



# Prosafe

## PROSAFE SE

(A European public limited liability company registered with the Norwegian Register of Business Enterprises with registration number 823 139 772)

### **Listing of up to 2 720 000 shares issued in connection with a private placement**

This prospectus (the "**Prospectus**") has been prepared by Prosafe SE, a European public limited liability company registered with the Norwegian Register of Business Enterprises (Nw: *Foretaksregisteret*), (the "**Company**" and together with its subsidiaries, the "**Group**" or "**Prosafe**") solely for use in connection with the listing (the "**Listing**") on Euronext Oslo Børs, a stock exchange operated by Oslo Børs ASA ("Oslo Stock Exchange") of 2 720 000 new shares in the Company with a nominal value of EUR 1.25 each (the "**Private Placement Shares**") issued at a subscription price of NOK 117 per Private Placement Shares (the "**Offer Price**") in a private placement directed towards certain Norwegian and international institutional investors for gross proceeds of NOK 318 million (the "**Private Placement**").

**The Company is not taking any action to permit a public offering of the Offer Shares in any jurisdiction outside Norway. The Offer Shares are being offered only in those jurisdictions in which, and only to those persons to whom, such an offer may lawfully be made. For a non-exhaustive description of certain applicable selling and transfer restrictions, please see Section 15 "Transfer restrictions".**

The Company's shares (the "**Shares**") are, and the Private Placement Shares and the Subsequent Offer Shares will be, listed on the Oslo Stock Exchange under the ticker code "PRS".

**Investing in the Company's Shares involves certain risks. See Section 2 "Risk Factors".**

This Prospectus is dated 30 June 2023

## IMPORTANT INFORMATION

For the definitions of terms used throughout this Prospectus, see Section 17 “Definitions and Glossary of Terms”.

This Prospectus has been prepared in connection with the listing of the New Shares. The Prospectus has been prepared solely in the English language. The Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75 (the "**Norwegian Securities Trading Act**") and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**").

The Financial Supervisory Authority of Norway (Nw: *Finanstilsynet*) (the "**Norwegian FSA**") has reviewed and approved this Prospectus, as the competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

All inquiries relating to this Prospectus should be directed to the Company. No other person has been authorized to give any information, or make any representation on behalf of the Company in connection with the issuance and listing of the New Shares, and if given or made, such other information or representation must not be relied upon as having been authorized by the Company.

The information contained herein is current as at the date hereof and is subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus which may affect the assessment of the Private Placement Shares or the Subsequent Offer Shares and which arises or is noted between the time when this Prospectus is approved by the Norwegian FSA and the listing of the Private Placement Shares or the Subsequent Offer Shares (as applicable) on the Oslo Stock Exchange will be mentioned in a supplement to this Prospectus without undue delay. Neither the publication nor distribution of this Prospectus shall under any circumstances imply that there has been no change in the Group’s affairs or that the information herein is correct as at any date subsequent to the date of this Prospectus.

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## 1. SUMMARY

### INTRODUCTION AND WARNINGS

<i>Warning</i>	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. An investment in the Shares involves inherent risk and the investor could lose all or part of its invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
<i>Securities</i>	The Company has one class of Shares, and all Shares are equal in all respects. The Shares are registered in the Norwegian Central Securities Depository with ISIN NO0010861990. The shares issued in the Private Placement will be registered in the Norwegian Central Securities Depository with ISIN NO0010861990.
<i>Issuer</i>	The issuer of the securities is Prosafe SE, registered with the Norwegian Register of Business Enterprises with registration number 823 139 772. The Company's LEI code is 2138001LK2Z2HSER4U15. The Company's principal office is located at Forusparken 2, 4031 Stavanger, Norway, and its main telephone number at that address is +47 51 64 25 00.
<i>Competent authority</i>	The Financial Supervisory Authority of Norway (Nw.: Finanstilsynet), with registration number 840 747 972 and registered address at Revierstredet 3, 0151 Oslo, Norway, and telephone number +47 22 93 98 00 has reviewed and, on 30 June 2023, approved the Prospectus.

### KEY INFORMATION ON THE ISSUER

#### *Who is the issuer of the securities?*

<i>Corporate information</i>	The issuer of the securities is Prosafe SE, a European public limited company, registered with the Norwegian Register of Business Enterprises and incorporated on 26 March 1997. The Company's registration number is 823 139 772 and its LEI code is 2138001LK2Z2HSER4U15.
<i>Principal activities</i>	Prosafe is a leading owner and operator of semi-submersible accommodation vessels. The company has extensive experience from operations in all major offshore oil and gas regions.
<i>Major shareholders</i>	Shareholders owning five per cent or more of the Company have a notifiable interest in the Company's share capital according to the Norwegian Securities Trading Act. As of 28 June 2023, the Company has a total of 4,702 registered shareholders in the VPS, of which the top 10 registered shareholders are listed below:

#	Shareholder	Number of Shares	Percent
1	NORTH SEA STRATEGIC INVESTMENTS AS	1 355 363	11.77
2	HV VI INVEST SIERRA AS	1 116 565	9.69
3	MH CAPITAL AS	1 054 581	9.16
4	ALDEN AS	1 048 250	9.10
5	Euroclear Bank S.A./N.V.	633 185	5.50
6	MIDELFART CAPITAL AS	574 674	4.99
7	VICAMA CAPITAL AS	364 738	3.17
8	VICAMA AS	353 205	3.07
9	VERDIPAPIRFONDET DNB SMB	350 223	3.04
10	WESTCON YARDS AS	263 500	2.29

<i>Executive management</i>	The Group's management consist of: <ul style="list-style-type: none"><li>• Reese McNeel, Interim CEO and CFO</li><li>• Ryan Stewart, COO</li></ul>
<i>Statutory auditor</i>	The Company's auditor is KPMG AS, with registered address at Sørkedalsveien 6, 0369 Oslo.

#### *What is the key financial information regarding the issuer?*

The below tables set out key financial information for the Group for the periods indicated as extracted from the financial statements for the years ended 31 December 2021 and 31 December 2022 and the three-month period ended 31 March 2022 and 31 March 2023:

(USD in millions, unless otherwise indicated)	As at and for the three months ended 31 March		As at and for the year ended 31 December	
	2023	2022	2022	2021
<b>KEY FIGURES</b>				
<b>Income statement, IFRS</b>				
Total revenue	14.3	35.5	198.9	141.1
Operating profit/(loss)	(13.9)	(2.4)	31.9	(49.8)
Net profit/(loss)	(21.7)	(11.9)	1.5	927.9
Earnings per share (USD)				
Reported	(2.47)	(1.35)	0.17	263.3
Fully diluted	(2.47)	(1.35)	0.17	263.3
<b>Balance sheet, IFRS</b>				
Total assets	480.4	487.0	500.0	492.8
Total equity	16.5	25.3	37.3	36.3
Net financial debt (long term debt plus short term debt minus cash)	346.2	359.0	330.6	349.4
<b>Cash flow statement</b>				
Net cash flows from operating activities	6.2	(0.4)	49.2	23.4
Net cash flows used in investing activities	(14.3)	(5.9)	(9.5)	(14.7)
Net cash flow used in financing activities	(8.9)	(2.9)	(22.0)	(95.1)

**What are the key risks that are specific to the issuer?**

*Material risk factors*

- Risks related to low fleet utilization and rates achieved
- Risks related to operating failure and gangway uptime
- Risks related to cost overruns
- Counterparty risk
- Health, safety and environment risk
- Legal proceedings and contractual disputes risk
- The market value for the Group's vessels may decrease
- The Group's contract coverage estimates are based on certain assumptions and are subject to unexpected adjustments and cancellations

**KEY INFORMATION ON THE SECURITIES**

**What are the main features of the securities?**

<i>Type, class and ISIN</i>	The Company has one class of ordinary shares with original ISIN NO0010861990.
<i>Currency, par value and number of securities</i>	As of the date of this Prospectus, the Company's share capital is EUR 14,398,373.75 divided by 11,518,699 Shares, each with a nominal value of EUR 1.25.
<i>Rights attached to the securities</i>	All Shares carries equal rights to voting and dividends.
<i>Transfer restrictions</i>	All Shares are freely transferable.
<i>Dividend and dividend policy</i>	The Company's aim is that its shareholders receive a competitive return on their Shares through a combination of share price appreciation and a direct return in the form of dividends. However, no

dividends have been paid and no equity buy-backs have been declared or undertaken during 2019, 2020, 2021 or 2022.

***Where will the securities be traded?***

The Shares will be traded on the Oslo Stock Exchange.

***What are the key risks that are specific to the securities?***

*Material risk factors*

- The trading price of the Shares has fluctuated significantly in the last years and may continue to fluctuate
- Major shareholders may exert significant influence
- Beneficial owners of the shares in the Company registered in a nominee account could be unable to exercise their voting rights
- The Company may or may not pay any cash dividends in the future, and shareholders may never obtain a return on their investment

**KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKET**

***Under which conditions and timetable can I invest in this security?***

*Purpose of the issuance of Shares*

The main purpose of the issuance of the Private Placement Shares in the Private Placement is composed of the following components:

- a. Capex investments for Notos, Eurus, Concordia, and Zephyrus to cover mobilization, compliance work/contract requirements.
- b. ensure that the Group has adequate liquidity and financial runway for an extended period of time, as well as free flow of liquidity.

*The Private Placement*

The Shares are, and the New Shares will be, admitted to trading on the Oslo Stock Exchange.

*Timetable*

The Private Placement was carried out prior to the date of this Prospectus.

*Admission to trading*

Admission to trading of the Private Placement Shares on the Oslo Stock Exchange is expected to be on or about 30 June 2023. The Company has not applied for admission to trading of the Shares on any other stock exchange or regulated market.

*Total expenses*

Total expenses in connection with the Private Placement is estimated to NOK 9,0 million.

*Dilution*

***Why is this prospectus being produced?***

*Background:*

The Prospectus is being produced in connection with the admission to trading of the Private Placement Shares.

*Net proceeds*

The gross proceeds from the Private Placement were approximately NOK 318 million. The total fees and expenses relating to the Private Placement is amounting to approximately NOK 9,0 million. Consequently, the net proceeds are estimated to approximately NOK 309,1 million.

*Conflicts of interest*

The Company is not aware of any conflict of interests arising out of or in connection with the Private Placement.



## **2. RISK FACTORS**

*Investing in the Company involves a high degree of risk. An investment in the Company is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of their investment. Potential investors should carefully consider the risk factors set out below and the information set out in Section 4.2 “Cautionary note regarding forward looking statements” in addition to the other information contained herein before making an investment decision.*

*The risk factors included in this Section 2, are as of the date of this Prospectus, and are presented in a limited number of categories, where each individual risk factor is sought placed in the most appropriate category based on the nature of the risk it represents. Within each category the risk factors deemed most material for the Group, taking into account their potential negative affect on the Company and its subsidiaries and the probability of their occurrence, are set out first. This does not mean that the remaining risk factors are ranked in order of their materiality or comprehensibility, nor based on a probability of their occurrence. The risks mentioned herein could materialise individually or cumulatively.*

### **2.1 RISKS RELATING TO THE GROUP, ITS BUSINES AND THE MARKET IN WHICH IT OPERATES**

#### **2.1.1 Risks related to low fleet utilisation and rates achieved**

Demand for Prosafe's services is global and comes from geographical areas such as the US and Mexican Gulf, Brazil, Asia and Australia, in addition to the traditional North Sea market. The key markets are currently the North Sea and Brazil.

Generally, the demand for Prosafe's services could be affected negatively by oil companies' earnings. Changes in the oil price affect oil companies' cash flows and thus their willingness to invest in exploration and production. If the oil price drops significantly, oil companies typically reduce spending, which in turn may lead to lower demand for accommodation vessels.

Furthermore, in the long-term, the demand will depend on the oil companies' replacement ratio. If oil companies fail to replace reserves, ultimately leading to lower production volumes and need for maintaining and life extending producing installations, demand for accommodation vessels could be reduced.

Although Prosafe's customer base is assumed to be fairly diversified, certain customers may, to a varying degree over time, make up substantial parts of the contract backlog. In line with industry practice, a contract normally contains early cancellation provisions for the customer in specific circumstances. Subject to termination not being due to a breach or negligence on Prosafe's part, the effect on financial results in such cases will normally be wholly or partly offset by a financial settlement in Prosafe's favor.

Demand and supply in the market in which Prosafe operates is subject to cyclical movements in both the global economy and in regional economies. There could be technological shifts and new ways of working offshore, which gives rise to less demand for accommodation semi-submersible vessels or improvement in productivity giving rise to less demand for personnel offshore and with that lower demand for accommodation vessels, which could have a material adverse effect on the Group's financial position.

The global market for semi-submersible accommodation vessels is a niche market, and a continued oversupply of available accommodation vessels will affect utilisation rates and/or day rates negatively, potentially adversely impacting Prosafe's financial position.

In recent years the supply side has grown significantly. In this perspective Prosafe has both played a role to renew its fleet and recycle several older vessels. Competition is anticipated to remain high on a global scale as a consequence of historical supply growth which is only partly compensated to date by consolidation and recycling.

Ultimately, the balance between supply and demand is a key factor affecting Prosafe's financial position, and major imbalances will have a material adverse effect on the Group's financial position.

#### **2.1.2 Risks related to operating failure and gangway uptime**

Given the nature of the Group's business which involves providing offshore technology and services in selected niches of the global oil and gas industry in harsh weather environments which are subject to various risks, including e.g. harsh weather conditions, marine disasters, explosions and collisions, any operating failure or loss of asset integrity may cause serious accidents that could lead to critical damages and, ultimately, a total loss of the asset. This could have a severe impact on the Company's financial position.

For Prosafe's contracts, the day rate for its vessels is subject to gangway connection/uptime. Consequently, any operating failure leading to down time on the gangway connection could affect Prosafe's financial position. Such downtime could be caused by human errors, downtime of critical IT systems, cyber-attacks, breakdown of equipment, weather conditions or an otherwise difficult operating environment.

### **2.1.3 Risks related to cost overruns**

Prosafe will from time to time undertake larger projects related to upgrades of existing vessels, including the option to take delivery of the new build Safe Nova & Safe Vega from China Ocean Shipping Company group ("COSCO"), as further described in Section 7.5.8. Such projects carry inherent risks of cost overruns and delays, and any of occurrence of such may have an adverse effect on Prosafe's financial position. For more information on the specifics on the new builds, please refer to Section 7.5.8.

### **2.1.4 Counterparty risk**

The Group's clients are mostly reputable national oil companies and large international companies. The Group is exposed to counterparty risks, inter alia and in particular under the Group's charter contracts. For various reasons, including adverse market conditions, decrease in demand, increase in competition, cost saving schemes and governmental or political restrictions, any of the Group's counterparties may seek to cancel or renegotiate chartering contracts, or invoke suspension of periods. The Group's cash flows and financial conditions may be materially adversely affected should its counterparties terminate, renegotiate or suspend their obligations towards the Group under such contracts.

### **2.1.5 Health, safety and environment risk**

The work processes on-board the Group's vessels can be complex and may have to be undertaken in a potentially difficult environment. Furthermore, the Group's business entails risk of accidental discharges/emissions to the natural environment. Consequently, there is a risk that personnel may be injured, equipment damaged and/or IT systems fail, which gives a risk of operating failure and for example the gangway-connection could be disrupted, meaning the vessel cannot continue its normal operations alongside a production installation, any of which could have a material adverse effect on the Group's business.

### **2.1.6 Legal proceedings and contractual disputes risk**

In the course of its activities, the Company may become involved in contractual and other disputes and legal proceedings, which may involve claims for significant monetary amounts, some of which may not be covered by insurance, or which could impose restrictions on the Company's business operations. Such proceedings may expose the Company to losses and liabilities and the Company could incur unforeseen expenses and it could occupy a significant amount of management's time and attention. Depending on the outcome, such proceedings may have a negative impact on the financial position and operations of the Company.

The Company occasionally experiences legal disputes with contractors, customers, and governments in its various jurisdictions. Construction of new rigs, upgrade, maintenance and significant customer contracts can potentially result in complex and costly disputes and associated litigation. At the moment the Company are not involved in any material dispute of such magnitude or importance that it needs to be addressed. On 15 April 2021 the Gulating Court of Appeal decided that the Company's subsidiary, Prosafe Rigs Pte. Ltd shall pay a total of NOK 474,080,660 including legal costs and accrued interest, to Westcon Yards AS. There was no further appeal and consequently the case is finally determined and no claims are outstanding.

### **2.1.7 The market value for the Group's vessels may decrease**

As at the date of this Prospectus, the Group owns and operates seven vessels, as well as having an option to take delivery of two new build vessels located at COSCO's yard in China, as further described in Section 7.5 herein.

The fair market value of the Group's vessels or those vessels the Group may acquire in the future may increase or decrease depending on a number of factors such as:

- general economic and market conditions affecting the offshore industry, including competition from other offshore companies;
- types, sizes and ages of the vessels;
- supply and demand for vessels;

- cost of new builds;
- prevailing and expected level of contract day rates; and
- technological advances.

At each balance sheet date, the Group assesses whether there is any indication that a vessel may be impaired. If any such indication exists, the Group will estimate the recoverable amount of the vessel, and write down the vessel to the recoverable amount through the consolidated statement of comprehensive income. Fluctuation in vessel values may result in impairment charges or cause the Group to be unable to sell vessels at a reasonable value, either of which could have a material adverse effect on the Group's business, financial condition and results of operations.

### **2.1.8 The Group's contract coverage estimates are based on certain assumptions and are subject to unexpected adjustments and cancellations**

The Group's order book (or backlog) represents those estimated future revenues relating to projects for which a customer has executed a contract and has a scheduled start date for the project. Order book estimates are based on a number of assumptions and estimates to be received by the Group as payment under certain agreements. The realization of the Group's order book is affected by the Group's performance under its contracts. Consequently, there is a risk that the full contract value may not be obtained if the contract is terminated, amended or similar prior to completion. As a result, even if contracts are included in the order book, there can be no assurance that such contracts will be wholly executed by the Group, generate actual revenue or not be renegotiated at a lower price, or even that the total costs already incurred by the Group in connection with the contract would be covered in full pursuant to any cancellation clause. Even where a project proceeds as scheduled, it is possible that the customer may default and fail to pay amounts owed to the Group. Material delays, payment defaults and cancellations could reduce the amount of order book currently reported, and consequently, could inhibit the conversion of that order book into revenues which in turn could have a material adverse effect on the Group's business, results of operations, cash flows, financial condition and/or prospects.

### **2.1.9 Risk related to environmental, social and governance (ESG)**

The Group is highly dependent on the environment, in different manners. The Group has to adjust its operations to ensure that it does not affect the climate more than absolutely necessary, and it has established responsible business conduct in order to maintain the trust and confidence of shareholders, employees, customers and the wider society. Major changes in the climate and environment may therefore have material adverse effect on the Group's operations and financial position, and the Group recognizes the criticality of implementing sustainable and responsible practices to promote a long-term growth and success.

Further, the Group is exposed to possible regulatory changes related to the environment, both in the way they themselves carry out their business and since regulatory changes in the sector they operate in, may affect the demand for the Group's vessels. The Group is subject to international, national, and local, environmental and safety laws and regulations, treaties, and conventions from time to time. Furthermore, future major environmental incidents involving the industry in which the Group operates and is dependent on, may result in further regulations in the industry.

The Group's rigs routinely operate in close proximity to other offshore installations. An event or series of events on the Group's rigs, or adjacent installations, which resulted in environmentally related legal claims against the Group could have a material adverse effect on the business, results of operations, cash flows and financial condition.

## **2.2 RISKS RELATED TO FINANCING**

### **2.2.1 Risks related to substantial debt level and ability to satisfy payment obligations going forward**

The Group has a substantial debt level, including substantial fixed obligations under vessel financings. A lack of increased and sustained income generation or the Group's failure to achieve satisfactory debt reductions, could have a material adverse impact on the Company's ability to satisfy its payment obligations and with a major risk of a potential bankruptcy (full liquidation) as the ultimate consequence thereof.

The Group's ability to service its debt and ensure compliance with financial covenants in its financing agreements going forward is subject to a number of risk factors, many of which are outside the Group's control, including general demand for oil and gas, the Group's ability to generate sufficient cash flow and operate in the ordinary course of business with positive cash flow, the need for future capital injections and refinancing – and therefore remains highly uncertain. Each of these factors is, to a large extent, subject to economic, financial, competitive, regulatory, operational and other factors, many of which are beyond the Group's control. There can be no assurance

that the Group will be able to generate sufficient cash from its operations and/or obtain new capital to pay its debts or other payment obligations in the future or to refinance its indebtedness in order to be able to service its debt in its ordinary course of business. It is therefore a risk that the Group could breach its debt obligations and other obligations, and that creditors as a result could be entitled to accelerate their claims against the Group. If needed, the Group will be dependent upon its creditors agreeing to waive covenant breaches and other events of default.

Reference is also made to Section 6 below, regarding the dilutive effect of the issue of new Private Placement Shares.

### **2.2.2 Currency risk**

Prosafe is exposed to several currencies. The bulk of revenues are in USD and the vessels are valued and financed in USD. The financial accounts referred to in this Prospectus are therefore compiled in USD.

Operating expenses are mainly denominated in USD, GBP, NOK, SGD and BRL, but depending on the country of operation and nationality of the crew, operating expenses can also be in other currencies, such as EUR and SEK.

Capital expenditure relating to value enhancing investments, such as upgrades and/or refurbishment programs, depending on the origin of equipment and the location of the yard, will usually be in USD, NOK or EUR. Fluctuations in these currencies as against the USD could have an adverse impact on Prosafe's financial position. Prosafe will consider hedging on a case-by-case basis. The current lending agreements restrict Prosafe's ability to hedge without lender approval.

### **2.2.3 Liquidity risk**

As Prosafe is partly financed by interest-bearing debt it is subject to liquidity risk. All its loans (as further described in Section 5 of this Prospectus) have a defined maturity date and there will always be a risk that such debt cannot be further refinanced if the Company is unable to pay its loans as they fall due. This could be as a result of specific factors, such as excessive leverage, falling asset values or low earnings/cash flow, or it could arise from macroeconomic factors and the general development in the global credit markets. Failure to further refinance debt may have a material adverse effect on Prosafe's financial position.

## **2.3 RISKS RELATED TO THE SHARES**

### **2.3.1 The trading price of the Shares has fallen significantly in the last years and may continue to fluctuate**

The trading price of the Shares has fallen significantly in the last year and could continue to fluctuate significantly in response to a number of factors beyond the Group's control, including quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, or any other risk discussed in this Section 2 materializing or the anticipation of such risk materializing. Furthermore, limited liquidity in the trading market for the Shares could have a negative impact on the market price and ability to sell Shares.

### **2.3.2 Major shareholders may exert significant influence**

A concentration of ownership may have the effect of delaying, deterring or preventing a change of control of the Company, which in turn could have a material and adverse effect on the fair market value of the Shares. Further, the interests of shareholders exerting a significant influence over the Company's Management and affairs and over matters requiring shareholder approval, including the election of the Company's Board of Directors and approval of significant corporate transactions, which may not in all matters be aligned with the interests of the Company and the other shareholders of the Company. Major shareholders may also decide to sell large blocks of Shares, and thereby reducing the market price of the Shares.

### **2.3.3 The Company may or may not pay any cash dividends in the future, and shareholders may never obtain a return on their investment.**

Dividends are not currently part of the plan for this stage of the business development process. The Company aims at making the Shares in the Company an attractive investment object and at providing its shareholders with a competitive return on investment over time, in terms of dividend and/or development in the share price. The Company's target is that the underlying values shall be reflected in the share price. The payment of future dividends will depend on the Company's earnings, financial condition and other factors including cash requirements, taxation, regulation, etc.

Due to the reduction in industry activity levels and challenging market conditions, no dividend has been paid since

August 2015. The current financing agreements do not allow for dividends without approval by lenders. There is therefore a likely risk that the Company for the foreseeable future will not pay any dividends to its shareholders.

### **3. STATEMENT OF RESPONSIBILITY**

The Board of Directors of Prosafe SE accepts responsibility for the information contained in this Prospectus. The members of the Board of Directors confirm that the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and that this Prospectus makes no omission likely to affect its import.

30 June 2023

#### **The Board of Directors of Prosafe SE**

Glen Ole Rødland  
Chair of the Board

Nina Udnes Tronstad  
Board member

Birgit Aagaard-Svendsen  
Board member

Alf Christian Thorkildsen  
Deputy Chair

Halvard Idland  
Board member

## **4. GENERAL INFORMATION**

### **4.1 PRESENTATION OF FINANCIAL AND OTHER INFORMATION**

#### **4.1.1 Financial information**

The Group's audited consolidated financial statements as of and for the years ended 31 December 2021 and 31 December 2022 (the "**Financial Statements**") and the Group's unaudited interim financial statements as of and for the three months period ended 31 March 2022 and 31 March 2023 (the "**Interim Financial Statements**"), have been incorporated by reference in Section 15.3 of this Prospectus.

The Financial Statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**"), while the Interim Financial Statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" as adopted by the EU ("**IAS 34**").

The Financial Statements have been audited by KPMG AS ("**KPMG**"), as set forth in their report included therein describes a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

The interim financial statements have not been audited. Other than the Financial Statements, KPMG has not audited, reviewed or produced any report or other information provided in this Prospectus.

#### **4.1.2 Industry and market data**

This Prospectus contains statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to Prosafe's future business and the industries and markets in which it may operate in the future. Unless otherwise indicated, such information reflects the Company's estimates based on analysis of multiple sources, including data compiled by professional organizations, consultants and analysts and information otherwise obtained from other third-party sources, such as annual financial statements and other presentations published by listed companies operating within the same industry as the Company may do in the future. Unless otherwise indicated in the Prospectus, the basis for any statements regarding the Company's competitive position in the future is based on the Company's own assessment and knowledge of the potential market in which it may operate.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified and cannot give any assurances as to the accuracy of market data contained in this Prospectus that was extracted from these industry publications or reports and reproduced herein. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Company's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 2 and elsewhere in this Prospectus.

#### **4.1.3 Other information**

In this Prospectus, all references to "NOK" are to the lawful currency of Norway, all references to "USD" are to the lawful currency of the United States, all references to "EUR" are to the lawful common currency of the EU member states who have adopted the Euro as their sole national currency, all references to "SEK" are to the lawful currency of Sweden, all references to "GBP" are to the lawful currency of the UK, all references to "SGD" are to the lawful currency of Singapore and all references to "BRL" are to the lawful currency of Brazil. No representation is made that the NOK, USD, EUR, SEK, GBP, SGD or BRL amounts referred to herein could have been or could be converted into NOK, USD, EUR, SEK, GBP, SGD or BRL as the case may be, at any particular rate, or at all. The Financial Information is published in USD.

#### **4.1.4 Rounding**

Certain figures included in this Prospectus have been subject to rounding adjustments (by rounding to the nearest whole number or decimal or fraction, as the case may be). Accordingly, figures shown for the same category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

#### **4.1.5 Third Party Information**

The Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified. The Company does not intend and does not assume any obligations to update industry or market data set forth in this Prospectus.

### **4.2 CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Prospectus includes “forward-looking” statements, including, without limitation, projections and expectations regarding the Company's future financial position, business strategy, plans and objectives. All forward-looking statements included in the Prospectus are based on information available to the Company, and views and assessments of the Company, as of the date of this Prospectus. Except as required by the applicable stock exchange rules or applicable law, the Company does not intend, and expressly disclaims any obligation or undertaking, to publicly update, correct or revise any of the information included in this Prospectus, including forward-looking information and statements, whether to reflect changes in the Company's expectations with regard thereto or as a result of new information, future events, changes in conditions or circumstances or otherwise on which any statement in this Prospectus is based.

When used in this document, the words “anticipate”, “believe”, “estimate”, “expect”, “seek to”, “will”, “may”, “intends”, “assumes” or other words of similar meaning and similar expressions or the negatives thereof, as they relate to the Company, its subsidiaries or its management, are intended to identify forward-looking statements. These forward-looking statements as a general matter are all statements other than statements as to historic facts or present facts and circumstances. The Company can give no assurance as to the correctness of such forward-looking statements and investors are cautioned that any forward-looking statements are not guarantees of future performance. Such forward-looking statements involve, and are subject to, known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company and its subsidiaries, or, as the case may be, the industry, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding Prosafe's present and future business strategies and the environment in which the Company and its subsidiaries operate.

Prospective investors in the Shares are cautioned that forward-looking statements are not guarantees of future performance and that Prosafe's actual financial position, operating result and liquidity, and the development of the industry in which Prosafe operates may differ materially from those made in or suggested by the forward-looking statements contained in this Prospectus. The Company cannot guarantee that the intentions, beliefs or current expectations upon which its forward-looking statements are based will occur. Given the aforementioned uncertainties, prospective investors are cautioned not to place undue reliance on any of these forward-looking statements.

Prospective investors in the Shares are urged to read all sections of this Prospectus and, in particular, Section 2 “Risk Factor” for a more complete discussion of the factors that could affect Prosafe's future performance and the industry in which Prosafe operates when considering an investment in the Company.

All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Prospectus.

### **4.3 APPROVAL BY THE NORWEGIAN FSA**

This Prospectus has been approved by the Norwegian FSA, as competent authority under Regulation (EU) 2017/1129. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus.



This Prospectus has been drawn up as a simplified prospectus in accordance with article 14 of Regulation (EU) 2017/1129. Investors should make their own assessment as to the suitability of investing in the securities.

## 5. THE PRIVATE PLACEMENT

### 5.1 GENERAL INFORMATION

#### 5.1.1 Introduction

On 10 May 2023 the Company raised NOK 318 million in gross proceeds through a private placement of 2,720,000 new shares (the "**Offer Shares**") at a price per share of NOK 117 (the "**Private Placement**"). The Private Placement was settled on 16 May 2023.

#### 5.1.2 Proceeds, expenses and use of proceeds

The Company will bear the total fees and expenses relating to the Private Placement. The total fees and expenses are estimated to amount to approximately NOK 9,0 million. No expenses or taxes was charged by the Company or the Manager to the subscribers in the Private Placement.

Total net proceeds from the Private Placement are estimated to amount to approximately NOK 309,1 million. The net proceeds from the Private Placement are to be used for working capital, preparation for commencement of new contracts and general corporate purposes.

#### 5.1.3 Advisors

DNB Markets, a part of DNB Bank ASA and Pareto Securities AS acting as joint global coordinators and joint bookrunners (jointly, the "Global Coordinators"), and ABG Sundal Collier ASA, Carnegie AS, Clarksons Securities AS, and Sparebank 1 Markets AS acting as joint bookrunners (jointly, the "Joint Bookrunners") (together with the Global Coordinators, referred to as the "**Managers**")

Ro Sommernes advokatfirma DA is Norwegian legal counsel to the Company.

#### 5.1.4 Interest of natural and legal persons involved in the Private Placement

The Manager and their affiliates have provided from time to time, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may receive customary fees and commissions. The Managers, their employees and any affiliates may currently own Shares in the Company. The Managers do not intend to disclose the extent of any such investments or transactions otherwise in accordance with any legal or regulatory obligation to do so.

The Manager has received a commission in connection with the Private Placement, and, as such, had an interest in the Private Placement.

#### 5.1.5 Participation of major existing shareholders in the Private Placement.

Certain major shareholders of the Company were allocated shares in the Private Placement. In addition, the following primary insiders were allocated shares in the Private Placement at the same terms as other investors:

- Glen O. Rødland (through Gross Management AS): 40 000 shares
- Reese McNeel: 750 shares

The following investors were allocated more than 5% shares in the Private Placement:

Investor	Number of shares	%
CONDIRE MANAGEMENT, LP	631,636	23.2%
MANGROVE PARTNERS	135,000	5.0%
MH CAPITAL AS	250,000	9.2%
ALDEN AS	245,000	9.0%
SONGA CAPITAL AS	159,528	5.9%

#### 5.1.6 Material disparity between the subscription price in the Private Placement and the effective cash

### **cost to members of the Board of Directors and management**

There were no material disparity between the subscription price in the Private Placement and the effective cash cost to members of the Board of Directors and management.

#### **5.1.7 Net asset value per share prior to and subsequent to the Private Placement**

Net assets value (equal to total assets minus total liabilities) per share prior to the Private Placement and after the Private Placement. Net assets value prior to the Private Placement USD 1,88 per share, Net asset value subsequent to the Private Placement USD 3,87 per share. Total number of shares prior to the Private Placement was 8,798,699, total number of shares subsequent to the Private Placement is 11,518,699.

#### **5.1.8 Dilution**

The dilutive effect of the Private Placement for shareholders not participating in the Private Placement is 23,6%.

#### **5.1.9 Total expenses incurred in the Private Placement**

Total expenses incurred by the Company in connection with the Private Placement is estimated to NOK 9 million.

### **5.2 SHAREHOLDERS' RIGHTS RELATING TO THE PRIVATE PLACEMENT SHARES**

The Private Placement Shares will be freely transferrable and be issued electronically in dematerialised form in the ESO on ISIN NO0010861990 of the Oslo Stock Exchange listed shares shortly after the date of this Prospectus.

See Section 11 "Shareholder Matters and Norwegian Company and Securities Law" below for a more detailed description of the Shares and rights attaching to them.

### **5.3 GOVERNING LAW AND JURISDICTION**

The Shares issued in the Private Placement are issued in accordance with the rules of the Norwegian Public Limited Companies Act and the Norwegian SE Act relating to companies registered as European Companies (Societas Europea).

This Prospectus is subject to Norwegian law. Any dispute arising in respect of this Prospectus is subject to the exclusive jurisdiction of the courts of Norway, with Oslo District Court as legal venue.

## 6. PRESENTATION OF PROSAFE SE

### 6.1 INTRODUCTION

The legal name of the Company is Prosafe SE, and its commercial name is “Prosafe”. The Company's principal office is located at Forusparken 2, 4031 Stavanger, Norway, and its main telephone number at that address is +47 51 64 25 00. The Company is a European public limited company registered under the laws of Norway with registration no. 823 139 772 and governed by the Norwegian Public Limited Liability Companies Act and the Norwegian SE Act. The Company was incorporated on 26 March 1997. The Company’s LEI code is 2138001LK2Z2HSER4U15. The Company’s website may be found on [www.prosafe.com](http://www.prosafe.com). The website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.

### 6.2 LEGAL STRUCTURE

The table below sets out the Company’s subsidiaries as at the date of the Prospectus:

Company	Country of incorporation	Direct and indirect shareholding and voting rights
Prosafe SE	Norway	-
Prosafe Services Maritimos Ltda	Brazil	100%
Prosafe Offshore BV	Netherlands	100%
Prosafe AS	Norway	100%
Axis Nova Singapore Pte. Ltd.	Singapore	100%
Axis Vega Singapore Pte. Ltd.	Singapore	100%
Prosafe Offshore Holdings Pte. Ltd.	Singapore	100%
Prosafe Offshore Pte. Limited	Singapore	100%
Prosafe Rigs Pte. Ltd.	Singapore	100%
Safe Eurus Singapore Pte. Ltd.	Singapore	100%
Prosafe (UK) Holdings Limited	United Kingdom	100%
Prosafe Offshore Limited	United Kingdom	100%
Prosafe Rigs Limited	United Kingdom	100%

### 6.3 HISTORICAL BACKGROUND AND COMPANY DEVELOPMENT

The Company's vision is to be a leading and innovative provider of technology and services in selected niches of the global oil and gas industry.

The Company was formed in 1997, when the platform drilling and technical services divisions de-merged from Transocean as a separate company and became listed on the Oslo Stock Exchange as Procon Offshore ASA (“Procon”).

Procon merged with Safe Offshore ASA, thereby entering the business segment of accommodation/service vessels, and changed its name to Prosafe ASA. Prosafe ASA acquired the floating production company Nortrans Offshore in 2001, extending its activities to include the conversion, chartering and operation of Floating Production, Storage and Offloading (FPSOs /FSOs).

In 2005, the Company refined its commercial portfolio with the sale of the drilling services division.

In 2006, the Company acquired Consafe Offshore AB, which owned three semi-submersible accommodation/service vessels and one accommodation jack-up.

In 2007, Prosafe transferred its headquarters to Cyprus and was registered as a European Public Limited Liability Company.

In May 2008, the Floating Production division was spun off by establishing a subsidiary, Prosafe Production Public Limited, and by distributing 90.1% of the shares to the shareholders of the Company. Prosafe Production Public Limited was listed on the Oslo Stock Exchange on 2 June 2008. Prosafe SE sold its 9.9% stake in Prosafe Production Public Limited in 2010.

The Group has strengthened its market position by investing in the existing fleet and constructing four new, technologically advanced units. In 2011 and 2012, the Group ordered two Norway compliant, semi-submersible accommodation vessels, Safe Boreas and Safe Zephyrus, from Jurong Shipyard Pte Ltd in Singapore. The vessels were delivered from the yard in 2015 and 2016.

In 2013, the Group ordered two harsh environment semi-submersible accommodation vessels, Safe Notos and Safe Eurus, from COSCO. Safe Notos was delivered from COSCO in Q1 2016. Safe Eurus was delivered from COSCO in Q2 2019. See additional specific comments for each vessel in Section 7.5 of this Prospectus.

In Q1 2016, contracts in Mexico were suspended including cancellation of a letter of intent for a new 4.5 year contract of ca USD 145 million for Safe Notos. As a consequence there was a deterioration of the Group’s contract backlog.

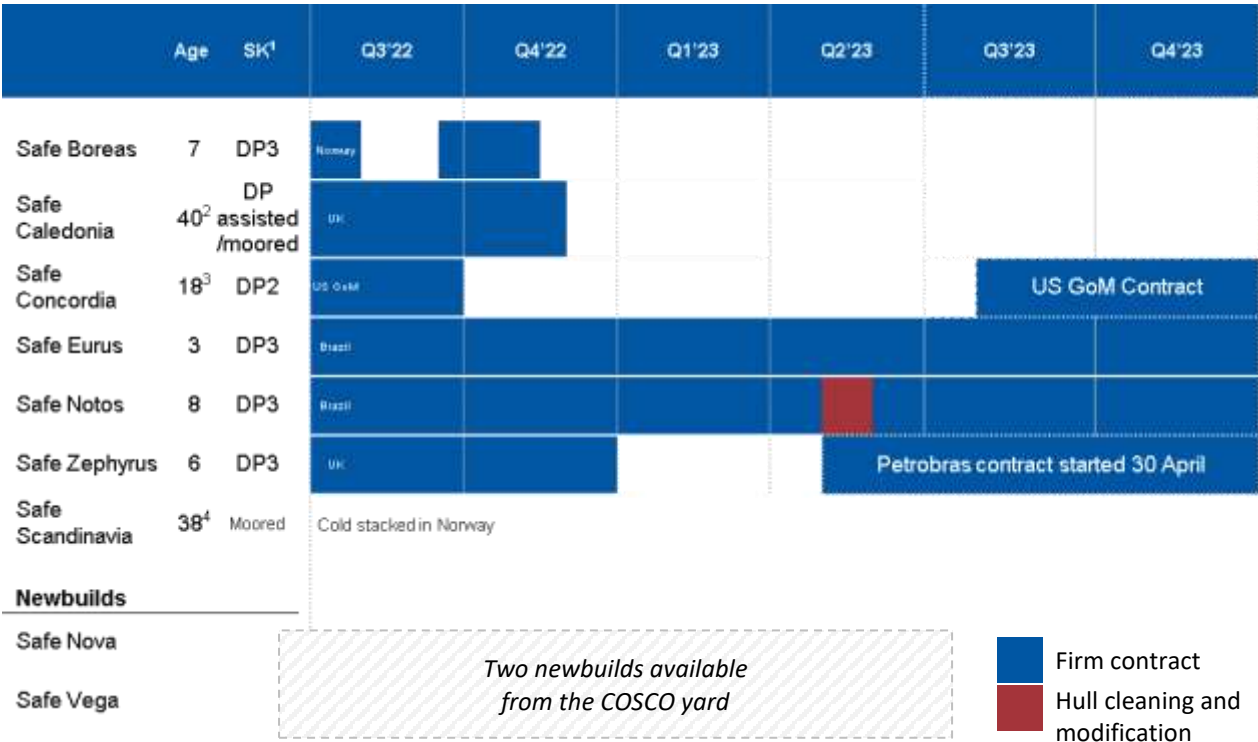
As part of refinancing negotiations in 2018 with COSCO, the Group negotiated and agreed with COSCO for the deferred delivery and financing of Safe Eurus, Safe Nova and Safe Vega. This agreement is currently under renegotiation. Safe Nova and Safe Vega is currently at the COSCO yard in China, as further described in Section 7.5.8 herein.

On 1 September 2021, the Company filed for Norwegian restructuring proceeding (Nw: rekonstruksjon) pursuant to the Norwegian Temporary Act on Restructuring to facilitate implementation of a financial restructuring of the Group. The reconstruction involved a significant equitization of the Group’s debt which reduced interest costs, and postponing all significant debt maturities until December 2025 with no fixed amortisation on the reinstated debt.

**Current contract status and tender update**

**Contract status**

The below table sets out the Group’s contract status as of 31 March 2023



**6.4 PRINCIPAL ACTIVITIES**

The Group owns six semi-submersible accommodation vessels, one TSV and has option to take delivery of two semi-submersible accommodation vessels (Safe Nova and Safe Vega) currently stacked at yard in China, as further

described in Section 7.5.8. During 2022, all vessels, except Safe Scandinavia were contracts for part of the year, as further described in Section 7.6.

Accommodation vessels are used when there is a need for additional accommodation, engineering, construction or storage capacity offshore. Typically, these vessels will be utilised in connection with installation and commissioning of new facilities, upgrades, modifications and maintenance of existing installations, hook-ups of satellite fields to existing infrastructure, and decommissioning and removal of installations.

The TSV Vessel, Safe Scandinavia, can provide mud storage, mixing and pumping facilities, as well as accommodation, cuttings storage, bulk storage and other associated utilities to an adjacent installation. The mud system has a capacity of 500m<sup>3</sup> and is able to handle, mix and store water-based and oil-based mud.

The Group's vessels have accommodation capacity (i.e. max number of beds) for up to 500 people depending on the type of vessel, and offer high quality welfare and catering facilities, storage, workshops, offices, medical services, deck cranes and lifesaving and firefighting equipment. The vessels are positioned alongside the host installation and are connected by means of a telescopic gangway so that personnel can walk to work.

When on a time charter contract in accommodation operation alongside platforms, the Group has the responsibility for the marine operations (station keeping etc.) with catering and cleaning services are outsourced. Prior to 2016, the Company had bareboat contracts in Mexico, where Cotemar was responsible for the operations and administration of the vessels. Currently, the Group's vessels are only on time-charter contracts.

The Group has extensive experience from operating gangway connected to fixed installations, Floating Production, Storage and Offloading Vessels, tension-leg platforms ("TLPs"), Semis and Spars platforms. The Group's track record comprises operations offshore including Norway, UK, Denmark, Brazil, Tunisia, West Africa, North-west and South Australia, the Philippines, USA and the Gulf of Mexico.

To be able to operate in harsh offshore environments such as in the North Sea, a large semi-submersible or jack-up is required, compared to when operating in more benign water regions, where other hull forms such as smaller semi-submersibles and jack-ups, and monohulls is sufficient. To be able to operate in Norway, any vessel-owning subsidiary needs to have an Acknowledgement of Compliance ("AoC"). The Group is therefore dependent on receiving an AoC to operate in Norway. An AoC is an acknowledgement from the Petroleum Safety Authority (PSA) to the effect that a mobile facility's technical condition and the companies' organisation and management system are assessed to be in conformity with relevant requirements of Norwegian petroleum regulations. Currently three of the Group's vessels have an AoC and the Company needs to maintain the status of these to continue to hold the AoC. In the UK, the authorities require a Safety Case to be able to operate in the UK, which is equivalent to the document in Norway. The Company has four Safety Cases.

The majority of the Group's operations are related to maintenance and modification of installations on fields already in production, while some activity is also related to commissioning of new fields.

Currently all of the Group's external contracts are time charter contracts, meaning that the Group is operating the vessels for customers/oil companies and as such bears the risk for downtime which is caused by an error on the part of the Group.

## **6.5 THE FLEET**

The Group's vessels offer high quality welfare and catering facilities, storage, workshops, offices, medical services and lifesaving equipment. Prosafe has the largest semi-submersible accommodation fleet in operation worldwide, with seven vessels, while the second largest is Floatel International with five semi-submersible accommodation vessels.

The Group's new-build vessels have been designed to set a high standard in offshore accommodation; offering hotel quality cabins and modern, spacious recreation areas, Prosafe is fully committed to the welfare and well-being of its clients while also meeting stringent North Sea regulations. The Group is responsible for carrying out maintenance and five year Special periodic surveys (SPS) for the vessels in between contracts.

### 6.5.1 Safe Boreas



Safe Boreas was built at Jurong Shipyard in Singapore to the GVA 3000E design utilising GVA's extensive semi-submersible design experience. The vessel is designed for worldwide operations in the harshest offshore environments including the North Sea, and can operate both in DP and anchored mode, providing maximum cost efficiency and flexibility.

Built to comply with stringent Norwegian and UK regulations, the accommodation vessel incorporates two large atriums allowing natural daylight into the central cabins, mess room and recreational areas.

Safe Boreas has been granted the Acknowledgement of Compliance (AoC) from the Norwegian Petroleum Safety Authority (PSA) allowing the vessel to operate in Norway.

Safe Boreas was delivered from the yard in 2015.

#### Main vessel data

Registered name	Safe Boreas
Built	2015
Design	GVA 3000E
Max no of beds	450 (all in single cabins)
Deck area	approx. 2,100 m <sup>2</sup>
Gangway	Telescopic hydraulic 38.5 m +/- 7.5 m
Mooring system	12 point mooring system
Station keeping	DP3
Thrusters	6 x 4.4 MW Azimuthing

## 6.5.2 Safe Zephyrus



Safe Zephyrus was built at Jurong Shipyard in Singapore to the GVA 3000E design utilising GVA's extensive semi-submersible design experience. The vessel is designed for worldwide operations in the harshest offshore environments, including the North Sea.

Built to comply with stringent Norwegian and UK regulations and recently modified to comply with Brazilian regulations, the accommodation vessel incorporates two large atriums allowing natural daylight into the central cabins, mess room and recreational areas.

Safe Zephyrus has been granted the Acknowledgement of Compliance (AoC) from the Norwegian Petroleum Safety Authority (PSA) allowing the vessel to operate in Norway.

Safe Zephyrus was delivered from the yard in Q1 2016.

### Main vessel data

Registered name	Safe Zephyrus
Built	2016
Design	GVA 3000E
Max no of beds	490 (370 single-bed cabins, 40
Deck area	3-bed cabins) approx. 2,100
Gangway	m2
Mooring system	Telescopic hydraulic 38.5 m +/-7.5m
Station keeping	12 point mooring system
Thrusters	DP3



### 6.5.3 Safe Notos



Safe Notos was built at Cosco to an enhanced Gusto MSC's Ocean 500 design incorporating DP3 station keeping systems, 10-point chain mooring and variable draft operations in the harshest offshore environments, excluding Norway.

Safe Notos was delivered from the yard in Q1 2016.

#### Main vessel data

Registered name	Safe Notos
Built	2016
Design	GustoMSC's Ocean 500
Max no of beds	500
Deck area	approx. 1,500 m <sup>2</sup>
Gangway	Telescopic hydraulic 38.5 m +/-7.5m
Mooring system	10 point mooring system
Station keeping	DP3
Thrusters	6 x 3.7 MW Azimuthing

### 6.5.4 Safe Scandinavia - TSV



Safe Scandinavia is a tender support vessel with accommodation capabilities capable of operating in all geographical areas, including the UK Continental Shelf and Norwegian Continental Shelf.

Safe Scandinavia has been granted the Acknowledgement of Compliance (AoC) from the Norwegian Petroleum

Safety Authority (PSA) allowing the vessel to operate in Norway.

Safe Scandinavia was built in 1984 at the Aker Verdal yard to an Aker H-3.2E design. The vessel was upgraded in 2003 and completed a life extension refurbishment in 2014.

Safe Scandinavia completed a large scale conversion to a tender support vessel in 2016.

<b>Main vessel data</b>	
Registered name	Safe Scandinavia
Built, upgraded	1984, 2003 / 2005 / 2014 / 2016
Design	Aker H-3.2E
Max no of beds	331 (NCS: 159) (in accommodation mode)
Power generation	6 780 kW (3 diesel generator sets)
Gangway	Telescopic Hydraulic 36.5m +/- 6.0m
Mooring system	12 Point Chain Winches
Station keeping	Moored

### 6.5.5 Safe Caledonia



Safe Caledonia is a thruster assisted moored semi-submersible accommodation vessel capable of operating in the most demanding geographical areas and has a UK Safety Case.

The Safe Caledonia was built in 1982 at the GVA / Kockums yard in Sweden to a Pacesetter design and completed a 20 year life extension in 2012/13.

<b>Main vessel data</b>	
Registered name	Safe Caledonia
Built, upgraded	1982, 2004, 2012
Design	Pacesetter
Max no of beds	454
Deck area	350 m <sup>2</sup>
Power generation	16 900 KW (6 diesel generator sets)
Gangway	Telescopic 36.5 +/- 5.5 m
Mooring system	10 Point Wire Winches
Station keeping	POSMOOR
Thrusters	4 x 2.4 MW Azimuthing

### 6.5.6 Safe Concordia



Safe Concordia is a self-propelled semi-submersible accommodation and service vessel of twin hull configuration, capable of operating in benign to moderately harsh environments.

Safe Concordia was built at the Keppel FELS shipyard in Singapore and was delivered in March 2005.

#### Vessel data

Registered name	Safe Concordia
Built	2005
Max no of beds	389
Design	Deepwater Technology Group
Deck area	1 300 m <sup>2</sup> (laydown)
Power generation	18 550 kW (5 diesel generator sets)
Gangway	Telescopic Hydraulic 36.0 +/- 6 m
Mooring system	4 Point Wire Winches
Station keeping	DP2
Thrusters	4 x 2.5 MW Azimuthing

### 6.5.7 Safe Eurus



Safe Eurus is a technologically advanced and flexible DP3 semi-submersible ASV designed for worldwide operations, excluding Norway.

The Safe Eurus is an enhanced GustoMSC Ocean 500 design semi-submersible accommodation vessel delivered from COSCO in May 2019, and is the sister ship of the Safe Notos.

#### Main vessel data

Registered name	Safe Eurus
Built	2019
Design	Enhanced GustoMSC Ocean 500

Max no of beds	500
Deck area	1500m <sup>2</sup> plus
Power generation	31 328 kW
Gangway	38m +/- 7,5m
Mooring system	10-point wire winches
Station keeping	DP3
Thrusters	6 x 3.7 MW Azimuth

### 6.5.8 Safe Nova & Safe Vega (not yet delivered)



The Safe Nova and Safe Vega are technologically advanced and efficient DP3 harsh environment semi-submersible ASVs designed for operations worldwide, except Norway.

The Safe Nova and Safe Vega were constructed at COSCO's Qidong Shipyard to an enhanced GM500A design, incorporating 500 beds, a DP3 station keeping system and a 10-point wire mooring arrangement for flexible and efficient operations in the harshest offshore environments.

The Company has paid an instalment of USD 25 million for each newbuild and the remaining and final amount will have to be paid in instalments upon and following delivery, if delivery takes place.

The delivery date of Safe Nova and Safe Vega was initially 31 August 2021, however, Prosafe has not requested delivery and Safe Nova and Safe Vega were not in deliverable condition such that COSCO was not entitled tender delivery. The yard is in the process of undertaking repairs that must be performed prior to delivery as a result of a typhoon in late September 2022 causing material damage.

The Company is in dialogue with COSCO about extending the options to take delivery of Safe Nova and Safe Vega

<b>Main vessel data</b>	
Registered name	Safe Nova & Safe Vega
Built	Newbuilds (not yet in deliverable condition)
Design	Enhanced GM500A
Max no of beds	500
Gangway	38.0m +/- 7.5m
Mooring system	10 point wire winches
Station keeping	DP3
Thrusters	6 x 3.8 MW Azimuth
Cranes	Port-side: 70 tonne Starboard-side: 40 tonne
Registered name	Safe Nova & Safe Vega

For more technical information about the fleet see: <https://www.prosafe.com/fleet/vessels/>.

**6.6 FLEET CONTRACT STATUS**

The below table sets out the Group’s contract status as of 31 March 2023



Contract: firm committed charter period of a vessel by a client commencing from completion of mobilisation until commencement of demobilization.

Options: Period(s) available to the client by providing due notice that extend the firm committed charter period of a vessel.

**6.7 CORPORATE GOVERNANCE**

Prosafe’s system of corporate governance forms the basis for a transparent business model with clear segregation of roles, responsibilities and accountabilities between shareholders, the Board of directors and Executive Management.

**Norwegian Code of Practice**

Prosafe SE is a European public company (Societas Europaea) listed on the Oslo Stock Exchange.

Corporate governance in the Company follows the principles contained in the Norwegian Code of Practice for Corporate Governance in its latest version of 14 October 2021 (the “Corporate Governance Code”). The Company is committed to ensuring that high standards of corporate governance are maintained and is in compliance with the Corporate Governance Code.

The corporate governance principles and practices as required by the Accounting Act Section 3-3b and the details of how Prosafe complies with the Norwegian Code of Practice for Corporate Governance are accounted for in its report on Corporate Governance.

The Norwegian Code of Practice for Corporate Governance covers 15 topics which are designed to ensure that the division of roles between shareholders, the Board of directors and the Company’s Executive Management is regulated in a way that strengthens confidence among shareholders, employees, the capital market and other interested parties to ensure control and compliance, equal treatment of shareholders and maximum value creation

over time.

The Company has accordingly implemented sound corporate governance. The Directors' Report, which is published annually, specifically refers to a comprehensive Corporate Governance Report published on Prosafe's website at <https://www.prosafe.com/wp-content/uploads/2023/03/2022-Corporate-Governance-Report.pdf>.

## **6.8 ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG)**

### **6.8.1 Introduction**

Prosafe is committed to identifying, addressing and reporting its ESG impacts. The company has established governance and management structures which clearly set out the responsibility and accountability within the business for ESG impacts. The company uses internationally standardized standards for identifying (GRI) and reporting (SASB) material ESG topics.

Prosafe operates an integrated management system certified to ISO9001:2015 (Quality Management), ISO14001:2015 (Environmental Management), ISO45001:2018 (Occupational Health and Safety Management) and ISO50001:2018 (Energy Management) and work to continuously improving its performance.

### **6.8.2 Environment**

Prosafe places a high priority on environmental responsibility, aligning its business strategy with its core values of protecting the environment. We work closely with clients and stakeholders to achieve our ultimate goal of zero negative impacts to the air and sea through our operations.

At Prosafe, we acknowledge the impacts of climate change and need for societies to transition to low and no carbon energy sources. We are working diligently to facilitate this transition in our role as an offshore support service provider and we are actively assessing the physical and economic risks and opportunities associated with climate change and the global energy transition.

#### **Energy management**

Energy management is a critical aspect of our business that not only impacts our bottom line, but also has far-reaching consequences for our environment. The consumption of energy by our operations can contribute to greenhouse gas emissions, air pollutants, and the depletion of natural resources. We are focused on proactively managing our energy use and reducing our carbon footprint.

Our approach includes investing in energy-efficient technologies, promoting energy-saving behaviors among our employees, and monitoring and tracking our energy usage in our operations to identify opportunities for improvement. We have established an energy management system, regularly review our energy management strategies and make necessary adjustments to ensure that we are meeting our goals and continuously optimizing our consumption.

There are two main focus areas in the vessel energy chain to achieve efficiency gains:

- The Prosafe fleet operate with diesel-electric power plants, major efficiency gains can be made at the initial energy conversion from fuel to electricity, through more efficient operation of diesel generators, simply running fewer generators at higher more efficient loads
- Thereafter, we will focus on reducing electrical and thermal energy demands from equipment and systems onboard

Prosafe achieved certification to the internationally ISO 50001 energy management standard in January 2022. This demonstrates the Company's commitment to energy management and the continual improvement process. The company continued the roll-out of its digital platform in the fleet, as well as improvements on energy advisory functions, and visibility for both onshore and offshore vessel management teams to monitor energy use whilst vessels are in operation.

Prosafe is also investigating how energy storage systems can be designed and integrated on the Prosafe fleet of DP vessels to suit the operational profile, providing the required levels of operational redundancy and safety, together with a step change in fuel efficiency and maintenance reduction. The company continues to investigate other viable technologies that will allow the company to improve the energy efficiency of existing equipment and systems and are developing continuous improvement plans for the fleet.

#### **Greenhouse gas emissions**

It is important to note that the amount of diesel consumed, and thereby also the amount of emissions, will vary largely depending on:

- the number of vessels being operated throughout the year
- the fleet utilization (i.e. the amount of time that the vessels have been operating)
- the vessels' operation mode – dynamic positioned (“**DP**”) vessels maintain their position by means of thrusters and will therefore use far more diesel and thereby also have substantial higher emissions, than vessels that maintain station by moorings

The number of vessels that uses DP and the number of days that these vessels keep their position by using DP will vary from year to year. This implies that the amounts of emissions per year are not directly comparable. With increased operating days in 2022, the total GHG emissions increased to 120,040 tonnes (98,345 in 2021) of carbon dioxide equivalents (CO<sub>2</sub>e).

Total GHG emissions (Scope 1+2+3) increased 22% in 2022 compared to 2021, driven by a 23.5% increase in operating days. GHG emission intensity increased 2.5% in 2022 to 60.5 tonnes (59.0 in 2021) CO<sub>2</sub>e per operating day, accounting for all fuel burned throughout the course of the year. We believe this is the most accurate and useful measure of the carbon intensity of our business activities, as it includes all fuels burnt in both contract and off-contract activities.

Prosafe's energy management and emission reduction programmes not only reduce GHG emissions, but have a corresponding reduction in local air pollutants from cleaner combustion.

In addition:

- The Prosafe fleet use only low sulphur fuel, following IMO requirements for maximum 0.5% sulphur content, reducing down to 0.1% when operating in regional Environmental Control Areas
- Prosafe is actively working with clients and regulators to safely reduce the need for DP redundancy and amount of generators and thrusters running. We continue efforts to demonstrate to major clients and regulators that 2-Split has equivalent safety and robustness to 3-Split, when working in reduced environmental conditions
- Introduction of shore power use for vessels in layup in Norway, where shore side infrastructure is available together with low carbon intensity on the electrical grid
- Monitoring and managing staff business travel to limit emissions from air travel
- Encouraging remote work and video conferencing to minimise emissions from commuting

### **Ecological impact**

Prosafe takes a proactive approach to addressing its ecological impact, with a focus on reducing waste, preventing spills and discharges, and minimizing impact on biodiversity. Our vessels are equipped with International Oil Pollution Prevention (IOPP) certificates and International Sewage Pollution Prevention (ISPP) certificates to ensure that we are following relevant regulations.

We have an approved Hazardous Substance list and seek to substitute high-risk hazardous substances with lower hazardous products wherever possible. When operating alongside offshore installations, we co-operate with the waste management requirements in the operator's operational permits.

Ballast water management is controlled within the confines of the International Maritime Organisation (IMO) regulations, with all our vessels holding International Ballast Water Management (IBWM) certificates. Discharge of sewage is also controlled within the confines of IMO regulations, and all of our vessels have been subject to International Sewage Pollution Prevention (ISPP) surveys and have been issued certification in accordance with MARPOL Annex IV.

In 2022, Prosafe had no reportable discharges to the natural environment. We regularly conduct exercises to test our Oil Prevention Emergency Response & Spill contingency plans, and our performance in 2022 demonstrates our commitment to operating in an environmentally responsible and sustainable manner.

### **6.8.3 Social**

Health, safety, and environment are line management responsibilities at Prosafe, and strong leadership and collaboration are critical to achieving our goals. We have established policies that provide clear guidance and consider both our legal and moral obligations. Our safety culture promotes employee engagement and empowers our employees to act, with a focus on promoting understanding, feedback, and continuous learning. We strive for zero incidents, injury-free and healthy workplaces.

In 2022, Prosafe recorded zero incidents classified as a Lost Time Injury ("LTI"), i.e. those injuries resulting in an employee being absent from the next work shift due to the injury. This is on the same level as in 2021, when there were also not recorded any LTIs. The LTI frequency is calculated by multiplying the number of LTIs by 1 million and dividing this by the total number of man-hours worked.



The Total recordable injury frequency rate ("TRIFR") is calculated by multiplying the number of all injuries requiring medical treatment by 1 million and dividing this the total number of man-hours worked. In 2022, the TRIFR was 0, which is on the same level as in 2021.

Sick leave was 1.31%, a slight increase from the previous year attributable to the lifting of Covid-19 restrictions, but remaining relatively very low. Prosafe closely monitors and manages absence, and efforts are made to support employees in returning to work, including through occupational health assessments. In 2023, we plan to continue promoting safe and sustainable operations while offering a safe and healthy working environment.

All injuries and serious incidents are unacceptable to Prosafe. Where such events occur, we strive to ensure that suitably resourced investigations are undertaken to identify root causes and introduce risk-reducing measures aimed at preventing recurrence. The findings of these investigations are conveyed to the rest of the organisation to transfer such experience. These are in the Company's view important measures for reaching the Company's goal of zero injuries and incidents.

### **Contingency plans**

Prosafe recognizes the importance of being prepared for any eventuality and has established contingency plans to address potential crises. The company conducts regular emergency response training and exercises in collaboration with customers and third parties to ensure readiness in case of an emergency.

The Group carries out regular emergency response training and exercises in cooperation with its customers and third parties.

### **6.8.4 Governance**

Responsible business conduct, including ethical, transparent and compliant practices, is crucial in order to maintain trust and confidence of stakeholders, employees, customers and the wider society. As a company with global operations, Prosafe recognizes the criticality of implementing sustainable and responsible business practices to promote its long-term growth and success.

Prosafe's approach to responsible business conduct is rooted in its Core Values, Code of Conduct, and various governing policies such as its Corporate Social Responsibility Policy and principles for Corporate Governance. These policies provide the framework for what the company considers to be responsible conduct and set clear rules and expectations for ethical standards for all employees.

The company's management system is certified to International Maritime Organisation's International Safety Management Code and accredited to several rigorous ISO standards for quality, environmental, health and safety, and energy management. Prosafe is committed to complying with all applicable laws, rules and regulations in every country it operates and conducting business in a fair, ethical and transparent manner.

### **Code of Conduct**

Prosafe's Code of Conduct provides the framework for what Prosafe considers to be responsible conduct, but is not exhaustive. If laws and regulations in a country are more stringent than Prosafe's 'Code of Conduct', local rules shall apply.

The 'Code of Conduct' imposes an obligation to report possible violations of the Code or other unethical conduct. The Company's managers are required to take their control responsibilities seriously to prevent, detect and respond to ethical issues. Employees are encouraged to discuss concerns with their immediate supervisor or other managers. Concerns may also be raised with the 'Safety, Sustainability and Ethics Committee' and through the whistleblower system.

### **Promoting integrity and transparency**

Prosafe's 'Whistleblowing Policy' encourages a culture of openness within Prosafe and describes the internal process for whistleblowing aiming at detecting, preventing and combating corrupt and/or unethical behaviour in Prosafe and to set out the relevant guidelines as to how to report concerns and how such matters are handled.

In 2022, Prosafe's improved its whistleblowing channels by adding an online reporting tool for safe, anonymous reporting that enables employees to report any suspected or unethical behaviour. All reports are handled with discretion and in a professional manner, with no retaliation imposed on those who report and the ability to remain anonymous. There were two whistleblowing cases over the past year, each of which were of minor seriousness and promptly addressed.

### **Ethics Committee**

Prosafe's Ethics Committee is led by the CEO and shall facilitate for anonymous whistleblowing and ensure that

reported concerns are investigated and dealt with. The company encourages its employees to report any suspected breaches or unethical behaviour through established whistleblowing channels, which include an online reporting tool for safe, anonymous reporting. The Ethics Committee will also maintain and further develop Prosafe's Code of Conduct.

#### **Anti-corruption and facilitation payments**

Prosafe takes a proactive approach to preventing corruption and bribery by embedding anti-corruption and anti-bribery principles into its Code of Conduct and Anti-bribery and Anti-corruption Procedure. The company has zero-tolerance for all forms of corruption, including facilitation payments and political contributions. All employees are expected to adhere to these principles and complete mandatory training. Prosafe assesses and manages corruption risk through country risk assessments, compliance reviews, and due diligence reviews of business partner integrity.

#### **Supplier follow-up and human rights in the Company's supply chain**

Prosafe recognizes the crucial role that its suppliers and business partners play in its success and the impact they have on society, the environment, and stakeholders. Ensuring that its supply chain operates in a responsible and ethical manner is essential for Prosafe to maintain its commitment to sustainability and social responsibility.

Prosafe has established a robust and comprehensive Supply Chain Management (ESG) Due Diligence process to promote ethical, responsible, and sustainable practices throughout its supply chain. The company's Core Values, Code of Conduct, and standards for corporate social responsibility, health and safety, the environment, quality assurance, and training and competence serve as the foundation of this process.

Suppliers and business partners are encouraged to adopt these values and principles and are subject to regular audits to ensure they are being upheld. The Prosafe Approved Supplier Verification Questionnaire (ASVQ) is the main tool used to assess and monitor the environmental, social, and governance (ESG) practices of suppliers and business partners.

In 2022, Prosafe reviewed its existing process for responsible supply chain management and initiated a number of actions to comply with the requirements of the Norwegian Transparency Act. Prosafe has undertaken a preliminary risk assessment focusing on key suppliers of people-related services such as crewing providers/ medical providers and European Original Equipment Manufacturers OEM that provide the company with service engineers in regions that are deemed higher risk. The risk assessment is based on the following:

Type of goods/services with a special focus on whether they provide manpower as part of the service

- Location of service requirement
- Perceived risk in the region of operation
- The total annual spend
- Relationship and track record with Prosafe

Through planned, scheduled, and follow-up efficacy monitoring and audit activities, Prosafe was able to review and verify that its suppliers and business partners were meeting the defined standards and requirements. The Company continues the work to ensure that all suppliers and partners respect human rights, comply with applicable laws and regulations, avoid bribery and corruption, engage in fair competition, uphold labour standards, and support Prosafe's Core Values and Code of Conduct.

#### **Personal data**

Prosafe is committed to ensuring the highest standards of data security and privacy for its employees, stakeholders and clients. To achieve this, the company complies with GDPR regulations and best practices, and has in place a number of procedural and organizational controls and protective measures. This includes continuous evaluation of new options to improve cyber-security measures, including control of remote access to IT and OT systems, and mail security. Prosafe also runs security awareness campaigns to educate its employees on best practices for working from home and maintaining data security vigilance.

Prosafe's approach to data security and privacy has proven effective in 2022, with no reported incidents of data loss, loss of integrity, or downtime of critical IT systems due to cyber-attacks. In April 2023, Prosafe suffered a cyber security breach leading to a data breach and financial loss of approximately USD 480k. The Company has taken several actions to mitigate such events in the future included enhanced data security and internal financial controls. The Company has successfully safeguarded the privacy of its people and stakeholders in accordance with GDPR requirements, ensuring the protection of its stakeholders' personal data.

## 7. CAPITALISATION AND INDEBTEDNESS

### 7.1 CAPITALISATION

The following table sets forth information about the Group's combined capitalisation as at 31 March 2023, derived from the Group's unaudited consolidated interim financial statements for the period ended 31 March 2023.

	As at 31 March 2023	Adjustment amount	As adjusted
<i>(All figures rounded and in USD millions)</i>			
<b>Total current debt (including current portion of non-current debt):</b>			
Guaranteed	0		0
Secured 1)	2.3		2.3
Unguaranteed and unsecured 2)	41.9		41.9
<b>Total current debt:</b>	<b>44.2</b>		<b>44.2</b>
<b>Total non-current debt (excluding current portion of non-current debt):</b>			
Guaranteed 3)	1.7		1.7
Secured 4)	417.5		417.5
Unguaranteed and unsecured 5)	0.5		0.5
	<b>419.7</b>		<b>419.7</b>
<b>Total non-current debt: 6 )</b>	<b>463.9</b>		<b>463.9</b>
<b>Total indebtedness</b>	<b>463.9</b>		<b>463.9</b>
<b>Shareholders' equity</b>			
Share capital 7)	12.4	3.7	16.1
Legal reserve(s)	0		0
Other reserves 8)	24.9	24.4	49.3
<b>Total shareholders' equity</b>	<b>37.3</b>	<b>28.1</b>	<b>65.4</b>
<b>Total capitalisation</b>	<b>501.2</b>	<b>28.1</b>	<b>529.3</b>

1. Current secured debt consist of: (i) Interest payable of USD0.1 million on the USD 250 million and USD 93 million credit facility; (ii) Safe Eurus seller credit current portion debt USD 6 million and negative USD 3.8 million unamortised borrowing cost for Safe Eurus seller credit.

2. Unguaranteed and unsecured current debt consist of: (i) Accounts payable of USD 3.4 million; (ii) Taxes payable of USD 16.7 million; (iii) other current interest-free liabilities of USD 21.3 million; and (iv) leases of USD0.5 million.

3. Pension liability of USD 1.7 million.

4. Non-current secured debt consist of: (i) the USD 250 million and USD 93 million credit facility; and (ii) Safe Eurus seller credit non-current debt of USD 74.5 million as of 31 March 2023.

5. Unsecured leases of USD0.5 million.

6. Total non-current debt consist of: (i) pension liability of USD 1.7 million (guaranteed); (ii) USD 250 million and USD 93 million credit facility (1st priority mortgage over all vessels except Safe Eurus); (iii) Eurus seller credit USD 74.5 million (1st priority mortgage over Safe Eurus vessel); and (iv) unsecured leases of USD 0.5 million as of 31 March 2023.

7. USD 3.7 million increase in share capital in Private Placement.

8. USD 24.4 million increase in other reserves in Private Placement.

## 7.2 NET FINANCIAL INDEBTEDNESS

The following table set forth information about the Group's combined net financial indebtedness as at 31 March 2023, derived from the Group's unaudited consolidated interim financial statements for the period ended 31 March 2023.

	As at 31 March 2023	Adjustment amount	As adjusted
<i>(All figures rounded and in USD millions)</i>			
(A) Cash	74,6	28,1	102,7
(B) Cash equivalents			
(C) Trading securities			
<b>(D) Liquidity (A)+(B)+(C) 1)</b>	<b>74,6</b>	<b>28,1</b>	<b>102,7</b>
(E) Current financial debt (including debt instruments, but excluding current portion of non-current financial debt) 2)	41,4		41,4
(F) Current portion of non-current financial debt 3)	2,8		2,8
<b>(G) Current financial debt (E)+(F)</b>	<b>44,2</b>		<b>44,2</b>
<b>(H) Net current financial indebtedness (G)-(D)</b>	<b>(30,4)</b>	<b>(28,1)</b>	<b>(58,5)</b>
(I) Non-current financial debt (excluding current portion and debt instruments) 4)	418,0		418,0
(J) Debt instruments			
(K) Non-current trade and other payables	1,7		1,7
<b>(L) Non-current financial indebtedness (I)+(J)+(K) 4)</b>	<b>419,7</b>		<b>419,7</b>
<b>(M) Net financial indebtedness (H)+(L)</b>	<b>389,3</b>		<b>361,0</b>

1. A : Cash comprises of bank deposits, mainly denominated in USD.

2. E: Current financial debt comprises of (i) Accounts payable of USD 3.4 million; (ii) Taxes payable of USD 16.7 million; and (iii) other current interest-free liabilities of USD 21.3 million.

3. F: Current portion of non-current financial debt consist of: (i) Interest payable of USD0.1 million on the USD 250 million and USD 93 million credit facility; (ii) Safe Eurus seller credit current portion debt USD 6 million and negative USD 3.8 million unamortised borrowing cost for Safe Eurus seller credit and (iii) leases of USD 0.5 million.

4. I and L: Non-current financial debt and non-current financial indebtedness consist of: (i) USD 250 million and USD 93 million credit; (ii) Eurus seller credit USD 74.5 million; and (iv) unsecured leases of USD 0.5 million as of 31 March 2023.

### **7.3 CONTINGENT AND INDIRECT INDEBTEDNESS**

The Group has issued several performance guarantees and parent company guarantees where liability will be contingent upon certain events to occur. Per the date of this Prospectus the largest contingent liabilities relates to three parent company guarantees issued by the Company. The different parent company guarantees are related to three seller's credits in which the three of the Company's subsidiaries are obligors and in respect of the Safe Eurus, Safe Vega and Safe Nova vessels respectively.

### **7.4 WORKING CAPITAL**

The Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements, for the period covering at least 12 months from the date of the Prospectus.

The payment terms and mobilization costs of future employments contracts will affect the Group's liquidity. The Group will normally incur some capital expenditure and costs in connection with mobilization and commencement of the relevant employment contract, whereas the revenue generated from the contract will be received after commencement over the duration of the contract. This will reduce the available liquidity of the Group.

In addition, off-hire periods and SPS work will impact liquidity.

Based on the liquidity forecast, the Group faces substantial investments and mobilization costs in 2023 and the Net Proceeds of the Private Placement is required to mitigate a covenant breach and potential liquidity shortfall from Q3 2023. Future financing needs and compliance with the financial covenants in the coming 12 months and beyond will depend on the timing, location and terms of potential future awards and amount of associated mobilization, modification and working capital required.

If the Company does not comply with the minimum liquidity covenant in its financing arrangements, the Company's lenders may accelerate the financing arrangements of the Group. If the Group is unable to re-finance such outstanding debt and/or raise equity to settle the debt, the Group may enter into liquidation, restructuring and/or bankruptcy proceedings.

## **8. SELECTED FINANCIAL AND OTHER INFORMATION**

### **8.1 INTRODUCTION AND BASIS FOR PREPARATION**

The audited Financial Statements and unaudited Interim Financial Statement have been incorporated by reference into this Prospectus, as further set out in Section 15.3 herein.

### **8.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

For information regarding accounting policies and the use of estimates and judgements, please refer to note 2 of the Group's audited consolidated financial statements as of and for the year ended 31 December 2022, incorporated by reference in Section 15.3 of this Prospectus.

### **8.3 INVESTMENTS**

In 2023, investments made by the Group for Notos, Eurus, Concordia, and Zephyrus to cover compliance work/contract requirements. It is estimated in the range of USD 28-30 million.

### **8.4 TREND INFORMATION**

#### **8.4.1 Recent trends**

Prosafe developed its order book during 2021 and 2022 by adding both contract extensions to existing contracts and new contracts covering both 2021, 2022 and beyond. 2022 was a strong year with all active vessels operating during the year. 2023 is characterized by slow activity in the North Sea where only 1 accommodation unit is currently active. In contrast, activity in Brazil remains high and Prosafe recently mobilized the Safe Zephyrus from the North Sea to Brazil for a 650 day contract for Petrobras.

A record number of Plans for Development and Operation ("PDO") have been submitted for the Norwegian Continental Shelf and this has led to increased activity for the oil service industry as well as new opportunities for accommodation vessels. Prosafe believes that increased activity will be seen particularly from 2024 and beyond.

An increasing number of FPSOs in Brazil, is leading to increased demand particularly in Brazil. Petrobras has recently issued a tender for a 4 year contract starting in 2024 and Prosafe expects additional tenders to come from Petrobras and other operators in Brazil. Prosafe has a market leading position in Brazil where longer term contracts provide greater earning visibility versus the North Sea.

In the short term, the activity level is moderate. Based on current contracts and recent market views, there are good prospects particularly in Brazil, for a high activity level and improved earnings in 2024. However, in the North Sea, visibility remains low, which is in line with a historic trend in the offshore accommodation industry. Prosafe continues to pursue inorganic growth opportunities.

#### **8.4.2 Changes in financial performance**

Since 31 March 2023, there has been no significant change in the financial performance of the Group.

#### **8.4.3 Changes in financial position**

Since 31 March 2023, there has been no significant change in the financial position of the Group.

### **8.5 MATERIAL CONTRACTS**

Neither the Company nor any member of the Group has entered into any material contracts outside the ordinary course of business for the two years prior to the date of this Prospectus. Further, no member of the Group has entered into any contract outside the ordinary course of business that contains provisions under which any member of the Group has any obligation or entitlement which is material to the Group as at the date of this Prospectus.

### **8.6 RELATED PARTY TRANSACTIONS**

The Group had an agreement with OMP Management AS for the purpose of providing advice and support in regards to industry analysis and potential M&A transactions. OMP Management AS is a Norwegian company that is controlled by HitecVision VI Invest Sierra, which together with another HitecVision fund (North Sea Strategic

Investments) are major shareholders in the Group. The fee payable by the Group is USD 17,500 per month up to September 2022 and USD 10,000 per month from October to December 2022 and a success fee if a transaction, as defined in the engagement letter, should occur with the involvement of OMP Management AS. The success fee shall be calculated on the basis of the enterprise value of the company or asset(s) acquired and be between 0.75% - 1.25% of the total enterprise value, depending on the size of the transaction. The success fee shall furthermore in all circumstances be capped at USD 3.5 million in any single transaction. In 2022, the transacted amount was USD 0.2 million (2021: USD 0.2 million). The outstanding balance as of 31 December 2021 and 31 December 2022 is below USD 50,000. The agreement was terminated in January 2023.

The Group has a framework agreement with Global Maritime. Under the framework agreement, the Group has engaged Global Maritime to undertake projects for the Group's vessels. Global Maritime is majority-owned by HitecVision, which through one or more entities is a major shareholder of the Company. The Global Maritime projects value is about USD 1.7 million, of which USD 0.5 million was transacted during the year (2021: USD 0.7 million) and there is no outstanding balance as of 31 December 2022 (outstanding balance of USD 0.4 million as of 31 December 2021 were due and payable under normal payment terms).

## 8.7 OVERVIEW OF DISCLOSED INFORMATION OVER THE LAST 12 MONTHS

Companies listed on Euronext Expand are subject to disclosure requirements under the Norwegian Securities Trading Act and related secondary legislation, including Regulation (EU) No 596/2014. Below is a summary of certain disclosures made by the Company on [www.newsweb.no](http://www.newsweb.no) in the 12 months prior to the date of this Prospectus.

<b>Date</b>	<b>Heading</b>	<b>Content</b>
27.7.2022	Prosaf SE: Contract extension for Safe Concordia	BP Trinidad and Tobago LLC exercised all options for the Safe Concordia
2.8.2022	Prosaf SE: Operational update Q2 2022	Operational update
4.8.2022	Prosaf SE: Q2 2022 results and webcast on 19 August 2022	Invitation to webcast
19.8.2022	Prosaf SE: Second quarter and first half 2022 results	Second quarter and first half 2022 results
19.8.2022	Prosaf SE: Grant of share options	The Board of Directors has granted the new CFO 100,000 options. The options earlier granted to the previous DCEO & CFO were cancelled in connection with his resignation.
14.9.2022	Prosaf SE: Prosaf presenting at Pareto Securities' Energy Conference	Prosaf's CEO presented at Pareto Securities' Energy Conference
22.9.2022	Prosaf SE: Safe Concordia awarded US Gulf project	Prosaf was issued a letter of award, subject to final contract, to provide accommodation and construction support using the Safe Concordia in the US Gulf of Mexico.
22.9.2022	Prosaf SE: First option month exercised for Safe Zephyrus	BP Exploration Operating Company Limited exercised the first of four months of options for the charter of the Safe Zephyrus
30.9.2022	Prosaf SE: Safe Boreas extended on UK contract	The client chartering the Safe Boreas exercised the first of two 15-day options
13.10.2022	Prosaf SE: Safe Concordia US Gulf contract signed	Prosaf has signed a contract with a major operator to provide accommodation services using the Safe Concordia in the US Gulf of Mexico.
14.10.2022	Prosaf SE: Operational update Q3 2022	Operational update.
15.10.2022	Prosaf SE: Update regarding auction in Brazil	Prosaf has submitted the most competitive offer in a bidding process for a 650-day firm period contract by Petróleo Brasileiro SA. The contract value is approximately USD 73 million.
15.10.2022	Correction: Prosaf SE: Update regarding auction in Brazil	The Brazil-contract would deploy the Safe Zephyrus semi-submersible vessel for safety and maintenance support offshore Brazil within 2023.
18.10.2022	Prosaf SE: Q3 2022 results and webcast on 3 November 2022	Prosaf will release its third quarter 2022 results on 3 November 2022 at approx. 07:00 a.m. CET.
31.10.2022	Major shareholder disclosure	As a result of an acquisition of 50,212 shares, The Mangrove Partners Master Fund, Ltd. held 483,460 shares, representing 5.49% of the issued share capital, at close of business October 28, 2022.
03.11.2022	Prosaf SE: Third quarter 2022 results	Third quarter 2022 results.

10.11.2022	Prosafes SE: Mandatory notification of trade	Sjækerhatten AS, a company owned by a close associate of Nina Udnes Tronstad, member of the Board of Directors in Prosafes, sold 22,406 shares in Prosafes. Following the transaction Sjækerhatten AS owns no shares in Prosafes.
11.11.2022	Major shareholder disclosure	As a result of a disposition of 32,005 shares, The Mangrove Partners Master Fund, Ltd. Held 413,062 shares, representing 4.69% of the issued share capital, at close of business November 20, 2022.
11.11.2022	Prosafes SE: Mandatory notification of trade	Nina Udnes Tronstad, member of the Board of Directors, purchased 6,000 shares. Following the transaction, Nina Udnes Tronstad owns 6,000 shares.
25.11.2022	Prosafes SE: Contract and Tender Status Update - November 2022	Prosafes has been selected as the winning bidder for a 650-day firm period contract by Petrobras using Safe Zephyrus, commencing in May 2023. The contract value is approximately USD 73 million.
28.11.2022	Prosafes SE: Correction: Contract and tender status update - November 2022	Correction of the press release published 25 November 2022 to categorize it as insider information.
08.12.2022	Prosafes SE: Safe Zephyrus contract signed with Petrobras	Prosafes has signed a contract with Petróleo Brasileiro for the provision of the Safe Zephyrus semi-submersible vessel for safety and maintenance support offshore Brazil.
12.12.2022	Financial calendar	Financial calendar 2022 and 2023
22.12.2022	Prosafes SE: Contract and Tender Status Update - December 2022	Contract and tender status updated related to the Petrobras-contract for the Safe Zephyrus.
19.01.2023	Prosafes SE: Contract and tender status update - January 2023	The fleet utilisation rate in the fourth quarter of 2022 was 56.1 per cent (Q4 2021: 59.3 per cent), with five out of seven vessels operating at some point during the quarter.
13.02.2023	Prosafes SE: Q4 2022 results and webcast on 28 February 2023	Prosafes will release its fourth quarter 2022 results on 28 February 2023 at approx. 07:00 a.m. CET.
28.12.2023	Prosafes SE: Fourth quarter 2022 results	Fourth quarter 2022 results.
21.03.2023	Prosafes SE: Contract and tender status update - March 2023	Contract and tender status update.
28.03.2023	Prosafes SE: Annual reporting for 2022	Prosafes publishes its Annual report, Corporate Governance report, Environmental, Social and Governance (ESG) report and Remuneration report for 2022. In addition, the company presents the Transparency Act statement for 2022.
28.03.2023	Prosafes SE: Amendment of CFO options	As part of the Company's long-term incentive program approved by the General Meeting on 11 May 2022, the Board of Directors has agreed to amend the strike price of the 100,000 options for Reese McNeel (CFO) to the market price of NOK 146.50.
18.04.2023	Prosafes SE: Notice of Annual General Meeting 2023	The Annual General Meeting of Prosafes will be held on 10 May 2023 at 08.30 a.m. CEST. The meeting will be held as a virtual meeting only.
21.04.2023	Prosafes SE: Contract and tender status update – April 2023	Contract and tender status update.
26.04.2023	Prosafes SE: Q1 2023 results and webcast on 11 May 2023	Prosafes will release its first quarter 2023 results on 11 May 2023 at approx. 07:00 a.m. CEST.
27.04.2023	Prosafes SE: Jesper Kragh Andresen to step down as CEO of Prosafes SE	After more than 6 years as CEO in Prosafes, Jesper Kragh Andresen, has informed the Board of Directors that he will step down as CEO. He will continue in his current role until his successor is in place.
03.05.2023	Prosafes SE: Safe Zephyrus commences contract with Petrobras	The Safe Zephyrus semi-submersible vessel for safety and maintenance support has as planned commenced the firm commitment period of 650 days on 30 April 2023 offshore Brazil with Petróleo Brasileiro SA.
10.05.2023	Prosafes SE: Annual General Meeting held	An Annual General Meeting of Prosafes was 10 May 2023
10.05.2023	Prosafes SE: New date for publication of Q1 2023 results; date for webcast unchanged	Prosafes will release its first quarter 2023 results on 10 May 2023 at approx.. 04:30 p.m. CEST.
10.05.2023	Financial calendar	Financial calendar for 2023.
10.05.2023	Prosafes SE: First quarter 2023 results	First quarter 2023 results.
10.05.2023	Prosafes SE: Contemplated private placement	Prosafes announces a contemplated private placement of up to 2 720 000 new shares.
10.05.2023	Prosafes SE: Completed private placement	Prosafes SE raised USD 30 million in gross proceeds through a private placement of 2 720 000 new shares at a price per share of NOK 117.



10.05.2023	Prosafe SE: Key Information regarding the Subsequent Offering	The board of directors proposes to carry out a subsequent offering of up to 427,350 new shares, directed towards existing shareholders as of 10 May 2023.
11.05.2023	Prosafe SE: Ex repair offering today	With reference to stock exchange announcements from Prosafe on 10 May 2023 regarding the contemplated repair issue. The shares will be traded ex. the right to participate in the repair issue today.
11.05.2023	Disclosure of shareholdings	Following the private placement where Midelfart Capital AS acquired 76,000 shares of Prosafe on May 10, 2023, Midelfart Capital AS holds 574,674 shares, representing 4.99 % of the share capital.
12.05.2023	Prosafe SE: Flagging	North Sea Strategic Investments AS, an entity wholly owned by HitecVision VII L.P., and HV VI Invest Sierra AS, an entity wholly owned by HitecVision VI L.P. has on 10 May 2023 entered into a share lending agreement pursuant to which it has granted DNB Markets, part of DNB Bank ASA an option to borrow up to 1 355 363 shares and 1 116 565, respectively, in total 2 471 928 ordinary shares in Prosafe, to facilitate settlement in the contemplated private placement in Prosafe. .
19.05.2023	Prosafe SE – Disclosure of large shareholding	Funds managed by Condire Management, LP have on 11 May 2023 acquired 631,636 shares in Prosafe and thereby exceeded the 5% disclosure threshold. Following the transaction funds managed by Condire Management, LP, own 631,636 shares in Prosafe, equivalent to approximately 5.3% of the total shares and votes of Prosafe.
24.05.2023	Prosafe SE: New share capital registered	The Company's new share capital is EUR 14 398 373.75 divided into 11 518 699 shares, each with a par value of EUR 1.25.
25.05.2023	Prosafe SE: Reese McNeel appointed interim CEO of Prosafe SE	Reese McNeel, current CFO, is appointed interim CEO and CFO effective immediately and until a permanent replacement for Jesper Kragh Andresen is selected.
26.05.2023	Flagging	DNB Bank ASA has re-delivered the borrowed shares to North Sea Strategic Investments AS and HV VI Invest Sierra AS, both managed by HitecVision Advisory AS. North Sea Strategic Investments AS have increased their holding to 1 355 363 shares and votes, representing 11.77 % of the shares and votes, and HV VI Invest Sierra AS have increased their holding to 1 116 565 shares and votes, representing 9.69 % of the shares and votes.

## 9. BOARD OF DIRECTORS, MANAGEMENT AND EMPLOYEES

### 9.1 BOARD OF DIRECTORS

#### 9.1.1 Overview

The Board of Directors is responsible for the overall and strategic management of the Company and for ensuring that the Company's operations are organized and controlled in a satisfactory manner.

The Company's Articles of Association provide that the Board of Directors shall consist of a minimum of three and a maximum of seven members.

As of the date of this Prospectus, the Company's Board of Directors consists of the following:

<u>Name</u>	<u>Position</u>	<u>Served since</u>	<u>Term expires</u>
Glen Ole Rødland	Chair	2016	Annual General Meeting 2024
Nina Udnes Tronstad	Board member	2019	Annual General Meeting 2024
Birgit Aagaard-Svendsen	Board member	2017	Annual General Meeting 2024
Alf Christian Thorkildsen	Deputy Chair	2020	Annual General Meeting 2024
Halvard Idland	Board member	2022	Annual General Meeting 2024

#### 9.1.2 Brief biographies of the Board members

##### **Glen Ole Rødland, Chair**

Glen Ole Rødland has 13 years' experience as an analyst and corporate finance from a leading Scandinavian Investment Bank. He has been an investor and has been managing investments/portfolio for an Investment fund, Private Office and Private Equity for 16 years. The main focus of Mr. Rødland has historically been on energy, shipping, oil service and other commodity industries.

Mr. Rødland also has considerable experience as a board member and chairman of several Norwegian public companies and international companies. He is currently Chairman of Prosafe SE and of ABL Group ASA.

Mr. Rødland's qualifications include an MBA and Postgraduate Studies in Finance completed at the Norwegian School of Economics and Business Administration (NHH) and UCLA.

Mr. Rødland has been a director since 2016 and was appointed Interim Chairman on 25 May 2016 and Chairman on 30 November 2016. He is due for re-election at the AGM in 2024.

<i>Current directorships and executive management positions</i> .....	Chairman, Prosafe SE Chairman, ABL Group ASA Chairman, Corona Maritime AS Chairman, Pascal Technologies AS Board Member; Ripple Boats AS Chairman, Gross Management AS Board Member: ATDL AS Board Member, Deep Value Driller ASA Chairman, EJGOR Holding AS
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*Previous directorships and executive management positions last five years*.....

Chairman, Seadrill Ltd Chairman, Axactor SE

*Ownership interests*..... Mr. Rødland holds 140 000 shares through Gross Management AS and has a small indirect ownership interest in Prosafe due to his indirect ownership interest in HitecVision VII, L.P.

### **Birgit Aagaard-Svendsen, Board Member**

Ms. Aagaard-Svendsen is a board professional with an extensive board experience dating back to the early 90-ties. Outside Prosafe, Ms. Aagaard-Svendsen is Audit Committee Chairman of DNV Group AS, Aker Solutions ASA, West of England Ship Owners Mutual Insurance Association and KommuneKredit (Denmark) and as well as Board Member of Copenhagen Malmö Port, Stiftelsen Det Norske Veritas and Otto Mønsted A/S.

Ms. Aagaard-Svendsen has held several senior management and CFO positions. Until 2016 she was Chief Financial Officer of J. Lauritzen for 18 years. During the period between 2011 and 2015, she was Chairman for the Danish committee on Corporate Governance.

Ms. Aagaard-Svendsen has a Constructional Engineering degree from the Technical University of Denmark and a Graduate Diploma in Business Administration, from the Copenhagen Business School. In addition, miscellaneous executive programs at IESE (Barcelona); IMD (Lousanne) and INSEAD (Paris).

Ms. Aagaard-Svendsen has been a Director of Prosafe since 2017 and is due for re-election at the AGM in 2024.

*Current directorships and executive management positions*..... Board member, Prosafe SE  
Board member, KommuneKredit  
Board member, Copenhagen Malmö Port AB  
Board member, Aker Solutions AS  
Board member, DNV GL Group AS  
Board member, Stiftelsen Det Norske Veritas  
Board member, Otto Mønsted A/S  
Board member, West of England Ship Owners Mutual Insurance Ass.  
Board member, Grama Design Aps

*Previous directorships and executive management positions last five years*..... Board member, Seadrill Ltd  
Board member, Reapplix A/S  
Board member, Axis Offshore Pte.Ltd

### **Nina Udnes Tronstad, Board Member**

Mrs Udnes Tronstad is board professional with extensive board experience as an independent board director for private and listed companies. Outside Prosafe, she is currently Chair of Source Energy and Board member of Norges Bank, Fishency Innovation and Bladt Industries A/S.

She has held senior executive roles in companies such as former Statoil, Aker Solutions and Kvaerner and has been Board member of Giek, Trelleborg AB, Peab AB and NTNU.

Mrs. Udnes Tronstad has a MSc in chemical engineering from the Norwegian University of Science and Technology (NTNU).

Mrs. Udnes Tronstad has been a Director of Prosafe since 2019 and is due for re-election at the AGM in 2024.

*Current directorships and executive management positions*.....

Board member, Prosafe SE  
Chair of Source Energy AS  
Board member, Norges Bank  
Board member, Bladt Industries

### **Alf Christian Thorkildsen, Deputy Chair**

Mr. Thorkildsen is an Industry partner at HitecVision and has more than 30 years of managerial experience from the oil and gas industry. Outside Prosafe, Mr Thorkildsen is board member of Energy Drilling, Hav and OMP.

Mr Thorkildsen has held several senior management positions. Until year-end 2021, he was Senior Partner in HitecVision AS where he has been employed since 2013. Prior to this, he served as Chief Executive Officer for Seadrill, Chief Finance Officer for Seadrill, Chief Financial Officer for Smedvig ASA and in numerous senior positions in Shell.

Mr. Thorkildsen has considerable experience as a board member of several public companies and is currently board member of Energy Drilling, Hav and OMP.

Mr. Thorkildsen has a degree in business from Handelsakademiet in Norway and an MBA from Arizona State University.

Mr. Thorkildsen has been a Director since 2020 and Deputy Chair since February 2022, and is due for re-election at the AGM in 2024.

*Current directorships and executive management positions* ..... Industry Partner in HitecVision  
Deputy Chair, Prosafe SE  
Chairman, Omp Capital AS  
Chairman, Energy Drilling Management Pte. Ltd.  
Chairman, Rmc AS  
Chairman, Rmc Holding AS  
Board member, Hav Energy AS  
Board member, Stavanger Golfklubb

*Previous directorships and executive management positions last five years* ..... Board member, Golar LNG Partners  
Chairman, Omp Holding AS  
Chairman, Hv Vii Invest Juliet AS  
Chairman, Ty Offshore Invest AS  
Chairman, Hvas Invest Zeta AS  
Board member, Hav Energy Holding AS  
Board member, Hv Kraft Invest AS  
Chairman, Sgk Proshop AS  
Board member, Offshore Merchant Partners  
Board member, Atlantica Offshore Drilling  
Board member, Atlantica Tender Drilling Ltd

*Ownership interests* ..... Mr Thorkildsen has an indirect ownership interest in Prosafe due to his indirect ownership interest in HitecVision VI, L.P and HitecVision VII, L.P.

### **Halvard Idland, Board Member**

Mr. Idland has more than 20 years of industrial and financial investment experience in the oil and gas industry in Brazil. Currently, Mr Idland is co-founder and CFO of DBO Energy, a private upstream E&P investments company focusing on mature offshore fields in Brazil.

Mr. Idland is also a co-founder of Janeiro Energy, a company that develops and invests in energy efficiency and transition companies in Brazil. Amongst other appointments, Mr. Idland is Chairman of the Board for Dream Learn Work, an NGO providing technical education for underprivileged youth.

Mr. Idland has a M.Sc. in Economics and Business Administration from the Norwegian School of Economics (NHH).

Mr. Idland has been a Director of Prosafe since 2022 and is due for re-election at the AGM in 2023.

<i>Current directorships and executive management positions</i> .....	Director, DBO Energy Director, Janeiro Energy Board member, Prosafe SE Board member, Maha Energy AB Board member, Energi.ai AS Chairman, Dream Learn Work
<i>Previous directorships and executive management positions last five years</i> .....	CEO, Idland AS Board member, Dream Learn Work Norway

The address of the Company’s principal office, Forusparken 2, 4031 Stavanger, Norway, serves as business address for the members of the Board of Directors in relation to their directorship with the Company.

The Board members are independent of the Company's executive personnel and material business contacts, and, save for Alf C. Thorkildsen, also independent of the Company’s main shareholders.

**9.2 EXECUTIVE MANAGEMENT**

**9.2.1 Overview**

The table below sets forth the members of the Company's Executive Management as of the date of this Prospectus.

Name	Position	Served since
Reese McNeel	Interim CEO and Chief Financial Officer	2023/2022
Ryan Stewart	Chief Operating Officer	2020

**9.2.2 Description of the Executive Management**

**Reese McNeel, Interim CEO and CFO**

Mr. McNeel (born 1977) has been Chief Financial Officer since August 2022. Mr. McNeel was appointed interim CEO in May 2023.

He holds a Master of Business Administration from the IESE Business School in Barcelona and a degree in Finance and Economics from Utah State University.

Mr. McNeel has more than 20 years of experience from management and financial positions, including a decade of experience from the offshore industry. Prior to joining Prosafe, he served as Deputy Chief Executive Officer & Chief Financial Officer at Atlantica Tender Drilling Ltd. and as Chief Executive Officer and Chief Financial Officer of Sevan Marine ASA.

<i>Current directorships and executive management positions</i> .....	Interim CEO and CFO of Prosafe SE Board member, Prosafe Offshore Pte Ltd Board member, Prosafe Offshore Limited Board member, Prosafe Rigs Limited Board member, Prosafe (UK) Holding Limited Board member, Prosafe Rigs Pte Ltd
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<i>Previous directorships and executive management positions last five years.....</i>	Board member, Prosafe AS
<i>Ownership interests</i>	750 shares and 100 000 options

**Ryan Stewart, COO**

Mr. Stewart (born 1973) has been Chief Operating Officer of Prosafe since August 2020.

He holds Master’s degree in law from The Robert Gordon University and a BSc in Engineering, also from The Robert Gordon University. Mr. Stewart joined Prosafe in 2001 and has held several positions, last as Chief Commercial Officer. Prior to joining Prosafe, he held various positions in the North Sea oil industry.

<i>Current directorships and executive management positions.....</i>	COO of Prosafe SE Board member, Prosafe Offshore Limited Board member, Prosafe Offshore B.V. Board member, Prosafe (UK) Holdings Limited Board member, Prosafe Rigs Limited
<i>Previous directorships and executive management positions last five years.....</i>	CCO of Prosafe SE Board member, Prosafe Offshore Accommodation Limited Board member, Prosafe Offshore Pte Ltd
<i>Ownership interests.....</i>	73 shares

The address of the Company’s principal office, Forusparken 2, 4031 Stavanger, Norway, serves as business address for the members of the executive management in relation to their employment with the Company.

**9.3 CONFLICT OF INTERESTS, FAMILY RELATIONSHIP, DIRECTORSHIPS ETC.**

Director Alf Christian Thorkildsen is a Senior Partner in HitecVision, being a major shareholder of the Company. Mr. Thorkildsen has been elected as a Director on the basis of his position in HitecVision.

The Company has terminated the engagement with OMP Management AS, being wholly owned by HitecVision for the purpose of providing advice and support in regards to industry analysis and potential M&A transactions.

To the Company's knowledge, there are no other potential conflicts of interests between any duties to the Company or its subsidiaries, of any of the Board members or members of the Executive Management and their private interests and or other duties. There are no family relations between any of the Company's Board members or Executive Management.

There are no other arrangements or understanding with major shareholders, customers, suppliers or others regarding membership of the Board of Directors or the executive management.

#### **9.4 DETAILS OF ANY CONVICTIONS FOR FRAUDULENT OFFENCES, BANKRUPTCY ETC.**

No member of the Board of Directors or the Executive Management have for at least the previous five years preceding the date of this Prospectus been;

- Convicted in relation to any fraudulent offences;
- Involved in any bankruptcies, receiverships or liquidations or companies put into administration when acting in the capacity of member of an administrative, management or supervisory body;
- Subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies), or been disqualified by a court from acting as a member of the administrative, management or supervisory body of an issuer or from acting in the management or conduct of the affairs of any issuer.

#### **9.5 SHARE OPTION PLAN**

On 10 February 2022, 11 May 2022 and 19 August 2022, the Group initiated a long term incentive program where executive management and selected employees were granted options to subscribe for ordinary shares of Prosafe SE.

The options are vested equally over 24, 36 and 48 months from commencement date, respectively. Any options not exercised 60 months after the commencement date will be cancelled.

As at 31 March 2023, a total of 450,000 options are issued, each option allowing the holder to subscribe to one ordinary share in the Company.

#### **9.6 EMPLOYEES**

As of 31 March 2023, the Group has 194 employees.

#### **9.7 SHAREHOLDINGS**

##### **9.7.1 Board of Directors**

The table below sets out the number of shares owned by the Board of Directors as of the date of this Prospectus:

	<b>Shares</b>	<b>Options</b>
Glen Ole Rødland (indirect through Gross Management AS)	140 000	-
Nina Udnes Tronstad	-	-
Birgit Aagaard-Svendsen	3	-
Alf Christian Thorkildsen	-	-
Halvard Idland	-	-

##### **9.7.2 Executive Management**

The table below sets out the number of shares beneficially held by the Company's executive management as of the date of this Prospectus:

	<b>Shares</b>	<b>Options</b>
Reese McNeel	750	100 000
Ryan Stewart	73	100 000

##### **9.7.3 Restrictions on the disposal of shares**

The Board and management have entered into lock-up agreements until 11 November 2023. Other than such lock-up agreement there are no restrictions on the disposal of shares owned by members of the Board of Directors or executive management.

## **10. THE SHARES**

### **10.1 SHARES AND SHARE CAPITAL**

The Company's issued and registered share capital as of the date of this Prospectus is EUR 14 393 373.75 divided into 11 518 699 Shares, each fully paid and with a nominal value of EUR 1.25.

The Shares have been created under the laws of Norway and are registered in book-entry form in the VPS with ISIN NO0010861990. All Shares are validly issued and fully paid. The Company has only one class of Shares. Each Share carry one vote and all Shares carry equal rights in all respects, including rights to dividends. All Shares are freely transferable, meaning that a transfer of Share is not subject to the consent of the Board of Directors or rights of first refusal.

Beneficial owners of the Shares registered in a nominee account (through brokers, dealers or other third parties) could be unable to exercise their voting rights for such Shares, unless their ownership is re-registered in their names with the VPS prior to any general meeting of shareholders. There is no assurance that beneficial owners of the Shares will receive the notice of any such general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote their Shares in the manner desired by such beneficial owners.

### **10.2 OTHER FINANCIAL INSTRUMENTS**

There are no other financial instruments.

### **10.3 SHAREHOLDER AGREEMENTS**

As of the date of this Prospectus, the Company is not aware of any shareholders' agreement with respect to the Company's Shares.

The Board and management have entered into lock-up agreements until 11 November 2023. Other than such lock-up agreement there are no restrictions on the disposal of shares owned by members of the Board of Directors or executive management

### **10.4 STOCK EXCHANGE LISTING, SHARE REGISTRAR AND SECURITIES NUMBER**

Prosafe SE is a European public limited liability company and the Shares are issued pursuant to the Norwegian Public Limited Companies Act. The Company's Shares were listed on the Oslo Stock Exchange in 1997 under ticker "PRS". All Shares hold the same rights, and each Share gives one voting right. The Private Placement Shares will be registered in the Norwegian Central Securities Depository on ISIN NO0010861990.

The Shares are registered in the Norwegian Central Securities Depository (VPS), and the registrar is DNB Bank ASA. The Company's shares are registered under ISIN NO0010861990.

The Shares are not, and the Private Placement Shares will not be, listed on any other regulated market, equivalent third country markets or an SME Growth Market.

### **10.5 OUTSTANDING AUTHORIZATIONS**

The Company has two outstanding authorizations to increase the share capital, both of which was given at the annual general meeting held 10 May 2023.

The Board is authorized to increase the Company's share capital by up to EUR 3,4 million on one or more occasions. The authorization may be used to offer shares as compensation in connection with a potential acquisition and to conduct a cash offering to finance an acquisition, newbuilding or increased activity for the Company's existing accommodation rigs including capex, mobilization costs for new contracts and similar costs. The authorization is fully spent.

Further, the Board is authorized to increase the share capital in connection with the Group's incentive schemes. The Board can increase the Company's share capital by up to EUR 72,000, on one or more occasions. The authorization shall remain in force until the next annual general meeting, however no longer than 30 June 2023.



## 10.6 DIVIDEND POLICY AND RESTRICTIONS

Prosafe's long-term objective is to provide shareholders with a competitive, risk-adjusted yield on their shares through a combination of share price appreciation and direct return in the form of dividend.

The Company has not paid dividends during the years that ended on 31 December 2022, 2021, 2020, 2019, 2018, 2017 and 2016, and has not paid dividends during 2023 until the date of this Prospectus.

Under the latest amended and restated facility agreements, i.e. following the Restructuring Effective Date, dividends may only be paid after obtaining prior written consent of 2/3 of the lenders.

As the Company has resolved to reduce the share capital for coverage of loss that cannot be covered otherwise without notice to the creditors, a resolution to distribute dividends may not be adopted until three years have elapsed from the registration in the Register of Business Enterprises in December 2021, unless the share capital subsequently has been increased by an amount at least equal to the reduction.

## 10.7 SHAREHOLDERS

As of 28 June 2023, the Company had 4 702 shareholders. The Company's 20 largest shareholders as registered in the VPS as of 28 June 2023 are shown in the table below.

### Overview of top 20 shareholders as of 28 June 2023:

Rank	Holding	Stake	Name	Type of account
1	1355363	11.76663	NORTH SEA STRATEGIC INVESTMENTS AS	Ordinary
2	1116565	9.6935	HV VI INVEST SIERRA AS	Ordinary
3	1054581	9.15538	MH CAPITAL AS	Ordinary
4	1048250	9.10042	ALDEN AS	Ordinary
5	633185	5.49702	Euroclear Bank S.A./N.V.	Nominee
6	574674	4.98905	MIDELFART CAPITAL AS	Ordinary
7	364738	3.16649	VICAMA CAPITAL AS	Ordinary
8	353205	3.06636	VICAMA AS	Ordinary
9	350223	3.04047	VERDIPAPIRFONDET DNB SMB	Ordinary
10	263500	2.28758	WESTCON YARDS AS	Ordinary
11	243085	2.11035	SONGA CAPITAL AS	Ordinary
12	232886	2.02181	The Bank of New York Mellon	Nominee
13	211005	1.83185	CAM AS	Ordinary
14	154816	1.34404	SES AS	Ordinary
15	154188	1.33859	PORTEN INVEST AS	Ordinary
16	140000	1.21542	GROSS MANAGEMENT AS	Ordinary
17	138461	1.20205	ENG INVEST AS	Ordinary
18	134917	1.17129	SPESIALFONDET KLP ALFA GLOBAL ENER	Ordinary
19	134000	1.16333	VARDE NORGE AS	Ordinary
20	115000	0.99838	DIMA AS	Ordinary

As far as the Company is aware of, there are no other natural or legal person other than the shareholders shown in the table above, which indirectly or directly has a shareholding in the Company above 5% which must be notified under Norwegian law.

To the extent known to the Company, there are no persons or entities who, directly or indirectly own or control the Company. There are no arrangements, known to the Company, the operation of which may at a subsequent date result in a change of control of the Company.

The Company's Articles of Association do not contain any provisions that would have the effect of delaying, deferring or preventing a change of control of the Company. No special measures to ensure abuse of control of the Company have been taken.

#### **10.8 PUBLIC TAKEOVER BIDS**

No public takeover bids by third parties in respect of the Company's equity have occurred during the financial year ended 31 December 2022 or in the current financial year.

## **11. SHAREHOLDER MATTERS AND NORWEGIAN COMPANY AND SECURITIES LAW**

The following is a summary of certain information relating to the Shares and certain shareholder matters, including the Company's articles of association and a summary of applicable Norwegian corporate and securities law in effect as of the date of this Prospectus. The summary does not purport to be complete and is qualified in its entirety by the Company's articles of association and Norwegian law.

Under Norwegian law, all shares are to provide equal rights in a company. However, Norwegian law permits a company's articles of association to provide for different types of shares (e.g., several classes of shares). In such case, a company's articles of association must specify the different rights, preferences and privileges of the classes of shares and the total par value of each class of shares. The Company's articles of association provide for a single class of shares with equal rights.

There are no restrictions affecting the right of Norwegian or non-Norwegian residents or citizens to own the Shares. The Company's articles of association do not contain any provisions restricting the transferability of Shares.

### **11.1 THE GENERAL MEETING OF SHAREHOLDERS**

The Company's shareholders exercise supreme authority in the Company through the general meeting. A shareholder may attend the general meeting either in person or by proxy. The Company is required to include a proxy form with notices of general meetings.

In accordance with Norwegian law, the annual general meeting of the Company's shareholders is required to be held each year on or prior to 30 June. Pursuant to article 8 of the Company's articles of association, the following business must be dealt with and decided at the annual general meeting:

1. Approval of the annual accounts and annual report, including distribution of dividends.
2. Any other matters that according to applicable laws or the Articles of Association are to be decided upon by the general meeting.

Norwegian law requires that written notice of general meetings is sent to all shareholders whose addresses are known at least 21 days prior to the date of the meeting, unless the Company's articles of association stipulate a longer period. The Company's articles of association do not include any provisions on this subject. Pursuant to article 12 of the Company's articles of association, documents concerning matters to be considered at the general meeting are not required to be sent to the shareholders, provided that the documents are made available for the shareholders at the Company's website. The same applies for documents which according to law shall be included in or attached to the notice of the general meeting. A shareholder is entitled to request that documents concerning matters to be handled at the general meeting are sent to him/her.

Any shareholder is entitled to have an issue discussed at a scheduled general meeting if such shareholder provides the Board with notice of the issue within seven days prior to the deadline for the notice to the general meeting, along with a proposal to a draft resolution or a justification for the matter having been put on the agenda. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if the deadline for issuing notice of the general meeting has not expired.

In addition to the annual general meeting, extraordinary general meetings of shareholders may be held if deemed necessary by the Board. An extraordinary general meeting shall also be convened for the consideration of specific matters at the written request of the Company's auditor or shareholders representing a total of at least 5% of the share capital.

### **11.2 VOTING RIGHTS**

The articles of association of the company do not set forth additional conditions with regard to changing the rights of shareholders than required by the Norwegian Public Limited Companies Act.

Each Share carries the right to one vote at the Company's general meetings. No voting rights can be exercised with respect to treasury Shares held by the Company.

Decisions that the general meeting is entitled to make under Norwegian law or the Company's articles of association are in general made by a simple majority of the votes cast. In the case of elections, the persons who obtain the most votes cast are elected.

Certain decisions, including but not limited to increase or reduction of the Company's share capital, approval of a merger or demerger, and amendment of the Company's articles of association, require the approval of at least two-thirds of the aggregate number of votes cast at the general meeting, as well as at least two-thirds of the share capital represented at the meeting.

Decisions that would (i) reduce any shareholder's right in respect of dividend payments or other rights to the assets of the Company or (ii) restrict the transferability of the Shares through introduction of a consent requirement, of a right of first refusal upon transfers, or of a requirement that shareholders must have certain qualifications, require a majority vote of at least 90% of the share capital represented at the general meeting in question as well as the majority required for amendments to the Company's articles of association. Certain other types of changes in the rights of shareholders require the consent of all shareholders affected thereby as well as the majority required for amendments to the Company's articles of association.

There are no quorum requirements at general meetings. In general, in order to be entitled to vote, a shareholder must be registered as the owner of Shares in the Company's share register in the VPS or, in the case of a share transfer, report and show evidence of the shareholder's share acquisition to the Company prior to the general meeting. Beneficial owners of Shares that are registered in the name of a nominee are generally not entitled to vote under Norwegian law, nor are any persons who are designated in the register as holding such Shares as nominees. Readers should note that there are varying opinions as to the interpretation of Norwegian law in respect of the right to vote for nominee registered Shares.

### **11.3 ADDITIONAL ISSUANCES AND PREFERENTIAL RIGHTS**

If the Company issues any new shares the Company's articles of association must be amended, which requires a two-thirds majority of the aggregate number of votes cast at the general meeting, as well as at least two-thirds of the share capital represented at the general meeting. In connection with an increase in the Company's share capital by a subscription for Shares against cash contributions, Norwegian law provides the Company's shareholders with a preferential right to subscribe for the new shares on a pro rata basis in accordance with their then-current shareholdings in the Company. The preferential rights may be waived by the general meeting by the same majority vote as required for amendments to the Company's articles of association.

The general meeting may, with a two-thirds majority vote as described above, authorize the Board to issue new shares. Such authorization may be effective for a maximum of two years, and the par value of the Shares to be issued may not exceed 50% of the share capital at the time the authorization is registered with the Norwegian Register of Business Enterprises. The preferential right to subscribe for Shares against consideration in cash may be set aside by the Board only if the authorization includes such possibility for the Board.

Under Norwegian law, bonus shares may be issued, subject to shareholder approval and by transfer from funds that are allowed to be used to distribute dividend. Any bonus issues may be affected either by issuing Shares or by increasing the par value of the shares outstanding. If the increase in share capital is to take place by new shares being issued, these new shares must be allocated to the shareholders of the Company in proportion to their current shareholdings in the Company.

### **11.4 MINORITY RIGHTS**

Norwegian law contains a number of protections for minority shareholders, including but not limited to those described in this and preceding paragraphs. Any shareholder may petition the courts to declare a decision of the Board or general meeting of shareholders invalid on the grounds that it unreasonably favors certain shareholders or third parties to the detriment of other shareholders or the company itself. In certain circumstances shareholders may require the courts to dissolve the company as a result of such decisions to the extent particularly strong reasons are considered by the court to make necessary dissolution of the Company.

Minority shareholders holding 5% or more of the Company's share capital have a right to demand in writing that the Company's Board convene an extraordinary general meeting to discuss or resolve specific matters.

## **11.5 LEGAL CONSTRAINTS ON THE DISTRIBUTION OF DIVIDENDS**

Dividends in respect of a fiscal year, if any, will be declared at the Company's annual general meeting in the following year. Under Norwegian law, dividends may be paid in respect of a fiscal year for which audited financial statements have been approved by a majority vote at the annual general meeting, and any proposal to pay a dividend must be recommended by the Company's Board and approved by its shareholders at a general meeting. The shareholders at the Company's annual general meeting may vote to reduce, but may not adopt a resolution to increase, the dividend proposed or accepted by the Company's Board. Dividends declared and approved in this manner accrue to those shareholders who were shareholders at the time the resolution was adopted, unless otherwise stated in the resolution.

Dividends may be paid in cash or in some instances in kind. The Norwegian Public Limited Companies Act provides several constraints on the distribution of dividends:

- Pursuant to section 8-1 of the Norwegian Public Limited Companies Act the Company may only distribute dividend to the extent that the Company's net assets following the distribution covers (i) the Company's share capital, (ii) the reserve for valuation differences and (iii) the reserve for unrealized gains. From the amount that may be distributed, a deduction shall be made for the aggregate nominal value of treasury shares that the Company has purchased for ownership or as security before the balance date. Deductions shall also be made for credit and collateral etc. according to sections 8-7 to 8-10 from before the balance date which pursuant to these provisions shall lie within the scope of the funds the company may distribute as dividend. No deduction shall, however, be made for credit and collateral etc. that is reimbursed or settled before the time of decision, or credit to a shareholder to the extent that the credit is settled by a netting in the dividend. Transactions after year end which according to law requires free equity, reduce the dividend basis.
- The calculation of the distributable equity shall be made on the basis of the balance sheet in the approved annual accounts for the last fiscal year, however so that the registered share capital as of the date of the resolution to distribute dividend shall apply. Following the approval of the annual accounts for the last fiscal year, the general meeting may also authorize the Board to declare dividend on the basis of the Company's annual accounts.
- Dividend may also be distributed by the general meeting based on an interim balance sheet which has been prepared and audited in accordance with the provisions applying to the annual accounts and with a balance sheet date not further into the past than six months before the date of the general meeting's resolution.
- Dividend may only be distributed to the extent that the Company after the distribution has a sound equity and liquidity.

According to the Norwegian Public Limited Companies Act, there is no time limit after which entitlement to dividends lapses. Further, said Act contains no dividend restrictions or specific procedures for non-Norwegian resident shareholders. For a description of withholding tax on dividends that is applicable to non-Norwegian residents, see section 13.

Under Norwegian foreign exchange controls currently in effect, transfers of capital to and from Norway are not subject to prior government approval. However, all payments to and from Norway shall be registered with the Norwegian Currency Registry. Such registration is made by the entity performing the transaction. Further, each physical transfer of payments in currency shall be notified to the Norwegian customs. Consequently, a non-Norwegian resident may receive dividend payments without Norwegian exchange control consent if such payment is made through a licensed bank.

## **11.6 DISCLOSURE OBLIGATIONS**

If a person's, entity's or consolidated group's proportion of the total issued shares and/or rights to shares in a company listed on a regulated market in Norway (with Norway as its home state, which is the case for the Company) reaches, exceeds or falls below the respective thresholds of 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3

or 90% of the share capital or the voting rights of that company, the person, entity or group in question has an obligation under the Norwegian Securities Trading Act to notify the Oslo Stock Exchange and the issuer immediately. The same applies if the disclosure thresholds are passed due to other circumstances, such as a change in the Company's share capital.

The disclosure obligation also requires an investor to disclose agreements giving an investor voting rights over another party's shares if the total holding of shares and voting rights cross any of the mentioned thresholds.

### **11.7 MANDATORY TAKEOVER BIDS, SQUEEZE OUT, ETC.**

The Norwegian Securities Trading Act requires any person, entity or consolidated group who becomes the owner of Shares representing more than 1/3 of the voting rights of the Company to, within four weeks, make an unconditional general offer for the purchase of the remaining Shares in the Company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of Shares which, aggregated with the party's own shareholding, represent more than 1/3 of the voting rights in the Company, and the Oslo Stock Exchange decides that acquiring such rights must be regarded as effectively being an acquisition of the Shares in question.

The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the Shares that exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify the Oslo Stock Exchange and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a starting point, a notification to the effect that an offer will be made cannot be retracted. The offer and the offer document required are subject to approval by the Oslo Stock Exchange before the offer is submitted to the shareholders or made public.

In the mandatory offer, all shareholders shall be treated equally and the price to be paid per share shall be at least as high as the highest price paid or agreed by the acquirer during the last six months prior to the date the threshold was exceeded. However, if it is clear that the market price was higher when the mandatory offer obligation was triggered, the Norwegian Securities Trading Act states that the offer price shall be at least as high as the market price. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. The offer must be made in cash or contain a cash alternative at least equal in value to any non-cash offer. Pursuant to the Norwegian Securities Trading Act section 6-6, a repeated bid obligation applies when passing 40% and 50% of the votes of the Company.

In the event of a failure to make a mandatory offer or to sell the portion of the Shares that exceeds the threshold within four weeks, the Oslo Stock Exchange may force the acquirer to sell the Shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the Company, such as voting at a general meeting, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise its rights to dividends and pre-emption rights in the event of a share capital increase. If the shareholder neglects its duty to make a mandatory offer, the Oslo Stock Exchange may impose a cumulative daily fine that runs until the circumstance has been rectified.

Any person, entity or consolidated group who has passed any of the above-mentioned relevant thresholds for a mandatory offer without triggering such an obligation due to an applicable exemption, and who has therefore not previously made an offer for the remaining Shares in the Company in accordance with the mandatory offer rules, is, as a main rule, obliged to make a mandatory offer in the event of a subsequent acquisition of Shares in the Company (subsequent offer obligation).

### **11.8 COMPULSORY ACQUISITION**

Pursuant to the Norwegian Public Limited Companies Act and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian public limited liability company, as well as 90% or more of the total voting rights, has a right, and each remaining minority shareholder of the company has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority

shareholder. Through such compulsory acquisition, the majority shareholder becomes the owner of the remaining shares with immediate effect.

If a shareholder acquires shares representing more than 90% of the total number of issued shares, as well as more than 90% of the total voting rights, through a voluntary offer in accordance with the Securities Trading Act, a compulsory acquisition can, provided the following three conditions are fulfilled, be carried out without such shareholder being obliged to make a mandatory offer: (i) the compulsory acquisition is commenced no later than four weeks after the acquisition of shares through the voluntary offer, (ii) the price offered per share is equal to or higher than what the offer price would have been in a mandatory offer, and (iii) the settlement is guaranteed by a financial institution authorized to provide such guarantees in Norway.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. However, where the offeror, after making a mandatory or voluntary offer, has acquired more than 90% of the voting shares of a company and a corresponding proportion of the votes that can be cast at the general meeting, and the offeror pursuant to section 4-25 of the Norwegian Public Limited Companies Act completes a compulsory acquisition of the remaining shares within three months after the expiry of the offer period, it follows from the Norwegian Securities Trading Act that the redemption price shall be determined on the basis of the offer price for the mandatory/voluntary offer unless specific reasons indicate another price.

Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court to set the price or any other objection to the price being offered, the minority shareholders will be deemed to have accepted the offered price after the expiry of the specified deadline.

## **11.9 LIABILITY OF DIRECTORS**

Members of the Board owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the board members act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Each member of the Board may be held liable by the Company for any damage they negligently or wilfully cause the Company. Norwegian law permits the general meeting to exempt any such person from liability towards the Company, but such exemption is not binding unless substantially correct and complete information relating to the grounds for any liability claim was provided at the general meeting when the decision was made. If a resolution to grant such exemption from liability or not to pursue claims against such a person has been passed by a general meeting with a majority below that required to amend the Company's articles of association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility, but can be recovered from any proceeds that the Company receives as a result of the action. If the decision to grant an exemption from liability or not to pursue claims is made by a majority required to amend the articles of association, the minority shareholders cannot pursue the claim in the Company's name.

## **11.10 DISTRIBUTION OF ASSETS ON LIQUIDATION**

Under Norwegian law, a company may be wound-up by a resolution of the company's shareholders in a general meeting passed by the same majority as required to amend the articles of association. The Shares rank equally in the event of a return on capital by the Company upon a winding-up or otherwise.

## **11.11 RIGHTS OF REDEMPTION AND REPURCHASE OF SHARES**

The share capital may be reduced by decreasing the par value of the Shares or by redemption of issued Shares. Such a decision requires the same majority as required to amend the articles of association. Redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

A Norwegian company may purchase its own shares if an authorization for the board of directors of the company to this effect has been given by a general meeting with the approval of at least two-thirds of the aggregate number of votes cast and Shares represented at the meeting. The aggregate par value of treasury shares so acquired and held by the company must not exceed 10% of the company's share capital, and treasury shares may only be acquired if the company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the shares. The authorization by the general meeting cannot be given for a period exceeding two years.

## **11.12 ARTICLES OF ASSOCIATION**

As of the date of this Prospectus, the Articles of Association of Prosafe SE are as follows:

### **Article 1 – Name**

The business name of the company is Prosafe SE.

### **Article 2 – Registered office**

The registered office of the company is located in the municipality of Stavanger in Norway.

### **Article 3 – Objectives**

Prosafe SE shall own and operate vessels and other offshore tonnage, related to oil and gas activities, as well as conduct any activity related to ownership and operation related to this. Prosafe SE may invest in companies within the same or other sectors.

### **Article 4 – Share capital**

The company's share capital is EUR 14 393 373.75 divided 11 518 699 shares each with a nominal value of EUR 1.25

The company's shares shall be registered with the Central Securities Depository.

When two or more persons hold the same share jointly, the more senior shareholder, based on the order in which the name of the shareholders stands in the register of shareholders, shall act as shareholder towards the company on behalf of all co-owners.

### **Article 5 – The board of directors**

The company is organised in accordance with the one-tier system in the SE Regulation art. 43 to 45.

The company's board of directors shall consist of between three and seven members who are elected for a term of up to two years.

The composition of the board shall be in accordance with the rules of the Public Limited Liability Companies Act and the SE Act with corresponding administrative regulations.

### **Article 6 – Signatory right**

The Board of Directors jointly or the Chairman of the Board and the CEO jointly are authorized to sign on behalf of the company. The Board of Directors may assign procuration.

### **Article 7 – General meeting**

Documents relating to matters to be dealt with by the company's general meeting, including documents which by law shall be included in or attached to the notice of the general meeting, do not need to be sent to the shareholders if such documents have been made available on the company's website. A shareholder may nevertheless request that documents that relates to matters to be dealt with at the general meeting, shall be sent to him/her



to him/her.

The board may determine that shareholders shall be entitled to cast votes in writing, including by use of electronic means, in a period before the meeting. The board may set further guidelines for such advance voting

Shareholders intending to participate in the general meeting shall notice the company of this no later than two days prior to the general meeting. The board may set further guidelines for such advance notice of participation.

The annual general meeting shall discuss and decide upon the following:

- (i) Approval of the annual accounts and annual report, including distribution of dividends.
- (ii) Any other matters that according to applicable laws or the Articles of Association are to be decided upon by the general meeting.

#### **Article 8 – Nomination Committee**

The company shall have a nomination committee consisting of two to three members. The majority of the members shall be independent in relation to the board members and the company management. The general meeting will elect the members of the nomination committee, including the chairperson, for a term of up to two years.

The nomination committee shall give a proposal for chairperson and other members of the board of directors as well as remuneration to the board members related to the work as board member.

The general meeting determines the remuneration to the members of the nomination committee. The general meeting may adopt instructions for the nomination committee.

#### **Article 9 – Accounting currency**

The company's accounting currency is USD.

#### **Article 10 – Governing law**

The Norwegian SE Act and the SE Regulation apply to any other matters. The rules of the Norwegian Public Limited Liability Companies Act apply correspondingly only to the extent that they are appropriate, and unless otherwise provided by the SE Regulation, the Articles of Association issued pursuant to the SE Regulation, or the SE Act.

## **12. LEGAL MATTERS**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Group is aware) that may have or have had during the course of the preceding 12 months, significant effect on the Group and/or the Group's financial position or profitability.

## 13. NORWEGIAN TAXATION

*The following is a brief summary of certain Norwegian tax considerations relevant to the acquisition, ownership and disposition of Shares by holders that are residents of Norway for purposes of Norwegian taxation (**resident or Norwegian shareholders**) and holders that are not residents of Norway for such purposes (**non-resident or foreign shareholders**).*

*The summary is based on applicable Norwegian laws, rules and regulations as at the date of this Prospectus. Such laws, rules and regulations may be subject to changes after this date, possibly on a retroactive basis for the same tax year. The summary is of a general nature and does not purport to be a comprehensive description of all tax considerations that may be relevant and does not address taxation in any other jurisdiction than Norway.*

*The summary does not concern tax issues for the Company and the summary only focuses on the shareholder categories explicitly mentioned below. Special rules may apply to shareholders who are considered transparent entities for tax purposes, for shareholders holding shares through a Norwegian permanent establishment and for shareholders that have ceased or cease to be resident in Norway for tax purposes.*

*Each shareholder, and specifically non-resident shareholders, should consult with and rely upon their own tax advisers to determine their particular tax consequences.*

*Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.*

### 13.1 TAXATION OF DIVIDENDS

#### 13.1.1 Resident corporate shareholders

Dividends distributed from the Company to Norwegian corporate shareholders (i.e. limited liability companies and certain similar entities) are generally exempt from tax pursuant to the Norwegian participation exemption (Nw.: *fritaksmetoden*). However, 3 pct. of such dividends are taxable as ordinary income at a current rate of 22 pct., implying that dividends distributed from the Company to resident Norwegian corporate shareholders are effectively taxed at a rate of 0.66 pct.

#### 13.1.2 Resident personal shareholders

Dividends distributed from the Company to Norwegian personal shareholders are taxed as ordinary income at a current rate of 22 pct. to the extent the dividends exceed a statutory tax-free allowance (Nw.: *skjermingsfradrag*). The tax basis is upward adjusted with a factor of 1.44 before taxation, implying that dividends exceeding the tax-free allowance are effectively taxed at a rate of 31.68 pct.

The tax-free allowance is calculated and applied on a share-by-share basis. The allowance for each share equals the cost price of the share multiplied by a risk-free interest rate determined based on the interest rate on Norwegian treasury bills with three months maturity plus 0.5 percentage point, and adjusted downwards with the tax rate. The allowance one year is allocated to the shareholder owning the share on 31 December. Norwegian personal shareholders who transfer Shares during an income year will thus not be entitled to deduct any calculated allowance related to the transaction year. The Directorate of Taxes announces the risk free-interest rate in January the year after the income year.

Any part of the calculated allowance one year exceeding distributed dividend on a Share (excess allowance) can be carried forward and set off against future dividends (or capital gains) on the same Share (but may not be set off against taxable dividends or capital gains on other Shares). Furthermore, for the purpose of calculating the allowance the following years, any excess allowance is added to the cost price of the share and thereby included in the basis for the calculation of allowance the following years.

Norwegian personal shareholders may hold Shares through a Norwegian share saving account (Nw.: *aksjesparekonto*). Dividends received on Shares held through a share saving account will not be taxed with immediate effect. Instead, withdrawal of funds from the share saving account exceeding the paid in deposit, will be regarded as taxable income, regardless of whether the funds are derived from gains or dividends related to the shares held in the account. Such income will be taxed with an effective tax rate of 31.68%, cf. above. Norwegian personal shareholders will still be entitled to a calculated tax free allowance. Please refer to Section 14.2.2 for further information in respect of Norwegian share saving accounts.

### **13.1.3 Non-resident corporate shareholders**

Dividends distributed from the Company to non-resident shareholders are in general subject to Norwegian withholding tax at a rate of currently 25 pct., unless otherwise provided for in an applicable tax treaty or the recipient is tax resident within the European Economic Area (the EEA) (ref. Section 14.1.5 below for more information on the EEA exemption). Norway has entered into tax treaties with approximately 80 countries. In most tax treaties the withholding tax rate is reduced to 15 pct. or lower.

Non-resident corporate shareholders, who have been subject to a higher withholding tax than applicable, may apply to the Central Office for Foreign Tax Affairs for a refund of the excess withholding tax deducted. The same will apply to non-resident corporate shareholders who have suffered withholding tax although qualifying for the Norwegian participation exemption.

All non-resident corporate shareholders must document their entitlement to a reduced withholding tax rate by either (i) presenting an approved withholding tax refund application or (ii) present an approval from the Norwegian tax authorities confirming that the recipient is entitled to a reduced withholding tax rate. In addition, a certificate of residence issued by the tax authorities in the shareholder's country of residence, confirming that the shareholder is resident in that state, must be obtained. The documentation must be provided to either the nominee or the account operator (VPS).

The withholding obligation in respect of dividends distributed to non-resident corporate shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

If foreign corporate shareholders are engaged in business activities in Norway, and their Shares are effectively connected with such business activities, dividends distributed on their Shares will generally be subject to the same taxation as that of Norwegian corporate shareholders.

Foreign corporate shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming refund of withholding tax.

### **13.1.4 Non-resident personal shareholders**

Dividends distributed from the Company to non-resident personal shareholders are in general subject to Norwegian withholding tax at a rate of currently 25 pct., unless otherwise provided for in an applicable tax treaty. Norway has entered into tax treaties with approximately 80 countries. In most tax treaties the withholding tax rate is reduced to 15 pct. or lower. For foreign personal shareholders which are tax resident within the European Economic Area (the EEA), please refer to Section 14.1.5 below.

If foreign personal shareholders are engaged in business activities in Norway, and their Shares are effectively connected with such business activities, dividends distributed on their Shares will generally be subject to the same taxation as that of Norwegian personal shareholders.

Foreign personal shareholders, who have been subject to a higher withholding tax than applicable, may apply to the Central Office for Foreign Tax Affairs for a refund of the excess withholding tax deducted.

All non-resident personal shareholders must document their entitlement to a reduced withholding tax rate by obtaining a certificate of residence issued by the tax authorities in the shareholder's country of residence, confirming that the shareholder is resident in that state. The documentation must be provided to either the nominee or the account operator (VPS).

Non-resident personal shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming a refund of withholding tax.

### **13.1.5 Shareholders tax resident within the EEA**

Dividends distributed from the Company to personal shareholders tax-resident within the EEA are upon request entitled to a deductible allowance. The shareholder shall pay the lesser amount of (i) withholding tax according to the rate in the applicable tax treaty or (ii) withholding tax at 25 pct. after deduction of the tax-free allowance. Any excess allowance may be carried forward, cf. Section 14.1.2.

Non-resident personal shareholders which are tax-resident within the EEA may hold their Shares through a Norwegian share saving account. Dividends received on and gains derived upon the realization of Shares held through a share saving account by a non-resident personal shareholder resident in the EEA for tax purposes will not be taxed with immediate effect. Instead, withdrawal of funds from the share saving account exceeding the non-resident personal shareholder's paid in deposit, will be subject to withholding tax at a rate of 25% (unless reduced pursuant to an applicable tax treaty). Capital gains upon realization of Shares held through the share saving account will be regarded as paid in deposits, which may be withdrawn without taxation. Losses will correspondingly be deducted from the paid in deposit, reducing the amount which can be withdrawn without withholding tax.

The obligation to deduct and report withholding tax on Shares held through a saving account, cf. above, lies with the account operator.

Dividends distributed from the Company to corporate shareholders tax resident within the EEA are exempt from Norwegian withholding tax, provided the shareholder is the beneficial owner of the dividends received on the Shares and is genuinely established and performs genuine economic business activities within the EEA.

## **13.2 TAXATION UPON REALISATION OF SHARES**

### **13.2.1 Resident corporate shareholders**

For Norwegian corporate shareholders capital gains upon realization of Shares are generally exempt from tax. Losses are not deductible. Special exit rules apply for resident corporate shareholders that cease to be tax resident in Norway.

### **13.2.2 Resident personal Shareholders**

For Norwegian personal shareholders capital gains upon realization of Shares are taxable as ordinary income in the year of realization, and have a corresponding right to deduct losses that arise upon such realization. The tax liability applies irrespective of time of ownership and the number of Shares realized. The tax rate for ordinary income is currently 22 pct. The tax basis is adjusted upwards with a factor of 1.44 before taxation/deduction, implying an effective taxation at a rate of 31.68 pct.

The taxable gain or loss is calculated per Share as the difference between the consideration received and the cost price of the Share, including any costs incurred upon acquisition or realization of the Share. Any unused tax free allowance on a Share (see above) may be set off against capital gains on the same Share, but will not lead to or increase a deductible loss. I.e. any unused allowance exceeding the capital gain upon realization of the Share will be annulled. Any unused allowance on one Share may not be set off against gains on other Shares.

If a shareholder disposes of Shares acquired at different times, the Shares that were first acquired will be deemed as first disposed (the first in first out ("FIFO") principle) when calculating a taxable gain or loss.

Special exit tax rules apply for resident personal shareholders that cease to be tax resident in Norway.

Norwegian personal shareholders may hold Shares through a Norwegian share saving account (Nw.: *aksjesparekonto*). Gains derived upon the realization of Shares held through a share saving account will be exempt from immediate Norwegian taxation and losses will not be tax deductible. Instead, withdrawal of funds from the share saving account exceeding the Norwegian personal shareholder's paid in deposit, will be regarded as taxable income, subject to tax at an effective tax rate of 31.68%. Norwegian personal shareholders will be entitled to a calculated tax free allowance provided that such allowance has not already been used to reduce taxable dividend income (please see Section 14.1.2 above). The tax-free allowance is calculated based on the lowest paid in deposit in the account during the income year, plus any unused tax-free allowance from previous years. The tax-free allowance can only be deducted in order to reduce taxable income, and cannot increase or produce a deductible loss. Any excess allowance may be carried forward and set off against future withdrawals from the account or future dividends received on Shares held through the account.

### **13.2.3 Non-resident shareholders**

Gains from realization of Shares by non-resident shareholders will not be subject to taxation in Norway unless (i) the Shares are effectively connected with business activities carried out or managed in Norway, or (ii) the Shares are held by an individual who has been a resident of Norway for tax purposes with unsettled/postponed exit tax.

### **13.3 NET WEALTH TAX**

Norwegian corporate shareholders are not subject to net wealth tax.

Norwegian personal shareholders are generally subject to net wealth taxation at a current rate of 0.85% on net wealth exceeding NOK 1,480,000. The Shares will be included in the net wealth with 55% of their listed value as of 1 January in the assessment year. The value of debt allocated to the Shares for Norwegian wealth tax purposes is reduced correspondingly (i.e. to 55%).

Non-resident shareholders are generally not subject to Norwegian net wealth tax, unless the Shares are held by an individual in connection with business activities carried out or managed from Norway.

### **13.4 STAMP DUTY / TRANSFER TAX**

Norway does not impose any stamp duty or transfer tax on the transfer or issuance of Shares.

Norway does not impose any inheritance tax. However, the heir continues the deceased/giver's tax positions, including the cost price for tax purposes, based on principles of continuity.

### **13.5 THE COMPANY'S RESPONSIBILITY FOR THE WITHHOLDING OF TAXES**

The Company is responsible for and assumes the obligation to deduct, report and pay any applicable withholding tax to the Norwegian tax authorities.

### **13.6 CAUTIONARY NOTE**

Potential investors should be aware that the tax legislation of the investor's Member State and of the Company's country of incorporation may have an impact on the income received from the securities.

## **14. SELLING AND TRANSFER RESTRICTIONS**

### **14.1 GENERAL**

No actions have been taken, and no actions are intended to be taken, to register the New Shares in any other jurisdiction than in Norway. The transfer of any of these securities in or into various jurisdictions may be restricted or affected by law in such jurisdictions.

No securities of the Company are being offered by means of this Prospectus. This Prospectus does not constitute an invitation to purchase any of the securities of the Company in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit an offering of the securities of the Company to occur outside of Norway. Accordingly, neither this Prospectus nor any advertisement or any other material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. The Company and the Managers require persons in possession of this Prospectus to inform themselves about and to observe any such restrictions. The securities of the Company may be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The following is a summary of certain transfer restrictions that may apply to the securities of the Company pursuant to legislation in certain jurisdictions. The contents do not constitute an exhaustive description of all transfer restrictions that may apply in such jurisdictions, and similar or other restrictions may also follow from applicable laws and regulations in other jurisdictions.

### **14.2 TRANSFER RESTRICTIONS**

#### **14.2.1 United States**

The securities of the Company have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this Section.

Each purchaser of the securities of the Company outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed decision and that:

- The purchaser is authorised to consummate the purchase of the securities of the Company in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the securities of the Company have not been and will not be registered under the Securities Act or with any securities regulatory authority or any state of the United States, and are subject to significant restrictions on transfer.
- The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the securities of the Company was located outside the United States at the time the buy order for the securities of the Company was originated and continues to be located outside the United States and has not purchased the securities of the Company for the benefit of any person in the United States or entered into any arrangement for the transfer of the securities of the Company to any person in the United States.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities of the Company from the Company or an affiliate thereof in the initial distribution of such securities. 55
- The purchaser is aware of the restrictions on the offer and sale of the securities of the Company pursuant to Regulation S described in this Prospectus.
- The securities of the Company have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.
- The Company shall not recognise any offer, sale, pledge or other transfer of the securities of the Company made other than in compliance with the above restrictions.

- The purchaser acknowledges that the Company, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements

Each purchaser of the securities of the Company within the United States pursuant to Rule 144A acknowledges, represents and agrees that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorized to consummate the purchase of the securities of the Company in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Securities of the Company have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
- The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is acquiring such Securities of the Company for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution of the Securities of the Company, as the case may be.
- The purchaser is aware that the Securities of the Company are being offered in the United States in a transaction not involving any Offering in the United States within the meaning of the U.S. Securities Act.
- If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Securities of the Company, as the case may be, such shares may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in accordance with Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Securities of the Company from the Company or an affiliate thereof in the initial distribution of such Shares.
- The Securities of the Company are "restricted securities" within the meaning of Rule 144A (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resale of any Securities of the Company, as the case may be.
- The Company shall not recognise any offer, sale pledge or other transfer of the Securities of the Company made other than in compliance with the above-stated restrictions.
- The purchaser acknowledges that the Company, the Manager and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. No securities are being offered in any jurisdiction by means of this Prospectus.

#### **14.2.2 Transfer restrictions – other jurisdictions**

Similar or other restrictions may also exist for investors in other jurisdictions in respect of the securities of the Company.

### **15. ADDITIONAL INFORMATION**

#### **15.1 INDEPENDENT AUDITOR**

The Company's auditor is KPMG AS, with business registration number 935 174 627 and business address Sørkedalsveien 6, 0369 Oslo. The partners of KPMG are members of Den Norske Revisorforeningen (The Norwegian Institute of Public Accountants).

The consolidated financial statements of the Company as of 31 December 2021 and 2022 and for each of the years then ended, incorporated by reference in the prospectus, have been audited by KPMG AS, independent auditors,



as stated in their report incorporated by reference. The audit report covering the 31 December 2022 consolidated financial statements contains an emphasis of a matter paragraph that describes a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

In the independent auditor's report for 2022, KPMG included the following material uncertainty related to going concern:

*We draw attention to Note 2 and Note 14 in the financial statements, which indicate that the Group may breach the minimum liquidity covenant of USD 23 million from the second half of 2023. The Group's ability to continue as a going concern may be dependent on raising additional funds. As stated in Note 2, these events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Parent Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.*

The material uncertainty is caused by the fact that a slow North Sea market in 2023 combined with significantly higher working capital needs and investments required for new contracts was expected to have a significant negative impact on the Group's liquidity in the second half of 2022 and throughout 2023. Based on the Group's 12-month cashflow forecast at the time, it was a risk that the Company would be in breach of its minimum liquidity covenant.

## 15.2 ADVISORS

The Company's legal advisor is Ro Sommernes advokatfirma DA.

## 15.3 INCORPORATION BY REFERENCE

Section in Prospectus	Reference	Reference document and web address
4 and 8	Unaudited interim report	Q1 2023 report: <a href="https://www.prosafe.com/wp-content/uploads/2023/05/2023-Q1-report.pdf">https://www.prosafe.com/wp-content/uploads/2023/05/2023-Q1-report.pdf</a>
4 and 8	Unaudited interim report	Q1 2023 report: <a href="https://www.prosafe.com/wp-content/uploads/2023/05/2023-Q1-report.pdf">https://www.prosafe.com/wp-content/uploads/2023/05/2023-Q1-report.pdf</a>
4 and 8	Audited annual report, including an overview of the Company's accounting policy and explanatory notes and the auditor's report	Annual report 2022: <a href="https://www.prosafe.com/wp-content/uploads/2023/03/2022-Annual-Report.pdf">https://www.prosafe.com/wp-content/uploads/2023/03/2022-Annual-Report.pdf</a>
4 and 8	Audited annual report, including an overview of the Company's accounting policy and explanatory notes and the auditor's report	Annual report 2022: <a href="https://www.prosafe.com/wp-content/uploads/2023/03/2022-Annual-Report.pdf">https://www.prosafe.com/wp-content/uploads/2023/03/2022-Annual-Report.pdf</a>

## 15.4 DOCUMENTS ON DISPLAY

Copies of the following documents will be available for inspection at the Company's principal office at Forusparken 2, 4031 Stavanger, Norway, during normal business hours from Monday to Friday each week (except public holidays) for the term of this Prospectus:

- the Articles of Association of the Company;
- all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Company's request any part of which is included or referred to in the Prospectus;
- information incorporated by reference into this Prospectus; and
- this Prospectus.

The above document will also be available on the Company's website [www.prosafe.com](http://www.prosafe.com).

## 16. DEFINITIONS AND GLOSSARY OF TERMS

The following definitions and glossary apply in this Prospectus unless otherwise dictated by the context, including the foregoing pages of this Prospectus.

<b>Term</b>	<b>Definition</b>
CH4	Methane
CO	Carbon monoxide
CO2	Carbon dioxide
Company	Prosafe SE
Corporate Governance Code	Norwegian Code of Practice for Corporate Governance in its latest version of 14 October 2021
COSCO	Cosco Shipping (Qiding) Offshore Co. Ltd.
DP	Dynamic positioned
ESG	Environmental, social and governance
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017
Financial Statements	The Group's audited consolidated financial statements as of and for the year ended 31 December 2022
GHG	Greenhouse Gas
Group	The Company together with its subsidiaries
IAPP	International Air Pollution Prevention
IAS 34	International Accounting Standard 34 "Interim Financial Reporting" as adopted by the EU
IBWM	International Ballast Water Management
IFRS	The accounting standards "International Financial Reporting Standards" as adopted by the European Union
IMO	International Maritime Organisation
Interest Rate Swap Lenders	The lenders in the Interest Rate Swaps
Interim Financial Statements	The Group's Interim Financial Statements for the nine month period ended 31 March 2023
IOPP	International Oil Pollution Prevention
ISPP	International Sewage Pollution Prevention
KPMG	KPMG AS
LTI	Lost Time Injury
MARPOL	International Convention for the Prevention of Pollution from Ships
NHO	Confederation of Norwegian Enterprise's
Norwegian FSA	The Financial Supervisory Authority of Norway
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 29 June 2007 no. 75
NOx	Nitrogen oxide
POPL	Prosafe Offshore Pte. Ltd.

Private Placement	The private placement completed by the two tranches, Tranche I Shares and the Tranche II Shares in connection with the equitisation of USD 1.1 billion in debt
Private Placement Shares	The new shares which will be issued following the Private Placement
Prosafe	The Company together with its subsidiaries
Prospectus	This prospectus dated 30 June 2023, prepared by Prosafe SE in connection with the listing of the Private Placement Shares on the Oslo Stock Exchange
PRPL	Prosafe Rigs Pte. Ltd.
Restructuring	The key features of the Term Sheet to effect the restructuring proposals
RSA	Broad in-principle agreement on a Restructuring Support Agreement (subject to relevant credit approvals) to implement the terms of the Term Sheet
Shares	The Company's shares
SO <sub>2</sub>	Sulphur dioxide
TRIFR	The Total recordable injury frequency rate
Trust Deed	The joint security package shared between the 1300 Facility and the 288 Facility is regulated by a trust deed dated 30 September 2016 (as amended by an amendment deed dated 14 September 2018)
TSV	Tender Support Vessel
VOC	Volatile organic compounds
VPS	The Norwegian Central Securities Depository



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