

## **HAFNIA LIMITED (N-OTC: HAFNIA) – SUCCESSFULLY COMPLETED PRE-LISTING PRIVATE PLACEMENT AND UPCOMING LISTING ON OSLO AXESS.**

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*5 November 2019.*

Reference is made to the press release from Hafnia Limited (the "Company") published 4 November 2019 regarding updated transaction terms in the contemplated pre-listing private placement (the "Pre-Listing Private Placement") and subsequent listing (the "Listing") on Oslo Axess (a fully regulated marketplace operated by the Oslo Stock Exchange).

The Company is pleased to announce that it has successfully completed the bookbuilding in the Pre-Listing Private Placement. The Pre-Listing Private Placement attracted significant interest from a number of high-quality investors, both internationally and in the Nordics. The Pre-Listing Private Placement was well subscribed and more than 130 investors were allocated shares. The offering price was set at NOK 25.45 per share (the "Offering Price"). The Company will issue 27,086,346 new shares (the "New Shares") raising gross proceeds of USD 75 million. A consortium of financial investors (the "Selling Shareholders") will sell 45,143,910 existing shares (the "Sale Shares") in the Company raising gross proceeds of USD 125 million. The Managers have over-allotted 10,834,538 existing shares (the "Additional Shares"), representing approximately 15% of the New Shares and Sale Shares, equal to USD 30 million. A total of 83,064,794 shares were allocated in the Pre-Listing Private Placement which corresponds to a total offering size of USD 230 million (the "Offering Size"). The Company will have 370,244,325 shares outstanding after the Pre-Listing Private Placement which based on the Offering Price corresponds to a market capitalization of approximately USD 1,025 million. The Offering Size represents approximately 22.4% of the outstanding shares in the Company after the Pre-Listing Private Placement and the total free float is approximately 33.9%.

The net proceeds from the sale of New Shares will, at the Company's own discretion, be used towards: i) financing of the equity portion of the acquisition of two MR vessels, ii) repayment of an unsecured RCF facility from BW Maritime, iii) repayment of an unsecured term loan facility, and iv) working capital and general corporate purposes.

The Selling Shareholders were PAG with USD 42.4 million, Davidson Kempner with USD 18.7 million, Oak Hill with USD 14.8 million, GNRI with USD 14.5 million, Blackstone with USD 13.3 million, Tufton with USD 11.0 million and Tennenbaum with USD 10.2 million (based on pre-transaction pro-rata ownership). PAG, Davidson Kempner and Oak Hill are represented on the Board of Directors of the Company.

The Selling Shareholders have granted the Managers a greenshoe option, exercisable by Pareto Securities AS as stabilisation manager (the "Stabilisation Manager") within 30 days from the first day of listing on Oslo Axess to cover short positions created by over-allotments in connection with the Pre-Listing Private Placement. For the purpose of enabling delivery of such over-allotted shares, the Managers have borrowed an equal number of shares from the Selling Shareholders (based on pre-transaction pro-rata ownership).

After the Pre-Listing Private Placement (including full over-allotment and assuming no stabilization activities) the Selling Shareholders will collectively hold 13.7% of the outstanding shares in the Company – PAG holds 4.6%, Davidson Kempner holds 2.0%, Oak Hill holds 1.6%, GNRI holds 1.6%, Blackstone holds 1.5%, Tufton holds 1.2% and Tennenbaum holds 1.1%.

The Stabilisation Manager may from the first day of the Listing, effect transactions with a view to support the market price of the Shares at a level higher than what might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the final price per share in the Pre-Listing Private Placement. There is no obligation on the Stabilisation Manager to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilisation activities, if commenced, may be discontinued at any

time, and will be brought to an end at the latest 30 calendar days after the time at which trading in the Shares commences on Oslo Axess. It should be noted that stabilisation activities might result in market prices that are higher than what might otherwise prevail. A separate disclosure regarding the over-allotment and stabilisation activities will be issued by the Stabilisation Manager on the first day of listing on Oslo Axess.

Notifications of allocation and payment instructions will be communicated to the applicants by the Managers on or about 5 November 2019. The allocated shares in the Pre-Listing Private Placement will be settled on a delivery versus payment (DVP) basis on or about 12 November 2019. The new shares allocated in the Pre-Listing Private Placement as well as the Company's existing shares are expected to be listed and tradable on Oslo Axess from on or about 8 November 2019. Trades in the Company's shares are currently quoted on the Norwegian OTC list. However, the Company will de-register from the Norwegian OTC list in connection with the listing process on Oslo Axess.

The completion of the Pre-Listing Private Placement is subject to (i) the shares allocated in the primary base offering being registered in the Norwegian Central Securities Depository; and (ii) the Company's shares being admitted to trading on Oslo Axess.

The Company, the Selling Shareholders and BW Group Limited have agreed with the Managers to be subject to a 180 day lock-up period. In addition, members of the Company's management and board have agreed with the Managers to be subject to a 360 day lock-up period. These lock-up agreements will be subject to certain exceptions and may only be waived with the consent of the Joint Global Coordinators.

BW Group Limited was allocated 18,057,563 Offer Shares at the Offering Price and will following completion of the Pre-Listing Private Placement own 242,197,287 shares (65.4%) in the Company. BW Group Limited is represented on the Board of Directors of the Company. Further, the following primary insiders were allocated Offer Shares at the Offering Price:

- Perry Van Echtelt was allotted 40,285 Offer Shares. He will following completion of the Pre-Listing Private Placement own 40,285 shares and 296,112 options in the Company.

Pareto Securities AS and Skandinaviska Enskilda Banken AB (publ.) (Oslo branch) are acting as Joint Global Coordinators and Joint Bookrunners (the "Joint Global Coordinators"), Fearnley Securities AS is acting as Joint Bookrunner and ABN AMRO Bank N.V., Danske Bank (Norwegian Branch) and Nordea Bank Abp (filial i Norge) are acting as Co-Managers (together the "Managers") in connection with the Pre-Listing Private Placement and the Listing. Advokatfirmaet Thommessen AS is acting as legal advisor to the Company and Advokatfirmaet Schjødt AS is acting as legal advisor to the Managers.

#### **About the Company:**

Hafnia is one of the world's leading oil product tanker owners and operators. The Company provides transportation of oil and oil products to leading national and international oil companies, major chemical companies, as well as trading and utility companies. Hafnia operates a fleet of 180 vessels in pools including newbuilds, of which 102 are owned or chartered-in including six owned LR2s, 27 owned and 9 chartered-in LR1s, 41 owned and six chartered-in MRs and 13 owned Handy vessels. The Company has a net asset value in the excess of USD 1bn and is fully financed with a strong balance sheet providing financial flexibility.

Hafnia has a solid history in chartering, operations and technical management and strive to always offer customers the best solution for their transportation needs. This solution-focused approach has resulted in a strong reputation and the Company remain firmly committed to being a responsible member of the industry and operating according to the highest ethical standards.

Hafnia is a global company with offices in Singapore, Copenhagen and Houston and presence in Mumbai. The Company is part of BW Group, an international shipping group that has worked in oil and gas transportation, floating gas infrastructure, environmental technologies and deep-water production for over 80 years.

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Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Company's shares and determining appropriate distribution channels.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "anticipate", "believe", "continue", "estimate", "expect", "intends", "may", "should", "will" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice.

This announcement is made by and, and is the responsibility of, the Company. The Managers are acting exclusively for the Company and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, or for advice in relation to the contents of this announcement or any of the matters referred to herein.

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