

SIEM SHIPPING INC. – Resolution to delist the company's shares from Oslo Børs

1. Introduction

In a letter dated 24 August 2016, the law firm Wiersholm AS acting on behalf of Siem Shipping Inc. (the "Company") applied for the Company's shares to be delisted from Oslo Børs. The application was based on a resolution approved by the Company's annual general meeting held on 6 May 2016, at which the meeting approved a resolution with the support of 83.5% of the votes cast to authorise the Company's management to apply for delisting from Oslo Børs.

The Company has been listed on Oslo Børs since April 2001, initially under the name Swan Reefers Inc. The Company changed its name to Star Reefers Inc. in September 2001, and in 2012 it changed its name to Siem Shipping Inc. The Company is not listed on any marketplace other than Oslo Børs. The Company, which trades under the Star Reefers name, is one of the world's leading global owners and operators of refrigerated cargo vessels ("reefers"), with a fleet of 30 vessels representing total capacity of 17 million cubic feet for the transport of fruit and perishable foodstuffs. In 2015 the Company decided to extend its focus to vehicle transportation, and it will take delivery of two vessels for transporting cars and trucks in the second half of 2017. The Company is registered in the Cayman Islands, and reports annual revenue of around USD 200 million.

2. Background

In its application the Company put forward the following main reasons for its decision to apply for its shares to be delisted:

- The Company no longer satisfies the spread requirements for listed companies on Oslo Børs.
- The Company believes that the current shareholder structure together with the low liquidity in its shares makes it no longer suitable for listing on Oslo Børs.

Comments by the management of Oslo Børs on the sequence of events prior to the Company's application for delisting:

- 09.12.2014: The Company announces that the board of directors has approved a voluntary buyback offer for its shares at a price of NOK 60 per share subject to a maximum of USD 5 million.
- 22.01.2016:
 - o The Company announces that its board of directors has unanimously recommended that the Company's shareholders should vote on a resolution for its shares to be delisted from Oslo Børs at the annual general meeting to be held on 6 May 2016.
 - Rationale: Increased competition from the container companies has impacted the traditional specialised reefer markets and the Company is the last remaining publicly-listed reefer company. Since 1 January 2015, more than a year ago, just over 20,000 shares in the Company have been traded, equivalent to about 80 shares per day on the approximate 270 trading days during this period. There was trading activity on only 49 days.

- The Company announces that its board of directors has resolved that the Company should make a voluntary buy-back offer subject to a maximum of 1,708,907 shares at a price of NOK 60 per share. Siem Industries Inc., which owns 7,409,498 shares in the Company, announced that it would not tender any of its shares in the voluntary buy-back offer.
- 01.02.2016: The Company launches the buyback offer, ref. Announcement of 22.01.2016
- 10.03.2016 and 17.03.2016: The Company announces that it has purchased 112,053 shares through the buy-back offer, and the shares will be cancelled with effect from 31.03.2016. Following this cancellation, the total number of shares will be 9,006,352.
- 11.03.2016: The Company announces that Kristian Eidesvik has resigned from the Company's board of directors.
- 06.05.2016: The Company's annual general meeting considers the proposal for its shares to be delisted from Oslo Børs. A resolution to give the Company's management authority to apply for delisting of the Company's shares from Oslo Børs is approved by 83.5% of the votes cast. Carsten Plougmann Andersen is elected as a new member of the board of directors, and Kristian Siem is re-elected as the chair of the board of directors.
- 26.05.2016 and 20.06.2016: A group of minority shareholders, representing 16.3% of the Company's shares, proposes that James Marnix Van Overklift should be appointed as a new member of the board of directors, but this proposal is rejected at an extraordinary general meeting, with 83.5% of votes against the proposal and 16.5% in favour.

3. Further information on the outcome of the annual general meeting

The Company has provided the following information:

On 6 May 2016 the annual general meeting of the Company resolved to apply for a delisting of the Company's shares from Oslo Børs. The resolution related to the delisting was passed by the annual general meeting with 83.5% of the votes cast.

A total of 8,909,627 shares, or approximately 98.9% of the total 9,006,352 shares entitled to vote, were present in person or by proxy at the Company's annual general meeting.

Four shareholders, representing 7,436,498 shares voted in favour of the resolution to apply for a delisting. These shareholders were:

- Siem Industries Inc., owner of 7,159,349 shares (79.49%)
- Siem Investments Inc., owner of 250,149 shares (2.78%)
- Terje Aschim, owner of 22,500 shares (0.25%)
- Kenneth Ross, owner of 4,500 shares (0.05%)

Siem Industries Inc. and Siem Investments Inc. are affiliated. Siem Investments Inc. has since the annual general meeting transferred its shares in the Company to Siem Industries Inc.

Twelve shareholders, representing 1,473,129 shares, equal to approximately 16.5% of the votes cast at the annual general meeting, voted against the resolution to apply for a delisting. These twelve shareholders were:

- Caiano Ship AS, owner of 876,499 shares (9.73%)

- James Marnix Van Overklift, owner of 222,325 shares (2.47%)
- Caiano Eiendom AS, owner of 171,696 shares (1.91%)
- Belleza Capital Group SA, owner of 131,700 shares (1.46%)
- Smedasundet III AS, owner of 50,846 shares (0.56%)
- Ireneusz Kuligowski, owner of 5,000 shares (0.06%)
- Charrua IV AS, owner of 5,055 shares (0.06%)
- Knut Ulrik Jørgensen, owner of 4,398 shares (0.05%)
- Jens Eric Kirkefjord AS, owner of 710 shares (0.01%)
- Caiano Shipping III AS, owner of 200 shares (0.00%)
- Dag Georg Johannessen, owner of 3,800 shares (0.04%)
- Henrik Vold, owner of 900 shares (0.01%)

4. Legal background

The Stock Exchange Act stipulates at Section 25, first paragraph:

"A regulated market may resolve that a financial instrument be suspended from listing or removed from listing if it no longer satisfies the regulated market's business terms or rules, or if other special reasons so warrant. However, a regulated market cannot suspend from listing or delist a financial instrument if this can be expected to cause material disadvantage for the owners of the instrument or for the market's duties and function."

Furthermore, the *Continuing Obligations of Stock Exchange Listed Companies* stipulates at Section 15.1, fourth paragraph:

"The company may apply to Oslo Børs to have its shares delisted if a general meeting has passed a resolution to this effect with the same majority as required for changes to the articles of association. Oslo Børs makes the final decision on delisting."

Oslo Børs has demonstrated through its practice which considerations are relevant for evaluating whether an application for removal from listing should be approved. The starting point is a discretionary assessment of the balance between the company's interest - as represented by delisting serving the interests of the majority of shareholders - and the interests of minority shareholders that will be served by the listing continuing. Oslo Børs has applied a strict approach in the sense that it has traditionally attached relatively great weight to the interests of minority shareholders and the disadvantages that delisting would cause them. Importance has also been attached to considerations of market integrity and confidence in the market when considering whether to approve an application for delisting. In this respect, the question of whether a company no longer satisfies all the requirements for listing has been seen as one of a number of relevant matters in the overall assessment of an application for delisting.

5. Information provided by the Company in its application for delisting

The Company has provided the following information on liquidity in its shares and on its suitability for listing:

The Company's major shareholder, Siem Industries Inc., owns approximately 82.27% of the Company's shares. Kristian Eidesvik controls approximately 12.20% of the Company's shares through Caiano Eiendom AS, Caiano Ship AS, Smedasundet III AS and Caiano Shipping III AS. Only 5.53% of the Company's shares are therefore under free float, and the Company does not satisfy the listing requirement regarding spread cf. Oslo Børs Listing Rules Section 2.4.1.

As at 17 August 2016, the Company had 94 shareholders, of which 41 shareholders held shares with a value of at least NOK 10,000.

The Company's shareholder structure is also, and has been for a long time, firmly locked with extremely low liquidity in the Company's share on Oslo Børs. Since 1 January 2016, there have only been trades in the Company's share on 71 out of 161 days for a total of 11,479 shares (equal to approximately 0.13% of the Company's total issued shares).

Furthermore, the Company does not foresee any public offers in the near future, or other potential initiatives from the Company or otherwise, which could increase liquidity in the share.

Based on the above, in January 2016, a unanimous board of directors of the Company, including Kristian Eidesvik who was a board member at that time, concluded that the limited trading in the Company's share made the Company unsuitable for continued listing on Oslo Børs, and voted in favour of proposing a delisting process to the Company's general meeting.

The Company has provided the following information on the interests of minority shareholders:

To attempt to mitigate the locked shareholder structure, the Company has launched two voluntary buy-back programs.

The first buy-back program was launched on 16 December 2014 and lasted until 30 January 2015 after an extension of the offer period. The offer was limited to a maximum aggregate amount of USD 5 million. Through the offer, the Company repurchased 529,074 shares at a price of NOK 60 per share. The repurchased shares were subsequently cancelled.

The second buy-back program was launched on 1 February 2016 and lasted until 7 March 2016 after an extension of the offer period. The offer was for a maximum of 1,708,907 shares, which would include all shares owned by the minority shareholders at the time. In connection with the offer, Siem Industries Inc. announced that it would not tender any of its shares in the voluntary buy-back offer. Through the offer, the Company repurchased 112,053 shares at a price of NOK 60 per share. These acquired shares were subsequently cancelled.

Through the buy-back programs, the Company has given its shareholders what it believes to be reasonable exit opportunities. The Company believes that this is supported by the fact that it has repurchased a total of 641,127 shares through these initiatives, a number that exceeds the number of shares currently not controlled by Siem Industries Inc. or Kristian Eidesvik and his affiliates (496,413 shares).

To the best of the Company's knowledge, none of its shareholders is restricted, either through applicable legislation or investment policies, from owning shares in companies that are not listed on regulated markets.

UNOFFICIAL TRANSLATION

The Company will continue to publish its results on the Company's website and will this way continue to inform its shareholders about the company's condition.

The Company will furthermore continue to comply with applicable company legislation following a delisting in order to continue to safeguard minority interests.

The Company has provided the following information on the minority shareholders who object to its shares being delisted:

Four of these shareholders who voted against the delisting are either controlled by or affiliated with Kristian Eidesvik. Kristian Eidesvik owns 50.51% of the shares in Caiano AS, which is the sole shareholder of Caiano Eiendom AS, which again is the sole shareholder of Caiano Ship AS and Caiano Shipping III AS. Kristian Eidesvik is also married to the controlling owner of Smedasundet III AS, Berit Ingebjørg Eidesvik, and thus also an affiliated with this entity. The opposition against the delisting is thus mainly from one shareholder and his affiliates.

Kristian Eidesvik has, as a former board member of the Company, been aware of the contemplated delisting process since late 2015. The market has also been aware of the contemplated delisting process since it was announced by the Company through a stock exchange notice on 22 January 2016. Despite notifying the market several months prior to the Company's annual general meeting, only seven minority shareholders have actively chosen to vote against the delisting together with the entities controlled by, or affiliated with, Mr. Eidesvik. The Company has therefore concluded that the shareholders who chose to not participate at the annual general meeting (approximately 1.1% of the total shares in the Company) are indifferent to the question of continued listing.

It is furthermore the Company's belief that of the shareholders that opposed the delisting, Caiano Ship AS, James Marnix Van Overklift, Caiano Eiendom AS, Belleza Capital Group SA, Smedsundet III AS and Caiano Shipping III AS must be considered professional investors.

6. Information received from shareholders

Comments by the management of Oslo Børs on correspondence received from minority shareholders:

Oslo Børs has received the following correspondence from minority shareholders and from the Company since the submission of the application for delisting:

13.09.2016 – Email from Henrik Vold (shareholder with an interest of approximately 0.01% of the total share capital). He asserts that delisting will make it difficult to dispose of the shares, particularly because the Company is registered on the Cayman Islands, and also asserts that minority shareholders have not been given any genuine opportunity to sell their shares because the buyback offer made in spring 2016 was "far too low in view of the company's value".

16.09.2016 – Email from Dag Georg Johannessen (shareholder with an interest of approximately 0.05% of the total share capital). He makes broadly the same assertions as Henrik Vold.

19.09.2016 – Letter from the law firm Schjødt AS acting for a group of minority shareholders¹ representing in total approximately 16.32% of the total share capital (the "Minority Shareholder Group").

The Minority Shareholder Group asks Oslo Børs to refuse the application for the Company to be delisted, and asserts that the interests of minority shareholders in the continued listing clearly outweigh the Company's interest in being delisted. This is justified by reference to a number of factors, including assertions that the Company has not carried out its duties as a stock exchange listed company in a manner that respected the interests of minority shareholders, that minority shareholders have invested in the expectation that the Company shall continue to be listed, that the effect of delisting would mean that shares in the Company would be virtually completely illiquid, and that the Company has not provided a proper account of the consequences that delisting would have for minority shareholders, despite repeated requests from the Minority Shareholder Group for such an account. In addition, the letter asserts that the Minority Shareholder Group has been denied representation on the board of directors, that the Company's acquisition of Auto Marine Transport Inc.² was pushed through by the majority shareholder and that the Minority Shareholder Group has not received replies to its questions about this transaction. The Minority Shareholder Group provides as an attachment to its letter copies of extensive correspondence with the Company that it believes provides evidence that the Company has not been well-disposed towards its minority shareholders. The Minority Shareholder Group also maintains that company law in the Cayman Islands provides only limited protection for minority shareholders, including the fact that the appointment of inspectors to report on the affairs of a company requires an application by not less than one-fifth of the total shares. In addition, the Minority Shareholder Group is of the view that the two buyback offers (as described in section 2 and section 5 above), of which the latter offer was made at the current market share price, cannot be considered as a genuine exit opportunity since the offer price was based on extremely small trading volumes and the Company did not obtain a valuation from an independent third party, noting also that the book value of the Company's equity was significantly higher than the market capitalisation determined by the share price.

03.10.2016 – Letter from the law firm Wiersholm acting for the Company with comments on the Minority Shareholder Group's letter of 19 September 2016. This letter includes a number of points made by Siem Industries, including information to the effect that Kristian Siem has, in spoken communication with Kristian Eidesvik and Marnix van Overklift, offered minority shareholders a shareholder agreement in order to protect their interests in the Company. The

¹ The Minority Shareholder Group comprises the following shareholders:

1. Caiano Ship AS (9.73% shareholding)
2. James Marnix Van Overklift (2.47% shareholding)
3. Caiano Eiendom AS (1.91% shareholding)
4. Belleza Capital Group SA (1.46% shareholding)
5. Smedasundet III AS (0.56% shareholding)
6. Ireneusz Kuligowski (0.06% shareholding)
7. Cahrrua IV AS (0.076% shareholding)
8. Knut Ulrik Jørgensen (0.049% shareholding)
9. Jens Eric Kirkefjord (0.008% shareholding)
10. Caiano Shipping III AS (0.002% shareholding)

Caiano Ship AS, Caiano Eiendom AS, Smedasundet III AS and Caiano Shipping III AS (total shareholding approximately 12.2%) are controlled by Kristian Eidesvik and family interests. Cahrrua IV AS is owned by Eivind Eidesvik, son of Kristian Eidesvik. In addition, Ireneusz Kuligowski was formerly an employee of the Siem group and is currently CEO of Green Management Sp.z.oo in Poland, which is 100% owned by the Caiano group.

² <http://www.newsweb.no/newsweb/search.do?messageId=399696> and <http://www.newsweb.no/newsweb/search.do?messageId=401272>

letter rejects the assertion that the interests of minority shareholders would not be provided for in the event of a delisting of the Company's shares.

06.10.2016 – Letter from the law firm Schjødt acting for the Minority Shareholder Group with comments on the letter of 3 October 2016. This includes a denial that any member of the Minority Shareholder Group has received an offer from Kristian Siem for there to be a shareholder agreement.

7. Previous practice

The Company has provided the following information on precedents from previous cases decided by the Board of Directors of Oslo Børs:

The Company believes that the best precedent for the delisting application is Kristiansand Dyrepark ASA and Norman ASA. The similarities are most notably that there is one major shareholder controlling a substantial part of the Company's shares in the low 80s percentile, there have been public exit opportunities for the minority shareholders, there are relatively few minority shareholders, the largest minority shareholders are all professional investors and the liquidity of the shares is highly limited.

Comments by the management of Oslo Børs on previous practice:

Kristiansand Dyrepark³ was delisted in response to an application from the company following a vote that was supported by 85.3% (10 shareholders) and opposed by 14.7% (10 shareholders). In total, 95.6% of the company's share capital was represented at the general meeting. The company did not satisfy the admission to listing requirement in respect of the total number of holders of at least one round lot (NOK 10,000) or the requirement for spread of ownership, and there was very little liquidity in the shares. Prior to the general meeting, the company made a voluntary buyback offer at a price that was said to represent a premium above the current market price of 12-25% depending on the choice of comparison period prior to the offer. The offer was not recommended by the company's board of directors for reasons that included the offer price being below the book value of the company's assets per share, and Oslo Børs attached limited importance to the offer in its consideration of delisting. Oslo Børs attached importance to the following matters in its overall evaluation: failure to satisfy the requirement for public interest, the small number of shareholders (267 in total of which 64 held one or more round lots), the lack of free float, and the very limited liquidity in the shares, balanced against its evaluation of the interests of minority shareholders in the company continuing to be listed.

Norman ASA⁴ was delisted in response to an application from the company following a vote that was supported by 87.04% (2 shareholders) and opposed by 12.96% (15 shareholders). In total, 97.4% of the company's share capital was represented at the general meeting. The company did not satisfy the admission to listing requirements in respect of its market value, the total number of holders of at least one round lot or the requirement for spread of ownership, and liquidity in the shares was low. Prior to the general meeting, a main shareholder made a mandatory offer to acquire all outstanding shares in the company, and the

³ [Decisions and statements 2004](#) page 63 (in Norwegian)

⁴ [Decisions and statements 2009](#) page 46 (in Norwegian)

company's board of directors obtained a fairness opinion and recommended the offer. For reasons including the fact that the major part of the minority shareholders did not accept the offer, Oslo Børs attached limited importance to the offer in its consideration of delisting. The evaluation of the case referred to the Kosmos AS case, where delisting was refused, but noted that Kosmos had a large number of shareholders. The evaluation also referred to Kristiansand Dyrepark ASA, but it was noted that in this case shareholders other than the main shareholder also voted in favour of delisting. Oslo Børs recognised that Norman was a borderline case, but on an overall evaluation decided to approve the application for delisting.

A further relevant case is Fosen ASA⁵, which was delisted in response to an application by the company following a vote which was supported by 87.57% (12 shareholders) and opposed by 12.43% (5 shareholders). In total, 90.81% of the company's share capital was represented at the general meeting. The company did not maintain that it was in breach of any of the listing requirements, but liquidity in the shares was extremely low, and at the current share price the company was in breach of the requirement for minimum market value. It is worth noting that the same general meeting of Fosen ASA had approved a merger with Torghatten Trafikkselskap ASA, and the merger plan stipulated that the latter company would be the acquiring company and the merger was conditional on the company being acquired not being a listed company, although this does not appear to have been considered important in the evaluation by Oslo Børs. Oslo Børs attached importance to the following matters in its evaluation: failure to satisfy the requirement for minimum market value, the ownership structure of the company (the 3 largest shareholders held approximately 87% of the share capital) and the extremely low liquidity in the shares, balanced against its evaluation of the interests of minority shareholders in the company continuing to be listed.

8. Matters considered by Oslo Børs in the current case

The Company's application for delisting is based on the resolution passed by the annual general meeting where 83.5% of the votes cast approved authorising the Company's management to apply for delisting from Oslo Børs. 16 of the Company's 94 shareholders, representing in total 98.9% of the Company's share capital, were present at the meeting. It is evident that four shareholders voted in favour of delisting at the general meeting, with 12 shareholders voting against the resolution.

In the case of Kristiansand Dyrepark ASA, the application for delisting was approved following a similar pattern of voting at the general meeting, but a larger number of shareholders voted for delisting than in the current case. In the case of Norman ASA, delisting was approved following a somewhat higher percentage vote in favour of delisting than was the case in either the Kristiansand Dyrepark case or in the current case, although the number of shareholders voting for and against delisting in the Norman ASA case was comparable to the current case.

In the Norman case, where two shareholders voted for delisting and 15 shareholders voted against, the decision by the Board of Directors of Oslo Børs stated: "Measured in terms of the number of shareholders who voted, shareholders who voted against delisting represented a majority. However, the number of shareholders voting against delisting was small in absolute terms, and was also a small proportion of the total number of shareholders in the company". The Norman case is comparable in the sense that the absolute number of shareholders who

⁵ [Decisions and statements 2008](#) page 26 (in Norwegian)

voted against delisting is somewhat higher than in the current case, even though the percentage of shareholders that voted against is somewhat lower.

The Company maintains that half of the 12 shareholders that voted against delisting must be assumed to be professional investors. The shareholders thought to be professional investors hold over 16 percentage points of the 16.5% of the votes cast against delisting. Professional investors will be better placed to look after their interests, and this would continue to apply if the shares were to be delisted. In previous delisting cases, Oslo Børs attached some weight to the type of shareholders that voted against delisting. The Stock Exchange Appeals Committee observed in connection with Case 1/2015 (the "EVRY case") that "With regard to the institutional shareholders, the situation is different. They will be in a better position to attend to their interests, including in the event of delisting. The Stock Exchange Appeals Committee is not, however, of the view that their interests should be entirely ignored. These may carry a certain importance, but this will normally not be as weighty."

It appears to Oslo Børs that in the current case no special measures were implemented to cater for the interests of minority shareholders at the time of and subsequent to a possible delisting of the Company's shares. In its application, the Company provided little or no information on the practical consequences of a possible delisting other than the statement that the Company "... will continue to publish its results on the Company's website and will this way continue to inform its shareholders about the company's situation", and the information provided was otherwise limited to explaining that the board of directors and subsequent annual general meeting had resolved to submit an application for delisting and a brief explanation of the rationale for this decision.

The Company has a locked ownership structure with little liquidity in its shares. During the period from 1 January 2016 to the date of the application for listing, 24 August 2016, only 11,479 shares were traded out of a total of 9,006,352 shares issued by the Company. Accordingly, it must be assumed that liquidity in the Company's shares is extremely low. Given the current ownership structure, it is also reasonable to assume that liquidity will continue to be extremely low in the future. The Company has explained that Siem Industries Inc. holds approximately 82.27% of the Company's share capital, and that companies controlled by Kristian Eidesvik exercise control in total over approximately 12.20% of the Company's share capital. Accordingly, no more than 5.53% of the shares are subject to free float. Delisting may represent a disadvantage for shareholders in that liquidity in the shares will reduce further. However, the fact that liquidity in the Company's shares is already extremely low means that the implication of a further reduction in liquidity for minority shareholders will be given only limited weight in the evaluation of delisting in this case. Reference is also made to the EVRY case, where the Stock Exchange Appeals Committee stated that "There is admittedly a certain level of liquidity in the share that may be of significance for [small shareholders]. But the importance of this is limited somewhat by the turnover being particularly small in relation to the size of the Company and its market capitalisation".

It is also the case that some shareholders may be subject to legal requirements or internal rules that prevent them from holding unlisted shares. The Company makes the assumption in its application that none of its shareholders are subject to such restrictions. Oslo Børs has not received any information that might provide the basis to challenge this assumption.

The Company has 94 shareholders, of which 41 hold shares worth more than NOK 10,000. The Company accordingly does not satisfy the requirements stipulated in the Listing Rules for the

number of shareholders and the spread of ownership. The market value of the Company is currently approximately NOK 800 million, and it accordingly exceeds the minimum requirement for listing on Oslo Børs (NOK 300 million) by a good margin. The Company has not given notification that it is in breach of any requirements for admission to listing other than the requirements for the number of shareholders and the spread of ownership. It is not unusual for companies listed on Oslo Børs and Oslo Axess to experience changes in their ownership structure after admission to listing that result in the company no longer satisfying these requirements for admission to listing.

There have been two buyback offers for shares in the Company, and shareholders have accordingly had the opportunity of an exit from their investment in the Company. One of the offers was made in late 2014/early 2015, which was a relatively long time before the Company introduced the possibility of delisting in January 2016. The second buyback offer was announced in January 2016 at the time the Company announced the board of directors' proposal for a resolution on delisting. The offer price was NOK 60, which was approximately in line with the then current market price. Since only about 6.5% of minority shareholders accepted this offer, only limited weight can be attached to the offer when evaluating the question of delisting. However, the Company's shareholders clearly have the right not to accept such an offer and to prefer that the Company should continue to be listed.

After considering all aspects of the case, Oslo Børs is of the view that the application for the Company's shares to be delisted from Oslo Børs should be approved. Reference is made in this respect to the outcome of the Company's annual general meeting, at which 83.5% of the votes cast were in favour of delisting, with 16.5% voting against. In relation to previous practice, the size of the majority voting for delisting in this case is relatively small. However, importance is attached in this case to the fact that the votes cast against delisting appear to include a significant representation of professional investors, and very little activity to oppose delisting was seen from other minority shareholders. Importance is also attached to the very limited liquidity in the Company's shares, which must be seen in connection with the small number of shareholders in total and the very limited spread of ownership of the Company's shares. The evaluation does not attach any significant importance to the buyback offers.

In accordance with Section 15.1, seventh paragraph, and with the established practice of Oslo Børs, the date for delisting to come into effect is set after a certain delay in order to give shareholders sufficient time to react to the fact that the shares will no longer be listed. Delisting is accordingly scheduled to come into effect from and including 14 December 2016. The last day of listing will therefore be 13 December 2016.

9. Resolution

Resolution

"The shares in Siem Shipping Inc. will be delisted from Oslo Børs with effect from and including 14 December 2016. The last day of listing will be 13 December 2016."