

Denne meldingen til obligasjonseierne er kun utarbeidet på engelsk. For informasjon vennligst kontakt Nordic Trustee ASA.

To the bondholders in:

ISIN: NO 001 0635865	FRN DOF ASA Senior Unsecured Bond Issue 2012/2017
ISIN: NO 001 0703192	FRN DOF ASA Senior Unsecured Bond Issue 2014/2018
ISIN: NO 001 0657802	FRN DOF ASA Senior Unsecured Bond Issue 2012/2019

Oslo, 21 June 2016

Summons to Bondholders' Meeting

Nordic Trustee ASA acts as trustee (the **"Bond Trustee"**) for the holders of bonds (the **"Bondholders"**) in the above listed bond issues with ISIN NO 001 0635865 with total outstanding amount of NOK 700 million (**"DOF09"**), ISIN NO 001 0703192 with total outstanding amount of NOK 700 million (**"DOF11"**), and ISIN NO 001 0657802 with total outstanding amount of NOK 700 million (**"DOF10"**) (together the **"Bonds"** or the **"Bond Issues"**) issued by DOF ASA as issuer (the **"Issuer"** or the **"Company"**). The Issuer and its subsidiaries, excluding DOF Subsea AS, are referred to as the **"DOF Supply Group"**.

All capitalized terms used herein shall have the meaning assigned to them in the bond agreements dated 2 February 2012 (the **"DOF09 Bond Agreement"**), 5 February 2014 (the **"DOF11 Bond Agreement"**) and 11 September 2012 (the **"DOF10 Bond Agreement"**), respectively, made between the Bond Trustee and the Issuer (together the **"Bond Agreements"**) (as amended from time to time), unless otherwise stated herein. References to Clauses and paragraphs are references to Clauses and paragraphs in the Bond Agreements.

The information in this summons letter regarding the Issuer and market conditions are provided by the Issuer, and the Bond Trustee expressly disclaims all liability whatsoever related to such information.

1. BACKGROUND

In addition to this summons letter, the Company has provided a separate presentation (the **"Presentation"**) (enclosed as Annex 1) which is intended to give background information and an update on the Company's financial and operating status, as well as the proposed refinancing plan (the **"Restructuring"**).

The Restructuring involves, inter alia, contribution by the Company's stakeholders including management/employees, senior lenders, bondholders and shareholders and is described in detail in a separate term sheet (the **"Restructuring Term Sheet"**) (enclosed as Annex 2).

Bondholders are encouraged to read all these documents to obtain an understanding of the proposed Restructuring.

1.1 Introduction

Company overview

The DOF group is an international group of companies which owns and operates a modern fleet of offshore/subsea vessels combined with strong engineering capacity to service both the offshore and subsea market. The Company is the holding company for Norskan Offshore AS, DOF Rederi AS, DOF Deepwater AS (50%), DOF Subsea AS (51%) and DOF Management AS (83%). The Company, including its subsidiaries Norskan Offshore AS, DOF Rederi AS, DOF Deepwater AS and DOF Management AS constitute the DOF Supply Group.

Market update

DOF Supply Group has been adversely impacted by the severe industry downturn, where the continuing and significant decline in the oil price has caused depressed levels of spending by E&P companies, a reduction in demand for the DOF Supply Group's services and particularly lower vessel rates for supply vessels and anchor handling vessels. The industry downturn has led to pressure on rates and more idle time between contracts. The challenging market conditions are expected to continue for at least 2-3 years.

Company update

Consistent with its peers in the market, the DOF Supply Group has utilized the bank and debt capital markets to finance a majority of its growth/capital expenditures over the past years. As of 31 March 2016, DOF Supply Group had (i) NOK 10.7 billion of secured bank facilities, whereof NOK 6.3 billion related to Norskan AS and its Brazilian subsidiaries, NOK 3.8 billion related to DOF Rederi and NOK 0.6 related to DOF Deepwater (relative share), and (ii) NOK 2.1 billion in unsecured bonds issued by the Company (together the "Debt").

DOF Supply Group has currently a large contract backlog generating an acceptable cash flow. The interest and amortization in relation to the Debt will be considerable compared to the estimated cash flow from 2017 and onwards. With approx. NOK 1 billion in scheduled annual amortizations on its secured bank facilities, the Company's current capital structure is unsustainable in current markets, and a refinancing of the Debt is necessary. Additionally, a refinancing of the Debt is not alone enough to solve the Company's liquidity issues going forward as the Company is also dependent on securing additional capital from a new equity issue to secure a sustainable capital structure throughout the expected demanding period.

Recent developments

As previously reported in the Company's financial report for Q1 2016, in order to be prepared for a continued weak market, the Board of Directors and management are working on an overall refinancing plan to secure the Company with satisfactory financing and liquidity throughout an expected demanding period.

The Company has over the past months been in dialogue with its senior lenders, larger bondholders, and larger shareholders, as well as prospective new equity investors which has resulted in the proposed Restructuring of which the main terms are set out in Section 1.2 (Key terms of the Restructuring) below.

1.2 Key terms of the Restructuring

Secured Debt

The expected amendments to the senior secured bank facilities can be summarised as follows:

- (i) 75% reduction of amortizations on all bank facilities in DOF Rederi AS and the 50%-owned DOF Deepwater AS (effectively all non-Brazilian vessels), for a three year period from Q3 2016 through Q2 2019, with a total liquidity effect of approximately NOK 1.3 billion;
- (ii) the 75% reduction in amortizations the wholly-owned DOF Rederi AS will be implemented through establishing a new five year loan facility where all relevant lenders are participating with their relative share, which will include annual instalments of NOK 130 million in year 1-3 and annual instalments of NOK 500 million in year 4-5, with a total liquidity effect of approximately NOK 1.1 billion, where the remaining NOK 0.2 billion (approximately) is the amortizations reductions in DOF Deepwater AS (50% owned);
- (iii) the new loan facility will contain amended financial covenants;
- (iv) the amendments to the senior secured bank facilities are conditional on new cash equity of minimum NOK 750 million and no cash repayment of the Subordinated Convertible Bond (as defined below) within the tenor of the new bank facility;
- (v) no changes are made to the financing arrangements of the Brazilian subsidiary Norskan Offshore Ltda, which is mainly financed by the Brazilian Development Bank (BNDES) and secured in Brazilian flagged vessels on long-term contracts;
- (vi) no changes are made to the financing arrangements of DOF's 51%-owned subsidiary DOF Subsea; and
- (vii) further description of the terms are set out in the Restructuring Term Sheet.

Equity Issue

The terms of the new equity issue can be summarised as follows:

- (i) a rights issue of up to NOK 1,200 million at an issue price of NOK 1.00 per share, consisting of NOK 0.50 in share capital and NOK 0.50 in share premium (the "Equity Issue");
- (ii) the Company's largest shareholder, Møgster Offshore AS (affiliated with chairman Helge Møgster), has committed to pre-subscribe for NOK 750 million in the Equity Issue;
- (iii) it is intended that proceeds exceeding NOK 850 million in the Equity Issue will be used to offer to repurchase the Subordinated Convertible Bonds (defined below) at nominal value; and
- (viii) further description of the terms are set out in the Restructuring Term Sheet.

The Bond Issues

As part of the Restructuring, the Company proposes to, inter alia, redeem the total outstanding principal amount (adjusted for NOK 35 million owned by the Issuer) under the Bond Issues by delivery of newly issued bonds in a new subordinated convertible bond issue (the “**Subordinated Convertible Bond**”). A detailed term sheet (the “**Subordinated Convertible Bond Term Sheet**”) is enclosed as Annex 3. The key terms can be summarized as follows:

- (i) settlement of all outstanding principal amounts under the Bond Issues (but not accrued unpaid interest thereon which will fall to the Company) by delivery of bonds in the Subordinated Convertible Bond at a price of 50% of par value;
- (ii) the new Subordinated Convertible Bond will have an outstanding principal amount of up to NOK 1,032.5 million;
- (iii) as set out above, it is intended that proceeds exceeding NOK 850 million in the Equity Issue will be used to offer to repurchase the Subordinated Convertible Bonds at 100% of par value as set forth in section 5 below;
- (iv) the Subordinated Convertible Bonds will have a five year tenor (from the date of the EGM), zero coupon and no financial covenants;
- (v) holders of the new Subordinated Convertible Bond may at any time (in the period of up to five years from the date of the EGM) convert their Subordinated Convertible Bonds to shares in the Company (the “**Shares**”) at NOK 1.00 per share (equal to the issue price of the Equity Issue); and
- (vi) on the final maturity date, the Company shall redeem the Subordinated Convertible Bonds not already converted to shares by issuing Shares at a price of NOK 1.00 per share.

Other initiatives/measures

In addition to the above, the Company has initiated substantial cost cuttings, including reduction of staff, salary and benefits.

The Restructuring is expected to improve the Company’s liquidity by around NOK 4.5 billion over a five year period, and reduce the net debt by close to NOK 3 billion.

The contributions of all parties of the Restructuring (shareholders, bondholders and senior lenders/banks) are mutually conditional upon each other.

2. FURTHER INFORMATION

For more detailed information about the Issuer, please see www.dof.no or contact:

Mons Aase, CEO, DOF ASA: +47 91 66 10 12

Hilde Drønen, CFO, DOF ASA: + 47 91 66 10 09

The Issuer has engaged Pareto Securities AS as its financial advisor (the “**Advisor**”) with respect to the Proposal. Accordingly, Bondholders may contact the Advisor for further information:

Pareto Securities AS, Fixed Income Sales: +47 22 87 87 70

The Advisor acts solely for the Issuer and no-one else in connection with the Restructuring. Only limited due diligence investigations have been carried out by the Advisor with respect to the Issuer, and the Advisor expressly disclaims any and all liability whatsoever in connection with the Proposal (including but not limited to the information contained herein).

3. THE PROPOSAL

To enable the Issuer to implement the proposed Restructuring, the Issuer has requested the Bond Trustee to summon a Bondholders' meeting for each of the Bond Issues to consider the amendments to the Bond Issues contemplated by the Restructuring.

The Issuer proposes that the Bondholders of each of the Bond Issues resolve the following (the "Proposal"):

- (i) to approve the conversion of the existing Bonds into the new Subordinated Convertible Bond at a price of 50% of par value, by redemption on the relevant record date of all the principal outstanding amount under the relevant existing Bond Issue (but not accrued unpaid interest thereon) and delivery (on a pro rata basis) of bonds in the new Subordinated Convertible Bond to be issued on the terms and conditions as set out in the Subordinated Convertible Bond Term Sheet (enclosed as Annex 3) and authorise and instruct the Bond Trustee to, on behalf of the Bondholders, subscribe the bonds issued in the Subordinated Convertible Bond;
- (ii) to approve that all accrued interest on the Existing Bonds, whether fallen due or not, shall be written off (not paid), and to authorise the Bond Trustee to make necessary instructions to VPS, including instructions to write off claims that have become due before the implementation of the Restructuring;
- (iii) to authorise and instruct the Bond Trustee to take such steps on behalf of the Bondholders in each of the Bond Issues as may be necessary or desirable in connection with the implementation of the Restructuring, including without limitation to (a) prepare, finalise and enter into the necessary amendment agreements, including without limitation the bond agreement for the Subordinated Convertible Bond, and other documentation it deems appropriate in connection with documenting the decisions made by each of the Bondholders' Meetings according to this summons letter, (b) to approve to split the existing Bonds if necessary, and (c) for and on behalf of the Bondholders in each of the Bond Issues, take such further actions and negotiate, agree, enter into, sign and execute such agreements and documents that are required to complete and give effect to the Proposal, including the granting of waivers, giving of instructions, consents, approvals and directions (including to the securities depository (VPS) and account operators);
- (iv) to agree that the Bond Trustee may consent and agree to further amendments of the Subordinated Convertible Bond Term Sheet and the Restructuring Term Sheet where such amendments (a) are of minor or technical nature, (b) are otherwise consistent with the principles of each of the Subordinated Convertible Bond Term Sheet and the

Restructuring Term Sheet, and (c) in the opinion of the Bond Trustee do not have a Material Adverse Effect on the rights and interests of the Bondholders;

- (v) agree that the Bond Trustee may exercise (or refuse to exercise) any discretion, consent or approval required or contemplated in the exercise (or non-exercise) of any such discretion which is connected with the matters referred to in this summons letter (including without limitation waive any time periods or deadlines); and
- (vi) waive any obligation of the Issuer in any of the Bond Agreements that are reasonably necessary to waive in order to implement and complete the Restructuring including the issuance of the Subordinated Convertible Bond.

4. CONDITIONS

Implementation of the Proposal shall be subject to, and will only be effective upon the following having taken place:

- (a) the Proposal having been duly approved by the necessary 2/3 majority of Voting Bonds present at the Bondholders' Meeting, as per Clause 16.3.5 of each of the Bond Agreements;
- (b) the EGM having approved, with sufficient majority, the Equity Issue and the Subordinated Convertible Bond on the terms set out herein;
- (c) payment of the shares to be issued in the Equity Issue in accordance with the resolution by the EGM;
- (d) the final term sheet for the restructuring of the existing bank debt, as described in section 1.2 above and the Restructuring Term Sheet, having been duly executed by the relevant senior lenders and approved by their respective credit committees;
- (e) the convertible bond agreement having been duly executed by all parties thereto;
- (f) the other elements of the Restructuring (as described above) are definitively agreed with the relevant stakeholders, on terms satisfactory to the Company; and
- (g) all necessary corporate resolutions of the Issuer and the other DOF Supply Group Companies having been duly made.

5. CONDITIONAL BUY-BACK OF THE SUBORDINATED CONVERTIBLE BOND

5.1 Background

The Company's largest shareholder, Møgster Offshore AS, will maintain a minimum ownership share of 40% on a fully diluted basis taken the Subordinated Convertible Bond into consideration. In the event that the Equity Issue as described above is fully subscribed, the Issuer will use the cash proceeds exceeding NOK 850 million (the "Excess Cash Amount") to offer to buy back the Subordinated Convertible Bond at 100% of par value.

5.2 Procedure

Investors holding the Subordinated Convertible Bond post-closing of the Restructuring, may at their sole discretion opt to sell the whole or parts of their holdings to the Issuer. Total buyback volume is dependent on the final amount raised in the Equity Issue.

Investors willing to sell, will be requested to fill out a form (the "Acceptance Form"), which will be sent via the VPS and published separately on Stamdata.no. In the event the total volume tendered for sale exceeds the Excess Cash Amount, the Issuer will allocate bonds purchased on a pro-rata basis. However, investors delivering the Acceptance Form to the Advisor by no later than 16:00 hours (CET) on 28 June 2016 will get preferred allocation at the Issuer's discretion. For the avoidance of doubt, the Acceptance Form may be delivered to Pareto Securities AS up to 12:00 (CET) hours on 5 July 2016.

Cash settlement of the Subordinated Convertible Bonds acquired by the Issuer will be on or about 3 business days after the settlement date for the Subordinated Convertible Bonds. All Subordinated Convertible Bonds acquired will be cancelled and the total outstanding amount of Subordinated Convertible Bonds will be adjusted accordingly.

6. EVALUATION OF THE PROPOSAL

6.1 The Issuer's evaluation

In the Issuer's opinion, the Proposal represents the best alternative for the Bondholders given the current circumstances. It will allow the Issuer time and financial flexibility to pursue its strategy to the benefit of all stakeholders, including the Bondholders.

6.2 The Bond Trustee's disclaimer/non-reliance

The Proposal is put forward to the Bondholders without further evaluation or recommendations from the Bond Trustee and nothing herein shall constitute a recommendation to the Bondholders by the Bond Trustee. The Subordinated Convertible Bonds will be issued on terms deviating from normal market standard for convertible bonds, and the Bondholders must independently evaluate the Proposal and vote accordingly.

6.3 Support

The Issuer has informed the Bond Trustee that it has received support for the Proposal from a majority of the Bondholders in the Bond Issues.

Board member Helge Singelstad (CEO of Laco AS), board member Kristian Falnes, CEO Mons Aase, and CFO Hilde Drønen, with a total holding of NOK 29 million of voting bonds, will vote in favor of the Proposal.

7. BONDHOLDERS' MEETING

The Bondholders are hereby summoned to a joint Bondholders' Meeting for the Bond Issues. Voting will be carried out separately for each Bond Issue.

Time: 5 July 2016 at 13:00 CET

Place: The premises of Nordic Trustee ASA
Haakon VII's gt 1, 0161 Oslo - 6th floor

Agenda:

1. Approval of the Summons
2. Approval of the agenda
3. Election of two persons to co-sign the minutes together with the chairman
4. Request for adoption of the Proposal

It is proposed that the Bondholders' Meeting resolve the following:

"The Bondholders Meeting approves the Proposal as described in Section 3 (The Proposal) of the summons for this Bondholders' Meeting.

* * *

To approve the Proposal, Bondholders representing more than 2/3 of the Voting Bonds represented (in person or by proxy) at each of the Bondholders' Meetings (for each of the Bonds) must vote in favour of the Proposal. In order to have a quorum at least 1/2 of the Voting Bonds must be represented at the relevant Bondholders' Meeting.

If the above resolutions are not adopted by all Bonds as proposed herein, the Bond Agreements will remain unchanged.

Please find attached a Bondholder's Form from the Securities Depository (VPS), indicating your bondholding at the printing date. The Bondholder's Form will serve as proof of ownership of the Bonds and of the voting rights at the Bondholders' Meeting. (If the bonds are held in custody, i.e. the owner is not registered directly in the VPS, the custodian must confirm; (i) the owner of the bonds, (ii) the aggregate nominal amount of the bonds and (iii) the account number in VPS on which the bonds are registered.)

The individual Bondholder may authorise Nordic Trustee to vote on its behalf, in which case the Bondholder's Form also serves as a proxy. A duly signed Bondholder's Form, authorising Nordic Trustee to vote, must then be returned to Nordic Trustee in due time before the meeting is scheduled (by scanned e-mail, telefax or post to mail@nordictrustee.com, +47 22 87 94 10, or Nordic Trustee ASA, PO Box 1470 Vika, 0116 Oslo, Norway).

In the event that Bonds have been transferred to a new owner after the Bondholder's Form was made, the new Bondholder must bring to the Bondholders' Meeting or enclose with the proxy, as the case may be, evidence which the Bond Trustee accepts as sufficient proof of the ownership of the Bonds.

For practical purposes, we request those who intend to attend the Bondholders' Meeting, either in person or by proxy other than to Nordic Trustee, to notify Nordic Trustee by telephone or by e-mail (as set out at the first page of this letter) within 16:00 hours (4 pm) (Oslo time) the Business Day before the meeting takes place.

Yours sincerely

Nordic Trustee ASA



Morten S. Bredesen

Enclosed:

Annex 1 - Presentation

Annex 2 - The Restructuring Term Sheet

Annex 3 - The Subordinated Convertible Bond Term Sheet

Presentation



Investor presentation Attachment to bondholder summons, June 2016

20 June 2016



DISCLAIMER

PLEASE REFER TO RISK FACTORS AT THE END OF THIS PRESENTATION

This presentation by DOF ASA is prepared to provide a high level overview of certain aspects of the operations of the DOF ASA Group and the proposed financial restructuring.

The material set out in the presentation is current as at 20 June 2016.

This presentation contains forward-looking statements relating to operations of the DOF ASA Group that are based on management's own current expectations, estimates and projections about matters relevant to DOF ASA's future financial performance. Words such as "likely", "aims", "looking forward", "potential", "anticipates", "expects", "predicts", "plans", "targets", "believes" and "estimates" and similar expressions are intended to identify forward-looking statements.

References in the presentation to assumptions, estimates and outcomes and forward-looking statements about assumptions, estimates and outcomes are based on internal business data and external sources, and are highly uncertain given the nature of the industry, business risks, and other factors. Also, they may be affected by internal and external factors that may have a material effect on future business performance and results.

No assurance or guarantee is, or should be taken to be, given in relation to the future business performance or results of the DOF ASA Group or the likelihood that the assumptions, estimates or outcomes will be achieved.

While management has endeavoured to ensure the accuracy of the material in the presentation, the presentation is provided for information only. DOF ASA, its officers and management expressly exclude and disclaim any liability in respect of any decision made in reliance on this presentation.

All forward-looking statements made in this presentation are based on information presently available to management and DOF ASA assumes no obligation to update any forward looking- statements. Nothing in this presentation constitutes investment advice and this presentation shall not constitute an offer to sell or the solicitation of any offer to buy any securities or otherwise engage in any investment activity.

You should make your own enquiries and take your own advice (including financial and legal advice) before making any decision whether to accept the proposal concerning the company's bonds, or subscribe for shares. An investment in the shares is associated with significant risks. Please see the Risk Factors attached hereto for a description of certain of such risks.

This presentation and the information set forth herein is strictly confidential.

Process and timeline

- DOF initiated discussions with bondholders on 22 April 2016
- Summons to Extraordinary General Meeting was issued on 15 June 2016 with EGM to be held on 6 July 2016
- Summons to Bondholder issued the week of 20 June, with Bondholder Meeting to be held on 5 July 2016 (prior to the EGM)
- Subscription period: starts on or about 11 July and ends on or about 25 July 2016, subject to approval of prospectus by the Norwegian FSA
- Transactions expected to be completed early August

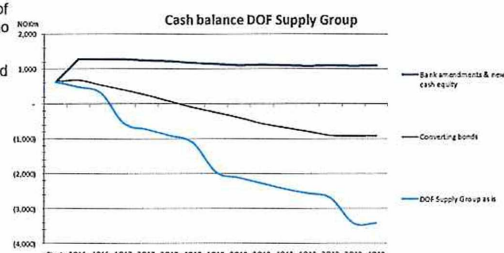
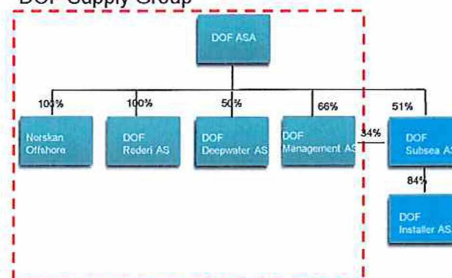
June						
M	T	W	T	F	S	S
30	31	1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	1	2	3

July / August						
M	T	W	T	F	S	S
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31
1	2	3				

Executive summary

- DOF ASA will restructure the capital structure of DOF Supply Group (DOF excluding 51% owned DOF Subsea):
 - NOK 750 million pre-subscribed by the main shareholder Møgster Offshore
- Raising up to NOK 1.2 billion of new cash equity through a rights offerings
 - NOK 750 million pre-subscribed by the main shareholder Møgster Offshore
- Convert all NOK ~2.0 billion of DOF ASA existing bond debt to a NOK ~1.0 bn Subordinated Convertible Bond at 50% of par value
 - 5-year tenor, zero coupon, certain equity-like rights. Bondholders can convert to equity at any time at the price used in the rights issue. Settlement in shares on final maturity date
- Substantial softening of secured debt terms in DOF Supply Group
 - Amortizations on secured debt reduced by 75% for 3 years with a total liquidity effect of NOK 1.3 billion (including share of DOF Deepwater), subject to new cash equity and no payments of DOF ASA bonds within the same period
 - The 51%-owned DOF Subsea and the Brazilian owned fleet expected to be self-served
- Substantial cost cutting measures implemented including reduction of staff, salary and benefits
- DOF should be positioned to withstand a prolonged downturn
 - DOF ASA will have no senior unsecured bond debt after the restructuring
 - Liquidity position will be improved by NOK 4.5 billion
 - Net debt reduced by NOK 2.8 – 2.9 billion

DOF Supply Group



Details on financial restructuring

Shareholders/ New Equity

- Equity issue of up to NOK 1,200 million through a rights issue
- NOK 750 million pre-committed by Møgster Offshore AS
- Existing share capital will represent ~6% of equity post money at NOK 1.00 per share

Unsecured Bonds

- Existing bond issues DOF09, DOF10 and DOF11 with a total outstanding amount of NOK 2,065 million to be converted to a new Subordinated Convertible Bond at price 50% of par value. Key terms and conditions as follows:
 - Amount: NOK 1,032.5 million
 - Tenor: 5 years
 - Coupon: Zero coupon
 - Conversion price: NOK 1.00 (fixed throughout the lifetime)
 - Share settlement at maturity

Secured Lenders

- 75% reduction in bank amortizations over the next 3 years, and extensions
- Loans provided by BNDES (the Brazilian ECA) to remain unchanged; average 18 years repayment profile (total BNDES loans are NOK 5.0 bn including a new loan relating to Skandi Paraty)

All components of the financial restructuring are conditional upon each other

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Structure – secured lenders

- The proposal is to establish a new loan facility where all the existing lenders are participating with their relative share
- Main term loan facility:
 - Amount: NOK 3.8 billion
 - Tenor: 5 years
 - Installments: Years 1–3: Reduced by 75% (to NOK 130 million per year)
Normal amortizations years 4–5 (NOK 500 million per year)
 - Security: First priority mortgages in fleet of 27 vessels (with value of NOK 6.1 billion per 31 March 2016), assignment of earnings and insurances
 - Covenants: Minimum Value Clause of 100% for the first 3 years, thereafter gradually increasing to 125%
Minimum available liquidity NOK 500 million
Minimum book equity NOK 3 billion
- A full bank restructuring is required by the shareholders/equity investors in order to contribute to increased liquidity and the required equity and thereby reduce the likelihood of a new equity issue during the downturn
- In addition, there are proposed changes to the debt structure in the 50%-owned DOF Deepwater

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Rights issue of up to NOK 1,200 million

- DOF contemplates raising up to NOK 1,200 million new cash equity through a rights issue, at NOK 1.00 per share
 - In addition to exchanging all DOF ASA bonds with a Subordinated Convertible Bond of up to NOK 1,032.5 million (strike price NOK 1.00)
- Pre-subscriptions;
 - The Company's largest shareholder Møgster Offshore AS (affiliated with chairman Helge Møgster) has committed NOK 750 million in cash equity. Board member Helge Singelstad, CEO Mons Aase and CFO Hilde Drønen have all committed to subscribe new equity and convert their bond holdings to the new Subordinated Convertible Bonds
- Use of proceeds: Strengthen liquidity and fulfill lenders' conditions for amended borrowing terms, and possible cash redemption of outstanding DOF bond. Cash proceeds in excess of NOK 850 million will be applied to offer to repurchase existing bonds at 50% of par value
- The completion of the transaction is, amongst others, conditional upon refinancing agreements with the Company's senior lenders and restructuring of bonds as described in this presentation
- If all transactions are completed as intended, the new fully-diluted number of shares outstanding is expected to be 1,993 million shares
 - Including subscription rights in the Subordinated Convertible Bond, however assuming all cash proceeds exceeding NOK 850 mill are utilized to repurchase Subordinated Convertible Bonds
- EGM to be held on 6 July 2016 approving to increase the authorised share capital. Subscription period to commence around 11 July and ends on or about 25 July, subject to approval of prospectus by the Norwegian FSA
- Pareto Securities, DNB Markets, and Nordea Markets are acting as financial advisers in the intended equity issue

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DOF Group overview

Contract backlog

- Group backlog: NOK 63.1 billion
- Firm contracts: NOK 29.8 billion
- Options: NOK 33.3 billion
- EBITDA backlog*:
 - NOK ~15 billion firm contracts
 - NOK ~27 billion incl. options
- Net debt**: NOK 20.4 billion
- Capex: NOK 5.6 billion

**post-money

Global organization

- Head office in Norway
- Regional offices in Australia, Singapore, UK, USA, Canada, Angola, Argentina and Brazil

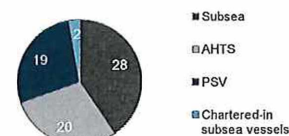
Total 4,383 employees

- Subsea employees: 1,468
- Marine personnel: 2,915

Fleet

- Group fleet of 67 vessels (wholly and partly owned)
 - 62 owned vessels in operation
 - 2 owned less than 50%
 - 3 newbuilds (subsea)
- Whereof 43* vessels owned by DOF Supply Group; and 24 vessels owned by DOF Subsea
- Consolidated market value of NOK ~31.5 billion for owned vessels in operation
- Value adjusted average fleet age of 6.8 years (simple average 9.3 years)

DOF Group vessels



Note: Numbers above include 1 PSV and 1 AHTS owned less than 50% that are not included in consolidated numbers

*EBITDA backlog is Managers' estimate

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Fleet overview and contract coverage

Per 31 March 2016	No. of vessels			
	PSV	AHTS	Subsea	Total fleet
DOF ASA/DOF REDERI AS	17	4	2	23
NORSKAN OFFSHORE	1	10	2	13
DOF SUBSEA AS	0	0	22*	22
DOF INSTALLER ASA	0	0	2	2
DOF DEEPWATER AS	0	5	0	5
Total fleet	18	19	28	65**

Contract coverage*				
Remaining 2016 Firm	82 %	73 %	68 %	73 %
Remaining 2016 Including options	89 %	75 %	79 %	81 %
2017 Firm	49 %	49 %	45 %	47 %
2017 Including options	75 %	58 %	60 %	63 %

* Counted as firm days divided by available days

** Including newbuilds

*** Excl. vessels with minority share

Expectations for 2016:

- Despite weak market we see progress in securing short and long term contracts
- Our global footprint, track record and project capacity will be vital to secure utilisation
- Evidences by securing 11 new term contracts in 2016 year-to-date
- High back-log in the PSV segment but reduced margins on contract renewals
- Maintaining guidance for 2016 EBITDA of NOK 2.9 – 3.3 billion (excluding hedge effect)

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DOF group backlog overview 2016 -2020+



- Total value backlog from 2020 and onwards is NOK 34.9 billion

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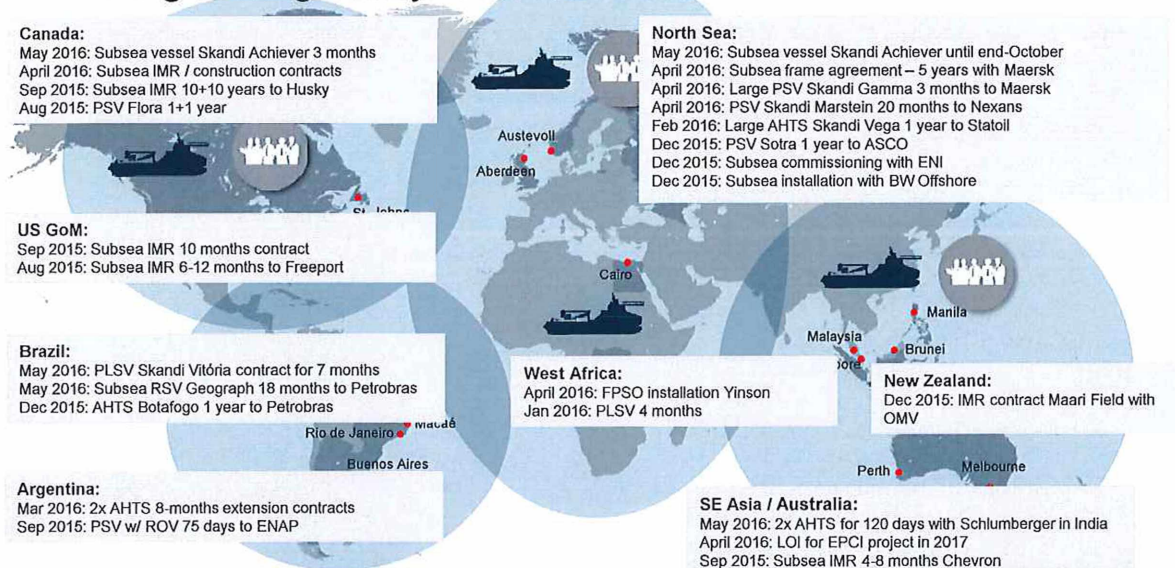
DOF is a global player



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..securing work globally: selected contracts last 6 months



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Remaining newbuilding program consists of 3 vessels with 8-years contracts in 51%-owned DOF Subsea

Vessel	Yard	Delivery	Type	Contract	Financing
Skandi Buzios	Vard Norway	2016	PLSV	8 years Petrobras	In progress
Skandi Recife	Vard Brazil	2016	PLSV	8 years Petrobras	Loan agreement signed with BNDES
Skandi Olinda	Vard Brazil	2017	PLSV	8 years Petrobras	Loan agreement signed with BNDES

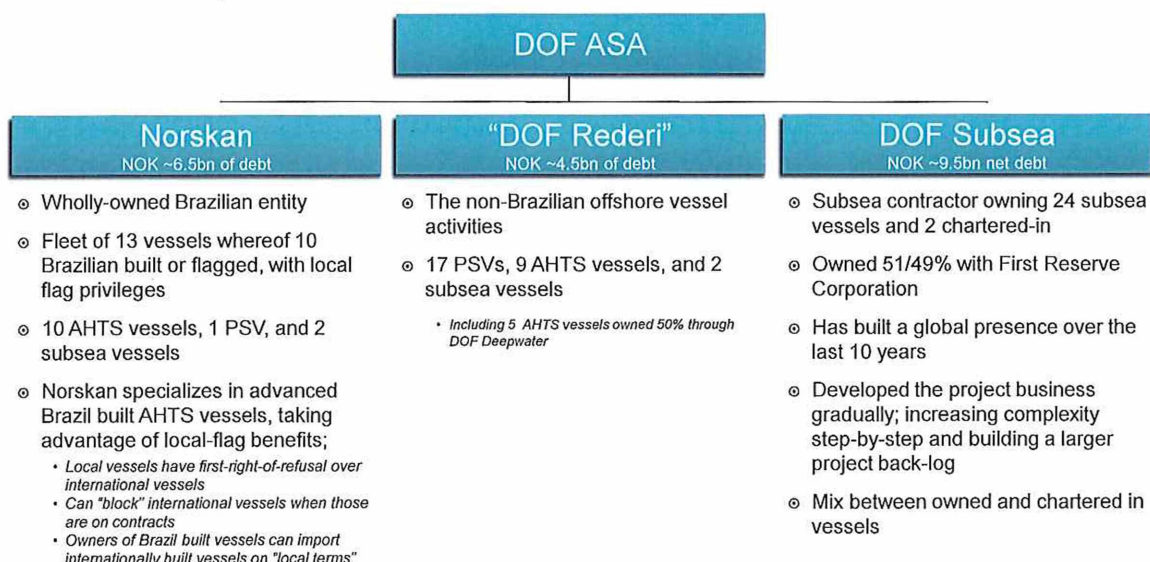
*Skandi Paraty and Skandi Acu delivered after last reporting date, against 4 and 8-year contracts with Petrobras respectively



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DOF Group and its main subsidiaries



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Establishing a strategic position in Brazil



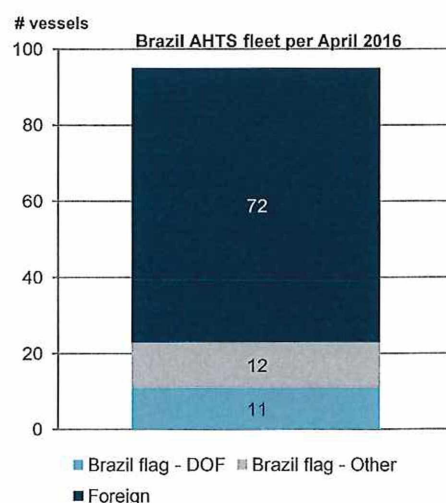
Strategy: Brazilian flag, local content, local employees
 → New contracts in Q1 2016 confirms the Groups strategy

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DOF has high local content in Brazil protected by flag regulations

- In DOF's main segments, PLSV and AHTS, DOF vessels are protected by the CAA certificate system favoring local flagged & built vessels
- Petrobras has reduced the number of non-Brazilian vessels through two waves of reduction, and the current fleet of AHTS vessels is estimated to equal long-term need
- Based on the percentage of foreign flagged vessels, and assuming continuation of the policy preferring Brazilian flagged vessels, DOF's Brazilian AHTS vessels should be employed as long as total demand does not drop by more than 50-70%
- The regulations are instrumental in Brazil keeping oil revenues domestically
- Through subsidiary DOF Subsea, DOF Group is similarly well positioned in the PLSV segment:
 - DOF Group has 6 PLSVs including newbuilds, of which 4 are Brazilian built and 2 are internationally built but can be imported and get Brazilian rights. There are no other known Brazilian built PLSVs

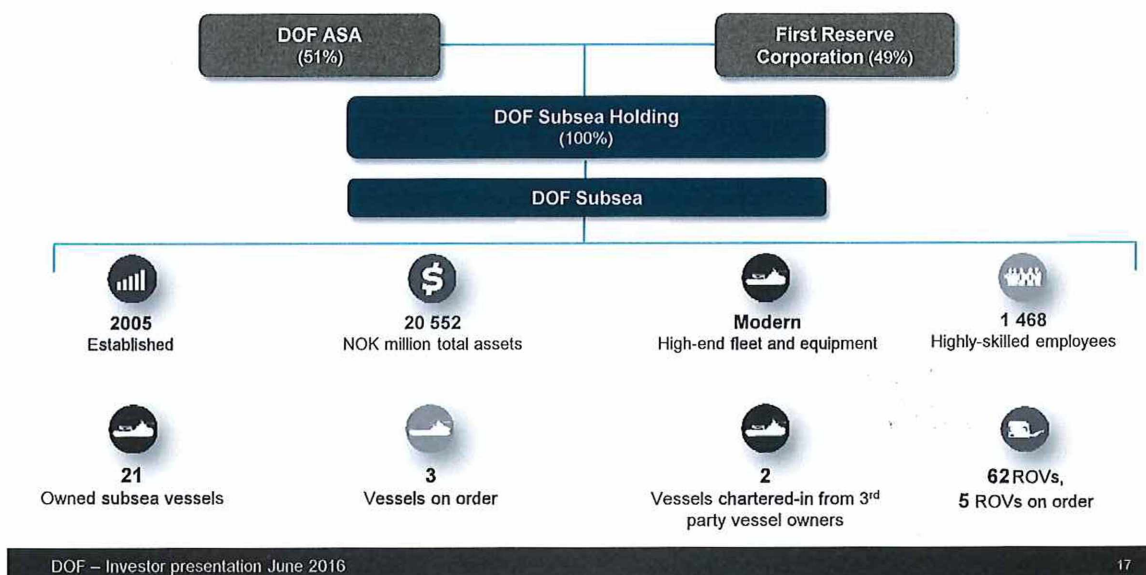


Source: Managers based on data from IHS Petrodata

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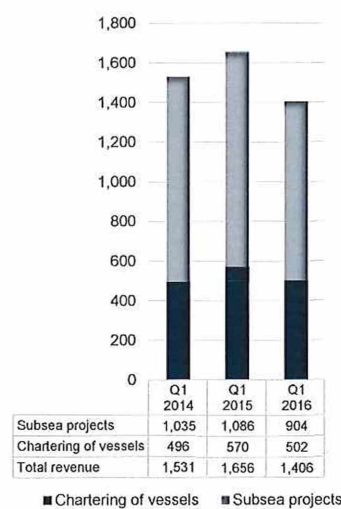
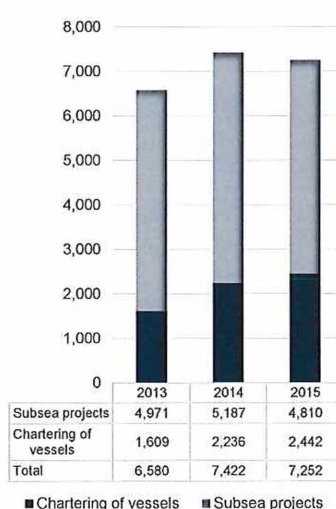
DOF Subsea in brief



DOF Subsea – Projects

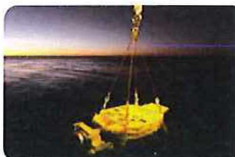
- DOF Subsea has built a global presence over the last 10 years
- DOF Subsea has developed the project business gradually
- Increased project activity and complexity driving growth
- IMR focused operations
- Project business going forward
 - Gradually increase the complexity of work done
 - Build a larger project back-log with focus on IMR
 - Mix between owned and chartered in vessels

Operating income by segment



* According to internal Management reporting

Subsea project: Gorgon, Jansz & Wheatstone IMR - Chevron



Project Description

DOF Subsea Australia provide Chevron Australia Pty Ltd with subsea IMR services for the Gorgon, Jansz and Wheatstone fields which are currently being precommissioned and developed off the Northern West coast of Australia. The partnership includes supply of vessels, ROVs, project management and engineering services (including on- and offshore personnel) and other associated subsea services.

Scope of Work

Deployment and recovery of subsea pig launcher/receivers (SSPLRs), tie-in and disconnection of SSPLR's, valve operations, pig tracking, flying lead installation and inspection.

- Subsea Control System Precommissioning
- Commissioning and Start-up Support
- Choke Module Intervention, Emergency Shutdown Valve Intervention
- Emergency Pipeline Repair System Support
- Platform Inspection, Subsea Structures Inspection and Subsea Pipeline Inspection
- Pipeline Side Scan Sonar Survey

Period: 2015 (3+2 years)

Vessels: Skandi Hercules, Skandi Singapore

Water Depth: 80 to 1,350 m

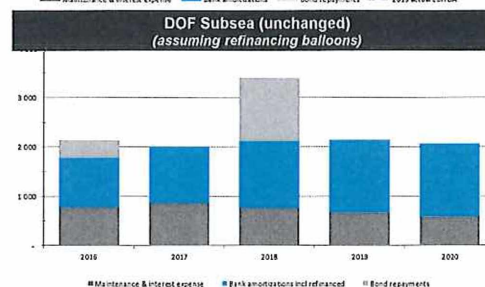
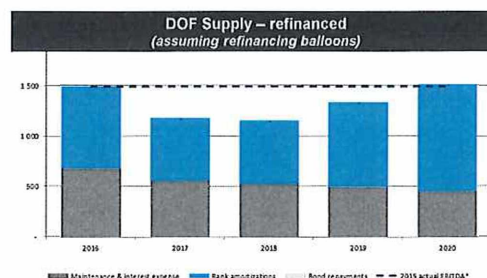
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DOF Supply Group cash flow to debt – refinanced

- Post refinancing, DOF Supply Group (DOF excluding DOF Subsea) will require NOK ~1.2 billion annual EBITDA to cover financial expenses and maintenance capex
- Actual DOF Supply Group cash EBITDA was NOK ~1.5 billion in 2015 (excl. sales gains and hedge accounting)
- Even with the final newbuilding delivery, a decline is expected due to the weak current market
- With a cash equity issue of minimum NOK 750 million, combined with proposed debt restructuring, DOF Supply Group should maintain a sufficient cash balance throughout 2020 to withstand continuing weak markets
- DOF Subsea will, with all newbuilds delivered, require approximately NOK ~2.1 billion annual EBITDA to cover interest expenses, maintenance capex and debt amortization
- DOF Subsea actual 2015 EBITDA was NOK 1.9 billion. DOF Subsea's newbuilds delivered & delivering after 2015 all have firm 5–8 year contracts and total EBITDA NOK ~1.0 billion per year

Source: Managers' estimates. Numbers assume bank balloons being refinanced with same amortization amounts

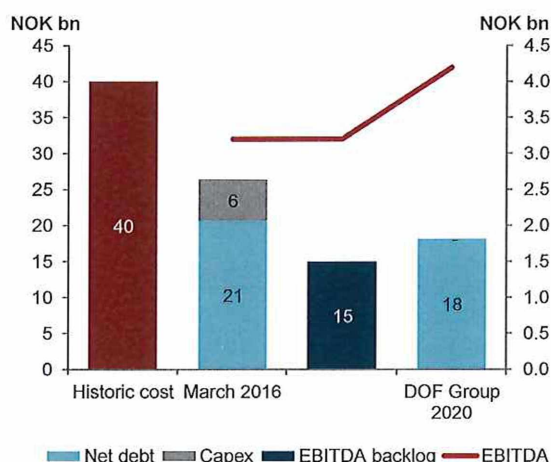


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DOF shareholder values in a recapitalized case

- DOF Group including DOF Subsea has pre-money net debt per 31 March 2016, of NOK 21 billion and NOK ~5.7 billion remaining capex*, total NOK ~27 billion
- All capex against long-term contracts
- Net debt & capex NOK ~24 billion post new equity, per 31 March
- EBITDA on firm backlog NOK ~15 billion
- By end of 2020, DOF Group will have consolidated net debt of NOK ~18 billion and no capex commitments
- Compares to historic cost of NOK ~40 billion



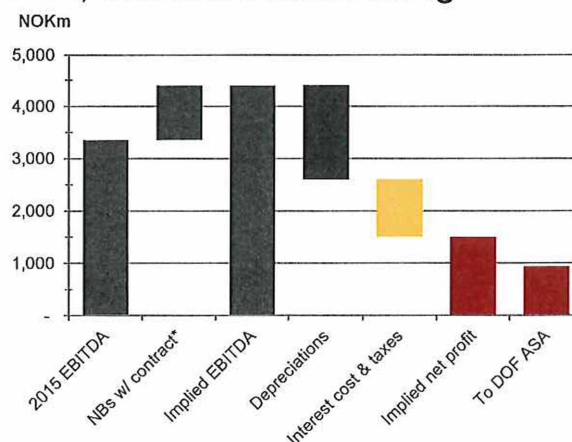
*Including capex related to vessels delivered year-to-date 2016 (Acu and Paraty)
Source: Managers' estimates

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Strong earnings in a normal market, but uncertain timing

- DOF Group actual 2015 EBITDA was NOK 3.35 billion excluding sales gains
- Newbuilds for delivery after 2015* will generate NOK ~1.0 billion annual EBITDA on already firm contracts
- The 2015 "EBITDA including newbuilds" was accordingly NOK ~4.3 billion
- Compares to estimated 2020 net debt of NOK ~18 billion
- Above implies NOK ~8-900 million net profit to DOF ASA shareholders



*Adding EBITDA of NOK ~1.2 billion gross on consolidated level: 4 PLSVs co-owned with Technip on 8-year contracts to Petrobras from delivery 2016/17 + Skandi Africa delivered 2015 with 5-year contract to Technip (9 months EBITDA included in figure as 3 months were reflected in 2015 EBITDA) + AHTS Paraty delivered mid-2016. Net of sold vessels: 4x PSVs and 1 AHTS sold March 2015, Skandi Arctic sold June 2015, Skandi Inspector (1979-built), and CSV Skandi Protector 1Q16

Source: Managers' estimates

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DOF Group consolidated 2020

EBITDA scenario 2020 - illustrative	NOKm	3 500	4 000	4 500	5 000
EV/EBITDA multiple	x	7,00	7,00	7,50	8,00
Enterprise Value	NOKm	24 500	28 000	33 750	40 000
Net debt year-end 2020	NOKm	(18 000)	(18 000)	(18 000)	(18 000)
Implied equity value	"	6 500	10 000	15 750	22 000
- DOF Subsea minorities	"	2 389	3 675	5 788	8 085
Implied DOF ASA equity value	"	4 111	6 325	9 962	13 915
Per DOF share (post-money)	NOK/sh	2,1	3,2	5,0	7,0

Equity value NOKm	2020 EBITDA	3 500	4 000	4 500	5 000	5 500	6 000
EV/EBITDA		6,0	1 898	3 795	5 693	7 590	9 488
		6,5	3 004	5 060	7 116	9 171	11 227
		7,0	4 111	6 325	8 539	10 753	12 966
		7,5	5 218	7 590	9 962	12 334	14 706
		8,0	6 325	8 539	11 385	13 915	16 445
		8,5	7 432	10 120	12 808	15 496	18 184
		9,0	8 539	11 385	14 231	17 078	19 924

Equity value per share	2020 EBITDA	3 500	4 000	4 500	5 000	5 500	6 000
EV/EBITDA		6,0	1,0	1,9	2,9	3,8	4,8
		6,5	1,5	2,5	3,6	4,6	5,6
		7,0	2,1	3,2	4,3	5,4	6,5
		7,5	2,6	3,8	5,0	6,2	7,4
		8,0	3,2	4,4	5,7	7,0	8,2
		8,5	3,7	5,1	6,4	7,8	9,1
		9,0	4,3	5,7	7,1	8,6	10,0

Source: Managers' estimates based on 1,883 million new shares @ NOK 1

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Shareholder overview

Top 30 shareholders as of 6 June 2016	Shares	Percent	Type	Country
1 MØGSTER OFFSHORE AS	56,876,050	51.2 %	Comp.	NOR
2 PARETO AKSJE NORGE	10,124,668	9.1 %	Comp.	NOR
3 SKAGEN VEKST	5,762,213	5.2 %	Comp.	NOR
4 MP PENSION FK	1,935,503	1.7 %	Comp.	NOR
5 MOCO AS	1,094,184	1.0 %	Comp.	NOR
6 VESTERFJORD AS	1,027,650	0.9 %	Comp.	NOR
7 KANABUS AS	1,004,684	0.9 %	Comp.	NOR
8 FORSVARETS PERSONELLSERVICE	997,421	0.9 %	Comp.	NOR
9 PARETO AS	994,000	0.9 %	Comp.	NOR
10 THE NORTHERN TRUST CO.	807,668	0.7 %	Nom.	GBR
11 SKANDINAVISKA ENSKILDA BANKEN AB	676,830	0.6 %	Comp.	NOR
12 EIKA NORGE	668,612	0.6 %	Comp.	NOR
13 VERDIPAPIRFONDET ALFRED BERG NORGE	635,758	0.6 %	Nom.	FIN
14 ENERGY INVESTORS AS	629,384	0.6 %	Comp.	NOR
15 AS FLU	453,661	0.4 %	Comp.	NOR
16 IMAGINE CAPITAL AS	423,098	0.4 %	Comp.	NOR
17 BKK PENSJONSKASSE	413,000	0.4 %	Comp.	NOR
18 DNB NOR BANK ASA EGENHANDELSKONTO	352,865	0.3 %	Comp.	NOR
19 CITIBANK, N.A.	350,163	0.3 %	Comp.	NOR
20 STRAEN A/S	329,900	0.3 %	Comp.	NOR
21 LISE AS	311,577	0.3 %	Nom.	USA
22 VERDIPAPIRFONDET KLP AKSJENORGE	304,811	0.3 %	Nom.	SWE
23 KLØVNINGEN AS	300,000	0.3 %	Comp.	NOR
24 <private>	290,930	0.3 %	Comp.	NOR
25 KBC SECURITIES NV	290,034	0.3 %	Priv.	NOR
26 <private>	281,211	0.3 %	Nom.	BEL
27 KOMMUNAL LANDSPENSJONSKASSE	280,884	0.3 %	Priv.	NOR
28 JAN AS	272,327	0.3 %	Comp.	NOR
29 REHUA AS	261,700	0.2 %	Comp.	NOR
30 KAMKO AS	258,000	0.2 %	Comp.	NOR
Total top 30	88,408,786	79.6 %		
Other	22,642,562	20.4 %		
Total	111,051,348	100 %		

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Result Q1 2016

All figures in NOK million	Q1 2016	Q1 2015	2015
Operating income	2 250	2 542	10 991
Operating expenses	-1 451	-1 752	-7 439
Net profit/loss from TS and JV	2	-1	-26
Net gain on sale of vessel	70	225	375
EBITDA before hedge	871	1 013	3 901
Hedge operating income	-68	-21	-182
Operating profit before depr - EBITDA	803	992	3 719
Depreciation	-268	-270	-1 119
Impairment	-330	-	-531
Operating profit- EBIT	205	723	2 070
Financial income	7	18	88
Financial costs	-295	-338	-1 290
Net realised currency gain/loss	-136	-103	-386
Net profit/loss before unrealised currency	-218	301	481
Net unrealised currency gain/loss	365	-517	-925
Net unrealised gain/loss on market instr.	182	130	109
Profit/loss before tax	329	-86	-335
Tax	-61	82	11
Net profit/loss	267	-4	-323

According to management reporting

Hedge accounting reflects the majority of the Brazilian fleet funded in USD being drawn at certain FX rates. EBITDA before hedge accounting reflects the cash EBITDA, whereas the EBITDA including hedge reflects the USD/BRL rate at the time of entering into the hedge accounting

Comments result Q1

Operational performance:

PSV:

- 90% utilisation fleet
- Generally good performance

AHTS:

- 82% utilisation fleet
- Four vessels partly in lay-up

Subsea:

- 93% utilisation TC fleet
- 79% utilisation project fleet
- One vessel sold
- Several vessels completed dry-dock

Depreciation and Impairment:

- Impairment loss mainly due to drop in FMVs
- Mainly impairment on subsea assets

Finance:

- Weaker USD compared to NOK and BRL – high unrealized gain on currency

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Balance sheet Q1 2016

Amounts in NOK million	31.03.2016	31.03.2015	31.12.2015
ASSETS			
Intangible assets	1 671	1 475	1 941
Vessel and other tangible assets	24 702	24 532	24 967
Newbuilds	1 872	2 825	943
Financial assets	620	399	530
Non-current assets	28 865	29 230	28 381
Receivables	2 491	3 193	2 772
Cash and cash equivalents	1 799	1 523	2 220
Asset held for sale	0	0	477
Current assets incl asset held for sale	4 289	4 715	5 469
Total assets	33 154	33 945	33 850
EQUITY AND LIABILITIES			
Subscribed equity	1 452	1 452	1 452
Retained equity	896	1 345	439
Non-controlling equity	3 455	3 442	3 281
Equity	5 803	6 239	5 172
Provisions for commitments	121	130	121
Other non-current liabilities	21 717	19 849	22 946
Non-current liabilities	21 838	19 979	23 067
Current part of interest bearing debt	3 853	5 912	3 198
Other current liabilities	1 661	1 815	2 152
Liabilities held for sale	0	0	260
Current liabilities	5 514	7 728	5 611
Total equity and liabilities	33 154	33 945	33 850

According to management reporting

Comments to balance

Assets:

- 11 vessels sold and two vessels delivered last 12 months
- Intangible assets mainly deferred tax NOK 1 252 million and goodwill NOK 419 million

Financial assets:

- Financial assets include minority share and long term funding of JVs (ship owning companies)

Equity:

- Still high negative impact from volatility in currency last 12 months

Liabilities:

- Secured debt NOK 21 408 million
- Unsecured debt NOK 3 710 million whereof NOK 2065 million in DOF ASA and remainder in 51%-owned DOF Subsea

Current liabilities:

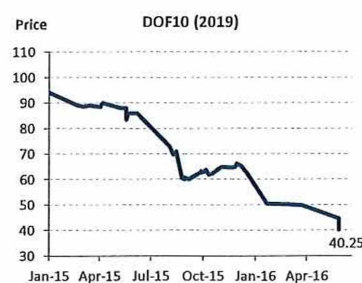
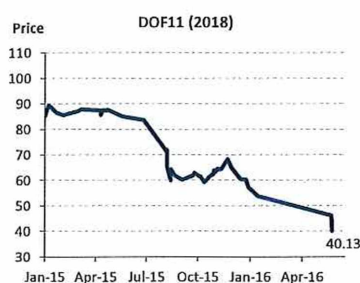
- Current part interest term debt includes bonds, NOK 1 060 million, balloons NOK 278, million and normal amortization + credit facilities

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Overview of outstanding DOF ASA bonds

Ticker	Name	Disbursement	Maturity	Interest	Status	Amount (NOK)	Net Amount (NOK)
DOF09	DOF ASA 12/17 FRN	07.02.2012	07.02.2017	N + 7.25%	Senior Unsecured	700 000 000	690 000 000
DOF11	DOF ASA 14/18 FRN	07.02.2014	07.02.2018	N + 4.75%	Senior Unsecured	700 000 000	676 000 000
DOF10	DOF ASA 12/19 FRN	12.09.2012	12.09.2019	N + 7.00%	Senior Unsecured	700 000 000	699 000 000
Sum DOF ASA						2 100 000 000	2 065 000 000

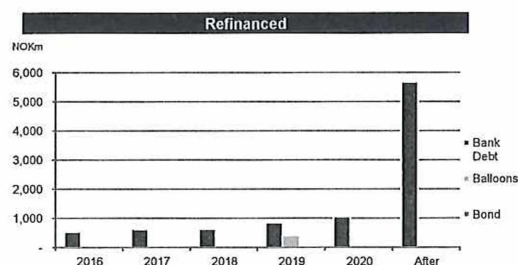
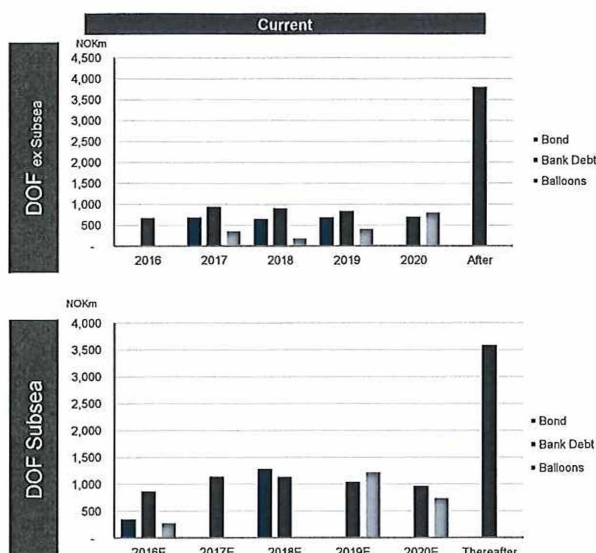


- Number of trades 2016YTD: 8 trades in DOF09, 9 trades in DOF11, 5 trades in DOF10

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Debt maturity profile



Bonds:

- DOFSUB05, NOK 360 million repaid in April 2016

Bank Balloons:

- Total balloons of NOK 278 million due in Q4 2016

2016 figures relate to the 3 last quarters of the year

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Risk factors (1/3)

An investment in the Offer Shares and/or the Subscription Rights involves inherent risk. Before making an investment decision, investors should carefully consider the risk factors and all information contained in this Prospectus, including the Financial Information and related notes. The risks and uncertainties described in this presentation are the principal known risks and uncertainties faced by the Group as of the date hereof that the Company believes are the material risks relevant to an investment in the Offer Shares. An investment in the Offer Shares 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 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 Offer Shares. If any of the following risks were to materialise, individually or together with other circumstances, they could have a material adverse effect on the Group and/or its business, results of operations, cash flows, financial condition and/or prospects, which may cause a decline in the value and trading price of the Offer Shares, resulting in the loss of all or part of an investment in the same.

The order in which the risks are presented does not reflect the likelihood of their occurrence or the magnitude of their potential impact on the Group's business, results of operations, cash flows, financial condition and/or prospects. The risks mentioned herein could materialise individually or cumulatively. The information in this section is as of the date of this Presentation.

Risks relating to the industry in which the Company operates:

- DOF's results of operations, cash flow and financial condition is significantly affected by the charter rates as well as utilization.
- An over-supply of offshore support vessels may lead to a reduction in charter rates
- Competition within the oil and gas services industry may have a material adverse effect on the Group's ability to market its services
- DOF operates in a marine environment, which is subject to the forces of nature, as well as environmental and climatological risks, that could cause damage to, loss of, or suspension of operations by the Company's vessels and could result in reduced levels of offshore activity
- Governmental laws and regulations relating to the oil and gas industry could hinder or delay the Group's operations, increase the Group's operating costs, reduce demand for its services and/or restrict the Group's ability to provide its services or operate its vessels.
- DOF could face additional supply of vessels in the offshore supply services industry that could materially adversely affect DOF's competitive position and the rates it can charge for its services.
- DOF's business involves numerous operating hazards, which may cause personal injury or loss of life, severe damage to or destruction of property and equipment, pollution or environmental damage, claims by third parties or customers and suspension of operations which could materially adversely affect the DOF Group's results of operations, cash flows and financial condition.

Risk factors (2/3)

- DOF may be subject to litigation that could have a material adverse effect on the Group's business, results of operations, cash flow, financial condition, because of potential negative outcomes, the costs associated with prosecuting or defending such lawsuits, and the diversion of management's attention to these matters.
- DOF's operations in international markets are subject to risks inherent in international business activities, including, in particular, general economic conditions in each such country where the Company operates, currency fluctuations, unexpected changes in regulatory requirements, complying with a variety of foreign laws and regulations etc.
- Changes in the legislative and fiscal framework governing the activities of the oil and gas business could hinder or delay the Company's operations, increase the Company's operating costs, reduce demand for the Company's services and restrict the Company's ability to operate its vessels or otherwise.
- The Group does business in jurisdictions with inherent risks relating to fraud, bribery and corruption

Operational risk factors:

- The market value of the Group's current vessels and those it acquires in the future may decrease, which could cause the DOF Group to incur losses if it is decided to sell them following a decline in their market values.
- DOF may fail to estimate effectively risks, costs or timing when bidding on contracts and to manage such contracts efficiently which could have a material adverse impact on the profitability of the group.
- The Group's operating and maintenance costs will not necessarily fluctuate in proportion to changes in operating revenues. Also, the required maintenance and dry-docking of the Group's vessels could be more expensive and time consuming than originally anticipated
- The Group's future contracted revenue for its vessels may not be ultimately realized.
- DOF is exposed to client concentration risk: A significant portion of the Group's revenues in 2015 were attributable to Petrobras.
- The Group may not be able to renew or obtain new and favorable contracts for vessels whose contracts are expiring or are terminated, which could materially adversely affect the DOF Group's results of operation, cash flows and financial condition.
- DOF may not be successful in attracting and retaining sufficient skilled employees which may adversely affect the group's operations.
- DOF is exposed to several risk factors in connection with its remaining newbuilding contracts and may face challenges relating to integration of newbuilds or delayed delivery, which could adversely affect the Group's operations, cash flow and financial condition.
- A major portion of the Group's earnings stem from DOF Subsea, which from time to time assumes project risk by offering fixed price to clients and accordingly are exposed to increases in sub-contractor costs, time spent to complete projects or other factors
- As DOF's vessels age, they not realize the projected service life which may affect the DOF Group's operating results and financial condition.

Risk factors (3/3)

Financial risks:

- The DOF Group may be dependent on funding from investors and/or banks to finance its operations going forward and no assurance can be given that sufficient capital will be secured, or the terms at which such capital can be secured (if any) or with respect to the amount of capital that will be required.
- The DOF Group's loan agreements includes terms, conditions and covenants that may impose restrictions on the operations of the DOF Group. A failure to comply with the conditions and covenants may have a material and adverse effect on the group.
- The DOF Group is exposed to the risk of contractual default by a counterparty.
- The DOF Group is exposed to changes in interest rates and exchange rates, which may adversely impact the group's cash flows and financial condition.
- Changes in tax regimes and taxation may adversely affect the DOF Group's cash flows and financial condition.

Risks factors relating to the shares:

- The future price development of the Company's shares may be volatile due to various factors, including fluctuations in the DOF Group's results and general market conditions. There can be no guarantee that investors subscribing for shares in the Equity Issue will be able to sell their shares in the future at a price exceeding the subscription price.
- Future sales of shares by the Company's major shareholder or any of its primary insiders may depress the price of the shares.
- Future issuances of shares or other securities may dilute the holdings of shareholders and could materially affect the price of the shares.
- The transfer of shares is subject to restrictions under the securities laws of the United States and other jurisdictions .
- Investors abroad may have difficulty enforcing any judgment obtained in jurisdiction outside Norway against the Company or its directors or executive officers in Norway.
- Limited due diligence investigations have been conducted prior to the Equity Issue, and the Company may be subject to material losses or claims which neither the Company nor the Managers are aware of at the date of this Presentation.



Restructuring Term Sheet

Restructuring Term Sheet

DOF ASA

This restructuring term sheet (the "Restructuring Term Sheet") sets out the terms for the proposed restructuring of DOF ASA (the "Issuer" or the "Company"), including proposed amendments to the Company's senior bank facilities and three senior unsecured bonds issued by the Company (DOF09, DOF10 and DOF11) and certain other agreements and arrangements (the "Restructuring").

Definitions:	<p>"Bond Trustee" means Nordic Trustee ASA in its capacity as bond trustee for the Senior Unsecured Bonds.</p> <p>"Capital Reduction" means the reduction of the nominal value of the Shares of the Company through a share capital reduction as described herein, as approved by a shareholders meeting.</p> <p>"Debt Swap" means conversion of the Company's Senior Unsecured Bonds to Subordinated Convertible Bonds as described further under "Debt Swap" below.</p> <p>"DOF Supply Group" means DOF ASA and its subsidiaries excluding DOF Subsea AS.</p> <p>"Effective Date" means the date on which all the conditions precedent for the Restructuring have been fulfilled.</p> <p>"Existing Bank Facilities" means the DOF Supply Group's existing senior secured bank facilities.</p> <p>"Existing Bank Lenders" means the lenders under the Bank Facilities.</p> <p>"Group" means the Company and its direct and indirect subsidiaries, and a "Group Company" means the Company or any of its subsidiaries.</p> <p>"Senior Unsecured Bond Agreements" means (i) the bond agreement originally dated 7 February 2012 in respect of the NOK 700 million Senior Unsecured Bond Issue 2012/2017 with ISIN NO 001 063586.5 (as amended and restated from time to time) and current maturity on 7 February 2017 (the "DOF09 Bonds"), (ii) the bond agreement originally dated 7 February 2014 in respect of the NOK 700 million Senior Unsecured Bond Issue 2014/2018 with ISIN NO 001 070319.2 (as amended and restated from time to time) and current maturity on 7 February 2018 (the "DOF11 Bonds"); and (iii) the bond agreement originally dated 12 September 2012 in respect of the NOK 700 million Senior Unsecured Bond Issue 2013/2019 with ISIN NO 001 1065780.2 (as amended and restated from time to time) and current maturity on 12 September 2019 (the "DOF10 Bonds").</p> <p>"Senior Unsecured Bonds" means the DOF09 Bonds, DOF10 Bonds, and DOF11 Bonds, collectively.</p> <p>"Settlement Date" means the date on which the Senior Unsecured Bonds are converted and the Subordinated Convertible Bonds are issued.</p> <p>"Shares" means the ordinary shares of the Company with the current nominal</p>
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	value of NOK 2.00, which will be reduced to NOK 0.50 through the Capital Reduction.
Senior Unsecured Bonds:	<p>The Senior Unsecured Bond Agreements and related documentation to be amended and/or restated in accordance with the below (and to reflect any additional logical or consequential changes):</p> <p>Debt Swap: The Senior Unsecured Bonds shall be converted to a subordinated convertible bond (the "Subordinated Convertible Bonds" or "Subordinated Convertible Bond Issue") at 50% of par value. The Subordinated Convertible Bonds will be issued by the Company on the Settlement Date.</p> <p>Accrued interest: All accrued interest on the Senior Unsecured Bonds, whether fallen due or not, shall be written off (not paid).</p>
Subordinated Convertible Bonds:	<p>The main terms of the Subordinated Convertible Bonds are:</p> <ul style="list-style-type: none"> • Tenor: Five (5) years from the date of the EGM • Status: Subordinated debt obligations of the Company • Coupon: Zero • Conversion: Convertible to Shares at any time throughout the tenor • Conversion Price: NOK 1.00 • Issuer's call options: None • Repayment: The Issuer may repay the Subordinated Convertible Bonds by conversion to Shares at the final maturity date at the Conversion Price <p>For a complete description of the terms for the Subordinated Convertible Bond Issue, please refer to the Subordinated Convertible Bond Term Sheet attached as Appendix 3 of the Summons Letter dated 21 June 2016.</p> <p>Issue of the Subordinated Convertible Bonds will be conditional upon the passing of the Required Shareholder Resolutions and completion of the Restructuring.</p>
New Senior Secured Credit Facility:	<p>As part of the Restructuring, the Company will amend the Existing Bank Facilities by entering into a new senior secured credit facility (the "New Senior Secured Credit Facility"). The New Senior Secured Credit Facility is essentially giving the Company a 75% reduction in amortizations over a three year period.</p> <p>Borrower: DOF Rederi AS</p> <p>Aggregate principal amount: NOK 3,800,000,000 credit facilities consisting of one Eksportkreditt Facility, one Term Loan Facility and one Revolving Credit Facility.</p> <p>Tenor: Five (5) years (commercial facilities)</p> <p>Amortizations: The amortization schedule gives essentially annual instalments of NOK 130 million in years 1-3 and NOK 500 million in years 4-5.</p>

Margin:

About 2.60% (commercial facilities)

Security/collateral:

Inter alia, 27 vessels owned by DOF Rederi AS and other vessel owners owned 100% by the Company.

Financial covenants:

Minimum Liquidity: NOK 500 million

Minimum Book Equity: NOK 3,000 million

LTV test:

Years 1-3: 100%

Years 4: 112.5%

Years 5: 125%

Closing of the NOK 3,800,000,000 Senior Secured Credit Facility will be conditional upon completion of the Restructuring.

Equity Issue:

As part of, and as a condition to the Restructuring, the Company will conduct an offering of new shares raising NOK 750 – 1,200 million in gross proceeds to the Company (the “**Equity Issue**”). The Equity Issue will be issued at a subscription price of NOK 1.00 per share.

The offering of the New Equity is contemplated to be conducted as a rights issue directed towards existing stakeholders. Allocation will be at the discretion of the Issuer's Board. The minimum subscription amount will be EUR 100,000, in accordance with statutory limitations.

Closing of Equity Issue will be conditional upon the passing of the Required Shareholder Resolutions and completion of the Restructuring.

Shareholders:

The Company will call an extraordinary general meeting to propose that the shareholders approve the Restructuring, including (i) the issuance of the Subordinated Convertible Bonds, (ii) the Equity Issue, (together the “**Required Shareholder Resolutions**”), and (iii) the Capital Reduction.

Pro-forma interest:

Following the completion and effectuation of the Equity Issue and the Debt Swap, the pro-forma fully diluted equity interest in Company will be distributed as outlined below (assuming all Subordinated Convertible Bonds are converted) (note: for illustration purposes only):

Pro-forma interest raising the minimum amount in the Equity Issue (NOK 750 million):

Stakeholder	Shares (#)	Share (%)
Existing shareholders	111,051,346	5.9%
New Equity	750,000,000	39.6%
Existing bondholders	1,032,500,000	54.5%
Total	1,893,551,346	100%

Pro-forma interest raising the full amount in the Equity Issue (NOK 1,200 million):

Stakeholder	Shares (#)	Share (%)
Existing shareholders	111,051,346	4.7%
New Equity	1,200,000,000	51.2%
Existing bondholders	1,032,500,000	44.1%
Total	2,343,551,346	100%

Reduction of the nominal value/share capital reduction:

The current nominal value of the Shares is NOK 2.00. As part of the Restructuring, the Company will carry out the Capital Reduction in order to reduce the nominal value of the Shares. This reduction will be carried out as a reduction of share capital without distribution, and will be proposed resolved by an extraordinary general meeting of the Company. The proposed new nominal value will be NOK 0.50.

Any new Shares to be issued as part of the Equity Issue or the Debt Swap is expected to be issued as Shares.

Conditions:

The occurrence of the Effective Date will be subject to the following conditions precedent being fulfilled on or prior to the Effective Date:

- (i) The conditions precedent set forth in the Subordinated Convertible Bond Term Sheet attached as Appendix 3 of the Summons Letter dated 21 June 2016.
- (ii) No member of the Group having entered into any bankruptcy, liquidation, administration, receivership or any other insolvency procedure (or any analogous proceeding in any other jurisdiction), whether voluntary or involuntary.
- (iii) No enforcement or acceleration or debt recovery action having been taken by or on behalf of any of the other creditors and/or suppliers of the Company or any member of the Group under or in connection with any other indebtedness or due amounts of the Company or any member of the Group in an aggregate amount in excess of NOK 10 million.

Subordinated Convertible Bond Term Sheet

Term Sheet



ISIN: NO [●]

DOF ASA Subordinated Convertible Bond Issue 2016/2021 (the "Convertible Bonds" or the "Convertible Bond Issue")

Settlement Date: on or about 5 August 2016

Issuer:	DOF ASA (a company existing under the laws of Norway with registration number 935 349 230)
Issue Amount:	NOK 1,032.5 million.
Currency:	NOK
Group:	Means the Issuer and all its (directly or indirectly owned) Subsidiaries from time to time, and a "Group Company" means the Issuer or any of its Subsidiaries.
Restructuring Term Sheet:	The Restructuring Term Sheet outlines the agreed principal terms and conditions that the Issuer's senior lenders, existing shareholders and bondholders in the bond issues DOF09, DOF10 and DOF11 (the "Existing Bond Issues") have accepted as part of the restructuring of the Issuer's capital structure (the "Restructuring").
Coupon Rate:	Zero coupon.
Settlement Date:	Expected to be 5 August 2016.
Final Maturity Date:	6 July 2021 (5 years after the extraordinary general meeting of the Issuer resolving the conversion rights for the Convertible Bond Issue (expected 6 July 2016)).
Shareholder Approvals:	Means the required approval of the shareholders of the Issuer at an extraordinary general meeting in relation to the issue of the Convertible Bonds and the Rights Issue (as defined below).
Issue Price:	100% of par value.
Nominal Value:	The Convertible Bonds will have a nominal value of NOK 1.00 each.
Amortization:	The Convertible Bonds shall be repaid through conversion pursuant to the Share Settlement (see below) and in full at the Final Maturity Date at 100 % of par value, if not previously redeemed or converted into Shares.
Purpose of the Convertible Bond Issue:	The net proceeds from the Convertible Bond Issue will be used to refinance in full the Issuer's Existing Bond Issues on the terms and conditions as set out in the Restructuring Term Sheet.
Subscribers of the Convertible Bond:	The subscribers of the Convertible Bond will be the bondholders in the Existing Bond Issues with an amount of NOK 1,032.5 million (equal to 50% of the total outstanding nominal amount under these bond issues being NOK 2,065 million, (excluding NOK 35 million of bonds held by the Issuer which will be cancelled), by way of full redemption in accordance with decisions by the relevant bondholders meetings).

Status of the Convertible Bonds:	The Convertible Bonds shall rank as subordinated unsecured obligations of the Issuer. The Convertible Bonds shall be subordinated to the financial liabilities of the Group, however the Convertible Bonds shall rank pari passu with any other subordinated debt of the Issuer, and shall rank ahead of all amounts payable in respect of the share capital of the Issuer.
Conversion Price:	NOK 1.00.
Dividends:	To the extent the Issuer resolves any distributions in respect of the shares, then the Convertible Bondholders shall receive a distribution as if it had been a shareholder after conversion.
Adjustment to the Conversion Price:	<p>The Bond Agreement will contain limited provisions for adjustment of the Conversion Price, and the Convertible Bondholders will in the event of a merger, split or consolidation of Shares, de-merger or issuance of convertible loans etc. be treated as a shareholder.</p> <p>There will be no adjustment of the Conversion Price for new share issues during the tenor of the Convertible Bonds, however Convertible Bondholders shall be given subscription rights to have the right to participate in rights issues (i.e. share issues with preferential rights for existing shareholders) by way of providing such subscription rights to the Convertible Bondholders account ahead of such share issue, early enough for the Convertible Bondholders to be able to either sell such subscription rights or to purchase Shares in such share issues.</p> <p>The Conversion Price shall be adjusted in the event any new convertible loans are issued with conversion price less than NOK 1.00, so that it upon completion of the new convertible loan the Conversion Price is equal to the conversion price of such Convertible (to the extent the conversion price is lower).</p> <p>The Convertible Bondholders shall have equal rights as it had been a shareholder in terms of any dividend payment and other distributions to the shareholders. For any portion of the Convertible Bonds being converted at a point in time which implies that the Convertible Bondholder neither receives such dividend or other distribution as a bondholder or on the shares being issued upon the conversion, the Conversion Price shall be adjusted so that the economic value is compensated for.</p>
Bondholder's Conversion Rights:	<p>Each Convertible Bondholder shall be entitled to convert (the "Conversion Right") any or all of their Convertible Bonds into ordinary shares of the Issuer (the "Shares") at the Conversion Price at any time during the Conversion Period by sending a notice to the Issuer (a "Conversion Notice"). The Issuer can postpone effectuation of conversions to the next Quarter Date, provided that the applicable conversion amount is less than NOK 10 (ten) million face value, except to the extent the conversion is necessary to exercise any rights under the Convertible Bonds.</p> <p>If an exercise of the Conversion Right gives rise to fractional shares, the number of Shares resulting from the conversion shall be rounded down to the nearest whole Share (fractional Shares will not be issued).</p> <p>The Conversion Right cannot be separated from the Convertible Bonds.</p>
Conversion Period:	Means the period commencing on the Settlement Date and ending on the twentieth (20 th) business day prior to the Final Maturity Date, in no event more than 5 (five) years from the date of the EGM resolution.
Conversion Date:	The Conversion Date will be the twentieth (20 th) business day after the date on which the Conversion Agent has received the Conversion Notice from a Convertible Bondholder notifying the Conversion Agent that it is exercising its Conversion Right.

Rights Issue:	Means the rights issue to be directed to all of the Issuer's shareholders in connection with the Restructuring with a maximum amount of NOK 1,200 million.
Change of Control Event:	Means if and when any person or group of persons other than Møgster Offshore AS or affiliates of Møgster Offshore AS acting in concert gaining Decisive Influence over the Issuer.
Change of Control:	Upon a Change of Control the Issuer shall in its sole discretion have the right to (a) require that the Convertible Bonds are converted to Shares at the Conversion Price, or (b) demand that the Convertible Bonds not converted to Shares, shall continue as debt bond obligations of the Issuer, however, with no conversion rights to Shares.
Share Settlement:	The Issuer will redeem the Convertible Bonds on the Final Maturity Date (instead of repaying in cash), by converting the Convertible Bonds into Shares at the Conversion Price.
Conditions Precedent:	<p>The issue of the Convertible Bonds will be subject to the fulfilment of certain conditions precedent, to the satisfaction of the Trustee, as customary for these types of transactions, including but not limited to:</p> <ul style="list-style-type: none"> • the Bond Agreement duly executed; • at least NOK 750 million in cash equity fully paid into the Issuer; • satisfactory fully committed and signed term sheet evidencing the banks' commitment for relief containing the following: <ul style="list-style-type: none"> ○ reduction of amortizations on all bank facilities in DOF Rederi AS and the 50%-owned DOF Deepwater AS (effectively all non-Brazilian owned vessels), for a three-year period from mid-2016, with a total liquidity effect of NOK 1.3 billion, in addition to amended financial covenants; ○ no changes are made to the financing arrangements of the Brazilian subsidiary Norskan Offshore Ltda., which is financed by the Brazilian BNDES and secured in Brazilian flagged vessels on long-term contracts; ○ no changes are made to the financing arrangements of DOF's 51%-owned subsidiary DOF Subsea AS; • agreements and other obligations subject as described under "Other Undertakings" duly formalised and executed without further terms and conditions; • If all transactions are completed as intended, the new fully-diluted number of shares outstanding (including subscription rights relating to the Subordinated Convertible Bond) will be between 1,893 million and up to 2,343 million shares (intended 1,993 million shares assuming full subscription in the Rights Issue and maximum Convertible Bonds repurchase amount, being all cash equity beyond NOK 850 million); • confirmation from the Issuer that all parties will complete the contemplated transactions as set out above; • Conditions Precedents to be fulfilled and transactions completed in accordance with a closing memorandum to be entered into with the Trustee (including all transactions and timing), where the Trustee is permitted to agree the further details, sequence and timing for delivery of the various Condition Precedent documents, which shall to the extent practically possible be fulfilled as simultaneous as possible; and • other customary Conditions Precedent to be listed. <p>An Extraordinary General Meeting to consider the Shareholder Approvals, including any required reduction of the share capital of the Issuer, shall be held no later than 1 August 2016.</p>
Issuer's Undertakings:	During the term of the Convertible Bonds, the Issuer shall at all times (unless the

	<p>Trustee or the Bondholders' meeting (as the case may be) in writing has agreed otherwise) comply with the following undertakings:</p> <ul style="list-style-type: none"> a) Reporting: The Issuer shall of its own accord make management and financial reports (quarterly, written in English) available to the Trustee and on its web pages for public distribution no later than 150 days after the end of the financial year and no later than 60 days after the end of the relevant interim period (each a "Reporting Date"); b) Listing of shares: The Issuer shall ensure that the Issuer's shares remain listed on Oslo Børs; and c) Listing of Convertible Bonds: From the date of the listing of the Convertible Bonds the Issuer shall ensure that the Convertible Bonds remain listed on Oslo Børs.
Other Undertakings:	<p>Møgster Offshore AS as majority shareholder of the Issuer to propose and vote in favor of a resolution so that 2 (two) (of which one is a woman to the extent required to comply with mandatory law) out of (five) board members of the Issuer's board of directors shall be elected by the Trustee on behalf of the Convertible Bondholders (or if more board members the number of board members which is equal to the proportionate share rounded upwards). This shall be in effect as long as the outstanding amount under the Convertible Bond is at least NOK 500 million. If the outstanding amount is less than NOK 500 million but at least NOK 300 million, the number of board members shall be 1 (one).</p> <p>If the proceeds from the Rights Issue exceed NOK 850 million such surplus amount will be used to offer to repurchase the Convertible Bonds at 100% of par value simultaneously with subscription and payment on an equal basis to all bondholders.</p> <p>The Convertible Bonds shall be subject to the same negative pledge covenants as under the Existing Bond Issues, except for pledges created in connection with new third party financing to any member of the Group.</p> <p>In the event the Issuer calls for a general meeting to resolve (i) a merger or de-merger or (ii) a share issue which implies an increase of the share capital by more than 25% in aggregate in any 6 (six) month period, or (iii) the liquidation of the Issuer, the Bondholder's shall be given notice of such general meeting so that each Bondholder may convert its bonds and be enabled to participate in the general meeting.</p>
Definitions:	<p>"Decisive Influence" means a person having, as a result of an agreement or through the ownership of shares or interests in another person (directly or indirectly): (a) a majority of the voting rights in that other person; or (b) a right to elect or remove a majority of the members of the board of directors of that other person.</p> <p>"Finance Documents" means</p> <ul style="list-style-type: none"> (i) the Bond Agreement; (ii) the Trustee's fee letter; and (iii) any other document the Issuer and the Trustee designate as a Finance Document. <p>"Outstanding Convertible Bonds" means the Convertible Bonds not converted to Shares.</p> <p>"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint-stock company, trust, unincorporated organization, government, or any agency or political subdivision thereof or any other entity, whether or not having a separate legal personality.</p>

	<p>"Quarter Date" means each 31 March, 30 June, 30 September and 31 December.</p> <p>"Reporting Date" means the date on which the interim accounts or the financial statements are made available by the Issuer in accordance with the Reporting provisions above.</p> <p>"Shares" means shares issued by the Issuer.</p> <p>"Subsidiary" means a company over which another company has Decisive Influence.</p>
Event of Default:	<p>The Bond Agreement shall include standard event of default provisions, but adjusted to take into consideration all transactions contemplated by the Convertible Bonds and the Restructuring Term Sheet and the ongoing restructuring in the Group and that an acceleration of the Convertible Bonds shall be settled through conversion to Shares at the Conversion Price.</p> <p>In addition the Bond Agreement shall include a penalty clause amounting to NOK 50,000 per day, and limited to the maximum aggregate amount of NOK 10,000,000, upon the following event of defaults until remedied:</p> <ul style="list-style-type: none"> • breach of the Issuer's Undertakings; • if 2 (two) out of 5 (five) board members of the Issuer's board of directors appointed by the Trustee on behalf of the Convertible Bondholders as set for the in "Other Undertakings" above, is not elected by the general meeting within 1 August 2016 or subsequently replaced by representatives not appointed by the Trustee; and • If the Restructuring, without the Bondholder' consent, is executed and implemented on terms which are not in all material respects reflected in the Restructuring Term Sheet later than 31 October 2016. <p>No Event of Default to occur by the Issuer negotiating with its creditors and the deteriorating market conditions for the Issuer to the Settlement Date not to constitute a Material Adverse Effect.</p>
Issuer's Ownership of Convertible Bonds:	The Issuer has the right to acquire and own the Convertible Bonds.
Manager:	Pareto Securities AS, Dronning Mauds gt. 3, NO-0115 Oslo, Norway.
Trustee:	Nordic Trustee ASA, Postboks 1470 Vika, 0116 Oslo, Norway.
Registration:	The Norwegian Central Securities Depository (VPS). Principal and interest accrued (if any) will be credited the Convertible Bondholders through VPS.
Paying, Transfer and Conversion Agent:	Nordea Bank Norge ASA.
Listing of Convertible Bonds:	The Issuer will apply for the Convertible Bonds to be listed on Oslo Børs.
Market Making:	No market-maker agreement has been made for this Convertible Bond Issue.
Taxation:	The Issuer shall pay any stamp duty and other public fees accruing in connection with issuance of the Convertible Bonds, but not in respect of trading of the Convertible Bonds in the secondary market (except to the extent required by applicable laws), and the Issuer shall deduct before payment to the Convertible Bondholders at source any applicable withholding tax payable pursuant to law.

Bond Agreement:	<p>The Bond Agreement will be entered into by the Issuer and the Trustee acting as the Convertible Bondholders' representative, and it shall be based on the Trustee's Norwegian law standard. If any term in the Bond Agreement is deemed invalid, than this shall not have any bearing on the other provisions of the Bond Agreement.</p> <p>The Bond Agreement shall regulate the Convertible Bondholders' rights and obligations with respect to the Convertible Bonds. If any discrepancy should occur between this Term Sheet and the Bond Agreement, then the Bond Agreement shall prevail. The Bond Agreement shall provide for a register of holders of the Convertible Bond in the VPS, and that such register shall be available to the Issuer.</p> <p>The subscriber is deemed to have granted authority to the Trustee to finalize the Bond Agreement. Although minor adjustments to the structure described in this Term Sheet may occur, the provisions in the Bond Agreement will be substantially consistent with those set forth in this Term Sheet.</p>
Terms of Subscription:	<p>Any subscriber of the Convertible Bonds specifically authorizes the Trustee to execute and deliver the Bond Agreement on behalf of the prospective bondholders, who will execute and deliver such Application Forms prior to receiving Bond allotments. On this basis, the Issuer and the Trustee will execute and deliver the Bond Agreement and the latter's execution and delivery is on behalf of all of the subscribers, such that they thereby will become bound by the Bond Agreement. The Bond Agreement specifies that by virtue of being registered as a Convertible Bondholder (directly or indirectly) with the Securities Depository, the Convertible Bondholders are bound by the terms of this Bond Agreement and any other Finance Document, without any further action required to be taken or formalities to be complied with.</p> <p>The Bond Agreement shall specify that it shall be made available to the general public for inspection purposes and may, until redemption in full of the Convertible Bonds, be obtained on request by the Trustee or the Issuer.</p>
Eligible Purchasers:	<p>The Convertible Bonds shall only be offered to non-"U.S. persons" in "offshore transactions" within the meaning of Rule 902 of Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act") except for "Qualified Institutional Buyers" ("QIBs") within the meaning of Rule 144A under the Securities Act. In addition to the application form that each investor will be required to execute, each U.S. investor that wishes to purchase Convertible Bonds will be required to execute and deliver to the Issuer a certification in a form to be provided by the Issuer stating, among other things, that the investor is a QIB. The Convertible Bonds may not be purchased by, or for the benefit of, persons resident in Canada. The Bond Agreement will contain customary terms and provisions for a U.S. Rule 144A or Regulation S placement.</p>

Transfer Restrictions:	<p>Convertible Bondholders will not be permitted to transfer the Convertible Bonds except (a) subject to an effective registration statement under the Securities Act, (b) to a person that the Convertible Bondholder reasonably believes is a QIB within the meaning of Rule 144A that is purchasing for its own account, or the account of another QIB, to whom notice is given that the resale, pledge or other transfer may be made in reliance on Rule 144A, (c) an offshore transaction in accordance with Regulation S under the Securities Act, including, in a transaction on the Oslo Børs, and (d) pursuant to any other exemption from registration under the Securities Act, including Rule 144 there under (if available). The Convertible Bonds may not, subject to applicable Canadian laws, be traded in Canada for a period of four months and a day from the Settlement Date.</p>
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Oslo, 21 June 2016

DOF ASA
As Issuer

Pareto Securities AS
As Manager