

# Panoro Energy - Private Placement Substantially Oversubscribed

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART DIRECTLY OR INDIRECTLY, IN AUSTRALIA, CANADA, JAPAN OR THE UNITED STATES DIRECTLY OR INDIRECTLY, IN AUSTRALIA, CANADA, JAPAN OR THE UNITED STATES OR ANY OTHER JURISDICTION IN WHICH THE RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL. THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER OF ANY OF THE SECURITIES DESCRIBED HEREIN.**

Oslo, 07 November 2018 – Panoro Energy ASA (the “**Company**” or “**Panoro**”, with OSE Ticker: “PEN”) is pleased to announce that the Company has successfully completed a USD 30 million (equivalent to approximately NOK 250 million) equity issue (the “**Private Placement**”) with the support of new and existing shareholders. The Private Placement was multiple times covered and the price in the book-building was set at NOK 16.10 per share representing a slight premium to 5 trading-day volume weighted average share price. As a result, 15,580,000 shares (the “**New Shares**”) will be issued following the Private Placement. The completion of the Private Placement and delivery of the New Shares is expected to occur on or about 7 December 2018 and is inter alia conditional upon (i) the approval by an Extraordinary General Meeting in Panoro, expected to be held on 29 November 2018 (the “**EGM**”), and (ii) no termination of the share purchase agreement related to the acquisition of OMV Tunisia Upstream GmbH (the “**Acquisition**”) from OMV Exploration & Production GmbH.

The net proceeds from the Private Placement will be used to fund Panoro’s share of the Acquisition, development capital principally for Gabon and Tunisia and general corporate purposes.

Julien Balkany, Chairman of Panoro, commented: “*This successful equity private placement was significantly oversubscribed and generated strong demand. We are very pleased by this strong endorsement of Panoro’s growth strategy and the ongoing support of our existing shareholders and new investors. Panoro intends to continue building a balanced full-cycle E&P company focused on Africa and deliver strong shareholder return.*”

The Board of Directors (the “**Board**”) has decided to propose that the EGM waive the preferential right of existing shareholders to be able to swiftly complete the Private Placement. The Board believes that this is in the best interest of the Company considering that a rights issue compared to a private placement normally takes longer time to complete, comes at much higher costs and usually also at a significantly lower subscription price. The Board also refers to the proposed subsequent offering as described below. The due date for payment for allocated New Shares is expected to be 30 November 2018. The New Shares will be registered with the Norwegian Register of Business Enterprises and with the VPS as soon as practicable possible following receipt of payment. Following issuance of the New Shares the issued and outstanding share capital of the Company will be NOK 3,119,380, divided into 62,387,600 shares each having a par value of NOK 0.05.

The Board will propose that the EGM resolves a repair issue (the “**Repair Issue**”) towards the existing shareholders in Panoro as of close of the Oslo Stock Exchange on 06 November 2018 and as registered with VPS on 08 November 2018 who (i) were not allocated shares in the Private Placement; (ii) were not invited to subscribe for offer shares in the pre-sounding of the Private Placement; and (iii) are not resident in a jurisdiction where such offering would be unlawful or, for jurisdictions other than Norway, would require any prospectus, filing, registration or similar action. These shareholders will, pursuant to the proposed resolution, be entitled to subscribe up to a total of 2,600,000 new shares at a subscription price of NOK 16.10 per share (total proceeds up to approximately USD 5 million; equivalent to approximately NOK 41.9 million). The shares of Panoro will therefore be traded ex the right to participate in the proposed repair issue as from today, 07 November 2018.

The Company will prepare and publish a prospectus to list the shares issued in the Private Placement and as documentation for the Repair Issue. The prospectus will be filed with the Financial Supervisory Authority.

The following primary insiders of the Company have been allocated New Shares in the Private Placement, each such share allocated at the Subscription Price:

- Julien Balkany, Non-executive Chairman and member of the Board: 434,782 New Shares. After the transaction, Julien Balkany through his affiliates, directly and indirectly controls 3,116,035 shares and has no share options or Restricted Share Units in the Company.
- Torstein Sanness, member of the Board: 62,111 New Shares. After the transaction, Mr. Sanness owns 132,111 shares and has no share options or Restricted Share Units in the Company.
- Hilde Ådland, member of the Board: 3,105 New Shares. After the transaction, Ms. Ådland owns 7,005 shares and has no share options or Restricted Share Units in the Company.
- John Hamilton, CEO: 6,211 New Shares. After the transaction, John Hamilton owns 164,112 shares and has 362,972 Restricted Share Units in the Company, which entitles him to 362,972 shares in the Company.
- Qazi Qadeer, CFO: 6,211 New Shares. After the transaction, Qazi Qadeer owns 74,562 shares and has 146,335 Restricted Share Units in the Company, which entitles him to 146,335 shares in the Company.
- Richard Morton, Technical Director: 6,211 New Shares. After the transaction, Richard Morton owns 118,625 shares and has 129,669 Restricted Share Units in the Company, which entitles him to 129,669 shares in the Company.

As a reminder, a conference call for investors will be held at 8:30 CET on 07 November 2018. Details of the call will be made available in a separate announcement.

Pareto Securities AS and SpareBank 1 Markets AS acted as bookrunners and joint lead managers in the Private Placement.

Michelet & Co Advokatfirma AS acted as sole legal advisor for Panoro in connection with the Private Placement.

This information is subject to the disclosure requirements pursuant to section 5-12 and section 4-2 of the Norwegian Securities Trading Act.

## Enquiries:

John Hamilton, Chief Executive Officer

Qazi Qadeer, Chief Financial Officer

Tel: +44 203 405 1060

Email: [investors@panoroenergy.com](mailto:investors@panoroenergy.com)

**About Panoro Energy**

Panoro Energy ASA is an independent E&P company based in London and listed on the Oslo Stock Exchange with ticker PEN. The Company holds high quality production, exploration and development assets in Africa, namely the Dussafu License offshore southern Gabon, OML 113 offshore western Nigeria and Sfax Offshore Exploration Permit and the Ras El Besh Concession, offshore Tunisia.

For more information visit the Company's website at [www.panoroenergy.com](http://www.panoroenergy.com).