

SeaBird Exploration Plc

Application Agreement

(Private Placement April 2019)

ABG Sundal Collier ASA
Fearnley Securities AS
SpareBank 1 Markets AS
Norne Securities AS

General Information: SeaBird Exploration Plc (the “**Company**”), a limited liability company incorporated under the laws of the Republic of Cyprus, and with its shares listed on the Oslo Stock Exchange (the “**OSE**”), with ticker code “SBX”, intends to offer a number of new ordinary shares to be determined in a book building process in the Company, each with a nominal value of USD 0.01 (the “**Offer Shares**”), through a private placement raising gross proceeds of between NOK 225 - 250 million (the “**Private Placement**”). The net proceeds of the Private Placement will be used to finance the acquisition of the BOA Galatea and BOA Thalassa, to acquire and install equipment on these vessels and to strengthen the working capital to meet the requirements of a larger operating fleet and increased operation.

The Private Placement is directed towards Norwegian and international investors, including existing Company shareholders and new investors, in each case subject to applicable exemptions from relevant prospectus or other registration requirements (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 major U.S. institutional investors under SEC Rule 15a-6 to the United States Exchange Act of 1934. Accordingly, the Offer Shares have not been, and will not be, registered under the US Securities Act or any state securities law. All applicants are referred to Exhibit I hereto for further information on the selling and transfer restrictions applicable to the Private Placement, and Exhibit II for certain applicants subject to the provisions set out under “United States:” in Exhibit I.

The subscription price per Offer Share (the “**Subscription Price**”) and the final number of Offer Shares to be issued will be determined by the Company’s board of directors (the “**Board**”) in consultation with the Joint Bookrunners (as defined below) on the basis of an accelerated book building process.

The Company has appointed ABG Sundal Collier ASA, Fearnley Securities AS and SpareBank 1 Markets AS as Joint Lead Managers and Joint Bookrunners (collectively referred to as the “**Joint Bookrunners**”) in the Private Placement and Norne Securities AS as Co- Manager (together with the Joint Bookrunners, the “**Managers**”).

The minimum application and allocation amount in the Private Placement will be a number of Offer Shares corresponding to the NOK equivalent of EUR 100,000, provided that the Company may, at its sole discretion, allocate Offer Shares for an amount below EUR 100,000 to the extent applicable exemptions from the prospectus requirement pursuant to applicable regulations, including the Norwegian Securities Trading Act and ancillary regulations, are available.

Applications for Offer Shares in the Private Placement will be governed by the terms and conditions set out in this application agreement (including its Exhibits) (the “**Application Agreement**”), the term sheet (the “**Term Sheet**”) and the stock exchange announcement published by the Company in connection with the Private Placement, all dated 11 April 2019 (collectively referred to as the “**Investor Documentation**”). The applicant (the “**Applicant**”) hereby acknowledges to have received, reviewed and accepted, and that the application and subscription is subject to, the terms set out in the Investor Documentation.

The Offer Shares may be issued by the Board based on the number of authorized shares resolved by the Company’s shareholders in a general meeting.

The Applicant further acknowledges that shareholders as of 11 April 2019 (as documented by the shareholder register in the Norwegian Central Securities Depository (the “**VPS**”) as of 15 April 2019) having been allocated Offer Shares in the Private Placement will not receive subscription rights and will thus not be eligible to participate in any subsequent offering of shares (the “**Subsequent Offering**”) contemplated by the Company.

Application procedure: The application period runs from and including 11 April 2019 at 16:30 hours CET to and including 12 April 2019 at 08:00 hours CET (the “**Application Period**”). The Company may, at 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 (but without updating this Application Agreement).

By making an application 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 Investor Documentation, and irrevocably authorizes and instructs each of the Managers or their appointed representative, each acting alone, to subscribe for the number of Offer Shares allocated to the Applicant in the Private Placement (the “**Allocated Shares**”) on behalf of the Applicant. The Applicant further confirms and accepts that all acceptances, confirmations, representations, warranties and undertakings given by the Applicant pursuant to this Application Form may be enforced against the Applicant by each of the Company and the Managers acting jointly or severally.

If no price limit is stated, no price limit will apply and the application will be considered as an application for the stated number of shares or the stated amount at any final Subscription Price.

This Application Agreement, duly signed, valid and binding on the part of the Applicant, must be in the possession of one of the Managers by the end 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 further responsible for the correctness of the information provided by the Applicant in the Application Agreement. **In addition, the Managers may, in their sole discretion, accept applications placed by taped phone, e-mail or by the messenger service of Bloomberg L.P. within the Application Period. 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, e-mail or by the messenger service of Bloomberg L.P., the Managers may require that an application placed by taped phone, e-mail or by the messenger service of Bloomberg L.P. is subsequently confirmed by the execution of this Application Agreement in writing, and may, if the Applicant fails to satisfy such requirement, in their sole discretion, disregard the application, without any liability towards the Applicant. Any application placed by taped phone, e-mail or by the messenger service of Bloomberg L.P. shall be deemed made on the terms and subject to the conditions set out in this Application Agreement.** Any application received by a Manager (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.

Conditional Allocation of Offer Shares: Notification of conditional allotment and payment instruction (the “**Notification**”) will be sent to the Applicant by the Managers on or about 12 April 2019, subject to any extensions of the Application Period.

The allocation will be made at the discretion of the Board in consultation with the Joint Bookrunners. The Board will focus on criteria such as (but not limited to) current ownership in the Company, timeliness of the application, price leadership, relative order size, sector knowledge, perceived investor quality and investment horizon.

No allocation will be made below the NOK equivalent of EUR 100,000, provided however, that the Joint Bookrunners and the Company may, in their sole discretion, allocate Offer Shares for an amount below EUR 100,000 to the extent applicable exemptions from the prospectus requirement pursuant to applicable regulations, including the Norwegian Securities Trading Act and ancillary regulations, are available. The Company and the Joint Bookrunners may, at their sole discretion, set a maximum allocation to any Applicant as well as reject or reduce any application in whole or in part. The final allocation of Offer Shares will be

resolved by the Board. Allotment of Offer Shares for a lower amount than applied for does not affect the Applicant's obligation to subscribe and pay for the Offer Shares allotted.

Settlement: Settlement (DVP) for the Allocated Shares is expected during week 18 (week commencing 29 April 2019), subject to timely satisfaction of the Conditions (as defined below) and after registration of (i) the new share capital in the applicable Cyprus business register and (ii) the Offer Shares in the Central Securities Depository ("VPS"). 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 assumes no responsibility for the delivery and payment obligations of the Company and Applicant respectively.

The Allocated Shares will rank *pari passu* with the ordinary shares of the Company in all respects (including carrying the same voting rights and dividend rights as the ordinary shares). Listing of the Allocated Shares will require a listing prospectus and thus, the Offer Shares will not be listed on Oslo Børs upon their delivery, but will be registered under a separate securities number (ISIN) until the listing prospectus has been approved by the applicable prospectus authority and published, expected early June 2019, at which time the Allocated Shares will be transferred to the Company's ordinary ISIN and listed on Oslo Børs. Arrangements for interim trading of the Allocated Shares after delivery and prior to publication of the listing prospectus will be made. First day of such interim trading is expected during week 19 (week commencing on 6 May 2019).

Information/ risks/ representations and warranties:

By making an Application, the Applicant confirms and accepts that

- (a) it has sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision in the Company by applying for and acquiring Offer Shares, and the Applicant is able to bear the economic risk, and to withstand a complete loss of an investment in the Offer Shares;
- (b) it has received the Investor Documentation and that it has had access to such financial and other information concerning the Company and the Offer Shares as the Applicant has deemed necessary or desirable in connection with the application for and subscription of the Offer Shares, and has made such investigation with respect thereto as it deems necessary;
- (c) it has made its own assessment of the Company, the Offer Shares and the terms of the Private Placement based on the Investor Documentation and such information as is publicly available, including the Company's financial statements, and the Applicant has satisfied itself concerning the relevant tax, legal, currency and other economic considerations relating to its investment in the Offer Shares;
- (d) other than as set out in the Investor Documentation (for which the Company alone is responsible), 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;
- (e) the content of the Investor Documentation is exclusively the responsibility of the Company and that neither the Managers, their affiliates nor any person acting on their behalf has or shall have any responsibility or liability for any information, representation or statement contained in the Investor Documentation or any information previously or subsequently published by or on behalf of the Company;
- (f) it accepts that the Managers expressly disclaim liability in connection with the Applicant's participation in the Private Placement and the Applicant understands and expressly agrees that it is applying for Offer Shares on this basis;
- (g) that none of the Managers or any of their affiliates, nor any person acting on their behalf, is making any recommendations to it or advising it regarding the suitability or merits of any transactions it may enter into in connection with the Private Placement and that participation in the Private Placement is on the basis that it is not and will not be a client of either of the Managers and that the Managers have no duties or responsibilities to any Applicant for providing the protections afforded to their clients or for providing advice in relation to the Private Placement nor in respect of any representations, warranties, undertakings or indemnities contained in the Investor Documentation nor for the exercise or performance of any of the Managers' rights and obligations thereunder;
- (h) no prospectus has been prepared in connection with the Private Placement;
- (i) a prospectus will be prepared in accordance with the Norwegian Securities Trading Act and the EU Prospectus Directive and published by the Company in connection with the listing of the Offer Shares on the Oslo Stock Exchange (and for the potential Subsequent Offering as considered by the Company), that the Applicant has not had access to such prospectus or a draft of it when entering into this Application Agreement, and that the Applicant will remain bound by this Application Agreement following the publication of such prospectus regardless of its content and any new information which may be contained therein;
- (j) no due diligence review or other verification exercises have been performed by or on behalf of the Managers in connection with the Private Placement. In particular, the Application accepts that no technical verifications, financial due diligence or evaluation of the Company's forecasts or budgets has been carried out by or on behalf of the Managers. The Applicant further acknowledges and accepts the risks associated with the fact that no due diligence have been carried out;
- (k) 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: The issue of Offer Shares is subject to (i) the corporate resolutions of the Company required to implement the issue of the Offer Shares, including approval by the Board to carry out the Private Placement, and (ii) final irrevocable agreement to acquire BOA Galatea and BOA Thalassa or their holding companies by the Company or positive bondholders resolution in relation to the acquisition of BOA Galatea and BOA Thalassa by the Company (collectively, the "Conditions").

In the event that the Conditions have not been satisfied by 31 May 2019, the Private Placement will be cancelled.

The Private Placement may be cancelled by the Company in its sole discretion. Neither the Managers nor the Company will be liable for any losses if the Private Placement is cancelled, irrespective of the reason for such cancellation.

VPS account: Any allocation of Offer Shares in the Private Placement 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. The nominee must be authorized by the Financial Supervisory Authority of Norway.

Please note that Applicants must themselves notify changes in registered information on the VPS account directly to the Applicant's account manager, and that the Applicant is responsible for any consequences if correct information is not registered on the VPS account. Notices produced by the VPS (including inter alia notices of allotment) will be sent to the address registered on the VPS account.

Confidentiality: The offer to apply for and subscribe for Offer Shares in the Private Placement is personal and cannot be forwarded or made known to any third party. The Applicant hereby undertakes to keep the contents of the Investor Documentation 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 Private Placement has been resolved and publicly announced by the Company, with the exception of disclosure to applicable authorities as required by law. The Applicant acknowledges that knowledge of the contemplated Private Placement, as well as knowledge of the contemplated Subsequent 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**") relating to inside information and acknowledges that a violation of such legislation is a criminal offence.

SPECIFICATION OF APPLICATION

Please specify the number of Offer Shares or NOK amount of Offer Shares applied for, subject to the price limitations set forth below. If no specification is given below, the “no price limit” option will apply:

Offer price per Offer Share:	Number of Offer Shares or NOK amount applied for at the stated price limitations⁽¹⁾:	For the use of the Managers
From NOK ____ up to and including NOK ____		
From NOK ____ up to and including NOK ____		
From NOK ____ up to and including NOK ____		
No price limit		

⁽¹⁾Please state clearly whether the order is in number of Offer Shares or a NOK amount.

On the terms and conditions set forth in this Application Agreement (including its Exhibits), the undersigned Applicant hereby confirms the Applicant’s request to subscribe for up to the number of Offer Shares stated above if issued by the Company on the terms set out in the Investor Documentation. The Applicant further confirms that (i) the Applicant is aware that a prospectus has not been prepared in respect of the Private Placement, (ii) the applicant has made all the necessary investigations and analysis of the current publicly available information to arrive at an investment decision on its own (iii) no due diligence (neither legal, financial, commercial nor technical) has been carried out by the Managers or by any other parties in connection with the Private Placement, (iv) the Applicant has received and read the Investor Documentation, (v) the investment in the Offer Shares is made solely at the Applicant’s own risk, (vi) the Applicant 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, (vii) the Applicant has read and understood, and accepts to be bound by, the entire Application Agreement (including the Exhibits), (viii) the Applicant irrevocably authorises each of the Managers (or someone appointed by any of them), each acting alone, to subscribe for any Offer Shares allocated to the undersigned Applicant.

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

INFORMATION ON THE APPLICANT – ALL FIELDS MUST BE COMPLETED

First name	
Surname/company	
VPS account number	
Street address	
Post code/district/ country	
Personal ID number/ organization number	
Nationality	
E-mail address	
Daytime telephone number	
Legal Entity Identifier ("LEI")/National Client Identifier ("NID")	

EXHIBIT I

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: There will be no public offer of the Offer Shares in the United States. The Applicant hereby confirms that it understands that the Offer Shares have not, been, and will not be, registered under the U.S. Securities Act and may not be reoffered, resold, pledged or otherwise transferred, directly or indirectly, 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. 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 Offer 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 Manager may acquire, on a riskless principal basis or otherwise, the Offer Shares from the Company and resell the Offer 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 Manager that (i) it is not a “U.S. Person” as defined in Rule 902 and is not acquiring the Offer Shares for the account or benefit of any U.S. Person; (ii) it will not transfer any of the Offer Shares within the United States and will not transfer directly or indirectly any of the Offer 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 Offer Shares for the benefit of any person in the United States or entered into any arrangement for the purchase of the Offer 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 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 sold pursuant to the Private Placement 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 Offer 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 distribution 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. The Offer Shares are being offered in those jurisdictions and to those persons where and to whom they may lawfully be offered for sale, and therein only by persons permitted to sell such securities. Each Canadian purchaser who purchases Offer 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 Private Placement 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 or subscription for the Offer Shares is available only 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: The Offer Shares will not 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.

Regulatory issues: In accordance with the Norwegian Securities Trading Act, a Manager must categorize all new customers in one of three customer categories. All investors that are applying for Offer Shares in the Private Placement and who are not existing clients of a Manager will be categorized as non-professional clients unless otherwise is communicated in writing by the relevant Manager. For further information about the categorization the Applicant may contact the Manager.

Target market: The target market for the Private Placement is non-professional, professional and other eligible counterparties. Negative target market: An investment in the Company’s shares 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.

Information exchange and barriers: The Applicant acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Commercial Banks Act there is a duty of secrecy between the different units of a Manager as well as between the Manager and the 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 Applicant, but which a Manager will not have access to in its capacity as Manager for the Private Placement. The Manager is 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 as a consequence of such information walls.

Mandatory anti-money laundering procedures: The Private Placement 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 a Manager must verify their identity to the Manager 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 a Manager. 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. The Managers will receive a fee from the Company which is set as a percentage of the gross proceeds of the Private Placement.

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 Private Placement. 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 Private Placement and the Applicant understands and expressly agrees that it is applying for and subscribing Offer Shares on this basis. The Managers makes no undertaking, representation or warranty, express or implied, to the Applicant regarding the accuracy or completeness of the Investor Documentation and any other information (whether written or oral), concerning the Company, the Offer Shares or the Private Placement 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; 9.25% 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. In order to enable timely registration of the share capital increase pertaining to the Private Placement with the Norwegian Register of Business Enterprises, the Company reserves the right to make arrangements for advance of payment on behalf of Applicants who have not made payment of the Offer Shares when payment is due, by a person other than the Applicant (a Payment Guarantor) pursuant to Section 10-12 of the Norwegian Public Limited Companies Act (the "NPLCA"). To the extent such payment is made on behalf of a non-paying Applicant, the Offer Shares allocated to the non-paying Applicant shall be provisionally registered in a separate account with the VPS, in anticipation of settlement by the non-paying Applicant. If the non-paying Applicant has not made payment within three days after payment is due, the Payment Guarantor may either assume ownership of the Offer Shares allocated to the non-paying Applicant by notifying the Company, or sell such Offer Shares for the non-paying Applicants account and risk without further notice to the Applicant in question in accordance with Section 10-12 of the NPLCA. The non-paying Applicant will be liable for any loss, cost and expenses suffered or incurred by the Company and/or the Payment Guarantor 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 Payment Guarantor may enforce payment for any such amount outstanding.

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 as legal venue.

EXHIBIT II - U.S. Investor Representation Letter

Additional Representations and Warranties Required for U.S. Persons and Applicants Acquiring Offer Shares in the United States

In connection with the purchase of Offer Shares the Applicant hereby represents and warrants to the Company and the Manager that

- (i) the Applicant is a "qualified institutional buyer" ("**QIB**") as defined under Rule 144A ("**Rule 144A**") promulgated under the United States Securities Act of 1933, as amended (the "**Securities Act**");
- (ii) the Applicant is aware that the Offer Shares are being offered and sold in reliance on applicable exemptions from the registration requirements of the U.S. Securities Act for non-public offerings;
- (iii) the Applicant understands that no offering circular or prospectus has been or will be prepared in connection with the Private Placement;
- (iv) the Applicant is aware that no due diligence (neither legal, financial, commercial nor technical) is performed by the Managers or by any other parties in connection with the Private Placement;
- (v) the Applicant is acquiring the Offer Shares for investment purposes for its own account or for the account of a QIB;
- (vi) the Applicant understands that the Offer Shares have not been and will not be registered under the Securities Act and will be "restricted securities" (as defined in Rule 144 under the Securities Act) and that the Offer Shares may not be reoffered, resold, pledged or otherwise transferred, except (A)(i) to a person who the seller reasonably believes is a QIB within the meaning of Rule 144A under the Securities Act purchasing for its own account or for the account or benefit of a QIB in a transaction meeting the requirements of Rule 144A (if available), (ii) outside the United States in compliance with Rule 903 or Rule 904, as applicable, of Regulation S under the Securities Act, (iii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), (iv) pursuant to any other available exemption from registration under the Securities Act, or (v) pursuant to an effective registration statement under the Securities Act and (B) in accordance with all applicable securities laws of the states of the United States and any other jurisdiction. The Applicant understands and acknowledges that neither the Company nor the Manager makes any representation as to the availability of Rule 144A, Rule 144 or any other exemption from registration under the Securities Act;
- (vii) the Applicant has conducted its own investigation with respect to the Company and the Offer Shares and has had access to and has received such financial and other information regarding the Company and the Offer Shares as the Applicant deems necessary in order to make an informed investment decision to subscribe for the Offer Shares. If the Applicant has had any questions regarding the Company or the Offer 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;
- (viii) the Applicant is a sophisticated institutional investor and has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of international investments, including an investment in the Offer Shares. 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 for an indefinite period. The Applicant is able to bear the economic risks of such an investment, including the loss of its entire investment. The Applicant understands that it may not necessarily be able to liquidate its investment in the Offer Shares;
- (ix) the Applicant has relied upon its own tax, legal and financial advisers in connection with its decision to subscribe for the Offer Shares and believes that an investment in the Offer 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 payment for the Offer Shares;
- (x) the Applicant has received a copy of the Investor Documentation and agrees that it has held and will hold the Investor Documentation in confidence, it being understood that the Investor Documentation is solely for the Applicant's use and is not to be redistributed or duplicated by the Applicant;
- (xi) none of the Company or any of its affiliates, the Manager or any of its affiliates, or any person acting on behalf of any of the foregoing, has made any representation to the Applicant, express or implied, with respect to the information contained in the Private Placement Documentation or any publicly available information;
- (xii) the Applicant is not acquiring the Offer Shares with a view to or for the purposes of resale, distribution or fractionalization, in whole or in part thereof. The Applicant has made no agreement with others regarding any of the Offer Shares. The Applicant acknowledges that the Company, the Manager and its respective directors, employees, agents, representatives and affiliates will rely on the truth and accuracy of the statements made herein in making any transfer of the Offer Shares to the Applicant, and that such statements will survive the execution and delivery of this document and the Applicant's subscription of the Offer Shares, and the Applicant agrees to notify the Company and the Manager promptly in writing if any such statements cease to be accurate and complete;
- (xiii) the Applicant acknowledges that it has not purchased the Offer 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;
- (xiv) the Applicant agrees that so long as the Offer Shares are "restricted securities" as defined in Rule 144 under the Securities Act, it shall notify each transferee of the Offer Shares from it that (a) such Offer Shares have not been registered under the 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 that (i) it is a non-U.S. person acquiring the Offer Shares in an offshore transaction pursuant to Regulation S, (ii) it is a QIB acquiring the Offer Shares in a transaction that complies with the requirements of the exemption from registration provided for in Rule 144A and any applicable laws of the states of the United States, or (iii) that it is an institutional investor acquiring the Offer Shares in a transaction exempt from registration under the Securities Act and that such transferee is not an "underwriter" within the meaning of Section 2(11) of the Securities Act; and (d) such transferee shall be deemed to have agreed to notify its subsequent transferees as to the foregoing;
- (xv) The Applicant has not subscribed to the Offer Shares as a result of any "general solicitation" or "general advertising" in the United States (within the meaning of Rule 502(c) under the Securities Act, 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;
- (xvi) the Applicant understands that the Company will not recognize any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions; and
- (xvii) the Applicant understands and acknowledges that the Company, the Manager and others will rely upon the truth and accuracy of the foregoing representations and warranties and that if any of such representations and warranties made by it are no longer accurate, it shall promptly notify the Company; and if it is acquiring any Offer Shares as fiduciary or agent for one or more accounts it represents that it has sole investment discretion with respect to each such account and that it has full power and authority to make, and does make, the foregoing representations and warranties on behalf of each such account.

The Applicant further understands and agrees that it will acquire the Offer Shares allocated to it from the Managers' subsidiaries in the US, which are FINRA registered broker-dealers, ABG Sundal Collier Inc., Fearnley Securities, Inc. or SpareBank 1 Markets Inc., in accordance with Rule 15a-6 under the US Exchange Act. The Applicant irrevocably authorizes the Company and/or the Manager to produce this U.S. Investor Representation Letter or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

Signature of Applicant *

*Only U.S. Persons and Applicants acquiring Offer Shares in the United States are required to sign this U.S. Investor Representation Letter.