THE KISTEFOS CASE: NORWAY'S LARGEST LAWSUIT WHERE NO ONE LOST MONEY

I wish to share a few reflections on the Kistefos case. It's unfolding on two fronts: in the Norwegian media and in Oslo District Court. That's the background and the reason why I'm writing to my fellow shareholders and colleagues in Aker-owned companies.

At Aker, we've witnessed how Kistefos orchestrated a media strategy to discredit us. With a coordinated, confrontational PR campaign led by Geelmuyden Kiese, the accusations have been relentless: serious allegations, false claims, inflammatory language, overreach, defamation, and personal attacks. The foundation of this smear campaign is a false narrative – that Kistefos repeatedly reached out to contribute to refinancing solutions but was flatly rejected. That never happened.

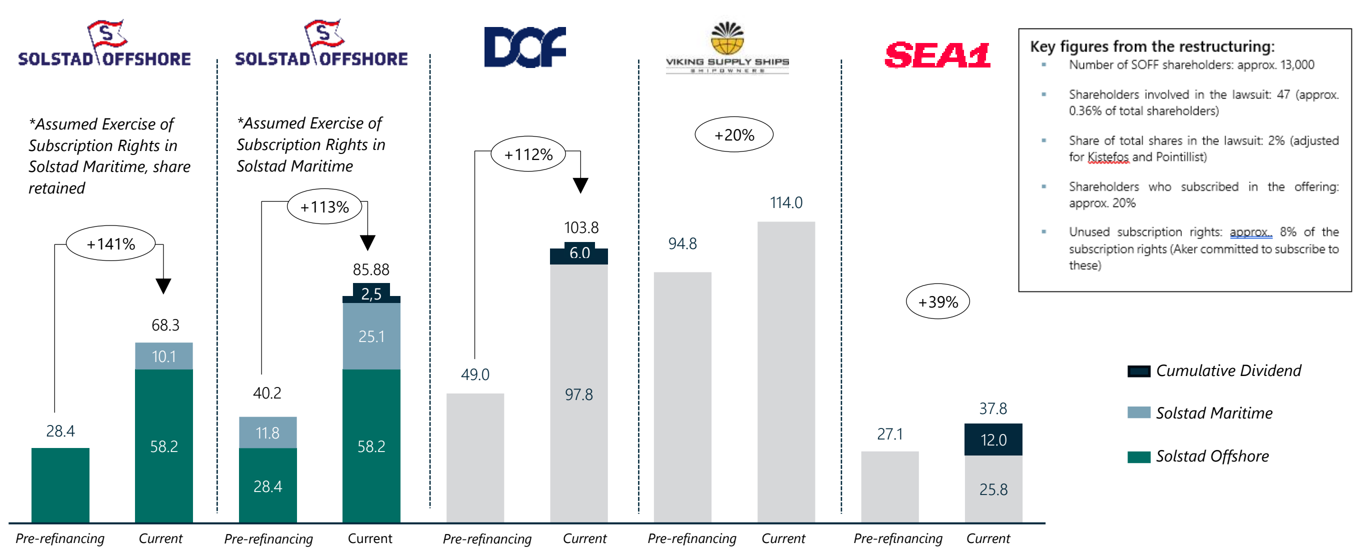
Kistefos owner Christen Sveaas has described the refinancing of Solstad Offshore as "one of the dirtiest transactions we've seen on the Oslo Stock Exchange." The accusations he's directed at me – through press releases and media – have been numerous. Here are just a few: "Røkke has stolen billions through a shady deal," accusations of "greed and illegal conduct," and calling me "a disgrace to the Oslo Stock Exchange and to Norway as a country to invest in."

Since the media attacks began on December 7, 2023, Aker's response to journalists has been consistent: we do not recognize the picture Kistefos is painting. Aker believes the claims are unfounded, and there is no factual or legal basis for the lawsuit.

At one point during Sveaas' media attacks, I gave in to the temptation to respond. It happened just before Christmas 2023, when a *Dagens Næringsliv* journalist suddenly appeared in front of me at Oslo Airport Gardermoen. With a hint of irony, I said "What Christen Smeaas, Sveaas, or whatever his name is, thinks – I couldn't care less."

Now, over to Oslo District Court: Kistefos sued the board and CEO of Solstad Offshore, as well as Pareto Securities, Aker Capital, and Frank O. Reite. The lawsuit is based on allegations related to the refinancing of Solstad Offshore in 2023/2024. Aker disagrees with the narrative. The trial begins on October 7 and is expected to run through mid-January 2026.

The numbers tell the story: 113% in two years at Solstad Offshore:



Solstad Offshore's share performance compared to competitors DOF and the two Kistefos-controlled shipping companies, Viking Supply Ships and Sea1, since October 2023.

The starting price was NOK 28.40, and a subscription right was used to buy one Solstad Maritime (SOMA) share at NOK 11.80. Today's value, including dividends, is NOK 85.80 – a 113% return, equal to DOF. Those who sold the SOMA right have seen a 141% return. Viking Supply and Sea1 have returned 20% and 39%, respectively, since Solstad Offshore announced its refinancing plan. Performance is calculated as Volume Weighted Average Price (VWAP) – a 30-day average from before the refinancing announcement to September 4.

Dear fellow shareholders and colleagues,

Solstad Offshore was saved by the company's board, Aker, the banks, and the employees of the shipping company. Kistefos never presented a viable proposal, and even their own advisor, Fearnley Securities, described Kistefos' involvement in the matter as nothing more than a "charade".

The lawsuit is absurd. No one has suffered financial losses. Since Aker proposed a solution in October 2023, shareholders have more than doubled their investment. Yet the parties are now spending three months in court and over NOK 200 million to litigate a baseless claim for damages.

This fall, the Oslo District Court will witness a curious scene. Aker is being sued for having supported a responsible and competent board at Solstad Offshore (SOFF) steer the company towards a durable and robust solution for all shareholders.

To me, it's incomprehensible that Kistefos chose to file a lawsuit against those who saved the company and created value. I leave it to the court to assess the legal merits.

But the core of this case is not about money or logic. Its roots stretch back 25 years. Back then, Christen Sveaas tried to rally a shareholder revolt at Orkla and cast me as the "enemy" and a supporter of then-CEO Jens P. Heyerdahl Jr. We crossed paths again in 2017, when Kistefos was the largest shareholder in the struggling Norske Skog. Sveaas accused Aker and Oceanwood of sabotaging his plan: "They tripped us at the finish line," he told the media. Oceanwood took control, Aker stayed on the sidelines, and Sveaas lost everything.

Maybe there's some lingering frustration that two Kistefos-controlled shipping companies weren't able to scoop up vessels at "fire-sale" prices when their competitor SOFF was in financial distress. Perhaps there's irritation that Kistefos didn't take a constructive approach to position itself for a structural solution involving SOFF, Sea1, and Viking Supply Ships. Instead, Kistefos was caught bluffing. Its financial advisor, Fearnley Securities, presented an alternative refinancing proposal – which they later admitted was nothing more than a charade.

> Kistefos came out swinging – launching a barrage of threats through the media and press releases without ever contacting us or SOFF directly.

First, Kistefos demanded an extraordinary general meeting in SOFF and pushed for a puppet board stacked with its own people. That was followed by threats to remove the existing board and sue individual board members and companies if Aker's solution was implemented. The board stood its ground – and was re-elected by shareholders. After six months of pressure, Kistefos filed its lawsuit on May 16, 2024. The class action was dismissed, and only 47 out of roughly 13,000 shareholders chose to support the case.

When a board is sued, it's usually because they've taken excessive risks – gambling with creditors' and shareholders' money. But what board, in a company facing a financial crisis after months of trying to secure financing, would turn down a concrete offer on the table in favor of a gamble that could wipe out shareholder value? As the saying goes: *Never bet the farm*. In SOFF's critical situation, there were no realistic or executable alternatives. The board preserved and created value – it didn't destroy it.

Aker got involved in the refinancing only after SOFF had spent months trying to negotiate with the banks. When those efforts stalled, Aker stepped in with a concrete proposal – one that was negotiated until both Aker and SOFF reached a mutual agreement.

Now, Christen Sveaas is questioning the integrity of board chair Harald Espedal in these negotiations. Espedal is a respected investor, one of SOFF's largest shareholders, and the company's chairman.

Was Espedal truly willing to act against his own financial interests and risk destroying his reputation – built over decades as a highly respected investor and professional board member in major companies? All just so Aker could grab as much as possible at the lowest price, at the expense of as many people as possible – all to satisfy my personal agenda?

It doesn't stop there. Lars Peder Solstad is being personally sued for allegedly acting irresponsibly as CEO – accused of allegedly facilitating a refinancing that supposedly drained SOFF of value to benefit Aker and thereby harming himself and his family. When the refinancing was announced, the Solstad family and Espedal were jointly the company's second-largest owner – larger than Kistefos. Why would they knowingly choose a financially poor solution for themselves?

> According to Kistefos, Aker supposedly seized an unfair advantage in the share issue, took control of the company, and acted out of self-interest.

The refinancing of Solstad was carried out through its subsidiary, Solstad Maritime – not the publicly listed Solstad Offshore. The reason was that the parent company carried a guarantee obligation (the Maximus claim) of NOK 1.8 billion, due in the first quarter of 2024. At the same time, loan maturities totaling NOK 11.4 billion were approaching.

The SOFF board took decisive action to secure the future of the storied company based in Skudeneshavn by utilizing the existing Solstad Maritime structure. I'm convinced this was the right decision for the collective interest of the company's shareholders and creditors. The rationale can be summed up in five key points:

- The refinancing was necessary, robust, comprehensive, and successful.
- Aker's creditworthiness and long-term ownership enabled a NOK 9.7 billion bank loan for Solstad Maritime, reducing annual interest costs by several hundred million kroner – something that would have been unthinkable for a company in crisis.
- Aker facilitated NOK 4 billion in new equity for Solstad Maritime.
- All shareholders in SOFF were given the opportunity to subscribe for NOK 750 million in shares in Solstad Maritime – at the same price as Aker.
- The NOK 1.8 billion Maximus obligation was handled.

From what was a distressed shipping company, two strong entities have emerged: SOFF and Solstad Maritime. Aker was the architect of the solution, addressing three critical components to form a complete picture – strengthened equity, bank financing, and a deferred Maximus claim.

Of SOFF's roughly 13,000 shareholders, around 20 percent chose to subscribe for shares in Solstad Maritime. The solution ensured that even those who didn't participate were treated fairly. In fact, everyone who remained invested has more than doubled their value. When the board made its decision, the future was uncertain. The only certainty was uncertainty – a volatile market and a history of downturns.

The numbers speak for themselves, as shown in the chart on the first page of this letter. SOFF shareholders who exercised their right to buy shares in Solstad Maritime have seen a return of 113 percent since the fall of 2023. Those who sold their subscription rights in Solstad Maritime have achieved a return of 141 percent.

SOFF ranks among the top 10 percent of companies on the Oslo Stock Exchange in terms of value growth over the past two years – with 258 listed companies showing weaker share price performance. Over the same period, the main index on the Oslo Stock Exchange has risen by 27 percent.

Meanwhile, competitor DOF got a fresh start in summer 2023 after its shareholders were wiped out and the company was recapitalized. Since October two years ago, DOF has delivered a return of 112 percent. The two Kistefos-controlled competitors, Sea1 and Viking Supply Ships, have returned 39 percent and 20 percent, respectively, over the same period.

> The solution that was negotiated was sound – in real time – for all parties involved.

While working on this letter, I asked colleagues and industry professionals if they could name examples of publicly listed companies that, in an acute capital crisis, managed to protect all shareholders better than SOFF. SOFF still tops my list of large companies that have best safeguarded existing shareholders during a crisis equity raise.

In the fall of 2023, the situation was dire. SOFF faced NOK 11.4 billion in bank debt and a NOK 1.8 Maximus claim – both maturing in the first quarter of 2024 – and the company was heading toward collapse. Foreign investors had already acquired 25 percent of the bank debt at a discount, aiming to take control of the process. Shareholders risked being wiped out – just as we've seen before in DOF, Seadrill, and Norwegian.

We worked closely with the banks and other stakeholders to establish a structure that saved the company. Speculators who had positioned themselves by buying discounted debt in a distressed SOFF were prevented from taking control. The fleet loan was repaid in full, and the banks received 100 percent of what they were owed – including interest.

According to Pareto, around 10 parties expressed possible interest in contributing to a refinancing. But none presented realistic proposals – only hypothetical ideas and fictional plans. After tough negotiations, the agreed pre money equity value of Solstad Maritime was set at NOK 1.5 billion, close to the starting point proposed by the SOFF board and Pareto. Aker's initial ownership proposal was 76 percent; it ended at 40.9 percent.

> Reading Kistesfos' current claims about what the value *should* have been, it's clear we're dealing with fantasy figures, utopian vessel valuations, and a complete disconnect from reality.

Kistefos now claims that Solstad Maritime was worth NOK 10.25 billion in October 2023 – compared to the agreed pre money transaction value of NOK 1.5 billion. In other words, Kistefos believed that Solstad Maritime was worth NOK 125 per share in Soff on October 23, 2023. That's absurd.

At the time, the share price in SOFF was NOK 28. What credibility is there in claiming that a company in crisis, facing massive debt maturities, could achieve a valuation nearly five times its market cap? Were they suggesting the company should carry out a share issue at a price 4.5 times higher than its actual trading price?

The reality we faced was very different. At Aker, we saw a real risk that SOFF could be thrown into play, with debt investors seizing control and putting shareholder value in jeopardy – just as we experienced in 2020.

Three years after the 2020 restructuring, SOFF still carried more than NOK 17 billion in debt. The balance sheet was far from healthy, and NOK 13.2 billion needed to be refinanced before March 31, 2024. That included the NOK 1.8 billion Maximus claim and NOK 11.4 billion in bank debt. In other words: there was no comprehensive, robust, or durable solution in place.

At Aker, we had three options:

- Sell our shares in SOFF
- Participate in a partial solution through a share issue in SOFF
- Propose a comprehensive solution for the Solstad Group, with Aker as anchor investor

At the time, we owned 22.9 percent of the shares in SOFF. Selling such a large stake would have required a steep discount. A share issue in SOFF without a deep discount was unrealistic, as the massive Maximus claim – equal to roughly 75 percent of SOFF's market value – stood in the way. This would not lead to an achievable or complete solution to the company's financial difficulties.

The solution required an anchor investor with credibility and the trust of the banks. Aker took on the challenge and prepared a solution addressing the elements needed to build a viable structure. Our proposal was presented on September 25, 2023. From that point, Frank O. Reite declared himself as having a conflict of interest.

A comprehensive solution required that Aker would be on the opposite side of the table from SOFF – as a negotiating counterparty – to get everything in place. We were clear about the division of roles from the outset. From the very first meeting on September 25, we made it known that Frank O. Reite would recuse himself from further board deliberations in SOFF, and that Aker would henceforth act as a counterparty in the negotiations. We would play the same role any other investor would in the same situation – and we were fully transparent about that.

Aker negotiated hard. We were pushed just as hard in return by SOFF and Pareto, and Aker was pressured further than we believed was reasonable. The result? A solution that has doubled SOFF's value. The idea that Aker, as a negotiating counterparty, should be held liable for damage is unprecedented – and completely unfounded. The point is this: the SOFF board secured a deal that preserved significant value.

In Oslo District Court, we'll hear snippets and soundbites from various individuals across the companies involved. Thousands of documents have been collected, along with dozens of hours of audio recordings from conversations between parties, banks, advisors, investors, and brokers.

Out-of-context fragments can be cherry-picked to create drama. It's easy to cut and paste – much harder to show the full picture: the time pressure, the banks' demands, stalled negotiations, and the looming risk hanging over the company.

The SOFF board negotiated the value of Solstad Maritime up from Aker's initial offer of NOK 411 million to NOK 1.5 billion before the capital raise. Aker brought risk capital, expertise, and capacity – and the company was saved.

Once again, Øyvind played a key role in securing a solution in a demanding situation – well supported by Aker's hardworking investment team.

For 30 years, Øyvind and I have worked with a clear purpose for Aker. Together, we're committed to strengthening the companies Aker owns and invests in.

Øyvind has little patience for "noise", ambiguity, or lack of progress. His direct style in negotiations with Pareto CEO Christian Jomaas helped keep momentum when we felt others were dragging things out for reasons we couldn't understand. What proved decisive for the transaction was the constructive, business-focused dialogue Øyvind had with SOFF board chair Harald Espedal. That trust-based negotiation process contributed to Aker agreeing to increase the valuation multiple times.

After the announcement, Øyvind and Espedal spent time explaining the situation to Bengt A. Rem. Øyvind even suggested that the company could be further strengthened by doubling the share offering to fellow shareholders – from NOK 750 million to NOK 1.5 billion. The impression was that the Kistefos CEO hadn't understood the transaction – and he flatly rejected the invitation to discuss how the deal could be improved to benefit the company. But shareholder dialogue should be about explaining, understanding, and negotiating – not threats of legal action.

Kistefos showed no willingness to cooperate, and the proposed doubling of the share offering to SOFF shareholders never materialized. Rem's stance stood in the way of a larger capital raise.

In preparing for *"the largest damages case in Norwegian history where no one suffered financial loss,"* we've reviewed extensive documentation.

It paints a clear picture of how Kistefos worked to influence both public opinion and the process itself. We've seen plans, strategies, and communications that reveal a carefully orchestrated narrative – with roles and storylines scripted in advance.

We've seen how Kistefos staged a PR campaign aimed at discrediting Aker and SOFF. The cast of characters was outlined as early as November 2023 – just one week after Aker's refinancing proposal was announced to the market, and a full month before Kistefos made its first public statement and launched a full-scale media offensive. Kistefos was looking for *"someone who thinks it's fun to mess with Røkke,"* and *"someone who will do Sveaas a favor and give Kjell Inge a kick in the balls."*

They launched a web-based campaign site under the name "The Solstad Scandal" (*Solstadskandalen*), designed to spread negative information about the SOFF board, Aker, and named individuals. But the scandal isn't the refinancing – the scandal is how Kistefos launched an attack designed to damage the companies and divide the shareholder community.

Kistefos laid the groundwork for a media feeding frenzy. Journalists were expected to take the bait – hook, line, and sinker. Some did. Others saw it for what it was.

The documentation reveals a clear pattern: the criticism wasn't random. The narrative was crafted to paint Aker as the 'villain,' the SOFF board as 'accomplices,' and Kistefos as 'defenders of minority shareholders.' The twist was to sow doubt about the process, cast suspicion on motives, and generate headlines that suggested theft and betrayal.

So what was the real agenda? Was the plan to take control of SOFF – or to merge all or parts of it with Kistefos-controlled shipping companies? The Sveaas-owned company first became a shareholder with a 5.2 percent stake in December 2022. Just minutes after SOFF's refinancing plan was announced on October 23, 2023, Kistefos disclosed that it had increased its stake through a share purchase on October 20. They had no qualms about putting the company in play to serve their own interests.

> The details will come out in court. We're not putting on a show.

Aker is a professional owner and investor dedicated to creating value for shareholders and society. We stick to the facts – and we're not intimidated by campaigns designed to cast someone as a "hero" in the media.

Kistefos claims it "repeatedly" tried to contribute to a refinancing but was turned down, according to a press release quoting CEO Bengt A. Rem. The facts tell a very different story – that his statements are false, misleading, and a direct lie. The contact primarily concerned interest in buying vessels at bargain prices. Participation in a refinancing was never part of the dialogue Kistefos had with SOFF CEO Lars Peder Solstad.

In my view, the lie from the Kistefos CEO is the spark that ignited a coordinated smear campaign.

Rem's claim that other major shareholders were "rejected" is also false. The few proposals that did emerge relied on financing and structures that didn't exist – and would, effectively, have wiped out existing shareholders. No one was ever turned away.

Kistefos tried to rally a shareholder revolt. The result speaks for itself: 47 shareholders out of roughly 13,000 have joined the lawsuit. Adjusted for Kistefos and Pointillist, they represent just 2 percent of SOFF's shares. That's a far cry from a revolt.

We can handle criticism. We can handle disagreement. But when criticism becomes a tool to push unrealistic alternatives, we have to speak up. Our approach – then and now – is to respond with documentation and transparency.

We don't usually comment on matters like this. But when faced with a counterpart running such an aggressive communications strategy, we have to respond.

> What upsets me the most in this case – and what I take personally – is that Bengt A. Rem, a former colleague of Frank O. Reite, disregards basic human decency.

Kistefos has sued Frank personally, despite the fact that he declared a conflict of interest and stepped down from the SOFF board on September 25, 2023 – *before* negotiations began and *before* the refinancing decision was made. I cannot, even in my wildest imaginations, see any basis for that lawsuit.

Frank and I have worked together for 30 years. We first met in Seattle in 1995. Frank was barely 25 years old and already a serious banker for Kreditkassen in the U.S. I was in the early stages of building RGI, which the following year became Aker's largest shareholder. Since then, Frank has since been a loyal and central leader in Aker and Aker-owned companies.

Bengt and Frank were also close colleagues at Aker. From 1996 to 2009 – for 13 years – Bengt was a trusted leader at Aker. That relationship continued when he became CEO of Arctic Securities, before joining Kistefos in 2015.

Bengt is well aware of Frank's health condition, which forced him to step down as CFO of Aker. Bengt knows Frank lives with severe heart failure and is preparing for a complex operation. Still, Kistefos flatly rejected the request to drop the baseless case against Frank – even after he submitted a medical certificate and made his discharge records from Rikshospitalet available to Kistefos.

Frank stands for integrity, professionalism, decency, and honesty – and Bengt knows that. Frank is extremely conscientious and hardworking, with high standards for process and outcome. No one involved in this case has spent more time reviewing documents and audio files than Frank.

I'm deeply disturbed because this wasn't a decision made in ignorance – it was a deliberate, cynical act. I'm disappointed in Bengt.

Shareholders owe Frank a great deal. He is chair of Solstad Maritime and a board member of SOFF. As an active owner, Aker will continue to work to develop both shipping companies and create shareholder value. That is – and has always been – our agenda in every Aker-owned company.

We won't be distracted by noise. At Aker, we act – and we keep building.

Kjell Inge Røkke
Principal Shareholder and Chairman of the Board

September 30, 2025

P.S. The Board of Directors of Solstad Offshore ASA provided a detailed explanation of the refinancing in a letter to shareholders dated January 16, 2024. The content remains just as relevant today. You can read it here: https://www.solstad.com/wp-content/uploads/2024/01/Letter-to-shareholders.pdf