PROSPECTUS

SeaBird Exploration Plc

(a company incorporated under the laws of the Republic of Cyprus)

Listing of 208,333,330 New Shares issued in a Private Placement on Oslo Børs
Listing of 23,055,373 First Tranche Consideration Shares on Oslo Børs
Listing of 23,055,372 Second Tranche Consideration Shares on Oslo Børs

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The information in this prospectus (the "**Prospectus**") relates to the listing (the "**Listing**") on Oslo Børs, a stock exchange operated by Oslo Børs ASA (the "**Oslo Børs**") by SeaBird Exploration Plc (the "**Company**" or "**SeaBird**") (together with its consolidated subsidiaries, the "**Group**") of (i) 208,333,330 new shares in the Company with a nominal value of USD 0.01 each (the "**New Shares**") issued at a subscription price of NOK 1.20 per New Share in a private placement directed towards certain Norwegian and international institutional investors for gross proceeds of NOK 250,000,000 (the "**Private Placement**"), (ii) of 23,055,373 new shares in the Company with nominal value of USD 0.01 each (the **"First Tranche Consideration Shares"**) issued to certain BOA SBL bondholders in relation to the acquisition of BOA Thalassa, and (iii) of 23,055,372 new shares in the Company with nominal value of USD 0.01 each (the **"Second Tranche Consideration Shares"**) to be issued to certain BOA SBL bondholders in relation to the contemplated acquisition of BOA Galatea, expected to be completed in July/August 2019.

The New Shares and the First Tranche Consideration Shares are marked with a different ISIN than the Company's ordinary Shares and have been admitted to temporary trading on Merkur Market under ticker symbol "SBX-ME". The New Shares and the First Tranche Consideration Shares will be automatically be transferred to the ordinary ISIN of the Company's shares and become tradeable on Oslo Børs under the trading symbol "SBX" upon approval and publication of this Prospectus. Following the completion of acquisition of BOA Galatea, the Second Tranche Consideration Shares will be issued and delivered on the ordinary ISIN of the Company's shares and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX".

The distribution of this Prospectus in certain jurisdictions may be restricted by law. The Company, the Managers (as defined below) and Norne Securities AS require persons in possession of this Prospectus to inform themselves about, and to observe, any such restrictions. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the New Shares in any jurisdiction in which such offer or subscription or purchase would be unlawful. The New Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under the securities laws of any state or other jurisdiction in the United States, and are being offered and sold under exemption to registration under the U.S. Securities Act.

Investing in the Shares of the Company involves a high degree of risk; see Section 2 "Risk Factors" beginning on page 9.

This prospectus does not constitute an offer or an invitation to buy, subscribe or sell the securities described herein and the prospectus relates solely to the Listing.

Joint Lead Managers and Joint Bookrunners:

ABG Sundal Collier ASA **Fearnley Securities AS** **Sparebank 1 Markets AS**

Co Manager:

Norne Securities AS

The date of this Prospectus is 21 June 2019

IMPORTANT NOTICE

Please refer to Section 14 "Definition and glossary of terms" for definitions of terms used throughout this Prospectus, which also apply to the preceding pages.

This Prospectus has been prepared in order to provide information about SeaBird Exploration Plc and its business in relation to the Listing of (i) the New Shares, (ii) the First Tranche Consideration Shares, and (iii) the Second Tranche Consideration Shares, and to comply with the Norwegian Securities Trading Act of June 29, 2007 no. 75 (the "Norwegian Securities Trading Act") and related secondary legislation, including EC Commission Regulation (EC) no. 809/2004 implementing Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive 2010/73/EU) regarding information contained in prospectuses (the "Prospectus Directive"). This Prospectus has been prepared solely in the English language. The Financial Supervisory Authority of Norway (Nw: *Finanstilsynet*) (the "**Norwegian FSA**") has reviewed and approved this Prospectus in accordance with Sections 7-7 and 7-8 of the Norwegian Securities Trading Avt. The date of approval of the Prospectus is 21 June 2019. The Norwegian FSA has not controlled or approved the accuracy or completeness of the information included in this Prospectus. The approval by the Norwegian FSA only relates to the information included in accordance with pre-defined disclosure requirements. The Norwegian FSA has not verified or approved any corporate matters described in or referred to in this Prospectus.

The Company has furnished the information in this Prospectus. The Company has engaged ABG Sundal Collier ASA, Fearnley Securities AS and Sparebank 1 Markets AS as managers and joint bookrunners (together, the "**Managers**") for the matters giving rise to this Prospectus. The Company has appointed Norne Securities AS to act as co-manager in relation to the Private Placement. Neither the Company, the Managers nor Norne Securities AS have authorised any other person to provide investors with any other information related to the matters giving rise to the Prospectus and neither the Company, the Managers nor Norne Securities AS will assume any responsibility for any information other persons may provide. Unless otherwise indicated, the information contained herein is current as of the date hereof and the information is subject to change, completion and amendment without notice. In accordance with Section 7-15 of the Norwegian Securities Trading Act, every significant new factor, material mistake or inaccuracy that is capable of affecting the assessment of the New Shares, the First Tranche Consideration Shares, and/or the Second Tranche Consideration Shares, arising after the time of approval of this Prospectus and before the date of Listing on Oslo Børs will be published and announced promptly as a supplement to this Prospectus. Neither the publication nor distribution of this Prospectus shall under any circumstances create any implication that there has been no change in SeaBird's affairs since the date hereof or that the information herein is correct as of any time since its date.

An investment in the Company involves inherent risks. Potential investors should carefully consider the risk factors set out in Section 2 "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 their entire investment. Investors should be aware that they may be required to bear the financial risks of an investment in the securities of the Company for an indefinite period of time. The contents of this Prospectus are not to be construed as legal, business or tax advice. Each prospective investor should consult with its own legal adviser, business adviser and tax adviser as to legal, business and tax advice. In the ordinary course of their respective businesses, the Managers and Norne Securities AS and certain of their respective affiliates have engaged, and will continue to engage, in investment and commercial banking transactions with SeaBird. The securities described herein are subject to restrictions on transferability and resale under applicable securities legislation of certain jurisdictions and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Without limiting the manner in which the Company may choose to make any public announcements, and subject to the Company's obligations under applicable law, announcements relating to the matters described in this Prospectus will be considered to have been made once they have been received by Oslo Børs and distributed through its information system.

The distribution of this Prospectus in certain jurisdictions may be restricted by law. An overview of certain of these restrictions is provided in Section 12 "Transfer Restrictions" of this Prospectus. The Company, the Managers and Norne Securities AS require persons in possession of this Prospectus to inform themselves about, and to observe, any such restrictions. This Prospectus does not constitute an invitation to purchase any of the securites of the Company in any jurisdiction in which such purchase would be unlawful. No one has taken any action that would permit the distribution of this Propectus outside of Norway. Furthermore, the restrictions and limitations listed and described herein are not exhaustive, and other restrictions and limitations in relation to the Prospectus that are not known or identified by the Company, the Managers and Norne Securities AS at the date of this Prospectus may apply in various jurisdictions as they relate to the Prospectus.

This Prospectus shall be governed by, and construed in accordance with, Norwegian law. The courts of Norway, with Oslo City Court as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of, or in connection with, the New Shares, the First Trance Consideration Shares, the Second Tranche Consideration Shares or this Prospectus.

AVAILABLE INFORMATION

The Company has agreed that, for so long as any of the Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act, it will during any period in which it is neither subject to Sections 13 or 15(d) of the U.S. Securities Exchange Act of 1934 (the "**U.S. Exchange Act**"), nor exempt from reporting pursuant to Rule 12g3-2(b) under the U.S. Exchange Act, provide to any holder or beneficial owners of Shares, or to any prospective purchaser designated by any such registered holder, upon the request of such holder, beneficial owner or prospective owner, the information required to be delivered pursuant to Rule 144A(d)(4) of the U.S. Securities Act.

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1 SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

Section A – Introductions and warnings

A.1	Introduction and warning	This summary should be read as introduction to the prospectus. Any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor. Where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the EU and the EEA, have to bear the costs of translating the prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	Consent to use of prospectus by financial intermediaries	Not applicable.

Section B New Shares – Issuer

B.1	Legal and commercial name	The issuer in respect of the New Shares, the First Tranche Consideration Shares and the Second Tranche Consideration Shares is SeaBird Exploration Plc, being the group parent company for the companies referred to as SeaBird. SeaBird and SeaBird Exploration are commercial names used to describe the group and its business.
B.2	Domicile, legal form, etc.	The Company is a public company limited by shares, registered under the Cyprus Companies Law, with registration number 259593.
B.3	Nature of operations and activities	SeaBird is a global provider of marine acquisition for 2D/3D and 4D seismic data, and associated products and services to the oil and gas industry. SeaBird specializes in high quality operations within the high end of the source vessel and 2D market, as well as in the shallow/deep water 2D/3D and 4D market. Main focus for the company is proprietary seismic surveys (contract seismic).

B.4	Trends	Oil prices and oil exploration macro indicators continued to improve in 2018 and early 2019. This market improvement has resulted in a growing number of ocean bottom seismic tenders. SeaBird therefore expects an increase in source vessel demand in 2019 and in later years. With higher oil prices, SeaBird also expect that exploration spending will increase and positively impact streamer seismic demand. Early indications of market improvements can be seen in the increased node seismic tendering activity as well as stronger multi-client sales reported by the seismic industry. In addition, client inquiries for both 2D and niche 3D seismic surveys have returned and SeaBird is well positioned to capitalize on this trend. With the exception of this, SeaBird has not experienced any substantial changes or trends outside the ordinary course of business that are significant to its business or operations.
B.5	Group description	SeaBird Exploration Plc is the holding company of the SeaBird group. Operations are performed by the Company's different subsidiaries, whose function is to support the SeaBird group by means of their business activity.
B.6	Persons with notifiable interest	As of the date of this Prospectus, the Company has not been notified of any persons with notifiable interest. The Company is not aware of any persons or entities who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company has not taken specific steps to prevent the abuse of such control. The Company is not aware of any arrangements that may result in, prevent, or restrict a change in control over the Company.
B.7	Selected historical key financial information	The following financial information has been extracted from the audited consolidated financial statements as at and for the years ending 31 December 2018, 2017 and 2016, for the three months ending 31 March 2019 and 2018, incorporated by reference into the Prospectus, and is qualified in its entirety by such financial statements.

(USD millions unless otherwise stated)	Year ended 31 December 2018 Audited	 2017 Audited	 2016 Audited
Statement of comprehensive income			
Total revenues	19.9	19.2	72.1
EBITDA	-5.2	-25.6	22.4
EBIT	-12.5	-46.5	-3.1
Profit (loss) for the period	-12.0	-49.7	-7.9
Statement of financial position			
Total non-current assets	44.0	28.5	50.8
Total current assets	14.4	12.8	21.5
Total assets	58.3	41.2	72.2
Total equity	37.5	15.7	22.1
Non-current liabilities	6.9	4.9	23.3
Current liabilities	14.0	20.7	26.9
Total equity and liabilities	58.3	41.2	72.2
Statement of cash flows			
Operating activities, net	-11.4	-18.7	20.7
Investing activities, net	-22.6	-1.1	-5.7
Financing activities, net	33.5	11.3	-6.2
Net change in cash and equivalents	-0.6	-8.5	8.8
Cash and equivalents at period end	5.8	6.6	15.0
Key figures			
Earnings per share (USD, diluted)	-0.1	-2.6	-2.6
Dividend per share (USD)	0	0	0
Equity ratio (%)	64.3%	38.0%	30.6%

(USD millions unless otherwise stated)	Quarter ended 31 March 2019 Unaudited	 2018 Unaudited
Statement of comprehensive income		
Total revenues	12.3	2.9
EBITDA	2.7	-2.3
EBIT	0.1	-4.0
Profit (loss) for the period	-0.4	-3.6
Statement of financial position		
Total non-current assets	42.1	25.3
Total current assets	17.3	24.0
Total assets	59.3	49.4
Total equity	37.1	29.1
Non-current liabilities	6.8	6.7
Current liabilities	15.4	13.6
Total equity and liabilities	59.3	49.4
Statement of cash flows		
Operating activities, net	-1.0	-2.8
Investing activities, net	-0.5	-0.2
Financing activities, net	0.0	17.0
Net change in cash and equivalents	-1.5	14.0
Cash and equivalents at period end	4.3	17.1
Key figures		
Earnings per share (USD, diluted)	-0.00	-0.00
Dividend per share (USD)	0	0
Equity ratio (%)	62.6%	58.8%

	Significant changes	The Private Placement has provided additional liquidity to the Company. The Private Placement dated 12 April 2019 was completed after the latest balance sheet date, 31 March 2019, and has thus improved the Company's financial position. On 13 June 2019, the Company completed the acquisition of BOA Thalassa for a purchase price of NOK 92,500,000. NOK 64,833,553 was paid in cash, and NOK 27,666,447 was paid in the form of 23,055,373 consideration shares of the Company. Other than as described above and the Transaction, there has been no significant change in SeaBird's financial or trading position since 31 March 2019.
B.8	Pro forma financial information	Not applicable. This Prospectus does not contain pro forma financial information.
B.9	Profit forecasts	Not applicable. This Prospectus does not contain any profit forecasts or estimates.
B.10	Auditor qualifications	Deloitte Limited (Cyprus) was appointed as auditors in SeaBird at the annual general meeting held on 10 August 2018. The background for the change of auditors were applicable audit firm rotation requirements which require public companies to change audit firm after a specific period of service. Deloitte Limited (Cyprus) is independent of SeaBird in all respects. Deloitte Limited (Cyprus) has audited the consolidated financial statement for 2018. BDO Ltd (Cyprus), the Company's previous auditor, has audited the Company's consolidated annual reports and accounts for each year since 2009. The group audit report for 2018 did not contain any emphasis of matter. The group audit report for 2017 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern." The group audit report for 2016 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern."
B.11	Working capital statement	The Company is of the opinion that the working capital available to the Group is sufficient for the Group's present requirements, for the period covering at least 12 months from the date of this Prospectus.

Section C – Securities

C.1	Type and class of securities admitted to trading and identification number	New ordinary Shares of the Company. Pending the publication of this Prospectus, the New Shares and the First Tranche Consideration Shares were issued and delivered on separate ISIN CY0108430915 trading under ticker "SBX-ME" at Merkur Market, and having rights corresponding to the ordinary shares. Following the publication of this Prospectus, the New Shares and the First Tranche Consideration Shares will be transferred to the same ISIN as the Company's existing Shares, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX". Following the completion of acquisition of BOA Galatea, the Second Tranche Consideration Shares will be issued and delivered on the Company's ISIN, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX".
C.2	Currency of the securities issue	The currency for the New Shares and the First Tranche Consideration Shares is Norwegian Kroner (NOK). The Second Tranche Consideration Shares will be NOK.
C.3	Number of shares and par value	Upon the publication of this Prospectus, the Company's authorised share capital is USD 16,800,000 divided into 16,800,000,000 ordinary shares of a nominal value USD 0.01 each. There are issued and outstanding 515,876,015 ordinary shares (including the New Shares and the First Tranche Consideration Shares) with par value of USD 0.01 corresponding to a share capital of USD 5,158,760.15. All the issued shares are authorised and fully paid up. Following completion of acquisition of BOA Galatea, there will be issued and outstanding 538,931,387 ordinary shares (i.e. including the Second Tranche Consideration Shares) with par value of USD 0.01, corresponding to a share capital of USD 5,389,313.87.
C.4	Rights attached to the Shares	The Shares carry voting rights and the right to receipt of dividends when such are declared. The holders of the Shares also have a right to share in any surplus assets available for distribution in a winding up of the Company.
C.5	Restrictions on free transferability	The Company's Shares are freely transferable.
C.6	Application for other listing	On 31 March 2019, the New Shares and the First Tranche Consideration Shares have been admitted to temporary trading on Merkur Market until this Prospectus have been approved by the Norwegian FSA and published. Besides the above, no other application has been made for the listing of any of the Company's securities on other markets than Oslo Børs.
C.7	Dividend policy	The Company has not paid or proposed dividends for any of the three last years.

Section D – Risks

D.1	Key risks specific to the issuer or its industry	Prospective investors should consider, among other factors, the following key risks relating to the market in which SeaBird operates: • The market for seismic services is closely linked to oil prices and to spendings by oil companies. The significant drop in oil prices which occuredd around middle of 2014 has caused oil companies to delay investments and reduce expenses on a broad scale, including the investments into exploration and reserve development. This has had, and may continue to have, impact on demand for seismic services in general, and on the commencement of seismic programmes (including surveys included in SeaBird's current backlog) which may be cancelled or delayed. • The market for seismic services is competitive and SeaBird may not be able to secure new contracts at satisfactory rates or at all as existing contracts come to an end. • Other risks, including macroeconomic fluctuations and market risks, industry and competition related risks, risks related to international operations, political risks, and risks of war, other armed conflicts and piracy. Prospective investors should consider, among other factors, the following key risks related to SeaBird and its business: • The majority of SeaBird's revenues come from sale of vessel services, which are contracted on a mix of short-term and longer-term contracts. To the extent that longer-term contracts are delayed or cancelled, or short-term contracts cannot be entered into to secure a sufficient utilization of SeaBird's vessels, revenues may be insufficient to cover SeaBird's expenses and other cash commitments, against which SeaBird has limited financial resources to withstand. • SeaBird may not be able to recover the investments made into multi-client seismic. • Other risk factors, including variability of operating results, service life and charter risks, risks of possible liabilities, dependence on few assets, risks related to loss of key employees, contractual risks, operational risks including risks of damage to vessels, equipment and personnel, technological risks and obsolescence, fleet and charter risks, and environmental risks. • Risks related to SeaBird's financial situation, including the third party indebtedness and other obligations, limited availability of funding, and risk that additional capital may not be available. • The Company may require additional funding for working capital purposes. Any issue of further equity capital is likely

		to result in substantial dilution to existing shareholders. There can be no guarantee that sufficient additional financing is available in a timely manner or at all.
D.2	Key risks specific to the issuer	Reference is made to Item D.1.
D.3	Key risks specific to the securities	Prospective investors should consider, among other things, the following risks related to the securities described herein: • The market price of the securities of SeaBird may fluctuate significantly in response to a number of factors; • Future issuance of shares may be done at a discount and may be dilutive to owners; • In the event of future capital raising, investors who do not participate may face dilution of their holding; • Holders registered under nominee may not be able to exercise all of their shareholder rights, including voting rights; • The Company has not registered its Shares under the U.S. Securities Act or the securities laws of other jurisdictions other than Norway, and the Company does not expect do so in the future. • There may be limited trading volume in the securities; • SeaBird may incur additional indebtedness and charter obligations; • The enforcement of rights as holder of any of the securities across multiple jurisdictions may prove difficult; • Any bankruptcy or insolvency proceedings may involve Cypriot, Norwegian and other insolvency law.

Section E – Offer

E.1	Net proceeds and expenses	The gross proceeds from the Private Placement amounted to NOK 250 million with total fees and expenses amounting to approximately USD 1.8 million. Consequently, the net proceeds are estimated to approximately USD 26.6 million. All expenses related to such issuance and listing have been, and will be, borne by the Company.
E.2	Reason for the Listing and use of proceeds	The net proceeds from the Private Placement will be used to finance the acquisition of the BOA Vessels, as well as for general corporate purposes.
E.3	Key terms and conditions of the Listing	Not applicable.
E.4	Material interests	The Managers and their affiliates may have interests in the New Shares, as they have provided from time to time, and may in the future provide, investment and commercial services to the Company and its affiliates in the ordinary course of their respective businesses, for which they may have received and may continue to receive customary fees and commissions. The

		Managers, their employees and any affiliate may currently own existing Shares in the Company.
E.5	Selling persons and lock-up	Not applicable.
E.6	Dilution effects	Shareholders who did not participate in the issue of the New Shares were subject to a direct dilution of their ownership by approximately 42.17%. Shareholders who did not participate in the issue of the New Shares and First Tranche Consideration Shares were subject to a direct dilution of their ownership by approximately 44.85%. Shareholders who did not participate in the issue of the New Shares, First Tranche Consideration Shares and Second Tranche Consideration Shares were subject to a direct dilution of their ownership by approximately 47.21%.
E.7	Expenses charged to the investor	No expenses are being charged to the investor by the matters giving rise to this Prospectus.

2 RISK FACTORS

When assessing SeaBird and its business, investors should carefully consider all the information contained in this Prospectus and in particular the following risk factors, which may affect some or all of SeaBird's activities and the industry in which SeaBird operates. An investment in SeaBird 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. Before deciding whether or not to invest in SeaBird, an investor should consider carefully all of the information set forth in this Prospectus and otherwise available, and in particular, the specific risk factors set out below. If any of the following risks actually materialize, SeaBird's business, financial position and operating results could be materially and adversely affected. The order in which risk factors appear is not intended as an indication of the relative weight or importance thereof.

2.1 Risk factors relating to SeaBird and the industry in which it operates

Macroeconomic fluctuations and market risks

SeaBird is exposed to economic cycles, and changes in the general economic outlook could affect demand for its services. Demand for offshore geophysical services depends on the level of capital spending by oil and gas companies, particularly exploration and development expenditures. Capital expenditures, and in particular exploration and development expenditures, by oil and gas companies can be negatively affected by a number of factors including, but not limited to, decreases in oil and gas prices, fluctuations in production levels and poor exploration results. Low oil prices typically lead to a reduction in capital expenditures as the oil and gas companies scale down their investment budgets. Sustained periods of substantially reduced capital expenditures by oil and gas companies may reduce the demand for SeaBird's services. Furthermore, recoveries in oil and gas prices do not immediately increase exploration, development and production spending, so improving demand for SeaBird's services may have a delayed effect compared to oil and gas price increases.

Variability of operating results

SeaBird's operating results can vary from month to month. SeaBird's operating income is difficult to forecast due to changes in oil companies' exploration and production budgets and expenditures, the competitive environment, efficiency in operations, adverse weather conditions and other general economic and market conditions. Changes in oil prices and exploration and production budgets could materially affect the business and operating results. Unanticipated difficulties in pursuing SeaBird's business strategy as described in this Prospectus could have a material adverse effect on SeaBird's business, operating results or financial condition.

Industry and competition related risks

The market for SeaBird's services is competitive. SeaBird may face competition from other existing companies within the seismic industry as well as potential new entrants, and such companies may have greater resources than SeaBird. Furthermore, overcapacity in the seismic market would have a negative effect on the operating results of the Company. Failure by SeaBird to maintain a competitive offering of equipment and services could have a material adverse effect on SeaBird's business, operating results or financial condition. Furthermore, overcapacity in the seismic market could have a negative effect on the prices for SeaBird's services.

Service life and technical risks

The service life of a modern seismic vessel is generally considered to exceed thirty years, but may ultimately depend on its efficiency, vessel maintenance and demand for such equipment. SeaBird applies a 25 year economic life (or 15 years from conversion to seismic vessel) as an accounting estimate for the majority of its vessels for depreciation. There can be no guarantee that the vessels owned or operated by SeaBird will have a long service life. The vessels may have particular unforeseen technical problems or deficiencies, new environmental requirements may be enforced, or new technical solutions or vessels may be introduced that are more popular than the vessels owned by SeaBird, causing less demand and use of these vessels that may not be possible to mitigate through upgrades of vessels and/or equipment.

Charters

SeaBird has a strategy of exposing its vessels both towards the long-term market as well as the more volatile spot market. There can be no guarantee that SeaBird will be able to secure contracts at such rates and utilization rates as are required for profitable operation. In addition, SeaBird may experience significant off-hires between charters. Furthermore, disputes under the charter parties may occur, which can result in liability and losses for SeaBird.

In particular, the significant drop in oil prices which occurred around the middle of 2014 has caused oil companies to delay investments and reduce expenses on a broad scale, including the investments into exploration and reserve development. This may have impact on the demand for seismic services in general, and on the commencement of seismic programmes (including surveys included in SeaBird's current contract backlog) which may be delayed or cancelled. In the event of such delays or cancellations, the ability of SeaBird to enforce legal action may be limited. The delay or cancellation of any existing contract, or a general reduction in the demand for seismic services which leads to reduced utilization of SeaBird's vessels, could have severe negative impact on SeaBird's revenues, earnings and cash flows.

Possible liabilities

Seismic operations are associated with considerable risks and responsibilities, including technical, operational, commercial and political risks. In addition, seismic operations may be affected by harsh weather and other conditions beyond SeaBird's control. SeaBird has insurances in line with good industry practice. It is, however, possible that such insurances may not cover all possible damages, incidents, risks and liabilities.

Dependence on few assets

Following the acquisition of the two vessels, Boa Galatea and Boa Thalassa, SeaBird currently has a limited fleet of six owned vessels (Aquila Explorer, Harrier Explorer, Osprey Explorer, Eagle Explorer, Boa Galatea and Boa Thalassa) and charters two vessels, the Voyager Explorer through a bareboat agreement and Nordic Explorer through a time charter agreement. If SeaBird fails to obtain short or long-term contracts for one or more of the owned or chartered vessels, the Company may incur significant financial losses.

Risks related to business models

The two prevailing business models in the seismic industry are the contract and multi-client models. In the contract model, which is the Company's primary business area, the project is initiated by the client and the data is acquired exclusively under contract for that specific client, typically over acreage licensed to that client. In the multi-client model, the seismic companies plan, acquire and process the data at their own risk, and then offer the processed data for license to clients on a non-exclusive basis. The risk aspects of the two models differ as contracted work is commenced against pre-defined revenue while the income from multi-client projects is speculative and contingent on external factors such as the attractiveness to clients of the associated acreage being offered for lease.

Risks related to international operations

Operations in international markets are subject to inherent risks in international business activities, including, in particular, general economic conditions in each country, overlapping various tax structures, managing an organization spread over various jurisdictions, unexpected changes in regulatory requirements and complying with a variety of foreign laws and regulations.

Political risks

Changes in the legislative and fiscal framework governing the activities of oil and gas business could have a material impact on exploration and development activities, or affect SeaBird’s operations and financial results directly. Changes in political regimes or imposed sanctions may constitute a material risk factor for SeaBird’s operations in foreign countries.

Risk of war, other armed conflicts and piracy

War, military tension and terrorist attacks have, among other things, caused instability in the world’s financial and commercial markets. This has in turn significantly increased political and economic instability in some of the geographic areas in which SeaBird operates and has contributed to high levels of volatility in prices for, inter alia, oil and gas. Continuous instability may cause further disruption to financial and commercial markets and contribute to even higher levels of volatility in prices. In addition, acts of terrorism and threats of armed conflicts in or around various areas in which SeaBird operates could limit or disrupt SeaBird’s markets and operations, including disruptions from evacuation of personnel, cancellation of contracts or the loss of personnel or assets. Armed conflicts, terrorism and their effects on SeaBird or its markets may significantly affect SeaBird’s business and results of operations in the future. Piracy is a risk that SeaBird may incur in certain areas of transits and operations and this risk has increased in recent years. SeaBird conducts risk assessment policies as well as non-combative preventative measures and takes all reasonable mitigating actions to avoid any such risks to personnel and assets in terms of insurance and security, but any successful action by piracy may significantly affect SeaBird’s business and results of operations in the future.

Loss of key employees

Operations could be negatively impacted if SeaBird is unable to attract and retain qualified personnel. SeaBird’s future business prospects are to a large degree dependent on its ability to meet changing customer needs, to anticipate and respond to technological changes and to develop effective and competitive relationships with its customers and suppliers. SeaBird believes that its short-term and long-term success depends largely on the ability to attract and retain highly skilled personnel.

Contractual risks

SeaBird's business depends on contracts with customers regarding collection and sale / licensing of geophysical data. Each contract normally involves a substantial value or consideration to SeaBird. Furthermore, some of the contracts are governed by the law of the operations area, which may create both legal and practical difficulties in case of a dispute or conflict. SeaBird also operates in regions where the ability to protect contractual and other legal rights may be limited compared to regions with more well-established markets.

Operational risks

There will always be operational risks involved in performing offshore seismic surveys. This includes, inter alia, unexpected failure or damage to vessels and technical equipment, work accidents or adverse weather conditions. These risks can cause personal injury, prevent surveys to be performed as scheduled and other business interruptions, property and equipment damage, pollution and environmental damage. SeaBird may be subject to claims as a result of these hazards. SeaBird seeks to prevent loss or damages from such incidents by insurance, contractual regulations and emergency routines. However, there will always be some exposure to technical and operational risks, with unforeseen problems leading to unexpectedly high operating costs, substantial losses, additional investments, etc., which may have a material negative effect on SeaBird’s operating results and financial position. If e.g. a vessel is rendered a total loss, the charter party will be void and SeaBird will under such circumstances lose income that would otherwise come from operating this vessel. Additionally, the occurrence of any of these risks could damage SeaBird’s reputation.

Technological risks

Segments of the seismic and oil service industry are characterized by rapid changes in technology. There can be no assurance that the Company will have the necessary financial and human resources to respond to new technological changes and innovations and emerging competition.

Fleet and charter risks

SeaBird charters vessels for contractually agreed periods. However, SeaBird's need for vessels may vary from time to time, depending on the demand for SeaBird's services. If the number or quality of vessels available for surveys were to diminish below SeaBird's requirements, SeaBird's capacity to conduct surveys would be reduced. Moreover, a reduction in the number of vessels available to SeaBird could result from damage or destruction to them or other property loss, injury to personnel or because SeaBird cannot enter into or renew charters on economically reasonable terms or at all. Any reduction in the size or quality of the fleet may have a material adverse effect on SeaBird's operating revenues and business.

Environmental risk

SeaBird's operations are subject to numerous national and supra-national regulations including, but not limited to, environmental laws, health and safety laws, treaties and conventions, including, inter alia, those controlling the discharge of materials into the environment, requiring removal and clean-up of environmental contamination, establishing certification, licensing, health and safety, taxes, labor and training standards, operation of the vessels or otherwise relating to the protection of human health and the environment. The amendment or modification of such existing regulations or the adoption of new regulations curtailing or further regulating SeaBird's business could have a material adverse effect on SeaBird's operating results and financial condition. The Company cannot predict the extent to which future earnings or capital expenditures may be affected by compliance with such new regulations. The amendment or modification of existing regulations or the adoption of new regulations could also limit the use of SeaBird's fixed assets, in particular its vessels. SeaBird cannot predict the extent to which the use of its fixed assets may be affected by compliance with such new regulations.

2.2 Risk factors relating to SeaBird's financing

Financial risks

SeaBird has invested significant amounts in acquiring vessels and equipment. However, there can be no assurance that SeaBird is able to recover all costs and expenses associated with such investments. In general, SeaBird's future revenues are uncertain and depend on a variety of factors, many of which will be beyond SeaBird's control. SeaBird cannot guarantee that its investments will yield a satisfactory rate of return.

Liquidity risks

SeaBird is dependent upon timely payments of receivables from customers as well as having access to long-term funding. Inability to collect receivables from customers could have a severe negative impact on SeaBird's cash flow and liquidity. In order to successfully execute SeaBird's strategies and effectively react to new opportunities and threats arising, SeaBird may seek to raise additional capital through equity issuance, debt financing, collaborative arrangements, strategic alliances or from other sources. If SeaBird is unable to generate adequate funds from operations or from additional sources, the business, results from operations and financial condition may be materially and adversely affected. Moreover, SeaBird's ability to obtain such additional capital may be significantly affected by the general economic conditions at that particular point in time. Failure to obtain such capital could have severe detrimental impact on SeaBird's operations and financial situation and could ultimately lead to bankruptcy.

Risks related to performance bonds and liquidated damages

SeaBird may from time to time have performance bonds issued by banks in connection with its projects. If completions of such projects are delayed beyond the relevant deadlines, SeaBird might be liable to cover part or all of such performance bonds and could consequently suffer liquidated damages on its contracts.

Risks related to debt arrangements

SeaBird's current and future debt arrangements may include covenants and undertakings of general, financial and technical nature and such debt arrangements may contain cross-default provisions. Failure by SeaBird to meet any of the covenants or undertakings could result in all outstanding amounts under the different debt arrangements becoming immediately due for payment. In addition, security rights granted to the lenders could be enforced. If outstanding debts were declared due for immediate payment, there would be no assurances that SeaBird would be able to meet its obligations, and there are no assurances that SeaBird would be able to obtain alternative financing, either on a timely basis or at all. Any breach of existing covenants and undertakings with a subsequent claim for repayment of all debts outstanding would thus have a material adverse effect on SeaBird's financial position and is likely to have a material adverse effect on the value of the Shares and the Company’s operations and results.

Risk associated with interest rates

SeaBird's interest rate risk is mainly linked to its long-term and short-term interest-bearing debt. Interest-bearing debt issued at variable rates expose SeaBird to cash flow interest rate risk, while interest-bearing debt issued at fixed rates expose SeaBird to fair value interest rate risk. SeaBird aims to offset major effects linked to changes in the market rate, but an increase in interest rates can materially adversely affect SeaBird’s cash flows and financial condition. Failure to comply with financial and other covenants may have a material adverse effect on SeaBird, including potential increased financial cost, requirement for additional security, new loan agreements on less favorable terms or cancellation of loans.

General tax risk

The Company is incorporated in Cyprus and has been tax resident in Norway since December 2011. The SeaBird group has subsidiaries and branches in Norway, Cyprus and in a number of other countries. The overall tax liability will depend on where the source of revenues is and/or where profits are accumulated and subject to taxation, as the different jurisdictions have very differing tax regimes and taxation rates. The taxation rules to which SeaBird is subject are of a complicated nature, and differences in interpretation between SeaBird and the relevant tax authorities may lead to SeaBird being subject to unexpected claims for unpaid taxes or sanctions as a consequence of breach of applicable tax legislation. The tax liability may also depend on the tax residence of the shareholders (and in certain instances indirect shareholders) of the Company, which may vary from time to time as the Shares are subject to trading. The tax position of investors may vary with respect to each such individual investor, and investors should seek to obtain independent tax advice prior to purchasing or subscribing for shares in the Company.

Notice from tax authorities in Colombia

SeaBird has received a demand for paying tax in Colombia relating to a project in 2014. The estimated tax liability is USD 3.2 million as of the date of the prospectus. SeaBird has accrued USD 3.2 million for tax liabilities and accrued interest in Colombia as per the 31 March 2019 balance sheet date.

Foreign exchange risk

Unites States Dollar (USD) is the functional currency of the Group. The Group is exposed to foreign currency risk related to its operations. The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. SeaBird has a policy of not hedging currency. Major fluctuations in the foreign currency market for USD in relation to other currencies may have adverse effects.

Access to funding

At the date of this prospectus, the Company has sufficient funding for working capital purposes. Based on the risk factors described above, inter alia the variability of operating results and ability to secure additional backlog, the Company might require additional funding for working capital purposes in the future. Any issue of further equity capital might result in dilution to existing shareholders. There can be no guarantee that sufficient additional financing is available at any time in a timely manner, and the absence of additional financing if and when required could have the effect that the Company will be unable to continue operations.

2.3 Risk factors relating to the Listing and the Shares

There may not be a liquid market for the Shares

Active, liquid trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors. If there proves to be no active trading market for the Shares, the price of the Shares may be more volatile and it may be more difficult to complete a buy or sell order for Shares. Even if there is an active public trading market, there may be little or no market demand for the Shares, making it difficult or impossible to resell the shares, which would have an adverse effect on the resale price, if any, of the Shares. Furthermore, there can be no assurance that the Company will maintain its listing on Oslo Børs. A delisting from Oslo Børs would make it more difficult for shareholders to sell their Shares and could have a negative impact on the market value of the Shares.

Share price volatility

The SeaBird share price could experience substantial fluctuations caused by a number of factors. Many of these will be outside the Company's control and may be independent of its operational and financial development. Factors which may affect the share price include, but are not limited to, the following:

- Reactions to quarterly and annual reports published by the Company
- Changes in analysts' estimates
- Changes in the seismic industry in general
- Changes in market and financial prospects
- Rumors and speculation in the market
- The general sentiment in the stock market

Risks related to issuance of Shares or other securities

The Company is likely to offer additional Shares in the future in order to strengthen its capital base or for other reasons. Any additional offering of Shares 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 outstanding Shares.

Risks associated with dilution

The Company might require additional capital in the future to finance its business activities and growth plans. The issuance of Shares in order to raise such additional capital, or as means of honoring options or warrants, is likely to may have a dilutive effect on the ownership interests of the shareholders of the Company at that time.

Due to regulatory requirements under foreign securities laws or other factors, foreign investors may not be able to participate in a new issuance of Shares or other securities and may face dilution as a result. Any investor that is unable or unwilling to participate in the Company's future share issuances will have their percentage shareholding diluted. Further, if foreign holders of the Shares are not able to receive trade or exercise pre-emptive rights granted in respect of their Shares in any rights offering by the Company, then they may not receive the economic benefit of such rights. In addition, their proportional ownership interests in the Company will be diluted.

Additional risks for holders of Shares that are registered in a nominee account

Beneficial owners of Shares that are registered in a nominee account (e.g., through brokers, dealers or third parties) may not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to the Company's general meetings. The Company cannot guarantee that beneficial owners of the Shares will receive the notice for a general meeting in time to instruct their nominees to either affect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners.

Transfer restrictions under the securities laws of United States and other jurisdictions

The Company has not registered its Shares under the U.S. Securities Act or the securities laws of other jurisdictions other than Norway, and the Company does not expect do so in the future. The Shares may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act), nor may they be offered or sold in any other jurisdiction in which the registration of the Shares is required but has not taken place, unless an exemption from the applicable registration requirement is available or the offer or sale of shares occurs in connection with a transaction that is not subject to these provisions. In addition, there can be no assurances that shareholders residing or domiciled in the United States will be able to participate in future capital increases.

3 RESPONSIBILITY FOR THE PROSPECTUS

The board of directors of SeaBird Exploration Plc accepts responsibility for the information contained in this Prospectus. The members of the board of directors confirm that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

21 June 2019

The board of directors of SeaBird Exploration Plc

Heidar Engebret	Dag Fredrik Arnesen	Olav Haugland	Ketil Nereng
(Chairman)	(Director)	(Director)	(Director)

4 THE PRIVATE PLACEMENT

4.1 General information

4.1.1 Background and reasons for the Private Placement

On 11 April 2019, the Company announced that it had entered into an exclusive process to acquire the seismic vessels BOA Galatea and BOA Thalassa (the **"BOA Vessels"** or the **"Vessels"**) in a transaction which values the vessels at NOK 185 million on an en-bloc basis from BOA SBL AS, a wholly owned subsidiary of BOA Offshore AS (the **"Transaction"**) subject to the acceptances from a majority of BOA SBL bondholders. As part of the Transaction, certain BOA SBL bondholders elected to receive consideration in the form of new shares of the Company calued at the Offer Price for an amount corresponding to approximately NOK 54 million, which came in addition to the Private Placement.

On 12 April 2019, the Company completed a Private Placement of 208,333,330 new shares (the "**New Shares**") at a subscription price of NOK 1.20 per New Share, which raised NOK 250 million in gross proceeds. The Private Placement took place through an accelerated bookbuilding process after close of markets the day before. Completion of the Private Placement was conditional on final and irrevocable agreement to acquire the seismic vessels BOA Vessels or their holding companies. The process was supported by an irrevocable undertaking by a majority of BOA SBL bondholders.

On 29 April, the Company announced that the requisite majority of BOA SBL bondholders approved the sale of the BOS Vessels to the Company, and that in total 46,110,745 Shares (corresponding to approximately NOK 55.3 million) was issued as consideration to the BOA SBL bondholders.

On 23 May 2019, the company announced that agreement had been reached with the bondholders with respect to all material terms for the acquisition of the Vessels. On 24 May 2019, the company announced that the company had entered into final agreement with BOA SBL AS to acquire the seismic vessels BOA Galatea and BOA Thalassa. The 208,333,330 New Shares allocated in the Private Placement will be settled through a delivery versus payment transaction. The New Shares was temporarily issued on a separate ISIN. On 28 May 2019, Oslo Børs received an application for temporary admission to trading on Merkur Market of New Shares issued in connection with the completed private placement. On 31 May 2019, the company announced that the New Shares was admitted to temporary trading on Merkur Market on 31 March 2019 with ISIN CY0108430915 and ticker "SBX-ME".

On 13 June 2019, the company announced the completion of BOA Thalassa for the purchase price of NOK 92,500,000. NOK 64,833,553 was paid in cash, and NOK 27,666,447 was paid in the form of 23,055,373 First Tranche Consideration Shares. The First Tranche Consideration Shares was delivered on ISIN CY0108430915 and will be transferred to the ordinary ISIN CY0101162119 and listed on Oslo Børs upon approval of a prospectus, estimated in June 2019. Following issue of the First Tranche Consideration Shares, the Company had 515,876,015 shares outstanding, each of par value USD 0.01.

Following closing of the acquisition of the BOA Galatea, expected in July/August 2019, a further 23,055,372 Second Tranche Consideration Shares will be issued and transferred to the ISIN of the Company's ordinary Shares and admitted to trading on Oslo Børs. In total, 46,110,745 ordinary shares will be issued in regard of the acquisition of the BOA Vessels.

4.1.2 Proceeds, expenses and use of proceeds

The Company will bear the total fees and expenses relating to the Private Placement is estimated to amount to approximately USD 1.8 million. No expenses or taxes will be charged by the Company or the Managers to the subscribers in the Private Placement.

Total net proceeds from the Private Placement are estimated to amount to approximately USD 26.6 million.

4.1.3 Advisors

ABG Sundal Collier ASA, Fearnley Securities AS, Sparebank 1 Markets AS and Norne Securities AS acted as managers in connection with the Private Placement. Advokatfirmaet Schjødt AS and Montanios & Montanios LLC acted as Norwegian and Cypriot legal counsel to the Company, respectively.

4.1.4 Interest of natural and legal persion involved in the Private Placement

The Managers and Norne Securities AS and their affiliates have provided from time to time, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may receive customary fees and commissions. The Managers, their employees and any affiliates may currently of Shares in the Company. The Managers or Norne Securities AS do not intend to disclose the extent of any such investments or transactions otherwise in accordance with any legal or regulatory obligation to do so.

The Managers and Norne Securities AS have received a commission in connection with the Private Placement, and, as such, had an interest in the Private Placement.

4.1.5 Information specific to the issue and listing of the New Shares

In addition to press releases, which will be posted on the Company's web site, the Company will use the Oslo Børs information system to publish information relating to its securities.

4.2 Information specific to the issue and listing of the New Shares, the First Tranche Consideration Shares and Second Tranche Consideration Shares

4.2.1 The New Shares, the First Tranche Consideration Shares, and the Second Tranche Consideration Shares

The following main terms are applicable to the New Shares, the First Tranche Consideration Shares and the Second Tranche Consideration Shares. A more detailed overview of the share capital of the Company and the rights attached to the Shares is provided in Section 10 "Shares, share capital and shareholder matters".

Type and class of the New Shares, the First Tranche Consideration Shares and the Second Tranche Consideration Shares	Ordinary shares of SeaBird Exploration Plc. Pending the publication of this Prospectus, the New Shares and the First Tranche Consideration Shares were issued and delivered on separate ISIN CY0108430915, and having rights corresponding to the ordinary shares. Following the publication of this Prospectus the New Shares and the First Tranche Consideration Shares will be transferred to the same ISIN as the Company's existing Shares, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX". Following the completion of acquisition of BOA Galatea, the Second Tranche Consideration Shares will be issued and delivered on the Company's ISIN, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX".
Legislation under which the New Shares, the First Tranche Consideration Shares and the Second Tranche Consideration are created	The New Shares and the First Tranche Consideration Shares have been issued pursuant to the Articles of Association and in accordance with the Cyprus Companies Law, Chapter 113. The Second Tranche Consideration Shares will also be issued pursuant to the Articles of Association and in accordance with the Cyprus Companies Law, Chapter 113.

Form of securities	The Company’s register of shareholders is maintained by the Company and kept in physical form at its registered office. Cyprus law requires that the Company’s primary register is kept in Cyprus. To achieve compatibility of the requirements under Cyprus company law as to the registration and transfer of shares with Norwegian requirements, the shares are in uncertificated form. Since the Company’s primary shareholders’ register is kept in Cyprus, the VPS is treated as an overseas supplemental register which is deemed to form part of the main register of shareholders. The VPS registrar for the Shares is DNB Bank ASA, Verdipapirservice, P.O. Box 1600, N-0021 Oslo, Norway.
Rights attached to the New Shares and the First Tranche Consideration Shares	The New Shares and the First Tranche Consideration Shares were entitled to any dividend declared by the Company from the date of their issuance and payment. There are no particular restrictions applicable on payment of dividends to non-residents of Cyprus. Any dividends will be declared in USD; however, shareholders who have supplied the Norwegian Central Securities Depository with a NOK account will receive their dividend in NOK to such account. All shares of the Company, including the New Shares and the First Tranche Consideration Shares, are entitled to one vote in a general meeting of the shareholders. The general meeting of the Company has authorized the board of directors to revoke pre-emptive rights of shareholders to subscribe for new shares being issued within the authorized capital of the Company. All shares of the Company, including the New Shares and the First Tranche Consideration Shares, have the right to their pro-rata share in profits and any surplus in the event of liquidation.
Resolution	The resolutions pursuant to which the New Shares were issued were passed by the Board of Directors of the Company on 29 May 2019.
Issue date	On 12 April 2019, the Company issued 208,333,330 New Shares of nominal value USD 0.01. On 13 June 2019, the Company issued 23,055,373 Consideration Shares of nominal value USD 0.01. Upon approval of this prospectus, the New Shares and the First Tranche Consideration Shares will be transferred to the ISIN of the Company's ordinary shares, and admitted to trading on the Oslo Børs. Upon completion of acquisition of BOA Galatea, expected in July/August 2019, the Second Tranche Consideration Shares will be issued and admitted to trading on Oslo Børs.
Restrictions on transferability ..	The New Shares and the First Tranche Consideration Shares are freely transferable. The Second Tranche Consideration Shares will be freely transferable.
Rules on mandatory takeover bids, squeeze-out and sellout ..	See Section 10.5.13.
Public takeover bids	The shares of the Company have not been subject to voluntary or mandatory takeover bids.
Withholding tax	Under current tax regulations applicable to the Company, no tax is being withheld in Cyprus in respect of dividends paid by the Company to non-Cyprus resident shareholders. No withholding tax is imposed as an effect of the issue of the New Shares, the First Tranche Consideration Shares, the Second Tranche Consideration Shares, or by their listing.

4.2.2 *Summary of the terms of the issue of the New Shares*

The following main terms applied to the issue of the New Shares. The issue of the New Shares has been completed and no further New Shares are being offered by means of this Prospectus or otherwise.

Conditions for the offer..........	The issue of the New Shares is completed and irrevocable, and no further conditions apply for the issuance of the New Shares.
Amount of the offer...............	A total of 208,333,330 New Shares of the Company were offered as part of the Private Placement. No existing shares were offered for sale by any shareholder.
Time period and application process	208,333,330 of the New Shares were subscribed for in a private placement with a subscription period commencing on 11 April 2019 and ending on 12 April 2019.
Minimum and maximum application	No minimum or maximum application in the issue of the New Shares applied.
Method of payment and settlement	Settlement of the New Shares took place on 29 May 2019, with the equivalent of 208,333,330 New Shares being settled against NOK 1.20 in cash per New Share. Settlement was made in VPS, the Norwegian Central Securities Depository.
Announcement	Announcement of the completion of the subscriptions for the New Shares was made on Oslo Børs on 11 July 2018. The new share capital was announced registered on 29 May 2019.
Pre-emptive rights	No pre-emptive rights applied to the issue of the New Shares.
Categories of investors	The New Shares were offered to external investors and known existing stakeholders of SeaBird, with no specific tranche being allocated to any category of investors.
Allocation to related parties and large investors	The following pre-subscriptions were made by the Company's key management and board members in the Private Placement: • Chairman of the Board Heidar Engebret had pre-committed to subscribe for New Shares for NOK 500,000 and was allocated 416,666 New Shares. • Board member Dag Fredrik Arnesen, through his wholly owned company Storkleiven AS, had pre-committed to subscribe for 500,000 and received 100% allocation. • Board member Ketil Nereng, through his wholly owned company Acme AS, had pre-committed to subscribe for New Shares for NOK 1,250,000 and was allocated 1,041,666 New Shares. • Board member Olav Haugland, through his 50% owned company Skalmen AS, had pre-committed to subscribe for New Shares for NOK 300,000 and was allocated 250,000 New Shares. • CEO Hans Petter Klohs, through his wholly owned company Carthea AS, had pre- committed to subscribe for 280,000 New Shares and received 100% allocation. • COO Finn Atle Hamre, through his wholly owned company Orion Offshore AS, had pre-committed to subscribe for New Shares for NOK 300,000 and was allocated 250,000 New Shares. No other New Shares were allocated to current members of SeaBird’s management, supervisory or administrative bodies in the issue of the New Shares. Miel Holding AS, Grunnfjellet AS and Vatne Equity AS had shareholdings of 5% or more of the Company's Shares prior to the Private

	Placement and were allocated 5,000,000, and 5,000,000 and none New Shares respectively in the Private Placement.
Pre-allotment disclosure	As the issue of the New Shares has been completed, such pre-allotment disclosures are not relevant. The issue of the New Shares was not split into specific tranches (such as retail or employee tranches). Allocation to each investor was done by the board of directors of SeaBird Exploration Plc.
Notification of allocation	Each subscriber was informed by mail of his or her conditional allocation.
Over-allotment / "green shoe".	No over-allotment was applied in the issue of the New Shares and no stabilization measures were undertaken as part thereof.
Pricing.................................	The 208,333,330 New Shares were subscribed for in the Private Placement at a subscription price of NOK 1.20 per New Share. The subscription price in the Private Placement was determined through an accelerated book-building process.
Basis for pricing; reasons for revoked pre-emptive rights.....	The Board, together with the Company's management and the Managers and Norne Securities AS, had considered various transaction alternatives to secure the financing of the BOA Vessels. Based on an overall assessment, taking into account in particular the need for certain funds within April 2019 to meet the seller's requirements, the Board had on the basis of careful considerations decided that the Private Placement was the only feasible alternative to secure the acquisition. Thus, the waiver of the preferential rights inherent in a share capital increase through issuance of new shares was considered necessary.
Potential disparity between the subscription price and cost to related persons	To the knowledge of SeaBird, with the exception of the publicly announced private placement in 2H 2018 and 1H 2018, at which time shares were allocated to members of senior management at the general price in the placements, no member of administrative, management or supervisory bodies or senior management have acquired shares in the Company during the past year, or have rights to acquire such shares, at a share price which is lower than the highest subscription price applied in the issue of the New Shares.
Managers.............................	The managers of the issue of the New Shares were: ABG Sundal Collier ASA, Munkedamsveien 45E, N-0201, Oslo, Norway. Fearnley Securities AS, Grev Wedels Plass 9, 0151, Oslo, Norway. Sparebank 1 Markets AS, Olav V´s gt 5, NO-0161, Oslo, Norway.
Co-Manager	The Co-Manager of the issue of New Shares was Norne Securities AB, Jonsvollsgaten 2, 5011 Bergen, Norway.
Depository agent	DNB Bank ASA, Verdipapirservice, P.O. Box 1600, N-0021 Oslo, Norway.
Underwriting	The transaction was not underwritten.

4.2.3 Admission to trading and dealing arrangements

The following main terms apply to the listing of the New Shares, the First Tranche Consideration Shares and the Second Tranche Consideration Shares.

Listing of the New Shares, the First Tranche Consideration Shares and the Second Tranche Consideration Shares .	The New Shares and the First Tranche Consideration Shares will be transferred to the ordinary ISIN of the Company's shares and become tradeable on Oslo Børs under the trading symbol "SBX"upon publication of this Prospectus. No arrangements have been made for the trading of the New Shares and/or the First Tranche Consideration Shares on other regulated markets.

	The Second Trance Consideration Shares will be issued and become tradable on Oslo Børs under the trading upon completion of acquisition of BOA Galatea.
Market maker arrangements ...	The Company does not have arrangements with entities to provide market making or similar activities in respect of the Shares.
Stabilization arrangements	No price stabilization arrangements are in place or have been made in respect of the New Shares and/or the First Tranche Consideration Shares or will be made in respect of the Second Tranche Consideration Shares.

4.2.4 Shares following the issue of the New Shares, the First Tranche Consideration Shares and the Second Tranche Consideration Shares; Dilution

As a consequence of the new issue of the New Shares, the number of issued Shares in the Company was increased from 284,487,311 ordinary shares to 492,820,642 ordinary shares, all with par value of USD 0.01. As a consequence of the issue of the First Tranche Consideration Shares, the number of issued Shares was further increased by 23,055,373 ordinary shares to 515,876,015 ordinary shares with par value of USD 0.01. As issuance of the Second Tranche Consideration Shares, the number of Shares issued in the Company will further be increased by 23,055,372 ordinary shares to 538,931,387 ordinary shares, all with par value of USD 0.01. A description of the Shares is set forth in Section 10 herein.

Shareholders who did not participate in the issue of the New Shares were subject to a direct dilution of their ownership as set forth in the table below:

	Prior to issue of the New Shares	After issue of the New Shares	After issue of the First Tranche Consideration Shares	After issue of the Second Tranche Consideration Shares
Number of Shares ...	284,487,311	492,820,642	515,876,015	538,931,387
% dilution	-	42.27%	44.85%	47.21%

5 DESCRIPTION OF SEABIRD

5.1 Group and industry overview

5.1.1 The SeaBird group

SeaBird is a global provider of marine acquisition for 2D/3D and 4D seismic data, and associated products and services to the oil and gas industry. SeaBird specializes in high quality operations within the high end of the source vessel and 2D market, as well as in the shallow/deep water 2D/3D and 4D market. The main focus for the company is proprietary seismic surveys (contract seismic). Main success criteria for the company are an unrelenting focus on Quality, Health, Safety and Environment (QHSE), combined with efficient collection of high quality seismic data.

Following the acquisition of the two vessels, Boa Galatea (expected to be completed in July/August 2019) and Boa Thalassa, SeaBird owns six vessels (Aquila Explorer, Harrier Explorer, Osprey Explorer, Eagle Explorer, Boa Galatea and Boa Thalassa). In addition, the Company charters two vessel, the Voyager Explorer through a bareboat agreement and Nordic Explorer through a time charter agreement. The vessels, together with associated seismic equipment, make up SeaBird's principal assets, and together with trained crews, make up its principal sources of income. A further description of the fleet and key assets is set forth in Section 5.5 "The fleet and main assets".

During the spring 2017, mainly as a result of market conditions having deteriorated over time to render SeaBird unable to meet its financial obligations, SeaBird completed a financial restructuring involving significant reduction in debt and lease commitments and maturity extensions in return for a debt to equity swap.

The ultimate parent company of the SeaBird group, SeaBird Exploration Plc, is a public limited liability company incorporated in the Republic of Cyprus. An overview of the group structure is set forth in Section 5.3 "Legal And Group Structure". SeaBird has been listed on the Oslo Børs since April 2006 under the ticker-code "SBX".

5.1.2 Industry and business overview

A presentation of the seismic industry and the key drivers for market conditions in this industry is set forth in Section 7 "Market Conditions".

The seismic industry plays an important role in the exploration of the world's hydrocarbon resources (oil and gas). Seismic surveys are undertaken to scan geological formations for patterns that can indicate opportunities for hydrocarbons in the ground, whether on land or under the sea bed, or to provide information about known formations of such hydrocarbons.

Seismic surveys make use of acoustic waves that are sent into the ground and which are reflected by the ground. The acoustic patterns reflected can be processed to provide information about the structure of the subsurface.

When making offshore seismic surveys, specialized vessels and equipment are used to send and receive these acoustic waves. The principal form of equipment used is so-called streamers, being long cables with recording equipment that are referred to as hydrophones.

Seismic surveys can be undertaken in several manners, giving different detail of information and at different cost. These types of surveys are often referred to as 2D, 3D and 4D surveys, referring to the number of dimensions that are surveyed. 2D seismic makes use of a single streamer and represents an efficient method to scan large areas at a competitive cost, while 3D seismic makes use of more streamers at a higher cost. 4D seismic makes use of several 3D surveys, adding time as the fourth dimension, and is more costly.

In addition to the seismic surveys undertaken by vessels and streamers, being mobile equipment, seismic surveys can also be done by means of stationary equipment placed on the sea bed, referred to as ocean bottom nodes. Such surveys are generally more costly than conventional seismic surveys undertaken by vessels.

The principal types of seismic surveys, and the equipment employed in each type of survey, can be summarized as follows:

- Conventional 2D vessels towing one streamer and an array of air-guns;
- Conventional 3D vessels towing from two to twenty streamers and an array of air-guns;
- Ocean bottom survey vessels operating air guns and deploying recording devices on the seafloor; and;
- Source vessels only operating air guns. These are used if there is a need to increase the distance between the recordings (2D or 3D vessel), if there is a need for several sources (gun arrays) in different locations or for ocean bottom surveys.

SeaBird's business is principally related to the ownership and operation of vessels used as 2D and/or 3D seismic vessels, or as source vessels. All of the vessels in the Group's fleet are capable of working both as seismic vessels and as source vessels. Three of the vessels has 3D capability, while the remaining five vessels have 2D capability. SeaBird's engagement in 3D seismic is referred to as niche 3D, as the vessels are smaller and have less streamer capacity than the larger and more expensive vessels that dominate the 3D market. SeaBird's engagement in 2D seismic is referred to as "high end", making reference to its ability to provide service to the major oil companies, which involves approval of QHSE systems as further set out in Section 5. Companies without such approvals will not be able to have their vessels employed by such oil companies, but may find employment for their vessels with other seismic companies having such approvals, or with other clients that have less stringent demands to QHSE systems. An overview of the vessels and their specifications is set forth in Section 5.5 "The fleet and main assets".

SeaBird principally employs its vessels in so-called contract seismic, where the client becomes the sole owner of the seismic data being collected. An overview of the contract coverage for SeaBird's vessels is provided in Section 5.5.

SeaBird also collects seismic data for its own account (in whole or part), for later sales to third parties. This is referred to as multi-client seismic. Multi-client seismic carries a higher risk, as costs are carried with no certainty of their recovery through later sales. Multi-client seismic traditionally accounts for a smaller part of SeaBird's business. As a consequence of the financial restructuring of June 2017, SeaBird exchanged its multi-client library with TGS-NOPEC Geophysical Company ASA in exchange for the outstanding debt under SBX04 tranche A. Although SeaBird exchanged its multi-client library with TGS, carrying out multi-client surveys remain part of the Company's strategy.

The processing of seismic raw data is a computer intensive process, and the analysis of such seismic data is a highly specialized and expertized operation. The majority of data collected by SeaBird's vessels is delivered for processing and analysis by its clients.

5.2 History

SeaBird was founded in 1996, when a predecessor company was formed to supply seismic vessel capacity to larger seismic service providers. From 2000, the business model was extended to offer seismic services directly to end customers and leverage the extensive competency developed in-house. SeaBird had at this stage constructed a team of highly experienced industry professionals with significant expertise in high-quality seismic operations.

SeaBird's shares were listed on Oslo Børs in 2006. The same year, the company acquired an ocean bottom node seismic company, a business which was subsequently divested in 2011. Since 2011, SeaBird has focused solely on marine seismic operation.

SeaBird currently has a global fleet of efficient vessels targeting the 2D, source and niche 3D seismic sectors. SeaBird believes it is one of the world's largest independent suppliers of 2D and source seismic services (both in terms of market share and number of vessels).

In January 2015, the Company announced that an agreement had been reached with certain lenders and creditors on the principal terms of a financial restructuring, being a consensual restructuring of the SeaBird group. The purpose of the Restructuring was to facilitate a comprehensive restructuring of the SeaBird group's balance sheet and provide new funding for SeaBird.

The 2015 restructuring followed announcements made in 2014 to the effect that SeaBird was in default of its existing bonds, certain debt obligations and certain other financial commitments, and required new sources of funds to continue its operations. Consequently, SeaBird had for several months been in close dialogue with its creditors and other stakeholders in pursuit of new funding, resulting in agreement in principle reached with several of the SeaBird group's stakeholders with respect to the 2015 restructuring.

In June 2017, SeaBird announced it had reached agreement concerning a restructuring of certain of its debt obligations. The majority of the debt was converted into new equity, while a smaller part was rolled over with 30 June 2020 as the new maturity date.

To strengthen the balance sheet, the Company carried out a private placement and a subsequent repair offering raising gross proceeds of NOK 105 million at NOK 0.1 per share during the fourth quarter of 2017.

During the first quarter of 2018, the company agreed to redeliver the Munin Explorer (previously a chartered-in vessel) to its owner and decommissioned the Northern Explorer. The Munin Explorer was redelivered end April. After that, the Company had a fleet of four vessels (three owned and one chartered).

In May 2018, the Company completed a private placement raising gross proceeds of NOK 150 million at NOK 0.16 per share.

In July 2018, the Company completed a private placement raising gross proceeds of NOK 120 million at NOK 0.19 per share. The net proceeds from the Private Placement was used to i.a finance the acquisition of the Geowave Voyager, delivered to the Company in late 2018.

In April 2019, the Company completed a private placement raising gross proceeds of NOK 250 million at NOK 1.2 per share. The net proceeds from the transaction was to be used to i.a finance the acquisition of the BOA Galatea and BOA Thalassa from BOA SBL AS, as well to as to acquire and install equipment on these vessels. In addition to the net proceeds from the private placement, shares corresponding to a total of approximately NOK 55.3 million was to be issued as considerations to BOA SBL bondholders. The background and more information regarding the private placement is further set out in Section 4.

On 13 June 2019, the Company announced that it had completed the acquisition of BOA Thalassa. Of the NOK 92.5 million purchase price, approximately NOK 64.8 million was paid in cash and the residual was paid in the form of 23,055,373 First Tranche Consideration Shares. In addition, 23,055,372 Second Tranche Consideration Shares will be issued in respect to the contemplated acquisition of BOA Galatea. More information about is set out in Section 4.1.1.

5.3 Legal and group structure

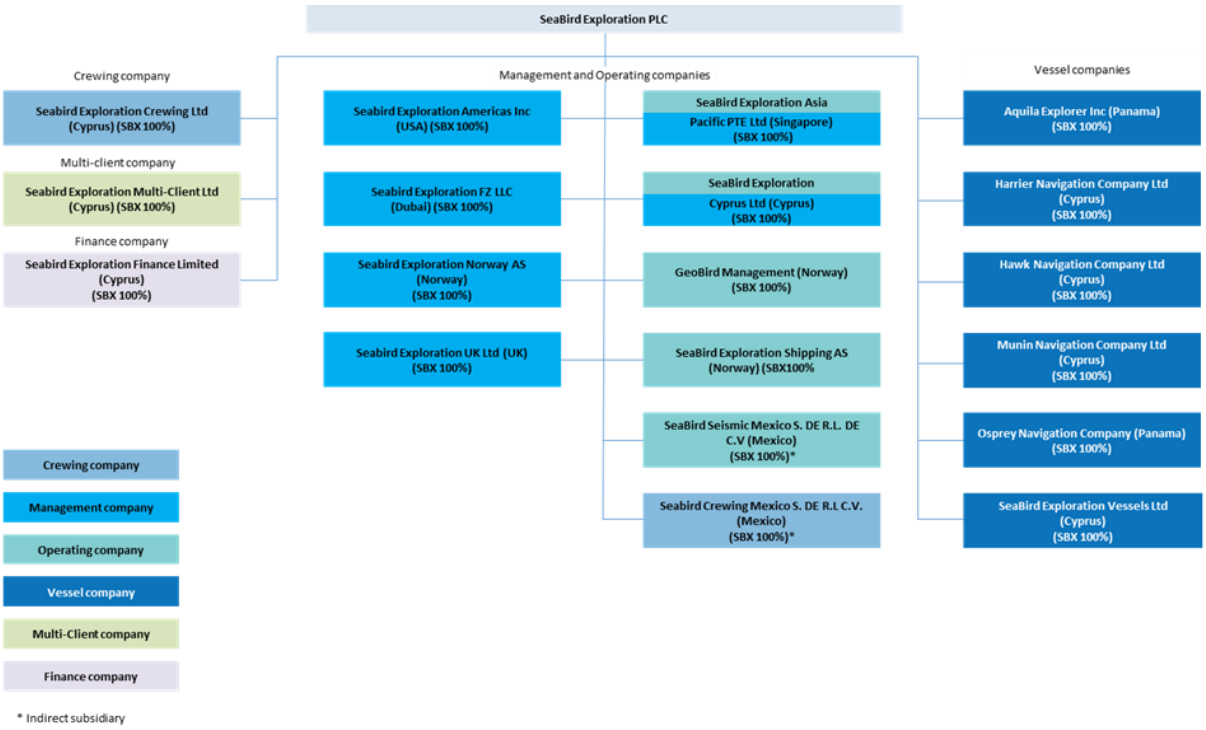
The Company serves as SeaBird's group parent company and is a public company limited by shares, registered under the Companies Law, Ch. 113 of the statute Laws of the Republic of Cyprus (as amended) and with registration number 259593 in the Registry of Companies, being a department of the Cyprus Ministry of Commerce, Industry and Tourism. The Company was originally incorporated on 28 August 2000 under the International Business Companies Act of 1984 chapter 291 of the laws of the British Virgin Islands, then under the name "GeoSea Holdings Limited". The Company re-domiciled to Cyprus on 18 December 2009 changing its name to SeaBird Exploration Plc. SeaBird and SeaBird Exploration are commercial names used to describe the group and its business.

The Company's registered office is Spyrou Kyprianou 15, Matrix Tower II, 3rd floor, 4001, Limassol, Cyprus. SeaBird's web site can be found at www.sbexp.com. E-mail: corporate@sbexp.com

In addition to the registered office above, offices of the SeaBird group include:

- Oslo (Norway): SeaBird Exploration Norway AS, Cort Adelers gate 16, P.O. Box 1302 Vika, 0112 Oslo, Norway. Enterprise no: 977 236 371. Tel: +47 2240 2700, e-mail: corporate@sbexp.com
- Singapore: SeaBird Exploration Asia Pacific Pte. Ltd., 1 Fullerton Road, #02-01 One Fullerton, Singapore 049213. Tel: +65 6832 5593, e-mail: corporate@sbexp.com
- London (United Kingdom): SeaBird Exploration UK Ltd, Portland House, Bressenden Place, greater London, London SW1E 5RS, United Kingdom. Tel +44 208 433 6994, E-mail: corporate@sbexp.com

The SeaBird group's operations are performed by a set of subsidiaries, a chart of which is set out below.



The table below sets forth an overview of the legal entities being an active part of the SeaBird group. All subsidiaries are wholly owned.

Company	Principal activity	Country of incorporation
Aquila Explorer Inc.	Vessel holding company	Panama
SeaBird Exploration Crewing Limited	Crewing company	Cyprus
GeoBird Management AS	Operating company	Norway
Harrier Navigation Company Limited	Vessel holding company	Cyprus
Hawk Navigation Company Limited	Inactive	Cyprus
Munin Navigation Company Limited	Inactive	Cyprus
Osprey Navigation Company Inc.	Vessel holding company	Panama
SeaBird Exploration Americas Inc.	Management company	USA
SeaBird Exploration Asia Pacific PTE. Ltd.	Management/operating company	Singapore
SeaBird Exploration Cyprus Limited	Management/operating company	Cyprus
SeaBird Exploration Finance Limited	Finance company	Cyprus
SeaBird Exploration FZ-LLC	Management company	UAE
SeaBird Exploration Multi-Client Limited	Multi-client company	Cyprus
SeaBird Exploration Norway AS	Management company	Norway
SeaBird Exploration Shipping AS	Operating company	Norway
SeaBird Exploration UK Limited	Management company	UK
SeaBird Exploration Vessels Limited	Vessel holding company	Cyprus
SeaBird Crewing Mexico S. DE R.L. DE C.V.*	Crewing company	Mexico
SeaBird Seismic Mexico S. DE R.L. DE C.V.*	Operating company	Mexico

In addition to the companies above, all of which have active functions in the SeaBird group as per the date of this Prospectus, there are also certain inactive or dormant/closed down/under closure subsidiaries as set out in note 13 to the parent company`s financial statements in annual report 2018 (see Section 13.4).

Other than as set forth above, the SeaBird group does not have holdings in which it holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

5.4 Vision, goals/objectives and strategy

The SeaBird group's vision is to be the most reliable and productive service provider in focus areas, based on low cost operations, experienced crews and unparalleled technology expertise in the high end of the 2D, niche 3D and source marine seismic markets and to be a complete seismic services provider, covering the full range of its client needs.

- Global market leader in SeaBird's principal sectors for the oil and gas industry and multi-client companies
- Best in class maritime operation
- Unique competence in frontier markets and niche seismic
- Complex survey areas, shallow water and high risk

- Leading 2D seismic technology development
- Highly reputable QHSE program which differentiates SeaBird in its segment

The goal is to be a market leader in the high end of the seismic market within its niches, by building on its strong sides, retaining focus on cost without compromising on Health, Security and Environment (QHSE), and through building long term relationships with key clients and remaining conservative with regards to acquiring debt.

When using the term "high end" above, SeaBird makes reference to companies that are approved for employment by the major oil companies, which involves approval of QHSE systems. Companies without such approvals will not be able to have their vessels employed by such oil companies, but may find employment for their vessels with other seismic companies having such approvals, or with other clients that have less stringent demands to QHSE systems.

5.5 The fleet and main assets

The SeaBird fleet consists of the following vessels:

M/V Aquila Explorer

Building year: 1982

Year acquired: 2006

Converted for seismic operation in: 2007

Seismic: 2D

Location: Spain

Ownership: Owned by SeaBird

Warmed stacked

M/V Harrier Explorer

Building year: 1979

Year acquired: 2007

Converted for seismic operation in: 2007

Seismic: 2D

Location: Caribbean Sea

Ownership: Owned by SeaBird

M/V Osprey Explorer

Building year: 1985

Year acquired: 2006

Converted for seismic operation in: 2007

Seismic: 2D

Location: US Gulf of Mexico

Ownership: Owned by SeaBird

M/V Voyager Explorer

Building year: 2005

Seismic: 2D / SW-3D

Location: Indian Ocean

Ownership: Bareboat charter

Eagle Explorer

Building year: 2009

Year acquired: 2018

Seismic: 2D, source and niche-3D

Location: US Gulf of Mexico

Ownership: Owned by SeaBird

Boa Galatea

Building year: 2009

Year acquired: Expected on or about July/August 2019

Seismic: 2D and source

Location: Gdansk, Poland

Ownership: Owned by SeaBird

Boa Thalassa

Building year: 2008

Year acquired: 2019

Seismic: 2D and source

Location: Indian Ocean

Ownership: Owned by SeaBird

Nordic Explorer

Building year: 1986, rebuild in 1993

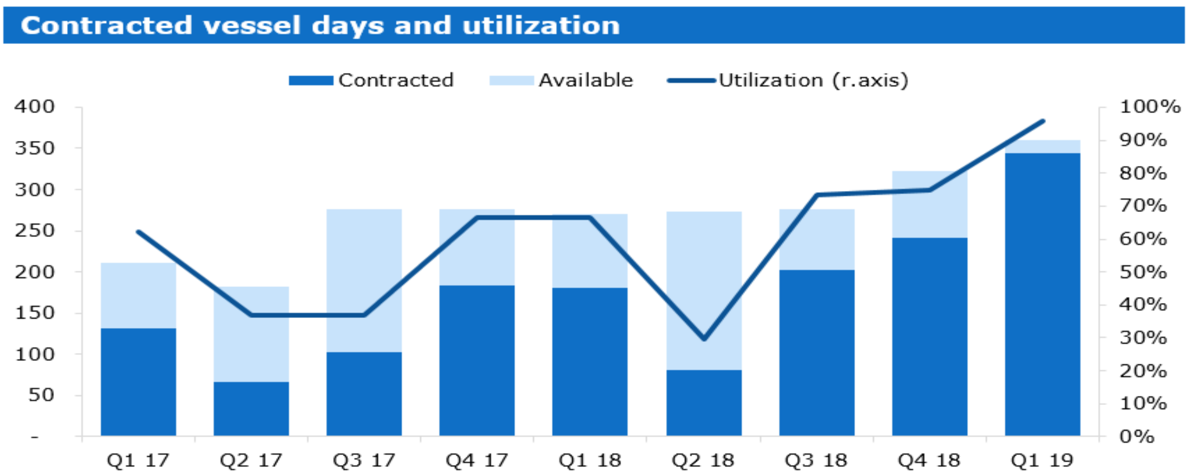
Seismic: 2D, source and niche-3D (4 streamers)

Location: UK Coast and Atlantic

Ownership: Time charter

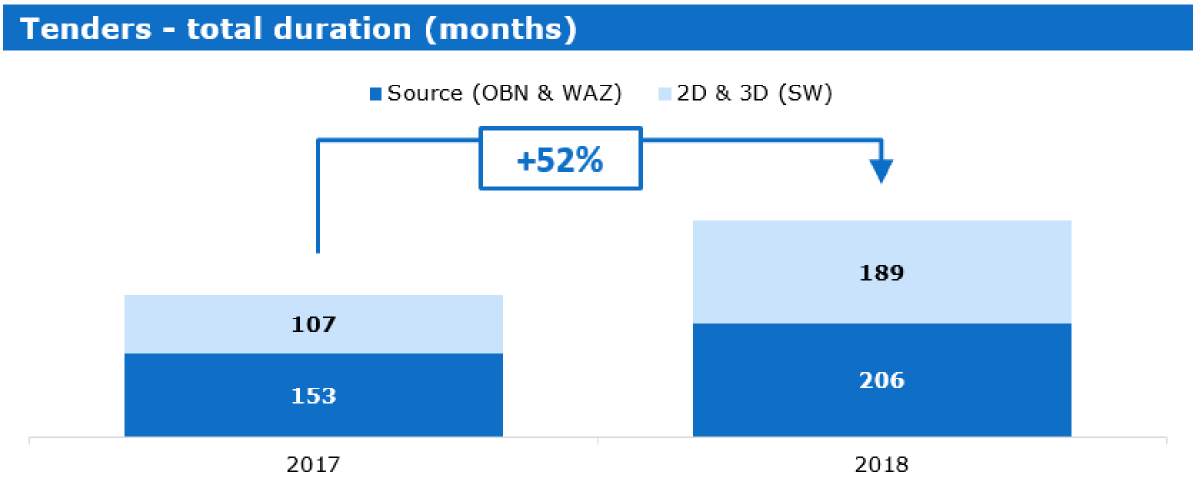
5.5.1 Vessel utilization, chartering and contract coverage

The chart below provides an illustration of SeaBird's aggregate vessel utilization (contract and multi-client seismic), for the period since 2017.



One of the vessels in SeaBird's fleet is in lay-up as per the date of this Prospectus, being Aquila Explorer. Aquila Explorer will remain laid-up until market activity picks up and Seabird again sees the need for using the Vessel for its operations.

Chartering of SeaBird's vessels is generally based on contracts with duration between one and three months, although contracts may be shorter or longer. As a consequence of the generally short contract duration, SeaBird is dependent on continuously finding and developing new contract opportunities. Utilization will depend on the ability to secure new contracts in continuation of existing contracts in order to minimise idle periods. Geographic proximity of such new contracts is also of importance to minimise the time spent in transit between survey areas.

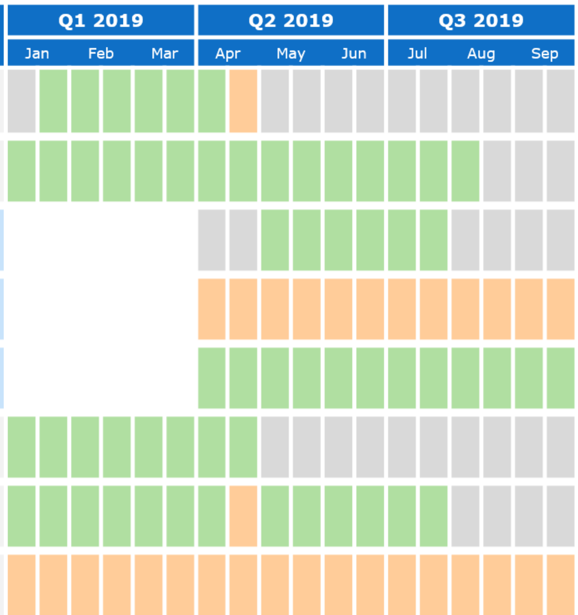


As can be seen in the chart above, the Company is experiences increased tendering activity with 2018 tender activity (calculated as monthly duration) up 52% y-o-y. Although there can be no assurance that the tenders will materialise in contracts for the Company, nor that the tendering activity will continue to stay high, the Company is of the opinion that the tender activity will continue to stay high. The Company is also of the opinion that it is well positioned to capitalise on the increased activity.

In addition to the tendering activity described above, SeaBird is in negotiations for various additional contracts. There can be no assurance that these additional and expected contracts will materialize, nor any certainty about the duration or amounts of such additional contracts.

In terms of contract backlog, the company has secured backlog well into Q2 2019. And overview of the contract status for the Company`s vessels can be seen in the table below.

Vessel	Key information		
Voyager Explorer	3D-SW[1] - 4 X 6 000m 2D - 1 X 12 Km Source	2005 built	Bareboat charter with flexible rate
Eagle Explorer	3D - 6 X 8 000m 2D – 1 X 12 Km Source	2009 built	Owned vessel
Nordic Explorer	3D 2D Source	1986/93 built	Time charter
Boa Galatea	2D Source	2009 built	Owned vessel
Boa Thalassa	2D Source	2008 built	Owned vessel
Osprey Explorer	2D - 1 X 12 Km Source	1985 built 2006 converted	Owned vessel
Harrier Explorer	2D - 1 X 12 Km Source	1979 built 2007 converted	Owned vessel
Aquila Explorer	2D - 1 X 12 Km Source	1982 built 2007 converted	Owned vessel



On contract Warm stack/ Class/ Upgrade Vacant/ Idle

5.5.2 *Contract seismic and multi-client seismic; seismic library*

SeaBird principally employs its vessels in so-called contract seismic, where the vessels are employed on fixed contracts for the campaign. When performed for an end-user client, the client becomes the sole owner of the seismic data being collected. An overview of the contract coverage for SeaBird's vessels is provided in Section 5.5.1.

SeaBird also collects seismic data for its own account (in whole or part), for later sales to third parties. This is referred to as multi-client seismic, and is a conceptually different business model than contract seismic. During the Restructuring in 2017, the Company sold the majority of its multi-client library to TGS in exchange for its outstanding debt obligation under SBX04 tranche A. As of 30 June 2018, the multi-client library had a book value of USD 0.0 million. Although the Company has divested most of its multi-client library, it is expected that the Company will engage in multi-client seismic surveys in the future dependent on market demand.

In the multi-client business model, the seismic companies plan, acquire and process the data at their own risk, and offer the processed data for license to clients on a non-exclusive basis. Under this model the clients benefit from access to high quality data at a lower cost compared to acquiring the same data on a proprietary contract basis, but forfeit any exclusivity to the data. Such data is typically acquired over open acreage in anticipation of licensing by the relevant authority and is used by clients for risk evaluation and prospect identification prior to them making a bid for acreage. For the seismic companies the benefit comes from the potential for multiple sales that in total can exceed the revenue that would have been otherwise derived from a contract survey.

The risk aspects of the two models differ as contracted work is commenced against pre-defined revenue while the income from multi-client projects is speculative and contingent on external factors such as the attractiveness to clients of the associated acreage being offered for lease. However, it is common practice in the seismic industry that client pre-funding is sought by the seismic companies for their multi-client projects according to the companies' risk appetite, in order to mitigate these risks, sometimes up to or exceeding the full pre-funding of the survey equivalent to that of the contract model.

SeaBird's main activity is contract seismic, which accounted for 100% of revenues in 2018 (2017: 97%, 2016: 97%). Multi-client is mainly used to capitalize on attractive investment opportunities and to stabilize fluctuations in contract market. Contract work is lumpy subject to the demand from third parties, hence multi-client work is a way to fill the gaps between contracts and make the best use of the vessels. SeaBird often does multi-client work in collaboration with other third-party multi-client specialists.

5.5.3 Commercial and technical management of the vessels

SeaBird is handling both commercial and technical management of all the vessels in its fleet. Responsibility lies with SeaBird's operations department, through the maritime and seismic support departments.

5.5.4 New products and/or services

SeaBird has not introduced, and does not plan to introduce, significant new products or services.

The board of directors of the Company does not expect any major changes in SeaBird's principal activities in the foreseeable future.

5.5.5 Statements regarding competitive position

The statements made by SeaBird in this Prospectus regarding its competitive position are provided on a "going concern" basis and are not based on any assumptions of changes in its relative competitive position, other than as described in this Prospectus.

5.5.6 Environmental issues

SeaBird is not aware of environmental issues that currently affect, or may reasonably be expected to affect, the utilisation of its assets. SeaBird's business activities do not rely on environmentally hazardous cargoes or substances, with the exception of the fuel used by its vessels.

5.6 QHSE systems and policies

SeaBird' policies for QHSE (Quality, Health, Safety and Environment) are developed to provide guidance and direction for all persons in the SeaBird group, at all levels, areas and spheres of its operations and offices. These policies have been detailed to provide a structured and practical approach in achieving its objectives, bringing value and applying ethics and moral in how SeaBird performs its work worldwide, be that on- or offshore.

The policies are fully integrated into its SeaBird's management system; which is based on a framework defined by IOGP (International Association of Oil & Gas Producers, an industry association). The Company`s management system is certified to ISO 14001:2015 (environmental management systems), ISO 9001:2015 (quality management systems) and OHSAS 18001 (occupational health and safety management systems).

The system have been honed over a period of years to achieve robust end user functionality which adds value to the company by providing all the required processes and tools to support the Company on and offshore at all sites. In addition to quality, the system ensures safe operations. The Company reported a lost time injury frequency rate of 0.00 and a total recordable incident rate of 0.15 in 2018.

All of the Company`s vessels comply with the requirements of the international safety management code and the marine labor convention 2006.

5.7 Property, plant and equipment

SeaBird leases its offices from several parties, with such lease agreements being entered into on commercial terms and satisfactory to its needs. SeaBird has no owned premises. The company has operating lease commitments in relation to the lease of office premises in Norway and Cyprus. The lease contract for the office in Oslo expires in 2019. The rental contract for the office in Limassol was signed in December 2018 and the lease commenced in January 2019. No particular arrangements or infrastructure is required for SeaBird's office needs.

The majority of assets owned by SeaBird are seismic vessels and equipment (approximately USD 40.9 million book value excluding the book value of Boa Galatea and Boa Thalassa), as set out in Section 5.5. An overview of investments (historical, ongoing and planned) is provided in Section 9.1. The encumbrances on SeaBird's vessels are set out in Section 9.2.5. Please refer to section 5.5.1 for vessel utilization, chartering and contract coverage for details around the Company's backlog.

5.8 Material contracts Dependence on contracts and licences

SeaBird's business and profitability is dependent on entering into new operating contracts as existing contracts come to an end. These contracts are entered into in a competitive market based on bidding procedures against other seismic operators with capabilities and availabilities matching the requirements of the respective clients. Reference is made to Section 7 for a discussion of the competitive situation for SeaBird's vessels.

An overview of the contract backlog for the employment of SeaBird's vessels is provided in Section 5.5.1. The majority of the Company`s revenues were related to contracts with oil companies and other seismic companies. In 2018, the largest customer represented 42% of total revenues for the year.

To the extent that SeaBird relies on third parties to perform services, SeaBird does not believe any such third party to be critical to its operation. Third party services are purchased in an open and competitive market, and are selected on the basis of price and quality.

For streamers and other seismic equipment, SeaBird relies on approvals from US authorities to be receiver of US-controlled technology exported from the United States. Should such approvals be revoked, SeaBird would suffer a reduced selection of supplies and might not have access to the industry preferred technology.

SeaBird faces regulatory requirements from ISO (Organization for Standardization), flag states as well as class (in line with other maritime industries).

In the opinion of the Company, and except as forth above, SeaBird is not dependent on any particular licenses, industrial, commercial or financial contracts or manufacturing processes to conduct its business.

5.8.1 Material contracts outside the ordinary course of business

SeaBird is not a party to any material contract other than contracts entered into in the ordinary course of business.

5.9 Changes in framework conditions

Factors concerning QHSE system policies are described in section 5.6, environmental issues are described in section 5.5.6 and factors concerning market conditions in section 7.1-7.4. Other than as described in these sections, SeaBird is not aware of any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, directly or indirectly, its operations, or of proposed changes to such policies or factors that could materially affect its operations.

6 BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

6.1 Board

6.1.1 Composition of the Board of Directors

Overall responsibility for the management of the Company and its subsidiaries rests with the board of directors.

Pursuant to the Articles, the board of directors of the Company shall have between two and nine members.

Directors serve for periods of one year at a time, and are elected or re-elected at the annual general meeting unless an extraordinary general meeting is called to elect new directors. The extraordinary general meeting held on 20 June 2018 elected Heidar Engebret (chairman), Dag Fredrik Arnesen and Ketil Nereng, and re-elected Mr. Klohs. On 24 June 2018, Mr. Klohs was appointed CEO of the company, and has therefore resigned from the position of director. The annual general meeting held on 10 August 2018 also elected Olav Haugland. Following said elections and resignation, the Board of Directors constitutes of the four directors as set forth in the table below.

Name	Position	Served since
Heidar Engebret	Chairman	2018
Dag Fredrik Arnesen	Director	2018
Ketil Nereng	Director	2018
Olav Haugland	Director	2018

The Company's business address (Spyrou Kyprianou 15, Matrix Tower II, 3rd floor, 4001, Limassol, Cyprus), serves as c/o address for each member of the board of directors.

Under the Code of Practice (as defined and further described in Section 6.5."Corporate governance") it is recommended, to ensure independence from special interests, that the majority of the members of the board should be independent of a Company's executive personnel and material business contacts, and that at least two of the members of the board should be independent of the main shareholders. None of the directors of the Company are, or are affiliated with, executive personnel of the Company.

6.1.2 Brief biographies of the members of the Board of Directors

Set out below are brief biographies of the members of the board of directors of the Company, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of the board of directors is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and management positions in subsidiaries of the Company), where for purpose of this overview "C" indicates the position of chairperson and "D" indicates director.

Heidar Engebret– Chairman

Mr. Engebret was appointed to his position in 2018. He is currently a portfolio manager in Dovre Forvaltning UAB, and is also a board member in Fjord Bank AB. His previous experience includes equity & high yield sales in Sparebank 1 Markets. He has been an advisor to the board in SeaBird Exploration since October 2017. Mr. Engebret holds a Bachelor degree in Economics and Business Administration from Norwegian School of Economics (NHH). Mr. Engebret is a Norwegian citizen.

Overview of current directorships, partnerships and management positions:

- *Fjord Bank AB (D)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *KryptoVault AS (CFO)*

Dag Fredrik Arnesen – Director

Mr. Arnesen was appionted as a director of the company in 2018. Mr. Arnesen is a private investor. He has held numerous leading positions in DNB, Orkla Finans, Skipsbanken and Eidsiva Rederi ASA. He was also a senior advisor in GIEK. Mr. Arnesen holds an MSc in Economics and Business Administration from the Norwegian School of Economics (NHH).

Overview of current directorships, partnerships and management positions:

- *Odd Berg AS (D), Bernh Botolfsen Import AS (D), A La Carte Produkter AS (D), Kontorfellesskapet Skøyen AS (C), Slåtterøy AS (CEO & C), Rem Offshore II AS (C), Storkleiven AS (C), Lillestrøm Sentrumsbolig AS (D), Cedar Car Carrier AS (D), Cedar Car Carrier 2 AS (D), E & G Bygg AS (D), Byala AS (D), Greenbarge AS (D), Teldar Paper Inc AS (deputy D), Trinity Group AS (deputy D)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *Sameiet Sjusjøen Panorama 2.1 - 2.2 - 2.3 (D), Colibri Eiendom AS (D), Sam Purpose AS (D), Godt Innafor AS (D)*

Ketil Nereng – Director

Mr. Nereng is a private investor primarily in shipping and offshore, founder and manager of investment company focused on development of small scale hydro powerplants. He is the chairman of the board of BNVannkraft AS and Bøen Kraft AS, and member of the board of BNTurbin AS. Mr. Nereng holds a Bachelor of Business Administration from La Salle, Barcelona and a MSc in Financial Economics from BI Oslo.

Overview of current directorships, partnerships and management positions:

- *BNHolding AS (D), BNTurbin AS (D), BNVannkraft AS (C and CEO), Bøen Kraft AS (C), Acme AS (C), KNHolding AS (C)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None*

Other than a suspended sentence for a traffic violation, Mr. Nereng has no prior publicly incriminated and/or sanctioned by any statutory or regulatory authorities during the last five years preceding the date of this Prospectus.

Olav Haugland – Director

Mr. Haugland was appionted as a director of the company in 2018. He has also served as director of the Company during the period 2015-2017. He holds a Master of Science in Economics and Business Administration and is a state authorized public accountant. Mr. Haugland is a seasoned CFO with extensive international network and broad experience in the capital market from both equities and as bond issuer. He has broad business experience with some 80+ board membership and years of CFO responsibilities in the shipping and oil service with both public and private groups. Over the last decade, he has held various management positions in capital-intensive companies, including the position as CFO in Farstad Shipping ASA. He is a Norwegian citizen, and resides in Norway. He is now CEO in subsea company Ocean Installer AS.

Overview of current directorships, partnerships and management positions:

- *Ocean Installer AS (CEO)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *Hansa Property Group (D), Sinvest ASA (D), Wilhelm Wilhelmsen ASA (D), Kistefos (D), Farstad Shipping ASA (CFO)*

6.1.3 Remuneration to the Board of Directors, and benefits upon termination

Aggregate remuneration to the board of directors was USD 107,097 for 2018, USD 212 784 for 2017, and USD 285 930 for 2016.

No member of the board of directors is entitled to benefits upon termination.

6.1.4 Shares and options held by members of the Board of Directors

The table below sets forth shares, options and warrants held by each member of the board of directors (including shares held by spouses, dependent children or companies in which the person has a controlling influence.

Name	Shares
Heidar Engebret	1,076,666
Dag Fredrik Arnesen	2,500,000
Ketil Nereng	3,072,334
Olav Haugland	250,000

6.1.5 Sub-committees of the Board of Directors

The audit committee currently consists of the board members Mr. Heidar Engebret and Mr. Dag Fredrik Arnesen. The main purpose of the audit committee is to oversee the following matters:

- the integrity of the Company's financial statements and other financial information provided to stockholders and others;
- SeaBird's system of internal controls; and
- the engagement and performance of the independent auditors.

The members of the audit committee and the chairperson are appointed by the board. The chairperson shall be an independent non-executive director. The committee shall consist of minimum two members. The committee shall meet often enough to undertake its role effectively, and shall meet no less than four times a year. Members of the management may be invited to attend the audit committee meetings. The management is obliged to supply the audit committee with adequate information in a timely manner, in order to enable it to make informed decisions. The meetings may be held by means of a teleconference.

The Company has no separate remuneration committee. The entire board is in charge of compensation, incentivation and retention matters for the employees. The nomination committe is in charge of making proposals for compensation to the board members and the nomination committee.

6.1.6 Nomination committee

The Company has a nomination committee elected by the general meeting. The Nomination committee was changed at the annual general meeting held on 10 August 2018 and consists of Svein

Øvrebø (Chairman), Marius Horgen and Thomas Aanmoen. The general meeting also elects the leader of the nomination committee and determines its compensation.

The nomination committee of SeaBird shall consider and report to the board of directors for resolutions on the following matters:

- nominees for election as shareholder appointed members of the board of directors and the chairperson of the board of directors.
- nominees for election of the nomination committee.
- the proposed remuneration of the board of directors and the members of the nomination committee.

The report of the nomination committee shall be enclosed to the notice for the annual general meeting. The nomination committee shall operate in accordance with generally accepted principles for good corporate governance.

Having a nomination committee is not required pursuant to the Company's Memorandum or Articles, as it is not recognised as a corporate body in home state legislation.

6.2 Management

6.2.1 Overview of key management positions

The names and positions of the members of key management of the Company are set out in the table below. The Company's business address (Spyrou Kyprianou 15, Matrix Tower II, 3rd floor, 4001, Limassol, Cyprus), serves as c/o address for each member of management unless otherwise stated.

Name	Position	Employed since
Hans Petter Klohs	Chief Executive Officer	2018
Nils Haugestad	Chief Financial Officer	2012
Finn Atle Hamre	Chief Operation Officer	2018
Gunnar C. Jansen	Chief Commercial and Legal Officer	2018
Kjell Mangerøy	VP Business Development	2006
Steinar Fjeldbo	VP Operations	2014

6.2.2 Brief biographies of the members of management

Set out below are brief biographies of the key management of the Company, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of management is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and management positions in subsidiaries of the Company), where for purpose of this overview "C" indicates the position of chairperson and "D" indicates director.

Hans Petter Klohs – Chied Executive Officer

Mr. Klohs was appointed as CEO of the company on 24 June 2018. He holds a BSc degree in Economics and Business Administration and an Mphil degree in International Finance. Mr. Klohs has extensive senior executive management experience from Norwegian stock listed entities in both oil service and oil & gas, amongst other as CFO and later CEO in GC Rieber Shipping ASA for more than

10 years, CEO in Arrow Seismic ASA and Armada Seismic ASA and CFO in Rocksource ASA. His field of experience includes corporate funding, financial reporting, M&A, corporate finance, investor relations and business development. He is a Norwegian citizen and resides in Norway.

Overview of current directorships, partnerships and management positions:

- *Seabed Solutions AS (C), Allegaten Eiendom AS (C), Carthea AS (C)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *Rocksource ASA (D), Odfjell Drilling Ltd (D), Omega Subsea AS (D)*

Nils Haugestad – Chief Financial Officer

Mr. Haugestad has held the position as Chief Financial Officer of the company since April 2012. Mr. Haugestad has over 20 years' experience in investment banking, principal investments and corporate strategy. He came from the position as Chief Executive Officer and founding partner of Fokus Capital Ltd. Prior to this, Mr. Haugestad was Chief Operating Officer of Evolvence Capital Ltd. Mr. Haugestad has previously held a number of positions in New York with Citigroup, Citicorp Venture Capital, Credit Suisse, RBC Capital Markets and UBS. Mr. Haugestad holds a Bachelor of Science degree from the Wharton School, University of Pennsylvania and a Master of Business Administration degree from Harvard Business School. Mr. Haugestad is a Norwegian citizen and resides in Oslo, Norway.

Overview of current directorships, partnerships and management positions:

- *None except from Company and subsidiaries*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None*

Finn Atle Hamre – Chief Operating Officer – Deputy Chief Executive Officer

Mr. Hamre was appointed as COO of the company on 24 June 2018. He holds a B.Eng. (Hons) in Naval Architecture, and a Master of Business Administration. Mr. Hamre has more than 20 years of experience in the Offshore Oil and Gas industry across both European and Asian markets. He has more than 10 years of experience in senior executive management positions including VP, MD, CCO and CFO. He is a Norwegian citizen and resides in Norway.

Overview of current directorships, partnerships and management positions:

- *Orion Offshore AS (D & CEO)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *Marine Contracting Pte Ltd (Singapore) (D & CFO), FAHM Contracting Pte Ltd (Singapore) (D & CEO), Nordic Maritime Pte Ltd (Singapore) (VP Commercial)*

Gunnar C. Jansen – Chief Commercial and Legal Officer

Mr. Jansen was appointed as CCO and CLO of the company on 8 August 2018. He holds a BA degree in Economics and International Studies and Master degree in Jurisprudence and Maritime Law. He has more than 15 years' experience in the Offshore Oil and Gas and Shipping industry and 10 years' experience in senior executive management positions including Deputy CEO, CCO, CFO and General Counsel. Mr. Jansen has extensive experience in Business Development, contract negotiations, chartering, commercial management, project development and ship-financing. He is a Norwegian citizen and resides in Norway.

Overview of current directorships, partnerships and management positions:

- *Essayons AS (D)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *Geoship AS (CCO), Forland Shipping AS (CFO), Vestland Management, (Deputy CEO and CCO), Østervold Seismikk AS (D)*

Kjell Mangerøy – VP Business Development

Mr. Mangerøy has held the position as VP Business Development in the company since February 2008. Prior to the appointment of VP Business Development, he held the position as VP Operations since 2006. Before joining SeaBird, he held the position of Business Development Manager (Africa) for PGS from 2001 to 2006 based in London and from 1995 to 2001, he held the position of Operations Manager in PGS based in Oslo. From 1985 to 1995, he worked for CGG on board vessels as Party Chief and later as Operations Manager based in London for three years before opening an office for CGG in Stavanger in 1992. From 1976 to 1985, he held various positions in several seismic and survey companies before joining CGG. Mr. Mangerøy has extensive experience from 35 years in the seismic industry. Mr. Mangerøy is a Norwegian citizen and resides in Bergen, Norway.

Overview of current directorships, partnerships and management positions:

- *None except from Company and subsidiaries*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None*

Steinar Fjeldbo – VP Operations

Mr. Fjeldbo joined SeaBird in February 2014, after 22 years in the seismic industry working for Geco-Prakla, WesternGeco, Reservoir Exploration Technology, Fugro GeoTeam and CGG. Nine of these years were offshore and the rest in operational management. Mr. Fjeldbo has a military and technical education from the Royal Norwegian Navy where he had six years of service, specializing in sonar and other technical equipment on submarines. Mr. Fjeldbo is a Norwegian citizen and resides in Sandefjord, Norway.

Overview of current directorships, partnerships and management positions:

- *None except from Company and subsidiaries*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None*

6.2.3 Remuneration and benefits to members of management

6.2.3.1 Total remuneration

The following amounts have been paid or set aside for salaries and other benefits for the members of key management of the SeaBird group, being defined as Christophe Debouvry (CEO from January 2016 until 24 June 2018), Kjell Mangerøy (VP Business Development from February 2008), Dag Grepperud (VP QHSE from May 2015 until October 2018), Nils Haugestad (CFO from April 2012), Steinar Fjeldbo (VP Operations from July 2014) , Hans Petter Klohs (CEO from June 2018), Finn Atle Hamre (COO from June 2018) and Gunnar Jansen (CCO from August 2018):

(figures in USD '000)	2018	2017	2016
Salaries and other short-term employee benefits	1,399	1,528	1,579
Bonus payments	88	142	57
Post employment benefits	228	567	31
Total key management compensation	**1,715**	**2,237**	**1,667**

6.2.3.2 Agreements providing benefits upon termination of employment

On a general basis, upon termination by the Company without legal cause or at change of control, certain members of key management of the Company may receive up to one year benefit as contracted severance compensation.

6.2.4 Shares and options held by members of management

The table below sets forth shares held by each member of key management (including shares held by spouses, dependent children or companies in which the person has a controlling influence), including the volume weighted average price of shares acquired during the last year.

Name	Shares	Options
Hans Petter Klohs	500,000	3,600,000
Nils Haugestad	800,000	2,600,000
Kjell Mangerøy	452,501	1,500,000
Gunnar C. Jansen	-	2,600,000
Finn Atle Hamre	302,000	2,600,000
Steinar Fjeldbo	-	800,000

6.3 Loans and guarantees provided to directors or management

The Company does not have a policy for granting loans and guarantees and has not granted any loans or guarantees to any of the members of its board of directors, key management or other parties related to these groups.

6.4 Conflicts of interest and other disclosures

The Company believes that it has taken reasonable steps to avoid, and to mitigate effects of, potential conflicts of interests arising from the board members' and key management's private interests and other duties. There are no potential conflicts of interest between any duties to the Company of the members of the board or the senior management and their private interests and/or other duties.

During the last five years preceding the date of this Prospectus, no member of the board of directors or the key management has:

- had any convictions in relation to fraudulent offences;
- been officially publicly incriminated and/or sanctioned by any statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct the affairs of a company; or
- been associated with any bankruptcy, receivership or liquidation.

There are no family relationship between any member of the board of directors and the member of the executive management.

There are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which members of the board of directors or key management were selected to their positions in the Company.

No member of the board of directors or key management is subject to restrictions on their disposal of the Company’s securities within any period of time.

6.5 Corporate governance

The Company and the board of directors has adopted and implemented corporate governance principles that are based on the Norwegian Code of Practice of Corporate Governance, as last published on 17 October 2018 (the “Code of Practice”). The Company's corporate governance also fulfils the requirement in Corporate Governance Code of April 2014 issued by the Cyprus Stock Exchange (the “Cyprus Corporate Governance Code”).

The Company has disclosed its corporate governance principles in its annual report and on its website www.sbexp.com.

The Code of Practice is a “comply or explain” guideline and the board of directors will state and explain any deviation from the recommended guidelines in the annual report.

The Company is, in all material respects, in compliance with the Code of Practice and the Cyprus Corporate Governance Code. The nomination committee is not regulated in the Company’s memorandum and articles of association, which is the custom in Cyprus.

6.6 Employees

6.6.1 Overview of employees

The table below shows the development in the average number of employees in SeaBird for the years 2018, 2017, and 2016.

	2018	2017	2016
Average number of employees	209	254	329

The average number of employees' from January 2019 to the date of this Prospectus is 190 offshore and 34 onshore.

The table below shows provides an overview the geographical location of the employees in SeaBird as an average for 2018, divided into onshore and offshore employees.

	Onshore	Offshore	Total
Cyprus	9	169	178
Norway	27		27
Singapore	4		4
USA	9	169	178

Marine and seismic offshore staff is in general employed in the crewing subsidiary, SeaBird Exploration Crewing Limited. The remainder is on-shore staff.

6.6.2 Loans provided to employees

SeaBird has no loans outstanding to employees.

6.6.3 Pensions

SeaBird has a defined contribution pension scheme, and contributions for Company's subsidiaries in Norway. The total amount of NOK 947,211 was set aside with respect to defined contribution pernsion scheme for 2018. This amount constitutes a part of selling, general and administrative expenses in the Company's audited consolidated financial statements for 2018 (see section 13.4). There are no specific amounts set aside or accrued by the Company or its subsidiaries to provide additional pensions, retirement or similar benefits upon termination of employment.

7 MARKET CONDITIONS

The demand for seismic surveys is in general correlated with the oil price. Since the second half of 2014 the oil price has dropped significantly from above USD 100 per barrel down to a trough of just under USD 30 per barrel before recovering to current levels of USD 60-70 per barrel. The low oil prices experienced since late 2014 have made new exploration and production projects become less profitable for the oil companies, which again impacted their spending on seismic services. With the recent increase in oil price, the company is experiencing increased tendering activity and sees signs of improvement in the market.

7.1 Marine geophysical services

Seismic data is conventionally collected by discharging a wave of acoustic energy just below the water's surface from energy sources towed behind a survey vessel. At rock layer boundaries, parts of the waves are reflected back to the streamers. Hydrophones detect and convert these reflections into digital data, which in turn are recorded onboard the survey vessel.

There are several seismic techniques that are being used to analyse potential sub-sea reservoirs. These can roughly be categorized as 2-, 3- and 4-dimentional analyses, as well as the developing electro-magnetic surveying. 2-dimentional seismic survey is the most cost efficient method, conducted by having a survey vessel towing a single streamer. The seismic survey will generate data which generally represents a vertical cross-section along the line tracked by the streamer and is the preferred method for initial analysis of larger areas.

An alternative to this is simply to use more streamers to produce several parallel 2D cross-section data. This will later be processed to produce a 3D image of the subsurface, often used when initial 2D analyses indicate findings. Normally, one will use several streamers attached to one survey vessel, but where longer offset and wide azimuth analyses are required, several source vessels may be used. This process requires more sophisticated navigation equipment to ensure a precise determination of the positions of streamers and energy sources; hence it is a more costly approach.

A fourth dimension, evolvement over time, is used to efficiently determine the changes occurring in the reservoir as a result of hydrocarbon production or injection of water or gas into the reservoir by comparing the repeated datasets. Time-lapse or 4D seismic involves comparing the results of 3D seismic surveys repeated at considerable time intervals (e.g. before a field starts producing versus various post-production stages).

7.2 Drivers of demand for marine geophysical services

In addition to the technological developments that affect the cost, quality and reliability of marine seismic data, demand for marine geophysical services is driven by the oil industry's incentives to invest in exploration, development and production. The willingness to invest is a consequence of current revenues, acreage available for exploration and production combined with the global oil and gas demand/supply balance. These factors are, in turn, affected by various political and economic factors, such as global production levels, prices of alternative energy sources, government policies, and the political stability in the oil producing countries. In general, the demand for geophysical services is therefore driven by:

- Future demand/supply balance for oil and gas
- Oil and gas companies' exploration and production spending

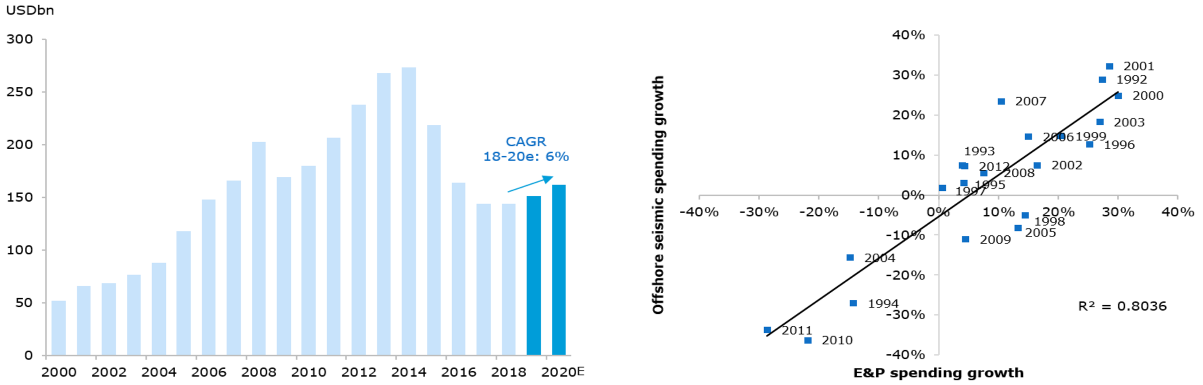
From the end of the 1990's, global E&P spending saw a decade of growth. This growth was capped by the economic recession that started in 2008. The result was a decrease in year-on-year global exploration and production (E&P) spending in 2009. The recession had a significant short-term impact on the global energy demand, illustrated by the severe drop in oil prices. At USD 36 per barrel, the oil price trough was reached in December 2008. In 2009 oil prices recovered on OPEC's above-average compliance to agreed-upon production targets, and trended upwards throughout the year. The positive trend in oil prices continued in 2010, with contract prices reaching USD 95 per barrel in December. Along with higher oil prices, oil companies invested more heavily in developing new resources, illustrated by a year-on-year increase in E&P spending for 2010. From 2011 to H1 2014, the oil price volatility was significant, illustrated by oil prices ranging from USD 89 to USD 127 during the period. However, in the second half of 2014 the oil price fell back from highs of around USD 120 down to a bottom of approximately USD 28 per barrel in January 2016. Following that, the oil price increased steadily to a level of USD~70-80 per barrel, supported by OPEC production reductions and concerns raised about a supply squeeze due to Iran sanctions. From a high of USD 85 in October 2018, the oil price dropped nearly 40% towards year-end as waivers was given to a number of countries, allowing them to continue to import Iranian oil. Since the January 2019, the oil price has rebounded, reaching current levels of USD ~60 per barrel.

The graph below illustrates the development in the oil price (Crude Oil Brent), from 2000 until May 2019 (source: Factset, 13 June 2019).

A main driver for the global seimic market is oil and gas companies exploration and production spending. The sector fundamentals have continued to improve during the first months of 2019 and 2019 is expected to be the first year of growing offshore investments since 2014.

Global exploration and production spending is expected to grow at a compound annual growth rate of 6% from 2018 to 2020, as illustrated in the graph below. As can also be seen from the graph on the right hand side below, offshore seismic spending is closely correlated with oil and gas companies' exploration and production spending last 20 years. Oil and gas companies E&P budgets are now considered more robust following cost cutting effors in recent years. It also follows that the oil price volatility in Q4-18 has had limited impact in observed clients behaviour.

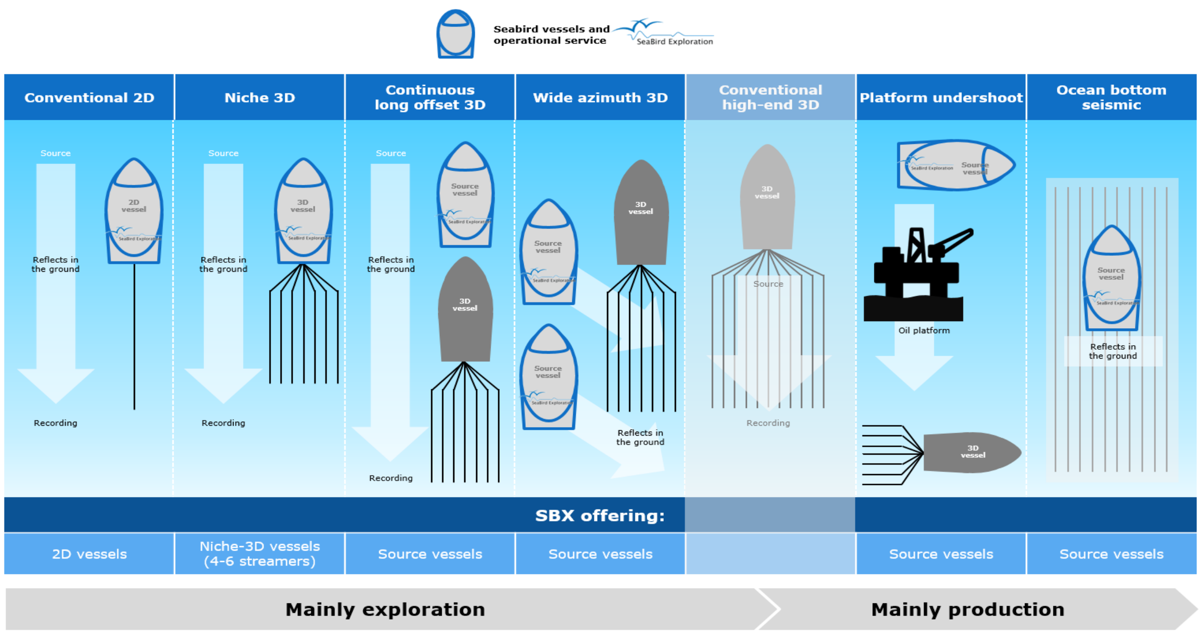
E&P spending and correlation to seismic spending



Source: ABGSC Equity Research: Oil and oil services - ahead of Q1 newsflow, March 2019. Historical data for correlation extracted from ABGSC Equity research. Correlation perfomed by ABGSC and Fearnley Securities in connection with the transaction.

7.3 SeaBird's main markets

SeaBird specializes in high quality operations within the high end of the source vessel and 2D market, as well as the niche 3D market (by means of a smaller vessel with 4-8 streamers). The exhibit below illustrates different marine seismic shooting techniques and SeaBird's related offering. As seen from the exhibit SeaBird is a service provider across all core seismic markets, with the exception of conventional high-end 3D.



Source: SeaBird

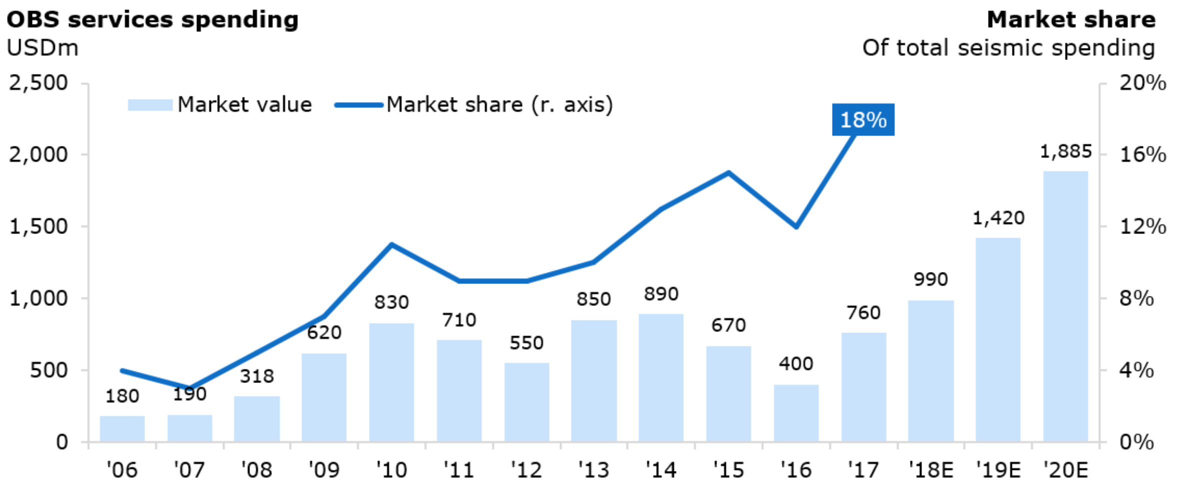
7.3.1 About the 2D market

2D seismic is critical for frontier exploration as it is less costly to cover a large area with 2D seismic compared with 3D seismic. 2D is then often used in frontier areas or when new areas are opened up for seismic exploration. Examples of these types of markets are Somalia, Gabon, Mozambique, Madagascar, Sierra Leone, Liberia, Panama, Myanmar, Falkland Islands, Arctic areas and Mexico.

7.3.2 About the source vessel market

SeaBird also operates in the source markets. Demand for such vessels improved continuously in the latter part of the last decade. As oil exploration and development are moving into more complex structures the quality of the data is increasingly important. The seismic industry has developed several of techniques to improve the data quality when shooting complex geological structures. Source vessels are usually required in these advanced 3D surveys. Source vessels are also required in ocean bottom seismic. SeaBird fills this need on a contract basis with the 3D seismic provider in charge or the ocean bottom seismic operator.

Following improvements in technolog with better and cheaper nodes, more efficient handling systems and less costly data processing, the ocean bottom seismic market in continuing to gain market share in the global seismic market. In 2017, ocean bottom seicmic constituted ~18% of toal seismic revenue, and the growing trend is expected to continue. The development in ocean bottom seismic spending can be seen in the chart below, with market share (in % of the total seismic market) on the right hand axes.



Source: Magseis Prospectus 2018, Magseis Investor Presentation (Oct 2018), Arkwright (2017)

7.3.3 About the niche 3D market

For smaller 3D surveys, and also for surveys involving longer transits, it might be beneficial for the client to hire a smaller vessel with typically 4-8 streamer capability as these vessels are less costly to operate than the larger and more expensive vessels that dominate the 3D market, having capacity for 12 or more streamers. While a vessel with fewer streamers uses longer time to cover an area, it is typically less costly to mobilize and transit; hence, these vessels might prove economically beneficial for smaller surveys. The market is a natural fit for Voyager Explorer.

7.4 Geographical markets

SeaBird has a global presence and is serving customers around the globe. Having a sizeable fleet is critical to be able to reduce transit and achieve economies of scale. Vessels are being moved between geographical areas; however it is a benefit to have a vessel nearby when the Company bids for contract work as that would reduce the time spent in transit and keeping cost down.

7.4.1 Fleet location and key focus areas

The geographical location of the SeaBird fleet varies from time to time, depending on the location of the seismic campaigns being undertaken. As per mid May 2019, the vessels are located as follows: Harrier Explorer is working in the Caribbean Sea, Voyager Explorer is working in Asia Pacific, Osprey Explorer and the Eagle Explorer is in the US Gulf, and Aquila Explorer is warm-stacked in Spain. Boa Thalassa is on a long-term charter with EMGS in the Asian Pacific while Boa Galatea is currently in lay-up in Poland.

The vessels are able to operate globally and seek employment in the key regions relevant for exploration of oil and gas reserves. Please see section 8.5.2 for an overview of the Company`s geographical segments.

7.5 Client base

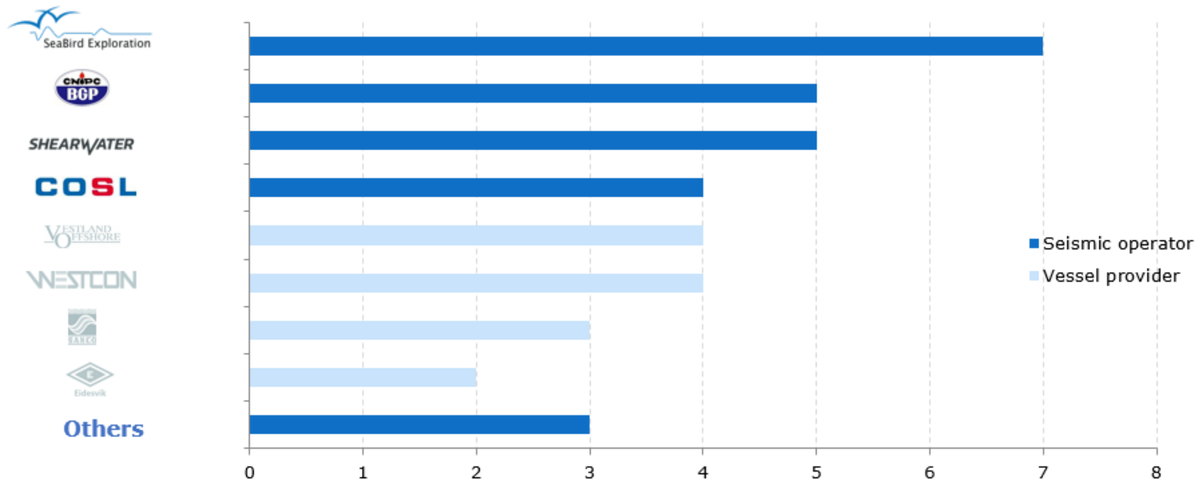
Major oil companies have stringent requirements for their suppliers when it comes to QHSE systems and track record. SeaBird's leading QHSE systems, as described in Section 5.6 "QHSE systems and policies", prequalify the Company to work with most oil majors, which sets SeaBird apart from many of its smaller competitors. SeaBird's clients include national oil companies, independent oil companies and seismic companies. When working for seismic companies, it is usually either as a vessel provider for companies doing multi-client surveys without having any vessels, or as a source vessel provider.

Examples of the clients within the different categories are given below:

7.6 Competitors

SeaBird views itself as a market leader in the high-end 2D seismic services segment. SeaBird believes it has one of the largest fleet in this segment. The large 3D seismic companies including PGS and CGG also have historically had vessels in this market but 2D and source work are not their primary focus. In November 2018, WesternGeco was acquired by Shearwater, who now operates five vessels configured to serve the growing ocean bottom seismic market.

During the last years, it has been a trend that vessels have been laid-up or retired as market conditions in the 3D market have experienced a prolonged downturn, with reduced likelihood of the low-end 3D vessels returning to 3D operation. An overview of the largest operators of internationally traded active/warm vessels in the 2D/source market can be seen in the chart below.



Source: Number of vessels extracted from each company’s website by Fearnley securities and ABGSC

8 SELECTED FINANCIAL INFORMATION

8.1 Overview and basis of presentation

8.1.1 Financial information presented

The following consolidated financial figures have been derived from the Company's audited consolidated financial statements for 2018, 2017 and 2016, and the unaudited consolidated financial statements for Q1 2019 and Q1 2018 which have been incorporated into this Prospectus by reference (see Section 13.4).

8.1.2 Basis for presentation

The audited consolidated financial statements for 2018, 2017 and 2016 have been prepared in full compliance with IFRS. The unaudited consolidated financial statements for Q1 2019 have been prepared in accordance with the International Accounting Standard 34 "Interim Financial Reporting" (IAS 34).

The amounts from the financial statements are presented in USD, rounded to the nearest thousand, unless otherwise stated. USD is the reporting as well as the functional currency for SeaBird and its operations.

8.1.3 Accounting principles

The accounting policies applied in the preparation of the consolidated financial statements can be found in note 2 in the annual report 2018, incorporated by reference to this Prospectus (see Section 13.4).

8.2 Auditors and information being subject to audit

The Company's auditor since 10 August 2018 is Deloitte Limited (Cyprus). The address of Deloitte Limited is Maximos Plaza, Tower 1, 3rd Floor, 213 Arch. Makariou III Avenue, CY-3030 Limassol, Cyprus. Deloitte Limited is members of the Institute of Certified Public Accountants of Cyprus, and is registered as Certified Public Accountants and Registered Auditors (CY). Deloitte Limited (Cyprus)is independent of SeaBird in all respects. Deloitte Limited (Cyprus) has audited the consolidated financial statement for 2018.

The background for the change of auditor on 10 August 2018 was applicable audit firm rotation requirements which require public companies to change audit firm after a specific period of service. Cyprus has adopted the EU Directive 537/2014. Based on the directive, SeaBird needed to tender for audit services in 2018 since BDO Ltd (Cyprus) had been SeaBird's auditor for more than 10 years. SeaBird issued a tender for audit services for the 2018 financial year. Deloitte Limited was selected as SeaBird's new audit firm in the tender process. The selection of Deloitte Limited was based on a combination of quality and total audit cost criteria.

BDO Ltd, the Company's previuos auditor, audited the historical financial information for 2017 and 2016. BDO Ltd was the Company's auditor from 2008, when the Company changed its principal place of business to Cyprus, is BDO Ltd (236 Strovolos Avenue, PO Box 25277, CY2048 Strovolos, Nicosia, Cyprus) until the appointment of Deloitte Limited as the Company's auditor on 10 August 2018. BDO Ltd was members of the Institute of Certified Public Accountants of Cyprus, and are registered as Certified Public Accountants and Registered Auditors (CY). BDO Ltd was independent of SeaBird in all respects.

The group audit report for 2018 did not contain any emphasis of matter.

The group audit report for 2017 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern."

The group audit report for 2016 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern."

Neighter Deloitte Limited (Cyprus) nor BDO Ltd have audited, reviewed or produced any report on any other information provided in this Prospectus.

8.3 Summary financial information

The table below provides a summary of the financial information given elsewhere in this Prospectus, including information incorporated by reference, and is qualified in its entirety by such other financial information. The table also sets forth selected key figures calculated on the basis of such financial information.

	Full-year ended 31 December		
(USD millions unless otherwise stated)	**2018 Audited**	**2017 Audited**	**2016 Audited**
Statement of comprehensive income			
Total revenues	19.9	19.2	72.1
EBITDA	-5.2	-25.6	22.4
EBIT	-12.5	-46.5	-3.1
Profit (loss) for the period	-12.0	-49.7	-7.9
Statement of financial position			
Total non-current assets	44.0	28.5	50.8
Total current assets	14.4	12.8	21.5
Total assets	58.3	41.2	72.2
Total equity	37.5	15.7	22.1
Non-current liabilities	6.9	4.9	23.3
Current liabilities	14.0	20.7	26.9
Total equity and liabilities	58.3	41.2	72.2
Statement of cash flows			
Operating activities, net	-11.4	-18.7	20.7
Investing activities, net	-22.6	-1.1	-5.7
Financing activities, net	33.5	11.3	-6.2
Net change in cash and equivalents	-0.6	-8.5	8.8
Cash and equivalents at period end	5.8	6.6	15.0
Key figures			
Earnings per share from continued operations(USD, diluted)	-0.1	-2.6	-2.6
Dividend per share (USD)	0	0	0
Equity ratio (%)	64.3%	38.0%	30.6%

(USD millions unless otherwise stated)	Quarter ended 31 March 2019 Unaudited	 2018 Unaudited
Statement of comprehensive income		
Total revenues	12.3	2.9
EBITDA	2.7	-2.3
EBIT	0.1	-4.0
Profit (loss) for the period	-0.4	-3.6
Statement of financial position		
Total non-current assets	42.1	25.3
Total current assets	17.3	24.0
Total assets	59.3	49.4
Total equity	37.1	29.1
Non-current liabilities	6.8	6.7
Current liabilities	15.4	13.6
Total equity and liabilities	59.3	49.4
Statement of cash flows		
Operating activities, net	-1.0	-2.8
Investing activities, net	-0.5	-0.2
Financing activities, net	0.0	17.0
Net change in cash and equivalents	-1.5	14.0
Cash and equivalents at period end	4.3	17.1
Key figures		
Earnings per share (USD, diluted)	-0.00	-0.00
Dividend per share (USD)	0	0
Equity ratio (%)	62.6%	58.8%

8.4 Condensed consolidated historical financial information

The sections below summarise the consolidated financial statements for the years ended 31 December 2018, 2017 and 2016, and the three months ended 31 March 2019 with comparable figures from 2018. The figures presented do not reflect the effects of the private placement which took place in April 2019, and which is further described as a subsequent event in Section 8.7.1.

8.4.1 Condensed consolidated statement of profit and loss

All figures in USD 000's	**2018 Audited**	**2017 Audited**	**2016 Audited**
Revenues	19,880	19,212	72,074
Cost of sales	(18,899)	(25,983)	(41,913)
Selling, general and administrative expenses	(6,856)	(12,002)	(13,308)
Net bad debt charges	167	(1,258)	4,509
Other income (expenses), net	522	24	1,069
Operational restructuring loss	-	(5,549)	-
Restructuring gain on leases		-	-
Earnings before interest, tax, depreciation and amortization (EBITDA)	**(5,185)**	**(25,556)**	**22,431**
Depreciation	(7,304)	(11,360)	(12,829)
Amortization	-	(909)	(2,795)
Impairment	(1)	(8,628)	(9,856)
Earnings before interest and taxes (EBIT)	**(12,490)**	**(46,453)**	**(3,050)**
Finance expense	(1,958)	(3,745)	(5,469)
Other financial items, net	679	(772)	1,129
Restructuring gain	-	884	-
Profit/(loss) before income tax	**(13,769)**	**(50,086)**	**(7,390)**
Income tax	858	218	(611)
Profit/(loss) continuing operations	**(12,911)**	**(49,868)**	**(8,001)**
Net profit/(loss) discontinued operations	936	209	93
Profit/(loss) for the period	**(11,976)**	**(49,659)**	**(7,908)**
Profit/(loss) attributable to			
Shareholders of the parent	(11,976)	(49,659)	(7,908)
Earnings per share			
Basic	(0.06)	(0.19)	(2.58)
Diluted	(0.06)	(0.19)	(2.58)
Earnings per share from continued operations			
Basic	(0.06)	(0.19)	(2.61)
Diluted	(0.06)	(0.19)	(2.61)

Consolidated Statement of Comprehensive Income

All figures in USD 000's	**2018 Audited**	**2017 Audited**	**2016 Audited**
Profit/(loss)	**(11,976)**	**(49,659)**	**(7,908)**
Other comprehensive income		-	
Net movement in currency translation reserve and other changes	-	11	11
Total other comprehensive income, net of tax	**-**	**11**	**11**
Total comprehensive income	**(11,976)**	**(49,648)**	**(7,897)**
Total comprehensive income attributable to			
Shareholders of the parent	(11,976)	(49,648)	(7,897)
Total	**(11,976)**	**(49,648)**	**(7,897)**

All figures in USD 000's (except EPS)	**Quarter ended 31 March**	
	2019	**2018**
	Unaudited	**Unaudited**
Revenues	12,311	4,708
Cost of sales	(8,437)	(3,066)
Selling, general and administrative expenses	(1,983)	(1,535)
Net bad debt charges	669	168
Other income (expenses), net	160	737
Operational restructuring loss	-	-
Earnings before interest, tax, depreciation and amortization (EBITDA)	**2,720**	**1,011**
Depreciation	(2,451)	(1,739)
Amortization	(131)	-
Impairment	-	-
Earnings before interest and taxes (EBIT)	**138**	**(728)**
Finance expense	(308)	(419)
Other financial items, net	(78)	287
Financial restructuring gain	-	-
Profit/(loss) before income tax	**(248)**	**(860)**
Income tax	(156)	(122)
Profit/(loss) continuing operations	**(404)**	**(982)**
Net profit/(loss) discontinued operations (note 1)	-	-
Profit/(loss) for the period	**(404)**	**(982)**
Profit/(loss) attributable to		
Shareholders of the parent	(404)	(982)
Earnings per share		
Basic	(0.00)	(0.00)
Diluted	(0.00)	(0.00)
Earnings per share from continued operations		
Basic	(0.00)	(0.00)
Diluted	(0.00)	(0.00)
Consolidated interim statement of comprehensive income		
Profit/(loss)	**(404)**	**(982)**
Other comprehensive income	-	-
Net movement in currency translation reserve and other changes	-	-
Total other comprehensive income, net of tax	**-**	**-**
Total comprehensive income	**(404)**	**(982)**
Total comprehensive income attributable to	**-**	**-**
Shareholders of the parent	(404)	(982)
Total	**(404)**	**(982)**

8.4.2 *Condensed consolidated statement of financial position*

All figures in USD 000's	Year ended 31 December			Quarter ended 31 March	
	2018 Audited	**2017 Audited**	**2016 Audited**	**2019 Unaudited**	**2018 Unaudited**
ASSETS					
Non-current assets					
Property, plant and equipment	41,863	28,408	47,541	39,869	26,779
Multi-client library	1,547		3,099	1,598	-
Long term investment	577	54	120	593	54
	43,987	**28,462**	**50,760**	**42,060**	**26,833**
Current assets					
Inventories	1,177	996	1,275	1,236	891
Trade receivables	2,077	1,157	2,135	4,867	2,656
Contract assets	-	-	-	3,277	-
Other current assets	1,827	3,591	3,014	3,406	3,665
Assets classified as held for sale	-	487		-	-
Cash and cash equivalents	6,009	6,554	15,047	4,467	3,170
	14,360	**12,785**	**21,471**	**17,253**	**10,954**
		-			
Total assets	**58,346**	**41,247**	**72,231**	**59,313**	**37,787**
EQUITY					
Shareholders' equity					
Paid in capital	289,967	261,947	218,690	289,967	261,947
Equity component of warrants	-	2,736	2,736	-	-
Equity component of convertible loan	-	-	-	-	-
Currency translation reserve	(407)	(407)	(407)	(407)	(407)
Share options granted	111	-	-	238	-
Retained earnings	(252,162)	(248,610)	(198,950)	(252,693)	(246,855)
	37,509	**15,666**	**22,069**	**37,105**	**14,685**
LIABILITIES					
Non-current liabilities					
Loans and borrowings	4,559	4,420	23,262	4,699	4,385
Long-term trade payables	400	-	-	405	-
Other long term liabilities	640	443	-	520	1,040
Long term tax payable	1,258	-	-	1,207	1,182
	6,857	**4,863**	**23,262**	**6,831**	**6,607**
Current liabilities					
Trade and other payables	2,982	5,085	12,330	4,936	3,307
Other payables	651	7,581		8,307	9,495
Provisions	8,877	2,994	2,033	-	-
Loans and borrowings	-	225	7,355		-
Contract liability	-	-	-	654	-
Tax liabilities	-	4,833	5,182	1,479	3,693
	13,979	**20,718**	**26,900**	**15,376**	**16,495**
Total liabilities	**20,837**	**25,581**	**50,162**	**22,208**	**23,101**
Total equity and liabilities	**58,346**	**41,247**	**72,231**	**59,313**	**37,787**

8.4.3 Condensed consolidated statement of changes in equity

Column headings in respect of the table below are as follows:
A – Paid in capital
B – Equity component of warrants
C – Equity component of convertible loan
D – Currency translation reserve
E – Share options granted
F – Retained earnings

All figures in USD 000's	**A**	**B**	**C**	**D**	**E**	**F**	**Total**
Balance at 1 January 2016	**218,690**	**2,736**	**-**	**(407)**	**-**	**(191,042)**	**29,976**
Comprehensive income for the year							
Profit	-	-	-	-	-	(7,908)	(7,908)
Currency translation reserve	-	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(7,908)**	**(7,908)**
Contributions by and distributions to owners							
Share issue	-	-	-	-	-	-	-
Equity component of warrants	-	-	-	-	-	-	-
Equity component of convertible loan	-	-	-	-	-	-	-
Share option granted/cancelled	-	-	-	-	-	-	-
Total contributions/distributions by/to owners	**-**	**-**	**-**	**-**	**-**	**-**	**-**
31 December 2016	**218,690**	**2,736**	**-**	**(407)**	**-**	**(198,951)**	**22,068**
Balance at 1 January 2017	**218,690**	**2,736**	**-**	**(407)**	**-**	**(198,950)**	**22,068**
Comprehensive income for the year							
Profit	-	-	-	-	-	(49,659)	(49,659)
Currency translation reserve	-	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(49,659)**	**(49,659)**
Contributions by and distributions to owners							
Share issue	43,257	-	-	-	-	-	43,257
Equity component of warrants	-	-	-	-	-	-	-
Equity component of convertible loan	-	-	-	-	-	-	-
Share option granted/cancelled	-	-	-	-	-	-	-
Total contributions/distributions by/to owners	**43,257**	**-**	**-**	**-**	**-**	**-**	**43,257**
31 December 2017	**261,947**	**2,736**	**-**	**(407)**	**-**	**(248,609)**	**15,666**
Balance at 1 January 2018	**261,947**	**2,736**	**-**	**(407)**	**-**	**(248,609)**	**15,666**
Comprehensive income for the year							
Profit	-	-	-	-	-	(11,976)	(11,976)
Currency translation reserve	-	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(11,976)**	**(11,976)**
Contributions by and distributions to owners							
Share issue	33,709	-	-	-	-	-	33,709
Equity component of warrants	(5,688)	-	-	-	-	5,688	-
Equity component of convertible loan	-	(2,736)	-	-	-	2,736)	-
Share option granted/cancelled	-	-	-	-	111	-	111
Total contributions by and distributions to owners	**28,021**	**(2,736)**	**-**	**-**	**111**	**8,424**	**33,820)**
31 December 2018	**289,968**	**-**	**-**	**(407)**	**111**	**(252,162)**	**37,509**

8.4.4 Condensed consolidated statement of cash flows

All figures in USD 000's	2018 Audited	Year ended 31 December 2017 Audited	2016 Audited
Cash flows from operating activities			
Profit/(loss) before income tax	(13,769)	(50,086)	(7,390)
Adjustments for			
Restructuring gain	-	3,721	-
Depreciation, amortization and impairment	7,305	20,897	25,480
Movement in provision	(3,437)	(1,501)	(10,098)
Unrealized exchange (gain)/loss	(141)	(89)	124
Other items	(86)	(1,750)	(1,450)
Amortization of interest	-	-	-
Interest expense on financial liabilities	590	2,553	3,918
Paid income tax	(313)	(609)	(925)
(Increase)/decrease in inventories	(181)	279	1,816
(Increase)/decrease in trade and other receivables	(2,268)	490	
Increase/(decrease) in long term liabilities	605	443	21,582
Increase/(decrease) in trade and other payables	(383)	6,916	(12,377)
Increase/(decrease) in contract liability	651		
Net cash from operating activities	**(11,427)**	**(18,737)**	**20,680**
Cash flows from investing activities			
Capital expenditures	(21,260)	(1,095)	(3,310)
Proceeds from disposal of PPE	241		
Other term investment	(532)	1	(115)
Multi-client investment	(1,047)	-	(2,257)
Net cash used in investing activities	**(22,597)**	**(1,094)**	**(5,682)**
Cash flows from financing activities			
Proceeds from issuance of ordinary shares	35,965	13,137	-
Transaction costs on issuance of ordinary shares	(2,256)	(508)	
Repayment of borrowings	(225)	(706)	(3,274)
Interest paid	(15)	(585)	(2,929)
Net movement in currency fluctuations	-	-	-
Net cash from financing activities	**33,470**	**11,338**	**(6,203)**
Net (decrease)/increase in cash and cash equivalents	**(554)**	**(8,228)**	**8,795**
Cash and cash equivalents at beginning of the period	**6,329**	**14,560**	**6,252**
Cash and cash equivalents discontinued operations	**-**	**-**	**-**
Cash and cash equivalents at end of the period	**5,774**	**6,329**	**15,047**

All figures in USD 000's	Quarter ended 31 March 2019 Unaudited	2018 Unaudited
Cash flows from operating activities		
Profit / (loss) before income tax	(248)	(860)
Adjustments for:	-	-
Non-cash effects of restructuring	-	-
Depreciation, amortization and impairment	2,451	1,739
Other items	(645)	-
Movement in provision	-	(2,994)
Unrealized exchange (gain) /loss	6	(33)
Interest expense on financial liabilities	153	135
Paid income tax	32	(56)
(Increase)/decrease in inventories	(59)	(22)
(Increase)/decrease in trade and other receivables	(3,145)	(2,913)
(Increase)/ decrease in due from related parties	-	-
Increase/(decrease) in long term liabilities	(792)	1,779
Increase/(decrease) in trade and other payables	1,253	(1,381)
Increase/(decrease) in contract liability	3	-
Net cash from operating activities	**(991)**	**(4,606)**
Cash flows from investing activities		
Capital expenditures	(457)	554
Proceeds from disposal of PPE	-	-
Long term investment	5	-
Multi-client investment	(51)	-
Net cash used in investing activities	**(504)**	**554**
Cash flows from financing activities		
Proceeds from issuance of ordinary shares	-	-
Transaction costs on issuance of ordinary shares	-	-
Repayment of borrowings	-	(261)
Interest paid	-	-
Net movement in currency fluctuations	-	-
Net cash from financing activities	**-**	**(261)**
Net (decrease)/increase in cash and cash equivalents	**(1,495)**	**(4,313)**
Cash and cash equivalents at beginning of the period	**5,774**	**5,775**
Cash and cash equivalents at end of the period	**4,279**	**1,462**

8.5 Segment information

8.5.1 Business segments

All SeaBird's seismic services and operations are conducted and monitored as one business segment, being seismic business. Within this segment, revenues are recorded as being originated from contract sales or sales from multi-client library.

All figures in USD 000's	2018 Audited	2017 Audited	2016 Audited
Revenue			
Contract	19,870	18,543	70,107
Multi-client	10	669	1,967
Total	**19,880**	**19,212**	**72,074**

8.5.2 Geographical segments

The table below provides an overview of the geographical distribution of SeaBird's operating revenues, assets, and capital expenditures.

All figures in USD 000's	**2018 Audited**	**2017 Audited**	**2016 Audited**
Revenue			
Europe, Africa & Middle East (EAME)	5,852	8,770	10,593
North & South America (NSA)	5,363	5,488	61,428
Asia Pacific (APAC)	8,666	4,955	52
Total	**19,880**	**19,212**	**72,074**
Segment Assets			
Europe, Africa & Middle East (EAME)	58,346	41,247	72,231
North & South America (NSA)	-	-	-
Asia Pacific (APAC)	-	-	-
Total	**58,346**	**41,247**	**72,231**
Capital Expenditure			
Europe, Africa & Middle East (EAME)	21,260	1,095	3,310
North & South America (NSA)	-	-	-
Asia Pacific (APAC)	**-**	**-**	**-**
Total	**21,260**	**1,095**	**3,310**

A substantial portion of the property and equipment is mobile due to SeaBird's world-wide operation. Asset locations at the end of a period are not necessarily indicative of the geographic distribution of the revenues generated by such assets during the period.

Geographic distribution of assets is based upon location of physical ownership. Goodwill is presented in the same geographic area as the underlying acquired assets. The geographic distribution of revenues is based upon location of performance.

Capital expenditure is based on the location of the company that is making the investment.

8.6 Comments to the statements and cash flows

The tables and information included below should be read in conjunction with the information included elsewhere in this Prospectus, including the financial statements and related notes of the SeaBird group which are incorporated into this Prospectus by reference (see Section 13.4).

8.6.1 The quarter ended 31 March 2019 compared to the quarter ended 31 March 2018

8.6.1.1 Financial result and operations

SeaBird reported consolidated revenues of USD 12.3 million for the quarter ended 31 March 2019, up from USD 4.7 million in the first quarter 2018. The increased revenues are primarily due to increased fleet size, higher utilization and better contract rates.

The company had a vessel utilization of 76% in Q1 2019 compared to 50% in Q1 2018.

Cost of sales increased to USD 8.4 million in the first quarter 2019, up from USD 3.1 million in the first quarter 2018. The increase is predominantly due to increase in the fleet, higher project activity in the quarter.

Selling, general and administrative expenses were USD 2.0 million in the first quarter 2019 up from USD 1.5 million in the first quarter 2018. The increase is principally due to company higher activity.

Reversal of bad debt charges was USD 0.7 million in the first quarter 2019 compared to USD 0.2 million in the first quarter 2018.

Other income (expense) was USD 0.2 million in Q1 2019 compared to USD 0.7 million in Q1 2018.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) were USD 2.7 million for the first quarter 2019, up from USD 1.0 million in the first quarter 2018. Depreciation and amortization were USD 2.5 million in the first quarter 2019, up from USD 1.7 million in the first quarter 2019, due to an increased fleet.

8.6.1.2 Balance sheet

At 31 March 2019, cash and cash equivalents amounted to USD 4.5 million of which 0.2 million was restricted mainly in connection with office lease deposits, compared to USD 3.2 million at the end of the firste quarter 2018.

Net interest-bearing debt at 31 March 2019 was USD 0.6 million, compared to net interestbearing debt of USD 1.2 million at 31 March 2018.

Equity as of 31 March 2019 was USD 37.1 million, up from USD 14.7 million at 31 March 2018. The increase is due to completed equity offerings of USD 28.0 million and share option granted of USD 0.2 million offset by losses in the period of USD 5.8 million.

Property, plant and equipment at 31 March 2018 was USD 39.9 million, up from USD 26.8 million at 31 March 2018, mainly due acqusition of vessels.

Multi-client library at 31 March 2019 was USD 1.6 million, up from USD 0.1 million at 31 March 2018.

Current assets at 31 March 2019 was USD 17.3 million, up from USD 11.0 million at 31 March 2018. Mainly due to contract assets.

Non-current liabilities at 31 March 2019 was USD 6.8 million, up from USD 6.6 millions on 31 March 2018.

Current liabilities at 31 March 2019 were USD 15.4 million, down from USD 16.5 million at 31 March 2018. Mainly due to a reduction in tax liabilities, offset by higer payables and contract liabilities.

8.6.1.3 Cash flow statement

Net cash flow from operating activities was negative USD 1.0 million for the first quarter 2019 compared to negative USD 4.6 million for the first quarter 2018. The improvement is mainly due to higer activity.

Net cash flow used in investing activities was negative USD 0.5 million for the first quarter 2019 compared to positive USD 0.5 million for the first quarter 2018.

Net cash flow from financing activities was zero for the first quarter 2019, compared to negative USD 0.3 million for the first quarter 2018.

8.6.2 The financial year 2018 compared to 2017

8.6.2.1 Financial result and operations

In 2018, the active fleet was increased by two vessels, taking the total active fleet to four vessels at the end of the year. The company reactivated the Harrier Explorer in the middle of the year and in November, the company acquired the 2009- built vessel Eagle Explorer (formerly named Geowave Voyager), together with approximately 40 kilometers of Sercel solid streamers and other related seismic equipment.

Revenues were $19.9 million in 2018, representing a 3% increase compared to revenues earned in 2017. The increase in revenues was mainly due to higher fleet utilization compared to 2017. The majority of our revenues were related to contracts with oil companies and other seismic companies. Our largest customer represented 42% of total revenues for the year.

Cost of sales was $18.9 million in 2018 (2017: $26.0 million). The decrease is primarily due to lower cost following the decommissioning of the Northern Explorer in January 2018, the redelivery of the Munin Explorer in April 2018, reduced Aquila Explorer stacking costs and cost savings initiatives partially offset by increased project activity.

SG&A was $6.9 million in 2018, down from $12.0 million in 2017. The decrease is principally due to general cost savings initiatives and reduced onshore headcount during 2018.

Reversal of bad debt charges was $0.2 million in 2018 compared to $1.3 million of bad debt charges in 2017.

Operational restructuring loss was $ nil in 2018 compared to $5.5 million loss in 2017. EBITDA was negative $5.2 million compared to negative $25.6 million in 2017.

Depreciation and amortization were $7.3 million in 2018 (2017: $12.3 million). The decrease is predominantly due to lower multiclient sales amortization and lower depreciation associated to lower vessel book values.

Total impairments were $0.0 million in 2018 ($8.6 million). The impairments in 2017 were primarily related to the retirement of the Northern Explorer from the fleet.

8.6.2.2 Balance sheet

Cash and cash equivalents at the end of the period were $5.8 million (2017: $6.3 million). In addition, the company had $0.2 million in restricted cash in connection with deposits and taxes payable (2017: $0.2 million). Net interest bearing debt was negative $1.2 million as per 31 December 2018 (net debt of negative $2.1 million as per 31 December 2017).

Equity at 31 December 2018 was USD 37.5 million, up from USD 15.7 million at 31 December 2018 driven by the increases in share capital in the group.

Property, plant and equipment at 31 December 2018 was USD 41.9 million, up from USD 28.4 million at 31 December 2017, mainly due the addition of the Eagle Explorer to the fleet.

Multi-client library at 31 December 2018 was USD 1.5 million, up from nil at 31 December 2017.

Current assets at 31 December 2018 was USD 14.4 million, up from USD 12.8 million at 31 December 2017, mainly as a result of increased working capital following higher activity.

Non-current loans and borrowings at 31 December 2018 were USD 6.9 million, up from 4.9 million at 31 December 2017. The increase was mainly a result of an increase in non-current tax liabilities.

Current liabilities at 31 December 2018 were USD 14.0 million, down from USD 20.9 million at 31 December 2017, mainly as a result lower trade payables and reduced loans, borrowings and tax liabilities.

8.6.2.3 Cash flow statement

Net cash flow from operating activities was negative USD 11.4 million for 2018 compared to negative USD 18.5 million for 2017. The improvement is mainly due to increased earnings.

Net cash flow used in investing activities was USD 22.6 million for 2018 compared to USD 1.1 million for 2017. The increase was mainly due to the acquisition of Eagle Explorer, streamers and associated seismic equipment.

Net cash flow from financing activities was positive USD 33.5 million for 2018 related to private placements done in May and July of 2018. In 2017 net cash flow from financing activities was negative USD 11.3 million related mostly related to a private placement in the fall of 2017.

8.6.3 The financial year 2017 compared to 2016

8.6.3.1 Financial result and operations

During the year, the company completed its financial restructuring which reduced debt and lease obligations from USD 44.9 million to USD 7.4 million. In addition to converting debt and charter hire obligations to equity, Seabird sold the multi-client library to TGS in return for the SBX04 A tranche previously outstanding. Lastly, the maturity of the remaining balance of the SBX04 B tranche and the credit facility was extended to 30 June 2020.

In the fourth quarter SeaBird entered into an agreement to sell the Northern Explorer.

With respect to the cost improvement efforts, operating expense levels have been optimized without sacrificing quality or productivity. Seabird have also created a more flexible cost structure, which allows us to manage expense levels in line with utilization.

SeaBird reported consolidated revenues of USD 19.2 million for the year ended 31 December 2017, down from USD 72.1 million in 2016. The decrease in revenues was mainly attributable to reduced fleet utilization compared to 2016. The majority of our revenues were related to contracts with oil companies and other seismic companies. Our largest customer contributed with 30% of total revenues for the year. Contract revenues for 2017 were down 74% from 2016. Revenues earned from multi-client sales in 2017 decreased by 66% relative to the prior period.

Cost of sales decreased was USD 26.0 million in 2017, down from USD 41.9 million in 2016. The decrease is primarily due to lower project activity, lowered crew headcount, stacking of vessels and cost savings initiatives.

Selling, general and administrative expenses were USD 12.0 million in 2017 compared with USD 13.3 million in 2016. The decrease is principally due to general cost savings initiatives and reduced onshore headcount during 2017 partially offset by nonrecurring restructuring legal costs.

Bad debt charges was USD 1.3 million in 2017 compared to a reversal of USD 4.5 million in 2016.

Operational restructuring loss was USD 5.5 million in 2017 compared to nil in 2016.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) was negative USD 25.6 million for 2017, down from USD 22.4 million in 2016.

Depreciation and amortization were USD 12.3 million in 2017, down from USD 15.6 million in 2016, the decrease predominantly due to lower multi-client sales amortization and lower depreciation associated to lower vessel book values and a reduced fleet. Total impairments were USD 8.6 million in 2017, compared to USD 9.9 million in 2016. The impairments were related to the retirement of the Northern Explorer from the fleet.

8.6.3.2 Balance sheet

At 31 December 2017, cash and cash equivalents amounted to USD 6.6 million, compared to USD 15.0 million at the end of 2016. Net interest-bearing debt at 31 December 2017 was USD 1.9 million, down from USD 15.6 million at 31 December 2016.

Equity at 31 December 2017 was USD 15.7 million, down from USD 22.1 million at 31 December 2016 driven by the negative profits of the group.

Property, plant and equipment at 31 December 2017 was USD 28.4 million, down from USD 47.5 million at 31 December 2016, mainly due to impairment charges taken against vessel and equipment which were triggered by the current market weakness, along with normalized depreciation for the period.

Multi-client library at 31 December 2017 was nil, down from USD 3.1 million at 31 December 2016. The company sold the MC library as part of the restructuring.

Current assets at 31 December 2017 was USD 12.8 million, down from USD 21.5 million at 31 December 2016, mainly as a result of reduced trade receivables following lower activity.

Non-current loans and borrowings at 31 December 2017 were USD 4.8 million, down from 23.3 million at 31 December 2016. The decrease was a result of the restructuring completed in August 2017.

Current liabilities at 31 December 2017 were USD 20.7 million, down from USD 26.9 million at 31 December 2016, mainly as a result lower trade payables and reduced loans and borrowings.

8.6.3.3 Cash flow statement

Net cash flow from operating activities was negative USD 18.7 million for 2017 compared to positive USD 20.7 million for 2016. The reduction is mainly due to reduced earnings.

Net cash flow used in investing activities was USD 1.1 million for 2017 compared to USD 5.7 million for 2016. Capital expenditure for 2017 amounted to USD 1.1 million with the majority of the capital cost incurred relating the purchase of routine seismic and other equipment across the fleet.

Net cash flow from financing activities was positive USD 11.4 million for 2017 related to private placement done in the fall of 2017. In 2016 net cash flow from financing activities was negative USD 6.2 million related mostly related to debt service.

8.6.4 The financial year 2016 compared to 2015

8.6.4.1 Financial result and operations

SeaBird reported consolidated revenues of USD 72.1 million for the year ended 31 December 2016, down from USD 94.1 million in 2015. The decrease in revenues was mainly attributable to reduced fleet and weakened market demand. The Hawk Explorer was sold and delivered for decommissioning during Q4 2016. The company retained the vessel’s seismic equipment. The 3D vessel Voyager Explorer was redelivered to its owners on 12 September 2016. TGS represents the largest customer, contributing 83% of total revenues for the year. The contract with TGS ended in October 2016.

Charter hire and operating expenses decreased by 40% to USD 41.9 million in 2016, down from USD 69.8 million in 2015. The decrease is primarily due to fleet reduction, lowered crew headcount, stacking of vessels and cost savings initiatives.

Selling, general and administrative expenses were USD 13.3 million in 2016 compared with USD 18.6 million in 2015. The decrease is principally due to general cost savings initiatives and reduced onshore headcount during 2016.

Reversal of bad debt charges was USD 4.5 million in 2016 compared to USD 0.1 million cost in 2015. The USD 4.4 million of the 2016 reversal of bad debt related to a survey conducted in 2008/2009 which the Company did not receive payment for and was considered lost until the payment was made in 2016.

Both were provided for in prior years. During 2016 SeaBird Exploration did receive payments resulting in a reversal of the bad debt charges.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) were USD 22.4 million for 2016, up from USD 10.9 million in 2015. Depreciation and amortization were USD 15.6 million in 2016, down from USD 19.2 million in 2015, a decrease of 18% predominantly due to lower multi-client sales amortization and lower depreciation associated to lower vessel book values and a reduced fleet. Total impairments were USD 9.9 million in 2016, compared to USD 9.4 million in 2015. The impairments were related to the retirement of the Hawk Explorer from the fleet.

8.6.4.2 Balance sheet

At 31 December 2016, cash and cash equivalents amounted to USD 15.0 million, compared to USD 6.3 million at the end of 2015. Net interest-bearing debt at 31 December 2016 was USD 15.6 million, down from USD 27.5 million at 31 December 2015.

Equity at 31 December 2016 was USD 22.1 million, down from USD 30.0 million at 31 December 2015 driven by the negative profits of the group.

Property, plant and equipment at 31 December 2016 was USD 47.5 million, down from USD 67.4 million at 31 December 2015, mainly due to impairment charges taken against vessel and equipment which were triggered by the current market weakness, along with normalized depreciation for the period.

Multi-client library at 31 December 2016 was USD 3.1 million, down from USD 3.3 million at 31 December 2015.

Current assets at 31 December 2016 was USD 21.5 million, down from USD 36.0 million at 31 December 2015, mainly as a result of reduced trade receivables following lower activity.

Non-current loans and borrowings at 31 December 2016 were USD 23.3 million, down from 31.1 million at 31 December 2015. The decrease was a result of reclassification of upcoming maturities to current liabilities.

Current liabilities at 31 December 2016 were USD 26.9 million, down from USD 45.7 million at 31 December 2015, mainly as a result lower trade payables.

8.6.4.3 Cash flow statement

Net cash flow from operating activities was negative USD 20.7 million for 2016 compared to negative USD 6.9 million for 2015. The increase is mainly due to increased earnings and that the cash flow was no longer dampered by the down payment of trade payables during 2015.

Net cash flow used in investing activities was USD 5.7 million for 2016 compared to USD 5.8 million for 2015. Capital expenditure for 2016 amounted to USD 3.3 million with the majority of the capital cost incurred relating the purchase of routine seismic and other equipment across the fleet, in addition to USD 2.2 million multi-client investment.

Net cash flow from financing activities was negative USD 6.2 million for 2016 related to downpayment of loans compared to positive USD 12.0 million for 2015 when the company raised financing.

8.7 Comments on changes subsequent to 31 March 2019, financial situation and trends

8.7.1 Changes subsequent to 31 March 2019

On 1 April 2019, the company announced that it received a letter of award for a niche 3D survey in West Africa, with a total value of approximately USD 6.5 million. The survey is expected to commence in the second quarter of 2019, with a total duration of about 80 days. The company also reported that it decided to time-charter the Nordic Explorer to perform the survey in West-Africa and bid the Nordic Explorer for subsequent opportunities in the second half of 2019. In connection with the charter agreement, SeaBird will obtain ownership of nine kilometers of ION DigiSTREAMER from the owners of the Nordic Explorer. The company also announced that it secured a three weeks source contract for an OBN survey in the Gulf of Mexico starting early April 2019. Osprey will be performing the source contract. The company also announced that it held an option to purchase the BOA Galatea and BOA Thalassa vessels.

On 11 April 2019, the company announced it was in exclusive process to acquire the seismic vessels BOA Galatea and BOA Thalassa in a transaction which values the vessels at NOK 185 million on an en-bloc basis. The BOA vessels are well suited for source and 2D operations, as well as EM seabed logging, for which BOA Thalassa is currently contracted with EMGS ASA until March 2020 with options for EMGS ASA to extend for two periods of six months each. The company also announced a contemplated private placement to raise NOK 225-250 million.

On 12 April 2019, the company announced that the private placement was successfully placed, and that it allocated subscriptions for 208,333,330 New Shares at a subscription price of NOK 1.20, raising NOK 250 million in gross proceeds. The private placement attracted strong interest from both existing shareholders and new investors.

On 12 April 2019, the company announced that the board resolved to carry out a subsequent offering of up to 25,000,000 shares raising proceeds of up to NOK 30 million at an offer price of NOK 1.20 to its existing shareholders, who were not allocated shares in the Private Placement. This subsequent offering was however, cancelled on 13 June 2019 (see below for more information).

On 29 April, the company announced that the requisite majority of BOA SBL bondholders approved the sale of the BOA Vessels to SeaBird, and that in total 46,110,745 SeaBird shares (corresponding to NOK 55.3 million) will be issued as consideration to the BOA SBL bondholders. The transaction remains subject to the conditions described in the 12 April announcement.

On 10 May 2019, the company announced that it had secured a new contract for source work in the US Gulf of Mexico with a repeat customer. The survey has an expected duration 40 - 60 days and will begin medio May 2019. The Osprey Explorer, which recently completed an OBN-survey for another customer, will perform the work.

On 23 May 2019, the company announced that agreement had been reached with the bondholders with respect to all material terms for the acquisition of the Vessels. On 23 May 2019, the company announced a contract award by Wintershall Dea for 2D acquisition in the Norwegian Sea. The survey has an expected duration of one month and is expected to start in the third quarter this year.

On 24 May 2019, the company announced that the company had entered into final agreement with BOA SBL AS to acquire the seismic vessels BOA Galatea and BOA Thalassa. Hence, all conditions for completion of the Private Placement have been satisfied. The BOA Thalassa will be on time charter to EMGS until March 2020 (plus 2 x 6 months option). The 208,333,330 new shares allocated in the Private Placement will be settled through a delivery versus payment transaction on a regular t+2 basis. The new shares will be temporarily issued on a separate ISIN, for which arrangements will be made for interim trading on Merkur Market. These shares will be converted to the Company's original ISIN number and listed on Oslo Børs upon the approval of a listing prospectus by the Norwegian Financial Supervisory Authority. The Company intends to carry out a subsequent repair offering of 25,000,000 shares to its existing shareholders as of close of trading 11 April 2019, as subsequently recorded in the VPS on 15 April 2019, who were not allocated shares in the Private Placement. Following issue of the private placement shares, the Company will have 492,820,642 shares outstanding, each of par value USD 0.01. Following closing of the acquisition of the Vessels, expected on or around medio June 2019, a further 46,110,745 shares will be issued as part consideration to the sellers of the Vessels, and the remaining part of the purchase price (NOK 129,667,106) will be paid in cash, financed through the private placement. The acquisition of the vessels will provide SeaBird with two quality vessels at a very attractive price, further strengthening the Company's position and service offering in the 2D, source and niche 3D markets.

On 28 May 2019, Oslo Børs received from SeaBird Exploration PLC an application for temporary admission to trading on Merkur Market of new shares issued in connection with the completed private placement, as further described in the stock notices of 11, 12 and 29 April 2019, and 23 and 24 May 2019. The new shares are expected to be admitted to temporary trading in the period commencing from 31 May 2019 and until a listing prospectus for the new shares have been approved by the Norwegian FSA.

On 31 May 2019, the company announced that the newly issued shares to be admitted to temporary trading on Merkur Market 31 March 2019. The new shares to be admitted to temporary trading on Merkur Market are marked with a different ISIN (i.e. CY0108430915) and ticker (i.e. SBX-ME) compared with the company's shares being listed currently at Oslo Børs.

On 13 June 2019, the Company announced that it cancelled the contemplated subsequent offering. The reason was that the Company's shares were trading below the intended offer price in the subsequent offering (i.e. NOK 1.20), and that this had been the case for a significant period of time since the announcement of the subsequent offering, with sufficient trading volume. Shareholders wishing to neutralize the dilution effects of the Private Placement had therefore over a lengthy period had, and continued to have, the opportunity to purchase shares in the open market at prices below the offer price of the contemplated subsequent offering.

On 13 June 2019, the Company announced that it had completed the acquisition of BOA Thalassa for a purchase price of NOK 92,500,000. NOK 64,833,553 had been paid in cash, and NOK 27,666,447 had been paid in the form of 23,055,373 First Tranche Consideration Shares. The First Tranche Consideration Shares ware delivered on ISIN CY0108430915 (and thus temporary tradable on Merkur Market), and will be transferred to the ordinary ISIN CY0101162119 and listed on Oslo Børs upon approval and publishing of this Prospectus. Following issue of these First Tranche Consideration Shares, the Company had 515,876,015 shares outstanding, each of par value USD 0.01. The completion of acquisition of BOA Galatea is in progress and will complete later, expected in July/August 2019.

8.7.2 Comments to financial situation

After the last balance sheet date, 31 March 2019, there has been no significant change in SeaBird's financial or trading position since 31 March 2019.

8.7.3 Trend information

Oil prices and oil exploration macro indicators continued to improve in 2018 and early 2019. This market improvement has resulted in a growing number of ocean bottom seismic tenders. SeaBird therefore expects an increase in source vessel demand in 2019 and in later years. With higher oil prices, we also expect that exploration spending will increase and positively impact streamer seismic demand. Early indications of market improvements can be seen in the increased node seismic tendering activity as well as stronger multi-client sales reported by the seismic industry. In addition, client inquiries for both 2D and niche 3D seismic surveys have returned and SeaBird is well positioned to capitalize on this trend.

SeaBird has not experienced any other significant changes or trends that may have a material effect on the Company's prospects for the current financial year, after 31 March 2019.

8.8 Pro forma information requirements

The Transaction constitues a significant increase (>25%) in the Company's total assets. As such, the Transaction triggers the requirement for inclusion of pro forma information in the Supplemental Prospectus. However, there are several reasons why the inclusion of pro forma information in the Supplemental Prospectus is not feasible in this case.

The historical fìnancial information required to prepare such pro forma information is not available to the Company as the Company is acquiring certain selected assets only, and not a business or standalone legal entity. From the accounting point of view, the principles of acquisition accounting under IFRS3 are not applicable, and nor can the principles of merger accounting (which by definition would have exempted the Company from the requirement to include pro forma financial information for the Transaction) be applied. The Transaction will be accounted in accordance with the principles of IAS16.

Historical financial accounts prepared by the entity selling the Vessels and relevant assets would not in any event be relevant in order to assess the acquisitions effects on the Company's financial position. Therefore, a standard pro forma information would not give a fair description of the impact of the Transaction on the Company. The Company is of the opinion that the previous owner's broader market access, its opportunity to provide unlimited 3D services, participate in other seismic markets not targeted by the Company, its larger fleet and corresponding utilisaiton schedule, and its different cost structure would make any historical financial information, if it were to be available, irrelevant and most likely misleading in any pro forma analysis.

Due to the abovementioned issues, the Company has not prepared pro forma financial information to show the effects of the acquisition that constituted a significant increase in the Company's total assets. Instead, the Company provides the information below as regards the effects on the Audited Financial Statements the acquisition would have had, if it had been carried out as per the start of the period covered by historical financial information in the Prospectus.

In the event that the Transaction had been carried out as per the start of the period covered by historical financial information in the Prospectus, i.e. as of 1 January 2018, this would have had significant effects on the Audited Financial Statements:

- The amounts of revenues, operating expenses, depreciation and operating result of the Group would have been significantly different from the actual amounts of such items reflected in the Audited Financial Statements (however, for the reasons stated above, it is not possible for the Group to accurately quantify these amounts). Notably, the Vessels would have been available to generate revenue from the start of the period covered by the Audited Financial Statements, and the Group would have incurred operating expenses and maintenance investments related to the operation of the Vessels during the same time. The Company may have incurred slightly higher general and administrative expenses in connection with the ownership and operation of the additional Vessels. Had the Vessels been warm-stacked in such period, the Company would have assumed costs and expenses in relation to maintenance during warm-stacking, which in turn would have been proportionately adversely affected its cash position. Further, had the transaction been carried out as per the start of the period covered by the historical financial information in the Prospectus, depreciation of the Vessels would have been implemented in the Audited Financial Statements, at rates which would have reflected the respective condition and age of the vessel and equipment, and in line with generally acceptable principles for depreciation of such assets.
- If the Vessels had been acquired at the start of the period covered by the Audited Financial Statements, the Group would have had to finance the acquisition earlier than it actually did and presumably under different market conditions for raising such financing. If the Vessels had been acquired as of the date of the start of the period covered by historical financial information in the Prospectus, it may be assumed that the Group would have raised a similar amount of equity (NOK 250 million) as of that date. The fixed assets position of the Group as of 31 December 2018 would necessarily have increased by an amount equivalent to the purchase price of the Vessels on an en-block basis, i.e. NOK 185 million.

9 INVESTMENTS AND CAPITAL RESOURCES

9.1 Investments

9.1.1 Principal investments from 2016 to the date of this Prospectus

The exhibit below illustrates SeaBird's principal investments during the years 2018, 2017 and 2016, as well as the interim periods ended 31 March 2019 and 2018. In order for an investment to be defined as a capital expenditure is that it completes the following criteria; (1) the investment must be larger than USD 5,000, (2) the investment has a useful life of at least 2 years and (3) the investment is not considered as a repair. Other than as mentioned below, no significant investments have been made in the period from year-end 2015 to the date of this Prospectus. The investments have been made in the ordinary course of the Company's business.

	Three months ended 31 March		Twelve months ended 31 December		
(USD '000)	2019	2018	2018	2017	2016
Capital expenditures	457	554	21,260	1,095	3,310
Other long term investment	5	-	532	(1)	115
Multi-client investments (capitalized costs)	51	-	1,047	-	2,257
Multi-client investments (capitalized depreciation)	-	-	-	-	446
Sum	504	554	22,830	1,095	6,128

9.1.1.1 Investments for the three months ended 31 March 2019

Capital expenditures for the first quarter of 2019 amounted to USD 0.5 million, which mainly relates to USD 0.3 million in seismic equipment and USD 0.2 million in vessel and maritime investments.

Multi-client investments were USD 0.1 million in ther period.

9.1.1.2 Investments twelve months ended 31 December 2018

Capital expenditures for 2018 amounted to USD 21.3 millions, which mainly related to the purchase of Eagle Explorer for a total of USD 17.0 million and the subsequent docking for approximately USD 2.2 million.

Multi-client investments were USD 1.0 million in ther period. During 2018 the company invested in two multi-client surveys. In quarter three the company commenced on a MC2D survey in North Sea partnered with Multi-Client Geophysical. Later in the year, the company announced that it and its partner MCG had secured significant additional pre-funding commitment from an oil major, relating to the project in North West Europe. The pre-funding commitment is based on a revised scope, increasing the survey from its initial 6,000 km to approximately 16,000 km. Due to the planned increased survey scope and current inclement weather in the operative area, a decision was made to suspend the survey for the 2018 season. The survey is expected to recommence in 2019. The second multi-client survey was executed in quarter four. The survey had a duration of two weeks and was located in the UK sector of North Sea.

Other term investment for 2018 amounted to USD 0.5 million.

9.1.1.3 Investments twelve months ended 31 December 2017

Capital expenditures for 2017 amounted to USD 1.1 million. Major capital cost items include the dry-docking of Harrier Explorarer and the preparation costs for Voyager Explorer.

There were no multi-client investments during the period.

Investments were lower than previous years due to a slow down in overall seismic industry activity.

9.1.1.4 Investments twelve months ended 31 December 2016

Capital expenditures for 2016 amounted to USD 3.3 million. Major capital cost items include the dry-docking for Osprey Explorer (USD 1.9 million) and the continuous recording system for Northern Explorer (USD 0.3 million).

Multi-client investments were USD 2.7 million in 2016. Major projects during the year were a 2D survey in Iceland (USD 0.8 million, including capitalized depreciation of USD 0.1 million) and one 2D survey in the Barents Sea (USD 1.7 million, including capitalized depreciation of USD 0.3 million, net of partner contribution of USD 0.2 million).

Other term investment for 2016 amounted to USD 0.1 million.

Investments were lower than previous years due to a slow down in overall seismic industry activity.

9.1.2 Future investments and other commitments

Apart for the cash consideration related to the Transaction of NOK 250 million as further described in Section 4.1.1, SeaBird expects to allocate approximately USD 8 million to the upgrade of the BOA Galatea.

Oil exploration macro indicators have improved during 2018. Nevertheless, the oil price correction we saw in quarter four appears to have impacted tender activity short term, which was lower in quarter four compared to quarter three, while still remaining at a healthy level. With many oil companies now indicating increased exploration activity and spending in 2019, we expect tender activity to recover and continue at a solid rate going forward. Moreover, we believe the ongoing consolidation of the seismic fleet and the reduction in seismic streamer operators have improved the company's position in its core markets.

9.1.3 Sources of funds needed to fulfill capital expenditure requirements

In accordance with SeaBird's business plans, the planned capital expenditures will be financed from available cash in the SeaBird group. If the company were to consider larger capital expenditures (e.g. asset investments similar to the Transaction as further described in Section 4.1.1), other sources of funding (i.e. new equity and or new debt) may be considered.

9.2 Capital resources

SeaBird manages its capital structure and makes adjustments to it in light of changes in economic conditions. By managing capital efficiently, SeaBird believes that it will be able to continue as a going concern while maximising the return to shareholders.

9.2.1 Funding and treasury policies

Financial control and cash management systems enable SeaBird to manage and monitor liquidity needs. Forecasts are maintained and regularly updated to estimate short- and long-term financial requirements. Funding options are evaluated based on longer-term capital needs and involve a review of optimal financing alternatives in conjunction with a targeted capital structure.

9.2.2 Hedging policy and financial risk management

SeaBird's activities are exposed to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management focuses on the unpredictability of financial markets and monitors, and controls risks with a potential significant negative effect for the Group and evaluates to minimize the risks if the cost of doing so is acceptable. The Group may use derivative financial instruments to hedge certain risk exposures from time to time. The board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The audit committee oversees how management monitors and manages risk and review the adequacy of the risk management framework in relation to the risks faced by SeaBird. Further quantitative disclosures are included in note 30 of the annual report 2018 incorporated by reference to this Prospectus (see Section 13.4).

9.2.3 Overview of debt facilities and debt maturities

The table below sets forth an overview of SeaBird's borrowings as per 31 March 2019, including repayment schedule and anticipated interest payments for the remainder of 2019 and in each of the years 2020 and 2021 and therafter, as well as expected interest payments and outstanding amounts for each period.

(figures in USD millions) **Name of facility**	**SBX 04 B**	**Credit facility**
Currency	USD	USD
Described in section	10.2.5.1	10.2.5.2
Outstanding 31 March 2019:.............	**4.7**	**0.4**
Downpayments 2019	-	-
Interest payments 2019[1]	0.2	0.0
Outstanding at year-end 2019:..........	**4.8**	**0.4**
Downpayments 2020	5,0	0.4
Interest payments 2020[1]	0.1	0.0
Outstanding at year-end 2020:..........	**-**	**-**

1) All interest payments are made in kind and added to the outstanding balance for SBX 04B and the credit facility

SeaBird expects to repay the respective debt facilities upon their maturity by means of available cash on hand and by refinancing in the bank or bond market, depending on the financial situation and available alternatives at the time of such maturity. All interest in the table above will be payable in kind and added to the outstanding loan balances until maturity 30 June 2020.

9.2.4 Status on covenants

As per the date of this Prospectus, the Company and the SeaBird group is in compliance with all its debt covenants as an effect of the Company having entered into the Restructuring.

9.2.5 Description of debt facilities

9.2.5.1 SBX04

As part of the 2015 restructuring, SeaBird issued a new bond loan referred to as SBX04, being a senior secured three year bond loan maturing on 3 March 2018. SBX04 was divided into two tranches, being a USD 5.0 million Tranche A which was subscribed by new lending and a USD 24.3 million Tranche B which was converted from the earlier SBX03, the Perestroika convertible loan and certain other liabilities. As a consequence of the restructuring as described in section 4, only USD 4.6 million of Tranche B remains outstanding under SBX 04.

The key terms of SBX04 are:

- Borrower: SeaBird Exploration Finance Limited, a wholly-owned group company.
- Guarantors: SeaBird Exploration Plc and all material operating subsidiaries.
- Amount: USD 4.6 million
- Maturity: 30 June 2020.
- Amortization: No amortization until maturity date.

- Interest: 6.0%, payable in kind quarterly June 2017.
- Call option: Callable at par, in whole or in part, at any time.
- Financial covenants: No financial covenants.
- Security: Guarantees from group companies, share pledges in vessel controlling guarantors, mortgages over owned vessels, assignment of charters and survey contracts with a duration of more than 6 months, assignment of insurances, assignment of earnings, assignment of intra-group loans, bank account pledges and a floating charge. Reference is made to Clause 8.2 of the amended and restated bond agreement as of June 2017 in respect of SBX04. The security is shared among the SBX04 bondholders and the lender under the credit facility set out in Section 9.2.5.2 "Credit facility". The SBX04 bondholders have a senior right to recovery to all security.
- Further terms of SBX04 are set out in the bondholder agreement in respect of SBX04 is appended hereto.

9.2.5.2 Credit facility

As part of the 2015 restructuring, SeaBird issued a credit facility on terms materially identical to the terms in respect of SBX04 and with the same security as SBX04, except that there are no financial covenants. The credit facility was issued against settlement of other liabilities. Following implementation of the Restructuring as set out in section 4, the terms of the credit facility was amended. The facility, previously classified as "loans and borrowings", has been reclassified as "non-current trade payables".

The principal terms of such credit facility are:

- Amount: USD 0.4 million.
- Maturity: 30 June 2020.
- Amortization: No amortization until maturity date.
- Interest: 6.0%, payable in kind quarterly commencing June 2017.
- Call option: Callable at par, in whole or in part, at any time.
- Financial covenants: None.
- Security: The credity facility is secured with the same security as SBX04.

9.2.6 Restrictions on use of capital

The agreements in respect of SBX04 and the credit facility contain provisions whereby, upon the sale of material assets and certain other events, the proceeds shall be applied towards a mandatory prepayment of such loans, unless (in the event of the sale of a vessel) applied towards the acquisition of a replacement vessel.

The agreements also contain certain restrictions on granting financial support to or for the benefit of third parties (except for intragroup loans) which provide restrictions on SeaBird's free use of capital. As long as these covenants and undertakings are met, there are no restrictions put on SeaBird's use of capital.

9.2.7 Financial covenants and dividend restrictions

SeaBird currently has no financial covenants or dividend restrictions.

9.2.8 Credit ratings

No credit ratings are issued to SeaBird or its debt securities at the request of SeaBird, or with the cooperation of SeaBird in the rating process.

9.2.9 *Other capital resources and working capital*

SeaBird's working capital requirements will fluctuate depending on the contract coverage for its vessels.

Receivables in respect of vessel revenues are generally paid monthly in arrears of the actual performance of the service. There is a continuous focus on efficient handling of receivables to reduce the amount of capital being tied up.

Payables, which are generally related to various vessel expenses including bunkers, are partly paid in arrears of their actual delivery and partly based on pre-payments. Charter hires for leased vessels are due monthly at the beginning of the month.

SeaBird strives to have a modest working capital buffer which enables it to pay its expenses when due, while at the same time having the ability to withstand normal delays and idle periods between contracts.

9.2.10 *Working capital statement*

The Company is of the opinion that the working capital available to the Group is sufficient for the Group's present requirements, for the period covering at least 12 months from the date of this Prospectus.

9.2.11 *Key ratios*

The table below sets forth selected consolidated key ratios for SeaBird for the years 2018, 2017 and 2016, as well as for the three months ended 31 March 2019, 2018 and 2017.

	Three months ended 31 March			Twelve months ended 31 December		
Key ratio	2019	2018	2017	2018	2017	2016
Working capital ratio (defined as current assets divided by current liabilities)	122%	66%	37%	103%	59%	80 %
Interest coverage ratio (defined as EBIT divided by interest expense)	45%	neg.	neg.	neg.	neg.	neg.
Solidity (defined as total equity divided by total assets)	63%	39%	21%	64%	36%	31 %

9.3 Capitalization overview

The table below sets forth an overview of SeaBird's capitalization as 31 March 2019 and adjusted to reflect if the below-mentioned material changes, related to Private Placement and the effects thereof, had been in place as at that time for comparative purposes.

(USD '000)	Note	31 March 2019	Adjustments	Adjusted per the date of this Prospectus
Total current debt		-	-	-
Guaranteed		-	-	-
Secured		-	-	-
Unguaranteed / unsecured		15,376	-	15,376
Total		**15,376**	**-**	**15,376**
Total non-current debt (ex. current portion)		-	-	-
Guaranteed		-	-	-
Secured		5,104	-	5,104
Unguaranteed / unsecured		1,727	-	1,727
Total		**6,831**	**-**	**6,831**
Shareholders' equity				
Share capital	A	2,845[1]	2,083	4,928
Legal reserves	B	287,122[2]	24,521	311,643
Other reserves		(252,862)[3]	-	(252,862)
Total		**37,105**	**26,605**	**63,710**

For purposes of the table above, the following items make up the amounts referred to as adjustments:

A. Issuance of 208,333,330 shares in connection with the Private Placement, each with a par value of USD 0.01. Share capital adjusted by USD 2.1 million to USD 4.9 million per the date of this prospectus.

B. Share premium for the shares issued in the Private Placement, amounting to approximately USD 24.5 million, net of fee to Managers, fees to Legal Advisors as well as the Norwegian FSA. Legal reserves adjusted per the date of this prospectus of USD 287.1 million to USD 311.6 million per the date of this Prospectus.

9.4 Indebtedness overview

The table below sets forth an overview of SeaBird's net indebtedness as per 31 March 2019 and adjusted to reflect if the below-mentioned material changes, related to the Restructuring and the effects thereof, had been in place as at that time for comparative purposes.

	USD 000'		31 March 2019	Adjustments	Adjusted as per the date of this prospectus
A	Cash		-	-	-
B	Cash equivalents	A	4,467[4]	4,605	9,072
C	Trading securities		-	-	-
D	**Liquidity (A+B+C)**		**4,467**	**4,605**	**9,072**
E	Current financial receivables		4,867[5]	-	4,867
F	Current bank debt		-	-	-
G	Current portion of long term debt		-	-	-

[1] Share capital of 284,487,312 shares at par value of USD 0.01/share
[2] Paid in capital of USD 290.0 million less share capital of USD 2.8 million
[3] Sum of currency translation reserve (USD 0.4 million), share option granted (USD 0.2 million) and retained earnings (USD 252.7 million)
[4] The sum of cash (USD 4.3 millions) and restricted cash (USD 0.2 millions)
[5] Trade receivables

H	Other current financial debt	13,243[6]	-	13,243
I	**Current financial debt (F+G+H)**	13,243	-	13,243
J	**Net current financial indebtedness (I-E-D)**	**(3,909)**	**(4,605)**	**(8,514)**
K	Non-current bank loans	**-**	**-**	**-**
L	Bonds issued and secured credit facility	5,104	-	5,104
M	Other non-current loans	1,727	-	1,727
N	**Non-current financial indebtedness (K+L+M)**	**6,831**	**-**	**6,831**
O	**Net financial indebtedness (J+N)**	**2,922**	**-**	**(1,683)**

For purposes of the table above, the following items make up the amounts referred to as adjustments:

A. Cash balance for the Company as of 31 March 2019, adjusted for the issuance of 208,333,330 shares under the Private Placement at NOK 1.2 per share (aproxomately USD 26.6 million), net of transaction costs (fee to Managers, fees to Legal Advisors as well as the Norwegian FSA, amounting to approximately USD 1.8 million. In addition, the cash balance is adjusted for the cash outlay for financial investments and, capex on vessels totalling around USD 22.0 million.

9.4.1 Contingent and other liabilities

The Company is not aware of any material liability, direct or indirect, actual or contingent.

[6] Current liabilities (USD 15.4 millions), net of i) current tax liabilities (USD 1.5 millions) and ii) contract liability (USD 0.7 millions)

10 SHARES, SHARE CAPITAL AND SHAREHOLDER MATTERS

10.1 Shares and share capital

10.1.1 Share capital

As of the date of this Prospectus, the Company's authorized share capital is USD 16,800,000 divided into 1,680,000,000 ordinary shares of a nominal value USD 0.01 each. There are issued and outstanding 515,876,015 ordinary shares (including the First Tranche Consideration Shares) with par value of USD 0.01, corresponding to a share capital of USD 5,158,760.15. Following the issuance of the Second Tranche Consideration Shares the Company will have issued and outstanding 538,931,387 ordinary shares with par value USD 0.01, corresponding to a share capital of USD 5,389,313.87.

The Shares (including the New Shares and the First Tranche Consideration Shares) have all been validly issued, registered and fully paid. The beneficial interests in the New Shares and the First Tranche Consideration Shares are registered in VPS with ISIN CY0108430915 and the ordinary shares are registered in VPS with ISIN CY0101162119, in each case except for six Shares held by nominees as mentioned in Section 10.3.1 "Share classes and voting rights" below. The New Shares, and the First Trance Consideration Shares, will be registered on ISIN CY0101162119 in VPS (and thus tradable on Oslo Børs) following the approval and publication of this Prospectus. Following completion of the acquisition of BOA Galatea, the Second Tranche Consideration Shares will be issued and registered on ISIN CY0101162119 in VPS (and thus tradable on Oslo Børs). The Company's VPS account operator is DNB Bank ASA, Verdipapirservice, P.O.Box 1600, N-0021 Oslo, Norway.

10.1.2 Convertible securities

The Company does not have issued convertible securities.

10.1.3 Other obligations over unissued capital

No options or warrants are outstanding as of the date of this Prospectus.

10.1.4 Capital under option

No capital of any company in the SeaBird group is under option or is agreed, conditionally or unconditionally, to be put under option.

10.1.5 Stock exchange listing

The Company's ordinary shares are listed on Oslo Børs under the trading symbol "SBX". Following the publication of this Prospectus New Shares and the First Tranche Consideration Shares will be transferred to the same ISIN as the Company's existing Shares automatically become listed and tradeable on Oslo Børs. The New Shares and the First Tranche Consideration Shares are temporary admitted to trading on Merkur Market under trading symbol "SBX-ME", and will automatically become listed and tradable on Oslo Børs under the trading symbol "SBX" upon approval and publication of this Prospectus. No other application has been filed for listing on any other stock exchange or regulated market than Oslo Børs.

10.1.6 Historical development in share capital and number of shares

The table below sets forth the historical development in the Company's share capital and the number of issued and outstanding Shares for the period between 1 January 2012 and the date of this Prospectus.

Date	Type of change	Change in share capital (USD)	Par value (USD)	Total share capital after change (USD)	Number of shares after change	Price per share
At 1 Jan 2012			0.01	3,142,597.23	314,259,723	
15 May 2012	1:10 consolidation		0.10	3,142,597.20	31,425,978	
3 Dec 2012	Capital increase	1,100,000	0.10	4,242,597.80	42,425,978	NOK 7.50
14 Feb 2013	Capital increase	150,000	0.10	4,392,597.80	43,925,978	NOK 7.50
4 Nov 2013	Capital increase	165,526.8	0.10	4,558,124.60	45,581,246	NOK 3.07
19 Dec 2013	Capital increase	1,200,000	0.10	5,758,124.60	57,581,246	NOK 3.00
2 Mar 2015	Capital increase	601,569.3	0.10	6,359,693.90	63,596,939 (1)	NOK 50/150
30 Apr 2015	Share capital reduction and share conversion	-295,025.5254	0.0001	306,542.7746	3,065,427,746	-
26 Nov 2015	Capital increase(2)	0.6254	0.0001	306,543.40	3,065,434,000	USD 0.0001
26 Nov 2015	1:1000 consolidation	-	0.10	306,543.40	3,065,434	-
3 Aug 2017	Capital increase (3)	5,438,971.10	0.10	5,745,514.50	57,455,145	NOK 5.00
2 Oct 2017	Capital increase	1,000,000	0.001	6,745,514.50	1,057,455,145 (4)	NOK 0.10
27 December 2017	Capital increase	50,000	0.1	6,795,514.50	1,107,455,145 (5)	NOK 0.10
23 Oct 2017 / 2 Feb 2018	Share capital reduction and share conversion	5,688,057.355(6)	0.001	1,107,455.145(5)	1,107,455,145	-
24 May 2018	Capital increase	937,500	0.001	2,044,955.145	2,044,955,145	NOK 0.16
6 Aug 2018	Capital increase (7)	632,000	0.001	2,676,955.145	2,676,955,145	NOK 0.19
21 Aug 2018	Capital increase (8)	156,250	0.001	2,833,205.145	2,833,205.145	NOK 0.16
23 Aug 2018	Capital increase (9)	65	0.01	2,833,205.21	2,833,205,251	*
27 Aug 2018	1:10 share consolidation	-	0.01	2,833,205.21	283,320,521	-
20 Sept 2018	Capital increase	11,667.91	0.01	2,844,873.12	284,487,311	NOK 1.90
12 April 2019	Capital increase	2,083,333	0.01	4,928,206.42	492,820,642	NOK 1.20
13 June 2019	Capital increase (10)	230,553.73	0.01	5,158,760.15	515,876,015	*
Expected in July/August 2019	Capital increase (11)	230,553.72	0.01	5,389,313.87	538,931,387	*

(1) Consisting of 57,581,246 ordinary shares and 6,015,693 preference shares, each converted into 500 ordinary shares on 30 April 2015.

(2) In order to make the total number of shares devisable by ten, 6,254 new shares in the Company were issued, each at par value.

(3) USD 32.5 million of outstanding indebtedness was converted into equity at a share price of NOK 5.0 and a USDNOK exchange rate of 8.37. Hence, 54,389,711 shares were issued in return for reduced debt obligations.

(4) Consisting of 57,455,145 ordinary shares with par value of USD 0.1 and 1,000,000,000 Class A shares with par value of USD 0.001.

(5) 50,000,000 Class A shares issued in relation to the subsequent offring ending on 19 December 2017. Number of shares after change consist of 57,455,145 ordinary shares with par value of USD 0.1 and 1,050,000,000 Class A shares with par value of USD 0.001.

(6) Capital reduction relating to the reduction of the nominal value of the Company's ordinary shares was completed by the resolution of a competent court in Cyprus. 1,050,000,000 class A shares were converted

to ordinary shares on 2 February 2018, transferred to the Company's ordinary ISIN and listed on the Oslo Børs with effect from 5 February 2018.

(7) Announcement of the completion of subscription for the 632,000,000 New Shares was made on 11 July 2018. The share capital increase was announced registered and settlement of New Shares took place on on 6 August 2018.

(8) Capital increase relating to the issuance of 156,250,000 shares in connection with the subsequent offering related to the private placement completed on 24 May 2018, each with a par value of USD 0.001. The subscription period ended on 15 August 2018 and the share capital increase was registered on 21 August 2018.

(9) In order to make the total number of shares devisable by ten, 65 new shares in the Company was issued, each at par value.

(10) 23,055,373 First Trance Consideration Shares was issued to certain BOA SBL bondholders in connection with the acquisition of BOA Thalassa. Of the purchase price of NOK 92,500,000, NOK 64,833,553 was paid in cash and NOK 27,666,447 was paid in the form of 23,055,373 First Trance Consideration Shares.

(11) 23,055,372 Second Trance Consideration Shares, corresponding to NOK 27,666,446, is expected be issued to certain BOA SBL bondholders in connection with the completion of acquisition of BOA Galatea expected on or about July/August 2019.

The Company's share capital as of 1 January 2018 and 31 December 2018, respectively, were USD 6,795,514.50 and USD 2,844,873.12, with the number of shares at the same dates were 1,107,455,145 and 284,487,311. No shares were issued against consideration in other assets than cash during the period covered by the historical financial information provided in this Prospectus.

10.1.7 Authorizations to issue additional shares, etc.

Pursuant to the Memorandum of Association, the Company is authorised to issue a maximum of 16,800,000,000 Shares, each with par value of USD 0.01. Pursuant to the Articles, subject to any resolution of shareholders, Shares and other securities may be authorised for issue by the directors or by ordinary resolution of the shareholders. Furthermore, subject to the provisions of Cyprus law and the Articles, the board of directors may be authorized to acquire treasury Shares.

An authorization was provided to the board of directors by a shareholders' meeting on 23 October 2017, by which the board of directors was authorized to the issue of Shares for general corporate purposes, restructuring of debt, capitalization of the Company and incentive stock option programmes, on such price and other terms and to such persons as the board of directors may determine. Under such authorization, the shareholders also waived any pre-emption rights they may have to subscribe for new shares.

10.2 Shareholder structure

As of 18 June 2019, the Company had approximately 6,195 holders of its ordinary shares registered in the VPS. The following table provides an overview of the 20 largest shareholders of the Company as of said date.

#	Shareholder	Type	Domicile	Number of Shares	%
1	MIEL HOLDING AS	Company	NOR	23,114,505	4.48%
2	ABG SUNDAL COLLIER ASA, INTERIMSKONTO INNLAND	Broker	NOR	23,055,373	4.47%
3	GRUNNFJELLET AS	Company	NOR	20,320,500	3.94%
4	VATNE EQUITY AS	Company	NOR	17,022,500	3.30%
5	MORGAN STANLEY & CO. INT. PLC	Nominee	GBR	16,624,044	3.22%
6	EUROPA LINK AS	Company	NOR	14,580,000	2.83%
7	F STORM AS	Company	NOR	7,500,000	1.45%
8	NORDA ASA	Company	NOR	7,000,000	1.36%
8	UBS AG, LONDON BRANCH	Company	GBR	7,000,000	1.36%

10	PORTIA AS	Company	NOR	6,000,000	1.16%
11	OMA INVEST AS	Company	NOR	5,836,665	1.13%
12	NORDNET LIVSFORSIKRING	Company	NOR	5,628,985	1.09%
13	KINA LAKS EKSPORT AS	Company	NOR	5,198,842	1.01%
14	CMD AS	Company	NOR	5,139,508	1.00%
15	STORFJELL AS	Company	NOR	5,000,000	0.97%
16	STRANDEN INVEST AS	Company	NOR	4,596,967	0.89%
17	PRO AS	Company	NOR	4,495,628	0.87%
18	GOLDMAN SACHS & CO. LLC	Nominee	USA	4,452,868	0.86%
19	KBL EUROPEAN PRIVATE BANKES S.A.	Nominee	LUX	4,421,012	0.86%
20	MP PENSJON PK	Company	NOR	4,230,101	0.82%
	Top 20 shareholders			191,217,498	37.07%
	Others			324,658,517	62.93%
	Total			515,876,015	100.00%

Neither the Company nor any of its subsidiaries hold any shares (treasury shares) in the Company.

Shareholders holding 5% or more of the Company's shares have an interest in the Company's share capital which is notifiable according to the applicable regulations, as described in Section 10.5.15. "Notification Obligations For Acquisition Of Large Shareholdings". The Company is not aware of any persons or entities who, directly or indirectly, have an interest of 5% or more of the Shares as of the date of this Prospectus.

The Company is not aware of any persons or entities who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company has not taken specific steps to prevent the abuse of such control. The Company is not aware of any arrangements that may result in, prevent, or restrict a change in control over the Company.

The Company is not aware of any shareholders' agreements among its shareholders.

The following pre-subscriptions were made by and allocated to the Company's key management and board members in the Private Placement:

- Chairman of the Board Heidar Engebret had pre-committed to subscribe for New Shares for NOK 500,000 and was allocated 416,666 New Shares.
- Board member Dag Fredrik Arnesen, through his wholly owned company Storkleiven AS, had pre-committed to subscribe for 500,000 and received 100% allocation.
- Board member Ketil Nereng, through his wholly owned company Acme AS, had pre-committed to subscribe for New Shares for NOK 1,250,000 and was allocated 1,041,666 New Shares.
- Board member Olav Haugland, through his 50% owned company Skalmen AS, had pre-committed to subscribe for New Shares for NOK 300,000 and was allocated 250,000 New Shares.
- CEO Hans Petter Klohs, through his wholly owned company Carthea AS, had pre- committed to subscribe for 280,000 New Shares and was received 100% allocation.
- COO Finn Atle Hamre, through his wholly owned company Orion Offshore AS, had pre-committed to subscribe for New Shares for NOK 300,000 and was allocated 250,000 New Shares.

No other New Shares were allocated to current members of SeaBird's management, supervisory or administrative bodies in the issue of the New Shares. Miel Holding AS, Grunnfjellet AS and Vatne Equity AS had shareholdings of 5% or more of the Company's Shares prior to the Private Placement and were allocated 5,000,000 and 5,000,000 and none New Shares respectively in the Private Placement.

10.3 Shareholder rights and shareholder policies

10.3.1 Share classes and voting rights

The Company has currently one class of ordinary shares outstanding. All shares ranks pari passu in all respects (including voting rights and dividend rights).

The Company's ordinary shares are listed on Oslo Børs under the trading symbol "SBX". Pending the publication of this Prospectus, the New Shares and the First Tranche Consideration Shares were issued and delivered on separate ISIN CY0108430915, having rights corresponding to the ordinary shares. Following the publication of this Prospectus New Shares and the First Tranche Consideration Shares will be transferred to the same ISIN as the Company's existing Shares, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX". Following the completion of acquisition of BOA Galatea, the Second Tranche Consideration Share will be issued and registered on the same ISIN as the Company's existing Shares, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX".

Each share is entitled to one vote at a general meeting of the shareholders of the Company, and no shareholders enjoy different voting rights. Subject to the provisions of Cyprus law and the Articles (see Section 10.5.9 "General Meetings"), resolutions at a general meeting of the shareholders are passed by a simple majority of the votes present and cast. Blank and invalid votes shall not be counted. In case of an equal vote, the proposal shall be deemed to have been rejected.

Six of the Company's issued ordinary Shares are not registered in VPS. This is due to Cyprus legislative provisions, relating to public companies. The six shares not registered in VPS are held by six individuals and are all registered in the register of members of the Company. As described below in Section 10.4 "VPS Registration Of The Shares", the Shares are registered in the name of the VPS Registrar in the register of members of the Company in accordance with the laws of the Republic of Cyprus, and the beneficial shareholders will hold beneficial interests in those shares. The beneficial shareholders must look to the VPS Registrar to vote for their shares. Dividends in cash will be forwarded directly to the beneficial shareholders of the Company to the bank accounts registered on the VPS account of such shareholder.

The Articles do not give pre-emptive rights to subscribe for new shares, however, such rights may exist under Cyprus law, where new shares are issued for a consideration in cash, as mentioned in section 10.5 "Constitutional documents and Cyprus Law Matters" herein. Shares that the Company purchases or otherwise acquires may be cancelled or held as treasury shares.

10.3.2 Trading rights

The Company's Articles do not contain any limitations with regard to trading of the Shares.

10.3.3 Limitations on the right to own shares

Neither the Memorandum, the Articles nor current company legislation impose limitations with regard to who has the right to own Shares in the Company.

10.3.4 Shareholder and dividend policy

The Company will seek to treat all Shareholders equally in line with applicable regulations.

The Company intends to manage the SeaBird group's assets and business in a manner which provide the highest possible return at an acceptable risk, measured in terms of total dividends and increases in share price, on the capital invested in the Company over time. This is intended to make SeaBird an attractive investment, and to provide the basis for the Company to raise additional equity when this should be desirable.

The Company will strive to follow a dividend policy favorable to the Shareholders. The amount of any dividends to be distributed will be dependent on, inter alia, the Company's investment requirements and rate of growth. As described in Section 9.2.7 "Financial Covenants And Dividend Restrictions", the Company has currently no dividend restrictions.

According to the Company's Articles, dividends may only be declared and paid following a proposal by the board of directors and after the board has made a determination concerning the Company's solvency in accordance with the Articles.

No dividends have been paid or proposed in respect of the years 2018, 2017 or 2016.

10.3.5 Information policy and investor relations

The Company endeavors to provide all market participants with timely and equal information.

Such information will take the form of annual reports, quarterly reports, stock exchange bulletins, press releases and investor presentations when appropriate. In addition to current notifications to Oslo Børs, the Company arranges investor presentations in connection with quarterly and annual financial reporting and on other selected occasions.

The Company also pursues an open information policy towards the media and stakeholders of the Company.

All information will be published through the Oslo Børs information system on www.newsweb.no and on the Company's web page www.sbexp.com.

10.4 VPS registration of the Shares

10.4.1 Introduction

It is a legal requirement that shares that are to be admitted to listing on Oslo Børs are registered in a central securities depository licensed to operate in Norway or another share register approved by Oslo Børs, for practical purposes the VPS.

In order to facilitate registration with the VPS, all Shares of the Company (except for six, as described in Section 10.3.1 "Share Classes And Voting Rights") are registered in the name of the VPS Registrar, in accordance with terms set out in the registrar agreement entered into between the Company and the VPS Registrar (the **"Registrar Agreement"**). The Company's VPS Registrar is DnB Bank ASA, Verdipapirservice, P.O.Box 1600, N-0021 Oslo, Norway.

The VPS Registrar shall register beneficial interest in the Shares in VPS (Nw: *depotbevis*). Therefore, it is not the legal interest in the Shares, but the beneficial interests in the Shares issued by VPS Registrar that are registered in VPS and listed on Oslo Børs. The VPS Registrar is registered as the legal owner of the Shares in the register of members that the Company is required to maintain pursuant to Cyprus law and the Articles. The VPS Registrar, or its designee, holds the Shares as nominee on behalf of each beneficial Shareholder. The VPS Registrar will provide for the registration of each Shareholder's beneficial ownership in the Shares in the VPS on each investor's individual VPS account.

The beneficial ownership of the Shareholders will be registered in the VPS under the category of a "share" and the beneficial ownership will be listed and traded on Oslo Børs. Investors who purchase the Shares (although recorded as owners of the shares in the VPS) will have no direct shareholder rights in the Company, and will not be treated as a legal shareholder of the Company for the purpose of Cyprus law or the Articles. Each Share registered with the VPS will represent evidence of beneficial ownership of one Share. The Shares registered with the VPS will be freely transferable, with delivery and settlement through the VPS system.

Investors who purchase Shares must look solely to the VPS Registrar for the payment of dividends, for the exercise of voting rights attached to the Shares and for all other rights arising in respect of the Shares. The Registrar has agreed to provide for voting arrangements for the beneficial shareholders on the terms set out in the Registrar Agreement.

10.4.2 Voting and dividends

The VPS Registrar or its designee shall vote for the Shares it holds, or issue a proxy to vote for such Shares, only in accordance with each investor’s instructions.

Any dividends will be paid by the Company directly to the VPS Registrar, which has undertaken, in turn, to distribute the dividends to the investors in accordance with the Registrar Agreement.

Investors who have a Norwegian address and investors who have supplied the VPS with details of a Norwegian bank account will receive dividends in NOK. Investors who have a non-Norwegian or address who have not provided details of a Norwegian bank account will receive dividends converted into either their local currencies or, if the VPS Registrar so elects, in USD. Dividends in cash will be forwarded directly to the holders of deposit rights to shares in the Company to the bank accounts registered on the VPS account of the holder of deposit rights. The Articles stipulate that unclaimed dividends on shares may be forfeited for the benefit of the Company after a period of three years after having been declared. Due to the VPS system with registration of bank accounts, this provision is unlikely to have practical effect. Interest does not accrue on declared dividends. All shareholders of the Company will have equal rights to dividends, with the exception on any shares in the Company held by the Company itself.

10.4.3 Non-cash distributions

Whenever the Company intends to distribute assets other than cash, the VPS Registrar will be notified in advance, and the VPS Registrar will in its reasonable discretion determine whether the distribution to investors is lawful and reasonably practicable.

The VPS Registrar will make the distribution net of taxes and governmental charges payable by investors under the terms of the Registrar Agreement. In order to pay the taxes and governmental charges, the VPS Registrar may sell all or a portion of the assets received.

10.4.4 Limitations on liability

The Registrar Agreement limits the Company’s and the VPS Registrar’s obligations to investors with respect to the Shares. Investors who purchase Shares in the Company should note that the Company and the VPS Registrar disclaim any liability for any loss attributable to circumstances beyond the VPS Registrar’s control.

The VPS Registrar further disclaims liability for any losses suffered as a result of the VPS’ errors or negligence, save to the extent that the VPS Registrar may hold the VPS liable for such losses.

10.4.5 Amendment and termination

Each of the Company and the VPS Registrar may terminate the Registrar Agreement at any time with 3 months written notice or immediately upon written notice of any material breach by the other party of the Registrar Agreement. The VPS Registrar may terminate the Registrar Agreement if the Company fails to fulfil the payment obligations and if such failure is not remedied before the 10th business day after the VPS Registrar gives the Company written notice of such failure. In the event that the VPS Registrar Agreement is terminated, the Company will use its reasonable best efforts to enter into a replacement agreement for purposes of permitting the uninterrupted listing of the Shares on Oslo Børs. There can be no assurance, however, that it will enter into such an agreement on substantially the same terms or at all. A termination of the Registrar Agreement could, therefore, adversely affect the listing of the Shares on Oslo Børs. If the Registrar Agreement is terminated and not replaced, the VPS Registrar will use reasonable efforts to cooperate with investors in converting their Shares that are listed on the VPS into Shares registered in the name of the respective Shareholder.

10.4.6 Notices

The Registrar Agreement provides that whenever the VPS Registrar receives any notice, report, accounts, financial statements, circular or other similar document relating to the affairs of the Company, including notice of a general meeting, the VPS Registrar shall ensure that a copy of such document is promptly sent to the registered address of each Shareholder along with any proxy card form or other relevant materials.

10.4.7 Requests for Shares

Subject to the prior written consent from the board of directors, a Shareholder may at any time require the VPS Registrar to procure the registration of the Shares of which the beneficial interests are registered in the VPS in such Shareholder's name. The beneficial interests in the Shares will then first be transferred into the VPS Registrar's VPS account. Such Shares will no longer be admitted to trading on Oslo Børs.

10.5 Constitutional documents and Cyprus law matters

10.5.1 General introduction

The Company is incorporated in the Republic of Cyprus as a public company limited by shares.

The Company is primarily governed by the Companies Law, Cap 113 of the statute laws of the Republic of Cyprus (the **"Companies Law"**) and the Company's Memorandum (the **"Memorandum"**) and Articles of Association (the **"Articles"**). In addition, it is governed by the terms of the Listing Agreement with Oslo Børs. Further, Oslo Børs' continuing obligations for listed companies apply on certain matters.

10.5.2 Constitutional documents

The constitutional documents of the Company consist of the Memorandum and Articles of Association. The Memorandum deals with the objects and powers of the Company and the Articles deal primarily with the Company's administration, internal regulation and the distribution of rights and authorities between the Company's shareholders and the board of directors.

Under the Articles and the Companies Law the Memorandum and Articles may be amended by a Special Resolution of the Company's general meeting, whereby the majority requirement is not less than three fourths of such Members as being entitled so to do vote in person or by proxy at a duly constituted meeting of the Company. An amendment of the objects and powers contained in the Company's Memorandum would, in addition, require the sanction of the Court.

10.5.3 Objects and Purposes

The Company has full capacity rights, powers and privileges to undertake any of the matters mentioned in clause 3 in the Memorandum, which include, inter alia, any commercial activity relating to providing oil and gas exploration, production and participation, seismic data services onshore, transition zones and offshore, and general offshore energy related services and whatever else may be considered incidental or conductive thereto.

10.5.4 Shares and transfer of shares

The Shares, including the beneficial interests in such Shares held by the VPS Registrar may be transferred freely.

The transfer of a Share is effective when the name of the transferee is entered on the Register of Members. The transfer of the beneficial interests in such Shares held by the VPS Registrar is effective when the name of the transferee is entered on the VPS Register.

10.5.5 Purchase of own Shares

Subject to the Articles and the provisions of the Companies Law, the Company has the power to purchase any Shares in the manner set out in the Articles.

Under the Norwegian Public Companies Act, which does not apply to the Company, there are limited rights for a company to acquire its own shares. These limits are not reflected in identical terms in the Articles. However, there are fairly similar, albeit less stringent, limitations in said respect reflected in the Articles. These limitations include a shareholder approval requirement and a maximum 10% holding requirement.

10.5.6 Redemption provisions

A share in the Company may, according to the Company's Articles of Association, be issued with such preferred, deferred or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise as the Company may from time to time by Ordinary Resolution (requiring a simple majority) determine. No such shares are however issued per date of this Prospectus.

Subject to section 57 of the Companies Law, it is possible for the Company to issue any class of its shares on terms that they shall be redeemed at the option of the Company. Section 57 (1) of the Companies Law provides inter alia, that:

a) no shares shall be redeemed except out of profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;

b) no shares shall be redeemed unless they are fully paid;

c) the premium, if any, payable on redemption, must have been provided for out of the profits of the company or out of the company's share premium account before the shares are redeemed;

d) where any shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the capital redemption reserve fund", a sum equal to the nominal amount of the shares redeemed, and the provisions of the Companies Law relating to the reduction of the share capital of a company shall, except as provided in section 57, apply as if the capital redemption reserve fund were paid-up share capital of the company.

In addition to the above and always subject to the provisions of the Companies Law, the Company may, pursuant to its Articles of Association, acquire its own shares if and in so far as the Company in General Meeting by a Special Resolution has authorised the board of directors to acquire such shares, provided in all cases, that the Company shall not purchase more than such number of such shares as shall result in the Company at any time holding more than 10% of the Company's issued shares.

The authorisation may be given for no more than twelve months on each occasion, notwithstanding any other provisions.

The Law contains detailed provisions, relating to the conditions for the purchase by a Company of its own shares.

10.5.7 Rights to any surplus in the event of liquidation

According to the Company's Articles of Association, subject to any special rights conferred on the holders of any existing shares or class of shares, each share in the Company confers upon the Members the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.

At present, there is only one class of shares in the Company, hence, all shareholders have equal rights.

10.5.8 Conversion provisions

No conversion provisions exist in relation to the Company's shares, save that the Company may, by Ordinary Resolution and subject to the provisions of the Companies Law,

(a) convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination,

(b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares, and

(c) subdivide its existing shares, or any of them, into shares of a smaller amount than is fixed by its Memorandum of Association.

If, at any time, the Company's shares are divided into different classes, the rights attached to any class may only be varied, with the consent in writing of or by a Resolution passed at a meeting by the holders if not less than 50% of the Issued shares in that class.

10.5.9 General meetings

The board of directors decides the venue of the Company's general meeting, which can be anywhere, save that the Company's annual general meetings can be held anywhere other than Norway. This differs from Norwegian law, where, unless otherwise decided specifically in the articles of association, the venue of a general meeting is in the municipality where the Company has its registered office.

A general meeting must be held once every year and not less than 21 days' notice is required for the holding of an annual general meeting. Extraordinary general meetings shall be called by 21 days' notice at the least unless a special resolution, that shortens the notice period to 14 days, is approved in the immediately preceding annual general meeting, or at a general meeting that is conducted after that annual general meeting, in which case extraordinary general meetings, other than meetings for the passing of a special resolution, may be called by 14 days' notice. The notice of the meeting shall specify the time, place and agenda and other relevant information for the meeting. Notice of every meeting of shareholders shall be given to all shareholders entitled to receive such notice from the Company.

A general meeting may be called by the board of directors or at the requisition of the shareholders (members). A shareholders' requisition is a requisition of shareholders holding at the date of deposit of the requisition not less than 5% of the voting rights of the Company. The direct shareholder rights in the Company are, as described in Section 10.4 "VPS registration Of The Shares", held by the VPS Registrar, and the holders of the deposit rights must therefore look to the VPS Registrar to exercise the right to convene a general meeting. Pursuant to the Registrar Agreement, the VPS Registrar has undertaken to request that a general meeting is held when this has been requested by holders of 5% or more of the registered rights to shares in the Company.

Shareholders may be represented at the general meeting in person or by proxy or, in case of a body corporate, by its duly authorised representative.

The holders of deposit rights, in accordance with the provisions set forth in the Registrar Agreement, must look to the VPS Registrar to exercise the votes attaching to the underlying shares. Under the Registrar Agreement, the VPS Registrar has undertaken to, whenever it receives notice of a general meeting in the Company, to give such information to the holders of beneficial interests in the Shares.

Such notice will include the time and place of the meeting, the agenda and other relevant information, including the time within which the deposit holder is to provide the VPS Registrar with its voting instructions. The holders of deposit rights will receive proxy forms, so that they may instruct the VPS Registrar or another person to attend and vote on their behalf, or they may elect to meet and vote their own deposit rights (in the latter case, technically by proxy from and given by the VPS Registrar for the number of shares corresponding to the number of deposit rights such shareholder have in the VPS).

For further information on the convening of general meetings, and attendance, proxy representation and voting therein, see Section 10.4 "VPS registration Of The Shares", where the VPS registration and each shareholder's rights towards the VPS Registrar are described.

A resolution of a general meeting is passed by simple majority unless the Companies Law or the Articles specify otherwise.

A special majority of not less than three fourths of such Members as, being entitled so to do, vote in person or by proxy, is required for the passing of, inter alia, the following resolutions:

(a) for the amendment of the objects clause contained in the Company's Memorandum

(b) for the amendment of the Company's Articles

(c) for the change of name of the Company

(d) for the acquisition of the Company's own shares

(e) for the reduction of the Company's share capital

(f) for the voluntary liquidation of the Company

(g) for the re-domiciliation of the Company to another jurisdiction.

10.5.10 The Board of Directors

Pursuant to the Articles, the board of directors shall consist of not less than two and not more than nine persons. The necessary quorum for the transaction of business of the directors is not less than one half of the total number of directors, unless there are only two directors, in which case the quorum is two directors.

At least 50% of the directors must be individuals who are neither executive officers of, nor employed by, nor employees or directors of business partners of the Company – which is in accordance with Oslo Børs' listing requirements and has been set out in the Articles in order to ensure that the shareholders elect a board which will on a continuous basis comply with the regulations of Oslo Børs.

Each director shall hold office until the expiration of his term and until his successor shall have been elected and qualified.

A board meeting may be held in any part of the world. A director is deemed to be present at a board meeting if he participates by telephone or other electronic means.

Subject to any resolution of the shareholders to the contrary, the board may appoint one director as the chairman of the board, and may at any time elect another person as chairman of the board.

The purpose of the board of directors is to manage and conduct the business of the Company, and its power and rights are limited by the Companies Law and the Articles.

The board of directors has full power to charge any of the Company's assets and to borrow money without sanction by the general meeting. The Articles stipulate that the board of directors is responsible for the Company's management and may appoint or remove officers of the Company (other than members of the board of directors).

The board of directors may by power of attorney appoint a person or company as the Company's attorney with such power, authority and discretion as the board of directors thinks fit (provided however that this does not exceed the powers vested in the board of directors by the Articles). The board of directors may also authorise the attorney to sub-delegate any or all powers, authorities and discretions vested in him by the board of directors. Furthermore, the board of directors may, subject to the Articles, delegate certain of its powers to committees consisting of such member or members of the board of directors as it thinks fit. Every committee so formed shall conform to any regulations that may from time to time be imposed upon it by the board of directors. Under Norwegian law, the board of a company can delegate authority and appoint attorneys, but the authority and power that may be delegated or vested in an attorney is somewhat more restricted.

A director may be engaged by the Company for the purpose of performing services which go beyond his ordinary duties as a director, but he may not be the company's auditor. The director performing such services for the Company is entitled to such special remuneration as the board of directors may determine.

A director or a company owned by him may also enter into commercial agreement with the Company provided that the relevant director declares his interest in such contract at the board meeting where the contract is first considered. He shall not be counted in quorum and cannot vote in any case where he has declared an interest.

The Company may by an ordinary resolution, but following proposal from the board of directors and after the board has made a determination concerning the Company's solvency in accordance with the Articles, from time to time declare and pay dividends. Such dividends shall be paid pro rata on the Company's shares. These regulations are slightly different than what applies for dividends under Norwegian law.

10.5.11 Accounts

The Articles and the Companies Law contain regulations concerning accounting. According to the Articles the directors shall ensure that the accounts are kept. The Company shall also have internationally recognised independent auditors, who shall audit and prepare a report on the annual profit and loss account and balance sheet. The auditor shall receive notice of, and have the right to be present at, the Company's annual general meeting.

The audited accounts of the Company must be filed annually with the Cyprus Registrar of Companies, together with its annual return. The Shareholders will receive annually certain accounts and financial statements of the Company. Under Norwegian law, a company's accounts are made public and filed with the Norwegian Company Register.

10.5.12 Majority requirements

The applicable law of the Company contains rules requiring resolutions to be taken as special resolutions of the shareholders in certain cases, such as where the Memorandum or Articles are to be amended or where there is to be a reduction of the share capital. Such a concept has, however, also been implemented in the Articles, where it is specified the need for such to constitute valid shareholder resolutions in the above instances, as well as inter alia, where the Company purchases its own shares or in case of voluntary liquidation. A special resolution is defined as a resolution passed by a majority of not less than three fourths of such members as, being entitled so to do, vote in person or by proxy at a general meeting of which not less than twenty-one days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given.

The issue of new shares, or any resolution of the shareholders passed to authorise the board of directors to issue new shares, are among the resolutions that will only require a simple majority vote (ordinary resolution) by the shareholders. The Articles do not give pre-emptive rights to subscribe for new shares, however, pursuant to the Companies Law, whenever the share capital of a public company is increased by consideration in cash, the new shares must be offered on a pre-emptive basis to existing shareholders in proportion to the capital represented by their shares. The right of pre-emption may be restricted or withdrawn only by a decision of the general meeting taken by a majority of two thirds of the votes or, when at least half of the share capital is represented, by a simple majority.

All shares in the Company provide equal rights pursuant to the Articles, and any amendments of shareholder rights will require a qualified majority of two thirds of the votes at the general meeting of the Company or, when at least half of the share capital is represented, a simple majority.

10.5.13 Mandatory takeover rules

10.5.13.1 Statutory provisions

The Company is partly subject to the mandatory take-over provisions as set out in the Norwegian Securities Trading Act chapter 6, and partly to the provisions set out in the Public Takeover Bids for the Acquisition of Securities of Companies and Related Matters Law (Law 41(I)/2007) as amended by law 47(I)/2009 and 7(I)/2015 of Cyprus.

The threshold at which the mandatory bid obligations are triggered, including possible exemptions from the obligation to present a bid (including possible exemptions for subsequent sale of shares), is subject to Cyprus law, pursuant to which a mandatory takeover bid is required where a person indirectly or directly acquires a percentage of 30% or more of the existing voting rights in the Company.

Reaching this threshold, the shareholder shall make an unconditional general offer for the purchase of the remaining shares in the Company. The offer is subject to approval before submission to the shareholders. The obligation to make an unconditional offer also applies where a shareholder, directly or indirectly, holds more than 30%, but less than 50%, of the voting rights in the Company without having triggered the bidding obligation (i.e. that the shareholder held such amount of shares prior to listing or have inherited such shares) and such shareholder intents to increase the said percentage. If the shareholder holds more than 50% of the voting rights, the Cyprus authorities might, subject to application from the relevant shareholder, exempt such shareholder from the bidding obligation, if the proposed acquisition does not affect the rights of the minority shareholders of the Company. The takeover supervisory authority with respect to the threshold is the Cyprus Securities and Exchange Commission.

Questions concerning consolidation of shareholdings in relation to the threshold at which the mandatory bid obligation is triggered are subject to Cyprus law. The bidding process, including questions concerning the compensation offered in connection with the bid, in particular the bid price, the bid procedure, information on the bidder’s decision to present a bid, the content of the offer document and the publication of the bid, is subject to Norwegian law, i.e. the Norwegian Securities Trading Act. The takeover supervisory authority with respect to these issues is Oslo Børs.

Where an agreement on acquisition of shares triggers the bid obligation, the shareholder shall without delay notify the takeover supervisory authority and the Company accordingly. The notification shall state whether a bid will be made to buy the remaining shares in the Company. The takeover supervisory authority shall make the notification available to the public.

The bid shall be made without undue delay and at the latest four weeks after the mandatory bid obligation was triggered, and shall encompass all the remaining Shares of the Company. The bid price must be at least as high as the highest price paid or agreed to be paid by the offeror in the six-month period prior to the date the above threshold was exceeded, but equal to the market price if the market price was clearly higher when the threshold was exceeded. In the event that the acquirer thereafter, but prior to the expiration of the bid period acquires, or agrees to acquire, additional shares at a higher price, the acquirer is obliged to restate its bid at that higher price. The bid shall state a time limit for shareholders to accept the bid, not to be shorter than four weeks or longer than six weeks.

The offeror is required to make an offer document complying with Norwegian law, and such document requires approval by the takeover supervisory authority (Oslo Børs) before the bid is made public.

In the mandatory bid, all Shares of the Company must be treated equally. The mandatory bid must be made in cash or contain a cash alternative at least equal in value to any non-cash offer. A shareholder who fails to make the required offer must within four weeks dispose of sufficient shares so that the obligation ceases to apply. Otherwise, the authorities may cause the shares exceeding the threshold to be sold. Until the mandatory bid is made the shareholder may not vote for shares exceeding the threshold, unless a majority of the remaining shareholders approve. The shareholder can, however, receive dividends. The authorities may impose a daily fine upon a shareholder who fails to make the required offer.

10.5.13.2 Articles of Association

In addition to the above, under the Articles, any person, who as a result of such person's own acquisition, or the acquisition by persons acting in concert with such person, including, inter alia, entities controlled by or controlling such person, as defined in applicable law, holds or is directly or indirectly interested in, whether solely or together with persons acting in concert with such person, such issued Shares, or VPS Shares, of the Company, as shall provide the said person with 30% or more of the voting rights in the Company, such person shall:

- promptly notify the Oslo Børs and the Company; and
- make a mandatory unconditional offer for the purchase of the remaining issued Shares or beneficial interest in such shares in the Company.

It is further set out that mandatory provisions on bid obligations, and any exemptions thereto as set out in applicable law, shall supplement the above provision and shall prevail in case of any conflict.

10.5.14 Squeeze-out and sell-out

10.5.14.1 Statutory provisions

The squeeze-out rules are subject to Cyprus corporate legislation.

When a shareholder has made a public offer to all other shareholders in the Company and as a result of such public offer or after such a public offer has acquired (i) not less than 90% of the capital carrying voting rights and (ii) not less than 90% of the voting rights in the company, the shareholder has the right to claim that the remaining shareholders sell all their shares to such shareholder.

The squeeze-out right is exercisable within 3 months from the end of the public offer. The purchase price for the shares under the squeeze-out should be at least equal to the purchase price for the preceding public offer. In the event that the purchase price includes payment in kind, the selling shareholder has the right to demand cash payment.

When a shareholder has made a public offer to all the shareholders and as a result of such public offer or after such a public offer has acquired not less than 90% of the capital carrying voting rights and not less than 90% of the voting rights in the Company the remaining shareholders have a right to demand the purchase of their shares from the shareholder who has made the public offer.

The sell-out right is exercisable within 3 months from the end of the public offer and the purchase price should be at least equal to the purchase price applicable to the public offer. In the event that the purchase price involves payment other than cash the selling shareholder has a right to demand cash payment.

10.5.15 Notification obligations for acquisition of large shareholdings

10.5.15.1 General

The notification requirements for acquisition of large shareholdings are governed by Cyprus Law 190(I)/2007 as amended.

10.5.15.2 Acquisition or disposal of shares

According to the provisions of Cyprus law a shareholder who acquires or disposes shares (with attached voting rights) in a company, has an obligation to notify the company and the Cyprus Securities and Exchange Commission (via email at info@cysec.gov.cy) of the percentage of voting rights held provided that, as a result of such acquisition or disposal, this percentage (i) in the case of an acquisition, reaches or exceeds, or (ii) in the case of a disposal, reaches or falls below, the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% or 75% of the total voting rights of the issuer.

The obligation to notify is not applicable in the following circumstances:

(a) the shares are acquired for the sole purpose of clearing and settling of transactions at the latest of three working days following the transaction;

(b) a custodian holding shares in its custodian capacity, provided that the custodian can only exercise the voting rights attached to such shares only under instructions given in writing or by electronic means by the beneficiary of the shares;

(c) an acquisition or disposal of voting rights by a market maker, that reaches or exceeds the 5% threshold of the total voting rights of the issuer, provided that the market maker –

  i. acts in its capacity as a market maker and in accordance with the provisions of the Investment Services and Activities and Regulated Markets Law, or where the Republic of Cyprus is not the home member state, in accordance with the law of that member state harmonising directive 2004/39/EC, and

  ii. neither intervenes in the management of the issuer concerned nor exerts any influence on the issuer to buy such shares or back the share price

(d) shares of an issuer, which are held in the trading book of a credit institution or an investment firm, in accordance with Article 4, paragraph 1, point 86 of EU Regulation 575/2013, provided that –

  i. the voting rights attached to such shares do not exceed 5% of the total of voting rights of the issuer, and

  ii. the credit institution or the investment firm ensures that the voting rights attached to such shares are not exercised nor otherwise used to intervene in the management of the issuer

e) shares provided to or by the members of the European System of Central Banks in carrying out their functions as monetary authorities, including shares provided to or by members of the European System of Central Banks under a pledge or repurchase or similar agreement for liquidity granted for monetary policy purposes or within a payment system, provided that the transactions last for a short period and that the voting rights attaching to such shares are not exercised.

There is no regulation of the notification obligations for large shareholdings in the Company's Articles.

10.5.15.3 Acquisition, disposal or right to exercise voting rights

In addition, a person who is entitled to acquire, to dispose of or to exercise voting rights of the Company, has an obligation to notify the Company and the Cyprus Securities and Exchange Commission of the percentage of voting rights held, provided that as a result of the acquisition or of the disposal or of the exercise or of the events changing the breakdown of voting rights of the Company, that percentage reaches, exceeds or falls below the thresholds mentioned above in any of the following cases or in a combination of them:

(a) Voting rights held by a third party, with whom that person has concluded an agreement, which obliges the contractual parties to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the Company

(b) voting rights held by a third party under an agreement concluded with that person providing for the temporary transfer for consideration of the exercise of voting rights in question

(c) voting rights attached to shares which are lodged as collateral with that person, provided that person controls the voting rights and declares its intention to exercise them

(d) voting rights attached to shares in which that person has the life interest

(e) voting rights which are held, or may be exercised within the meaning of paragraphs (a), (b), (c) and (d), by an undertaking controlled by that person

(f) voting rights attached to shares deposited with that person which the person can exercise at its discretion in the absence of specific instructions from the shareholder

(g) voting rights held by a third party in its own name on behalf of that person

(h) voting rights which that person may exercise at its discretion as a proxy of the shareholder in the absence of specific instructions given from the shareholder.

The notification shall be effected as soon as possible but not later than within the next working trading day.

11 TAX MATTERS

Set out below is a summary of certain Norwegian and Cyprus tax matters related to an investment in the Company. The summary regarding Norwegian and Cypros taxation is based on the laws in force in Norway and Cypros as at the date of this Prospectus, which may be subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis.

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the shares in the Company. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisers only. 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 specifically consult with and rely upon their own tax advisers 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.

The Company has been in dialogue with Norwegian tax authorities regarding its tax domicile and the Norwegian tax authorities has advised the Company that its tax domicile was changed from Cyprus to Norway. The summary below is based on the assumption that the Company is resident in Norway for tax purposes.

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

11.1 Norwegian tax matters

11.1.1 Taxation of dividends

Norwegian Personal Shareholders

Dividends received by shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable as ordinary income in Norway for such shareholders at a current rate of 22% to the extent the dividends exceed a statutory tax-free allowance (Nw.: Skjermingsfradrag). The tax basis is adjusted upward with a factor of 1.44 before taxation, implying that dividends exceeding the tax free allowance are effectively taxed at a rate of 30.68%.

The tax-free 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 risk free interest rate determined based on the interest rate on Norwegian treasury bills (Nw.: statskasseveksler) with three months maturity plus 0.5 percentage point, and adjusted downwards with the tax rate. 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, and will be added to the basis for the allowance calculation. Excess allowance cannot result in a deductible loss.

Norwegian Corporate Shareholders

Dividends distributed from the Company to shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**"), are effectively taxed at a rate of 0.66% (3% of dividend income from such shares is included in the calculation of ordinary income for Norwegian Corporate Shareholders and ordinary income is subject to tax at a flat rate of 22%).

Non-Norwegian Personal Shareholders

Dividends distributed to shareholders who are individuals not resident in Norway for tax purposes ("**Non-Norwegian 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.

Non-Norwegian Personal Shareholders resident within the EEA for tax purposes may apply individually to the Norwegian tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share (please see "Taxation of dividends – Norwegian Personal Shareholders" above). However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

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

Non-Norwegian 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.

Non-Norwegian Personal Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming refund of withholding tax.

Non-Norwegian Corporate Shareholders

Dividends distributed to shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes ("**Non-Norwegian 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 Non-Norwegian 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.

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

Non-Norwegian Corporate Shareholders who are exempt from withholding tax or 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 authorities 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 Non-Norwegian Corporate Shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Corporate Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming refund of withholding tax.

11.1.2 Taxation of capital gains on realisation of shares

Norwegian Personal Shareholders

Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a disposal of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the Norwegian Personal Shareholder's ordinary income in the year of disposal. Ordinary income is taxable at a current rate of 22%. The tax basis is adjusted upward with a factor of 1.44 before taxation/deduction, implying an effective taxation at a rate of 31.68%.

The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the Norwegian Personal Shareholder's percentage interest in the Company prior to the disposal.

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 costs incurred in relation to the acquisition or realisation of the share. From this 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. Please refer to "Taxation of dividends – Norwegian Personal Shareholders" 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 realisation 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

Norwegian Corporate Shareholders are exempt from tax on capital gains derived from the realisation of shares qualifying for participation exemption, including shares in the Company (under the assumption that the Company is considered tax resident in Norway). Losses upon the realisation and costs incurred in connection with the purchase and realisation of such shares are not deductible for tax purposes.

Non-Norwegian Personal Shareholders

Gains from the sale or other disposal of shares by a Non-Norwegian Personal Shareholder will not be subject to taxation in Norway unless (i) the shares are effectively connected with business activities carried out or managed in Norway, or (ii) the shares are held by an individual who has been a resident of Norway for tax purposes with unsettled/postponed exit tax.

Non-Norwegian Corporate Shareholders

Capital gains derived by the sale or other realisation of shares by Non-Norwegian Corporate Shareholders will not be subject to taxation in Norway unless the shares are effectively connected with business activities carried out or managed in Norway.

11.1.3 Net wealth tax

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Personal Shareholders. Currently, the marginal net wealth tax rate is 0.85% of the value assessed. The Shares will be included in the net wealth with 75 % of their listed value as of 1 January in the assessment year (i.e. the year following the relevant fiscal year). This entails that the effective net wealth tax rate will be 0.64%.

Norwegian Corporate Shareholders are not subject to net wealth tax.

Non-resident shareholders are generally not subject to Norwegian net wealth tax, unless the Shares are held in connection with business activities carried out or managed from Norway.

11.1.4 Duties on transfer of shares

No stamp or similar duties are currently imposed in Norway on the transfer of shares, whether on acquisition or disposal.

11.2 Cyprus tax matters

As a company not tax resident in Cyprus, the Company will be subject to Cypriot (corporate) income tax at the rate of 12.5% only on income accrued or derived from a business activity which is carried out through a permanent establishment in Cyprus and on certain income arising from sources in Cyprus, such as income from property situated in Cyprus, including rents and royalties. All dividends and other amounts/payments paid by the Company to non-Cypriot tax resident shareholders in respect of Shares that they hold will not be liable to income tax in Cyprus.

As a company not tax resident in Cyprus, the Company should not be subject to Special Contribution for Defence tax in Cyprus on dividend income. There are no capital gains taxes, capital transfer taxes, estate duties or inheritance duties payable by the Company in Cyprus with respect to the Shares. Capital gains tax would apply in case where the Company owns (directly or indirectly) an immovable property situated in Cyprus.

12 TRANSFER RESTRICTIONS

12.1 General

No actions have been taken, and no actions are intended to be taken, to register the New Shares in any other jurisdiction than in Norway. The transfer of any of these securities in or into various jurisdictions may be restricted or affected by law in such jurisdictions.

No securities of the Company are being offered by means of this Prospectus. This Prospectus does not constitute an invitation to purchase any of the securities of the Company in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit an offering of the securities of the Company to occur outside of Norway. Accordingly, neither this Prospectus nor any advertisement or any other material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. The Company and the Managers require persons in possession of this Prospectus to inform themselves about and to observe any such restrictions. The securities of the Company may be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The following is a summary of certain transfer restrictions that may apply to the securities of the Company pursuant to legislation in certain jurisdictions. The contents do not constitute an exhaustive description of all transfer restrictions that may apply in such jurisdictions, and similar or other restrictions may also follow from applicable laws and regulations in other jurisdictions.

12.2 Transfer restrictions

12.2.1 United States

The securities of the Company have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this Section.

Each purchaser of the securities of the Company outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed decision and that:

- The purchaser is authorised to consummate the purchase of the securities of the Company in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the securities of the Company have not been and will not be registered under the Securities Act or with any securities regulatory authority or any state of the United States, and are subject to significant restrictions on transfer.
- The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the securities of the Company was located outside the United States at the time the buy order for the securities of the Company was originated and continues to be located outside the United States and has not purchased the securities of the Company for the benefit of any person in the United States or entered into any arrangement for the transfer of the securities of the Company to any person in the United States.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities of the Company from the Company or an affiliate thereof in the initial distribution of such securities.

- The purchaser is aware of the restrictions on the offer and sale of the securities of the Company pursuant to Regulation S described in this Prospectus.
- The securities of the Company have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.
- The Company shall not recognise any offer, sale, pledge or other transfer of the securities of the Company made other than in compliance with the above restrictions.
- The purchaser acknowledges that the Company, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each purchaser of the securities of the Company within the United States pursuant to Rule 144A acknowledges, represents and agrees that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorized to consummate the purchase of the securities of the Company in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Securities of the Company have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
- The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is acquiring such Securities of the Company for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution of the Securities of the Company, as the case may be.
- The purchaser is aware that the Securities of the Company are being offered in the United States in a transaction not involving any Offering in the United States within the meaning of the U.S. Securities Act.
- If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Securities of the Company, as the case may be, such shares may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in accordance with Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Securities of the Company from the Company or an affiliate thereof in the initial distribution of such Shares.
- The Securities of the Company are "restricted securities" within the meaning of Rule 144A (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resale of any Securities of the Company, as the case may be.
- The Company shall not recognise any offer, sale pledge or other transfer of the Securities of the Company made other than in compliance with the above-stated restrictions.
- The purchaser acknowledges that the Company, the Selling Shareholder, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. No securities are being offered in any jurisdiction by means of this Prospectus.

12.2.2 Transfer restrictions – other jurisdictions

Similar or other restrictions may also exist for investors in other jurisdictions in respect of the securities of the Company.

13 ADDITIONAL INFORMATION

13.1 Related party transactions

All related party transactions have been entered into on an arm's length basis. The Company had no related party transactions during the year of 2018, 2017 and 2016.

13.2 Disputes, legal proceedings and other matters

SeaBird has received a demand for paying tax in Colombia relating to a project in 2014. The estimated tax liability including interest is USD 3.2 million as of the date of the Prospectus. SeaBird has accrued for USD 3.2 million for tax liabilities and accrued interest in Colombia as per the 31 March 2019 balance sheet date. In total, SeaBird has accrued for USD 5.0 million in corporate taxes and accrued interest as per 31 March 2019, of which USD 3.2 million is payable and overdue as per the 31 March 2019 balance sheet date. The remaining amount mainly consists of provisions for estimated taxes (USD 0.4 million) and tax positions with agreed payment plans (USD 1.4 million).

As of the date of this Prospectus, SeaBird is not and has not been for the past 12 months involved in any other legal, governmental or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware) which may have, or have had in the recent past, significant effects on its's financial position or profitability.

13.3 Documents on display

Copies of the following documents will be available for inspection at the Company's registered office (Spyrou Kyprianou 15, Matrix Tower II, 3rd floor, 4001, Limassol, Cyprus) during normal business hours from Monday to Friday each week (except public holidays) for a period of 12 months from the date of this Prospectus:

i. the Memorandum and Articles of Association of the Company;

ii. all reports, letters, and other documents, historical financial information, valuations and statements prepared by any experts at the issuer's request any part of which is included or referred to in the registration document;

iii. the 2018, 2017 and 2016 annual financial statements ;

iv. the 2019 first quarter financial statement;

13.4 Documents incorporated by reference

The following table sets forth an overview of documents incorporated by reference in this Prospectus. No information not appearing in the table below is incorporated by reference. Where parts of a document is referenced, and not the document as a whole, the remainder of such document is either deemed irrelevant to an investor in the context of the requirements if this Prospectus, or the corresponding information is covered elsewhere in this Prospectus.

Section in Prospectus	Disclosure requirement	Reference document and web address	Pages in reference document
8 and 9	Audited historical financial information (Annex I, Section 20.1), including summarised financial information	Financial statements Q1 2019 http://hugin.info/136336/R/2245402/886934.pdf	3-14
		Financial statements Q1 2018 http://hugin.info/136336/R/2193116/849337.pdf	3-14
		Financial statements 2018 – the group:	26-69

	(Annex I, Section 20.6.1), and including accounting policies (Annex I, Section 20.1)	http://hugin.info/136336/R/2242603/885125.pdf	
		Directors' report 2018 – the group: http://hugin.info/136336/R/2242603/885125.pdf	21-25
		Financial statements 2017 – the group: http://hugin.info/136336/R/2188914/846811.pdf	32-69
		Directors' report 2017 – the group: http://hugin.info/136336/R/2188914/846811.pdf	22-23
		Financial statements 2016 – the group: http://hugin.info/136336/R/2088560/788383.pdf	30-63
		Directors' report 2016 – the group: http://hugin.info/136336/R/2088560/788383.pdf	26-29
8.2	Audit report (Annex I, Section 20.4.)	Auditors' report 2018 – the group: http://hugin.info/136336/R/2242603/885125.pdf	85-91
		Auditors' report 2017 – the group: http://hugin.info/136336/R/2188914/846811.pdf	82-85
		Auditors' report 2016 – the group: http://hugin.info/136336/R/2088560/788383.pdf	76-79

13.5 Confirmation regarding sources

The information in this Prospectus that has been sourced from third parties has been accurately reproduced and as far as the Company is aware of and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The source of third party information is identified wherever used. This Prospectus contains market data, industry forecasts and other information published by third parties, including information related to the sizes of markets in which SeaBird operates. The information has been extracted from a number of sources. The Company has estimated certain market share statistics using both its internal data and industry data from other sources. Although the Company regards these sources as reliable, the information contained in them has not been independently verified. Therefore, the Company does not guarantee or assume any responsibility for the accuracy of the data, estimates, forecasts or other information taken from the sources in the public domain. This Prospectus also contains assessments of market data and information derived therefrom that could not be obtained from any independent sources. Such information is based on the Company's own internal assessments and may therefore deviate from the assessments of competitors of the Company or future statistics by independent sources.

13.6 Statement regarding expert opinions

This Prospectus does not refer to expert opinions.

13.7 Cautionary note regarding forward-looking statements

This Prospectus and the documents incorporated by reference herein contain forward-looking statements, making reference in particular to statements made in Sections 5, 7, and 8.7. All statements other than statements of historical facts are statements that could be deemed forward-looking statements, including statements preceded by, followed by or that include the words "estimate," "plan," project," "forecast," "intend," "expect," "anticipate," "believe," "think," "view," "seek," "target," "goal," or similar expressions; any projections of earnings, revenues, expenses, synergies, margins or other financial items; any statements of the plans, strategies and objectives of management for future operations, including integration and any potential restructuring plans; any statements concerning proposed new products, services, developments or industry rankings;

any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Such forward-looking statements, whether expressed or implied, are subject to risks and uncertainties which could cause the actual results of the Company or its consolidated subsidiaries to differ materially from those implied by such forward-looking statements, due to a number of factors, many of which are beyond SeaBird's control. If any of these risks or uncertainties materialize or any of these assumptions proves incorrect, results of SeaBird could differ materially from the expectations in these statements. The Company does not undertake any obligation to update these forward-looking statements, except as required by law.

No forward-looking statements contained in this Prospectus should be relied upon as predictions of future events. No assurance can be given that the expectations expressed in these forward-looking statements will prove to be correct. Actual results could differ materially from expectations expressed in the forward-looking statements if one or more of the underlying assumptions or expectations proves to be inaccurate or is unrealized. Some important factors that could cause actual results to differ materially from those in the forward-looking statements are, in certain instances, included with such forward-looking statements.

Readers are cautioned not to place undue reliance on the forward-looking statements contained in this Prospectus, which only represent the best judgment of the Company's management as of the date of this Prospectus. Except as required by applicable law, the Company does not undertake any responsibility to update 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, such as filings made with Oslo Børs or press releases.

14 DEFINITIONS AND GLOSSARY OF TERMS

When used in this Prospectus, the following terms shall have the meanings set out below, unless the context otherwise requires. Words importing the plural shall be construed to include the singular and vice versa.

Company related terms

Articles of Association, or the Articles	The articles of association of the Company in force as at the date of this Prospectus.
Company	SeaBird Exploration Plc, a limited liability company incorporated in the Republic of Cyprus under the Companies Law, CAP. 113 (as amended) of the statute laws of the Republic of Cyprus with its registered office at Spyrou Kyprianou 15, Matrix Tower II, 3rd floor, 4001, Limassol, Cyprus.
General Meeting or EGM	The general meeting of the Company.
Group	SeaBird Exploration Plc together with its consolidated subsidiaries.
SeaBird	SeaBird Exploration Plc
Memorandum	The memorandum of association of the Company in force as at the date of this Prospectus.
Vessels or BOA Vessels	The seismic vessels BOA Galatea and BOA Thalassa.

Terms related to this prospectus, and to the securities and transactions giving rise thereto

BOA SBL Bondholders......................................	As part of the Transaction, certain BOA SBL bondholders elected to receive consideration in the form of new shares of the Company calued at the Offer Price for an amount corresponding to approximately NOK 55.3 million.
Co-Manager	Norne Securities AS.
First Tranche Consideration Shares	The 23,055,373 Shares of the Company issued as consideration of NOK 27,666,447 in relation to the acqusition of BOA Thalassa and being admitted to trading by means of this Prospectus.
Listing	The listing of (i) New Shares, (ii) First Tranche Consideration Shares and (iii) Second Tranche Consideration Shares on Oslo Børs.
Managers...	ABG Sundal Collier ASA, Fearnley Securities AS and Sparebank 1 Markets AS
New Shares..	The 208,333,330 Shares issued in the Private Placement being admitted to trading by means of this Prospectus.
Private Placement	The private placement of 208,333,330 new shares in the Company.
Prospectus	This prospectus dated at the date of its front cover.
Relevant Implementation Date	In relation to each Member State, with effect from and including the date on which the EU Prospectus Directive is implemented in that Member State.
Restructuring	The consensual restructuring of the SeaBird group, as announced on 26 May 2017.
SBX04	SeaBird Exploration Finance Limited First Lien Callable Bond Issue 2015/2018.
Second Trance Consideration Shares	The 23,055,372 Shares of the Company to be issued as consideration of NOK 27,666,446 in relation to the contemplated acquisition of BOA Galatea, expected completed in July/August 2019, and to be admitted to trading by means of this Prospectus.
Share(s)	"Shares" means the ordinary shares in the capital of SeaBird Exploration Plc, each having a nominal value of USD 0.01 (or, where the context so requires or permits, beneficial interests in such Shares held by the VPS Registrar) and "Share" means any one of them.
Transaction	The fulfillment all conditions related to the acquisition of the seismic vessels BOA Galatea and BOA Thalassa in a transacton which values the vessels at NOK 185 million on an en-block basis from BOA SBL AS, a wholly owned subsidiary of BOA Offshore AS. As part of the Transaction, certain BOA SBL Shareholders received First Tranche Consideration Shares and Second Tranche Consideration Shares in consideration.

Industry related terms

2D	Two dimensional (a term used to describe a type of seismic survey)
3D	Three dimensional (a term used to describe a type of seismic survey)
4C/4D	Four components / four dimensional (a term used to describe a type of seismic survey
4D	Four dimemensional (a term used to describe a type of seismic survey)
Contract seismic	Seismic activity undertaken for the account and risk of a client, and where the client becomes the owner of the seismic data being collected.
Multi-client seismic, or MC	Seismic activity undertaken for the account and risk (in whole or in part) of the seismic company, and where such seismic company has the right to multiple sales of the seismic data.
QHSE	Systems and procedures related to Quality, Health, Safety, and Environment.
OPEC	Organization of Petroleum Exporting Countries.
Wide azimuth	A seismic survey method used to capture a broader wavefield of the reflected sound waves than conventional seismic surveys, thereby generally requiring additional equipment.

Legal and other terms

2010 PD Amending Directive	Directive 2010/73/EU amending the EU Prospectus Directive.
Anti-Money Laundering Legislation	The Norwegian Money Laundering Act of 1 June 2018 No. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 No. 1324, as amended.
CET	Central European Time.
Code of Practice...	Norwegian Code of Practice of Corporate Governance, as last published on 17 October 2018.
Companies Law	The Companies Law, CAP. 113 (as amended) of the statute laws of the Republic of Cyprus and other applicable company legislation in force in Cyprus.
Cyprus Corporate Governance Code	The Corporate Governance Code of April 2014 issued by the Cyprus Stock Exchange.
EEA	The European Economic Area
EU	The European Union
EUR	Euros, the official currency of the eurozone.
GBP..	Pound sterling, the lawful currency of the United Kingdom.
Member State..	Each Member State of the EEA which has implemented the EU Prospectus Directive.
NGN	Naira, the lawful currency of Nigeria.
NOK	Kroner, the lawful currency of Norway.
Non-Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) not resident in Norway for tax purposes.
Non-Norwegian Personal Shareholders	Shareholders who are individuals not resident in Norway for tax purposes.
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes.
Norwegian FSA	The Financial Supervirosy Authority of Norway (Nw.: Finanstilsynet)
Norwegian kroner or NOK	Norwegian kroner, the lawful currency of Norway.
Norwegian Personal Shareholders	Shareholders who are individuals resident in Norway for tax purposes.
Norwegian Securities Trading Act	Norwegian Securities Trading Act of 29 June 2007 no. 75. (*Norwegian: "verdipapirhandelloven"*).
Oslo Børs	The stock exchange operated by Oslo Børs ASA.
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU as the case may be.
Q1, Q2, Q3, Q4	The three months period ending 31 March, 30 June, 30 September, and 31 December, respectively.

Registrar Agreement	The agreement entered into by the Company and the VPS Registrar relating to the VPS registration of beneficial interests in the Shares.
Rule 144A	Rule 144A under the U.S. Securities Act.
SGD	Singapore dollars, the lawful currency of the Republic of Singapore.
Shareholder(s)	Persons or legal entities registered in the VPS register as owner of an interest in a Share.
Stock Exchange Regulations	The Norwegian Stock Exchange Regulations of 29 June 2007 No. 876.
UK	United Kingdom.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
U.S. Exchange Act	U.S. Securities Exchange Act of 1934, as amended.
U.S. dollars, USD or $	U.S. dollars, the lawful currency of the United States of America.
VPS	The Norwegian Central Securities Depository (Nw: *Verdipapirsentralen*).
VPS Registrar	DNB Bank ASA, Verdipapirservice, P.O.Box 1600, N-0021 Oslo, being the party maintaining a record of the Company's Shares in VPS and providing services related thereto under the Registrar Agreement.

SeaBird Exploration Plc

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