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Norwegian Air Shuttle ASA - Successfully completed Private Placement

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Reference is made to the stock exchange announcement published by Norwegian Air Shuttle ASA ("Norwegian" or the "Company") on 20 March 2018 regarding a contemplated private placement (the "Private Placement") of new shares (the "New Shares" and the "Launch Announcement"). The board of directors of Norwegian (the "Board") is pleased to announce that the Private Placement has been successfully completed, raising NOK 1,300,000,035 in gross proceeds through the application and allocation of 2,950,963 new shares in tranche 1 ("Tranche 1") (the "Tranche 1 Shares") and the application and conditional allocation of 5,436,134 new shares in tranche 2 ("Tranche 2") (the "Tranche 2 Shares") (together with Tranche 1, the "Private Placement Shares"), each share at a subscription price of NOK 155 (the "Subscription Price"). The Subscription Price has been set through a book-building process. The Private Placement was oversubscribed. Following allocation, the Board has resolved to approve the issuance of the Tranche 1 Shares, constituting 2,950,963 new shares pursuant to an authorisation for share capital increase granted by the annual general meeting of the Company held on 9 May 2017. The Tranche 2 Shares remain subject to the approval of an extraordinary general meeting of the Company expected to be held on or about 4 April 2018 (the "EGM"). A separate notice for the EGM is expected to be announced shortly.

The Tranche 1 Shares are expected to be settled and issued on or about 23

March 2018, subject to timely payment by the investors who have been allocated shares in Tranche 1 and furthermore subject to timely registration of the share capital increase in the Norwegian Register of Business Enterprises. The Tranche 1 Shares will be issued on the Company's ordinary ISIN and will be admitted to listing on Oslo Børs without application pursuant to an exemption from the obligation to publish a listing prospectus in the Norwegian Securities Trading Act section 7-5 no. 1. Following registration of the share capital increase pertaining to the Tranche 1 Shares, the issued share capital of the Company will be NOK 3,871,060.20 comprising 38,710,602 shares, each with a par value of NOK 0.10.

The Tranche 2 Shares are subject to approval by the EGM, and are expected to be settled and issued shortly after the EGM, subject to timely payment by the investors who have been allocated shares in Tranche 2 and furthermore subject to timely registration of the share capital increase in the Norwegian Register of Business Enterprises. Following registration of the share capital increase pertaining to the Tranche 2 Shares, the issued share capital of the Company is expected to be NOK 4,414,673.60 comprising 44,146,736 shares, each with a par value of NOK 0.10.

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 the managers of the Private Placement, the Company and HBK Holding AS. The shares delivered to the subscribers will thus be tradable upon delivery. The managers will settle the share loan with the new shares issued in the Company. The New Shares delivered to HBK Holding AS as settlement of the share loan pertaining to 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 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.

As explained in the Launch Announcement, the Private Placement involves setting aside the shareholders' preferential rights to subscribe for new shares. The Board is of the opinion that the Private Placement complies with the equal treatment obligations under the Norwegian Securities Trading Act and Oslo Børs' Circular no. 2/2014, in particular due to the fact that (i) in the

current market, a private placement had a larger possibility of success compared to a rights issue and, therefore, gives the Company access to the new capital at low risk and in time to pursue the expected growth while ensuring substantial buffer to the bond covenant of NOK 1,500 million in equity requirement; and (ii) the cost of raising capital is assumed to be lower than in a rights issue since the discount is likely to be lower and subscription guarantees are avoided.

Subject to completion of the Private Placement and all necessary corporate resolutions being made, including approval by the EGM, the Board has proposed to carry out a subsequent offering with gross proceeds of up to NOK 200,000,065 in the Company directed towards shareholders in the Company as of 20 March 2018, as registered in the VPS on 22 March 2018, who were not allocated shares in the Private Placement and who are not resident in a jurisdiction where such offering would be unlawful or, for jurisdictions other than Norway, would require any prospectus, filing, registration or similar action. Such shareholders will be granted non-transferable preferential rights to subscribe for, and, upon subscription, be allocated new shares. The Company's shares will accordingly trade ex. right to participate in the subsequent offering as of 21 March 2018. The subscription price in such subsequent offering will be the same as the Subscription Price in the Private Placement.

The following primary insiders of the Company have been allocated New Shares in the Private Placement, each such share allocated at the Subscription Price:

- HBK Holding AS, a company controlled by Bjørn Kjos (Chief Executive Officer in the Company) and Bjørn Halvor Kise (Chairman of the Board), was allocated 1,605,936 New Shares. After completion of the Private Placement, HBK Holding AS will own 11,204,809 shares in the Company, corresponding to a shareholding of approximately 25.38% before the subsequent offering.
- Sneisungen AS, a company controlled by Bjørn Kjos (Chief Executive Officer of the Company) and Bjørn Halvor Kise (Chairman of the Board), was allocated 645,161 New Shares. After completion of the Private Placement, Sneisungen AS will own 645,161 shares in the Company, corresponding to a shareholding of approximately 1.46% before the subsequent offering.
- Tore Østby, who is CFO of the Company, was allocated 4,839 New Shares.

After completion of the Private Placement, Østby will own 18,070 shares in the Company, corresponding to approximately 0.03% before the subsequent offering.

- Asgeir Nyseth, who is Chief Operating Officer of the Company, was allocated 3,226 New Shares. After the completion of the private placement, Nyseth will own 15,568 shares in the Company, corresponding to a shareholding of approximately 0.02% before the subsequent offering.

- Ole Christian Melhus, who is CEO of Norwegian Air Argentina, was allocated 3,226 New Shares. After completion of the Private Placement, Melhus will own 3,638 shares in the Company, corresponding to approximately 0.01% before the subsequent offering.

- Brede Huser, who is managing director of Norwegian Reward, was allocated 3,226 New Shares. After the completion of the private placement, Huser will own 3,952 shares in the Company, corresponding to a shareholding of approximately 0.01% before the subsequent offering.

The issue of New Shares is subject to (i) all necessary corporate resolutions being made, including approval at the EGM for issuance of the Tranche 2 Shares (expected to be held on 4 April 2018), and (ii) payment being received for the New Shares.

Arctic Securities AS, Carnegie AS, Danske Bank, Norwegian branch and Pareto Securities AS acted as Joint Lead Managers (together the "Managers") for the Private Placement. Advokatfirmaet Simonsen Vogt Wiig AS is acting as legal advisor to the Company in connection with the Private Placement, and Advokatfirmaet BAHR AS is acting as legal advisor to the Managers.

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

For further information, please contact:

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Important information:

The release is not for publication or distribution, in whole or in part directly or indirectly, in or into Australia, Canada, Japan or the United States (including its territories and possessions, any state of the United States and the District of Columbia). This release is an announcement issued pursuant to legal information obligations, and is subject of the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act. It is issued for information purposes only, and does not constitute or form part of any offer or solicitation to purchase or subscribe for securities, in the United States or in any other jurisdiction. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act"). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the US Securities Act. The Company does not intend to register any portion of the offering of the securities in the United States or to conduct a public offering of the securities in the United States. Copies of this announcement are not being made and may not be distributed or sent into Australia, Canada, Japan or the United States.

The issue, subscription or purchase of shares in the Company is subject to specific legal or regulatory restrictions in certain jurisdictions. Neither the Company nor the Managers assumes any responsibility in the event there is a violation by any person of such restrictions.

The distribution of this release may in certain jurisdictions be restricted by law. Persons into whose possession this release comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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.

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

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