Pareto Securities

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.

2.1 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 AIFM risk

Norway has in Act of the Management of Alternative Investment Funds (the AIF-act) introduced rules corresponding to the Alternative Investment Fund Managers Directive (AIFM) Directive. The AIFM Directive and AIF-act require, with certain exemptions, a license for managers of alternative investment funds (AIFs) and inter alia that the assets of an AIF are held by a custodian. The definition of an AIF in the AIFM Directive and the AIF-act is broad, and may subject to the facts and circumstances, include project companies. Both at EU-level and in Norway, as set out by the Financial Supervisory Authority's circular of 4 June 2019, it has been provided guidance and clarifications as to what should be considered an AIF. Despite this, discretionary assessments of several criteria still have to be made when deciding whether a company is an AIF, which is why there are still some unresolved issues regarding the scope of the rules. For each project, both Pareto Securities and the external legal advisor will assess whether the project company is an AIF prior to any marketing of the project. The assessments are based on the definition in the AIF-act and guidance given at EU level and from the Norwegian Financial

Supervisory Authority (the FSA). If a company, contrary to Pareto Securities' and the external legal advisor's conclusion, should be deemed an AIF by the FSA, the company could incur higher costs as it must *inter alia* register itself and report to the FSA. The company could also be required to appoint a licensed manager of an alternative investment fund and a custodian, and special rules will be triggered with respect to i.a. organization, risk management, reporting and remuneration, as well as rules on marketing of shares. This will entail increased costs for the company, which in turn will have a negative impact on the investor's return. Designation as an AIF would also entail that the secondary market for shares in the company is subject to the marketing rules out in the AIF-act, which may increase the liquidity risk that is described in Section 2.4. Furter, an AIF will be subject to a number of regulatory requirements, including but not limited to Anti-Money Laundering legislation and the Sustainable Finance Disclosure Regulation. Due to the risk the AIF assessment poses, Pareto Securities has decided that companies established after 4 June 2019 should be marketed exclusively to professional investors even though the company is not considered an AIF.

2.4 Risk related to regulatory ESG

ESG stands for "Environmental, Social and Governance". Legal regulation of ESG and sustainability is constantly evolving and may be relevant to the company.

Norway has in the Act relating to the Publication of Sustainability Information introduced rules corresponding to the EU Regulation 2020/852 (Taxonomy Regulation) and the EU Regulation 2019/2088 (Sustainable Finance Disclosure Regulation), imposing new ESG-related disclosure and reporting obligations on large companies and financial market participants. A key requirement under the Taxonomy Regulation is the reporting obligation, which stipulates that certain large undertakings (including banks) are obliged to report on how and to what extent each activity of such undertakings is associated with economic activities qualifying as ESG-aligned. Even if the company is not required to report, the "Taxonomy status" of the company may nevertheless have an impact on access to- and costs of external financing. Such effects are likely to be strengthened due to banks' and investors' preferences and associated terms, as well as potential regulatory developments, changed capital requirements etc. It must therefore be expected that the company will have to assess the company's taxonomy status, which will entail additional costs that are difficult to estimate at present.

Should the company in question be deemed an AIF, cf. Section 2.3 above, it should be noted that the Company will be subject to certain requirements under the Sustainable Finance Disclosure Regulation and the Taxonomy Regulation. Among other things, the regulations impose requirements for disclosing information in pre-contractual documentation, on the company's website and periodic reporting related to the company's investment strategy with regard to sustainability risk and sustainability factors. In that case, it must be expected that compliance with the regulations will entail additional costs that are difficult to estimate at the present time.

The regulatory development related to ESG is in development, and it cannot be excluded that further ESG-obligations in the future may have consequences for the company.

2.5 Liquidity risk - second-hand trading

No established marketplace 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. Should the company be considered an AIF, special rules for marketing of shares will apply, which may also affect the liquidity of the shares. In some cases, it will be a prerequisite for the AIF assessment of the company that the company has a limited number of investors, which may also affect the liquidity of the shares. Should the company be deemed an AIF, cf. Section 2.3 above, trading in the secondary market would be subject to the marketing rules set out in the AIF-act, which may affect the liquidity of the shares. Regardless of whether the company is considered an AIF, only professional investors will be able to acquire shares in the secondary market if the company was

established after 4 June 2019. Like for AIF Companies, this may have an impact on the liquidity of the shares.

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. In particular, recent rules and regulations concerning sustainable and environmentally sound recycling of ships and other maritime units imply that vessels must or should be recycled according to applicable rules within the EU, such as Regulation (EU) No 1257/2013 on ship recycling, or in accordance with the Hong Kong Convention for the Safe and Environmentally Sound Recycling of Ships, 2009 (HKC 2009), or at recycling facilities or yard having been granted certificate of compliance under HKC 2009. Future regulations of CO_2 and other GHG emissions, including the possible future inclusion of maritime transport in carbon emissions trading schemes, may also impact on vessels' operations and earnings.

3.10 Environment/pollution

The shipping industry is affected by extensive and changing international conventions and national, state and local laws and regulations governing environmental matters in the jurisdictions in which the vessel operates and in the country in which a vessel is registered. In addition, legal and regulatory changes due to concerns relating to climate change, greenhouse gas restrictions, as well as changes in the rules of the vessel's classification society, may impose significant requirements on the vessel. As vessels, either through bunkers or cargo, carry pollutants, there will always be certain risks involved in the ownership of commercial shipping vessels. Although the charterer, under the bareboat charters, is obliged to take and arrange for insurance protecting 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 standard covers insurance. For example, a 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. Transporting across a wide variety of national jurisdictions creates a risk of business interruptions due to political circumstances in foreign countries, hostilities, labour strikes and boycotts, the potential for changes in tax rates or policies, and the potential for government expropriation of the Vessel. In addition, inadequacies of the legal systems and law enforcement mechanisms in certain countries in which the Company operates may leave the Company exposed to a number of uncertainties.

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.

Under the Norwegian tonnage tax regime, not all vessels and vessel operations are eligible for tonnage tax. Some shipping projects may own and/or operate vessels where the vessel itself is not eligible for tonnage tax and/or where the vessel's operations do not qualify for the tonnage tax regime. In such cases, the project company's income will be subject to ordinary corporate income taxation. If the project company's assets or activities are not eligible for tonnage tax, an investment in the project company may be "disqualifying" for a Norwegian investor's tonnage taxed entity. This means that the ownership interest in the project company will have to be owned outside of the Norwegian investor's tonnage taxed entities and/or that the earnings from the ownership interest in the project company would be subject to ordinary corporate income taxation.

Investors are strongly recommended to consult their own tax advisors prior to investing in project companies.

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 marketplace, 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.

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EXPLANATION OF PROCEDURE

1. PROCEDURE FOR THE CALCULATION OF NET ASSET VALUE OF REAL ESTATE PROJECTS

Each individual property is subject to a detailed review of the key elements that in total form the basis for the valuation of the property. Company specific factors potentially impacting net asset value (NAV) are also considered. This could be special clauses in lease contracts, financing structure, tax issues etc. NAV is then calculated based on the valuation of the property combined with market values of the company's other assets, which in turn are based on the company's estimated balance and the last available MTM values. Subsequently, adjustments are made for net cash flow and payments to or from investors (if any) from the date of the last financial statements until the valuation date.

1.1 Valuation of real estate

The below description will attempt to describe the elements that in sum constitute the basis for the valuation and the assessment of yield (target or required return) for each individual property. We employ two yield definitions: net real estate yield and EBITDA yield, of which net real estate yield could be considered as current market practice. The main principles are as follows:

Net real estate yield:

Gross rent

- Insurance

- Real estate tax (only applicable in some municipalities)

- Outdoor maintenance

- Technical risk

= Net rent

Net rent/ Real estate value = net real estate yield

Management costs, accounting fees and fees to board members are not considered in the calculation of net rent. These are deducted to arrive at EBITDA yield.

EBITDA YIELD:

Net rent

- Management cost

- Accounting fees

- Board fees

= EBITDA rent

EBITDA rent/ Real estate value = EBITDA yield

To evaluate the appropriate yield for each individual property, four main aspects of the project are considered:
1) The Property
2) Lease contract and tenant
3) Financing structure
4) Required return (yield)

These elements as described in more detail in the below sections.

1.1.1 The property

a) The type of property and its location
b) The size, access, exposure, parking, communication etc. of the property
c) The technical standard of the property, including technical installations for ventilation and cooling (capacity and improvement potential), electrical systems, IT systems, electricity, elevators, etc.
d) The general condition of the property, including facade, roof, doors, windows, ports, ramps etc.
e) Utility value, potential adjustment of lots, area efficiency, flexibility of floor plans (ceilings, substructures, duct penetration)
f) Utilization factor, development potential, restrictions, zoning plans, public decrees
g) Normal operational cost and operational risk over an extended period (5 – 10 years)
h) Price per square meter, relative to area type and site cost
i) Current building cost for a similar property
j) The liquidity of the property, also in case of more challenging times

1.1.2 Lease contract and tenant

a) Review of all lease contracts for each property, including:
- Duration of contract
- Renewal clauses
- Regulations/zoning
- Terms (price per sqm) versus current market rent
- Distribution of costs (owner's cost/ tenant costs), including allocation of common costs
- Security for the fulfilment of the lease contract, including evaluation of the solidity of each tenant

b) Tenant structure in each property, also considering potential future use of the area
c) Vacancy risk
d) Evaluation of overall tenant structure seen in relation to property size, location, operations, business cycle, industry development etc.

1.1.3 Financing structure

The company's financing structure is evaluated based on interest rates, general terms, amortisation plan and the size and leverage of the loan. At loan maturity the usual assumption is that the loan is refinanced at the applicable interest rate curve and a current interest margin determined individually for each company.

1.1.4 Required return (yield)

The above mentioned factors combined form the basis for a subjective evaluation of the inherent risk of the property, which in turn forms the basis for the assessment of yield.

1.2 Calculation of net asset value (value-adjusted equity)

1.2.1 Market value of the property

The market value of the property is determined as the net rent divided by the required return, or yield.

1.2.1.1 Net rent

Net rent is defined as gross annual rent minus annual real estate related owner's cost. Management cost, board fees and accounting fees are not deducted based on the definition of net real estate yield. They are, however, subtracted to arrive at the EBITDA yield.

1.2.1.2 Operational owner's cost

The actual operational costs of a property owner, including normalised annual maintenance, may vary depending on the wording of the lease contract. In "standard" contracts, the owner's costs normally comprise property insurance, real estate tax and outdoor maintenance of facade, roof and windows. In addition, it is usually the owner's responsibility to replace technical installations that no longer can maintain their function with a reasonable level of maintenance and service. The owner normally also covers common costs on vacant areas.

1.2.1.3 Common costs/ tenant costs

Normally, the tenant pays for indoor maintenance, heating/cooling costs, maintenance on technical installations, janitor services, snow clearance etc.

1.2.2 Bank debt incl. accrued int.

Bank debt is total bank debt included accrued interest on the last available balance sheet, i.e. per 31.12 and 30.06, respectively.

1.2.3 Working capital

Working capital consist of net current assets, i.e. total bank deposits, accounts receivable etc. minus short term debt.

1.2.4 Added value (or discount) from lease contract

For some of the projects presented in this Market Report, rental income is assumed to lie above or below current market rent for the relevant area. We have attempted to make adjustments for this in the Market Report. To the degree that the rental level is above market rent, the "added rent" is discounted over the remaining lease period (the discount rate reflecting the remaining duration and the solidity of the tenant). In cases where the rent level lies below current market rent, this is to a certain degree included in the net factor being employed (the risk premium is reduced). If a property has a significant proportion of vacant premises, the value of these areas is valued as part of the Property Value. The calculation assumes a market rent of the areas which is included in Gross rent and net operating income. A net cost linked to capex and assumed rent-free period/guarantee is subtracted in the calculation of net asset value

1.2.5 Adjustments for differences in tax values and the basis for depreciation

The current tax regime, where profits from share sales in companies are tax free as long as the seller is a Norwegian public company, has led to share sale (as opposed to direct property sale) being the dominant transaction model. In a share sale, the current (and already depreciated) tax values are carried forward unchanged. Future tax depreciation amounts are thus different in a share sale scenario and a property sale scenario. When assessing the value of the shares, the net present value

of this difference must thus be taken into account. In this report we calculate this latent tax discount as the difference between property value and tax value. Tax value is calculated net for tax value for the plot and instead incorporates the market value of the plot. For office buildings and retail properties (properties with a 2% depreciation rate), the latent tax value is typically 8 –9% of the difference. For storage, logistics and production properties (buildings with a 4% depreciation rate), the adjustment constitutes 10 – 12% of the difference. For properties in Oslo, Bergen, Stavanger and Trondheim, the plots are usually valued at 10-20% of the property value. In other large cities, the plots are valued at 20-25 % of the property value and else the tax value is used.

1.2.6 Value of loss carried forward

In real estate project organized as limited liability companies, where a loss carried forward is present, 11% of loss carried forward (according to the last available financial statements) is normally added to the net asset value. Still, individual evaluations will be made, and the adjustment rate may vary from project to project, dependent *inter alia* on the size of the loss carried forward and the overall tax position of the company. The loss carried forward can only be utilized at a later point in time, and the adjustment rate to be employed will reflect an assessment of this future value.

1.2.7 MTM of interest rate swaps and MTM of bond financing

For each individual project, recent MTM values are collected from the company's lenders at the time of valuation. This is done to assess the value of the company's interest rate swaps, which may be negative or positive. At a potential termination of the interest rate swaps, with a corresponding realization of the value of the swap, the company will be liable for 22% tax (tax rate from 2021) on a potential added value and will benefit from a corresponding tax deduction in case of a negative value. The MTM values received from banks are adjusted for tax with 11% as an estimate of the future value of the tax effect. In the prognosis the future value of the MTM values is estimated by linear depreciation of current value, towards the expiration of each interest rate swap.

In projects that include bond financing, we have indicated a market price for the bonds based on our best estimate. There is usually a «change of control» put option at 101% for the bond investor. A "change of control" is defined as a change in the company ownership when an investor becomes the owner of more than 50% of the shares of the company. There are different call structures for the issuer inherent in each bond agreement, and reference is made to each project for more details.

1.2.8 Net Asset Value (NAV)

The final valuation of the equity (Net asset value, or value adjusted equity) is based on the following simplified calculation:

Market value of the property (ies)
- \- Bank debt incl. accrued int. (as per last available financial statements)
- \+ Working capital
- +/- Added value/value discount of lease contact
- \+ Net cash flow since the date of the last financial statements
- \- Dividends or similar disbursements or payments since the date of the last financial statements
- \- Discount for contingent tax liability
- \+ Value of loss carried forward
- +/- MTM value of interest rate swaps
- \= Net Asset Value (NAV) / Value Adjusted Equity

Some of the projects also involve shareholder loans or loans from participants. This is regarded as part of the investors' capital and is thus presented as "Sum of net asset value and shareholder/ participant loans". For projects suffering from a

significant value decrease, shareholder/ participant loans are not written down – and the result may be that net asset value appears as negative. In these cases, the sum of net asset value and shareholder loans constitutes total investor capital in the project.

In the overview of each individual project, the valuation appears on the lower left side of the page. Here, a "realistic" or base case assessment is presented in the middle column. To illustrate how net yield influences equity, two alternative scenarios (higher and lower yield) are presented on each side of the "realistic" value. In addition, the valuation excluding MTM values is shown.

2. PROCEDURE FOR CALCULATION OF NET ASSET VALUE OF SHIPPING AND OFFSHORE PROJECTS

The net asset value of shipping and offshore projects is by nature volatile, due to the underlying volatility both in charter rates and vessel values. When valuing shipping and offshore projects we take into consideration a number of variables, including but not limited to the underlying charter free value of the vessel, the cash flow going forward, the estimated residual value of the asset, the financial solidity of the charterer if applicable, and the projected future return on equity to the investors.

2.1 Vessel's Value

Generally speaking, there are mainly two different concepts of how ship values are applied. One is linear depreciation from current and historical cost until the present, where the value depreciates down to an estimated scrap value by a fixed sum each year over a predicted economic lifetime. The second and most common approach is a brokers' assessment where we use the average valuation from two to three ship brokers. These estimates are usually provided on a charter free - willing seller and willing buyer basis. The estimated Vessel Value is then adjusted for the implied risk or premium or discount value of the charter party (depending on the charter rate relative to the market as well as the project structure) to obtain the adjusted Vessel Value that reflects both the value of the charter free vessel, implied risks, and the value (positive or negative) of the charter party. In a typical asset play project where the vessel is trading in the spot market, any risk adjustment will not be linked to the charter party (there is none) but to other factors such as for instance the technical performance of the vessel.

2.2 Net Debt

The Net Debt (ND) is obtained by taking the overall debt less the net current assets (current assets less current liabilities not included in the overall debt). At specific balance sheet dates these values are reported, and between such dates we calculate the net debt by looking at the vessel's estimated cash flow in the interim period.

2.3 Net asset value

The equity is a function of the adjusted Vessel's Value less Net Debt and is calculated in the denomination of the project, generally USD, but occasionally also EUR or NOK. The total net asset value is divided by 100 to find the net asset value of shipping and offshore projects is by nature volatile, due to the underlying volatility both in charter rates and vessel values. When valuing shipping and offshore projects we take into consideration a number of variables, including but not limited to the underlying charter free value of the vessel, the cash flow going forward, the estimated residual value of the asset, the financial solidity of the charterer if applicable, and the projected future return on equity to the investors.

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The equity is a function of the adjusted Vessel's Value less Net Debt and is calculated in the denomination of the project, generally USD, but occasionally also EUR or NOK. The total net asset value is divided by 100 to find the price for a 1% stake.

2.4 Tax issues

Investors should be particularly aware of any latent taxes associated with partnership shares when buying or selling such shares.

Sale of shares is tax-free, provided that the owner is a Norwegian limited company ("AS") and is comprised by the exemption method (Nw: "*fritaksmetoden*"). Losses are non-deductible. Dividend paid from partner-assessed firms to an exempted firm remains untaxed (tax exemption model), except a taxation of 22% of 3% (effective tax rate of 0.66%), as per the tax rates applicable for 2022.

Unlike the real estate market, most shipping transactions are not conducted as sales of shares, but as sales of the underlying vessel. When the owner no longer owns any vessels, the company is normally wound up promptly. In such a situation, tax positions, including the differences between sales values and taxable balances will fall due for taxation at the time of winding-up. When estimating the net asset value after taxes, investors in the second-hand market should therefore include an estimated net present value of the tax position. Such latent tax is not relevant for the projects structured as tonnage-taxed companies, as further described in the comments on each of these projects.

Our calculation of latent tax liabilities and latent tax benefits for vessels and debts discloses a nominal difference between taxable value for vessel/debt at the last new year, comparing to value of such vessel / debt today with current exchange rate taken into consideration. The value of the vessel is here taken as the charter-party or implied risks adjusted vessel's value at the time of the assessment. Thus, we do not attempt to consider the net present value of future tax obligations.

Pareto Securities

PROCEDURE FOR TRADING OF SHARES

We encourage all our investors to contact our sales team at + 47 22 01 58 99 or per e-mail at project.finance@paretosec.com, or contact the business- or project manager for the particular company you are interested in should you wish to buy or sell shares or units.

It is a standard requirement that a transfer of shares must be approved by the lender(s) and often also by the board of directors. Pareto handles the communication with the board and the lender in such situations once adequate details have been obtained from the buyer. Normally it takes about seven days to settle trades, but the approval procedure may take longer time. It is the buyer's risk that the transfer of the shares is approved by the board of director's and the lender(s). It should also be noted that in projects with uncalled capital, the seller will have a liability for the uncalled capital towards the lender until the transfer of shares has been approved by the lender, i.e. the seller will have a counterparty risk towards the buyer in this period.

For trades in the second-hand market for real estate, shipping and offshore asset projects- regardless of whether the firm is a partnership or a company – the seller and the buyer are normally charged a commission / brokerage fee of roughly 1% each, based on the gross value of the asset or vessel charged on a pro-rata basis. For trades of shares in investment funds and investments firms, the buyer is normally charged a commission /brokerage fee of up to 2.5% of the price at which the share sells, and the seller is likewise charged a commission /brokerage fee of up to 2.5% of the price at which the share sells. For internal transfers of shares between companies in the same group where Pareto was not involved as a broker, there is a handling charge of NOK 3 000. This is intended to cover the costs of obtaining the approval of the board and lender(s) and preparing the tax reporting forms, update notice to the Register of Business Enterprises, and other formalities.