

INFORMATION MEMORANDUM



SAGA TANKERS ASA

This Information Memorandum has been prepared in connection with the merger of Saga Invest Holding AS and Strata Marine & Offshore AS, with settlement in shares in Saga Tankers ASA

No shares or other securities are being offered or sold in any jurisdiction pursuant to this Information Memorandum

13 April 2015

IMPORTANT INFORMATION

This information memorandum (the "**Information Memorandum**") has been prepared in order to provide information about Saga Tankers ASA ("**Saga Tankers**" or the "**Company**", and together with its subsidiaries, the "**Saga Tankers Group**" or the "**Group**") in connection with the merger between Saga Invest Holding AS ("**SIH**") and Strata Marine & Offshore AS ("**Strata**"), with settlement in shares in Saga Tankers (the "**Transaction**"), as further described herein.

Completion of the Transaction is subject to, *inter alia*, the expiry of the mandatory creditor notification period pursuant to the Norwegian Public Limited Liability Companies Act (the "**NPLCA**") chapter 13 and the clarification of any, if any, objections by the creditors. The completion of the Transaction will be registered with the Norwegian Register of Business Enterprises (the "**Business Register**") around the middle or end of May 2015.

For the definitions of terms used throughout this Information Memorandum, including the preceding pages, see Section 15 "Definitions and Glossary of Terms".

The Information Memorandum does not constitute or form part of an offer or solicitation to purchase or subscribe for shares or other securities issued by the Company.

This Information Memorandum has been submitted to Oslo Børs ASA ("**Oslo Børs**") for inspection and review before publication in accordance with Section 3.5 of Oslo Børs' "Continuing Obligations for Listed Companies" (the "**Continuing Obligations**"). This Information Memorandum is not a prospectus and has neither been inspected nor approved by Oslo Børs or the Financial Supervisory Authority of Norway in accordance with the rules that apply to a prospectus. This Information Memorandum has been prepared in an English version only.

The Company has furnished the information in this Information Memorandum. The Company acknowledges responsibility for the information contained in this Information Memorandum and confirms, to the best of its knowledge and belief, having taken all reasonable care to ensure that such is the case), that the information contained in this Information Memorandum is in accordance with the facts and does not omit anything likely to affect the importance of the information.

For information sourced from third parties, please refer to section 14.2 "Confirmation regarding sources". For information incorporated by reference, please refer to section 14.3 "Incorporation by reference".

All inquiries relating to this Information Memorandum should be directed to the Company. No other person has been authorized to give any information about, or to make any representation on behalf of, the Company in connection with the Transaction or matters described herein. If any such information is given or representation made it must be relied upon as having been authorized by the Company.

The information contained herein is as of the date of this Information Memorandum and is subject to change, completion or amendment without further notice. There may have been changes affecting the Company or the Group subsequent to the date of this Information Memorandum. The delivery of this Information Memorandum at any time after the date hereof shall, under any circumstances, imply that there has been no change in the Company's affairs or that the information set forth herein is correct as of any date subsequent to the date hereof.

An investment in the Company involves inherent risks. Potential investors should carefully consider the risk factors set out in section 1 "Risk Factors" in addition to the other information contained

herein before making an investment decision. 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. The contents of this Information Memorandum are not to be construed as legal, business or tax advice. Any prospective investors should consult with its own legal adviser, business adviser and tax adviser as to legal, business and tax advice.

The distribution of this Information Memorandum and any separate summary documentation may be restricted by law in certain jurisdictions and neither this document nor any such summary, constitutes an offer to sell, or a solicitation of an offer to buy, in any jurisdiction, any of the Shares or any other securities issued by the Company.

This Information Memorandum has not been approved or recommended by any United States federal or state securities commission or regulatory authority nor have such entities confirmed its accuracy or adequacy. Any representation to the contrary is a criminal offence.

THE SECURITIES DESCRIBED IN THIS INFORMATION MEMORANDUM HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "US SECURITIES ACT") AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S OF THE U.S. SECURITIES ACT).

The financial information contained in this Information Memorandum relating to Saga Tankers has been prepared in accordance with the International Financial Reporting Standards ("**IFRS**"). This Information Memorandum presents financial information derived from Saga Tankers' audited consolidated financial statements as of, and for the years ended, 31 December 2011, 2012 and 2013, and from Saga Tankers' unaudited condensed consolidated financial statements as of, and for the twelve months ended, 31 December 2014, each as incorporated by reference hereto.

This Information Memorandum shall be governed by Norwegian law. Any dispute arising in respect of this Information Memorandum is subject to the exclusive jurisdiction of the Norwegian courts, with Oslo District Court as legal venue.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Information Memorandum contains forward-looking statements ("**Forward Looking Statements**"), including, without limitation, projections and expectations regarding the Company's future financial position, business strategy, plans and objectives. When used in this document, the words "anticipate", "believe", "estimate", "expect", "seek to", "may", "plan" and similar expressions, as they relate to the Company, its subsidiaries or its management, are intended to identify Forward Looking Statements. Such Forward Looking Statements involve 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 the Company's present and future business strategies and the environment in which the Company and its subsidiaries will operate. Factors that could cause the Company's actual results, performance or achievements to materially differ from those in the Forward Looking Statements include, but are not limited to:

- the competitive nature of the markets in which the Company and its subsidiaries operate;
- global and regional economic conditions;
- government regulations;
- changes in political events; and
- force majeure events.

Some important factors that could cause actual results to differ materially from those in the Forward Looking Statements are, in certain instances, included in connection with such Forward Looking Statements and in Section 1 "Risk Factors" in this Information Memorandum.

Any Forward Looking Statements contained in this Information Memorandum should not be relied upon as predictions of future events.

Readers are cautioned not to place undue reliance on the Forward Looking Statements contained in this Information Memorandum, which represents the best judgment of the Company's management as of the date of this Information Memorandum. Except as required by applicable law, the Company does not undertake responsibility to update these Forward Looking Statements, whether as a result of new information, future events or otherwise. Readers are advised, however, to consult any further public disclosures made by the Company.

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APPENDICES:

Appendix 1: Merger plan dated 26 February 2015 between Saga Invest Holding AS and Strata Marine & Offshore AS, with settlement in shares in Saga Tankers ASA.

Appendix 2: Statement from an independent expert

Appendix 3: Report from the board of directors of Saga Invest Holding AS

Appendix 4: Report from the board of directors of Strata Marine & Offshore AS

Appendix 5: Opening balance sheet for the Transaction

Appendix 6: The audited 2014 annual figures for Strata Marine & Offshore AS.

Appendix 7: Independent assurance report on unaudited pro forma financial information from PwC

1 RISK FACTORS

1.1 General

Investing in Saga Tankers involves inherent risks. Prospective investors should consider, among other things, the risk factors set out in this Information Memorandum before making an investment decision. The risks described below are not the only risks facing the Company. Additional risks not presently known to the Company or currently deemed by the Company to be immaterial to the Company's business may in future impair the Company's business operations and adversely affect the price of the Company's shares (the "**Shares**"). If any of the following risks materialize, Saga Tankers' business, financial position and operating results could be materially adversely affected.

A prospective investor should consider carefully the factors set out below, and elsewhere in the Information Memorandum, and should consult his or her own expert advisors as to the suitability of an investment in the Shares.

An investment in the Shares 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 the investment. The information is presented as of the date hereof and is subject to change, completion or amendment without notice.

All Forward Looking Statements included in this Information Memorandum are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such Forward Looking Statements. Forward Looking Statements will, however, be updated if required by applicable law or regulations. Investors are cautioned that any Forward Looking Statements are not guarantees of future performance and are subject to risks and uncertainties and that actual results may differ materially from those assumed in the Forward Looking Statements. Factors that could cause or contribute to such differences include, but are not limited to, those described below and elsewhere in this Information Memorandum.

The order in which the risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance.

1.2 Risk related to the Company and the industry in which it operates

1.2.1 Derivative investment risks

The business activity of the Group is investment and management related to shipping, rig, real estate, stock trading and similar business activities. The Group does not currently have any vessels under operation. Hence the Group has no direct exposure to the mentioned markets or the other markets the Company has invested in, but merely derivative risks related to the operation of performance of the companies Saga Tankers has invested in.

As a consequence of these derivative risks, the Company cannot fully control or influence the operations and performance of the companies Saga Tankers invests in. There can be no assurance that the Company's investments will provide a positive return. Each of the companies Saga Tankers currently has invested in, may in a worst-case scenario become insolvent and be declared bankrupt and thereby entail a complete loss of the Company's investment.

The Company is currently invested in SD Standard Drilling Plc ("**SDSD**"), Vallhall Fotballhall AS, Vallhall Fotballhall KS and Vallhall Fotballhall Drift AS (jointly referred to as "**Vallhall**") and Cortendo AB ("**Cortendo**"). Following completion of the Transaction, the Company will be indirectly invested in

NEL ASA ("**NEL**"), Aqualis ASA ("**AQUA**"), Weifa ASA ("**WEIFA**") and Nickel Mountain Group AB ("**NMG**") through its wholly owned subsidiary SIH.

1.2.2 Key personnel and investment philosophy risk

Investment in an investment company, such as Saga Tankers, may be seen as an investment in the competences of the employees of the investment companies, and the investment philosophy, investment process and risk management of the investment company. There is therefore a risk that key personnel may leave the Company and/ or that Saga Tankers' board of directors (the "**Board**") determines that the Company shall change its investment philosophy, investment process and risk management procedures.

1.2.3 General capital market risk

The market risk is the general risk of loss of whole or parts of the Company's investments, due to changes in the value of the Company's assets and liabilities following changes in general market development and/ or company specific developments.

The most important underlying market risk is the general development of the stock market. The Company's investments will, to a varying degree, fluctuate in accordance with the general development of the stock market.

Company specific risks may furthermore lead to one of the Company's investments having a different development than the general market or the sector.

These risks may lead to a decrease in the value of the Company's investments which may, in turn, effect the value of the Shares.

1.2.4 Macroeconomic developments and political risks

The general development of and prospective future of the economy may affect the profitability of the companies Saga Tankers has invested in. A negative economic development may lead to a downturn in the future prospects of companies Saga Tankers has invested in, and may also make it more difficult to raise equity or loan capital which may affect the operations of such companies. These risks may lead to a loss of whole or parts of the Company's investments in such companies.

Political risk is the risk that unexpected changes in legislation and other kinds of regulation, including tax legislation, will affect the value of the Company's prospective investments negatively.

1.2.5 Risks related to SDSD

In 2013, SDSD disposed its rig building contracts and the company is currently focused on being an investment company within the oil and gas sector. We assume that the same risk factors apply for SDSD as for Saga Tankers, including, but not limited to the risk factors set out in Section 1.2 "Risk related to the Company and the industry in which it operates":

As of the date of this Information Memorandum, the main asset of SDSD is its cash holding. There can be no assurance that SDSD will receive a profitable return on any investments which it makes in the future, and this may affect the Company's return on its investment in SDSD.

1.2.6 Risks related to Cortendo

Cortendo is a global biopharmaceutical company focused on orphan endocrine disorders. Cortendo is leading the way in the field of cortisol inhibition through the investigational drug, COR-003

(levoketoconazole), currently being studied in a global Phase III trial for the treatment of Cushing's syndrome. Please find below an overview of risks related to the Company's investment in Cortendo.

- *Development and regulatory risk;*
 - The development of pharmaceuticals carries significant risk. Failure may occur at any stage during development and commercialization due to safety or clinical efficacy issues. Delays may occur due to requirements from regulatory authorities, difficulties in recruiting patients into clinical trials due to physician or patient preferences or competing products, not anticipated by Cortendo. There is no assurance that Cortendo will receive marketing and regulatory approvals necessary to commercialize or produce COR-003 (levoketoconazole) or other products. Regulatory approvals may be denied, delayed, limited or revoked.
- *Commercialization risk;*
 - The commercial success of COR-003 (levoketoconazole), if approved in a territory, cannot be predicted with certainty. In addition, Cortendo may face the risk of interrupted supply of COR-003 for clinical or commercial use from the subcontractors Cortendo has contracted.

1.2.7 Risks related to NEL

The Company's investment in NEL is subject to many of the same risks as described otherwise in section 1 "RISK FACTORS", but the Company considers that the following risks related to the business activity and market in which NEL operates may specifically affect the Company's return on its investment in NEL¹.

NEL is involved both in the pharmaceutical industry and in the production of hydrogen-producing electrolyzers. NEL's primary focus is the production of electrolyzers.

Certain specific risks related to NEL and the production of electrolyzers, are therefore stated below. The overview of risks below is not a complete description of risk factors related to NEL and does not purport to be such, but the Company considers these to be the most important and relevant risk factors:

- *There are risks associated with technical change, and if competitors gain advantages in the development of alternative technologies, this could affect the competitive position of NEL;*
 - The market for NEL's electrolyser products and services is subject to technological change. The success of NEL depends on the timely perception of new trends, technological developments and customer needs. This presents the risk that NEL's competitors may launch new products and services earlier or at more competitive prices or secure exclusive rights to new technologies. If these circumstances were to materialize, it could have a significant adverse effect on the NEL's business, prospects, financial results or results of operations.
- *NEL is dependent on a limited number of third party suppliers for key production components for its products and any disruption to supply could negatively impact its business significantly;*

¹ The description of these risk factors has been gathered from the prospectus released by NEL on 12 January 2015: <http://www.carnegie.se/PageFiles/46378/NEL%20ASA%20-%20Prospectus%20.pdf>. For a more complete description of the specific risks related to NEL and the markets NEL operates in, please refer to said prospectus.

- NEL is dependent on a limited number of third party suppliers for key production components for its electrolyser products. If NEL fails to develop or maintain its relationships with its suppliers or such suppliers are prevented from supplying, NEL may be unable to manufacture its products or its products may be available only at a higher cost or after a long delay, which could prevent NEL from timely delivering its products to its customers and NEL may experience order cancellation, customer claims and loss of market share.
- *NEL relies upon intellectual property and trade secret laws and contractual restrictions to protect important proprietary rights, and, if these rights are not sufficiently protected, its ability to compete and generate revenue could suffer significantly;*
 - NEL seeks to protect important proprietary electrolyser manufacturing processes, documentation and other written materials, and other intellectual property primarily under patent, trade secret and copyright laws. It also typically requires employees, consultants and companies that have access to its proprietary information to execute confidentiality agreements. The steps taken by NEL to protect its proprietary information may not be adequate to prevent misappropriation of its technology. In addition, NEL's proprietary rights may not be adequately protected because:
 - People may not be deterred from misappropriating its technologies despite the existence of laws or contracts prohibiting misappropriation;
 - Policing unauthorized use of NEL's intellectual property is difficult, expensive and time-consuming, and NEL may be unable to determine the extent of any unauthorized use; and
 - The laws of certain countries in which NEL markets or plans to market its products may offer little or no protection for its proprietary technologies.

Unauthorized copying or other misappropriation of NEL's proprietary technologies could enable third parties to benefit from its technologies without paying for doing so. Any inability to adequately protect its proprietary rights could harm NEL's ability to compete, to generate revenue and to grow its business. This could have a significant adverse effect on NEL's business, prospects, financial results and results of operations.

Some of NEL's patents are due to expire within the next couple of years which means that NEL will lose the sole right to certain technology in certain areas. Although NEL believes that this will have little effect on NEL's competitive position, no assurance can be made to this point.

1.2.8 Risks related to AQUA

The Company's investment in AQUA is subject to many of the same risks as described otherwise in section 1 "RISK FACTORS", but the Company considers that the following risks related to the business activity and market in which AQUA operates may specifically affect the Company's return on its investment in AQUA.

Aqualis is a specialized marine and engineering consultancy focusing on the shallow and deep-water offshore segments of the oil & gas and renewables industries worldwide.²

²The description of these risk factors have been gathered by the prospectus released by AQUA on 12 August 2014: <http://aqualis.no/news-events/prospectus/attachment/1542?ts=147c9cf7534>. For a more complete description of the specific risks related to AQUA and the market AQUA operates in, please refer to said prospectus.

Certain specific risks related to AQUA and the market AQUA operates in, are therefore stated below. The overview of risks below is not a complete description of risk factors related to AQUA and does not purport to be such, but the Company considers these to be the most important and relevant risk factors:

- *Dependence on the level of demand from oil & gas and other offshore companies:*
 - The main risk factor for the AQUA group is that its operations over time will depend on the level of activity and capital spending by oil & gas and offshore companies. The demand for the services of the AQUA group is affected by declines in maritime and offshore activity associated with depressed oil & gas prices. The demand for offshore exploration, development and production has been closely linked to the price of oil & gas. Even the perceived risk of a decline in the oil or natural gas prices often causes exploration and production companies to reduce their spending. Historically, oil & gas prices have been very volatile depending on the actual and expected changes in the supply of, and demand for, oil & gas, changes in economic growth and political uncertainty in oil producing countries. There is a risk associated with a possible long-term drop in the oil price, affecting the profitability of the development of new offshore fields. Any prolonged periods of reduced capital expenditures by oil & gas and offshore companies would likely reduce the demand for the services offered by the AQUA group. Furthermore, the Group is also heavily involved in day to day offshore operations which provide recurring day to day income. Generally, as overall conditions in the oil & gas and offshore industries deteriorate, demand for the services offered by the AQUA group may decrease.
- *Competitive industry;*
 - The global offshore consultancy market is highly competitive, which may limit the AQUA group's ability to maintain or increase its market share. Its current and future competitors may have greater financial and other resources and may be better positioned to withstand and adjust to changing market conditions. Hence, the AQUA group may not be able to maintain its competitive position in the market. Additionally, the AQUA group also competes with several smaller companies capable of performing effectively on a regional or local basis. These competitors may be able to better withstand economic and/ or industry downturns and compete on the basis of price, all of which could affect the AQUA group's position in the market which, in turn, could lead to reduction in revenues and profit margins.
- *Contracts expiring and contract renewals*
 - The AQUA group has few long term commitments, and the long term commitments that the AQUA group has can be terminated on a relatively short notice. Hence, the AQUA group is dependent on continuously winning and retaining business. Furthermore, the AQUA group's contract structure implies that there is limited visibility for the AQUA group's future revenue. There can be no assurance that the AQUA group will be able to renew its existing customer contracts, or that any such future agreements will be on terms equally favourable to the AQUA group as is currently the case. During depressed market conditions, a customer may no longer need the services that are currently under contract, or may be able to obtain comparable service at a lower rate. As a result, customers may seek to renegotiate the terms of their existing contracts, or avoid their obligations under those

contracts. Hence, the AQUA group's inability to compete successfully may reduce its profitability.

1.2.9 Risks related to WEIFA

The Company's investment in WEIFA is subject to many of the same risks as described otherwise in section 1 "RISK FACTORS", but the Company considers that the following risks related to the business activity and market in which WEIFA operates may specifically affect the Company's return on its investment in WEIFA.

WEIFA is a pharmaceutical company. WEIFA's main focus has traditionally been so-called OTC-products (over the counter), meaning non-prescription drugs.

Certain specific risks related to WEIFA and the market WEIFA operates in, are therefore stated below. The overview of risks below is not a complete description of risk factors related to WEIFA and does not purport to be such, but the Company considers these to be the most important and relevant risk factors³:

- *If product liability lawsuits are brought against WEIFA, it could incur substantial liabilities:*
 - WEIFA faces an inherent risk of product liability as a result of past clinical testing of its former product candidates. Any such product liability claims may include allegations of defects in manufacturing, defects in design, failure to warn of dangers inherent in the product, negligence, strict liability, and a breach of warranties. If WEIFA cannot successfully defend itself against product liability claims, WEIFA may incur substantial liabilities. Even successful defence would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:
 - Injury to Weifa's reputation;
 - Initiation of investigations by regulators;
 - Costs to defend the related litigation;
 - A diversion of management's time and WEIFA's resources;
 - Substantial monetary awards to trial participants or patients;

To mitigate this risk, WEIFA carries product liability insurance, which it considers adequate for its past clinical development activities. Although WEIFA maintains such insurance, any claim that may be brought against WEIFA could result in a court judgment or settlement in an amount that is not covered, in whole or in part, by WEIFA's insurance or that is in excess of the limits of WEIFA's insurance coverage. WEIFA's insurance policies also have various exclusions, and WEIFA may be subject to a product liability claim for which WEIFA has no coverage. WEIFA will have to pay any amounts awarded by a court or negotiated in a settlement that exceed WEIFA's coverage limitations or that are not covered by WEIFA's insurance, and WEIFA may not have, or be able to obtain, sufficient capital to pay such amounts.

- *Changes in the competitive landscape for WEIFA's main consumer health customers may affect WEIFA's business, financial condition and results of operation*

³ ³The description of these risk factors have been gathered by the prospectus released by Aqualis ASA (under namechange to WEIFA ASA) on 6 August 2014: [http://www.weifa.com/Global/Investor%20relations/Prospectus/Aqualis%20ASA%20-%20Prospectus%20\(6%20August%202014\).pdf](http://www.weifa.com/Global/Investor%20relations/Prospectus/Aqualis%20ASA%20-%20Prospectus%20(6%20August%202014).pdf). [For a more complete description of the specific risks related to WEIFA and the market WEIFA operates in, please refer to said prospectus.](#)

- In the consumer health segment, WEIFA has a very concentrated customer base, with the majority of its sales split between the three largest pharmacy chains and the four largest grocery retailers. WEIFA's success is to a large extent based on a strong relationship with these customer, and changes in the competitive for WEIFA's main consumer health customers may affect WEIFA's business, financial conditions and results of operation.
- *Changes in the political environment, laws and regulations may affect the pricing and regulatory status for WEIFA's finished products*
 - Weifa's products within consumer health and finished products within other segments are subject to approvals and price regulations by the regulatory authorities. Changes in political regimens may lay the ground for increased regulations or more liberal markets. New laws and regulations will likely be the tool to implement such changes. In Norway, there has been a liberal trend the last decade, initiated by the new pharmacy law in 2001 and the new regulations from 2003 allowing sales of certain drugs outside the pharmacies. It is likely that the trend towards increased liberalization with continue, likely resulting in increased competition and price pressure, but this will also represent new opportunities for WEIFA with more products allowed sold OTC (over-the-counter). Such changes in political environment, laws and regulations may affect WEIFA's business, financial condition and results of operation.

1.2.10 Risks related to NMG

The Company's investment in NMG is subject to many of the same risks as described otherwise in section 1 "RISK FACTORS", but the Company considers that the following risks related to the business activity and market in which NMG operates may specifically affect the Company's return on its investment in NMG.

The NMG group is an exploration and development company whose primary focus is the development of the Rönnebäcken nickel sulphide project which is in the pre-feasibility stage.

Certain specific risks related to NMG and the market NMG operates in, are therefore stated below. The overview of risks below is not a complete description of risk factors related to NMG and does not purport to be such, but the Company considers these to be the most important and relevant risk factors⁴:

- *Risks related to future sales of minerals and metals*
 - NMG is dependent on future sales of minerals and metals. Although NMG will strive to enter into sales agreement, including off-take agreements for future sales, there is a risk that NMG will not be able to sell the produced minerals and metals at such terms and conditions as is favourable for NMG. Furthermore, NMG is a development-stage exploration company, and several risk factors including those set out herein and other risk factors currently not known to NMG may result in delays for start-up of production of minerals or metals for sale, or in a worst-case scenario, result in NMG not being able to commence production as currently contemplated or at all.

⁴ The description of these risk factors has been gathered from the prospectus released by Nickel Mountain Group AB on 20 October 2014: <http://nickelmountain.se/wp-content/uploads/2014/10/Prospectus-141021.pdf> . For a more thorough description of the specific risks related to Nickel Mountain Group AB please refer to said prospectus.

- *Exploration risks*

- The NMG group's existing activities are primarily directed towards exploration for and development of mineral deposits. Mining operations generally involve a high degree of risks. The NMG group's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of mineral deposits. These includes but are not limited to, rock bursts, cave-ins, adverse weather conditions, flooding and other conditions involved in the mining of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk are and will be taken, operations are subject to risks which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits, involve significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish ore reserves to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the NMG will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, commodity prices which are highly cyclical, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in NMG not receiving an adequate return on invested capital. The projects of the NMG group are in the early stages. Expenditures made by NMG or initial drilling results are no guarantee for further developments or discoveries of profitable commercial mining operations. Lack of availability of drilling rigs could case increased project expenditures and/ or project delays.

- *Uncertainty relating to mineral resources*

- There is risk that mineral resources cannot be converted into ore reserves as the ability to assess geological continuity might not be sufficient to demonstrate economic viability. Due to uncertainty of inferred mineral resources, there is a risk that inferred mineral resources will not be upgraded to measured and indicated mineral resources as a result of continued exploration.

1.2.11 Price volatility of publicly traded securities

The trading price of the shares in SDSD, Cortendo, NEL, AQUA, WEIFA and NMG owned by the Company may fluctuate significantly in response to, amongst other factors, quarterly variations in operating results, adverse business developments, interest rate, changes in financial estimates by securities analysts, matters announced in respect of major customers of competitors, or changes to the regulatory environment in which the Company invests.

The market price of the shares in SDSD, Cortendo, NEL, AQUA, WEIFA and NMG owned by the Company could decline due to sales of a large number of such shares in the market or the perception that such sales should occur.

1.2.12 Future share issues may have a material adverse effect on publicly traded securities

SDSD, Cortendo, NEL, AQUA, WEIFA and NMG may decide to offer additional shares in the company at a future time. Any additional such offering may be made at a significant discount to the prevailing market price and could have a material adverse effect on the market price of the shares owned by the Company in SDSD, Cortendo, NEL AQUA, WEIFA and NMG.

1.2.13 Risks related to real estate investments

The financial status and strength of Vallhall's tenants, and thus their ability to service the rent etc. will always be a decisive factor when evaluating the risk of real estate investments. Future losses on future claims may occur. Contractual rights to terminate leases prior to expiry date, with subsequent vacancy of the premises, bankruptcy of tenants, and, possible adjustment cost in relation to new tenants or lower rent levels, may influence the return on real estate investments negatively.

There is a general risk that costs for maintenance and replacements, upgrading etc., for which the landlord is responsible, may be larger than assumed and this may influence the return on real estate investments negatively.

In terms of risk related to events the arena lease out space on a fixed charge for a specific period of time making other parties take the risk on the event itself. This is a fundamental part of the strategy of the arena.

1.2.14 Credit risk

The Group is exposed to credit risk, inherent in the risk that a counterparty will be unable to pay amounts in full when due.

1.2.15 Tax risk

Saga Tankers is subject to taxation by Norwegian authorities. Any change in taxation regime may affect the payable taxes of Saga Tankers.

1.2.16 Legal risk

The charterer of the vessel MT Saga Agnes redelivered the vessel from its contract to the Company on 27 July 2012. After redelivering the vessel to the Group, the charterers of Saga Agnes AS has presented the Group with a claim of about USD 2 million related to the time charterparty for the vessel "Saga Agnes". The matter will be resolved through arbitration, if required by the counterparty. Saga Tankers acts as guarantor under the named charterparty. No reserves have been made for this claim, as it is considered by the management of the Group to be low risk that the claim will be supported by the arbitration.

The Company may also become subject to disputes with other third parties that could result in a loss of revenue and/ or claims from such third parties. The Board is however not aware of any potential disputes or claims from other third parties at the date of this Information Memorandum.

1.3 Risk related to financial issues

1.3.1 Equity price risk

The Group invests in both marketable securities on different stock exchanges as well as unlisted securities in order to take advantage of market movements in the equity markets.

All marketable securities present a risk of loss of capital. The Group moderates this risk through a careful selection of securities. The maximum risk resulting from financial instruments is determined by the fair value of the financial instruments. The Group's overall market positions are monitored on a quarterly basis.

1.3.2 Currency risk

The value of monetary assets and liabilities denominated in foreign currencies will fluctuate due to changes in foreign exchange rates. The Group monitors its exposure to currency risk on a regular basis.

1.3.3 Liquidity risk

Liquidity risk is the risk that Saga Tankers may not be able to meet its liabilities as they fall due and as a result, cease trading. Saga Tankers' policy on overall liquidity is to ensure that there are sufficient cash and other liquid funds available which, when combined with committed credit facilities, are sufficient to meet the funding requirements from time to time for the foreseeable future. A limited liquidity position may have an adverse impact on the future operations, growth potential and dividend capacity of Saga Tankers.

1.3.4 Tax risk

Saga Tankers is subject to taxation by Norwegian authorities. Any change in taxation regime may affect the payable taxes of Saga Tankers.

1.4 Risk factors relating to the Shares

1.4.1 Price volatility

Any investment in the Shares is associated with an element of risk. The price of the Shares may be subject to significant fluctuations caused by a number of factors, many of which may be outside the Company's control and independent of its operational and financial development. Such factors include, but are not limited to:

- general economic outlook and interest rate changes;
- general movements in the capital markets and the liquidity of the secondary market
- investors' perceptions of the outlook for the Company to obtain return on its investments;
- changes in the shipping industry, matters announced in respect of commodity prices or competitors or changes to the regulatory environment;
- reactions to quarterly and annual reports and other information published by the Company;
- changes in market and financial prospects and changes in securities analysts' financial estimates;

- rumours and speculations in the market; and
- other factors listed under Section 1 "Risk Factors" in this Information Memorandum.

Market conditions may affect the price of the Shares regardless of the Company's operating performance or the overall performance of the shipping sector. As such, the market price of the Shares may not reflect the underlying value of the Company's assets, and the price at which investors may dispose of their Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Company, while others may be outside the Company's control. The market price of the Shares could decline due to sales of a large number of Shares in the market or the perception that such sales could occur. Such sales could also make it more difficult for the Company to offer equity securities in the future at a time and price that are deemed to be appropriate.

1.4.2 Dividends

Saga currently intends to pay an annual dividend equal to cash available for distribution which represents net cash flow during the previous year less any amount required to maintain a reserve that the Board determines from time to time is appropriate for the investment activities of the Company. The amount of cash available for distribution will vary as a result of fluctuations in the markets the Company currently invests in and company-specific factors, as described in this Information Memorandum. Any material adverse development in these factors will reduce Saga Tankers' ability to pay dividends to the Company's shareholders.

1.4.3 Dilution

For reasons relating to Norwegian and/or foreign securities laws or other factors, certain foreign investors and shareholders may not be able to participate in a new issuance of Shares or other securities. If such holders of Shares are unable to participate in future offerings, their participation in the Company may be diluted. Unless otherwise resolved by the general meeting or the Board by power of attorney, shareholders have pre-emptive rights proportionate to the aggregate amount of their threshold with respect to new Shares being issued by the Company.

1.4.4 Unaudited pro forma financial information

This Information Memorandum contains unaudited pro forma financial information, which gives effect to the Transaction. The unaudited pro forma financial information is based on preliminary estimates and assumptions which the Company believes to be reasonable and is being furnished solely for illustrative purposes. The readers should not place undue reliance on the Company's unaudited pro forma financial information presented in this Information Memorandum.

2 RESPONSIBILITY FOR THE INFORMATION MEMORANDUM

The board of directors of Saga Tankers accepts responsibility for the information contained in this Information Memorandum. The Board hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Information Memorandum is, to the best of our knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Oslo, 13 April 2015

The Board of Directors of Saga Tankers ASA

Martin Nes
Chairman of the Board

Øystein Stray Spetalen
Director

Kristin Hellebust
Director

Yvonne Litsheim Sandvold
Director

3 DESCRIPTION OF THE TRANSACTION

3.1 Overview of the Transaction

On 26 February 2015, Saga Tankers announced that its wholly owned subsidiary, SIH, had entered into a merger plan with Strata (the "**Merger Plan**").

The following is a brief summary of the material terms and conditions of the Merger Plan. For further information on the terms and conditions of the Merger Plan, please refer to the Merger Plan. The Merger Plan is attached to this Information Memorandum as Appendix 1.

3.2 The Parties to the Transaction

The Merger Plan was entered into between the following parties:

- (1) SIH as the transferee company; and
- (2) Strata as the transferor company.

The shareholders will receive settlement in shares in Saga Tankers, as further described in section 3.4 "Consideration". Saga Tankers therefore acceded to the Merger Plan in the general meeting on 27 March 2015.

3.3 Further information on assets to be transferred in the Transaction

Please find below an overview of the main assets and liabilities held by Strata as of the date of this Information Memorandum.

Strata currently holds investment in listed shares in the following companies:

- Aqualis ASA ("**AQUA**"), 5,450,973 shares, equal to 12.6% of the total share capital;
- NEL ASA ("**NEL**"), 43,989,439 shares, equal to 11,0% of the total share capital;
- Weifa ASA ("**WEIFA**"), 163,047,697 shares, equal to 10.3% of the total share capital; and
- Nickel Mountain Group AB ("**NMG**"), 27,151,999 shares, equal to 29.9% of the total share capital.

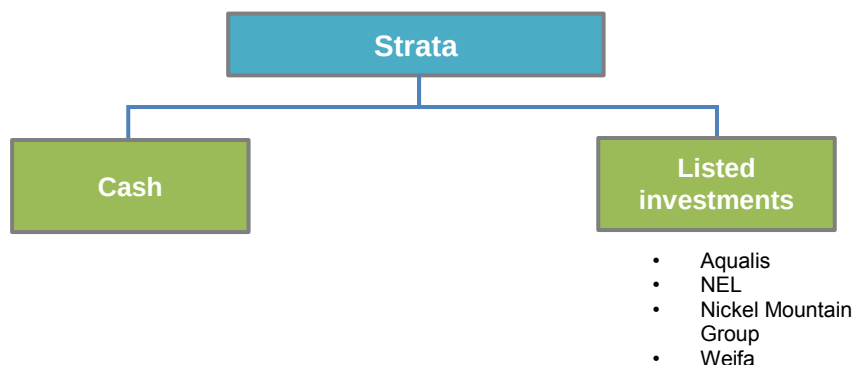
(hereinafter referred to as the "**Strata Investments**")

Strata has agreed to act as underwriter in an equity issue in Vistin Pharma ASA. As underwriter, Strata will guarantee a subscription amount in Vistin Pharma ASA of NOK 8.3 million. Strata will receive a guarantee commission of 2% of its guaranteed amount. For further information on the background for the equity issue in Vistin Pharma ASA, please refer to Section 6.5.3 "Proposed separation of Consumer health and B2B".

In addition, Strata has a holding of about NOK 38 million in cash and cash equivalents and approximately NOK 2 million in short term investments, as of the date of this Information Memorandum.

All assets, rights and obligations of Strata will be transferred to SIH on the date of completion of the Transactions, as further described in Section 3.6 "Legal aspects related to the completion of the Transaction".

Please find below a visual presentation of Strata's main holdings:



3.4 Consideration

As consideration for the assets and liabilities to be transferred to SIH under the Transaction, the shareholders of Strata will receive 0.63636 shares (rounded) per share owned in Strata, which entails that the Company will issue 110,898,883 new Shares (the "**Consideration Shares**") as consideration to the shareholders of Strata. The Consideration Shares will be issued through a share capital increase in Saga Tankers. Each Share will be issued with a par value of NOK 1 and at a subscription price per Share of NOK 2.22352 (rounded).

The price to be paid per new share in Saga Tankers, NOK 2.22352 (rounded), has been determined based on, *inter alia*, negotiations between the parties, and estimated fair values (*i.e.* the net asset value of Saga Tankers and Strata). The value of the new shares received by the shareholders of Strata is NOK 246.6m.

The amount of the consideration shall reflect the real values brought into SIH as a result of the Transaction. The determination of the net value in Strata has been based on a thorough valuation of Strata's business and values.

The shareholders of Strata will immediately after the Transaction is legally entered into force, be registered in VPS as owners of the Consideration Shares. To be registered as the owner of one or more Consideration Share, the person must be registered as a shareholder in Strata at such time as the Transaction is legally completed.

Fractions of Consideration Shares will not be awarded to the shareholders of Strata. Strata shareholders which receive Consideration Shares in an uneven number will be rounded down if the fraction is less than .5 and rounded up if the fraction is more than .5. If there are any excess Consideration Shares following such rounding, such Consideration Shares will be allocated by the Board.

It has been prepared independent valuations for the Strata Investments. The overall business of Strata and the Strata Investments to be transferred to SIH in the Transaction was valued at fair value.

The Board considered the applied procedure for the determination of the consideration (as described above) as appropriate, and the consideration is, in the opinion of the Board, reasonable and objective.

3.5 The purpose of the Transaction

The purpose of the Transaction is to strengthen and diversify the Company's investment portfolio. The Transaction will also help to secure an optimal exploitation of the Strata Investments.

The Company considers that the Transaction will make Saga Tankers more attractive for investors and potential business partners as the Company will indirectly increase its investment portfolio through the merger of SIH and Strata and thereby increasing opportunities for further added values. The Board further considers that the Strata shareholders will desire to exchange their shares in Strata into Shares.

The Strata Investments may, dependent on the development of the underlying companies, contribute positively to the earnings of the Company and the Group. The Transaction will diversify the Group's investment portfolio.

The assets and liabilities transferred to SIH under the Transaction are mainly listed shares, which will have little or no effect on the Group's liabilities.

For further information on the effect of the Transaction on the Group's earnings, assets and liabilities, please refer to Section 10 "UNAUDITED PRO FORMA FINANCIAL INFORMATION".

The Company also considers that the Transaction will increase the attractiveness of the Company's shares as a listed instrument through a larger shareholder base and increased liquidity in the Company's shares. The Transaction may also serve as basis for further value creation through a larger assets base and thus making the Company more attractive for potential business partners.

The Transaction is also in line with the Company's strategy to maintain its listing at Oslo Axess and further develop the Company as an investment company.

3.6 Legal aspects related to the completion of the Transaction

The Transaction is governed by the Norwegian Public Limited Liability Act chapter 13 and will be implemented with continuity for accounting and tax purposes. Tax continuity implies that SIH at the date of completion of the Transaction will take over the tax positions related to the assets, rights and liabilities to be transferred from Strata to SIH. The Transaction is implemented as a group merger by transfer of all assets, rights and obligations from Strata to SIH, with compensation in Saga Tankers, according to a prepared merger balance sheet enclosed to this Information Memorandum as Appendix 5.

Strata will be dissolved as a consequence of the Transaction.

The Transaction was approved by the shareholders of SIH and Strata at extraordinary general meeting held on 27 March 2015. From the date of the general meetings, the management of all of Strata's assets, rights and obligations is transferred to SIH, cf. NPLCA section 13-6 (2). Until registration of the share capital increase in Saga Tankers and the dissolution of Strata, the funds of SIH and Strata shall be managed separately, cf. the NPLCA section 13-18 (2). Following the decisions of the general meetings, SIH issued a receivable to Saga Tankers corresponding to the total book equity which is transferred to SIH under the Transaction.

Simultaneously with the decisions of the general meetings of SIH and Strata on the Transaction, the general meeting in Saga Tankers adopted a resolution to increase the share capital of the Company in order to issue the Consideration Shares. The receivable issued from SIH to Saga Tankers will be

used as contribution and basis for issuance of the Consideration Shares. The share capital increase will not be registered until the date of the completion of the Transaction.

The Transaction was registered with the Business Register for the mandatory creditor notification period of 6 weeks on 8 April 2015. Following the creditor notification period and the clarification of any, if any, objections by the creditors, the completion of the Transaction will be registered with the Norwegian Register of Business Enterprises around the middle or end of May 2015.

After the creditor notification period has expired, the share capital in Saga Tankers will be increased with NOK 110,898,883, from NOK 175,833,728 to NOK 286,732,611.

Notification of the share capital increase in Saga Tankers and the notification to dissolve Strata will be registered with the Business Register as soon as practically possible after the expiry of the creditor notification period. The Consideration Shares will be listed on Oslo Axess as soon as practically possible after registration of the share capital increase.

The merged company's name will upon completion of the Transaction be changed to Strata Marine & Offshore AS.

The Transaction is effective from the company law effective date of the merger, i.e. at the time of the registration of the implementation of the merger in the Business Register after the expiry of the creditor notification period. From this point, the assets, rights and obligations specified in the draft opening balance are considered transferred to SIH.

4 PRESENTATION OF SAGA TANKERS

4.1 Corporate information

Saga Tankers ASA is a Norwegian public limited liability company incorporated in Norway under the NPLCA. The registration number of the Company is 995 359 774 and its registered address is: c/o Ferncliff TIH AS, Sjølyst Plass 2, 0278 Oslo. The Company was incorporated on 24 March 2010 and was registered in the Business Register on 6 April 2010. The Company's web site is www.sagatankers.com and www.sagatankers.no. The Company's telephone number is +47 23 01 49 14.

The Shares have been listed on the regulated market Oslo Axess under the ticker code "SAGA" since 18 June 2010.

As of the date of this Information Memorandum, the Company's registered share capital is NOK 175,833,728, divided into 175,833,728 shares, each with a par value of NOK 1. All of the Shares are fully paid. Following the completion of the Transaction, the share capital of the Company will be NOK 286,732,611, divided into 286,732,611 Shares, each with a par value of NOK 1. There is one class of Shares. The Shares are equal in all respect and each Share carries one vote at the general meetings of shareholders. Saga Tankers currently holds 0 own shares.

The Company's Shares are in registered form, and are registered in book-entry form with the VPS under the securities identification code ISIN NO 001 0572589. The Company's account operator is DnB NOR Bank ASA, Verdipapirservice, Aker Brygge, Stranden 21, N-0021 Oslo, Norway.

4.2 History and development

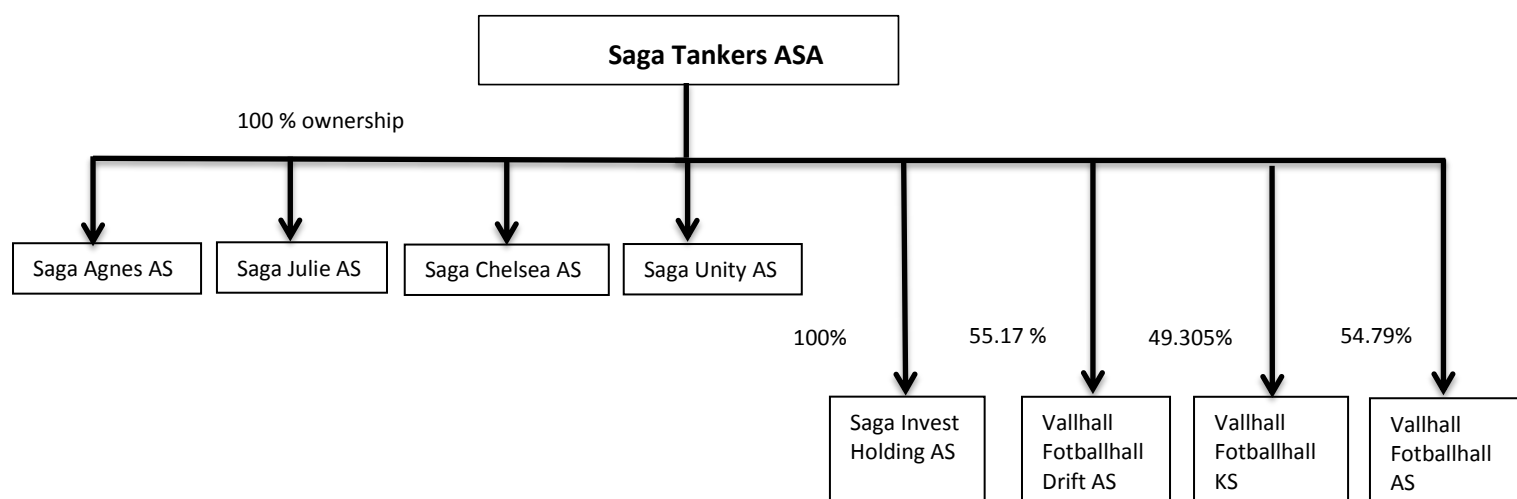
Saga Tankers was established on 24 March 2010. The table below sets out the most important company events for the Company since its incorporation on 24 March 2010:

Time	Event
24 March 2010	Incorporation of Saga Tankers ASA.
21 April 2010	Successful private placement of USD 120 million.
23 April 2010	Signed binding agreement for purchase of Sanko Unity.
27 April 2010	Signed binding agreement for purchase of the three vessels Songa Agnes, Songa Julie and Saga Chelsea.
27 April 2010	General meeting approving the share capital increase.
10 May 2010	Closing of acquisition of Saga Chelsea and Songa Julie and a settlement partly in cash and partly in new shares towards Songa Shipping Pte. Ltd. and Blystad Shipholding Inc.
14 May 2010	Board resolution to apply for listing on Oslo Axess.
2 June 2010	Delivery of Sanko Unity (now named Saga Unity).
14 June 2010	Delivery of Songa Agnes.
16 June 2010	General meeting approving a authority to the Board to issue new shares for up to 50% of the share capital solely to acquire new potential vessels and the election of Ms. Brita Eilertsen to replace Ms. Ingrid Leisner as board member.
18 June 2010	Listing of 78,888,559 Shares on Oslo Axess.
19 November 2011	Successful private placement of approximately NOK 56 million.
13 December 2010	General meeting approving the share capital increase.
31 May 2011	The Board and the board of directors of DHT Holdings Inc. entered into a transaction agreement regarding an acquisition of Saga Tankers by DHT Holdings Inc.

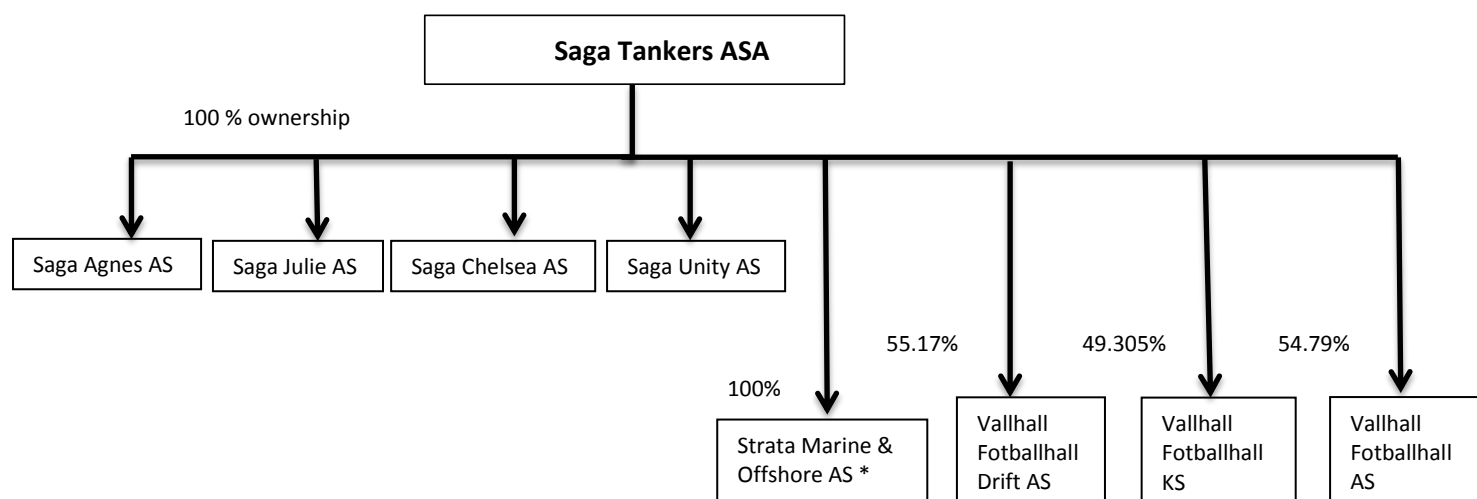
5 July 2011	Approval of offer document relating to a voluntary exchange offer to acquire all issued and outstanding shares of Saga Tankers.
5 August 2011	Withdrawal of the abovementioned offer document.
28 August 2011	Saga Tankers entered into an agreement to sell the vessel Saga Chelsea.
13 September 2011	Closing of the sale of Saga Chelsea.
13 October 2011	The Company entered into an agreement to sell the vessel Saga Unity.
19 October 2011	The Company entered into an agreement to sell the vessel Saga Julie.
19 October 2011	Summons for an extraordinary general meeting to, <i>inter alia</i> , approve the sale of the vessel Saga Agnes.
3 November 2011	Closing of the sale of Saga Julie.
10 November 2011	The extraordinary general meeting approves the sale of Saga Agnes.
21 November 2011	Closing of the sale of Saga Unity.
31 July 2012	Closing of the sale of Saga Agnes.
4 September 2012	Approval of offer document relating to a mandatory offer to acquire all shares in Saga Tankers by Øystein Stray Spetalen.
7 September 2012	General meeting approving the election of Øystein Stray Spetalen (chairman), Espen Lundaas and Brita Eilertsen as the new Board of the Company.
17 October 2012	Expiry of mandatory offer period. Following the offer period, Øystein Stray Spetalen owned approximately 64.5% of the Shares.
23 November 2012	Appointment of Espen Lundaas as new CEO of the Company.
17 December 2012	The extraordinary general meeting approves Martin Nes as a new Board member, replacing Espen Lundaas, change of section 3 of the Company's articles of association section 3 regarding the Company's business and approval of dissolution of the nomination committee.
15 January 2013	Øystein Stray Spetalen purchased 26,429,009 shares in Saga Tankers. This transaction brought his total shareholding in Saga Tankers up to 94,96% of the Shares.
28 January 2013	Saga purchased a 19 % interest in Vallhall from Lønnheim Entreprenør AS.
23 July 2014	Signing of demerger plan regarding a demerger and merger with Ferncliff TIH 1 AS
10 September 2014	Sold 3,810,048 shares in Prospector Offshore Drilling S.A. at a price per share of NOK 17.5.
16 October 2014	In a resolution made public on this day Oslo Børs granted Saga Tankers a period of three months to satisfy certain listing requirements concerning board composition, spread of share ownership and minimum spread of the Company's shares.
21 October 2014	Completion of demerger and merger with Ferncliff TIH 1 AS. Increase of share capital to NOK 175,833,728, divided by 175,833,728 Shares, each with a par value of NOK 1.
26 February 2015	Signing of the Merger Plan.
31 March 2015	With reference to the resolution from Oslo Børs dated 16 October 2014, the Company was informed that Oslo Børs will not pursue a delisting process, provided that the Transaction is completed.

4.3 Current legal structure

The following chart depicts the Group's current legal corporate structure and includes the main companies in the Group.



The following chart depicts the Group's legal corporate structure following completion of the Transaction. The chart includes the main companies in the Group.



* The name of SIH will be changed to Strata Marine & Offshore AS following completion of the Transaction. Please refer to Section 3.6 "Legal aspects related to the completion of the Transaction"

4.4 Description of the Companies in the Group

The Saga Tankers group consists of nine companies, of which four have been special purpose shipowning companies. Please find below a detailed description of each company.

4.4.1 Saga Tankers ASA

Saga Tankers ASA is the holding company of the five subsidiaries Saga Invest Holding AS, Saga Agnes AS, Saga Julie AS, Saga Chelsea AS and Saga Unity AS. All subsidiaries are 100% owned by Saga Tankers ASA.

The current business activity of Saga Tankers is investment and management related to shipping, rig, real estate, stock trading and similar business activities.

4.4.2 Saga Invest Holding AS

Saga Invest Holding AS, registration number 914 994 012, is a newly incorporated company which will be the direct owner of the assets, rights and obligations of Strata following completion of the Transaction. The name of SIH will be changed to Strata Marine & Offshore AS following completion of the Transaction. Please refer to Section 3.6 "Legal aspects related to the completion of the Transaction". SIH is incorporated in Norway.

4.4.3 Vallhall Fotballhall AS

Vallhall Fotballhall AS, registration number 978 703 798, is a company which participates as general partner in the company Vallhall Fotballhall KS. Vallhall Fotballhall AS is incorporated in Norway.

4.4.4 Vallhall Fotballhall KS

Vallhall Fotballhall KS, registration number 982 100 194, is the owner of the property on which the Vallhall arena is located. Vallhall Fotballhall KS is incorporated in Norway.

4.4.5 Vallhall Fotballhall Drift AS

Vallhall Fotballhall Drift AS, registration number 982 100 208, is the operational company for the business of the Vallhall arena. The Vallhall arena is leased out for use for professional and non-professional football teams, office spaces, parking spaces and for events such as exhibitions, seminars and concerts. Vallhall Fotballhall Drift AS is incorporated in Norway.

4.4.6 Saga Agnes AS

Saga Agnes AS, registration number 995 440 210, was the owning company of the vessel "Songa Agnes", which was sold on 31 July 2012. The company is incorporated in Norway.

4.4.7 Saga Julie AS

Saga Julie AS, registration number 995 440 237, was the owning company of the vessel "Songa Julie", which was sold on 3 November 2011. The company is incorporated in Norway.

4.4.8 Saga Chelsea AS

Saga Chelsea AS, registration number 995 440 253, was the owning company of the vessel "Saga Chelsea", which was sold on 13 September 2011. The company is incorporated in Norway.

4.4.9 Saga Unity AS

Saga Unity AS, registration number 995 440 687, was the owning company of the vessel "Saga Unity", which was sold on 21 November 2011. The company is incorporated in Norway.

4.5 The Company's activities

In 2011 and 2012, the Company sold all vessels owned by the Company, as described in section 4.2 "History and development". The sale of the vessels has entailed a change in the business activities of the Company. Following the sales of the Company's vessels, the Company's business activity is solely investments related to shipping, rig, real estate, stock trading and similar activities.

The Company will continuously evaluate investment opportunities that may arise based on the present framework surrounding the industries in which it operates.

Whether the Company will invest in asset or equity depends on investment opportunities that may arise as well as the equity and funding market at the time being. The Company does not rule out investing in debt related instruments in industries in which the Company operates.

The Company and/ or the Group companies have not entered into any material contracts outside the ordinary course of business for the last two years prior to the date of this Information Memorandum, save for the Merger Plan relating to this Transaction and a demerger plan relating to a demerger and merger (*Nw: fisjonsfusjon*) with Ferncliff TIH 1 AS⁵. Apart from an obligation to indemnify the buyers of the Company's vessels against all consequences of claims made against the vessel which have been incurred prior to the time of delivery, the warranty period under the sales contracts for the vessels formerly owned by the Company has expired. The Board is, at the time of this Information Memorandum, not aware of any claims made against the vessels which were incurred prior to the time of delivery. The claim referred to in section 4.7 "Legal and arbitration proceedings" is made against the Group and not the vessel itself, and is therefore not applicable for any liability under the contracts for sales of the Company's former vessels. There are thus no contracts which set out provisions that must be deemed as material for the Group at the date of this Information Memorandum.

4.6 Research and developments, patents and licenses

The Company has no material research and development (R&D) policies and its business or profitability is not dependent on any patents and/or licenses, specific production methods, industrial agreements, financial contracts or other types of contracts.

4.7 Legal and arbitration proceedings

The Charterer of the vessel MT Saga Agnes redelivered the vessel from its contract to the Company on 27 July 2012. After redelivering the vessel to the Group, the Charterers of Saga Agnes AS has presented the Group with a claim of about USD 2 million related to the time charterparty for the vessel "Saga Agnes". The matter will be resolved through arbitration, if required by the counterparty. Saga Tankers acts as guarantor under the named charterparty. No reserves have been made for this claim, as it is considered by the management of the Group to be unlikely that the claim will be supported by the arbitration.

⁵ For further information on the demerger and merger with Ferncliff TIH 1 AS, please see the information memorandum dated 10 September 2014: <http://www.newsweb.no/newsweb/search.do?messageId=360556>

5 BOARD OF DIRECTORS, MANAGEMENT AND CORPORATE GOVERNANCE

5.1 Board of Directors

In accordance with applicable Norwegian law, the Board is responsible for administering the Company's affairs and for ensuring that the Company's operations are organized in a satisfactory manner.

The Company's Articles of Association provide that the Board shall have no fewer than 3 members and no more than 5 members. In accordance with Norwegian law, the CEO and at least half of the members of the Board must either be resident in Norway, or be citizens of and resident in an EU/EEA country. The members of the Board are elected by the general meeting of shareholders. The Board is according to the Companies Act elected for a term of 2 year, but the Board may be changed by the general meeting at any time. Board members may be re-elected. In the event of equal voting, the chairman of the board shall have a casting vote.

The Board currently consists of 4 members. None of the Board members are part of the management of Saga Tankers.

The current directors are:

Martin Nes, chairman of the Board

Martin Nes currently serves as CEO in Ferncliff TIH 2 AS. He also serves as chairman of the board in SDSD, NEL and NMG. Mr. Nes has corporate experience from the shipping- and offshore industry and has broad experience from various companies and board positions. Mr. Nes has previously worked for the Norwegian law firm Wikborg Rein, both in their Oslo and London offices and for the shipping law firm Evensen & Co. Mr. Nes holds a law degree from the University of Oslo and a master of laws' degree from the University of Southampton, England. Mr. Nes is a Norwegian citizen and resides in Oslo, Norway.

Øystein Stray Spetalen, director

Chairman and owner of Ferncliff Holding AS. Mr. Spetalen is an independent investor. He has worked in the Kistefos Group as an investment manager, as corporate advisor in different investment banks and as a portfolio manager in Gjensidige Forsikring. Mr. Spetalen is a chartered petroleum's engineer from NTNU. Mr. Spetalen is a Norwegian citizen, and resides in Oslo, Norway.

Kristin Hellebust, director

Kristin Hellebust currently serves as CEO and producer in Nordisk Film Shortcut AS, which provides post production services to feature films, commercials, television dramas and documentaries. Ms. Hellebust served as CEO and producer in Storm Studios AS from 2005 – 2015. Prior to that, Ms. Hellebust worked as a lawyer with the law firm Advokatfirmaet Selmer DA. Ms. Hellebust holds a Master of Law from the University of Oslo and has also attended several courses in business development. Ms. Hellebust is a Norwegian citizen and resides in Oslo, Norway.

Yvonne Litsheim Sandvold, director

Yvonne Litsheim Sandvold currently serves as COO in Frognerbygg AS and as CEO of YLS Næringseiendom AS. Ms. Sandvold holds positions with the board of directors of several companies within the real estate sector. Ms. Sandvold serves as director on the board of directors of AQUA and WEIFA. Ms. Sandvold graduated as *Candidata psychologiae* from the University of Oslo in 2008. Ms. Sandvold is a Norwegian citizen and resides in Oslo, Norway.

The table below shows the current directors direct and indirect ownership in Saga Tankers. The Board members holds no options in the Company.

Name	Position	Member since	Term	Shares owned
Martin Nes	Chairman	17 December 2012	2 Years	0
Øystein Stray Spetalen	Director	7 September 2012	2 years	172,841,799
Kristin Hellebust	Director	27 March 2015	2 years	0
Yvonne Litsheim Sandvold	Director	27 March 2015	2 years	0

5.2 Management

The management is responsible for the daily management and the operations of the Company. The management currently consists of Espen Lundaas, which holds the position as both CEO and CFO of the Company. Mr. Lundaas is the sole employee of the Company.

Espen Lundaas, CEO/ CFO

Mr. Lundaas also serves as Chief Financial Officer and Partner in Ferncliff TIH 2 AS. Mr Lundaas has been with the Ferncliff TIH AS since 1999. He is a board member in different entities in the Ferncliff organization and has also worked with developing different companies acquired by the Ferncliff organization. He holds a Master of Business and Economics from the Norwegian School of Management (1997-2001).

Mr. Lundaas holds no shares, warrants or options in the Company.

5.3 Service contracts

There are no service contracts in force between any members of the Board or the management and any Group company which states that a Board or management member is entitled to payments or in other ways provides for benefits from the Group upon termination of the Board appointment or employee contract.

5.4 Corporate governance

With the exceptions set out below, the Company is in compliance with the Norwegian corporate governance regime, as detailed in the Norwegian Code of Practice for Corporate Governance, last amended on 30 October 2014. The Company shall, pursuant to the Norwegian accounting act of 17 July 1998 no. 56 (the "**Accounting Act**") section 3-3b prepare a statement regarding the Company's corporate governance principles and its compliance with such principles. Pursuant to the NPLCA section 5-6 (4), this statement is discussed and voted over by the annual general meeting. The corporate government statement is incorporated into the Company's annual report by reference to the Company's website.

As of the date of this Information Memorandum, the Company deviates from the Code of Practice with regards to the following recommendations:

- The report on the Company's corporate governance is not provided in the Company's annual report, but is published on the Company's website (www.sagatankers.no). The annual report does however include a reference to the website with respect to this information.
- A majority of the members of the Board are not independent of the Company's main shareholder, as only two of the four directors are considered as independent

directors. The chairman of the Board is connected to the largest shareholder, as he is employed in the management company of the largest shareholder. Director Øystein Stray Spetalen is the largest shareholder of the Company.

- The Company has no remuneration committee.
- The Board of Directors acts as the Company's audit committee.

The Company has no other deviations from the Code of Practice.

6 BRIEF DESCRIPTION OF STRATA AND THE STRATA INVESTMENTS

6.1 Introduction

The Strata Investments consists of shares in the listed companies NEL, WEIFA, AQUA and NMG, as further described in section 3 above.

This Section 6 "BRIEF DESCRIPTION OF STRATA " gives a brief description of Strata and the underlying companies and their business.

6.2 Strata Marine & Offshore

6.2.1 Corporate information

Strata is a private limited liability company incorporated and operating under Norwegian law with registration number 968 676 865 and registered address Sjølyst plass 2, 0278 Oslo.

As of the date of this Information Memorandum, the registered share capital of Strata is NOK 14,952,337.94, divided by 174,269,673 shares, each with a par value of NOK 0.0858. Strata currently has 80 shareholders. Please find below a table showing the 10 largest shareholders in Strata per 5 January 2015:

No	Investor	Shares	Percent (%)
1	Allum Holding AS	106,494,305	61.1 %
2	Gross Management AS	17,443,569	10.0 %
3	AS Ferncliff	9,798,411	5.6 %
4	Bjørn Bakken	6,513,750	3.7 %
5	Øystein Ikdahl	4,350,000	2.5 %
6	Wieco AS	4,000,462	2.3 %
7	Bjørn Håvard Brænden	3,271,875	1.9 %
8	Deutsche Bank AG	2,772,956	1.6 %
9	Kåre Klavenes	2,700,000	1.5 %
10	Terje Virik	2,500,000	1.4 %
Total Top 10		159,845,328	91.7 %
Other		14,424,345	8.3 %
Total		174,269,673	100.0 %

The board of directors of Strata currently consists of Glen Ole Rødland (chairman), Øystein Stray Spetalen, Martin Nes and Bjørn Bakken.

6.2.2 Business overview

Strata is a privately held investment company, which has gradually changed from being an industrial group to focusing on investments only.

Strata has invested in knowledge-based companies and is focused on active ownership through common understanding of goals between shareholders, directors and management to obtain sustainable growth, operational efficiency and optimal financing.

6.2.3 Strata administration

Strata currently employs 1.5 full time equivalents, all of which will be transferred to SIH in the Transaction. Mr. Lars Christian Stugaard is hired as CEO through Ferncliff TIH 2 AS.

6.2.4 Funding of Strata

Strata is funded by equity. Strata completed a NOK 58m rights issue in October 2014, at a subscription price of NOK 1 per share, which increased the share capital from NOK 9,968,225.29 to NOK 14,952,337.94.

6.2.5 Selected financial information

The results and key figures of Strata for 2011, 2012 and 2013 are set out below (numbers in 1000's):

Year	Operating profit	Financial income	Financial expenditure	Annual result	Total assets	Total liabilities
2011	- 6,998	20,235	5,106	5,302	131,150	3,782
2012	- 9,564	3,158	167	-6,573	183,628	2,243
2013	- 12,725	33,113	19,625	763	183,179	1,031

6.3 NEL

6.3.1 Corporate information

NEL is a public limited liability company incorporated and operating under Norwegian law with registration number 979 938 799 and registered address Sjølyst plass 2, 0278 Oslo.

NEL was formerly known as DiaGenic ASA, but changed its name following the acquisition of NEL Hydrogen Holding AS in October 2014. The acquisition represented a change in strategic direction for NEL to include a new business area of hydrogen electrolysis. The NEL group's healthcare activities, which focused on the development of diagnostic tests based on peripheral gene expression for early detection of diseases, remain as a separate business area within the NEL group.

NEL has been traded under the new name and ticker "NEL" from 21 October 2014. As of the date of this Information Memorandum, the registered share capital of NEL is NOK 79,785,820.80, divided by 398,929,104 shares, each with a par value of NOK 0.20. After the completion of the Transaction, SIH will own 43,989,439 shares in NEL (equaling 11.0% of the total outstanding shares).

6.3.2 Business overview

NEL is a global, leading supplier of large scale hydrogen-based atmospheric electrolyser plants and hydrogen fuelling stations. NEL has made over 500 deliveries of its products to more than 50 countries. NEL has locations in Notodden, Norway and has a global reach through its own sales representatives and extensive agent network. NEL furthermore has a patent portfolio related to diagnostic tests for early detection of diseases.

6.3.3 Further information

As NEL is a listed company, it is subject to the same disclosure requirements as Saga Tankers, including financial reporting. For further information regarding NEL, please refer to NEL's website www.nel-hydrogen.com, the quarterly and annual reports of NEL, and the prospectuses which have been released for NEL, as well as the ongoing disclosure of information through stock exchange notices.

6.4 Aqualis

6.4.1 Corporate information

AQUA is a public limited liability company incorporated and operating under Norwegian law with registration number 913 757 424 and registered address Sjølyst plass 2, 0278 Oslo.

AQUA (then named Aqualis Offshore Holding ASA) was spun-off from Aqualis ASA and listed on Oslo Børs on 13 August 2014. As of the date of this Information Memorandum, the registered share capital of AQUA is NOK 4,319,054.40, divided by 43,190,544 shares, each with a par value of NOK 0.10. After the completion of the Transaction, SIH will own 5,450,973 shares in AQUA (equaling 12.6% of the total outstanding shares).

6.4.2 Business overview

The AQUA group includes three separate business; (i) Aqualis Offshore Ltd. with subsidiaries, (ii) Tristein AS and (iii) Offshore Wind Consultants Ltd. Tristein AS is currently in a merging process with Aqualis Offshore AS.

Aqualis Offshore Ltd. provides marine & engineering consultancy services to the offshore oil & gas industry worldwide. Tristein AS is a highly respected player on the Norwegian continental shelf, and has through years of experience within complex marine operations, marine engineering and logistic strategies identified several areas with high potential for new and more cost-efficient solutions to the offshore oil & gas and wind industries, as reflected in a number of long-term client relationships and frame agreements. Offshore Wind Consultants Ltd., based in London, England, is a well-recognized global provider of independent consultancy services for offshore wind projects.

6.4.3 Further information

As AQUA is a listed company, it is subject to the same disclosure requirements as Saga Tankers, including financial reporting. For further information regarding AQUA, please refer to AQUA's website www.aqualis.no, the quarterly and annual reports of AQUA, and the prospectuses which have been released for AQUA, as well as the ongoing disclosure of information through stock exchange notices.

6.5 Weifa

6.5.1 Corporate information

WEIFA is a public limited liability company incorporated and operating under Norwegian law with registration number 913 757 424 and registered address Østensjøveien 27, 0661 Oslo.

WEIFA was purchased by Aqualis ASA in August 2014 for a cash consideration of NOK 1.1bn and Aqualis ASA was subsequently renamed Weifa (in connection with also spinning off its engineering and consultancy business, which today is named Aqualis ASA, as described in Section 6.4.1 "Corporate information". WEIFA has been traded on Oslo Børs under the ticker "WEIFA" since 12 August 2014.

As of the date of this Information Memorandum, the registered share capital of WEIFA is NOK 237,990,516.90, divided by 1,586,603,446 shares, each with a par value of NOK 0.15. After the completion of the Transaction, SIH will own 163,047,697 shares in WEIFA (equaling 10.3% of the total outstanding shares).

6.5.2 Business overview

WEIFA is a fully-integrated pharmaceutical company, with three main business areas:

- *Consumer health*: WEIFA has a very strong strategic position in the Norwegian consumer health market, and is highly respected in both the pharmacy and mass market channels, through its main products Paracet, Ibux, Paralgin Forte and Pyrisept.
- *Metformin Business-to-Business*: WEIFA commands around eight percent of the global manufacturing capacity for metformin, an active ingredient in first-line treatment of diabetes 2. The customers are reputable international pharmaceutical companies.
- *Opioids Business-to-Business*: WEIFA serves the world market for opioid API's (active pharmaceutical ingredients) with two key products, codeine (used in analgesics and cough syrup) and pholcodine (used in cough syrup).

6.5.3 Proposed separation of Consumer health and B2B

In a stock exchange notice released on 13 March 2015, WEIFA informed of a proposed sale of its business-to-business (B2B) operations and tablet production to the newly established subsidiary of WEIFA, Vistin Pharma ASA.

Pursuant to said stock exchange notice, Vistin Pharma ASA will seek listing on Oslo Axess in early June. Further, all shareholders in WEIFA will receive tradable subscription rights under the transaction. The Company has not yet decided whether it will exercise or trade such subscription rights.

6.5.4 Further information

As WEIFA is a listed company, it is subject to the same disclosure requirements as Saga Tankers, including financial reporting. For further information regarding WEIFA, please refer to WEIFA's website www.weifa.com, the quarterly and annual reports of WEIFA, and the prospectuses which have been released for WEIFA, as well as the ongoing disclosure of information through stock exchange notices.

6.6 Nickel Mountain Group

6.6.1 Corporate information

NMG is a public limited liability company incorporated and operating under Swedish law with registration number 556227-8043 and registered address Kungsgatan 44, 111 35 Stockholm, Stockholms län, Sweden.

NMG has been listed on Oslo Børs since 21 November 1997. As of the date of this Information Memorandum, the registered share capital of NMG is SEK 45,404,680, divided by 90,809,360 shares, each with a par value of SEK 0.50. After the completion of the Transaction, SIH will own 27,151,999 shares (equaling 29.9% of the total outstanding shares).

6.6.2 Business overview

The NMG group is an exploration and development company whose primary focus is the development of the 99.6% owned Rönnebäcken nickel sulphide project which is in the pre-feasibility stage. The NMG group's objective is to produce up to 30,000 tonnes per annum of nickel in concentrate from Rönnebäcken for the international markets.

6.6.3 Further information

As NMG is a listed company, it is subject to the same disclosure requirements as Saga Tankers, including financial reporting. For further information regarding NMG, please refer to NMG's website www.nickelmountain.se, the quarterly and annual reports of NMG, and the prospectuses which

have been released for NMG, as well as the ongoing disclosure of information through stock exchange notices.

7 OVERVIEW OF MAIN MARKETS FOR SAGA TANKERS' AND STRATA'S INVESTMENTS

7.1 Introduction

As described in section 4.5 of this Information Memorandum, the Company's business activity is, following the sale of all vessels owned by the Company, solely investment activity related to shipping, rig, real estate, stock trading and similar activities. The Company's current main investments are within other investment companies (SDSD), healthcare (WEIFA, Cortendo and NEL), hydrogen electrolyzers (NEL), oil & gas consulting (AQUA), exploration and development of mineral resources (NMG) and real estate (Vallhall). Please find below an overview of the development of the trading and share price for the shares in SDSD, Cortendo, NEL, AQUA, WEIFA and NMG as well as an overview of the main markets the Company currently is invested in and the markets the Company will be invested in following completion of the Transaction.

7.2 Overview of development of shares owned by Saga Tankers and Strata

7.2.1 SD Standard Drilling

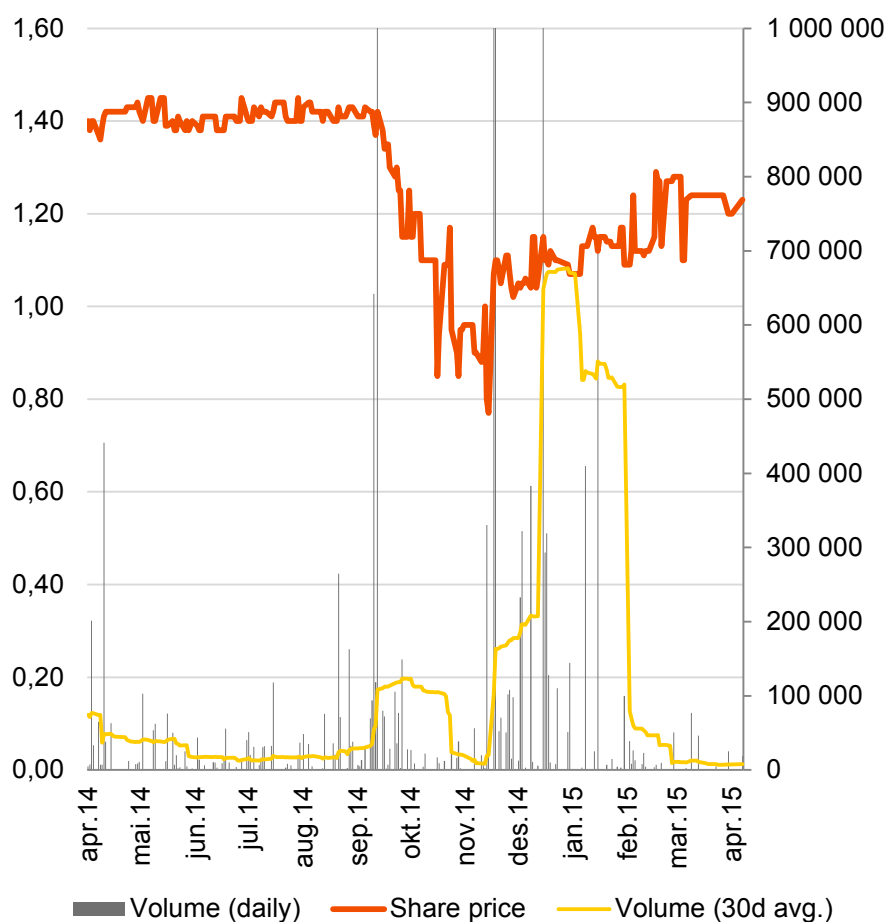
SDSD has, as of 7 April 2015, a market cap of NOK 322 million and low turnover. The SDSD share had a turnover ratio of 11% the last 12 months.

SDSD disposed its rig building contracts in 2013 (and paid an extraordinary dividend to its shareholders). The current focus of SDSD is on being an investment company in the oil and gas sector. The current main asset of SDSD is the company's cash balance of USD 55 million, as of 31 December 2014.

Most equity research analysts discontinued their active coverage of SDSD following the disposals of the rig building contracts in 2013.

Please find below a chart which shows the share price of SDSD (NOK, lhs) and traded volume (number, rhs) for the period from April 2014 to April 2015⁶.

⁶ Source: Swedbank research



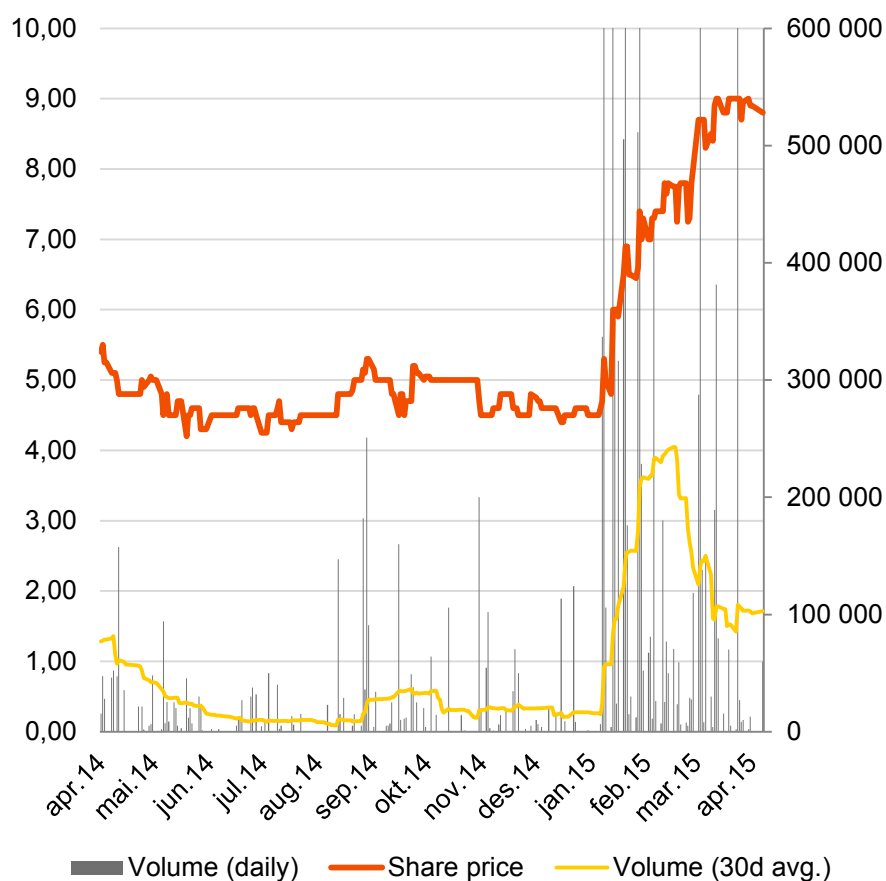
7.2.2 Cortendo

Cortendo has, as of 7 April 2015, a market cap of NOK 1.4bn and a low turnover. The Cortendo share had a turnover ratio of 12% the last 12 months. The Cortendo shares are listed on the Norwegian Securities Dealers Association's NOTC A-list under the ticker "CORT".

The share price of Cortendo has increased significantly in 2015 following the release of positive pre-clinical data on a diabetes treatment study on 26 January 2015.

Please find below a chart which shows the share price of Cortendo (NOK, lhs) and traded volume (number, rhs) for the period from April 2014 to April 2015⁷.

⁷ Source: Swedbank research



7.2.3 NEL

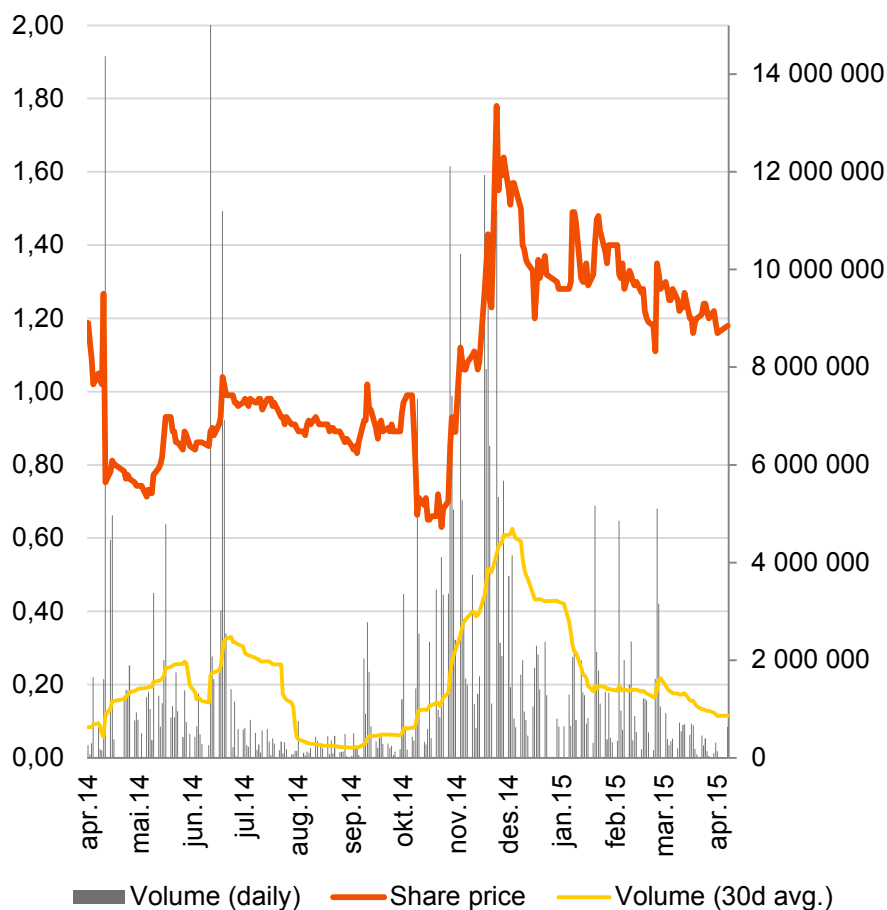
NEL has, as of 7 April 2015, a market cap of NOK 471m and relatively high turnover. The NEL share had a turnover of 101% the last 12 months.

No research analysts currently cover NEL⁸.

Please find below a chart which shows the share price of NEL (NOK, lhs) and traded volume (number, rhs) for the period April 2014 to April 2015⁹.

⁸ Latest report is dated October 2014, by Carnegie and with no rating.

⁹ Source: Swedbank research



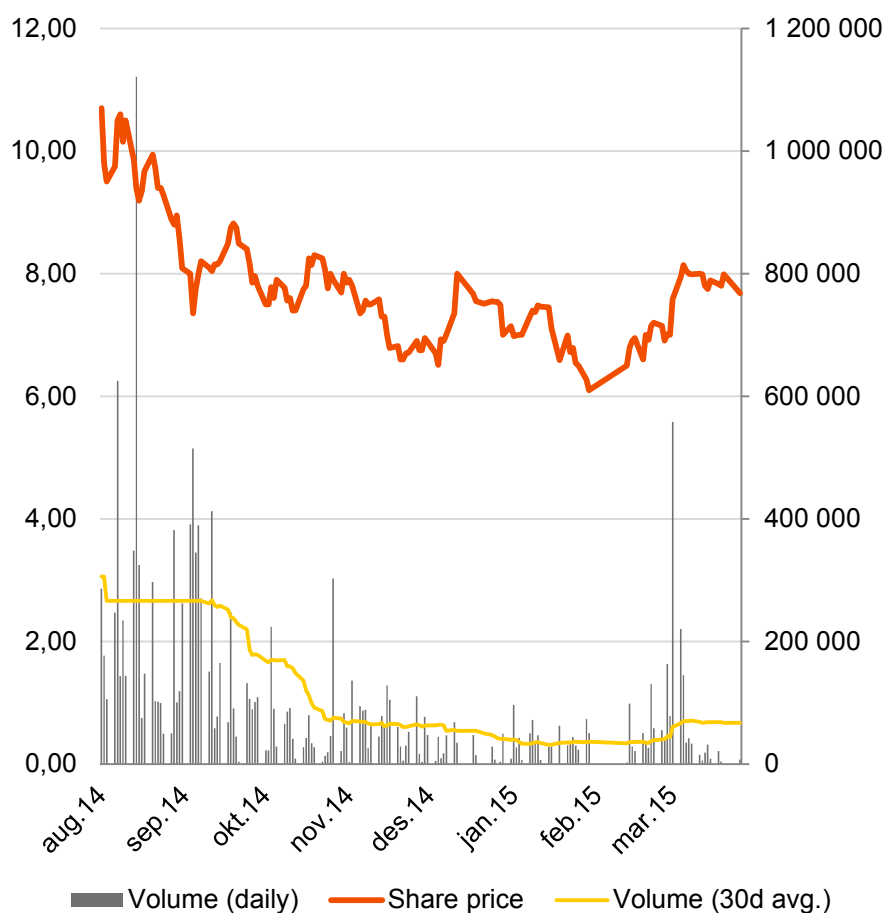
7.2.4 Aqualis

Aqualis has, as of 7 April 2015, a market cap of NOK 332m and decent liquidity. The AQUA share had a turnover of 20% since listing on Oslo Børs in August 2014.

There are two research analysts covering Aqualis (Swedbank and Carnegie) – both with overweight recommendations and average share price targets of NOK 12.5.

Please find below a chart which shows the share price of AQUA (NOK, lhs) and traded volume (number, rhs) for the period from August 2014 to April 2015¹⁰.

¹⁰ Source: Swedbank research



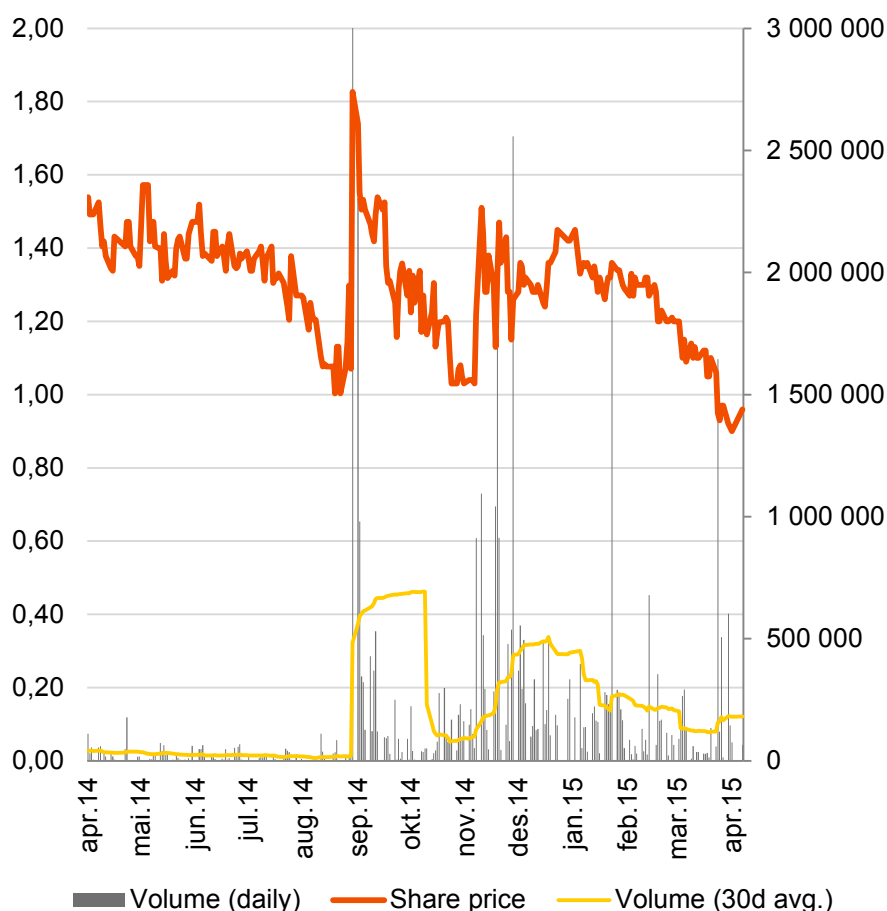
7.2.5 Nickel Mountain Group

NMG has, as of 7 April 2015, a market cap of NOK 87m and decent liquidity. The NMG share had a turnover of 60% the last twelve months.

No research analysts currently cover NMG.

Please find below a chart which shows the share price of NMG (NOK, lhs) and traded volume (number, rhs) for the period from April 2014 to April 2015¹¹.

¹¹ Source: Swedbank research



7.2.6 Weifa

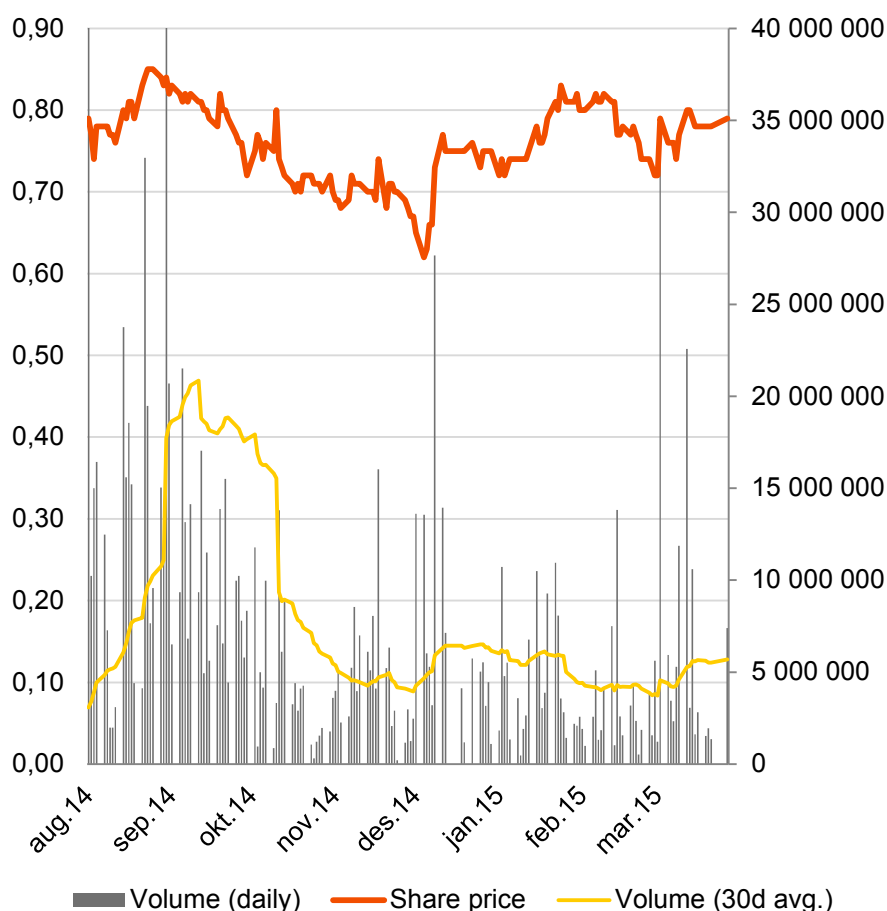
WEIFA has, as of 25 February 2015, a market cap of NOK 1.3bn and a high turnover. The WEIFA share had a turnover of 86% since the acquisition of WEIFA was completed in August 2015.

Weifa was purchased by Aqualis ASA in August 2014 for a cash consideration of NOK 1.1bn and Aqualis ASA was subsequently renamed Weifa ASA (in connection with the spin-off Aqualis' engineering and consultancy business, which is the current AQUA).

Weifa is covered by three research analysts with an average target price of NOK 0.89.

Please find below a chart which shows the share price of WEIFA (NOK, lhs) and traded volume (number, rhs) for the period from August 2014 to April 2015¹².

¹² Source: Swedbank research



7.3 The offshore consultancy market

7.3.1 Introduction

Following the completion of the Transaction, the Company will be exposed to the offshore consultancy health market through its 12.6% indirect stake in AQUA.

The AQUA group¹³ provides a wide range of services in the marine & offshore industry. The principal market for the consultancy services offered by Aqualis Offshore Ltd. and its subsidiaries has historically been, and still is, the jack-up market. Equivalently, the market for floaters (semi-submersibles and drillships) is an important market for Tristein AS's consultancy service offering. Lastly, the European offshore wind market is the principal market for the services offered by Offshore Wind Consultants Ltd., and also for the services Tristein AS targets within this segment.

The AQUA group is competing in a globally consolidated landscape of companies offering competing marine engineering consultancy services. The main competitors and global industry players include: the DNV GL group, LOC Marine & Engineering Consultants, Global Maritime, Mathews Daniel and Braemar Offshore.

The recent oil price fall creates some investment uncertainty in high cost projects and deep-water developments which may affect the AQUA group. The markets in the Middle East, including India,

¹³ For further information on the AQUA group, please refer to Section 6.4.2 "Business overview"

and Asian Pacific markets, however, still appear very strong and are likely to remain drivers going forward.¹⁴

7.3.2 The rig market¹⁵

Within offshore rigs there are two main categories; Jack-up rigs and floaters (Semi-submersibles and Drill ships). Jack-up rigs do not float during operation, they simply stand on retractable legs (usually three) and hence provide a stable platform from which to drill.

Please find below an introduction to jack-ups and floaters, including services offered by the AQUA group in relation to the rig market.

Jack-ups

A self-contained combination drilling rig and floating barge, fitted with long support legs that can be raised or lowered independently of each other. Upon arrival at the drilling location, the legs are jacked down onto the seafloor, preloaded to securely drive them into the sea bottom, and then further jacked down. A Jack-up rig can naturally only work in water depths that are less than the length of its legs, and typically this limits operations to less than 400 feet of water depth. When moving the rig between different locations, the rig jacks itself down to the water until it floats, and the hull is usually towed by tugs or carried by a specialist vessel, with the legs sticking high into the air.

Aqualis Offshore Ltd. provides a wide array of services for the jack-up market, including jack-up engineering (basic design, upgrade and conversion), Offshore construction projects, moving of rigs, site assessments and technical due diligence. In short, Aqualis Offshore Ltd. offers services within the whole life-cycle of a jack-up rig. Aqualis Offshore Ltd. has a growing local presence in the global market for marine & engineering consultancy services, with offices in all key oil & gas regions in the world, but is still a small player compared to most of its more established competitors.



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¹⁴ Source: AQUA Q4 2014 report

¹⁵ Source: Deutsche Bank - Oil and Gas for Beginners – Sept 2010, <http://globalmarkets.db.com/> and AQUA company presentation dated 13 August 2013

¹⁶ Picture by Remi Jouan under Creative Commons license CC BY-SA 3.0

Semi-submersibles

A particular type of floating vessel that is supported primarily on large pontoon-like structures submerged below the sea surface. The operating decks are elevated perhaps 100 or more feet above the pontoons on large steel columns. Semi-submersibles can operate in a wide range of water depths, including deep water. Semi-submersibles can be used in different operations, such as drilling, workover operations and production, depending on the equipment with which they are equipped.



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Drill ships

A maritime vessel modified to include a drilling rig and special station-keeping equipment. The vessel is typically capable of operating in deep water. A drillship must stay relatively stationary on location in the water for extended periods of time. This positioning may be accomplished with multiple anchors, dynamic propulsion (thrusters) or a combination of these. Drill ships typically carry larger payloads than semi-submersible drilling vessels, but their motion characteristics are usually inferior.



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Tristein AS offers services for the floaters segment of the rig market, in particular related to marine operations & logistics (offering services such as rig moves, towing operations and Subsea pipe laying and removal) and engineering & survey (offering services such as technical analysis/ verification,

¹⁷ Picture taken from en.wikipedia.org under Creative Commons license CC BY-SA 3.0.

¹⁸ Picture taken from <http://www.upstreamonline.com/live/article1329547.ece>

development of installation methods and compliance audits and verifications). The Marine Operations & Logistics segment rendered 88% of Tristein AS' revenues for 2013, while the Engineering & Survey segment rendered 10% of the revenues for 2013.¹⁹

Tristein AS gives the AQUA group an increased foothold on the Norwegian continental shelf, with Tristein having a particularly strong position as an independent supplier of rig movement services and vessel inspections – particularly for oil companies without in-house competencies within these areas.

7.3.3 The European Offshore wind market

*The information in this sub-section is based on publicly available information, particularly from the European Wind Energy Association ("**EWEA**").*

Offshore wind power refers to the construction of wind farms in bodies of water to generate electricity from wind. Stronger wind speeds are available offshore compared to on land, so offshore wind power's contribution in terms of electricity supplied is higher.

According to the EWEA, there were 2,304 offshore wind turbines, including demonstration sites, with a combined capacity of 7,343 megawatt fully grid connected in 73 wind farms spread across 11 European countries as of 30 June 2014.

EWEA estimates that between EUR 4.6 billion and EUR 6.4 billion was invested in offshore wind farms in 2013. Project costs can vary significantly depending on size and location of the wind farms.

In its 2013 full year report published January 2014, EWEA reported for the 2014 and 2015 outlook that 12 offshore projects were under construction, and that total capacity would increase to 9.4 gigawatt upon completion compared to 6.6 gigawatt by the end of 2013.

At the end of 2013, the average distance to shore for wind farms was 29 km. This distance is likely to increase in the future, a positive underlying driver to Offshore Wind Consultants Ltd. and Tristein AS' renewables business as this will demand even more in terms of consultancy, engineering and project management support.



¹⁹ The remaining 2% of 2013 revenue was generated within the Offshore wind consultancy market

²⁰ Picture taken from en.wikipedia.org under Creative Commons license CC SA 1.0.

Offshore Wind Consultants Ltd. is recognized as one of the leading service providers of consultancy services for offshore wind projects. Offshore Wind Consultants Ltd. offers *inter alia* technical due diligence services, project management support services and engineering services.

Offshore Wind Consultants Ltd. gives AQUA a strong position within the European wind market, particularly in the UK.

7.4 Healthcare market

Following the completion of the Transaction, the Company will be exposed to the consumer health market through its 10.3% indirect stake in WEIFA, its 12.6% indirect stake in AQUA and its 11.0% indirect stake in NEL.

The Company is currently represented in the healthcare market through its holding of 400,000 shares in Cortendo (total amount of outstanding shares in Cortendo is 159.1 million).

As the healthcare businesses of AQUA and NEL are minor business areas within these companies and the Company's stake in Cortendo is very limited, this Section will focus on two of the markets in which WEIFA competes.

WEIFA serve the Norwegian/Nordic consumer health market through wholesalers within the consumer health business segment, and also act as a supplier to global pharmaceutical companies within the Metformin B2B (business-to-business) and Opioids B2B segments. The consumer health market constitutes WEIFA's main source of revenue.

The WEIFA consumer health products are present in the OTC (*over-the-counter*, non-prescription) market, the Rx market (prescription) and the VMS (vitamins, minerals & supplements) market. In recent years, the OTC drug market – the most important market for Weifa – has represented between 11-12% of the total market measured in pharmacy retail price.²¹

7.4.1 The OTC market in Norway

OTC drugs are medicines sold directly to consumers without prescriptions from healthcare professionals, as compared to prescription drugs, which may be sold only to consumers possessing a valid prescription. The OTC drug market in Norway amounted to NOK 1,066 million in 2013 measured in pharmacy purchasing price²².

In 2003, a liberalization made certain OTC products available for sale outside of pharmacies, and these products are currently available to the mass market in grocery stores, kiosks and petrol stations. These are mainly mild pain killers and cough & cold products. In 2013, the OTC market in the pharmacy channel had a turnover of NOK 807 million (4% year-over-year growth), while the mass market channel had a turnover of NOK 156.9 million (0.3% year-over-year growth).

WEIFA is a market leader in categories such as pain, cough & cold, neutraceuticals & wounds. In 2013 WEIFA had three (Paracet, Ibux and Bronkyl) out of 20 OTC drugs with the highest revenue measured in pharmacy purchasing price in 2013. Based on LMI/Farmastat figures, Ibux and Paracet are the market leaders in the pain and fever category with a combined market share of more than 70% in 2013. In the cough & cold category, WEIFA has brands like Bronkyl with a market share of

²¹ Source: "Tall og Fakta", an annual publication published by the Association of the Pharmaceutical Industry in Norway (Nw. Legemiddelindustrien) and its subsidiary Farmastat (together "LMI/Farmastat"), available free of charge at the following webpage: <http://www.lmi.no/tall-og-fakta>.

²² Source: LMI/Farmastat webpage: <http://www.lmi.no/tall-og-fakta>.

approximately 35% in the expectorant drugs category. Pyrisept is the largest wound cleansing brand with market share of approximately 30%. The nasal spray Dexyl was launched in the end of 2013, and reached 3% market share at the end of the year.

WEIFA's main competitors within the OTC market include Novartis, Takeda Nycomed and McNeill (owned by Johnson & Johnson). Novartis' main products are within the anti-smoking segment, the nasal spray segment (Otrivin) and the pain segment (Voltarol). They dominate the nasal spray segment, and have experienced a strong growth in the pain segment. Novartis is a strong contributor to the growth in the OTC market, with heavy investments in advertising. Takeda Nycomed is a market leader within VMS, and is also present in the pain and cough & cold segment. McNeill has a broad range of products within a range of segments, including antismoking (Nicorette), gastro (Microlax, Imodium) and allergy (Livostin).

7.4.2. Rx (prescription) pain market in Norway

The following market information is based on information from LMI/Farmastat, available free of charge at the following webpage: <http://www.lmi.no/tall-og-fakta>.

In 2013, the pain Rx category amounted to NOK 567 million in total, wherein the sub-segment opioids amounted to NOK 221 million. Continued price pressure on Rx drugs resulted in a value decline of 2% for Rx despite a volume growth of 0.7% compared to 2012. WEIFA's Paralgin Forte is the leading paracetamol and codeine combination brand (43% volume market share). WEIFA is the second largest player in the opioids end market after Mundipharma (by value). Paralgin Forte is WEIFA's only brand, while Mundipharma's portfolio consists of a number of products

7.5 Hydrogen market

Following the completion of the Transaction, the Company will be exposed to the hydrogen market through its 11.0% indirect stake in NEL.

NEL's main product and business is production of atmospheric hydrogen generators suited for large scale applications and customers who want a stable supply of hydrogen.

7.5.1 Introduction to hydrogen

Hydrogen is a gas used in a wide array of industries, but principally falls within one of two applications: i) as an input factor in industrial production or ii) in energy carrier applications for new or novel energy systems.

7.5.2 Hydrogen as an input factor

Hydrogen (produced via electrolysis) is used as an input factor in a number of industries. In such applications hydrogen is either used as a feedstock (for example within the petroleum industry to break down crude oil into fuel oil or as a component within food production such as margarine, cookies etc.), a protective atmosphere (where it is applied in several industries to prevent oxidation and to ensure an oxygen-free environment) or for cooling purposes (hydrogen functions as a cooling medium due to its heat absorption functionality for generators producing large amount of heat).

NEL began producing electrolyzers for ammonia production in 1927 and has since then diversified to a broad range of industries including the following:

- Food industry / Edible Oils and Fats
- Steel industry / Metallurgy

- Glass industry
- Electronics
- Chemicals / Petrochemicals
- Power industry
- Renewable industry – polysilicon production

7.5.3 Hydrogen as an energy carrier

Hydrogen can be used as an energy carrier, in the ways described below:

- Synthetic fuel
 - Synthetic fuel produced using electrolysis represents a sustainable alternative to petroleum-derived fuel.
- Grid balancing
 - Grid balancing is a way of storing energy. By transforming electricity to hydrogen through electrolysis, energy can be stored for later use. Hydrogen may therefore be viewed as the energy carrier of the future.
- Hydrogen fuel
 - Hydrogen is considered one of the important fuels of the future as it provides clean and emission free fuel for transport. The introduction of fuel cell electric vehicles requires development of an infrastructure of hydrogen fuelling stations, of which many are expected to have on-site hydrogen production through electrolysis technology (hydrogen generation roughly split between electrolysis and offsite hydrogen piped or transported in via reforming).

7.5.4 Market size and forecast²³

The use of hydrogen has historically been driven by applications where hydrogen is used as an input factor in industrial production. Within this context reforming has been the predominant technology, with approximately 78% of the market as of 2013. According to NEL's own estimates hydrogen production will grow significantly in the years to come. In the period 2005 to 2013 hydrogen production almost doubled, primarily due to increased hydrogen intensity within hydrogen produced from refining. Stricter environmental standards for hydrogen quality have led to an increase in reformed hydrogen since it is purer compared to hydrogen produced from gasification.

It is difficult to make predictions based on historical sales of electrolyzers. This is because historical market and sales information on electrolyzers for energy carrier applications is mainly qualitative, while there is more quantitative data on hydrogen as an input factor in industrial production. Furthermore, the market for electrolyzers for energy carrier applications has yet to be established and is therefore subject to significant uncertainty. This makes it more sensible to focus on outlining the underlying macro environment and trends that are expected to increase the demand for electrolyzers used in energy carrier applications, rather than to attempt to forecast future sales.

Increased attention with regards to hydrogen as an energy carrier is an important driver in the mid-to-long-term as demand for hydrogen is expected to increase due to the commercialization of fuel cell technology and energy storage applications. Hydrogen produced from electrolysis represents approximately 4% of the market as of 2013 mainly due to the relatively small scale of electrolysis

²³ The information in this sub-section has been sourced from NEL's prospectus dated 12 January 2015 (available at <http://www.carnegie.se/PageFiles/46378/NEL%20ASA%20-%20Prospectus%20.pdf>) and have been reproduced in this Information Memorandum with consent from NEL.

installations and relatively higher cost of production. Of the different production methods, electrolysis is expected to exhibit the highest growth rate in the near future due to the increased importance of hydrogen as an energy carrier and the relatively high purity of hydrogen produced by electrolysis. The market for hydrogen used in energy carrier applications presents an attractive growth opportunity for electrolyser producers, however, as previously stated, the market is subject to significant uncertainty as several of the markets are in nascent stages and may not generate widespread acceptance.

Of the applications for hydrogen as an input factor, the power industry has historically commanded the largest share of electrolyser sales. In the power industry electrolysers are primarily used to produce hydrogen that is used to cool down turbines and generators. Other significant historical drivers behind electrolyser sales include the renewable industry (polysilicon production) and the steel industry.

7.6 Nickel market

Following the completion of the Transaction, the Company will be exposed to the nickel market through its 29.9% indirect stake in NMG.

NMG currently has a mining project in Sweden (Rönnbäcken), and several dormant projects. NMG's activities and business are affected by access to funding, prices on minerals for which the Group has licences, supply and demand for the relevant minerals and successful exploration activities.

7.6.1 Introduction

NMG sell its products through regulated commodity exchanges, to the extent such market places for the different commodities exist. With respect to the most common base and precious metals, for example gold, copper and nickel, there are regulated market places and the market as such is to be considered global. The resources expected to be explored and exploited from the currently held licenses are diamonds, nickel and magnetite.

Nickel is mainly used for producing stainless steel, nickel alloys, plating products, foundry steels, and battery materials. Stainless steel is by far the dominant sector accounting for approximately 65% of global nickel demand²⁴. Applications for stainless steel include process industries, power generation, oil and gas industries and construction. Some of the industry's most well-known producers are MMC Norilsk Nickel, Vale, BHP Billiton, Xstrata plc, Jinchuan Group Limited and Eramet.

7.6.2 Nickel consumption²⁵

Global consumption of primary nickel has reached 1.6 million tonnes per annum in recent years. The trend rate of increase has been about 2.6% in recent decades. This represents additional consumption of approximately 48,000 tonnes per year. Asian countries, led by China, accounted for much of the growth in demand, as their economies have evolved rapidly from being predominantly agricultural to becoming highly industrialized.

By 2011, China accounted for 43% of world consumption of nickel, compared with just 4% twelve years before. The four largest consumers of primary nickel in 2011 were China (684,800 tonnes), Japan (152,200 tonnes), USA (132,400 tonnes), and Germany (95,500 tonnes).

²⁴ Source: <http://nickelmountain.se/nickel/applications/>

²⁵ Source: <http://nickelmountain.se/nickel/market/>

Production of refined nickel has reached 1.6 million tonnes per annum in 2011. The world's four largest producers of primary nickel metal in 2011 were China (411,200 tonnes), Russia (265,700 tonnes), Japan (157,300 tonnes), and Canada (142,400 tonnes).

The price of nickel is established daily on the London Metal Exchange.

The demand for nickel is expected to continue well into the long-term. Expansions of stainless steel production capacity and the emergence of the newly industrialized Asian economies as consumers will remain key drivers behind sustained nickel demand for the long-term future.

7.6.3 Production of nickel at Rönnskäcken²⁶

The Rönnskäcken site is one of Northern Europe's most potent nickel sulphide projects. The mineral resources for the whole site (including measured and indicated mineral resources) are 668.3 megatonnes.

NMG's objective is to establish a mine and concentrator producing 26,000 tonnes of nickel in a high grade nickel concentrate.

7.7 Real estate market

7.7.1 General

The Oslo office stock consists of approximately 8.5 million square meters of office space. The best and highest priced office premises are located in and around the Aker Brygge/ Vik area, considered as the central business district in Oslo. The area around the government offices forms a second popular office area, as well as the newly developed office area in Bjørvika. The office zones outside the central business district include Fornebu, Lysaker, Skøyen through Nydalen and Helsfyr (where Vallhall is situated) to Bryn.

The average prime office rent currently varies between NOK 2,800 to 3,800 per square meter and a vacancy level of 7.0%.²⁷

7.7.2 Market information specific for Vallhall Arena²⁸

Vallhall is a niche business with few comparable businesses. There are currently no comparable business run by public companies. Please find below an overview of sources of income for Vallhall.

Use of the arena for football is mainly leased out on a yearly basis. From 2009 to 2014 the income from football was approximately in the range of NOK 6 million to NOK 7 million. The income will vary over time but the demand for such facilities has proven to be quite significant over the past four to five years.

The Vallhall arena currently has office spaces amounting to approximately 2,600 square meters, of which approximately 150 square meters are currently vacant. The income from lease from office space varied in the 2009 - 2013 period between NOK 3 million to NOK 4 million per year.

Vallhall Arena has the necessary official approvals to further expand the areas of office space with approximately 180 square meters, and necessary official approval to expand the arena spaces with 180 square meters of storage space. The arena will closely monitor the market for office space and

²⁶ Source: <http://nickelmountain.se/assets-operations/ronnbacken/>

²⁷ Pangea Property Partners – Oslo Office Market Fact Book 2014

²⁸ Source: Vallhall management

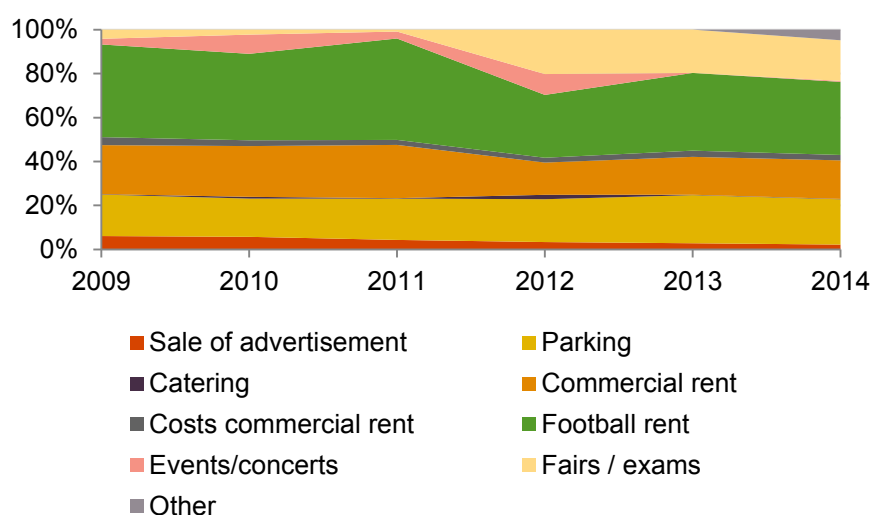
continue to expand the office area in the future if this is considered to give attractive return on investment.

Lease from parking space has in the period from 2009 to 2014 varying between NOK 2.5 million and NOK 4 million. The parking space is leased out to the visitors of the arena. In addition the arena are leasing out a considerable parking space to companies located in the area of the arena which basically are used by the companies during office time. These contracts typically have a period of one year each with an option to extend the lease. The lease contracts with professionals have approximately 25% of the income from parking space.

Events such as exhibitors, seminar, concerts and other events tend to vary a lot from year to year. The arena is well known in the market as many exhibitions, events and concerts have been held at the arena in the past. The arena does not take risk on the events itself but lease out area to the parties arranging the events. The capacity on concerts is approximately 15 000 visitors.

Advertising is a segment which has also varied over the past years. From 2009 to 2014 the income from advertising has varied between approximately NOK 400,000 to NOK 850,000.

Please find below a chart showing a breakdown of historical revenues for the Valhall arena:



8 CAPITAL RESOURCES

8.1 Working capital statement

The Board is of the opinion that the working capital of the Company is sufficient for the Group's present requirements in a twelve months perspective as from the date of this Information Memorandum.

8.2 Funding structure

As of 31 December 2014, the Company had NOK 297.7 million in cash and cash equivalents, which lead to a total available liquidity of NOK 297.7 million. The Company's liquid assets are held in the Norwegian and US currency, NOK and USD. Furthermore, the Company has no cash holdings policy and manages excess liquidity through bank deposits.

As of 31 December 2014, the Company has no interest-bearing debt.

The Company is thus fully financed through equity.

8.3 Cash flows

The Company's main source of cash flow is cash flow from realization of whole or parts of its investments and from dividend payments and other distributions from the companies Saga Tankers has invested in.

See section 9.5 "Selected condensed consolidated financial information" for details on cash flow for the twelve months ended 31 December 2014 and the audited financial years ended 2013, 2012 and 2011.

8.4 Borrowings and restrictions on use of capital

As of the date of this Information Memorandum, the Company has no interest-bearing debt and the Company is currently not contemplating entering into new loan arrangements.

8.5 Capitalization and indebtedness

The following table shows the actual capitalization for the Company for the period covering the historical financial information.

<i>NOK 1000</i>	31 Dec 2014	31 Dec 2013	31 Dec 2012
	(unaudited)	(audited)	Restated* (audited)
EQUITY AND LIABILITIES			
Share capital	175 834	86 777	86 777
Other equity	883 696	883 696	883 696
Total paid-in capital	1 059 530	970 473	970 473
Accumulated losses	-704 178	-795 203	-796 832
Total equity	355 351	175 270	173 642
LIABILITIES			
Pension liabilities	-	-	-
Total non-current liabilities	-	-	-

Intercompany payables	98 500	-	-
Trade and other payables	5	-	17 724
Public duties payable	131	206	1 129
Other current liabilities	1 149	311	531
Total current liabilities	99 784	517	19 384
TOTAL EQUITY AND LIABILITIES	455 136	175 787	193 025

* Due to change of functional currency from USD to NOK, the balance sheet of the company has been restated from USD to NOK.

Significant changes to the company's capitalization and indebtedness includes the demerger in June 2014 increasing the equity with TNOK 176 358, as well as proposed group contribution to subsidiaries for 2014 totaling TNOK 98 500.

9 SAGA TANKERS FINANCIAL INFORMATION

9.1 Accounting principles and policies

The financial statements for Saga Tankers for the financial periods of 2011, 2012, 2013 and until 31 December 2014 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU. The IFRS principles have been applied consistently since incorporation.

Please see the annual report for 2013 and the interim report for the period ended 31 December 2014, as incorporated by reference into this Information Memorandum for a full summary of the Company's accounting policies.

9.2 Independent auditor

The Company's auditor is PricewaterhouseCoopers AS ("**PwC**"). PricewaterhouseCoopers AS is a member of Den Norske Revisorforeningen (The Norwegian Institute of Public Accountants).

PwC has been the Company's auditor since 30 May 2013. PwC's address is Dronning Eufemias gate 8, 0191 Oslo, Norway, and its registration number is 987 009 713.

Prior to this, Ernst & Young AS, with registration number 976 389 387, and business address at Christian Fredriks Plass 6, 0154 Oslo, Norway, was the Company's auditor.

9.3 Historical financial information

The Company's audited consolidated financial statements as of, and for the years ended, 31 December 2011, 2012 and 2013, including an overview of the Company's accounting policies, explanatory notes and auditor's statements, are incorporated by reference hereto, see section 14.3 "Incorporation by reference" below.

Ernst & Young AS audited the Company's consolidated financial statements as of, and for the years ended, 31 December 2011 and 2012, as set forth in their auditor's report included herein.

The audited financial statements for the year ended 31 December 2013 have been audited by PwC, as set forth in PwC's auditor's report included herein as Appendix 7.

With respect to the unaudited pro forma financial information included in the Information Memorandum, PwC has applied assurance procedures in accordance with the International Standard on Assurance Engagements 3420, "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" in order to express an opinion as to whether the unaudited pro forma financial information has been properly compiled on the basis stated, and that such basis is consistent with the accounting policies of the Company. PricewaterhouseCoopers AS' report on the unaudited pro forma financial information is included in Appendix 7.

PwC has not audited, reviewed or produced any report on any other information provided in this Information Memorandum.

The Company's unaudited consolidated financial statement as of, and for the twelve months ended 31 December 2014, is incorporated by reference hereto. See section 14.3 "Incorporation by reference" below.

9.4 No significant change

There has not been any significant change to the Group's financial or trading position since 31 December 2014 and to the date of this Information Memorandum, except for those related to the Transaction, which are described in this Information Memorandum.

9.5 Selected condensed consolidated financial information

The unaudited financial report for Q4 2014, audited annual reports for the years ended 31 December 2013, 31 December 2012 and 31 December 2011 are incorporated by reference. Please refer to section 14.3 "Incorporation by reference" in this document.

Financial information regarding 2011 and 2012 is restated from USD to NOK according to principles as described in note 2 of the annual financial report for 2013. The balance items have been translated using the closing rate for the year, while the profit and loss has been translated using average rate for the year.

Former business as conducted until mid-2012 has been discontinued. The discontinuation has not been incorporated in the following tables. Hence, the figure correspond to the original financial reports as filed, taken into account change of currency, rather the later restatement reclassifying discontinued operations.

The Company does not consider it expedient to specify its income for the financial years of 2012 to 2014 in business segments and geographical markets. This is due to the income prior to 2012 originating from a business segment which the Company does not currently operate in, later reclassified for financial reporting purposes as "*discontinued operations*". The operating income from 2013 originates from one single business segment, namely the investment segment. This segment is not well suited for a breakdown of income into geographical markets. Internal management reporting does not contain segmented financial information, hence no segment information has been disclosed in the Group's financial reports.

Selected information from consolidated statement of comprehensive income

NOK 1000 unaudited	2014	2013	2012	2011
Operating income	-1,057	3,334	43,023	337,072
EBITDA	1,572	2,562	22,923	-653,189
Net Profit	830	4,329	21,311	-734,553
Other Comprehensive income	-39 479	36 446	-8 929	0

Selected information from consolidated statement of financial position

NOK 1000 unaudited	2014	2013	2012	2011
Total Assets	447,302	217,735	195,916	293,376
Equity	386,404	217,187	176,411	164,030

10 UNAUDITED PRO FORMA FINANCIAL INFORMATION

10.1 Introduction

This pro forma financial information section has been prepared in order to provide information about Saga Tankers and the Group in connection with the Transaction, as further described in section 3 "DESCRIPTION OF THE TRANSACTION".

10.2 General information and purpose of the unaudited pro forma financial information

On 26 February 2015, SIH entered into the Merger Plan with Strata, under which the shareholders of Strata shall receive settlement in shares in Saga Tankers. The unaudited pro forma financial information has been prepared for Saga Tankers as of and for the year ended 31 December 2014. The Transaction is considered to be a combination of entities under common control, and the assets transferred constitute a business, and therefore outside the scope of IFRS 3. In the preparation of the pro forma information, the Group has chosen to follow the principle of Carryover basis accounting, consistent with the anticipated treatment under IFRS in the Group's financial statements.

The unaudited pro forma financial information set out below has been prepared by the Company to show how the Transaction might have affected the Group's income statement information for the year ended 31 December 2014 and for the balance sheet as of 31 December 2014, as if the Transaction had occurred at an earlier point in time.

The unaudited pro forma financial information has been compiled to comply with the requirements in section 3.5.2.6 of the Continuing Obligations. The unaudited pro forma financial information has been prepared in accordance with Annex II of Regulation (EC) 809/2004. It should be noted that the unaudited pro forma financial information is not prepared in connection with an offering registered with the U.S. Securities and Exchange Commission ("SEC") under the U.S. Securities Act and consequently is not compliant with the SEC's rules on presentation of pro forma financial information. As such, a U.S. investor should not place reliance on the unaudited pro forma financial information included in this Information Memorandum.

The assumptions underlying the pro forma adjustments and the IFRS adjustments, for purpose of deriving the unaudited pro forma financial information, are described in the notes to the unaudited pro forma financial information. Neither these adjustments nor the resulting unaudited pro forma financial information have been audited in accordance with Norwegian, International or United States generally accepted auditing standards, and the unaudited pro forma financial information have not been prepared in accordance with the requirements of Regulation S-X of the SEC or generally accepted practice in the United States. In evaluating the unaudited pro forma financial information, each reader should carefully consider the audited historical financial statements and the notes thereto and the notes to the unaudited pro forma financial information.

The pro forma financial information does not include all of the information required for financial statements under IFRS. While Strata will be consolidated post-merger in line with IFRS 10, the pro forma financial information does not represent the actual combination of the financial statements of Saga Tankers and Strata in accordance with IFRS, since certain simplifications and assumptions have been made as discussed in this section 10. The pro forma financial information is based on certain assumptions that would not necessarily have been applicable if Saga Tankers had ownership to these assets from the beginning of the period presented in the pro forma financial information.

The information describes a hypothetical situation. The unaudited pro forma financial information has been prepared for illustrative purposes only to show how the Merger might have affected Saga

Tankers consolidated income statement for 2014 if the merger occurred on 1 January 2014, and the unaudited consolidated balance sheet as of 31 December 2014, as if the acquisition had occurred at the balance sheet date. Because of its nature, the unaudited pro forma financial information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or results if the transactions had in fact occurred on those dates, and is not representative of the results of operations for any future periods. Investors are cautioned not to place undue reliance on this unaudited pro forma financial information.

The pro forma financial information therefore does not reflect the Company or the Group's actual financial position and results. The pro forma information must not be considered final or complete, and may be amended in future publications of accounts. The pro forma information has not been audited.

10.3 Basis for preparation

10.3.1 General

With respect to the unaudited pro forma financial information included in this section 10 of this document, PwC has applied assurance procedures in accordance with International Standards on Assurance Engagements 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included, in order to express an opinion as to whether the unaudited pro forma financial information has been properly compiled on the basis stated, and that such basis is consistent with the accounting policies of the Group. PwC's report is included in Appendix 7 to this document.

10.3.2 Basis and source for the unaudited pro forma financial information

The pro forma financial information for 2014 has been compiled based on the unaudited fourth quarter interim report for the Group and NMG, and the audited 2014 annual financial statements for Strata. The Group and NMG have not at time of this Information Memorandum approved its annual reports for 2014. The unaudited fourth quarter interim reports for the Group and Nickel Mountain Group (NMG) are incorporated by reference into this Information Memorandum, please refer to Section 14.3 "Incorporation by reference". The audited 2014 annual financial statement of Strata is enclosed as Appendix 6.

The 2014 annual report for Strata is not prepared on a consolidated basis. Following the disposal of Eiken Mekaniske Verksted AS and Enerquip AS on 28 February 2014, Strata no longer has any subsidiaries and is no longer required to prepare consolidated accounts. The investments were disposed of at book value and no gain or loss arose upon disposal.

10.3.3 Description of the IFRS adjustments of Strata Marine & Offshore AS

The consolidated financial statements of Saga Tankers and NMG are prepared according to IFRS as adopted by EU, and the financial statement of Strata is prepared according to Norwegian Generally Accepted Accounting Principles to ("NGAAP"). Based on an analysis performed by Saga Tankers' management of the applied NGAAP accounting principles for the 2014 financial information of Strata, differences between NGAAP and the IFRS accounting policies of Saga Tankers were identified regarding investment in available-for-sale financial assets and the treatment of NMG under IFRS where consolidated accounts are presented.

These adjustments have been incorporated in the pro forma financial information and labelled as IFRS adjustments.

The Management of the Group has not identified any other adjustments that were necessary in order for the pro forma information of the Group to be stated in accordance with IFRS for pro forma purposes for use in this Section 10.

10.4 Unaudited pro forma statement of income for 2014

10.4.1 Unaudited pro forma financial information for the year ended 31 December 2014

The table below sets out the unaudited pro forma income statement information for the Group for the year ended 31 December 2014, as if the Transaction had taken place on 1 January 2014. Reference is made to Section 10.1 "Introduction" above.

<i>NOK 1000</i>	Saga Tankers Group	Strata Marine & Offshore AS	IFRS adjustments NMG	IFRS adjustments ava-for-sale	Pro forma adjustments	Pro forma Saga Tankers Group
	<i>Unaudited IFRS</i>	<i>Audited NGAAP</i>				
Notes for pro forma adjustments			A	B	1	
Net gain / (loss) from available for sale assets	-9 136	9 988	-	-	-	852
Other Income	8 079	272	-	-	-	8 351
Operating revenues	- 1 057	260	-	-	-	9 203
General administrative expenses	11 388	7 735	-	-	310	19 433
Depreciation/amortization	1 347	-	-	-	-	1 347
Other losses/(-gains)	3 162	-	-	-	-	3 162
Operating expenses	15 896	7 735	-	-	310	23 941
Operating profit/(-loss)	-16 953	2 525	-	-	310	-14 738
Interest income	1 813	2 864	-	-	-	4 677
Interest expense	-1 120	-2	-	-	-	-1 122
Other financial items	16 425	2 366	-	-	-	18 791
Net financial items	17 118	5 228	-	-	-	22 346
Share of profit from associates	753	-	-1 168	-	-	-415
Profit/(-loss) before tax	918	7 753	-1 168	-	-310	7 193
Taxes	-88	-	-	-	-	-88
Net profit/(-loss)	830	7 753	-1 168	-	-310	7 105
Reclassified to profit and loss	-39 479	-	-	-	-	-39 479
Change in value for available-for-sale assets	-	-	-	26 892	-	26 892
Currency translation	-	-	1 102	-	-	1 102
Other comprehensive income	-39 479	-	1 102	26 892	-	- 11 486
Total comprehensive income	-38 649	7 753	-66	26 892	-310	-4 381
Attributable to:						
Non-controlling interests	419	-	-	-	-	419
Shareholders interests	-39 069	7 753	-66	26 892	-310	-4 800

10.4.2 Overview of the adjustments

The following information summarizes the adjustments related to the Unaudited pro forma statement of income for 2014:

Notes to IFRS adjustments:

- (A) Strata holds a 29.9 % ownership interest in NMG, and because Strata has not been required to prepare group accounts for the financial year of 2014 the investment in NMG is presented according to the cost-method in the financial statement of Strata. Adjustment is therefore included in the pro forma financial information to reflect the investment as an associate, accounted as under the equity method investment in accordance with IAS 28.
- (B) Under Norwegian GAAP, Strata has not recorded changes in fair value relating to available-for-sale. Under IFRS changes in fair value of available-for-sale investments are recorded within Other Comprehensive Income with the corresponding change in carrying value reflected in the balance sheet.

Notes to pro forma adjustments:

1. The Group has incurred costs for execution of the transaction which are not considered directly related to issue of equity, and therefore deemed as profit and loss expense items, estimated to be TNOK 310. This pro forma adjustment is considered as non-recurring.

10.5 Unaudited pro forma financial position as of 31 December 2014

The table below sets out the unaudited pro forma income statement information for the Group as of 31 December 2014, as if the Merger had taken place on 31 December 2014. Reference is made to Section 10.1 "Introduction" above.

10.5.1 Overview of the adjustments

The following information summarizes the adjustments related to the unaudited pro forma financial position as of 31 December 2014:

NOK 1000	Saga Tankers Group	Strata Marine & Offshore AS	IFRS adjustments NMG	IFRS adjustments ava-for-sale	Pro forma adjustments	Pro forma adjustments	Pro forma Saga Tankers Group
	Unaudited IFRS	Audited NGAAP					
Notes for pro forma adjustments			A	B	1	2	
ASSETS							
Non-current assets							
Deferred tax assets	1	-	-	-	-	-	1
Fixed assets	94 565	-	-	-	-	-	94 565
Available-for-sale financial assets	53 158	174 529	-	45 079	-	-	272 765
Long term receivables	-	9 718	-	-	-	-	9 718
Associates	-	27 152	-66	-	-	-	27 086
Total non-current assets	147 723	211 398	-66	45 079	-	-	404 134
Current assets							
Trade receivables	622	137	-	-	-	-	759
Other current assets	1 227	2 135	-	-	-	-	3 362
Cash and cash equivalents	297 729	35 106	-	-	-	-	332 835
Total Current assets	299 579	37 378	-	-	-	-	336 957
TOTAL ASSETS	447 302	248 776	-66	45 079	-	-	741 091
EQUITY AND LIABILITIES							
Equity							
Share capital	175 834	14 952	-	-	95 947	-	286 733
Other Equity	883 696	137 065	-	-	-95 947	-	924 814
Total paid-in-capital	1 059 530	152 017	-	-	-	-	1 211 547
Accumulated losses	-694 519	94 774	-1 168	-	-	-514	-601 427
Other components of equity	-2 648	-	1 102	45 079	-	-	45 532
Non-controlling interest	24 041	-	-	-	-	-	24 041
Total equity	386 404	246 791	-66	45 079	-	-514	677 693
Non-current liabilities							
Long term interest bearing debt	58 000	-	-	-	-	-	58 000
Total non-current liabilities	58 000	-	-	-	-	-	58 000

Current liabilities							
Tax Payable	43	-	-	-	-	-	43
Trade and other payables	728	464	-	-	-	-	1 192
Other current liabilities	2 127	1 522	-	-	-	514	4 163
Total current liabilities	2 899	1 986	-	-	-	514	5 399
TOTAL EQUITY AND LIABILITIES							
	447 302	248 776	-66	45 079	-	-	741 091

Notes to IFRS adjustments:

- (A) Strata holds a 29.9 % ownership interest in NMG, and because Strata has not been required to prepare group accounts for the financial year of 2014 the investment in NMG is presented according to the cost-method in the financial statement of Strata. Adjustment is therefore included in the pro forma financial information to reflect the investment as an associate, accounted as under the equity method investment in accordance with IAS 28.
- (B) Under Norwegian GAAP, Strata has not recorded changes in fair value relating to available-for-sale. Under IFRS changes in fair value of available-for-sale investments are recorded within Other Comprehensive Income with the corresponding change in carrying value reflected in the balance sheet.

Notes to pro forma adjustments:

1. Current equity in Strata is, as settlement for the Transaction, substituted by an equity issue in Saga Tankers ASA of 110 898 833 shares at a par value NOK 1.00, and a price of NOK 2.23. The shares of Saga Tankers ASA are issued to the shareholders of Strata in payment for their share. This pro forma adjustment is considered as non-recurring.
2. Estimated costs for execution of the transaction which are considered directly related to issue of equity, hence, deemed as equity items TNOK 204. Estimated costs for execution of the transaction which are not considered directly related to issue of equity, hence, deemed as profit and loss items TNOK 310. This pro forma adjustment is considered as non-recurring.

11 SHARES, SHARE CAPITAL AND SHAREHOLDERS MATTERS

11.1 General

The following is a summary of certain information relating to the Shares and certain shareholder matters, including summaries of certain provisions of the Company's Articles of Association and applicable Norwegian law in effect as of the date of this Information Memorandum. The summary does not purport to be complete and is qualified in its entirety by the Company's Articles of Association and Norwegian law.

11.2 Share capital

As of the date of this Information Memorandum, the Company's registered share capital is NOK 175,833,728 divided into 175,833,728 Shares, each with a nominal value of NOK 1. All the shares are authorised, issued and fully paid in compliance with the NPLCA. Following the completion of the Transaction, the share capital of the Company will be NOK 286,732,611, divided into 286,732,611 shares, each with a par value of NOK 1. The Shares are registered in the VPS under ISIN NO 0010598683.

11.3 Share capital development

The table below sets forth the historical development of the Company's share capital and the number of issued and outstanding Shares for the period between the Company's incorporation in 2010 until the date of this Information Memorandum.

Year	Type of change in share capital	Change in issued share capital (NOK)	Change in number of Shares	Par value per Share (NOK)	Price per Share (NOK)	Total issued share capital (NOK)	Total number of issued Shares following change
2010	Incorporation	1,000,000	1,000,000	1.00	1.00	1,000,000	1,000,000
2010	Redemption of Shares	-1,000,000	-1,000,000	1.00	1.00	0	0
2010	Private placement	59,200,000	59,200,000	1.00	12.00	59,200,000	59,200,000
2010	Contribution in kind for Songa Chelsea and Songa Julie	10,721,198	10,721,198	1.00	12.00	69,921,198	69,921,198
2010	Contribution in kind for Songa Agnes	8,967,361	8,967,361	1.00	12.00	78,888,559	78,888,559
2010	Private Placement	7,888,850	7,888,850	1.00	7.10	86,777,409	86,777,409

2014	Share capital increase as a result of demerger and merger with Ferncliff TIH 1 AS.	89,056,319	89,056,319	1.00	2.175	175,833,728	175,833,728
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11.4 Authorisation to increase the share capital

In the extraordinary general meeting of the Company held on 27 March 2015, the Board was granted an authorisation to increase the share capital with up to NOK 87,916,864, which corresponds to 50% of the Company's share capital as of the date of this Information Memorandum. Following completion of the Transaction, the percentual increase of share capital possible under the authorisation is 30.66.

The authorisation may be used to fund new investments, by easily raising equity through issue of new shares or by offering shareholders of potential target companies settlement in full or in part as Shares.

As of the date of this Information Memorandum, no Shares have been issued under the authorisation.

11.5 Authorisation to acquire treasury shares

As of the date of this Information Memorandum, the Company has not authorised acquisition of treasury shares.

11.6 Convertible loans, options and warrants

11.6.1 Convertible loans

As of the date of this Information Memorandum, the Company does not have any convertible loans, and the Board of Directors is not authorised to issue convertible loans.

11.6.2 Options and warrants

As of the date of this Information Memorandum, the Company does not have any outstanding warrants or options.

11.7 Share discount program

The Company has no share discount program for the employees.

11.8 Treasury shares

As of the date of this Information Memorandum, Saga Tankers owns no own Shares.

11.9 Major shareholders

As of 7 April 2015, the Company had in total 14 shareholders, of which 132 were Norwegian, and 8 were non-Norwegian. Following completion of the Transaction, the Company's shareholder base will be increased with the current shareholders of Strata.

The table below shows the 20 largest shareholders in Saga Tankers as of 7 April 2015:

	Name of shareholder	Number of shares	Percentage (%)
1	Øystein Stray Spetalen	172,841,799	98.30
2	Kristian Hodne AS	332,436	0.19
3	Kolberg Motors AS	268,000	0.15
4	Nordstjernen AS	238,007	0.14
5	Kristian Kolberg	238,000	0.14
6	Skibsaktieselskapet Abaco	197,576	0.11
7	Rams AS	160,000	0.09
8	Nistua II AS	108,250	0.06
9	Mykland Invest AS	107,000	0.06
9	Gadd Holding AS	107,000	0.06
11	DnB Nor Markets	81,192	0.05
12	Pak Invest AS	80,000	0.05
13	Tor Ove Voldmo	66,350	0.04
14	Initium Invest AS	64,551	0.04
15	Momo Invest AS	50,000	0.03
16	Pedro Eiendom AS	42,000	0.02
16	Businesspartner AS	42,000	0.02
18	Jaguar Fund Invest 2015 AS	40,000	0.02
19	Sverre Gunnar Thalberg	38,300	0.02
19	Walter Rudolf Albrecht	35,000	0.02
	Total 20 largest shareholders	175,143,961	99.61
	Other shareholders	689,767	0.39
	Total	175,833,728	100.00

In accordance with the disclosure obligations under the Norwegian Securities Trading Act (the "STA"), shareholders acquiring ownership to or control over more than 5% of the share capital of a company listed on Oslo Axess must notify the issuer and Oslo Axess immediately. Other than Øystein Stray Spetalen, the Company is not aware of any other persons or entities who, directly or indirectly, have an interest in 5% or more of the Shares.

All Shares have equal voting rights. Thus, all major shareholders have the same voting rights relative to the number of Shares held.

The Company is not aware that the Company is controlled or owned, directly or indirectly, by any shareholder or related shareholders.

11.10 Shareholder agreement

To the Company's knowledge, there are no shareholder agreements regarding the Shares of the Company.

11.11 Registrar

The Company's registrar in the VPS is: DnB NOR Bank ASA, Verdipapirservice, Aker Brygge, Stranden 21, N-0021 Oslo, Norway.

11.12 Dividend policy

The Company will strive to follow a dividend policy favorable to shareholders. This will be achieved by sound business development and continuous growth. The Company aims to give shareholders a competitive return on capital relative to the underlying risk.

11.13 Summary of the Company's Articles of Association

The following is a summary of certain provisions of the Company's articles of association (the "**Articles of Association**"), some of which have not been addressed in the preceding Sections. The Company's Articles of Association are included in Appendix 1 to this Information Memorandum.

- According to Article 3 of the Articles of Association, the Company's business activity is investment, management and consultancy and other services related to shipping, rig, real estate, stock trading and similar business activities, including partnership share and interest in companies engaged in the same or similar business.
- The business shall pursuant to Article 2 of the Articles of Association have its place of business in the municipality of Oslo.
- The Board of Directors shall pursuant to Article 5 consist of at least 3, and no more than 5 members. The board members are elected directly by the general meeting. Any board member shall be elected by the annual general meeting for service periods of up to two years. The rights and obligations of the Board are listed in the Norwegian company legislation, the **Accounting Act**, the Norwegian stock exchange act of 29 June 2006 no. 74 (the "**Stock Exchange Act**"), the Continuing Obligations, the decisions of the annual general meeting, and the adopted rules of procedure for the Board of Directors and corporate governance policy.
- Article 6 of the Articles of Association sets out certain provisions regarding the Company's general meetings, some of which are described below.

Documents in respect of matters to be discussed by the general meeting, including documents to be enclosed to the summons of the general meeting, do not have to be sent to the shareholders if the documents have been made available on the Company's website. A shareholder may, nevertheless, demand to have the documents sent to him in matters that the general meeting shall decide on, cf. the NPLCA section 5-11a.

Shareholders that wish to attend the general meeting shall notify the Company of such attendance within 5 days of the general meeting.

Shareholders shall be able to give their vote in writing, hereunder use of electronic communication for a period before the general meeting, cf. the NPLCA section 5-8b. Such vote may be given at the earliest after the summons of the general meeting with appendices has been made available on the Company's web-site, and must have been received by the Company at the latest the day before the general meeting is being held.

The further rights and obligations of the general meeting are listed in the Norwegian company legislation and the approved corporate governance policy.

- According to Article 7 of the Articles of Association, the power of signature for the Company is exercised by two board members jointly.

- The Articles of Association do not contain provisions regarding the Company's management.

Please refer to Sections 11.17 "Voting rights" and 11.18 "Additional issuances and preferential rights" for further details.

11.14 Shareholder rights

All Shares carry equal and full shareholder rights in all respects and no Shares have different rights. The Company has only one class of Shares.

11.15 Limitation on the right to own and transfer Shares

The Shares are freely transferable. The Articles of Association do not contain any provisions imposing limitations on the ownership of the Shares and there are no limitations under Norwegian law on the rights of non-residents or foreign owners to hold or vote for the Shares.

11.16 General meetings

The general meeting of shareholders is the highest authority of a Norwegian public limited company for all matters. The Company must arrange for the annual general meeting to be held before the end of June every year. The annual general meeting shall, *inter alia*, approve the annual accounts, the Board's annual report and consider the Board's declaration concerning determination of salaries and other remuneration to the executive management and consider the Board's report on the Company's corporate governance. An extraordinary general meeting shall be called if the Board so resolves or the auditor or shareholders holding in the aggregate at least 5% of the Company's share capital require it.

The general meeting shall be convened by a written notice to all shareholders with a known address 21 days prior to a general meeting at the latest.

A shareholder is entitled to submit proposals to be discussed in a general meeting, provided that such proposals are submitted in writing to the Board of Directors at least seven days prior to the deadline for the notice to the general meeting. Such proposals shall be accompanied by a proposed resolution or the reasons why the matter should be included on the agenda. Further, a shareholder is entitled to table draft resolutions for items included on the agenda for the general meeting.

All shareholders in the Company are entitled to attend and vote in general meetings, either in person or by proxy. The Company will distribute proxy forms to its shareholders together with the notice of any general meeting. The deadline to register for the general meeting is two days before the date of the general meeting.

11.17 Voting rights

Each Share carries one vote in a general meeting.

As a general rule, shareholders resolutions are entitled to be made pursuant to Norwegian law or the Articles of Association with the approval of a simple majority of the votes cast. However, certain decisions, including resolutions to (i) waive pre-emptive rights in connection with any issue of shares, convertible bonds, warrants, etc., (ii) approve a merger or demerger, (iii) amend the Articles of Association, (iv) authorise an increase or decrease in the share capital, (v) authorise an issuance of convertible loans or warrants, (vi) authorise the Board to purchase treasury shares or (vii) dissolve the Company, must receive the approval of at least two-thirds of the votes cast and two-thirds of the share capital represented in a general meeting.

Decisions that would (i) reduce any existing shareholder's right with respect to 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, a right of first refusal upon transfers or a requirement that shareholders must have certain qualifications, require a majority vote of at least 90% of the share capital represented in the general meeting in question as well as the majority required for changes to the Articles of Association. Certain other decisions involving fundamental changes in the status of already issued shares, including but not limited to increased obligations of the shareholders, other transfer restrictions than those mentioned above and introduction of forced redemption, require the consent of all shareholders affected thereby as well as the majority required for amendments to the Articles of Association.

The Articles of Association do not contain provisions deviating from the NPLCA in this respect.

In order to be entitled to vote in a general meeting, a shareholder must, as a general rule, be registered as owner of the Shares in the Company's shareholder register kept by the VPS. 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 shareholder register as holding such Shares as nominees. The Company has applied this principle consistently. It should, however, be noted that there are different opinions as to the interpretation of Norwegian law with respect to the right to vote for nominee-registered shares. For example, Oslo Børs has in a statement of 21 November 2003 held that in its opinion beneficial owners of Shares that are registered in the name of a nominee may vote in general meetings if they prove their actual shareholding prior to the general meeting.

11.18 Additional issuances and preferential rights

If the Company issues any new Shares, including bonus Shares (i.e. new Shares issued through a transfer from the Company's share premium reserve or distributable equity to the share capital), the Company's Articles of Association must be amended, which requires support by at least two-thirds of the votes cast and share capital represented in a general meeting.

The Articles of Association do not contain provisions which regulate the procedure of adopting changes in the shareholder's rights. For further description of the regulation under the Norwegian Public Limited Companies Act reference is made to Section 11.17 "Voting rights".

Pursuant to the NPLCA, the Company's shareholders have a preferential right to subscribe for new Shares issued against contribution in cash on a pro rata basis in accordance with their shareholdings in the Company. Said preferential right may be waived by a resolution in a general meeting passed by two-thirds of the votes cast and share capital represented. A waiver of the shareholders' preferential right in respect of bonus issues requires the approval of all outstanding shares, irrespective of class.

The general meeting may, in a resolution supported by at least two-thirds of the votes cast and share capital represented, authorize the Board to issue new Shares. Such authorization may remain in force for a maximum of two years, and the nominal value of the shares to be issued may not exceed 50% of the nominal share capital of the Company at the time the authorization is registered. The Board may only waive the shareholders' preferential right to subscribe for new shares issued against contribution in cash if permitted according to the authority.

Under Norwegian law, bonus Shares may be issued through a transfer from the Company's distributable equity or share premium reserve to the share capital. Such bonus issues may be carried

out either through the issue of Shares or through an increase of the nominal value of the shares outstanding.

In order to issue Shares in the Company to holders who are citizens or residents of the United States upon the exercise of preferential rights, the Company may be required to file a registration statement in the United States under United States securities law. If the Company decides not to file a registration statement, such holders may not be able to exercise their preferential rights. The same applies to other jurisdictions which, according to the Company's considerations, have similar restrictive legislation.

The Articles of Association do not contain provisions regarding disclosure obligations. Reference is made to Section 12.7 "Disclosure obligations" for description of disclosure obligations under the STA.

11.19 Dividends

Dividends may be paid in cash or in some instances in kind. The NPLCA provides several constraints on the distribution of dividends applicable to the Company:

- (i) Dividends are payable only out of distributable equity. Pursuant to Section 8-1 of the NPLCA, the Company may only distribute dividends provided that, following such distribution, it retains net assets that provide coverage for the Company's share capital and other non-distributable equity pursuant to Sections 3-2 and 3-3 of the NPLCA. The calculation shall be made on the basis of the balance sheet total in the Company's last approved annual accounts, such, however, that it is the registered share capital at the time the resolution is adopted that forms the basis for the calculation. A deduction shall also be made for credit and security etc. furnished pursuant to Sections 8-7 to 8-10 of the NPLCA prior to the balance sheet date, which, pursuant to these provisions, shall be within the limits of the assets the Company may distribute as dividend. A deduction shall nonetheless not be made for credit and furnished security etc. that has been repaid or cancelled before the resolution is adopted, or for credit furnished to a shareholder insofar as the credit is cancelled by being offset against the dividend.
- (ii) In connection with the calculation above, a deduction shall be made for other transactions after the balance sheet date that, pursuant to the NPLCA, shall be within the limits of the assets the Company may utilize for the distribution of dividends.
- (iii) The Company may only distribute dividends provided that it has sound equity and liquidity following such distribution, cf. section 3-4 of the NPLCA.
- (iv) The amount of dividends the Company can distribute is calculated on the basis of the Company's annual financial statements, not the Group's consolidated financial statements.

Distribution of dividends is resolved by the general meeting on the basis of a proposal from the Board of Directors. The general meeting cannot resolve a larger dividend than proposed or accepted by the Board of Directors.

The shareholders have, through the entitlement to dividends, a right to share in the Company's profits. Shareholders holding in aggregate 5% or more of the Company's share capital have a right to request that the courts set a higher dividend than decided by the general meeting. The courts may set a higher dividend to the extent the resolved dividend is considered to be unreasonably low.

There is no time limit after which entitlement to dividends lapses under the NPLCA or the Articles of Association. Further, there are no dividend restrictions or specific procedures for non-Norwegian resident shareholders in the NPLCA or the Articles of Association.

11.20 Minority rights

Norwegian law contains a number of protections for minority shareholders against oppression by the majority, including, but not limited to, those described in this and preceding Sections. Any shareholder may petition the courts to have a decision of the Board or the general meeting declared 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 grave circumstances, shareholders may require the courts to dissolve the Company as a result of such decisions.

11.21 Provisions preventing change of control

There are no provisions that prevent a change of control in Saga Tankers.

11.22 Distribution of assets on liquidation

Pursuant to the NPLCA, a company may be liquidated by a resolution of the Company's shareholders in a general meeting passed by the same vote as required with respect to amendments to the Articles of Association. The Shares rank equally in the event of a return on capital by the Company upon liquidation or otherwise.

In the event that a resolution to liquidate the Company has been passed, the Company's assets shall be transformed into cash in order to cover the Company's obligations and for distribution to the shareholders to the extent not all shareholders have voted for distributions in kind.

11.23 Rights of redemption and repurchase of Shares

The Company's share capital may be decreased by redemption of Shares or by reducing the nominal value of the Shares. Such a decision requires the approval of at least two-thirds of the aggregate number of votes cast and share capital represented in the general meeting. The Company has not issued redeemable shares (i.e. shares in the Company redeemable without the shareholder's consent).

Redemption of individual Shares, apart from treasury shares held by the Company, requires the consent of the shareholders affected by such redemption.

The Company may purchase its own Shares if an authorization to the Board of Directors to this effect has been given by the shareholders in a general meeting with the support of at least two-thirds of the votes cast and share capital represented. The aggregate nominal value of treasury shares so acquired and held by the Company may 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 treasury shares. The authorization from to the Board of Directors cannot be given for a period exceeding two years.

12 SECURITIES TRADING IN NORWAY

12.1 Introduction

Oslo Børs was established in 1819 and is the principal market in which shares, bonds and other financial instruments are traded in Norway. Oslo Børs has entered into a strategic cooperation with the London Stock Exchange Group with regards to, inter alia, trading systems for equities, fixed income and derivatives. Oslo Børs VPS Holding ASA owns and operates the two regulated markets for equities in Norway; Oslo Børs and Oslo Axess.

12.2 Trading of equities and settlement

Trading of equities on Oslo Børs is carried out in the electronic trading system Millenium Exchange. This trading system is in use by all markets operated by the London Stock Exchange as well as by the Borsa Italiana and the Johannesburg Stock Exchange.

Official trading on Oslo Børs takes place between 09:00 hours (CET) and 16:20 hours (CET) each trading day, with pre-trade session between 08:15 hours (CET) and 09:00 hours (CET), a closing auction from 16:20 hours (CET) to 16:25 hours (CET) and a post-trade period from 16:25 hours (CET) to 17:30 hours (CET).

The settlement period for trading on Oslo Børs is currently two trading days (T+2).

Oslo Clearing ASA, a company recently acquired by SIX x-clear Ltd., has a license from the NFSA to act as a central clearing service, and has since 18 June 2010 offered clearing and counterparty services for equity trading on the Oslo Stock Exchange. The authorisation is subject to some conditions and cannot be brought into use until a satisfactory agreement regarding cooperation on supervision is reached between on the one side the Swiss financial supervisory authority and the National Bank of Switzerland, and on the other the NFSA and the National Bank of Norway, specifically on the supervision of SIX x-clear Ltd.

Oslo Clearing will be legally integrated into SIX x-clear when the above mentioned agreement is in place.

From 19 March 2014, investors may also use LCH.Clearnet as central clearing service. LCH.Clearnet is a European clearing firm based in London.

Investment services in Norway may only be provided by Norwegian brokerage houses holding a license under the Norwegian Securities Trading Act, branches of brokerage houses from an EEA member state or brokerage houses from outside the EEA that have been licensed to operate in Norway. Brokerage houses in an EEA member state may also provide cross-border investment services in Norway.

It is possible for brokerage houses to undertake market-making activities in shares listed in Norway if they have a license to this effect under the Norwegian Securities Trading Act, or in the case of brokerage houses in an EEA member state, a license to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the Norwegian Financial Supervisory Authority (the "NFSA") or Oslo Børs except for the general obligation on brokerage houses that are members of Oslo Børs to report all trades in stock exchange listed securities.

12.3 Information, control and surveillance

Under Norwegian law, Oslo Børs is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of Oslo Børs monitors all market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The NFSA controls the issuance of securities in both the equity and bond markets in Norway and evaluates whether the issuance documentation contains the required information and whether it would otherwise be unlawful to carry out the issuance. For the avoidance of doubt, this Information Memorandum has not been controlled or approved by the NFSA, but only by Oslo Børs.

Under Norwegian law, a company which is listed, or has applied for listing, on a Norwegian regulated market, must promptly release any inside information (i.e. precise information about financial instruments, the issuer thereof or other matters which are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and which are not publicly available or commonly known in the market). A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. Oslo Børs may levy fines on companies violating these requirements.

12.4 The VPS and transfer of Shares

The VPS is the Norwegian paperless centralized securities register. It is a computerized bookkeeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. The Company's shareholder register is operated through the VPS. The VPS and Oslo Børs are both wholly owned by Oslo Børs VPS Holding ASA.

All transactions relating to securities registered in the VPS are made through computerized book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, Norges Bank (i.e. Norway's central bank), authorized securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

The entry of a transaction in the VPS is prima facie evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security. A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such shareholding or has reported and shown evidence of such share acquisition, and the acquisition is not prevented by law, the relevant company's Articles of Association or otherwise.

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS' control which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the NFSA on an on-going basis, as well as any information that the NFSA requests. Further, Norwegian tax authorities may require certain information from the VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

12.5 Shareholder register

Under Norwegian law, shares are registered in the name of the owner of the shares. As a general rule, there are no arrangements for nominee registration. However, shares may be registered in the VPS by a fund manager (bank or other nominee) approved by the Norwegian Ministry of Finance, as the nominee of foreign shareholders. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the company and to the Norwegian authorities. In case of registration by nominees, the registration in the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions but cannot vote in general meetings on behalf of the beneficial owners (see Section 11.17 "Voting rights" above).

12.6 Foreign investment in Norwegian shares

Foreign investors may trade shares listed on Oslo Børs through any broker that is a member of Oslo Børs, whether Norwegian or foreign.

12.7 Disclosure obligations

If a person's, entity's or consolidated group's proportion of shares and/or rights to shares in a company listed on a regulated market with Norway as its home state (e.g., 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 the company, the person, entity or group in question has an obligation under the Norwegian Securities Trading Act to notify Oslo Børs immediately. The same applies if the disclosure thresholds are passed due to other circumstances, such as a change in the company's share capital.

12.8 Insider trading

According to Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in the STA section 3-2. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions.

12.9 Mandatory offer requirement

The STA requires any person, entity or consolidated group who becomes the owner of shares representing more than 1/3 of the voting rights of a Norwegian company listed on a Norwegian regulated market to, within four weeks, make an unconditional general offer for the purchase of the remaining shares in such company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of shares which together with the party's own shareholding represent more than 1/3 of the voting rights in the company and Oslo Børs decides that this must be regarded as an effective 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 shall immediately notify Oslo Børs and the company accordingly. The notification shall state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a main rule, 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 Oslo Børs before the offer is submitted to the shareholders or made public.

The offer price per share must be at least as high as the highest price paid or agreed by the offeror for the shares in the six-month period 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 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. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant threshold within four weeks, Oslo Børs 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 in a general meeting of shareholders, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise the right to dividend and his/her/its pre-emption rights in the event of a share capital increase. If the shareholder neglects his/her/its duties to make a mandatory offer, Oslo Børs may impose a cumulative daily fine which runs until the circumstance has been rectified.

A shareholder or consolidated group who has passed the relevant threshold for a mandatory offer obligation without triggering such an obligation, and who consequently has 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).

A shareholder who represents more than 1/3 of the votes in a Norwegian company listed on a Norwegian regulated market is obliged to make an offer to purchase the remaining shares of the company (repeated offer obligation) where the shareholder through acquisition becomes the owner of shares representing 40% or more of the votes in the company. The same applies correspondingly where the shareholder through acquisition becomes the owner of shares representing 50% or more of the votes in the company. The mandatory offer obligation ceases to apply if the shareholder sells the portion of the shares which exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

Pursuant to the STA and the Norwegian Securities Regulation of 29 June 2007 No. 876, the above mentioned rules also apply in part or in whole to acquisitions of shares in certain non-Norwegian companies whose shares are listed on a Norwegian regulated market.

12.10 Compulsory acquisition

Pursuant to the NPLCA and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing more than 90% of the total number of issued shares in a Norwegian public limited company, as well as more than 90% 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 90% or more of the total number of issued shares, as well as a corresponding amount of the voting rights, through a voluntary offer in accordance with

the STA, a compulsory acquisition can, subject to the following conditions, 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 90% or more of the shares of the offeree company and a corresponding proportion of the votes that can be cast in the general meeting, and the offeror pursuant to Section 4–25 of the NPLCA completes a compulsory acquisition of the remaining shares within three months after the expiration of the offer period, it follows from the STA that the redemption price shall be determined on the basis of the offer price, absent specific reasons indicating 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 would be deemed to have accepted the offered price after the expiration of the specified deadline.

12.11 Foreign exchange controls

There are currently no foreign exchange control restrictions in Norway, other than in certain extreme macroeconomic conditions, that would potentially restrict the payment of dividends to a shareholder outside Norway, and there are currently no restrictions that would affect the right of shareholders of a Norwegian company who are not residents in Norway to dispose of their shares and receive the proceeds from a disposal outside Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the NFSA have electronic access to the data in this register.

13 TAXATION IN NORWAY

Set out below is a summary of certain Norwegian tax matters related to investments in the Company. The summary is based on Norwegian laws, rules and regulations applicable as of the date of this Information Memorandum, which may be subject to any changes in law occurring after such date. Such changes could possibly be made on a retroactive basis. The summary does not address foreign tax laws.

The summary is of a general nature and does not purport to be a comprehensive description of all the Norwegian tax considerations that may be relevant for a decision to acquire, own or dispose of shares. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisors. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be resident in Norway for tax purposes (due to domestic tax law or tax treaty) should consult with and rely upon their own tax advisors with respect to the tax position in their country of residence and the tax consequences related to ceasing to be resident in Norway for tax purposes.

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

13.1 Norwegian shareholders

13.1.1 Taxation of dividends

Norwegian Personal Shareholders

Dividends received by shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") from a limited liability company tax-resident in Norway are taxable as ordinary income for such shareholders at a flat rate of 27% to the extent the dividend exceeds a tax-free allowance.

The allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a determined risk-free interest rate based on the effective rate after tax of interest on treasury bills (Nw: *statskasseveksler*) with three months maturity. The allowance is calculated for each calendar year, and is allocated solely to Norwegian Personal Shareholders holding shares at the expiration of the relevant calendar year. Norwegian Personal Shareholders who transfer shares will thus not be entitled to deduct any calculated allowance related to the year of transfer. Any part of the calculated allowance one year exceeding the dividend distributed on the share ("**excess allowance**") may be carried forward and set off against future dividends received on, or gains upon realisation, of the same share. Any excess allowance will also be included in the basis for calculating the allowance on the same share the following years.

Norwegian Corporate Shareholders

Dividends received by shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**") are included in the calculation of the shareholders' net income from shares qualifying for participation exemption, including dividends received from the Company. Only 3% of net income from shares qualifying for participation exemption shall be included in the calculation of ordinary income. Ordinary income is subject to tax at a flat rate of 27%, implying that net income from shares is effectively taxed at a rate of 0.81%.

13.1.2 Capital Gains Tax on realisation of Shares

Norwegian Personal Shareholders

Sale, redemption or other disposal of shares is considered a realization for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a realization of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the shareholder's ordinary income in the year of disposal. Ordinary income is taxable at a rate of 27%. The gain is subject to tax and the loss is tax-deductible irrespective of the duration of the ownership and the number of shares disposed of.

The taxable gain/deductible loss is calculated per share, as the difference between the consideration for the share and the Norwegian Personal Shareholder's cost price of the share, including any costs incurred in relation to the acquisition or realization of the share. From a possible capital gain, Norwegian Personal Shareholders are entitled to deduct a calculated allowance, provided that such allowance has not already been used to reduce taxable dividend income. See Section 13.1.1 "Taxation of dividends" above for a description of the calculation of the allowance. The allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e. any unused allowance exceeding the capital gain upon the realization of a share will be annulled.

If the Norwegian Personal Shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in, first-out basis.

Norwegian Corporate Shareholders

Capital gains derived from the realization of shares qualifying for the participation exemption method are exempted from taxation, i.e. capital gains on such shares will be fully exempt from Norwegian taxation. Losses incurred upon realization of such shares are not deductible.

13.1.3 Net wealth tax

The value of shares is included in the basis for the computation of wealth tax imposed on Norwegian Personal Shareholders. Currently, the marginal wealth tax rate varies from 0.0% to 0.7% of the value assessed. The value for assessment purposes for shares listed on Oslo Børs is the listed value as of 1 January in the year of assessment.

Norwegian Corporate Shareholders are not subject to wealth tax.

13.2 Foreign shareholders

This section summarises certain Norwegian tax rules relevant to shareholders that are not resident in Norway for Norwegian tax purposes ("**Foreign Shareholders**"). The potential tax liabilities for foreign shareholders in the jurisdiction where they are resident for tax purposes or other jurisdictions will depend on tax rules applicable in the relevant jurisdictions.

13.2.1 Taxation of dividends

Foreign Personal Shareholders

Dividends distributed to shareholders who are individuals not resident in Norway for tax purposes ("**Foreign Personal Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation.

Foreign Personal Shareholders resident within the EEA for tax purposes may apply individually to Norwegian tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share (see above).

If a Foreign Personal Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Personal Shareholder, as described above.

Foreign Personal Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Foreign Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the ability to effectively claim refunds of withholding tax.

Foreign Corporate Shareholders

Dividends distributed to shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes ("**Foreign Corporate Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident.

Dividends distributed to Foreign Corporate Shareholders resident within the EEA for tax purposes are exempt from Norwegian withholding tax provided that the shareholder is the beneficial owner of the shares and that the shareholder is genuinely established and performs genuine economic business activities within the relevant EEA jurisdiction.

Foreign Corporate Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Nominee registered shares will be subject to withholding tax at a rate of 25% unless the nominee has obtained approval from the Norwegian Tax Directorate for the dividend to be subject to a lower withholding tax rate. To obtain such approval the nominee is required to file a summary to the tax authorities including all beneficial owners that are subject to withholding tax at a reduced rate.

The withholding obligation in respect of dividends distributed to Foreign Corporate Shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

13.2.2 Capital gains tax

As a general rule, capital gains generated by Foreign Shareholders are not taxable in Norway.

If a Foreign Shareholder is engaged in business activities in Norway, and the shares are effectively connected with such business activities, capital gains realised by such shareholder will generally be subject to the same taxation as that of Norwegian Shareholders, cf. the description of tax issues related to Norwegian Shareholders above.

13.2.3 Net wealth tax

Shareholders not resident in Norway for tax purposes are as a general rule not subject to Norwegian net wealth tax, unless the shareholder is an individual who is engaged in business activities.

13.3 Duties on the transfer of shares

No VAT, stamp duties or similar duties are currently imposed in Norway on the transfer or issuance of shares in Norwegian companies.

13.4 Inheritance tax

There is currently no inheritance tax in Norway, neither when shares are transferred through inheritance or as a gift.

14 ADDITIONAL INFORMATION

14.1 Documents on display

Copies of the following documents will, during a period of 12 months following the publication of this Information Memorandum, be available for inspection at any time during normal business hours on any business day free of charge at the Company's offices at c/o Ferncliff TIH AS, Sjølyst plass 2, 0278 Oslo, Norway or requested by telephone +47 23 01 49 14 or downloaded from the Company's web-site www.sagatankers.no:

- The Company's Certificate of Incorporation;
- The Articles of Association;
- The audited financial statements of the Company as of, and for the years ended 31 December 2011, 2012 and 2013;
- The unaudited financial statements of the Company as of, and for the twelve month periods ended 31 December 2014 and 2013; and
- A statement from Mr. Paul Thomassen on the Merger Plan for SIH, Strata and Saga Tankers, respectively;
- Independent assurance report on unaudited pro forma financial information from PwC; and
- This Information Memorandum.

14.2 Confirmation regarding sources

The Company confirms that when information in this Information Memorandum has been sourced from a third party it has been accurately reproduced and as far as the Company is aware and is able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

14.3 Incorporation by reference

The Continuing Obligations allows the Company to incorporate by reference information in this Information Memorandum that has been previously filed with Oslo Børs in other documents.

The Company hereby incorporates the following documents by reference into this IM:

- The audited annual report for the year ended 31 December 2011, available at <http://www.newsweb.no/newsweb/search.do?messageId=302386>
- The audited annual report for the year ended 31 December 2012, available at http://sagatankers.no/investor_relations/content_1/text_29ef1377-b5cd-49ae-833c-b6805f3e5432/1392719096306/annual_report_2012.pdf;
- The audited annual report for the year ended 31 December 2013, available at http://sagatankers.no/investor_relations/content_1/text_29ef1377-b5cd-49ae-833c-b6805f3e5432/1398696625560/sagatankers_annual_report_2013.pdf ;
- The unaudited interim report for the twelve month period ended 31 December 2014, available at <http://www.newsweb.no/newsweb/search.do?messageId=372283> .

- The unaudited interim report for NMG for the twelve month period ended 31 December 2013, available at http://nickelmountain.se/wp-content/uploads/2014/03/Q4-2013_140227.pdf
- The unaudited interim report for NMG for the twelve month period ended 31 December 2014, available at <http://nickelmountain.se/wp-content/uploads/2015/02/Q4-2014-150225.pdf>

14.4 Statement regarding expert opinions

The statement on the Merger plan, which is enclosed to this Information Memorandum as Appendix 2, has been prepared on the request of the Company, in compliance with the provisions set out in the NPLCA section 14-4, cf. section 13-10. The statement is dated 26 February 2015. Mr. Thomassen has consented to the statement being enclosed to this Information Memorandum.

The statement has been prepared by Mr. Paul Thomassen, a state authorized public accountant in Norway and partner in the auditing firm RSM Hasner Kjelstrup & Wiggen AS. Mr. Thomassen may be contacted at telephone number +47 90 14 45 80 or by e-mail at pt@rsmi.no. Mr. Thomassen is situated at the Oslo office of RSM Hasner Kjelstrup & Wiggen AS, with office address Filipstad Brygge 1, 0252 Oslo, Norway.

RSM Hasner Kjelstrup & Wiggen AS is Norway's 6th largest auditing firm with approximately 150 employees. RSM Hasner Kjelstrup & Wiggen AS is a member of RSM International, a global network of independent auditing and advisory firms. RSM International is ranked as the 6th largest of the international auditing firm groups. More information regarding RSM Hasner Kjelstrup & Wiggen AS may be found on the company's web-site: www.rsmi.no.

The Independent assurance report on unaudited pro forma financial information, which is enclosed to this Information Memorandum as Appendix 7, has been prepared on the request of the Company, in compliance with the provisions set out in the Continuing Obligations section 3.5.2.6 with further references. The statement is dated 13 April 2015. Mr. Ellefsen has consented to the report being enclosed to this Information Memorandum.

The independent assurance report has been prepared by Mr. Anders Ellefsen, a state authorized public accountant in Norway and partner in the auditing firm PricewaterhouseCoopers AS. Mr. Ellefsen may be contacted at telephone number +47 95 26 01 76 or by e-mail at anders.ellefsen@no.pwc.com. Mr. Ellefsen is situated at the Oslo office of PwC, with office address Dronning Eufemias gate 8, 0191 Oslo, Norway.

PwC is a global network of companies offering auditing and advisory services, with approximately 184,000 employees worldwide. PwC Norway is represented in 36 different locations throughout Norway and employs over 1,600 people and offers auditing, legal and other advisory services. More information regarding PwC may be found on the company's web-site www.pwc.no.

15 DEFINITIONS AND GLOSSARY OF TERMS

Accounting Act	The Norwegian accounting act of 17 July 1998 no. 56 (<i>Nw: Regnskapsloven</i>).
Articles of Association	Saga Tankers' articles of association.
AQUA	Aqualis ASA, reg.no. 913 757 424 and registered address Sjølyst Plass 2, 0278 Oslo.
Board	The board of directors of Saga Tankers
Business Register	The Norwegian Register of Business Enterprises (<i>nw: Foretaksregisteret</i>).
Consideration Shares	The 110,898,883 new Shares issued to the shareholders of Strata as consideration under the Transaction.
Continuing Obligations	Oslo Børs' "Continuing Obligations for Listed Companies, as last amended in July 2013.
Company or Saga Tankers	Saga Tankers ASA, reg.no. 995 359 774 and registered address c/o Ferncliff TIH AS, Sjølyst Plass 2, 0278 Oslo.
Cortendo	Cortendo AB, Swedish reg.no. 556537-6554 and registered address Box 47, 433 21 Partille, Västra Götalands län, Sweden.
Foreign Corporate Shareholders	Shareholders who are limited liability companies (and other similar entities) not resident in Norway for tax purposes.
Foreign Personal Shareholders	Shareholders who are individuals not resident in Norway for tax purposes.
Forward Looking Statements	Means statements relating to plans and expectations with regard to the business and operations of Saga Tankers and the markets in which Saga Tankers operates. Forward Looking Statements include all statements that are not historical facts, and may be identified by words such as "anticipate", "believe", "estimate", "expect", "seek to", "may", "plan" or the negatives of these terms or similar expressions. Please refer to the "Cautionary note regarding forward-looking statements" for further information.
Group or the Saga Tankers Group	The Company and its subsidiaries (as defined by section 1-3 of the NPLCA).
IFRS	International Financial Reporting Standards, issued by the International Financial Reporting Interpretations Committee (IFRIC) (formerly, the "Standing Interpretations Committee" (SIC)).
Information Memorandum	This Information Memorandum dated 9 September 2014, prepared in connection with the Transaction.
Merger Plan	The merger plan governing the Transaction, signed by SIH and Strata on 26 February 2015.
NEL	NEL ASA, reg.no. 979 938 799 and registered address Sjølyst Plass 2, 0278 Oslo.
NFSA	The Norwegian Financial Supervisory Authority (<i>Nw: Finanstilsynet</i>).
NMG	Nickel Mountain Group AB, Swedish reg.no. 556227-8043 and registered address Kungsgatan 44, 111 35 Stockholms län, Sweden.
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes.
Norwegian Personal Shareholders	Shareholders who are individuals resident in Norway for tax purposes.
NPLCA	The Norwegian Public Limited Liability Companies Act of 13 June 1997 no. 45 (<i>Nw.: "Allmennaksjeloven"</i>).
Oslo Børs	Oslo Børs ASA, reg.no. 983 268 633 and registered address Tollbugata

	2, 0152 Oslo.
SDSD	SD Standard Drilling Plc, a public limited liability company incorporated and operating under the laws of Cyprus with reg.no. HE 277936 and registered address 213, Arch. Makarios Avenue, Maximos Plaza, Tower 1, 3 rd floor, P.C. 3030 Limassol, Cyprus.
Share	One or more of the shares in the Company, each with a par value of NOK 1.
SIH	Saga Invest Holding AS, reg.no. 914 994 012 and registered address Sjølyst Plass 2, 0278 Oslo.
STA	The Norwegian Securities Trading Act of 29 June 2006 no. 75 (<i>Nw: verdipapirhandelloven</i>).
Strata	Strata Marine & Offshore AS, reg.no. 968 676 865 and registered address Sjølyst Plass 2, 0278 Oslo.
Strata Investments	The listed shares owned by Strata, as further described in Section 3.3 "Further information on assets to be transferred in the Transaction".
Stock Exchange Act	The Norwegian stock exchange act of 29 June 2006 no. 74 (<i>Nw: børsloven</i>).
PwC	Pricewaterhousecoopers AS, the Company's registered auditor, with address Dronning Eufemias gate 8, 0191 Oslo, Norway and registration number 987 009 713.
Tax Act	The Norwegian tax act of 26 March 1999 no. 14.
Vallhall	Vallhall Fotballhall AS, Vallhall Fotballhall KS and Vallhall Fotballhall Drift AS jointly or the Vallhall arena located at Valle, Oslo, whichever the context may require.
WEIFA	Weifa ASA, reg.no. 983 733 506 and registered address Østensjøveien 27, 0661 Oslo.

FUSJONSPLAN/MERGER PLAN

FUSJONSPLAN FOR STRATA MARINE & OFFSHORE AS (SOM OVERDRAGENDE SELSKAP) OG SAGA INVEST HOLDING AS (SOM OVERTAKENDE SELSKAP) MED VEDERLAG FRA SAGA TANKERS ASA	MERGER PLAN FOR STRATA MARINE & OFFSHORE AS (AS TRANSFEROR COMPANY) AND SAGA INVEST HOLDING AS (AS TRANSFEREE COMPANY) WITH SETTLEMENT IN SHARES IN SAGA TANKERS ASA
Undertegnet av styrene i Strata Marine & Offshore AS og Saga Invest Holding AS den 26. februar 2015 for etterfølgende godkjennelse i de respektive generalforsamlinger.	Signed by the boards of Strata Marine & Offshore AS and Saga Invest Holding AS 26 February 2015 following approval by the respective general meetings.
Fusjonsplanen er utarbeidet både på norsk og engelsk. Ved uoverensstemmelser mellom de to versjonene, skal den norske versjonen ha forrang.	The merger plan has been prepared both in Norwegian and English. In case of any divergences between the two versions, the Norwegian version shall prevail.
1.	
Konsernfusjon mellom Strata Marine & Offshore AS og Saga Invest Holding AS	Group merger between Strata Marine & Offshore AS and Saga Invest Holding AS
Fusjonen reguleres av reglene i Allmennaksjeloven av 13. juni 1997 nr. 45 (asal) kapittel 13, samt Skattelovens og Regnskapslovens bestemmelser om fusjon.	The merger is regulated by the Public Limited Companies Act chapter 13, and in addition regulations in the Income Tax Act and the Accounting Act.

2.	
Selskapsinformasjon	Company information
<u>Overdragende selskap</u> er Strata Marine & Offshore AS, adresse Sjølyst plass 2, 0278 Oslo, org.nr. 968 676 865, med forretningskontor i Oslo kommune.	<u>The transferor company</u> is Strata Marine & Offshore AS, address Sjølyst plass 2, 0278 Oslo, organisation no. 968 676 865, with its residence in Oslo.
<u>Overtakende selskap</u> er Saga Invest Holding AS, adresse, Sjølyst plass 2, 0278 Oslo, org.nr. 914 994 012, med forretningskontor i Oslo kommune.	<u>The transferee company</u> is Saga Invest Holding AS, address Sjølyst plass 2, 0278 Oslo, organisation no. 914 994 012, with its residence in Oslo.
<u>Vederlagsytende selskap</u> er Saga Tankers ASA, adresse c/o Ferncliff TIH AS, Sjølyst plass 2, 0278 Oslo, org.nr. 995 359 774, med forretningskontor i Oslo kommune.	<u>The compensating company</u> is Saga Tankers ASA, address c/o Ferncliff TIH AS, Sjølyst plass 2, 0278 Oslo, organisation no. 995 359 774, with its residence in Oslo.
3.	
Fusjonen - bakgrunn	The merger - background
Formålet med fusjonen er å sikre en best mulig verdiutvikling av Strata Marine & Offshore AS sine eiendeler, hovedsakelig børsnoterte aksjer. Styrene anser at fusjonen vil gjøre Saga Tankers ASA mer attraktivt for investorer og mulige samarbeidspartnere, ved at Saga Tankers ASA indirekte utvider sin investeringsportefølje gjennom sammenslåingen av Strata Marine & Offshore AS og Saga Invest Holding AS. Styret anser at dette vil øke mulighetene for videre verdiskapning i Saga-konsernet. Styrene anser videre at aksjonærene i Strata Marine & Offshore AS vil være positive til å bytte inn sine aksjer i Strata Marine & Offshore AS med	The purpose of the merger of is to secure an optimal exploitation of the assets owned by Strata Marine & Offshore AS, which mostly are listed shares. The boards of directors consider that the merger will make Saga Tankers ASA more attractive for investors and potential business partners as Saga Tankers ASA will indirectly increase its investment portfolio through the merger of Strata Marine & Offshore AS and Saga Invest Holding AS and thereby increasing opportunities for further added values. It is further considered that the Strata Marine & Offshore AS shareholders will desire to exchange their Strata Marine & Offshore AS shares into Saga Tankers ASA

aksjer i Saga Tankers ASA samt at fusjonen vil medføre en styrking av Saga Tankers ASAs aksjonærbase.	shares and the merger will entail a strengthening of the shareholder base in Saga Tankers ASA.
4.	
Gjennomføring av fusjonen	Completion of the merger
Fusjonen gjennomføres som en konsernfusjon ved overføring av samtlige eiendeler, rettigheter og forpliktelser fra Strata Marine & Offshore AS til Saga Invest Holding AS, med vederlag i det overtakende selskapets morselskap, Saga Tankers ASA, i henhold til utarbeidet utkast til fusjonsbalanse.	The merger is implemented as a group merger by transfer of all assets, rights and obligations from Strata Marine & Offshore AS to Saga Invest Holding AS, with compensation in the transferee entity's parent, Saga Tankers ASA, according to the prepared draft merger balance sheet.
Etter utløp av kreditorvarselfristen blir aksjekapitalen i det vederlagsutstedende morselskapet Saga Tankers ASA registrert forhøyet. Det overdragende selskap blir samtidig oppløst og aksjonærene i det overdragende selskap får vederlag i Saga Tankers ASA gjennom aksjekapitalforhøyelsen i dette selskap.	After expiry of the creditor deadline the share capital increase in the consideration issuing parent company Saga Tankers ASA will be registered. The transferor company is simultaneously dissolved and shareholders of the transferor company receive consideration in Saga Tankers ASA through the capital increase in this company.
5.	
Forutsetninger for fusjonsplanen	Conditions for the merger plan
Gjennomføringen av fusjonen ved registrering i Foretaksregisteret etter utløpet av fristen for innsigelser fra selskapets kreditorer, er betinget av:	The implementation of the merger in the Register of Business Enterprises after the end of the creditor notification period is based on the following conditions:
Alle vilkår knyttet til fusjonen er oppfylt, herunder blant annet gjennomføring av fusjonsprosessen i samsvar med denne fusjonsplan og allmennaksjelovens	All conditions related to the merger is fulfilled, including implementation of the merger in accordance with this merger plan and the conditions in the Public

bestemmelser, samt gyldige styre- og generalforsamlingsvedtak og registreringer i Foretaksregisteret.	Limited Companies Act, including valid resolutions by the General Meetings and registrations in the Register of Business Enterprises.
Alle eventuelt nødvendige samtykker / tillatelser / godkjenninger / bekreftelser / konsesjoner, både privat- og offentligrettslige, er innhentet eller i tilstrekkelig grad finnes betryggende avklart.	All approvals/ permissions/ acceptances/ confirmations which are necessary for companies in the group for implementation of the merger, both private-law and public-law, are in place or is sufficient cleared.
Det overtakende selskap er tilført alle eiendeler, rettigheter og forpliktelser i det overdragende selskap, slik de fremgår av vedlagte utkast til åpningsbalanse.	All assets, rights and liabilities in the transferor as they appear in the merger balance sheet have been transferred to the transferee company. For this purposes it is referred to the attached balance sheet.
Det er en klar forutsetning at fusjonen kan gjennomføres som en skattefri fusjon i overensstemmelse med skatteloven kapittel 11.	It is a clear requirement that the merger can be completed as a tax-free merger in accordance with the Tax Act, Chapter 11.
6.	
Fullmakt til å foreta endringer	Authority to make changes
Styrene i Strata Marine & Offshore AS og Saga Invest Holding AS kan etter at fusjonsplanen er godkjent av generalforsamlingene og frem til innsendelse av melding om gjennomføring av fusjonen, gjennomføre mindre endringer i fusjonsplanen, herunder beslutte at fusjonen ikke skal gjennomføres, dersom det avdekkes eller opplyses om nye forhold som anses å ha vesentlig betydning for selskapene.	After the approval of the merger plan by the General Meetings and until the implementation of the demerger, the Board of Directors in Strata Marine & Offshore AS and Saga Invest Holding AS may perform minor changes in the merger plan, including decide to not implement the merger, if new conditions appears or is informed that will have significant consequence for the companies.

7.	
Forhold knyttet til regnskap, skatt og merverdiavgift	Issues related to accounting, tax and VAT
<u>Regnskapsmessige forhold:</u>	<u>Accounting matters:</u>
Fusjonen vil bli gjennomført med regnskapsmessig kontinuitet. Fusjonen skal ha regnskapsmessig virkning fra og med 1. januar 2015.	The merger is to be implemented with continuity for accounting purposes. The merger shall be implemented with accounting effect from 1 January 2015.
<u>Skattemessige forhold:</u>	<u>Tax matters:</u>
Fusjonen vil bli gjennomført med skattemessig kontinuitet etter reglene i skatteloven kapittel 11. Skattemessig kontinuitet innebærer blant annet at det overtakende selskapet ved gjennomføringen av fusjonen overtar de skattemessige posisjoner tilknyttet eiendeler, rettigheter og forpliktelser som overføres fra Strata Marine & Offshore AS til det overtakende selskapet.	The merger will be carried out with continuity for tax purposes under the provisions of the Income Tax Act Chapter 11. Tax continuity implies that the transferee company at the completion of the merger takes over the tax positions related to the assets, rights and liabilities to be transferred from Strata Marine & Offshore AS to the transferee company.
Basert på fast ligningspraksis vil skattemessig virkningstidspunkt kunne settes til 1. januar i det året fusjonen får selskapsrettslig virkning.	Based on assessment practice, the tax effective date could be set to January 1 of the year of the merger gets legal effect.
<u>Merverdiavgiftsmessige forhold:</u>	<u>VAT matters:</u>
Eventuelle justeringsforpliktelser og -rettigheter etter merverdiavgiftsloven vil bli overført til det overtakende selskapet, jf. merverdiavgiftsloven kap. 9. Det gjelder særskilte krav til form og dokumentasjon knyttet til slik avtale. En slik avtale kan være nødvendig for å unngå at fusjonen utløser krav fra avgiftsmyndighetene om tilbakebetaling av merverdiavgift. Partene er enige om å inngå	All adjustment obligations pursuant to applicable VAT legislation will be transferred to the transferee company, cf. the VAT Act chapter 9. Specific requirements apply to the form and documentation regarding such agreements. An agreement may be required in order to avoid that the merger trigger claims from the tax authorities for repayment of VAT. The parties have agreed to enter into such

slik avtale om nødvendig, innen de frister som følger av relevant lovgivning.	agreement if necessary, within the time limits set by the relevant legislation.
8.	
Rekkefølge/Plan for gjennomføring	Order/plan for the implementation of the merger
Generalforsamlingene som skal behandle fusjonsplanen kan tidligst avholdes en måned etter at fusjonsplanen har blitt gjort tilgjengelig for selskapets aksjonærer i henhold til allmennaksjeloven § 13-12.	The General Meetings is to deal with the merger plan may be held no earlier than one month after the merger plan has been made available for the shareholder in accordance with the Public Limited Companies Act section 13-12.
Generalforsamlingenes beslutninger om fusjon skal meldes Foretaksregisteret innen én måned etter at beslutningene er fattet, jf. allmennaksjeloven § 13-14.	The General Meetings decisions on the merger must be notified the Register of Business Enterprises within one month after the decision is made cf. the Public Limited Companies Act section 13-14.
Etter at fusjonen er vedtatt av selskapenes generalforsamlinger, overføres forvaltningen av samtlige av det overdragende selskapets eiendeler, rettigheter og forpliktelser til Saga Invest Holding AS, jf. allmennaksjeloven § 13-6 (2). Inntil registrering av kapitalforhøyelsen i Saga Tankers ASA og slettingen av det overdragende selskapet trer i kraft i henhold til aksjeloven skal selskapenes midler forvaltes separat, jf. allmennaksjeloven § 13-18 (2).	After the merger is approved by the general meetings, the management of all of the transferor's assets, rights and obligations is transferred to Saga Invest Holding AS, cf. the Public Limited Companies Act section 13-6 (2). Until registration of the capital increase in Saga Tankers ASA and the dissolution of the transferor company enter into force in accordance with the Public Limited Companies Act, the companies funds shall be managed separately, , cf. the Public Limited Companies Act section 13-18 (2).
Samtidig med generalforsamlingenes beslutninger om fusjon, skal generalforsamlingen i Saga Tankers ASA beslutte kapitalforhøyelse som beskrevet nedenfor. Kapitalforhøyelsen skal ikke	Simultaneously with the general decisions on mergers, the General Meeting in Saga Tankers ASA shall adopt the increase of the company's share capital as described below. The capital increase shall not be registered in the Business

registreres i Foretaksregisteret før ved tidspunktet for gjennomføringen av fusjonen.	Register before the closing of the merger.
Melding om kapitalforhøyelse i Saga Tankers ASA og melding om sletting av det overdragende selskapet sendes til Foretaksregisteret når fristen i det kreditorvarsel som blir kunngjort på grunnlag av registrering av oppløsningsbeslutningen i det overdragende selskapet er utløpt. Fristen overfor kreditorene er 6 uker, og inkludert ca. 2-3 uker for saksbehandling samt kunngjøring ved registeret, innebærer dette at endelig registrering av gjennomføring av fusjonen vil kunne skje ca. 3,5 måneder etter at fusjonsplanen er blitt gjort tilgjengelig for selskapets aksjonærer i henhold til allmennaksjeloven § 13-12.	Notification of the capital increase in Saga Tankers ASA as well as a notification to dissolve Strata Marine & Offshore AS must be sent to the Register of Business Enterprises as soon as the creditor notice period, which is made public on the basis of the registration of the resolution of dissolution in Strata Marine & Offshore AS, has expired. The deadline for the notice to the creditors is six weeks, and including 2-3 weeks of executive work and publication by the Register of Business Enterprises, this implies that final implementation registration of the merger at the earliest can take place approximately 3.5 months after the merger plan has been made available for the shareholder in accordance with the Public Limited Companies Act section 13-12.
Strata Marine & Offshore AS blir slettet samtidig med registreringen av den endelige gjennomføringen av fusjonen.	Strata Marine & Offshore AS will be dissolved simultaneously with the registration of the final implementation of the merger.
9.	
Vederlaget til aksjonærene i det overdragende selskap, samt vedtektsendringer	Consideration to the shareholders in the Transferor Company and changes in the articles of association
Vederlaget til aksjonærene i det overdragende selskapet består, i samsvar med allmennaksjeloven § 13-2 annet ledd, av aksjer i det overtakende selskapets morselskap, Saga Tankers ASA.	The consideration to the shareholders of the transferor company consists, in accordance with the Public Limited Companies Act section 13-2, of shares in the transferee company's parent company, Saga Tankers ASA.

Aksjekapitalen i Saga Tankers ASA skal forhøyes slik at nyutstedte aksjer reflekterer de virkelige verdiene som bringes inn i Saga Invest Holding AS fra Strata Marine & Offshore AS. Fastsettelsen av verdiene i Strata Marine & Offshore AS er basert på en grundig verdivurdering av virksomheten i Strata Marine & Offshore AS.	The increase of the share capital in Saga Tankers ASA shall reflect the real values brought into Saga Invest Holding AS as a result of the merger with Strata Marine & Offshore AS. The determination of the net value in Strata Marine & Offshore AS is based on a thorough valuation of the Transferors business and values.
Samtidig utsteder det overtakende selskap, Saga Invest Holding AS, en fordring til Saga Tankers ASA som tilsvarende den samlede bokførte egenkapital som Saga Invest Holding AS blir tilført ved fusjonen. Fordringen benyttes som tingsinnskudd og grunnlag for utstedelse av vederlaget.	Simultaneously the transferee company issues a receivable to Saga Tankers ASA corresponding to the total book equity as Saga Invest Holding AS is applied through the merger. The receivable is used as contribution and basis for issuance of the consideration.
Partene er i henhold til foreliggende verdivurderinger og fairness opinion enig i at virkelig verdi av eiendeler, rettigheter og forpliktelser tilhørende Strata Marine & Offshore AS tilsier antall vederlagsaksjer som angitt nedenfor.	In accordance with the present valuations and fairness opinion, the parties agree that the real net worth of assets, rights and obligations belonging to Strata Marine & Offshore AS implies the number of consideration shares as mentioned below.
Ved gjennomføringen av fusjonen etter utløp av kreditorfristene vil det skje en forhøyelse av aksjekapitalen i Saga Tankers ASA med kr 110 898 883, fra kr 175 833 728 til kr 286 732 611. Det samlede aksjeinnskuddet har en bokført nettoverdi på kr 246 585 760, hvorav kr 110 898 883 utgjør forhøyelse av selskapets aksjekapital ved utstedelse av 110 898 883 nye aksjer med pålydende kr 1 og det overskytende beløp fordeles med kr 135 686 877 til regnskapsmessig kontinuitet. Tegningskursen pr. aksje utgjør kr 2,22352 (avrundet).	After the creditor notification period has expired, the share capital in Saga Tankers ASA will be increased with NOK 110 898 883, from NOK 175 833 728 to NOK 286 732 611. The total share deposit has a total net book value of NOK 246 585 760 whereby NOK 110 898 883 increase the share capital, by issuing of 110 898 883 new shares with a face value of NOK 1, and the excess value of NOK 135 686 877, which is to be allocated to accounting continuity. The subscription price per. share is NOK 2.22352 (rounded).

Som følge av kapitalforhøyelsen i Saga Tankers ASA som beskrevet ovenfor, endres § 4 i selskapets vedtekter fra:	As a consequence of the increase of share capital in Saga Tankers ASA as described above, section 4 in the articles of association will be changed from:
<i>"Aksjekapitalen er kr 175 833 728 fordelt på 175 833 728 aksjer, hver pålydende kr 1. "</i>	<i>"The share capital is NOK 175 833 728, divided into 175 833 728 shares, each at face value NOK 1."</i>
Til	To
<i>"Aksjekapitalen er kr 286 732 611 fordelt på 286 732 611 aksjer, hver pålydende kr 1. "</i>	<i>"The share capital is NOK 286 732 611, divided into 286 732 611 shares, each at face value NOK 1."</i>
Vederlagsaksjene i Saga Tankers ASA utgjør det hele og fulle vederlag i anledning fusjonen.	The consideration shares constitute the whole and full consideration in connection with the merger.
10.	
Aksjonærenes rettigheter og vilkår for utøvelse av rettigheter som aksjonær i det overtakende selskapets morselskap	The shareholders rights and the conditions for exercising the rights as shareholder in the transferee companies parent company
Vederlagsaksjene gir aksjonærrettigheter i Saga Tankers ASA fra tidspunktet for selskapsrettslig ikrafttredelse av fusjonen.	The consideration shares give shareholder rights in Saga Tankers ASA when the merger takes effect in accordance with the company law.
Aksjeeierne i Strata Marine & Offshore AS vil umiddelbart etter at fusjonen selskapsrettslig har trådt i kraft, bli innført i VPS som eiere av vederlagsaksjene. For å bli registrert som eier av vederlagsaksjer i Saga Tankers ASA må vedkommende være registrert som aksjeeier i Strata Marine & Offshore AS på tidspunktet for selskapsrettslig ikrafttredelse av fusjonen eller	The shareholders of Strata Marine & Offshore AS will immediately after the merger is legally entered into force, be registered in VPS (the Norwegian Central Securities Depository) as owners of the consideration shares. To be registered as the owner of shares in Saga Tankers ASA the person must be registered as a shareholder in Strata Marine & Offshore AS

ha meldt og godtgjort sitt aksjeerverv i Strata Marine & Offshore AS overfor en av Partene.	at the time the merger legally is entered into force or the shareholding in Strata Marine & Offshore AS is reported and documented to one of the Parties.
11.	
Særlige rettigheter, tegningsretter mv.	Special rights, subscription rights etc.
Det er ingen aksjonær som har særlige rettigheter, og det skal ikke utstedes tegningsrettsaksjer eller konvertible obligasjoner som kan gi rett til aksjer i det overtakende selskapet eller morselskapet.	No shareholder has special rights and no subscription right shares or convertible bonds that gives right to obtain shares in the transferee company or the parent company shall be granted.
Det foreslås ikke gitt særlige rettigheter eller fordeler for styret, daglig leder eller uavhengig sakkyndige i anledning fusjonen.	In connection with the merger, no special rights or benefits will be given to the Board of Directors, chief executive or independent expert.
12.	
Forholdet til de ansatte	Conditions of employment
Det er ingen ansatte i det overtakende selskapet.	There are no employees in the transferee company
Forut for styrets beslutning om å foreslå fusjon skal eventuelle tillitsvalgte i Strata Marine & Offshore AS få informasjon og mulighet til å drøfte fusjonen i samsvar med arbeidsmiljøloven § 16-5 og eventuelle tariffavtaler. Fusjonsplanen med vedlegg, samt rapport fra styret, skal gjøres tilgjengelig for selskapets ansatte.	Prior to the Board of Directors' decision to propose the merger; any representatives in Strata Marine & Offshore AS shall receive information and the opportunity to discuss the merger in accordance with the Working Environment Act section 16-5 and any collective agreements. The Merger Plan with appendices and report of the Board of Directors shall be made available to employees.

13.	
Foretaksnavn og vedtekter for det fusjonerte selskapet	Company name and articles of association of the merged company
Det overtakende selskapets foretaksnavn vil ved gjennomføring av fusjonen bli endret til Strata Marine & Offshore AS. For øvrig vil vedtekter forbli uendret ved fusjonen.	The merged company's name will upon completion of the merger be changed to Strata Marine & Offshore AS. Otherwise, the articles of association will remain unchanged by the merger.
14.	
Forpliktelser for Strata Marine & Offshore AS (overdragende selskap)	Obligations of Strata Marine & Offshore AS (the transferor company)
Fra det tidspunkt fusjonsplanen er undertegnet og frem til fusjonen er gjennomført, skal Strata Marine & Offshore AS ikke foreta emisjoner, kapitalutdelinger eller inngå vesentlige forretningsmessige avtaler med mindre slike avtaler er meddelt Saga Invest Holding AS, og godkjent av dette selskapet før eventuelle disposisjoner foretas.	From the signing of the merger plan until the implementation of the merger, Strata Marine & Offshore AS shall not resolve any capital increases, distributions or enter into significant business agreements, unless such agreements are notified to Saga Invest Holding AS and approved by this company prior to the resolution of any such transaction.
15.	
Forpliktelser for Saga Invest Holding AS (overtakende selskap)	Obligations of Saga Invest Holding AS (the transferee company)
Fra det tidspunkt fusjonsplanen er undertegnet og frem til fusjonen er gjennomført, skal Saga Invest Holding AS ikke foreta emisjoner, kapitalutdelinger eller inngå vesentlige forretningsmessige avtaler med mindre slike avtaler er meddelt Strata Marine & Offshore	From the signing of the merger plan until the implementation of the merger, Saga Invest Holding AS shall not resolve any capital increases, distributions or enter into significant business agreements, unless such agreements are notified to Strata Marine &

AS, og godkjent av dette selskapet før eventuelle disposisjoner foretas.	Offshore AS and approved by this company prior to the resolution of any such transaction.
16.	
Virkningstidspunkt	Date of effect
Fusjonen har virkning fra og med det selskapsrettslige virkningstidspunktet for fusjonen, det vil si på tidspunktet for gjennomføring av fusjonen ved registrering i Foretaksregisteret etter utløpet av fristen for innsigelser fra selskapets kreditorer, jf. allmennaksjeloven jf. § 13-17.	The merger is effective from the company law effective date of the merger, i.e. at the time of the registration of the implementation of the merger in the Register of Business Enterprises after the deadline for objections from the company's creditors, cf. the Public Limited Companies Act section § 13-17.
Fra dette tidspunktet vil de eiendeler, rettigheter og forpliktelser som fremgår av utkast til åpningsbalanse anses overført til det overtakende selskapet.	From this point, the assets, rights and obligations specified in the draft opening balance are considered transferred to the transferee company.
Fusjonsprosessen skal igangsettes snarest mulig etter at den er vedtatt av selskapenes generalforsamlinger, og fusjonen skal gjennomføres snarest mulig etter utløpet av kreditorfristene.	The merger process shall be initiated as soon as possible after it is approved by the General Meetings, and the merger will be implemented as soon as possible after the expiring of the creditor notice periods.
17.	
Omkostninger/utgifter i forbindelse med fusjonen	Expenses in connection with the merger
Saga Tankers ASA vil dekke alle utgifter i forbindelse med fusjonen.	Saga Tankers ASA shall cover all expenses in connection with the merger.

18.	
Underretning til aksjeeierne	Notice to shareholders
Styrets rapporter om fusjonen, samt sakkyndig redegjørelse for fusjonsplanen vil bli utarbeidet så snart som mulig.	The Board of Directors reports on the merger and expert account of the merger plan will be prepared as soon as possible.
Denne fusjonsplan med vedlegg, samt styrets rapporter og den sakkyndige redegjørelsen, vil bli gjort tilgjengelig for aksjeeierne på Saga Tankers ASA sine internettsider, senest en måned før generalforsamlingen skal behandle fusjonsplanen.	This merger plan with appendices and board reports and the expert report will be made available to the shareholders at Saga Tankers ASA's website at least one month before the General Meeting shall approve the merger plan.
19.	
Tvister	Disputes
Eventuelle tvister mellom Strata Marine & Offshore AS og Saga Invest Holding AS i forbindelse med denne fusjonsplan skal avgjøres for norske domstoler. Partene vedtar Oslo tingrett som verneting.	Any disputes between Strata Marine & Offshore AS and Saga Invest Holding AS in connection with this merger plan shall be settled by Norwegian court of justice and in accordance with Norwegian law. The agreed forum is Oslo municipal Court.

20.	
Vedlegg til fusjonsplanen	Attachments to the merger plan
1 Utkast til åpningsbalanse for Saga Invest Holding AS. 2 Revisors bekreftelse av åpningsbalansen. 3 Gjeldende vedtekter for Strata Marine & Offshore AS. 4 Gjeldende vedtekter for Saga Invest Holding AS. 5 Vedtekter for Saga Invest Holding AS etter fusjonen. 6 Årsregnskap, årsberetning og revisjonsberetning for Strata Marine & Offshore AS for de siste 3 år. 7 Stiftelsesdokument for Saga Invest Holding AS (ble stiftet 2015). I tillegg vil følgende forelegges for generalforsamlingene: 1 Styrets rapport om fusjonen 2 Sakkyndig redegjørelse om fusjonen 3 Eventuelle uttalelser fra ansatte.	1 Draft opening balance for Saga Invest Holding AS. 2 Auditor's confirmation of the opening balance. 3 Current Articles of Association for Strata Marine & Offshore AS. 4 Current Articles of Association for Saga Invest Holding AS. 5 Articles of Association for Saga Invest Holding AS after the merger. 6 The annual accounts, directors' report and auditor's report for Strata Marine & Holding AS for the last 3 years. 7 The memorandum of incorporation for Saga Invest Holding AS (established 2015). In addition, the following will be submitted to the General Meetings: 1 The Board of Directors' report on the merger 2 Expert statement on the merger 3 Any statements from the employees

Denne fusjonsplanen er utstedt i 2 – to – eksemplarer, ett for hver av partene.	This merger plan is issued in 2 - two - copies, one for each party.
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Oslo, den 26. februar 2015 / Oslo, 26 February 2015

Styret i / The Board of Directors in Strata Marine & Offshore AS:


Glen Ole Rødland


Martin Nes

Øystein Stray Spetalen *)


Bjørn Bakken

*) Styremedlem Øystein Stray Spetalen er en betydelig aksjonær i både det overdragende selskap Strata Marine & Offshore AS og Saga Tankers ASA, og har som konsekvens av dette erklært seg inhabil i saker angående utarbeidelse og godkjenning av denne fusjonsplanen.

*) Board Member Øystein Stray Spetalen is a significant shareholder both in the transferor company Strata Marine & Offshore AS as well as in Saga Tankers ASA, and has consequently declared himself to be disqualified in connection with the preparation and formal approval of this merger plan.

Styret i / The Board of Directors in Saga Invest Holding AS:


Espen Lundaas

Styret i Saga Tankers ASA forplikter seg med dette til å fremme forslag om forhøyelse av selskapets aksjekapital for generalforsamlingen i selskapet for å fremskaffe vederlaget til aksjonærene i det overdragende selskapet ved fusjonen.	The Board of Directors in Saga Tankers ASA undertakes with this to make proposal to increase the company's share capital to the general meeting of the Company to obtain the consideration to the shareholders of the transferor company by merger.
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Styret i / The Board of Directors in Saga Tankers ASA:

*Øystein Stray Spetalen *)*


Brita Eilertsen


Martin Nes

<i>*) Styreleder Øystein Stray Spetalen er en betydelig aksjonær i både det overdragende selskap Strata Marine & Offshore AS og Saga Tankers ASA, og har som konsekvens av dette erklært seg inhabil i saker angående utarbeidelse og godkjennelse av denne fusjonsplanen.</i>	<i>*) Chairman of the Board Øystein Stray Spetalen is a significant shareholder both in the transferor company Strata Marine & Offshore AS as well as in Saga Tankers ASA, and has consequently declared himself to be disqualified in connection with the preparation and formal approval of this merger plan.</i>
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Til generalforsamlingen i / To the General Meeting of
Saga Tankers ASA

RSM Hasner Kjelstrup & Wiggen AS
Statsautoriserte revisorer
Postboks 1312 Vika, NO-0112 Oslo
Filipstad Brygge 1, NO-0252 Oslo
T: +47 23 11 42 00 F: +47 23 11 42 01
Org.nr. 982 316 588 MVA
www.rsmi.no

**Redegjørelse for tingsinnskuddet ved
konsernfusjon**

På oppdrag fra styret avgir vi som uavhengig sakkyndig, en redegjørelse i samsvar med allmennaksjeloven § 10-2, jf. § 2-6.

Styrets ansvar for redegjørelsen

Styret er ansvarlig for informasjonen redegjørelsen bygger på og de verdsettelse som ligger til grunn for vederlaget.

Uavhengig sakkyndiges oppgaver og plikter

Vår oppgave er å utarbeide en redegjørelse om fusjonsplanen og uttale oss om de eiendeler selskapet skal overta, har en verdi som minst svarer til vederlaget.

Den videre redegjørelsen består av to deler. Den første delen er en presentasjon av opplysninger i overensstemmelse med de krav som stilles i allmennaksjeloven § 10-2 tredje ledd. Den andre delen er vår uttalelse om at de eiendeler selskapet skal overta, har en verdi som minst svarer til vederlaget.

Del 1: Opplysninger om innskuddet

Innskuddet i Saga Tankers ASA består av en fordring på Saga Invest Holding AS som finansierer overtakelsen av eiendeler og forpliktelser fra Strata Marine & Offshore AS. Av de eiendeler selskapet skal overta og forpliktelser det skal påta seg, er de vesentlige eiendeler og forpliktelser følgende:

Statement on the merger plan

At the Board of Directors' request we, as independent experts, issue this statement in compliance with the Public Limited Liability Companies Act section 10-2, refer section 2-6.

The Board's responsibility

The Board of Directors is responsible for the information the statement is based on and the valuations that form basis for the consideration.

The independent experts' responsibility

Our responsibility is to prepare a statement on the merger plan and express an opinion about whether the assets the company shall take over have a value that is at least equivalent to the consideration.

The statement consists of two parts. The first part is a presentation of information in compliance with the requirements in the Public Limited Liability Companies Act section 10-2 third subsection. The second part is our opinion about whether the assets the company shall take over have a value that is at least equivalent to the consideration.

Part 1: Information about the consideration

The consideration to Saga Tankers ASA consists of a receivable on Saga Invest Holding AS which will finance the transfer of assets and liabilities from Strata Marine & Offshore AS. The assets and liabilities the company shall take over, are the significant assets and liabilities the following:

- 43 824 685 aksjer i NEL ASA, som er et norsk selskap notert på Oslo Børs.
- 163 047 697 aksjer i Weifa ASA, som er et norsk selskap notert på Oslo Børs.
- 5 450 973 aksjer i Aqualis ASA, som er et norsk selskap notert på Oslo Børs.
- 27 151 999 aksjer i Nickel Mountain Group AB, som er et svensk selskap notert på Oslo Børs.
- Bankinnskudd
- Lån til Eiken Industrier AS.
- Garanti avgitt på vegne NEL ASA.
- 42 824 685 shares in NEL ASA, a Norwegian company listed on the Oslo Stock Exchange.
- 163 047 697 shares in Weifa ASA, a Norwegian company listed on the Oslo Stock Exchange.
- 5 450 973 shares in Aqualis ASA, a Norwegian company listed on the Oslo Stock Exchange.
- 27 151 999 shares in Nickel Mountain Group AB, a Swedish company listed on the Oslo Stock Exchange.
- Bank deposits
- Loan to Eiken Industrier AS.
- Guarantee given on behalf of NEL ASA.

Del 2: Den uavhengig sakkyndiges uttalelse

Vi har utført vår kontroll og avgir vår uttalelse i samsvar med standard for attestasjonsoppdrag SA 3802 "Revisors uttalelser og redegjørelser etter selskapslovgivningen". Standarden krever at vi planlegger og utfører kontroller for å oppnå betryggende sikkerhet for at de eiendeler og forpliktelser selskapet skal overta, har en verdi som minst svarer til det avtalte vederlaget. Arbeidet omfatter kontroll av verdsettelsen av innskuddet herunder vurderingsprinsippene og eksistens og tilhørighet. Videre har vi vurdert de verdsettelsesmetoder som er benyttet og de forutsetninger som ligger til grunn for verdsettelsen.

Etter vår oppfatning er innhentet bevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Part 2: The independent expert's opinion

We have performed our procedures and issue our opinion in accordance with the Norwegian auditing standard NSAE 3802 "The auditor's assurance reports and statements required by Norwegian Company legislation" issued by the Norwegian Institute of Public Accountants. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the value of the assets and liabilities which the company shall take over is at least equivalent to the agreed consideration. Our procedures include an assessment of the valuation of the consideration, including valuation principles, existence, and ownership. We have also assessed the valuation methods that have been used and the assumptions that form the basis for the valuation.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Konklusjon

Etter vår mening er de eiendeler selskapet skal overta ved kapitalforhøyelsen verdsatt pr 9. februar 2015 i overensstemmelse med de beskrevne prinsipper og har etter vår mening en verdi som minst svarer til det avtalte vederlaget i aksjer i Saga Tankers ASA pålydende NOK 110 898 883, samt overskytende med beløp NOK 135 686 877 til regnskapsmessig kontinuitet.

Opinion

In our opinion the assets the company shall take over as consideration for the increase in share capital valued per 9 February 2015 in compliance with the described principles, and in our opinion have a value which is at least equivalent to the agreed consideration in Saga Tankers ASA shares, nominal value NOK 110 898 883, and the excess value of NOK 135 686 877, which is to be allocated to accounting continuity.

Oslo, 26. februar 2014

RSM Hasner Kjelstrup & Wiggen AS

A blue ink signature of Paul Thomassen, written in a cursive style.

Paul Thomassen

Statsautorisert revisor / State Authorised Public Accountant (Norway)

Note: The translation from Norwegian has been prepared for information purposes only.

SAGA INVEST HOLDING AS

SAGA INVEST HOLDING AS

RAPPORT FRA STYRET I SAGA INVEST HOLDING AS TIL GENERALFORSAMLINGEN I ANLEDNING FUSJON MED STRATA MARINE & OFFSHORE AS MED VEDERLAG I SAGA TANKERS ASA	REPORT OF THE BOARD OF SAGA INVEST HOLDING AS TO THE GENERAL MEETING REGARDING THE MERGER WITH STRATA MARINE & OFFSHORE AS WITH SETTLEMENT IN SAGA TANKERS ASA
Rapporten er utarbeidet både på norsk og engelsk. Ved uoverensstemmelser mellom de to versjonene, skal den norske versjonen ha forrang.	The report has been prepared both in Norwegian and English. In case of any divergences between the two versions, the Norwegian version shall prevail.
1	
Bakgrunn	Background
Ved felles fusjonsplan av 26. februar 2015 har styrene i Strata Marine & Offshore AS og Saga Invest Holding AS foreslått for generalforsamlingene i selskapene at Strata Marine & Offshore AS fusjonerer inn i Saga Invest Holding AS med vederlag i det overtakende selskapets morselskap, Saga Tankers ASA.	By a joint merger plan dated 26 February 2015, the Board of Directors of Strata Marine & Offshore AS and Saga Invest Holding AS has proposed to the General Meetings of the companies that Strata Marine & Offshore AS is merged into Saga Invest Holding AS, with compensation in the transferee entity's parent, Saga Tankers ASA.
Fusjonen reguleres av reglene i Allmennaksjeloven av 13. juni 1997 nr. 45 (asal) kapittel 13, samt Skattelovens og Regnskapslovens bestemmelser om fusjon.	The merger is regulated by the Public Limited Companies Act chapter 13, and regulations in the Income Tax Act and the Accounting Act.
Fusjonen vil bli gjennomført med regnskapsmessig kontinuitet. Fusjonen skal ha regnskapsmessig virkning fra og med 1. januar 2015.	The merger is to be implemented with continuity for accounting purposes. The merger shall be implemented with accounting effect from 1 January 2015.

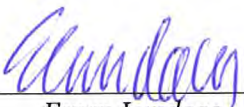
Fusjonen vil bli gjennomført med skattemessig kontinuitet etter reglene i skatteloven kapittel 11. Dette innebærer blant annet at det overtakende selskapet ved gjennomføringen av fusjonen overtar de skattemessige posisjoner tilknyttet eiendeler, rettigheter og forpliktelser som overføres fra Strata Marine & Offshore AS ved fusjonen.	The merger will be carried out with continuity for tax purposes under the provisions of the Income Tax Act Chapter 11. This implies that the transferee company at the completion of the merger enters into the tax positions related to the assets, rights and liabilities to be transferred from Strata Marine & Offshore AS through the merger.
2	
Formålet med fusjonen	The purpose of the merger
Formålet med fusjonen er å sikre en best mulig verdiutvikling av Strata Marine & Offshore AS sine eiendeler, hovedsakelig børsnoterte aksjer. Styrene anser at fusjonen vil gjøre Saga Tankers ASA mer attraktivt for investorer og mulige samarbeidspartnere, ved at Saga Tankers ASA indirekte utvider sin investeringsportefølje gjennom sammenslåingen av Strata Marine & Offshore AS og Saga Invest Holding AS. Styret anser at dette vil øke mulighetene for verdiskapning i Saga-konsernet. Styrene anser videre at aksjonærene i Strata Marine & Offshore AS vil være positive til å bytte inn sine aksjer i Strata Marine & Offshore AS med aksjer i Saga Tankers ASA samt at fusjonen vil medføre en styrking av Saga Tankers ASAs aksjonærbase.	The purpose of the merger of is to secure an optimal exploitation of the assets owned by Strata Marine & Offshore AS, which mostly are listed shares. The boards of directors consider that the merger will make Saga Tankers ASA more attractive for investors and potential business partners as Saga Tankers ASA will indirectly increase its investment portfolio through the merger of Strata Marine & Offshore AS and Saga Invest Holding AS and thereby increasing opportunities for added values. It is further considered that the Strata Marine & Offshore AS shareholders will desire to exchange their Strata Marine & Offshore AS shares into Saga Tankers ASA shares and the merger will entail a strengthening of the shareholder base in Saga Tankers ASA.
3	
Vederlaget til aksjonærene i Strata Marine & Offshore AS	Consideration to the shareholders in Strata Marine & Offshore AS
Vederlaget til aksjonærene i det overdragende selskapet består, i samsvar med allmennaksjeloven § 13-2 annet ledd, av aksjer	The consideration to the shareholders of the transferor company consists, in accordance with the Public Limited Companies Act section

i det overtakende selskapets morselskap, Saga Tankers ASA.	13-2, of shares in the transferee company's parent company, Saga Tankers ASA.
Aksjekapitalen i Saga Tankers ASA skal forhøyes slik at nyutstedte aksjer reflekterer de virkelige verdiene som bringes inn i Saga Invest Holding AS fra Strata Marine & Offshore AS. Fastsettelsen av verdiene i Strata Marine & Offshore AS er basert på en grundig verddivurdering av virksomheten i Strata Marine & Offshore AS.	The increase of the share capital in Saga Tankers ASA shall reflect the real values brought into Saga Invest Holding AS as a result of the merger with Strata Marine & Offshore AS. The determination of the net value in Strata Marine & Offshore AS is based on a thorough valuation of the Transferors business and values.
Samtidig utsteder det overtakende selskap, Saga Invest Holding AS, en fordring til Saga Tankers ASA som tilsvarende den samlede bokførte egenkapital som Saga Invest Holding AS blir tilført ved fusjonen. Fordringen benyttes som tingsinnskudd og grunnlag for utstedelse av vederlaget.	Simultaneously the transferee company issues a receivable to Saga Tankers ASA corresponding to the total book equity as Saga Invest Holding AS is applied through the merger. The receivable is used as contribution and basis for issuance of the consideration.
Partene er i henhold til foreliggende verddivurderinger og fairness opinion enig i at virkelig verdi av eiendeler, rettigheter og forpliktelser tilhørende Strata Marine & Offshore AS tilsier antall vederlagsaksjer som angitt nedenfor.	In accordance with the present valuations og fairness opinion, the parties agree that the real net worth of assets, rights and obligations belonging to Strata Marine & Offshore AS implies the number of consideration shares as mentioned below.
Ved gjennomføringen av fusjonen etter utløp av kreditorfristene vil det skje en forhøyelse av aksjekapitalen i Saga Tankers ASA med kr 110 898 883, fra kr 175 833 728 til kr 286 732 611. Det samlede aksjeinnskuddet har en bokført nettoverdi på kr 246 585 760, hvorav kr 110 898 883 utgjør forhøyelse av selskapets aksjekapital ved utstedelse av 110 898 883 nye aksjer med pålydende kr 1 og det overskytende beløp fordeles med kr 135 686 877 til regnskapsmessig kontinuitet. Tegningskursen pr. aksje utgjør kr 2,22352 (avrundet).	After the creditor notification period has expired, the share capital in Saga Tankers ASA will be increased with NOK 110 898 883, from NOK 175 833 728 to NOK 286 732 611. The total share deposit has a total net book value of NOK 246 585 760 whereby NOK 110 898 883 increase the share capital, by issuing of 110 898 883 new shares with a face value of NOK 1, and the excess value of NOK 135 686 877, which is to be allocated to accounting continuity. The subscription price per. share is NOK 2.22352 (rounded).

Den benyttede fremgangsmåten for fastsettelse av vederlaget er etter styrets oppfatning hensiktsmessig, og vederlaget fremstår som rimelig og saklig begrunnet.	The Board of Directors considers the applied procedure for the determination of compensation is appropriate, and the consideration appears to be reasonable and objective.
Det har ikke vært særlige vanskeligheter i forbindelse med fastsettelse av vederlaget.	There have been no particular difficulties associated with the determination of the compensation.
4	
Fusjonens betydning for de ansatte	The mergers impact on the employees
Det er ingen ansatte i det overtakende selskapet.	There are no employees in the transferee company
Forut for styrets beslutning om å foreslå fusjon skal eventuelle tillitsvalgte i Strata Marine & Offshore AS få informasjon og mulighet til å drøfte fusjonen i samsvar med arbeidsmiljøloven § 16-5 og eventuelle tariffavtaler. Fusjonsplanen med vedlegg, samt rapport fra styret, skal gjøres tilgjengelig for selskapets ansatte.	Prior to the Board of Directors' decision to propose the merger; any representatives in Strata Marine & Offshore AS shall receive information and the opportunity to discuss the merger in accordance with the Working Environment Act section 16-5 and any collective agreements. The Merger Plan with appendices and report of the Board of Directors shall be made available to employees.

Oslo, den 26 februar 2015 / Oslo, 26 February 2015

Styret i / The Board of Directors in Saga Invest Holding AS:


 Espen Lundaas

STRATA MARINE & OFFSHORE AS

STRATA MARINE & OFFSHORE AS

RAPPORT FRA STYRET I STRATA MARINE & OFFSHORE AS TIL GENERALFORSAMLINGEN I ANLEDNING FUSJON MED SAGA INVEST HOLDING AS MED VEDERLAG I SAGA TANKERS ASA	REPORT OF THE BOARD OF STRATA MARINE & OFFSHORE AS TO THE GENERAL MEETING REGARDING THE MERGER WITH SAGA INVEST HOLDING AS WITH SETTLEMENT IN SAGA TANKERS ASA
Rapporten er utarbeidet både på norsk og engelsk. Ved uoverensstemmelser mellom de to versjonene, skal den norske versjonen ha forrang.	The report has been prepared both in Norwegian and English. In case of any divergences between the two versions, the Norwegian version shall prevail.
1	
Bakgrunn	Background
Ved felles fusjonsplan av 26. februar 2015 har styrene i Strata Marine & Offshore AS og Saga Invest Holding AS foreslått for generalforsamlingene i selskapene at Strata Marine & Offshore AS fusjonerer inn i Saga Invest Holding AS med vederlag i det overtakende selskapets morselskap, Saga Tankers ASA.	By a joint merger plan dated 26 February 2015, the Board of Directors of Strata Marine & Offshore AS and Saga Invest Holding AS has proposed to the General Meetings of the companies that Strata Marine & Offshore AS is merged into Saga Invest Holding AS, with compensation in the transferee entity's parent, Saga Tankers ASA.
Fusjonen reguleres av reglene i Allmennaksjeloven av 13. juni 1997 nr. 45 (asal) kapittel 13, samt Skattelovens og Regnskapslovens bestemmelser om fusjon.	The merger is regulated by the Public Limited Companies Act chapter 13, and regulations in the Income Tax Act and the Accounting Act.
Fusjonen vil bli gjennomført med regnskapsmessig kontinuitet. Fusjonen skal ha regnskapsmessig virkning fra og med 1. januar 2015.	The merger is to be implemented with continuity for accounting purposes. The merger shall be implemented with accounting effect from 1 January 2015.

Fusjonen vil bli gjennomført med skattemessig kontinuitet etter reglene i skatteloven kapittel 11. Dette innebærer blant annet at det overtakende selskapet ved gjennomføringen av fusjonen overtar de skattemessige posisjoner tilknyttet eiendeler, rettigheter og forpliktelser som overføres fra Strata Marine & Offshore AS ved fusjonen.	The merger will be carried out with continuity for tax purposes under the provisions of the Income Tax Act Chapter 11. This implies that the transferee company at the completion of the merger enters into the tax positions related to the assets, rights and liabilities to be transferred from Strata Marine & Offshore AS through the merger.
2	
Formålet med fusjonen	The purpose of the merger
Formålet med fusjonen er å sikre en best mulig verdiutvikling av Strata Marine & Offshore AS sine eiendeler, hovedsakelig børsnoterte aksjer. Styrene anser at fusjonen vil gjøre Saga Tankers ASA mer attraktivt for investorer og mulige samarbeidspartnere, ved at Saga Tankers ASA indirekte utvider sin investeringsportefølje gjennom sammenslåingen av Strata Marine & Offshore AS og Saga Invest Holding AS. Styret anser at dette vil øke mulighetene for verdiskapning i Saga-konsernet. Styrene anser videre at aksjonærene i Strata Marine & Offshore AS vil være positive til å bytte inn sine aksjer i Strata Marine & Offshore AS med aksjer i Saga Tankers ASA samt at fusjonen vil medføre en styrking av Saga Tankers ASAs aksjonærbase.	The purpose of the merger of is to secure an optimal exploitation of the assets owned by Strata Marine & Offshore AS, which mostly are listed shares. The boards of directors consider that the merger will make Saga Tankers ASA more attractive for investors and potential business partners as Saga Tankers ASA will indirectly increase its investment portfolio through the merger of Strata Marine & Offshore AS and Saga Invest Holding AS and thereby increasing opportunities for added values. It is further considered that the Strata Marine & Offshore AS shareholders will desire to exchange their Strata Marine & Offshore AS shares into Saga Tankers ASA shares and the merger will entail a strengthening of the shareholder base in Saga Tankers ASA.
3	
Vederlaget til aksjonærene i Strata Marine & Offshore AS	Consideration to the shareholders in Strata Marine & Offshore AS
Vederlaget til aksjonærene i det overdragende selskapet består, i samsvar med allmennaksjeloven § 13-2 annet ledd, av aksjer	The consideration to the shareholders of the transferor company consists, in accordance with the Public Limited Companies Act section

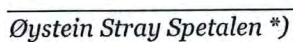
i det overtakende selskapets morselskap, Saga Tankers ASA.	13-2, of shares in the transferee company's parent company, Saga Tankers ASA.
Aksjekapitalen i Saga Tankers ASA skal forhøyes slik at nyutstedte aksjer reflekterer de virkelige verdiene som bringes inn i Saga Invest Holding AS fra Strata Marine & Offshore AS. Fastsettelsen av verdiene i Strata Marine & Offshore AS er basert på en grundig verdivurdering av virksomheten i Strata Marine & Offshore AS.	The increase of the share capital in Saga Tankers ASA shall reflect the real values brought into Saga Invest Holding AS as a result of the merger with Strata Marine & Offshore AS. The determination of the net value in Strata Marine & Offshore AS is based on a thorough valuation of the Transferors business and values.
Samtidig utsteder det overtakende selskap, Saga Invest Holding AS, en fordring til Saga Tankers ASA som tilsvarende den samlede bokførte egenkapital som Saga Invest Holding AS blir tilført ved fusjonen. Fordringen benyttes som tingsinnskudd og grunnlag for utstedelse av vederlaget.	Simultaneously the transferee company issues a receivable to Saga Tankers ASA corresponding to the total book equity as Saga Invest Holding AS is applied through the merger. The receivable is used as contribution and basis for issuance of the consideration.
Partene er i henhold til foreliggende verdivurderinger og fairness opinion enig i at virkelig verdi av eiendeler, rettigheter og forpliktelser tilhørende Strata Marine & Offshore AS tilsier antall vederlagsaksjer som angitt nedenfor.	In accordance with the present valuations og fairness opinion, the parties agree that the real net worth of assets, rights and obligations belonging to Strata Marine & Offshore AS implies the number of consideration shares as mentioned below.
Ved gjennomføringen av fusjonen etter utløp av kreditorfristene vil det skje en forhøyelse av aksjekapitalen i Saga Tankers ASA med kr 110 898 883, fra kr 175 833 728 til kr 286 732 611. Det samlede aksjeinnskuddet har en bokført nettoverdi på kr 246 585 760, hvorav kr 110 898 883 utgjør forhøyelse av selskapets aksjekapital ved utstedelse av 110 898 883 nye aksjer med pålydende kr 1 og det overskytende beløp fordeles med kr 135 686 877 til regnskapsmessig kontinuitet. Tegningskursen pr. aksje utgjør kr 2,22352 (avrundet).	After the creditor notification period has expired, the share capital in Saga Tankers ASA will be increased with NOK 110 898 883, from NOK 175 833 728 to NOK 286 732 611. The total share deposit has a total net book value of NOK 246 585 760 whereby NOK 110 898 883 increase the share capital, by issuing of 110 898 883 new shares with a face value of NOK 1, and the excess value of NOK 135 686 877, which is to be allocated to accounting continuity. The subscription price per. share is NOK 2.22352 (rounded).

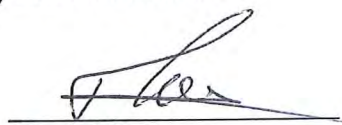
Den benyttede fremgangsmåten for fastsettelse av vederlaget er etter styrets oppfatning hensiktsmessig, og vederlaget fremstår som rimelig og saklig begrunnet.	The Board of Directors considers the applied procedure for the determination of compensation is appropriate, and the consideration appears to be reasonable and objective.
Det har ikke vært særlige vanskeligheter i forbindelse med fastsettelse av vederlaget.	There have been no particular difficulties associated with the determination of the compensation.
4	
Fusjonens betydning for de ansatte	The mergers impact on the employees
Det er ingen ansatte i det overtakende selskapet.	There are no employees in the transferee company
Forut for styrets beslutning om å foreslå fusjon skal eventuelle tillitsvalgte i Strata Marine & Offshore AS få informasjon og mulighet til å drøfte fusjonen i samsvar med arbeidsmiljøloven § 16-5 og eventuelle tariffavtaler. Fusjonsplanen med vedlegg, samt rapport fra styret, skal gjøres tilgjengelig for selskapets ansatte.	Prior to the Board of Directors' decision to propose the merger; any representatives in Strata Marine & Offshore AS shall receive information and the opportunity to discuss the merger in accordance with the Working Environment Act section 16-5 and any collective agreements. The Merger Plan with appendices and report of the Board of Directors shall be made available to employees.

Oslo, den 26. februar 2015 / Oslo, 26 February 2015

Styret i / The Board of Directors in Strata Marine & Offshore AS:


Glen Ole Rødland


Øystein Stray Spetalen *)


Martin Nes


Bjørn Bakken

*) Styremedlem Øystein Stray Spetalen er en betydelig aksjonær i både det overdragende selskap Strata Marine & Offshore AS og Saga Tankers ASA, og har som konsekvens av dette erklært seg inhabil i saker angående utarbeidelse og godkjenning av denne fusjonsplanen.

*) Board Member Øystein Stray Spetalen is a significant shareholder both in the transferor company Strata Marine & Offshore AS as well as in Saga Tankers ASA, and has consequently declared himself to be disqualified in connection with the preparation and formal approval of this merger plan.

Saga Invest Holding AS

Utkast til åpningsbalanse per 01.02.2015 utarbeidet ved fusjon med
Strata Marine & Offshore AS

EIENDELER

ANLEGGSMIDLER

Finansielle driftsmidler

Investeringer i datterselskap	70 965
Lån til foretak i samme konsern	1
Investeringer i tilknyttet selskap	27 151 999
Investeringer i aksjer og andeler	174 674 889
Obligasjoner og andre fordringer	9 792 500
Sum anleggsmidler	211 690 353

OMLØPSMIDLER

Fordringer

Kundefordringer	136 926
Andre kortsiktige fordringer	2 202 882
Sum fordringer	2 339 808

Bankinnskudd, kontanter o.l. 33 140 957

SUM EIENDELER 247 171 118

EGENKAPITAL OG GJELD

EGENKAPITAL

Innskutt egenkapital

Aksjekapital	30 000
Overkurs	-
Sum innskutt egenkapital	30 000

Opptjent egenkapital

Annen egenkapital	
Sum egenkapital	30 000

Kortsiktig gjeld

Leverandørgjeld	186 071
Skyldige offentlige avgifter	61 686
Annen kortsiktig gjeld	307 601
Gjeld til konsernselskap	246 585 760
Sum kortsiktig gjeld	247 141 118

SUM EGENKAPITAL OG GJELD 247 171 118

Oslo, den 26 februar 2015

Styret i Saga Invest Holding AS



Espen Lundaas
Styreleder

Note 1

Utkast til åpningbalanse er utarbeidet ved fusjon der Strata Marine & Offshore AS er overdragende selskap og Saga Invest Holding AS er overtakende selskap. Åpningsbalansen er utarbeidet basert på regnskapsmessig kontinuitet og i henhold til God Regnskapsskikk

Note 2

Regnskapsinformasjonen som danner grunnlaget for fusjonsbalansen er urevidert.

Strata Marine & Offshore AS

Årsberetning for 2014

Virksomhetens art og tilholdssted

Strata Marine & Offshore er et investeringsselskap med hovedkontor på Skøyen i Oslo. Selskapet har siden 2012 gradvis endret struktur fra å være et industrikonsern til å være organisert som et Private Equity selskap.

Selskapet søker å investere i kunnskapsbedrifter innenfor energi, olje, gass og offshore-industrien, med base eller røtter i Norge.

Strata Marine & Offshore fokuserer på aktivt eierskap, felles målforståelse mellom eierne, styret og selskapsledelsen, samt vekst, effektiv drift og optimal finansiering. Selskapet har bygget opp en effektiv og erfaren organisasjon med spisskompetanse innen fusjoner og oppkjøp, finans, drift og rapportering.

Redegjørelse for årsregnskapet

Selskapets driftsinntekter for 2014 ble kr 0,3 mill mot kr 0,8 mill i 2013.

Årsresultatet for 2014 ble et overskudd på kr 7,8 mill mot et overskudd på kr 0,8 mill i 2013.

Selskapets likviditetsbeholdning var kr. 37,4 mill pr 31.12.2014, mot 123,5 mill i fjor. Selskapet er i stand til å nedbetale all ekstern kortsiktig gjeld pr 31.12.2014.

Totalkapitalen var ved utgangen av året kr 248,8 mill, sammenlignet med kr. 183,2 mill året før. Egenkapitalandelen pr 31.12.2014 var 99,2 %, sammenlignet med 99,4 % pr 31.12.2013.

Etter styrets oppfatning gir årsregnskapet og informasjon gitt i årsberetning et rettviseende bilde av selskapets eiendeler, gjeld, finansielle stilling og resultat pr 31.12.2014.

Finansielle stilling og risiko

Selskapet har en solid finansiell posisjon. Med en egenkapital på kr. 246,8 mill og kontanter på kr 35,1 mill anses selskapets likviditet som god. Kortsiktig gjeld er på til sammen kr. 1,9 mill.

Selskapets markedsrisiko er hovedsakelig risiko knyttet til aksjemarkedets utvikling. Selskapet har over tid bygd opp en egen organisasjon med solid kompetanse på analyse, forvaltning og utvikling av selskaper.

De fleste investeringene er i børsnoterte verdipapirer.

Fremtidig utvikling

Styret forventer en positiv utvikling for de investeringene selskapet har foretatt. Etter styrets oppfatning har det ikke inntruffet forhold etter årsskiftet som endrer denne oppfatningen. Styret er komfortabelt med den historiske utviklingen selskapet har vist resultatmessig, så vel

som å bedømme potensielle inntektsmuligheter samt å identifisere risiko knyttet til investeringer og markedet generelt.

Styret mener selskapet er rustet til å tåle de markedssvingninger som har vært så langt i 2015 og de som eventuelt vil komme i fremtiden.

Fortsatt drift

Styret bekrefter at betingelsene for videre drift er til stede, og at konsernregnskapet for 2014 er avgitt på basis av dette.

Arbeidsmiljø og likestilling

Det var en ansatt i selskapet pr 31.12.2014. Med bakgrunn i selskapets organisasjon har ikke styret gjort spesielle tiltak innenfor område likestilling.

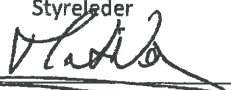
Ytre miljø

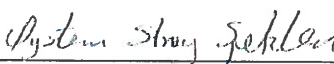
Virksomhetens bransje medfører verken forurensning eller utslipp som kan være til skade for det ytre miljø.

Oslo, 19. mars 2015

I styret for Strata Marine & Offshore AS


Glen Ole Rødland
Styreleder


Martin Nes
Styremedlem


Øystein Stray Spetsten
Styremedlem


Lars Christian Stugaard
Daglig leder


Bjørn Bakken
Styremedlem

Strata Marine & Offshore AS

RESULTATREGNSKAP 01.01. - 31.12.

(tall i hele tusen)

	Note	2014	2013
Annen driftsinntekt		<u>271 925</u>	<u>818 767</u>
Sum driftsinntekt		<u>271 925</u>	<u>818 767</u>
Varekostnad		271 925	828 592
Lønnskostnad	8	4 579 308	1 778 569
Annen driftskostnad	8	<u>2 884 237</u>	<u>10 936 067</u>
Sum driftskostnad		<u>7 735 470</u>	<u>13 543 228</u>
Driftsresultat		<u>-7 463 545</u>	<u>-12 724 461</u>
Annen finansinntekt	9	15 249 418	33 112 689
Annen finanskostnad	9	<u>-33 286</u>	<u>-19 625 521</u>
Ordinært resultat før skattekostnad		<u>7 752 587</u>	<u>762 706</u>
Årsresultat		<u>7 752 587</u>	<u>762 706</u>
Disponering av årsresultatet			
Avsatt til annen egenkapital	5	<u>7 752 587</u>	<u>762 706</u>
Sum disponert		<u>7 752 587</u>	<u>762 706</u>

Strata Marine & Offshore AS

BALANSE PR. 31.12.

	Note	2014	2013
EIENDELER			
Anleggsmidler			
Finansielle anleggsmidler			
Investeringer i datterselskap	1	0	20 062 044
Lån til foretak i samme konsern	3	0	12 183 113
Investeringer i tilknyttet selskap	1	27 151 999	0
Investeringer i aksjer og andeler	10	174 528 537	27 473 729
Obligasjoner og andre fordringer	2	9 717 501	0
Sum finansielle anleggsmidler		211 398 037	59 718 887
Sum anleggsmidler		211 398 037	59 718 887
Fordringer			
Kundefordringer	2	136 926	0
Andre kortsiktige fordringer		2 134 780	342 554
Sum fordringer		2 271 705	342 554
Bankinnskudd, kontanter o.l.	4	35 106 397	123 117 819
Sum omløpsmidler		37 378 102	123 460 373
SUM EIENDELER		248 776 140	183 179 260

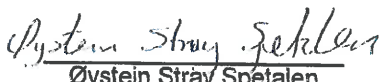
Strata Marine & Offshore AS

BALANSE PR. 31.12.

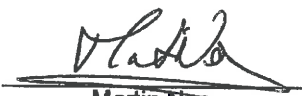
	Note	2014	2013
EGENKAPITAL OG GJELD			
EGENKAPITAL			
Innskutt egenkapital			
Aksjekapital	5, 6	14 952 338	9 968 225
Overkurs	5	137 064 643	85 159 174
Sum innskutt egenkapital		152 016 981	95 127 400
Opptjent egenkapital			
Annen egenkapital	5	94 773 589	87 021 002
Sum opptjent egenkapital		94 773 589	87 021 002
Sum egenkapital		246 790 570	182 148 402
Kortsiktig gjeld			
Leverandørgjeld		108 873	258 912
Skyldige offentlige avgifter		354 920	130 158
Annen kortsiktig gjeld	2	1 521 777	641 788
Sum kortsiktig gjeld		1 985 570	1 030 858
Sum gjeld		1 985 570	1 030 858
SUM EGENKAPITAL OG GJELD		248 776 140	183 179 260

Oslo, 19.03.2015
Styret i Strata Marine & Offshore AS


Glen Ole Rødland
Styrets leder


Øystein Stray Spetålen
Styremedlem


Bjørn Bakken
Styremedlem


Martin Nes
Styremedlem


Lars Christian Stugaard
Daglig leder

Regnskapsprinsipper

Årsregnskapet er satt opp i samsvar med regnskapsloven og god regnskapsskikk for små foretak.

Bruk av estimater

Utarbeidelse av regnskaper i samsvar med regnskapsloven krever bruk av estimater. Videre krever anvendelse av selskapets regnskapsprinsipper at ledelsen må utøve skjønn. Områder som i stor grad inneholder slike skjønnsmessige vurderinger, høy grad av kompleksitet, eller områder hvor forutsetninger og estimater er vesentlige for årsregnskapet, er beskrevet i notene.

Aksjer i datterselskap og tilknyttet selskap

Datterselskaper er selskaper der morselskapet har kontroll, og dermed bestemmende innflytelse på enhetens finansielle og operasjonelle strategi, normalt ved å eie mer enn halvparten av den stemmeberettigede kapitalen. Tilknyttet selskap er der selskapet har kontroll over mer enn 20% av den stemmeberettigede kapitalen.

Regnskapsprinsipper for aksjer i datterselskaper

Kostmetoden brukes som prinsipp for investeringer i datterselskaper. Kostprisen økes når midler tilføres ved kapitalutvidelse, eller når det gis konsernbidrag til datterselskap. Mottatte utdelinger resultatføres i utgangspunktet som inntekt. Utdelinger som overstiger andel av opptjent egenkapital etter kjøpet føres som reduksjon av anskaffelseskost. Utbytte/konsernbidrag fra datterselskap regnskapsføres det samme året som datterselskapet avsetter beløpet. Utbytte fra andre selskaper regnskapsføres som finansinntekt når utbyttet er vedtatt.

Salgsinntekter

Tjenester inntektsføres i takt med utførelsen.

Klassifisering av balanseposter

Eiendeler bestemt til varig eie eller bruk klassifiseres som anleggsmidler. Eiendeler som er tilknyttet varekretsløpet klassifiseres som omløpsmidler. Fordringer for øvrig klassifiseres som omløpsmidler hvis de skal tilbakebetales innen ett år. For gjeld legges analoge kriterier til grunn. Første års avdrag på langsiktige fordringer og langsiktig gjeld klassifiseres likevel ikke som omløpsmiddel og kortsiktig gjeld.

Anskaffelseskost

Anskaffelseskost for eiendeler omfatter kjøpesummen for eiendelen, med fradrag for bonuser, rabatter og lignende, og med tillegg for kjøpsutgifter (frakt, toll, offentlige avgifter som ikke refunderes og eventuelle andre direkte kjøpsutgifter). Ved kjøp i utenlandsk valuta balanseføres eiendelen til kursen på transaksjonstidspunktet.

Andre langsiktige aksjeinvesteringer

Kostmetoden brukes som prinsipp for investeringer i andre aksjer mv. Utdelinger regnskapsføres i utgangspunktet som finansinntekt, når utdelingen er vedtatt. Hvis utdelingene vesentlig overstiger andel av opptjent egenkapital etter kjøpet, føres det overskytende til reduksjon av kostprisen.

Nedskrivning av anleggsmidler

Ved indikasjon om at balanseført verdi av et anleggsmiddel er høyere enn virkelig verdi, foretas det test for verdifall. Testen foretas for det laveste nivå av anleggsmidler som har selvstendige kontantstrømmer. Hvis balanseført verdi er høyere enn både salgsverdi og gjenvinnbart beløp (nåverdi ved fortsatt bruk/eie), foretas det nedskrivning til det høyeste av salgsverdi og gjenvinnbart beløp.

Tidligere nedskrivninger reverseres hvis forutsetningene for nedskrivningen ikke lenger er til stede.

Fordringer

Kundefordringer føres opp i balansen etter fradrag for avsetning til forventede tap. Avsetning til tap gjøres på grunnlag av individuell vurdering av fordringene og en tilleggsavsetning som skal dekke øvrige påregnelige tap. Vesentlige økonomiske problemer hos kunden, sannsynligheten for at kunden vil gå konkurs eller gjennomgå økonomisk restrukturering, og utsettelse og mangler ved betalinger anses som indikatorer på at kundefordringer må nedskrives.

Andre fordringer, både omløpsfordringer og anleggsfordringer, føres opp til det laveste av pålydende og virkelig verdi. Virkelig verdi er nåverdien av forventede framtidige innbetalinger. Det foretas likevel ikke neddiskontering når effekten av neddiskontering er uvesentlig for regnskapet. Avsetning til tap vurderes på samme måte som for kundefordringer.

Utenlandsk valuta

Fordringer og gjeld i utenlandsk valuta vurderes etter kursen ved regnskapsårets slutt. Kursgevinster og kurstap knyttet til utenlandsk valuta presenteres under finans i resultatregnskapet. Selskapets funksjonelle valuta er NOK.

Gjeld

Gjeld, med unntak for enkelte avsetninger for forpliktelser, balanseføres til nominelt gjeldsbeløp.

Pensjoner*Innskuddsplaner*

Ved innskuddsplaner betaler selskapet innskudd til et forsikringsselskap. Selskapet har ingen ytterligere betalingsforpliktelse etter at innskuddene er betalt. Innskuddene regnskapsføres som lønnskostnad.

Skatt

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt beregnes på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt eventuelt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet. Oppføring av utsatt skattefordel på netto skattereduserende forskjeller som ikke er utlignet og underskudd til fremføring, begrunnes med antatt fremtidig inntjening. Utsatt skatt og skattefordel som kan balanseføres oppføres netto i balansen.

Note 1 Datterselskap, tilknyttet selskap og felleskontrollert virksomhet

Investering i tilknyttet selskap regnskapsføres etter kostmetoden.

Tilknyttet selskap	Forretningskontor	Eier-/ stemme- andel	Egenkapital 31.12.2013 (100 %) i SEK	Resultat 2013 (100 %) i SEK	Balanseført verdi i NOK
Nickel Mountain Group AB	Stockholm	29,9 %	174 228 000	-110 388 000	27 151 999
Balanseført verdi 31.12.					27 151 999

Eiken Mekaniske Verksted AS og Enerquip AS er solgt i løpet av 2014. Se note 9 for spesifikasjon av finansinntekter og kostnader. Se note 10 for investering i aksjer og andeler.

Note 2 Fordringer og gjeld**Kundefordringer**

	2014	2013
Kundefordringer til pålydende	136 925	0
Avsetning til tap på kundefordringer	0	0
Kundefordringer i balansen	136 925	0

Fordringer med forfall senere enn ett år

	2014	2013
Andre langsiktige fordringer	6 717 500	12 183 000
Sum	6 717 500	12 183 000

Langsiktig gjeld med forfall senere enn 5 år

	2014	2013
Gjeld til kredittinstitusjoner	0	0
Sum	0	0

	2014	2013
Gjeld sikret ved pant	0	0

I Strata Marine & Offshore AS ligger det en selvskyldnerkausjon på MNOK 6,5 relatert til prosjektleveranser i NEL Hydrogen AS. Konkursboet er ikke endelig avsluttet, men på tidspunkt for regnskapsavleggelse er det vurdert å ikke være sannsynlighetsovervekt for at dette kravet vil komme til oppgjør, og det er således ikke innregnet i resultat og balanse pr 31.12.2014.

Note 3 Mellomværende med selskap i samme konsern m.v.

	Andre langsiktige fordringer	
	2014	2013
Tidligere datterselskap	0	12 046 000
Sum	0	12 046 000

Ansvarelig lån til NEL Hydrogen AS anses som tapt i 2013 i forbindelse med konkursen i datterselskapet og tapet er innregnet i sin helhet i 2013.

Note 4 Bundne bankinnskudd, trekkrettigheter

Bundne bankinnskudd	2014	2013
Skattetreksmidler	302 631	110 621

Note 5 Egenkapital

Årets endring i egenkapital	Aksjekapital	Overkurs	Annen egenkapital	Sum
Egenkapital 01.01.	9 968 225	85 159 174	87 021 002	182 148 402
Kapitalforhøyelse	4 984 113	53 105 778	0	58 089 891
Emisjonskostnader	0	-1 200 310	0	-1 200 310
Årets resultat	0	0	7 752 587	7 752 587
Egenkapital 31.12.	14 952 338	137 064 643	94 773 589	246 790 570

Note 6 Aksjekapital og aksjonærinformasjon

Aksjekapital og aksjonærinformasjon:

Aksjekapitalen i Strata Marine & Offshore AS pr. 31.12.2014 består av:	Antall	Pålydende (kr)	Balanseført
Ordinære aksjer	174 269 673	0,0858	14 952 338
Sum	174 269 673	0,0858	14 952 338

Hver aksje gir samme rett i selskapet.

Eierstruktur:

Aksjonærene i Strata Marine & Offshore AS pr. 31.12.2014 var

	Aksjer	Eierandel	Stemmeandel
ALLUM HOLDING AS	106 494 305	61,11 %	61,11 %
GROSS MANAGEMENT AS	17 443 569	10,01 %	10,01 %
AS FERNCLIFF	9 799 111	5,62 %	5,62 %
BJØRN BAKKEN	6 513 750	3,74 %	3,74 %
ØYSTEIN IKDAHL	4 350 000	2,50 %	2,50 %
WIECO AS	4 000 462	2,30 %	2,30 %
BJØRN HÅVARD BRÆNDEN	3 271 875	1,88 %	1,88 %
DEUTSCHE BANK AG LONDON	2 772 956	1,59 %	1,59 %
KÅRE KLAVENES	2 700 000	1,55 %	1,55 %
TERJE VIRIK	2 500 000	1,43 %	1,43 %
BJØRN OLSEN	1 901 250	1,09 %	1,09 %
BHB Capital Management AS	1 750 791	1,00 %	1,00 %
Øvrige aksjonærer (med mindre enn 1% eierandel)	10 771 604	6,18 %	6,18 %
Sum aksjonærer	174 269 673	100,00 %	100,00 %

Aksjer eiet av medlemmer i styret og daglig leder:

Navn	Verv	Antall aksjer
Glen Ole Rødland - indirekte eierskap*	Styreleder	22 716 968
Øystein Stray Spetalen - indirekte eierskap**	Styremedlem	96 896 938
Bjørn Bakken	Styremedlem	6 513 750

* Via Allum Holding AS, Gross Management AS og Ricin Invest AS

** Via Allum Holding AS, Gross Management AS, AS Ferncliff og Ricin Invest AS

Note 7 Skatt

Beregning av utsatt skatt/utsatt skattefordel

	2014	2013
Midlertidige forskjeller		
Netto midlertidige forskjeller	0	0
Underskudd til fremføring	-16 690 161	-14 704 734
Grunnlag for utsatt skatt	-16 690 161	-14 704 734
27 % utsatt skatt	-4 506 343	-3 970 350
Herav ikke balanseført utsatt skattefordel	4 506 343	3 970 350
Utsatt skatt i balansen	0	0

Begrunnelsen for at utsatt skattefordel ikke er balanseført er at historiske resultater skaper tvil om at framtidige skattepliktige overskudd vil være tilstrekkelige til å utnytte skattefordelen.

Grunnlag for skattekostnad, endring i utsatt skatt og betalbar skatt

Grunnlag for betalbar skatt

Resultat før skattekostnad	7 752 587	762 706
Permanente forskjeller	-9 738 014	-1 381 000
Grunnlag for skattekostnad på årets resultat	-1 985 427	-618 294
Endring i midlertidige forskjeller	0	0
Gr.lag for bet.bar skatt i res.regnskapet	-1 985 427	-618 294
Skattepliktig inntekt (grunnlag for betalbar skatt i balansen)	-1 985 427	-618 294

	2014	2013
Fordeling av skattekostnaden		
Betalbar skatt (27 % av grunnlag for betalbar skatt i resultatregnskapet)	0	0
Sum betalbar skatt	0	0
Endring i utsatt skatt	0	0
Skattekostnad videreført virksomhet	0	0
Skatteeffekt som følge av endring til 27% utsatt skatt		0
Skattekostnad i prosent av resultat før skatt	0 %	0 %
Betalbar skatt i balansen		
Betalbar skatt i skattekostnaden	0	0
Betalbar skatt i balansen	0	0

Note 8 Lønnskostnader, antall ansatte, godtgjørelser, lån til ansatte mm.

Lønnskostnader	2014	2013
Lønninger	3 906 839	1 289 789
Arbeidsgiveravgift	594 184	332 877
Pensjonskostnader	67 910	151 952
Andre ytelser	10 374	3 951
Sum	4 579 308	1 778 569

Sysselsatte årsverk i regnskapsåret har vært	1	2
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Ytelser til ledende personer (Gjelder morselskapet og konsernet)	Daglig leder	Styret
Lønn	0	225 000
Pensjonsutgifter	0	0
Annen godtgjørelse	725 448	0

Daglig leder har blitt leid inn og honorar er presentert under annen godtgjørelse.

Det er ikke gitt lån/sikkerhetsstillelse til daglig leder, styrets leder eller andre nærstående parter.
Det er ingen opsjoner eller avtalt sluttvederlag til daglig leder.

Kostnadsført godtgjørelse til revisor

	2014	2013
Lovpålagt revisjon (inkl. teknisk bistand med årsregnskap)	285 713	272 000
Skatterådgivning (inkl. teknisk bistand med ligningspapirer)	15 000	39 000
Annen bistand	2 039	0
Sum	302 752	311 000

Note 9 Spesifikasjon av finansinntekter og finanskostnader

Finansinntekter	2014	2013
Renteinntekt fra andre konsernselskaper	0	249 000
Gevinst ved avhendelse av Aqualis Offshore Ltd	0	18 055 000
Mottatt utbytte datterselskap	0	10 548 000
Gevinst ved avhendelse av aksjer og andeler	10 015 669	0
Renteinntekt	2 863 910	3 172 000
Valutagevinst	4 353	558 000
Andre finansinntekter	2 365 486	530 689
Sum finansinntekter	15 249 418	33 112 689

Finanskostnader	2014	2013
Nedskrivning investering i datterselskap	0	18 069 607
Tap ved avhendelse datterselskap	0	1 546 000
Tap ved avhendelse av aksjer og andeler	0	0
Rentekostnad	1 679	2 724
Valutatap	31 607	7 191
Sum finanskostnader	33 286	19 625 522

Note 10 Investeringer i aksjer og andeler

	Eierandel	Balanseført verdi
Weifa ASA		
NEL ASA	10,3 %	109 035 469
Aqualis ASA	11,3 %	33 565 246
Aqualis Offshore Holdco	12,6 %	31 856 858
Balanseført verdi på investeringer i aksjer og andeler 31.12.	10,5 %	70 965
		174 528 537

Investeringene klassifiseres som finansielle anleggsmiddel i balansen, og urealiserte gevinster innregnes ikke i resultatregnskapet. Verdifall som ikke er forbigående kostnadsføres som finanskostnad.

Se spesifikasjon av finansinntekter og finanskostnader i note 9.

Til generalforsamlingen i Strata Marine & Offshore AS

Revisors beretning

Uttalelse om årsregnskapet

Vi har revidert årsregnskapet for Strata Marine & Offshore AS, som viser et overskudd på kr 7 752 587. Årsregnskapet består av balanse per 31. desember 2014, resultatregnskap for regnskapsåret avsluttet per denne datoen, og en beskrivelse av vesentlige anvendte regnskapsprinsipper og andre noteopplysninger.

Styret og daglig leders ansvar for årsregnskapet

Styret og daglig leder er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge, og for slik intern kontroll som styret og daglig leder finner nødvendig for å muliggjøre utarbeidelsen av et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller feil.

Revisors oppgaver og plikter

Vår oppgave er å gi uttrykk for en mening om dette årsregnskapet på bakgrunn av vår revisjon. Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder International Standards on Auditing. Revisjonsstandardene krever at vi etterlever etiske krav og planlegger og gjennomfører revisjonen for å oppnå betryggende sikkerhet for at årsregnskapet ikke inneholder vesentlig feilinformasjon.

En revisjon innebærer utførelse av handlinger for å innhente revisjonsbevis for beløpene og opplysningene i årsregnskapet. De valgte handlingene avhenger av revisors skjønn, herunder vurderingen av risikoene for at årsregnskapet inneholder vesentlig feilinformasjon, enten det skyldes misligheter eller feil. Ved en slik risikovurdering tar revisor hensyn til den interne kontrollen som er relevant for selskapets utarbeidelse av et årsregnskap som gir et rettviseende bilde. Formålet er å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll. En revisjon omfatter også en vurdering av om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene utarbeidet av ledelsen er rimelige, samt en vurdering av den samlede presentasjonen av årsregnskapet.

Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Konklusjon

Etter vår mening er årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av den finansielle stillingen til Strata Marine & Offshore AS per 31. desember 2014, og av resultater for regnskapsåret som ble avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Uttalelse om øvrige forhold

Konklusjon om årsberetningen

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, mener vi at opplysningene i årsberetningen om årsregnskapet og forutsetningen om fortsatt drift er konsistente med årsregnskapet og er i samsvar med lov og forskrifter.

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag ISAE 3000 "Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon", mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

Sandefjord, 20. mars 2015
PricewaterhouseCoopers AS

A blue ink signature, appearing to read 'Morten Bast Ness', written over a horizontal line.

Morten Bast Ness
Statsautorisert revisor



Saga Tankers ASA
Sjølyst plass 2
0278 Oslo

Report on the Compilation of the unaudited Pro Forma Financial Information Included in the Information Memorandum

We have completed our assurance engagement to report on the compilation of the unaudited pro forma financial information of Saga Tankers ASA (the "Company"). The pro forma financial information consists of the unaudited pro forma financial position as of 31 December 2014, the pro forma statement of income for the year ended 31 December 2014, and related notes as set out on pages 54–59 of the Information Memorandum issued by the Company. The applicable criteria on the basis of which the Company has compiled the unaudited pro forma financial information are specified in EU Regulation No 809/2004 as included in the Norwegian Securities Trading Act and described in Section 10.

The pro forma financial information has been compiled by the Company to illustrate the impact of the Transaction set out in Section 10.1 on the Company's financial position as at 31 December 2014 and the Company's financial performance for the year ended 31 December 2014 as if the transaction had taken place at 31 December 2014 and 1 January 2014, respectively. As part of this process, information about the Company's financial position and financial performance has been extracted by the Company from the Company's unaudited interim financial statements for the year ended 31 December 2014.

The Board of Directors' and Management's Responsibility for the Pro Forma Financial Information

The Board of Directors' and Management are responsible for compiling the unaudited pro forma financial information on the basis of the requirements of EU Regulation No 809/2004 as included in the Norwegian Securities Trading Act.

Practitioner's Responsibilities

Our responsibility is to express an opinion, as required by Annex II item 7 of EU Regulation No 809/2004 about whether the unaudited pro forma financial information has been compiled by the Company on the basis stated and that this basis is consistent with the accounting policies of the of the Company.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in an information memorandum, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner comply with ethical

requirements and plan and perform procedures to obtain reasonable assurance about whether the Company has compiled, the unaudited pro forma financial information on the basis stated in Section 10 of the Information Memorandum and whether this basis is consistent with the accounting policies of the Company. Our work primarily consisted of comparing the unadjusted financial information with the source documents as described in Section 10 of the Information Memorandum, considering the evidence supporting the adjustments and discussing the unaudited Pro Forma Financial Information with management of the Company.

The aforementioned opinion does not require an audit of historical unadjusted financial information, the adjustments to confirm the accounting policies of Strata Marine & Offshore AS to the accounting policies of the Company, or the assumptions summarized in Section 10 of the Information Memorandum. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an information memorandum is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2014 and 1 January 2014, would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Company in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related unaudited pro forma adjustments give appropriate effect to those criteria;
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the pro forma financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- the unaudited pro forma financial information has been properly compiled on the basis stated in Section 10 of the Information Memorandum; and
- the basis is consistent with the accounting policies of the Company.

This report is issued for the sole purpose of the merger of Saga Invest Holding AS and Strata Marine & Offshore AS, with settlement in shares in Saga Tankers ASA, a company listed on the Oslo Børs (Oslo Stock Exchange), as set out in the Information Memorandum submitted to Oslo Børs for inspection and review before publication. Therefore, this report is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than the transaction described above. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this report in connection with any other transactions than the merger of Saga Invest Holding AS and Strata Marine & Offshore AS, with settlement in shares in Saga Tankers ASA.

Oslo, 13 April 2015

PricewaterhouseCoopers AS



Anders Ellefsen

State Authorised Public Accountant (Norway)