
Jacking speed	Up to 10 m/s
Transit speed	6 knots
Accommodation	31 single cabins
Deadweight/payload	220 t
Main deck area	430 m^2
Main crane	Liebherr BOS 11200
Main crane boom length	110 m
Lifting capacity	40 tonnes @ 20m radius @ 110m height
Jacking operations - max water depth	30 m

Source: ZITON.

PIONEER – overview, specifications and utilization

Overview

- ZITON acquired PIONEER in 2012 at a total purchase and construction costs of EUR 51m
  - Undergone major conversion and upgrades at Orskov Yard in Frederikshavn, Denmark; conversion completed in August 2015 and the vessel has been operating since October 2015
- Designed specifically for shallow water locations and challenging seabed profiles to meet customers' demand and complement the fleet composition
  - Operates on turbines with a total height of 107 metres in water depths of up to 35 metres
- Currently operating under framework agreements with MHI Vestas, Ørsted and Vattenfall as well as on a spot basis
- Underwent five-year classification in June 2020 at a cost of EUR 1.6m and an off-hire period of approximately six weeks

Key technical specifications	
Flag state	Denmark
Vessel length	56 m
Vessel breadth	28 m
Jacking speed	Up to 15 m/s
Transit speed	5 knots (towed)
Accommodation	34 single cabins
Deadweight/payload	650 t
Main deck area	Approx. 550 m^2
Main crane	Liebherr BOS 7500
Main crane boom length	78 m
Lifting capacity	150 tonnes @ 19m radius @ 78m height
Jacking operations - max water depth	35 m

Source: ZITON.

ZITON

Comprehensive HSEQ strategy

Safety is a cornerstone of ZITON's day-to-day operations

SAFETY INITIATIVES IN 2022

870 TOOLBOX TALKS
Crew discussions that focuses on evaluating potential safety risks prior to an assignment

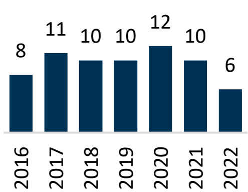
374 SAFETY OBSERVATION CARDS
Allows all employees to highlight good safety performance as well as suggestions for improvement

281 EMERGENCY DRILLS
More drills performed than required by SOLAS, covering several hazardous scenarios

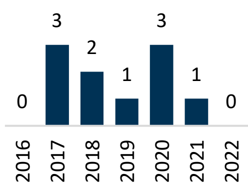
9 SAFETY FLASHES
Disseminates information on incidents and potential hazards to all employees

- ZITON strives for operational excellence across all lines of its operations and has defined policies and guidelines for how to best tackle HSEQ-related questions
- Management deems that the implementation of these measures have effectively mitigated the Group's HSEQ risk exposure
- The Group's HSEQ-system has been certified by Bureau Veritas to satisfy the requirements of the ISM Code /MLC 2006 and multiple ISO-standards
  - All certifications are voluntary albeit applied in order to strengthen the Group's safety and quality standards
- Management diligently monitors established procedures for operations and projects across all vessels and carefully reviews the monthly HSEQ report
- The monthly HSEQ report includes reporting on +20 categories of incidents and are consistent with the Oil Companies International Marine Forum's Marine Injury

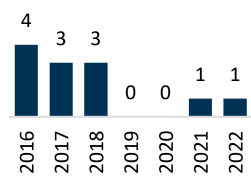
Near-miss report
(# of incidents)



Medical treatment causes
(# of incidents)



Lost-time injury frequency (LTIF)
(# of incidents / mm. of exposure hours)



A holistic perspective to sustainability

CO2 emissions per intervention
(2018-2022 average)

100 tonnes/ intervention

- ZITON maintains a DNV-GL-certified SEEMP plan to optimise fuel consumption and energy consumption
- CO_2 and SO_x emissions are monitored in accordance with the BIMCO Shipping KPI system
- In 2022, ZITON's CO2 emissions per intervention increased by 23% mainly driven by higher activity level for the company's larger vessels used for increased turbine sizes

Absenteeism ratio
(2018-2022 average)

1.6%

- Working offshore is a demanding occupation with uneven working hours (four weeks on duty and four weeks off)
- ZITON maintains a policy of offering solid working conditions and pay for its crews, including e.g. healthy, balanced diets and access to a well-equipped fitness centres
- As a result of emphasising employee satisfaction, ZITON has been able to maintain a low average absenteeism ratio historically

Officer retention rate
(2018-2022 average)

97.5%

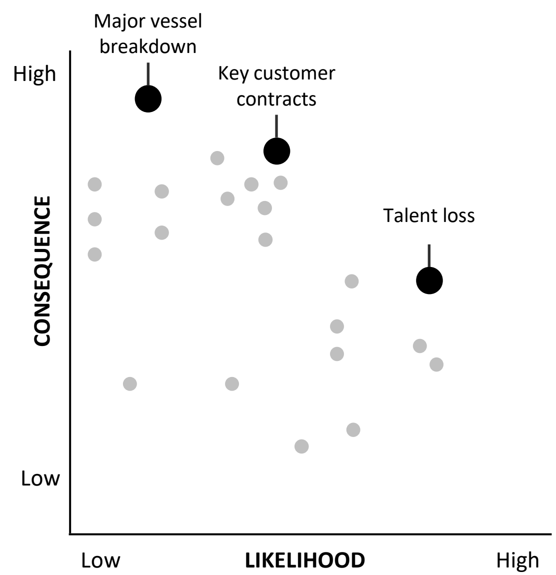
- Having the objective of both avoiding incidents and maintaining a quality service execution, ZITON is dependent on retaining experienced officers who create a good working culture
- Historically, ZITON has successfully maintained a high officer retention rate, mainly by facilitating good working conditions
- ZITON applies the BIMCO shipping KPI system to monitor and follow up officer retention

Source: ZITON.

Rigorous approach to risk management

Risk management process

Risk heat map



Commentary

- ZITON's assessment process is anchored in the Executive Management team, which regularly reviews the process of risk identification, analysis, evaluation and considers which steps should be taken
- Structured risk assessment using a risk heat map, as illustrated to the left, and monitoring of project risks ahead of project initiation
  - Risk is defined as the combination of the likelihood of an event occurring and its consequences, i.e., EBITDA or cash flow impact
  - Higher risk assumed for turnkey solutions than regular interventions, which are then priced accordingly
- Risks beyond the dotted red line are assessed to be the most significant risks to which ZITON is exposed
  - **Major vessel breakdown** is mitigated through insurance against total vessel loss and preventive maintenance on mechanical vessel parts
  - **Key customer contract** risks are mitigated by providing, e.g., turnkey solutions, a diverse vessel fleet and experienced crews
  - **Talent loss** is mitigated through succession planning to ensure availability of qualified replacement personnel

An effective risk management process enables ZITON to identify and evaluate risks at an early stage and actively manage them by executing on established mitigation procedures

Source: ZITON.

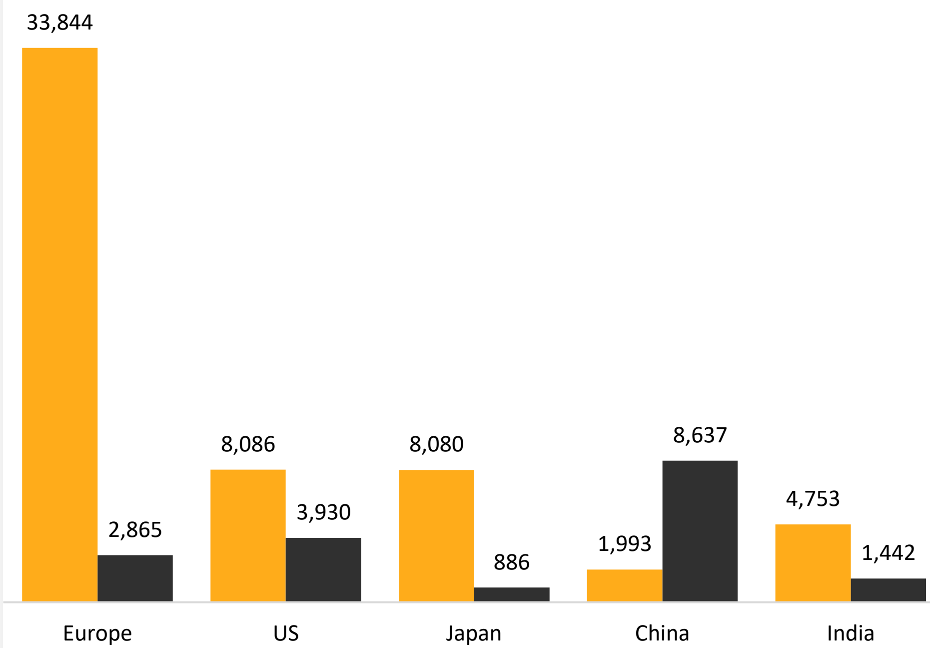
European offshore wind displays significant untapped potential

A large share of Europe's technical potential is located near-shore

European near-shore technical potential (<60km from shore)

Offshore wind could supply more than +11x European demand

Demanded electricity volume vs. offshore wind technical potential (TWh)



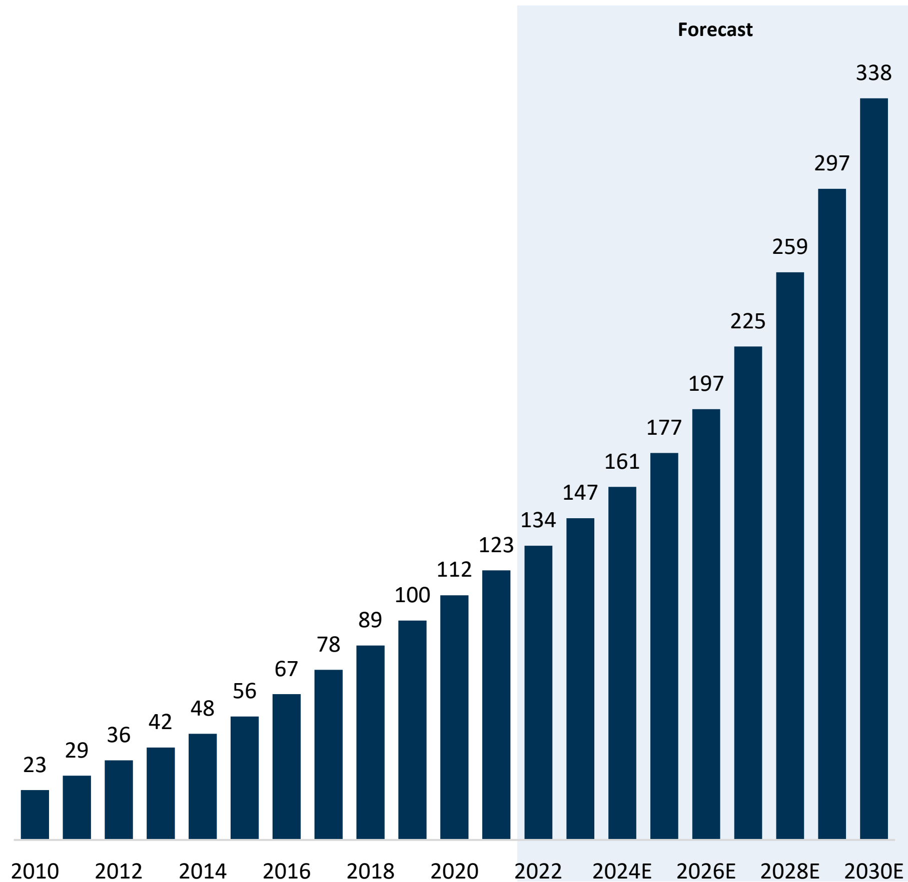
- The technical potential of offshore wind in Europe is estimated to ~34,000 TWh[1]; exceeding the total electricity demand[2] by a factor of more than eleven
  - Countries bordering the North Sea and the Baltic Sea (e.g. Norway, Iceland, UK, France, Denmark, Netherlands and Germany) account for two thirds of the total potential
- More than 1,300 TWh of the technical potential is deemed easily accessible as it its located in shallow waters (10-60m) that are close to shore (<60km)
- The European North Sea-Wind Power Hub, aimed at connecting multiple wind-farms in a hub-and-spoke configuration, is expected to be launched by 2030

Source: IEA, updated October 2022. Source electricity consumption: Statista, Enerdata, Global data. Energy consumption per: Europe (2021), US (2021), Japan (2020), China (2022) and India (2021)
Notes: 1) Including both near- and far-shore 2) 2021 levels for Europe.

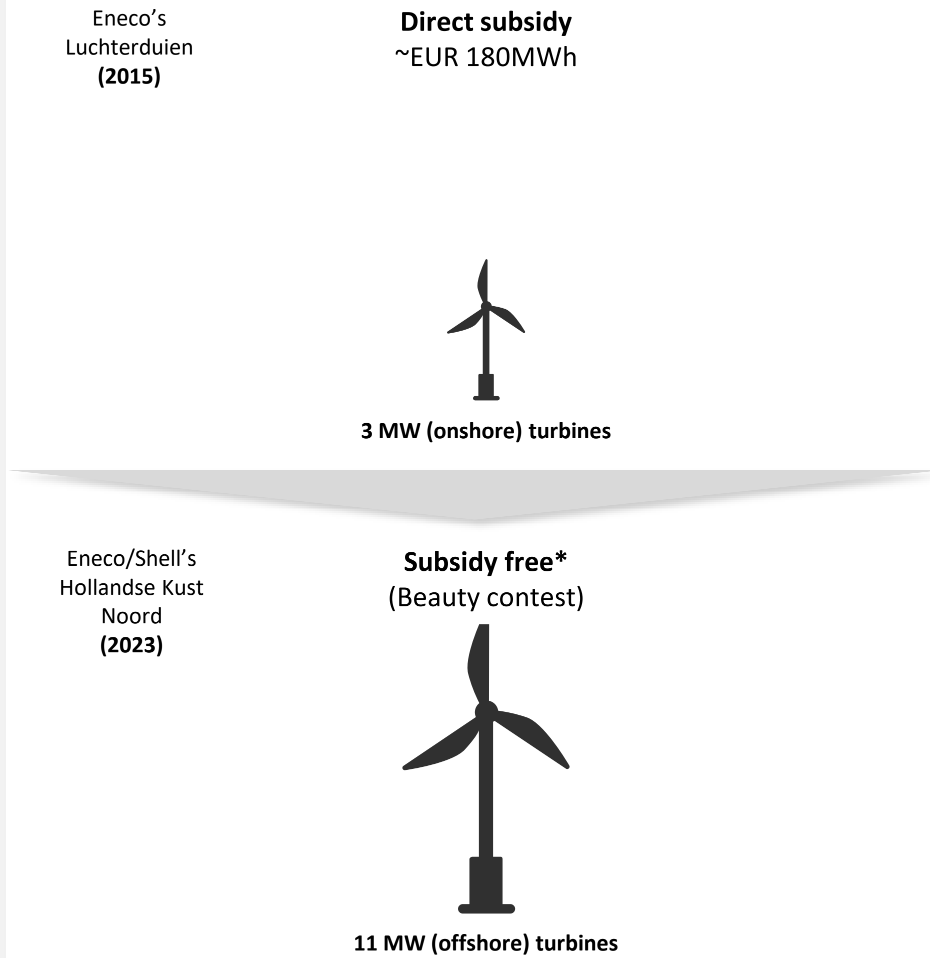
Investments have accelerated on the back of lower financing costs and scale…

Increasing investment in European offshore wind

Cumulative annual investments, European offshore wind (2010-30e, EURbn)



Scale driven cost reductions making offshore wind increasingly attractive

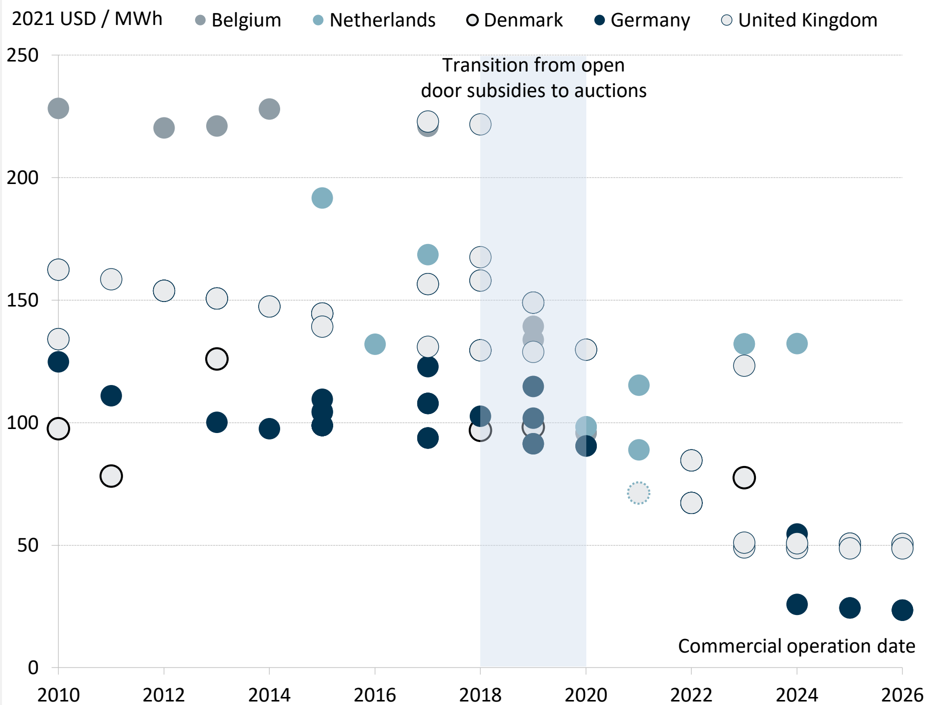


**Dutch auctions excludes transmission scope. There are also a general (small) SDE+ subsidies. Shell/Eneco awarded project against spending*
Source: 4c and Pareto Securities Equity Research

… helping bring down offshore wind LCOE to competitive levels

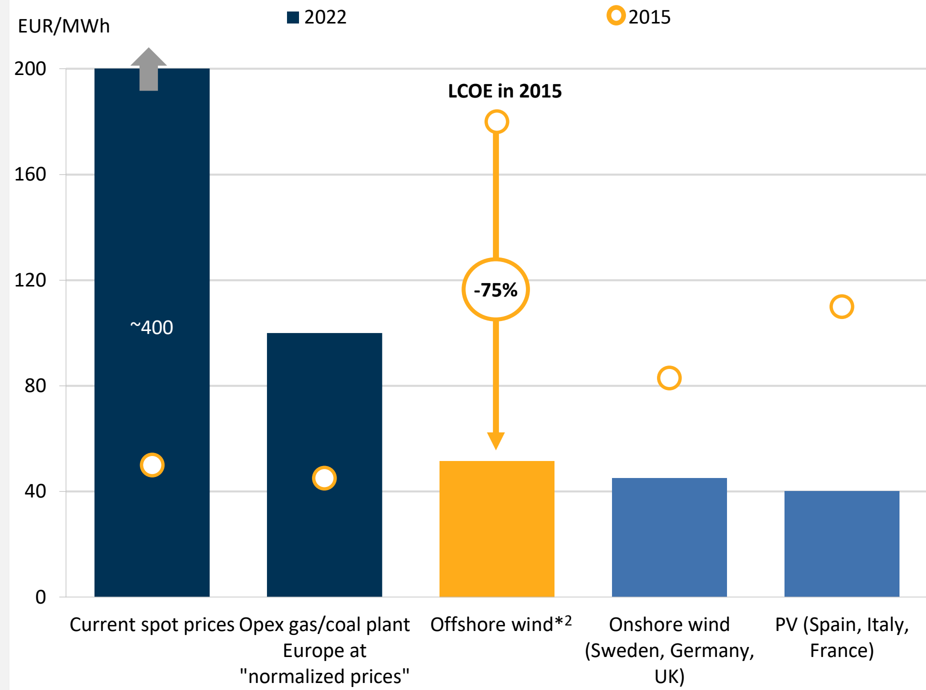
Offshore levelized tariffs have halved in a decade and are falling further

Offshore wind levelized tariffs per project, USD/MWh



Costs on par with onshore in mature markets

All-in cost of electricity (LCoE) offshore wind vs. other sources



- The introduction of dedicated offshore wind turbines which are growing progressively larger has been a key driver in bringing down the LCOE
  - Aggregate levelized tariffs have been falling significantly, and are ~USD 50/MWh for projects scheduled for operation in 2024 and onwards
  - Germany and Netherlands held subsidy free auctions in 2017/18[1]
- The cost of offshore wind is now closing in on significantly on onshore wind and solar; recent auction rounds have seen LCOEs as low as ~USD 50/MWh

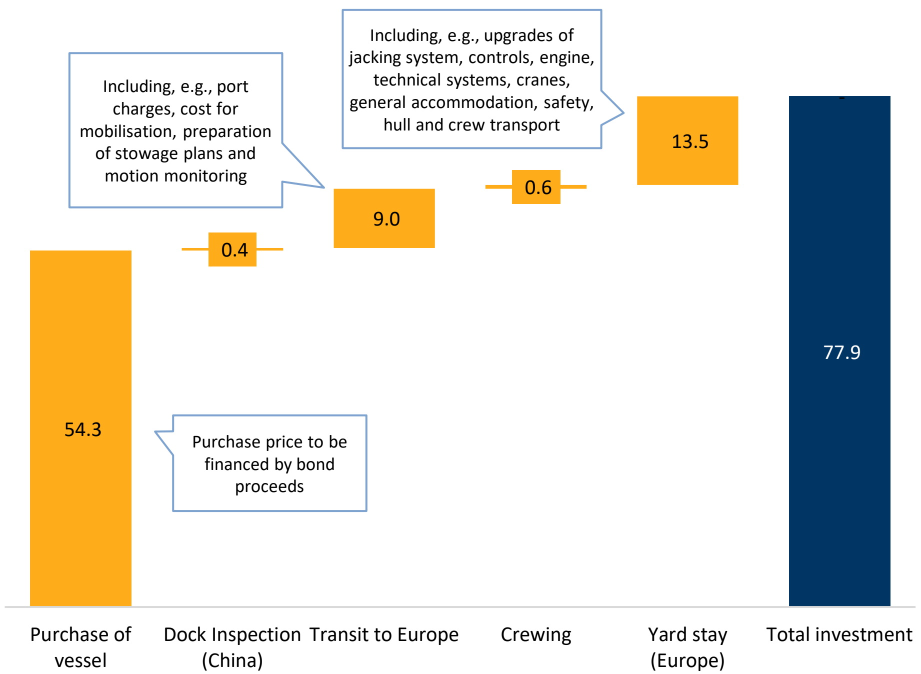
Source: Pareto Securities Equity Research, as of December 2022
*Notes: 1) Transmission cost covered. 2) *Bottom fixed, incl transmission. 12MW turbine, 1GW ~100km from shore (HVDC transmission), ~10m/s, 5% WACC.*

ZITON

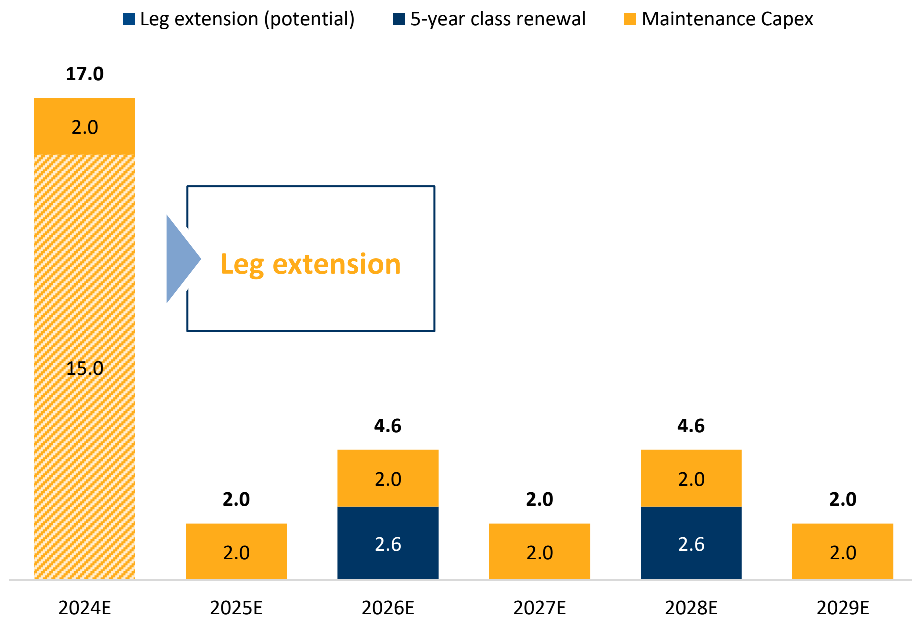
Estimated capex related to the ENTERPRISE II purchase

Majority of investments incurred immediately following the acquisition of ENTERPRISE II

Estimated up-front Capex for the ENTERPRISE II acquisition in 2023, EURm



Forecasted Capex for the ENTERPRISE vessels between 2024-2029, EURm

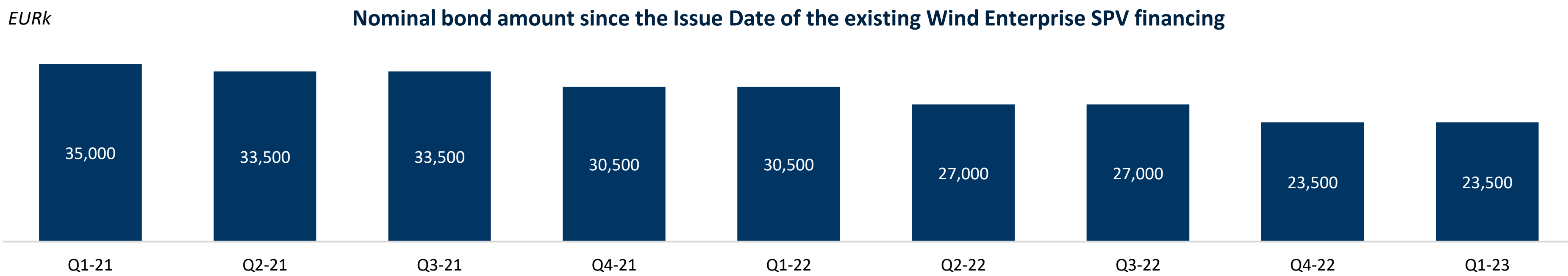


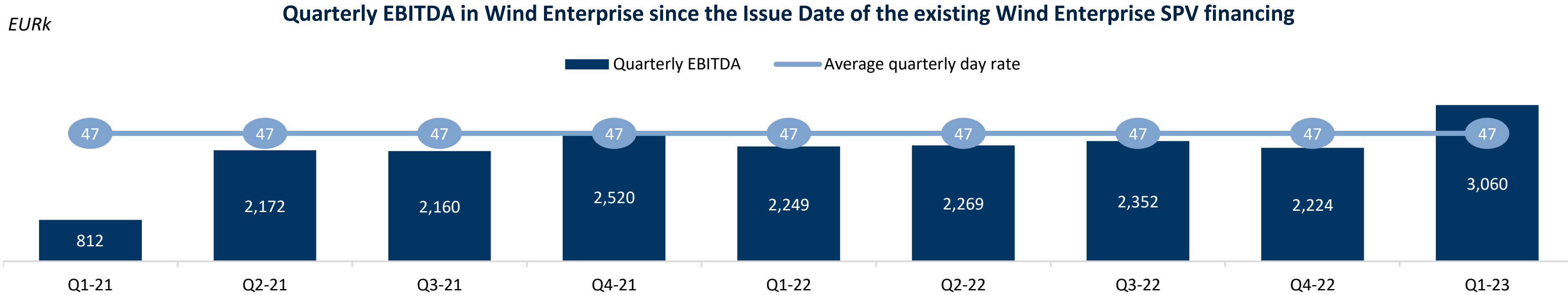
- Prior to the commencement of the new Siemens Gamesa Contract, ENTERPRISE II will be transported back to Europe and upgraded to a similar condition as ENTERPRISE, a process expected to take approximately 6 months in total
  - The total consideration for ENTERPRISE II is EUR 77.9m, divided between a purchase price of EUR 54.3m, dock inspection of EUR 0.4m, transit of EUR 9.0m, crewing of EUR 0.6m and yard stay of EUR 13.5m
  - ZITON will carry out all maintenance CAPEX on the vessels, expected to amount to EUR 2,000k per year except for 2026 and 2028 when classification capex of an additional 2,600k will be recorded

Source: ZITON.

Strong performance from ENTERPRISE in W-E

Overview of nominal bond amount in W-E and EBITDA development in the Wind Enterprise SPV





Highly stable EBITDA and strong deleveraging capacity as a result of stable time charter day rate, cost coverage related to major opex-related items and utilization constantly being above 90%

Source: ZITON.

ESG Questionnaire (1/7)

General Industry	**Please list the industry's three biggest sustainability (ESG)-related challenges and briefly describe the process for identifying these challenges.** As a European company, the EU Taxonomy Corporate Sustainability Reporting Directive ("**CSRD**") dictates the framework for how to report and comply with ESG. Therefore, ESG challenges faced by the industry will take the outset in EU Taxonomy CRSD. 1. The biggest challenge faced by the offshore vessel industry relates to the consumption of fossil fuels in vessel operations. On a short-term basis, alternatives to fossil fuels are limited with forecasts estimating that alternative fuels, including eMethanol, eAmonia etc., will not be commercially available until the late 2030s. Meanwhile, the industry focuses on how to improve energy efficiency to reduce the consumption of bunkers. ZITON emits approximately 20 tonnes of CO2 each year from vessel operations. These emissions are continuously tracked through the vessels' operational systems and ZITON's internal business intelligence tool. 2. Because the maritime industry is heavily represented by men, increasing the share of female employees is an important long-term ambition. In general, the industry is supportive of this ambition, but the challenge to recruit women remains due to the limited number of female applicants. 3. The industry currently experiences ambiguity regarding how to report CO2e emissions from vessel operations in terms of, e.g., Scope 1 or 3, due to a lack of reporting standards. Depending on the contract type, one can argue that either Scope 3 (ZITON's customers) Scope 1 (ZITON) should be tracked. **Does ZITON have a Science Based Target, report to the CDP or engage in any similar sustainability initiatives?** ZITON does not yet have a Science Based Target as this has not yet been developed for the offshore vessel industry. ZITON has the ambition to have its initiatives assessed through SBTi once possible. Based on request from its customers, ZITON reports certain information through CDP. **Have you conducted any preliminary assessments of your company in relation to the EU Taxonomy? If so, what was the outcome?** Yes. Within the last year, ZITON has mapped and identified which data and information is available to be able to report in compliance with the EU Taxonomy. Based on current drafted CSRD ESRS, ZITON can report on >50% of the requested information and is seeking to continuously improve this number until 2026, the Group's first year of reporting. Once the final ESRS is available in June 2023, ZITON assesses that the share of data and information available will significantly improve as the ESRS is expected to be adjusted and more focused leaving out information that is not generic and therefore useable for cross-sector comparison. Furthermore, ZITON has mapped which data and information is not currently available and developed a plan for how and when to have such data available to ensure full compliance by 2026.
E **Environment**	**Please list the firm's three primary risks related to climate change and if any, the firm's climate-related opportunities.** • The primary climate change risk for ZITONs operation of vessels is the potential increase in extreme weather events such as wind speeds, significant wave heights and lightning. • Crane operation is heavily dependent on low wind speeds; with an increase in days with high wind speeds, the vessels will experience less operational days resulting in more down-time. • The harsher weather brought by increased waves will also reduce the operational days and generally impact the conditions of the vessels, in turn requiring increased maintenance. • With the increase in extreme weather events, it is also assessed that more days with lightning will occur which also impact the days of operation as operation is not possible during lightning. ZITON operates within the offshore wind industry. Offshore wind is expected to play an important role in the transition towards a low-carbon and climate-resilient economy. For ZITON, the offshore wind industry provides important climate-related opportunities for growth as the number of turbines installed in northern Europe is expected to continue to increase in the foreseeable future. In addition, as the offshore wind industry becomes increasingly global, it will provide opportunities for ZITON to expand its global presence. Operating vessels involves fuel consumption. However, ZITON's vessels are generally lighter and smaller than their installation counterparts. Thus, the Group's fleet enables customers to select the vessel that provides the industry's lowest carbon footprint.

Source: ZITON.

ESG Questionnaire (2/7)

E

Environment

Does the firm anticipate any climate-related investments, and if so to what extent?
While the industry awaits alternative fuels to fossil fuels, focus remains on energy efficiency; ZITON has identified the following initiatives and investment opportunities:

Initiative: Fit-for-Purpose

Ambition	To reduce emission intensity per MW repaired by changing the customer's mindset from chartering a specific asset to a solution service which is not asset specific but job specific. This would allow us to utilize the right vessels for the job and thereby reduce emissions and costs.
Targets	
2023:	To implement of fit-for-purpose solutions in existing contracts
2024:	To have SBTi verification of initiative
2030:	To reduce emissions reduction with 2%
Progress	
2022:	Initiative initiated
Governance	**Environmental Steering Commitee**
UN SDGs	

Initiative: Hybrid Engines

Ambition	To install battery containers on ZITON's vessels above 5,000 GT to allow for reduced utilization of the diesel electric engines and thereby improve energy efficiency and reduce emissions.
Targets	
2023-2027:	To install battery containers on vessels above 5,000 GT
2024:	To have SBTi verification of initiative
2030:	To recude emissions per vessel with these batteries with 15-20%
Progress	
2022:	Due diligence of solution and acknowledgement of potential for vessels above 5,000 GT
Governance	**Environmental Steering Commitee**
UN SDGs	

Initiative: Drop-in Fuels

Ambition	To gradually increase the use of biofuels in the fuel mix towards 2030 to reduce the consumption of fossil fuels and thereby reduce emissions.
Targets	
2024:	To have SBTi verification of initiative
2023-2025:	To add 2-3% of biofuel in the fuel mix of vessels below 5,000 GT
2026-2030:	To add 4-7% of biofuel in the fuel mix of vessels above 5,000 GT
Progress	
Governance	**Environmental Steering Commitee**
UN SDGs	

Initiative: Bunker Capacity Increase

Ambition	To improve operational efficiency by increasing the bunker capacity, and thereby to reduce emissions per MW repaired by reducing transits and thereby bunker consumption and emissions.
Targets	
2023:	Installation of additional bunker capacity on WIND ENTERPRISE
2023-2025:	To optimize operational planning to reduce emissions by 8-12%
2024:	The have SBTi verification of initiative
Progress	
Governance	**Environmental Steering Commitee**
UN SDGs	

Circular Economy: how are purchases and waste managed? If the firm rely on any scarce resources, please describe what efforts are made to mitigate the risk of those resources becoming scarcer in the future, e.g., recycling, reusing substitutes or improved resource efficiency?
As a shipping company, circularity and waste management is part of the operational standards and regulations the Group must follow.

ZITON constantly focuses on how to improve its circularity and waste management. Therefore, in 2022, the Group's vessel WIND ENTERPRISE has been upgraded with an independent freshwater generation system to improve circularity and reduce the need for external fresh water.

On all its vessels, generated waste is weighted allowing ZITON to measure waste generation and analyse measures to reduce and reuse.

Additional initiatives for circularity and waste management are being assessed to understand on what areas the Group should focus going forward.

Source: ZITON.

ESG Questionnaire (3/7)

E

Environment

Transition-related risks (for example changed customer preferences or legislation): Do you anticipate any risks or opportunities due to the transition to a carbon-neutral society? Is there any risk of the firm's offer being negatively affected? If yes, how has the firm positioned itself to handle that risk?
Being part of the offshore wind industry, with great build-out plans and political support, ZITON does not foresee any current risks that could impact the Group due to the transition to a carbon-neutral society. All vessels are diesel-electric, making them compatible with the next generation of fossil-free and green fuels.

Instead, ZITON sees great opportunities being part of an industry that is politically supported to significantly expand in the next decades.

Please disclose your Scope 1, 2 & 3 GHG emissions. If not available, do you have a time plan for when to start reporting?

- Scope 1: 18.328 CO2e (mainly driven by vessel bunker consumption)
- Scope 2: 9,14 CO2e
- Scope 3: 149,81 CO2e

Have you set a target to become carbon neutral? If so, how have you defined carbon neutrality?
As a member of Danish shipping, ZITON shares the ambition to become climate neutral by 2050. ZITON further has an ambition of achieving climate neutrality by 2045. With climate neutrality, the Group aims to reduce GHG emissions to the greatest possible extent and compensate for the remaining emissions that cannot be circumvented.

Please list the firm's (1-2) primary means of making a positive environmental impact or minimizing negative environmental impact. Please list the corresponding most relevant UN Sustainable Development Goals. What proportion of sales can be directly linked to selected UN SDGs?
ZITON's main purpose is to replace defective main components on offshore wind turbines to enable their continued production of renewable energy as quickly as possible. This positive environmental impact supports the UN Sustainability Goal 7.2 by 2030, increasing substantially the share of renewable energy in the global energy mix.

As ZITON's bunker, consumption and thereby CO2 emissions constitute the Group's primary negative environmental impact, focusing on initiatives that have the potential to reduce and eliminate such emissions. The corresponding UN Sustainable Development Goals are 7, 13 and 14.

- UN SDG 7.3 - double the global rate of improvement in energy efficiency by 2030.
- UN SDG 13.1 – strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries.
- UN SDG 14.3 - Minimize and address the impacts of ocean acidification, including through enhanced scientific cooperation at all levels.
- UN SDG 14.3 - Minimize and address the impacts of ocean acidification, including through enhanced scientific cooperation at all levels.

All of ZITON's sales activities are supporting the abovementioned UN Sustainable Development Goals.

Source: ZITON.

ESG Questionnaire (4/7)

S

Social

Does the firm have a history of accidents? If so, how have these been managed? Are there any preventive measures, such as policies?
ZITON's high safety conditions are reflected in low numbers of near-miss reports, medical treatment cases and lost-time injuries.

	2018	2019	2020	2021	2022
Near miss reports *(Number of reports)*	13	14	13	12	9
Medical treatment cases *(Number of cases)*	2	1	2	1	0
Lost-time injuries (LTIs) *(Number of injuries)*	1	0	0	1	1
Lost-time injury frequency (LTIF) *(Number of injuries / exposure hours * 1,000,000)*	2.9	0.0	0.0	1.7	1.8

ZITON is certified by Bureau Veritas according to the standards ISO14001:2015, ISO45001:2018 and ISO9001:2015, ISM Document of Compliance (DoC) is issued by Det Norske Veritas (DNV).

The ZITON Safety Management System (SMS) is a structured and documented system enabling the Group's personnel to effectively implement its safety and environmental protection policies. The SMS ensures that all ZITON's vessels are operated safely and in compliance with mandatory safety rules and regulations, company policies and follow the codes, guidelines and standards recommended by IMO, classification societies and concerned maritime organizations. The health and safety of its employees is ZITON's number one priority.

If applicable, please state your targets for gender and cultural equality and indicate the relative split of men/women at every level of the firm, particularly the Board of Directors and management team.

REPRESENTATION OF THE UNDERREPRESENTED GENDER

	2018	2019	2020	2021	2022
Diversity at board of directors level (Board members of underrepresented gender to board members)	0 of 6	0 of 6	0 of 7	0 of 6	0 of 4
Diversity at management level (Managers of underrepresented gender to total managers)	0 of 5	0 of 5	0 of 5	0 of 5	0 of 5
Diversity at officer level (Officers of underrepresented gender to total officers)	0 of 53	0 of 62	0 of 71	2 of 78	1 of 77

ZITON aims to employ the best candidates, whose qualifications must always be the decisive factor in external and internal recruitment processes. Nominations for the Board of Directors are based on an evaluation of factors such as competence, diversity, independence, and prior performance. Each major shareholder independently appoints members of the Board, and none of them have identified a representative of the underrepresented gender with the qualifications required to represent them.

The Board of Directors has set targets for the representation of the underrepresented gender on the Board of Directors and has drawn up a policy for increasing the representation of the underrepresented gender at other management levels. The target is for an increase from 0% to 29% (2 out of 7).

ESG Questionnaire (5/7)

S Social	The measurement period runs from the annual general meeting held in April 2017 to the annual general meeting to be held in April 2024. It is ZITON's ambition to increase diversity at all management levels by providing equal opportunities for men and women. ZITON sets targets for gender diversity at all management levels and seeks to have both genders represented as candidates in all recruitment processes. ZITON has not been able to increase the proportion of women at management levels, as ZITON at the end of 2022 only had one officer employed at the vessel crew compared to two the year before. In general, men are over-represented in the offshore wind and shipping industries. Nevertheless, as the offshore wind industry is expected to show considerable growth during the coming decades, it will become increasingly important to be able to recruit female officers and young officers. ZITON is planning a campaign showing the diversity in employment at ZITON and that it is possible to maintain a good work-life balance despite uncommon working hours with four weeks on the vessels followed by four weeks at home. In addition, ZITON is planning to recruit more people directly after they have completed their education and offer onboard training for young people considering offshore wind as a career path. **Does the company conduct any other community engagement activities aside from those directly connected to the business?** No. **How often does the firm conduct audits of its suppliers, and how often do you discover incidents not compliant with your code of conduct?** ZITON does not conduct audits of its suppliers. As part of its EU Taxonomy compliance assessment before 2026, this is an area for further investigation.
G Governance	**Do all staff members receive continuing education on anti-corruption?** No. **Is there an external whistle-blower function?** Yes. **Are there any ongoing or historical incidents involving corruption, cartels, or any other unethical business conduct?** No. **Have any preventive measures been taken?** Operating with integrity is fundamental to securing good cooperation with ZITON's stakeholders. ZITON maintains an anti-bribery and anti-corruption policy. The Group aims to conduct its business in a lawful and ethical manner with integrity toward its stakeholders. The Group enforces this policy mainly by having management promote ZITON's values across the organisation. As part of its internal control processes, ZITON requires receipts for all costs consumed and all costs must be approved by a superior to the person consuming the costs. **Please state the firm's business tax residence (i.e., where the firm pays tax) and explain why that specific tax residence was chosen.** As a Danish shipping company with HQ in Denmark and primarily Danish crew, ZITON finds it natural having its vessels registered under Danish flag with tax residence in Denmark. The majority of Group income is subject to local tonnage tax schemes where the taxable income is calculated on the tonnage deployed during the year and not the actual profits generated. Taxable income related to other activities is taxed according to the normal corporate income tax rules and at the standard corporate income tax rate. ZITON A/S and its Danish subsidiaries are subject to compulsory joint taxation with Zappy Topco ApS and its Danish controlled enterprises. Zappy Topco ApS (business reg. no. 43520636) is the administration company in the joint taxation and settles all payments of corporation tax due by the joint taxed enterprises with the tax authorities. In accordance with the Danish rules on joint taxation, ZITON A/S and its Danish subsidiaries are liable for their own corporate tax due and are only subsidiary and pro rata liable for the corporation tax liabilities towards the Danish tax authorities for all other enterprises that are part of the Danish joint taxation.

Source: ZITON.

ESG Questionnaire (6/7)

G

Governance

How many independent members sits on the Board of Directors?
1/5 of ZITON's board members are currently independent.

Please state if and to what extent, the company has transactions with related parties.
Please see ZITON's 2022 annual report, p. 111, for additional details.

Which KPIs dictate the renumeration to management (are sustainability and diversity goals included)?
The renumeration KPI is currently EBITDA. With the outset in its development of EU taxonomy-compliant sustainability reporting, it will be assessed to what extent sustainability and diversity goals should be included.

Describe the company's process for monitoring and reporting ESG issues and performance to senior management/the Board. In your response, please confirm what KPIs are monitored (if any) and how frequently reporting is undertaken.
Please see KPIs monitored and outlined in the 2022 annual report, p. 61-63; the board of directors reviews KPIs on a semi-annually basis.

To ensure sustainability becomes integrated into its processes and decision-making processes across all levels of the organisation, ZITON's has introduced an ESG governance structure. ZITON targets to ensure that all levels of the organisation contribute to the continuous improvement of its sustainability efforts as a natural part of their daily work. The steering committee is separated into three areas focusing on (i) environmental, (ii) social and (iii) governance subjects separately with the relevant stakeholders. The steering committee presents progress and proposes adjustments and further initiatives for management team approval.

ESG Questionnaire (7/7)

G

Governance

Environment

Commitment

We will do out utmost to decarbonize our company:

By active involvement and participation we will closely follow technologies and learnings that can be implemented to ensure a more sustainable operation. Technologies and alternative fuels available on the market will be offered to our customers to help them decarbonize their operations.

Strategic targets

2025:	Compliance with EU Taxonomy reporting standards
2025:	Initiative offering supporting customer reduction targets
2025-2027:	Compliance with EU MRV and EU ETS
2030:	Able to offer 10-15% reduction of emissions to our customers
2030:	Aligned with SBTi 1.5-degree pathway
2045:	Net-zero emission from our operation

UN SDGs

7, 13, 14

Social

Commitment

We will ensure a safe and inspiring environment with equal rights for everyone:

To attract the most qualified individuals we will ensure a safe and inspiring environment with equal rights for everyone. Through recognitions and opportunities for personal development in a flexible and flat organizational hierarchy we support our employees to explore and develop their talent.

Strategic targets

2024:	Yearly employee surveys
2025:	Compliance with EU Taxonomy reporting standards

UN SDGs

3, 5, 8, 10

Governance

Commitment

We ensure responsible business and compliance with laws and regulations:

Through our governance structure and policies we ensure that ZITON operates sustainable and in compliance with given laws and regulations.

Strategic targets

2025:	Compliance with EU Taxonomy reporting standards
2025:	Bi-yearly stakeholder Double Materiality assessment surveys
2025:	Yearly trainings in compliance with ZITON Code of Conduct

UN SDGs

16

Have you signed a Union agreement?
Through Danish shipping, the Group has a union agreement for its seafarers with Dansk Metal. All of ZITON's administrative personnel are hired on individual contracts.

Source: ZITON.


ZITON
FANØLINJEN