



OCEAN YIELD

Prospectus

Ocean Yield ASA

Registration Document

Oslo, 30 November 2016

Joint Lead Managers:



Danske Bank Markets, Norwegian Branch
As Joint Lead Manager



Nordea Bank Norge ASA
As Joint Lead Manager



Pareto Securities AS
As Joint Lead Manager



Skandinaviska Enskilda Banken AB (publ)
As Joint Lead Manager

Important information

The Registration Document is based on sources such as annual reports and publicly available information and forward looking information based on current expectations, estimates and projections about global economic conditions, the economic conditions of the regions and industries that are major markets for the Company's (including subsidiaries and affiliates) lines of business.

A prospective investor should consider carefully the factors set forth in chapter 1 Risk factors, and elsewhere in the Prospectus, and should consult his or her own expert advisers as to the suitability of an investment in the bonds.

This Registration Document is subject to the general business terms of the Joint Lead Managers, available at their respective websites (www.danskebank.no, www.dnb.no, www.nordea.no, www.pareto.no and www.seb.no).

The Joint Lead Managers and/or affiliated companies and/or officers, directors and employees may be a market maker or hold a position in any instrument or related instrument discussed in this Registration Document, and may perform or seek to perform financial advisory or banking services related to such instruments. The Joint Lead Managers' corporate finance department may act as manager or co-manager for this Company in private and/or public placement and/or resale not publicly available or commonly known.

Copies of this Registration Document are not being mailed or otherwise distributed or sent in or into or made available in the United States. Persons receiving this document (including custodians, nominees and trustees) must not distribute or send such documents or any related documents in or into the United States.

Other than in compliance with applicable United States securities laws, no solicitations are being made or will be made, directly or indirectly, in the United States. Securities will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The distribution of the Registration Document may be limited by law also in other jurisdictions, for example in Canada, Japan and in the United Kingdom. Verification and approval of the Registration Document by the Norwegian FSA ("Finanstilsynet") implies that the Registration Document may be used in any EEA country. No other measures have been taken to obtain authorisation to distribute the Registration Document in any jurisdiction where such action is required.

The Norwegian FSA has controlled and approved the Registration Document pursuant to the Norwegian Securities Trading Act, § 7-7. The Norwegian FSA has not controlled and approved the accuracy or completeness of the information given in the Registration Document. The control and approval performed by the Norwegian FSA relates solely to descriptions included by the Company according to a pre-defined list of content requirements. The Norwegian FSA has not undertaken any form of control or approval of corporate matters described in or otherwise covered by the Registration Document. The Registration Document was approved on 30 November, 2016. The Registration Document is valid for 12 months from the approval date.

The Registration Document together with a Securities Note and any supplements to these documents constitutes the Prospectus.

The content of the Prospectus does not constitute legal, financial or tax advice and potential investors should seek legal, financial and/or tax advice.

Unless otherwise stated, the Prospectus is subject to Norwegian law. In the event of any dispute regarding the Prospectus, Norwegian law will apply.

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1 Risk factors

Investing in bonds issued by Ocean Yield ASA involves inherent risks.

Prospective investors should consider, among other things, the risk factors set out in the Prospectus, including those set out in both the Registration Document and the Securities Note(s), before making an investment decision. The risks and uncertainties described in the Prospectus are risks of which Ocean Yield ASA is aware and that Ocean Yield ASA considers to be material to its business. If any of these risks were to occur, Ocean Yield's business, financial position, operating results or cash flows could be materially adversely affected, and Ocean Yield ASA could be unable to pay interest, principal or other amounts on or in connection with the bonds. Prospective investors should also read the detailed information set out in the Registration Document dated 30 November 2016 and any accompanying Securities Note(s), and reach their own views prior to making any investment decision.

An investment in the bonds 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.

The Company is exposed to a number of risks, including market risk, counterparty risk, operating risk on the Dhirubhai-1, interest rate risk, currency risk and residual value risk. The Company is of the opinion that the overall risk picture is balanced and unchanged from what was described in our annual report for 2015. For a more detailed description of risk factors, please refer to the annual report for 2015, which is available on www.oceanyield.no

MARKET RISK

All of Ocean Yield's vessels are on long-term contracts and are hence not directly exposed to short- or medium-term market risk, as these contracts typically have a fixed charter rate throughout the entire period. The Company is, however exposed to market risk and residual value risk related to its vessels upon expiry or renewal of a charter contract.

OPERATING RISK

As most of Ocean Yield's vessels are on bareboat charter contracts, the Company is not exposed to operating risk for these vessels, as this is the responsibility of the charterer. However, for the FPSO "Dhirubhai-1", the Company is responsible for the operations and maintenance of the vessel and hence has full operating risk. The operational utilization for the "Dhirubhai-1" was 99.75% in 2015, compared to 99.46% in 2014. The figure for 2014 includes a safety shutdown of 1.6 days in October 2014 in connection with the cyclone Hud-Hud.

FINANCIAL RISK

The Ocean Yield ASA is exposed to different types of financial risk including credit-, liquidity- and market risk (e.g. interest- and currency risk).

CREDIT RISK/ COUNTERPARTY RISK

Ocean Yield has inherent credit risk through the fact that a counterpart may not be able to meet its obligations under a long term charter contract. In order to mitigate this, the Company charts out the vessels to internationally well recognized companies within the shipping and offshore industry, where several of them are listed on international stock exchanges and have a public rating. However, as shipping and oilservice markets are volatile, there is no complete protection against potential counterparty default. In light of the reduction in oil price seen during 2015 and the first quarter of 2016 with reduced activity in the oil-service segment as a result, the Board of Directors is of the opinion that the overall counterparty risk has increased since 2014. Ocean Yield strives to do business with companies that are leading in their sector and adhere to the highest level of operational quality. Ocean Yield also has credit risk related to its trade receivables. In addition, the Company has credit risk exposure related to the bonds in AMSC. The Company's cash and cash equivalents are placed with major international banks with strong credit ratings.

LIQUIDITY RISK

Liquidity risk is the risk that the Company will be unable to fulfill its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its obligations when due. Management monitors monthly forecasts of the Company's liquidity reserve on the basis of expected cash flows.

CURRENCY RISK

Ocean Yield operates in the international market which leads to various types of currency exposure for the Group. Currency risks arise through ordinary, future business transactions, capitalized assets and liabilities and when such transactions have been made against payment in a currency other than the functional currency of the respective group company. In addition, currency risk may arise from investments in subsidiaries with a different currency than USD.

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The functional currencies of Ocean Yield ASA and its subsidiaries reflect the primary economic environment in which the entities operate. Ocean Yield ASA and most of its subsidiaries has USD as functional currency. Some group companies have NOK as functional currency. For the subsidiaries with functional currency in USD the revenues and interest bearing debt is mainly denominated in USD. For the subsidiaries with functional currency in NOK the revenues and interest bearing debt is mainly denominated in NOK. Hence there is limited currency risk related to the subsidiaries of Ocean Yield ASA.

INTEREST RATE RISK

Ocean Yield's interest rate risk arises from external borrowings, internal borrowings and internal receivables. Borrowings and receivables issued at variable rates expose Ocean Yield ASA to cash flow interest rate risk.

CONSTRUCTION RISK

Ocean Yield has inherent risk related to vessel construction, where the Company is exposed to risks for late delivery or even cancellations of newbuilding contracts. All payments to shipyards are secured by refund guarantees from international reputable banks. In a case of late delivery, Ocean Yield faces the risk of deferral or loss of future revenue.

RESIDUAL VALUE RISK

Ocean Yield is exposed to inherent residual value risk related to its vessels, where the value of a vessel at expiry of long-term charter may fluctuate according to market conditions at the time. Long-term contracts will, to a certain extent, reduce the impact from fluctuations in residual value on the overall return. In certain contracts there are put options towards the charterer upon expiry of the lease that reduces the residual value risk.

2 Definitions

Companies Registry	The Norwegian Registry of Business Enterprises (Foretaksregisteret)
Company / Issuer / Ocean Yield / Ocean Yield ASA	Ocean Yield ASA, a Norwegian company organized under the laws of Norway.
Annual Report 2014	Ocean Yield's annual report of 2014
Annual Report 2015	Ocean Yield's annual report of 2015
Board or Board of Directors	The board of directors of the Company
CEU	Car Equivalent Units
DNV	Det Norske Veritas
DP3	Dynamic Positioning system
EBITDA	Earnings before interest, tax, depreciation and amortization
FPSO	Floating Production, Storage and Offloading vessel
Group	Issuer and its subsidiaries
IFRS	International Financial Reporting Standards
ISIN	International Securities Identification Number
Joint Lead Managers	Danske Bank Markets, DNB Bank ASA, DNB Markets, Nordea Bank Norge ASA, Nordea Markets, Pareto Securities AS and Skandinaviska Enskilda Banken AB (publ)
NOK	Norwegian kroner
OSG	Overseas Shipholding Group
Prospectus	The Registration Document together with a securities note describing the terms of the bonds
PCTC	Pure Car and Truck Carrier
Quarterly Report 1Q 2016	Ocean Yields quarterly report 1Q 2016
Quarterly Report 2Q 2016	Ocean Yields quarterly report 2Q 2016
Quarterly Report 3Q 2016	Ocean Yields quarterly report 3Q 2016
Registration Document	This document dated 30 November 2016
TEU	Twenty foot equivalent unit
USD	United States Dollars
VPS or VPS System	The Norwegian Central Securities Depository, Verdipapirsentralen

3 Persons responsible

3.1 Persons responsible for the information

Persons responsible for the information given in the registration document are as follows:

Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker, Norway

3.2 Declaration by persons responsible

Responsibility statement:

Ocean Yield ASA confirms that, taken all reasonable care to ensure that such is the case, the information contained in the registration document is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

Oslo, 30 November 2016

Ocean Yield ASA

4 Statutory Auditors

4.1 Names and addresses

KPMG AS
Sørkedalsveien 6
P.O. Box 7000 Majorstuen
N-0306 Oslo

Tel. +47 04063
Fax. +47 22 60 96 01

State Authorised Public Accountant Tom Myhre has been responsible for the Auditor's report for 2014 and 2015.

KPMG AS is member of The Norwegian Institute of Public Accountants.

5 Information about the issuer

5.1 History and development of the issuer

5.1.1 Legal and commercial name

The legal name of the issuer is Ocean Yield ASA its commercial name is Ocean Yield.

5.1.2 Place of registration and registration number

The Company is registered in the Norwegian Companies Registry with registration number 991 844 562.

5.1.3 Date of incorporation

Ocean Yield AS was incorporated on 10 September 2007 under the name of Aker AS.

5.1.4 Domicile and legal form

The Company is a public limited liability company primarily organized under the laws of Norway, including the Public Limited Companies Act. Pursuant to the listing agreement between the Oslo Stock Exchange and the Company, in particular, the Norwegian Securities Trading Act and the Norwegian Stock Exchange Regulations will apply. See also section 7.1 Description of Group that issuer is part of.

The Company's registered address is Oksenhøyveien 10, 1366 Lysaker. Postal address is P O Box 513, 1327 Lysaker. The Company's telephone number is +47 24 13 00 00.

5.1.5 The object of the Company stipulated in the articles of association

The object of the Company, as stipulated in the articles of association §3, is related to purchase, sale and lease activities of marine installations, including ships, rigs and other floating offshore installations and related activities, including operations of the above.

5.1.6 Events after the Balance Sheet Date per Q3 2016

Subsequent to quarter end, Ocean Yield has taken delivery of another chemical tanker from STX, Korea on long term bareboat charter to Navig8 Chemical Tankers Inc. In addition, Ocean Yield has taken delivery of the first of the two 45,000 dwt. chemical tankers chartered to the Navig8 Group after quarter end. A loan facility of USD 49 million was signed with a group of banks for the long-term financing of the vessels.

Also subsequent to quarter end, Ocean Yield announced an agreement with certain parties related to its gas carriers under construction at Sinopacific Offshore & Engineering, China ("SOE"), scheduled for 15-year "hell and high water" bareboat charters to the Hartmann Group ("Hartmann"), Germany, with 10-year sub-charters to SABIC Petrochemicals B.V. SOE filed for receivership in August 2016, following CIMC Enric's decision to withdraw from the acquisition of a majority stake in the shipyard earlier this year. The construction of Vessel no. 1 is going according to plan and the Vessel is expected to be delivered in November 2016 and will thereafter enter into its long term charter with Hartmann/SABIC. For Vessel no. 2, Sumec Marine Co. Ltd., will finance and finalise the construction of the vessel at the Dayang Shipyard. The expected delivery date for Vessel no. 2 will be 1st July 2017. The bareboat charter with Hartmann and the sub-charter contract to SABIC have been amended accordingly. For Vessel no. 3 it has been agreed, in collaboration with Hartmann/SABIC, that this vessel is cancelled. Ocean Yield has paid USD 16.2 million in pre-delivery instalments to the shipyard, which is secured by bank guarantees. Subsequent to quarter end, these funds have been repaid to the Company with 5% interest following cancellation of the shipbuilding contract. Funds repaid will be re-invested into new projects. The cancellation is not expected to have any significant accounting effect in the fourth quarter. Following this cancellation, Ocean Yield has also cancelled the relevant tranche relating to the last vessel under the loan facility.

For information about sources of fund, see clause 5.1.8 Anticipated sources of funds

5.1.7 Principal future investments

Gas Carriers

Ocean Yield ASA currently has newbuilding contracts for two LEG (Liquefied Ethylene Gas) carriers of 36,000 cbm capacity, to be built at Sinopacific Offshore & Engineering, China. The vessels are scheduled for delivery in Q4 2016 and Q2 2017, respectively, and will after delivery be chartered on 15-year "hell and high water" bareboat charters to the Hartmann Group ("Hartmann"), Germany, where the first ten years have a fixed charter rate and the last five years a floating charter rate. Hartmann has sub-chartered the vessels for a 10 year period on Time Charter basis with additional five one-year options to a strong counterparty. The total investment is estimated to be approximately USD 162 million.

Hartmann will have an opportunity to buy into 1/3 ownership of the vessels at the end of year 10 at depreciated value, or alternatively receive a 1/3 profit share from year 11 to year 15. Once the vessels are delivered, they are expected to contribute approximately USD 21 million in annual EBITDA in aggregate.

Container vessels

In June 2016, Ocean Yield announced an investment in 49.5% equity interest in six newbuilding mega container vessels, owned by Quantum Pacific Shipping. The vessels are chartered out on 15-year bareboat charters to a major European container line and has capacity of about 19,500 TEU. They are being built by Samsung Heavy Industries, South Korea. So far four vessels have been delivered and the remaining two are scheduled for delivery between December 2016 and February 2017.

Ocean Yield's equity investment in the transaction will be approximately USD 162 million in total. Bank financing has already been arranged with international banks at competitive terms. Financing levels are in line with previous transactions and the debt is non-recourse to Ocean Yield. Ocean Yield's equity portion of the investment will be funded by own cash and a drawing facility from Aker ASA of NOK 1,000 million with maturity in February 2018, corresponding with the maturity of the bonds owned by Ocean Yield in American Shipping Company ASA ("AMSC"). The loan carries an interest rate of NIBOR + 4.5% p.a.

Following issuance of a new, five-year, senior unsecured bond of NOK 750 million in September 2016, all outstanding amounts drawn on the facility provided by Aker ASA has been repaid. NOK 250 million remains available for drawdown under this facility.

Chemical vessels

At the time of writing, Ocean Yield has taken delivery of 7 out of 8 newbuilding chemical tankers, where the last vessel is scheduled for delivery in November 2016. In September 2016, Ocean Yield agreed with Navig8 Ltd. to acquire two 45,000 dwt IMO II chemical carriers for a consideration of USD 35.0 million per vessel in combination with 12-year "hell and high" bareboat charters to Navig8 Ltd. ("Navig8 Group"). The purchase price included a seller's credit of USD 6.0 million per vessel, which will amortise to zero over the charter period and carries no interest.

The two vessels, which were built in 2013, will be delivered to Ocean Yield during Q4 2016.

Navig8 Group will have certain options to acquire the vessels during the charter period, with the first option exercisable after five years. The acquisition will be financed by a combination of debt and equity, where Ocean Yield has received credit approved term sheet from banks with terms in line with previous transactions.

5.1.8 Anticipated sources of funds

The Company usually finances new investments with a combination of long term bank debt and equity. It is anticipated that approximately 70%-75% of the acquisition cost will be funded with long term debt and the remaining with equity. Long term financing have been secured for all of the company's capital expenditure commitments for its newbuildings, as reflected in the table below

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Ocean Yield had as per 30 September 2016 the following contractual obligations related to the purchase of vessels:

<i>Amounts in USD million</i>	Other Oil Service	Gas Carriers	Container Vessels	Other Shipping	Total
Already paid	-	72.9	0.9	32.3	106.0
2016	-	72.9	57.7	98.9	229.4
2017	-	97.2	28.8	-	126.0
Total contractual obligations	-	243.0	87.4	131.2	461.5
Total remaining payments	-	170.1	86.5	98.9	355.5
Secured bank financing	14.8	202.5	72.0	89.0*	378.4
Surplus cash					22.9

*Based on credit approved term sheet, where the credit facility has been signed post quarter end and USD 19 million shown as restricted cash.

The obligations above related to the Gas Carriers segment are related to three LEG carriers, scheduled for delivery in Q4 2016 – Q1 2017. However, in October 2016 Ocean Yield announced that the third vessel was cancelled, and that the second vessel is delayed and expected to be delivered in July 2017. The table above includes the commitment for the third vessel and does not reflect the changes that was announced in October 2016, as this was post quarter end. For more information see note 19 in Q3 Report 2016. In July 2016 Ocean Yield signed a loan agreement with a group of banks for a USD 202.5 million credit facility for the financing of the vessels. USD 67.5 mill of this was cancelled in October 2016 as a consequence of the cancellation of the third vessel.

The obligations above related to the new segment Container are related to Ocean Yields commitment for its 49.5% interest in three mega container vessels under construction. The vessels with capacity of about 19,500 TEU, are under construction at Samsung Heavy Industries, South Korea and are scheduled for delivery between November 2016 and February 2017. The investment will be funded by own cash and a drawing facility from Aker ASA, as further detailed in note 15.

The obligations above related to the segment Other Shipping are related to two chemical tankers under construction and two chemical tankers built in 2013. The figures are net of seller's credit in the transactions. The two chemical tankers under construction, being 49,000 dwt IMO II chemical carriers built by STX Korea, are scheduled for delivery in Q4 2016. Long term financing has been secured for the vessels for a total of USD 56 million. In September, Ocean Yield agreed to acquire two 45,000 dwt IMO II chemical carriers, built 2013. Total consideration was USD 35 million per vessel, which includes a seller's credit of USD 6 million per vessel. Subsequent to quarter end, the first vessel was delivered early October 2016 and the second vessel is expected to be delivered in November 2016. Also, post quarter end, a loan facility in the amount of USD 49 million has been signed with a group of banks financing the two vessels.

Hence, the the company expects a positive cash effect following the the company's existing capital expenditure commitments and secured financing of USD 22.9 million as of Q3 2016.

Ocean Yield currently has a strong cash position, with cash of USD 157.4 million as of Q3 2016. In addition, the Company has a strong Equity ratio, which was 32.3% as of Q3 2016. The Company is not in the need of raising any further equity to complete the abovementioned investments.

5.1.9 Selected financial information

Selected key financial figures for the third quarter 2016 compared with the third quarter of 2015 and the first nine months of 2016, compared with the first nine months of 2015, as well as annual figures for 2015 compared with 2014:

Consolidated key figures USD million	Q3 2016	Q3 2015	Jan-Sep 2016	Jan-Sep 2015	2015	2014
Revenues and other income	76.2	65.3	212.4	191.1	256.7	249.3
EBITDA ¹	68.7	56.4	190.8	167.6	224.2	216.7
Operating profit (EBIT)	43.5	32.4	116.5	95.0	98.9	116.4
Net profit before tax	39.7	22.7	90.9	76.7	80.4	103.6
Net profit after tax	32.7	22.7	76.7	76.7	105.0	100.8
Cash & cash equivalents	157.4	103.1	157.4	103.1	117.7	103.1
Equity ratio ²	32.3%	36.6%	32.3%	36.6%	35.0%	39.7%

¹ EBITDA= Earnings before Interest Taxes, Depreciation and Amortisation

² Equity Ratio: Book Equity divided on Total Assets

6 Business overview

6.1 Industry overview

Introduction

Ocean Yield is a ship-owning company with focus on long-term charters to counterparties within the shipping and oil-service industry. The Company focuses on investments within the maritime space, building a large and diversified contract backlog, which offers visibility with respect to future earnings and dividend capacity. Ocean Yield was established with the ambition to pay attractive and growing dividends to its shareholders and has delivered on this every quarter since the stocklisting of the Company in 2013.

The Ocean Yield Group was established on March 31st 2012 with a portfolio of oil-service assets previously controlled by Aker ASA. Since then, the Company has committed a total of USD 1.8 billion in new investments, all towards assets with long-term charters within shipping and oil-service. In July 2013, the Company completed an IPO with a listing on the Oslo Stock Exchange. The IPO raised approximately USD 150 million in new equity. A mix of institutional international investors and Norwegian retail investors joined Aker ASA as new shareholders. Ocean Yield has continued to raise capital in the bond market, which has been used to fund further investments within oil-service, car carriers, chemical tankers, product tankers and liquefied ethylene gas carriers. The Company's business strategy to enter into long-term charters gives clear visibility with respect to earnings and dividend capacity for the shareholders. The Company focuses mainly on bareboat charters with duration from ten to fifteen years. The Company will continue to grow and diversify its portfolio of long-term charters going forward with the aim to continue to pay attractive quarterly dividends.

Ocean Yield's existing business portfolio consists of a number of investments within the maritime sector. The fleet, now consists of 34 vessels, including 4 newbuildings. The fleet now counts one FPSO, two offshore construction vessels, one offshore construction and diving support vessel, two anchor handling vessels, six car carriers, three newbuilding gas carriers, ten chemical tankers (where one vessel is still under construction and one second-hand vessel is due to be delivered during the fourth quarter) and four Aframax product tankers. In addition, the Company has a financial investment in American Shipping Company's unsecured bond (AMSC 07/18 FRN C) with a par value of approximately USD 200 million. All vessels are chartered out long-term. The FPSO is on charter to Reliance Ltd. until September 2018. The offshore construction vessel Aker Wayfarer is on charter to a subsidiary of Akastor ASA until 2027. The offshore construction and cable laying vessel Lewek Connector, is on long-term charter to a subsidiary of Ezra Holdings Ltd., while the two anchor handling vessels are chartered out to Farstad Supply AS and the diving support and construction vessel SBM Installer is on long term charter to SBM Offshore. The Company's six car carriers are all chartered out to Høegh Autoliners, and the three newbuilding gas vessels are chartered out to Hartmann in Germany, which in turn has a time-charter to SABIC. Eight of the chemical tankers are chartered out to Navig8 Chemical Tankers Inc. and two chemical tankers are chartered out to Navig8 Ltd. The four product tankers are on long term bareboat charter to Navig8 Product Tankers Inc. Ocean Yield's head office is in Bærum, Norway.

6.1.1 Market and competition overview

The principal business of Ocean Yield is to charter out vessels to charterers operating within the oil-service and industrial shipping markets. As Ocean Yield as of 2 November 2016 had a charter backlog consisting of contracts with an average remaining contract tenor, weighted by contracted EBITDA, of 11.2 years, short to medium term fluctuations within these underlying markets would normally not impact Ocean Yield directly. These underlying markets are however, relevant for determining the credit risk of the Company's counterparties and values of the vessels following the end of charter periods.

Ocean Yield focuses on long-term, fixed-rate charter contracts with charterers operating within oil-service and industrial shipping. A number of companies engage in the activity of owning and chartering vessels out on a long-term basis.

Examples of publicly traded companies that primarily engage in these activities are: Ship Finance International, Seaspan, Danaos, Costamare, t. Several Master Limited Partnerships (MLPs), such as Teekay Offshore Partners, Teekay LNG Partners, Golar LNG Partners, Capital Product Partners and Navios Maritime Partners also focus on marine financing. MLPs are limited partnerships that are publicly traded, combining tax benefits with the liquidity of publicly traded securities.

In addition, there are a number of more financially oriented private/public shipping companies that operate within this industry. Certain banks, such as DVB, ABN AMRO and Standard Chartered Bank, also have specific business areas that focus on the acquisition and long-term chartering of shipping and offshore assets. Historically, a large part of the market has been covered by German KG funds and also to a certain extent Norwegian KS

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funds. These funds have been less active after the financial crisis due to lack of liquidity and investor interest. There are also certain private equity funds located around the world that operate within this industry, but with more focus on asset play rather than chartering assets on a long-term basis.

In addition, there are a number of Chinese banks that focus on maritime leasing and have shown strong appetite for new transactions during the past few years. These are, among others, banks such as Bank of Communication, China Development Bank, ICBC Financial Leasing Co. Ltd., CCB Financial Leasing Corporation Ltd., CMB Financial Leasing Co. Ltd. Strong access to capital and appetite for growth has shown that Chinese banks in general have proven to be a strong competitor for new business within the maritime leasing space.

While the companies mentioned above are grouped together as leasing companies, they operate in markets with different fundamentals. They may have a multiple segment strategy or full focus on one single sector. However, all of these companies/partnerships employ and favour long-term contracts on their assets, which serve to protect cash flows from commodity or sector-driven volatility.

Because of the nature of bareboat charters leasing companies typically take limited market risk and operational risk in the contract period. Therefore, the principal risks for the leasing companies are those related to counterparty risk and the residual vessel values following the end of the charter. Ocean Yield seeks to mitigate these risks by entering into contracts with solid counterparties on a long-term basis so as to make returns less dependent on residual vessel values.

The ship leasing companies typically have an objective to pay regular dividends to its equity holders.

6.1.2 Principal activities

Ocean Yield defines operating segments based on the Group's internal management- and reporting structure. Ocean Yield's operating segments as of the third quarter 2016, are as follows:

BUSINESS SEGMENTS

- FPSO
- Other Oil Service
- Gas Carriers
- Car Carriers
- Container Vessels
- Other Shipping

FPSO

Aker Floating Production, which owns and operate the FPSO Dhirubhai-1, reported Operating Revenues of USD 33.2 million in Q3 2016, compared to USD 34.8 million in Q3 2015. Year to date, Aker Floating Production had revenues of USD 102.6 million compared with USD 103.1 million in the first nine months of 2015. Operating profit before depreciation and amortisation was USD 27.0 million for the third quarter, compared to USD 29.0 million in Q3 2015.

OTHER OIL SERVICE

The segment Other Oil Service consists of Ocean Yield's investments in offshore construction and anchor handling vessels that operate within the oil-service sector. More specifically, this is related to the subsea construction vessel Aker Wayfarer, the subsea construction and cable-lay vessel Lewek Connector, the anchor-handling-tug-supply vessels Far Senator and Far Statesman and the offshore construction and diving support vessel SBM Installer. Other Oil Service had total revenues of USD 25.0 million in Q3 2016, compared to USD 22.6 million in Q3 2015. The modification of the Aker Wayfarer was completed during Q3 2016 and contributed positively to revenues. For the first nine months of 2016, total revenues were USD 69.0 million, compared with USD 67.8 million in Q3 2015.

Operating Profit before depreciation and amortisation was USD 24.9 million, compared to USD 22.5 million in Q3 2015.

GAS CARRIERS

Ocean Yield's investment in gas carriers is related to newbuilding contracts for two Liquefied Ethylene Gas carriers on long term charters. Originally, there were contracts for three vessels, but following a filing for bankruptcy protection by the yard during Q2 2016, it was agreed in collaboration with the charterer, that the last vessel was cancelled. The newbuilding contracts were entered into in May 2014, and the vessels are estimated for delivery during Q4 2016 and Q2 2017. Hence, there are no Operating Revenues to report as of Q3 2016.

CAR CARRIERS

Ocean Yield's investments in car carrier vessels are related to six vessels on long-term charters, whereof two are vessels of 8,500 CEU capacity, two have capacity of 6,500 CEU and the last two has 4,900 CEU capacity. All vessels are chartered out to Høegh Autoliners AS on long term contracts. Operating Revenues were USD 10.1 million in Q3 2016 compared to USD 6.1 million in Q3 2015. Operating profit before depreciation and amortization was USD 10.1 million compared to USD 6.1 million in Q3 2015.

CONTAINER VESSELS

This segment includes Ocean Yield's investment in six mega container vessels on long term charter to a major European container line announced in June 2016. As of Q3 2016 three vessels have been delivered and another three are planned for delivery during Q4 2016 and Q1 2017. Ocean Yield owns 49.5% of the vessels, where Quantum Pacific Shipping is the largest shareholder. This investment is accounted for as an "Investment in associated companies". Total revenue from this investment was USD 1.8 million in the third quarter 2016.

OTHER SHIPPING

This segment includes Ocean Yield's investments within chemical tankers and product tankers. Ocean Yield has now two more vessels for delivery during 2016, both expected in November. All vessels are chartered out long-term to Navig8 Chemical Tankers Inc., Navig8 Product Tankers Inc. and Navig8 Group Ltd. Operating Revenues were USD 6.2 million in the third quarter 2016 as compared with USD 1.7 million in Q3 2015. Operating profit was USD 6.1 million compared with USD 1.7 million in q3 2015. For the first nine months of 2016, Operating Revenues were USD 13.7 million compared with USD 13.6 million for the first nine months of 2015.

6.1.3 Vessel overview

FAR SENATOR AND FAR STATESMAN



Vessel type:	Anchor Handling Tug Supply (AHTS)
Built:	Far Senator delivered in March 2013, and Far Statesman delivered in June 2013
Key features:	
LOA:	87.4m
Breadth Moulded:	21m
Main Engines:	2 x 4500KW + 4 x 2230KW = 24371.2BHP
Gross tonnage:	6107mt
Deck dimensions:	754.72m ²
Bollard pull:	258mt
Yard:	Vard Langsten

The Farstad AHTSs are high-end AHTS vessels built at Vard Langsten, Norway. The first vessel, the Far Senator, was delivered in March 2013 and the second vessel, the Far Statesman, was delivered in June 2013. The vessels are specially designed for towing and anchoring of rigs and other offshore installations. The table above sets out certain key technical data relating to the vessels. Both vessels are chartered out long-term to Farstad Supply AS.

LEWEK CONNECTOR



Vessel type:	Ultra deepwater multi-purpose, flex-lay subsea construction vessel / DP3.
Built/converted:	2011
Key features:	<ul style="list-style-type: none"> • 2 subsea cranes (400mt/100 mt capacity) • Carousels, 6 000 mt above deck • 3 000 mt below deck • DP3 • 140 people accommodation • 2100m² deck area • 156.9 meters length • 32 meters width
Yard:	STX

The Lewek Connector is a large and sophisticated subsea construction vessel. The vessel is equipped for subsea installation in harsh environments and can operate down to 3,000 meters water depth. It is further outfitted with Dynamic Positioning, class 3 (DP3) technology for operations in harsh environments. The Lewek Connector is able to install power cables and umbilicals, using its two heave-compensated offshore cranes and a vertical lay system with pay-load capacity of 9,000 tons. The vessel is chartered out to EMAS AMC AS, a subsidiary of Ezra Holdings Ltd.

AKER WAYFARER



Vessel type:	Multi-purpose construction vessel
Built/converted:	2010
Key features:	<ul style="list-style-type: none"> • 2 subsea cranes (400mt/100mt capacity) • DP3 • 140 people accommodation • 2 210 m² deck area.
Yard:	STX, Langsten

The Aker Wayfarer is an offshore construction vessel designed for ultra-deepwater with state of the art equipment. The vessel is environmental friendly with low fuel consumption, low exhaust emissions, and has precautions in accordance with DNV GL's "Clean" class requirements incorporated into the vessel design. The size and transit speed of the 157 meter long vessel along with DP3 and IMO MODU code classification makes for a secure and flexible working platform with a large operational window for installation and construction work in rough weather conditions around the world. The vessel will in 2016 be modified and upgraded by a Norwegian yard to become a Deepwater Subsea Equipment Support Vessel. The table above sets out certain key technical data relating to the vessel. The vessel is chartered out to AKOFS Offshore AS, a subsidiary of Akastor ASA.

HÖEGH TRACER/TRAPPER



Vessel type:	Pure Car and Truck Carrier (PCTC)
Built:	To be delivered in 2016
Key features:	8 500 car capacity
Yard:	Xiamen Shipbuilding Industry Co. Ltd

Registration Document

The Höegh Tracer and Höegh Trapper are PCTCs with 8,500 car capacity. The vessels are being built at Xiamen Shipbuilding Industry Co. Ltd. in China. The charterer, Höegh Autoliners, has previously taken delivery of a series of five PCTCs from Xiamen Shipbuilding Industry Co. Ltd. The vessels are expected to be delivered in 2016.

HÖEGH JACKSONVILLE/HÖEGH JEDDAH



Vessel type: Pure Car and Truck Carrier (PCTC)
Built: Höegh Jacksonville was delivered in April 2014 and Höegh Jeddah was delivered in September 2014
Key features: 6 500 car capacity
Yard: Daewoo Mangalia Heavy Industries S.A.

The Höegh Jacksonville and Höegh Jeddah are PCTCs with 6,500 car capacity. The vessels were built at Daewoo- Mangalia Heavy Industries S.A., Daewoo Shipbuilding & Marine Engineering's shipyard in Mangalia, Romania. The charterer, Höegh Autoliners, has previously taken delivery of a series of ten PCTCs from Daewoo Shipbuilding & Marine Engineering, and the two vessels were built based on the same specifications with relevant updates. The vessels were successfully delivered in April and September 2014, respectively.

HÖEGH BEIJING / HÖEGH XIAMEN



Vessel type: Pure Car and Truck Carrier (PCTC)
Built: 2010
Key features: 4,900 car capacity
Yard: Xiamen Shipbuilding Industry Co. Ltd

The Höegh Beijing and Höegh Xiamen are PCTCs with 4,900 car capacity. The vessels were delivered from Xiamen Shipbuilding Industry Co. Ltd ("Xiamen") in 2010 and were acquired by Ocean Yield from Höegh Autoliners ("Höegh") in June 2014. The vessels are chartered on 8-year "hell and high water" bareboat charter contracts to Höegh Autoliners ("Höegh") until June 2022.

LEG CARRIERS (S1034/1035/)



Vessel type: Liquefied Ethylene gas carriers
Built: To be delivered in 2016/2017
Key features: 36,000 cbm
Yard: Sinopacific Offshore & Engineering, China

Ocean Yield has entered into newbuilding contracts for two LEG (Liquefied Ethylene Gas) carriers of 36,000 cbm capacity, to be built at Sinopacific Offshore & Engineering, China. The vessels are scheduled for delivery in Q4 2016 and Q2 2017 respectively, and will after delivery be chartered on 15-year "hell and high water" bareboat charters to the Hartmann Group ("Hartmann"), Germany, where the first ten years have a fixed charter rate and the last five years a floating charter rate. Hartmann has sub-chartered the vessels for a 10 year period on Time Charter basis with additional five one-year options to SABIC Petrochemicals BV, a subsidiary of Saudi Arabian petrochemical company SABIC.

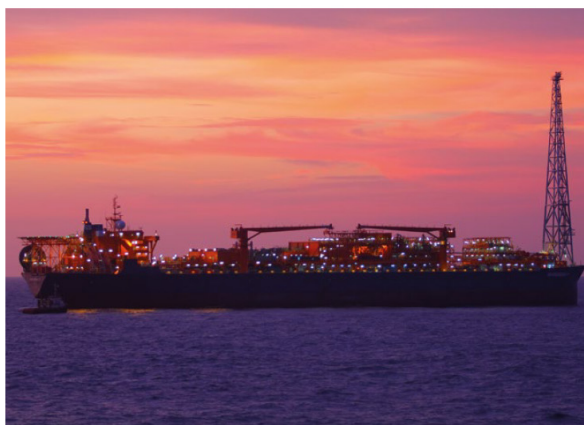
SBM INSTALLER



Vessel type: Offshore construction and diving support vessel
Built: 2013
Key features: DP 3 class, 275 ton crane, 100 people accommodation, 12 man saturated diving system
Yard: Keppel Singmarine, Singapore

Ocean Yield has acquired the diving support and offshore construction vessel “SBM Installer”. The vessel, which was built by Keppel Singmarine, Singapore, in 2013, was delivered to the company in December 2014. The vessel is chartered back to SBM Holding (“SBM”) for a fixed period of 12 years on a “hell and high water” bareboat contract. Ocean Yield has established a single purpose company for the ownership of the vessel, in which SBM will own 25%. SBM provides floating production solutions to the offshore energy industry, over the full product life-cycle.

DHIRUBHAI-1



Vessel type: FPSO
Built/converted: 2008
Key features:
 Water depth: 1200 meters at FPSO location
 Mooring: Disconnectable turret
 Oil Production Capacity: 60 000 bopd
 Gas Export Capacity: 300 mmscufd (9 million cbm/d)
Yard: Jurong Shipyard

The Dhirubhai-1 is an FPSO which is operating offshore on the east coast of India at 1,200 meters water depth. More than 60 people have their daily working place on the vessel. The vessel was converted from an oil tanker into an FPSO in 2008. For further information, see separate chapter regarding the FPSO within this annual report. The vessel is chartered to Reliance Industries Ltd.

NAVIG8 CHEMICAL TANKERS

Navig8 Aronaldo, Navig8 Aquamarine, Navig8 Amessi, Navig8 Azotic, Navig8 Turquoise, Navig8 Topaz, Navig8 Tourmaline, Navig8 Tanzanite



Vessel type: Chemical Tankers
Built: 2015 / 2016
Key features:

- IMOII
- 4x Interline coating with 18 segregations
- 4x Epoxy coating with 22 segregations

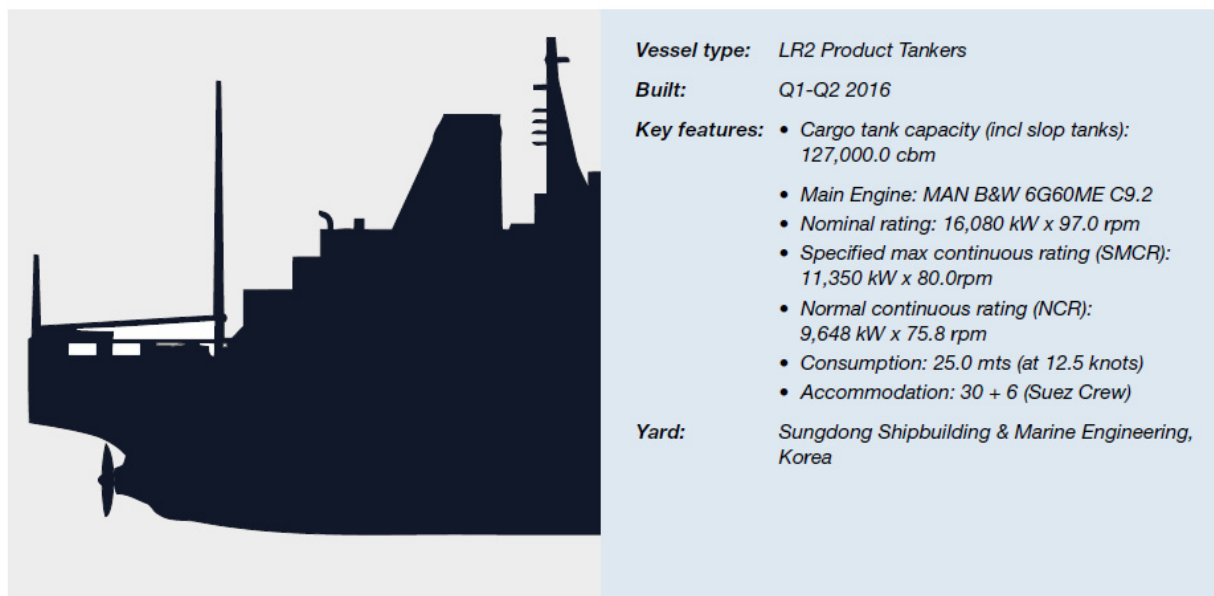
Yard: Hyundai Mipo Dockyard / STX

Registration Document

Ocean Yield has owns eight newbuilding chemical tankers, including one newbuilding that are chartered out for 15-years on “hell and high” bareboat charters to Navig8 Chemical Tankers Inc. (“Navig8 Chemical Tankers”). The first four vessels, being 37,000 dwt IMO II chemical carriers built by Hyundai Mipo Dockyard, Korea, were delivered during Q2 and Q3 2015. The last four vessels, being 48,000 dwt IMO II chemical carriers built by STX Korea, are all scheduled for delivery during 2016. One newbuilding vessel still remains to be delivered during Q4 2016.

NAVIG8 PRODUCT TANKERS

Navig8 Symphony, Navig8 Sanctity, Navig8 Steadfast, Navig8 Supreme




Ocean Yield ASA owns four LR2 product tankers on 13 years “hell and high water” bareboat charters to Navig8 Product Tankers Inc. The four vessels were built at Sungdong Shipbuilding & Marine Engineering Co., Ltd, Korea, and were delivered during 2016.

NAVIG8 Group LTD.

In September 2016, Ocean Yield agreed to acquire two 45,000 dwt IMO II chemical carriers for a consideration of USD 35.0 million per vessel in combination with 12-year “hell and high” bareboat charters to Navig8 Ltd. (“Navig8 Group”). The two vessels, which were built in 2013, will be delivered to Ocean Yield within the end of September and November 2016 respectively.


Registration Document

Navig8 Universe, Navig8 Constellation

	Vessel Type	IMO II Chemical Tanker
	Built	2013
	Key Features	<ul style="list-style-type: none"> • Flag Islands Marshall • Class NDV • DWT (mt) 45,313 • Draft (m) 12.1655 • LOA (m) 183.0 • Beam (m) 32.2145 •

Container vessels

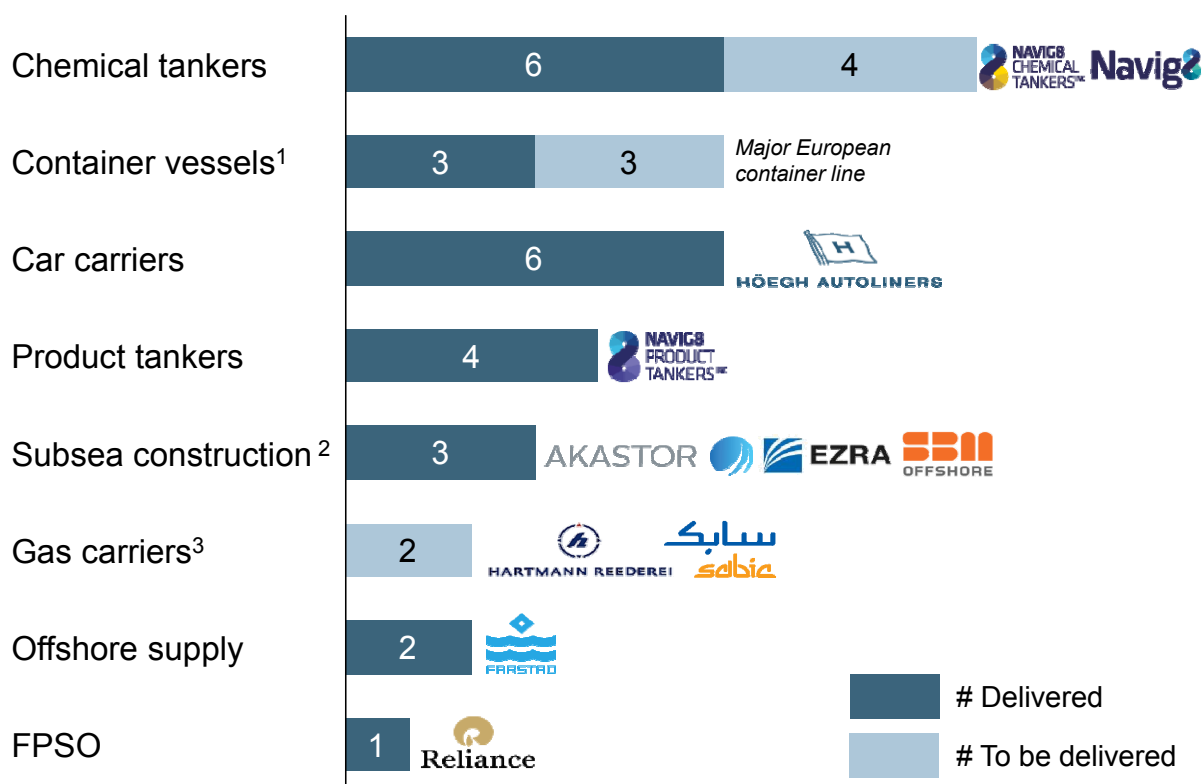
In June 2016, Ocean agreed to acquire a 49.5% equity interest in six newbuilding container vessels which are owned by Quantum Pacific Shipping and are chartered to a major European container line on 15-year bareboat charters. The vessels, with capacity of about 19,500 TEU, are being built at Samsung Heavy Industries, South Korea. In July, the first two vessels, the MSC Diana and the MSC Ingy, were delivered, and in September the third vessel, the MSC Eloane was delivered. The remaining three vessels are scheduled for delivery between November 2016 and February 2017.

	Vessel Type	Container Vessel 19,500 TEU Capacity
	Built	2016
	Key Features	<ul style="list-style-type: none"> • Flag Liberia • Draft (m) 14.5 m • LOA (m) 399.9 m • Beam (m) 58.8 m

6.1.4 Charter backlog

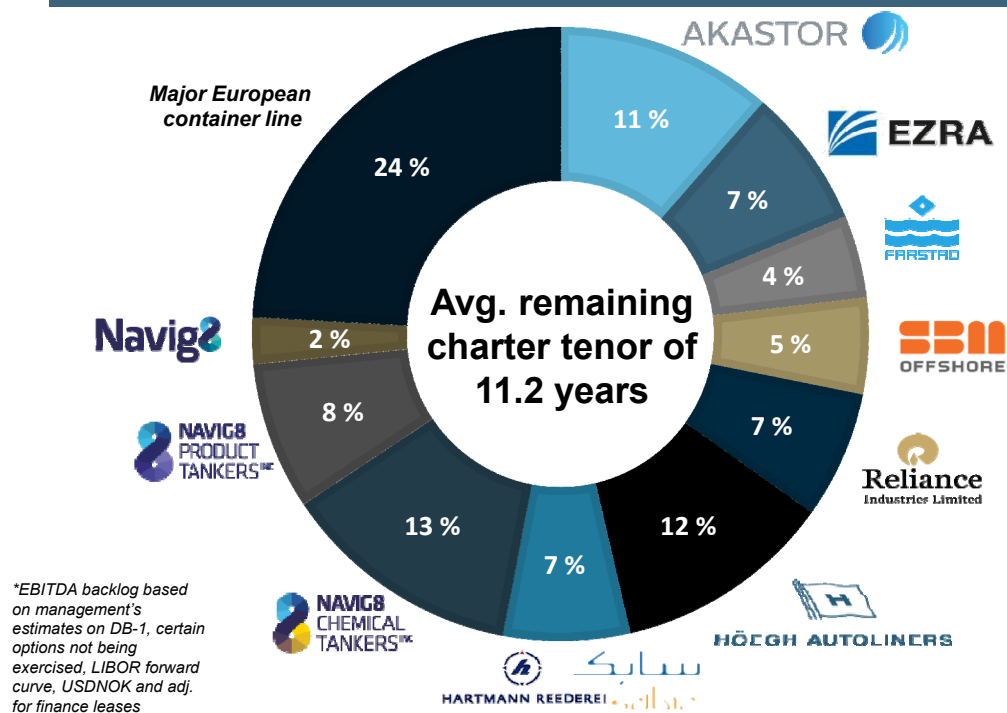
The charter backlog at the end of the third quarter 2016, adjusted for the cancellation of the gas carrier announced after quarter end, was USD 3.2 billion on an adjusted EBITDA basis. The average remaining contract tenor (weighted by EBITDA) was 11.2 years. The total fleet as of the end of Q3 2016 was 35 vessels, including 9 vessels for delivery. Following the cancellation of the gas carrier and vessels delivered subsequent to quarter end, the fleet counts 34 vessels, including 4 vessels for delivery. 6 vessels are owned 49.5% by Ocean Yield and one vessel is owned 75%.

The charts below shows the number of vessels per segment and distribution of the charter portfolio per client.

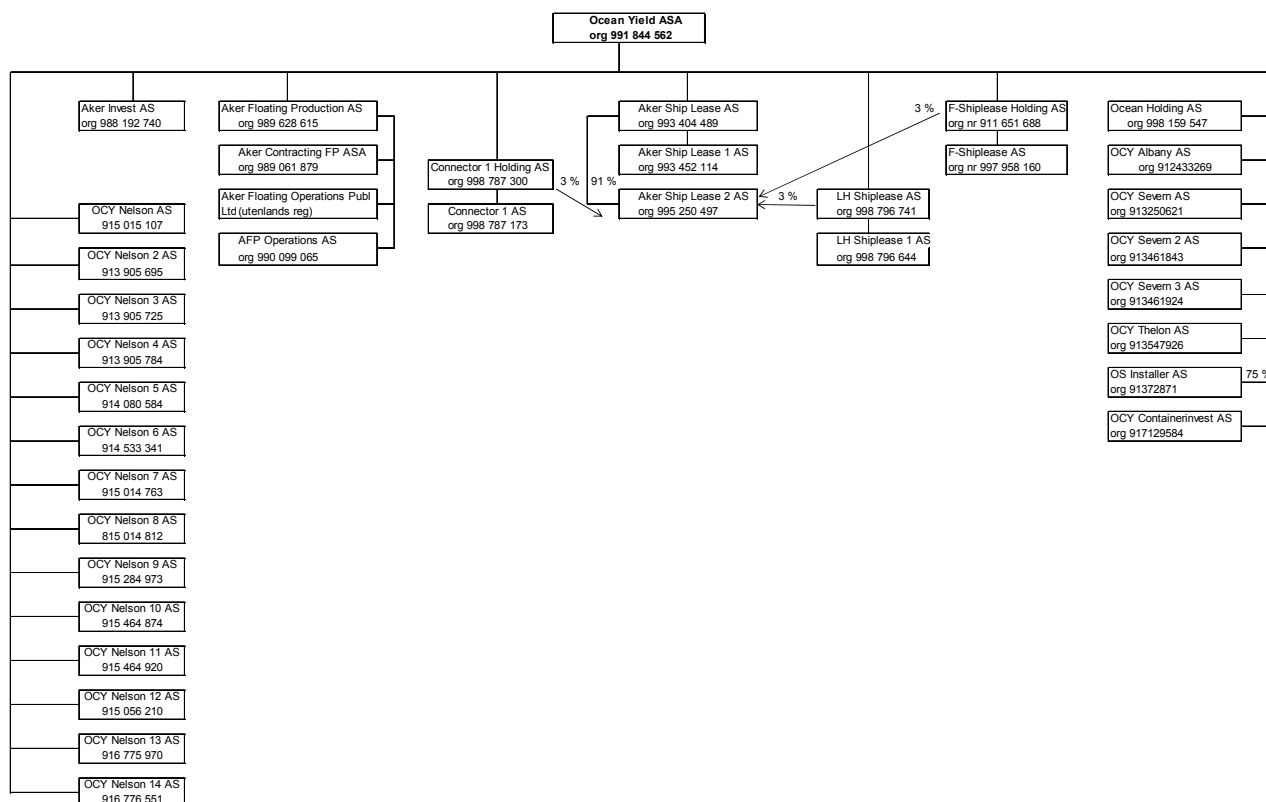


All the Company's vessels, except for the FPSO Dhirubhai-1, are chartered out on bareboat charter contracts, where the operating risk lies on the charterer. For the FPSO, the Company has full operational risk of the vessel, through its subsidiary, Aker Floating Production AS.

Q3 EBITDA* backlog of USD 3.2 billion



7 Organizational structure



7.1 Description of Group that issuer is part of

Ocean Yield ASA is a holding company with financial investments and the parent company in the Ocean Yield Group. Single purpose companies have been established for the ownership of the Group's vessels. As of 3Q 2016 the Group consists of the subsidiaries presented in the table below. Companies owned directly by Ocean Yield ASA are highlighted.

Amounts in USD million	Group's owner-ship in %	Group's share of votes in %	Business address	
			City location	Country
Aker Floating Production AS	100.00	100.00	Oslo	Norway
AFP Operations AS	100.00	100.00	Oslo	Norway
Aker Contracting FP ASA	100.00	100.00	Oslo	Norway
Aker Floating Operations Publ Ltd	100.00	100.00	Limassol	Cyprus
Aker Smart FP AS	100.00	100.00	Oslo	Norway
Aker Invest AS	100.00	100.00	Oslo	Norway
Aker Invest II KS	100.00	100.00	Oslo	Norway
American Champion Inc	100.00	100.00	Seattle	USA
New Pollock LP Inc	99.00	99.00	Seattle	USA
Aker ShipLease AS	100.00	100.00	Oslo	Norway
Aker ShipLease 1 AS	100.00	100.00	Oslo	Norway
Aker ShipLease 2 AS	100.00	100.00	Oslo	Norway
Connector 1 Holding AS	100.00	100.00	Oslo	Norway
Connector 1 AS	100.00	100.00	Oslo	Norway
F-Shiplease Holding AS	100.00	100.00	Oslo	Norway
F-Shiplease AS	100.00	100.00	Oslo	Norway
LH Shiplease AS	100.00	100.00	Oslo	Norway
LH Shiplease 1 AS	100.00	100.00	Oslo	Norway
Ocean Holding AS	100.00	100.00	Oslo	Norway
OCY Albany AS	100.00	100.00	Oslo	Norway
OCY Nelson AS	100.00	100.00	Lysaker	Norway
OCY Nelson 2 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 3 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 4 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 5 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 6 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 7 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 8 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 9 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 10 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 11 AS	100.00	100.00	Lysaker	Norway
OCY Nelson 12 AS	100.00	100.00	Lysaker	Norway
OCY Severn AS	100.00	100.00	Lysaker	Norway
OCY Severn 2 AS	100.00	100.00	Lysaker	Norway
OCY Severn 3 AS	100.00	100.00	Lysaker	Norway
OCY Thelon AS	100.00	100.00	Lysaker	Norway
OS Installer AS	75.00	75.00	Lysaker	Norway
OCY Nelson 13	100.0	100.0	Lysaker	Norway
OCY Nelson 14	100.0	100.0	Lysaker	Norway

7.2 Issuer dependent upon other entities

All of the Issuer's investments are held in subsidiaries. As such there are no direct operating revenues in the Issuer, Ocean Yield ASA, is hence dependent on its subsidiaries for dividends or other contributions in servicing interest under the loan agreement.

8 Trend information

8.1 Statement of no material adverse change

There has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements. For further information, see clause 11.6 ("Significant change in the Group's financial or trading position").

8.2 Outlook

Outlook as per Quarterly Report Q3 2016

As of Q3 2016, Ocean Yield has taken delivery of 12 vessels and the company still has another 7 vessels with planned delivery during the fourth quarter. In addition, the Company expect to take delivery of another 2 vessels in 2017. The 7 vessels which will be delivered during the fourth quarter, together with full quarter earnings effect from those vessels delivered during the third quarter, will contribute to increased revenues in Q4 compared to Q3 2016.

The Company has good access to funding in the capital markets, proven by the USD 104.5 million equity raise completed during August and the NOK 750 million bond issue completed in September. Ocean Yield's cash position is strong and the Company is as such in a position to continue to make new investments in modern vessels on long term charter in order to build a substantially larger and even more diversified company. This will continue to strengthen the liquidity position and ability to grow the portfolio even further.

Ocean Yield expects to continue its dividend policy of paying attractive and increasing dividends to the shareholders.

9 Administrative, management and supervisory bodies

9.1 Information about persons

Board of directors

The table below set out the names of the board of directors of the Company:

Name	Position	Business address
Frank O. Reite	Chairman	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Kjell Inge Røkke	Director	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Anne-Christin Døvigén	Director	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Jens Ismar	Director	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Annicken Gann Kildahl	Director	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker

Frank O. Reite

Frank O. Reite (born 1970) first joined Aker in 1995, and became CFO in Aker ASA in August 2015. He holds a B.A. in business administration from Handelshøyskolen BI in Oslo. Mr. Reite came from the position of President & CEO of Akastor, and has previously held a variety of executive positions in the Aker group, including overseeing and developing Aker's investments in Convento Capital Fund AS, Havfisk ASA, Norway Seafoods AS and Aker Yards ASA. Mr. Reite also has experience from banking and served as Operating Director at Paine & Partners, a New York-based private equity firm. Mr. Reite is chairman of Havfisk ASA, Ocean Yield and of Akastor ASA.

Kjell Inge Røkke

Kjell Inge Røkke (born 1958), Aker ASA's main owner, has been a driving force in the development of Aker since the 1990s. Mr. Røkke launched his business career with the purchase of a 69-foot trawler in the United States in 1982, and gradually built a leading worldwide fisheries business. In 1996, the Røkke controlled company, RGI, purchased enough Aker shares to become Aker's largest shareholder, and later merged RGI with Aker. Mr. Røkke owns 67.8 percent of Aker ASA through The Resource Group TRG AS and subsidiaries which he co-owns with his wife. Mr. Røkke is currently chairman of Aker ASA, director of Aker Solutions, Kværner, Akastor and Det norske oljeselskap.

Anne-Christin Døvigén

Anne-Christin (born 1965) has extensive experience from the international investment banking industry and has held senior positions at JPMorgan, HSBC and Jefferies International. Mrs. Døvigén has throughout her professional career worked on a number of capital markets and other investment and corporate banking transactions within the maritime sector. She holds a Bachelor with Honours in Economics and Finance from Strathclyde University in Scotland.

Jens Ismar

Jens Ismar (born 1957) is the CEO of Western Bulk Chartering AS, a Norwegian dry bulk company with a commercially controlled fleet of over 150 vessels. Mr. Ismar has a long and diversified background from the shipping industry. Before joining Western Bulk in September 2008, he was with BW Gas as Director for the Chartering and Operations Division. He has also been employed by Inge Steensland AS, Stemoco Shipping AS and Lorentzen & Stemoco AS. Mr Ismar has a Bachelor of Business Administration from the Lund University in Sweden.

Annicken Gann Kildahl

Annicken Gann Kildahl (born 1968) is the CFO at Grieg Star, a Norwegian shipping company with one of the world's largest open hatch fleets. Mrs. Kildahl has held the position as CFO since 2003 after joining the Grieg Group in 2000. Mrs. Kildahl has extensive experience in corporate finance, asset management and international financing, primarily in relation to the shipping industry. She has previously held positions in the shipping department in Sparebanken NOR and the Torvald Klaveness Group. Mrs. Kildahl has a Master of Business and Economics from the Norwegian School of Management (BI) and is an authorised finance analyst (AFA) from the Norwegian School of Economics (NHH).

Management

The table below set out the names of the members of the Management of the Company:

Name	Position	Business address
Lars Solbakken	CEO	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Eirik Eide	CFO	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Axel Busch-Christensen	SVP Investments	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Marius Magelie	SVP IR & Finance	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Andreas Reklev	SVP Investments	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Kristine Kosi	Chief Accounting Officer	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker
Håvard Garseth	Managing Director – Aker Floating Production AS	Ocean Yield ASA, Oksenøyveien 10, 1366 Lysaker

Lars Solbakken

Mr. Solbakken (born 1957) has served as CEO of Ocean Yield since the inception in 2012. Before joining Ocean Yield, Mr. Solbakken served as CEO of Norwegian Car Carriers ASA from 2009 through March 2012. From 2006 to 2009 he served as CEO of Ship Finance Management AS and through that position, he also served as CEO of Ship Finance International Limited. In the period from 1997 through 2006, Mr. Solbakken was employed as General Manager of Fortis Bank in Norway and was also responsible for the bank's shipping and oil service activities in Scandinavia. From 1987 to 1997, Mr. Solbakken served in several positions in Nordea Bank (previously Christiania Bank). He was Senior Vice President and Deputy for the shipping and offshore and aviation group, head of equity issues and merger and acquisition activities and General Manager for the Seattle Branch. Prior to joining Nordea Bank, Mr. Solbakken worked five years in Wilh. Wilhelmsen ASA as Finance Manager. Mr. Solbakken has a Master of Science degree from the Norwegian School of Economics (NHH).

Eirik Eide

Mr. Eide (born 1970) has served as CFO of Ocean Yield since the inception in 2012. Before joining Ocean Yield, Mr. Eide served as CFO of Ship Finance Management AS, and through that position, he served as CFO of Ship Finance International Ltd. Mr. Eide has been working with shipping and finance for 18 years, with broad transaction and corporate experience. His employment background includes the position as Head of Shipping and Corporate Finance at Orkla Finans AS, Director Fortis Bank (Nederland) N.V., Oslo Branch and Senior Vice President, DnB NOR (Oslo and London). Mr. Eide has a Master of Science degree from the Norwegian School of Management (BI).

Axel Busch-Christensen

Mr. Busch Christensen (born 1983) serves as VP Investments, with responsibility for existing and new investments in the Company. Before joining Ocean Yield, Mr. Busch worked in McKinsey & Company as a consultant serving primarily the oil and gas industry. Prior to McKinsey Mr. Busch worked with M&A in Carnegie, a Nordic investment bank. Mr. Busch has a bachelor degree from the Norwegian School of Economics (NHH). Prior to his bachelor Mr. Busch attended the Petty Officer School of the Norwegian Royal Navy.

Marius Magelie

Mr. Magelie (born 1982) serves as Vice President, with main focus on Investor Relations. Before joining Ocean Yield, Mr. Magelie worked in the Nordic investment bank ABG Sundal Collier since 2008 as an equity analyst and later as partner, focusing on companies and sub-sectors within the shipping and cruise industry. Prior to ABGSC, Mr. Magelie worked with equity research in Kaupthing, a Nordic investment bank. Mr. Magelie has a Master of Science in Financial Economics from Norwegian School of Management (BI).

Andreas Reklev

Before joining Ocean Yield, Mr. Reklev was Chief Financial Officer in Team Tankers International, a chemical tanker company listed on the Oslo Stock Exchange. Prior to joining Team Tankers in 2012, Mr. Reklev held various positions in Camillo Eitzen & Co ASA, a diversified shipping company with activities mainly in bulk, gas, and chemical shipping. Mr. Reklev has a Bachelor of Science in Finance from Norwegian Business School.

Kristine Kosi

Before joining Ocean Yield, Ms. Kosi (born 1983) was Group Accounting Manager in Umoe AS, an investment company involved in industrial investments, shipping, food production and catering. Before that she worked as Senior Associate with PwC AS, working as an auditor. Ms. Kosi has a Master of Science degree from the Norwegian School of Management (BI) and is a Chartered Accountant.

Håvard Garseth

Mr. Håvard Garseth (born 1956) is Managing Director of Aker Floating Production. Previously he was the company's Senior Vice President and Operation Manager and Project Manager for the FPSO Dhirubhai-1. Prior to this he has held various positions in Vetco Aibel (2000 – 2006) most recently as Manager Projects and Services, in Technology and Products department. He has also worked in Shell International (Holland, Oman and

Djibouti) and Saga Petroleum in Norway. He is a graduate of the Norwegian institute of Technology (NTNU) in Trondheim and holds a Master Degree (Msc) in Petroleum Engineering.

Audit committee

Members of the Company's Audit Committee are as follow:

Annicken Gann Kildahl, Chairman (see description under Board of directors above)

Anne-Christin Døvigen, (see description under Board of directors above)

The Audit Committee's Mandate

The Audit Committee shall support the Board in its execution of its responsibility for oversight over the management and safeguarding of the company's resources. The Audit Committee shall review financial information that is reported to investors, regulatory bodies and other stakeholders and oversee the work of the external auditors and review their qualifications and independence.

The Audit Committee follows up internal control in connection with quarterly reviews of the Group's financial reporting. The chief financial officer, the Company's other relevant senior staff and representatives of the external auditor, attend the meetings of the Audit Committee.

The auditor shall annually present an audit plan to the Audit Committee and/or the Board. The auditor participates in the Audit Committee's review and discussion of the annual accounts and quarterly interim accounts. In these meetings, the Audit Committee is informed of the annual and quarterly accounts and issues of special interest to the auditor, including possible disagreements between the auditor and the management.

The Audit Committee shall annually arrange for a meeting with the auditor in which a report from the auditor dealing with the Company's accounting principles, risk management and internal control routines shall be reviewed. At least once a year a meeting shall be held between the auditor and the Audit Committee without the presence of representatives from the management.

The auditor shall annually confirm his independence in writing to the Audit Committee. The Board shall give an account to the general meeting of the auditor's fee, including details of the fee paid for audit work and any fees paid for other specific assignments.

9.2 Administrative, management and supervisory bodies conflicts of interest

Ocean Yield's largest shareholder is Aker Capital AS, with 66.2% of the shares. Aker Capital AS is a wholly-owned subsidiary of Aker ASA, and Aker ASA's main shareholder is TRG Holding AS, controlled by Kjell Inge Røkke and his family through The Resource Group AS (TRG AS). All companies controlled by Kjell Inge Røkke are considered as related parties for the Aker group, and thus related parties for Ocean Yield. In addition all subsidiaries and associated companies of Aker ASA are considered to be related parties for Ocean Yield ASA.

Other than the above, there are no potential conflicts of interest between any duties to the Company of the board of directors or the Company's management, and their private interests or other duties.

9.3 Statement of compliance

9 March 2016, the Board of Directors and the Company's Chief Executive Officer reviewed and approved the Board of Directors' report and the consolidated and separate annual financial statements of Ocean Yield ASA for the year ending and as of 31 December 2015.

Ocean Yield's consolidated financial statements have been prepared in accordance with IFRSs and IFRICs adopted by the EU as well as additional disclosure requirements in the Norwegian Accounting Act and as such are to be applied as per 31 December 2015. The separate financial statements of Ocean Yield ASA have been prepared in accordance with the Norwegian Accounting Act and Norwegian accounting standards as of 31st December 2015. The Board of Directors' report for the Group and the parent company meets with the requirements of the Norwegian Accounting Act and Norwegian accounting standard no. 16, as of 31 December 2015.

TO THE BEST OF THE BOARD'S KNOWLEDGE:

- The consolidated and separate annual financial statements for 2015 have been prepared in accordance with applicable accounting standards.
- The consolidated and separate annual financial statements give a true and fair view of the assets, liabilities, financial position and profit/loss as a whole per 31 December 2015 for the Group and for the parent company.
- The board of directors' report includes a true and fair review of the
 - development and performance of the business and the position of the Group and the parent company,
 - the principal risks and uncertainties the Group and the parent company may face,

Ocean Yield's corporate governance principles are in accordance with the Norwegian Accounting Act §3-3 letter b and are based on the Norwegian Code of Practice for Corporate Governance, dated 30 October 2014, available at www.nues.no. A presentation of Ocean Yield's compliance with the Code's recommendations follows herein. The presentation follows the same order of topics as the fifteen items in the Code. There is a great deal of concurrence between the recommendations and Ocean Yield's practice. Deviations from Code's recommendations are discussed under the relevant item in question.

Ocean Yield's corporate governance principles are determined by the Board of Directors and are set forth in the company's management documents. The purpose of Ocean Yield's corporate governance policy is to ensure an appropriate separation of roles and responsibilities among the company's owners, its Board of Directors, and its executive management and to make certain that the company's business activities are subject to satisfactory control. An appropriate separation of roles and satisfactory control should contribute to the greatest possible value creation over time, to the benefit of owners and other stakeholders.

A copy of the Corporate Governance statement can be found on the Company's web site, www.oceanyield.no

The Director's Responsibility Statement can be found in the Annual Report 2015 page 34.

10 Major shareholders

10.1 Ownership

As of 21 September 2016 the share capital of Ocean Yield ASA is amounted to NOK 1,482,114,320 divided into 148,211,432 shares at nominal value of NOK 10.00 each.

Below are list of the 20 largest shareholders of Ocean Yield ASA as of 12 September 2016.

The 20 largest shareholders as of 12 September 2016

Shareholders	%	Shares (mill)
AKER CAPITAL AS	66.3	98.24
J.P. MORGAN CHASE BANK N.A. LONDON	2.7	3.93
CITIBANK, N.A.	2.0	2.99
JP MORGAN CHASE BANK NA, LONDON	1.7	2.55
SEB STO, SFMA1	1.2	1.73
INVESCO PERP EUR SMALL COMP FD	1.1	1.56
FINMARINE AS	0.8	1.25
KLAIVENESS MARINE FINANCE AS	0.7	1.09
INVESCO PERP EUR OPPORTUN FUND	0.7	1.06
INVESCO FUNDS	0.6	0.92
SEB PRIME SOLUTIONS SISSENER CANOP	0.6	0.83
STATE STREET BANK AND TRUST CO.	0.5	0.71
O.N. SUNDE AS E	0.4	0.65
FIDELITY FUNDS-NORDIC FUND/SICAV	0.4	0.62
SKANDINAVISKA ENSKILDA BANKEN AB	0.4	0.60
NORDNET LIVSFORSIKRING AS	0.3	0.49
LANDKREDITT UTBYTTE	0.3	0.44
JACOBSEN FREDE WÆLGAARD	0.3	0.43
VERDIPAPIRFONDET KLP AKSJENORGE	0.3	0.42
THE BANK OF NEW YORK MELLON SA/NV	0.3	0.37
Other	18.4	27.33
Total	100.0	

1) Kjell Inge Røkke controls 67.8% of the shares in Aker ASA through his ownership of the TRG companies.

2) Finmarine AS is owned by the CEO Lars Solbakken.

Aker ASA owns approximately 66.3 % of the shares in Ocean Yield. Aker ASA is controlled by Mr. Kjell Inge Røkke, who controls 67.8 % of the shares in Aker ASA through the TRG companies. In addition to controls mentioned herein, Ocean Yield has adopted the corporate governance principles in accordance with the Norwegian Accounting Act §3-3 letter b which are based on the Norwegian Code of Practice for Corporate Governance, dated 23 October 2012 with changes dated 21 December 2012, available at www.nues.no. A presentation of Ocean Yield's compliance with the Code's recommendations is available on www.oceanyield.no. The presentation follows the same order of topics as the fifteen items in the Code. There is a great deal of concurrence between the recommendations and Ocean Yield's practice. Deviations from Code's recommendations are discussed under the relevant item in question.

10.2 Change in control of the Company

There are no arrangements, known to the Company, the operation of which may at a subsequent date result in a change in control of the Company.

11 Financial information concerning the issuer's assets and liabilities, financial position and profits and losses

11.1 Historical Financial Information

Ocean Yield ASA's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as approved by the European Union, their interpretations adopted by the International Accounting Standards Board (IASB) and the additional requirements of the Norwegian Accounting Act as of 31st December 2013.

The Group's accounting policies are shown in Annual Report 2015, pages 50-56, note 3 (under Consolidated Financial Statements).

The separate financial statements for Ocean Yield ASA have been prepared in accordance with Norwegian legislations and Norwegian generally accepted accounting principles.

Ocean Yield ASA's accounting policies are shown in Annual Report 2015, page 111-112, note 1.

According to the Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council, information in a prospectus may be incorporated by reference.

Because of the complexity in the historical financial information and financial statements this information is incorporated by reference.

Reference is made to the [Annual Report 2015](#), the [Annual Report 2014](#), the Quarterly Report 3Q 2016, the [Quarterly Report 2Q 2016](#) and the [Quarterly Report 1Q 2016](#).

The quarterly Reports in 2016 are unaudited.

Please see Cross Reference List page 36 for complete internet addresses.

	Annual Report		Quarterly Report	Quarterly Report	Quarterly Report
	2015	2014	3 Q 2016*	2 Q 2016	1 Q 2016
Ocean Yield Consolidated ASA					
Consolidated income statements and total comprehensive income	44	42	10-11	10-11	9-10
Balance Sheet at 31 December	45	43	12	12	11
Consolidated statements of cash flow	47	45	14	14	13
Notes to the consolidated financial statements	48-104	46-99	15-21	15-20	14-19
Ocean Yield ASA					
Statements of income	108	102			
Balance Sheet at 31 December	109	103			
Statements of cash flow	110	104			
Notes to the financial statements	111-127	105-118			

* including comparative consolidated figures for 3Q 2015

11.2 Financial statements

See section 11.1 Historical Financial Information.

11.3 Auditing of historical annual financial information

11.3.1 Statement of audited historical financial information

The financial information for 2015 and 2014 has been audited.

A statement of audited historical financial information for the Company is given in [Annual Report 2015](#) the pages 128-129 and the [Annual Report 2014](#) page 120-121.

11.4 Age of latest financial information

11.4.1 Last year of audited financial information

The last year of audited financial information is 2015.

11.5 Legal and arbitration proceedings

Ocean Yield ASA is not aware of any ongoing, pending or threatened governmental, legal or arbitration proceedings during the previous 12 months that may have or have had in the recent past a significant effect on the Company and/or the Group's financial position or profitability.

11.6 Significant change in the Group's financial or trading position

There has been no significant change in the financial or trading position of the Group since the end of the last financial period for which annual and interim financial information has been published.

Please also refer to Section 8.

12 Material contracts

Neither the Group nor any member of the Group has entered into any material contracts outside the ordinary course of business for the two years prior to the date of this Prospectus. Further, the Group has not entered into any other contract outside the ordinary course of business which contains any provision under which any member of the Group has any obligation or entitlement.

13 Documents on display

The following documents (or copies thereof) may be inspected for the life of the Registration document at the headquarter of the Company, Oksenøyveien 10, 1366 Lysaker

- (a) the Memorandum of Association and Bye-laws of the Company;
- (b) all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Company's request any part of which is included or referred to in the Registration Document;
- (c) the historical financial information of the Company and its subsidiary undertakings for each of the two financial years preceding the publication of the Registration Document.

Cross Reference List

Reference in Registration Document	Refers to	Details
12.1 Historical Financial Information	Annual Report 2015, available at https://www.oceanyield.no/content/download/1187/13939/version/1/file/Ocean%20Yield%20Annual%20Report%202015.pdf	Consolidated income statements and total Comprehensive income, page 44 Consolidated Balance Sheet per 31 December, page 45 Consolidated statements of cash flow, page 47 Notes to the consolidated financial statements, pages 48-104 Statements of income, page 108 Balance Sheet per 31 December, page 109 Statements of cash flow, page 110 Notes to the financial statements, pages 111-127
	Annual Report 2014, available at https://www.oceanyield.no/content/download/920/10179/version/3/file/Annual%20Report_2014.pdf	Consolidated income statements and total Comprehensive income, page 42 Consolidated Balance Sheet per 31 December, page 43 Consolidated statements of cash flow, page 45 Notes to the consolidated financial statements, pages 46-99 Statements of income, page 102 Statements of financial position, page 103 Statements of cash flow, page 104 Notes to the financial statements, pages 105-118
	Quarterly Report 3Q 2016, available at https://www.oceanyield.no/content/download/1285/15033/version/3/file/Ocean%20Yield%20Q3%202016%20Financial%20Report.pdf	Consolidated income statements and total Comprehensive income, pages 10-11 Consolidated Balance Sheet per 31 December, page 12 Consolidated statements of cash flow, page 14 Notes to the consolidated financial statements, pages 15-21
	Quarterly Report 2Q 2016, available at https://www.oceanyield.no/content/download/1230/14504/version/2/file/Ocean%20Yield%20Q2%202016%20Financial%20Report.pdf	Consolidated income statements and total Comprehensive income, page 10-11 Consolidated Balance Sheet per 31 December, page 12 Consolidated statements of cash flow, page 14 Notes to the consolidated financial statements, pages 15-20
	Quarterly Report 1Q 2016, available at https://www.oceanyield.no/content/download/1207/14217/version/2/file/Q1%202016%20Financial%20Report.pdf	Consolidated income statements and total Comprehensive income, pages 9-10 Consolidated Balance Sheet per 31 December, page 11 Consolidated statements of cash flow, page 13 Notes to the consolidated financial statements, pages 14-19
12.3.1 Statement of audited historical financial information	Annual Report 2015, available at https://www.oceanyield.no/content/download/1187/13939/version/1/file/Ocean%20Yield%20Annual%20Report%202015.pdf	Auditors report, pages 128-129
	Annual Report 2014, available at https://www.oceanyield.no/content/download/920/10179/version/3/file/Annual%20Report_2014.pdf	Auditors report, pages 120-121

Joint Lead Managers' disclaimer

Danske Bank Markets, DNB Bank ASA, DNB Markets, Nordea Bank Norge ASA, Nordea Markets, Pareto Securities AS and Skandinaviska Enskilda Banken AB (publ) (together the "Joint Lead Managers") have assisted the Company in preparing this Registration Document. The Joint Lead Managers have not verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and the Joint Lead Managers expressly disclaim any legal or financial liability as to the accuracy or completeness of the information contained in this Registration Document or any other information supplied in connection with bonds issued by Ocean Yield ASA or their distribution. The statements made in this paragraph are without prejudice to the responsibility of the Company. Each person receiving this Registration Document acknowledges that such person has not relied on the Joint Lead Managers or on any person affiliated with it in connection with its investigation of the accuracy of such information or its investment decision.

Confidentiality rules and internal rules restricting the exchange of information between different parts of the Joint Lead Managers may prevent employees of the Joint Lead Managers who are preparing this Registration Document from utilizing or being aware of information available to the Joint Lead Managers and/or affiliated companies and which may be relevant to the recipient's decisions.

Oslo (Norway), 30 November 2016

DANSKE BANK MARKETS

DNB BANK ASA, DNB MARKETS

NORDEA BANK NORGE ASA, NORDEA MARKETS

PARETO SECURITIES AS

SKANDINAVISKA ENSKILDA BANKEN AB

Ocean Yield ASA Memorandum of Association

VEDTEKTER FOR OCEAN YIELD ASA

(Sist endret 31. august 2016)

§ 1 Firma og selskapsform

Selskapets navn er Ocean Yield ASA. Selskapet er et allmennaksjeselskap.

§ 2 Forretningssted

Selskapets forretningskontor er i Bærum kommune.

§ 3 Formål

Selskapets formål er knyttet til kjøp-, salg-, og utleievirksomhet av marine installasjoner, herunder skip, rigger og andre flytende offshore installasjoner samt virksomhet i forbindelse med dette, inkludert drift av overnevnte.

§ 4 Aksjekapital

Selskapets aksjekapital er NOK 1 482 114 320 fordelt på 148 211 432 aksjer, hver pålydende NOK 10. Selskapets aksjer skal være registrert i Verdipapirsentralen.

§ 5 Styre

Selskapets styre skal ha tre til syv medlemmer.

§ 6 Valgkomité

Selskapet skal ha en valgkomité som består av minst to medlemmer som velges av generalforsamlingen. Medlemmene velges for en periode på to år. Generalforsamlingen fastsetter godtgjørelsen til valgkomiteen. Valgkomiteen foreslår kandidater til styre og valgkomiteen og honorarer for medlemmene av disse organer. Generalforsamlingen kan vedta instruks for valgkomiteens arbeid.

§ 7 Signatur

Selskapets signatur innehas av styreleder alene eller ett styremedlem sammen med daglig leder i fellesskap.

§ 8 Generalforsamling

Selskapets generalforsamling skal innkalles ved skriftlig henvendelse til alle aksjonærer med kjent adresse.

Når dokumenter som gjelder saker som skal behandles på generalforsamlingen, er gjort tilgjengelige for aksjeeierne på selskapets internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjeeierne. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen

til generalforsamlingen. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

Selskapet kan i innkallingen angi en frist for påmelding som ikke må utløpe tidligere enn fem dager før generalforsamlingen.

Styret kan bestemme at aksjonærene skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. For slik stemmegivning skal det benyttes en betryggende metode for å autentisere avsenderen.

På den ordinære generalforsamlingen skal følgende saker behandles og avgjøres:

- (a) Godkjennelse av årsregnskapet og årsberetningen, herunder utdeling av utbytte;
- (b) Styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte etter allmennaksjeloven § 6-16a; og
- (c) Andre saker som etter loven eller vedtektene hører under generalforsamlingen.

Generalforsamlingen kan avholdes i Oslo.