

Borr Drilling Limited

Application agreement (Equity Offering, 22 March 2018)

General information:

Borr Drilling Limited (“**Borr Drilling**” or the “**Company**”), a public limited liability company incorporated under the laws of Bermuda with registration number 51741 and whose shares are listed on the Oslo Stock Exchange (“**Oslo Børs**”) under ticker code “BDRILL”, intends to offer up to 54,347,827 new shares of USD 0.01 par value (the “**Offer Shares**”) at a subscription price of USD 4.60 per Offer Share (the “**Equity Offering**”).

ABG Sundal Collier ASA, Clarksons Platou Securities AS, Danske Bank, DNB Markets, a part of DNB Bank ASA, Fearnley Securities AS, Skandinaviska Enskilda Banken AB (publ.) Oslo branch and Pareto Securities AS are acting as Joint Lead Managers and Bookrunners (the “**Managers**”) for the Equity Offering.

Structure of the Equity Offering:

The Equity Offering will be divided into two tranches as follows:

Initial Offering/Tranche 1:

The first part of the Equity Offering, to which this Application Agreement relates, will consist of up to 46,707,500 new shares (representing approximately 9.8% of the capital of the Company) (“**Tranche 1**”).

Post-EGM Offering/Tranche 2:

The second part of the Equity Offering will consist of up to 7,640,327 new shares (representing approximately 1.6% of the capital of the Company) (“**Tranche 2**”). Investors who are close associates of Mr. Tor Olav Trøim (who is the Chairman of the Company’s board of directors) (the “**Trøim Subscribers**”) have agreed to subscribe for Offer Shares equivalent to USD 20 million in Tranche 2. Ubon Partners AS, a company in which Fredrik Halvorsen (who is member of the Board) has an ownership interest, has agreed to subscribe for Offer Shares equivalent to USD 10 million in Tranche 2.

These Offer Shares (the “**Tranche 2 Shares**”) will be issued, subscribed for and settled promptly after approval of an increase in the authorised share capital of the Company by the extraordinary general meeting to be held on or about 5 April 2018 (the “**EGM**”). The Tranche 2 Shares will be tradable after approval of a listing prospectus by the Norwegian Financial Supervisory Authority.

All subscribers that are allocated shares, excluding companies that are close associates of Mr. Tor Olav Trøim and Ubon Partners AS, will receive shares that have equal settlement as Tranche 1 of the Equity Offering and the Company, companies that are close associates of Mr. Tor Olav Trøim and the Managers may enter into a share-lending agreement to enable such settlement.

Terms of the Equity Offering:

The Equity Offering will be carried out as a private placement to a limited number of institutional and professional investors located in jurisdictions where applicable securities laws permit such securities offerings to be made without the issue of a prospectus, registration statement or similar documentation and without regulatory approval. Further, the Equity Offering will be made (i) outside the United States in reliance on Regulation S under the United States Securities Act of 1933, as amended, (the “**US Securities Act**”) and (ii) in the United States to “qualified institutional buyers” (“**QIBs**”) as defined in Rule 144A under the US Securities Act as well as to U.S. institutional investors under SEC Rule 15a-6 to the United States Exchange Act of 1934.

All applicants are referred to Exhibit I hereto for further information on, among other things, the selling and transfer restrictions applicable to the Equity Offering, and Exhibit II for applicants who are subject to the provisions set out under “United States:” in Exhibit I.

The proceeds from the Equity Offering will be used to finance the acquisition of Paragon Offshore Limited (“**Paragon**”) which was announced on 22 February 2018 and for general corporate purposes.

The subscription price per Offer Share is USD 4.60 (the “**Subscription Price**”). The minimum subscription amount has been set at the USD equivalent of EUR 100,000. The minimum allocation will be a number of Offer Shares corresponding to the USD equivalent of EUR 100,000. Applications for Offer Shares will be governed by the terms and conditions set out in this application agreement (including its Exhibits) (the “**Application Agreement**”), dated 22 March 2018 and the term sheet (the “**Term Sheet**”) dated 22 March 2018 (referred to as the “**Offering Material**”). The applicant (the “**Applicant**”) hereby confirms receipt and acceptance of the terms set out in the Offering Material. If there is any discrepancy between the different components of the Offering Material, this Application Agreement shall prevail.

Application procedure:

The period during which applications will be received will commence at 16:30 hours CET/11:30am EST on 22 March 2018 and close at 08:00 hours CET/03:00 hours EST on 23 March 2018 (the “**Application Period**”). The Company may, in its own discretion, extend or shorten the Application Period at any time and for any reason. If the Application Period is shortened or extended, the other dates referred to herein may be amended accordingly.

By executing this Application Agreement, or by making an application by taped phone as further described below, the Applicant irrevocably confirms the Applicant’s request to subscribe for the number of Offer Shares at or up to the amount(s) specified by such Applicant at the Subscription Price on the terms and conditions included in the Offering Material, and irrevocably authorizes and instructs the Managers or their appointed representatives, each acting alone, to subscribe for the number of Offer Shares allocated to the Applicant in the Equity Offering (the “**Allocated Shares**”) on behalf of the Applicant, and to take all such other actions deemed appropriate by the Managers, on behalf of the Applicant, to effectuate the transactions contemplated by this Application Agreement, including to ensure delivery of the Offer Shares with the VPS.

This Application Agreement, duly signed, by the Applicant or an authorised signatory of the Applicant (as the case may be), must be received by the Managers by the expiry of the Application Period. The Applicant bears the risk of any postal delays, unavailable internet lines or servers, unavailable fax lines and any other logistical or technical problems that may result in applications not being received in time or at all. The Applicant is also responsible for the correctness of the information on the Application Agreement. In addition, **the Managers may, in their sole discretion, accept applications placed by taped phone within the Application Period provided that the Applicant confirms on the taped phone that it accepts the terms of this Application Agreement. Any application placed by taped phone which does not expressly include such confirmation may be accepted by the Managers in their sole discretion, in which case the application shall be deemed to have been made on the terms and subject to the conditions set out in this Application Agreement Any application made by taped**

phone will be binding for the Applicant in the same manner as an application made in writing. Without limiting the binding nature of applications made by taped phone, the Managers may require that an application placed by taped phone is subsequently confirmed by the execution of this Application Agreement in writing, and may, if the Applicant fails to satisfy such requirement, in its sole discretion, disregard the application, without any liability towards the Applicant. Any application received by the Managers (whether in writing or by taped phone) becomes binding at the end of the Application Period and may not be withdrawn or amended after such time.

Allocation of Offer Shares:

Notification of allotment (the “**Notification**”) will be sent to the Applicant by the Managers on or about 23 March 2018, subject to any changes to the Application Period.

The allocation of the Offer Shares will be made at the discretion of the Board. The Board will use on criteria such as (but not limited to) existing ownership, size and time of the Application, perceived investor quality and investment horizon.

The Company and the Managers may, in their sole discretion, reject or reduce any Application in whole or in part. The final allocation of the Offer Shares will be resolved by the Board, such shares being “**Allocated Shares**”. Allocation of Offer Shares for a lower amount than set out in the Application Agreement does not affect the Applicant’s obligation to subscribe and pay for the Allocated Shares.

Settlement:

The date for settlement of Tranche 1 of the Equity Offering will be on or about 27 March 2018 (the “**Settlement Date**”), subject to any changes to the Application Period and satisfaction of the Conditions (as defined below). Further settlement details will be stated in the Notification. The Applicant shall pay the subscription amount (being the number of Allocated Shares multiplied with the Subscription Price) in accordance with the procedures set out herein and in the Notification. The Managers assume no responsibility for the delivery and payment obligations of the Company and Applicant, respectively. Subject to the satisfaction of the Conditions, the Allocated Shares will be delivered to the Applicant’s VPS account on a delivery versus payment basis on the Settlement Date. The Offer Shares will be tradable on Oslo Børs on the Settlement Date.

All subscribers that are allocated shares, excluding companies that are close associates of Mr. Tor Olav Trøim and Ubon Partners AS, will receive shares that have equal settlement as Tranche 1 of the Equity Offering and the Company, companies that are close associates of Mr. Tor Olav Trøim and the Managers may enter into a share-lending agreement to enable such settlement.

Information / risks / representations and warranties:

By making an Application, the Applicant:

- (a) acknowledges and accepts that no due diligence review or other verification exercises have been performed by or on behalf of the Managers or the Company in connection with the Equity Offering. In particular, the Application accepts that no technical verifications, financial due diligence or evaluation of the Company’s forecasts or budgets have been carried out by or on behalf of the Managers or the Company. The Applicant further acknowledges and accepts the risks associated with the fact that no due diligence have been carried out;
- (b) represents and warrants that it has sufficient knowledge, sophistication and experience in financial and business matters to evaluate the merits and risks of an investment in the Company (by applying for Offer Shares and purchasing Allocated Shares), and further that the Applicant is able to bear the economic risk, and to withstand a complete loss of an investment in the Allocated Shares;
- (c) confirms that it has received the Offering Material and that it has had access to such financial and other information concerning the Company, the Offer Shares and the Allocated Shares as the Applicant has deemed necessary or desirable as a basis for the application for Offer Shares and subscription of Allocated Shares, and has made such investigation with respect thereto as it deems necessary;
- (d) represents and warrants that it has made its own assessments of the Company, the Offer Shares and the terms of the Equity Offering based on the Offering Material and such information as is publicly available, including the Company’s financial statements and continuous disclosures made by the Company on www.newsweb.no, and, to the extent deemed necessary by the Applicant having consulted with its own independent advisors and that the Applicant has satisfied itself concerning the relevant tax, legal, currency and other financial considerations relating to its investment in Allocated Shares;
- (e) the Applicant is aware that neither a prospectus or any similar disclosure document has been prepared in respect of the Equity Offering for Tranche 1 and that the Application is made on such basis. The Applicant is further aware that a prospectus will be prepared in connection with the listing of the Offer Shares in Tranche 2, and agrees to be bound by its Application regardless of the content in such prospectus;
- (f) confirms that it has not relied on representations, warranties, opinions, projections, financial or other information or analysis, if any, supplied to it by any representative of the Company or the Managers or any of their respective affiliates;
- (g) acknowledges and accepts that the Managers expressly disclaim all and any liability in connection with the Applicant’s participation in the Equity Offering and the Applicant understands and expressly agrees that it is applying for Offer Shares, and will subscribe for Allocated Shares, on this basis;
- (h) acknowledges and accepts that all commitments, acceptances, confirmations, representations, warranties and undertakings given by the Applicant pursuant to this Application Agreement are given for the benefit of the Company and the Managers and may be enforced against the Applicant by each of the Company and the Managers.

Conditionality and cancellation:

Completion of Tranche 1 of the Equity Offering is subject to the approval of the Board pursuant to the authorised share capital, while the completion of the Tranche 2 of the Equity Offering is subject to the approval by the EGM (the “**Conditions**”). Further to this, both Tranche 1 and Tranche 2 are subject to (i) the Company resolving to consummate the Equity Offering and allocate the new shares, and (ii) the new shares having been fully paid and legally issued. Each applicant acknowledges that the Equity Offering will be cancelled if the conditions are not fulfilled. The Company and the Managers further reserve the right, at any time and for any reason, to cancel and/or modify the terms of the Equity Offering. Neither the Managers nor the Company will be liable for any cost, losses or other consequences should the Equity Offering be cancelled, or the terms modified, irrespective of the reason for such cancellation or modification.

VPS account:

Any allocation of Offer Shares is conditional upon the Applicant holding a VPS account. The VPS account number must be stated in the Application Agreement. VPS accounts can be established with authorized VPS registrars, who can be Norwegian banks, authorized securities brokers in Norway and Norwegian branches of credit institutions established within the European Economic Area (“**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 authorized by the NFSA.

Please note that Applicants are themselves responsible for notifying changes in registered information on the VPS account directly to the Applicant’s account manager, and that it is the Applicant who is responsible for any consequences of incorrect information being registered on the VPS account. Notices produced by the VPS (including notices of allotment) will be sent to the address registered on the VPS account.

Confidentiality:

The offer to apply for Offer Shares and subscribe for Allocated Shares is personal and cannot be forwarded, transferred or disclosed to any third party. The Applicant hereby undertakes to keep the contents of the Offering Material and any information made available pursuant to it confidential, including but not limited to the fact that any agreement has been entered into, until the completion of the Equity Offering has been resolved and publicly announced by the Company, with the exception of disclosure to applicable authorities as required by rules of any applicable securities exchange or applicable law. The Applicant acknowledges that knowledge of the contemplated Equity Offering or any information related thereto may constitute inside information and, to such extent, agrees to adhere to the restrictions set out in Chapter 3 of the Norwegian Securities Trading Act of 29 June 2007 no. 75 (the "**Norwegian Securities Trading Act**") and any other applicable market abuse legislation relating to inside information and acknowledges that a violation of such legislation is a criminal offence.

Specification of the Application is to be made on the next page. For additional information including selling and transfer restrictions, see Exhibit I "Additional Terms and Conditions for Application". U.S. persons and Applicants purchasing Offer Shares in the United States, are, when applying for Offer Shares, required to give, and execute, in addition to the other parts of this Application Agreement, the additional representations and warranties set out in Exhibit II "Additional Representations and Warranties Required for US Persons or for Applicants Acquiring Offer Shares in the United States".

SPECIFICATION OF APPLICATION

Please specify the number of or USD amount of Offer Shares applied for:

Name of Applicant:	Number of shares applied for at the Offer price (USD 4.60):	USD amount applied for at the Offer Price (USD 4.60):	For the use of the Managers

On the terms and conditions set forth in this Application Agreement (including its Exhibits), the undersigned Applicant hereby (i) confirms the Applicant’s request to subscribe for Offer Shares as stated above on the terms set out in the Offering Materials, (ii) irrevocably authorises and instructs each Manager or their appointed representative, each acting alone, to subscribe for the number of Offer Shares allocated to the Applicant in the Equity Offering on behalf of the Applicant, and to take all such other actions deemed appropriate by the Managers, on behalf of the Applicant, to effectuate the transactions contemplated by this Application Agreement, including to ensure delivery of the Offer Shares with the VPS, and (iii) confirms that it has received and read the Offering Materials, (iv) confirms that the investment in the Offer Shares is made solely at the Applicant’s own risk, (v) confirms that it is not subscribing for or purchasing Offer Shares, either on the Applicant’s own account or for the account of others, in contradiction to the selling and transfer restrictions included in Exhibits I and II, (vi) confirms that it has read and understood, and accepts to be bound by, the entire Application Agreement (including the Exhibits) and (vii) that the Applicant is aware that neither a prospectus or any similar disclosure document has been prepared in respect of the Equity Offering but that a prospectus will be prepared in connection with the listing of Offer Shares, and agrees to be bound by its Application regardless of the content of such prospectus.

INFORMATION ON THE APPLICANT – ALL FIELDS MUST BE COMPLETED

First name	
Surname/company	
Street address	
Post code/district/country	
Personal ID number/organization number	
Nationality	
Tax Country	
VPS account number*	
LEI number**	
E-mail address	
Daytime telephone number	

* To apply for Offer Shares, the Applicant must have a VPS account or a Norwegian custodian. Such an account can only be established by personal appearance with sufficient identification at a VPS book-entry agent or an authorized investment firm.

** LEI is a 20-character alphanumeric code assigned to uniquely identify a legal entity that is a counterparty to a financial transaction.

Application date and place

Must be dated in the Application Period

Binding signature

The Applicant must have legal capacity. When signing by authorisation, documentation in form of company certificate or power of attorney must be enclosed

EXHIBIT I

Additional Terms and Conditions of Application

Selling and transfer restrictions:

General: This Application Agreement 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.

United States: The Applicant hereby confirms that it understands that neither the Offer Shares nor the Allocated Shares have, been, and will be, registered under the U.S. Securities Act and that all are subject to certain restrictions on transfer. Each Applicant that is a “U.S. Person” as defined in Rule 902 (“**Rule 902**”) of Regulation S under the U.S. Securities Act (a “**U.S. Person**”) or that is located in the United States, its territories or possessions (collectively, the “**United States**”) hereby confirms that it is a “qualified institutional buyer” (a “**QIB**”), as defined in, and in reliance on, Rule 144A under the U.S. Securities Act, acquiring the Allocated Shares for its own account or for one or more accounts each of which is a QIB in a transaction exempt from the registration requirements under the U.S. Securities Act. The Applicant confirms that it has received the form of U.S. Investor Representation Letter for QIBs (Exhibit II) to be completed in connection with its Application hereunder and that it is required to execute and deliver said U.S. Investor Representation Letter for QIBs. To the extent required to comply with Rule 144A under the U.S. Securities Act, the Managers may acquire, on a riskless principal basis or otherwise, the Allocated Shares from the Company and resell the Allocated Shares to the Applicant.

Each Applicant that is not a U.S. Person or in the United States is, by executing this Agreement, deemed to represent and warrant to the Company and the Managers that (i) it is not a “U.S. Person” as defined in Rule 902 and is not applying for the Offer Shares for the account or benefit of any U.S. Person; (ii) it will not transfer any of the Allocated Shares within the United States and will not transfer directly or indirectly any of the Allocated Shares to a U.S. Person (as defined in Rule 902) unless an exemption from registration is available; (iii) it is located outside the United States and is not executing this Agreement in order to purchase the Allocated Shares for the benefit of any person in the United States or entered into any arrangement for the purchase of the Allocated Shares to any person in the United States; and (iv) the Offer Shares have not been offered to it by means of any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act.

The Applicant understands and acknowledges that the Company will not recognize any offer, sale, pledge or other transfer of the Offer Shares or Allocated Shares (as the case may be) made other than in compliance with the restrictions on transfer outlined above and in Exhibit II.

The Company agrees that for as long as any of the Offer Shares being offered and the Allocated Shares sold pursuant to the Equity Offering remain outstanding and are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act, if at any time the Company is neither subject to section 13 or section 15(d) under the U.S. Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”) nor exempt from reporting under the U.S. Exchange Act pursuant to Rule 12g3-2(b) thereunder, the Company will furnish to any holder of Allocated Shares or to a prospective purchaser of such shares designated by any such shareholder the information specified in, and meeting the requirements of, Rule 144A(d)(4) under the U.S. Securities Act, upon the written request of any such shareholder.

Canada: The offer of the Offer Shares in Canada is being made only on a private-placement basis, thus exempting it from the requirement that the Company prepare and file a prospectus with the applicable securities regulatory authorities. Each Canadian purchaser who purchases Allocated Shares must be entitled under applicable securities laws to purchase such securities without the benefit of a prospectus qualified under such securities laws; must be an “accredited investor” within the meaning of National Instrument 45-106 – Prospectus and Registration Exemptions and purchasing the Offer Shares as principal or deemed principal for its own account; and must be a “permitted client” within the meaning of National Instrument 31-103 – Registration Requirements and Exemptions. There is currently no public market for the Offer Shares in Canada and any resale of the Offer Shares in Canada must be made in accordance with applicable securities laws.

United Kingdom: Each UK Applicant confirms that it understands that the Equity Offering has only been communicated (a) to persons who have professional experience, knowledge and expertise in matters relating to investments and are “investment professionals” for the purposes of article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (all such persons being referred to as “**relevant persons**”) and (b) only in circumstances where, in accordance with section 86(1)(c) and (d) of the Financial and Services Markets Act 2000 (“**FSMA**”), the requirement to provide an approved prospectus in accordance with the requirement under section 85 FSMA does not apply as the minimum denomination of and subscription for the Offer Shares exceeds EUR 100,000 or an equivalent amount. Any application for the Offer Shares or subscription for Allocated Shares is only available to relevant persons and will be engaged in only with relevant persons and each UK Applicant warrants that it is a relevant person.

Australia and Japan: Neither the Offer Shares nor the Allocated Shares will be registered under the applicable securities laws of Australia or Japan and may not be offered, sold, resold or delivered, directly or indirectly, in or into Australia or Japan except pursuant to an applicable exemption from applicable securities laws.

Norwegian regulatory information: In accordance with the Norwegian MiFID II Regulation of 4 December 2017 no. 1913 and the Norwegian Regulation on supplementary rules to the Norwegian MiFID II and MiFIR Regulations of 20 December 2017 no. 2300 corresponding to Directive 2014/65/EU (the Markets in Financial Instruments Directive) (together referred to as the “**MiFID II Regulations**”), the Managers must categorize all new customers in one of three customer categories; Eligible counterparties, Professional and Non-professional clients. All investors that are applying/subscribing for Offer Shares/Allocated Shares in relation to the Equity Offering, and which are not existing clients of the Managers, must complete the Managers’ Customer Registration Forms and fulfil the relevant provisions of the Norwegian MiFID II Regulations to be categorized as a Professional client. For further information about the categorization, the Applicant may contact the Managers. The Managers will treat the application as an execution-only instruction from the Applicant to apply for Offer Shares, since the Managers is not in the position to determine whether the application for Offer Shares is suitable or not for the Applicant. Hence, the Applicant will not benefit from the corresponding protection of the relevant conduct of business rules in accordance with the Norwegian MiFID II Regulation (implementing the European Directive for Markets in Financial Instruments (MiFID II)).

The Managers will receive a consideration from the Issuer and will in conducting its work have to take into consideration the requirements of the Issuer and the interests of the investors subscribing under the private placement 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)).

Information exchange and barriers: The Applicant acknowledges that, pursuant applicable law there is a duty of confidentiality between the different units of the Managers as well as between the Managers and the other entities in the Managers’ group. This may entail that other employees of the Managers or the Managers’ group have information that may be relevant to the Applicant, but which the Managers will not have access to in its capacity as Managers for the Equity Offering. The Managers are further part of a securities firm that offers a broad range of investment services. In order to ensure that assignments undertaken in certain departments are kept confidential, the other activities, including analysis and stock broking, are separated from the respective departments by information walls. The Applicant acknowledges that the analysis and stock broking activity within the securities firm may conflict with the Applicant’s interests with regard to transactions in the Offer Shares/Allocated Shares as a consequence of such information walls.

Mandatory anti-money laundering procedures: The Equity Offering is subject to the Norwegian Money Laundering Act No. 11 of 6 March 2009 and the Norwegian Money Laundering Regulations No. 302 of 13 March 2009 (collectively the “**Anti-Money Laundering Legislation**”). Applicants who are not registered as existing customers of the Managers must verify their identity to the Managers in accordance with requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Application Agreement are exempted, unless verification of identity is requested by the Managers. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period will not be allocated Offer Shares.

Commission: The Applicant is not allowed to apply or subscribe for Offer Shares by commission or similar arrangements.

Options outstanding: The Company has a stock option program of 10,000,000 options to key employees in the Company, where of 9,205,000 options have been granted. 7,355,000 have a strike price of USD 3.50, 1,200,000 have a strike price of USD 4.00 and 650,000 have a strike price of USD 4.20.

Relation to law, regulations and by-laws: The Applicant has full power and authority to execute and deliver the Application Agreement and to approve these terms and conditions and to apply and subscribe for the Offer Shares and is authorized to pay all amounts it has committed to pay subject to the satisfaction of the terms stated herein for completion of the Equity Offering. The execution and delivery of the Application Agreement has been authorized by all necessary action by the Applicant or on the Applicant's behalf, and the Application Agreement represents valid and binding obligations, enforceable against the Applicant in accordance with its terms. The Applicant bears the full risk for its legal ability to apply for, subscribe, purchase and own Offer Shares in the Company, and its monetary liability under this undertaking will not cease to be effective in the event that subscription and ownership of the Offer Shares would be illegal due to applicable statutory law and regulations. In such event, the Applicant shall fulfil the payment obligations that have been effected and will designate a third party to whom the Offer Shares are to be issued.

Limitation of liability: The Managers hereby, to the fullest extent permissible under applicable law, expressly disclaims any liability whatsoever towards the Applicant in connection with the Equity Offering and the Applicant understands and expressly agrees that it is applying for and subscribing Offer Shares on this basis. The Managers make no undertaking, representation or warranty, express or implied, to the Applicant regarding the accuracy or completeness of the Offering Materials and any other information (whether written or oral), concerning the Company, the Offer Shares or the Equity Offering received by the Applicant whether such information was received through the Managers or otherwise, and the Applicant acknowledges by the Applicant's application that the Applicant has not been induced to enter into this Application Agreement by any representation, warranty or undertaking by any of the aforementioned.

Overdue and missing payments: Overdue payments will be charged with interest at the applicable rate under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100; 8.50% per annum as of the date of this Application Agreement. If the Applicant fails to comply with the terms of payment or should payments not be made when due, the Offer Shares allocated to such Applicant will not be delivered to the Applicant. The Applicant will remain liable for payment of the Offer Shares allocated to it. The Company and the Managers reserve the right in this case to, at any time and at the risk and cost of the Applicant, re-allot, cancel or reduce the application and the allocation of the allocated Offer Shares, or, without further notice sell, assume ownership to or otherwise dispose of the allocated Offer Shares in accordance with applicable law. The Company and the Managers further reserve the right (but have no obligation to) to have the Managers advance the subscription amount on behalf of Applicants who have not paid for the Offer Shares allocated to them. The non-paying Applicants will remain fully liable for the subscription amount payable for the Offer Shares allocated to them, irrespective of such payment by the Managers. The non-paying Applicant will be liable for any loss, cost and expenses suffered or incurred by the Company and/or the Managers as a result of or in connection with such disposal. The non-paying Applicant will be liable for payment of the entire amount due, interest, costs, charges and expenses accrued (and will not be entitled to profits, if any), and the Company and/or Managers may enforce payment for any such amount outstanding.

Third party rights: This Application Agreement is entered into between the Applicant and the Company, and provides the Managers with rights and entitlements as a third party in so far as is stipulated herein.

Governing law: Norwegian law governs the Application Agreement. Any disputes regarding this Application Agreement which cannot be solved amicably, shall be referred to the ordinary courts of Norway and the Applicant accepts the non-exclusive jurisdiction of the Oslo City Court, , provided, however, that any dispute regarding this Application Agreement or the Equity Offering that involves a claim or action (contractual or non-contractual) against the Managers shall be referred to the exclusive jurisdiction of the Oslo City Court.

EXHIBIT II

Additional Representations and Warranties Required for US Persons or for Applicants Acquiring Offer Shares in the United States

The Applicant hereby represents and warrants that:

- (i) the Applicant is a qualified institutional buyer (QIB) as defined under Rule 144A under the US Securities Act;
- (ii) the Applicant is aware that the Offer Shares are being offered and the Allocated Shares will be sold to the Applicant in reliance on applicable exemptions from the registration requirements of the US Securities Act for non-public offerings;
- (iii) the Applicant is acquiring the Allocated Shares for its own account or for the account of a QIB with respect to which the Applicant exercises investment discretion for investment purposes;
- (iv) the Applicant understands that the Offer Shares/Allocated Shares have not been and will not be registered under the US Securities Act and will be “restricted securities” (as defined in Rule 144 under the US Securities Act) and that such Offer Shares/Allocated Shares may not be reoffered, resold, pledged or otherwise transferred, except (A) outside the United States in an offshore transaction, as defined in, and meeting the requirements of, Regulation S under the US Securities Act, (B) pursuant to an exemption from registration under the US Securities Act provided by Rule 144 thereunder (if available) or otherwise, or (C) pursuant to an effective registration statement under the US Securities Act, in each case in accordance with any applicable securities laws of any state of the United States or other applicable jurisdiction;
- (v) the Applicant has had access to and has received such financial and other information regarding the Company, the Offer Shares/Allocated Shares and the Equity Offering as the Applicant deems necessary in order to make its investment decision to subscribe for the Allocated Shares, including, but not limited to, reviewing the Company’s periodic reports and other filings to the date hereof as displayed on the Company’s website. If the Applicant has had any questions regarding the Company, the Offer Shares or the Allocated Shares, the Applicant has asked these questions and has received satisfactory answers from representatives of the Company. The Applicant has not relied on representations, warranties, opinions, projections, financial or other information or analysis, if any, supplied to it by any person other than the Company or any of its affiliates;
- (vi) the Applicant is a sophisticated investor and has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the Allocated Shares and the Applicant is able to bear the financial risks of such an investment, including the loss of its entire investment. In the normal course of its business, the Applicant invests in or purchases securities similar to the Offer Shares. The Applicant is aware that it may be required to bear the economic risk of an investment in the Offer Shares for an indefinite period of time, and it is able to bear such risk. The Applicant has not been formed for the specific purpose of acquiring the Offer Shares;
- (vii) the Applicant has relied upon its own tax, legal and financial advisers in connection with its decision to apply for Offer Shares and to purchase Allocated Shares and believes that an investment in the Allocated Shares is suitable for the Applicant based upon the Applicant’s investment objectives, financial needs and personal contingencies; the Applicant has no need for liquidity of investment with respect to the Offer Shares or the Allocated Shares;
- (viii) the Applicant is acquiring the Allocated Shares for investment purposes only and not with a view to or for the purposes of resale, distribution or fractionalization, in whole or in part, thereof in violation of the US securities laws. The Applicant has no agreement, understanding or intention to distribute, resell, pledge or otherwise transfer the Offer Shares or any part thereof, directly or indirectly, in the United States or to any US persons;
- (ix) the Applicant agrees that so long as the Offer Shares or Allocated Shares are “restricted securities” as defined in Rule 144 under the US Securities Act, it shall notify each transferee of Allocated Shares from it that (a) such Allocated Shares have not been registered under the US Securities Act; (b) such Offer Shares are subject to the restrictions on the resale or other transfer thereof described above; (c) such transferee shall be deemed to have represented (i) as to its status as a subscriber acquiring the Allocated Shares in an offshore transaction pursuant to Regulation S under the US Securities Act (ii) that such transferee is not an “underwriter” within the meaning of Section 2(a)(11) of the US Securities Act; and (d) such transferee shall be deemed to have agreed to notify its subsequent transferees as to the foregoing; and
- (x) the Applicant acknowledges that it has not purchased the Allocated Shares as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio or television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

The Applicant further understands and agrees that it will acquire the Allocated Shares from Clarksons Platou Securities, Inc. (a U.S. registered broker-dealer owned by Clarksons Platou Securities AS) or from DNB Markets, Inc (a U.S. registered broker-dealer owned by DNB) .

Signature of Applicant *

***Only Applicants who are US persons or who are acquiring Allocated Shares in the United States are required to make the representations and warranties set forth in this Exhibit II.**