RISKS ASSOCIATED WITH INVESTING IN PROJECT FINANCE STRUCTURES

1. INTRODUCTION

It should be emphasized that all investments are associated with risk, to a larger or lesser degree. Investors should be prepared for a situation where an investment results in a substantial loss. For limited companies, such loss will be limited to the amount for which each investor has subscribed (or purchased shares), with the addition of any added investment commitment agreed upon. For investments in general partnerships (including Norwegian ANS), limited partnerships (including Norwegian KS and IS) and other companies subject to partnership taxation, investors may lose more than the invested capital (for KS and IS in case of the company being established with uncalled capital). See below for further details. When an investor subscribes for or purchases shares in a company, he invests in all assets and liabilities of the company. It may turn out that there exist company liabilities which are unknown to the issuer and/or seller and/or Pareto Securities at the time of purchase. Historical actions may also influence the future tax position of the company, something which is not necessarily obvious at the time of purchase.

Please see information below concerning risk involved in investments in different segments like shipping, offshore, real estate and private equity. Further information about investments in partnerships is also provided. The below description of risk factors shall not be considered exhaustive, and factors that are not mentioned in the following, or factors that Pareto Securities is not aware of, may have a significant impact on the value of the investment.

2. GENERAL REMARKS ON RISK RELATED TO INVESTMENTS IN PROJECT FINANCE INVESTMENTS

2.1 General remarks on risk involved in leveraged instruments

Individual projects may be leveraged up to 80-90%. Such leverage enables the funds or companies to make larger investments than otherwise possible, and increases potential returns. At the same time, leverage increases risk related to the invested capital, as the effect of falling values in underlying projects will increase. As an example, a leverage of 50% will magnify the effect of a value increase or decrease on the invested capital by a factor or two (i.e. double the effect). In addition, leverage introduces risk associated with changes in the lender's margin for the duration of the loan, and risk related to refinancing situations at loan's maturity.

2.2 Tax risk

The information on the target or target-company will be based on laws, regulations, case law and administrative practice as applicable on the time of the investment. Changes in tax legislation, rules and regulations may lead to changed conditions for the investors, including reduced profitability in the project. Special rules apply for companies subject to partnership taxation – please refer section 6, third paragraph.

2.3 Liquidity risk - second-hand trading

No established market place exists for the trade of shares in shipping, offshore and real estate projects or funds. The liquidity in the secondary market is subject to large variations, and differs from project to project. During some periods, it may be difficult or impossible to trade shares in the secondary market.

2.4 AIFM risk

Norway has introduced rules corresponding to the Alternative Investment Fund Managers (AIFM) Directive. Certain unclarified issues still remain with regard to the scope of the rules. For each project, Pareto Securities considers whether a company falls outside the scope of the AIFM directive. If a company is considered to fall within the scope of the AIFM Directive, increased costs may apply because of, *inter alia*, registration with, and ongoing reporting to, the Financial Supervisory Authority of Norway. There is also a possibility that the company will need to appoint a licensed manager and a custodian.

3. INVESTMENTS IN SHIPPING AND OFFSHORE

Any shipping or offshore project carries with it certain elements of risk. If you do not understand the underlying risk in a project, we strongly recommend you not to invest in it. Below is a list of the most important risk elements tied to shipping/offshore projects, which we recommend anyone who evaluates a possible investment in a project to read carefully. The order in which the individual risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of the severity or significance of individual risks. In addition to the following risks, other risks of which the respective project company is currently unaware, or which it does not currently consider to be material, may materialize and have adverse effects on the project's business, prospects, financial condition or results of operations. If any of these risks materializes, the price of the respective project's shares may decline, and investors could lose all or part of their invested and committed capital.

3.1 Counterparty risk

The return calculations in any project depends heavily on the charterer's/counterparty's ability to honor its obligations under the bareboat charterparty and/or other agreements (where applicable), including honoring any put option/purchase obligations at the end of the charter party. Should the counterparty default on its obligations, this may have adverse consequences on the investment. The charterer's/counterparty's financial strength and its ability to maintain its strength and solvency throughout the tenure of the bareboat charter, will thus be very important. Should the charterer/counterparty default under the charter, there is no assurance that the company will be able to obtain replacement charter on similar terms and revenue.

3.2 Competitive environment

The company in any shipping project operates in a competitive environment with a number of other players. The demand for, and the pricing of the company's services and assets before and after delivery are outside the company's control. On the supply side there are uncertainties tied to ordering of new vessels and scope of future scrapping of existing vessels. The actual residential value of the vessel might be lower than in the estimates.

3.3 Maritime liens

Maritime claimants could arrest the company's vessel. Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may, pursuant to applicable local laws, may be entitled to a maritime lien against the company's vessel for unsatisfied debts, claims or damages. Whilst the contractual framework of the bareboat charterparty is most strict towards the charterer, the risk remains inescapably materialiseable if the charterer defaults.

3.4 Wrongful arrest

In the event the charterer defaults in its obligations to third parties, and faces claim from such, a claimant could pursue its claim against the charterer, by arrest or attachment of one or more vessels (even if owned by the company and if it later be deemed a wrongful arrest), and could thus interrupt the cash flow from the charterer and might even require the company to pay a significant amount of money to have the arrest lifted, if this is not done by the charterer. An arrest may, depending on which jurisdiction the proceedings are opened in, pose high costs in arranging for its lifting, and could require local legal expertise in heavily bureaucratic jurisdictions, which may not have ratified international conventions that provide foreseeability in the proceedings.

3.5 Execution risk

There is always a possibility that any described transaction might not conclude due to various execution risks related to, but not limited to, documentation, inspection of the vessel and/or class records and/or due diligence. Thus there might be some external and third party costs that are not refundable.

3.6 Yard risk

Some projects involve newbuilding(s) rather than acquiring second-hand tonnage. In these projects the yard's ability to deliver the vessel according to specifications and on time may be a potential risk factor. The instalments paid to the yard will normally be guaranteed by a refund guarantee from the yard or a financial institution. Their ability to honor this obligation in a default scenario is a potential risk, and may have adverse consequences on the investment.

3.7 Operational versus financial lease

Relevant tax authorities may classify a project as a financial lease or an operational lease. This may have implications for amongst others the tax treatment of the company and the investors. In addition, if a project is deemed to be a financial lease, the partnership shares are considered to be a disqualifying asset for companies under the Norwegian tonnage tax regime (and certain other tonnage tax regimes depending on the individual regulations).

3.8 Economic life, technical risk and redelivery

The possibility for rational operation greatly influences a vessel's economic life, which depends on the running maintenance of the vessel. Technical risk will always be present, even if the vessel is on a bareboat charter, especially upon redelivery of the vessel if the charterer should not be able to fulfil its obligations.

3.9 Regulatory risk

There will always be a risk that amendments to regulatory provisions may affect the economic lives of any vessels and their earning potential. Over the past 20 years, the shipping and offshore industry has faced various legislative changes affecting the industry. New technical or other requirements (including health and environmental requirements) pertaining to a vessel and costs of compliance with such are imposed on the charterer; however, any default or inability of the charterer to cover such costs may also impose costs on the company that cannot be recouped from the charterer.

3.10 Environment/pollution

As shipping and offshore activities involve the transportation of cargoes carrying pollutants, there will always be certain risks involved in the ownership of commercial shipping and offshore assets. Although the company shall, under the bareboat charters, require that the charterer has insurance to protect against most of the accident-related risks involved in the conduct of its business, risks may arise for which the company is not adequately insured under the standard covers of insurance. For example, any particular claim may not be paid by the company's insurance due to the charterer's lack of compliance with the insurance policy's requirements and insurer's rules.

3.11 Political risk

Shipping and offshore vessels operate worldwide, and may be exposed to political risk, risk of piracy, corruption, etc.

3.12 Currency risk

Operating revenues and operation costs – including but not limited to interest costs – will often be denominated in currencies other than NOK, generally USD or EUR. The reference currency for the underlying company's operating assets will typically also be USD or EUR, and corporate funding will generally have the same denomination. Currency fluctuations can affect the posted and net asset value of a vessel or project when expressed in or converted to NOK, and thus also the yield to the investor and equity value of shares in any given project.

3.13 Financial risk

Any changes in the underlying interest rate would affect the return on a project with floating rate bank financing directly. Indirectly, the interest rate levels can also affect the value of a vessel at the point of sale. In projects with bank debt, the underlying interest rate may or may not be fixed/swapped. The issue will normally be addressed by the board in each single purpose company. Lenders to projects/banks will impose covenants on the project, and may impose certain penalties if these are not met, such as an extraordinary repayment of the loan if the company is in a breach of these covenants.

For projects in which there is a debt which matures before the end of the employment in particular, and for debt financing in general, there is a risk associated with the respective company's ability to refinance the loan. Terms of such refinancing, if secured, may be better or worse than the terms of the existing loan arrangements. Additionally, there may be additional costs and risks associated with the refinancing of debt.

3.14 Tax risk

Changes to tax rules or the application of same, may result in investors being faced with new and different investment conditions, including reduced profitability of the project.

Changes to the Norwegian tonnage tax regime are expected to be effective from 1. January 2018. It is not clear how these changes may affect the tax position of the various companies and/or the investors currently being subject to tonnage tax. There is a risk that investors tax resident in Norway will not be allowed to include an ownership interest in some of our companies as a qualifying and/or legal asset in the Norwegian tonnage tax regime. This would result in the ownership interest having to be owned outside of a Norwegian investor's tonnage taxed entities and/or that the earnings from the ownership interest in the company would be subject to ordinary corporate income taxation.

Changes in the Norwegian rules pertaining to tax residency, which are likely to be implemented shortly, will not directly affect the companies and should not affect investors that are tax resident outside Norway. As with the changes to the tonnage tax regime, it cannot be ruled out that these changes will lead to other changes in law making it more difficult to qualify for exemptions and favorable tax treatment in Norway.

4 INVESTMENTS IN REAL ESTATE

4.1 Market risk

The risk associated with real estate investments is primarily determined by the uncertainty of the value of the property involved. Risk factors may thus be defined as those factors that influence property values. The two most important factors are the supply of, and demand for, commercial property, and the yields that the investors are willing to accept upon the acquisition of real estate. Property and property related assets are inherently difficult to appraise due to the individual nature of each property and due to the fact that there is not necessarily a liquid market or clear price mechanism. As a result, valuations may be subject to substantial uncertainties. There is a risk that the estimates resulting for the valuation process will not reflect the actual sales price. Any future property market recession could materially adversely affect the value of the property.

4.2 Re-letting risk

The property market is affected by the vacancy and other real estate supply in the market at the end of the lease term and the demand for the type of premises held by the company. If the premises cannot be re-let on similar terms, it will influence the cash flow and the value of the company. It may also become significantly more difficult to realize the property and/or the company. The location of the property will have a major impact on the prospects for obtaining new leases, as well as for the developments in the value of the property/company in general.

4.3 Macro-economic conditions

The demand and supply in the real estate market will depend on the general economic development in the economy, at the local, regional and national level. Developments in interest rate level, inflation and employment will be of relevance in this context.

4.4 Financial risk

Fluctuations in the interest rates of a real estate project's financing may have direct impact on investor returns. The level of real interest rates (interest rates adjusted for inflation) over time is a critical factor in the development of property value and thus also for investor returns. Interest levels also indirectly influence rent levels at the renewal of lease contracts.

Interest cost constitutes a significant cost for leveraged real estate investments. An increase in interest levels, including increases due to increased margins demanded by lenders, may constitute a strain on the company's liquidity. Interest risk may, however, be reduced by entering into interest rate swap agreements. An interest rate swap is a contract between two parties, whereby the parties agree to pay (respectively receive) a fixed interest for a fixed duration of time, against receiving (respectively paying) the floating interest rate in the same currency and for the same period. The fixed interest rate is determined at the same time of signing, and is valid for the entire duration of the swap. In case of a termination of the swap contract before maturity, and if the actual floating interest rate has been decreasing compared to agreed fixed rate, an MTM ("mark-to-market value difference) may have arisen. An MTM represents the market value of the interest swap, and this market value is influenced by the current market interest rates and remaining time to maturity.

An increase in interest rates is often based on expectations of increased inflation, which may contribute positively to the long term value of the real estate and thus increase the value of the fund or company. The value of the real estate investments will be influenced by changes in real interest rate levels.

At maturity of a company's loan(s), it will be required to refinance its outstanding debt. The company's ability to successfully refinance such debt is dependent on the conditions of the financial markets in general at such time. As a result, the company's access to financing sources at a particular time may not be available on favorable terms, or at all. The company's inability to refinance its debt obligation on favorable terms, or at all, could have material adverse effect on the company's business, financial condition and results of operations.

4.5 Technical condition / operational risk

For newly completed buildings in good technical condition, maintenance cost is limited during the first years. Future public rules and regulations may, however, impact operational cost. When investing in older buildings, significant maintenance costs should be anticipated. The magnitude of operational cost will, for the duration of a lease contract, be influenced by the type of lease contract. A distinction is often drawn between "bare house / bareboat" contracts, where tenant generally covers real estate specific operational costs and replacements, and standard contracts, where owner covers all or part of the operational costs and replacement.

4.6 Lessee risk

The lessees' earnings, financial strength and ability to pay the rent are of decisive importance of real estate investments. Financial difficulties on the part of the lessee may result in the company having to find new lessees in an unfavorable market, thus failing to achieve the same cash flow from the leases.

4.7 Regulation risk

There will always be a risk that amendments to regulatory provisions may affect prospects for the future lease of the premises, or prospects for the future sale of the property. New technical or other requirements (including health and environmental requirements) pertaining to the property may also impose costs on the company that cannot be recouped from the lessees.

4.8 Liquidity risk

Real estate as an asset class has low liquidity. It will normally take months both to invest in and realize direct investments in real estate. Real estate objects or projects are not listed on any stock exchange or other regulated market place, and the valuation of individual properties will therefore be uncertain. Potentially poor liquidity is one of the most problematic qualities of real estate projects as an asset class in a financial portfolio, but at the same time they may yield potential liquidity bonus which long-term investors may be able to benefit from. There will be uncertainties regarding the liquidity and the values of specific objects and companies, and the liquidity in the specific real estate project. The valuation of real estate projects can also involve uncertainties.

4.9 Tax risk

Relevant tax rules or the application of rules may change. With regard to Value Added Tax, in particular, practice has been determined by administrative opinions, and it happens that new opinions deviate from earlier opinions. Amendments to tax rules may result in investors being faced with new and different investment conditions, including reduced profitability of the project.

5 PRIVATE EQUITY INVESTMENTS

5.1 Special risk

The risk associated with investment in private equity is generally higher than for most other equity investments. Investors should normally not invest in private equity projects unless they can afford to lose the entire stake. Risk elements as described below may have major negative impacts on the financial results of the investment object, its financial standing and its future prospects. The investors may forfeit all or part of their investment.

5.2 Capital market

The risk that shares in the investment object will decline in value is linked in part to the general health of the capital market. Changes in interest rates, taxes and other charges, business fluctuations in Norway and abroad, and even political changes affecting frameworks and other parameters will potentially compromise the equity capital market.

5.3 Failure to pay on-call capital

Should other investors fail to pay their committed contribution when called, the result may be that the investment object defaults on its obligations, or forfeits an opportunity to invest. The consequences for investors may involve losses.

5.4 Liquidity risk and second-hand trading

Investors must recognize that an investment in private equity may be a long-term affair. The market for sale of shares is likely to be limited. Since the investments are far from liquid, it will also be difficult to value the shares for trading. The timing of any payments to investors will largely depend on factors that cannot be predicted. It is unlikely that disbursements will be made during the first years of the investment period.

5.5 Management risk and investment risk

The success of a private equity project will often depend on the fund manager's acumen in identifying sound investment projects. Major personnel changes in a private equity fund may affect the yield in a negative way. A risk of a private equity fund is that the manager makes decisions about investments and realizations in portfolio companies that later turn out to be poor relative to the prediction, and which drag down the fund's yield. An ultimate consequence may be that one or several of the investments that the private equity fund has made are lost due to insolvencies in the underlying portfolio companies.

5.6 Strong investment competition

The work of a private equity fund to identify and carry out investments is a process that is vigorously competitive which generally tends to foster uncertainty.

6. INVESTMENTS IN PARTNERSHIPS TAXED AT PARTNER'S HAND

A Norwegian KS, a limited partnership, is one type of general partnership, in which at least one partner has unlimited liability for the firm's obligations (general partner), and at least one other partner has a limited, fixed-sum liability for the firm's obligations (limited partner). The investor will invest as a limited partner, although it is also possible to invest as the general partner. All limited partnerships are required to have a certain amount of committed capital, and normally the commitment is called in from the investors gradually as the need arises. Accordingly, an investor may have a payment obligation even after paying the subscription capital, and there are risks associated with non-payment of these capital calls. The partnership and the partners (investors) are regulated by the Partnership Act of 1985.

A Norwegian ANS is another type of general partnership in which the partners have an unlimited personal liability for the firm's total obligations, either undivided, or for subdivisions that collectively match the firm's total obligations, and who act as such towards third parties.

A Norwegian IS, or internal partnership, is unlike other partnership structured in a way that it does not present itself to third parties as a legal entity. The legal ramifications, including the investor's liability for called-up capital, and the risks associated with non-payment of capital, are in most cases the same as for a limited partnership. However, the Partnership Act is silent regarding any committed capital requirement in a Silent Partnership. Both the ANS and IS are regulated by the same Partnership Act of 1985, although in the case of the IS the Principal Partner (the company that fronts the business and is visible to the outside world) is subject to the rules of the Limited Liability Companies Act (which regulates limited liability companies).

A partnership that is taxed at the partner's hand is not a separate taxpayer, and each partner (investor) is therefore taxed on his prorated part of the profit or loss, determined as if the partnership was a separate taxpayer. When valuing these projects, we have not taken into account the type of organization (type of partnership or company), its tax position, or the taxation that will occur at the partner's hand. For an evaluation of latent taxes, see the Procedure for the Calculation of Net Asset Value, section 2.4 for real estate projects on dry land, and section 4 for shipping and offshore.