

## To the Bondholders in Boa SBL AS

Boa Offshore AS (“**BOFF**”) and its subsidiaries’ (together with BOFF, the “**Group**”) have agreed a set of changes to the governance, management and certain financial arrangements of the Group with certain of its major financial creditors. The changes are aimed to secure a solid long-term foundation for a continued and increased creation of value for the Group’s shareholders and creditors through, i.a. a strengthened Boa Management AS.

The background for the changes is:

- Boa Management AS has been negatively affected by the sale of Boa SBL (NOK 12 million annually in management fee no longer applicable) and by the reduced management fee levels in the 2017 restructuring of the Group which were based on a lay-up scenario.
- In-house engineering and project management through Boa Management AS has been key for the Group post 2017.
- The main goals for the Group are to (i) secure clear and predictable conditions to rebuild the Group in a controlled manner, (ii) motivate employees by ensuring that they are working for a company with growth ambitions and (iii) substantiate a path for the best possible recovery for all its creditors.
- Current limitations and unpredictable room for a proper and attractive running of the company need imminent actions to keep key personnel. The changes include, i.a. (i) extended maturity dates for bond and bank loans with original maturity in 2020 and (ii) extended firm contract periods and increased management fees under management agreements between Boa Management AS and other Group companies.

In connection with the above:

- BOFF will complete certain cash distributions in accordance with the existing Finance Documents under the bond issues with ISIN NO 0010699077 (FRN Boa Offshore AS Senior Unsecured Bond Issue 2013/2018), ISIN NO 001 0741895 (FRN Boa Offshore AS Subordinated Callable Bond Issue 2015/2018), ISIN NO 0010720790 (FRN Boa OCV AS Senior Secured Bond Issue 2014/2019) and ISIN NO 0010675051 (FRN Boa SBL AS Senior Secured Bond Issue Boa SBL AS 2013/2018); and
- the Bondholders in bond issues with ISIN NO 0010699077 (FRN Boa Offshore AS Senior Unsecured Bond Issue 2013/2018), ISIN NO 0010720790 (FRN Boa OCV AS Senior Secured Bond Issue 2014/2019) and ISIN NO 0010675051 (FRN Boa SBL AS Senior Secured Bond Issue Boa SBL AS 2013/2018) will (through the Bond Trustee) be given the right (but no obligation) to participate in the governance of the Group through the issuance of a B-share by BOFF.

Further details are set out in the Summons to Written Resolution issued on the date hereof in respect of the ISIN NO 0010720790 FRN Boa OCV AS Senior Secured Bond Issue 2014/2019 including the term sheet attached thereto and the presentation “Company update and restructuring amendments proposal” dated 25 March 2020 and published on [www.newsweb.no](http://www.newsweb.no) under the ticker “BOA”.