

Oslo, 14 May 2018

To the bondholders in:

**ISIN NO 001 0682537 – FRN ELECTROMAGNETIC GEOSERVICES ASA SENIOR UNSECURED CALLABLE BOND ISSUE 2013/2016**

**RE: Bond buy-back offer**

Capitalised terms used but not defined in this buy-back offer document (the **Buy-Back Offer Document**) are references to those terms as defined in the bond agreement dated 18 June 2013 (as amended under the amendment agreement dated 22 December 2015, the **Bond Agreement**) entered into by and between Nordic Trustee AS (formerly known as Norsk Tillitsmann ASA) as the Bond Trustee on behalf of the Bondholders and Electromagnetic Geoservices ASA as the Issuer.

Reference is made to the Issuer's exercise of the call option under the Bond Agreement on 20 April 2018, with settlement date 7 June 2018 (the **Call Settlement Date**).

The Issuer hereby offers all Bondholders to sell, in part or in full, their Bonds to the Issuer (the **Bond Buy-Back**). The Bond Buy-Back is offered to accommodate Bondholders who wish to receive settlement before the Call Settlement Date, and is offered to all Bondholders on equal terms.

The Bond Buy-Back offer period will commence on 14 May 2018 at 22:00 CET and end on 22 May 2018 at 10:00 CET (the **Buy-Back Offer Period**). The Buy-Back Offer Period may be extended by the Issuer at its own discretion. Settlement of the purchase price under the Bond Buy-Back is expected to take place on or about 22 May 2018 (the **Buy-Back Settlement Date**), but in no event later than four (4) Business Days following the end of the Buy-Back Offer Period.

The purchase price under the Bond Buy-Back is equal to; (i) 103% of the par value of the Bonds offered; plus (ii) accrued but unpaid interest on such Bonds up to but excluding the Buy-Back Settlement Date.

Bondholders may offer for sale at any time during the Buy-Back Offer Period, and tenders to sell Bonds may be withdrawn at any time prior to expiry of the Buy-Back Offer Period. The Bond Buy-Back is not conditional on any minimum number of Bonds being offered to the Issuer.

Bondholders may offer Bonds under the Bond Buy-back by; (i) executing the bondholder offer form (the **Bondholder Offer Form**) attached hereto as Appendix A and sending this to [emgs@emgs.com](mailto:emgs@emgs.com) before the expiry of the Buy-Back Offer Period; and (ii) transferring the Bonds offered to the VPS account of the Issuer with account number 07910 0290406 (the **Buy-Back VPS Account**) before the expiry of the Buy-Back Offer Period. In the event a Bondholder offering to sell Bonds has not transferred such Bonds to the Buy-Back VPS Account prior to the expiry of the Buy-Back Offer Period,



the Issuer reserves the right to, in its sole and unfettered discretion, disregard the Bondholder Offer Form received from such Bondholder.

All Bonds offered for sale during the Buy-Back Offer Period in accordance with the terms of this Buy-Back Offer Document and purchased by the Issuer, will, immediately following settlement to the selling Bondholder, be discharged by the Issuer.

### **Summary of Bond Buy-Back procedure**

<b>Buy-Back Offer Period</b>	Commencement on 14 May 2018 at 22:00 CET and expiry 22 May 2018 at 10:00 CET. The Buy-Back Offer Period may be extended by the Issuer at its own discretion.
<b>Amount of Bonds offered to be repurchased</b>	Up to the total amount of Bonds outstanding under the Bond Issue.
<b>Procedure and price</b>	Bondholders may offer to sell some or all off their Bonds to the Issuer at a price equal to (i) 103% of the par value of the Bonds offered; plus (ii) accrued but unpaid interest on such Bonds up to but excluding the Buy-Back Settlement Date.
<b>Placement of offer</b>	All submissions of Bondholder Offer Forms are to be received by e-mail to <a href="mailto:emgs@emgs.com">emgs@emgs.com</a> before the expiry of the Buy-Back Offer period. All Bonds offered for sale under such Bondholder Offer Forms must be transferred to the Buy-Back VPS Account prior to the expiry of the Buy-Back Offer Period (i.e. prior to 22 May at 10:00 CET).
<b>Buy-Back VPS Account</b>	Means the VPS account of the Issuer with account number 07910 0290406.
<b>Settlement</b>	All Bonds offered must be transferred by the offering Bondholder to the VPS account of the Issuer prior to expiry of the Buy-Back Offer Period. On the Buy-Back settlement Date, the Bondholder will receive cash settlement in NOK.
<b>Announcement of the result of the offer</b>	Expected on or about 22 May 2018.
<b>Buy-Back Settlement Date</b>	Expected on or about 22 May 2018.

The Bond Buy-Back offer, the Buy-Back Offer Document and any acceptances thereof are subject to Norwegian law, with Oslo District Court as the agreed exclusive legal venue. The Bond Buy-Back offer is not directed to persons in any jurisdiction where the offer would be in violation of applicable laws or whose acceptance of the offer requires that (i) further documents are issued or filed in order for the Bond Buy-Back offer to comply with local law or (ii) registration or other measures are taken



pursuant to local law. No document or material relating to the offer may be distributed in or into any country where such distribution or offering requires any of the aforementioned measures to be taken or would be in conflict with any law or regulation of such country.

Each Bondholder is responsible for any taxes as a consequence of accepting or not accepting the Bond Buy-Back offer, and is further responsible for any other effects of accepting or not accepting the Buy-Back offer. The Issuer assumes no responsibility for (i) any tax liability resulting from the Bondholder accepting or not accepting the Bond Buy-Back offer, or (ii) any other effects of accepting or not accepting the Buy-Back offer.

For further information, please contact;

Hege Veiseth, EMGS Chief Financial Officer

Mobile: +47 992 16 743

E-mail: [hveiseth@emgs.com](mailto:hveiseth@emgs.com)

For and on behalf of

**Electromagnetic Geoservices ASA**

## Appendix A – Bondholder Offer Form

This Bondholder Offer Form shall be used when offering to sell Bonds under the Buy-Back. All capitalised terms used but not defined herein are references to those terms as defined in the Buy-Back Offer Document.

**In addition to the below information, Bondholders offering Bonds under the Buy-Back must transfer such Bonds to the Buy-Back VPS Account prior to expiry of the Buy-Back Offer Period. Please refer to the Buy-Back Offer Document for further information.**

The offered bonds:

<b>Name of Bondholder</b>	
<b>Personal ID / organisational number</b>	
<b>Address</b>	
<b>Amount of Bonds offered (in NOK)</b>	
<b>Offer Price</b>	103% of the par value of the Bonds offered, plus accrued but unpaid interest up to but excluding the Buy-Back Settlement Date

Contact person:

<b>Name of contact person:</b>	
<b>Telephone number:</b>	
<b>Email:</b>	

Bank account for receipt of settlement

<b>Bank</b>	
<b>Bank account number</b>	
<b>IBAN</b>	
<b>SWIFT</b>	
<b>Name of account holder</b>	

I / we hereby confirm, represent and warrant; (i) that the Bonds offered to the Issuer under the Buy-Back have been, or will prior to the expiry of the Buy-back Offer Period, be transferred to the Buy-back VPS Account; (ii) that I / we have read and accept the terms of the Buy-Back Offer Document; and (iii) that I am / we are authorised to make this offer to the Issuer.

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name in capital letters

This executed Bondholder Offer Form must be received by the Issuer (emgs@emgs.com) no later than 22 May 2018 at 10:00 CET.