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Oslo, 16 December 2021

To the bondholders in:

**ISIN NO 0010821010 – FRN ELECTROMAGNETIC GEOSERVICES ASA SENIOR UNSECURED CONVERTIBLE USD 32,500,000 BONDS 2018/2023**

**Re: Voluntary bond buy-back offer**

Capitalised terms used but not defined in this buy-back offer document (the **Buy-Back Offer Document**) are references to those terms as defined in the bond terms dated 9 May 2018 (the **Bond Terms**) entered into by and between Nordic Trustee AS as the Bond Trustee on behalf of the Bondholders and Electromagnetic Geoservices ASA as the Issuer.

Reference is made to the stock exchange notice published by the Issuer on 16 December 2021 wherein the Issuer announced its intention to launch a voluntary bond buy-back offer (the **Buy-Back**) for Bonds with an aggregate nominal value of up to USD 4,000,000, corresponding to 14.03 per cent of the Outstanding Bonds as of the date of this Buy-Back Offer Document.

The Buy-Back offer period will commence on 17 December 2021 at 09:00 CET and end on 22 December 2021 at 16:00 CET (the **Buy-Back Offer Period**). The Buy-Back Offer Period may be extended by the Issuer at its own discretion. Settlement of the purchase price under the Buy-Back is expected to take place on or about 28 December 2021 (the **Buy-Back Settlement Date**), but in no event later than 31 December 2021.

The Issuer hereby offers all Bondholders to tender Bonds for sale to the Issuer under the Buy-Back at 75 per cent of par value, plus accrued and unpaid interest (at 100 per cent) up to and including the last date of the Buy-Back Offer Period. The Issuer reserves the right to, at any time during and after the Buy-Back Offer Period, but before the Buy-Back Settlement Date, reduce the number of Bonds to be repurchased under the Buy-Back, and undertakes no obligation to communicate such reductions to Bondholders before after final allocation and acceptance by the Issuer has been made.

The Buy-Back is offered to all Bondholders on equal terms. Bondholders may tender some or all of their Bonds to the Issuer. In the event the number of Bonds tendered to the Issuer under the Buy-Back exceed an aggregate nominal value of USD 4,000,000 (or such reduced amount as the Issuer may resolve to repurchase), the Issuer will buy back Bonds from each of the tendering Bondholders on a pro rata basis calculated based on the number of Bonds held by each of the tendering Bondholders. The number of bonds held will be calculated as per the VPS registry at the end of the Buy-Back Offer Period and will be based on nominal value, excluding any accrued and unpaid interest.



Bondholders may tender Bonds for sale at any time during the Buy-Back Offer Period, and tenders to sell Bonds may be withdrawn at any time prior to expiry of the Buy-Back Offer Period. The Buy-Back is not conditional on any minimum number of Bonds being offered to the Issuer.

Bondholders may offer Bonds under the Buy-back by executing the bondholder offer form (the **Bondholder Offer Form**) attached hereto as Appendix A and sending this to Peder.Austarheim@sb1markets.no before the expiry of the Buy-Back Offer Period.

The Issuer currently expects to, following settlement to each of the selling Bondholders, discharge all Bonds purchased under the Buy-Back.

### **Summary of Buy-Back procedure**

<b>Buy-Back Offer Period</b>	Commencement on 17 December 2021 at 09:00 CET and expiry 22 December 2021 at 16:00 CET. The Buy-Back Offer Period may be extended by the Issuer at its own discretion.
<b>Amount of Bonds offered to be repurchased</b>	Bonds with an aggregate principal amount of up to USD 4,000,000 (corresponding to 14.03 per cent of the Outstanding Bonds as of the date of this Buy-Back Offer Document), to be finally determined by the Issuer.
<b>Procedure and price</b>	<p>Bondholders may offer to sell some or all off their Bonds to the Issuer at a price equal to 75 per cent of par value. In addition to the purchase price, the Issuer will pay accrued and unpaid interest in full (100 per cent) on repurchased Bonds up to and including the last date of the Buy-Back Offer Period.</p> <p>In the event the Issuer receives tenders which in aggregate exceed a nominal amount of USD 4,000,000 (or such reduced amount as the Issuer may resolve to repurchase), the Issuer will buy-back Bonds from each of the tendering Bondholders on a pro-rata basis calculated based on the number of Bonds held by each of the tendering Bondholders. The number of bonds held will be calculated as per the VPS registry at the end of the Buy-Back Offer Period and will be based on nominal value, excluding any accrued and unpaid interest.</p>
<b>Placement of offer</b>	All submissions of Bondholder Offer Forms are to be received by e-mail to Peder.Austarheim@sb1markets.no before the expiry of the Buy-Back Offer period.
<b>Settlement</b>	Each tendering Bondholder will be contacted after the end of the Buy-Back Offer Period and informed of the number of Bonds which will be purchased from such tendering Bondholder.



Settlement will take place on a payment versus delivery basis, facilitated through Sparebank 1 Markets. As part of the settlement process, all tendering Bondholders will need to comply with the AML/KYC requirements applicable to the settlement transaction, including through providing Sparebank 1 Markets with appropriate documentation. The Issuer reserves the right to not complete any buy-back from a tendering Bondholder in the event such Bondholder is not able to meet these requirements in a timely manner.

**Announcement of the result of the offer**      Expected on or about 23 December 2021.

**Buy-Back Settlement Date**      Expected on or about 28 December 2021.

The Buy-Back, the Buy-Back Offer Document and any acceptances thereof are subject to Norwegian law, with Oslo District Court as the agreed exclusive legal venue. The Buy-Back and this Buy-Back Offer Document is not directed to persons in any jurisdiction where the offer would be in violation of applicable laws or whose acceptance of the offer requires that (i) further documents are issued or filed in order for the Buy-Back to comply with local law or (ii) registration or other measures are taken pursuant to local law. No document or material relating to the Buy-Back may be distributed in or into any country where such distribution or offering requires any of the aforementioned measures to be taken or would be in conflict with any law or regulation of such country.

Each Bondholder is responsible for any taxes as a consequence of tendering, accepting or not accepting the Buy-Back, and is further responsible for any other effects of tendering, accepting or not accepting the Buy-Back. The Issuer assumes no responsibility for (i) any tax liability resulting from the Bondholder tendering, accepting or not accepting the Buy-Back, or (ii) any other effects of tendering or not tendering under the Buy-Back.

For further information, please contact:

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E-mail: [aeimstad@emgs.com](mailto:aeimstad@emgs.com)

For and on behalf of

**Electromagnetic Geoservices ASA**



### Appendix A – Bondholder Offer Form

This Bondholder Offer Form shall be used when offering to sell Bonds under the Buy-Back. All capitalised terms used but not defined herein are references to those terms as defined in the Buy-Back Offer Document.

In addition to the below information, please include a transcript from the Securities Depository (VPS), indicating your bondholding at the printing date. If the bonds are held in custody - i.e. the owner is not registered directly in the VPS - the custodian must confirm; (i) the owner of the bonds, (ii) the aggregate nominal amount of the bonds and (iii) the account number in VPS on which the bonds are registered.

The offered bonds:

<b>Name of Bondholder</b>	
<b>Personal ID / organisational number</b>	
<b>Address</b>	
<b>Amount of Bonds offered (nominal value in USD)</b>	
<b>Offer Price</b>	75 per cent of par value
<b>VPS account no. (on which the tendered bonds are held)</b>	

Contact person:

<b>Name of contact person:</b>	
<b>Telephone number:</b>	
<b>Email:</b>	

Bank account for receipt of settlement:

<b>Bank</b>	
<b>Bank account number</b>	
<b>IBAN</b>	
<b>SWIFT</b>	
<b>Name of account holder</b>	

[signature page to follow – remainder of page intentionally left blank]



[signature page to Bondholder Offer Form]

I/we hereby confirm, represent and warrant; (i) that I/we have read and accept the terms of the Buy-Back Offer Document; (ii) that I am/we are authorised to make this offer to the Issuer; and (iii) I/we are the beneficial owner of the Bonds hereby offered to the Issuer.

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name in capital letters

This executed Bondholder Offer Form must be received to [Peder.Austarheim@sb1markets.no](mailto:Peder.Austarheim@sb1markets.no) no later than 22 December 2021 at 16:00 CET. All tendering Bondholders will receive a confirmation of receipt after the Bondholder Offer Form is received, and Bondholders are advised to contact the Issuer without delay if such confirmation is not received shortly after the Bondholder Offer Form has been sent. Neither the Issuer nor any other person assumes any responsibility or liability for any loss incurred as a result of technical error or otherwise in the transmission of the Bondholder Offer Form.