

**TO THE BONDHOLDERS IN:**

**ISIN: NO 0010805427 – 15 per cent. NSA Bondco Limited Unsecured Callable Open Bond Issue 2017/2020**

Oslo, 27 February 2019

**NOTICE OF A WRITTEN BONDHOLDERS' RESOLUTIONS**

Nordic Trustee AS (the "**Bond Trustee**") acts as bond trustee for the bondholders (the "**Bondholders**") in the above mentioned bond issue (the "**Bond Issue**") with NSA Bondco Limited as issuer (the "**Issuer**").

Capitalized terms used herein shall have the meaning assigned to them in the Super Senior Bond Agreement for the Bond Issue dated 27 September 2017 as amended from time to time (the "**Super Senior Bond Agreement**"), unless otherwise stated herein.

The Issuer has requested the Bond Trustee to issue this request for a written Bondholders' resolution pursuant to Clause 16.5 (*Written Bondholders' Resolutions*) of the Super Senior Bond Agreement to consider the approval of the Proposed Resolutions, as further set out below.

*The information in this notice regarding the Issuer and market conditions is provided by the Issuer, and the Bond Trustee expressly disclaims any liability whatsoever related to such information.*

**1. Background**

On 27 September 2017 the Issuer issued USD 6,000,000 of Bonds pursuant to the Super Senior Bond Agreement. Pursuant to a Tap Issue Addendum dated 4 July 2018 an additional USD 4,000,000 of Bonds were issued and the maximum borrowing limit under the Super Senior Bond Agreement was utilised to finance the operations of the vessel known as the "Norshore Atlantic" (the "**Vessel**") and the general corporate purposes of the Issuer.

Due to continued funding requirements relating to the Vessel including, without limitation, to finance a dry dock process and other essential payments relating to the Vessel which fell due at the end of 2018 and the beginning of 2019, the Issuer raised additional funds to finance the operations of the Vessel and the Issuer's general corporate purposes going forward by increasing the maximum issue amount available under the Super Senior Bond Agreement from USD 10,000,000 to USD 25,000,000. This enabled the Issuer to issue additional Bonds thereunder in several smaller tranches and on 12 December 2018 the Issuer issued additional Tap Bonds in a Tap Issue of USD 8,000,000 pursuant to the provisions of Clause 2.2 of the Super Senior Bond Agreement (as amended).

The next interest payment on the Bonds in the amount of USD 722,157.15 (the "**February 2019 Interest**") is due to be paid by the Issuer on 2 March 2019 in accordance with Clause 9.1 (*Interest Payments*) of the Super Senior Bond Agreement (the "**February 2019 Notice**"). As a result of the above mentioned Tap Issue, the present level of cash on hand exceeds USD 5,000,000 resulting in a the requirement to pay part of the interest payment in cash, in accordance with Clause 9.1. Given the present outlook for the Vessel, it is proposed to waive

the partial cash pay requirement in order to preserve cash to support repair and maintenance of the Vessel.

## 2. The Proposed Resolutions

Pursuant to Clause 9.1 (*Interest*) of the Super Senior Bond Agreement, the Issuer “*shall pay interest on the Face Value of the Bonds in cash from, and including, the Issue Date at a fixed rate of 15 per cent. (15%) per annum (the “Fixed Rate”), provided, however, that if, on an Interest Payment Date, the Excess Cash Amount is not sufficient to pay the full amount interest due on such Interest Payment Date in cash, then the difference between the accrued interest on such Interest Payment Date and the Excess Cash Amount shall be settled through the issuance of additional Bonds to the Bondholders (the “Additional Bonds”)[...]*”.

The Issuer intends to settle the Interest through the issuance of Additional Bonds to the Bondholders.

The Issuer therefore hereby requests that the Bondholders adopt the following resolutions (the “**Proposed Resolutions**”):

- (a) *authorise the settlement of the February 2019 Interest in the form of the issuance of Additional Bonds pursuant to Clause 9. 5 (Interest), and waive the rights under Clause 9.1 (Interest) of the Super Senior Bond Agreement to receive the February 2019 Interest payment in cash on the due date under the February 2019 Notice;*
- (b) *approve the waiver of the notice requirements set out in Clause 9.4 (Interest) of the Super Senior Bond Agreement; and*
- (c) *authorise the Bond Trustee to instruct the Paying Agent (as and if required) to effect the issuance of the Additional Bonds as settlement of the February 2019 Interest in accordance with the Proposed Resolutions, and, to the extent the claim for the February 2019 Interest has been split into a separate ISIN prior to the Proposed Resolutions being passed, authorise the Bond Trustee to merge any such new ISIN with the ISIN of the Bond Issue*

Other than any waivers prompted by the Proposed Resolutions, the terms and conditions of the Super Senior Bond Agreement will remain unchanged and will continue to apply in their existing form.

## 3. Evaluation

### 3.1 Non reliance

The Proposed Resolutions are presented to the Bondholders without evaluation or recommendation from the Bond Trustee. The Bondholders must independently evaluate whether the Proposed Resolutions is acceptable.

### 3.2 Written Bondholders’ resolutions

Bondholders are hereby provided with a voting request for Bondholders’ written resolutions pursuant to Clause 16.5 (*Written Bondholders’ resolutions*) of the Super Senior 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 mail, courier or e-mail to the address indicated in the enclosed form (the “**Voting Form**”) no later than 5 March 2019 at 13:00 hours (Oslo time) (the “**Voting Deadline**”).

Notwithstanding the Voting Deadline, and subject to the provisions of Clause 16.5 (*Written Bondholders’ resolutions*) of the Super Senior Bond Agreement, the Proposed Resolutions 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 Resolutions 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 (*Resolutions passed at Bondholders’ Meetings*) of the Super Senior Bond Agreement) at which all Bondholders entitled to attend and vote thereat were present and voting.

Votes which are submitted are final and cannot be withdrawn. In the event that the Bonds have been transferred to a new owner after voting is conducted, the new Bondholders shall accordingly not be entitled to vote.

Yours sincerely

**Nordic Trustee AS**

Morten S. Bredesen



27/2/

2019

Enclosed: Written Bondholders’ resolution

### Written Bondholders' resolution

**ISIN: NO 001 0805427 - 15 per cent. NSA Bondco Limited Unsecured Callable Open Bond Issue 2017/2020**

The undersigned holder or authorised person/entity votes in the following manner:

The Proposed Resolutions as defined in the notice for written resolution dated 27 February 2019:

☐ **In favour** of the Proposed Resolutions

☐ **Against** the Proposed Resolutions

ISIN <b>ISIN NO 001 0805427</b>	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,<sup>1</sup> verifying our bondholding in the bond issue as of \_\_\_\_\_.

We acknowledge that Nordic Trustee ASA in relation to the written Bondholders' 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 Vika  
N-0116 Oslo

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

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