

# PRESSRELEASE



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## **Placement and pricing of USD 250 million Exchangeable Bonds due 2019 exchangeable into common shares of BW LPG**

*Bermuda, 3 September 2014* – With reference to the press release issued earlier today, BW Group Limited (“**BW Group**” or the “**Issuer**”) announces the placement and pricing of its offering (the “**Offering**”) of senior secured bonds due 2019 (the “**Bonds**”) exchangeable into common shares (the “**Shares**”) of BW LPG Limited (the “**Company**”). Based on investors’ demand, the Issuer has decided to exercise in full the increase option in order to increase the initial Offering size to USD 250 million.

The Bonds will bear interest at a fixed rate coupon of 1.75% per annum, payable semi-annually in arrear.

The initial exchange price of the Bonds has been set at a premium of 32.5% to the reference price of USD 12.6154 (based on the volume weighted average price of the Shares on the Oslo Stock Exchange of NOK 78.3076 and a USD:NOK 0.1611 exchange rate) between launch and pricing.

The Bonds will constitute direct, unconditional and unsubordinated obligations of the Issuer and will be secured by a first priority security by way of pledge, governed by Norwegian law, in respect of the Pledged Property. The “Pledged Property” will on issue of the Bonds comprise Shares representing a collateral ratio of 200 per cent of the number of Shares underlying the Bonds at the initial exchange price. Up to 50 per cent of the Shares initially comprising the Pledged Property may be borrowed from time to time by Nordea Bank AB pursuant to a stock lending agreement with the Issuer.

The Bonds will be issued at 100% of their principal amount in the denomination of USD 200,000 each and, unless previously exchanged, redeemed or purchased and cancelled, will be redeemed at 100% of their principal amount at maturity in September 2019. Upon exchange, the Issuer will have the option to deliver Shares and/or cash.

The Issuer has the right to call the Bonds at par plus accrued interest at any time if less than 15% of the Bonds originally issued remain outstanding.

Settlement of the Bonds is expected to take place on or about 10 September 2014 (the “**Settlement Date**”).

The Issuer will be subject to a lock-up ending 90 days after the Settlement Date with respect to the Shares.

The proceeds from the Offering will be used for general corporate purposes.

The Bonds will not initially be listed. The Issuer may at its option list the Bonds subsequently.

ABG Sundal Collier and BNP Paribas acted as Joint Bookrunners of the Offering.



## About the Issuer

BW Group is a leading global maritime group involved in oil and gas transportation, floating gas infrastructure, environmental technologies and deepwater production. Through its predecessor companies, Bergesen and World-Wide Shipping, BW has been delivering energy and other vital commodities for more than 75 years. BW's fleet of over 140 vessels includes crude oil supertankers, refined oil tankers, LNG and LPG carriers, chemical tankers and floating production storage and offloading (FPSO) units.

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