Bruton Limited

Company presentation

2 February 2026

Disclaimer & important information

Bruton Ltd.

Not for release, directly or indirectly, in or into the United States, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Singapore or any other jurisdiction where such release, publication or distribution is unlawful (except in accordance with applicable laws). The information contained herein does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the publication of a prospectus, registration, exemption from registration or qualified under such jurisdictions' securities laws. Norwegian Depository Receipts subscribed for in the transaction described herein will not be registered and will only be offered or sold under applicable exemptions from registration requirements. By reading this company presentation you agree as follows:

Purpose. *This confidential company presentation (the "**Presentation**") has been prepared by Bruton Limited (the "**Company**") in collaboration with Clarksons Securities AS, Arctic Securities AS, DNB Carnegie, a part of DNB Bank ASA, Fearnley Securities AS and Pareto Securities AS (the "**Managers**"), to provide information solely for use in connection with a contemplated equity offering in the Company (the "**Transaction**"). The Managers have been appointed by the Company as managers in connection with the Transaction. The Managers have not independently verified any of the information contained herein through due diligence procedures or other investigations and no formal due diligence investigations have been or will be carried out by or on behalf of the Managers other than obtaining a customary declaration of completeness signed by the company and customary management interviews by way of a bring down call. The use of this Presentation for any other purpose is strictly prohibited. This Presentation is confidential and may not be reproduced, redistributed, published, or passed on to any other person, directly or indirectly, in whole or in part, without prior written consent of the Company or the Managers. If this Presentation has been received in error, it must be returned immediately to the Company. The Transaction will be completed based on a term sheet, an application form, this Presentation, all dated 2 February 2026, in addition to available public information (collectively, the "**Offering Material**"). The terms of the application agreement will prevail in case of inconsistency in the Offering Material. The Presentation may be used by the recipient only for the intended purpose.*

No liability. *The Presentation is preliminary and indicative and does not purport to contain all of the information that would be required to fully evaluate the Company. The Company and the Managers do not accept any responsibility whatsoever, or make any representation or warranty, express or implied, for the contents of the Presentation, including its accuracy, completeness, or verification or for any other statement made or purported to be made in connection therewith by the Company.*

Forward looking statements. *This Presentation speaks only as of its date and the views expressed herein are subject to change based on several factors, including, without limitation, macroeconomic and equity market conditions, investor attitude and demand, the business prospects of the Company and other specific issues. This Presentation is based on economic, market and other conditions and information available to the Company as of its date. This Presentation does not purport to contain a complete description of the Company or the market(s) in which the Company operates, nor does it provide an audited valuation of the Company. The analyses contained in this Presentation are not, and do not purport to be, appraisals of the assets, stock or business of the Company or any other person. Moreover, this Presentation is incomplete without reference to, and should be viewed and considered solely in conjunction with, the any oral briefing provided by an authorized representative of the Company. The Presentation contains forward looking information. The words "believe", "expect", "could", "may", "anticipate", "intend" and "plan" and similar expressions identify such statements. All statements other than statements of historical facts included in this Presentation are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance, achievements, and value to be materially different from any future results, performance, achievements, or values expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate. Further, certain forward-looking statements are based upon assumptions of future events that may not prove to be accurate.*

No updates. *Except where otherwise expressly indicated, this Presentation speaks as of the date set out on its cover, and is subject to changes without further notice. The delivery of this Presentation shall, under no circumstances, be construed to indicate or imply that there has been no change in the affairs of the Company since the date hereof. The Company does not assume any obligation to update or revise the Presentation.*

Disclaimer & important information

Bruton Ltd.

Seek own independent advice. *Each recipient should seek its own independent advice in relation to any financial, legal, business, investment, tax, or other specialist advice of relevance to the Transaction. Nothing herein shall be taken as constituting the giving of investment advice and this Presentation is not intended to provide, and must not be taken as, the exclusive basis of any investment decision or other valuation and should not be considered as a recommendation by the Company (or any of its affiliates) or the Managers. An investment in the Company's depository receipts involves inherent risk and prospective investors risk to lose all or parts of their investment. Prospective investors should consider carefully, among other things, the risk factors described in this Presentation. The Company and the Manager reserve the right, without reasons or advance notice, to change or terminate the Transaction.*

Governing law. *The Presentation is subject to Norwegian law, and any dispute arising in respect of thereof is subject to the exclusive jurisdiction of Norwegian courts with Oslo District Court as first venue.*

An employee of Clarksons Securities AS who is part of the transaction team involved in the Offering owns shares in the Company. Clarksons Securities AS has implemented arrangements to manage potential conflicts of interest in this respect.

Overview & Capital Structure

Bruton Ltd.

Overview

- Bruton Ltd is a pure play modern VLCC company with 8 vessels under construction at New Times Shipyard in China, two of which are LNG dual-fuel
- Koch Industries and Drew Holding are the company's largest shareholders with an ownership of approximately 25% each
- Paid-in CAPEX to date of USD 114m with USD 871m in remaining yard CAPEX and other pre-delivery expenses
  - Cash position of USD 51m
- The Company is contemplating an equity raise of up to USD 50 million at a share price of USD 5.25/share to fund instalments under its newbuilding program
- KOCH and Drew Holding have pre-committed to subscribe for a combined USD 25m
- As per the Company's press release 20th January, the Company has received attractive finance proposal for 90% of the construction cost for its first two vessels
  - A similar finance structure of the Company's remaining 6 vessels will fully finance the remaining capital need through delivery, should the Company elect to pursue such financing alternative
- Bruton's strategy is to explore a potential listing at a reputable international stock exchange

Pro-forma capitalization[1]

USDm	Jan-2026	Adj.	Pro Forma
Total Cash	**51**	50	**101**
Debt	-	-	-
NIBD	**-51**	**-50**	**-101**
Remaining Capex	871	-	871
NIBD, inc. Remaining Capex	**820**	**-50**	**770**
Market Capitalization	275	*50*	325
Enterprise Value	**1 095**	**-**	**1 095**

1) Balance sheet as of end January 2026. Market capitalization based on offer price. Offer price of USD 5.25/ share. Before Transaction fees and expenses.

Fleet overview: eights vessels on order with delivery from July 2026

Bruton Ltd.

Firm vessels

Ship	Price (USDm)	Paid (USDm)	Remaining (USDm)	Yard	Size (DWTk)	Ship Type	Target Delivery Date
Ship 1	134	40	94	New Times Shipyard	300	LNG Dual Fuel VLCC	July 2026
Ship 2	134	27	107	New Times Shipyard	300	LNG Dual Fuel VLCC	January 2027
Ship 3	117	12	105	New Times Shipyard	300	VLCC	August 2027
Ship 4	117	12	105	New Times Shipyard	300	VLCC	October 2027
Ship 5	118	12	106	New Times Shipyard	300	VLCC[1]	December 2028
Ship 6	118	12	106	New Times Shipyard	300	VLCC	March 2029
Ship 7	118	0	118	New Times Shipyard	300	VLCC	July 2029
Ship 8	118	0	118	New Times Shipyard	300	VLCC	October 2029
Total	**973**	**114**	**859**				

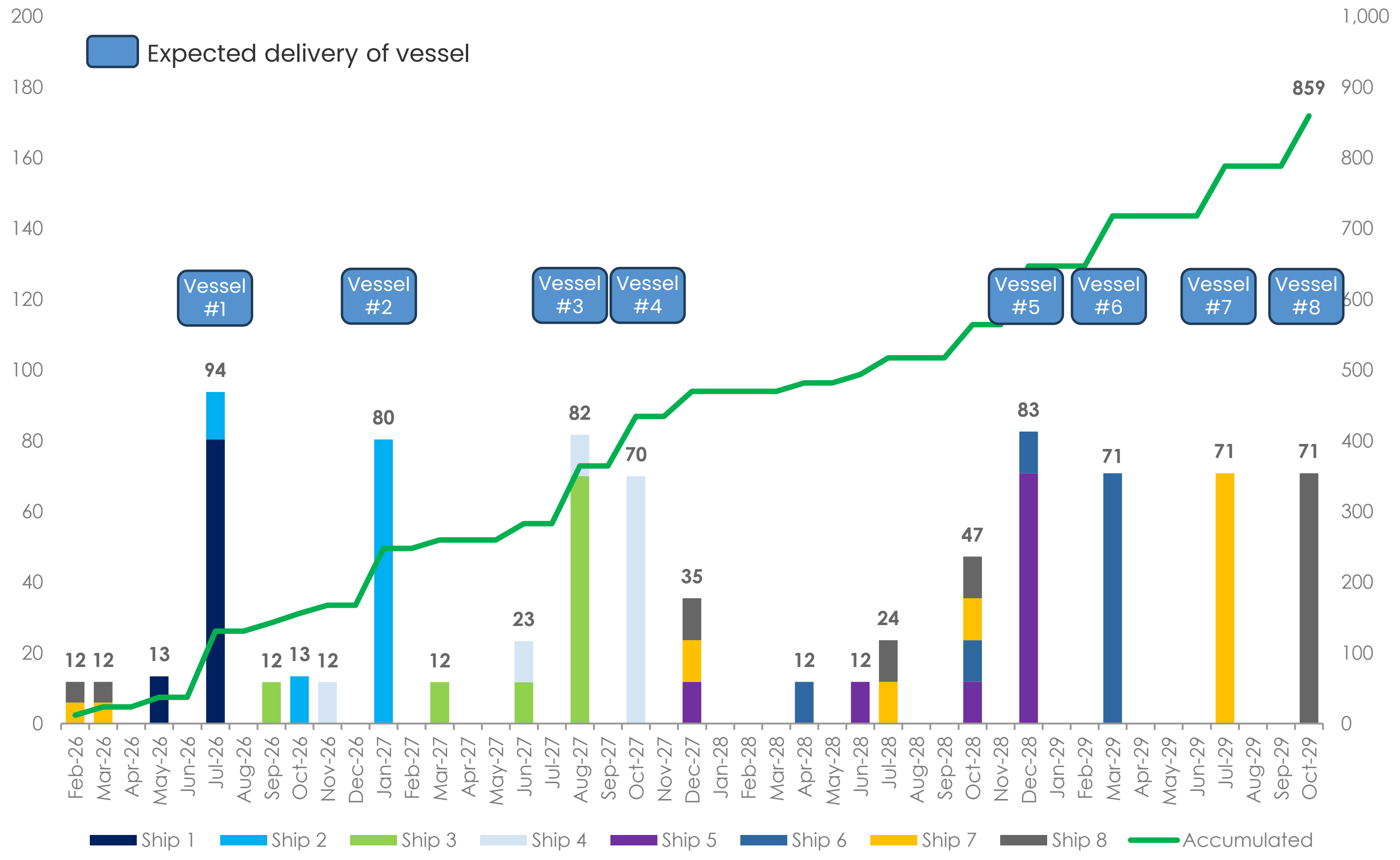
- The ships are being built at New Times Shipyard in China
- Biggest private shipyard in China established in 1971
- Built all 2020 Bulkers and Himalaya Newcastlemax ships
- Bruton Ltd is in discussions about securing additional options for the order of two further VLCC newbuilds with New Times

1) Options for LNG Dual Fuel on ship 5-8

Tail heavy instalment structure

Bruton Ltd.

Remaining instalments, USDm



Comments

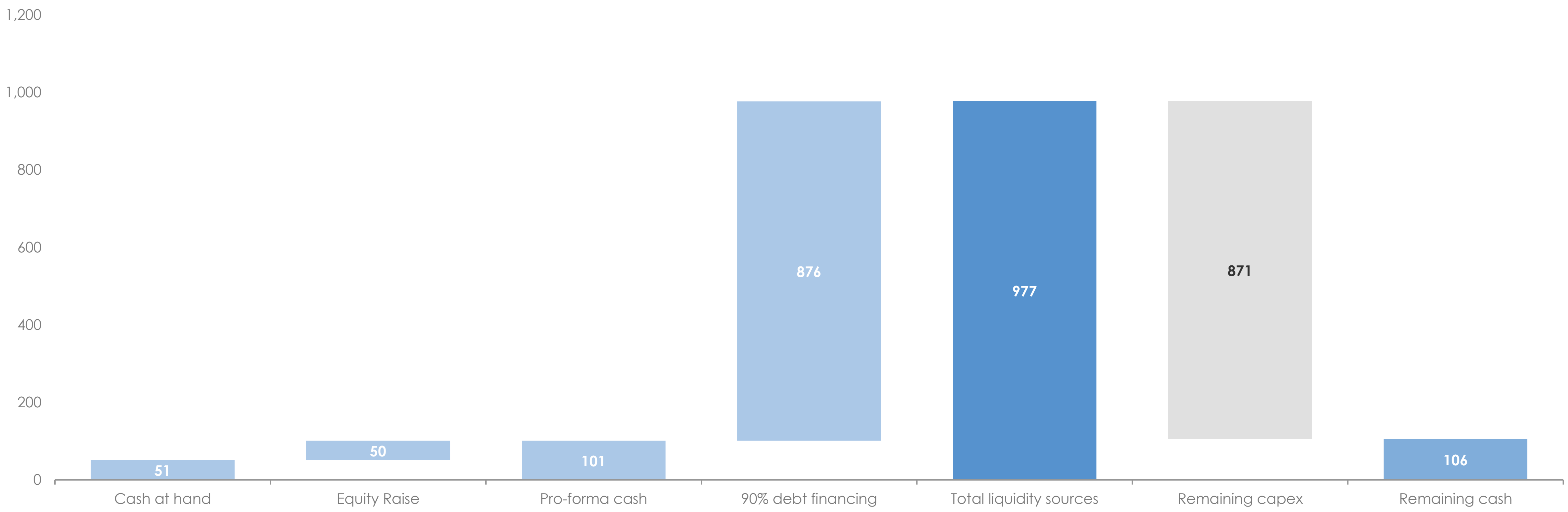
- Bruton has obtained favourable instalment structure for its newbuilds, with 60% of the vessels' cost to be paid on delivery
- Pro-forma the contemplated up to USD 50 million equity raise, and the debt financing offer received for its first two vessels, Bruton is funded until delivery of the third vessel in August 2027 at contracted construction costs including dual-fuel without securing further financing
- There are approximately USD 12m in costs for the eight vessels in addition to the yard instalments (site team, variation orders, etc.)

Note: Instalment structure is based on vessels 3-8 being without LNG DF.

Fully financed if electing for similar financing across the fleet

Bruton Ltd.

Cash at hand and remaining debt capacity, USDm

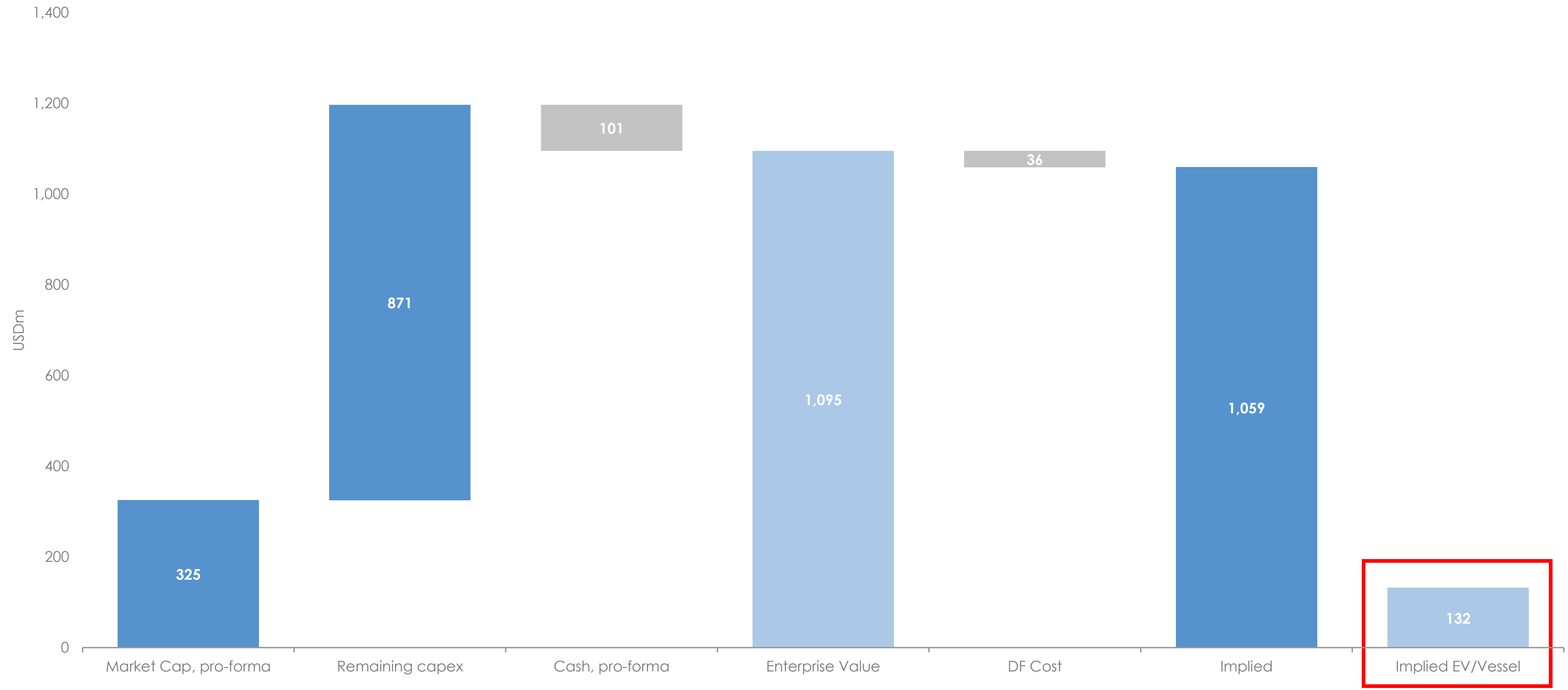


- With USD 51m of cash at hand today, proceeds from the contemplated up to USD 50m equity raise, and assuming similar 90% financing across the fleet, Bruton could be fully funded on its 8 vessels

Note: Remaining capex is based on vessels 3-8 being without LNG DF.

Bruton pricing screening favourable to recent asset transactions

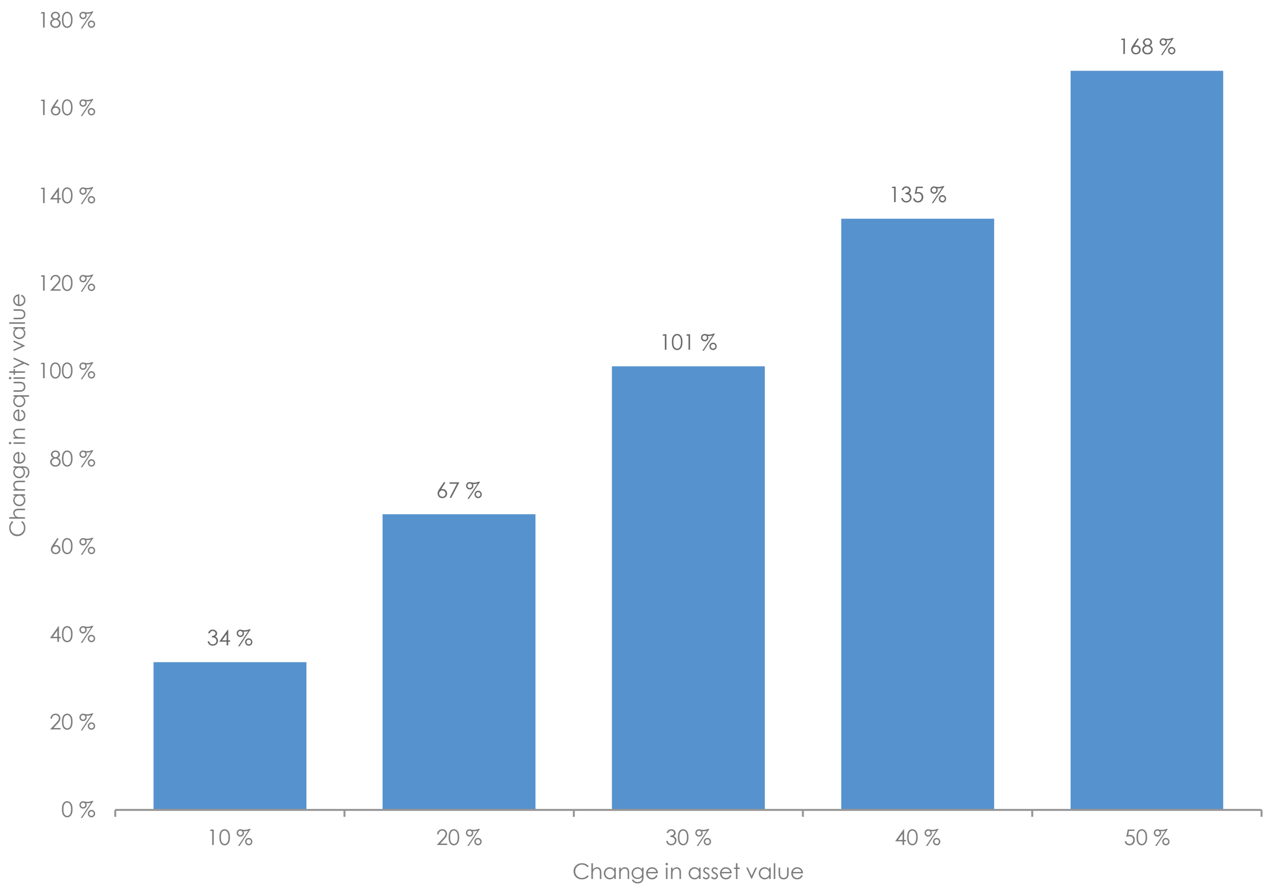
Bruton Ltd.



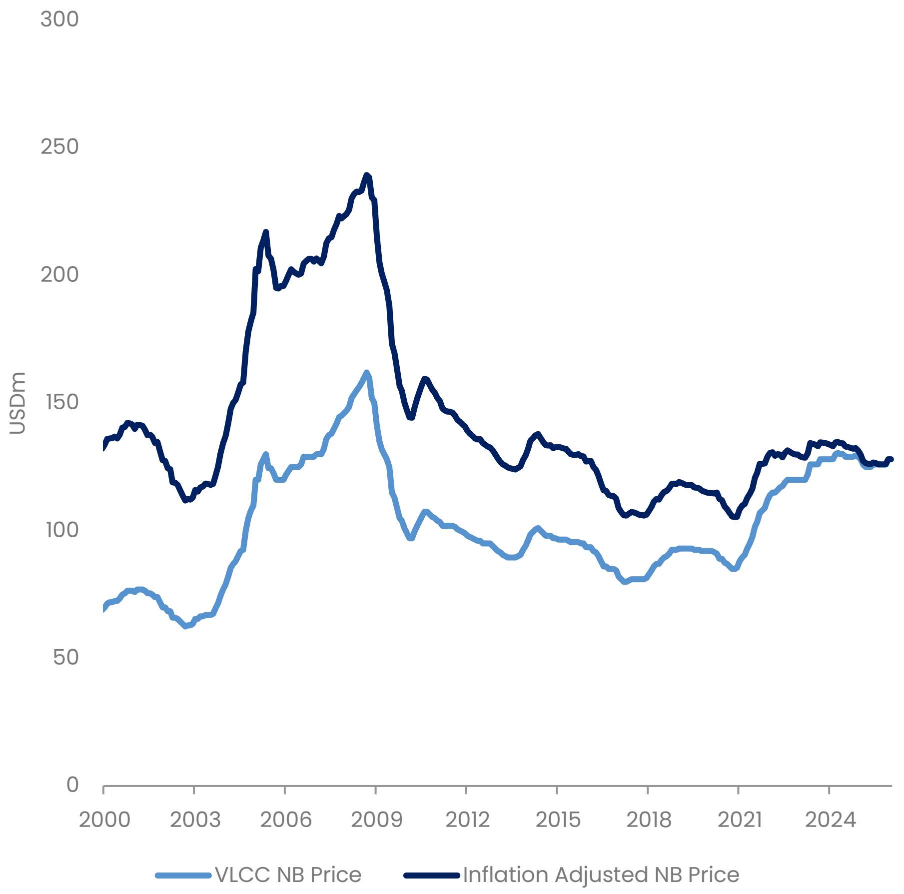
Significant leverage to higher asset values

Bruton Ltd.

Change in equity value vs change in asset values[1]



Historical VLCC newbuilding prices, Korean built[2]



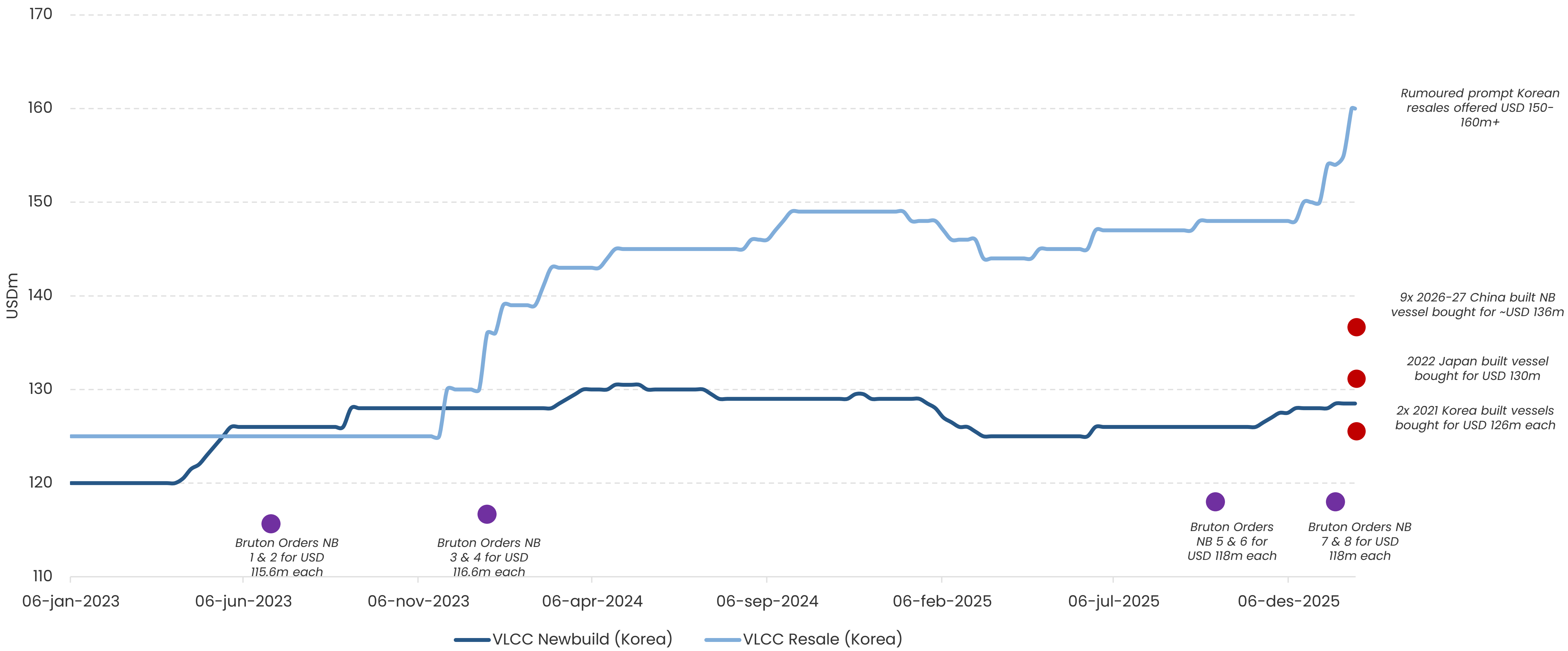
Source: Clarksons Securities AS.

1) Assumes USD 871m in remaining Capex, USD 51m in Cash on hand & Current Broker quotes from Clarksons. 2) Based on inflation figures from Federal Reserve Bank of St. Louis

Values Continue Rising – Bruton Vessels in the Money

Bruton Ltd.

VLCC NB and Resal Value Development



Source: Clarksons Shipping Intelligence Network, Associated Shipbrokers

Not exhaustive of all recent S&P data points

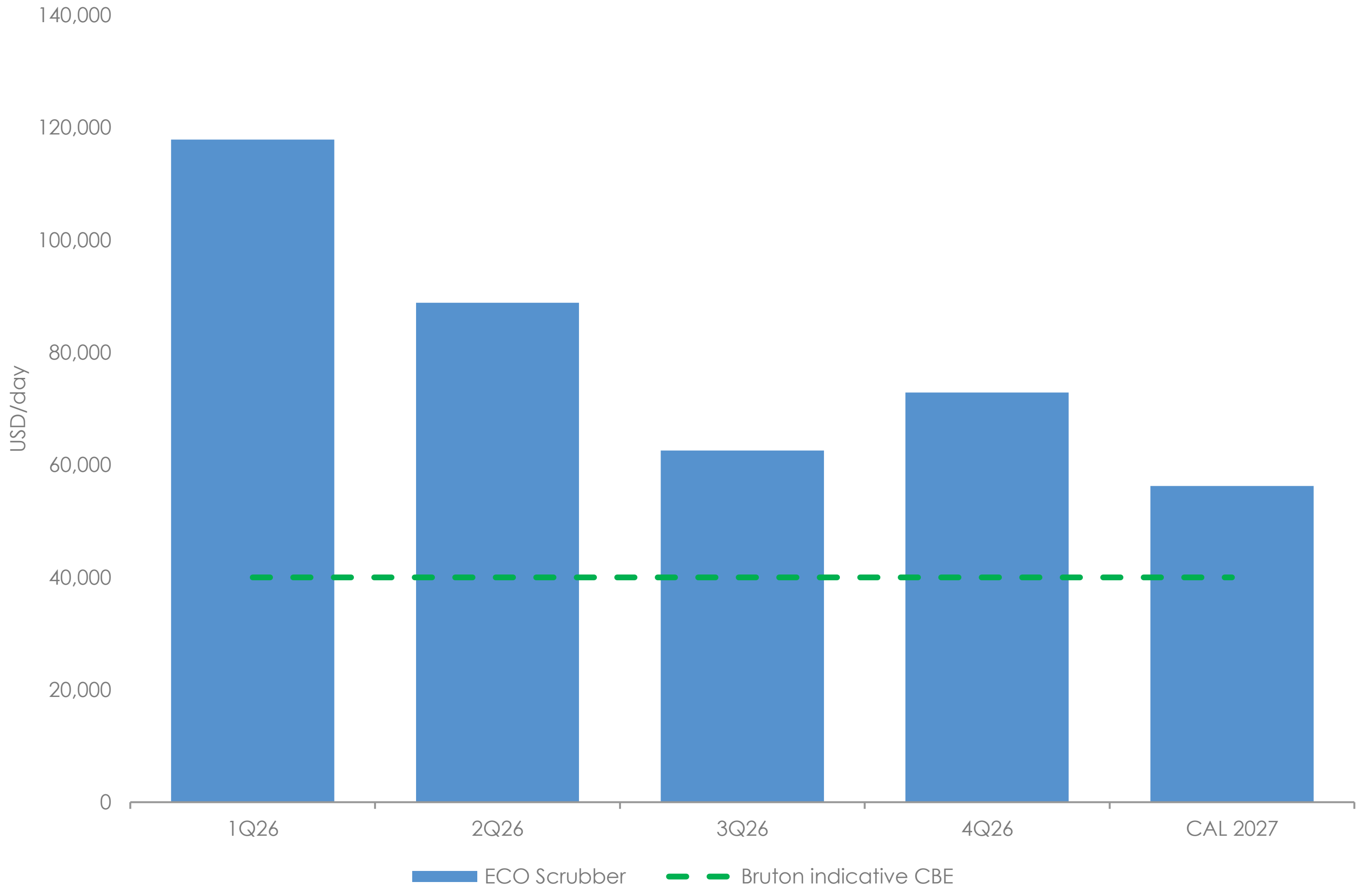
Attractive financing proposal & index linked charters

Bruton Ltd.

Comments

- Bruton has received a financing proposal covering 90% of the construction cost for its first two dual-fuel LNG VLCC, scheduled for delivery in July 2026 and January 2027, respectively
    - To date, Bruton has paid 30% and 20% of total instalments on the two DF LNG VLCCs, respectively
    - The proposed financing carries a 15-year tenor and offers an attractive cost structure, which is expected to provide the Company with a highly competitive cash break-even level
- In parallel, Bruton has entered into a non-binding Letter of Intent (LOI) for a charter party with a leading global trading house for the employment of these vessels
    - The proposed charter arrangement is designed to provide exposure to the spot market while securing a premium for the vessels' superior fuel efficiency and environmental performance enabled by their dual-fuel LNG capability
    - Scrubber / LNG benefits come on top

TD3 FFA & Indicative Cash breakeven

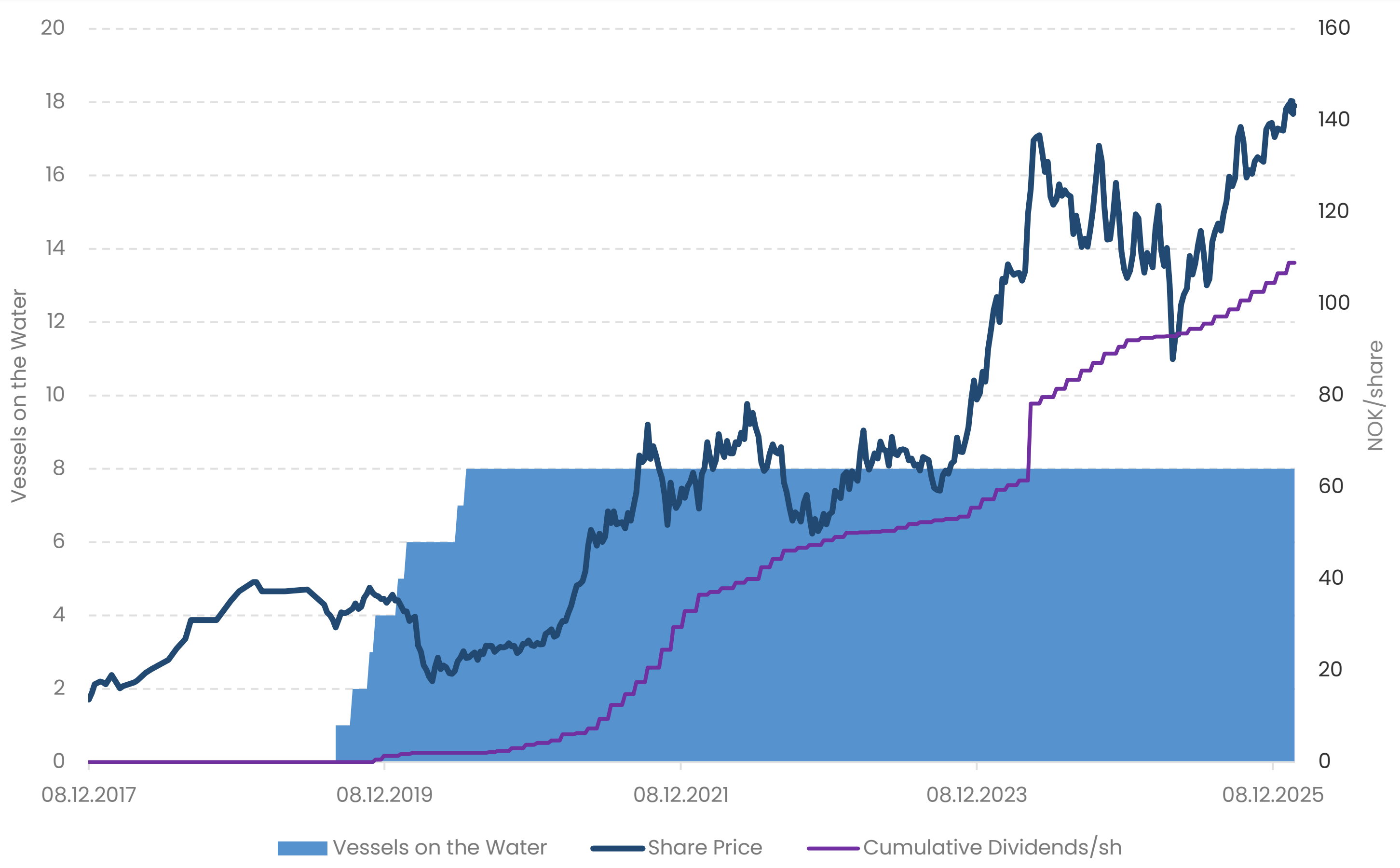


Source: Clarksons Shipping Intelligence Network.

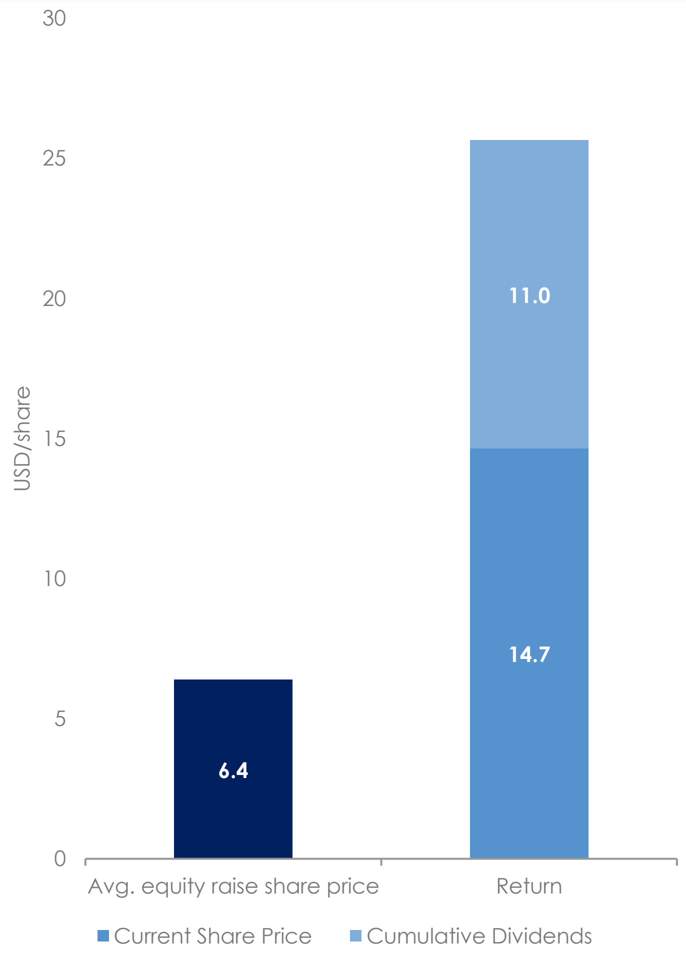
Case Study #1 – Invest before ships hit the water: 2020 Bulkers

Bruton Ltd.

2020 Bulkers



3.0x return since listing

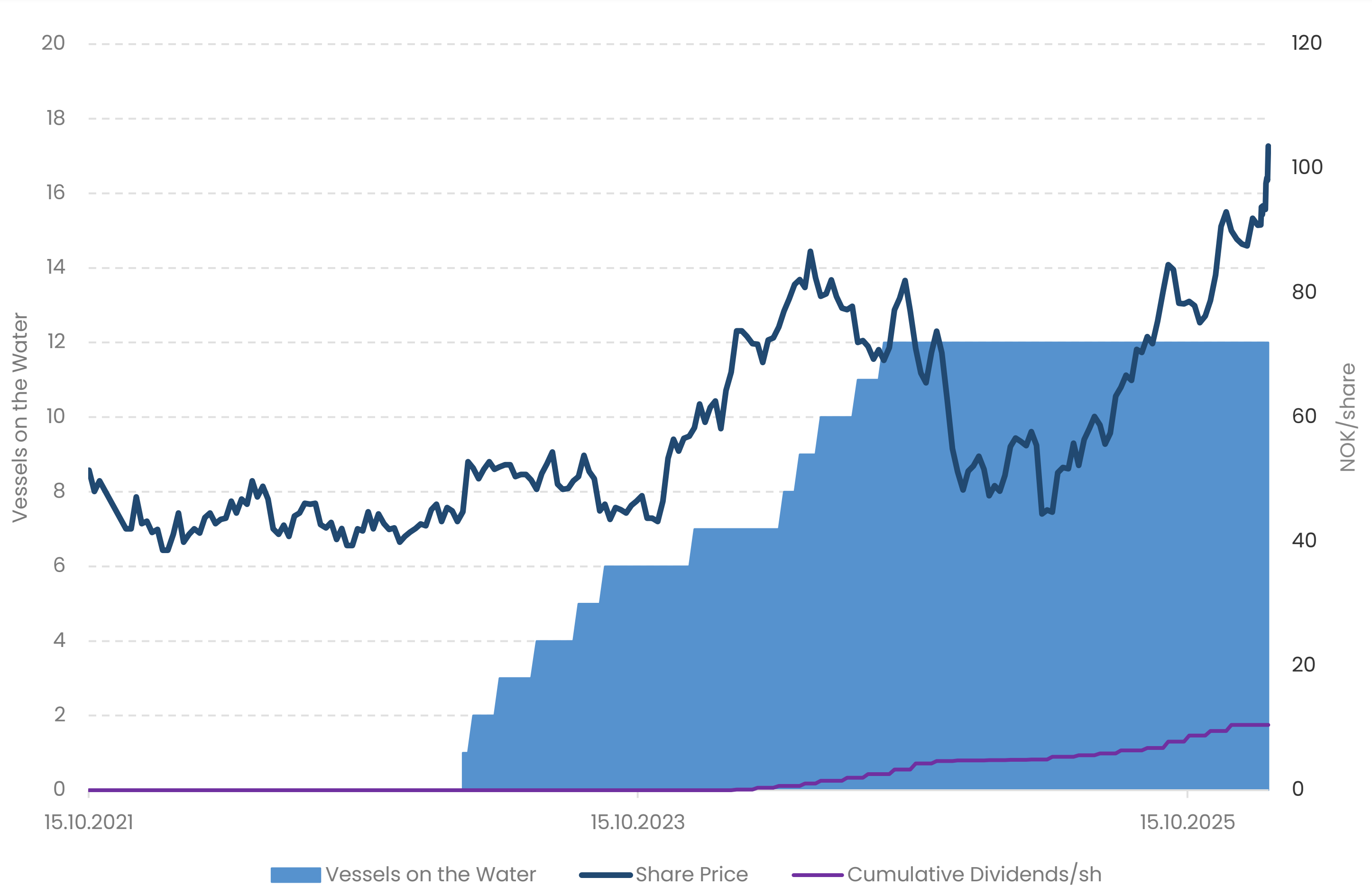


Source: Company Data, Clarksons Securities AS, Fearnleys Securities.

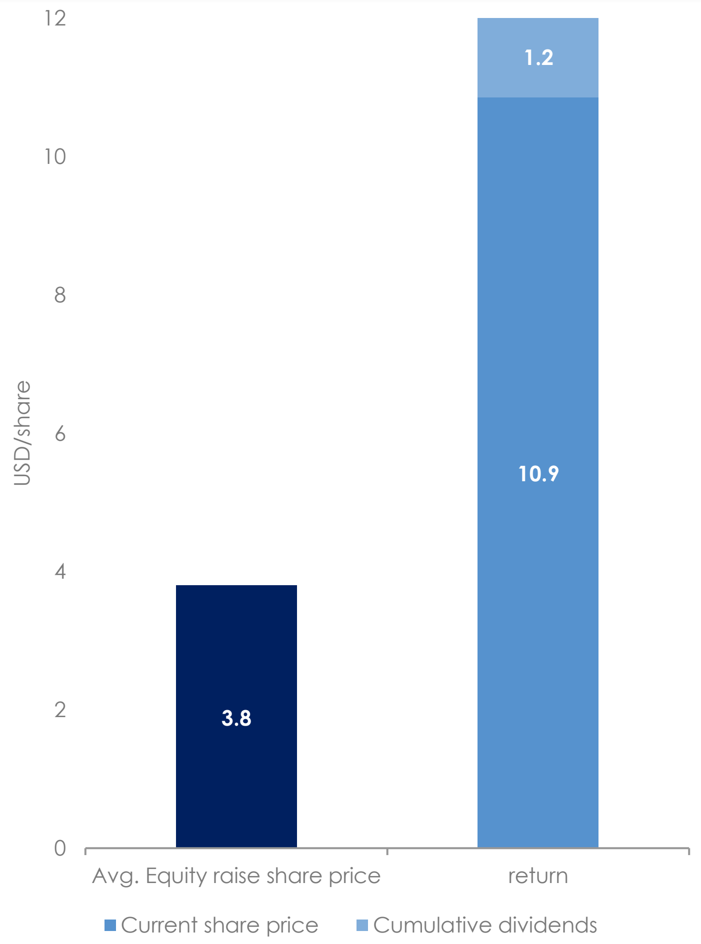
Case Study #2 – Invest before ships hit the water: Himalaya Shipping

Bruton Ltd.

Himalaya Shipping



1.8x return

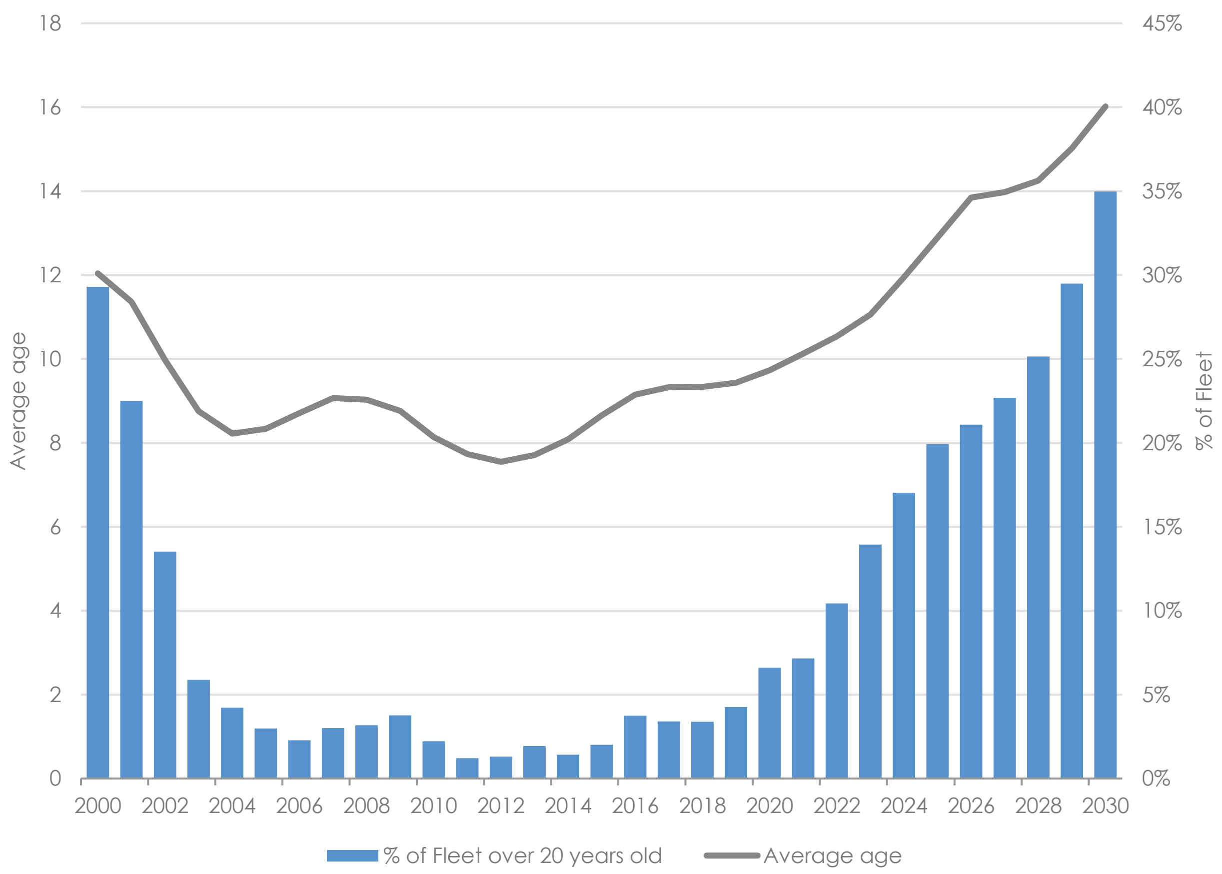


Source: Company Data, Clarksons Securities AS.

Low VLCC orderbook outpaced by an aging fleet

Bruton Ltd.

VLCC fleet age development



- The VLCC fleet is on average ~13 years old, with 20% of the fleet (17% including orderbook) more than 20 years
- Based on the current orderbook, 35% of the VLCC fleet will be more than 20 years by 2030, with an average fleet age of 16 years
- Oil companies prefer modern vessels, and many have internal policies on only chartering vessels below 20 years
- Older vessels require significant investments to maintain classing
- Large part of old fleet is sanctioned and unlikely to return to the "compliant" market

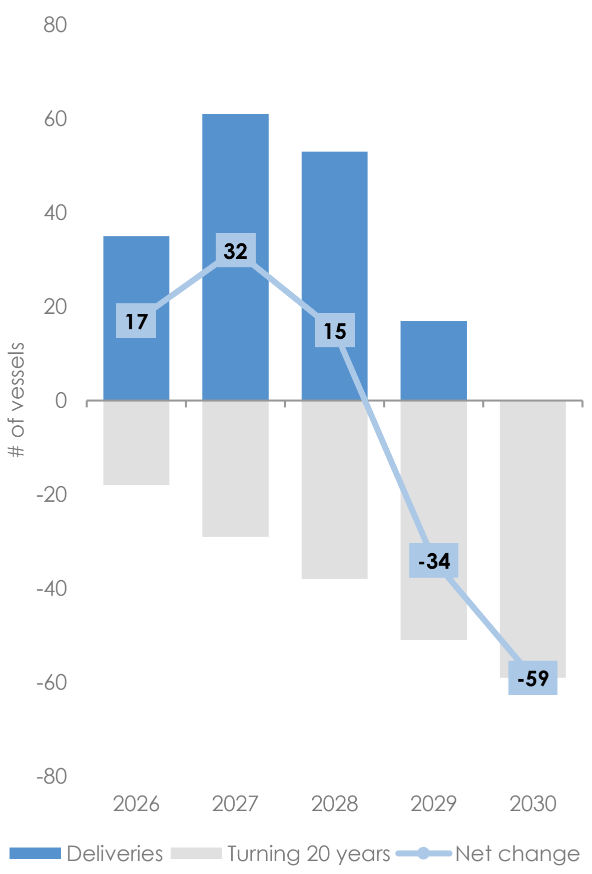
A limited VLCC orderbook vs an ageing fleet will lead to an average VLCC fleet age of 16 years – highest on record in modern times

Source: Clarksons Shipping Intelligence Network

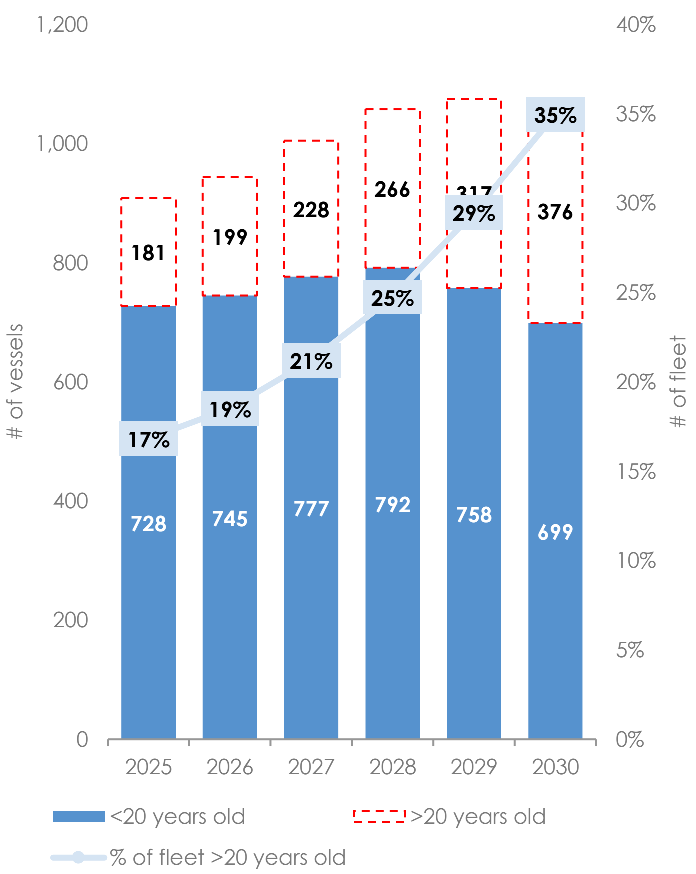
The VLCC fleet below 20 years to decrease by 4% (29 vessels) by 2030 based on current orderbook

Bruton Ltd.

VLCC fleet below 20 years development



VLCC fleet



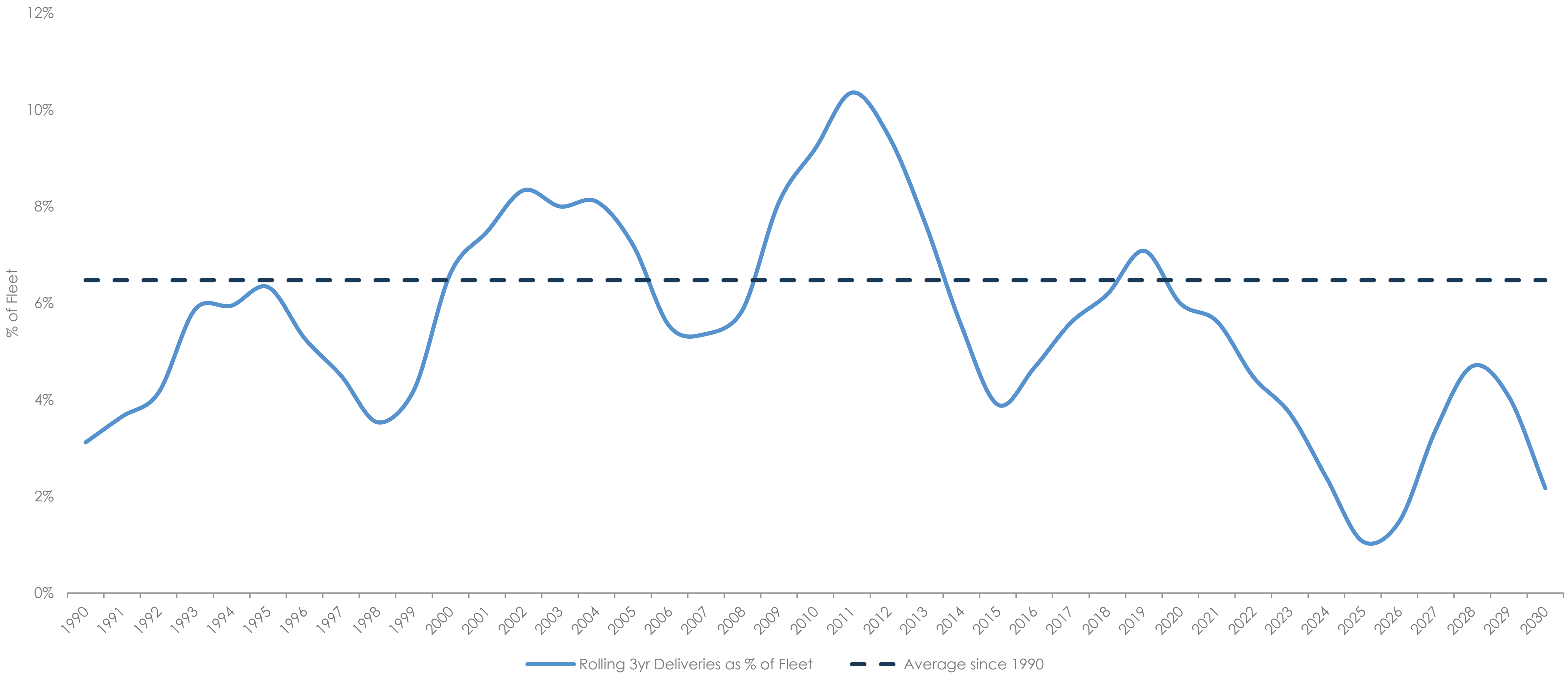
- At year end 2025, the VLCC fleet consisted of 909 vessels, of which 728 are below 20 years
- There are currently 166 vessels in the orderbook, equal to 15% of the total fleet
- The numbers of vessels above 20 years will increase from 181 to 376 by year end 2030

While the orderbook is 15% of the total fleet, the number of vessels below 20 years will decrease by 4% to 699 vessels by 2030 based on current orderbook

Source: Clarksons Shipping Intelligence Network

Tanker Deliveries as percentage of VLCC fleet at historical low levels

Bruton Ltd.

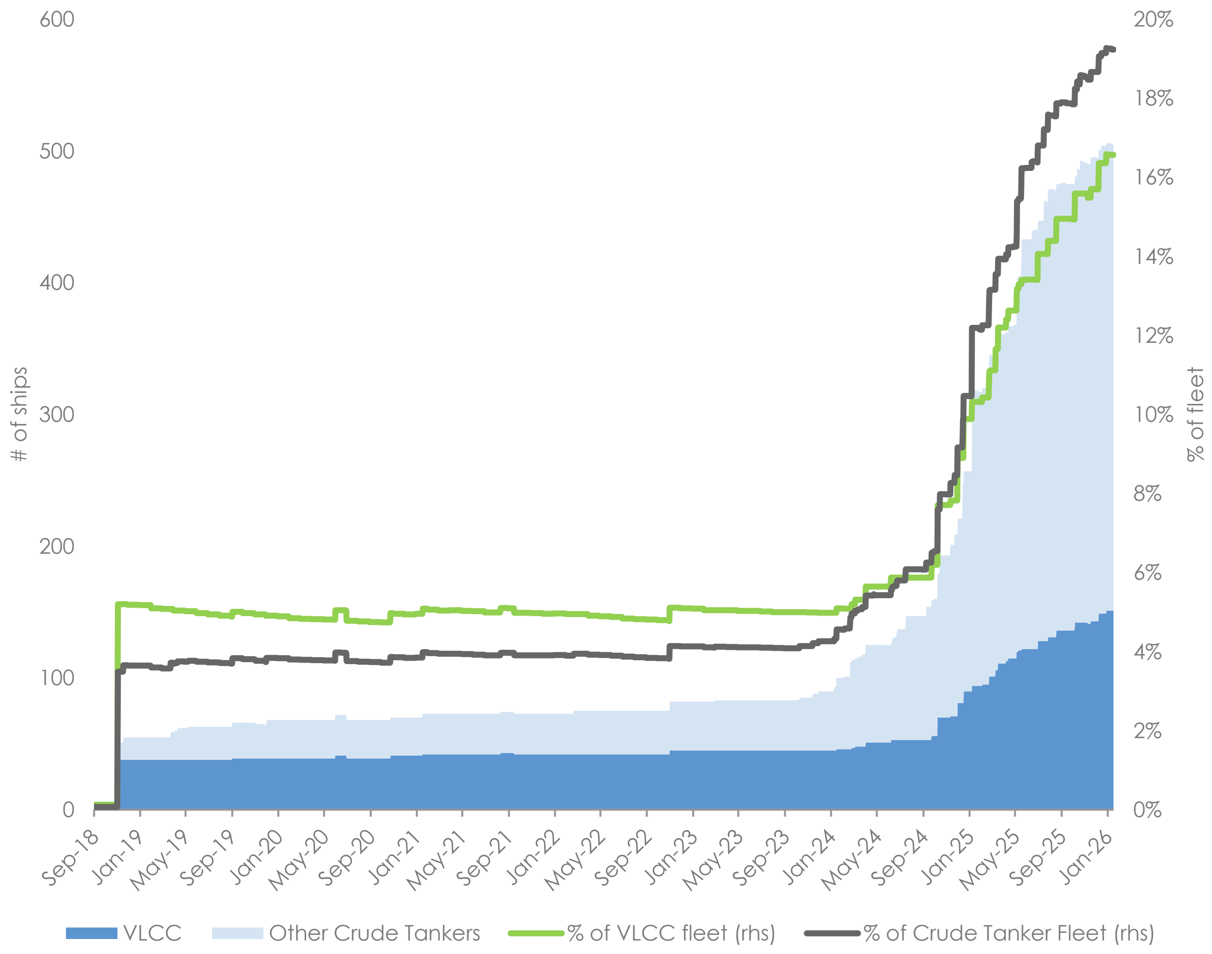


Source: Clarksons Shipping Intelligence Index

Close to 20% of crude tanker fleet is sanctioned and unlikely to return to the "compliant" market

Bruton Ltd.

Sanctioned crude tanker fleet



- 17% of the VLCC fleet and 19% of the total crude fleet are sanctioned
- 90% of the sanctioned VLCCs are 15 years or older

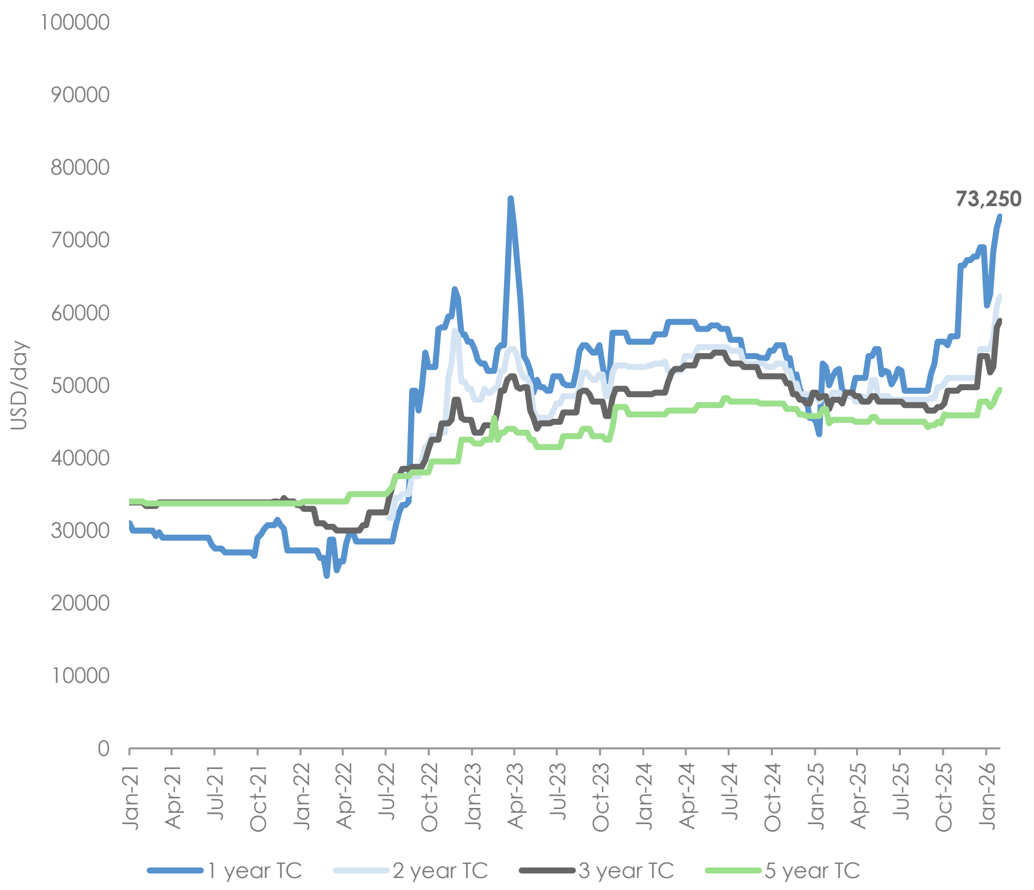
Ageing fleet and elevated sanctions will increase the demand for the compliant fleet and the need for fleet renewal

Source: Clarksons Shipping Intelligence Network

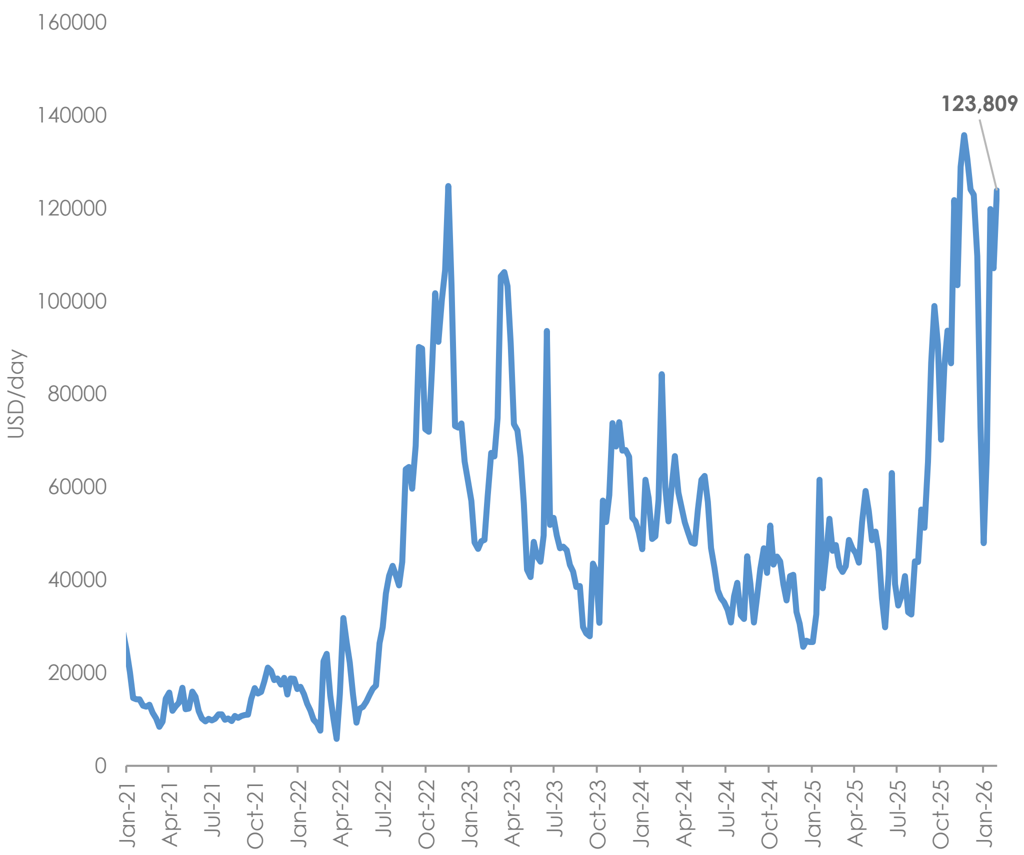
VLCC spot and time charter rates at healthy levels

Bruton Ltd.

VLCC time charter rates



VLCC spot earnings



Source: Clarksons Shipping Intelligence Network

Bruton Ltd. - Creating one of a kind VLCC play

Bruton Ltd.

Favourable entry point, low orderbook and limited yard capacity

Utilizing strong relationship with shipyard creating unique exposure and optionality towards the VLCC market

Significant leverage to higher asset values

Youngest fleet & with Dual Fuel LNG optionality

Strong shareholder alignment and experienced management

APPENDIX

Management team and Board of Directors

Tor Olav Troim, Main Principal

Mr. Tor Olav Troim serves as the main principal, and brings extensive industry knowledge and experience, from several leading management positions, in among others, Frontline, Seadrill, Marine Harvest and Golar LNG. In 2014, Troim started his independent investment office, and founded Magni Partners. Troim is a Norwegian citizen and a resident in Monaco.

Bjørn Isaksen, Chairman

Mr. Bjørn Isaksen has served as a Director on our Board of Directors since 12 July 2023. Mr. Isaksen was employed by ABG Sundal Collier Ltd. as a partner from 2005 until 2014 and has been employed by Magni Partners Limited since 2014. Mr. Isaksen is a Norwegian citizen and a resident in Monaco.

Gunnar Winther Eliassen, contracted CEO Bruton Ltd.

Mr. Gunnar Winther Eliassen was employed by Pareto Securities AS and Pareto Securities New York as a Partner from 2010 to 2015. From 2016 to 2023 Eliassen was employed by Seatankers Services UK LLP. Eliassen has been employed by Magni Partners UK since 2024. Eliassen is a Norwegian citizen and a resident in the United Kingdom.

Lars-Christian Svensen, contracted CEO Andes Tankers I Ltd

Mr. Lars-Christian Svensen is the CEO of 2020 Bulkers and Himalaya Shipping. From 2009 to 2017, Svensen was employed by Western Bulk, followed by several management positions in Golden Ocean Group. Svensen will provide services as contracted CEO to Andes Tankers I. Svensen is a Norwegian citizen

Patrick Schorn, Director

Mr. Patrick Schorn was appointed Director in October 2024. Mr. Schorn is the CEO of Borr Drilling Limited since September 2020 and was previously the EVP of Wells for Schlumberger Limited. During his 32-year career at Schlumberger, he held various global management positions including President of Operations; President Production Group; President of Well Services; President of Completions; and GeoMarket Manager.

Mi Hong Yoon, Director

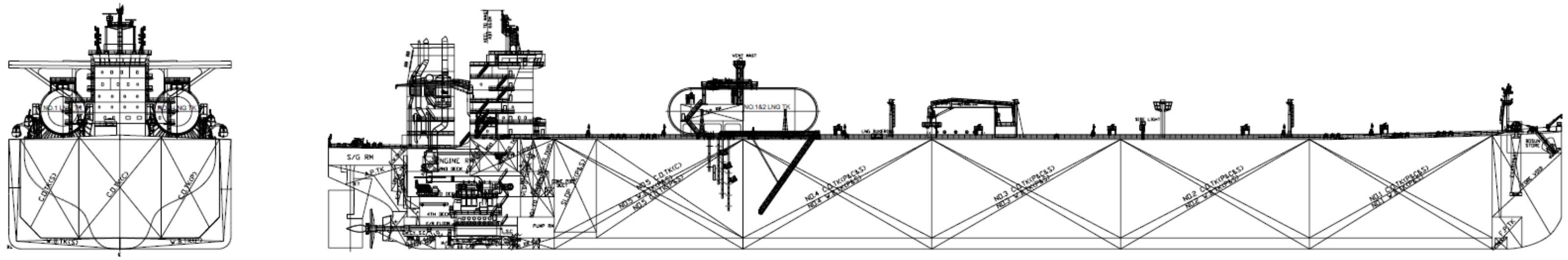
Ms. Mi Hong Yoon has served as a Director on our BoD since 12 July 2023. Ms. Yoon was employed by Digicel Bermuda as Chief Legal, Regulatory and Compliance Officer from Mar 2019 until Feb 2022 and as Senior Legal Counsel of Telstra Corp. Limited's global operations in Hong Kong and London from 2009 to 2019. Ms. Yoon is an Australian citizen and a resident of Bermuda.

Vidar Hasund, Contracted CFO Bruton Ltd.

Mr. Vidar Hasund is the CFO of 2020 Bulkers and the Contracted CFO of Himalaya Shipping. Previously he has been employed by Borr Drilling, PGS, BW GAS and KPMG. Hasund is a Norwegian citizen.

Vessel specification

Bruton Ltd.



MAIN PARTICULARS

L.O.A	abt. 332.95 m
L.B.P	327.00 m
Breadth (mld)	60.00 m
Depth (mld)	29.60 m
Designed draft	20.50 m
Scantling draft	21.70 m
DWT on Td	280,000 MT
DWT on Ts	302,000 MT
Cruising range：(FO/MGO)	23,800 n.mile
(LNG)	17,400 n.mile
Speed	14.5 knots

(draft at 20.50m at NCR with 15% sea margins)

COMPLEMENT

Crew of 30+6 Suez crew

CLASS DNV

✠1A TANKER FOR OIL, CSR, ESP, BIS, LCS, COAT-PSPC(B,C), CLEAN, ERS VCS(2), BWM(E(S),T), ER(SCR, TIER III), NAUT(NAV), RECYCLABLE, SPM, TMON(OIL LUBRICATED), CYBER SECURE(ESSENTIAL), E0,ER(EGCS OPEN), GAS FUELLED LNG, CMON

ENERGY SAVING DEVICES:

Pre-Shrouded Vans + Hub Vortex Absorbed Fin

TANK CAPACITY

Cargo tanks capacity (Including slop tanks)	abt. 341,000 m^3
Slop tanks	abt. 8,200 m^3
Water ballast	abt. 92,700 m^3
Fuel oil	abt. 5,250 m^3
Marine gas oil	abt. 1,100 m^3
Fresh water	abt. 600 m^3
LNG fuel tanks (Type C)	abt. 8,000 m^3

CARGO & BALLAST EQUIPMENT

Cargo Pump	3 Sets
Type	Steam turbine driven
Capacity	5,000 m^3/hr x 150 mlc
Stripping pump	1 Set
Type	Steam driven
Capacity	400 m^3/hr x 150 mlc

BALLAST PUMP:

Type	Electric driven
Capacity	2 x 3,000m^3/hr
Ballast water treatment	6,000m^3/hr

NAVIGATION EQUIPMENT

Radar plant	1 x S-band 1 x X-band
DGPS navigator	2 Sets
AIS	1 Set

MAIN ENGINE 1 Set

Type :	6G80ME-C10.5-GI-Tier III
SMCR (kW/RPM)	18,800 kW / 59 rpm
NCR (kW/RPM)	15,980 kW / 55.9 rpm
Fixed-pitch propeller	4 Blades

FUEL CONSUMPTION OF MAIN ENGINE

D.F.O.C at NCR: approx. 61.1 MT/Day (Tier II)
(L.C.V = 42,700 kJ/kg, without 5% tolerance)
D.G.C at NCR: approx. 49.1 MT/Day (Tier II)
(L.C.V = 50,000 kJ/kg, without 5% tolerance)

POWER SUPPLY

Diesel generators (DF)	3 X 1,550 kWe
Emergency generator	1 X 400 kWe

BOILER (DF) 2 Sets

Capacity	40,000 kg/h

COMPOSITE BOILER (DF)

Fired section	3,000 kg/h
Exhaust side:	1,300 kg/h

EXHAUST GAS CLEANING SYSTEM 1 Set

Type: Open loop
Connections to M/E, three (3) AEs and one (1) composite boiler

EEDI Phase 3

300,000 DWT
VERY LARGE CARGO OIL CARRIER

Fax: +86-523-84215129 Tel: +86-523-80686819
Email: business@ncship.com.cn
New Times Shipbuilding Co., Ltd.
Add.: Dan Hua Port, Jing Jiang City, Jiangsu Province, P. R. China 214518

Risk factors (1/7)

Bruton Ltd.

RISK FACTORS

An investment in the Company's securities involves inherent risk. Before making an investment decision, investors should carefully consider the risk factors below and all information contained in this Presentation. The risks and uncertainties described below are the principal known risks and uncertainties faced by the Company as of the date hereof that the Company believes are the material risks relevant to an investment in the securities. An investment in the securities is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties described herein should not be considered prior to making an investment decision in respect of the securities. If any of the following risks were to materialise, individually or together with other circumstances, they could have a material and adverse effect on the Group and/or its business, financial condition, results of operations, cash flows and/or prospects, which could cause a decline in the value and trading price of the securities, resulting in the loss of all or part of an investment in the same.

The risks and uncertainties described below are not the only risks the Company may face. Additional risks and uncertainties that the Company currently believes are immaterial, or that are currently not known to the Company, may also have a material adverse effect on its business, financial condition, results of operations and cash flow. The order in which risks are presented below does not reflect the likelihood of their occurrence or the magnitude of their potential impact on the Company's business, financial condition, cash flows and/or prospects. The information herein is as of the date of this Presentation.

1.1. Risks related to the Group's business

1.1.1 Risks relating to financing

The Group's primary source of liquidity has so far been the net proceeds from the private placements completed in October and December 2023 and October 2025 respectively, which have been used to finance the instalments under the shipbuilding contracts with New Times to date and for general corporate purposes.

The Company has received indicative financing proposals for parts of the Vessels' construction costs. However, such proposals remain non-binding and no definitive financing agreements or term sheets have been entered into as of the date hereof. Should the Company fail to negotiate and conclude definitive financing documentation as contemplated. the Group will need to rely on other financing arrangements. There can be no assurances that such alternative financing is available, or available at the same terms as the contemplated proposals, the financing costs under alternative financing may be higher than anticipated, and/or the Company may need a higher degree of equity financing.

The Company's ability to meet its future financing needs remains contingent upon successfully securing financing commitments, raising additional equity, selling assets, or implementing a combination of such measures. While the Group may benefit from a strong track record and extensive experience, there is no guarantee that the Company will successfully obtain the necessary financing, on acceptable commercial terms or within the required timeframes. Should the Company be unable to secure sufficient funding, it may attempt to negotiate deferrals of its contractual obligations. Should such negotiations fail, the Group may be forced to divest assets, which could trigger liability claims from contractual counterparties, including claims to retain payments already made. Failure to secure financing could result in reduced shareholder value or, in the worst case, insolvency proceedings.

Risk factors (2/7)

Bruton Ltd.

1.1.2 Delays or non-performance by New Times in the construction of the Vessels
Subject to the conclusion of firm newbuilding contracts for the seventh and eighth vessels, the Group will have eight newbuilding crude oil tankers on order from New Times Shipbuilding Co. Ltd. in Jingjiang, China ("**New Times**"). Risk of delays and failure of New Times to deliver exists until the Vessels are delivered. Vessel construction projects are generally subject to risks of delay that are inherent in any large construction project, which may be caused by numerous factors, including shortages of equipment, resources, electrical power, materials or skilled labour; unscheduled delays in the delivery of ordered materials and equipment or shipyard construction; failure of equipment to meet quality and/or performance standards; financial or operating difficulties experienced by equipment vendors or the shipyard; unanticipated actual or purported change orders; inability to obtain required permits or approvals; design or engineering changes and work stoppages and other labour disputes, adverse weather conditions or any other events of force majeure. Furthermore, the Group's entire newbuilding programme is under construction at the same shipyard, creating significant concentration risk. Any systemic issues affecting the New Times, including financial distress, operational difficulties, regulatory sanctions, facility damages, could simultaneously impact all vessel deliveries and jeopardise the Group's entire fleet expansion. Should New Times experience significant difficulties, causing them to default on the building contracts.

Delays and failure of New Times to deliver would adversely affect the Group's financial position, results of operations and cash flows. Additionally, failure to take delivery of a vessel on time may result in the delay of revenue from the affected vessel, and the Group may continue to incur costs and expenses related to delayed vessels, such as supervision expense and interest expense on any pre-delivery financing arrangements. Failure by New Times to complete and deliver the Vessels to the Group will impact the Company's ability to achieve its ambitions or result in increased costs in connection with relocation and completion of the construction elsewhere. The Group's rights to claim a refund of pre-delivery instalments are guaranteed by a reputable financial institution but failure of any guarantor to make payment to the Group of any claim made under these refund guarantees would result in a financial loss to the Group which would adversely affect its overall financial position.

1.1.3 The Group may not be able to enter into charters at an attractive rate, or enter into charters at all
When taking delivery of the Vessels, the Group's strategies will include international operations and the entry into charter parties or other type of operational contracts for such assets. The Group has not, to date, entered into any such contracts. Establishing, maintaining and expanding the Group's operations and achieving its objectives involve inherent costs and uncertainties and there is no assurance that the Group will achieve its objectives or other anticipated benefits. Although the Group has contracted with experienced partners, the Group's lack of operating history may affect its ability to obtain customer contracts and there is no assurance that the Group will be able to secure contracts for all Vessels or other assets acquired from time to time, or that such contracts will be available on favourable terms to the Company. Any failures, material delays or unexpected costs related to implementation of the Group's strategies and contracting of its assets could have a material adverse effect on its business, financial condition, results of operations and cash flow.

1.1.4 The value of the Group's assets may fluctuate
The Company's strategy exposes investors to inherent market timing risk and risk of loss. For the ongoing newbuilding program at New Times, the market value of tanker vessels is sensitive to, among other things, changes in the worldwide economy. Changes to global economic conditions may affect the price of oil and, as the Company's business depends to a significant extent on customers' expectations in respect of the price of oil, changing global economic conditions may significantly impact demand from customers. Also, changes in seaborn activity levels for oil and global trading patterns could have a similar impact on demand from customers. Furthermore, if the value of the Group's assets deteriorates significantly, the Group may have to record an impairment adjustment in its financial statements, which would adversely affect its financial results and further hinder its ability to raise capital. The fair market value of the Group's assets may decline, which could limit the amount of funds that the Group can borrow, or result in an impairment charge, and cause the Group to incur a loss if it sells assets following a decline in their market value, or negatively impact the financial condition of the Group.

Risk factors (3/7)

Bruton Ltd.

1.1.5 Counterparty risk in the target markets
The Company has entered, and may enter in the future, into various contracts, including newbuilding contracts (with related refund guarantees), charter parties with the Group's future customers, financing agreements with financiers, vessel management, pooling arrangements and other agreements with other entities, which subject the Company to counterparty risks. Should a counterparty fail to honour its obligations under any such contract, the Company could sustain significant losses which could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

1.1.6 The Group's future cost base is uncertain
Upon taking delivery of the Vessels and commencing their commercial operations, the Group must conclude various agreements to establish an infrastructure suitable for operating such tanker vessels. Such agreements include, i.a. supply agreements for spares and consumables, insurance cover and agreements with technical and operational management companies. The same applies to other projects the Company may realize within its business strategy from time to time. The Group has no guarantees that the terms of such agreements will be favourable for the Group, and the future cost base for the Group's operations is currently unknown. Should such costs increase and be higher than anticipated by the Group, the financial results and free cash flow of the Group may be adversely affected.

1.2 Risks related to applicable laws and regulations
1.2.1 The Group is subject to complex laws and regulations

<u>The international aspects of the Group's business</u>
The Group's operations will be subject to numerous international and local laws, regulations, treaties and conventions in force, for example those in force in international waters and the jurisdictions in which its vessels or assets may operate or be registered, which can significantly affect the ownership and operation of its vessels.

For assets, compliance with such laws and regulations, where applicable, may require installation of costly equipment or operational changes and may affect the resale value or useful lives of the Group's assets, including the Vessels. Compliance with such laws and regulations may also require the Group to obtain certain permits or authorizations prior to commencing operations. Failure to obtain such permits or authorizations could materially impact the Group's business results of operations, financial condition and ability to pay dividends or cash distributions by delaying or limiting its ability to accept charterers. The Group may also incur additional costs in order to comply with other existing and future regulatory obligations, including, but not limited to, costs relating to climate, environmental or health and safety measures.

<u>Environmental law</u>
Environmental laws often impose strict liability for remediation of spills and releases of oil and hazardous substances, which could subject us to strict liability for environmental and natural resource damages without regard to negligence or fault on the Group's part. Implementation of new environmental laws or regulations applicable to tanker vessels or other assets the Company may invest in from time to time may subject the Group to fines, penalties and/or increased costs; may limit the operational capabilities of its assets or reduce the value of the Company's potential investments in or contractual rights to such assets; and could materially and adversely affect its operations and financial condition. The Group may be required to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents. The Group cannot predict the cost of compliance with any new environmental protection and other laws and regulations that may become effective and applicable to the Group's assets and/or investments in the future.

Furthermore, environmental protection movements may result in decreased oil production over time, which would lead to a decrease in demand for the Group's vessels, having a negative impact on the financial prospects of the vessels.

Risk factors (4/7)

Bruton Ltd.

Tax risk

The Company has, as of the date hereof, no tax liability to other states than Bermuda.

Different states have different conditions for companies to be considered tax resident in their respective states. The Company may become tax resident in Norway if its de facto strategic decisions are made in Norway. In assessing whether the Company's de facto leadership is carried out in Norway, due heed shall be paid to where board level management and daily management are carried out, but also to other circumstances relating to the organisation and business activities of the company. The Company may also have limited tax liability to Norway if it has business activities carried out or operated in or managed from Norway.

Norway currently has special tax rules for controlled-foreign-companies (CFC-rules). The CFC-rules apply where Norwegian companies or individuals, jointly or separately, directly or indirectly, hold 50 percent or more of the share capital of a company resident in a low-tax jurisdiction (i.e. a tax jurisdiction with an effective tax rate less than 2/3 of the applicable Norwegian tax rate for similar sort of income). If these conditions are met, Norwegian investors of the relevant non-resident low-taxed company would be required to pay Norwegian income taxes for its prorate share of the Company's net income, annually. Investors tax resident in Norway do currently not own such numbers of the shares of the Company. Should the Norwegian ownership increase towards the levels that may result in Norwegian CFC taxation, the Company will assess its alternatives in the best interest of the shareholders.

The Company may also become tax resident or be considered partly tax liable in/to other jurisdictions based on similar assessments as set out above. The Company will monitor its potential tax liabilities to other states than Bermuda. Should the Company or any Group companies have a full or limited tax liability to any other jurisdiction, this could increase the Company's and investors' tax costs, which would reduce the return on an investment in the Company's securities.

Insufficient insurance to cover environmental claims

The Group will, upon taking delivery of the Vessels or other assets in the future, be required by various governmental agencies to obtain certain permits, licenses and certificates with respect to its operations of such assets and to satisfy insurance and financial responsibility requirements, for example, in relation to the Vessels, for potential oil (including marine fuel) spills and other pollution incidents. The Group has not yet entered into agreements with insurers for coverage of the insurance type and in amounts it believes to be customary in the industry, and there can be no assurance that the Group will be able to find sufficient insurance sufficient to cover all such risks on favourable terms in the future. Further, any such insurance may not be sufficient to cover all such liabilities and it may be difficult to obtain adequate coverage on acceptable terms. Claims against the Group's assets, or in relation to the Group's business, whether covered by insurance or not, may result in a material adverse effect on the Company's business, result of operations, cash flows and financial condition.

Risk factors (5/7)

Bruton Ltd.

Economic and other sanctions
Many economic sanctions can relate to the Group’s business, including prohibitions on doing business with certain countries or governments, as well as prohibitions on dealings of any kind with entities and individuals that appear on sanctioned party lists issued by the United States, the EU, and other jurisdictions (and, in some cases, entities owned or controlled by such listed entities and individuals). For example, on charterers’ instructions, vessels may from time to time call on ports located in countries subject to sanctions imposed by the United States, the EU or other applicable jurisdictions.

As another example, charterers or other parties that the Group enter into contracts with, may be affiliated with persons or entities that are the subject of sanctions imposed by the United States, the EU or other applicable jurisdictions as a result of the annexation of Crimea by Russia in 2014 or subsequent developments in Ukraine. If the Company determines that such sanctions require it to terminate contracts, there would be risk of loss and periods of off-hire, and there is a connected risk of reputational harm. Furthermore, current geopolitical tensions, for example between US and China or between Russia and Europe and the US, may affect our business, for example through trade embargoes, tariffs or port fees issued by any state as a result of geopolitical conditions.

Although the Group believes that it is in compliance with applicable sanctions laws and regulations, and intends to maintain such compliance, there can be no assurance that it will be in compliance in the future, particularly as the relevant sanctions restrictions are often ambiguous and change regularly. Any such violation could result in fines or other penalties that could severely impact the Group’s ability to access U.S. and European capital markets and conduct its business, and could result in some investors deciding, or being required, to divest their interest, or not to invest, in the Company. A failure to comply with applicable laws and regulations may result in administrative and civil penalties, criminal sanctions or the suspension or termination of the Group's operations, which in turn could have an adverse effect on the Group’s results.

The International Safety Management Code (“**ISM Code**”)
Upon taking delivery and commencing operations of the Vessels, and other potential assets within the shipping and offshore industry, the Group may be required to comply with requirements set forth in IMO’s ISM Code. The ISM Code requires asset owners, ship managers and bareboat charterers to develop and maintain an extensive “Safety Management System”. Failure to comply with the regulations set forth in the ISM Code may subject the Group to increased liability and adversely affect the Group’s insurance coverage. It may also result in a denial of access to, or detention in, certain ports. This could in turn have an adverse effect on the Group’s result.

Risk factors (6/7)

Bruton Ltd.

1.2.2 Failure to comply with applicable anti-corruption laws, sanctions or embargoes
The Group expects to do business in a number of countries, and in some developing economies, which can involve inherent risks associated with fraud, bribery and corruption and where strict compliance with anti-corruption laws may conflict with local customs and practices. As a result, the Group may be subject to risks under the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2010, the Bermuda Bribery Act 2016 and similar laws in other jurisdictions that generally prohibit companies and their intermediaries from making, offering or authorizing improper payments to government officials for the purpose of obtaining or retaining business.

The Group is required to do business in accordance with applicable anti-corruption laws as well as sanctions and embargo laws and regulations (including U.S. Department of the Treasury Office of Foreign Assets Control requirements) and the Group has adopted policies and procedures, including a code of business conduct and ethics, which are designed to promote legal and regulatory compliance with such laws and regulations. However, either due to the Group's acts or omissions or due to the acts or omissions of others, including the Group's agents, local sponsors or others, the Group may be determined to be in violation of such applicable laws and regulations or such policies and procedures. Any such violation could result in substantial fines, sanctions, deferred settlement agreements, civil and/or criminal penalties and curtailment of operations in certain jurisdictions and the seizure of the Group's assets and might as a result materially adversely affect the Group's business, financial condition and results of operations.

The Group's customers in relevant jurisdictions could seek to impose penalties or take other actions adverse to the Group's interests. In addition, actual or alleged violations could damage the Group's reputation and ability to do business and could cause investors to view the Group negatively and adversely affect the market for the Company's securities. Furthermore, detecting, investigating and resolving actual or alleged violations are expensive and can consume significant time and attention of executive and senior management regardless of the merit of any allegation.

1.3 Risks related to the securities

1.3.1 Investors' rights and responsibilities as shareholders will be governed by Bermuda law, which may differ from other jurisdictions
The Company's corporate affairs are governed by the memorandum of association and its bye-laws. The rights of shareholders as they relate to, for example, the exercise of shareholder rights, are governed by Bermuda law and the Bye-laws could differ from the rights of shareholders under other jurisdictions, including Norway. The holders of the securities may have more difficulty in protecting their interests in the face of actions by the board of directors than if it were incorporated in the United States, Norway or another jurisdiction.

Under the Bermuda Companies Act, no shareholder has a pre-emptive right to subscribe for additional issues of a company's shares unless, and to the extent that, the right is expressly granted to the shareholder under the bye-laws of a company or under any contract between the shareholder and the company. The Bye-Laws do not provide for pre-emptive rights in the Company. As such, the investors of the Company may be diluted by issues of new common shares in the Company.

Risk factors (7/7)

Bruton Ltd.

1.3.2 The market price of the Company's securities may fluctuate
The trading volume and price for the Company's securities may fluctuate significantly and may not always reflect the underlying asset value of the Company. A number of factors outside the Company's control may impact its performance and the price of the securities, including but not limited to, adverse business and sector developments, changes in market sentiment regarding the securities and/or the sectors the Company is operating in, the operating and share price performance of other companies in the industry in which the Company operates, changes in financial estimates and investment recommendations or ratings. Changes in market sentiment may be due to speculation about the Company's business in the media or investment community, changes to the Company's profit estimates (if such have been provided), the publication of research reports by analysts and changes in general market conditions. If any of these factors occur, it may have a material adverse effect on the pricing of the securities.

1.3.3 Future sales, or the possibility of future sales of substantial numbers of securities could affect the market price
The Company cannot predict what effect, if any, future sales of the securities, or the availability of securities for future sales, will have on the market price of the securities. Sales of substantial amounts of the securities in the public market or the perception that such sales could occur, could adversely affect the market price of the securities, making it more difficult for holders to sell their securities or the Company to sell equity securities in the future at a time and price that they deem appropriate.

1.3.4 The Company's ability to pay dividends is dependent on the availability of distributable reserves and the willingness of the Company to pay any dividends in the future
The amount and timing of dividends will depend on the Company's earnings, financial condition, cash position, Bermuda law affecting the payment of distributions and other factors. However, the Company could incur other expenses or contingent liabilities that would reduce or eliminate the cash available for distribution as dividends. In addition, the timing and amount of dividends, if any, is at the discretion of the board of directors. The Company cannot guarantee that the Board will declare dividends in the future.

1.3.5 The Company's shares are registered and delivered to the subscribers as Norwegian Depository Receipts
The offer shares in the Private Placement will be issued to the Company's registrar, Equro Issuer Services AS ("Equro"). Equro will be recorded as the sole shareholder in the Company's register of members. Equro will subsequently issue Norwegian Depository Receipts ("NDRs") reflecting the beneficial ownership rights to the underlying shares. Whilst the shareholder rights are governed by Bermuda law, the NDRs are issued under Norwegian law.

Whenever the terms "shares", "securities" and "shareholder" are used herein, they refer to the beneficial ownership rights represented by the NDRs, or holders thereof, respectively. The offer shares in the private placement will be represented by and delivered to the subscribers in the VPS as NDRs. The rights available to the holder of NDRs may differ from the rights of a direct shareholder.

NDRs issued in the VPS have certain limitations and risks. The subscribers can read more about these limitations and risks in Equro's general business terms and conditions available at www.equro.com and that a service description for the NDRs is available at www.euronextvps.no.