Pareto Securities Corporate Finance



Blå bioøkonomi 28 januar 2016

"Hvor uendelig er potensialet – et blikk fra investorene?"

- Petter Dragesund, Partner Pareto Securities Corporate Finance

Global presence, investor reach and placing power

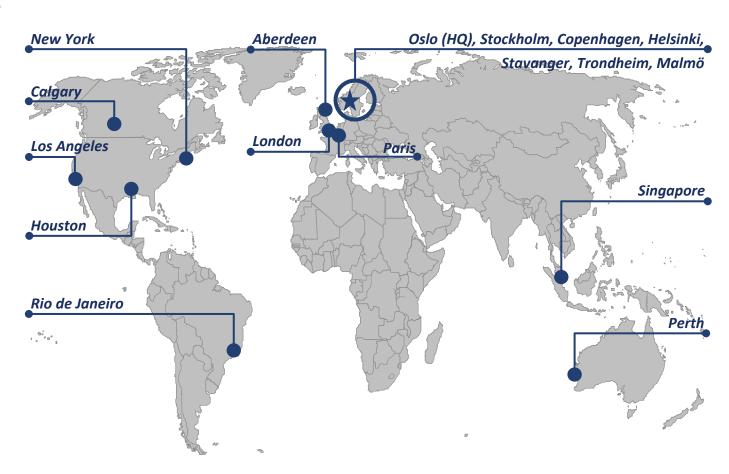
Advising clients globally in equity and debt capital markets, M&A and financial restructuring

Global client base across our core industries

Global placing power with majority of capital raised from investors based in US, UK, Continental Europe and Asia

- Hedge funds
- Credit funds
- Mutual funds
- Emerging market funds
- Special situation funds
- Distressed capital funds
- Industrials
- Proprietary trading desks
- Family offices
- Private wealth

Pareto's global investor base also includes investors who are specialized within our core segments, and that other investment banks do not serve



Pareto is the leading advisor for the seafood industry

Selected seafood clients by year







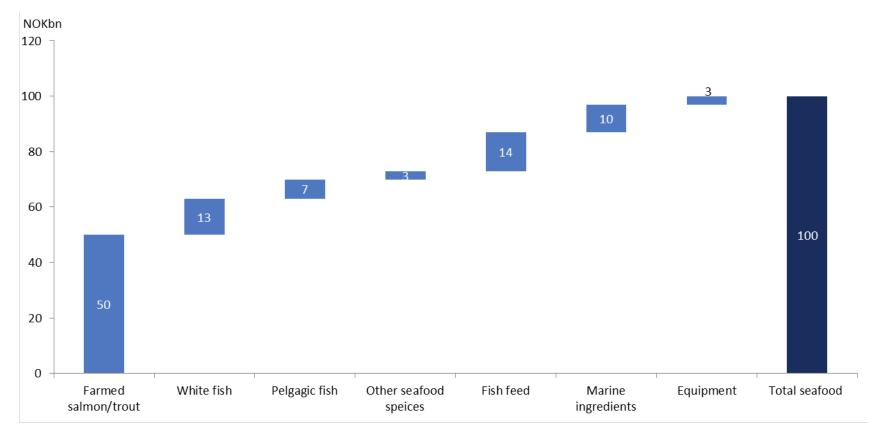






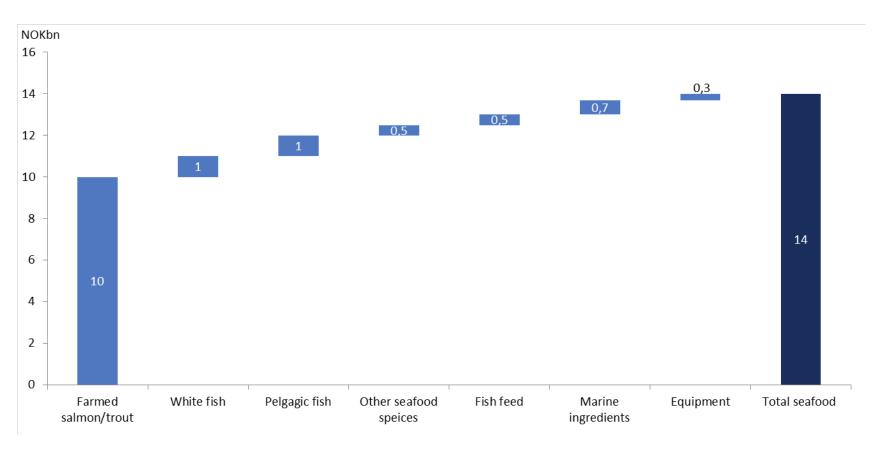


Total revenue in the Norwegian seafood industry 2015 (est) Salmon farming still the most important sector



Source: Pareto Securities

Total EBIT by segments 2015(est)



Source: Pareto Securities

Seafood stocks on Oslo Børs

Increasing importance for the investor community

Oslo Børs 2010

Oslo Børs Jan. 2016

| 2 | Statoil Norsk Hydro Felenor OnB NOR Orkla Yara International Aker Kværner Aker A-aksjer Norske Skogindustrier | 339,386 179,455 113,060 96,255 58,216 30,923 22,810 22,726 | 24.2 12.8 8.0 6.8 4.1 2.2 |
|---|---|---|--|
| 3 7 4 [5 (6 \ 7 \ 8 \ 8 \ 9 \ 1 | Felenor OnB NOR Orkla Yara International Aker Kværner Aker A-aksjer | 113,060 96,255 58,216 30,923 22,810 | 8.0 6.8 4.1 2.2 |
| 4 [5 (6) 7 <i>A</i> 8 <i>A</i> 9 f | OnB NOR Orkla Yara International Aker Kværner Aker A-aksjer | 96,255 58,216 30,923 22,810 | 6.8 4.1 2.2 |
| 5 (6) 7 <i>A</i> 8 <i>A</i> 9 I | Orkla Yara International Aker Kværner Aker A-aksjer | 58,216 30,923 22,810 | 4.1 2.2 |
| 6 \ 7 \ 8 \ 9 \ | Yara International Aker Kværner Aker A-aksjer | 30,923 22,810 | 2.2 |
| 7 <i>A</i> 8 <i>A</i> 9 1 | Aker Kværner Aker A-aksjer | 22,810 | |
| 8 <i>8</i> 1 9 | Aker A-aksjer | • | 1.6 |
| 9 1 | • | 22 726 | 1.0 |
| | Norska Skogindustriar | 22,720 | 1.6 |
| 10 F | vorske skogindustrier | 20,372 | 1.4 |
| | Royal Caribbean Cruises | 18,144 | 1.2 |
| 11 9 | Stolt Offshore | 15,132 | 1.0 |
| 12 9 | Storebrand | 15,059 | 1.0 |
| 13 F | Fred. Olsen Energy | 14,864 | 1.0 |
| 14 9 | Stolt-Nielsen, | 14,693 | 1.0 |
| 15 9 | Schibsted | 13,919 | 0.9 |
| 40 (| Cermaq | 5,064 | 0.3 |
| 60 I | Pan Fish | 2,891 | 0.2 |
| 61 l | Lerøy Seafood Group | 2,875 | 0.2 |
| 65 I | Fjord Seafood | 2,625 | 0.1 |
| 78 / | Aker Seafoods | 2,092 | 0.1 |
| 166 I | Domstein | 381 | 0.0 |

| | Campany | Mcap (NOKm) | % of total | | | |
|-----|-------------------------|-------------|------------|--|--|--|
| 1 | Company | 441,946 | % or total | | | |
| | Statoil | • | | | | |
| 2 | Telenor | 157,168 | 8.68 | | | |
| 3 | DnB NOR | 133,399 | 7.37 | | | |
| 4 | Yara International | 97,481 | 5.39 | | | |
| 5 | Seadrill | 87,550 | 4.84 | | | |
| 6 | Norsk Hydro | 69,078 3. | | | | |
| 7 | Royal Caribbean Cruises | 58,709 3. | | | | |
| 8 | Orkla | 58,340 3. | | | | |
| 9 | Gjensidige Forsikring | 29,250 | 1.62 | | | |
| 10 | Acergy | 27,878 | 1.54 | | | |
| 11 | Aker Solutions | 27,194 | 1.50 | | | |
| 12 | Subsea 7 | 22,442 | 1.24 | | | |
| 13 | Marine Harvest | 22,057 | 1.22 | | | |
| 14 | Petroleum Geo-Services | 19,787 | 1.09 | | | |
| 15 | Storebrand | 19,639 | 1.09 | | | |
| | | | | | | |
| 24 | Lerøy Seafood Group | 10,834 | 0.60 | | | |
| 27 | Austevoll Seafood | 10,055 | 0.56 | | | |
| 33 | Cermaq | 8,325 | 0.46 | | | |
| 40 | SalMar | 6,334 | 0.35 | | | |
| 66 | Morpol | 3,612 | 0.20 | | | |
| 71 | Copeinca | 3,261 | 0.18 | | | |
| 78 | Bakkafrost | 2,418 | 0.13 | | | |
| 81 | Grieg Seafood | 2,088 | 0.12 | | | |
| 127 | Aker Seafoods | 769 | 0.04 | | | |
| 131 | Norway Pelagic | 687 | 0.04 | | | |
| 156 | Sølvtrans Holding | 370 | | | | |
| 168 | AKVA Group | 277 | 0.02 | | | |
| 185 | Domstein | 130 | 0.01 | | | |
| 194 | Codfarmers | 91 | 0.01 | | | |
| | | J. | 0.01 | | | |
| | Total Conford | 71 200 | 2.04 | | | |
| | Total Seafood | 71,308 | 3.94 | | | |

| | Company | Mcap (NOKm) | % of total |
|-----|------------------------|-------------|------------|
| 1 | Statoil | 341,823 | 20.65 |
| 2 | Telenor | 216,961 | 13.11 |
| 3 | DNB | 159,052 | 9.61 |
| 4 | Yara | 92,621 | 5.60 |
| 5 | Orkla | 70,153 | 4.24 |
| 6 | Gjensidge Forsikring | 67,100 | 4.05 |
| 7 | Norsk Hydro | 59,815 | 3.61 |
| 8 | Marine Harvest | 52,660 | 3.18 |
| 9 | Schibsted | 29,701 | 1.79 |
| 10 | Salmar | 18,581 | 1.12 |
| 11 | Lerøy Seafood | 17,956 | 1.08 |
| 12 | Kongsberg Gruppen | 16,140 | 0.98 |
| 13 | Subsea 7 | 15,573 | 0.94 |
| 14 | Frontline | 14,865 | 0.90 |
| 15 | Storebrand | 14,343 | 0.87 |
| 17 | Bakkafrost | 13,514 | 0.82 |
| 24 | Austevoll Seafood | 11,149 | 0.67 |
| 57 | Norway Royal Salmon | 3,453 | 0.21 |
| 61 | Grieg Seafood | 3,149 | 0.19 |
| 68 | Havfisk | 2,353 | 0.14 |
| 87 | Sino Agro Foods | 1,409 | 0.09 |
| 93 | AKVA Group | 1,237 | 0.07 |
| 108 | The Scottish Salmon Co | 890 | 0.05 |
| 113 | NTS | 759 | 0.05 |
| 159 | Hofseth BioCare | 322 | 0.02 |
| | | | |
| | | | |
| | | | |
| | | | |
| | Total seafood | 127,432 | 7.70 |

Leading companies are being picked up by int'l giants

Often at a considerable valuation premium



- NOK 850m
- ▶ 9x EBITDA







- NOK 11,100m (USD 1.75bn)
- ▶ 11x EBITDA



- NOK 205-235m
- ▶ 17-19x EBITDA



- NOK 4,854m
- ▶ 7.7x EBITDA



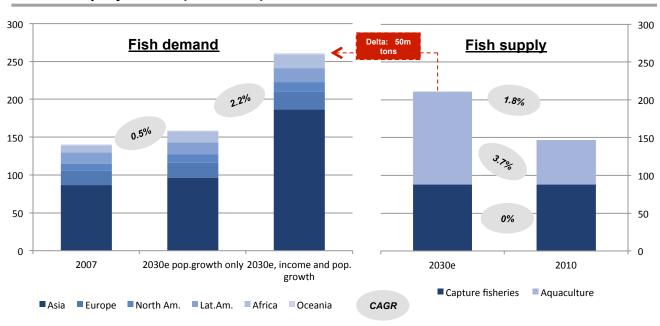
- **EUR 1,350m (NOK 12,700m)**
- ▶ 17x EBITDA



- ▶ USD 765m (NOK 6,500m)
- ▶ 10x sales! 42x EBITDA

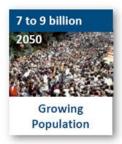
Why Pareto is focusing on this industry . . .

2030 FAO projections (mill. tons)



- Increasing world demand will require more seafood supply
- However, the seafood sector is small in the financial markets.
 Hence competence and insights is much needed by investment banks in order to bring capital to the seafood sector and companies
- Pareto is playing a key role in making new and existing initiatives materialise

Demographics support higher demand for proteins



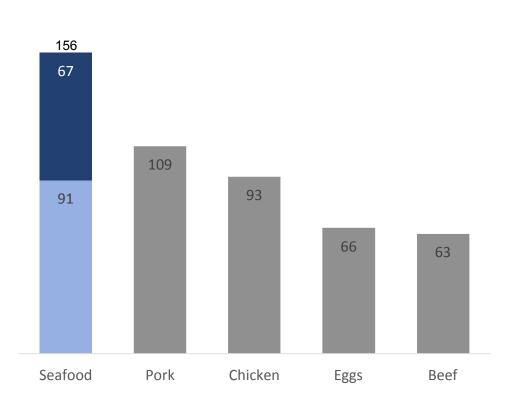




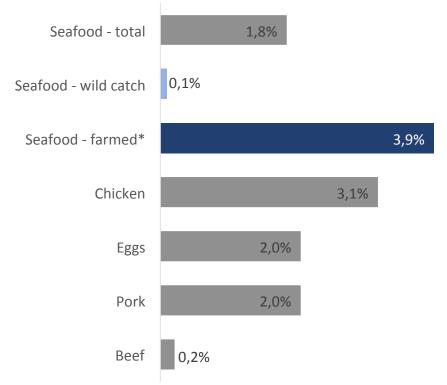


The largest and fastest growing* protein source

Global protein supply (2012 mill MT)

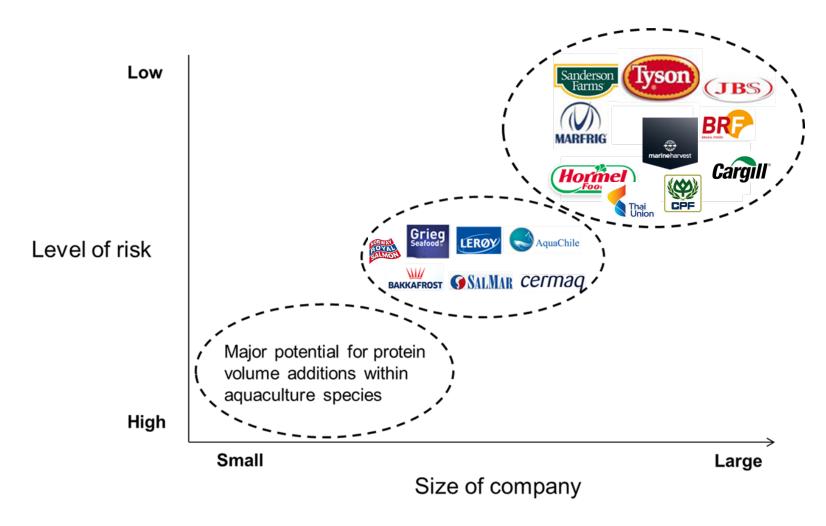


Projected growth of protein supply (2013-2020)



Seafood is still a small industry compared to the mature and integrated meat protein industry

Marine Harvest is the only salmon farmer that can be compared to large proteins co's in terms of size & risk level



The early mover – did he really see this coming . . . ?

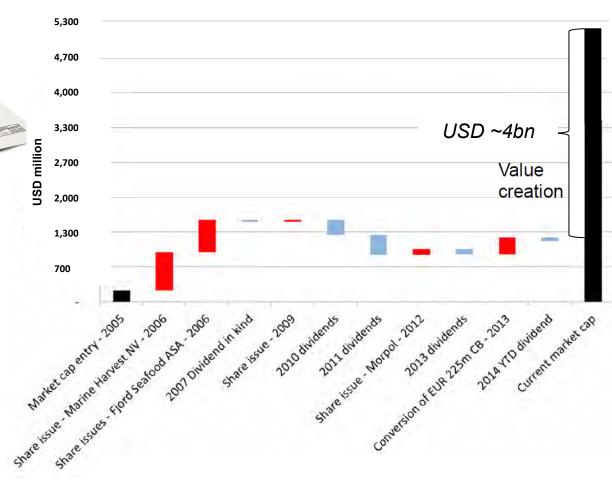
Mr. Fredriksen's "harvest story"



Lessons learned (quote from Fredriksen):

- SIZE creates flexibility to serve our large customers better
- SIZE reduces risk
- SIZE gives some purchasing power
- SIZE and a strong VAP division creates flexibility

Marine Harvest value creation history with Mr. Fredriksen

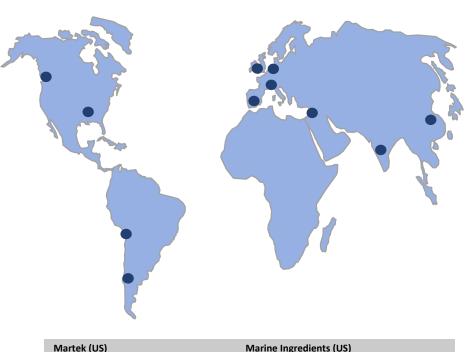


Norwegian and international marine ingredients focus

Norway – several marine ingredients clusters

BioPrawn Maritex Akva-Ren Sigmarine ArcticZymes **Nordlaks** Calanus Algea CLAR Axellus Den. OliVita **Aquarius** Marealis **AYANDA Cognis Scandinavia** Eximo ConTra **Biokraft** ScanBio Napro Pharma **Berg Lipidtech** Firmenich Biørge **Pharma Marin** Polargodt Algea G.C. Rieber Oils Hydral **Fortuna Oils Vital Seafood Hofseth Biocare EPAX** Axellus **Fjordlaks** Hordafor Seagarden Rieber & Søn Biomega Agua Bio Tech. **FMC Biopolymer MHG Ingredients** Primex BioChem. **Nutrimar** +++ Pronova Biopharma **Aker Biomarine** Regenetics Omegatri **Eco Marine Marine Bioenergy**

International – global presence



Neptune Technologies (US) OmegaBrite (UK) Solutex (Spain) Copalis (Switzerland) Copeinca (Peru) Diamante (Peru) Hayduk (Peru) Smit & Zoon (Netherlands) NCPC (China) Cellana (US)

Algaeon (US)

TripleNine Fish Protein (Denmark) +++

Marine Ingredients (US)

Ocean Nutrition Canada (Canada)

Croda International (UK)

Firmenich (Switzerland)

LYSI HF (Iceland)

TASA (Peru)

Austral (Peru) Exalmar (Peru)

Oniactive (India)

ZMC (China)

Ternion Bio Industries (US)

Alga Technologies (Israel)

9.0 NOK/EUR

From NOK 10 per kg to 1100 per kg final product

Procuction process and contribution margin - example for Romega 30 Premium (approximately 80% of revenues)









| _ | | | |
|------|---------|-----------|---------|
| Durc | haca of | raw ma | tariale |
| ruic | Hase OI | Tavv IIIa | terrais |

quality bi-product, and sold separately.

Purchase of frozen Norwegian spring sprawging roe from Norway Pelagic. When processed the roe contains 70% water/liquid and 30% solid matter. Of the solid matter a fraction of 13% provides the basis for Romega products 75% protein and 12% waste. The protein represents a high-

| Cost per kg frozen roe | 9,5 NOK/kg |
|---|--------------|
| Romega base yield (@ 65% phospholipic | 3,9 % |
| Implied Romega 30% yield *) | 8,5 % |
| Required roe volume per kg Romega 30 | 11,8 kg |
| Gross roe cost per kg Romega 30 product | 112,4 NOK/kg |

| Protein yield (75% of 30%) | 22,5 % |
|---------------------------------------|------------|
| Protein volume per kg Romega 30 produ | 2,7 kg |
| Protein sales price **) | 7,0 EUR/kg |
| Protein value net of drying cost ***) | 16,6 EUR |
| 1 | 149,1 NOK |

Purchase of fish oil for mix-in 230 NOK/L Qty. fish oil per kg endr product 0,5 I/kg Cost of fish oil per kg end product 115 NOK/kg

78 NOK/kg

Raw material cost per kg end product (raw material cost is net of sales price for protein as calculated above)

Transportation & logistics

Transportation to

Barcelona, Spain

Average cost of

46 NOK/kg

(per kg end product)

Processing and packaging

Processing at Naturex plan in Spain, includes; unfreezing, ethanol extraction, inclusion of fish oil, and packaging. Separation and drying of protein which is sold separately.

"All in" processing cost per kg of end product

Production cost charged in 2014 = 56,14 EUR/Kg This was recvently increased to 62 EUR/kg, however, AN expect this to be reduced by 15% as volume increases from 2Q 2015.

56 EUR/Kg

Longer term, the processing cost can potentially be reduced to 45 EUR/kg by changing to alternative provider of processing services, and longer term to 35 EUR/kg by investing in own facilities (possible at increased future volumes)

Sales and distribution

Assumed NOK/EUR

| | | 5,5, 25. |
|---------------------------|---|-------------|
| Average price | ſ | 125 EUR/kg |
| (based on 120 EUR/KG | 1 | 1125 NOK/kg |
| for distributors and 135 | | |
| FUR/KG for end customers) | | |

COGS/kg (NOK) 628 NOK/kg

Contribution margin 497 NOK/kg

A potential reduction in production cost to EUR 45/kg will increase nominal contribution margin with 99 NOK/kg Representing a profitability incease of 20%

^{*)} The base yield represents 65% phospholipid consentration. The Romega 30 product contains 30% phospolipid, and is based on a mix-in of fish oil in order to arrive at a 30% phospholipid content. Therefore the Romga 30 yield is adjusted to a 30% equivalent in this calculation - adjustment factor = [gross yield * (65%/30%)]. **) Actual prices in the range 5,8 - 12,5. ***) drying cost at 7 NOK/KG

Summary - the future of seafood and bio marine industries

The bio marine and seafood industries has grown tremendously over the past decade and now represents a NOK 100bn industry with high importance for Norway

The underlying drivers for are very promising with favourable regulation, health-oriented consumers, technological advancements and growing seafood supply

Strong investor interest and M&A activity at high valuations demonstrates clear investor interest

Important to build companies across all sub-sectors that can deliver unique product/process with scalability

Contact details and disclaimer

| Oslo (Norway) Pareto Securities AS Dronning Mauds gate 3 PO Box 1411 Vika N-0115 Oslo NORWAY | Stavanger (Norway) Pareto Securities AS Haakon VIIs gate 8 PO Box 163 N-4001 Stavanger NORWAY | Bergen (Norway) Pareto Securities AS Olav Kyrres gate 22 PO Box 933 N-5808 Bergen NORWAY | Stockholm (Sweden) Pareto Securities AB Berzelii Park 9 PO Box 7415 S-103 91 Stockholm SWEDEN | Malmö (Sweden) Pareto Securities AB Stortorget 13 S-211 22 Malmö SWEDEN | Copenhagen (Denmark) Pareto Securities AS Langebrogade 5 DK-1411 Copenhagen K DENMARK | Helsinki (Finland) Pareto Securities Oy Aleksanterinkatu 44, 6 th floor FI-00100 Helsinki FINLAND | London (UK) Pareto Securities Ltd 8 Angel Court London EC2R 7HJ UNITED KINGDOM |
|--|---|--|---|---|--|--|---|
| Tel: +47 22 87 87 00 Fax: +47 22 87 87 10 | Tel: +47 51 83 63 00 Fax: +47 51 83 63 51 | Tel: +47 55 55 15 00 Fax: +47 55 55 15 50 | Tel: +46 8 402 50 00 Fax: +46 8 20 00 75 | Tel: +46 40 750 20 Fax: +46 40 750 30 | Tel: +45 88 51 00 61 Fax: +45 88 51 00 01 | Tel: +358 9 8866 6000 Fax: +358 9 8866 6060 | Tel: +44 20 7016-9540 |
| Aberdeen (UK) Pareto Securities Ltd. 46 Carden Place Aberdeen AB10 1UP UNITED KINGDOM | New York (US) Pareto Securities Inc. 150 East 52 nd Street, 29 th floor New York NY 10022 USA | Houston (US) Pareto Securities Inc. One Riverway, Suite 1704 Houston TX 77056 USA | Los Angeles (US) Pareto Securities Inc. 9465 Wilshire Blvd, Suite 300 Bevery Hills CA-90212 USA | Calgary (Canada) Pareto Securities AS 144-4 Avenue SW, Suite 2600 Calgary CA-T2P 3N4 CANADA | Rio de Janeiro (Brazil) Pareto Securities Ltda Av. Presidente Wilson 231, 9° andar Rio de Janeiro, RJ 20030-021 BRAZIL | Singapore Pareto Securities Pte Ltd 16 Collyer Quay #27-02 Hitachi Tower Singapore 049318 SINGAPORE | Perth (Australia) Pareto Securities Pty Ltd Level 24 Allendale Square 77 St Georges Terrace WA 6000 AUSTRALIA |
| Tel: +44 1224 637099 | Tel: +1 212 829-4200 Fax: +1 212 829-4201 | Tel: +1 713 840-6304 Fax: +1 713 622-1937 | Tel: +14242844085 | Tel: +1 403 398 2177 | Tel: +55 21 3578-5620 Fax: +55 21 3578-5599 | Tel: +65 6408 9800 Fax: +65 6408 9819 | Tel: +61 8 6141 3367 |

www.paretosec.com | Bloomberg: PASE (go) | Reuters: PARETO

Disclaimer

These materials have been prepared by Pareto Securities AS and/or its affiliates (together "Pareto") exclusively for the benefit and internal use of the client named on the cover in order to indicate, on a preliminary basis, the feasibility of one or more potential transactions. The materials may not be used for any other purpose and may not be copied or disclosed, in whole or in part, to any third party without the prior written consent of Pareto.

The materials contain information which has been sourced from third parties, without independent verification. The information reflects prevailing conditions and Pareto's views as of the date of hereof, and may be subject to corrections and change at any time without notice. Pareto does not intend to, and the delivery of these materials shall not create any implication that Pareto assumes any obligation to, update or correct the materials.

Pareto, its directors and employees or clients may have or have had positions in securities or other financial instruments referred to herein, and may at any time make purchases/sales of such securities or other financial instruments without notice. Pareto may have or have had or assume relationship(s) with or engagement(s) for or related to the relevant companies or matters referred to herein.

The materials are not intended to be and should not replace or be construed as legal, tax, accounting or investment advice or a recommendation. No investment, divestment or other financial decisions or actions should be based solely on the material, and no representations or warranties are made as to the accuracy, correctness, reliability or completeness of the material or its contents. Neither Pareto, nor any of its affiliates, directors and employees accept any liability relating to or resulting from the reliance upon or the use of all or parts of the materials.