

Mar 20, 2018 15:33 GMT

## Norwegian offers main shareholders to purchase additional shares

The company has Tuesday afternoon announced a contemplated private placement of shares with gross proceeds of up to NOK 1,300 million by issuing new ordinary shares in the Company. Additional capital will boost competitiveness and protect existing and future investments in a market characterized by higher oil prices and fluctuating currencies. The company is now positioning itself for the final stages of a strong growth period that has lasted for several years and will reach its peak by the second quarter of 2018.

Norwegian will arrange a conference call with CEO Bjørn Kjos and acting CFO Tore Østby tomorrow at 10am CET. Login details will be shared in due time.

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Reference is made to the stock exchange announcement published by Norwegian Air Shuttle ASA (the "Company") earlier today. The Company has engaged Arctic Securities AS, Carnegie AS, Danske Bank, Norwegian Branch and Pareto Securities AS as Joint Lead Managers (together the "Managers") to advise on and effect a contemplated private placement of shares with gross proceeds of up to NOK 1,300 million by issuing new ordinary shares in the Company (the "Private Placement"), each with a nominal value of NOK 0.10 (the "New Shares"). The Private Placement consists of two separate tranches;

one tranche with up to 2,950,963 New Shares in the Company ("Tranche 1") and a second tranche with up to the number of New Shares that corresponds to a total transaction size (both tranches) of up to NOK 1,300 million ("Tranche 2"). The net proceeds from the Private Placement will strengthen the Company's balance sheet and ensures substantial buffer to the bond covenant of NOK 1,500 million in equity requirement, and will otherwise be used for general corporate purposes.

HBK Holding AS, the Company's largest shareholder, currently owning directly and indirectly approximately 26.4% of the current share capital, has pre-subscribed for its pro rata share of the Private Placement. In addition, the Private Placement has obtained significant support from the existing shareholder base.

The Private Placement will be directed towards existing shareholders and other Norwegian and international investors in each case subject to an exemption from offer prospectus requirements and any other filing or registration requirements in the applicable jurisdictions and subject to other selling restrictions (except for the listing prospectus requirements set out below).

The subscription price in the Private Placement (the "Subscription Price") will be determined through an accelerated book-building process to be conducted by the Managers. The application period for the Private Placement will commence today, 20 March 2018 at 16:30 hours CET and is expected to close on 21 March 2018 at 08:00 hours CET. The Company, together with the Managers, reserves the right to at any time and in its sole discretion resolve to close or to extend the application period or to cancel the Private Placement in its entirety. The minimum application and allocation amount in the Private Placement has been set to the NOK equivalent of EUR 100,000. The Company may, at its sole discretion, allocate an amount below EUR 100,000 to the extent applicable exemptions from the prospectus requirement pursuant to the Norwegian Securities Trading Act and ancillary regulations are available.

Allocation of the New Shares will be determined at the end of the book-building process. The final allocation will be made at the Company's Board of Directors' (the "Board") sole discretion, where the Board will focus on criteria such as (but not limited to), timeliness of the application, price leadership, relative order size, sector knowledge, perceived investor quality, investment

horizon and existing shareholding in the Company.

The completion of Tranche 1 is subject to approval by the Board pursuant to an authorisation given by the Company's annual general meeting held on 9 May 2017. The completion of Tranche 2 is subject to the approval by an extraordinary general meeting in the Company (the "EGM") to be called for shortly after the conditional allocation in the Private Placement. Existing shareholders being allocated shares in the Private Placement undertake to vote in favour of Tranche 2. Further to this, the completion of the Private Placement is conditional upon the New Shares having been fully paid and legally issued (together with the conditions for Tranche 1 and Tranche 2 referred to as the "Conditions").

The Company will announce the result of the Private Placement, the number of shares allocated in Tranche 1 and Tranche 2 and the Subscription Price in the Private Placement through an announcement expected to be published before opening of trading on Oslo Børs tomorrow, 21 March 2018.

Settlement for Tranche 1 is expected to be on or about 23 March 2018 (DVP, t+2) while settlement in Tranche 2 is expected to occur shortly after the EGM. Both Tranche 1 and Tranche 2 will be settled with existing and unencumbered shares in the Company that are already listed on Oslo Børs, pursuant to a share lending agreement between Danske Bank, Norwegian Branch, the Company and HBK Holding AS. The shares delivered to the subscribers will thus be tradable upon delivery. The share loan will be settled with New Shares in the Company. The New Shares delivered to HBK Holding AS in Tranche 2 will be issued on a separate ISIN and will not be tradable on Oslo Børs until a listing prospectus has been approved by the Financial Supervisory Authority of Norway and published, expected during May 2018.

The contemplated Private Placement involves the setting aside of the shareholders' preferential rights to subscribe for the New Shares. The Board is of the opinion that the Private Placement will allow for the Company to raise capital more quickly and, at a lower discount compared to a rights issue. Furthermore, the Board is of the opinion that, in the current market, a private placement has a larger possibility of success compared to a rights issue.

Subject to successful completion of the Private Placement, the Company will consider to carry out a subsequent offering at the same price per share as the Subscription Price. The further details of such subsequent offering will be

announced separately.

The Board has considered the Private Placement and the intended subsequent repair offering in the light of the equal treatment obligations under the Norwegian Securities Trading Act and Oslo Børs' Circular no. 2/2014, and is of the opinion that the proposed transactions are in compliance with these requirements.

A market update presentation can be found at Norwegian's webpages:  
<https://www.norwegian.no/om-oss/selskapet/investor-relations/>

This information is subject of the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act.

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The Managers are acting for the Company and no one else in connection with the Private Placement and will not be responsible to anyone other than the Company providing the protections afforded to their respective clients or for providing advice in relation to the Private Placement and/or any other matter referred to in this release.

Forward-looking statements:

This release and any materials distributed in connection with this release may contain certain forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they reflect the Company's current expectations and assumptions as to future events and circumstances that may not prove accurate. A number of material factors could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements.

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Norwegian is a listed company on the Oslo Stock Exchange and is the world's fifth largest low-cost airline operating 500 routes to 150 destinations in Europe, North Africa, Middle East, Thailand, Caribbean, the U.S and South America. In 2017, Norwegian carried around 33 million passengers. Norwegian has more than 10,000 employees and a modern, environmentally

friendly fleet of more than 150 aircraft with an average age of 3.6 years. Norwegian has been voted 'Europe's best low-cost carrier' by passengers for six consecutive years at SkyTrax World Airline Awards from 2013-2018, along with being awarded the 'World's best low-cost long-haul airline' four times from 2015-2018.

For more information, visit [www.norwegian.com](http://www.norwegian.com)

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