

Songa Offshore announces completion of financial restructuring

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Songa Offshore SE ("**Songa Offshore**" or the "**Company**") reports today that the conditions for the refinancing announced on 15 March 2016 (the "**Refinancing**"), have now been fulfilled and that the various financing agreements have been amended as contemplated by the Refinancing.

As part of this, the Company has today issued:

- The new USD 125 million subordinated convertible bond loan as described in announcement on 7 April 2016, by an amendment and increase of the bridge bond loan issued on 17 April 2016 (the "**New Convertible Bond**").
- In total 8,466,839,157 new Class A shares, each of nominal value 0.001, of which (i) 7,347,678,915 shares are issued as part of a full conversion of the Company's previous 150 million subordinated convertible bond loan SONG06; (ii) 608,399,269 shares are issued as equity compensation for conversion of accrued interest under the Company's senior unsecured bond loans SONG04; (iii) 325,889,248 shares are issued as equity compensation for conversion of accrued interest under the Company's senior unsecured bond loan SONG05, and (iv) 184,871,725 shares are issued as equity compensation for conversion of accrued interest under the Company's shareholder loan from Perestroika AS.
- In total 2,141,427,856 transferable warrants to the subscribers of the New Convertible Bond, such warrants being exercisable in the period from 20 April 2017 up to 20 April 2019 and giving the holder right to subscribe in bundles of 10 for 10 new shares in the Company at a price per share equal to their nominal value of EUR 0.001.

The new Class A shares have equal rights as and rank pari passu with the Company's existing ordinary shares, including with respect to voting and dividends. Following this, the Company's issued share capital consists of 9,340,751,701 shares, of which 873,912,544 are ordinary shares of nominal value EUR 0.11 and 8,466,839,157 are Class A shares of nominal value EUR 0.001. As resolved by the extraordinary general meeting on 13 April 2016, the Company is in the process of carrying out a capital reduction, whereby the nominal value of the ordinary shares will be reduced to EUR 0.001 and the Class A shares be converted to and merged with the ordinary shares.

The new Class A shares are expected to be converted to ordinary shares and listed on Oslo Børs following announcement of the Company's financial report for Q3 2016 (subject to publication of a listing prospectus). The Company will also seek a listing of the New Convertible Bond.

As announced on 13 April 2016, a subsequent equity offering will be launched upon publication of an offering and listing prospectus to be approved by relevant authorities. Shareholders as of close of trade 13 April 2016 (as recorded in the VPS on 15 April 2016), will, subject i.a. to applicable restrictions, receive non-transferable subscription rights for the subsequent equity offering. The subscription price in the subsequent equity offering will be NOK 0.15, and the maximum number of shares to be issued 1,418,100,000. Further information on timing, terms and how to participate, will be announced by the Company in due course, and described in the prospectus to be prepared in connection therewith.

For further information on the Refinancing and the detailed terms thereof, please see announcement on 15 April 2016 and subsequent releases.

ABG Sundal Collier ASA and Swedbank Norge, branch of Swedbank AB (publ.), act as financial advisors to the Company in the Refinancing and as joint lead managers and bookrunners for the New Convertible Bond. Schjødt is acting as legal advisor to the Company.

20 April 2016
Limassol, Cyprus

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

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