

To the shareholders of DOF ASA

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

An extraordinary general meeting in DOF ASA (the "**Company**") will be held at the offices of the Company in:

**Alfabygget, 5392 Storebø, Austevoll**

**19 December 2017 at 1000 hours (CET)**

The general meeting will be opened by the Chair of the Board Helge Møgster.

The Board proposes the following agenda:

1. Election of a person to chair the meeting
2. Approval of the notice and agenda
3. Election of a person to co-sign the minutes
4. Information about the proposed private placement and subsequent offering
5. The private placement
6. The subsequent offering

\* \* \*

The Company is a public limited liability company subject to the Norwegian Public Limited Liability Companies Act. At the time the notice to the general meeting was submitted the Company's share capital was NOK 841,989,589.50, divided into 1,683,979,179 shares, each with a nominal value of NOK 0.50. Each share represents one vote and incidentally carries equal rights.

Pursuant to section 5-11 of the Norwegian Public Limited Liability Companies Act the shareholders have the right to require that alternative proposals are put on the agenda. However, the deadline for exercising this right expires 28 days prior to the date of the general meeting at the latest, and the deadline for such proposals has therefore already expired. Shareholders also have the right to propose resolutions regarding items on the agenda for the general meeting, and to require that the members of the Board of Directors and the CEO at the general meeting provide available information which may have an impact on (i) issues to be decided by the shareholders and (ii) the Company's financial position, including activities in other companies in which the Company has a participating interest and other issues to be considered at the general meeting, unless the information required cannot be provided without causing disproportionate damage to the Company.

If such information is required, a written reply shall be prepared at the latest two weeks before the general meeting. This reply shall be made available to the shareholders at the Company's offices and shall be sent to all shareholders who have requested the information. If the reply must be deemed to

have significant importance for the judgement of issues as mentioned in the foregoing paragraph, the reply shall be sent to all shareholders with a known address.

In accordance with the regulations regarding advance registration in article 7 of the Articles of Association, it is requested that all shareholders who intend to participate in the general meeting (either in person or by proxy) fill in and return the enclosed registration form. Shareholders may also register participation by telephone by calling Margrethe Østervold on telephone: + 47 56181000. The deadline for registration is 15 December 2017. Shareholders who do not register in advance or who do not meet the deadline may be denied access to the general meeting and will not be able to vote for their shares.

For those shareholders who intend to participate in the general meeting by proxy, a power of attorney form with further instructions on use of the form is enclosed. The power of attorney may include instructions regarding voting on the individual items on the agenda.

Registration and power of attorney forms can be sent to the Company e-mail to [management@dof.no](mailto:management@dof.no).

Storebø, 28 November 2017

On behalf of the Board of DOF ASA

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Helge Møgster  
Chairman of the Board  
(sign.)

Overview of appendices to the notice:

Appendix 1: Registration form and power of attorney form

Appendix 2: Information regarding items 4-6 on the agenda

Appendix 3: Overview of the subscribers

**Appendix 1 to the notice of the extraordinary general meeting of DOF ASA on 19 December 2017**

(may be returned to the Company by e-mail [management@dof.no](mailto:management@dof.no))

To: DOF ASA  
Att: Margrethe Østervold

**REGISTRATION FORM**

The undersigned shareholder of DOF ASA, ....., hereby confirms my/our participation in the Company's extraordinary general meeting at Storebø in Austevoll on 19 December 2017.

The registration must be received by the Company no later than 15 December 2017.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Place

\_\_\_\_\_  
Signature

**POWER OF ATTORNEY FORM WITH VOTING INSTRUCTIONS**

The undersigned shareholder of DOF ASA, ....., hereby grants power of attorney to..... to attend and vote on my/our behalf in the Company's extraordinary general meeting at Storebø in Austevoll on 19 December 2017. At the same time the proxy holder is instructed to vote as follows for the items on the agenda:

Item:

	For	Against	Abstain	The proxy decides the voting
1. Election of a person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. The private placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. The subsequent offering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note that **if the boxes above are not ticked, this will be deemed as an instruction to vote "for" the proposals in the notice.** To the extent that there are proposals which are not presented by the Board, or if there are proposals presented in addition to or as replacement for the proposals in the notice, the proxy will decide the voting.

In the event that a power of attorney is sent without naming an individual proxy holder, the power of attorney is deemed to be given to the Chairman of the Board or anyone authorized by the Chairman of the Board.

The shareholder's name and address:  
(please use block letters)

\_\_\_\_\_

\_\_\_\_\_  
Date

\_\_\_\_\_  
Place

\_\_\_\_\_  
Signature

If the shareholder is a company, a valid certificate of registration must be enclosed to the power of attorney form.

**Appendix 2 to the notice of the extraordinary general meeting of DOF ASA on 19 December 2017****INFORMATION REGARDING ITEMS 4-6 ON THE AGENDA****To item 4: Information about the proposed private placement and subsequent offering**

DOF Subsea AS ("**DOF Subsea**") is currently owned 51% by the Company and 49% by funds managed by First Reserve. Market conditions remain weak and in DOF Subsea's view, an improvement remains 1-2 years away. Earnings for 2017 and 2018 are expected to be moderate, but weaker than planned at the start of the year. High debt combined with postponement of DOF Subsea's Brazilian built pipelay support vessels leaves near-term cash flow negative after amortizations and capex. Furthermore, a decrease in DOF Subsea's EBITDA causes liquidity constraints and DOF Subsea therefore needs additional capital as well as making certain amendments to the DOFSUB07 bond loan. Assuming no market improvements until 2020, DOF Subsea expects a funding gap of approximately NOK 1 billion, and without new equity being contributed, DOF Subsea expects to be in breach of its minimum liquidity covenants in the first quarter of 2018 and there would be insufficient available liquidity to repay the DOFSUB07 at maturity in May 2018.

On this basis, the Company has entered into an agreement with funds managed by First Reserve concerning a private placement in DOF Subsea directed towards the Company whereby the Company shall subscribe for 47,619,048 new shares at NOK 10.50 per share, in total NOK 500 million. Following the private placement the Company's ownership interest in DOF Subsea will increase from 51% to approximately 65%.

Based on the above, the Company has worked on the following refinancing solution:

- A private placement in the Company raising gross proceeds of minimum NOK 500 million;
- an agreement with the bondholders in DOFSUB07 concerning an extension of the maturity of the bond loan from currently May 2018 to October 2019 for NOK 100 million of the bond loan and to May 2020 for the remaining NOK 408 million of the bond loan, at an annual interest rate of NIBOR + 7% during the relevant period; and
- approval from relevant banks of soft terms relating to the NOK 3.8 billion facility in DOF Rederi AS with a liquidity effect of minimum NOK 550 million and extension of a credit facility in the Company from October 2019 until mid 2021.

The private placement is further described under item (i) below. In addition, it is proposed that a subsequent offering is carried out as further described under item (ii) below.

*(i) Private placement*

As announced in the stock exchange notice dated 28 November 2017, the Company has placed a conditional private placement directed towards the investors listed in Appendix 3 to this notice (the "**Private Placement**"). Subject to satisfaction of the conditions for completion of the Private Placement, the Private Placement will result in the issuance of 833,333,333 new shares at a subscription price of NOK 0.60 per share, raising gross proceeds of NOK 500 million to the Company.

The Company intends to use the net proceeds from the Private Placement to finance the Company's increased ownership in DOF Subsea as further described above.

Completion of the Private Placement will be subject to satisfaction of the following conditions:

- a) Approval of the Private Placement and the increase of the share capital required for the Subsequent Offering (as defined below) by the extraordinary general meeting of the Company;
- b) the DOFSUB07 bondholder meeting approving an extension of the maturity of the bond loan from currently May 2018 to October 2019 for NOK 100 million of the bond loan and May 2020 for the remaining NOK 408 million of the bond loan, at an annual interest rate of NIBOR + 7%; and
- c) the relevant banks' credit committee approval of soft terms relating to the NOK 3.8 billion facility in DOF Rederi AS with a liquidity effect of minimum NOK 550 million and extension of a credit facility in the Company from October 2019 until mid 2021.

No assurance can be given as to whether the above conditions will be satisfied, and whether the Private Placement will be completed.

Provided that the conditions for the Private Placement are satisfied, the Private Placement will be settled with existing and unencumbered shares in the Company that are already listed on the Oslo Stock Exchange, pursuant to a share lending agreement between Møgster Mohn Offshore AS as lender, the managers for the Private Placement and the Company. The managers will settle the share loan through the issuance of the new shares in the Private Placement to Møgster Mohn Offshore AS. The issued shares will be placed on a separate ISIN pending publication of a listing prospectus for the new shares approved by the Norwegian Financial Supervisory Authority (the "**Prospectus**"), expected to take place in the beginning of February 2018.

*(ii) Subsequent offering*

In order to ensure that existing shareholders and bondholders who were not invited to apply for shares in the pre-sounding or participated in the Private Placement are given the opportunity to subscribe for shares at the same price as the investors in the Private Placement, the board of directors proposes that the general meeting grants the board of directors an authorisation to resolve a subsequent offering in the Company of up to 336,666,667 new shares at a price of NOK 0.60 per share (i.e. the same subscription price as in the Private Placement), raising gross proceeds of up to NOK 202 million (the "**Subsequent Offering**").

Eligible shareholders and holders of the convertible loan DOF ASA 16/21 0% SUB CONV (DOF12) as of 27 November 2017 (as registered in the Norwegian Central Securities Depository (VPS) as of 29 November 2017) who were not invited to apply for shares in the pre-sounding of the Private Placement or allocated shares in the Private Placement ("**Eligible Subscribers**") will receive subscription rights that will give a preferential right to be allocated shares in the Subsequent Offering. Over-subscription and subscription without subscription rights will be permitted. Consequently, existing shareholders and bondholders who were invited to apply for Offer Shares in the pre-sounding of the Private Placement or allocated Offer Shares in the Private Placement will also be able to subscribe for shares in the Subsequent Offering, but will not be granted preferential rights to the offered shares. The subscription period in the Subsequent Offering is expected to commence

shortly following the publication of the Prospectus that will also cover the offer and listing of the shares in the Subsequent Offering.

Completion of the Subsequent Offering is subject to approval of the Private Placement by the general meeting with sufficient majority and completion of the Private Placement.

Apart from the circumstances mentioned above, as well as the information that has been communicated by the Company to the market in the ordinary course, no circumstances have occurred after the last balance sheet date which are of significant importance to the Company. The Company's latest annual accounts including the auditor's report are available for review at the Company's offices and are also available at the Company's web page [www.dof.no](http://www.dof.no).

#### **To item 5: Private placement**

Based on the information provided under item 4 above, the board of directors proposes that the general meeting passes the following resolution:

- (i) *The share capital shall be increased with NOK 416,666,666.50 by the issuance of 833,333,333 new shares, each having a nominal value of NOK 0.50.*
- (ii) *The subscription price is NOK 0.60 per share. The contribution shall be made in cash.*
- (iii) *The new shares shall be subscribed for by Pareto Securities AS, ABN AMRO Bank N.V., Clarksons Platou Securities AS and/or Nordea Bank AB (publ), on behalf of the subscribers listed in Appendix 3 and allocated in accordance with said appendix.*
- (iii) *The preferential right of the existing shareholders to subscribe for the new shares pursuant to section 10-4 (1) of the Norwegian Public Limited Companies Act is deviated from, cf. section 10-5 of the Norwegian Public Limited Companies Act.*
- (iv) *The new shares shall be subscribed for at a separate subscription form no later than on 20 December 2017.*
- (v) *Payment shall be made to the Company's share issue account no later than on 20 December 2017.*
- (vi) *The new shares will carry rights to dividends and other shareholder rights in the Company from the registration of the share capital increase in the Norwegian Register of Business Enterprises.*
- (vii) *Section 4 of the Company's articles of association is amended to read as follows:*  
  
*"The company's share capital is NOK 1,258,656,256, divided into 2,517,312,512 shares, each with a nominal value of NOK 0.50, fully paid and registered."*
- (viii) *Completion of the share capital increase is conditional upon (i) the DOFSUB07 bondholder meeting approving an extension of the maturity of the bond loan from currently May 2018 to October 2019 for NOK 100 million of the bond loan and May 2020 for the remaining NOK 408 million of the bond loan, at an annual interest rate of NIBOR + 7%, and (iii) the relevant banks' credit committee approval of*

*soft terms relating to the NOK 3.8 billion facility in DOF Rederi AS with a liquidity effect of minimum NOK 550 million and extension of a credit facility in the Company from October 2019 until mid 2021.*

- (ix) *The Company's expenses in relation to the share capital increase are estimated to be NOK5.5500,000.*

With regard to matters to be considered in connection with the subscription of shares in the Private Placement and the waiver of the preferential right, the board of directors emphasizes that subscription of shares generally is associated with risks. Reference is also made to the information provided under item 4 above.

The board of directors has considered the Private Placement in light of the requirement for equal treatment of the shareholders, unless there is a justifiable basis to deviate from the requirement. When assessing the various considerations for and against the Private Placement, the board of directors has concluded that completion of the Private Placement combined with the Subsequent Offering provides a financing solution that is in the best interest of the Company and the shareholders. The Private Placement is necessary to enable the Company to contribute equity to DOF Subsea in time to ensure that DOF Subsea complies with the terms and conditions in its loan agreements.

#### **To item 6: Subsequent offering**

Based on the information provided under item 4 above, the board of directors proposes that the general meeting passes the following resolution:

- (i) *In accordance with section 10-14 of the Norwegian Public Limited Companies Act, the board of directors is authorised to increase the Company's share capital by up to NOK 168,333,333,50.*
- (ii) *The authorisation may only be used to issue shares in a subsequent offering to be completed following the private placement resolved by the general meeting pursuant to item 5 on the agenda.*
- (iii) *The subscription price per share issued pursuant to the authorisation shall be NOK 0.60. The further subscription conditions shall be determined by the board of directors.*
- (iv) *The authorisation is valid until the Company's annual general meeting in 2018, but no longer than 30 June 2018.*
- (v) *The preferential right of the existing shareholders to subscribe for the new shares pursuant to section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.*
- (vi) *The authorisation does not comprise share capital increase against contribution in kind, cf. section 10-2 of the Norwegian Public Limited Companies Act, or share capital increase in connection with mergers pursuant to section 13-5 of the Norwegian Public Limited Companies Act.*
- (vii) *The authorisation is conditional upon the general meeting resolving the private placement pursuant to item 5 on the agenda and that the private placement is completed.*

\* \* \*



**Appendix 3 to the notice of the extraordinary general meeting of DOF ASA on 19 December 2017**

Investor Name	Pot Allocation (Share)
ABSOLUTT FORVALTNING AS	1 615 000
AR VEKST AS	1 615 000
ARCTIC ASSET MANAGEMENT	8 300 000
BERGEN KOMMUNALE PENSJONSKASSE	7 000 000
BJØRKEHAGEN AS	3 200 000
Borgarøy Invest AS	1 615 000
Carnegie Asset Management	0
CITY FINANCIAL	8 000 000
DICHESBUEN AS	1 615 000
DJUPEDALEN AS	1 666 667
DP HOLDING AS	1 615 000
DRAGESUND INVEST AS	7 000 000
EGD CAPITAL AS	6 000 000
Egil Arne Drønen	1 615 000
Enram AS	1 615 000
ESPEN ERDAL	1 615 000
FORTIUS AS	1 615 000
GC RIEBER AS	4 000 000
GERDA MARIE AS	8 000 000
GJENSIDIGE FORSIKRING ASA	4 000 000
GUTTIS	1 615 000
H-INVEST AS	1 615 000
HANS KRISTIAN WORKINN	1 615 000
HARNESHAUG INVEST AS	1 615 000
HELGE SINGELSTAD	1 666 667
HELLESTØ FINANS AS	1 615 000
Hkg Holding AS	1 615 000
HUGIN EIENDOMSUTVIKLING	1 615 000
IF SKADEFORSÅKRING AB	28 201 686
IMAGINE CAPITAL AS	1 615 000
JAN AS	3 333 333
JAN HEGGELUND	1 615 000
JAN TORE BUE	1 615 000
Jane Street	4 000 000
JOAR GUDMUND BRATRUD	1 615 000
KJELL STÅLE VALDAL	1 615 000
KLØVNINGEN AS	1 615 000
KNUT FURE	1 615 000
KOBBA INVEST AS	1 615 000
KRISTIAN FALNES AS	2 000 000
LAPAS AS	1 615 000
LIM ADVISORS LIMITED	1 615 000
LION INVEST AS	1 615 000

LISE AS	1 650 000
MANDATUM LIFE INSURANCE COMPANY LTD	3 200 000
MARIKO AS	1 615 000
MARSHALL WACE LLP	10 000 000
MAVEN INVESTMENT PARTNERS LTD	1 800 000
MEGLIO AS	1 615 000
Millennium Capital Partners LLP	12 500 000
MOCO AS	5 000 000
MOLDINE AS	1 615 000
MORTEN LYGSTAD	1 615 000
MP PENSJON PK	29 166 667
MØGSTER OFFSHORE AS	561 023 313
NAVE AS	1 615 000
NEWTON HEATH HOLDING AS	1 615 000
NORTH ENERGY CAPITAL AS	2 500 000
NYRUD FINANS AS	1 615 000
ODD ROAR HAUG	1 615 000
OLAF THORSHEIM	2 000 000
OLAV SOLBERG	0
ORCA CAPITAL GMBH	1 615 000
Orna Invest AS	1 615 000
OX GLOBAL INVESTMENTS LTD	1 615 000
PARETO AS	2 500 000
PER ARNE NONÅS	1 615 000
PER TORE BRUNÆS	1 615 000
PETROSERVICE AS	2 500 000
PIMA AS	1 615 000
PIREN HOLDING AS	6 000 000
REINKIND AS	1 615 000
ROBARK & CO AKTIEBOLAG	1 615 000
SIGFISK AS	2 500 000
SMEDASUNDET III AS	1 615 000
SR FORVALTER	7 000 000
Stavern Helse AS	4 000 000
STOKO AS	4 000 000
SVEMORKA HOLDING AS	3 650 000
TIGERSTADEN AS	1 615 000
TOLUMA NORDEN AS	3 300 000
	<b>833 333 333</b>