

Denne melding til obligasjonseierne er kun utarbeidet på engelsk. For informasjon vennligst kontakt Nordic Trustee AS

To the bondholders in:

ISIN NO 001 068383.2 8.875 per cent Latina Offshore Limited Senior Secured Callable Bond
Issue 2013/2018

Oslo, 10 January 2018

Notice of a summons for a Written Bondholders' Resolution

Nordic Trustee AS (the "**Bond Trustee**") acts as trustee for the bondholders (the "**Bondholders**") in the above mentioned bond issue (the "**Bonds**" or the "**Bond Issue**") issued by Latina Offshore Limited as issuer (the "**Company**" or the "**Issuer**").

Unless otherwise stated, capitalised terms used herein shall have the meaning assigned to them in the bond agreement originally entered into on 3 July 2013, as amended and restated on 11 October 2013 and further amended on 5 September 2016 and as amended and restated on 10 October 2017 (the "**Bond Agreement**").

The Issuer has requested that the Bond Trustee issue this request for a written Bondholders' resolution pursuant to Clause 16.5 (*Written Resolution*) of the Bond Agreement to consider approval of the Proposed Resolution (as defined below).

The information in this notice regarding the Issuer and the described transactions is provided by the Issuer, and the Bond Trustee expressly disclaims all liability whatsoever related to such information.

1 BACKGROUND

On 3 January 2018 the Issuer was due to:

- (i) pay interest on the Outstanding Bonds in the amount of USD13,589,843.80 in accordance with Clause 9.1 of the Bond Agreement (the "**January 2018 Interest Payment**"); and
- (ii) repay Outstanding Bonds in the amount of USD15,000,000.00 in accordance with Clause 10.1.1 (i) of the Bond Agreement (the "**January 2018 Instalment**").

In a notice of a summons for a written bondholders' resolution dated 21 December 2017 (the "**Original Proposal**"), the Issuer requested certain deferrals of the January 2018 Interest Payment and the January 2018 Instalment, as further described therein. Since distribution of the notice, the Issuer has been in discussions with Bondholder representatives and reached agreement on a revised proposal as set forth herein.

By way of additional background for the new proposal, the consolidated cash of the Issuer and the Rig Owners will be, after transfer from the Parent Earnings Account to the Issuer, approximately USD 8,600,000 (excluding the amount of USD 5,000,000 standing on the Minimum Liquidity Account). As part of the revised Proposed Resolution (as defined in section 3 below), the Issuer will use these funds

(USD 8,600,000) as part payment of the January 2018 Interest Payment, such payment instruction to be given soon as possible but no later than 17 January 2018 (with payment to be effectuated on or about three Business Days thereafter according to applicable VPS payment procedures), with the remaining portion of the January 2018 Interest Payment of USD 4,989,843.80 to fall due on 30 January 2018 (the "**January 2018 Interest Payment Postponements**").

As said in the notice of 21 December 2017, the Issuer is in the process of considering alternatives for refinancing of the remaining amount of the Bond Issue prior to the Maturity Date on 3 July 2018. In order to allow some further time for consideration of the refinancing alternatives, the Issuer proposes that the due date for the January 2018 Instalment is postponed until the Maturity Date (the "**January 2018 Instalment Payment Postponement**"), however so that paragraph (ii) of Clause 10.1.1 of the Bond Agreement as part of this shall be amended to include the January 2018 Instalment in the definition of "Deferred Amortizations" (the "**Excess Cash Flow Sweep Amendment**").

2 CANCELLATION OF WRITTEN RESOLUTION

Based on the foregoing, the Issuer hereby withdraws Original Proposal, and requests the Bondholders to adopt the revised resolution set out in section 3 below.

3 PROPOSED RESOLUTION

Based on the above, the Issuer hereby proposes that the Bondholders' makes the following resolution to take effect as a Written Resolution (the "**Proposed Resolution**"):

"The January 2018 Interest Payment Postponement, the January 2018 Instalment Payment Postponement and the Excess Cash Flow Sweep Amendment are hereby approved with immediate effect.

The January 2018 Interest Payment Postponements and the January 2018 Instalment Payment Postponement shall be given effect from 3 January 2018 without any non-payment of the relevant amounts between 3 January 2018 and the date of the effective payment of such amounts does not constitute an Event of Default and/or requiring any default interest to be paid pursuant to Clause 11.4 of the Bond Agreement.

Furthermore:

- (i) the separate claims related to the January 2018 Instalment shall be added back to the principal of the Bonds in the form of PIK Bonds as soon as practically possible following the passing of the Proposed Resolution; and*
- (ii) the separate claims related to the January 2018 Interest will exist at separate claims in the Norwegian Central Securities Depository ("VPS") until paid to the holders thereof at 30 January 2018,*

in each case, with such separate claims to be established and registered in VPS.

No Default Interest shall accrue on the unpaid amounts in the period from the original due date until the date when the effective payment is made.

The Bond Trustee is hereby authorised to prepare, approve, finalise and enter into, execute and/or agree any documentation necessary or advisable in relation to the above, in each case in the absolute discretion of the Bond Trustee."

4 FURTHER INFORMATION

For further questions to the Company, please contact Miguel Ruiz at miguel.ruiz@cplatina.com or + 52 55 41 25 19 25.

For further questions to the Bond Trustee, please contact Morten S. Bredesen at mail@nordictrustee.com or + 47 22 87 94 00.

5 EVALUATION OF THE PROPOSED RESOLUTION

The Proposed Resolution is put forward to the Bondholders without further evaluation or recommendations from the Bond Trustee. Nothing herein shall constitute a recommendation to the Bondholders by any of the Bond Trustee, the Parent or the Issuer or any of their respective advisors. The Bondholders must independently evaluate whether the Proposed Resolution is acceptable and vote accordingly.

The Issuer has informed the Bond Trustee that Bondholders holding more than 2/3 of the Outstanding Bonds has confirmed that they will vote in favour of the Proposed Resolution.

6 WRITTEN BONDHOLDERS' RESOLUTION

Bondholders are hereby provided with a voting request for a Written Resolution pursuant to Clause 16.5 of the Bond Agreement. For the avoidance of doubt, no Bondholders' Meeting will be held.

For a vote to be valid, the Bond Trustee must have received it by post, courier or email to the address indicated in the enclosed form at Schedule 1 (the "**Voting Form**") no later than 17 January 2018 at 13.00 hours (Oslo time) (the "**Voting Deadline**").

Notwithstanding the Voting Deadline, and subject to the provisions of Clause 16.5.6 of the Bond Agreement, the Proposed Resolution will become effective automatically upon receipt of affirmative votes by or on behalf of the Bondholders who at the date of this notice represent such majority of votes as would be required if the Proposed Resolution was voted on at a Bondholders' Meeting (which, for the avoidance of doubt, is 2/3 of the Voting Bonds pursuant to Clause 16.3.5 of the Bond Agreement) at which all Bondholders entitled to attend and vote thereat were present and voting.

Yours sincerely
Nordic Trustee AS



Morten S. Bredesen

Enclosed:

Schedule 1: Voting Form

Written Bondholders' resolution

ISIN: NO 001 068383.2 - 8.875 per cent Latina Offshore Limited Senior Secured Callable Bond Issue 2013/2018

The undersigned holder or authorised person/entity, votes either in favour of or against the Proposed Resolution in the summons dated 10.1.2018.

- ☐ **In favour** of the Proposed Resolution
- ☐ **Against** the Proposed Resolution.

ISIN ISIN NO 001 0683832	Amount of bonds owned
Custodian name	Account number at Custodian
Company	Day time telephone number
	Email

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

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

.....
Place, date

.....
Authorised signature

Return:

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

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

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