

PROSPECTUS

The logo for Seaway 7, featuring the word "seaway" in a blue, lowercase, sans-serif font, followed by a red number "7".

Seaway 7 ASA

(A public limited liability company organised under the laws of Norway)

**Rights Issue of 436,562,575 Offer Shares with a Subscription Price of NOK 4.83 per Offer Share  
with Subscription Rights for Existing Shareholders**

Subscription Period for the Rights Issue: From 09:00 hours (CEST) on 11 October 2022 to 16:30 hours (CEST) on 25 October 2022  
Trading in Subscription Rights: From 09:00 hours (CEST) on 11 October 2022 to 16:30 hours (CEST) on 19 October 2022

This prospectus (the "**Prospectus**") has been prepared by Seaway 7 ASA (the "**Company**" or "**Seaway7**", and together with its subsidiaries, the "**Group**"), with its shares listed on Euronext Growth Oslo, a multilateral trading facility operated by Euronext through Oslo Børs ASA, solely for use in connection with a fully underwritten rights issue of 436,562,575 new shares in the Company with a nominal value of NOK 0.1 (the "**Offer Shares**") at a subscription price of NOK 4.83 per Offer Share (the "**Subscription Price**"), raising gross proceeds of NOK 2,108,597,237.25 (the "**Rights Issue**").

The subscription period for the Rights Issue (the "**Subscription Period**") will commence at 09:00 hours Central European Summer Time ("**CEST**") on 11 October 2022 and end at 16:30 hours (CEST) on 25 October 2022.

The shareholders of the Company's shares as of 6 October 2022 (the "**Existing Shareholders**" and the "**Existing Shares**", respectively) as registered with the Norwegian Central Securities Depository ("**Verdipapirsentralen**" or the "**VPS**") as of 10 October 2022 (the "**Record Date**") will be granted transferable subscription rights (the "**Subscription Rights**") in the Rights Issue that, subject to applicable law, provide preferential rights to subscribe for, and be allocated, Offer Shares at the Subscription Price. Each Existing Shareholder will be granted one (1) Subscription Right for every one (1) Existing Share registered as held by such Existing Shareholder as of the Record Date. The Subscription Rights will be registered on each Existing Shareholders' VPS account on or about 11 October 2022.

Each Subscription Right will, subject to applicable law, give the right to subscribe for, and be allocated, one (1) Offer Share in the Rights Issue. The Subscription Rights will be listed and tradable on Euronext Growth Oslo under the ticker code "SEAWT" from 09:00 hours (CEST) on 11 October 2022 and until 16:30 hours (CEST) on 19 October 2022, i.e. four business days prior to the end of the Subscription Period in the Rights Issue. Over-subscription with Subscription Rights is permitted. Subscription in the Rights Issue without Subscription Rights is not permitted.

**Subscription Rights that are not used to subscribe for Offer Shares before the end of the Subscription Period, or that are not sold before 16:30 hours (CEST) on 19 October 2022, will have no value and will lapse without compensation to the holder.**

Following expiry of the Subscription Period, any Offer Shares that have not been subscribed for and allocated in the Rights Issue will be subscribed and paid for at the Subscription Price by an underwriting syndicate consisting of certain Existing Shareholders (the "**Underwriters**"), subject to the terms and conditions of the underwriting agreement entered into between the Company and the Underwriters dated 9 September 2022 (the "**Underwriting Agreement**").

**The Company is not taking any action to permit a public offering of the Subscription Rights or the Offer Shares in any jurisdiction outside Norway. The Offer Shares and the Subscription Rights are being offered only in those jurisdictions in which, and only to those persons whom, offers of the Offer Shares (pursuant to exercise of Subscription Rights) and the Subscription Rights may be lawfully made. The distribution of this Prospectus and the offer and sale of the Subscription Rights and the Offer Shares may in certain jurisdictions be restricted by law.**

The Subscription Rights and the Offer Shares have not, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under the securities laws of any state or other jurisdiction in the United States, and are being offered and sold under exemption to registration under the U.S. Securities Act. For more information regarding restrictions in relation to the Rights Issue, see Section 16 "Selling and Transfer Restrictions".

The due date for the payment of the Offer Shares (the "**Payment Date**") is expected to be on or about 28 October 2022. Delivery of the Offer Shares is expected to take place on or about 3 November 2022, through the facilities of the VPS. Trading in the Offer Shares on Euronext Growth Oslo is expected to commence on or about the same date.

**Investing in the Company's shares, including the Offer Shares (the "Shares"), and trading in the Subscription Rights involves a high degree of risk. Prospective investors should read the entire Prospectus and in particular consider Section 2 "Risk Factors" before investing in the Shares and the Subscription Rights.**

Manager

Fearnley Securities AS

The date of this Prospectus is 7 October 2022

## IMPORTANT INFORMATION

This Prospectus has been prepared solely for use in connection with the Rights Issue. Please see Section 18 “Definitions and Glossary” for definitions of terms used throughout this Prospectus.

This Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 No. 75, as amended (the “**Norwegian Securities Trading Act**”) and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended, and as implemented in Norway in accordance with section 7-1 of the Norwegian Securities Trading Act (the “**EU Prospectus Regulation**”). This Prospectus has been prepared solely in the English language. This Prospectus has been approved by the Financial Supervisory Authority of Norway (Nw. *Finanstilsynet*) (the “**Norwegian FSA**”), as competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

The Company has engaged Fearnley Securities AS, as manager, in the Rights Issue (hereinafter referred to as the “**Manager**”).

No person is authorised to give information or to make any representation concerning the Company or in connection with the Rights Issue other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company or the Manager or by any of the affiliates, advisers or selling agents of any of the foregoing.

The distribution of this Prospectus and the offer and sale of the Offer Shares and the granting or use of the Subscription Rights may in certain jurisdictions be restricted by law. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Offer Shares or Subscription Rights in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering of the Offer Shares or Subscription Rights to occur outside of Norway. Accordingly, neither this Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction except as permitted by applicable laws and regulations. Persons in possession of this Prospectus are required to inform themselves about, and to observe, any such restrictions. In addition, the Offer Shares and the Subscription Rights are subject to restrictions on transferability and resale in certain jurisdictions and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. For further information on the sale and transfer restrictions of the Offer Shares, see Section 16 “Selling and Transfer Restrictions”.

The information contained herein is current as at the date of this Prospectus and is subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus, which may affect the assessment of the Offer Shares and the Subscription Rights and which arises or is noted between the time when the Prospectus is approved by the Norwegian FSA and the listing of the Offer Shares on Euronext Growth Oslo, will be mentioned in a supplement to this Prospectus without undue delay. Neither the publication nor distribution of this Prospectus, nor the sale of any Offer Share or Subscription Right, shall under any circumstances imply that there has been no change in the Group's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

Investing in the Shares involves a high degree of risk. See Section 2 “Risk Factors”.

In making an investment decision, prospective investors must rely on their own examination, and analysis of, and enquiry into the Group and the terms of the Rights Issue, including the merits and risks involved. Neither the Company, the Manager, any of their respective affiliates, representatives, advisers or selling agents, are making any representation to any offeree or purchaser of the Offer Shares or the Subscription Rights regarding the legality or suitability of an investment in the Offer Shares or the Subscription Rights. Each investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares or the Subscription Rights.

In the ordinary course of its business, the Manager and certain of their respective affiliates have engaged, and may continue to engage, in investment and commercial banking transactions with the Company and its subsidiary.

This Prospectus and the Rights Issue are governed by Norwegian law. The courts of Norway, with Oslo as legal venue, have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Rights Issue or this Prospectus.

## NOTICE TO INVESTORS IN THE UNITED STATES

Because of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Offer Shares or the Subscription Rights. The Offer Shares and/or the Subscription Rights have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States and may not be offered, sold, pledged or otherwise transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. Accordingly, the Offer Shares and Subscription Rights are being offered and sold: (i) in the United States only to qualified institutional buyers (“**QIBs**”) in reliance upon Rule 144A under the U.S. Securities Act (“**Rule 144A**”) or pursuant to transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act; and (ii) outside the United States in “offshore transactions” as defined in, and in compliance with, Regulation S under the U.S. Securities Act (“**Regulation S**”).

**Prospective purchasers are hereby notified that sellers of Offer Shares or Subscription Rights may be relying on the exemption from the provisions of section 5 of the U.S. Securities Act provided by Rule 144A. Any Shares offered or sold in the United States will be subject to certain transfer restrictions as set forth under Section 16 “Selling and Transfer Restrictions”.**

The securities offered hereby have not been recommended by any United States federal or state securities commission or regulatory authority. Further, the foregoing authorities have not passed upon the merits of the Rights Issue or confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offense under the laws of the United States.

In the United States, this Prospectus is being furnished on a confidential basis solely for the purposes of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Prospectus has been provided by the Company and other sources identified herein. Distribution of this Prospectus to any person other than the offeree specified by the Manager or its representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorized and any disclosure of its contents, without prior written consent of the Company, is prohibited. Any reproduction or distribution of this Prospectus in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited. This Prospectus is personal to each offeree and does not constitute an offer to any other person or to the public generally to purchase Offer Shares or Subscription Rights or subscribe for or otherwise acquire any Shares.

## NOTICE TO UNITED KINGDOM INVESTORS

In the United Kingdom, this Prospectus is being distributed only to, and is directed only at, persons: (A) (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), (ii) falling within Article 49(2)(a) to (d) of the Order and (iii) to whom it may otherwise lawfully be communicated; and (B) who are “qualified investors” within the meaning of Article 2(e) of the EU Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018 (all such persons together being referred to as “**Relevant Persons**”).

The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Prospectus or any of its contents.

## NOTICE TO INVESTORS IN THE EEA

In relation to any member state of the European Economic Area (the “**EEA**”) other than Norway (each a “**Relevant Member State**”), this communication is only addressed to and is only directed at qualified investors in that Relevant Member State within the meaning of Article 2(e) of the EU Prospectus Regulation. This Prospectus has been prepared on the basis that all offers of Offer Shares and Subscription Rights outside Norway will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to produce a prospectus for offer of shares. Accordingly, any person making or intending to make any offer within a Relevant Member State of Offer Shares which is the subject of the Rights Issue contemplated in this Prospectus within any Relevant Member State) should only do so in circumstances in which no obligation arises for the Company or the Manager to publish a prospectus pursuant to Article 1 of the EU Prospectus Regulation or a supplement prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer. Neither the Company, nor the Manager has authorized, nor do they authorize, the making of any offer of Offer Shares through any financial intermediary, other than offers made by the Manager which constitute the final placement of Offer Shares contemplated in this Prospectus.

Each person in a Relevant Member State other than, in the case of paragraph (a) below, persons receiving offers contemplated in this Prospectus in Norway, who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with the Manager and the Company that:

- a) it is a “qualified investor” within the meaning of Article 2(e) of the EU Prospectus Regulation; and
- b) in the case of any Offer Shares of Subscription Rights acquired by it as a financial intermediary, as that term is used in the EU Prospectus Regulation, (i) such Offer Shares or Subscription Rights acquired by it in the Rights Issue have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Regulation, or in circumstances in which the prior consent of the Manager have been given to the offer or resale; or (ii) where such Offer Shares or Subscription Rights have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Offer Shares or Subscription Rights to it is not treated under the EU Prospectus Regulation as having been made to such persons.

For the purposes of this provision, the expression an “offer to the public” in relation to any Offer Shares or Subscription Rights in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Rights Issue and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Offer Shares or Subscription Rights.

See Section 16 “Selling and Transfer Restrictions” for more information and certain other notices to investors.

### INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”).

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Subscription Rights and the Shares may decline and investors could lose all or part of their investment; the Subscription Rights and the Shares offer no guaranteed income and no capital protection; and an investment in the Subscription Rights or the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Conversely, an investment in the Shares or the Subscription Rights is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Subscription Rights or the Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Subscription Rights or the Shares and determining appropriate distribution channels.

### ENFORCEMENT OF CIVIL LIABILITIES

Seaway 7 ASA is a public limited liability company incorporated under the laws of Norway. As a result, the rights of holders of the Company’s shares will be governed by Norwegian law and the Company’s articles of association (the “**Articles of Association**”). The rights of shareholders under Norwegian law may differ from the rights of shareholders of companies incorporated in other jurisdictions. The members of the Company’s board of directors (the “**Board Members**” and the “**Board**” or “**Board of Directors**”, respectively) and the members of the senior management of the Group (the “**Management**”) are not residents of the United States, and all of the Company’s assets other than an insignificant part are located outside the United States. As a result, it may be difficult for investors in the United States to effect service of process on the Company or its Board Members and members of Management in the United States or to enforce in the United States judgments obtained in U.S. courts against the Company or those persons, including judgments based on the civil liability provisions of the securities laws of the United States or any State or territory within the United States. Uncertainty exists as to whether courts in Norway will enforce judgments obtained in other jurisdictions, including the United States, against the Company or its Board Members or members of the Management under the securities laws of those jurisdictions or entertain actions in Norway against the Company or its Board Members or members of the Management under the securities laws of other jurisdictions. In addition, awards of punitive

damages in actions brought in the United States or elsewhere may not be enforceable in Norway. The United States and Norway do not currently have a treaty providing for reciprocal recognition and enforcement of judgments (other than arbitral awards) in civil and commercial matters.

Similar restrictions may apply in other jurisdictions.

#### **AVAILABLE INFORMATION**

The Company has agreed that, for so long as any of the Subscription Rights and the Offer Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act, it will during any period in which it is neither subject to sections 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”), nor exempt from reporting pursuant to Rule 12g3-2(b) under the U.S. Exchange Act, provide to any holder or beneficial owners of Shares, or to any prospective purchaser designated by any such registered holder, upon the request of such holder, beneficial owner or prospective owner, the information required to be delivered pursuant to Rule 144A(d)(4) of the U.S. Securities Act.

#### **DATA PROTECTION**

As data controller, the Manager processes personal data to deliver the products and services that are agreed between the parties and for other purposes, such as to comply with laws and other regulations, including the General Data Protection Regulation (EU) 2016/679 (the “**GDPR**”) and the Norwegian Data Protection Act of 15 June 2018 No. 38. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it. For detailed information on the Manager's processing of personal data, please review the Manager's privacy policy, which is available on its website or by contacting the Manager. The privacy policy contains information about the rights in connection with the processing of personal data, such as the access to information, rectification, data portability, etc. If the applicant is a corporate customer, such customer shall forward the Manager's privacy policy to the individuals whose personal data it discloses to the Manager.

---

**TABLE OF CONTENTS**

1.	SUMMARY .....	10
2.	RISK FACTORS .....	17
2.1	Risk factors relating to the Company's business .....	17
2.2	Risk factors related to the industry and market in which the Company operates .....	21
2.3	Risk factors relating to laws, regulations and compliance .....	22
2.4	Risk factors related to financial matters .....	24
2.5	Risks factors relating to the Shares and the Subscription Rights .....	25
3.	RESPONSIBILITY FOR THE PROSPECTUS .....	26
4.	GENERAL INFORMATION .....	27
4.1	Other important investor information .....	27
4.2	Date of information .....	27
4.3	Presentation of financial information .....	28
4.4	Rounding .....	28
4.5	Industry and market data .....	29
4.6	Cautionary note regarding forward-looking statements .....	29
5.	DIVIDENDS AND DIVIDEND POLICY .....	32
5.1	Dividend policy and historical dividend payments .....	32
5.2	Legal and contractual constraints on distribution of dividends .....	32
5.3	Manner of dividend payments .....	33
6.	INDUSTRY AND MARKET OVERVIEW .....	34
6.1	The offshore wind market .....	34
6.2	Heavy transportation .....	40
7.	BUSINESS OF THE GROUP .....	42
7.1	Introduction .....	42
7.2	History and important events .....	43
7.3	Sustainable value creation and ESG .....	45
7.4	Vision, strategy and objectives .....	45
7.5	The Group's business .....	46
7.6	Material contracts .....	52
7.7	Dependency on contracts, patents, licenses, trademarks, etc. ....	53
7.8	Regulatory and compliance .....	54
7.9	Insurance .....	55
7.10	Legal and arbitration proceedings .....	56
8.	CAPITALISATION AND INDEBTEDNESS .....	57
8.1	Introduction .....	57
8.2	Capitalisation .....	57
8.3	Net financial indebtedness .....	58
8.4	Working capital statement .....	58
8.5	Contingent and indirect indebtedness .....	58
9.	SELECTED FINANCIAL AND OTHER INFORMATION .....	59
9.1	Introduction .....	59
9.2	Summary of accounting policies .....	59

---

9.3	Statement of income .....	59
9.4	Statement of financial position .....	60
9.5	Statement of cash flows .....	61
9.6	Consolidated statement of changes in equity .....	62
9.7	Auditor .....	63
10.	OPERATING AND FINANCIAL REVIEW .....	64
10.1	Overview .....	64
10.2	Key factors affecting the Company's results of operations and financial performance .....	64
10.3	The Group's results of operations .....	65
10.4	The Group's financial position .....	67
10.5	Cash flows .....	69
10.6	Liquidity and capital resources .....	71
10.7	Financial risk management .....	73
10.8	Investments .....	73
10.9	Recent trends, development and changes .....	73
10.10	Profit forecast .....	73
11.	BOARD OF DIRECTORS, MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE .....	75
11.1	Introduction .....	75
11.2	Board of Directors .....	75
11.3	Management .....	78
11.4	Remuneration, benefits and other information .....	81
11.5	Benefits upon termination .....	82
11.6	Loans and guarantees .....	82
11.7	Employees .....	82
11.8	Pension and retirement benefits .....	82
11.9	Audit committee .....	82
11.10	Remuneration committee .....	82
11.11	Conflict of interests and family relationships .....	82
11.12	Convictions for fraudulent offences, bankruptcy etc. ....	83
11.13	Corporate governance .....	83
12.	CORPORATION INFORMATION AND DESCRIPTION OF THE SHARE CAPITAL .....	84
12.1	Corporate information .....	84
12.2	Legal structure .....	84
12.3	Share capital and share capital history .....	85
12.4	Ownership structure .....	85
12.5	Shareholder rights .....	86
12.6	Convertible instruments, warrants and share options .....	86
12.7	Outstanding authorisations .....	87
12.8	Related party transactions .....	87
12.9	Public takeover bids .....	89
12.10	The Articles of Association .....	89
12.11	Certain aspects of Norwegian corporate law .....	89
13.	SECURITIES TRADING IN NORWAY .....	94
13.1	Introduction .....	94
13.2	Trading and settlement .....	94

---

13.3	Information, control and surveillance .....	94
13.4	The VPS and transfer of shares .....	95
13.5	Shareholder register – Norwegian law .....	95
13.6	Foreign investment in Norwegian shares .....	95
13.7	Insider trading.....	95
13.8	Foreign exchange controls.....	96
14.	NORWEGIAN TAXATION.....	97
14.1	Introduction.....	97
14.2	Taxation of dividends .....	97
14.3	Taxation of capital gains on realization of shares .....	98
14.4	Taxation of subscription rights .....	99
14.5	Net wealth tax.....	100
14.6	VAT and transfer taxes.....	100
14.7	Inheritance tax.....	100
15.	THE RIGHTS ISSUE.....	101
15.1	Overview of the Rights Issue .....	101
15.2	Reasons for the Rights Issue and the use of proceeds .....	101
15.3	Timetable.....	101
15.4	Resolution to issue the Offer Shares .....	101
15.5	Subscription Price .....	103
15.6	Subscription Period .....	103
15.7	Record Date for Existing Shareholders.....	103
15.8	Subscription Rights .....	103
15.9	Trading in Subscription Rights .....	104
15.10	Subscription procedures .....	105
15.11	Mandatory Anti-Money Laundering Procedures .....	106
15.12	Financial intermediaries .....	106
15.13	Allocation of the Offer Shares .....	107
15.14	Payment for the Offer Shares .....	108
15.15	Delivery and listing of the Offer Shares.....	109
15.16	The rights conferred by the Offer Shares.....	109
15.17	VPS Registration .....	109
15.18	National Client Identifier and Legal Entity Identifier .....	109
15.19	Dilution .....	110
15.20	The Underwriting.....	110
15.21	Net proceeds and expenses related to the Rights Issue .....	110
15.22	Interests of natural and legal persons involved in the Rights Issue.....	110
15.23	Participation of major Existing Shareholders and members of the Company's Management or Board of Directors in the Rights Issue.....	111
15.24	Publication of information related to the Rights Issue.....	111
15.25	Product governance .....	111
15.26	Governing Law and Jurisdiction .....	112
16.	SELLING AND TRANSFER RESTRICTIONS .....	113
16.1	General.....	113
16.2	Selling restrictions .....	113
16.3	Transfer restrictions.....	115

17.	ADDITIONAL INFORMATION .....	118
17.1	Advisors.....	118
17.2	Incorporation by reference .....	118
17.3	Documents on display .....	118
18.	DEFINITIONS AND GLOSSARY .....	119

**APPENDICES**

Appendix A	Subscription form for the Rights Issue
------------	--

## 1. SUMMARY

### Introduction

Warnings.....	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. An investment in the Company's Shares or in the Subscription Rights involves inherent risk and the investor could lose all or part of its invested capital. Where a claim relating to the information in this Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
The securities .....	The Company has one class of Shares in issue. The Shares are registered in book-entry form with the VPS with international securities identification number (“ <b>ISIN</b> ”) NO 0010893803.
The issuer and offeror.....	The Company's name is Seaway 7 ASA, with company registration number 824 695 792 in the Norwegian Register of Business Enterprises (“ <b>NRBE</b> ”) and legal entity identifier (“ <b>LEI</b> ”) 984500D47BF2D47T7F41. The Company's registered office is at Askekroken 11, 0277 Oslo, Norway. The main telephone number at the headquarter is +47 21 01 34 50. The Company's website is <a href="http://www.seaway7.com">www.seaway7.com</a> .
Approval of the Prospectus.....	This Prospectus has been approved by the Financial Supervisory Authority of Norway (Norwegian FSA) as competent authority, with business registration number 840 747 972, registered address at Revierstredet 3, N-0151 Oslo, Norway, telephone number +47 22 93 98 00 and e-mail: <a href="mailto:post@finanstilsynet.no">post@finanstilsynet.no</a> . The Prospectus was approved on 7 October 2022.

### Key information on the issuer

#### Who is the issuer of the securities?

Corporate information .....	The Company is a public limited liability company existing under the laws of Norway pursuant to the Norwegian Public Limited Liability Companies Act of 13 June 1997 No. 45 (as amended) (the “ <b>Norwegian Public Limited Liability Companies Act</b> ” or the “ <b>NPLCA</b> ”). The Company was incorporated on 21 February 2020 and registered in the NRBE on 3 March 2020 with company registration number 824 695 792. The Company's LEI-code is 984500D47BF2D47T7F41.
Principal activities ....	The Company's business objective is offshore activity, shipping and other economic operations, including acquisition, administration, leasing and sale of capital assets within the offshore and shipping industry, investment in shares, obligations and interest placements of any kind. The business may also be conducted through participation or cooperation with other companies.

Major shareholders .. Shareholders owning more than 5 per cent of the Shares have an interest in the Company's share capital. As of the date of this Prospectus, the Company has three shareholders owning more than 5 per cent of the issued Shares.

Shareholder	Number of Shares	Percentage of share capital
Subsea 7 Blue Space Limited	314,325,054	72.00%
Songa Capital AS	62,510,681	14.32%
Lotus Marine AS	31,250,653	7.16%

Key managing directors .....	Name	Position
	Stuart Fitzgerald	CEO
	Mark Hodgkinson	CFO
	Harke Jan Meek	CCO
	Maria Eidesvik	Vice President – Europe & US
	Lloyd Duthie	Vice President – UK & Asia
	Torgeir E. Ramstad	EVP Vessels & Offshore Resources

Statutory auditor ..... The Company's statutory auditor is Ernst & Young AS (“**EY**”), with business registration number 976 389 387 in the NRBE and registered address at Dronning Eufemias gate 6a, 0191 Oslo, Norway.

### What is the key financial information regarding the issuer?

Selected historical key financial information ..... The table below sets out selected data from the Company's consolidated financial statements for the years ended 31 December 2021 and 2020, prepared in accordance with International Financial Reporting Standards as adopted by the EU (“**IFRS**”), as well as the Company's unaudited interim financial statements for the three and six-month periods ended on 30 June 2022 and 2021, which have been prepared by the Company in accordance with IAS34 Interim Financial reporting.

#### Income statement and other comprehensive income

(In USD million)	Three-month period ended		Six-month period ended		Year ended	
	30 June		30 June		31 December	
	2022	2021	2022	2021	2021	2020
	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>		
Revenue.....	260.1	315.0	527.2	556.4	1,260.0	631.4
Net operating loss .....	(37.5)	(31.8)	(45.1)	(51.8)	(38.9)	(39.7)
Taxation .....	(20.7)	(6.0)	(15.3)	(10.1)	(14.4)	(5.1)
Net loss.....	(66.5)	(39.6)	(68.1)	(66.4)	(62.5)	(49.5)
Earnings per share (USD)						
Basic .....	(0.15)	(0.13)	(0.16)	(0.21)	(0.18)	(0.16)
Diluted.....	(0.15)	(0.13)	(0.16)	(0.21)	(0.18)	(0.16)

*Statement of financial position*

<i>(In USD million)</i>	<b>As of</b>		<b>As of 31 December</b>	
	<b>30 June</b>		<b>2021<sup>1</sup></b>	
	<b>2022</b>	<b>2021<sup>1</sup></b>	<b>2021</b>	<b>2020</b>
	<i>(unaudited)</i>			
Total assets.....	1,421.1	1,352.7	767.0	
Total equity .....	793.6	864.3	578.1	
Total liabilities .....	627.5	488.4	188.9	

*Statement of cash flow*

<i>(In USD million)</i>	<b>Six-month period ended</b>		<b>Year ended</b>	
	<b>30 June</b>		<b>31 December</b>	
	<b>2022</b>	<b>2021</b>	<b>2021</b>	<b>2020</b>
	<i>(unaudited)</i>			
Net cash flow from operational activities .....	8.5	6.1	19.9	12.3
Net cash flow from investing activities.....	(28.2)	(2.4)	(38.0)	(16.9)
Net cash flow from financing activities .....	7.9	(5.9)	15.2	23.4
Net increase in cash and cash equivalents .....	(11.8)	(2.2)	15.8	3.5
Cash and cash equivalents at the beginning of the period.....	22.0	7.7	7.7	5.1
Cash and cash equivalents at the end of the period .....	11.3	5.5	22.0	7.7

**What are the key risks that are specific to the issuer?**

- Key risks specific to the issuer .....
- The Group is dependent on the availability of the Group's fleet of vessels to be able to successfully deliver contracted projects. Uncertainty in operational vessel schedules caused by client delays on projects or overruns on previous projects may lead to non-availability for other projects in the tendering or execution phase.
  - Failure of a key supplier could result in disruption to the Group's ability to complete a project in a timely manner.
  - The Group's operations are subject to hazards inherent in offshore wind turbine and foundation installation, inner-array cable-laying and heavy transportation.
  - The Group executes complex projects and a failure to meet contractual requirements could have several adverse consequences, which could adversely impact the Group's financial performance, position and reputation.
  - The Group's new build, *Seaway Alfa Lift* and the *Seaway Ventus*, is under construction and may be subject to risks of delay, quality issues, damage to personnel, equipment and environment, or cost overruns for mission equipment.
  - Demand for the Group's services is closely linked up to the level of activity in the offshore wind energy industry and, any significant change in the level, timing or nature of clients' expenditure plans may impact the Group's order intake, financial performance and position.

<sup>1</sup> During the second quarter of 2022, the Group identified adjustments to provisional amounts recognised in relation to the Business Combination. The adjustments were identified during the measurement period and related to facts and circumstances which existed at the date of combination. As a result, 2021 comparative information was revised in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as if the accounting had been completed at the combination date. The revision relates to increased provisional amounts recognised in respect of an onerous fixed-price contract provision by USD 35.3 million with a corresponding increase of the same amount to goodwill. Further details are disclosed in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as incorporated by reference in Section 17.2 "Incorporation by reference". The financial information for 2021 included in the Prospectus is derived from the Consolidated Financial Statements, and does not reflect the revised 2021 financial information as included in the Interim Financial Statement for the three and six-month periods ended 30 June 2022.

- As the market demand increases driven by the energy security and transition objectives of investors and governments, the risk and rewards balance is expected to shift in favour of the service providers.
- The Group may be subject to liability under multifaceted environmental laws and regulations.
- Laws, regulations, treaties, and international agreements related to greenhouse gases and climate change may result in increased compliance costs and vessel operating restrictions, and could have an adverse impact on the Group's business, financial condition, and results of operations.
- The Group is subject to risks related to inaccurate forecasting of the costs to complete a project and of the revenue which can be earned from the client for changes to contract scope could have a negative impact on the Group's management of its liquidity and weaken its financial position.
- The Group is subject to risks related to the Group's working capital position, which will be affected by the timing of contract cash flows where the timing of receipts from clients, based on completion of milestones, may not necessarily match the timing of payments the Group makes to its suppliers.

### Key information on the securities

#### What are the main features of the securities?

Type, class and ISIN	All Shares in the Company are common Shares and have been created under the Norwegian Public Limited Liability Companies Act. The Shares are, and the Offer Shares will be, registered in book-entry form in VPS with DNB Issuer Services, a part of DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway (the " <b>VPS Registrar</b> ").
Currency, number of Shares and nominal value .....	The Shares are issued in NOK and are traded in NOK on Euronext Growth Oslo. As of the date of this Prospectus, the Company's registered share capital is NOK 43,656,257.50 divided on 436,562,575 Shares, each with a nominal value of NOK 0.1.
Rights attaching to the securities.....	The Company has one class of Shares and all Shares carry equal rights in the Company in accordance with the Norwegian Public Limited Liability Companies Act. Each Share carries one vote.
Restrictions on transfer.....	The Company's Shares are freely transferable. The Articles of Association do not provide for any restrictions on the transfer of Shares, or a right of first refusal upon transfer of the Shares. Share transfers are not subject to approval by the Board of Directors.  Transfer of Shares in the Company in or into various jurisdictions other than Norway may be restricted or affected by law in such jurisdictions. See Section 16 "Selling and Transfer Restrictions".
Dividend and dividend policy .....	The Company has not distributed dividends since its incorporation and does not intend to declare or pay any dividends to its shareholders in the near future due to the significant investments in new build vessels. When the Company receives net positive cash flows from firm contracts, the Company intends to distribute a share of its future earnings, if any, to the shareholders and retain the remaining to fund its operations and to develop and grow its business. The Company's future dividend policy is within the discretion of the Board of Directors, but if the markets develop as expected, the Company will balance dividends to

shareholders with other various factors that the Board of Directors deems relevant, including the Company's results of operations, financial condition, capital requirements and investment opportunities.

### Where will the securities be traded?

Admission to trading      The Company's Shares are, and the Offer Shares will be, listed and traded on Euronext Growth Oslo. The Company currently expects commencement in trading of the Offer Shares on Euronext Growth Oslo on or about 3 November 2022. The Company has not applied for admission to trading of its Shares on any other stock exchange, regulated market or multilateral trading facility.

### What are the key risks that are specific to the securities?

Key risks specific to the securities.....

- There is a low trading volume in the Company's Shares in the existing market and the Subscription Rights have not previously been traded on any market and an active trading market may not develop.
- Subsea 7 Blue Space Limited has a significant influence over the Company and may delay, deter or prevent a change of control of the Company that could be economically beneficial to other shareholders.

### Key information on the offer of securities to the public and/or the admission to trading on a regulated market

#### Under which conditions and timetable can I invest in the security?

Terms and conditions of the offering .....

The Rights Issue consists of an offer by the Company to issue 436,562,575 Offer Shares at a Subscription Price of NOK 4.83 per Offer Share, thereby raising gross proceeds of NOK 2,108,597,237.25.

Existing Shareholders will be granted Subscription Rights in the Rights Issue that, subject to applicable law, provide preferential rights to subscribe for, and be allocated, Offer Shares at the Subscription Price. Each Existing Shareholder will be granted one (1) Subscription Right for every one (1) Existing Share registered as held by such Existing Shareholder as of the Record Date. Each Subscription Right will, subject to applicable securities law, give the right to subscribe for, and be allocated, one (1) Offer Share. Subscription Rights will not be issued in respect of any Existing Shares held in treasury by the Company. Over-subscription with Subscription Rights will be permitted, however, there can be no assurance that Offer Shares will be allocated for such subscriptions. Subscription in the Rights Issue without Subscription Rights is not permitted.

The Subscription Period in the Rights Issue will commence at 09:00 hours (CEST) on 11 October 2022 and end at 16:30 hours (CEST) on 25 October 2022. The Subscription Period may not be shortened, but the Board of Directors may extend the Subscription Period if this is required by law as a result of the publication of a supplemental prospectus. The Subscription Rights will be tradable on Euronext Growth Oslo from commencement of the Subscription Period and until 16:30 hours (CEST) on 19 October 2022. The Subscription Rights will be credited to and registered on each Existing Shareholder's VPS account on or about 11 October 2022 under ISIN NO 0012720236. The Subscription Rights will be distributed free of charge to Existing Shareholders.

**Subscription Rights that are not sold before 19 October 2022 at 16:30 hours (CEST) or exercised to subscribe for Offer Shares before 25 October**

**2022 at 16:30 hours (CEST) will have no value and lapse without compensation to the holder.**

Holders of Subscription Rights (whether granted or acquired) should note that subscriptions for Offer Shares must be made in accordance with the procedures set out in this Prospectus and the subscription form attached hereto as Appendix A (the “**Subscription Form**”) and that the receipt of Subscription Rights does not in itself constitute a subscription of Offer Shares.

The payment for Offer Shares allocated to a subscriber falls due on 28 October 2022 (the “**Payment Date**”). Delivery of the allocated Offer Shares is expected to take place on or about 3 November 2022 through the facilities of the VPS.

Timetable in the offering .....

Key indicative dates in the Rights Issue are set out below:

Event	Date
Last day of trading in the Shares including Subscription Rights .....	6 October 2022
First day of trading in the Shares excluding Subscription Rights .....	7 October 2022
Record Date .....	10 October 2022
Start of Subscription Period .....	at 09:00 on 11 October 2022
Start of trading in Subscription Rights .....	at 09:00 on 11 October 2022
End of trading in Subscription Rights .....	at 16:30 on 19 October 2022
End of Subscription Period .....	at 16:30 on 25 October 2022
Allocation of Offer Shares .....	26 October 2022
Payment Date .....	28 October 2022
Registration of the share capital increase pertaining to the Offer Shares .....	on or about 3 November 2022
Delivery of the Offer Shares .....	on or about 3 November 2022
Listing and start of trading in the Offer Shares on Euronext Growth Oslo .....	on or about 3 November 2022

Admission to trading .....

The Offer Shares will be admitted to trading on Euronext Growth Oslo, expected on or around 3 November 2022.

The Offer Shares will be admitted to trading under the same ISIN as the Company's Existing Shares, being ISIN NO 0010893803.

Allocation .....

Allocation of the Offer Shares will take place after the expiry of the Subscription Period on or about 26 October 2022. Subscriptions based on granted and acquired Subscription Rights who have validly been exercised during the Subscription Period have first priority, the allocation will otherwise be made in accordance with Section 15.13 “Allocation of the Offer Shares”.

Any unallocated Offer Shares shall be allocated to the Underwriters as further described in Section 15.20 “The Underwriting”.

Allocation of fewer Offer Shares than subscribed for by a subscriber will not impact on the subscriber's obligation to pay for the number of Offer Shares allocated.

Dilution .....

The immediate dilutive effect on the ownership of the Company's shareholders who do not participate in the Rights Issue is approximately 50%.

Total expenses of the issue/offer .....

Transaction costs and all other directly attributable costs in connection with the issuance of the Offer Shares are estimated to NOK 39,628,959 (including the aggregate underwriting fee), thus resulting in net proceeds of NOK

2,064,940,979.75. No expenses will be charged to the investors by the Company.

**Who is the offeror and/or the person asking for admission to trading?**

Brief description of the offeror(s) ..... The Company is the offeror of the Offer Shares. Reference is made to “Issuer and offeror” under the introduction above for details about the Company.

**Why is the Prospectus being produced?**

Reasons for the offer/admission to trading ..... This Prospectus is being produced in connection with the offering of Offer Shares in the Rights Issue. The purpose of the Rights Issue is to assist in the funding of the new build vessels, *Seaway Alfa Lift* and the *Seaway Ventus*, which the Group has under construction and for general corporate purposes of the Group (as described in Section 15.2 “Reasons for the Rights Issue and the use of proceeds”).

Use of proceeds..... In accordance with the reason for the Rights Issue, the net proceeds from the Rights Issue will be used to assist in the funding of the new build vessels, *Seaway Alfa Lift* and the *Seaway Ventus*, which the Group has under construction and for general corporate purposes of the Group.

Underwriting agreements ..... The Rights Issue is fully underwritten by certain Existing Shareholders subject to the terms and conditions of the Underwriting Agreement entered into between the Company and the Underwriters as further described under Section 15.20 “The Underwriting” below.

Conflicts of interest .. Each Underwriter will also receive an underwriting fee of 1.5% of their respective Underwriting Obligation, as defined under Section 15.20 “The Underwriting” below.

The Manager or its respective affiliates have provided from time to time, and may provide in the future, financial advisory, investment and commercial banking services, as well as financing, to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Manager do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Manager will receive a fee in connection with the Rights Issue and, as such, have an interest in the Rights Issue.

## 2. RISK FACTORS

*An investment in the Company, the Subscription Rights and the Shares involves inherent risk. Before making an investment decision with respect to the Subscription Rights or the Shares, investors should carefully consider the risk factors set out in this Section 2 and all information contained in this Prospectus. The risks and uncertainties described in this Section 2 are the known principal risks and uncertainties faced by the Company as of the date hereof that the Company believes are the material risks relevant to an investment in the Subscription Rights or the Shares. An investment in the Subscription Rights or the 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 risk factors included in this Section 2 are not exhaustive with respect to all risks relating to the Group, the Subscription Rights and the Shares, but are limited to risk factors that are considered specific and substantial to the Group, the Subscription Rights and the Shares. The risk factors are presented in a limited number of categories, where each risk factor is placed in the most appropriate category based on the nature of the risk it represents. Within each category, the risk factors deemed most material for the Group, taking into account their potential negative effect for the Group and the probability of their occurrence, are set out first. This does not mean that the remaining risk factors are ranked in order of their materiality or comprehensibility, nor based on a probability of their occurrence.*

*If any of the following risks were to materialize, individually or together with other circumstances, they could have a material and 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 Subscription Rights or the Shares, resulting in the loss of all or part of an investment in the same. Additional specific risk factors of which the Company is currently unaware, or which it currently deems not to be material risks, may also have corresponding negative effects. Before making any investment decision, any potential investor must also take into account that a number of general risk factors that are not included in this Section 2 still applies to the Group, the Subscription Rights and the Shares.*

### 2.1 Risk factors relating to the Company's business

#### 2.1.1 Risks related to the management of the Group's fleet of vessels

The Group's fleet of vessels operate in a number of regions which are subject to political, fiscal, legal and regulatory risks. Such risks include war and sanctions and the potential for vessels movement to be restricted, changes to vessel customs approvals, regulations concerning crewing and the environment among others. The Group's contracts include projects in Taiwanese waters which requires an awareness of the sensitivity in that region. In some regions the local regulatory requirements related to COVID-19 have impacted the Group's ability to operate in an efficient manner. In other jurisdictions the crewing of the vessels may require a locally employed crew.

While many of these risks are transferred to the clients though contractual mitigants, financial risks may arise through the differences between contractual terms and the actual impact of the exposure suffered.

The Group is dependent on the availability of the Group's fleet of vessels to be able to successfully deliver contracted projects. Uncertainty in operational vessel schedules caused by client delays on projects or overruns on previous projects may lead to non-availability for other projects in the tendering or execution phase.

Vessel availability could also be negatively impacted by delays to (i) vessel construction where vessel delivery dates are delayed beyond the expected start date of projects causing the Group to contract other less optimal vessels to meet the client contractual requirement as was the consequence of the delayed delivery of *Seaway Alfa Lift* as reported by the Company on 13 June 2022 and (ii) completion of maintenance and vessel upgrading and dry-docking activities.

The foundation installation vessels the Group operates are complex vessels with significant cranes to support the weight of client foundations. Inspections during dry docking may identify issues requiring correction which may extend the anticipated time the vessel is required to stay in dry dock. These issues are difficult to predict and are typically identified once the vessel arrives in dry dock. The resulting delay can impact the vessel arrival on the offshore site.

The non-availability of a vessel or multiple vessels through loss or irreparable damage could compromise the Group's ability to meet its contractual obligations and cause financial loss.

Conversely an underutilisation of the vessel fleet exposes the Group to a risk of under recovery of the total fleet costs.

If the Group would fail to manage and keep the fleet of vessels available and in operational condition, this could have an adverse effect on the Group's financial position and results of operations.

#### 2.1.2 Risks related to the Group's suppliers

The Group's fixed price contracts often include the need to sub-contract portions of the contract value such as speciality offshore construction vessels, and for Engineering, Procurement, Construction and Installation ("EPCI") contracts, the fabrication and transport of jacket foundations from fabrication yards in China and the Middle East to Europe or the manufacture of cables at specialist cable manufacturing suppliers.

Failure of a supplier providing product or services which are critical to a given project on either cost, schedule or quality, could result in disruption to the Group's ability to complete a project in a timely manner, within allocated cost, or in accordance with the technical requirements of a given contract. Suppliers involved in the fabrication of foundation structures or inner array cables are examples of key suppliers for EPCI Contracts. For further information, see Section 7.5.3 "Fixed offshore wind".

A significant period of interruption affecting elements of the supply chain arising from factors such as shortage of raw materials, labour, adverse weather, availability of specific vessel categories, or other unforeseen factors, could have an impact on the Group's ability to deliver the client's projects.

In periods of increased activity for the Group, there is a risk that the supply chain does not or cannot react at the same pace as demand and insufficient capacity causes a deterioration in the quality of the product or service, increased costs and extended lead times.

While much of the Groups exposure to risks in the supply chain is mitigated by operating processes and contractually transferring certain risks to the client or to subcontractors, the group remains exposed, also to the differences which may occur between the contractual coverage and the actual cost recoverability. To the extent that the contractual remedies are insufficient, the resultant time delays or increased costs could lead to irrecoverable costs to the Group and imposition of financial penalties by clients as well as reputational damage and reduced competitiveness in the market. If such irrecoverable costs were to materialise, this could have an adverse impact on the Group's results of operations.

In addition to the above risks to project delivery to end customers, such interruptions could also disrupt ongoing Group capital expenditure initiatives such as vessel construction, dry-dockings and upgrades and could have an adverse impact on the Group's financial position and results of operations.

#### 2.1.3 The Group's business involves numerous operating hazards.

The Group's operations are subject to hazards inherent in offshore wind turbine and foundation installation, inner-array cable-laying and heavy transportation. These activities involve crane vessel based heavy lifting of jackets, monopile foundations and substations, trenching and cable-laying of inner-array and export cables in close proximity to the foundations, jacking operations for the wind turbine installation vessel and vessel ballasting for the heavy transport fleet.

The Group's operations are also subject to hazards inherent in marine operations, such as capsizing, grounding, navigation errors, collision, oil and hazardous substance spills, extensive uncontrolled fires in the engine rooms or living quarter, damage from severe weather conditions, and marine life infestations.

Operations may also be suspended because of machinery breakdowns including for example crane failures. This could prevent timely progress of works and may lead to cost and schedule impacts. Operations may also be suspended due to abnormal operating conditions including adverse weather conditions. It is usual to make allowances for the impact of weather and mechanical breakdown, however the Group runs the risk that the allowance is insufficient to meet the actual conditions experienced.

The Group's operations can also be adversely impacted by the failure of subcontractors to perform or supply goods or services and suitable personnel shortages experienced in offshore heavy lifting and cable-laying.

Such hazards can 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 expose the Group to the risk of suspension or termination of operations, regulatory penalties or sanctions, property, environmental and other damage claims by customers or other third parties. This may in turn have a material adverse effect on the Group's business, financial condition, results of operations, and reputation.

The Group's insurance policies, which consist of customary coverage related to the vessels and to the operation which the Group conduct, may not adequately cover losses, and the Group does not have insurance coverage or rights to an indemnity for all risks. In addition, the Group's insurance coverage will not provide sufficient funds in all situations to protect the Group from all liabilities that could result from its operations, including because the amount of the Group's insurance cover may be less than the related impact on enterprise value after a loss, and the Group's coverage also includes policy limits. As a result, the Group retains the risk of having to pay directly for any losses which may arise in excess of these limits. The Group may also decide to retain substantially more risk through reduction of its insurance policies, and thus having to pay directly for potential losses which may arise in the future which could have an adverse effect on the Group's financial position and results of operations.

#### 2.1.4 Risks related to the Group's project executions

The Group executes complex projects that can involve the engineering, procurement and installation of offshore foundation, cables and substations across multiple geographies and varying offshore conditions. Failure to meet contractual requirements on such projects could have several adverse consequences, including contract disputes, rejected claims and cost overruns, which could adversely impact the Group's financial performance, position and reputation. As the contractual landscape continues to develop for the Group's sector, and new products and technologies are introduced, the Company is aware of increased claims activity across the sector. This could lead to a risk of an insurance market-led change to the customary client-controlled insurance programmes required to support the contractual regime. The risk is that insurance solutions for certain products or activities are no longer available in the market and as a result the Group could be faced with increased contractual exposures which could have a material adverse effect on the Group's financial position.

For most contracts, the offshore execution phase, which generally involves the use of either single or multiple vessels, usually carries the highest risk as this phase is exposed, among other risks, to adverse weather conditions, mechanical breakdown, technical inability to complete the work, local permitting limitations or the risk of loss or damage to the contracted works. This can result in unforeseen delays to the project, damage to vessels and equipment, repair or rework or injury to those working offshore. If any of these risk materialise and the losses are not covered by the Group's insurance policy it could have a material adverse effect on the Group's business, financial position and results of operations.

#### 2.1.5 The Group's new builds or any additional new builds could be subject to risks which could cause delays or cost overruns

The Group's new build, the *Seaway Ventus*, is under construction and may be subject to risks of delay, quality issues, damage to personnel, equipment and environment, or cost overruns for mission equipment. These risks are mitigated to some extent through fixed price construction contracts, however risk is inherent in any large construction project due to numerous factors outside the Group's control.

The Group's new build, *Seaway Alfa Lift*, is under construction, and may be subject to risks of delay, quality issues, damage to personnel, equipment and environment, or cost overruns for mission equipment. The vessel's delivery schedule is delayed which is primarily due to delays in the development of the mission equipment for the upending and lowering of monopiles driven by engineering and procurement delays within the Group's key supplier. The delivery of the mission equipment is on the critical path to the vessel's readiness for operations, which has been significantly delayed compared to the original planning at project commencement. Please see Section 7.6.2 "New build agreements" for further information about the delivery of *Seaway Alfa Lift*.

Significant cost overruns or delays in projects under construction could materially affect the Group's results of operations, cash flow and financial condition. The new build vessels are typically committed on client projects in advance of the anticipated delivery date from the shipyard. A delay in the vessel delivery can impact the start date of a project or failure of the vessel to meet technical or operational requirements imposed by relevant regulations or regulatory authorities, which could result in loss of revenue from that vessel/contract and potential penalties from the customer or cancellation of the contract by the customer.

New offshore wind farm installation vessels such as *Seaway Alfa Lift* and the *Seaway Ventus* may experience start-up difficulties following delivery as cranes and mission equipment are first used on operational projects or other unexpected operational issues that could result in uncompensated downtime or the cancellation or termination of offshore wind installation contracts, which could also materially adversely affect the Group's business, financial condition, and results of operations.

#### 2.1.6 Risks related to information technology and operational systems, cyber risks and security

The Group's operations depend on the availability and security of a number of key Information Technology ("IT") and operational systems. The risk of these systems being disrupted or compromised by a general failure or by cyber-attacks is increasingly relevant particularly at a time where the context imposes more remote connection into the Group infrastructure. Such cyber-attacks include but are not limited to:

- Unauthorised access to key operational, financial or corporate systems;
- Malware (including computer viruses);
- Theft and misappropriation of data and sensitive information;
- Targeted fraud attacks;
- Data management and non-compliance with legislation such as the EU General Data Protection Regulation (GDPR);
- Denial of access to or utilisation of assets with the risk of a potential loss or damage event.

In respect of the Group's operations such cyber-attacks can impact vessel navigation and communication systems; client communications; the Group's main ERP system including payment system access amongst others. The Group is aware that other operators in the broader offshore service sector have experienced malware attacks which have caused clients to halt all communication with the service provider thereby delaying project progression and undermining client confidence.

Although the Group operates preventative measures against cyber-attacks, the nature of attacks evolves over time and it is possible that the Group's preventative measures are insufficient to prevent a security breach. Such breaches in security could adversely impact the Group's ability to maintain ongoing business operations and lead to reputational damage, loss of client and shareholder confidence and regulatory fines which could adversely affect the Group's financial position and results of operations.

#### 2.1.7 Loss of key personnel or the failure to obtain or retain highly skilled personnel could have a material adverse effect on the Group's operations

The Group's success depends on its retention of key personnel and its ability to recruit, retain and develop skilled personnel for its business. Key personnel would typically be project managers and leadership roles within engineering, offshore operations and on-board vessels. As the expected market develops over the short to medium term new competitors may enter the sector and look to hire experienced personnel. The Group has seen a number of experienced personnel leave the Company for these new market entrants. The increased competition for personnel creates shortages in the availability of appropriately skilled people at all levels and in particular project managers and engineers familiar with offshore wind farm developments. Shortages of qualified personnel or the Group's inability to obtain and retain qualified personnel could have a material adverse effect on the Group's business, financial condition, and results of operations.

## **2.2 Risk factors related to the industry and market in which the Company operates**

### **2.2.1 Risks related to client demand and spending**

The Group's income is dependent on winning contracts for offshore wind projects. Demand for the Group's services is closely linked up to the level of activity in the offshore wind energy industry. Any significant change in the level, timing or nature of clients' expenditure plans may impact the Group's order intake, financial performance and position. Examples of why clients might change their expenditure plans include a lack of available and affordable funding, lack of government financial support, delays in permitting, competing non-wind farm project investment options, and lack of availability of key services and products from the supply chain e.g. turbines, foundation installation vessels.

Further, the level of activity in the fixed offshore wind market is dependent on continued government support in the form of Contract for Differences ("CFD"). The availability or timing in providing CFDs to support investment decisions can impact the level of demand for the Group's services.

### **2.2.2 The impact of corona virus (Covid-19) regulation could have a material adverse effect on the Group**

The outbreak of Covid-19 resulted in a global pandemic which severely impacted companies and markets globally. Should a new strain of the virus require a reversion to the measures taken by governments globally it will be challenging to predict future consequences for the Group, its business partners, direct and indirect supply chain, the offshore wind industry or global business and markets.

In respect of those governments maintaining a "zero Covid-19" policy there continues to be consequences related to delivery of goods, services and supplies, as well as transport, logistics and mobilisation. These consequences continue to impact the Group and its current and planned operations and prospects/projects in Taiwan – as well as its new build program in China.

Any future outbreak of Covid-19 is beyond the Group's control and there is no assurance that any future outbreak of Covid-19 or other contagious diseases occurring in areas in which the Group or its suppliers, partners or customers operate, or even in areas in which the Group does not operate, will not seriously interrupt the Group's business, including planned constructions or those of the Group's suppliers or customers.

The Group seeks to contractually protect itself from the financial consequences of COVID-19 regulation impacting the Group's ability to complete a project, for example regulations that restrict vessel operations in countries' waters where the crew members are found to have contracted COVID and need to be quarantined for a long period of time. To the extent that that contractual protection is insufficient to cover the additional cost resulting from COVID-19 regulation, the impact may have an adverse effect on the Group's future prospects, financial position and results of operations.

### **2.2.3 The Group may be subject to certain risks arising from the conflict in Ukraine**

The current conflict in Ukraine and the resulting sanctions imposed on the Russian Federation by various countries around the world, including the U.S. and EU, may have unforeseen, long term and far reaching consequences for the global economy and the individual economies of countries to which the Group may be directly or indirectly exposed.

The Company does not have any direct link to the Ukraine conflict. However, the Company is impacted by the conflict through the price and supply of energy sources, for example the price of fuel oil for the Group's vessels or, indirect impacts such as increased price of certain commodities used within offshore wind farm projects. To the extent the Group cannot obtain contractual protection for rising prices of raw materials the effect of the conflict could have an adverse impact on the Group's business and financial performance.,.

### **2.2.4 The industry in which the Group operates is highly competitive**

The Group is active in a competitive industry as the fixed offshore wind sector continues to grow and emerging energies advance. The advancements in the size and complexity of fixed foundation wind farm projects have challenged the sector's expertise, capabilities and asset base.

The Group faces competition to win contracts needed to assure a sustainable backlog of future work across its business units. In times when the market demand is low the resulting competition can result in pricing pressures or a change to a contractor's risk profile, as competitors strive to win contracts and secure work. These challenges have resulted in a number of high-profile losses on projects involving the Group and the Group's competitors.

As the market demand increases, and based on improved experience and risk awareness within the industry, the risk and rewards balance is expected to shift for new contract awards.

To the extent that contractual terms are not balanced by the reward expected on projects the Group is exposed to both actual and contingent risks which could adversely impact the Group's financial position and results of operations.

#### 2.2.5 The Group may not be able to keep pace with a significant step-change in technological development

The market for the Group's services is affected by significant technological developments resulting in improvements in wind foundation and turbine size and performance. As a result, the Group's future success and profitability will be dependent in part upon its ability to:

- improve existing services, installation vessels and rental equipment to meet customers future demand for the transport and installation of larger foundations, turbines and cables;
- address the increasingly sophisticated needs of its customers who look for capability to transport and install the turbines, foundations and cables in a reliable and efficient manner; and
- anticipate major changes in technology and industry standards and respond to technological developments on a timely basis.

If the Group is not successful in acquiring new equipment or upgrading its existing installation and transportation vessels, or the technical skill set of its employees on a timely and cost-effective basis in response to technological developments or changes in industry standards, or if a significant step-change in technology provides an alternative method for installing wind turbines offshore, this could have a material adverse effect on the Group's business, financial condition, and results of operations.

### 2.3 Risk factors relating to laws, regulations and compliance

#### 2.3.1 The Group may be subject to liability under multifaceted environmental laws and regulations

The Group's operations are and will be subject to a variety of laws, regulations, and requirements in multiple jurisdictions controlling the discharge of various materials into the environment (including petroleum products and other substances that may be present at, or released or emitted from, the Group's operations), requiring removal and clean-up of materials that may harm the environment, controlling carbon dioxide emissions, or otherwise relating to the protection of the environment. Such laws, regulations and requirements vary from jurisdiction to jurisdiction and the operations of the Group may be negatively affected by changes in environmental laws and other regulations that can result in large expenses in, for example, modification of vessels and changes in the operation of vessels. Non-compliance with environmental acts and regulations in any of the jurisdictions in which the Group operates may result in increased costs, material fines, penalties or contract termination and could have a material adverse effect on the Group's business, financial position, and results of operations. Please see section 7.8 "Regulatory and compliance" for further information about laws, regulations and requirements the Group is subject to.

#### 2.3.2 Changes in the tax laws of any jurisdiction in which the Group operates or has subsidiaries, or any failure to comply with applicable tax legislation may materially impact the Group's results

The Group is subject to the tax laws, and regulations of multiple jurisdictions as wind farm projects are executed in numerous countries and source vessels and supply chain on a global basis. Each of the various countries' activities are subject to local tax regulation and the interpretation and enforcement thereof. A change in applicable tax laws or regulations, or their interpretation, could result in a significant negative impact on the Group's earnings and cash flows.

If the Group were to be unable to successfully defend a challenge from any tax authority on any matter, including but not limited to the Group's operating structure (including the application of its transfer pricing policies), residence, or generally, its assessment of the effects of applicable laws, treaties and regulations on the Group and its operations the Group's, earnings, effective tax rate and cash tax liabilities could increase substantially and the Group's earnings and cash flows from operations and/or financial condition could be materially and adversely affected.

### 2.3.3 The Group's potential international activities increase the compliance risk associated with applicable anti-corruption laws

The Group operates in many countries, including in some where the risks associated with fraud, bribery, and corruption are significant. These may include countries which are not members of the Organisation for Economic Cooperation and Development ("OECD"). The Group may be subject to the requirements of the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and similar anti-corruption laws in other jurisdictions. The Group is committed to doing business in accordance with applicable anti-corruption laws and has adopted policies and procedures which are designed to promote legal and regulatory compliance therewith. However, the Group's employees, agents and/or partners acting on its behalf may take actions determined to be in violation of such applicable laws and regulations. Any such violation could result in substantial fines, sanctions, deferred settlement agreements, civil and/or criminal penalties, or curtailment or prohibition of operations in certain jurisdictions, which might materially adversely affect the Group's business, financial condition, and results of operations. In addition, actual or alleged violations could have an adverse effect on the Group's reputation, ability to do business and results of operations.

### 2.3.4 The Group's operations are subject to the risks of litigation and other legal and regulatory proceedings

At any given time, the Group could get involved in litigation and other legal and regulatory proceedings, including with tax authorities, arising in the ordinary course of business or otherwise. Such proceedings may include claims related to commercial, labour, employment, securities, tax, health, safety, security, environmental and quality ("HSSEQ"), or other matters and may result in significant damages and/or fines. For further information about litigation and legal and regulatory proceedings, see Section 7.10 "Legal and arbitration proceedings". The process of managing such proceedings, even if the Group is successful, may be costly, and may approximate the cost of damages sought.

The services provided by the Group may utilize patented or otherwise proprietary technology, and consequently involve a potential risk of infringement of third-party rights. It is not uncommon for industry participants to pursue legal action to protect their intellectual property. The Group is not aware of any patents that create a material risk of the Group infringing third-party rights in the future. However, there can be no assurance that other industry participants will not pursue legal action against the Group to protect intellectual property that the Group may at least allegedly utilize. Such legal action could result in limitations on the Group's ability to use the patented technology or require the Group to pay a fee for the continued use of intellectual property.

The majority of the intellectual property rights relating to the Group are owned by the Group's suppliers or sub-suppliers and relate to the equipment installed on the offshore wind installation and maintenance vessels. In the event that the Group or one of its suppliers or sub-suppliers becomes involved in a dispute over infringement of intellectual property rights relating to assets provided by suppliers or sub-suppliers to or otherwise used by the Group, the Group may lose access to repair services, replacement parts, or could be required to cease use of the relevant assets or intellectual property. The Group could also be required to pay royalties for the use of such assets or intellectual property. The consequences of technology disputes involving the Group or its suppliers could materially adversely affect the Group's business, financial condition, and results of operations.

In addition, the Group may choose to pursue legal action to protect its future intellectual property, if any. If the Group is unable to protect and maintain intellectual property rights it may possess, or if there are any successful intellectual property challenges proceedings against the Group, its ability to differentiate its future service offerings could diminish. From time to time, the Group may pursue action to challenge patents of competitors, suppliers and others. Should these cases not succeed, the Group may be subject to legal costs and may not be able to use the patented technology or may have to pay a fee for the continued use

of such patents. The consequences of any of the intellectual property disputes with third parties described above could materially adversely affect the Group's business, financial condition, and results of operations.

Actions against the Group could also expose it to adverse publicity, which might adversely affect its brand and reputation. The course and expenses of such proceedings, and the outcome of any given matter, cannot be predicted with certainty and adverse trends, expenses, and outcomes could adversely affect the Group's business, financial condition, and results of operations.

#### 2.3.5 Regulation of greenhouse gases and climate change could have a negative impact on the Group's business, financial condition, and results of operations

Governments around the world are increasingly focused on enacting laws and regulations regarding climate change and regulation of greenhouse gases. Lawmakers and regulators in the jurisdictions where the Group operates have proposed or enacted regulations requiring reporting of greenhouse gas emissions and the restriction thereof. In addition, efforts have been made and continue to be made in the international community toward the adoption of international treaties or protocols that would address global climate change issues and impose reductions of hydrocarbon-based fuels. The Group has added scrubbers to the Heavy Transport vessels to reduce the Sulphur and Nitrous oxide emissions and uses low-sulphur marine fuel oil for its cable-laying fleet and for the new build installation vessels. Laws or regulations incentivizing or mandating the use of alternative energy sources such as wind power and solar energy have also been enacted in certain jurisdictions. Numerous large cities globally and a few countries have mandated conversion from internal combustion engine-powered vehicles to electric-powered vehicles and placed restrictions on non-public transportation.

Laws, regulations, treaties, and international agreements related to greenhouse gases and climate change may result in increased compliance costs and vessel operating restrictions, and could have an adverse impact on the Group's business, financial condition, and results of operations.

## 2.4 Risk factors related to financial matters

### 2.4.1 Risks related to the Group's revenue and margin recognition

Individual period performance may be significantly affected by the timing of contract completion, at which point the final outcome of a project may be fully assessed. Until then, the Group, similarly as other companies in the sector, uses the percentage-of-completion method of accounting for revenue and margin recognition. This method relies on the Group's ability to estimate future costs in an accurate manner over the remaining life of a project. As projects may take a number of years to execute, this process requires a significant degree of judgement, with changes to estimates or unexpected costs or recoveries potentially resulting in significant fluctuations in revenue and profitability and have an adverse effect on the Group's results of operations.

Fixed-price contracts awarded at low or negative margins can create volatility when accounting for project performance as forecast unavoidable losses are recognised in full in the period in which they are identified. Inaccurate forecasting of the costs to complete a project and of the revenue which can be earned from the client for changes to contract scope could have a negative impact on the Group's management of its liquidity and weaken its financial position.

### 2.4.2 Risks related to the Group's cash flow and liquidity

The Group's working capital position will be affected by the timing of contract cash flows where the timing of receipts from clients, typically based on completion of milestones, may not necessarily match the timing of payments the Group makes to its suppliers. The Group has arranged committed loan facilities to address these cash flow timing issues.

In the normal course of business, the Group is required by its clients in executing some of its contracts, to issue performance related bonds and guarantees. Access to credit from financial institutions in support of these instruments is fundamental to the Group's ability to compete, particularly for large EPCI contracts.

In rare instances clients may request specific payment terms such as payment deferrals which can negatively impact the cash flow profile of projects.

Under its new build vessel construction contracts, the Group has made prepayments to the shipyard and in turn received refund guarantees from acceptable banks to mitigate the risk that the shipyard is unable to return such prepayments in case of an insolvency before its contractual obligations are fulfilled. To the extent that the refund guarantees are insufficient to cover the cost incurred to date there may be an adverse effect on the Group's financial position.

#### 2.4.3 The Company is subject to currency exchange risks.

The Group's income is primarily denominated in U.S. dollars, however, the Group incurs costs in a wide range of currencies through sub-contractors and operational costs associated with staff and vessels. These costs include U.S. dollars, Euros, British pounds sterling or other relevant currencies. The mismatch between the client revenue and the currency of the project cost can lead to economic loss for the Group if not managed.

In order to manage foreign exchange rate exposure, the Group will consider implementing its hedging strategy, however there can be no assurance that the Group will be successful in its hedging strategy as some of the currencies cannot be traded with banks, or if offered that the hedging will be available on attractive terms. Comprehensive exchange-rate fluctuations may have an adverse impact on the Group's financial position and results of operations.

## 2.5 Risks factors relating to the Shares and the Subscription Rights

### 2.5.1 Risks related to the trading market for the Shares and the Subscription Rights

The Company's Existing Shares are traded on Euronext Growth Oslo. The current "free float" of the Shares are just below 15% and there is a low trading volume of the Company's Shares. As such, no assurances can be given to the extent of the activity in the trading market for the Company's Shares in the future or as to the future price of the Shares. In addition, the Subscription Rights have not previously been traded on any market, as such there is no guarantee that an active trading market for the Subscription Rights will develop on Euronext Growth Oslo, nor sustain if an active trading market is developed. If an active trading market does not develop or is not maintained, shareholders may have difficulty selling their Shares and Subscription Rights. In addition, shareholders may risk losing parts or all of their investments due to volatility in the price of the Shares or the Subscription Rights.

### 2.5.2 The value of the Shares could for foreign investors be adversely affected by exchange rate fluctuations

The Shares on Euronext Growth Oslo are priced in NOK, and any future payments of dividends on the Shares will be made in NOK. Investors registered in the VPS who have not supplied the VPS with details of their bank account, will not receive payment of dividends unless they register their bank account details with the VPS Registrar. The 11 exchange rate(s) that is applied when denominating any future payments of dividends to the relevant investor's currency will be the VPS Registrar's exchange rate on the payment date. Exchange rate movements of NOK will therefore affect the value of these dividends and distributions for investors whose principal currency is not NOK. Further, the market value of the Shares as expressed in foreign currencies will fluctuate in part as a result of foreign exchange fluctuations. This could affect the value of the Shares and of any dividends paid on the Shares for an investor whose principal currency is not NOK.

### 2.5.3 The Company has a major shareholder

The Company's shareholder Subsea 7 Blue Space Limited currently owns 72.00% of the total outstanding Shares in the Company and four of the five Board Members in Seaway7 are not independent from the Company's largest shareholder, Subsea 7 Blue Space Limited and ultimately Subsea 7 S.A. Please see section 11.11 "Conflict of interests and family relationships" for further information. A large concentration of ownership may amongst other things have the effect of delaying, deterring or preventing a change of control of the Company that could be economically beneficial to other shareholders. The interest of Subsea 7 Blue Space Limited exerting a significant influence over the Company may further not in all matters be aligned with the interests of the Company and the other shareholders of the Company, which in turn may have a negative effect on the governance and operations of the Company. The Company may furthermore not have sufficient shareholder influence to secure that the Group's best interests are resolved and implemented.

### **3. RESPONSIBILITY FOR THE PROSPECTUS**

This Prospectus has been prepared in connection with the Rights Issue as described herein.

The Board of Directors of Seaway 7 ASA accepts responsibility for the information contained in this Prospectus. The members of the Board of Directors confirm that to the best of their knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import.

7 October 2022

#### **The Board of Directors of Seaway 7 ASA**

Rune Magnus Lundetræ  
*Chairperson*

Kristian Siem  
*Board Member*

John Evans  
*Board Member*

Nathalie Louys  
*Board Member*

Monica Bjørkmann  
*Board Member*

## **4. GENERAL INFORMATION**

### **4.1 Other important investor information**

This Prospectus has been approved by the Norwegian FSA, as competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

The Company has furnished the information in this Prospectus. The Manager makes no representation or warranty, express or implied, as to the accuracy, completeness or verification of the information set forth herein, and nothing contained in this Prospectus is, or shall be relied upon, as a promise or representation in this respect, whether as to the past or the future. The Manager disclaims, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise, which it might otherwise be found to have in respect of this Prospectus or any such statement.

The Manager is acting exclusively for the Company and no one else in connection with the Rights Issue. It will not regard any other person (whether or not a recipient of this document) as its client in relation to the Rights Issue and will not be responsible to anyone other than the Company for providing the protections afforded to its respective clients nor for giving advice in relation to the Rights Issue or any transaction or arrangement referred to herein.

No person is authorized to give information or to make any representation concerning the Group or in connection with the Rights Issue or the sale of the Subscription Rights or the Offer Shares other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorized by the Company or the Manager or by any of the affiliates, representatives, advisers or selling agents of any of the foregoing.

Neither the Company nor the Manager, or any of their respective affiliates, representatives, advisers or selling agents, is making any representation, express or implied, to any offeree or purchaser of the Subscription Rights or the Offer Shares regarding the legality of an investment in the Subscription Rights or the Offer Shares. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Subscription Rights or the Offer Shares.

Investing in the Shares involves a high degree of risk. See Section 2 “Risk Factors”.

In connection with the Rights Issue, the Manager and any of its respective affiliates, acting as an investor for its own account, may take up Subscription Rights or Offer Shares in the Rights Issue and in that capacity may retain, purchase or sell for its own account such Subscription Rights or Offer Shares or related investments and may offer or sell such Subscription Rights or Offer Shares or other investments otherwise than in connection with the Rights Issue. Accordingly, references in the Prospectus to Subscription Rights or Offer Shares being offered or placed should be read as including any offering or placement of Subscription Rights or Offer Shares to the Manager or any of its respective affiliates acting in such capacity. In addition, the Manager or any of its respective affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Manager or any of its respective affiliates may from time to time acquire, hold or dispose of Shares. The Manager does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

### **4.2 Date of information**

The information contained in this Prospectus is current as at the date of the Prospectus and is subject to change or amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or inaccuracies relating to the information included in this Prospectus, which are capable of affecting the assessment of the Shares between the time of approval of this Prospectus by the Norwegian FSA and the completion of the Rights Issue and listing of the Offer Shares, will be included in a supplement to this Prospectus. Except as required by applicable law and stock exchange rules, the Company does not undertake any duty to update the information in this Prospectus.

The publication of this Prospectus shall not under any circumstances create any implication that there has been no change in the Company's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

### 4.3 Presentation of financial information

On 8 July 2021 the Company, announced it had entered into an agreement to combine its business with Subsea 7 S.A.'s Renewables business unit (consisting of the Subsea 7 S.A.'s fixed offshore wind business) (the “**Business Combination**”). The Business Combination was completed on 1 October 2021 and Subsea 7 S.A.'s Renewables business unit was transferred to OHT, and Blue Space Limited, a subsidiary of Subsea 7 S.A., received shares in OHT ASA as consideration and become the owner of 72% of the shares in OHT. OHT ASA changed name to Seaway 7 ASA in connection with the completion of the Business Combination.

It has been concluded after considering the relative size of the combining entities and other facts and circumstances, such as the composition of the Board of Directors, that the Business Combination qualify as a reverse acquisition. The application of IFRS 3 resulted in Subsea 7 S.A.'s Renewables business unit being deemed to be the accounting acquirer, with the former OHT Group being deemed to be the accounting acquiree. The legal acquirer, and legal parent, is Seaway7 (formerly named OHT ASA).

Following completion of the Business Combination Seaway7 has prepared consolidated financial statements for the year ended 31 December 2021 with comparable figures for the year ended 31 December 2020 (the “**Consolidated Financial Statements**”). The Consolidated Financial Statements have been prepared in accordance with IFRS and interpretations as adopted by the EU.

The Consolidated Financial Statements have been prepared on the basis that the Business Combination qualify as a reverse acquisition with the deemed accounting acquirer being Subsea 7 S.A.'s Renewables business unit with the former OHT Group being deemed to be the accounting acquiree. The legal acquirer, and legal parent, is Seaway7 (formerly named OHT ASA). Segment information covering Subsea 7 S.A.'s Renewables business unit has been included in the audited financial statements of Subsea 7 S.A.

For the year ended 31 December 2020 and the nine-month period ended 30 September 2021 the financial information in the Consolidated Financial Statements represents the results and financial position of Subsea 7 S.A.'s Renewables business unit, with share capital retrospectively adjusted to reflect the share capital of the former OHT, as legal acquirer. For the three-month period ended 31 December 2021, the financial information represents the results and financial position of the combined group following completion of the Business Combination.

The Company's auditor, EY, has audited the financial statements for the year ended 31 December 2021 and its comparable figures for the year ended 31 December 2020.

The Company has prepared consolidated interim financial statements for the three and six-month periods ended 30 June 2022 (the “**Interim Financial Statements**” and together with the Consolidated Financial Statements the “**Financial Statements**”). The Interim Financial Statements for the three and six-month periods ended 30 June 2022 have been prepared in accordance with IAS34. The Interim Financial Statements have not been audited or subject to review.

The Consolidated Financial Statements and the Interim Financial Statements are incorporated by reference to this Prospectus, see Section 17.2 “Incorporation by reference”.

The annual report for 2020 and quarterly report Q3 2021 for OHT ASA are also incorporated by reference into this Prospectus, see Section 17.2 “Incorporation by reference”.

### 4.4 Rounding

Percentages and certain amounts included in this Prospectus have been rounded for ease of presentation. Accordingly, figures shown as totals in certain tables may not be the precise sum of the figures that precede them.

#### **4.5 Industry and market data**

This Prospectus contains statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Company's business and the industries and markets in which it operates. Unless otherwise indicated, such information reflects the Company's estimates based on analysis of multiple sources, including data compiled by professional organisations, consultants and analysts and information otherwise obtained from other third party sources, such as annual and interim financial statements and other presentations published by companies operating within the same industry as the Company, as well as the Company's internal data and its own experience, or on a combination of the foregoing. Unless otherwise indicated in the Prospectus, the basis for any statements regarding the Company's competitive position is based on the Company's own assessment and knowledge of the market in which it operates.

The Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified, however, source references to websites shall not be deemed as incorporated by reference to this Prospectus. The Company does not intend, and does not assume any obligations to, update industry or market data set forth in this Prospectus.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified and cannot give any assurances as to the accuracy of market data contained in this Prospectus that was extracted from these industry publications or reports and reproduced herein. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus and projections, assumptions and estimates based on such information may not be reliable indicators of the Company's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 2 "Risk Factors" and elsewhere in this Prospectus.

#### **4.6 Cautionary note regarding forward-looking statements**

This Prospectus contains forward-looking statements. All statements contained in this Prospectus other than statements of historical facts, including statements regarding the Group's future results of operations and financial position, its business strategy and plans, and its objectives for future operations, are forward-looking statements. The words "believe", "may", "will", "estimate", "continue", "anticipate", "intend", "expect", and similar expressions are intended to identify forward-looking statements. The Company has based these forward-looking statements largely on its current expectations and projections about future events and trends that it believes may affect its financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. Forward-looking statements are found especially in Section 6 "Industry and Market Overview", Section 7 "Business of the Group", Section 10.9 "Recent trends, development and changes" and Section 10.10 "Profit forecast".

Prospective investors in the Company's Shares are cautioned that forward-looking statements are not guarantees of future performance and that the Company's actual financial position, operating results and liquidity, and the development of the industry in which the Company operates, may differ materially from those made in, or suggested, by the forward-looking statements contained in this Prospectus. The Company cannot guarantee that the intentions, beliefs or current expectations upon which its forward-looking statements are based will occur.

By their nature, forward-looking statements involve, and are subject to, known and unknown, risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not

occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements. Important factors that could cause those differences include, but are not limited to:

- the ability to deliver fixed price projects in accordance with client expectations and within the parameters of the Company's bids, and to avoid cost overruns;
- the Company's ability to collect receivables, negotiate variation orders and to collect the related revenue and to negotiate client claims and penalties;
- future implications due to the Covid-19 pandemic or effects of a pandemic or epidemic or a natural disaster;
- the Company's ability to recover costs on significant projects;
- unanticipated delays or cancellation of projects included in the Company's backlog;
- competition and price fluctuations in the markets and businesses in which the Company operates;
- the loss of, or deterioration in the Company's relationship with, any significant clients;
- the outcome of legal proceedings or governmental inquiries;
- uncertainties inherent in operating internationally, including economic, political and social instability, boycotts or embargoes, labour unrest, changes in foreign governmental regulations, corruption and currency fluctuations;
- changes in, or failure to comply with, applicable laws and regulations (including regulatory measures addressing climate change);
- operating hazards, including spills, environmental damage, personal or property damage and business interruptions caused by adverse weather;
- equipment or mechanical failures, which could increase costs, impair revenue and result in penalties for failure to meet project completion requirements;
- the timely delivery of vessels on order and the timely completion of ship conversion programmes;
- ability to keep pace with technological changes and the impact of potential information technology, cyber security or data security breaches;
- fluctuations of exchange rates; and
- the effectiveness of the Group's disclosure controls and procedures and internal control over financial reporting.

The risks that are currently known to the Company and which could affect the Group's future results and could cause results to differ materially from those expressed in the forward-looking statements are discussed in Section 2 "Risk Factors".

The information contained in this Prospectus, including the information set out under Section 2 "Risk Factors", identifies additional factors that could affect the Company's financial position, operating results, liquidity and performance. Prospective investors in the Shares are urged to read all sections of this Prospectus and, in particular, Section 2 "Risk Factors" for a more complete discussion of the factors that could affect the Company's future performance and the industry in which the Company operates when considering an investment in the Company.

Except as required by applicable law, the Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Prospectus.

## **5. DIVIDENDS AND DIVIDEND POLICY**

### **5.1 Dividend policy and historical dividend payments**

The Company has not distributed dividends since its incorporation and does not intend to declare or pay any dividends to its shareholders in the near future due to the significant investments in new build vessels. When the Company receives net positive cash flows from firm contracts, the Company intends to distribute a share of its future earnings, if any, to the shareholders and retain the remaining to fund its operations and to develop and grow its business. The Company's future dividend policy is within the discretion of the Board of Directors, but, if the markets develop as expected, the Company will balance dividends to shareholders with other various factors that the Board of Directors deems relevant, including the Company's results of operations, financial condition, capital requirements and investment opportunities.

There can be no assurances that there in any given period will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the above. In addition deciding whether to propose a dividend and in determining the dividend amount, the Board of Directors will take into account legal restrictions, as set out in Section 5.2 "Legal and contractual constraints on distribution of dividends", the Company's capital requirements, including capital expenditure requirements, its financial position, general business conditions and any restrictions that its borrowing arrangements or other contractual arrangements in place at the time of the dividend may place on its ability to pay dividends and the maintaining of appropriate financial flexibility.

### **5.2 Legal and contractual constraints on distribution of dividends**

In deciding whether to propose dividend and in determining any dividend amount in the future, the Board of Directors must take into account applicable legal restrictions, as set out in the Norwegian Public Limited Liability Companies Act, the Company's capital requirements, including capital expenditure requirements, its financial condition, general business conditions and any restrictions that its contractual arrangements in force at the time of the dividend may place on its ability to pay dividends and the maintenance of appropriate financial flexibility. Except in certain specific and limited circumstances set out in the Norwegian Public Limited Liability Companies Act, the amount of dividends paid may not exceed the amount recommended by the Board of Directors.

Norwegian Public Limited Liability Companies Act provides several constraints on the distribution of dividends:

- Dividend may only be distributed to the extent that the Company after the distribution has a sound equity and liquidity.
- Section 8-1 of the Norwegian Public Limited Liability Companies Act provides that the Company may only distribute dividends to the extent that its net assets following the distribution are at least equal to the sum of (i) the Company's share capital, (ii) the reserve for valuation differences and (iii) the reserve for unrealised gains. In determining the distribution capacity, deductions must be made for (i) the aggregate amount of any receivables held by the Company and dating from before the balance sheet date which are secured by a pledge over Shares in the Company, (ii) any credit and collateral etc. from before the balance sheet date which according to sections 8-7 to 8-10 of the Norwegian Public Limited Liability Companies Act must not exceed the Company's distributable equity (unless such credit has been repaid or is set-off against the dividend or such collateral has been released prior to the decision to distribute the dividend), (iii) other dispositions carried out after the balance sheet date which pursuant to law must not exceed the Company's distributable equity and (iv) any amount distributed after the balance sheet date through a capital reduction.
- The calculation of the distributable equity shall be made on the basis of the balance sheet in the Company's last approved annual accounts, provided, however, that the registered share capital as of the date of the resolution to distribute dividends shall apply. Dividends may also be distributed by the general meeting based on an interim balance sheet which has been prepared and audited in accordance with the provisions applying to the annual accounts and with a balance sheet date which does not lie further back in time than six months before the date of the general meeting's resolution.

### **5.3 Manner of dividend payments**

Any dividends on the Shares will be denominated in NOK. Any dividends or other payments on the Shares will be paid through the Company's VPS Registrar. Dividends and other payments on the Shares will be paid on a payment date determined by the Company, to the bank account registered in connection with the VPS account of the registered shareholder as of the record date for the distribution.

Dividends and other payments on the Shares will not be paid to shareholders who have not registered a bank account with their VPS account. Shareholders who have not received dividends for this reason will receive payment if they register a bank account with their account operator in the VPS and inform the VPS Registrar of the details of such bank account.

Shareholders with a registered address outside of Norway may register a bank account in another currency than NOK with their VPS account. Shareholders who have done so will receive payment in the currency of such bank account. The exchange rate(s) applied will be the VPS Registrar's rate on the date of payment.

The Norwegian Public Limited Liability Companies Act does not provide for any time limit after which entitlement to dividends lapses. Subject to various exceptions, Norwegian law provides a limitation period of three years from the date on which an obligation is due. Accordingly, a shareholder's right to receive dividends or other distributions will lapse three years after the payment date if bank account details have not been provided to the VPS Registrar within such date. Following the expiry of the limitation period, any remaining dividend amounts will be returned from the VPS Registrar to the Company.

There are no dividend restrictions or specific procedures for non-Norwegian resident shareholders to claim dividends. For a description of withholding tax on dividends applicable to non-Norwegian residents, see Section 14 "Norwegian Taxation".

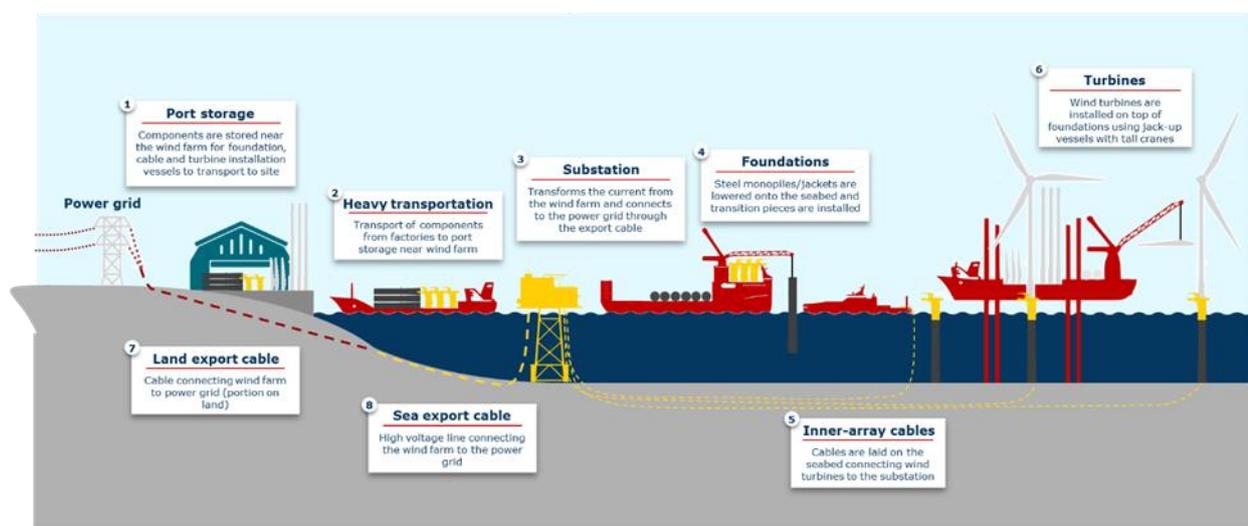
## 6. INDUSTRY AND MARKET OVERVIEW

### 6.1 The offshore wind market

#### 6.1.1 Introduction to the offshore wind construction process

The fundamental driver for the increased offshore wind installation activity is energy companies' investments in developing and installing renewable energy capacity. These investment decisions create economic value for market participant and contribute to decarbonize the energy sector, and to reduce carbon emissions to limit climate change and achieve a more sustainable global energy mix.

Figure 1: Main components of an offshore wind farm<sup>2</sup>



The installation process of an offshore wind farm includes development studies to optimize the wind farm field layouts and design, detailed design, and fabrication, transportation and installation of all required components to build the wind farm. Seaway7 is involved across the whole value chain of this “build” phase by offering foundation, offshore substation, submarine cable and wind turbine generator installation services through various contracting models.

All components of an offshore wind farm are manufactured/fabricated onshore and assembled at sea by the various purpose-built installation vessels. These vessels transport the components from port to the offshore windfarm location where they execute the installation process.

Monopile<sup>3</sup> foundations are the most frequently used support structures for fixed offshore wind turbines to date, with over two-thirds of all installations in 2020 and 2021 (80.5% and 84% in 2020 and 2021, respectively).<sup>4</sup> Monopiles have a rather simple design and because of its standard shape can be relatively easily manufactured in an industrialized way making them a cost-effective solution. The fixed offshore wind industry has gathered much experience in the use of this type of foundations. As new offshore wind farm sites continue to move further offshore and into deeper water or when experiencing more challenging soil conditions, jacket<sup>5</sup> foundations are the second most applied foundation design. Jacket foundations fabrication requires the assembly of various steel components, and hence are more complex and labour-intensive to produce, and furthermore take up much more space in the marshalling ports. Yet the foundation concept has distinct advantages in challenging soil conditions, where they can either be connected to the seabed with driven pin-piles or with suction buckets.

<sup>2</sup> Source: DNB Markets.

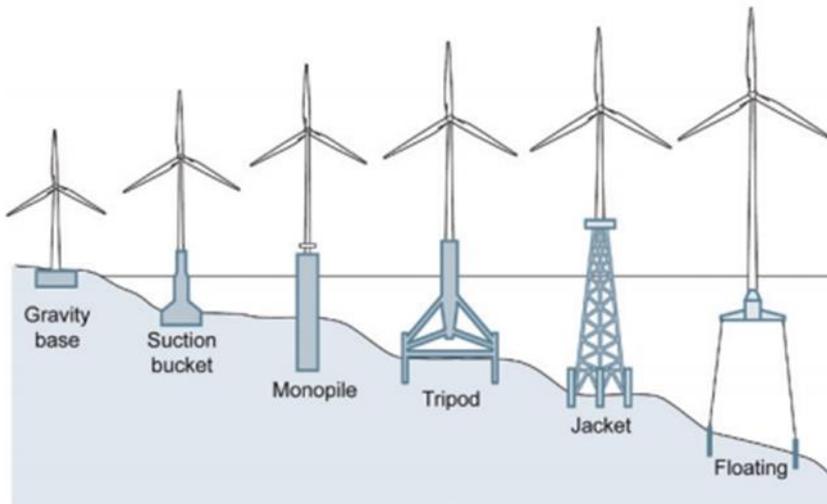
<sup>3</sup> A single, cylindrical, steel structure that can be used as foundation for wind turbine generator or offshore substation.

<sup>4</sup> Source: The Company's database.

<sup>5</sup> A steel structure, typically comprised of an x-braced configuration between four steel legs. Jackets are on type of design of foundation for wind turbine generators.

Other designs such as tripods, gravity base foundations and artificial islands have all been used in the past but are only marginally applied due to the significant cost advantages of the monopile and jacket technologies. Various designs for floating foundations currently hold a very small market share but could be viable alternatives in the longer term.

Figure 2: Types of foundation<sup>6</sup>



Submarine cables used in offshore wind are used mainly for transmission and distribution of electrical power. Inner-array cables transmit electricity between the wind turbines and the offshore substation, while export cables transmit electricity from the offshore substation to the onshore national grid. The cable installation is performed by purpose-built cable-laying vessels. The sequence of the inner-array cable installation process typically includes cable-laying, cable burial, cable pull into the turbine and finally testing and commissioning. Inner-array cables are connected from each turbine to the substation either in multiple strings or in loops, with strings connected away from the substation. Export cable installation steps involve similar activities, but generally comprises only a few cables, yet of much longer lengths each.

Thereafter, the wind turbine tower is installed by being lifted into position by wind turbine installation vessels. The nacelle<sup>7</sup> is thereafter attached to the top and subsequently the generator connected. Finally, the turbine blades are attached.

#### 6.1.2 General industry drivers

Growth and demand within the offshore wind market is affected by, among others, the following factors:

- **Energy companies' investment levels in renewable energy:** Energy companies' investment levels in developing offshore wind farms are the key driver of demand for offshore wind installation services, which are, in turn, dependent on energy prices and the competitiveness of developing offshore wind projects.
- **Cost of offshore wind projects:** The levelised cost of energy ("LCOE") combines all cost elements that are attributed to offshore wind projects into a single number, representing the average generation cost for the projects. The LCOE is the revenue required to build and operate a project over a cost recovery period, and the long-term prospects for offshore wind depend to a large extent on how competitive offshore wind is compared to other sources of electricity. Hence, the developments in all cost components are key for the future attractiveness of offshore wind.

<sup>6</sup> Source: World Steel Association.

<sup>7</sup> A cover housing that houses all of the generating components in a wind turbine, including the generator, gearbox, drive train, and brake assembly.

- **Technology and innovation:** The global offshore wind market has been gaining momentum over the last decade, and the global installed offshore wind capacity grew from 2010 to 2018 by just under 25% every year, adding almost 20 gigawatts (“GW”) of new capacity, benefitting from rapid technology improvements.<sup>8</sup> Equipment suppliers have focused research and development spending on bigger and better performing offshore wind turbines, resulting in a dramatic growth in physical size and rated power output. With the continuous technology leaps propelling the offshore wind industry, larger and larger turbines are coming to market, in terms of size and swept area, which in turn raises the turbines’ maximum output. Larger foundations and turbines are putting upward pressure on capital costs, yet fewer are required to achieve a similar output so ultimately the technology development is contributing to lower LCOE. As a result, technology and innovation are expected to continue to make offshore wind a sustainable energy solution while at the same time making it more economically attractive.
- **Political and regulatory environment:** The political and regulatory regimes of a country have a significant impact on the economic attractiveness of developing offshore wind farms. Changes in the political, economic and regulatory environment across regions affect the global demand for offshore wind development.
- **Global energy transition:** The growth of offshore renewables in the global energy markets and the increasing focus on the environment has been and will continue to be one of the most important drivers for developing offshore wind projects. The global energy markets are currently in a megatrend towards greener and more sustainable energy solutions wherein reducing energy-related CO2 emissions is a central part. Shifting the world away from the consumption of fossil fuels that cause climate change and towards cleaner, renewable forms of energy is key to the world reaching agreed climate goals.

### 6.1.3 Main contracting models

Whereas Transportation and Installation (“T&I”) contracting involves separate transportation and installation services for each specific wind farm component, for instance foundations, cables, substations or turbines, Integrated T&I contracting has a broader scope by combining transportation and installation of multiple components. Under Integrated T&I contracting; certain technical and schedule interfaces and risks between the various scopes are managed by the marine contractor instead of the client.

Engineering, Procurement, Construction and Installation (EPCI) contracting combines key wind farm components into a comprehensive single package. In contrast to Integrated T&I projects, EPCI contracting entails providing additional services than just T&I, notably engineering, procurement and fabrication activities for foundations and/or cables as well.

Turbine installation and commissioning may either be part of the turbine supplier’s scope, or sourced directly by the developer and is generally contracted as T&I contracts. The turbine supplier is typically responsible for the installation strategy and mechanical and electrical completion, and the vessel operator is responsible for the operation of the vessel and the lifting process.

### 6.1.4 Outlook for the offshore wind market

#### ***Offshore wind is a growth market***

The outlook for renewable energy continues to improve as the world transitions to cleaner sources of energy. The growth rate in the offshore wind market is accelerating due to ambitious national targets for installed offshore wind capacity, and increasingly supportive political and regulatory regimes. Another important contributor is the improving economies of scale and declining LCOE as a result, making offshore wind an attractive source of energy.

As shown in figure 3, the globally installed offshore wind capacity by the end of 2020 was 25 GW, accounting for approximately 1.2% of the global electricity generation.<sup>9</sup> Despite the small relative contribution to the global energy mix today, offshore wind is expected to capture increasingly larger shares of the market going forward. In the period 2010 to 2018, global installed offshore wind capacity market grew by just under 25% every year, adding almost 20 GW of new capacity. The forecast is for a global installed

<sup>8</sup> Source: BNEF 1H 2022 Offshore Wind Market Outlook (21 June 2022).

<sup>9</sup> Source: BNEF 1H 2022 Offshore Wind Market Outlook (21 June 2022) and Company assessment.

offshore wind capacity of 294 GW is forecasted in 2035, which is over 11 times of the capacity that was globally installed by the end of 2020.

Due to this growth in installed capacity, the outlook for new annual installations and associated capital expenditure in the fixed offshore wind market is strong, with a compounded annual growth rate of 17% between 2020 and 2035, estimated by Bloomberg. As shown in figure 4, annual offshore wind capacity additions are set to increase by three times from 2020 to 2024 and increase almost fivefold by 2030 to over 25 GW per year.

Figure 3: Global expansion forecast for offshore wind energy<sup>10</sup>

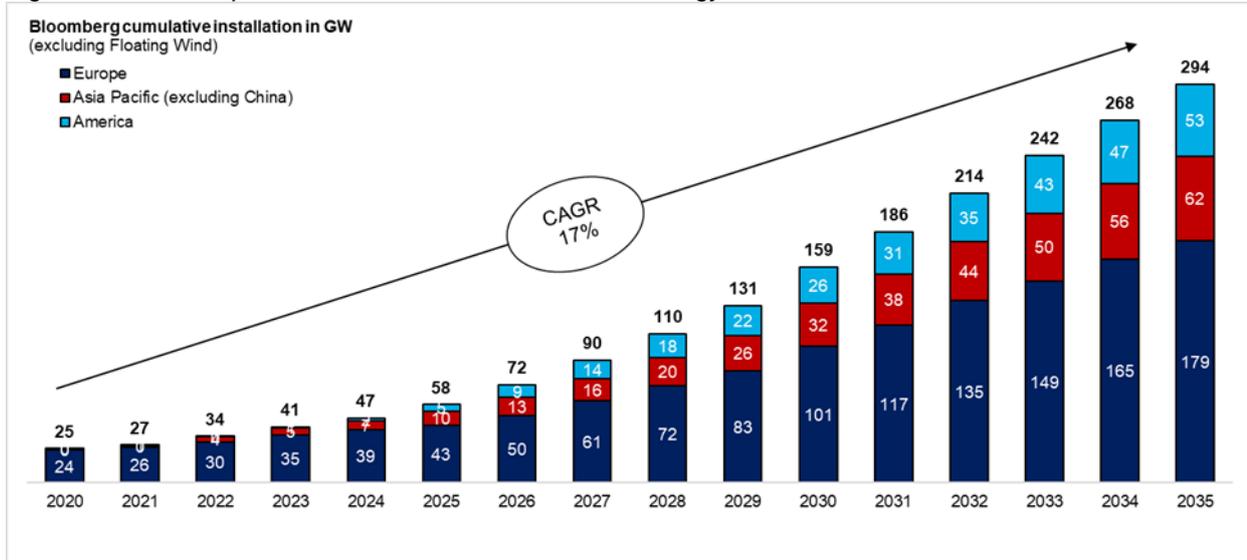
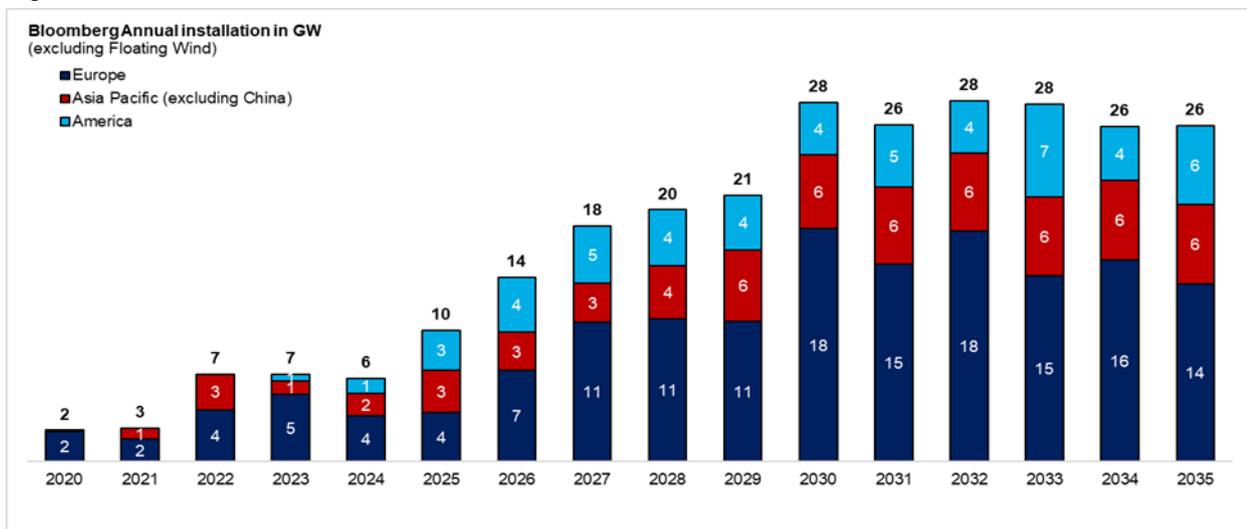


Figure 4: Global offshore wind installations<sup>11</sup>



**Cost of offshore wind projects is declining**

The high expected growth rate until 2035 is primarily driven by significant developments in technology which enables the production and installation of larger turbines, driving down LCOE and increasing productivity. As shown in figure 5 below, the LCOE continues to decline, making offshore wind a competitive source of energy in many regions and to other energy sources such as solar, gas, coal and nuclear. Several factors have contributed to the cost decline.

<sup>10</sup> Source: BNEF 1H 2022 Offshore Wind Market Outlook (21 June 2022).

<sup>11</sup> Source: BNEF 1H 2022 Offshore Wind Market Outlook (21 June 2022).

**Turbine size:** Since the first offshore wind turbines were installed off the coast of Denmark in 1991, there has been a significant development within the turbine technology. Manufacturers, such as Siemens Gamesa, GE and MHI Vestas, have focused on increasing the size of the turbines, both in terms of physical size and rated power output. Consequently, from 2010 to 2018 the average capacity of new turbines installed on offshore wind parks in Europe increased from around 3 megawatts (“MW”) to just over 5 MW.<sup>12</sup> In 2021, a prototype for a 14 MW offshore wind turbine successfully produced its first kWh. As the production capacity of an offshore wind turbine is improved as the rotor radius increases and wind speeds increase as it moves higher above sea level, a key enabler of this capacity growth has been to produce turbines that are larger in physical size, both in terms of tip height and swept area. Compared to the average tip height of turbines installed in 2010 (3 MW) from just over 100 meters, a 12 MW turbine has a tip height of approximately 260 meters. This rapid increase in the size of offshore wind turbines has been contributing to driving down the operation and maintenance cost for offshore wind projects. Driving down the LCOE has been important in making offshore wind commercially competitive with other sources of energy. However, the increase has put pressure on the wider supply chain as larger turbines involve higher capital costs, require larger foundations and pose logistical and installation challenges.

**Project scale:** The trend is that offshore wind projects are increasing in size. This brings economies of scale, which is also obtained for new projects clustered with existing parks operated by the same or different developers, which especially provides operational benefits in the Operations and Maintenance (“O&M”) phase of a project. Savings come from a reduced setup both onshore and offshore, with further benefits from using existing infrastructure and knowledge of the ground conditions, which also reduces uncertainty related to yield calculations.

**Growing global supply chain and developer experience:** Developers have moved from a pioneering ad-hoc approach to streamlining projects with experience and know-how, more efficient installation practices, better marine logistics and a clearer understanding of the supply chain. Engineering standards are being re-designed specifically to reflect sector needs, rather than being adapted from oil and gas standards.

**Competitive auctions:** Developers in the European markets now compete on price in order to secure contracts, and several projects have been awarded without subsidies. The emerging markets in the U.S. and North Asia are not at that level yet, but it is a clear expectation, that a downward trending subsidy scheme will be seen quite rapidly.

**Policy design and project scope:** More than in other renewable technologies, governments can take larger and more active role in the project scope of their countries’ domestic offshore wind markets.

Figure 5: Levelised cost of energy in offshore wind per year<sup>13</sup>

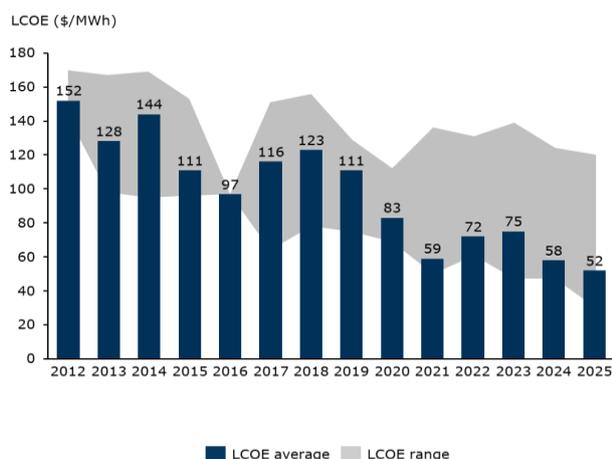
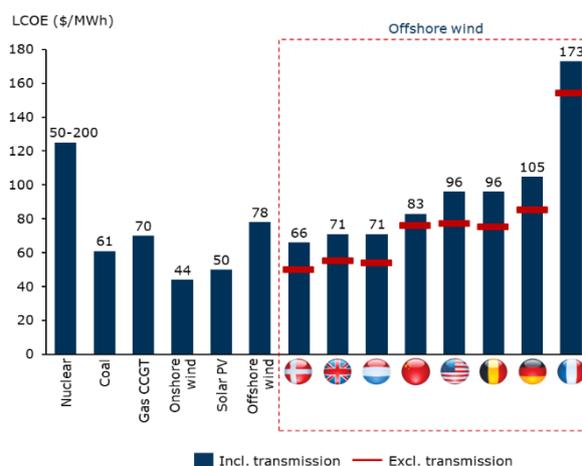


Figure 6: Levelised cost of energy per source<sup>14</sup>



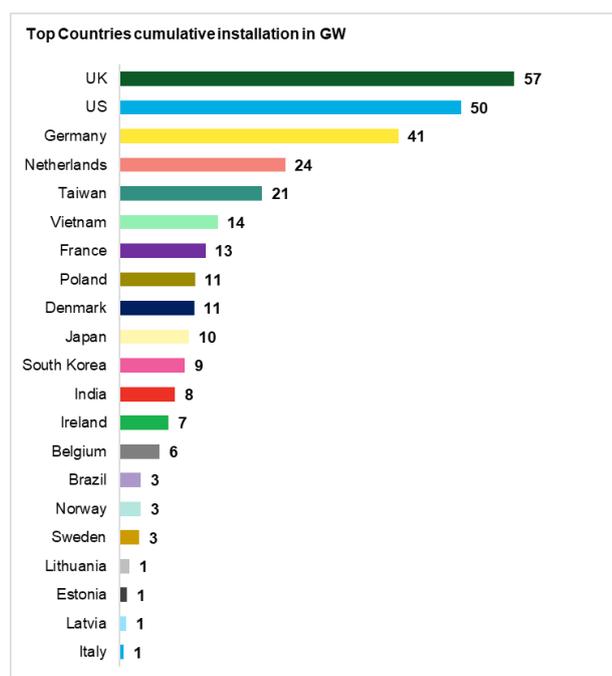
<sup>12</sup> Source: BNEF 1H 2022 Offshore Wind Market Outlook (21 June 2022).

<sup>13</sup> Source: BNEF, DNB Markets.

<sup>14</sup> Source: BNEF, DNB Markets.

Excluding the very significant Chinese market, the majority of offshore wind projects to date have been developed in Europe (approximately 80% of the global installed capacity outside of China to date). This is due to, amongst other, high wind speeds, shallow waters and favourable ground conditions as well as policy and political considerations. Looking forward, Europe is expected to continue to be a key market, but additional regions will emerge as the offshore wind market is globalising with a number of new projects in Asia and the U.S. The significant increase in demand from these new regions offers opportunities where Seaway7 can build on its existing scale and global footprint to showcase the Group’s expertise and experience.

Figure 7: Top countries cumulative installation of GW in 2035<sup>15</sup>



### 6.1.5 Supply and demand

The Group’s client base within offshore wind primarily comprises companies investing and developing offshore wind projects. In addition to traditional energy producers, such as SSE, RWE and Vattenfall, and financial companies, such as infrastructure and pension funds, also companies that have traditionally operated within exploration and production in oil and gas have entered offshore wind. Such companies include Equinor, Shell, Total and BP.

To date, turbines have been installed exclusively by jack-up vessels with foundations being installed by either jack-up vessels, monohull heavy lift vessels (“HLVs”) or semi-submersible heavy lift vessels. The inner-array cables market is typified by specialist cable-laying vessels. The rapid increase in the size of offshore wind foundations and turbines has pushed a number of the smaller jack-ups and crane vessels with smaller crane capacity to maintenance and decommissioning services, and out of the mix for installation services for new projects.

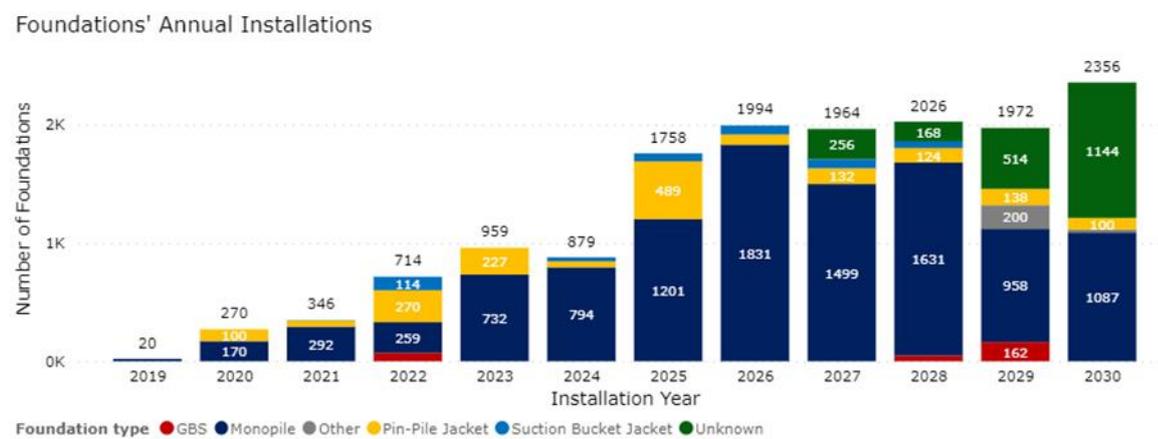
The earlier presented market demand numbers in GW translate to approximately 2,000 foundations to be installed per year from 2026 onwards as shown in figure 8. The same approximate number would apply to the annual installation requirements for inner-array cables and wind turbines.

Based on reasonable assumptions as to the number of relevant vessels in the applicable market, the number of units a vessel is anticipated to install annually, as well as the impact of local restrictions and limitations for vessels to work in certain markets recognizing it is a global business, a shortage of suitable

<sup>15</sup> Source: BNEF 1H 2022 Offshore Wind Market Outlook (21 June 2022).

installation vessel capacity is expected across foundation, cables and turbine installation markets from 2025/2026 onwards.

Figure 8: Annual installation of offshore wind foundations<sup>16</sup>



### 6.1.6 Competitive landscape

The Group's significant competitors within offshore wind have historically been the dredging companies located in the Benelux, including DEME, Van Oord, Boskalis and Jan de Nul. Furthermore, in recent years, traditional oil & gas heavy lifting contractors, such as Saipem and Heerema, have entered the offshore wind market with a more narrowed scope of services primarily aiming at the installation of foundations. Further, the Group's competitors in the turbine installation market, which require specialised jack up vessels, are predominantly niche specialists, including DEME, Cadeler, Eneti and Fred Olsen Windcarrier.

The mentioned dredging companies offer cable installation services to the offshore wind market as part of their wider service offerings. In addition to these, certain other companies are specially focusing on inner-array cables installation such as Global Marine and Asso Subsea.

## 6.2 Heavy transportation

The offshore transportation of heavy structures is a highly specialized segment within the offshore industry. The structures transported by the heavy transportation vessel ("HTV") industry are among the largest non-mobile objects regularly moved between countries and may be of significant value. The need for safe and effective transportation of these structures has created the foundation for a niche market within the shipping industry, operating a fleet of specialized vessels.

The offshore heavy transportation market can be divided into a lower and a higher tier segment. The lower tier segment of the industry is characterized by ocean tugs, launch barge operators and heavy cargo ship vessels. The higher tier segment where Seaway7 is active operates with custom-built semi-submersible vessels and converted tankers. Seaway7 consider 27 out of a total fleet of 50 vessels to be the Group's main competition vessels for the large projects with modules, offshore platforms and wind foundations. The remainder are typically smaller and only considered competitive for the smaller cargoes or spot market. The Group considers its main competitors to include GPO, Cosco, Boskalis, united Heavy Lift, ZPMC and CCCC.

The Group operates worldwide across the Asia Pacific region, the Europe, Middle East, Africa region ("EMEA"), and North America, and serves a wide client base both in terms of operations and geography, including many of the world's leading offshore drilling contractors such as Valaris, Saipem, Transocean, Shelf Drilling, Noble Drilling and Seadrill.

The Company sees a gradual increase in demand for heavy transport services from offshore wind, which is expected to continue the next decade, primarily for transportation of foundations for offshore wind

<sup>16</sup> Source: Company assessment.

projects. The Company envisages a continuing transformation from oil and gas to offshore wind related transports in the coming years.

*Figure 9: Seaway Hawk – a converted tanker vessel*



*Figure 10: Seaway Osprey – a converted tanker vessel*



HTVs are used to carry project cargoes which do not fit into the holds of a conventional cargo ship. The loads are typically extremely large and heavy constructions. The HTVs operate in multiple markets, including the offshore wind, oil and gas, marine, dredging, and heavy construction markets.

Historically, the major source of demand for HTVs is the oil/energy industry, where the single largest class of cargoes is transport of offshore drilling rigs. As a consequence of this cargo base, the single most important driver of demand for HTV services has been the global level of investment activity in offshore oil & gas industry, however, during the last couple of years, the Company has seen a gradual increase in demand from offshore wind, primarily transportation of foundations for offshore wind farm development projects.

## 7. BUSINESS OF THE GROUP

*This Section 7 provides an over-view of the business of the Group as of the date of this Prospectus. The following discussion contains forward-looking statements that reflect the Group's plans and estimates; see Section 4.6 "Cautionary note regarding forward-looking statements". Investors should read this Section 7 in conjunction with the other parts of this Prospectus, in particular Section 2 "Risk Factors".*

### 7.1 Introduction

On 8 July 2021, the Company announced it had entered into an agreement to combine its business with Subsea 7 S.A.'s Renewables business unit. The Business Combination was completed on 1 October 2021 and Subsea 7 S.A.'s Renewables business unit was transferred to OHT ASA, and Subsea 7 Blue Space Limited, a subsidiary of Subsea 7 S.A., received shares in OHT ASA as consideration and became the owner of 72% of the shares in OHT ASA. OHT ASA changed name to Seaway 7 ASA in connection with the completion of the Business Combination.

Subsea 7 S.A.'s Renewables business unit's history started over thirty years ago when the foundation was laid through the creation of Seaway Heavy Lifting. Seaway Heavy Lifting built a strong reputation for heavy lifting expertise, which it has transferred from oil and gas into fixed offshore wind. Subsea 7 S.A. acquired 50% of the shares in Seaway Heavy Lifting in 2011 and the remaining 50% in 2017, to form Subsea 7 S.A.'s Renewables business unit. The Renewables business unit's industry-leading reputation for engineering and project management was built with the support of Subsea 7 S.A.'s large-scale project delivery know-how. The addition of Siem Offshore Cables, further strengthened the offering, bringing core cable execution expertise in-house to provide a complete transportation and installation package.

OHT Group was established and listed on Euronext Growth Oslo in September 2020. OHT's history does, however, date back to 2004, when the former majority shareholder, Arne Blystad Group, decided to re-establish its heavy transportation engagement through the establishment of Heavy Transport AS which was later combined with Awilco Heavy Transport ASA (OHT's predecessor) and listed on the Oslo Stock Exchange in 2007 and later delisted in 2008. OHT was prior to the Business Combination a Norwegian based supplier of special heavy transportation services, particularly to the ship transportation/cargo industry, the oil service industry and the offshore wind industry, such as drilling rigs, offshore modules and offshore windfarm foundations. Through its wholly owned subsidiaries, OHT owned five HTVs and had a custom-built semi-submersible offshore wind foundation installation vessel and a wind turbine installation vessel ("**WTIV**") under construction.

The Business Combination formed a pure-play renewables service company. By combining OHT with the Subsea 7 S.A.'s Renewables business unit, the Group added heavy transportation and attractive and innovative new build assets to its offerings, and now presents its clients with an exceptional range of capabilities. It is the Company's view that the Group is a leading offshore wind farm contractor, offering standalone or integrated foundation, offshore substation, submarine cable and wind turbine generator installation services through various contracting models.

The Group has approximately 600 people employed onshore and an offshore workforce of approximately 400 people. The Group is headquartered in Oslo, Norway, with offices and project delivery capabilities across Europe, U.S. and in Asia Pacific.

Figure 11: Illustration of the Group's operational and sales offices



The Company's legal name is Seaway 7 ASA and its commercial name is Seaway7. The Company's business registration number is 824 695 792. The Company is a public limited liability company (Nw. *allmennaksjeselskap*) validly incorporated and existing under the laws of Norway and in accordance with the Norwegian Public Limited Liability Companies Act.

The Company's registered business address is Askekroken 11, 0277 Oslo, Norway. The Company's website is [www.seaway7.com](http://www.seaway7.com).

The Existing Shares are registered in book-entry form with VPS under ISIN NO 001 0893803. The Company's register of shareholders in VPS is administrated by the VPS Registrar, DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway. The Company's LEI-code is 984500D47BF2D47T7F41.

## 7.2 History and important events

As further described in Section 4.3 "Presentation of financial information" the Business Combination qualified as a reverse acquisition where Subsea 7 S.A.'s Renewables business unit being deemed to be the accounting acquirer, with the former OHT Group being deemed to be the accounting acquiree. As a consequence, the first table below presents the history and important events of Subsea 7 S.A.'s Renewables business unit up to the completion of the Business Combination on 1 October 2021 and the history and important events of the combined company from that date. The second table below presents the history and important events of the former OHT Group up to completion of the Business Combination.

The table below shows a summary of key historical events of Subsea 7 S.A.'s Renewables business unit up to completion of the Business Combination and the combined company thereafter:

Time	Main Events
2009.....	The first wind turbine generator ("WTG") foundation was installed by Seaway Heavy Lifting.
2009.....	The first substation was installed by Seaway Heavy Lifting.
2011.....	Subsea 7 S.A. acquires 50% of Seaway Heavy Lifting.
2011.....	Construction of <i>Seaway Strashnov</i> .
2013.....	First inner-array cable installed.
2016.....	The Group was awarded with the Beatrice EPCI project with a value of more than USD 1 billion.
2017.....	Subsea 7 S.A. acquires the remaining 50% of Seaway Heavy Lifting.

<b>Time</b>	<b>Main Events</b>
2019.....	The Group's first project in Taiwan was executed.
2019.....	First monopile installation on dynamic positioning <sup>17</sup>
2019.....	The Beatrice EPCI project was completed
2020.....	The Group was awarded with the Seagreen Engineering, Procurement and Construction (“EPC”) project with a value of more than USD 1 billion.
2020.....	The Group was awarded with the first Integrated T&I project.
2020.....	The Group's first project in the U.S. was executed.
2021.....	<i>Seaway Phoenix</i> was successfully converted into a cable-laying vessel.
2021.....	The Business Combination of OHT and Subsea 7 S.A.'s Renewables business unit was completed forming Seaway 7 ASA.
2021.....	The <i>Seaway Ventus</i> was awarded with its first WTF installation contract on Gode Wind 3 and Borkum Riffgrund 3.
2021.....	<i>Seaway Alfa Lift</i> was awarded with its second contract on Dogger Bank C.

The table below shows a summary of key historical events of the former OHT Group up to completion of the Business Combination:

<b>Time</b>	<b>Main Events</b>
2007.....	Awilco Heavy Transport ASA and Heavy Transport AS agree to combine their HTV activities in Awilco Heavy Transport ASA and changing the company's name to Ocean HeavyLift ASA.  Listing of Ocean HeavyLift ASA on the Oslo Stock Exchange.
2007.....	The second vessel, <i>Falcon</i> , was delivered.
2008.....	The third vessel, <i>Osprey</i> , was delivered.
2008.....	Mandatory offer, pursuant to which the Blystad group acquired 89% of the shares in Ocean HeavyLift ASA.
2008.....	The fourth vessel, <i>Hawk</i> , was delivered.  Acquisition of OHT Management AS and name change to Offshore Heavy Transport AS.  De-listing from Oslo Stock Exchange.
2010.....	Grand China Logistics Holding (Group) Company Limited acquires a 60% ownership stake in the Company.
2012.....	Restructuring of Offshore Heavy Transport AS, resulting in the current company structure.
2013.....	Lotus Marine AS acquiring 33.33% of Offshore Heavy Transport AS.
2015.....	The fifth vessel, <i>Albatross</i> , was delivered.
2018.....	The shipbuilding contract of <i>Seaway Alfa Lift</i> was placed.
2019.....	All vessels classed and installed exhaust gas cleaning systems to reduce emissions.  <i>Alfa Lift</i> secured a Preferred Supplier Agreement for transportation and installation of wind turbine foundations for the Dogger Bank project – the world's largest offshore wind farm.
2020.....	Commenced work for the Dogger Bank project under an interim notice to proceed.
2020.....	<i>Seaway Alfa Lift</i> was awarded a contract on the Dogger Bank A and B.
2020.....	The shipbuilding contract of WTIV the <i>Seaway Ventus</i> was placed.
2020.....	Acquisition of the Vind Companies, establishment of the OHT Group and Listing on the Euronext Growth Oslo.

<sup>17</sup> A technique used to automatically maintain a vessel in its position and/or heading or on a predefined track by use of its thrusters and/or rudders.

### 7.3 Sustainable value creation and ESG

Seaway7 is a renewables focussed service company, which owns and operates vessels focussed on windfarm installation. As such, the Group is highly involved in the global offshore wind supply and value chain supporting fixed offshore wind project developers to bring sustainable, renewable energy to the world. The Group is equally committed to ensuring sustainable practices run throughout the business. The Group's sustainability strategy is guided by the six priorities which are aligned with the priorities of its ultimate parent, Subsea 7 S.A. These priorities are:

- Health, safety and wellbeing
- Energy transition
- Labour practices and human rights
- Business ethics
- Operational eco-efficiency
- Ecological impacts

More details can be found in Seaway7's annual sustainability report (available on Seaway7's website: [www.seaway7.com](http://www.seaway7.com)).

### 7.4 Vision, strategy and objectives

The Group's vision is to lead the way in the delivery of fixed offshore wind projects, contributing to an efficient and sustainable energy supply for the future.

The fixed offshore wind market is growing rapidly, with both governments and operators setting ambitious targets to deliver renewable energy. There is a greater number of projects requiring installation contractors driven by licence grants and government contracts for difference (CFD) availability and supported by political expectation in respect of energy transition and energy security. The increased demand is to be met by a limited number of contractors capable of addressing the client's needs. The market has seen some contractors recently exiting the market. This results in a limited number of foundation installation vessel capable of addressing the client demand. The challenge for this fleet centres on the increasingly heavier foundations being designed for future wind farms.

In respect of the cable lay fleet, the market fleet is presently size largely in line with expected demand. The Turbine installation fleet including announced new builds is largely in balance for those installation vessels required to address the expected higher hub heights and heavier lifting capacity required to install the next generation turbines. However, an anticipated shortage of suitable installation vessel capacity is expected in 2025/2026 onwards due to the strong growth of new annual installations and associated capital expenditure in the fixed offshore wind market.

The increased demand is enabling a repositioning of the contractual risk / reward balance. The contractual risk / reward has historically been unfavourable for contractors due to the historically low demand for contractors, however, with the anticipated increased demand this is expected to be repositioned to more sustainable level for contractors such as Seaway7.

Further, the HTV fleet will looking to address the heavier monopile and jacket foundation transportation requirement, a market anticipated to require a significant demand for heavy transportation in the next decade.

Seaway7 aims to support the ambitions set by governments and operators through first-class project execution and use of the Group's fleet of enabling assets. Operating across multiple segments in the value chain enables a differentiated position in the delivery of integrated projects, thereby creating efficiencies and reducing risk for Seaway7 and for the Group's clients. To deliver this, Seaway7 focuses on creating value for the Group's clients throughout the whole project lifecycle:

- Engage early to deliver value: Creating value for clients in the earliest stages of project; development options evaluation, scope definition, setting the contracting strategy, local content planning, project scheduling.
- Concept: Input at concept stage allows for optimisation of services including fabrication, transportation and installation considerations.
- Engineering: Detailed engineering by experienced personnel to deliver the best solutions.
- Procurement and fabrication: Efficient procurement sourced in global market for best price levels, and high-quality WTG foundation fabrication delivered at competitive pricing and delivered on time.
- Transportation: In-house control of key vessels for timely delivery of critical components from any location worldwide to project site.
- Installation and commission: Safe, predictable and cost-efficient installation by using state-of-the-art vessels.

**Scale:** The Group has approximately 600 people working onshore, delivering engineering, project management and operational functions in-house. The offshore workforce is made up of approximately 400 crew, many with long experience on the Seaway7 fleet of vessels.

**Global presence:** Seaway7 operates globally but has a local presence in the Group's major fixed offshore wind markets.

**Key enabling assets:** Seaway7 has the key enabling assets to deliver offshore installation. The combination of these assets is a key benefit to the Group's clients as the Group can de-risk projects by controlling the key required assets.

			
<p style="text-align: center;"><b>Transportation</b></p> <p>Heavy Transportation vessels including <i>Seaway Albatross</i>, <i>Seaway Hawk</i>, <i>Seaway Eagle</i>, <i>Seaway Osprey</i>, <i>Seaway Falcon</i> and <i>Seaway Swan</i> (under charter).</p>	<p style="text-align: center;"><b>Foundations</b></p> <p>Heavy lifting vessels for foundation and substation installation including <i>Seaway Strashnov</i>, <i>Seaway Yudin</i> and <i>Seaway Alfa Lift</i> (under construction).</p>	<p style="text-align: center;"><b>Cables</b></p> <p>Cable installation vessels including <i>Seaway Aimery</i>, <i>Seaway Moxie</i>, <i>Seaway Phoenix</i> and <i>Maersk Connector</i> (under charter).</p>	<p style="text-align: center;"><b>Turbines</b></p> <p>Wind turbine installation vessels including the <i>Seaway Ventus</i> (under construction).</p>

## 7.5 The Group's business

### 7.5.1 Introduction

The Group has a long track-record from executing projects and services within the fixed offshore wind industry, which is the primary activity of the Group. In addition to this, the Group also provides heavy transportation services to many of the world's leading offshore operators.

Seaway7 operates six vessels focussed on windfarm installation with two additional vessels under construction. The Group has demonstrated an ability to source from a global supply chain, managing the fabrication and delivery of components from Europe, China and the Middle East into large-scale projects in Europe. The Group has completed approximately 30 offshore projects. The Group's customer base consists of offshore wind farm developers, with ongoing contracts with blue-chip customers (including SSE, ScottishPower, Ørsted and Vattenfall).

With its versatility, the Seaway7 heavy transportation fleet can be deployed in the growing market of offshore wind projects and the oil and gas and other industries.

#### 7.5.2 Fleet overview

The Group's property, plant and equipment mainly consists of its fleet of vessels for fixed offshore wind foundation and turbine installation and the installation of inner-array cables, as well as HTVs.

Below is a summary of the Group's vessels and vessels under construction:

<b>Vessel</b>	<b>Type</b>	<b>Converted/Built/Chartered</b>
Seaway Eagle	Semi-submersible Heavy Transportation Vessel	2006/1981
Seaway Falcon	Semi-submersible Heavy Transportation Vessel	2007/1981
Seaway Albatross	Semi-submersible Heavy Transportation Vessel	2015/1993
Seaway Osprey	Semi-submersible Heavy Transportation Vessel	2008/1989
Seaway Hawk	Semi-submersible Heavy Transportation Vessel	2008/1989
Seaway Swan	Semi-submersible Heavy Transportation Vessel	Under charter
Seaway Aimery	Cable-laying vessel	2016
Seaway Moxie	Cable-laying vessel	2014
Seaway Phoenix	Cable-laying vessel	2021/2003
Maersk Connector	Cable-laying vessel	Under charter
Seaway Strashnov	Heavy Lift Vessel	2011
Seaway Yudin	Heavy Lift Vessel	1985 (LTE 2014)
Seaway Alfa Lift	Heavy Lift Vessel	Under construction
Seaway Ventus	Turbine Generator Installation vessel	Under construction

As shown above, the Group has two high-specification new build vessels under construction. The expected delivery date of the two new build vessels is further described under section 7.6.2 "New build agreements".

#### **Seaway Alfa Lift**

When operational *Seaway Alfa Lift* will be a purpose-built fixed offshore wind foundation installation vessel of Ulstein design, which industrialises the installation process and reduces the time required per unit installed. The vessel will have a superior payload capacity, a mechanised deck and will operate in dynamic positioning mode. *Seaway Alfa Lift* is currently under construction by China Merchants Industry Holdings Co., Ltd in China ("**China Merchants**").

Figure 12: Seaway Alfa Lift loaded with monopiles on deck



The vessel has the following key specifications:

<b>Length over all</b>	217.88 m
<b>Length p.p.</b>	204.26 m
<b>Breadth moulded</b>	56.00 m
<b>Depth moulded</b>	12.60 m
<b>Summer draft</b>	9.64 m
<b>Deadweight</b>	51,087 t
<b>Submerged depth above deck</b>	14.66 m
<b>Dynamic positioning</b>	DP2 360 deg. HS 2.5 m
<b>Max crane capacity</b>	3,000 t
<b>Crane main hook height</b>	108.00 m
<b>Length over all</b>	217.88 m
<b>Free deck length</b>	148.40 m
<b>Free deck area</b>	8,310 m <sup>2</sup> main+ 1,800 m <sup>2</sup> fcstl
<b>Max deck load</b>	30 t/m <sup>2</sup> main + 15 t/m <sup>2</sup> fcstl
<b>Maximum speed</b>	14.3 kn
<b>Cruising range</b>	55 days
<b>Accommodation</b>	100 people
<b>Flag</b>	Norwegian
<b>Classification</b>	DNV GL

### **Seaway Ventus**

The *Seaway Ventus* is a NG-14000XL-G vessel designed by GustoMSC. It is a modified version of the proven NG-14000XL design, tailored to reduce carbon footprint and emissions. The vessel is under construction by China Merchants Industry Holdings Co., Ltd. in China. The *Seaway Ventus* is designed as a specialised jack-up installation vessel, and will be the Group's first wind turbine installation vessel which, due to the design and capacity of the crane, will also be suitable for installation of foundations.

Figure 13: Seaway Ventus



The vessel will have the following key specifications:

<b>Function</b>	WTIV + HLV
<b>Hull length and width (m)</b>	142 x 50
<b>Accommodation (#)</b>	130
<b>Max. water depth (m)</b>	70
<b>Leg length (m)</b>	109
<b>Leg length below hull (m)</b>	83
<b>Variable load (t)</b>	10,000
<b>Deck area (m2)</b>	4,600
<b>Crane (t@m)</b>	2,500 @ 30
<b>Crane (extended mode)</b>	1,600 @ 38.5
<b>Hook height above deck (m)</b>	118 – 158
<b>Jacking system</b>	VSD Rack and Pinion
<b>Main crane</b>	Telescopic leg encircling crane

The vessel is under construction by China Merchants Industry Holdings Co., Ltd. in China.

For information on the Group’s property, plant and equipment for the years ended 31 December 2021 and 2020, see note 14 to the Consolidated Financial Statements referred to in Section 17.2 “Incorporation by reference”. For further information on the Group’s capital expenditure commitments, see Section 10.8 “Investments”.

### 7.5.3 Fixed offshore wind

The main business of the Group is within the fixed offshore wind installation market. The Group provides offshore foundations, substations, wind turbines, and export and inner-array cable<sup>18</sup> installation services in the offshore wind farm industry.

<sup>18</sup> Cable that run between the individual wind turbine foundations and substations.

## **Service offerings**

### *Offshore foundation installation:*

The Group has extensive track record in installing a wide range of foundation types including monopiles and jacket foundations. The Group has installed over 800 foundations to date.

Heavy-lift vessels (sometimes jack-ups), such as the *Seaway Strashnov*, *Seaway Yudin* and *Seaway Alfa Lift*, are typically used for installation of both monopiles and jackets.

### *Offshore submarine cable installation:*

The Group has sophisticated, bespoke designed cable installation vessels. The Group has installed over 1,100 of cables. The installation is typically done by purpose-built cable-laying vessels such as the *Seaway Aimery* and *Seaway Phoenix*.

### *Offshore substation installation:*

The Group has successfully installed over 30 offshore substations. These are usually single heavy lift transport and installation operations. The substations are constructed under unrelated contracts issued by developers to specialist providers.

### *Wind turbine generator installation:*

Services will be provided by a modern and cost-efficient wind turbine installation (WTIV) new build jack-up vessel with delivery in 2023. The Group has a dedicated turbine installation team with experience from more than 65 projects globally.

## **Contracting models**

With extensive expertise in project management, engineering, procurement, and fabrication, as well as a state-of-the-art fleet and specialist technologies, the Group delivers its services through a variety of contractual structures including Engineering, Procurement, Construction and Installation (EPCI), Transportation and Installation (T&I), and Integrated contracts combining two or more services.

The Group's contracting models involve significant sourcing of services and materials from the offshore wind supply chain, for example speciality offshore vessels are chartered to support the key installation vessels owned by Seaway7. For Engineering, Procurement, Construction and Installation (EPCI) contracts, such sub-contracting may involve fabrication and transport of jacket foundations from fabrication yards in China and the Middle East to Europe, or the manufacture of cables at specialist cable manufacturing suppliers

### *Transportation and Installation and Integrated:*

Seaway7 offers T&I as well as Integrated services across all key components of a fixed offshore wind farm, including foundations, cables, substation and turbines. For the client, an Integrated project means that it will only hold a single contract covering multiple scopes, leading to fewer resources needed and a reduced interface and schedule risk between the various scopes. This ultimately reduces the client's risk profile. Additionally, by providing Integrated project services, Seaway7 provides the client with an accelerated project execution plan.

### *Engineering, Procurement, Construction and Installation*

Seaway7 has a significant number of experts and skilled employees across project management, supply chain management and engineering functions, enabling the delivery of large and complex projects. With these people, its global presence, proven and established system and processes, as well as enabling assets to deliver offshore installation, Seaway7 provides a full Engineering, Procurement, Construction and Installation (EPCI) offering for the full balance of plant ("**BoP**") in scope.

Figure 14: Illustration of the various contractual structures and their relationship with the Group's services



#### 7.5.4 HTV operations

In addition to fixed offshore wind business, the Group is also involved in the offshore heavy transportation business, where the Group's HTVs are the key assets.

The Group has experience from transporting a vast range of cargo types from cranes, ships, dry-docks and dredgers to semi-submersible and jack-up rigs.

With their generous carrying capacity, and robust hull structure, the vessels can accommodate the ever-growing size of the equipment components. Further, together with foundation installation, the Group's HTV fleet is increasingly a competitive and important enabler within integrated or EPCI contracts for Seaway7.

The Group has completed over 350 transportation projects in 15 years, and operates worldwide across the Asia Pacific region, EMEA and North America. The largest geographical areas in terms of cargo loading are the Singapore area, the East China Sea and the U.S. Gulf representing 60% of all loading ports, whereas ports located in the Middle East Gulf, the Singapore area, the North Sea and Africa represent approximately 63% of all discharging ports.

HTVs are generally characterized by having large, open deck spaces that allow the cargoes to extend outside of the vessel. The cargoes are generally carried on-board the vessel either by skidding or by floating. For this purpose, an HTV can take in ballast water to adjust its deck height to the desired level, which may include submerging. When the cargo has been correctly placed, the HTV will pump out ballast water to lift the deck out of the water. The process is reversed at the discharging port.

Five of the Group's HTVs are former tanker vessels that have been converted into HTVs, - all five vessels have installed exhaust gas scrubbers and are therefore compliant with the IMO 2020 standards. The *Seaway Swan*, the Group's sixth HTV which is chartered, is a purpose built HTV with Dynamic Positioning 2 system, an open stern, and a large unobstructed deck.

#### 7.5.5 Contract coverage and backlog

The Company's contract backlog of USD 803.0 million as of 30 June 2022 is expected to be executed within 2.5 years. The contract backlog includes the following projects.

Project name	Client	Contract scope
Chang Fang Xidao	Copenhagen Infrastructure Partners	Cables
Dogger Bank A & B	SSE	T&I
Dogger Bank C	SSE	T&I

<b>Project name</b>	<b>Client</b>	<b>Contract scope</b>
Formosa 2	Jan De Nul	T&I
Gode Wind 3 & Borkum Riffgrund 3	Ørsted	T&I
Hornsea 2	Ørsted	Cables
Hollandse Kust Zuid	Vattenfall	Integrated
Seagreen	SSE	EPCI
Yunlin	WPD	Cables
Zhong Neng	China Steel Power Corporation Ltd.	Cables

In addition to the contract backlog, the Group have announced preferred supplier agreements or letters of exclusivity, for two very large Integrated/EPCI contracts, each with contract size ranges between USD 500 million to USD 750 million each, and three sizeable cable installation contracts, each with contract size ranges between USD 50 million to USD 150 million each. These agreements are not included in the backlog and remain subject to finalisation of contract terms and/or Client Final Investment Decisions (FID).

In addition, to the above contract positions the Group is current actively bidding on over USD 6.3 billion of prospective contracts for installation of fixed offshore wind farms through to 2027. These contracts include a mix of large scale EPCI, Integrated services and T&I contracts.

The heavy transportation fleet operates on short term fixed price contract basis.

Figure 15: Tender pipeline by division as at 30 June 2022:

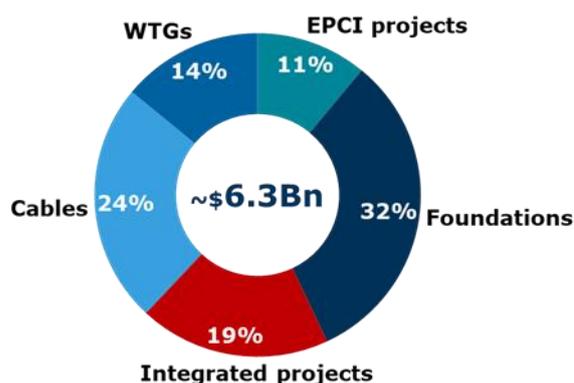
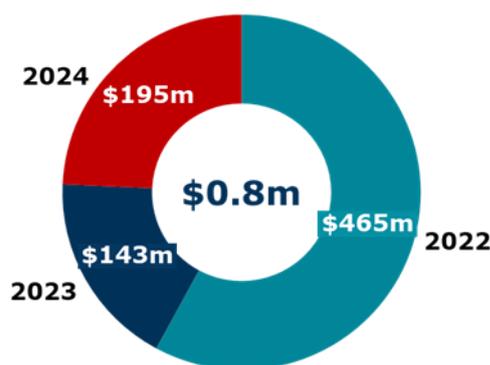


Figure 16: Contract backlog as at 30 June 2022:



## 7.6 Material contracts

### 7.6.1 Business combination agreement

The Company entered into a business combination agreement with Subsea 7 S.A. on 8 July 2021 (the “**Business Combination Agreement**”). Under that agreement the Company’s assets and liabilities were merged with the Renewables business unit of Subsea 7 S.A. which, with certain exceptions included all of its vessels, assets and liabilities.

Other than the above, neither the Company nor any other subsidiaries in the Group have entered into any material contracts outside the ordinary course of business for the two years prior to the date of this Prospectus. Further, the Group has not entered into any other contract outside the ordinary course of business that contains any provision under which any subsidiary of the Group has any obligation or entitlement that is material to the Group as of the date of this Prospectus.

### 7.6.2 New build agreements

#### **Seaway Alfa Lift**

On 10 June 2018, OHT Alfa Lift AS entered into a shipbuilding contract (the “**SBC**”) with China Merchants for the construction and delivery of one semi-submersible offshore wind foundations installation vessel of

Ulstein design, *Seaway Alfa Lift*. The SBC is entered into on a SAJ (Shipbuilder's Association of Japan) standard form shipbuilding contract, suitably amended following negotiations between the parties. As per the terms of the SBC, 30% of the contract price is payable prior to delivery while 70% becomes payable upon delivery of the vessel from the shipyard. The pre-delivery instalments were payable with 10% on the effective date of the SBC, 5% upon completion of steel cutting, 5% upon completion of keel laying and 10% upon launching of the vessel. All pre-delivery instalments are secured through refund guarantees issued by United Overseas Bank listed on the Singapore Exchange.

China Merchants has the full design responsibility for the vessel and the SBC is a turnkey contract for the vessel including the main crane, excluding only mission equipment located on the vessel's deck to handle the foundation installation.

OHT Alfa Lift AS required that the vessel's main crane was purchased from Liebherr-MCCtec Rostock GmbH in Germany. Due to the request, the offshore crane is designated as owner designated equipment in the SBC, meaning that any cost increase on the part of Liebherr will be compensated by OHT Alfa Lift AS by way of an increase in the purchase price under the SBC. Further, any delays in the construction of the main crane on the part of Liebherr will entitle China Merchants to a delayed delivery of the completed vessel.

The vessel's mission equipment has been designed to handle monopile foundations and the associated transition pieces during load out and installation activities at site. The mission equipment involves several vendors, with the most important part being delivered by MacGregor where a comprehensive EPC contract was entered into on 10 December 2019. This contract includes the turn-key delivery of the deck transportation/monopile lifting and shifting system as well as the upending frame and monopile gripper.

The agreed delivery date under the SBC was originally 10 December 2020. However, due primarily to key vendor delays the vessel is now expected to be completed in the second half of 2023, with first project deployment for monopile installation planned in Q1 2024.

### **Seaway Ventus**

On 3 October 2020, Seaway Ventus AS entered into a shipbuilding contract (SBC) with China Merchants for the construction and delivery of one NG-14000XL-G turbine installation vessel, the *Seaway Ventus*.

The shipbuilding contract for the *Seaway Ventus* was entered into on a SAJ (Shipbuilder's Association of Japan) standard form shipbuilding contract, suitably amended following negotiations between the parties. As per the terms of the shipbuilding contract, 40% of the contract price is payable prior to delivery while 60% becomes payable upon delivery of the vessel from the shipyard. The pre-delivery instalments are payable with 10% on the effective date of the shipbuilding contract, 10% upon completion of steel cutting, 10% upon completion of keel laying and 10% upon launching of the vessel. All pre-delivery instalments are secured through refund guarantees issued by United Overseas Bank listed on the Singapore Exchange.

China Merchants has the full design responsibility for the unit, and the shipbuilding contract is entered into on a turnkey basis. The expected delivery date of the vessel is mid-2023.

## **7.7 Dependency on contracts, patents, licenses, trademarks, etc.**

### **7.7.1 Dependency on contracts**

It is the Company's opinion that the Group's existing business and profitability are not dependent upon any contracts. However, the agreements described in Section 7.6 "Material contracts", are considered to be of material importance to the Group.

### **7.7.2 Dependency on patents, licenses, trademarks, etc.**

The Group's existing business and profitability is not dependent on any patents, licenses or other intellectual property.

## 7.8 Regulatory and compliance

The Group's business operations and activities are subject to a wide variety of national, international and supranational laws and regulations stemming from each of the jurisdictions in which it operates or its vessels are registered, including but not limited to international treaties and maritime regimes, flag state requirements, international and national environmental laws and regulations, tax laws, anti-bribery and anti-corruption laws, security, health and safety laws, navigation and operating permit requirements, and local content requirements. These laws and regulations are constantly evolving and may be interpreted, implemented or amended in a manner which affects the Group's business negatively as well as positively, as further described in Section 2.3 "Risk factors relating to laws, regulations and compliance".

The Group is required to maintain operating standards for all of its vessels that emphasise operational safety, quality maintenance, continuous training of its officers and crews and compliance with international regulations. The Group believes that the operation of its vessels is in substantial compliance with the conventions, laws and regulations applicable to the Group as at the date of this Prospectus.

In addition, Seaway7 is focused on the health, safety and wellbeing of its people and the Group supports best practice when it comes to respecting human rights and adoption of good labour practices. The Group focuses on improvements within all areas of working conditions, industrial relations with the employees of the Group, health and safety standards at the workplace and environmental performance. In addition, the Group has a strong focus on sustainable performance, human rights, responsible supply chain management and anti-corruption and business ethics.

The following sections (Sections 7.8.1 - 7.8.5) include a summary of some of the material laws and regulations relevant to the Group's business operations.

### 7.8.1 International Maritime Laws

The Group's fleet of vessels must comply with mandatory rules and regulations, codes, guidelines and standards recommended by inter alia the International Maritime Organization, the International Labour Organization, flag state, classification society and maritime industry organizations. These standards relate inter alia to vessels' crew (including qualifications and certification); safety at sea; vessel classification, design and performance; vessel operations, including emissions; and protection of the marine environment. Some of the most representative applicable regulations include, but are not limited to, the International Convention for the Safety of Life at Sea (SOLAS), the International Safety Management Code (ISM), the International Convention for the Prevention of Pollution from Ships (MARPOL), the International Convention on Standards of Training, Certification and Watchkeeping for Seafarers (STCW), the Maritime Labour Convention (MLC), the Convention on International Regulations for Preventing Collisions at Sea (COLREG), and the International Convention for the Control and Management of Ships' Ballast Water and Sediments (BWM). The Group may incur costs to continue to comply with these regimes, including having to address any new requirements in the future.

### 7.8.2 Flag state and class requirements

The flag state requirements, required by the flag state where the Group's vessels are registered, are international maritime requirements, in some cases further interpolated by the flag state itself. These include engineering, safety and other requirements related to the maritime industry.

Further, each of the Group's vessels must be "classed" by a classification society. The classification society certifies that the vessel is "in-class" signifying that such vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the flag state and the international conventions of which that country is a member. Maintenance of class certification requires expenditure of substantial sums and may require taking a vessel out of service from time to time for survey, repairs or modifications to meet class requirements. The Group's vessels will typically have to undergo a class survey once every five years. Currently all of the Group's owned vessels are classed with DNV, and registered under the flags of Norway, Marshall Islands, Isle of Man and Cyprus.

### 7.8.3 Environmental Laws and Regulations

The Group operates worldwide and in absence of a global regulatory environmental framework, area and country-specific environmental legislation have to be taken into account on a project-by-project basis.

Applicable environmental laws and regulations include, but are not limited to, the U.S. Oil Pollution Act of 1990, the Comprehensive Environmental Response, Compensation and Liability Act, the Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and Their Disposal, the Hong Kong International Convention for the Safe and Environmentally Sound Recycling of Ships, 2009, European Union regulations, including the E.U. Regulation (EC) No 1013/2006 on Shipments of Waste, Regulation (EU) No 1257/2013 on Ship Recycling, and the Regulation (EU) 2015/757 with amending Directive 2009/16EC on the monitoring, report and verification of carbon dioxide emissions from maritime transport. These laws govern the discharge of materials into the environment, recycling of waste (including vessels) and other matters relating to environmental protection.

The rules, regulations and initiatives are constantly evolving in this area. Implementation of new environmental laws or regulations applicable to the Group may subject the Group to fines, penalties and/or increased costs, or limit its operational capabilities.

#### 7.8.4 Anti-Corruption and Anti-Bribery Laws

The operations of the Group are subject to various anti-bribery, anti-corruption and compliance laws. The Group is committed to conducting business in accordance with applicable laws and the highest ethical standards. Integrity is one of the Group's values and the Group has an Ethics Policy Statement and Code of Conduct which clearly set out the behaviours expected of its employees and those who work with it. These policies are periodically updated to ensure they remain current and fresh.

The Group has a compliance and ethics programme underpinned by its values and designed in accordance with international best practice (including international standard ISO 37001/2016) to embed the Code of Conduct, prevent bribery and corruption, and manage compliance and ethics risks generally. The programme includes financial controls, risk assessments and procedures for managing third-party risks. Mandatory annual compliance and ethics e-learning for employees raises awareness, highlights the whole range of consequences, and encourages compliance. Employees are encouraged to raise concerns about possible non-compliance via an externally administered whistleblowing helpline.

#### 7.8.5 Protectionist Legislation – Local Content Requirements

In its worldwide activities, the Group may be confronted with a range of government policies that restrict international trade and protect domestic industries. These protectionist measures manifest themselves typically by way of cabotage laws which protect the domestic shipping industry from foreign competition and thus prevent or limit the Group from executing its operations in such countries. One example of such policies is the US Merchant Marine Act of 1920, also known as the Jones Act.

Further, some of the countries in which the Group operates, and some countries in which the Group intends to operate, impose local content requirements. Governments or other customers in such countries may favour or effectively require, inter alia, the awarding of sub-contracts to local contractors or to contractors owned by local citizens and/or the use of local agents or joint arrangements with local partners. These practices may affect the Group's ability to compete in those regions, or the limited number of competent local suppliers and other contractors often result in a less competitive sub-contractor market than the Group would prefer it to be. In some cases, the use of local sub-contractors, agents or employees could also expose the Group to business practices that are not compatible with the Group's business standards and policies despite the compliance program that the Group has implemented.

### 7.9 Insurance

The Group maintains a range of insurance coverage related to the Groups project related business as well as marine insurance coverage for its fleet. The Company believes that these insurances are in line with the good industry standards for the market sector. These insurances are subject to certain limitations and deductibles. Project specific insurances are normally taken out by project owners and the Company is entitled to rely on that insurance. In some circumstances the Company may choose to purchase a deductible buy-down policy.

Examples of other insurances purchased by the Company are:

- Protection & Indemnity insurance (“**P&I**”) covering oil pollution, crew, passengers, cargo as well as certain special insurances, including Carriers and Charterer’s Liability Cover, wreck removal cover and bunker oil pollution, Hull & Machinery insurance (“**H&M**”), and War-risk insurance.
- Director’s and officers’ liability insurance which are in place for the Board Members and the Management regarding their potential liability towards the business and to third parties.

The Company believes the Group maintains adequate insurance coverage for its operations and the related risks in the context of available insurance offerings and premiums. The Management regularly reviews the adequacy of the insurance coverage. However, no assurance can be given that the Group will not incur any damages that are not covered by its insurance policies or that exceed the coverage limits of such insurance policies.

#### **7.10 Legal and arbitration proceedings**

From time to time, the Company may become involved in litigation, disputes and other legal proceedings arising in the course of its business. As of the date of this Prospectus, the Company is not, nor has it been, since its incorporation, involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on its financial position or profitability. The Company is not aware of any such proceedings which are pending or threatened.

It should, however, be noted that on May 2020, one of the Group's subsidiary was involved in a lifting incident from the vessel *Seaway Strashnov*, whilst working for Triton Knoll Offshore Wind Farm Limited off the coast of Lincolnshire, United Kingdom, during the assembly of a wind turbine. The UK Health and Safety Executive were made aware of the incident and began an investigation. As of the date of this Prospectus, no proceedings are live against such subsidiary or any other Group entity in relation to this incident. There remains a risk of prosecution. If there is prosecution, the level of fine imposed by the court upon conviction and associated costs cannot be known or calculated at this time. The figure depends on the nature of the charge(s), if any, and whether these charges are defended.

## 8. CAPITALISATION AND INDEBTEDNESS

### 8.1 Introduction

This Section 8 provides information about the Company's unaudited capitalisation and net financial indebtedness on an actual basis as of 30 June 2022, and, in the “As adjusted” column, the Group's unaudited capitalisation and net financial indebtedness on an adjusted basis to give effect to the material post-balance sheet events and effects of:

- The fully underwritten Rights Issue to be completed in November 2022 as further described in Section 15 “The Rights Issue”, raising gross proceeds of NOK 2,108,597,237.25 (approximately USD 200 million), of which it is estimated that NOK 39,628,959 (approximately USD 3.8 million) will be used to cover expected and estimated cost, fees, underwriting commission and expenses relating to the Rights Issue.
- Leasing liability of USD 39.0 million arising from a bareboat contract the Group has entered with United Faith for its new build heavy transportation vessel, the *Seaway Swan*.

The Group relies on debt instruments to meet its financing requirements; these are not adjusted for as the debt facilities are revolving credits which are to be drawn and repaid as and when the Company requires. As per the Q2 2022 results the Company had drawn USD 120.0 million under these facilities. For a further discussion of these debt instruments, see Section 10.6.2 “Borrowings”.

Other than this, there have not been any material changes in the capitalisation or indebtedness position of the Company since 30 June 2022.

The information presented below should be read in conjunction with the other parts of this Prospectus, in particular Section 9 “Selected Financial and Other Information” and Section 10 “Operating and Financial Review” and the Financial Statements and the notes related thereto, incorporated by reference to this this Prospectus, see Section 17.2 “Incorporation by reference”.

### 8.2 Capitalisation

(In USD million)

	As of 30 June 2022 (unaudited)	Adjustments <sup>7, 8</sup> (unaudited)	As adjusted (unaudited)
<b>Total current debt</b> (including current portion of non-current debt)	<b>576.1</b>	<b>5.3</b>	<b>581.4</b>
Guaranteed .....	-	-	-
Secured.....	-	-	-
Unguaranteed/Unsecured .....	576.1 <sup>1</sup>	5.3 <sup>4</sup>	581.4
<b>Total non-current debt</b> (excluding portion of non-current debt)	<b>51.4</b>	<b>33.7</b>	<b>85.1</b>
Guaranteed .....	-	-	-
Secured.....	-	-	-
Unguaranteed/Unsecured .....	51.4 <sup>2</sup>	33.7 <sup>4</sup>	85.1
<b>Shareholders' equity</b>	<b>793.6</b>	<b>196.4</b>	<b>990.0</b>
Share capital .....	4.9	4.1 <sup>5</sup>	9.0
Legal reserves .....	-	-	-
Other reserves <sup>3</sup> .....	788.7	192.3 <sup>6</sup>	981.0
<b>Total capitalisation.....</b>	<b>1,421.1</b>	<b>235.4</b>	<b>1,656.5</b>

1) The Unguaranteed/unsecured current debt of the Group as at 30 June 2022 consisted of trade and other liabilities of USD 334.0 million, derivative financial instruments of USD 0.8 million, tax liabilities of USD 15.8 million, borrowings of USD 119.8 million, lease liabilities of USD 10.9 million, provisions of USD 36.1 million and liabilities related to Construction contracts of USD 58.7 million.

2) The Unguaranteed/unsecured non-current debt of the Group as at 30 June 2022 consisted of lease liabilities of USD 2.8 million, deferred tax liabilities of USD 1.3 million, provisions of USD 38.2 million and derivative financial instruments of USD 9.1 million.

3) The Other reserves of the Group as at 30 June 2022 consisted of paid in surplus of USD 753.9 million, translation reserve of negative USD 11.2 million, other reserves of USD 53.9 million and retained earnings of negative USD 7.9 million.

4) The adjustment amount relates to an additional lease liability totalling USD 39.0 million related to a bareboat contract the Group has entered with United Faith for its new build vessel, the *Seaway Swan*. The lease liability comprises current debt and non-current debt of USD 5.3 million and USD 33.7 million, respectively.

5) The share capital was increased by NOK 43,656,257.5 (approximately USD 4.1 million) by the issuance of 436,562,575 new shares in connection with the Rights Issue, each with a nominal value of NOK 0.1 (approximately USD 0.0095). The Rights Issue is fully underwritten at the date of the Prospectus.

6) In connection with the Rights Issue, the Other reserves was increased by NOK 2,064,940,979.75 (approximately USD 196.0 million) less transaction costs of NOK 39,628,959 (approximately USD 3.8 million). The Rights Issue is fully underwritten at the date of the Prospectus.

7) The Group made a milestone payment under the shipbuilding contract for the new build vessel, the *Seaway Ventus*, in July 2022 totalling approximately USD 23.1 million. The payment was funded by inter-company debt from its ultimate parent, Subsea 7 S.A., under the Working Capital Agreement as further described under Section 10.6.2 "Borrowings". No adjustments have been made for this payment, anticipated net income or losses, or operational cash flows since 30 June 2022.

8) The Group relies on debt instruments to meet its financing requirements. As the Company will not have drawn these debt instruments as at the date of the Prospectus these are not adjusted for in the table. For a further discussion of these debt instruments, see Section 10.6.2 "Borrowings".

### 8.3 Net financial indebtedness

<i>(In USD million)</i>		<b>As of 30</b>		
		<b>June 2022</b>	<b>Adjustments<sup>5, 6</sup></b>	<b>As adjusted</b>
		<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>
(A)	Cash .....	11.0	196.4 <sup>3</sup>	207.4
(B)	Cash equivalents .....	-	-	-
(C)	Other current financial assets .....	-	-	-
<b>(D)</b>	<b>Liquidity (A)+(B)+(C).....</b>	<b>11.0</b>	<b>196.4</b>	<b>207.4</b>
(E)	Current financial debt (including debt instruments, but excluding current portion of non-current financial debt) <sup>1</sup>	130.7	5.3 <sup>4</sup>	136.0
(F)	Current portion of non-current financial debt .....	-	-	-
<b>(G)</b>	<b>Current financial indebtedness (E) + (F).....</b>	<b>130.7</b>	<b>5.3</b>	<b>136.0</b>
<b>(H)</b>	<b>Net current financial indebtedness (G) - (D).....</b>	<b>119.7</b>	<b>(191.1)</b>	<b>(71.4)</b>
(I)	Non-current financial debt (excluding current portion and debt instruments) <sup>2</sup> .....	2.8	33.7 <sup>4</sup>	36.5
(J)	Debt instruments.....	-	-	-
(K)	Non-current trade and other payables .....	-	-	-
<b>(L)</b>	<b>Non-current financial indebtedness (I) + (J) + (K).....</b>	<b>2.8</b>	<b>33.7</b>	<b>36.5</b>
<b>(M)</b>	<b>Total financial indebtedness (H) + (L).....</b>	<b>122.5</b>	<b>(157.4)</b>	<b>(34.9)</b>

1) The Current financial debt of the Group as at 30 June 2022 consisted of borrowings of USD 119.9 million and lease liabilities of USD 10.9 million.

2) The Non-current financial debt of the Group as at 30 June 2022 consisted of lease liabilities of USD 2.8 million.

3) The adjustment amount relates to the fully underwritten Rights Issue raising gross proceeds of NOK 2,108,597,237.25 (approximately USD 200 million), of which it is estimated that NOK 39,628,959 (approximately USD 3.8 million) will be used to cover expected and estimated cost, fees, underwriting commission and expenses relating to the Rights Issue.

4) The adjustment amount relates to an additional lease liability totalling USD 39 million related to a bareboat contract the Group has entered with United Faith for its new build vessel, the *Seaway Swan*. The lease liability comprises current debt and non-current debt of USD 5.3 million and USD 33.7 million, respectively.

5) The Group made a milestone payment under the shipbuilding contract for the new build vessel, the *Seaway Ventus*, in July 2022 totalling USD 23.1 million. It was funded by inter-company debt from its ultimate parent, Subsea 7 S.A., under the Working Capital Agreement as further described under Section 10.6.2 "Borrowings". No adjustments have been made for this transaction, the anticipated net income or losses, or operational cash flows since 30 June 2022.

6) The Group relies on debt instruments to meet its financing requirements. As the Company will not have drawn on the new debt instruments as at the date of the Prospectus, these are not adjusted for in the table. For a further discussion of these debt instruments, see Section 10.6.2 "Borrowings".

### 8.4 Working capital statement

Subject to completion of the Rights Issue, the Company is of the opinion that the working capital available to the Group is sufficient for the Group's present requirements, for the period covering at least 12 months from the date of this Prospectus.

### 8.5 Contingent and indirect indebtedness

As at the date of the Prospectus, the Group did not have any contingent or indirect indebtedness.

## 9. SELECTED FINANCIAL AND OTHER INFORMATION

### 9.1 Introduction

The selected financial information presented in this Section 9 has been derived from the Consolidated Financial Statements for the year ended 31 December 2021 with comparable figures for the year ended 31 December 2020 and from the Interim Financial Statements for the three and six-month periods ended 30 June 2022.<sup>19</sup> The selected financial information should be read in connection with, and is qualified in its entirety by reference to, the Financial Statements, which are included by reference to the Prospectus, please see Section 17.2 “Incorporation by reference” below.

The Consolidated Financial Statements have been prepared in accordance with IFRS and interpretations adopted by the EU. The Company's auditor, EY, has audited the year ended 31 December 2021, and the comparable figures for the year ended 21 December 2020, as set forth in their auditor's report, which are incorporated by reference to the Prospectus, please see Section 17.2 “Incorporation by reference” below. The Interim Financial Statements have been prepared in accordance with IAS 34 and have not been audited or subject to review. Please see Section 4.3 “Presentation of financial information” for more information.

### 9.2 Summary of accounting policies

For information regarding accounting policies and principles, please refer to note 1 of the notes included in the Consolidated Financial Statements as referred to in Section 17.2 “Incorporation by reference”.

### 9.3 Statement of income

The table below sets out a summary of the Group's consolidated statement of income for the years ended 31 December 2021 and 2020, and for the three and six-month periods ended 30 June 2022 and 2021, as derived from the Financial Statements.

	Three-month period ended 30 June		Six-month period ended 30 June		Year ended 31 December	
	2022 (unaudited)	2021 (unaudited)	2022 (unaudited)	2021 (unaudited)	2021	2020
<i>(In USD million, except earnings per Share and no. of Shares)</i>						
Revenue.....	260.1	315.0	527.2	556.4	1,260.0	631.4
Operating expenses.....	(288.0)	(341.0)	(553.2)	(596.2)	(1,270.6)	(645.7)
<b>Gross loss .....</b>	<b>(27.9)</b>	<b>(26.0)</b>	<b>(26.0)</b>	<b>(39.8)</b>	<b>(10.6)</b>	<b>(14.3)</b>
Administrative expenses .	(9.6)	(5.8)	(19.1)	(12.0)	(28.3)	(25.4)
<b>Net operating loss.....</b>	<b>(37.5)</b>	<b>(31.8)</b>	<b>(45.1)</b>	<b>(51.8)</b>	<b>(38.9)</b>	<b>(39.7)</b>
Finance income.....	-	-	-	-	-	0.1
Other gains and losses ...	(8.1)	(0.2)	(7.2)	(1.4)	(4.4)	0.7
Finance costs.....	(0.2)	(1.6)	(0.5)	(3.1)	(4.8)	(5.5)
<b>Loss before taxes.....</b>	<b>(45.8)</b>	<b>(33.6)</b>	<b>(52.8)</b>	<b>(56.3)</b>	<b>(48.1)</b>	<b>(44.4)</b>
Taxation .....	(20.7)	(6.0)	(15.3)	(10.1)	(14.4)	(5.1)
<b>Net loss .....</b>	<b>(66.5)</b>	<b>(39.6)</b>	<b>(68.1)</b>	<b>(66.4)</b>	<b>(62.5)</b>	<b>(49.5)</b>
Earnings per share (USD)						
Basic .....	(0.15)	(0.13)	(0.16)	(0.21)	(0.18)	(0.16)
Diluted.....	(0.15)	(0.13)	(0.16)	(0.21)	(0.18)	(0.16)

<sup>19</sup> During the second quarter of 2022, the Group identified adjustments to provisional amounts recognised in relation to the Business Combination. The adjustments were identified during the measurement period and related to facts and circumstances which existed at the date of combination. As a result, 2021 comparative information was revised in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as if the accounting had been completed at the combination date. The revision relates to increased provisional amounts recognised in respect of an onerous fixed-price contract provision by USD 35.3 million with a corresponding increase of the same amount to goodwill. Further details are disclosed in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as incorporated by reference in Section 17.2 “Incorporation by reference”. The financial information for 2021 included in the Prospectus is derived from the Consolidated Financial Statements, and does not reflect the revised 2021 financial information as included in the Interim Financial Statement for the three and six-month periods ended 30 June 2022.

## 9.4 Statement of financial position

The table below sets out a summary of the Group's consolidated statement of financial position as of the years ended 31 December 2021 and 2020, and as of 30 June 2022, as derived from the Financial Statements.

<i>(In USD million)</i>	<b>As of 30 June 2022 <i>(unaudited)</i></b>	<b>As of 31 December 2021<sup>20</sup></b>	<b>2020</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Goodwill .....	105.3	70.0	-
Property, plant and equipment .....	923.5	929.6	597.3
Right of use assets.....	12.5	24.9	8.1
Advances and receivables .....	-	-	0.8
Other financial assets.....	-	-	1.6
Deferred tax assets.....	0.6	0.6	-
<b>Total non-current assets .....</b>	<b>1,041.9</b>	<b>1,025.1</b>	<b>607.8</b>
<b>Current assets</b>			
Inventories .....	7.1	5.9	1.0
Trade and other receivables .....	218.4	114.8	50.8
Derivative financial instruments .....	11.7	2.3	-
Construction contracts – assets .....	112.6	177.4	94.2
Other accrued income and prepaid expenses.....	18.1	3.9	5.5
Restricted cash .....	-	1.3	-
Cash and cash equivalents .....	11.3	22.0	7.7
<b>Total current assets .....</b>	<b>379.2</b>	<b>327.6</b>	<b>159.2</b>
<b>Total assets .....</b>	<b>1,421.1</b>	<b>1,352.7</b>	<b>767.0</b>
<b>EQUITY</b>			
Issued share capital .....	4.9	4.9	1.3
Paid in surplus .....	753.9	753.9	58.5
Translation reserve .....	(11.2)	(8.6)	(8.6)
Other reserves .....	53.9	53.9	405.4
Retained earnings.....	(7.9)	60.2	121.5
<b>Total equity .....</b>	<b>793.6</b>	<b>864.3</b>	<b>578.1</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Lease liabilities.....	2.8	6.0	6.0
Deferred tax liabilities.....	1.3	1.3	1.3
Provisions .....	38.2	21.9	-
Derivative financial instruments .....	9.1	0.7	-
<b>Total non-current liabilities .....</b>	<b>51.4</b>	<b>29.9</b>	<b>7.3</b>
<b>Current liabilities</b>			
Trade and other liabilities .....	334.0	275.5	111.8
Derivative financial instruments .....	0.8	1.0	-

<sup>20</sup> During the second quarter of 2022, the Group identified adjustments to provisional amounts recognised in relation to the Business Combination. The adjustments were identified during the measurement period and related to facts and circumstances which existed at the date of combination. As a result, 2021 comparative information was revised in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as if the accounting had been completed at the combination date. The revision relates to increased provisional amounts recognised in respect of an onerous fixed-price contract provision by USD 35.3 million with a corresponding increase of the same amount to goodwill. Further details are disclosed in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as incorporated by reference in Section 17.2 "Incorporation by reference". The financial information for 2021 included in the Prospectus is derived from the Consolidated Financial Statements, and does not reflect the revised 2021 financial information as included in the Interim Financial Statement for the three and six-month periods ended 30 June 2022.

<i>(In USD million)</i>	As of	As of	
	30 June 2022 <i>(unaudited)</i>	31 December 2021 <sup>20</sup>	2020
Tax liabilities .....	15.8	4.6	2.4
Borrowings .....	119.8	101.2	35.1
Lease liabilities.....	10.9	20.4	2.7
Provisions .....	36.1	14.2	2.4
Construction contracts – liabilities.....	58.7	41.6	27.2
<b>Total current liabilities.....</b>	<b>576.1</b>	<b>458.5</b>	<b>181.6</b>
<b>Total liabilities .....</b>	<b>627.5</b>	<b>488.4</b>	<b>188.9</b>
<b>Total equity and liabilities .....</b>	<b>1,421.1</b>	<b>1,352.7</b>	<b>767.0</b>

## 9.5 Statement of cash flows

The table below sets out a summary of the Group's consolidated statement of cash flows for the years ended 31 December 2021 and 2020 and for the six-month periods ended 30 June 2022 and 2021, as derived from the Financial Statements.

<i>(In USD million)</i>	Six-month period ended 30 June		Year ended 31 December	
	2022 <i>(unaudited)</i>	2021 <i>(unaudited)</i>	2021	2020
<b>Cash flow from operational activities:</b>				
Loss before taxes.....	(52.8)	(56.3)	(48.1)	(44.4)
Adjustments for non-cash items:				
Depreciation and amortisation charges.....	43.8	27.1	63.3	51.3
Adjustments for investing and financing items:				
Net gain on disposal of property, plant and equipment	(0.7)	-	(0.1)	-
Finance income.....	-	-	-	(0.1)
Finance costs.....	0.5	3.1	4.8	5.5
<b>Net cash flow from/(used in) operating activities...</b>	<b>(9.2)</b>	<b>(26.1)</b>	<b>19.9</b>	<b>12.3</b>
<b>Changes in working capital:</b>				
(Increase)/decrease in inventories .....	(1.2)	(1.2)	(0.2)	0.2
Increase in operating receivables .....	(90.9)	(202.5)	(135.6)	(60.5)
Increase in operating liabilities .....	114.7	238.1	158.8	46.7
<b>Net increase/(decrease) in working capital.....</b>	<b>22.6</b>	<b>34.4</b>	<b>23.0</b>	<b>(13.6)</b>
Income taxes paid.....	(4.9)	(2.2)	(4.3)	(1.7)
<b>Net cash from/(used in) operating activities.....</b>	<b>8.5</b>	<b>6.1</b>	<b>38.6</b>	<b>(3.0)</b>
<b>Cash flow from investing activities:</b>				
Purchases of property, plant and equipment.....	(28.9)	(5.2)	(52.9)	(17.0)
Interest received.....	-	-	-	0.1
Proceeds from disposal of property, plant and equipment .....	0.7	-	-	-
Proceeds from sale of other financial assets.....	-	2.8	2.8	-
Acquisition of businesses (net of cash acquired) .....	-	-	12.1	-
<b>Net cash used in investing activities.....</b>	<b>(28.2)</b>	<b>(2.4)</b>	<b>(38.0)</b>	<b>(16.9)</b>
<b>Cash flows from financing activities:</b>				
Interest paid .....	(0.1)	(2.2)	(3.9)	(5.5)
Repayment of external borrowings.....	(37.0)	-	-	-
Payments related to lease liabilities .....	(10.6)	(3.7)	(10.0)	(4.0)

<i>(In USD million)</i>	Six-month period ended 30 June		Year ended 31 December	
	2022 <i>(unaudited)</i>	2021 <i>(unaudited)</i>	2021	2020
Short-term loan from related party .....	55.6	-	29.1	32.9
<b>Net cash from/(used in) financing activities .....</b>	<b>7.9</b>	<b>(5.9)</b>	<b>15.2</b>	<b>23.4</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>				
.....	<b>(11.8)</b>	<b>(2.2)</b>	<b>15.8</b>	<b>3.5</b>
Cash and cash equivalents at beginning of the period	22.0	7.7	7.7	5.1
Increase/(decrease) in restricted cash .....	1.3	-	(1.3)	-
Effect of foreign exchange rate movements on cash and cash equivalents .....	(0.2)	-	(0.2)	(0.9)
<b>Cash and cash equivalents at the end of the period</b>	<b>11.3</b>	<b>5.5</b>	<b>22.0</b>	<b>7.7</b>

## 9.6 Consolidated statement of changes in equity

The table below sets out selected data from the Group's consolidated statement of changes in equity for the years ended 31 December 2021 and 2020 and for the six-month period ended 30 June 2022, as derived from the Financial Statements.

<i>(In USD million)</i>	Issued share capital	Paid in surplus	Translation reserve	Other reserves	Retained earnings	Total
<b>Balance at 1 January 2020 <i>(unaudited)</i></b>	<b>1.3</b>	<b>58.5</b>	<b>(13.8)</b>	<b>404.9</b>	<b>171.5</b>	<b>622.4</b>
<b>Comprehensive loss</b>						
Net loss .....	-	-	-	-	(49.5)	(49.5)
Net foreign currency translation gains .....	-	-	5.2	-	-	5.2
<b>Total comprehensive loss .....</b>	<b>-</b>	<b>-</b>	<b>5.2</b>	<b>-</b>	<b>(49.5)</b>	<b>(44.3)</b>
<b>Transactions with owners</b>						
Reclassification of deferred tax on defined benefit pension schemes .....	-	-	-	0.5	(0.5)	-
<b>Total transactions with owners .....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.5</b>	<b>(0.5)</b>	<b>-</b>
<b>Balance at 31 December 2020 .....</b>	<b>1.3</b>	<b>58.5</b>	<b>(8.6)</b>	<b>405.4</b>	<b>121.5</b>	<b>578.1</b>
<b>Balance at 1 January 2021</b>	<b>1.3</b>	<b>58.5</b>	<b>(8.6)</b>	<b>405.4</b>	<b>121.5</b>	<b>578.1</b>
<b>Comprehensive loss</b>						
Net loss .....	-	-	-	-	(62.5)	(62.5)
Fair value adjustment of other financial assets .....	-	-	-	1.2	-	1.2
<b>Total comprehensive loss .....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.2</b>	<b>(62.5)</b>	<b>(61.3)</b>
<b>Transactions with owners .....</b>						
Share issuance .....	3.6	695.4	-	(351.5)	-	347.5
Transfer on disposal of other financial assets .....	-	-	-	(1.2)	1.2	-
<b>Total transactions with owners .....</b>	<b>3.6</b>	<b>695.4</b>	<b>-</b>	<b>(352.7)</b>	<b>1.2</b>	<b>347.5</b>
<b>Balance at 31 December 2021 .....</b>	<b>4.9</b>	<b>753.9</b>	<b>(8.6)</b>	<b>53.9</b>	<b>60.2</b>	<b>864.3</b>
<b>Balance at 1 January 2022 .....</b>	<b>4.9</b>	<b>753.9</b>	<b>(8.6)</b>	<b>53.9</b>	<b>60.2</b>	<b>864.3</b>
Net loss .....	-	-	-	-	(68.1)	(68.1)
Net foreign currency translation losses .....	-	-	(2.6)	-	-	(2.6)
<b>Total comprehensive losses in the period .....</b>	<b>-</b>	<b>-</b>	<b>(2.6)</b>	<b>-</b>	<b>(68.1)</b>	<b>(70.7)</b>
<b>Balance at 30 June 2022 <i>(unaudited)</i> ...</b>	<b>4.9</b>	<b>753.9</b>	<b>(11.2)</b>	<b>53.9</b>	<b>(7.9)</b>	<b>793.6</b>

## 9.7 Auditor

The Company's independent auditor is Ernst & Young AS (EY) with business registration number 976 389 387 and registered business address at Dronning Eufemias gate 6a, 0191 Oslo, Norway. The partners of Ernst & Young AS are members of The Norwegian Institute of Public Accountants (Nw. *Den Norske Revisorforening*).

EY replaced PricewaterhouseCoopers AS ("**PwC**"), with business registration number 987 009 713 and registered business address at Dronning Eufemias gate 71, 0194 Oslo, Norway, as the Company's independent auditor on 30 September 2021 in connection with completion of the Business Combination. The partners of PricewaterhouseCoopers AS are members of The Norwegian Institute of Public Accountants (Nw. *Den Norske Revisorforening*).

The Company has not had any other independent auditor than EY and PwC in the period covering the Financial Statements.

EY has audited the financial statements for the year ended 31 December 2021 and its comparable figures for the year ended 31 December 2020. EY and PwC have not audited, reviewed or produced any report on any other information in this Prospectus.

## 10. OPERATING AND FINANCIAL REVIEW

*The following is a discussion and analysis of the Group's results of operations and financial condition, based on the Financial Statements. This operating and financial review should be read together with Section 4.3 "Presentation of financial information", Section 9 "Selected Financial and Other Information" and the Financial Statements and related notes, incorporated by reference to this Prospectus, see Section 17.2 "Incorporation by reference". The Consolidated Financial Statements as of, and for the years ended, 31 December 2021 and 2020 have been prepared in accordance with IFRS as adopted by the EU. The unaudited Interim Financial Statements for the three and six-month periods ended 30 June 2022 have been prepared in accordance with IAS 34 Interim Financial Reporting.*

*This discussion and analysis may contain forward-looking statements.*

### 10.1 Overview

On 1 October 2021, Subsea 7 S.A.'s Renewables business unit was combined with OHT ASA which was renamed Seaway 7 ASA. The combination formed a pure-play renewables service company. It is the Company's view that the Group is a leading offshore wind farm contractor, offering standalone or integrated foundation, offshore substation, submarine cable and wind turbine generator installation services through various contracting models. By adding OHT to the Group, the Group added heavy transportation and attractive and innovative new build assets to its offerings, and now presents its clients with an exceptional range of capabilities.

The Group has a solid track-record from executing projects and services within the fixed offshore wind industry, as well as heavy transportation services to many of the world's leading offshore operators. The Group has a solid market position, and has contracts with blue-chip customers (including SSE, ScottishPower, Ørsted and Vattenfall). Further information regarding the Seaway7's business and operations is provided in Section 7 "Business of the Group".

As at the date of this Prospectus, and as reported in the Consolidated Financial Statements, the Group has one reportable segment.

Further, as the Group was formed on 1 October 2021, the Group has a short history of operating activities and have limited financial history. Given the Group's short history, the Group's operating results show comparable figures for the two previous financial periods.

### 10.2 Key factors affecting the Company's results of operations and financial performance

The Group's results of operations have been, and will continue to be, affected by a range of factors, many of which are beyond the Group's control, for instance see Section 2 "Risk Factors" and Section 4.6 "Cautionary note regarding forward-looking statements". The factors that Management believes have had a material effect on the Group's results of operations during the periods under review are described below.

#### ***Client demand and spending***

The Group's income is dependent on winning contracts for offshore wind projects. Demand for the Group's services is and has been closely linked up to the level of activity in the offshore wind energy industry and, consequently, any significant change in the level, timing or nature of clients' expenditure plans may impact the Group's order intake, financial performance and position. In the period 2010 to 2018, global installed offshore wind capacity market grew by just under 25% every year, adding almost 20 GW of new capacity. The historically low activity in the offshore wind market has resulted in unfavourable contractual terms to offshore wind contractors, which has impacted the financial performance of those contractors including those of the Group. However, it is forecast that offshore wind capacity will grow to 294 GW by 2035, which is over 11 times of the capacity that was globally installed by the end of 2020. This increased installed capacity is expected to translate into increased demand for services from contractors such as Seaway7 enabling a repositioning of the contractual risk / reward balance. The level of activity in the fixed offshore wind market is dependent on continued government support in the form of Contract for Differences (CFD). The availability or timing in providing CFDs can impact the level of demand for the Group's services.

## **Competition**

The Group faces competition to win contracts needed to assure a sustainable backlog of future work across the business divisions. The focus on energy transition and energy security saw new contractors enter the fixed offshore wind services market, moving away from their traditional oil & gas services. This increased level of competition led to increasingly competitive bids to clients resulting in contractors, including the Company, accepting unsustainable project risk for insufficient financial reward.

However, as the market growth has accelerated the increased activity in offshore wind is expected to ease the commercial competition enabling a move to a more sustainable contractual risk / reward balance and increased earnings growth for contractors.

## **Project execution**

The Group executes complex projects, and a failure to meet contractual requirements could have several adverse consequences, including contract disputes, rejected claims and cost overruns. This can impact the Group's financial performance, financial position and reputation. Further, for most contracts, the offshore execution phase, which generally involves the use of either single or multiple vessels, is usually the most hazardous as this phase is exposed, among other risks, to adverse weather conditions or the risk of loss or damage to the contracted works. The Group has experienced such hazards on its Hollandse Kust Zuid project resulting in unforeseen delays due to adverse weather conditions and machinery breakdowns. The cost increases associated with these challenges has resulted in a contract loss provision of approximately USD 30 million as announced by the Company on 13 June 2022, which has been recognised in the Interim Financial Statements. Hence, the Group's operations are subject to hazards inherent in offshore wind turbine and foundation installation, inner-array cable-laying and heavy transportation. These activities involve crane vessel based heavy lifting of jackets, monopile foundations and substations, trenching and cable-laying of inner-array and export cables in close proximity to the foundations, jacking operations for the wind turbine installation vessel and vessel ballasting for the heavy transport fleet.

## **New build vessels**

New offshore wind farm installation vessels may experience delays in delivery, start-up difficulties following delivery or other unexpected operational issues that could result in uncompensated downtime or the cancellation or termination of offshore wind installation contracts, which could also materially adversely affect the Group's business, financial condition, and results of operations.

The Group has two new build vessels under construction, the *Seaway Ventus* and the *Seaway Alfa Lift*. These delivery risks are mitigated to some extent through fixed price construction contracts, however risk is inherent in any large construction project due to numerous factors outside the Group's control.

The *Seaway Alfa Lift's* delivery schedule is delayed which is primarily due to delays in its mission equipment for the upending and lowering of monopiles. This has impacted the vessels readiness for operations on the Dogger Bank project which has impacted the financial results of the Group and has resulted in a contract loss provision of approximately USD 67.3 million which has been reflected in the Interim Financial Statements, of which USD 32.3 million was announced with the Company's interim financial statements for the three and twelve-month periods ended on 31 December 2021, which was subsequently increased by USD 35.0 million as announced in the Company's trading update on 13 June 2022. This contract loss provision has been reflected in the preliminary purchase price adjustment related to the Business Combination.

## **10.3 The Group's results of operations**

### **10.3.1 Results of operations for the six-month period ended on 30 June 2022 compared to the six-month period ended on 30 June 2021**

The following table presents selected comparative results of operations derived from the Interim Financial Statements for the six-month periods ended 30 June 2022 and 2021:

<i>(In USD million)</i>	<b>Six-month period ended 30 June</b>	
	<b>2022</b>	<b>2021</b>
	<i>(unaudited)</i>	<i>(unaudited)</i>
Revenue.....	527.2	556.4
Operating expenses.....	(553.2)	(596.2)
Net operating loss .....	(45.1)	(51.8)
<b>Net loss .....</b>	<b>(68.1)</b>	<b>(66.4)</b>

### **Revenue**

Revenue for the six-month period ended on 30 June 2022 was USD 527.2 million, compared to USD 556.4 million for the six-month period ended on 30 June 2021. The decrease was primarily attributable to less progress than anticipated for the Group's Hollandse Kust Zuid project which was primarily the result of adverse weather conditions and mechanical breakdowns, as well as less activity for the Seagreen offshore wind project. This was partly offset by increased revenue due to addition of the heavy transportation fleet in relation to the Business Combination.

### **Operating expenses**

Operating expenses for the six-month period ended on 30 June 2022 was USD 553.2 million, down from USD 596.2 million in 2021. This represents a decrease by USD 43 million, which was primarily the result of less activity for the Seagreen offshore wind project. This was partly offset by an associated cost increase related to the Hollandse Kust Zuid project which resulted in an onerous fixed-price contract provision of approximately USD 30 million which was recognised in the second quarter of 2022.

### **Net operating loss**

Net operating loss for the six-month period ended on 30 June 2022 was USD 45.1 million, compared to a net operating loss of USD 51.8 million for the six-month period ended on 30 June 2021. The improvement was primarily attributable to a positive contribution from the HTVs which were added to the Group in relation to the Business Combination. Furthermore, the net operating loss for the six-month period ended on 30 June 2022 reflected that the Group encountered reduced progress on the Hollandse Kust Zuid project. The cost increases associated with these challenges resulted in a contract loss provision of approximately USD 30.0 million which was recognised in the second quarter of 2022.

### **Net loss**

Net loss for the six-month period ended on 30 June 2022 was USD 68.1 million, compared to net loss of USD 66.4 million for the six-month period ended on 30 June 2021. The increase was primarily attributable to an increase of net losses by USD 6.0 million mainly driven by net foreign currency losses, and increased tax expenses of USD 5.0 million. This was partly offset by a decrease in net operating losses of USD 7.0 million, as well as a decrease in finance costs of USD 2.0 million. The elevated tax expenses, which occurred during the second quarter, arises as a result of revised forecasts that indicated a high negative effective tax rate for the full year. Based on forecast improvement in the second half profitability, it was anticipated that there will be an offsetting tax credit in the remainder of the year.

#### 10.3.2 Results of operations for the year ended 31 December 2021 compared to the year ended 31 December 2020

The following table presents selected comparative results of operations derived from the Consolidated Financial Statements for the years ended 31 December 2021 and 2020:

<i>(In USD million)</i>	<b>Year ended 31 December</b>	
	<b>2021</b>	<b>2020</b>
Revenue.....	1,260.0	631.4
Operating expenses.....	(1,270.6)	(645.7)
Net operating loss .....	(38.9)	(39.7)

<i>(In USD million)</i>	Year ended 31 December	
	2021	2020
<b>Net loss</b> .....	<b>(62.5)</b>	<b>(49.5)</b>

### Revenue

Revenue for the year was USD 1,260.0 million, up from USD 631.4 million in 2020. This represents an increase by USD 628.6 million, which was primarily attributable to an increased activity level of the Group, particularly related to the jacket foundation fabrication and initial installation phases of the Seagreen offshore wind project.

### Operating expenses

Operating expenses for the year was USD 1,270.6 million, up from USD 645.7 million in 2020. This represents an increase by USD 628.6 million, which reflects the increased activity level of the Group, particularly related to the jacket foundation fabrication and initial installation phases of the Seagreen offshore wind project.

### Net operating loss

Net operating loss for the year was USD 38.9 million which was in line with the net operating loss of USD 39.7 million in 2020. Net operating loss in 2021 reflected continued delays to projects offshore Taiwan, driven by a combination of unforeseen and challenging site conditions and strong local government actions to restrict the spread of the Covid-19 virus resulted in operational delays and cost overruns.

### Net loss

Net loss for the year was USD 62.5 million, compared to net loss of USD 49.5 million in 2020. This was primarily attributable to increased net losses by USD 5.0 million driven by net foreign currency losses, and an increase in tax expenses from USD 5.0 million in 2020 to USD 14.0 million in 2021. The increased tax expenses between the periods were primarily due to tax charges in the UK, which was driven by activities on the Seagreen offshore wind project and the impact of losses incurred in certain jurisdictions where tax credits could not be recognised.

## 10.4 The Group's financial position

### 10.4.1 Financial position as of the six-month period ended 30 June 2022 compared to year ended 31 December 2021

The following table presents selected comparative figures from the statement of financial position derived from the Financial Statements as of 30 June 2022:

<i>(In USD million)</i>	As of 30 June 2022 <i>(unaudited)</i>	As of 31 December 2021 <sup>21</sup>
Total non-current assets .....	1,041.9	1,025.1
Total current assets.....	379.2	327.6
<b>Total assets</b> .....	<b>1,421.1</b>	<b>1,352.7</b>
Total equity .....	793.6	864.3
Total non-current liabilities .....	51.4	29.9
Total current liabilities .....	576.1	458.5

<sup>21</sup> During the second quarter of 2022, the Group identified adjustments to provisional amounts recognised in relation to the Business Combination. The adjustments were identified during the measurement period and related to facts and circumstances which existed at the date of combination. As a result, 2021 comparative information was revised in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as if the accounting had been completed at the combination date. The revision relates to increased provisional amounts recognised in respect of an onerous fixed-price contract provision by USD 35.3 million with a corresponding increase of the same amount to goodwill. Further details are disclosed in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as incorporated by reference in Section 17.2 "Incorporation by reference". The financial information for 2021 included in the Prospectus is derived from the Consolidated Financial Statements, and does not reflect the revised 2021 financial information as included in the Interim Financial Statement for the three and six-month periods ended 30 June 2022.

<i>(In USD million)</i>	<b>As of 30 June 2022</b>	<b>As of 31 December 2021<sup>21</sup></b>
	<i>(unaudited)</i>	
Total liabilities .....	627.5	488.4
<b>Total equity and liabilities .....</b>	<b>1,421.1</b>	<b>1,352.7</b>

### **Total Assets**

The Group's non-current assets as at 30 June 2022 were USD 1,041.9 million which was in line with the non-current assets of USD 1,025.1 million as at 31 December 2021. The non-current assets increased by USD 16.8 million which was primarily attributable to purchases of property, plant and equipment of USD 29.0 million, and a recognition of USD 35.3 million as goodwill as at 30 June 2022. The increase in goodwill is due to a revision related to increased provisional amounts recognised in respect of an onerous fixed-price contract provision with a corresponding increase of the goodwill. Further details are disclosed in Section 9.4 "Statement of financial position". This increase is partly offset by depreciation and amortisation charges of USD 43.8 million.

The Group's current assets as at 30 June 2022 were USD 379.2 million, an increase of USD 51.6 million as compared to USD 327.6 million as at 31 December 2021. The increase is primarily attributable to increased trade and other receivables of USD 108.0 million, partly offset by decreased assets related to construction contracts by USD 64 million. The increased trade and other receivables, and the decreased assets related to construction contracts, reflects movement of unbilled to billed receivables which reflects progress on commercial negotiations with clients. Furthermore, the increased trade and other receivables is due to general higher activity level in the Group towards 30 June 2022.

### **Total Equity**

The Group's total equity as at 30 June 2022 was USD 793.6 million, an decrease of USD 70.7 million as compared to USD 864.3 million as at 31 December 2021. The decrease was primarily attributable to a net loss of USD 68.0 million for the six-month period ended 30 June 2022.

### **Total Liabilities**

The Group's non-current liabilities as at 30 June 2022 were USD 51.4 million, an increase of USD 21.5 million as compared to USD 29.9 million as at 31 December 2021. The increase is primarily attributable to an increase in provisions related to increased provisional amounts recognised in respect of an onerous fixed-price contract provision as further described in Section 9.4 "Statement of financial position". The Group's current liabilities as at 30 June 2022 were USD 576.0 million, an increase of USD 117.6 million as compared to USD 458.5 million as at 31 December 2021. The increase is primarily attributable to an increase in trade and other liabilities of USD 58.0 million, increased borrowings of USD 19.0 million from the Subsea 7 S.A. Group, as well as increased provisions related to the increased provisional amounts recognised in respect of an onerous fixed-price contract provision.

#### 10.4.2 Financial position as of 31 December 2021 compared to the year ended 31 December 2020

The following table presents selected comparative figures from the statement of financial position derived from the Consolidated Financial Statements as of 31 December 2021 and 2020:

<i>(In USD million)</i>	<b>As of 31 December</b>	
	<b>2021<sup>22</sup></b>	<b>2020</b>
Total non-current assets .....	1,025.1	607.8
Total current assets.....	327.6	159.2

<sup>22</sup> During the second quarter of 2022, the Group identified adjustments to provisional amounts recognised in relation to the Business Combination. The adjustments were identified during the measurement period and related to facts and circumstances which existed at the date of combination. As a result, 2021 comparative information was revised in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as if the accounting had been completed at the combination date. The revision relates to increased provisional amounts recognised in respect of an onerous fixed-price contract provision by USD 35.3 million with a corresponding increase of the same amount to goodwill. Further details are disclosed in the Interim Financial Statement for the three and six-month periods ended 30 June 2022 as incorporated by reference in Section 17.2 "Incorporation by reference". The financial information for 2021 included in the Prospectus is derived from the Consolidated Financial Statements, and does not reflect the revised 2021 financial information as included in the Interim Financial Statement for the three and six-month periods ended 30 June 2022.

<i>(In USD million)</i>	<b>As of</b>	
	<b>31 December</b>	
	<b>2021<sup>zz</sup></b>	<b>2020</b>
<b>Total assets</b> .....	<b>1,352.7</b>	<b>767.0</b>
Total equity .....	864.3	578.1
Total non-current liabilities .....	29.9	7.3
Total current liabilities .....	458.5	181.6
Total liabilities .....	488.4	188.9
<b>Total equity and liabilities</b> .....	<b>1,352.7</b>	<b>767.0</b>

### **Total Assets**

The Group's non-current assets as at 31 December 2021 were USD 1,025.1 million, an increase of USD 417.3 million as compared to USD 607.8 million as at 31 December 2020. The increase was primarily attributable to recognition of goodwill of USD 70.0 million in relation to the Business Combination, as well as a net increase in property, plant and equipment of USD 332.0 million, mainly attributable to USD 292.0 million recognised in relation to the Business Combination.

The Group's current assets as at 31 December 2021 were USD 327.6 million, an increase of USD 168.4 million as compared to USD 159.2 million as at 31 December 2020. The increase was primarily attributable to increased trade and other receivables of USD 64.0 million and an increase in construction contract assets of USD 83.0 million, reflecting the significant increase in revenue from 2020 to 2021, as well as an increase in cash and cash equivalents of USD 14.0 million. Particularly, the increased construction contract assets of USD 83.0 million was driven primarily by an increase in the Group's activity in Taiwan.

### **Total Equity**

The Group's total equity as at 31 December 2021 was USD 864.3 million, an increase of USD 286.2 million as compared to USD 578.1 million as at 31 December 2020. The increase was primarily attributable to a share issuance of USD 348.0 million in relation to the Business Combination, as well as a net loss of USD 63.0 million during the year.

### **Total Liabilities**

The Group's non-current liabilities as at 31 December 2021 were USD 29.9 million, an increase of USD 22.6 million as compared to USD 7.3 million as at 31 December 2020. The increase was primarily attributable to an onerous contract provision related to long-term construction contracts of USD 32.3 million, which is attributable to both the non-current and current portion of the provisions.

The Group's current liabilities as at 31 December 2021 were USD 458.5 million, an increase of USD 276.9 million as compared to USD 181.6 million as at 31 December 2020. The increase was primarily attributable to an increase in trade and other liabilities of USD 164.0 million reflecting a significant increase in the Group's operating activities in 2021 compared to 2020, as well as increased borrowings of USD 66.0 million due to recognition of a revolving credit facility of USD 37.0 million at the date of the Business Combination and an increase in loans from the Subsea 7 S.A. Group of USD 29.0 million.

## **10.5 Cash flows**

### **10.5.1 Cash Flows for the six-month period ended 30 June 2022 compared to the six-month period ended on 30 June 2021**

The table below sets forth comparative figures from the statement of cash flow derived from the Interim Financial Statements for the six-month periods ended 30 June 2022 and 2021:

<i>(In USD million)</i>	<b>Six-month period</b>	
	<b>ended 30 June</b>	
	<b>2022</b>	<b>2021</b>
	<i>(unaudited)</i>	<i>(unaudited)</i>
Net cash flow from operating activities.....	8.5	6.1

<i>(In USD million)</i>	<b>Six-month period ended 30 June</b>	
	<b>2022</b> <i>(unaudited)</i>	<b>2021</b> <i>(unaudited)</i>
Net cash used in investing activities.....	(28.2)	(2.4)
Net cash generated from/(used in) financing activities.....	7.9	(5.9)
<b>Net decrease in cash and cash equivalents .....</b>	<b>(11.8)</b>	<b>(2.2)</b>
Cash and cash equivalents at beginning of the period.....	22.0	7.7
Decrease in restricted cash.....	1.3	–
Effect of foreign exchange rate movements on cash and cash equivalents.....	(0.2)	–
<b>Cash and cash equivalents at the end of the period.....</b>	<b>11.3</b>	<b>5.5</b>

### ***Net cash flow from operating activities***

Net cash flow from operating activities amounted to USD 8.5 million for the six-month period ended 30 June 2022, which represented an increase of USD 2.4 million from the Group's cash flow from operating activities of USD 6.1 million for the six-month period ended 30 June 2021. The increase reflected a somewhat improved operating result from the six-month period ended 30 June 2021 to the six-month period ended 30 June 2022, partly offset by a decreased working capital movement between the periods.

### ***Net cash used in investing activities***

Net cash used in investing activities amounted to USD 28.2 million for the six-month period ended 30 June 2022, compared to cash flow used in investing activities of USD 2.4 million for the six-month period ended 30 June 2021. The change was primarily attributable to increased expenditure on property, plant and equipment of USD 24.0 million from the six-month period ended 30 June 2021 to the six-month period ended 30 June 2022. The increase primarily relates to instalments on new builds under construction.

### ***Net cash generated from/(used in) financing activities***

Net cash generated from financing activities amounted to USD 7.9 million for the six-month period ended 30 June 2022, compared to cash flow used in financing activities of USD 5.9 million for the six-month period ended 30 June 2021. The change reflects the Group's increased short-term loans from its ultimate parent undertaking, Subsea 7 S.A., of USD 56.0 million, partly offset by repayment in full of a revolving credit facility of USD 37.0 million as well as USD 11.0 million payment of lease liabilities.

## 10.5.2 Cash Flows for the year ended 31 December 2021 compared to the year ended 31 December 2020

The table below sets forth comparative figures from the statement of cash flow derived from the Consolidated Financial Statements as of 31 December 2021 and 2020:

<i>(In USD million)</i>	<b>Year ended 31 December</b>	
	<b>2021</b>	<b>2020</b>
Net cash flow from/(used in) operating activities.....	38.6	(3.0)
Net cash used in investing activities.....	(38.0)	(16.9)
Net cash generated from financing activities.....	15.2	23.4
<b>Net increase in cash and cash equivalents .....</b>	<b>15.8</b>	<b>3.5</b>
Cash and cash equivalents at beginning of the period.....	7.7	5.1
Increase in restricted cash .....	(1.3)	-
Effect of foreign exchange rate movements on cash and cash equivalents.....	(0.2)	(0.9)
<b>Cash and cash equivalents at the end of the period.....</b>	<b>22.0</b>	<b>7.7</b>

**Net cash flow from operating activities**

Net cash flow from operating activities amounted to USD 38.6 million in 2021, which represented an increase of USD 41.6 million from the Group's cash flow used in operating activities of USD 3.0 million in 2020. The increase was primarily attributable to favourable movements in working capital items with a net increase of USD 23.0 million, compared to a net decrease of USD 14.0 million in 2020. The favourable working capital movement in 2021 was primarily due to Covid-19 challenges and delays as well as the timing of milestone payments on certain projects.

**Net cash used in investing activities**

Net cash used in investing activities amounted to USD 38.0 million in 2021, compared to cash flow used in investing activities of USD 16.9 million in 2020. The increase was primarily attributable to increased expenditure on property, plant and equipment which increased by USD 36.0 million from 2020 to 2021, partially offset by USD 12.0 million cash acquired as part of the Business Combination. The capital expenditure in 2021 was mainly related to operating equipment, as well as payments related to the two new build vessels the Group has under construction, the *Seaway Ventus* and *Seaway Alfa Lift*.

**Net cash generated from financing activities**

Net cash generated from financing activities amounted to USD 15.2 million in 2021, compared to cash flow generated from financing activities of USD 23.4 million in 2020. The change reflects the Group's increased short-term loans from its ultimate parent undertaking, Subsea 7 S.A., of USD 29.0 million, partly offset by payments related to lease liabilities of USD 10.0 million as well as interests paid of USD 4.0 million.

**10.6 Liquidity and capital resources****10.6.1 Sources and use of funds**

The Group's cash balance amounted to USD 11.3 million as at 30 June 2022. Furthermore, the Group's borrowings from its ultimate parent company, Subsea 7 S.A., amounted to USD 120.0 million as at 30 June 2022. The Group's subsidiaries have acceded to a Working Capital Agreement with Subsea 7 S.A.'s wholly owned subsidiary, Subsea 7 Treasury (UK) Limited. This facility is a pooling arrangement with the Group's subsidiaries cash balances and is designed to efficiently meet working capital requirements and to provide liquidity. When the Group's subsidiaries have a cash surplus, surplus cash balances are remitted to the header account held by Subsea 7 Treasury (UK) Limited. When the Group's subsidiaries have a cash deficit, funding is remitted from Subsea 7 Treasury (UK) Limited to the respective subsidiary. These positions are netted off and the respective subsidiary recognise either an intercompany receivable or payable in their balance sheet.

As at the date of the Prospectus, the Group's primary sources of liquidity has been cash from operations and working capital support from Subsea 7 S.A. The Group's available liquidity is primarily used to fund operating and capital expenditures, fluctuations in working capital, and service of intra-group loans.

**10.6.2 Borrowings****Working Capital Agreement (“WCA”)**

Since the date of the Business Combination, each subsidiary of the Company has acceded to the WCA provided by Subsea 7 Treasury (UK) Limited. The facility is unsecured and is priced at 3.5%. It is designed to provide day to day working capital funding to those subsidiaries. The aggregate borrowing position for the Group with Subsea 7 Treasury (UK) Limited is subject to a regular review between the Company and Subsea 7 S.A., the ultimate parent company of the Group, (the “**Majority Shareholder**”). As at 30 June 2022 the balance of the WCA loan was USD 120.0 million. It is expected that repayment of the WCA loan will be from cash generated in the ordinary course of business.

**Debt Facility**

On 21 September 2022, the Company established a committed Revolving Credit Facility (“**RCF**”) along with its Majority Shareholder Subsea 7 S.A. Tranche B of that facility is available to Seaway7 up to a total amount of USD 300.0 million. The loan facility is provided by a syndicate of banks. HSBC acts as the facility agent bank for the syndicate.

The RCF is a revolving credit able to be drawn, repaid and reborrowed. It bears interest based on a margin determined through leverage grid (within the range between 1% and 2.5%) plus 3 month SOFR. Seaway7 pays a commitment fee of 35% of the margin calculated on the undrawn and uncanceled portion of the facility. The facility expires on 15 June 2027.

The RCF is unsecured, however the obligations of Seaway7 under Tranche B are guaranteed by Subsea 7 S.A. Seaway7 provides an indemnity to Subsea 7 S.A. for its obligations under the RCF. Seaway7 pays a guarantee fee equal to 2.6% on drawn balances under the RCF.

Seaway7 has granted Subsea 7 S.A. the right to call for security in the form of mortgages over vessels at its option any time during the term of the RCF at a loan to value ratio of 60%. Should such security option be exercised the guarantee fee will reduce by 1%. The option to call for security is subject to the terms and conditions of the RCF loan facility.

The RCF contains customary covenants, including:

Change of control: If (i) Subsea 7 S.A. directly or indirectly ceases to own and/or control at least 50% of the voting and/or ordinary shares of the Company the facility agent (acting on instructions from the majority lenders) may by written notice of thirty (30) days cancel the facilities and require repayment of all amounts outstanding under the facilities.

Financial covenant: There are no financial covenants applied to Seaway7 or the Tranche B borrowing.

***Recourse for Parent Company Guarantees (“PCGs”) issued by the Majority Shareholder and bank guarantees (“BGs”) procured by that shareholder***

The Majority Shareholder, either directly or through its subsidiaries, has issued PCGs and will consider issuing further PCGs on a case by case basis to guarantee the performance of the Company's obligations under its relevant customer contracts. The Majority Shareholder has and will also procure BGs in favour of the Company's customers as security for performance of the Company's obligations under its customers contracts. Each of the PCGs will be in force until all of the Company's obligations under the relevant contract have been fully discharged. The Company has agreed to indemnify the Majority Shareholder for any liabilities incurred by the Majority Shareholder in performing its obligations under the PCGs or in respect of any payments made under the BGs.

***Shareholders loan agreement***

On 21 September 2022, the Company entered into a USD 150 million unsecured revolving credit facility with Subsea 7 Blue Space Limited a wholly owned subsidiary of Subsea 7 S.A. (the “**Shareholder RCF**”). Borrowings under this facility are contingent on the RCF being fully drawn. Subject to the terms and conditions of the RCF, loan repayments by Seaway7 will be initially made against the Shareholder RCF prior to any repayment of the RCF.

Interest on the Shareholder RCF is calculated as an interest margin of 4% plus 3 month SOFR on drawn balances. The Shareholder RCF expires on 20 September 2026. There are no financial or restrictive covenants.

Under the terms of the Shareholder RCF the lender may, at its option and subject to the terms on conditions of the RCF, require Seaway7 to provide security in the form and a mortgage over vessels at a loan to value ratio of 60%. Should such security be requested the Shareholder RCF interest margin will be reduced to 3%. The Company expects that this facility will be replaced by alternative core debt financing prior to being drawn down.

**10.6.3 Restrictions on use of capital resources**

The committed debt facilities are for general corporate purposes and do not contain clauses which constrain the use of capital, other than set out above in Section 10.6.2 “Borrowings”.

## 10.7 Financial risk management

See note 28 to the Consolidated Financial Statements referred to in Section 17.2 “Incorporation by reference” for a description of the Group’s financial risk management and exposures.

## 10.8 Investments

### 10.8.1 Material investments in progress or planned

With reference to Note 10 “Commitments and contingent liabilities” in the Interim Financial Statements for the three and six-month periods ended 30 June 2022, the Group had contractual commitments totalling USD 372.1 million as at 30 June 2022. This includes commitments related to *Seaway Alfa Lift* and the *Seaway Ventus*.

The Group’s principal investments in progress and planned principal investments will be financed through proceeds from the Rights Issue, and additional loans as further described in Section 10.6.2 “Borrowings”. The Group might resolve to make additional investments to these which are not known as of the date of this Prospectus, or which, if known, are not committed for in any budgets, plans or otherwise.

### 10.8.2 Material historical investments

During the six months period ended 30 June 2022, and the years ended 31 December 2021 and 2020, the Group’s cash flow used for purchases of property, plant and equipment was USD 29.0 million, USD 53.0 million, and USD 17.0 million, respectively. These investments were made in connection to construction of new build vessels, dry-docking of the fleet, and purchase of operating equipment. The shipbuilding contracts for the new build vessels are further described in Section 7.6.2 “New build agreements”. Furthermore, dry-docking of the fleet has primarily been carried out in China, whilst operating equipment is used globally in the Group’s operations.

## 10.9 Recent trends, development and changes

### 10.9.1 Recent trends

As of the date of this Prospectus, the Group has not experienced nor does it have any information about significant changes compared to historical trends in production, sales, costs and selling prices, uncertainties, demands, commitments or events since 31 December 2021 that are likely to have a material effect on the Group’s prospects for the current financial year.

### 10.9.2 Significant changes

There has been no significant change to the financial position or performance of the Group since the release of the Interim Financial Statements on 30 June 2022 up to the date of this Prospectus.

## 10.10 Profit forecast

The Group’s earnings presentation held on 3 March 2022 contains an outlook for the full year 2022 which was subsequently amended in a trading update released on 13 June 2022 where the Company amended its full year 2022 Adjusted EBITDA guidance from approximately 10% of revenue to approximately 6% of revenue. The presentation and subsequent update contains the following outlook for the full year 2022:

*“Revenue – Expected to be towards USD 1 billion  
Adjusted EBITDA<sup>23</sup> – Expected to be approximately 6% of Revenue  
Net operating income – Expected to be positive  
Administrative expense – USD 35 - USD 45 million  
Depreciation and amortisation – USD 80 - USD 100 million  
Tax charge – Below USD 20 million  
Capital expenditure<sup>24</sup> – USD 270 - USD 290 million”.*

<sup>23</sup> For explanations and reconciliations of Adjusted EBITDA and Adjusted EBITDA margin refer to Note 8 “Adjusted EBITDA and Adjusted EBITDA margin” to the Consolidated Financial Statements.

<sup>24</sup> Capital Expenditure corresponds to what will be recognised as Property, Plant and Equipment in the Statement of financial position in accordance with IAS 16.

The above statements are deemed to constitute a profit forecast under Article 1 d) of the Commission delegated regulation (EU) 2019/980.

***Material accounting principles***

The profit forecast has been compiled and prepared on a basis which is comparable with the Group's historical financial information and consistent with the accounting policies applied by the Group.

***Assumptions upon which the forecast is based***

Below follows a description of the main assumptions upon which the forecast is based on.

Assumptions which the Group can influence

- The loss of, or deterioration in the Group's relationship with, any significant clients.
- The Group's ability to deliver fixed price projects in accordance with client expectations and within the parameters of the Group's bids, and to avoid cost overruns.
- The Group's ability to collect receivables, negotiate variation orders and collect the related revenue.
- Equipment or mechanical failures, which could increase costs, impair revenue and result in penalties for failure to meet project completion requirements.
- Changes in, or the Group's failure to comply with, applicable laws and regulations (including regulatory measures addressing climate change).
- Unanticipated delays or cancellation of projects included in the Group's backlog.
- The Group's ability to recover costs on significant projects.
- The timely delivery of vessels on order.
- The Group's ability to keep pace with technological changes and the impact of potential information technology, cyber security or data security breaches

Assumptions which are outside of the Group's influence.

- Competition and price fluctuations in the markets and businesses in which the Group operates.
- Uncertainties inherent in operating internationally, including economic, political and social instability, boycotts or embargoes, labour unrest, changes in foreign governmental regulations, corruption and currency fluctuations.
- The effects of a pandemic or epidemic or a natural disaster.

Operating hazards, including spills, environmental damage, personal or property damage and business interruptions caused by adverse weather.

## 11. BOARD OF DIRECTORS, MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

### 11.1 Introduction

The general meeting is the highest authority of the Company. All shareholders in the Company are entitled to attend and vote at general meetings of the Company and to table draft resolutions for items to be included on the agenda for a general meeting.

The overall management of the Company is vested with the Board and the Management. In accordance with Norwegian law, the Board is responsible for, among other things, supervising the general and day-to-day management of the Company's business ensuring proper organisation, preparing plans and budgets for its activities, ensuring that the Company's activities, accounts and assets management are subject to adequate controls and undertaking investigations necessary to perform its duties.

The chief executive officer (CEO) is responsible for the day-to-day management of the Company's operations in accordance with Norwegian law and instructions set out by the Board.

### 11.2 Board of Directors

#### 11.2.1 Overview

The Company's Articles of Association provide that the Board shall consist of a minimum of 3 and a maximum of 7 members. The names and positions in the Company of the Board Members as at the date of this Prospectus are set out in the table below.

Name	Position	Served since	Current term expires
Rune Magnus Lundetræ ..	Chairperson	2020	2023
Kristian Siem .....	Board Member	2021*	2023
John Evans .....	Board Member	2021*	2023
Nathalie Louys .....	Board Member	2021*	2023
Monica Bjørkmann .....	Board Member	2021*	2023

\* Served as Board Member since the completion of the Business Combination.

The Company's registered office, at Askerkroken 11, 0277 Oslo, Norway, serves as the business address of the Board Members in relation to their directorships in the Company.

Rune Magnus Lundetræ has been nominated by Songa Corp. Kristian Siem, John Evans, Nathalie Louys and Monica Bjørkmann has been nominated by Subsea 7 Blue Space Limited. For the first two years after closing of the Business Combination on 31 October 2021, and provided that Songa Capital AS holds 5% of the shares in the Company, Subsea 7 Blue Space Limited has undertaken to support that the chairperson of the Board shall be the director nominated by Songa Capital AS.

#### 11.2.2 Brief biographies of the Board Members

Set out below are brief biographies of the Board Members, including their relevant expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a director is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

#### Rune Magnus Lundetræ, chairperson

Rune Magnus Lundetræ has served as Deputy Chief Executive Officer and Chief Financial Officer of Borr Drilling Ltd. from December 2016 to December 2019. From August 2015 to December 2016, he was Managing Director and Head of Oil Services of DNB Markets, the investment banking subsidiary of DNB, Norway's largest financial services group. From 2012 to June 2015, he served as Chief Financial Officer of Seadrill Ltd. the world's largest offshore driller. Rune Magnus graduated as a Certified Public Accountant from Norwegian School of Management (NHH) in 2004. He also holds a M.Sc. in Management from London School of Economics and a B.A (Hons) in Finance from University of Newcastle (UK).

*Current directorships and senior management positions .....*

*Chairperson: Seaway 7 ASA, Valmue Private Debt AS, Primato Eiendom AS, Øvre Holmegate 34 AS, Jeroboam AS, Val D Azur AS, Pepper Capital AS, Hibiscus Holding AS, Kongsgata 42 AS, Turbin Capital AS, Valmue Management AS, Meritus AS, Lunde3 Holding AS, Steinkargt 24 AS and Terrebrune AS.*

*Board member: Primato AS, Eqon AS, Atdl AS, Scana ASA and Simon Møkster Holding AS and Fusion Fuel Green PLC.*

*Senior management positions: General Manager in Primato AS, Pepper Capital AS and Turbin Capital AS.*

*Previous directorships and senior management positions last five years .....*

*Chairperson: Several subsidiaries in Seaway 7 ASA.*

*Board member: Several subsidiaries in Seaway 7 ASA.*

*Senior management positions: Deputy Chief Executive Officer and Chief Financial Officer in Borr Drilling Ltd.*

**Kristian Siem, Board Member**

Kristian Siem has extensive experience of the offshore oil and gas services business worldwide from previous senior executive and non-executive roles, combined with long-standing experience as chairperson of public companies listed in the US, UK, and Norway. Kristian is the founder of the Siem Industries Group and has been Director and Chairperson of Siem Industries S.A. since 1982. Prior to joining the Group, he held several management positions with the Fred. Olsen Group in the U.S. and Norway. Kristian has previously held executive positions at Kvaerner ASA, Transocean Inc. and Norwegian Cruise Line. He holds a degree in Business Economics.

*Current directorships and senior management positions .....*

*Chairperson: Subsea 7 S.A., Siem Offshore Inc., Siem Shipowning Inc., Star Reefers Inc. and Siem Industries S.A.*

*Board member: Seaway 7 ASA, Siem Offshore Inc. and Frupor S.A.*

*Previous directorships and senior management positions last five years .....*

*Board member: Norwegian Cruise Line, Kvaerner ASA and Transocean Inc.*

*Vice chairperson: NKT Holding A/S.*

**John Evans, Board Member**

John Evans is the Chief Executive Officer of Subsea 7 S.A. and has over 30 years of experience in the oil and gas services industry, primarily in the subsea umbilicals, risers & flowlines (“**SURF**”) and offshore engineering and construction sectors. He started his career in 1986, working with Brown and Root, and built a successful track record in general management, and commercial and operational roles in the offshore oil and gas industry. Prior to his appointment as Chief Executive Officer, from July 2005, John held the position of Chief Operating Officer of Subsea 7 S.A. John has a Bachelor of Engineering degree in Mechanical Engineering from Cardiff University, is a Chartered Mechanical and Marine Engineer and a Chartered Director.

*Current directorships and senior management positions .....*

*Chairperson: In several subsidiaries of Subsea 7 S.A.*

*Board member: Seaway 7 ASA and in several subsidiaries of Subsea 7 S.A.*

*Senior management position: CEO of Subsea 7 S.A.*

*Previous directorships and senior management positions last five years .....*

*Chairperson: In several subsidiaries of Subsea 7 S.A.*

*Board member: In several subsidiaries of Subsea 7 S.A.*

*Senior management position: Chief Operating Officer of Subsea 7 S.A.*

### **Nathalie Louys, Board Member**

Nathalie Louys is the current General Counsel of Subsea 7 S.A. and started her career in 1986, working with Saint-Gobain and Eurotunnel, gaining extensive legal experience across various industries. In 1996 she joined Technip, based in Paris, progressing to the role of Vice President Legal – Offshore. In 2006 Nathalie joined Subsea 7 S.A. performing senior corporate and operational legal roles, including Vice President Legal – Commercial. Nathalie has been admitted to the Paris Bar and has legal qualifications from University Paris I – Panthéon Sorbonne and Paris XI in France and the University of Kent in the UK. Nathalie has been General Counsel of Subsea 7 S.A. since April 2012.

*Current directorships and senior management positions .....*

*Chairperson: In several subsidiaries of Subsea 7 S.A.*

*Board member: Seaway 7 ASA and in several subsidiaries of Subsea 7 S.A.*

*Senior management position: General Counsel of Subsea 7 S.A.*

*Previous directorships and senior management positions last five years .....*

*Chairperson: In several subsidiaries of Subsea 7 S.A.*

*Board member: In several subsidiaries of Subsea 7 S.A.*

### **Monica Bjørkmann, Board Member**

Monica is the Vice President of Subsea 7 Norway AS. She has more than 25 years of experience in the oil and gas service industry. Monica has had several roles within the Subsea 7 S.A. Group, working in Norway, UK and Australia. She holds a degree in economics, marketing, entrepreneurial and strategy studies from the University of Stavanger and the Aalborg University in Denmark. Monica is also a Chairperson of Norwegian Oil and Gas Association, as well as Head of the Top Manager's Forum for Suppliers, and Managing Director of Subsea 7 Norway AS' entities.

*Current directorships and senior management positions .....*

*Chairperson: Norwegian Oil and Gas Association*

*Board member: Seaway 7 ASA.*

*Senior management positions: Head of the Top International Manager's Forum for Suppliers, Vice President of Subsea 7 Norway AS and CEO in several subsidiaries of Subsea 7 S.A.*

*Previous directorships and senior management positions last five years .....*

*Board member: Norwegian Energy Partners (NORWEP) and International Research Institute of Stavanger (IRIS).*

All the Board Members are independent from the Company's Management. Rune Magnus Lundetræ is independent of the Company's large shareholders (shareholders holding more than 10% of the shares in the Company) and significant business relations. Kristian Siem, John Evans Nathalie Louys and Monica Bjørkmann are independent of the Company's large shareholders and significant business relations other than Subsea 7 S.A. due to their positions as the chairperson of the board of directors of Subsea 7 S.A., the Chief Executive Officer of Subsea 7 S.A., the General Counsel of Subsea 7 S.A. and Vice President of Subsea 7 Norway AS. The Company is listed on Euronext Growth Oslo, which is not a regulated market, and is thus not subject to the independency requirements of the Norwegian Code of Practice for Corporate Governance (the “Code”) dated 14 October 2021.

### 11.2.3 Shares and warrants held by the Board Members

As of the date of this Prospectus the Board Members hold the following number of Shares and warrants in the Company:

Name	Position	Shares	Warrants
Rune Magnus Lundetræ ..	Chairperson	*	407,574
Kristian Siem.....	Board Member	-	-
John Evans .....	Board Member	-	-
Nathalie Louys .....	Board Member	-	-
Monica Bjørkmann .....	Board Member	-	-

\*Rune Magnus Lundetræ is chairperson of the board of directors and a shareholder of 33.33% in Turbin Capital AS, which holds 1,042,155 Shares in the Company.

## 11.3 Management

### 11.3.1 Overview

The Management of the Company consists of five individuals. The names of the members of the Management as at the date of this Prospectus and their respective positions are presented in the table below:

Name	Position	Position held since
Stuart Fitzgerald.....	CEO	2021
Mark Hodgkinson .....	CFO	2021
Harke Jan Meek.....	CCO	2021
Maria Eidesvik.....	Vice President – Europe & US	2022
Lloyd Duthie.....	Vice President – UK & Asia	2022
Torgeir E. Ramstad.....	EVP Vessels & Offshore Resources	2021

The Company's registered office, at Askekroken 11, 0277 Oslo, Norway, serves as the business address for the Management in relation to their positions in the Company.

The Company has entered into a transitional service agreement (the “TSA”) with the Majority Shareholder for the Majority Shareholder to provide legal, financial reporting, tax, treasury, insurance, internal audit, IT, HR, procurement, technical and HSSEQ support and services. The support services may be requested by the Company through a service order and are intended to be provided as interim support only until the Company is capable of performing these functions independently or procures them elsewhere. The term of the agreement is for an indefinite period and the TSA may be terminated by either party at any time with ninety (90) days prior written notice. The TSA is arranged on arm's length terms.

### 11.3.2 Brief biographies of the members of Management

Set out below are brief biographies of the Management, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of the Management is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

#### Stuart Fitzgerald, Chief Executive Officer

Stuart Fitzgerald began his career with a specialist marine engineering consultancy, progressing to Worley Engineering in Australia and Brunei. Stuart joined Subsea 7 S.A. in 1998 and held operating and leadership positions within engineering, project management, and sales, at a Norway regional level until 2009, when he was appointed Vice President for Norway. From 2014 to 2018 he held the roles of Vice President Sales and Marketing and subsequently Vice President Strategy and Technology. In January 2018, Stuart joined the Subsea 7 S.A. executive team as Executive Vice President responsible for Strategy and Commercial and then from 2019 for Alliances and Strategy, including the role of CEO for the Subsea Integration Alliance between Subsea 7 S.A. and OneSubsea, a Schlumberger company. Stuart has a Bachelor of Engineering degree in Mechanical Engineering and a Bachelor of Science degree in Applied Mathematics from Monash University in Melbourne, Australia.

*Current directorships and senior management positions last five years .....* *Chairperson: Several subsidiaries of Seaway 7 ASA and Subsea 7 S.A.*

*Board member: Several subsidiaries of Subsea 7 S.A.*

*Senior management positions: Chief Executive Officer in Seaway 7 ASA.*

*Previous directorships and senior management positions last five years .....* *Senior management positions: Chief Executive Officer in Subsea Integration Alliance. Executive Vice President Alliances and Strategy, Executive Vice President Strategy and Commercial and Vice President Strategy and Technology in Subsea 7 S.A.*

### **Mark Hodgkinson, Chief Financial Officer**

Before joining Seaway7 Mark Hodgkinson was VP Treasury and Commercial Finance at Subsea 7 S.A. Prior to this he was Group Treasurer at First Quantum Minerals – a multinational copper mining company, and with Royal Dutch Shell's Group Treasury for eight years, where he was General Manager of Shell's Group Treasury operations in Asia / Pacific based in Singapore. Mark has also worked in the UK and Australian Financial Services sectors in finance, risk management and operational roles. He is a Chartered Accountant (ACA) and a Member of the Association of Corporate Treasurers (FCT).

*Current directorships and senior management positions .....* *Chairperson: Several subsidiaries of Seaway 7 ASA.*

*Board member: Several subsidiaries of Seaway 7 ASA and Subsea 7 S.A.*

*Senior management positions: Chief Financial Officer in Seaway 7 ASA.*

*Previous directorships and senior management positions last five years .....* *Board member: Several subsidiaries of Seaway 7 ASA.*

*Senior management positions: Vice President Treasury and Commercial Finance in Subsea 7 S.A.*

### **Harke Jan Meek, Chief Commercial Officer**

Harke Jan Meek started his career at Shell working on liquefied natural gas projects and progressing to business development roles at SBM offshore and then to senior commercial roles at Heerema Marine Contractors. In 2018 Harke was appointed as Chief Commercial Officer of Seaway7, responsible for strategy, business planning, business development and tendering activities worldwide. Harke holds an MSc degree in Offshore Engineering from Delft University of Technology, Netherlands, and an MBA from the University of Texas, U.S.

*Current directorships and senior management positions last five years .....* *Board member: Several subsidiaries of Seaway 7 ASA.*

*Senior management positions: Chief Commercial Officer in Seaway 7 ASA.*

*Previous directorships and senior management positions last five years .....* *Senior management positions: Chief Commercial Officer of Heerema Marine Contractors Nederland SE.*

### **Maria Eidesvik, Vice President – Europe & US**

Maria's vast experience in the energy industry began at home in Bømlo, Norway, with its active offshore-related work providing a progressive future for her small community. Today, Maria's professional career spans over 15 years of dedication to Acergy and Subsea7. Starting with Acergy in 2007, Maria worked in Cost Control, Tendering, Contracts, and as a Project Services Manager. Between 2013 and 2018, she was the Project Manager on Aasta Hansteen for Equinor and has been the Project Director on Mad Dog 2 for BP since 2018. Since gaining her Master's Degree in Science of Management from IAE Aix-Marseille

Graduate School of Management, Maria has had the opportunity to live in Norway, France, Italy, Portugal, and the United States.

*Current directorships and senior management positions* ..... Chairperson: Baia IV AS.

*Senior management positions:* Vice President – Europe & US in Seaway 7 ASA.

*Previous directorships and senior management positions last five years* ..... None.

### Lloyd Duthie, Vice President – UK & Asia

Lloyd has extensive experience from over 35 years in the energy industry. Before joining Seaway7, he held various positions in the Subsea 7 S.A. Group including Chief Operations Officer for the UK & Canada business, global operational responsibility for welding and pipelay installations, and project management in the UK & Africa. He has worked in renewables for the past six years, most recently overseeing Engineering, Procurement, Construction and Installation (EPCI) Projects within Seaway7. Lloyd holds a Bachelor of Science degree in Engineering from Robert Gordons University in Aberdeen, UK.

*Current directorships and senior management positions* ..... Board member: Several subsidiaries of Seaway 7 ASA.

*Senior management positions:* Vice President – UK & Asia Pacific in Seaway 7 ASA.

*Previous directorships and senior management positions last five years* ..... None.

### Torgeir E. Ramstad, EVP Vessels & Offshore Resources

Torgeir E. Ramstad has extensive top-level management experience from offshore contracting, construction and marine operations in the oil and gas and renewables sectors. Most recently he held the role of Chief Executive Officer of OHT Management AS since 2015. Previously he had various executive roles in Fred. Olsen related companies working within offshore wind. Torgeir holds a M.Sc. degree in Marine Engineering and Naval Architecture from NTNU in Trondheim.

*Current directorships and senior management positions* ..... Chairperson: Several subsidiaries of Seaway 7 ASA.

*Senior management positions:* EVP Vessels & Installation Delivery in Seaway 7 ASA.

*Previous directorships and senior management positions last five years* ..... Senior management positions: Chief Executive Officer of OHT ASA.

#### 11.3.3 Shares held by members of Management

As of the date of this Prospectus, the members of Management hold the following number of Shares and warrants in the Company:

Name	Position	Shares	Warrants
Stuart Fitzgerald.....	CEO	-	-
Mark Hodgkinson .....	CFO	-	-
Harke Jan Meek .....	CCO	-	-
Maria Eidesvik.....	Vice President – Europe & US	-	-
Lloyd Duthie .....	Vice President – UK & Asia	-	-
Torgeir E. Ramstad.....	EVP Vessels & Offshore Resources	397,372	407,574

## 11.4 Remuneration, benefits and other information

### 11.4.1 Remuneration of the Board of Directors

Rune Magnus Lundetræ received a remuneration of NOK 225,000 paid by the Company, for his service as a Board Member for the period from the annual general meeting in 2020 and until the annual general meeting in 2021. The other current Board Members were elected as Board Members at the extraordinary general meeting held on 30 September 2021 and did not receive any remuneration in 2021. The total remuneration paid to the current Board Members in 2021 (in NOK):

Name	Position	Board remuneration
Rune Magnus Lundetræ .....	Chairperson	225,000
Kristian Siem.....	Board Member	-
John Evans .....	Board Member	-
Nathalie Louys .....	Board Member	-
Monica Bjørkmann .....	Board Member	-

At the annual general meeting in 2021 it was resolved that the Board Members shall receive a remuneration of NOK 225,000 for the period from the annual general meeting in 2021 to the annual general meeting in 2022 and the current Board Members that were elected at the extraordinary general meeting on 30 September 2021 are entitled to receive a proportionate part. The proportionate part was paid out in 2022. At the annual general meeting in 2022 it was resolved that the Board Members shall receive a remuneration of NOK 225,000 for the period from the annual general meeting in 2022 to the annual general meeting in 2023. If applicable, the remuneration for the period shall be adjusted pro rata based on the term of service.

### 11.4.2 Remuneration of Management

The remuneration paid to members of Management, since the date of the Business Combination up until the year ended 31 December 2021, was USD 486,200 in salaries and USD 1,024,500 in total remuneration including salary, bonus, pension and other goods, as further specified in the table below (in USD thousands):

Name	Position	Salary <sup>1</sup>	Bonus <sup>1,2</sup>	Pension <sup>1,5</sup>	Other <sup>1,3,4</sup>	Total <sup>1</sup>
Stuart Fitzgerald.....	CEO	149.4	40.4	4.4	127.8	322.0
Mark Hodgkinson.....	CFO	61.7	11.2	6.1	68.3	147.3
Harke Jan Meek.....	CCO	99.9	14.0	8.3	36.4	158.6
Maria Eidesvik.....	Vice President – Europe & US	-	-	-	-	-
Lloyd Duthie.....	Vice President – UK & Asia	-	-	-	-	-
Torgeir E. Ramstad...	EVP Vessels & Offshore Resources	84.0	-	4.6	12.0	100.6

1) Amounts in the table are shown gross before deductions of income taxes and social security costs borne by the employee. Payments are made in GBP, EUR and NOK and the amounts have been translated to USD using an average rate for the year. Amounts represent cash paid in respect of the year.

2) Short-term incentive bonus in respect of performance during the year.

3) Taxable benefits represent the taxable value of benefits provided during the year, including private healthcare insurance and car allowances.

4) Other long-term benefits represent the market value of shares transferred to the participants during the year which vested under the Subsea 7 S.A. Group's 2013 and 2018 Long-term Incentive Plans. The shares were transferred when the participant met the service criteria associated with the plans. Details of the Long-term Incentive Plans can be found in the Subsea 7 S.A. Group's consolidated financial statements.

5) Employer pension contributions represents the cash value of defined pension contribution payments made by the Group during the year.

### 11.4.3 Bonus programs

The Group operates a common annual short-term incentive plan (bonus) with targets set by the Board. The current performance conditions for executive officers are based upon the following metrics: Financial performance, Project performance, Safety performance and Personal objectives. There are no bonus schemes related to the successful completion of the proposed transaction.

### 11.4.4 Share incentive programs

There are no share incentive programs related to the shares in the Company other than the warrants described in Section 12.6 "Convertible instruments, warrants and share options".

### **11.5 Benefits upon termination**

No employee, including any member of Management, has entered into employment agreements which provide for any special benefits upon termination. None of the Board Members has a service contract and none will be entitled to any benefits upon termination.

### **11.6 Loans and guarantees**

The Company has not granted any loans, guarantees or other commitments to any of its Board Members or to any member of the Management.

### **11.7 Employees**

As of 30 June 2022, the Group had an onshore work force of 608 persons of which 81% are permanent staff and 19% are non-permanent staff, and an offshore work force of approximately 400 persons that are indirectly employed.

As of 31 December 2021, the Group had an onshore work force of 593 persons of which 79% were permanent staff and 21% were non-permanent staff, and an offshore work force of approximately 400 persons that are indirectly employed.

As of 31 December 2020, the Group had an onshore work force of 512 persons and an offshore workforce of 412 persons of which 48% were permanent staff and 52% were non-permanent staff.

### **11.8 Pension and retirement benefits**

All employees are included in defined contribution plans, and as such, no amount has been set aside or accrued by the Group to provide pensions, retirement or similar benefits.

### **11.9 Audit committee**

As a company listed on Euronext Growth Oslo, the Company is not required to establish an audit committee pursuant to the Norwegian Public Limited Liability Companies Act and the Company has not established a formal audit committee that complies with the composition requirements set out in section 6-42 of the Norwegian Public Limited Liability Companies Act.

### **11.10 Remuneration committee**

As a company listed on Euronext Growth Oslo, the Company is thus not subject to the Code and the Board has chosen not to appoint a remuneration committee. Matters relating to the remuneration of executive management are discussed by the Board without presence of the CEO or other management representatives.

### **11.11 Conflict of interests and family relationships**

To the Company's knowledge there are currently no actual or potential conflict of interest between the Company and members of the Company's Management and members of the Board of Directors, including any family relationships between such persons, except for:

The Group has entered into agreements with companies ultimately controlled by Subsea 7 S.A. as further described in Section 12.8 "Related party transactions". Four of the Company's Board Members hold positions in the Subsea 7 S.A. Group of companies. Kristian Siem is the chairperson of the board of directors of Subsea 7 S.A., John Evans is the Chief Executive Officer of Subsea 7 S.A., Nathalie Louys is the General Counsel of Subsea 7 S.A. and Monica Bjørkmann is Vice President of Subsea 7 Norway AS.

The Group has entered into agreements with companies ultimately controlled by Siem Industries S.A. as further described in Section 12.8 "Related party transactions". Kristian Siem is the chairperson of the board of directors of Siem Industries S.A.

Rune Magnus Lundetræ, the chairperson of the Company, holds a 50% shareholding in Primato AS and is a member of its board of directors. The Group has entered into an agreement with Primato AS as further described in Section 12.8 "Related party transactions".

### **11.12 Convictions for fraudulent offences, bankruptcy etc.**

None of the members of the Board or Management has during the last five years preceding the date of this Prospectus:

- any convictions in relation to indictable offences or convictions in relation to fraudulent offences;
- received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his/her capacity as a founder, director or senior manager of a company or partner of a limited partnership.

### **11.13 Corporate governance**

The Board of Directors has a responsibility to ensure that the Company has sound corporate governance mechanisms. The Company is listed on Euronext Growth Oslo, which is not a regulated market, and is thus not subject to the Code and is not required to prepare an adherence report. The Company does, however, comply with the main principles of the Code on a voluntary basis with such adjustments as a listing on Euronext Growth Oslo allows for and has prepared an adherence report included in the Consolidated Financial Statements referred to in Section 17.2 “Incorporation by reference” addressing the main principles of and deviations from the Code.

## 12. CORPORATION INFORMATION AND DESCRIPTION OF THE SHARE CAPITAL

### 12.1 Corporate information

The Company's registered name is Seaway 7 ASA and its commercial name is Seaway7. The Company is a public limited liability company organised and existing under the laws of Norway pursuant to the Norwegian Public Limited Liability Companies Act.

The Company was established and incorporated on 21 February 2020 and registered in the NRBE on 3 March 2020 with company registration number 824 695 792. The Company's LEI-code is 984500D47BF2D47T7F41.

The Company's registered office and headquarter is located at Askekroken 11, 0277 Oslo, Norway. The Company's main telephone number of its registered office is +47 21 01 34 50. The Company's website can be found at [www.seaway7.com](http://www.seaway7.com). The content of the website is not incorporated by reference into or otherwise forms part of this Prospectus.

The Company's Shares are listed and traded on Euronext Growth Oslo under the ticker code "SEAW7".

### 12.2 Legal structure

The Company is the parent company of the Group and the operations of the Group are carried out through the Company and its operating subsidiaries.

Below is a list of the Company's wholly-owned subsidiaries:

<b>Company</b>	<b>Country of incorporation</b>	<b>Nature of business</b>	<b>Ownership and voting rights (%)</b>
SHL Contracting France S.A.S.	France	General Trading	100
SHL Contracting Germany GmbH	Germany	General Trading	100
Seaway Heavy Lifting Contracting Limited	Cyprus	General Trading	100
Seaway Heavy Lifting Engineering B.V.	Netherlands	General Trading	100
Seaway Heavy Lifting Limited	Cyprus	General Trading	100
Seaway Heavy Lifting Offshore Crew B.V.	Netherlands	General Trading	100
Seaway Heavy Lifting Shipping Limited	Cyprus	Vessel Owing	100
SHL Stanislav Yudin Limited	Cyprus	Vessel Owing	100
Seaway Offshore Cables GmbH*	Germany	General Trading	100
Seaway Offshore Cables Limited	United Kingdom	General Trading	100
Seaway Vessels B.V	Netherlands	Vessel Owing	100
SHL Contracting UK Limited	United Kingdom	General Trading	100
SHL Contracting US Inc.	United States	General Trading	100
SHL Holding NL B.V.*	Netherlands	Holding	100
SHL Offshore Contractors B.V.	Netherlands	General Trading	100
Seaway Moxie AS*	Norway	Vessel Owing	100
Seaway Aimery AS*	Norway	Vessel Owing	100
Seaway Phoenix AS*	Norway	Vessel Owing	100
Seaway 7 Chartering AS	Norway	General Trading	100
VIND Offshore Installation AS*	Norway	Vessel Owing	100
VOI Option 4 AS	Norway	Special Purpose	100
VOI Option 3 AS	Norway	Special Purpose	100
VOI Option 2 AS	Norway	Special Purpose	100
VOI Option 1 AS	Norway	Special Purpose	100
VOI Management AS	Norway	Special Purpose	100
VOI Vessel 1 AS	Norway	Special Purpose	100
VOI Vessel 2 AS	Norway	Special Purpose	100
Offshore Heavy Transport AS*	Norway	General Trading	100

Company	Country of incorporation	Nature of business	Ownership and voting rights (%)
Seaway Eagle AS	Norway	Vessel Owning	100
Seaway Falcon AS	Norway	Vessel Owning	100
Seaway Albatross AS	Norway	Vessel Owning	100
Seaway Osprey AS	Norway	Vessel Owning	100
Seaway Hawk AS	Norway	Vessel Owning	100
OHT Alfa Lift AS	Norway	Vessel Owning	100
OHT Management AS	Norway	General Purpose	100
OHT Renewables DK A/S	Denmark	General Purpose	100
OHT Renewables UK Limited	United Kingdom	General Purpose	100
OHT USA LLC	United States	General Purpose	100

\* Wholly-owned subsidiaries directly owned by the parent company, Seaway 7 ASA.

### 12.3 Share capital and share capital history

The Company's current share capital is NOK 43,656,257.50 divided into 436,562,575 ordinary Shares with a nominal value of NOK 0.1 each.

All the Shares have been created under the Norwegian Public Limited Liability Companies Act, and are validly issued and fully paid.

The Shares are registered in the Norwegian Central Securities Depository (Nw. *Verdipapirsentralen*) (VPS). The Company's Share Registrar is DNB Issuer Services, a part of DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway. The Shares have ISIN NO 0010893803.

The table below sets forth changes in the Company's share capital for the period covered by the historical financial information included in this Prospectus and up until the date of this Prospectus:

Date	Type of change	Change in issued share capital (NOK)	New issued share capital (NOK)	New no. of issued Shares	Par value per share (NOK)
21 February 2020	Incorporation	30,000.00	30,000.00	1,000	30.00
11 September 2020	Share capital increase	970,020.00	1,000,020.00	33,334	30.00
18 September 2020	Share capital decrease	1,000,020.00	0.00	-	0.00
18 September 2020	Share capital increase	9,376,133.40	9,376,133.40	93,761,334	0.10
24 September 2020	Share capital increase	2,708,670.00	2,708,670.00	27,086,700	0.10
9 December 2020	Share capital increase	104,211.60	104,211.60	1,042,116	0.10
21 December 2020	Share capital increase	34,737.20	34,737.20	347,372	0.10
4 October 2021	Share capital increase*	31,432,505.40	31,432,505.40	314,325,054	0.10

\* Share capital increase through a contribution in-kind related to the Business Combination and as a consequence more than 10 per cent of the share capital has been paid in assets other than in cash.

Other than the abovementioned share capital increases, no other changes in the Company's share capital have occurred in the period covered by the historical financial information.

### 12.4 Ownership structure

As at the date of this Prospectus, the Company has 1,341 shareholders. The Company's 20 largest shareholders are illustrated in the table below:

#	Shareholder	Number of Shares	Per cent of share capital
1	Subsea 7 Blue Space Limited .....	314,325,054	72.00%
2	Songa Capital AS .....	62,510,681	14.32%
3	Lotus Marine AS .....	31,250,653	7.16%
4	Skagen Vekst Verdipapirfond .....	3,700,000	0.85%
5	Klaveness Marine Finance AS .....	2,312,500	0.53%
6	Kontrari AS .....	1,954,726	0.45%
7	Verdipapirfondet Nordea Norge Verd .....	1,875,000	0.43%
8	Turbin Capital AS .....	1,042,115	0.24%
9	Feen Marine AS.....	928,900	0.21%

#	Shareholder	Number of Shares	Per cent of share capital
10	Goldman Sachs & Co. LLC .....	902,990	0.21%
11	Danske Invest Norge Vekst .....	880,000	0.20%
12	Teigen A. Audun .....	876,730	0.20%
13	Tveitå Einar Kristian .....	545,000	0.12%
14	Nordnet Livsforsikring AS .....	534,831	0.12%
15	Morgan Stanley & Co. LLC .....	511,449	0.12%
16	Ulsmo Finans AS .....	500,000	0.11%
17	Encompass Cap Master Fund L.P. ....	404,521	0.09%
18	Clearstream Banking S.A. ....	400,875	0.09%
19	Wieco Invest AS .....	400,000	0.09%
20	Patronia AS .....	398,434	0.09%
	Total top 20 .....	425,699,135	97.64%
	<b>Total shareholding .....</b>	<b>436,562,575</b>	<b>100.00%</b>

Subsea 7 Blue Space Limited, Songa Capital AS and Lotus Marine AS are the only shareholders of the Company holding more than 5 per cent of the Company's Shares as at the date of this Prospectus.

Subsea 7 S.A., through its holdings in Subsea 7 Blue Space Limited, is the ultimate parent company of the Company.

All of the Company's Shares provide equal rights, the major shareholders of the Company do not hold any separate voting rights. There are no specific measures in place regulating the exercise of the influence which follows from holding a majority of the Shares in the Company.

The Company does not have knowledge of any arrangements the operation of which may at a subsequent date result in a change in control of the Company.

The Company does not hold any Shares in treasury as at the date of this Prospectus.

## 12.5 Shareholder rights

The Shares are freely transferable, meaning that a transfer of Shares is not subject to the consent of the Board of Directors or rights of first refusal. The Company has one class of Shares in issue, and in accordance with the Norwegian Public Limited Liability Companies Act, all Shares in that class will provide equal rights in the Company, including the right to any dividends. Each of the Shares carries one vote. The rights attached to the Shares are described further in Section 12.10 "The Articles of Association" and Section 12.11 "Certain aspects of Norwegian corporate law".

## 12.6 Convertible instruments, warrants and share options

Seaway 7 ASA has issued 1,018,935 independent subscription rights, that each give the right to subscribe for one new Share in the Company, at a subscription price of NOK 0.10 (the "**Warrants**"), equivalent to 0.2% of the number of Shares outstanding in the Company as of the date of this Prospectus. The warrants give the holders the right, but not the obligation, to subscribe for additional Shares once the share price reaches a pre-determined value. The warrants are valid for five years from the date of award on 17 September 2020, expiring on 17 September 2025. The share warrants are divided into three tranches; each tranche vests at the share price listed below:

	Number of share warrants	Share price <sup>1</sup> (NOK)
Tranche 1	<b>339,645</b>	<b>24.00</b>
Tranche 2	<b>339,645</b>	<b>28.00</b>
Tranche 3	<b>339,645</b>	<b>32.00</b>

1) The share price, for the purposes of determining whether a tranche vests, is calculated based on a 10-day weighted average as quoted on the exchange on which the Shares are listed.

The Warrants were issued to Torgeir E. Ramstad and Rune Magnus Lundetræ with 407,574 Warrants respectively and to Tom E. Jebsen (previously CFO in OHT ASA) with 203,787 Warrants.

The Warrants are registered with the NRBE and does not carry any special rights in the event of a liquidation or transformation of the Company.

Other than as described above, the Company has not issued any options, warrants, convertible loans or other instruments that would entitle a holder of any such instrument to subscribe for any Shares in the Company.

## 12.7 Outstanding authorisations

### 12.7.1 Authorisation to increase the share capital and to issue Shares

At the annual general meeting held on 20 May 2021, the Board of Directors was granted an authorisation to increase the share capital of the Company, at one or more occasions, by a maximum of NOK 6,111,876.

- 1) *The board is authorized to increase the share capital, in one or several occasions, with up to NOK 6,111,876 by issuance of 61,118,760 new shares, each with a nominal value of up to NOK 0.10 per share.*
- 2) *The authorization will expire at the latest on 20 May 2023.*
- 3) *The board will determine the subscription price.*
- 4) *The shareholders' preferential rights to subscribe shares pursuant to the NPLCA section 10-4, cf. 10-5, may be set aside.*
- 5) *The authorization comprises share capital increase by way of contribution in kind or a right to inflict any special obligations on the Company cf. the NPLCA section 10-2.*

### 12.7.2 Authorisation to acquire treasury Shares

At the annual general meeting held on 8 April 2022, the Board of Directors was granted an authorisation to repurchase the Company's own shares at a total nominal value of NOK 4,365,625.75.

- (i) *The board of directors is authorised pursuant to section 9-4 of the Public Limited Liability Companies Act to acquire shares in the Company ("own shares") on behalf of the Company with an aggregate nominal value of up to NOK 4,365,625.75. The authority also encompasses contractual pledges over own shares.*
- (ii) *When acquiring own shares, the consideration per share may not be less than NOK 0.10 and may not exceed NOK 30.*
- (iii) *The board of directors determines the methods by which own shares can be acquired or disposed of.*
- (iv) *The authority shall remain in force until the annual general meeting in 2023, but in no event later than 30 June 2023.*

## 12.8 Related party transactions

All transactions, agreements and business activities with related parties are determined on an arm's length basis in a manner similar to transactions with third parties.

This Section 12.8 contains a summary of the Group's related party transactions for the period covered by the historical financial information and up to the date of this Prospectus. Additionally, please refer to Section 10.6.2 "Borrowings" and Section 11.3.1 "Overview" above for a description of certain financial agreements entered into with related parties.

### 12.8.1 Related party transactions for the financial years 2021 and 2020

During the financial years 2021 and 2020 the Group undertook the following related party transactions, all of which were conducted on an arm's length basis:

### ***Transactions with the Subsea 7 S.A. Group***

Prior to the Business Combination between the Subsea 7 S.A. Group's Renewables business unit and OHT ASA, on 1 October 2021, members of the Subsea 7 S.A. Group were not considered related parties. Transactions between members of the Subsea 7 S.A. Group and the Subsea 7 S.A. Group's Renewables business unit which have taken place prior to the Business Combination have not been considered related party transactions.

The Group is a non-wholly owned subsidiary of the Subsea 7 S.A. Group and the Group's results are recognised within the Subsea 7 S.A. Group's consolidated financial statements.

Purchases by the Group during the period from completion of the Business Combination and up to 31 December 2021 from companies ultimately controlled by Subsea 7 S.A. including vessel charters, equipment rental, personnel charges and associated services totalling USD 36.4 million.

Revenue generated by the Group during the period from completion of the Business Combination and up to 31 December 2021 from companies ultimately controlled by Subsea 7 S.A. including vessel charters, personnel charges and associated services totalling USD 0.5 million was recognised.

At 31 December 2021, the Group had outstanding balances payable to companies ultimately controlled by Subsea 7 S.A. of USD 153.1 million and a short-term borrowings of USD 64.2 million.

### ***Transactions with the Siem Group***

Mr Siem is a Board Member of Seaway 7 ASA and chairperson of the board of directors of Siem Industries S.A.

Purchases by companies ultimately controlled by Siem Industries S.A., including vessel charters, provision of crew, associated services and property rental totalling USD 9.4 million were made during 2021 (2020: less than USD 0.1 million).

Revenue generated by the Group from companies ultimately controlled by Siem Industries S.A., including equipment rental totalling less than USD 0.1 million was recognised during 2021 (2020: USD 0.1 million).

At 31 December 2021, the Group had outstanding balances payable to a company ultimately controlled by Siem Industries S.A. of less than USD 0.1 million (2020: USD nil).

### ***Transactions with Primato AS***

Mr Lundetræ, the chairperson of Seaway 7 ASA, holds a 50% shareholding in Primato AS and is a member of its board of directors. Payments were made during 2021 to Primato AS in relation to consultancy services totalling USD 0.2 million (2020: USD 0.1 million).

#### **12.8.2 Related party transactions from 1 January 2022 up to the date of the Prospectus**

During the period from 1 January 2022 and up to the date of this Prospectus the Group undertook the following related party transactions, all of which were conducted on an arm's length basis:

### ***Transactions with the Subsea 7 S.A. Group***

Purchases by the Group from companies ultimately controlled by Subsea 7 S.A. including vessel charters, equipment rental and associated services totalled USD 75.5 million for the six months ended 30 June 2022.

Revenue generated by the Group from companies ultimately controlled by Subsea 7 S.A. including vessel charters, equipment rental and associated services of USD 0.7 million was recognised for the six months ended 30 June 2022.

At 30 June 2022, the Group had outstanding balances payable to companies ultimately controlled by Subsea 7 S.A. of USD 167.1 million and a short-term borrowing of USD 119.8 million.

## 12.9 Public takeover bids

The Company's Articles of Association do not contain any provisions that would have the effect of delaying, deferring or preventing a change of control of the Company. The Shares have not been subject to any public takeover bids during the current or last financial year.

As the Company's Shares are listed on Euronext Growth Oslo, which is not a regulated market, the Company and its Shares are not subject to any statutory legislation relating to takeover bids.

## 12.10 The Articles of Association

The Company's Articles of Association are incorporated by reference to this Prospectus, see Section 17.2 "Incorporation by reference". Below is a summary of the provisions in the Articles of Association.

Section	Description
Objective of the Company § 2	Pursuant to Article 2 of the Articles of Association, the Company's business is to engage in offshore-, shipping- and other business activities, including acquisitions, management, mortgaging and sale of capital goods within the offshore and shipping sectors, investment in shares, bonds and partnerships of any kind, as well as participation in and financing of other companies.
Share capital § 3	Pursuant to Article 3 of the Articles of Association, the Company's share capital is NOK 43,656,257.50 divided on 436,562,575 Shares, each with a nominal value of NOK 0.1. The Company's shares shall be registered in the Central Securities Depository (VPS).
Board of Directors § 4	Pursuant to Article 4 of the Articles of Association, the Company's Board of Directors shall consist of between three to seven members, as decided upon by the General Meeting.
Signature § 5	Pursuant to Article 5 of the Articles of Association, the Chairperson of the Board alone or two Board Directors jointly may sign for and on behalf of the Company.
The General Meeting § 6	<p>Pursuant to Article 6 of the Articles of Association, at the Annual General Meeting, the following issues shall be considered and resolved:</p> <ul style="list-style-type: none"> <li>Approval of the Annual Accounts and distribution of dividends.</li> <li>Other matters which according to the law or the Articles of Association is to be decided by the General Meeting.</li> </ul> <p>Documents concerning matters to be considered at the General Meeting, including the documents that pursuant to law shall be included in or be enclosed with the notice of the General Meeting, does not need to be sent to the Shareholders provided that the documents are made available at the Company's website. However, a Shareholder may require to receive the documents concerning matters to be considered at the General Meeting.</p> <p>The Board of Directors may decide that Shareholders who wish to attend at the General Meeting must notify the Company within a specific deadline that cannot expire earlier than five days prior to the General Meeting.</p>

## 12.11 Certain aspects of Norwegian corporate law

### 12.11.1 The general meeting of the shareholders

Under Norwegian law, a company's shareholders exercise supreme authority in the Company through the general meeting.

In accordance with Norwegian law, the annual general meeting of the Company's shareholders is required to be held each year on or prior to 30 June. The following business must be transacted and decided at the annual general meeting:

- approval of the annual accounts and annual report, including the distribution of any dividend; and
- any other business to be transacted at the general meeting by law or in accordance with the Company's Articles of Association.

In addition to the annual general meeting, extraordinary general meetings of shareholders may be held if deemed necessary by the Board. An extraordinary general meeting must also be convened for the consideration of specific matters at the written request of the Company's auditors or shareholders representing a total of at least 5% of the share capital.

Norwegian law requires that written notice of general meetings needs be sent to all shareholders whose addresses are known at least two weeks prior to the date of the meeting. The notice shall set forth the time and date of the meeting and specify the agenda of the meeting. It shall also name the person appointed by the Board to open the meeting. A shareholder may attend general meetings either in person or by proxy. The Company will include a proxy form with its notices of general meetings.

A shareholder is entitled to have an issue discussed at a general meeting if such shareholder provides the Board with a written notice of the issue within seven days before the mandatory notice period, together with a proposal to a draft resolution or a basis for putting the matter on the agenda.

The shareholders of the Company as of the date of the general meeting are entitled to attend the general meeting.

#### 12.11.2 Voting rights

Under Norwegian law and the Articles of Association, each Share carries one vote at general meetings of the Company. No voting rights can be exercised with respect to any treasury Shares held by the Company.

In general, decisions that shareholders are entitled to make under Norwegian law or the Articles of Association may be made by a simple majority of the votes cast. In the case of elections, the persons who obtain the most votes are elected. However, as required under Norwegian law, certain decisions, including resolutions to set aside preferential rights to subscribe in connection with any share issue, to approve a merger or demerger, to amend the Company's Articles of Association, to authorise an increase or reduction in the share capital, to authorise an issuance of convertible loans or warrants or to authorise the Board to purchase shares and hold them as treasury shares or to dissolve the Company, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a general meeting.

Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any Shares or class of Shares, receive the approval by the holders of such Shares or class of Shares as well as the majority required for amending the Articles of Association. Decisions that (i) would reduce the rights of some or all shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of shares, require that at least 90% of the share capital represented at the general meeting of shareholders in question vote in favour of the resolution, as well as the majority required for amending the Articles of Association. Certain types of changes in the rights of shareholders require the consent of all shareholders affected thereby as well as the majority required for amending the Articles of Association. There are no quorum requirements for general meetings.

In general, in order to be entitled to vote at a general meeting, a shareholder must be registered as the owner of Shares in the Company's share register kept by the VPS.

Under Norwegian law, a beneficial owner of Shares registered through a VPS-registered nominee may not be able to vote the beneficial owner's Shares unless ownership is re-registered in the name of the beneficial owner prior to the relevant general meeting. Investors should note that there are varying opinions as to the interpretation of Norwegian law in respect of the right to vote nominee-registered shares. In the Company's view, a nominee may not meet or vote for Shares registered on a nominee account. A shareholder must, in order to be eligible to register, meet and vote for such Shares at the general meeting, transfer the Shares from the nominee account to an account in the shareholder's name. Such registration must appear from a transcript from the VPS at the latest at the date of the general meeting.

#### 12.11.3 Additional issuances and preferential rights

If the Company issues any new Shares, including bonus Shares (i.e. new Shares issued by a transfer from funds that the Company is allowed to use to distribute dividend), the Company's Articles of Association

must be amended, which requires the support of at least (i) two thirds of the votes cast and (ii) two thirds of the share capital represented at the relevant general meeting.

In addition, under Norwegian law, the Company's shareholders have a preferential right to subscribe for the new Shares on a pro rata basis in accordance with their then-current shareholdings in the Company. Preferential rights may be set aside by resolution in a general meeting of shareholders passed by the same vote required to approve amendments of the Articles of Association. Setting aside the shareholders' preferential rights in respect of bonus issues requires the approval of the holders of all outstanding Shares.

The general meeting of the Company may, in a resolution supported by at least (i) two thirds of the votes cast and (ii) two thirds of the share capital represented at the relevant general meeting, authorise the Board to issue new Shares. Such authorisation may be effective for a maximum of two years, and the nominal value of the Shares to be issued may not exceed 50% of the nominal share capital as at the time the authorisation is registered with the Norwegian Register of Business Enterprises (NRBE). The shareholders' preferential right to subscribe for Shares issued against consideration in cash may be set aside by the Board only if the authorisation includes the power for the Board to do so.

Any issue of Shares to shareholders who are citizens or residents of the United States upon the exercise of preferential rights may require the Company to file a registration statement in the United States under U.S. securities law. If the Company decides not to file a registration statement, these shareholders may not be able to exercise their preferential rights.

Under Norwegian law, bonus shares may be issued, subject to shareholder approval and provided, amongst other requirements, that the transfer is made from funds that the Company is allowed to use to distribute dividend. Any bonus issues may be effectuated either by issuing Shares or by increasing the nominal value of the Shares outstanding. If the increase in share capital is to take place by new Shares being issued, these new Shares must be allocated to the shareholders of the Company in proportion to their current shareholdings in the Company.

#### 12.11.4 Minority rights

Norwegian law contains a number of protections for minority shareholders against oppression by the majority, including but not limited to those described in this and preceding and following paragraphs. Any shareholder may petition the courts to have a decision of the Board or general meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. In certain grave circumstances, shareholders may require the courts to dissolve the Company as a result of such decisions. Shareholders holding in the aggregate 5% or more of the Company's share capital have a right to demand that the Company convenes an extraordinary general meeting to discuss or resolve specific matters. In addition, any of the Company's shareholders may in writing demand that the Company place an item on the agenda for any general meeting as long as the Board is notified within seven days before the deadline for convening the general meeting and the demand is accompanied with a proposed resolution or a reason for why the item shall be on the agenda. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if the deadline for issuing notice of the general meeting has not expired.

#### 12.11.5 Rights of redemption and repurchase of Shares

The Company has not issued redeemable shares (i.e. Shares redeemable without the shareholders' consent). The share capital of the Company may be reduced by reducing the nominal value of the Shares or by cancelling Shares. Other than as set out in the Articles of Association, such a decision requires the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at a general meeting. Other than as set out in the Articles of Association, redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares provided that the Board of Directors has been granted an authorization to do so by a general meeting with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate nominal value of treasury Shares so acquired may not exceed 10% of the Company's share capital, and treasury Shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the Shares. The authorisation by the general meeting of

the Company's shareholders cannot be granted for a period exceeding two years. A Norwegian public limited liability company may not subscribe for its own Shares.

#### 12.11.6 Shareholder vote on certain reorganisations

A decision to merge with another company or to demerge requires a resolution of the Company's shareholders at a general meeting passed by at least (i) two-thirds of the votes cast and (ii) two-thirds of the share capital represented at the general meeting. A merger plan, or demerger plan signed by the Board along with certain other required documentation, would have to be available at the business offices or on the web pages of the Company, at least two weeks prior to the general meeting to pass upon the matter. If a shareholder so requires, the Company must also send the documentation to the shareholder free of charge.

#### 12.11.7 Liability of Board Members

Members of the Board owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the Board Members act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Members of the Board may each be held liable for any damage they negligently or wilfully cause the Company. Norwegian law permits the general meeting to discharge any such person from liability, and such a resolution was passed at the Company's annual general meeting in 2021, but such discharge is not binding on the Company if substantially correct and complete information was not provided at the general meeting of the Company's shareholders passing upon the matter. If a resolution to discharge the Company's Board Members from liability or not to pursue claims against such a person has been passed by a general meeting with a smaller majority than that required to amend the Articles of Association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from any proceeds the Company receives as a result of the action. If the decision to discharge any of the Company's Board Members from liability or not to pursue claims against the Board Members is made by such a majority as is necessary to amend the Articles of Association, the minority shareholders of the Company cannot pursue such claim in the Company's name.

#### 12.11.8 Indemnification of Board Members

Neither Norwegian law nor the Articles of Association contains any provision concerning indemnification by the Company of the Board. The Company is permitted to purchase insurance for the Board Members against certain liabilities that they may incur in their capacity as such.

#### 12.11.9 Distribution of assets on liquidation

Under Norwegian law, a company may be liquidated by a resolution of the company's shareholders in a general meeting passed by the same vote as required with respect to amendments to the Articles of Association. The shares rank equally in the event of a return on capital by the company upon liquidation or otherwise.

#### 12.11.10 Compulsory acquisition

Pursuant to the Norwegian Public Limited Liability Companies Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian public limited liability company, as well as 90% or more of the total voting rights, has a right, and each remaining minority shareholder of the issuer has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority shareholder. Through such compulsory acquisition the majority shareholder becomes the owner of the remaining shares with immediate effect.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified

deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court to set the price, or any other objection to the price being offered in a compulsory acquisition, the minority shareholders would be deemed to have accepted the offered price after the expiry of the specified deadline for raising objections to the price offered in the compulsory acquisition.

### **13. SECURITIES TRADING IN NORWAY**

*Set out below is a summary of certain aspects of securities trading in Norway and the possible implications of owning tradable Shares on Euronext Growth Oslo. The summary is based on the rules and regulations in force in Norway as at the date of this Prospectus, which may be subject to changes occurring after such date. This summary does not purport to be a comprehensive description of securities trading in Norway. Investors who wish to clarify aspects of securities trading in Norway should consult with and rely upon their own advisors.*

#### **13.1 Introduction**

The Oslo Børs was established in 1819 and offers the only regulated markets for securities trading in Norway through five different marketplaces; Oslo Børs, Euronext Expand, Euronext Growth Oslo, Nordic ABM and Oslo Connect.

Oslo Børs ASA is 100% owned by Oslo Børs VPS Holding ASA, which was acquired in 2019 by Euronext N.V., a European stock exchange with registered office in Amsterdam and corporate headquarters at La Défense in Greater Paris which operates markets in Amsterdam, Brussels, London, Lisbon, Dublin, Oslo and Paris. Oslo Børs ASA owns 97% of the shares in Fish Pool ASA. Oslo Børs ASA complies with the European code of conduct commitments on service unbundling and accounting separation. Oslo Børs VPS Holding ASA also wholly-owns the Norwegian Central Securities Depository (VPS).

#### **13.2 Trading and settlement**

As of the date of this Prospectus, trading of equities on Oslo Børs is carried out in the electronic trading system Optiq. This proprietary electronic trading system is in use by all markets operated by Euronext, including Euronext Growth Oslo.

Official regular trading for equities on Oslo Børs, including on Euronext Growth Oslo, takes place between 09:00 hours (CEST) and 16:20 hours (CEST) each trading day, with pre-trade period between 08:15 hours (CEST) and 09:00 hours (CEST), closing auction from 16:20 hours (CEST) to 16:25 hours (CEST) and a post-trade period from 16:25 hours (CEST) to 17:30 hours (CEST). Reporting of after exchange trades can be done until 17:30 hours (CEST).

The settlement period for trading on Oslo Børs, including Euronext Growth Oslo, is two trading days (T+2). This means that securities will be settled on the investor's account in the VPS two trading days after the transaction, and that the seller will receive payment after two trading days.

Investment services in Norway may only be provided by Norwegian investment firms holding a license under the Norwegian Securities Trading Act, branches of investment firms from a member state of the EEA or investment firms from outside the EEA that have been licensed to operate in Norway. Investment firms in an EEA member state may also provide cross-border investment services into Norway.

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a license to this effect under the Norwegian Securities Trading Act, or in the case of investment firms in an EEA member state, a license to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the Norwegian FSA or Oslo Børs except for the general obligation of investment firms that are members of Oslo Børs to report all trades in stock exchange listed securities.

#### **13.3 Information, control and surveillance**

Under Norwegian law, Oslo Børs is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of Oslo Børs monitors market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The Norwegian FSA controls the issuance of securities in both the equity and bond markets in Norway and evaluates whether the issuance documentation contains the required information and whether it would otherwise be unlawful to carry out the issuance. Under Norwegian law, a company that is listed on a

Norwegian regulated market or Euronext Growth Oslo, or has applied for listing on such markets, must promptly release any inside information directly concerning the company (i.e. precise information about financial instruments, the issuer thereof or other matters which are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and which are not publicly available or commonly known in the market). A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. Oslo Børs may levy fines on companies violating these requirements.

#### **13.4 The VPS and transfer of shares**

The Company's shareholder register is operated through the VPS. The VPS is the Norwegian paperless centralised securities register. It is a computerised bookkeeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. All transactions relating to securities registered with the VPS are made through computerised book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

The entry of a transaction in the VPS is generally prima facie evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security.

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS control which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the Norwegian FSA on an on-going basis, as well as any information that the Norwegian FSA requests. Further, Norwegian tax authorities may require certain information from the VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

#### **13.5 Shareholder register – Norwegian law**

Under Norwegian law, shares are registered in the name of the beneficial owner of the shares. As a general rule, there are no arrangements for nominee registration, and Norwegian shareholders are not allowed to register their shares in the VPS through a nominee. However, foreign shareholders may register their shares in the VPS in the name of a nominee (bank or other nominee) approved by the Norwegian FSA. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the issuer and to the Norwegian authorities. In case of registration by nominees, the registration in the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions but cannot vote on shares at general meetings on behalf of the beneficial owners.

#### **13.6 Foreign investment in Norwegian shares**

Foreign investors may trade shares listed on Euronext Growth Oslo through any broker that is a member of Oslo Børs, whether Norwegian or foreign.

#### **13.7 Insider trading**

According to Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market or Euronext Growth Oslo, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in article 7 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (“**MAR**”), and as implemented in Norway in accordance with section 3-1 of the Norwegian Securities Trading Act. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions.

### **13.8 Foreign exchange controls**

There are currently no foreign exchange control restrictions in Norway that would potentially restrict the payment of dividends to a shareholder outside Norway, and there are currently no restrictions that would affect the right of shareholders of a Norwegian issuer who are not residents in Norway to dispose of their shares and receive the proceeds from a disposal outside Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the Norwegian FSA have electronic access to the data in this register.

## 14. NORWEGIAN TAXATION

### 14.1 Introduction

The tax legislation in the Company's jurisdiction of incorporation and the tax legislation in the jurisdiction in which the shareholders are resident for tax purposes may have an impact on the income received from the Shares.

The summary regarding Norwegian taxation set out in this Section 14 is based on the laws in force in Norway as of the date of this Prospectus, which may be subject to any changes in law, administrative practice or interpretation occurring after such date. Such changes could possibly be made on a retroactive basis. The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of Shares in the Company. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisers. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be residents in Norway for tax purposes (under domestic tax law or under tax treaties) should specifically consult with and rely upon their own tax advisers with respect to the tax position in their country of residence and the tax consequences related to ceasing to be resident in Norway for tax purposes.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

### 14.2 Taxation of dividends

#### 14.2.1 Norwegian Personal Shareholders

Dividends received by shareholders who are natural persons resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable as ordinary income currently at a rate of 22%, to the extent the dividends exceed a statutory tax-free allowance (Nw. *skjermingsfradrag*). The taxable amount is multiplied by a factor of 1.60, resulting in an effective tax rate of 35.2% (22% x 1.60).

The tax-free allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share (including expenses which are directly attributable to the acquisition, e.g. broker costs etc.) multiplied by a determined risk-free interest rate based on the effective rate of interest on treasury bills (Nw. *statskasseveksler*) with three months' maturity plus 0.5 percentage points, after tax. The allowance is calculated for each calendar year, and is allocated solely to Norwegian Personal Shareholders holding Shares at the expiration of the relevant calendar year. The risk-free interest rate is published in January in the year following the income year. The risk-free interest rate for 2021 was 0.5%.

Norwegian Personal Shareholders who transfer Shares will thus not be entitled to deduct any calculated tax-free allowance related to the year of the transfer when determining the taxable amount in the year of transfer. Any part of the calculated tax-free allowance one year that exceeds the dividend distributed on a share ("**Excess Allowance**") may be carried forward and set off against future dividends received on, or gains upon realization of, the same share.

The Shares will not be qualified for a Norwegian investment savings account (Nw. *aksjesparekonto*) as the Shares are listed on Euronext Growth Oslo.

#### 14.2.2 Norwegian Corporate Shareholders

Shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**") are largely exempt from tax on dividends distributed from the Company, pursuant to the Norwegian participation exemption method (Nw. *fritaksmetoden*). However, unless the Norwegian Corporate Shareholder holds more than 90% of the shares and the voting rights of the company, 3% of the dividend income distributed to the Norwegian Corporate Shareholder is taxable as ordinary income at a rate of 22%, resulting in an effective tax rate of 0.66% (22% x 3%).

#### 14.2.3 Non-Norwegian Personal Shareholders

Dividends distributed to shareholders who are natural persons not resident in Norway for tax purposes ("**Non-Norwegian Personal Shareholders**") are as a general rule subject to withholding tax at a rate of

25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident. The withholding obligation lies with the company distributing the dividends, and the Company assumes this obligation.

Non-Norwegian Personal Shareholders resident within the EEA for tax purposes may apply individually to Norwegian tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share (please see Section 14.2.1 “Norwegian Personal Shareholders” above). However, the tax-free allowance deduction does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

If a Non-Norwegian Personal Shareholder carries out business activities in or managed from Norway and the shares are, in effect, connected to such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Personal Shareholder, as described above.

Non-Norwegian Personal Shareholders who have been deducted a higher withholding tax than set out in an applicable tax treaty, may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted, if certain documentation requirements are met. Non-Norwegian Personal Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming a refund of withholding tax.

#### 14.2.4 Non-Norwegian Corporate Shareholders

Dividends distributed to shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes (“**Non-Norwegian Corporate Shareholders**”) are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident.

Dividends distributed to Non-Norwegian Corporate Shareholders resident within the EEA for tax purposes are exempted from Norwegian withholding tax, provided that the shareholder is the beneficial owner of the shares and is considered to be “genuinely established and performs genuine economic activity” in the relevant EEA jurisdiction for Norwegian tax purposes.

If a Non-Norwegian Corporate Shareholder carries out business activities in or managed from Norway and the shares are, in effect, connected to such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Corporate Shareholder, as described above.

Withholding tax is withheld by the company distributing the dividends. The Company will withhold tax at the general rate of 25%, unless certain documentation requirements have been fulfilled prior to the dividend distribution. If withholding tax has already been withheld, the Non-Norwegian Corporate Shareholders who has suffered a higher withholding tax than set out in an applicable tax treaty, may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted. The same will apply to Non-Norwegian Corporate Shareholders who have suffered withholding tax although qualifying for the Norwegian participation exemption method. Certain documentation requirements must be met to be eligible for a refund.

All Non-Norwegian Corporate Shareholders must document their entitlement to a reduced withholding tax rate by either (i) presenting an approved withholding tax refund application or (ii) present an approval from the Norwegian tax authorities confirming that the recipient is entitled to a reduced withholding tax rate. In addition, certain other documentation requirements must be met, and the relevant documentation must be provided to either the nominee or the account operator registered with the VPS. Non-Norwegian Corporate Shareholders should consult their own advisers regarding the possibility of effectively obtaining a reduced withholding tax rate pursuant to either an applicable tax treaty or the participation exemption method.

### 14.3 Taxation of capital gains on realization of shares

#### 14.3.1 Norwegian Personal Shareholders

Sale, redemption or other disposal of shares is considered a realization for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a disposal of shares is taxable

or tax deductible in Norway. Such capital gain or loss is included in or deducted from the Norwegian Personal Shareholder's ordinary income in the year of disposal. Ordinary income is currently taxable at a rate of 22%. However, the taxable capital gain (after the tax-free allowance reduction, cf. below) or tax deductible loss shall be adjusted by a factor of 1.60, resulting in a marginal effective tax rate of 35.2%.

The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of shares disposed of.

The taxable gain/deductible loss is calculated per share as the difference between the consideration for the share and the Norwegian Personal Shareholder's cost price of the share, including costs incurred in relation to the acquisition or realizations of the share. Norwegian Personal Shareholders are entitled to deduct a statutory tax-free allowance from any capital gain, provided that such allowance has not already been used to reduce taxable dividend income. Please refer Section 14.2.1 "Norwegian Personal Shareholders" above for a description of the calculation of the tax-free allowance. The allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e. any unused allowance exceeding the capital gain upon the realizations of a share will be annulled.

If the Norwegian Personal Shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

The Shares will not be qualified for a Norwegian investment savings account (Nw. *aksjesparekonto*) as the Shares are listed on Euronext Growth Oslo.

#### 14.3.2 Norwegian Corporate Shareholders

Norwegian Corporate Shareholders are generally exempt from tax on capital gains derived from the realization of shares, pursuant to the Norwegian exemption method. Correspondingly, losses upon the realization and costs incurred in connection with the purchase and realization of such shares are not deductible for tax purposes.

#### 14.3.3 Non-Norwegian Personal Shareholders

Gains from the sale or other disposal of shares by a Non-Norwegian Personal Shareholder will not be subject to taxation in Norway unless the shares held by the Non-Norwegian Personal Shareholder are, in effect, connected to business activities carried out in or managed from Norway, or the shares are held by a Non-Norwegian Personal Shareholders who has been a resident of Norway for tax purposes with unsettled/postponed exit tax calculated on the shares at the time of cessation of Norwegian tax residency.

#### 14.3.4 Non-Norwegian Corporate Shareholders

Capital gains derived from the sale or other realization of shares by Non-Norwegian Corporate Shareholders are not subject to taxation in Norway unless the shares held by the Non-Norwegian Corporate Shareholder are, in effect, connected with business activities carried out in or managed from Norway.

### 14.4 Taxation of subscription rights

#### 14.4.1 Norwegian Personal Shareholders

A Norwegian Personal Shareholder's subscription for shares pursuant to a subscription right is not subject to taxation in Norway. Costs related to the subscription for the shares, including the purchase price for any purchased subscription rights, will be added to the cost price of the shares.

Sale and other transfer of subscription rights are considered a realization for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a realization of subscription rights is taxable or tax deductible in Norway and subject to the same taxation as a capital gain or loss generated through realization of shares, reference is made to Section 14.3 "Taxation of capital gains on realization of shares". In general, the cost price for the subscription right is the purchase price for the subscription rights, including costs incurred in relation to the acquisition of the subscription right. However, note that if the Norwegian Personal Shareholder has received a subscription right for shares on the basis of already owning shares, the cost price for the subscription right is set to zero when calculating the taxable gain/deductible loss.

#### 14.4.2 Norwegian Corporate Shareholders

A Norwegian Corporate Shareholder's subscription for shares pursuant to a subscription right is not subject to taxation in Norway. Costs related to the subscription for the shares will be added to the cost price of the shares including the purchase price for any purchased subscription rights.

Sale and other transfer of subscription rights are considered a realization for Norwegian tax purposes. Norwegian Corporate Shareholders are exempt from tax on capital gains derived from the realization of subscription rights qualifying for the Norwegian participation exemption. Losses upon the realization and costs incurred in connection with the purchase and realization of such subscription rights are not deductible for tax purposes.

#### 14.4.3 Non-Norwegian Shareholders

A Non-Norwegian (Personal or Corporate) Shareholder's subscription for shares pursuant to a subscription right is not subject to taxation in Norway.

Capital gains derived by the sale or other transfer of subscription rights by Non-Norwegian Shareholders are not subject to taxation in Norway unless the Non-Norwegian Shareholder holds the subscription rights in connection with business activities carried out or managed from Norway. Such taxation may be limited according to an applicable tax treaty or other specific regulations.

### 14.5 Net wealth tax

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Personal Shareholders. Currently, the net wealth tax rate is 0.95% of the value assessed that exceeds NOK 1.7 million. Further, if the value assessed exceeds NOK 20 million, the marginal net wealth tax rate is 1.1%. The value for assessment purposes for shares traded on Euronext Growth Oslo is per 2022 equal to 75% of their net wealth tax value on 1 January in the income year. The value for assessment purposes for subscription rights to shares is, however, not subject to a valuation discount.

Norwegian Corporate Shareholders are not subject to net wealth tax.

Shareholders not resident in Norway for tax purposes are not subject to Norwegian net wealth tax. Non-Norwegian Personal Shareholders may, however, be liable for Norwegian net wealth tax if the shareholding is, in effect, connected to business activities carried out in or managed from Norway.

### 14.6 VAT and transfer taxes

No VAT, stamp or similar duties are currently imposed in Norway on the transfer or issuance of shares.

### 14.7 Inheritance tax

A transfer of shares through inheritance or as a gift does not give rise to inheritance or gift tax in Norway.

## 15. THE RIGHTS ISSUE

### 15.1 Overview of the Rights Issue

The Rights Issue consists of an offer by the Company to issue 436,562,575 Offer Shares at a Subscription Price of NOK 4.83 per Offer Share, thereby raising gross proceeds of NOK 2,108,597,237.25.

Existing Shareholders will be granted tradable Subscription Rights that, subject to applicable law, provide preferential rights to subscribe for, and be allocated, Offer Shares at the Subscription Price in the Rights Issue. Over-subscription with Subscription Rights will be permitted, however, there can be no assurance that Offer Shares will be allocated for such subscriptions. Subscription in the Rights Issue without Subscription Rights is not permitted other than the Underwriters subscribing for Offer Shares pursuant to their Underwriting Obligation (as defined in Section 15.20 “The Underwriting”).

The Rights Issue is fully underwritten by the Underwriters pursuant to the Underwriting Agreement, as further described in Section 15.20 “The Underwriting”.

The Company has engaged Fearnley Securities AS, with registered business address at Dronning Eufemias gate 8, 0191 Oslo, Norway as Manager, in the Rights Issue

No action will be taken to permit a public offering of the Offer Shares or the Subscription Rights in any jurisdiction outside of Norway. Neither the Subscription Rights or the Offer Shares have been, or will be, registered under the U.S. Securities Trading Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and are being offered and sold: (i) in the United States only to Existing Shareholders who are QIBs as defined in Rule 144A or pursuant to transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and (ii) outside the United States in “offshore transactions” as defined in, and in compliance with, Regulation S.

### 15.2 Reasons for the Rights Issue and the use of proceeds

The net proceeds from the Rights Issue will be NOK 2,064,940,979.75. The net proceeds from the Rights Issue will be used to assist in the funding of the new build vessels, *Seaway Alfa Lift* and the *Seaway Ventus*, which the Group has under construction and for general corporate purposes of the Group.

### 15.3 Timetable

The timetable set out below provides certain indicative key dates for the Rights Issue (subject to shortening or extensions):

Last day of trading in the Shares including Subscription Rights.....	6 October 2022
First day of trading in the Shares excluding Subscription Rights .....	7 October 2022
Record Date .....	10 October 2022
Commencement of Subscription Period.....	at 09:00 hours on 11 October 2022
Trading in Subscription Rights on Euronext Growth Oslo commences....	at 09:00 hours on 11 October 2022
Trading in Subscription Rights ends.....	at 16:30 hours on 19 October 2022
End of Subscription Period.....	at 16:30 hours on 25 October 2022
Allocation of the Offer Shares .....	26 October 2022
Payment Date .....	28 October 2022
Registration of the share capital increase pertaining to the Offer Shares	On or about 3 November 2022
Delivery of the Offer Shares .....	On or about 3 November 2022
Listing and commencement of trading in the Offer Shares on Euronext Growth Oslo .....	On or about 3 November 2022

Note that the Subscription Period cannot be shortened, but the Board of Directors may extend the Subscription Period if this is required by law as a result of the publication of a supplemental prospectus. In the event of an extension of the Subscription Period, the allocation date, the Payment Date and the delivery of Offer Shares will be changed accordingly.

### 15.4 Resolution to issue the Offer Shares

On 6 October 2022, the Company's extraordinary general meeting passed the following resolution to increase the Company's share capital and issue the Offer Shares in connection with the Rights Issue:

- (i) *The share capital is increased with NOK 43,656,257.50, by the issuance of 436,562,575 new shares with a nominal value of NOK 0.1 each.*
- (ii) *Shareholders in the Company as per the end of 6 October 2022, as registered with the Company's shareholders register in the VPS following ordinary T+2 settlement on 10 October 2022 (the "Record Date"), shall have preferential rights to subscribe for the new shares pro rata to their existing holdings of shares. Such shareholders shall receive subscription rights proportionate to the number of shares in the Company that is registered as held by such shareholder as of the Record Date in the VPS, rounded down to the nearest whole subscription right. Each subscription right will give right to subscribe and be allocated 1 new share in the share capital increase.*

*The subscription rights shall be tradable, and admission to trading will be sought on Euronext Growth Oslo as of the start of the subscription period and up until 16:30 (CEST) on the trading day falling four trading days prior to the end of the subscription period.*

*Over-subscription with granted or acquired subscription rights is allowed and shares will be allocated based on such subscription as set out in (v) below. Other than subscriptions from the underwriters set out in item (xiii) below, subscription without subscription rights will not be permitted.*

- (iii) *A prospectus approved by the Financial Supervisory Authority of Norway pursuant to chapter 7 of the Norwegian Securities Trading Act and related secondary legislation shall be prepared in connection with the share capital increase (the "Prospectus"). Unless the board of directors otherwise determines, the Prospectus shall not be registered or approved by authorities outside Norway.*
- (iv) *(The new shares cannot be subscribed for by investors in jurisdictions where such offering in the opinion of the Company would be unlawful or would (in jurisdictions other than Norway) require approval of a prospectus, registration or similar action. The Company (or someone appointed or instructed by it) has the right, but not an obligation, to sell subscription rights issued to shareholders in such jurisdictions against transfer of the net proceeds from such sale to the shareholder as further described in the Prospectus.*
- (v) *Allocation of new shares shall be made by the Company's board of directors. The following allocation criteria shall apply:*
  - a. *shares will be allocated in accordance with granted and acquired subscription rights to subscribers who have validly exercised subscription rights during the subscription period;*
  - b. *any unallocated shares following the allocation under (a) above shall be allocated to subscribers who have over-subscribed on a pro rata basis based on the number of subscription rights exercised by each subscriber;*
  - c. *any unallocated shares following the allocation under (b) above shall be allocated to the underwriters who has not fulfilled their underwriting obligation through subscription for shares in the subscription period, pro rata to their respective underwriting obligation.*
- (vi) *The subscription price in the rights issue shall be NOK 4.83 per share.*
- (vii) *The subscription period shall commence at 09:00 (CEST) on 11 October 2022 and end at 16:30 (CEST) on 25 October 2022, provided however, that the subscription period, if the Prospectus is not approved in time or must be postponed or prolonged as required by law, shall be adjusted accordingly. Any shares not subscribed for at the expiry of the subscription period and, thus, is allocated to the underwriters cf. item (xiii) below, shall be subscribed for by the underwriters within 1 business day after expiry of the subscription period.*

- (viii) *Subscription is made by signing and returning the subscription form that will be included in the Prospectus.*
- (ix) *The due date for payment of the share contribution is 28 October 2022 for new shares subscribed during the subscription period and 1 November 2022 for new shares subscribed pursuant to the underwriting, or 3 and 5 business days respectively after the expiry of the subscription period if the subscription period is postponed or prolonged according to sub-item (vii) above. When subscribing for shares, subscribers domiciled in Norway must grant the Manager a specific power of attorney to debit a stated bank account in Norway for an amount corresponding to the allotted number of shares. Upon allotment, the Manager will debit the subscriber's account for the allotted amount. The debit will take place on or around the due date of payment. Payment of the subscription amount by subscribers without a Norwegian bank account shall be made to a separate bank account.*
- (x) *The new shares will give full shareholder rights in the Company, including the right to dividends, from the time the share capital increase is registered with the Norwegian Register of Business Enterprises.*
- (xi) *Section 3 of the Company's Articles of Association shall be amended to reflect the new share capital and number of shares following the share capital increase.*
- (xii) *The Company's estimated expenses in connection with the share capital increase are approximately NOK 8.0 million, excluding the underwriting fee described in item (xiii) below.*
- (xiii) *An underwriting consortium consisting of the Company's three largest shareholders, Subsea 7 Blue Space Limited, Songa Capital AS and Lotus Marine AS has through a separate agreement with the Company fully underwritten the share capital increase with an aggregate amount of NOK 2,108,597,237.25. As consideration for the underwriting, each of the underwriters will receive an underwriting commission from the Company equal to 1.5% of its underwritten amount, in total approximately NOK 31,628,959.*

### **15.5 Subscription Price**

The Subscription Price in the Rights Issue is NOK 4.83 per Offer Share.

### **15.6 Subscription Period**

The Subscription Period will commence at 09:00 hours (CEST) on 11 October 2022 and end at 16:30 hours (CEST) on 25 October 2022. The Subscription Period may not be shortened, but the Board of Directors may extend the Subscription Period if this is required by law as a result of the publication of a supplemental prospectus.

### **15.7 Record Date for Existing Shareholders**

Shareholders who are registered in the Company's shareholder register in the VPS at the Record Date (10 October 2022) will receive Subscription Rights.

### **15.8 Subscription Rights**

Existing Shareholders will be granted Subscription Rights in the Rights Issue that, subject to applicable law, provide preferential rights to subscribe for, and be allocated, Offer Shares at the Subscription Price. Each Existing Shareholder will be granted one (1) Subscription Right for every one (1) Existing Share registered as held by such Existing Shareholder as of the Record Date. Each Subscription Right will, subject to applicable securities law, give the right to subscribe for, and be allocated, one (1) Offer Share in the Rights Issue. Subscription Rights will not be issued in respect of any Existing Shares held in treasury by the Company.

The Subscription Rights will be credited to and registered on each Existing Shareholder's VPS account on or about 11 October 2022 under ISIN NO 0012720236. The Subscription Rights will be distributed free of charge to Existing Shareholders.

The Subscription Rights may be used to subscribe for Offer Shares in the Rights Issue before the expiry of the Subscription Period on 25 October 2022 at 16:30 hours (CEST) or be sold before 19 October 2022 at 16:30 hours (CEST). Acquired Subscription Rights will give the same right to subscribe for and be allocated Offer Shares as Subscription Rights granted to Existing Shareholders on the basis of their shareholdings on the Record Date.

**The Subscription Rights, including acquired Subscription Rights, must be used to subscribe for Offer Shares before the end of the Subscription Period (i.e. 25 October 2022 at 16:30 hours (CEST)) or be sold before 19 October 2022 at 16:30 hours (CEST). Subscription Rights that are not sold before 19 October 2022 at 16:30 hours (CEST) or exercised to subscribe for Offer Shares before 25 October 2022 at 16:30 hours (CEST) will have no value and lapse without compensation to the holder. Holders of Subscription Rights (whether granted or acquired) should note that subscriptions for Offer Shares must be made in accordance with the procedures set out in this Prospectus and that the grant or acquisition of Subscription Rights does not in itself constitute a subscription for Offer Shares.**

Subscription Rights of Existing Shareholders resident in jurisdictions where the Prospectus may not be distributed and/or with legislation that, according to the Company's assessment, prohibits or otherwise restricts subscription for Shares and Existing Shareholders located in the United States who the Company does not reasonably believe to be a QIB (the “**Ineligible Shareholders**”) will initially be credited to such Ineligible Shareholders' VPS accounts. Such crediting specifically does not constitute an offer to Ineligible Shareholders. The Company will instruct the Manager to, as far as possible, withdraw the Subscription Rights from such Ineligible Shareholders' VPS accounts, and may sell them in the period from and including 11 October 2022 to 16:30 hours (CEST) on 19 October 2022 for the account and risk of such Ineligible Shareholders, unless the relevant Subscription Rights are held through a financial intermediary. See Section 15.12.4 “Subscription” below for a description of the procedures applicable to Subscription Rights held by Ineligible Shareholders through financial intermediaries.

The Manager will use commercially reasonable efforts to procure that the Subscription Rights withdrawn from the VPS accounts of Ineligible Shareholders (and that are not held through financial intermediaries) are sold on behalf of, and for the benefit of, such Ineligible Shareholders during the above period, provided that (i) the Manager is able to sell the Subscription Rights at a price at least equal to the anticipated costs related to the sale of such Subscription Rights, and (ii) the relevant Ineligible Shareholder has not by 16:30 hours (CEST) on 17 October 2022 documented to the Company through the Manager the right to receive the Subscription Rights withdrawn from its VPS account, in which case the Manager shall re-credit the withdrawn Subscription Rights to the VPS account of the relevant Ineligible Shareholder. The proceeds from the sale of the Subscription Rights (if any), after deduction of customary sales expenses, will be credited to the Ineligible Shareholder's bank account registered in the VPS for payment of dividends, provided that the net proceeds attributable to such Ineligible Shareholder amount to or exceed NOK 100. If an Ineligible Shareholder does not have a bank account registered in the VPS, the Ineligible Shareholder must contact the Manager to claim the proceeds. If the net proceeds attributable to an Ineligible Shareholder are less than NOK 100, such amount will be retained for the benefit of the Company. There can be no assurance that the Manager will be able to withdraw and/or sell the Subscription Rights at a profit or at all. Other than as explicitly stated above, neither the Company nor the Manager will conduct any sale of Subscription Rights not sold before 16:30 hours (CEST) on 19 October 2022 or utilised before the end of the Subscription Period.

### **15.9 Trading in Subscription Rights**

The Subscription Rights will be fully tradable and listed on Euronext Growth Oslo with the ticker code “SEAWT” from and including 11 October 2022 at 09:00 hours (CEST) and to and including 19 October 2022 at 16:30 hours (CEST).

**The Subscription Rights will hence only be tradable during part of the Subscription Period.**

Persons intending to trade in Subscription Rights should be aware that the trading in, and exercise of, Subscription Rights by holders who are located in jurisdictions outside of Norway may be restricted or prohibited by applicable securities laws. See Section 16 “Selling and Transfer Restrictions” below for a description of such restrictions.

## 15.10 Subscription procedures

Subscriptions for Offer Shares must be made by submitting a correctly completed Subscription Form as set out in Appendix A to the Manager during the Subscription Period, or may, for subscribers who are residents of Norway with a Norwegian personal identification number, be made online as further described below.

Correctly completed Subscription Forms must be received by the Manager no later than 16:30 hours (CEST) on 25 October 2022 at the following postal or e-mail address, or in case of online subscriptions, be registered by 16:30 hours (CEST) on 25 October 2022:

**Fearnley Securities AS**  
P.O. Box 1158 Sentrum  
N-0107 Oslo, Norway  
Tel: + 47 22 93 60 00  
E-mail: [seaway7@fearnleys.com](mailto:seaway7@fearnleys.com)  
Website: [www.fearnleysecurities.com](http://www.fearnleysecurities.com)

All subscriptions will be treated in the same manner regardless of whether they are submitted by delivery of a Subscription Form or through the Norwegian VPS' online application system.

**Subscribers who are residents of Norway with a Norwegian personal identification number are encouraged to subscribe for Offer Shares through the Norwegian VPS' online subscription system (or by following the link on [www.fearnleysecurities.com](http://www.fearnleysecurities.com) which will redirect the subscriber to the VPS online subscription system).** All online subscribers must verify that they are Norwegian residents by entering their national identity number (*Nw. fødselsnummer*). In addition, the VPS online subscription system is only available for individual persons and is not available for legal entities; legal entities must thus submit a Subscription Form in order to subscribe for Offer Shares. Subscriptions made through the VPS online subscription system must be duly registered before the expiry of the Subscription Period.

None of the Company or the Manager may be held responsible for postal delays, unavailable internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by the Manager. Subscription Forms received after the end of the Subscription Period and/or incomplete or incorrect Subscription Forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company and/or the Manager without notice to the subscriber.

Subscriptions are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after having been received by the Manager, or in the case of subscriptions through the VPS online subscription system, upon registration of the subscription. The subscriber is responsible for the correctness of the information filled into the Subscription Form or, in case of applications through the VPS online subscription system, the online subscription form. By signing and submitting a Subscription Form, or by subscribing via the VPS online subscription system, the subscribers confirm and warrant that they have read this Prospectus and are eligible to subscribe for Offer Shares under the terms set forth herein.

There is no minimum subscription amount for which subscriptions in the Rights Issue must be made. Over-subscription with Subscription Rights (i.e. subscription for more Offer Shares than the number of Subscription Rights held by the subscriber entitles the subscriber to be allocated) is permitted, however, there can be no assurance that the Offer Shares will be allocated for such subscriptions. Subscription without Subscription Rights is not permitted other than the Underwriters subscribing for Offer Shares pursuant to their Underwriting Obligation (as defined in Section 15.20 "The Underwriting").

Multiple subscriptions (i.e. subscriptions on more than one Subscription Form) are allowed. Please note, however, that two separate Subscription Forms submitted by the same subscriber with the same number of Offer Shares subscribed for on both Subscription Forms will only be counted once unless otherwise explicitly stated in one of the Subscription Forms. In case of multiple subscriptions through the VPS online subscription system or subscriptions made both on a Subscription Form and through the VPS online subscription system, all subscriptions will be counted.

### 15.11 Mandatory Anti-Money Laundering Procedures

The Rights Issue is subject to the Norwegian Money Laundering Act of 1 June 2018, No. 23 and the Norwegian Money Laundering Regulations of 14 September 2018, No. 1324 (collectively the “**Anti-Money Laundering Legislation**”).

Subscribers who are not registered as existing customers of the Manager must verify their identity to the Manager in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Subscribers who have designated an existing Norwegian bank account and an existing VPS account on the Subscription Form are exempted, unless verification of identity is requested by the Manager. Subscribers who have not completed the required verification of identity prior to the expiry of the Subscription Period will not be allocated Offer Shares.

Furthermore, participation in the Rights Issue is conditional upon the subscriber holding a VPS account. The VPS account number must be stated in the Subscription Form. VPS accounts can be established with authorised VPS registrars, who can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian FSA. Establishment of a VPS account requires verification of identification to the VPS registrar in accordance with the Anti-Money Laundering Legislation.

### 15.12 Financial intermediaries

#### 15.12.1 General

All persons or entities holding Shares or Subscription Rights through financial intermediaries (e.g., brokers, custodians and nominees) should read this Section 15.12 “Financial intermediaries”. All questions concerning the timeliness, validity and form of instructions to a financial intermediary in relation to the exercise of Subscription Rights should be determined by the financial intermediary in accordance with its usual customer relations procedure or as it otherwise notifies each beneficial shareholder.

Neither the Company nor the Manager are liable for any action or failure to act by a financial intermediary through which Shares are held.

#### 15.12.2 Subscription Rights

If an Existing Shareholder holds Shares registered through a financial intermediary on the Record Date, the financial intermediary will customarily give the Existing Shareholder details of the aggregate number of Subscription Rights to which it will be entitled. The relevant financial intermediary will customarily supply each Existing Shareholder with this information in accordance with its usual customer relations procedures. Existing Shareholders holding Shares through a financial intermediary should contact the financial intermediary if they have received no information with respect to the Rights Issue.

Subject to applicable law, Existing Shareholders holding Shares through a financial intermediary may instruct the financial intermediary to sell some or all of their Subscription Rights, or to purchase additional Subscription Rights on their behalf. See Section 16 “Selling and Transfer Restrictions” for a description of certain restrictions and prohibitions applicable to the sale and purchase of Subscription Rights in certain jurisdictions outside Norway.

Existing Shareholders who hold their Shares through a financial intermediary and who are Ineligible Shareholders will not be entitled to exercise their Subscription Rights but may, subject to applicable law, instruct their financial intermediary to sell their Subscription Rights transferred to the financial intermediary. As described in Section 15.8 “Subscription Rights”, neither the Company nor the Manager will sell any Subscription Rights transferred to financial intermediaries.

#### 15.12.3 Subscription Period and period for trading in Subscription Rights

The time by which notification of exercise instructions for subscription of Offer Shares must validly be given to a financial intermediary may be earlier than the expiry of the Subscription Period. The same applies for instructions pertaining to trading in Subscription Rights and the last day of trading in such rights (which accordingly will be a deadline earlier than 19 October 2022 at 16:30 hours (CEST)). Such deadlines will

depend on the financial intermediary. Existing Shareholders who hold their Shares through a financial intermediary should contact their financial intermediary if they are in any doubt with respect to deadlines.

#### 15.12.4 Subscription

Any Existing Shareholder who is not an Ineligible Shareholder and who holds its Subscription Rights through a financial intermediary and wishes to exercise its Subscription Rights, should instruct its financial intermediary in accordance with the instructions received from such financial intermediary. The financial intermediary will be responsible for collecting exercise instructions from the Existing Shareholders and for informing the Manager of its exercise instructions.

A person or entity who has acquired Subscription Rights that are held through a financial intermediary should contact the relevant financial intermediary for instructions on how to exercise the Subscription Rights.

Please refer to Section 16 “Selling and Transfer Restrictions” below for a description of certain restrictions and prohibitions applicable to the exercise of Subscription Rights in certain jurisdictions outside of Norway.

#### 15.12.5 Method of payment

Any Existing Shareholder who holds its Subscription Rights through a financial intermediary should pay the Subscription Price for the Offer Shares that are allocated to it in accordance with the instructions received from the financial intermediary.

The financial intermediary must pay the Subscription Price in accordance with the instructions in the Prospectus. Payment by the financial intermediary for the Offer Shares must be made to the Manager no later than on the Payment Date (as defined below). Accordingly, financial intermediaries may require payment to be provided to them prior to the Payment Date.

### 15.13 Allocation of the Offer Shares

Allocation of the Offer Shares will take place on or about 26 October 2022 in accordance with the following criteria:

- (i) First, Offer Shares will be allocated in accordance with granted and acquired Subscription Rights to subscribers who have validly exercised Subscription Rights during the Subscription Period;
- (ii) Second, any unallocated Offer Shares following the allocation under (i) above shall be allocated to subscribers who have over-subscribed on a pro rata basis based on the number of Subscription Rights exercised by each subscriber;
- (iii) Finally, any unallocated Offer Shares following the allocation under (ii) above shall be allocated to the Underwriters who has not fulfilled their underwriting obligation through subscription for Offer Shares in the Subscription Period, pro rata to their respective Underwriting Obligation (as defined below).

The Company reserves the right to reject or reduce any subscription for Offer Shares not covered by Subscription Rights. Allocation of fewer Offer Shares than subscribed for by a subscriber will not impact on the subscriber's obligation to pay for the number of Offer Shares allocated.

The preliminary and final results of the Rights Issue is expected to be published on or about 25 October 2022 and on or about 26 October 2022, respectively, in the form of a stock exchange notification from the Company through the Company's site on NewsWeb and on the Company's website ([www.seaway7.com](http://www.seaway7.com)). Notification of allocated Offer Shares are expected to be distributed through the VPS on or about 26 October 2022. Subscribers having access to investor services through their VPS account manager will be able to check the number of Offer Shares allocated to them from 12:00 hours (CEST) on 26 October 2022. Subscribers who do not have access to investor services through their VPS account manager may contact the Manager from 12:00 hours (CEST) on 26 October 2022 to obtain information about the number of Offer Shares allocated to them.

The Offer Shares may not be transferred or traded before they have been fully paid by all subscribers and the share capital increase pertaining to the Rights Issue has been registered with the Norwegian Register of Business Enterprises. Subject to timely payment of the aggregate subscription amount in the Rights Issue, it is expected that the Company's new share capital following the Rights Issue will be registered with the Norwegian Register of Business Enterprises on or about 3 November 2022 and that Offer Shares will be delivered to subscribers to whom they are allocated on or about the same date. Subject to the aforementioned, the Offer Shares are expected to be tradable on Euronext Growth Oslo on or about 3 November 2022.

#### **15.14 Payment for the Offer Shares**

The payment for Offer Shares allocated to a subscriber falls due on 28 October 2022 (the “**Payment Date**”). Payment must be made in accordance with the requirements set out in this Section 15.14.

##### **15.14.1 Subscribers who have a Norwegian bank account**

Subscribers who have a Norwegian bank account must, and will by signing the Subscription Form or by submitting the online subscription registration for subscriptions through the VPS online subscription system, provide the Manager with a one-time irrevocable authorisation to debit a specified bank account with a Norwegian bank for the amount payable for the Offer Shares which are allocated to the subscriber.

The specified bank account is expected to be debited on or after the Payment Date. The Manager are only authorised to debit such account once, but reserves the right to make up to three debit attempts, and the authorisation will be valid for up to seven working days after the Payment Date.

The subscriber furthermore authorises the Manager to obtain confirmation from the subscriber's bank that the subscriber has the right to dispose over the specified account and that there are sufficient funds in the account to cover the payment.

If there are insufficient funds in a subscriber's bank account or if it for other reasons is impossible to debit such bank account when a debit attempt is made pursuant to the authorisation from the subscriber, the subscriber's obligation to pay for the Offer Shares will be deemed overdue.

Payment by direct debiting is a service that banks in Norway provide in cooperation. In the relationship between the subscriber and the subscriber's bank, the standard terms and conditions for “Payment by Direct Debiting – Securities Trading”, which are set out on page 2 of the Subscription Form, will apply, provided, however, that subscribers who subscribe for an amount exceeding NOK 5 million by signing the Subscription Form provide the Manager with a one-time irrevocable authorisation to manually debit the specified bank account for the entire subscription amount.

##### **15.14.2 Subscribers who do not have a Norwegian bank account**

Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the Offer Shares allocated to them is made on or before the Payment Date.

Prior to any such payment being made, the subscriber must contact the Manager for further details and instructions.

##### **15.14.3 Overdue payments**

Overdue payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100, currently 9.25% per annum as of the date of this Prospectus. If a subscriber fails to comply with the terms of payment, the Offer Shares will, subject to the restrictions in the Norwegian Public Limited Liability Companies Act and at the discretion of the Manager, not be delivered to the subscriber.

The Manager, on behalf of the Company, reserves the right, at the risk and cost of the subscriber, at any time, to cancel the subscription and to re-allocate or otherwise dispose of allocated Offer Shares for which payment is overdue, or, if payment has not been received by the third day after the Payment Date, without further notice sell, assume ownership to or otherwise dispose of the allocated Offer Shares on such terms and in such manner as the Manager may decide in accordance with Norwegian law. The subscriber will

remain liable for payment of the subscription amount, together with any interest, costs, charges and expenses accrued and the Manager, on behalf of the Company, may enforce payment for any such amount outstanding in accordance with Norwegian law.

The Company and the Manager further reserve the right (but have no obligation) to have the Manager advance the subscription amount on behalf of subscribers who have not paid for the Offer Shares allocated to them within the Payment Date. The non-paying subscribers will remain fully liable for the subscription amount payable for the Offer Shares allocated to them, irrespective of such payment by the Manager.

#### 15.14.4 Payments in excess of payment obligations

If any subscriber makes a payment in excess of its payment obligation for allocated Offer Shares, or if an amount in excess of its payment obligation for allocated Offer Shares is debited from the account of a subscriber, such subscriber will be contacted by the Manager to arrange for a refund of the excess amount. Subscribers who are of the opinion that they have been debited or paid an amount which exceed their payment obligation may also contact the Manager. Contact information to the Manager is included in Section 15.10 “Subscription procedures” of this Prospectus.

#### 15.15 Delivery and listing of the Offer Shares

Subject to timely payment of the entire subscription amount in the Rights Issue, the share capital increase will be registered with the NRBE on or about 3 November 2022 and delivery of the Offer Shares will take place on or about the same date. The final deadline for registration of the share capital increase pertaining to the Rights Issue in the NRBE, and hence the subsequent delivery of the Offer Shares, is, pursuant to the Norwegian Public Limited Liability Companies Act, three months from the expiry of the subscription period (i.e. 25 January 2023).

All subscribers for Offer Shares must have a valid VPS account to receive the Offer Shares.

Subject to timely payment of entire subscription amount in the Rights Issue and registration of the share capital increase relating to the Rights Issue, trading in the Offer Shares on Euronext Growth Oslo is expected to commence on or about 3 November 2022.

All of the Offer Shares will be subject to admission to trading on Euronext Growth Oslo. The Shares will not be sought or admitted to trading on any other stock exchange, regulated market or multilateral trading facility.

#### 15.16 The rights conferred by the Offer Shares

The Offer Shares issued in the Rights Issue will be ordinary Shares in the Company each having a nominal value of NOK 0.1 and be issued in accordance with the Norwegian Public Limited Liability Companies Act with ISIN NO 0010893803.

#### 15.17 VPS Registration

The Offer Shares will be issued electronically in book-entry form in the VPS with ISIN NO 0010893803, i.e. the same ISIN as the Company's Existing Shares.

The Company's VPS Registrar is DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway.

#### 15.18 National Client Identifier and Legal Entity Identifier

In order to participate in the Rights Issue, applicants will need a global identification code. Physical persons will need a National Client Identifier (“**NCI**”) and legal entities will need a Legal Entity Identifier (LEI-code).

Physical persons need a NCI-code to participate in a financial market transaction. For physical persons with only a Norwegian citizenship, the NCI-code is the 11 digit personal ID (Nw. *fødselsnummer*). If the person in question has multiple citizenships or another citizenship than Norwegian, another relevant NCI-code can be used. Investors are encouraged to contact their bank for further information.

Legal entities need a LEI-code to participate in a financial market transaction. A LEI-code must be obtained from an authorised LEI issuer, which can take some time. Investors should obtain a LEI-code in time for the application. For more information visit [www.gleif.org](http://www.gleif.org).

### 15.19 Dilution

The Company's total number of Shares will increase by 436,562,575 new Shares following the Rights Issue, resulting in a total of 873,125,150 Shares outstanding. Therefore, the dilutive effect for shareholders not participating in the Rights Issue will be approximately 50%.

The Company's total assets (non-current assets and current assets taken together) and liabilities (non-current liabilities and current liabilities taken together) as of 30 June 2022 were USD 1,421.1 million and USD 627.5 million, respectively, which translates to approximately USD 1.82 in net asset value per Share at that date. The Subscription Price for the Offer Shares in the Rights Issue is NOK 4.83 per Offer Share.

### 15.20 The Underwriting

Pursuant to the Underwriting Agreement dated 9 September 2022, the Underwriters have, on a firm commitment basis, undertaken, severally and not jointly, and otherwise on the terms and conditions set out in the Underwriting Agreement, to fully underwrite the Rights Issue, i.e. with an aggregate amount of NOK 2,108,597,237.25 (the “**Underwriting Obligation**”).

Pursuant to the Underwriting Agreement, each Underwriter shall receive an underwriting commission equal to 1.5% of their respective underwriting obligation.

The table below shows the subscription amount each Underwriter has undertaken to underwrite:

<b>Name</b>	<b>Address</b>	<b>Underwritten amount (NOK)</b>	<b>% of total underwritten amount</b>
Subsea 7 Blue Space Limited	East Campus, Prospect Road, Arnhall Business Park, Westhill, Aberdeenshire, AB32 6FE	1,624,129,007.86	77.02%
Songa Capital AS	C/o Arne Blystad AS Haakon VII's gate 7 0161 Oslo	322,994,966.58	15.32%
Lotus Marine AS	C/o Spar Shipping AS Kokstadflaten 30 5257 Kokstad	161,473,262.81	7.66%
<b>Total</b>		<b>2,108,597,237.25</b>	<b>100.00%</b>

The Underwriting Obligation will expire in the event that the Underwriters are not notified of any conditional allocation under the Underwriting Obligation within 31 December 2022.

### 15.21 Net proceeds and expenses related to the Rights Issue

Transaction costs and all other directly attributable costs in connection with the issuance of the Offer Shares will depend on the total amount of Offer Shares issued. If all Offer Shares are issued, total expenses are estimated to NOK 39,628,959 (including the aggregate underwriting fee), thusly resulting in net proceeds of NOK 2,064,940,979.75.

### 15.22 Interests of natural and legal persons involved in the Rights Issue

All of the Underwriters are Existing Shareholders and will receive Subscription Rights which they will exercise to acquire Offer Shares. Each Underwriter will upon completion of the Rights Issue receive an underwriting fee of 1.5% of their respective Underwriting Obligation.

The Manager and/or its affiliates have provided from time to time, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Manager, its employees and any affiliates may currently own Existing Shares in the Company. Further, in connection with the Rights Issue, the Manager, its employees and any affiliate acting as an investor for its own account may receive Subscription Rights (if they are Existing Shareholders) and may exercise its right to take up such Subscription Rights and acquire Offer Shares, and, in that capacity, may retain, purchase

or sell Subscription Rights or Offer Shares and any other securities of the Company or other investments for its own account and may offer or sell such securities (or other investments) otherwise than in connection with the Rights Issue. The Manager does not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Other than the above, the Company is not aware of any material interest, including conflicting ones, of natural and legal persons involved in the Rights Issue.

### **15.23 Participation of major Existing Shareholders and members of the Company's Management or Board of Directors in the Rights Issue**

The Underwriters have pursuant to the Underwriting Agreement undertaken to subscribe for all their Subscription Rights in the Rights Issue, see Section 15.20 “The Underwriting”.

Other than the above, the Company is not aware of whether any major shareholders of the Company or members of the Company's Management, supervisory or administrative bodies intend to subscribe for Offer Shares in the Rights Issue, or whether any person intends to subscribe for more than 5% of the Rights Issue.

### **15.24 Publication of information related to the Rights Issue**

In addition to press releases which will be posted on the Company's website, [www.seaway7.com](http://www.seaway7.com), the Company will use the Oslo Stock Exchange's information system, available at [www.newsweb.no](http://www.newsweb.no), to publish information regarding the Rights Issue.

### **15.25 Product governance**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (MiFID II); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the MiFID II Product Governance Requirements), and disclaiming all and any liability, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the Target Market Assessment).

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining appropriate distribution channels.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Manager will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

### **15.26 Governing Law and Jurisdiction**

The Rights Issue is governed by, and the Offer Shares will be issued pursuant to, Norwegian law. Any dispute arising out of, or in connection with, this Prospectus or the Rights Issue shall be subject to the exclusive jurisdiction of the courts of Norway, with Oslo as legal venue.

## 16. SELLING AND TRANSFER RESTRICTIONS

*This Prospectus does not constitute an offer or grant of, or an invitation to purchase any of, the Subscription Rights or the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering of Subscription Rights or Offer Shares to occur outside of Norway. Accordingly, neither this Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. The Company and the Manager require persons in possession of this Prospectus to inform themselves about and to observe any such restrictions. The Subscription Rights and Offer Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.*

### 16.1 General

As a consequence of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Shares offered or Subscription Rights granted hereby.

The grant of Subscription Rights and issue of Offer Shares to persons resident in or who are citizens of countries other than Norway, may be affected by the laws of the relevant jurisdiction. Investors should consult with their professional advisors as to whether they require any governmental or other consents or need to observe any other formalities to enable them to exercise Subscription Rights and subscribe for Offer Shares.

Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal or restricted to make an offer and, in those circumstances, this Prospectus is for information only and should not be copied or redistributed. Except as otherwise disclosed in this Prospectus, if an investor receives a copy of this Prospectus in any jurisdiction other than Norway, the investor may not treat this Prospectus as constituting an invitation or offer to it, nor should the investor in any event deal in the Subscription Rights or Shares, unless, in the relevant jurisdiction, such an invitation or offer could lawfully be made to that investor, or the Subscription Rights or Shares could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if an investor receives a copy of this Prospectus, the investor should not distribute or send the same, or transfer Subscription Rights or Shares, to any person or in or into any jurisdiction where to do so would or might contravene local securities laws or regulations.

### 16.2 Selling restrictions

#### 16.2.1 United States

The Subscription Rights and/or Offer Shares, as applicable, have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold except: (i) within the United States to QIBs in reliance on Rule 144A; or (ii) to certain persons in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, the Manager has represented and agreed that it has not offered or sold, and will not offer or sell, any of the Offer Shares as part of its allocation at any time other than to QIBs in the United States in accordance with Rule 144A or outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Subscription Rights and/or Offer Shares will be restricted and each purchaser of the Offer Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described under Section 16.2.1 “United States”.

Any offer or sale in the United States will be made by affiliates of the Manager who are broker-dealers registered under the U.S. Exchange Act. In addition, until 40 days after the commencement of the Rights Issue, an offer or sale of Offer Shares within the United States by a dealer, whether or not participating in the Rights Issue, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A of the U.S. Securities Act and in connection with any applicable state securities laws.

### 16.2.2 United Kingdom

This Prospectus and any other material in relation to the Rights Issue described herein is only being distributed to, and is only directed at persons in the United Kingdom who are qualified investors within the meaning of Article 2(e) of the EU Prospectus Regulation, as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018, that are also (i) investment professionals falling within Article 19(5) of the Order; (ii) high net worth entities or other persons falling within Article 49(2)(a) to (d) of the Order; or (iii) persons to whom distributions may otherwise lawfully be made (all such persons together being referred to as Relevant Persons). The Subscription Rights and the Offer Shares are only available to, and any investment or investment activity to which this Prospectus relates is available only to, and will be engaged in only with, Relevant Persons). This Prospectus and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Persons who are not Relevant Persons should not take any action on the basis of this Prospectus and should not rely on it.

### 16.2.3 European Economic Area

In relation to each Relevant Member State, no Subscription Rights or Offer Shares have been offered or will be offered to the public in that Relevant Member State, pursuant to the Rights Issue, except that Subscription Rights and Offer Shares may be offered to the public in that Relevant Member State at any time in reliance on the following exemptions under the EU Prospectus Regulation:

- a) to persons who are “qualified investors” within the meaning of Article 2(e) in the EU Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) per Relevant Member State, with the prior written consent of the Manager for any such offer; or
- c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation;

provided that no such offer of Subscription Rights or Offer Shares shall require the Company or the Manager to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purpose of this provision, the expression an “offer to the public” in relation to any Subscription Rights or Offer Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Rights Issue and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Offer Shares.

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any Subscription Rights or Offer Shares under, the Rights Issue contemplated hereby will be deemed to have represented, warranted and agreed to and with each of the Company and the Manager that it is a qualified investor within the meaning of Article 2(e) of the EU Prospectus Regulation.

This EEA selling restriction is in addition to any other selling restrictions set out in this Prospectus.

### 16.2.4 Additional jurisdictions

#### **Canada**

This Prospectus is not, and under no circumstance is to be construed as, a prospectus, an advertisement or a public offering of the Subscription Rights or Offer Shares in Canada or any province or territory thereof. Any offer or sale of the Subscription Rights or Offer Shares in Canada will be made only pursuant to an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable provincial securities laws or, alternatively, pursuant to an exemption from the dealer registration requirement in the relevant province or territory of Canada in which such offer or sale is made.

## **Hong Kong**

The Subscription Rights and the Offer Shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32) of Hong Kong, or (ii) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies Ordinance (Cap. 32) of Hong Kong, and no advertisement, invitation or document relating to the Subscription Rights or the Offer Shares may be issued or may be in the possession of any person for the purposes of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Subscription Rights or Offer Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made thereunder.

## **Singapore**

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Subscription Rights or Offer Shares, as applicable, may not be circulated or distributed, nor may they be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), (ii) to a relevant person, or any person pursuant to section 275(1A), and in accordance with the conditions, specified in section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

### 16.2.5 Other jurisdictions

The Subscription Rights and the Offer Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into, Japan, Australia or any other jurisdiction in which it would not be permissible to offer the Subscription Rights or the Offer Shares.

In jurisdictions outside the United States and the EEA where the Rights Issue would be permissible, the Subscription Rights and the Offer Shares will only be granted or offered, as applicable, pursuant to applicable exceptions from prospectus requirements in such jurisdictions.

## **16.3 Transfer restrictions**

### 16.3.1 United States

The Subscription Rights and/or Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this section.

Each person exercising Subscription Rights and each purchaser of Offer Shares outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed decision and that:

- The purchaser is authorised to exercise the Subscription Rights and consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Subscription Rights and the Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority or any state of the United States, and are subject to significant restrictions on transfer.

- The purchaser is, and the person, if any, for whose account or benefit the purchaser is exercising Subscription Rights or acquiring the Offer Shares was located outside the United States at the time the buy order for the Subscription Rights or Offer Shares was originated and continues to be located outside the United States and has not purchased the Subscription Rights or Offer Shares for the benefit of any person in the United States or entered into any arrangement for the transfer of the Subscription Rights or Offer Shares to any person in the United States.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not exercise the Subscription Rights or acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- The purchaser is aware of the restrictions on the offer and sale of the Subscription Rights and the Offer Shares pursuant to Regulation S described in this Prospectus.
- The Subscription Rights and the Offer Shares have not been offered to it by means of any “directed selling efforts” as defined in Regulation S.
- The Company shall not recognise any offer, sale, pledge or other transfer of the Offer Shares or exercise of Subscription Rights made other than in compliance with the above restrictions.
- The purchaser acknowledges that the Company, the Manager and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.
- Each purchaser of the Offer Shares or Subscription Rights within the United States pursuant to Rule 144A will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:
  - The purchaser is authorised to consummate the exercise of the Subscription Rights or purchase of the Offer Shares in compliance with all applicable laws and regulations.
  - The purchaser acknowledges that the Subscription Rights or Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
  - The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is exercising Subscription Rights or acquiring such Offer Shares for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution to the Subscription Rights or the Offer Shares.
  - The purchaser is aware that the Subscription Rights and the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act.
  - If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, as the case may be, such Shares may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in accordance with Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.
  - The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not

exercise the Subscription Rights or acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.

- The Subscription Rights and the Offer Shares are “restricted securities” within the meaning of Rule 144(a) (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Subscription Rights or Offer Shares, as the case may be.
- The Company shall not recognise any offer, sale pledge or other transfer of the Offer Shares or exercise of Subscription Rights made other than in compliance with the above-stated restrictions.
- The purchaser acknowledges that the Company, the Manager and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

#### 16.3.2 European Economic Area

Each person in a Relevant Member State (other than, in the case of paragraph (a), persons receiving offers contemplated in this Prospectus in Norway) who receives any communication in respect of, or who acquires any Subscription Rights or Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with the Manager and the Company that:

- a) it is a qualified investor within the meaning of Article 2(e) of the EU Prospectus Regulation; and
- b) in the case of any Subscription Rights or Offer Shares acquired by it as a financial intermediary, as that term is used in Article 5(1) of the EU Prospectus Regulation, (i) the Subscription Rights or Offer Shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Regulation, or in circumstances in which the prior consent of the Manager has been given to the offer or resale; or (ii) where Subscription Rights or Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Shares to it is not treated under the EU Prospectus Regulation as having been made to such persons.

For the purpose of this representation, the expression an “offer to the public” in relation to any Subscription Rights or Offer Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Rights Issue and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Subscription Rights or Offer Shares.

## 17. ADDITIONAL INFORMATION

### 17.1 Advisors

Fearnley Securities AS, with business registration number 945 757 647 and registered business address at Dronning Eufemias gate 8, 0191 Oslo, Norway, is acting as Manager under the Rights Issue.

Advokatfirmaet Wiersholm AS, with business registration number 981 371 593 and registered business address at Dokkveien 1, 0250 Oslo, Norway, is acting as Norwegian legal counsel to the Company in connection with the Rights Issue.

### 17.2 Incorporation by reference

The information incorporated by reference in this Prospectus is set out in the table below. References in the table to “Annex” and “Items” are references to the disclosure requirements as set forth in the EU Prospectus Regulation.

Disclosure Requirement		Reference Document
Annex I, Item 18	Consolidated Financial Statements	Annual Report 2021: <a href="https://www.seaway7.com/wp-content/uploads/2022/03/Seaway-7-ASA-Annual-Report-2021.pdf">https://www.seaway7.com/wp-content/uploads/2022/03/Seaway-7-ASA-Annual-Report-2021.pdf</a>
Annex I, Item 18	Annual report 2020 OHT ASA	Annual report 2020: <a href="https://staging.seaway7.com/wp-content/uploads/2021/09/OHT-ASA-2020-Annual-Report.pdf">https://staging.seaway7.com/wp-content/uploads/2021/09/OHT-ASA-2020-Annual-Report.pdf</a>
Annex I, Item 18	Interim Financial Statements	Interim Financial Statements 30 June 2022: <a href="https://www.seaway7.com/wp-content/uploads/2022/07/SEAW7-Q2-2022-Earnings-Release.pdf">https://www.seaway7.com/wp-content/uploads/2022/07/SEAW7-Q2-2022-Earnings-Release.pdf</a>
Annex I, Item 18	Quarterly report Q3 2021 OHT ASA	Interim Financial Statement 30 September 2021: <a href="https://staging.seaway7.com/wp-content/uploads/2021/11/SEAW7-Q3-2021-Earnings-Release.pdf">https://staging.seaway7.com/wp-content/uploads/2021/11/SEAW7-Q3-2021-Earnings-Release.pdf</a>
Annex I, Item 18	Auditor's report 2021	Auditor's report 2021 on page 98 in the Annual Report 2021: <a href="https://www.seaway7.com/wp-content/uploads/2022/03/Seaway-7-ASA-Annual-Report-2021.pdf">https://www.seaway7.com/wp-content/uploads/2022/03/Seaway-7-ASA-Annual-Report-2021.pdf</a>
Annex I, Item 18	Auditor's report 2020	Auditor's report 2020: <a href="https://www.seaway7.com/wp-content/uploads/2022/10/Auditors-report-2020.pdf">https://www.seaway7.com/wp-content/uploads/2022/10/Auditors-report-2020.pdf</a>
Annex I, Item 19	Articles of Association	Articles of association dated 30 September 2021: <a href="https://www.seaway7.com/wp-content/uploads/2022/09/Seaway-7-ASA-Articles-of-Association-2021-09-30.pdf">https://www.seaway7.com/wp-content/uploads/2022/09/Seaway-7-ASA-Articles-of-Association-2021-09-30.pdf</a>

### 17.3 Documents on display

Copies of the following documents will be available for inspection at the Company's offices at Askekroken 11, 0277 Oslo, Norway during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Prospectus.

- The Company's Articles of Association
- The Company's Certificate of Incorporation.
- The Company's Consolidated Financial Statements for the years ended 31 December 2021 and 2020 and the Company's unaudited Interim Financial Statements for the three and six-month periods ended 30 June 2022.
- This Prospectus.

**18. DEFINITIONS AND GLOSSARY**

In the Prospectus, the following defined terms have the following meanings:

<b>Anti-Money Laundering Legislation</b> .....	The Norwegian Money Laundering Act of 1 June 2018, No. 23 and the Norwegian Money Laundering Regulations of 14 September 2018, No. 1324.
<b>Articles of Association</b> .....	The Company's Articles of Association.
<b>BGs</b> .....	Bank guarantees procured by Subsea 7 S.A.
<b>Board or Board of Directors</b> .....	The Company's Board of Directors.
<b>Board Members</b> .....	The members of the Company's Board of Directors.
<b>BoP</b> .....	Balance of Plant.
<b>Business Combination</b> .....	The Business Combination between OHT ASA (renamed Seaway 7 ASA) and Subsea 7 S.A. Group's Renewables business unit that was completed on 1 October 2021.
<b>Business Combination Agreement</b> .....	The agreement announced on 8 July 2021 by Seaway 7 ASA (formerly named OHT ASA), to combine with the Subsea 7 S.A. Group's Renewables business unit (consisting of the Subsea 7 S.A. Group's fixed offshore wind business), completed on 1 October 2021.
<b>CEST</b> .....	Central European Summer Time.
<b>China Merchants</b> .....	China Merchants Industry Holdings Co., Ltd.
<b>Code</b> .....	The Norwegian Code of Practice for Corporate Governance dated 14 October 2021.
<b>Company</b> .....	Seaway 7 ASA.
<b>Consolidated Financial Statements</b> .....	The Company's Consolidated Financial Statements for the years ended 31 December 2020 and 2021.
<b>CFD</b> .....	Contract for Differences.
<b>Covid-19 or Covid-19 pandemic</b> .....	The global outbreak of the Covid-19 virus as recognized as a pandemic by the World Health Organization in March 2020.
<b>EEA</b> .....	European Economic Area.
<b>EMEA</b> .....	Europe, the Middle East and Africa region.
<b>EPC</b> .....	Engineering, Procurement and Construction.
<b>EPCI</b> .....	Engineering, Procurement, Construction and Installation.
<b>EU Prospectus Regulation</b> .....	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended.
<b>Excess Allowance</b> .....	The calculated tax-free allowance one year that exceeds the dividend distributed on a share.
<b>Existing Shareholder(s)</b> .....	Holders of the Company's Shares as of the Record Date.
<b>Existing Share(s)</b> .....	The Company's Shares as of 6 October 2022.
<b>EY</b> .....	Ernst & Young AS.
<b>Financial Statements</b> .....	The Company's Consolidated Financial Statements for the years ended 31 December 2021 and 2020 and the unaudited Interim Financial Statements for the three and six-month periods ended 30 June 2022 held together.
<b>GDPR</b> .....	The General Data Protection Regulation (EU) 2016/679.

<b>Group</b> .....	The Company together with its subsidiaries.
<b>GW</b> .....	Gigawatt.
<b>HLV(s)</b> .....	Heavy Lift Vessels.
<b>HSSEQ</b> .....	Health, safety, security, environmental and quality.
<b>HTV(s)</b> .....	Heavy Transportation Vessels.
<b>H&amp;M</b> .....	Hull & Machinery.
<b>IFRS</b> .....	The International Financial Reporting Standards as adopted by the EU.
<b>Ineligible Shareholders</b> .....	Existing Shareholders resident in jurisdictions where the Prospectus may not be distributed and/or with legislation that, according to the Company's assessment, prohibits or otherwise restricts subscription for Shares and Existing Shareholders located in the United States who the Company does not reasonably believe to be a QIB.
<b>Interim Financial Statements</b> .....	The Company's unaudited Interim Financial Statements for the three and six-month periods ended 30 June 2022.
<b>ISIN</b> .....	International Securities Identification Number.
<b>IT</b> .....	Information Technology.
<b>LCOE</b> .....	The levelised cost of energy.
<b>LEI</b> .....	Legal Entity Identifier.
<b>Majority Shareholder</b> .....	Subsea 7 S.A., the ultimate parent company of the Group.
<b>MAR</b> .....	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse.
<b>Management</b> .....	The senior management of the Group.
<b>Manager</b> .....	Fearnley Securities AS.
<b>MiFID II</b> .....	EU Directive 2014/65/EU on markets in financial instruments, as amended.
<b>MiFID II Product Governance Requirements</b> ....	Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II and local implementing measures.
<b>MW</b> .....	Megawatt.
<b>NCI</b> .....	National Client Identifier.
<b>Non-Norwegian Corporate Shareholders</b> .....	Shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes.
<b>Non-Norwegian Personal Shareholders</b> .....	Shareholders who are natural persons not resident in Norway for tax purposes.
<b>Norwegian Corporate Shareholders</b> .....	Shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes.
<b>Norwegian FSA</b> .....	The Financial Supervisory Authority of Norway (Nw. <i>Finanstilsynet</i> ).
<b>Norwegian Personal Shareholders</b> .....	Shareholders who are natural persons resident in Norway for tax purposes.
<b>Norwegian Public Limited Liability Companies Act or NPLCA</b> .....	The Norwegian Public Limited Liability Companies Act of 13 June 1997 No. 45, as amended.
<b>Norwegian Securities Trading Act</b> .....	The Norwegian Securities Trading Act of 29 June 2007 No. 75, as amended.
<b>NRBE</b> .....	The Norwegian Register of Business Enterprises (Nw. <i>Foretaksregisteret</i> ).
<b>OECD</b> .....	Organisation for Economic Cooperation and Development.
<b>Offer Share(s)</b> .....	New Shares in the Company with a nominal value of NOK 0.1 issued in connection with the Rights Issue.

<b>Order</b> .....	The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.
<b>O&amp;M</b> .....	Operations and Maintenance.
<b>PCGs</b> .....	Parent Company Guarantees issued by Subsea 7 S.A.
<b>Payment Date</b> .....	28 October 2022.
<b>Prospectus</b> .....	This Prospectus dated 7 October 2022.
<b>PwC</b> .....	PricewaterhouseCoopers AS.
<b>P&amp;I</b> .....	Protection & Indemnity.
<b>RCF</b> .....	Revolving Credit Facility.
<b>Record Date</b> .....	10 October 2022.
<b>Regulation S</b> .....	Regulation S under the U.S. Securities Act.
<b>Relevant Member State</b> .....	Each individual member state of the EEA, other than Norway.
<b>Relevant Persons</b> .....	Persons to whom the Prospectus may lawfully be communicated, falling within Article 19(5) or 49(2)(a) to (d) of the Order or who are “qualified investors” within the meaning of Article 2(e) of the EU Prospectus Regulation.
<b>Rights Issue</b> .....	The fully underwritten Rights Issue of 436,562,575 new Shares in the Company at a subscription price of NOK 4.83 per Offer Share raising gross proceeds of NOK 2,108,597,237.25.
<b>Rule 144A</b> .....	Rule 144A under the U.S. Securities Act.
<b>SBC</b> .....	Shipbuilding contract.
<b>Seaway 7</b> .....	Seaway 7 ASA.
<b>SFA</b> .....	The Securities and Futures Act, Chapter 289 of Singapore.
<b>Shareholder RCF</b> .....	The USD 150 million unsecured revolving credit facility.
<b>Shares</b> .....	The Company's Shares, including the Offer Shares.
<b>Subsea 7 S.A. Group</b> .....	Subsea 7 S.A. together with its subsidiaries.
<b>Subscription Form(s)</b> .....	The subscription form attached to this Prospectus as Appendix A.
<b>Subscription Period</b> .....	The subscription period in the Rights Issue commencing at 09:00 hours (CEST) on 11 October 2022 and ending at 16:30 hours (CEST) on 25 October 2022.
<b>Subscription Price</b> .....	NOK 4.83 per Offer Share.
<b>Subscription Right(s)</b> .....	Transferable subscription rights in the Rights Issue that, subject to applicable law, provide preferential rights to subscribe for, and be allocated, Offer Shares at the at the Subscription Price.
<b>SURF</b> .....	Subsea Umbilicals, Risers & Flowlines
<b>Target Market Assessment</b> .....	A product approval process in accordance with MiFID II.
<b>TSA</b> .....	The transitional service agreement entered into by the Company with the Majority Shareholder for the Majority Shareholder to provide legal, financial reporting, tax, treasury, insurance, internal audit, IT, HR, procurement, technical and HSEQ support and services.
<b>T&amp;I</b> .....	Transportation and Installation.
<b>Underwriters</b> .....	An underwriting syndicate consisting of the Existing Shareholders Subsea 7 Blue Space Limited, Songa Capital AS and Lotus Marine AS.

<b>Underwriting Agreement</b> .....	The underwriting agreement entered into between the Company and the Underwriters dated 9 September 2022.
<b>Underwriting Obligation</b> .....	The Underwriters obligation to fully underwrite the Rights Issue with an aggregate amount of NOK 2,108,597,237.25 in accordance with the Underwriting Agreement.
<b>U.S. Exchange Act</b> .....	The U.S. Securities Exchange Act of 1934, as amended.
<b>U.S. Securities Act</b> .....	The United States Securities Act of 1933, as amended.
<b>Verdipapirsentralen or VPS</b> .....	The Norwegian Central Securities Depository.
<b>VPS Registrar</b> .....	DNB Issuer Services, a part of DNB Bank ASA.
<b>Warrants</b> .....	The 1,018,935 independent subscription rights, issued by the Company, that each give the right to subscribe for one new Share in the Company, at a subscription price of NOK 0.10.
<b>WCA</b> .....	The working capital agreement entered into by the Company with Subsea 7 Treasury (UK) Limited to provide day to day working capital funding to the Company's subsidiaries.
<b>WTG</b> .....	Wind Turbine Generators.
<b>WTIV</b> .....	Wind Turbine Installation Vessels.

**APPENDIX A**

**SUBSCRIPTION FORM IN THE RIGHTS ISSUE**

**SEAWAY 7 ASA  
RIGHTS ISSUE**
**SUBSCRIPTION FORM  
Securities no. ISIN NO 0012720236**

**General information:** The terms and conditions of the rights issue (the "Rights Issue") by Seaway 7 ASA (the "Company") of 436,562,575 new shares in the Company with a nominal value of NOK 0.1 each (the "Offer Shares") pursuant to a resolution by the Company's extraordinary general meeting held on 6 October 2022, are set out in the prospectus dated 7 October 2022 (the "Prospectus"). Terms defined in the Prospectus shall have the same meaning in this subscription form (the "Subscription Form"). All announcements referred to in this Subscription Form will be made through the Oslo Stock Exchange's information system under the Company's ticker "SEAW7". The notice of, and the minutes from, the extraordinary general meeting held on 6 October 2022 (with appendices), the Company's articles of association and the annual accounts and directors' reports for 2021 are available at the Company's registered office at Askekroken 11, 0277 Oslo, Norway.

**Subscription procedures:** The subscription period will commence at 09:00 hours (CEST) on 11 October 2022 and end at 16:30 hours (CEST) on 25 October 2022 (the "Subscription Period"). The Subscription Period may be extended if required by law due to the publication of a supplemental prospectus. Correctly completed Subscription Forms must be received by the Manager set out below, or, in the case of online subscriptions, be registered by no later than 16:30 hours (CEST) on 25 October 2022:

**Fearnley Securities AS**  
P.O 1158 Sentrum  
N-0107 Oslo, Norway  
Tel: +47 22 93 60 00  
E-mail: seaway7@fearnleys.com  
Website: [www.fearnleysecurities.com](http://www.fearnleysecurities.com)

The subscriber is responsible for the correctness of the information filled into the Subscription Form. Subscription Forms received after the expiry of the Subscription Period and/or incomplete or incorrect Subscription Forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company and/or the Manager without notice to the subscriber.

**Subscribers who are Norwegian residents with a Norwegian personal identification number (Nw. fødselsnummer) are encouraged to subscribe for Offer Shares through the VPS online subscription system (or by following the link on [www.fearnleysecurities.com](http://www.fearnleysecurities.com), which will redirect the subscriber to the VPS online subscription system).**

Subscriptions made through the VPS online subscription system must be duly registered before the expiry of the Subscription Period. None of the Company or the Manager may be held responsible for postal delays, internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by the Manager. Subscriptions are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after having been received by the Manager, or in the case of applications through the VPS online subscription system, upon registration of the subscription. By signing and submitting this Subscription Form, or registering a subscription through the VPS online subscription system, the subscriber confirms and warrants to have read the Prospectus and to be eligible to subscribe for Offer Shares under the terms set forth therein.

**Subscription Price:** The subscription price in the Rights Issue is NOK 4.83 per Offer Share (the "Subscription Price").

**Subscription Rights:** The shareholders of the Company as of 6 October 2022, as registered with the Norwegian Central Securities Depository ("Verdipapirsentralen" or the "VPS") at the expiry of 10 October 2022 pursuant to the two days' settlement procedure (the "Record Date"), (the "Existing Shareholders"), will be granted subscription rights (the "Subscription Rights") in the Rights Issue that, subject to applicable law, provide preferential right to subscribe for, and be allocated, Offer Shares at the Subscription Price. The Subscription Rights will be listed and tradable on Euronext Growth Oslo from 09:00 hours (CEST) on 11 October 2022 to 16:30 hours (CEST) on 19 October 2022 under the ticker code "SEAW7". **The subscription rights will hence only be tradable during part of the Subscription Period.** Each Existing Shareholder will be granted one (1) Subscription Right for every one (1) existing Share registered as held by such Existing Shareholder on the Record Date. Subscription Rights acquired during the trading period for the Subscription Rights carry the same right to subscription as the Subscription Rights held by Existing Shareholders. Each Subscription Right will, subject to certain limitations based on applicable laws and regulations, give the right to subscribe for, and be allocated, one (1) Offer Share. Oversubscription with granted and acquired Subscription Rights is allowed. Other than subscriptions from the underwriters based on their underwriting, subscription without Subscription Rights is not permitted.

**Subscription Rights that are not used to subscribe for Offer Shares before the expiry of the Subscription Period (i.e. 25 October 2022 at 16:30 hours (CEST)) or sold before 19 October 2022 at 16:30 hours (CEST) will have no value and will lapse without compensation to the holder.**

**Allocation of Offer Shares:** The Offer Shares will be allocated to the subscribers based on the allocation criteria set out in the Prospectus. The Company reserves the right to reject or reduce any subscription for Offer Shares not covered by Subscription Rights (i.e. over-subscription by subscribers with Subscription Rights) and will only allocate such Offer Shares to the extent that Offer Shares are available to cover over-subscription based on Subscription Rights. Allocation of fewer Offer Shares than subscribed for by a subscriber will not impact on the subscriber's obligation to pay for the number of Offer Shares allocated. Notifications of allocated Offer Shares and the corresponding subscription amount to be paid by each subscriber are expected to be distributed in a letter from the VPS on or about 26 October 2022. Subscribers having access to investor services through their VPS account manager will be able to check the number of Offer Shares allocated to them from 10:00 hours (CEST) on 26 October 2022. Subscribers who do not have access to investor services through their VPS account manager may contact the Manager from 10:00 hours (CEST) on 26 October 2022 to obtain information about the number of Offer Shares allocated to them.

**Payment:** The payment for the Offer Shares allocated to a subscriber falls due on 28 October 2022 (the "Payment Date"). Subscribers who have a Norwegian bank account must, and will by signing the Subscription Form, or registering a subscription through the VPS online subscription system, provide the Manager, or someone appointed by the Manager, with a one-time irrevocable authorisation to debit a specified Norwegian bank account for the amount payable for the Offer Shares which are allocated to the subscriber. The specified bank account is expected to be debited on or after the Payment Date. The Manager, or someone appointed by the Manager, is only authorised to debit such account once, but reserves the right (but has no obligation) to make up to three debit attempts, and the authorisation will be valid for up to seven working days after the Payment Date. Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the Offer Shares allocated to them is made on or before the Payment Date. Prior to any such payment being made, the subscriber must contact the Manager for further details and instructions. Should any subscriber have insufficient funds on his or her account, should payment be delayed for any reason, if it is not possible to debit the account or if payments for any other reasons are not made when due, overdue interest will accrue and other terms will apply as set out under the heading "Overdue and missing payments" below.

**DETAILS OF THE SUBSCRIPTION**

<b>Subscriber's VPS account:</b>	<b>Number of Subscription Rights:</b>	<b>Number of Offer Shares subscribed (incl. over-subscription):</b>	<b>(For broker: consecutive no.):</b>
SUBSCRIPTION RIGHT'S SECURITIES NUMBER: ISIN NO 0012720236		<b>Subscription Price per Offer Share:</b> • NOK 4.83	<b>Subscription amount to be paid:</b> NOK _____

**IRREVOCABLE AUTHORISATION TO DEBIT ACCOUNT (MUST BE COMPLETED BY SUBSCRIBERS WITH A NORWEGIAN BANK ACCOUNT)**

Norwegian bank account to be debited for the payment for Offer Shares allocated (number of Offer Shares allocated x NOK 4.83).	<input type="text"/>
	(Norwegian bank account no. 11 digits)

I/we hereby irrevocably (i) subscribe for the number of Offer Shares specified above subject to the terms and conditions set out in this Subscription Form and in the Prospectus, (ii) authorise and instruct the Manager (or someone appointed by it) acting jointly or severally to on my/our behalf take all actions required to ensure delivery of such Offer Shares to me/us in the VPS, (iii) authorise the Manager to debit my/our bank account as set out in this Subscription Form for the amount payable for the Offer Shares allocated to me/us and (iv) confirm and warrant to have read the Prospectus and that I/we are eligible to subscribe for Offer Shares under the terms set forth therein.

**Place and date**  
Must be dated in the Subscription Period.

**Binding signature**  
The subscriber must have legal capacity. When signed on behalf of a company or pursuant to an authorisation, documentation in the form of a company certificate or power of attorney must be enclosed.

**INFORMATION ABOUT THE SUBSCRIBER (all fields must be completed)**

VPS account number:	
First name:	
Surname / company:	
Street address (for private: home)	

address:	
Post code / district / country:	
Personal ID number / company registration number:	
Legal Entity Identifier ("LEI") / National Client Identifier ("NCI"):	
Norwegian bank account for dividend payments:	
Nationality:	
E-mail address:	
Daytime telephone number:	

## ADDITIONAL GUIDELINES FOR THE SUBSCRIBER

**Regulatory Issues:** In accordance with the Markets in Financial Instruments Directive ("MiFID II") of the European Union, Norwegian law imposes requirements in relation to business investments. In this respect the Manager must categorise all new clients in one of three categories: eligible counterparties, professional and non-professional clients. All subscribers in the Rights Issue who are not existing clients of the Manager will be categorised as non-professional clients. Subscribers can by written request to the Manager ask to be categorised as a professional client if the subscriber fulfils the provisions of the Norwegian Securities Trading Act. For further information about the categorisation, the subscriber may contact the Manager. **The subscriber represents that he/she/it is capable of evaluating the merits and risks of an investment decision to invest in the Company by subscribing for Offer Shares, and is able to bear the economic risk, and to withstand a complete loss, of an investment in the Offer Shares.**

The Manager will receive a consideration from the Company and will in conducting its work have to take into consideration the requirements of the Company and the interests of the investors subscribing under the Rights Issue and the rules regarding inducements pursuant to the requirements of the Norwegian MiFID II Regulations (implementing the European Directive for Markets in Financial Instruments (MiFID II)).

**Selling and Transfer Restrictions:** The attention of persons who wish to acquire Subscription Rights and/or subscribe for Offer Shares is drawn to Section 16 "Selling and transfer restrictions" of the Prospectus. The Company is not taking any action to permit a public offering of the Subscription Rights or the Offer Shares (pursuant to the exercise of the Subscription Rights or otherwise) in any jurisdiction other than Norway. Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus is for information only and should not be copied or redistributed. Persons outside Norway should consult their professional advisors as to whether they are eligible to acquire Subscription Rights and/or subscribe for Offer Shares or require any governmental or other consent or need to observe any other formalities to enable them to acquire Subscription Rights and/or subscribe for Offer Shares. It is the responsibility of any person wishing to acquire Subscription Rights and/or subscribe for Offer Shares under the Rights Issue to satisfy himself/herself/itself as to the full observance of the terms and conditions of the Rights Issue and the laws of any relevant jurisdiction in connection therewith, including obtaining any governmental or other consent which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territories. The Subscription Rights and Offer Shares have not been registered, and will not be registered, under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or under the securities law of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, delivered or transferred, directly or indirectly, within the United States, except pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. Notwithstanding the foregoing, the Offer Shares may be offered to and the Subscription Rights may be exercised by or on behalf of, persons in the United States reasonably believed to be "qualified institutional buyers" ("QIBs") as defined by the U.S. Securities Act, in offerings exempt from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, provided such persons satisfy the Company that they are eligible to participate on such basis. Persons in the United States exercising Subscription Rights to acquire Offer Shares who are permitted to do so in accordance with the foregoing will be required to execute an investor letter in a form acceptable to the Company and the Manager. **Other than persons who are QIBs, no person in the United States may purchase Subscription Rights or otherwise acquire Offer Shares by exercise of Subscription Rights.** The Subscription Rights and Offer Shares have not been and will not be registered under the applicable securities laws of Australia, Canada or Japan and may not be offered, sold, taken up, exercised, resold, delivered or transferred, directly or indirectly, in or into Australia, Canada or Japan or any other jurisdiction in which it would not be permissible to offer the Offer Shares. This Subscription Form does not constitute an offer to sell or a solicitation of an offer to buy Offer Shares in any jurisdiction in which such offer or solicitation is unlawful. A notification of exercise of Subscription Rights and subscription of Offer Shares in contravention of the above restrictions may be deemed to be invalid. By subscribing for the Offer Shares, persons effecting subscriptions will be deemed to have represented to the Company that they, and the persons on whose behalf they are subscribing for the Offer Shares, have complied with the above selling restrictions and will be deemed to have made the applicable representations, acknowledgements, agreements and warranties set forth in Section 16 "Selling and transfer restrictions" of the Prospectus.

**Execution Only:** The Manager will treat the Subscription Form as an execution-only instruction. The Manager is not required to determine whether an investment in the Offer Shares is appropriate or not for the subscriber. Hence, the subscriber will not benefit from the protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

**Information Exchange:** The subscriber acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Commercial Banks Act and foreign legislation applicable to the Manager, there is a duty of secrecy between the different units of the Manager, as well as between the Manager and other entities in the Manager's group. This may entail that other employees of the Manager or the Manager's group may have information that may be relevant to the subscriber and to the assessment of the Offer Shares, but which the Manager will not have access to in their capacity as Manager for the Rights Issue.

**Information Barriers:** The Manager is a securities firm that offers a broad range of investment services. In order to ensure that assignments undertaken in the Manager's corporate finance department are kept confidential, the Manager's other activities, including analysis and stock broking, are separated from the Manager's corporate finance department by information walls. The subscriber acknowledges that the Manager's analysis and stock broking activity may conflict with the subscriber's interests with regard to transactions of the Shares, including the Offer Shares.

**VPS Account and Mandatory Anti-Money Laundering Procedures:** The Rights Issue is subject to the Norwegian Money Laundering Act of 1 June 2018 No. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 No. 1324 (collectively, the "Anti-Money Laundering Legislation"). Subscribers who are not registered as existing customers with the Manager must verify their identity to the Manager in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Subscribers who have designated an existing Norwegian bank account and an existing VPS account on the Subscription Form are exempted, unless verification of identity is requested by the Manager. Subscribers who have not completed the required verification of identity prior to the expiry of the Subscription Period will not be allocated Offer Shares. Participation in the Rights Issue is conditional upon the subscriber holding a VPS account. The VPS account number must be stated on the Subscription Form. VPS accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the European Economic Area (the "EEA"). Establishment of a VPS account requires verification of identity to the VPS registrar in accordance with the Anti-Money Laundering Legislation. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Financial Supervisory Authority of Norway.

**Personal data:** The subscriber confirms that he/she/it has been provided information regarding the Manager's processing of personal data, and that he/she/it is informed that the Manager will process the subscriber's personal data in order to manage and carry out the Rights Issue and the subscription from the subscriber, and to comply with statutory requirements.

The data controller who is responsible for the processing of personal data is the Manager. The processing of personal data is necessary in order to fulfil the subscription and to meet legal obligations. The Norwegian Securities Trading Act and the Anti-Money Laundering Legislation require that the Manager processes and stores information about clients and trades, and controls and documents activities. The subscriber's data will be processed confidentially, but if it is necessary in relation to the purposes, the personal data may be shared between the Manager, the company(ies) participating in the Rights Issue, with companies within the Manager's group, the VPS, stock exchanges and/or public authorities. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it.

If the Manager transfers personal data to countries outside the EEA, that have not been approved by the EU Commission, the Manager will make sure the transfer takes place in accordance with the legal mechanisms protecting the personal data, for example the EU Standard Contractual Clauses.

As a data subject, the subscriber has several legal rights. This includes inter alia the right to access its personal data, and a right to request that incorrect information is corrected. In certain instances, the subscriber will have the right to impose restrictions on the processing or demand that the information is deleted. The subscriber may also complain to a supervisory authority if he/she/it find that the Manager's processing is in breach of the law. Supplementary information on processing of personal data and the applicants' rights can be found at the Manager's website.

**Terms and Conditions for Payment by Direct Debiting - Securities Trading:** Payment by direct debiting is a service the banks in Norway provide in cooperation. In the relationship between the payer and the payer's bank the following standard terms and conditions will apply:

- a) The service "Payment by direct debiting – securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Section C of the account agreement, General terms and conditions for deposit and payment instructions.
- b) Costs related to the use of "Payment by direct debiting – securities trading" appear from the bank's prevailing price list, account information and/or information given in another appropriate manner. The bank will charge the indicated account for costs incurred.
- c) The authorisation for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank that in turn will charge the payer's bank account.
- d) In case of withdrawal of the authorisation for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Norwegian Financial Contracts Act the payer's bank shall assist if the payer withdraws a payment instruction that has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.
- e) The payer cannot authorise payment of a higher amount than the funds available on the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the

funds available, the difference shall immediately be covered by the payer.

- f) The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorisation for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorisation has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.
- g) If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Norwegian Financial Contracts Act.

**National Client Identifier and Legal Entity Identifier:** In order to participate in the Rights Issue, subscribers will need a global identification code. Physical persons will need a National Client Identifier ("**NCI**") and legal entities will need a Legal Entity Identifier ("**LEI**").

**NCI code for physical persons:** Physical persons will need a NCI code to participate in a financial market transaction, i.e. a global identification code for physical persons. For physical persons with only a Norwegian citizenship, the NCI code is the 11 digit personal ID (Nw. *fødselsnummer*). If the person in question has multiple citizenships or another citizenship than Norwegian, another relevant NCI code can be used. Subscribers are encouraged to contact their bank for further information.

**LEI code for legal entities:** Legal entities will need a LEI code to participate in a financial market transaction. A LEI code must be obtained from an authorized LEI issuer, and obtaining the code can take some time. Subscribers should obtain a LEI code in time for the subscription. For more information visit [www.gleif.org](http://www.gleif.org).

**Overdue Payment:** Overdue payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100, currently 9.25% per annum as of the date of the Prospectus. If a subscriber fails to comply with the terms of payment, the Offer Shares will, subject to the restrictions in the Norwegian Public Limited Liability Companies Act, not be delivered to such subscriber. The Manager, on behalf of the Company, reserves the right, at the risk and cost of the subscriber, at any time, to cancel the subscription and to re-allocate or otherwise dispose of allocated Offer Shares for which payment is overdue, or, if payment has not been received by the third day after the Payment Date, without further notice sell, assume ownership to or otherwise dispose of the allocated Offer Shares on such terms and in such manner as the Manager may decide in accordance with Norwegian law. The subscriber will remain liable for payment of the subscription amount, together with any interest, costs, charges and expenses accrued and the Manager, on behalf of the Company, may enforce payment for any such amount outstanding in accordance with Norwegian law. The Company and the Manager further reserve the right (but have no obligation) to have the Manager advance the subscription amount on behalf of subscribers who have not paid for the Offer Shares allocated to them within the Payment Date. The non-paying subscribers will remain fully liable for the subscription amount payable for the Offer Shares allocated to them, irrespective of such payment by the Manager.

**Seaway 7 ASA**  
Askekroken 11,  
0277 Oslo, Norway  
[www.seaway7.com](http://www.seaway7.com)

**Manager**

Fearnley Securities AS  
Dronning Eufemias gate 8  
0191 Oslo, Norway  
[www.fearnleysecurities.com](http://www.fearnleysecurities.com)

**Legal Advisor to the Company**

Advokatfirmaet Wiersholm AS  
Dokkveien 1  
0250 Oslo, Norway  
[www.wiersholm.no](http://www.wiersholm.no)