



BERMUDA Norway Bulletin

We are pleased to bring you the Conyers Norway Bulletin for 2024, in which we highlight developments affecting Bermuda incorporated companies in the Norwegian market over the past year.

The Oslo Børs continues to serve as an exchange of choice for a range of prominent public companies, despite persistent macroeconomic instability posing a significant challenge for the initiation of new IPOs. Factors such as rising interest rates, inflation, and heightened global geopolitical tensions stemming from conflicts in Ukraine and the Middle East have dampened deal activity in the Norwegian market. IPO volume on the Oslo Børs in 2023 mirrored 2022, with only two launches completed alongside an additional IPO on Euronext Expand exchange.

On the positive side, shipping, oil and gas, and energy companies remain the cornerstone industries, with robust performance throughout last year leading to an approximate 10 percent increase in the Oslo Børs main index. Despite optimistic predictions for 2023, M&A transactions witnessed a modest

decline in activity throughout the year, although deal valuations experienced a marginal uptick. The outlook for 2024 suggests a promising return of market activity, with the first quarter of 2024 ending in tempered confidence. There are a growing number of M&A deals in the pipeline which has fueled expectations for heightened market activity for Q3 and Q4 of this year.

Bermuda Listed Companies

Oslo Børs offshore drilling and shipping Bermuda listed companies posted consistently strong results over the past year. [\(OB:HAFNI\)](#) and [Stolt-Nielsen Limited \(OB:SNI\)](#) recorded record profits in 2023. [\(OB:HAFNI\)](#) delivered its highest full-year result for the second consecutive year, achieving a record net profit of US \$793.3 million. The product tanker company announced a dividend payout ratio of 70%, and will distribute a total of US\$0.2431 per share or US\$123.5

million in dividends for the fourth quarter. [Stolt-Nielsen Limited \(OB:SNI\)](#) reported a net profit of US\$296.7 million, with revenue of US\$2,820.2 million. Fourth quarter highlights include an EBITDA of US\$208.4 million with earnings per share going up to US\$1.84, up from US\$1.78.

[Borr Drilling \(OB:BORR\)](#) had exceptional revenue results for 2023. The oil and gas drilling contractor reported total operating revenues of US\$220.6 million in the fourth quarter, a 15 per cent increase compared to their third quarter results. In November 2023, Borr Drilling issued a US\$1.54 billion secured bond offering. The proceeds from the issuance were used to repay all of the company's outstanding debt and to pay related premiums, fees, accrued interest and expenses.

BW Offshore Limited (OB:BWO) disclosed a profit of US\$50.8 million for the fiscal year 2023, marking a notable increase from the profit of US\$14.2 million recorded in 2022. Subsequent to the successful refinancing of debt facilities towards the end of last year, coupled with the sale of BW Offshore's ownership in BW Energy in January 2024, the company is well positioned financially to pursue growth in offshore energy projects.

Seadrill Limited (NYSE:SDRL; OB:SDRL) attained a full-year operating profit of US\$329 million. As of 27 February 2024, the company completed share repurchases amounting to US\$342 million, equivalent to 11% of its share capital. The acquisition of Aquadrill anchors these positive results, enabling significant scalability and strong operational and financial performances.

Corporate Income Tax

A notable development affecting Bermuda public companies is the implementation of the Corporate Income Tax (the "CIT") to commence from 1 January 2025, which is a response to the Pillar Two global minimum tax rules set out by the Organisation for Economic Co-operation and Development (OECD). The Bermuda Corporate Income Tax Act of 2023, introduced a 15% tax rate on local businesses that are part of multinational groups generating EUR€750 million or more in annual revenue.

Due to the 'capital intensive' nature of the shipping industry, Bermuda shipping companies with international shipping income and qualified ancillary international shipping income are excluded from the CIT. To benefit from this exclusion, Bermuda shipping entities must demonstrate that the strategic or commercial management of all vessels in the multinational group are effectively carried on from or within Bermuda. This reinforces the attraction of Bermuda as an ideal jurisdiction for global shipping companies to hold and manage international shipping assets.

Dual Listing Trend Surges

Dual listings saw a spike in late 2023 and early 2024 as many companies sought to graduate to the US market via secondary listings on the NYSE. Among these were Bermuda incorporated **Cool Company Ltd. (OB:CLCO)** and **Himalaya Shipping Ltd. (OB:HSHP)**. Cool Company completed its listing in New York in March, just over a year after debuting on the Euronext Growth Oslo. Himalaya's initial public offering of US\$45 million of common shares also launched on the NYSE in March.

Late last year, **Limited (OB:HAFNI)** announced it was pursuing a dual listing on the NYSE, and completed the dual listing in April 2024. The company retained its primary listing on the Oslo Børs, with its common shares being admitted to trading on the NYSE on 9 April 2024 under the ticker NYSE:HAFN. **BW LPG (OB:BWLPG)** another BW-backed company, also pursued a similar dual listing on the NYSE, with the dual listing completing later in April 2024.

There are currently 11 companies with dual listings on the Oslo Børs and the NYSE, with over half of these completing additional listings in the past two years. There are several potential benefits for a public company to pursue this strategy, including increased liquidity and valuation. A secondary listing can enhance access to capital markets and broaden the investor base. The Oslo Børs continues to succeed in having a strong presence among energy, shipping, and seafood companies with more investors benefitting from the growth in these sectors.

Norwegian Corporate Bond Market Strong in 2023

The Norwegian corporate bond market continued its strong performance in 2023, with an overall increase of 4% in volume. Bermuda companies contributed to this growth, with a greater number of bonds listed by Bermuda issuers in 2023 than in both 2021 and 2022 combined.

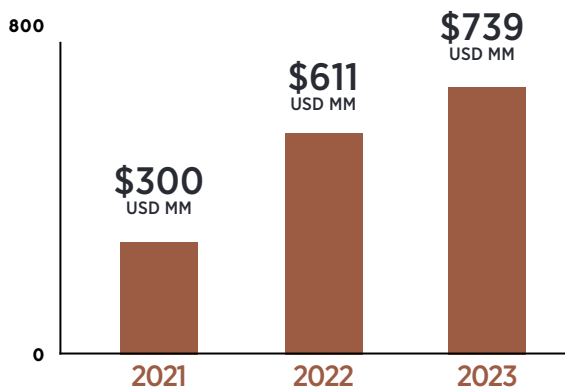


Conyers Advises Viking Holdings Ltd on its IPO on NYSE to raise US\$1.77 billion

Conyers provided Bermuda law advice to Viking Holdings Ltd ("Viking") on its initial public offering on the New York Stock Exchange ("NYSE"). With US\$1.77 billion in shares sold to the market, Viking's is the biggest US stock market debut of 2024.

The offering is a significant milestone for Torstein Hagen's company. Viking's IPO reflects investor confidence in the company's growth prospects and market positioning. Viking's shares commenced trading on the NYSE on Wednesday 1 May 2024 under the symbol "VIK".

Oslo Børs Bond Offerings by Bermuda Issuers (USD MM)





Marine Money Awards 2023 Conyers Advises on Six Marine Money Ship Finance Deals of the Year

Conyers was recognised by Marine Money magazine for our role in six outstanding transactions awarded in their Ship Finance “Deal of the Year” Awards for 2023. These awards – an unprecedented number for an offshore law firm – highlight the dominance of Conyers’ leading global ship finance practice.

GasLog Ltd.’s (NYSE:GLOG-A) US\$2.8 billion refinancing was awarded “Bank Debt Deal of the Year” and is understood to be the largest recorded debt financing within the global shipping industry. “Wild Card Deal of the Year” was awarded to Frontline plc’s (NYSE:FRO) US\$1.4 billion loan facility. Conyers acted for the investment bank Pareto Securities in connection with Borr Drilling’s (NYSE:BORR) US\$1.54 billion Senior Secured Notes offering which claimed the Offshore West – Bond Deal of the Year award.

Conyers also advised on three more transactions:

In the Green Category Deals of the Year field, Conyers advised BNP Paribas in connection with the winning sustainability linked revolving credit facility for Limited (OB:HAFNI).

BW LPG’s (OB:BWLPG) US\$145 million senior secured term loan to finance an FSRU was awarded Project Finance East Deal of the Year.

The Norwegian Bond Deal of the Year was awarded to Stolt-Nielsen Limited’s (OB:SNI) unsecured NOK 1,200,000,000 bond offering in September 2023 and subsequent NOK 325,000,000 tap issue in December 2023.

Recent Transactions by Bermuda-Based Companies

- Odfjell Drilling Ltd. (OB:ODL) announced a fixed-income offering of US\$390 million senior secured bonds due 2028. (May 2023)
- The board of directors of BW Offshore Limited (OB:BWO) announced the spin-off of a 0.75% stake in BW Energy Limited (OB:BWE). BW Offshore will distribute its cash dividend of US\$0.035 per share and dividend in-kind of US\$5 million in the form 0.0107 or 1,933,051 shares in BW Energy. (June 2023)
- Elliott Associates, L.P. and The Liverpool Limited Partnership, managed by Elliott Investment Management L.P. acquired a 5.01% stake in Seadrill Limited (OB:SDRL) from Støperigata Holding AS in a deal with an implied equity value of US\$163.67 million. (July 2023)
- Seadrill Limited (OB:SDRL) announced a fixed-income offering of US\$500 million 8.375% senior secured lien notes due 2030. (August 2023)
- Seadrill Limited (OB:SDRL) announced a buyback of equity securities under which the company will repurchase up to US\$250 million worth of its outstanding common shares. (August 2023)
- Borr Drilling Limited (OB:BORR) announced a private placement to issue common shares for the gross proceeds of US\$50 million. (October 2023)
- Northern Drilling Ltd. (OB:NODL) completed a follow-on equity offering of 313,6000,000 ordinary shares at a price of US\$0.01 per share for a gross offering amount of US\$3.49 million. (October 2023)
- Borr Drilling Limited (OB:BORR) announced a fixed-income offering of US\$515 million 10.375% senior secured notes due 2030 (November 2023).
- Northern Drilling Ltd. (OB:NODL) completed a follow-on equity offering of 18,433,188 ordinary shares at a price of US\$0.01 per share for a gross offering amount of US\$0.21 million. (November 2023)
- Stolt-Nielsen Limited (OB:SNI) completed a fixed-income offering of US\$30.41 floating rate senior unsecured bonds due September 2028. (November 2023)
- BW Offshore Limited (OB:BWO) completed a fixed-income offering of US\$140.65 million floating rate senior unsecured bonds due November 2028. (November 2023)
- Seacrest Petroleum Bermuda Limited (OB:SEAPT) announced a private placement of common shares. The company intends to use the proceeds to keep a high activity level in 2024 and growing production through drilling, work-overs and other field development optimizations at the Norte Capixaba and Cricaré Clusters, as well as for general corporate purposes. (December 2023)
- Borr Drilling (OB:BORR) announced a share buyback of up to US\$100 million worth of its own shares. The program does not have an expiration date. (December 2023)
- Himalaya Shipping (OB:HSHP) completed a significantly oversubscribed private placement of 3,117,143 common shares at an issue price of US\$5.61 for the gross proceeds of US\$17.5 million. (December 2023)
- Hemen Holding Ltd. acquired the remaining 10.75% stake in Northern Drilling Ltd. (OB:NODL). The deal had an implied equity value of US\$4.27 million. (January 2024)
- BW Group completed the acquisition of the remaining 60% of BW Energy Limited (OB:BWE) and others for NOK 4.2 billion with an overall consideration to shareholders of US\$352.64 million. (January 2024)
- Seacrest Petroleum Bermuda Limited (OB:SEAPT) completed a fixed-income offering of US\$80 million 16% senior unsecured bonds due 2027. (January 2024)
- AutoStore Holdings Ltd. (OB:AUTO) announced large shareholder Thomas H. Lee completed an equity offering of 177,000,000 shares in the company. (February 2024)

23 Bermuda companies listed on Oslo Børs ¹

2 Bermuda company listed on Oslo Euronext Growth ²

3 Bermuda companies listed on Oslo Euronext Expand ³

US\$27.8 billion Combined market capitalisation of Bermuda companies listed ¹

¹ All figures presented are accurate as of 30 April 2024.

² Cool Company Ltd. (OB:CLCO), Shelf Drilling (North Sea), Ltd (OB: SDNS)

³ Himalaya Shipping (OB:HSHP), RomReal Limited (OB:ROM), Seacrest Petroleum Bermuda Limited (OB:SEAPT)

Chambers Global 2024

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Corporate & Finance
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Banking, Finance
& Capital Markets
Corporate & Commercial
Dispute Resolution
Insurance/Reinsurance

IFLR 1000

Top Tier in Bermuda



Financial & Corporate
8 Ranked Bermuda Lawyers

Marine Money 2023



Six Award Winning Deals

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This bulletin details capital markets activity among Bermuda companies listed on the Oslo Børs using data from S&P Capital IQ. The date range for this analysis is 1 July 2023 to 30 April 2024 inclusive. Where necessary, deal values have been converted to USD at a rate set by S&P Global Market Intelligence. Not all deals have a publicly known value. Not all deal details are reported immediately, and figures are subject to change as new information becomes available.

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