ATLANTIC PETROLEUM

P/F Atlantic Petroleum

(a public company incorporated with limited liability under the laws of Faroe Islands, registration number 2695)

Offering of up to 1,575,000 New Shares each with a nominal value of DKK 100 with an Indicative Price Range of NOK 140 to NOK 160 (DKK 127 to DKK 145)

and

Admission to trading and official listing of the Company's Shares on Oslo Børs

This Prospectus (the "Prospectus") has been prepared in connection with a capital increase comprising an offering (the "Offering") of up to 1,575,000 new shares (the "New Shares") and up to 236,250 Overallotment Shares (as defined below) in P/F Atlantic Petroleum (the "Company", or "Atlantic Petroleum") at market price with no preemptive rights for the existing shareholders and admission to trading and official listing (the "Listing") of the shares ("the "Shares") of P/F Atlantic Petroleum on NASDAQ OMX Copenhagen A/S ("NASDAQ OMX Copenhagen") and on Oslo Børs ASA ("Oslo Børs") as a new listing. The New Shares and the Overallotment Shares are collectively referred to as the "Offer Shares".

Prior to the Offering, the Company's registered share capital amounts to a nominal value of DKK 262,670,300 and consists of 2,626,703 Shares with a nominal value of DKK 100 each or multiples hereof, all of which are fully paid (the "Existing Shares").

The number of New Shares, to be issued by the Company pursuant to the Offering, will be such that the Company receives gross proceeds in the range of approximately DKK 150MM – DKK 200MM corresponding to approximately NOK 165MM – NOK 220MM. Assuming gross proceeds of DKK 175MM and an Offer Price (as defined below) at the midpoint of the Indicative Price Range (as defined below), the number of New Shares, to be issued by the Company, will be 1,283,333, each with a nominal value of DKK 100.

In addition, the Joint Global Coordinators may elect to overallot a number of additional shares equalling up to 15% of the number of New Shares ("Overallotment Shares"). The Company has granted Carnegie AS (the "Stabilisation Manager"), on behalf of the Joint Global Coordinators, an overallotment right (the "Overallotment Agreement") to subscribe a corresponding number of new Shares to cover any such overallotments.

The Offering consists of: (i) an institutional offering, in which the Offer Shares are being offered to (a) institutional and professional investors in Denmark, Norway and Faroe Islands and to (b) institutional investors outside Denmark, Norway, Faroe Islands and the United States in reliance on Regulation S under the Securities Act and (c) in the United States to QiBs as defined in, and in reliance on, Rule 144A under the Securities Act, subject to applicable exemptions from the prospectus requirements and a lower limit per application and allocation of NOK 1,000,000 (DKK 909,091), (the "Institutional Offering"), and (ii) a retail offering in which Offer Shares are being offered to the public in Denmark, Norway and Faroe Islands subject to a lower limit per application of NOK 10,500 (DKK 9,545) and an upper limit per application of NOK 999,999 (DKK 909,090) for each investor (the "Retail Offering"). Investors who intend to place an order in excess of NOK 999,999 must do so in the Institutional Offering.

A non-binding indicative price range for the Offering of NOK 140 - NOK 160 (DKK 127 – DKK 145) has been set by the Board of Directors after consultation with the Joint Global Coordinators (the "Indicative Price Range"). The offer price (the "Offer Price") of the Offer Shares will be determined through a bookbuilding process which will be conducted in connection with the Institutional Offering. The Offer Price may be set within, above or below the Indicative Price Range, however, the Offer Price may not exceed NOK 175 (DKK 159). The Indicative Price Range may be amended at any time during the Bookbuilding Period (as defined).

The offer period for the Institutional Offering (the "Bookbuilding Period") will last from 27th November 2013 at 09:00 hours (CET) to 10th December 2013 at 16:30 hours (CET). The application period during which applications for Offer Shares in the Retail Offering will be accepted (the "Application Period") will last from 27th November 2013 at 09:00 hours (CET) to 10th December 2013 at 12:00 hours (CET). The Bookbuilding Period and/or the Application Period may be shortened or extended at the Company's sole discretion, but will in no event close earlier than 6th December 2013 at 16:30 hours (CET) or be extended beyond 17th December 2013 at 16:30 hours (CET). Such shortening or extension will be announced through the information systems of Oslo Børs and NASDAQ OMX Copenhagen by 09:00 AM on the day following the last day of the then prevailing Bookbuilding Period at the latest. A shortening or extension of the Bookbuilding Period will lead to a similar shortening or extension of the Application Period in the Retail Offering unless otherwise stated in connection with the shortening or extension.

The Company's Existing Shares are listed on NASDAQ OMX Copenhagen and NASDAQ OMX Iceland hf. ("NASDAQ OMX Iceland") under the symbol FO-ATLA and FO-ATLA CSE. The New Shares are expected to be admitted to official listing on NASDAQ OMX Copenhagen and Oslo Børs on or about 12th December 2013. The Company has applied for a delisting from NASDAQ OMX Iceland, following which the primary place of listing of the Company's shares will be NASDAQ OMX Copenhagen. Registration of the New Shares with the Faroese Company Registration Authority will take place following completion of the Offering, expected to take place not later than on 11th December 2013.

The Offer Shares will rank pari passu in all respects with each other and with all other Shares.

Investing in the Offer Shares involves a high degree of risk. See "Risk Factors" for a discussion of material factors investors should consider before investing in the Offer Shares. Investors should carefully consider the information presented in this Prospectus before making any decision to invest in the Offer Shares.

The Offer Shares will be delivered in book-entry form (as depository rights) through allocation to accounts with the Norwegian Central Securities Depository (Verdipapirsentralen) ("VPS").

The Offering comprises a public offering in Denmark, Norway and Faroe Islands and a private placement in certain other jurisdictions. The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or any securities laws of any state within the United States or of any other jurisdiction outside Denmark, Norway and Faroe Islands and may be offered and sold only in transactions that are exempt from, or are not subject to, the registration requirements of the U.S. Securities Act. For a description of these and certain further restrictions on resale or transfer, see Part III, section 5 "Terms and conditions of the Offering - Jurisdictions in which the Offering will be made and restrictions applicable to the Offering".

The Institutional Offering is subject to Danish law and the Retail Offering is subject to Faroese, Danish and Norwegian law respectively. This Prospectus has been prepared in order to comply with the standards and conditions applicable under Faroese and Danish law.

Joint Global Coordinators

ABG SUNDAL COLLIER   Carnegie

The date of this Prospectus is 26th November (the "Prospectus Date")

GENERAL INFORMATION

The Prospectus has been prepared in connection with the Offering and for the purposes of admission to trading in and official listing of the Offer Shares on NASDAQ OMX Copenhagen and Oslo Børs. This Prospectus has been prepared in order to comply with the standards and conditions applicable under Faroese and Danish law and regulations. The Retail Offering is subject to Faroese, Danish and Norwegian law respectively.

The Group (as defined) has provided the information contained in this Prospectus. The Joint Global Coordinators do not make any direct or indirect representation and do not assume responsibility for the accuracy and completeness of the information contained in this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offering other than as contained in this Prospectus and any amendments thereto, and if given or made, such information or representation must not be relied upon as having been made or authorised by the Group or the Joint Global Coordinators.

Neither the delivery of this Prospectus nor the subscription of Offer Shares shall create any implication that there have been no changes in the business of the Group, its assets and liabilities or any other of its affairs since the Prospectus Date, or that the information contained in the Prospectus is correct as at any time subsequent to the Prospectus Date. In the event of any material changes to the information reproduced in this Prospectus during the period from the Prospectus Date to the first day of trading in and official listing of the Offer Shares, such changes will be announced as a supplement pursuant to applicable laws, rules and regulations.

Investors are authorised to use this Prospectus solely for the purpose of considering the subscription of the Offer Shares described in this Prospectus. In making an investment decision, investors should rely on their own examination of the Group and the terms of the Offering, including the risk factors described in this Prospectus as a whole and announcements made under applicable rules applying to issuers of listed securities and governing prospectus supplements distributed by the Group and expressly changing this Prospectus.

The distribution of this Prospectus and the Offering is, in certain jurisdictions, restricted by law, and this Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. This Prospectus does not constitute an offer of or an invitation to subscribe for Offer Shares in any jurisdiction in which such offer or invitation would be unlawful. Persons into whose possession this Prospectus comes shall inform themselves of and observe all such restrictions. Neither the Group nor the Joint Global Coordinators accept any legal responsibility for any violation of these restrictions by any person, irrespective of whether such person is a potential purchaser of Offer Shares. For a more detailed description of certain restrictions in connection with the Offering, see Part III, section 5 “Terms and conditions of the Offering - Jurisdictions in which the Offering will be made and restrictions applicable to the Offering”.

For certain defined terms and technical terms referred to in this Prospectus, see Part I section 26 and section 27.

Notice to investors in the United States
The Offer Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offense in the United States.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and are being offered and sold (i) in the United States only to persons who are QIBs in reliance on Rule 144A or pursuant to another available exemption from, or a transaction not subject to, the registration requirements under the U.S. Securities Act, and (ii) outside the United States in compliance with Regulation S. Prospective investors are hereby notified that sellers of the Offer Shares may be relying on the exemption from the registration requirements of Section 5 of the U.S. Securities Act provided by Rule 144A.

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES (“RSA”) WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

European Economic Area (“EEA”) restrictions
In any member state of the EEA other than Denmark and Norway that has implemented the Prospectus Directive (each a “Relevant Member State”), this Prospectus is only addressed to, and is only directed at, investors in that Relevant Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of the Prospectus Directive as implemented in each such Relevant Member State.

This Prospectus has been prepared on the basis that all offers of Offer Shares, other than the offer contemplated in Denmark and Norway, will be made pursuant to an exemption under the Prospectus Directive, as implemented in Relevant Member States, from the requirement to produce a prospectus for offers of Offer Shares. Accordingly any person making or intending to make any offer within the EEA of Offer Shares which is the subject of the placement contemplated in this Prospectus should only do so in circumstances in which no obligation arises for the Company or any of the Joint Global Coordinators to produce a prospectus for such offer. Neither the Company nor the Joint Global Coordinators have authorised, nor does the Company or the Joint Global Coordinators authorise, the making of any offer of Offer Shares through any financial intermediary, other than offers made by Joint Global Coordinators which constitute the final placement of Offer Shares contemplated in this Prospectus.

The Offer Shares have not been, and will not be, offered to the public in any Relevant Member State that has implemented the Prospectus Directive, excluding Denmark and Norway. Notwithstanding the foregoing, an offering of the Offer Shares may be made in a Relevant Member State: (i) to any qualified investor as defined in the Prospectus Directive; (ii) to fewer than 100, or if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); (iii) to investors who acquire securities for a total consideration of at least EUR 50,000, or if the Relevant Member State has implemented the provisions of the 2010 PD Amending Directive, EUR 100,000 per investor, for each separate offer; (iv) if the denomination per unit amounts to at least EUR 50,000, or if the Relevant Member State has implemented the provisions of the 2010 PD Amending Directive, EUR 100,000; or (v) in any other circumstances falling within Article 3(2) of the Prospectus Directive; provided that no such offer of Offer Shares shall result in a requirement for the publication by the Company, the Company or any Joint Global Coordinators of a prospectus pursuant to Article 3 of the Prospectus Directive. For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and the Offer Shares so as to enable an investor to decide to purchase Offer Shares, as that definition may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the Amending Directive 2010/73/EU), and includes any relevant implementing measures in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73EN.

United Kingdom restrictions

Offers of the Offer Shares pursuant to the Offering are only being made to persons in the United Kingdom who are "qualified investors" or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to section 85(1) of the UK Financial Services and Markets Act 2000.

This Prospectus is only being distributed to, and is only directed at, and any investment or investment activity to which the Prospectus relates is available only to, and will be engaged in only with persons who (i) are investment professionals falling within Article 19(5), or (ii) fall within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc."), of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or other persons to whom such investment or investment activity may lawfully be made available (together, "Relevant Persons"). Persons who are not Relevant Persons should not take any action on the basis of the Prospectus and should not act or rely on it.

Presentation of financial and certain other information

All financial information is given on a Group level. The Atlantic Petroleum Group (the "Group") consists of P/F Atlantic Petroleum, which is the ultimate parent company, the 100% owned subsidiaries Atlantic Petroleum UK Limited and Atlantic Petroleum Norge AS, Atlantic Petroleum UK Limited's 100% owned subsidiaries Atlantic Petroleum (Ireland) Limited and Volantis Exploration Limited and the 100% owned subsidiary of Volantis Exploration Limited, Volantis Netherlands B.V.

Financial information set forth in a number of tables in this Prospectus has been rounded. Accordingly, in certain instances, the sum of the numbers in a column or row may not conform exactly to the total figure given for that column or row. In addition, certain percentages presented in the tables reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

In this Prospectus all references to "Danish Kroner" or "DKK" are to the currency of the Kingdom of Denmark, all references to "Norwegian Kroner" or "NOK" are to the currency of the Kingdom of Norway all references to "U.S. dollars", "U.S. Dollars", "US$", "USD", or "$" are to the currency of the U.S., all references to "Pounds Sterling", "GBP", or "£" are to the currency of the United Kingdom, and all references to "Euro", "euro", "EUR" and "€" are to the currency introduced from the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty establishing the European Community, as amended.

The exchange rates used in the Prospectus for EUR/DKK, USD/DKK, NOK/DKK and GBP/DKK are shown below. In accordance with IFRS, balance sheet figures have been translated using the closing rate as of 31st December 2012, while income and cash-flow figures have been translated using the average rate for the period 1st January – 31st December 2012.

EUR/DKK Balance sheet	7.46
EUR/DKK Income and cash flow statement	7.44
USD/DKK Balance sheet	5.65
USD/DKK Income and cash flow statement	5.79
DKK/NOK	1.10
GBP/DKK	9.18

Special notice regarding forward-looking statements

This Prospectus contains certain forward-looking statements, including statements on Atlantic Petroleum's objectives. In addition to statements that are forward-looking by nature or by virtue of the context, forward-looking statements are identified by terminology such as "would", "assess", "target", "expect", "intend", "should", "plan", "estimate", "deem", "wish", "may", "conviction", "opinion" and similar expressions. Such forward-looking statements are based on information, assumptions and beliefs deemed reasonable by the Group. They may change or be changed due to uncertainty relating to the economic, financial, competitive or regulatory environment.

Investors should carefully consider the risk factors described in "Risk Factors" elsewhere in this Prospectus before making any investment decision. If one or more of these risks were to materialise, it could have an adverse impact on Atlantic Petroleum's business, position, results of operations or objectives. In addition, other risks that have not yet been identified or which Atlantic Petroleum has not considered to be material may have an adverse impact, and investors may lose all or part of their investment.

The forward-looking statements speak only as of the Prospectus Date and involve significant risks and uncertainties, including those based on circumstances beyond the control of the Group. Actual and future results and performance may differ materially from those contained in such statements. Except for any prospectus supplements that the Group may be required to publish by law, the Group does not intend to and does not assume any obligation to update the forward-looking statements in the Prospectus after the Prospectus Date.

Forward-looking statements and mandatory objectives in this Prospectus may be affected by known and unknown risks, uncertainties and other factors which may cause Atlantic Petroleum's future results of operations, development and performance to be materially different from the objectives stated or implied. Such factors include changes in the financial or commercial conditions and legislation as well as factors stated in this Prospectus. See "Risk Factors".

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CONTENTS

DANSK RESUMÉ

I henhold til gældende dansk ret består nedenstående resumé af oplysningskrav, der benævnes 'Elementer'. Disse Elementer er nummereret i afsnit A – E (A.1 – E.7). Dette resumé indeholder alle de Elementer, der skal være indeholdt i et resumé for denne type værdipapir og udsteder. Da nogle Elementer ikke skal medtages, kan der forekomme huller i nummereringen af Elementerne.

Selv om et Element skal indsættes i resuméet på grund af typen af værdipapir og udsteder, er det muligt, at der ikke kan gives nogen relevante oplysninger om Elementet. I så fald indeholder resuméet en kort beskrivelse af Elementet med angivelsen 'ikke relevant'.

AFSNIT A – INDLEDNING OG ADVARSLER

A.1 Advarsel	Dette resumé bør læses som en introduktion til Prospektet. Ved enhver beslutning om investering i de Udbudte Aktier bør Prospektet i sin helhed tages i betragtning. Hvis et krav vedrørende oplysningerne i Prospektet indbringes for en domstol, kan den sagsøgende investor i henhold til Medlemsstaternes nationale lovgivning skulle betale omkostningerne til oversættelse af Prospektet, inden retssagen indledes. Kun de personer, som har indgivet resuméet, herunder eventuelle oversættelser heraf, kan ifalde et civilretligt erstatningsansvar, men kun såfremt resuméet er misvisende, ukorrekt eller uoverensstemmende, når det læses sammen med de andre dele af Prospektet, eller ikke, når det læses sammen med Prospektets andre dele, indeholder nøgleoplysninger, således at investorerne lettere kan tage stilling til, om de vil investere i de Udbudte Aktier.
A.2 Anvendelse af Prospektet ved videresalg eller endelig placering af værdipapirer via finansielle formidlere	Ikke relevant. Selskabet er ikke indforstået med, at Prospektet anvendes ved videresalg eller endelig placering af værdipapirer via finansielle formidlere.

AFSNIT B – UDSTEDER

B.1 Navn	Selskabets navn er P/F Atlantic Petroleum med binavnet P/F Atlants Kolvetni.
B.2 Hjemsted, retlig form og indregistreringsland	Selskabets hjemsted er beliggende: Yviri við Strond 4, 3. sal Postboks 1228 110 Torshavn Færøerne P/F Atlantic Petroleum er stiftet med begrænset ansvar i henhold til færøsk ret under registreringsnr. 2695 og er registreret hos den færøske selskabsregistreringsmyndighed, Skráseting Føroya.
B.3 Virksomhedsbeskrivelse	Atlantic Petroleum er et efterforsknings- og produktionsselskab med fokus på Nordvesteuropa og offshore olie- og gasinteresser i Storbritannien, Norge, på Færøerne, i Irland og i Holland. Atlantic Petroleums hovedkontor er beliggende i Torshavn på Færøerne, og Selskabet har datterselskaber og tekniske kontorer i London, Storbritannien, og Bergen, Norge. Koncernen består af en lille og effektiv organisation på 30 fuldtidsansatte medarbejdere, der får støtte fra et antal erfarne og pålidelige konsulenter. Koncernen har pt. 40 licenser med tre producerende felter. Herudover har Koncernen et felt under udvikling, der forventes at producere olie fra 2015, to yderligere potentielle udviklingsprojekter og et større antal efterforskningsprospekter. Atlantic Petroleums overordnede mål er at skabe størst mulig værdi for aktionærerne ved at opbygge og afbalancere en selvbærende licensportefølje, der kan sikre en løbende tilgang af projekter der er klar til drift til erstatning for produktion, og på samme tid deltage i større efterforskningsmuligheder. Atlantic Petroleums strategi er således at investere i både modne områder som den centrale del af Nordsøen på den britiske kontinentalsokkel, samt i high impact-om-

råder som Norge og Atlanterhavsmarginen. Dette opnås gennem målrettede opkøb, indgåelse og udnyttelse af strategiske samarbejder samt deltagelse i licensrunder.

Atlantic Petroleums væsentligste fordele og kompetencer omfatter bl.a. et yderst erfarent teknisk team med omfattende geologisk viden om de nordvesteuropæiske kulbrintebassiner samt en kompetent og erfaren Direktion og Bestyrelse. Koncernens succes er desuden baseret på stærke relationer til et bredt netværk af internationale olieselskaber såsom Statoil, ExxonMobil, Centrica, Dong Energy og Nexen. Ved at indgå i strategiske samarbejder vedrørende licenser nedsættes Koncernens risici og relaterede anlægsinvesteringer. Samarbejder muliggør endvidere en betydelig videndeling vedrørende geologiske, geofysiske, driftsmæssige samt omkostningsmæssige forhold.

B.4a Trendoplysninger

Olie er verdens vigtigste energikilde og handler på råvaremarkeder, der kendetegnes ved store prisudsving. Olieprisen hænger nøje sammen med den globale økonomiske vækst og har en global indvirkning på industriproduktion, transport, byggeri, forbrug mv. Oliemarkedet, der styres af såvel aktuelt som forventet fremtidigt udbud og ditto efterspørgsel, er i høj grad præget af spekulation og afhænger desuden af oliereserverne. I visse lande kan den politiske situation desuden spille en væsentlig rolle for udviklingen i olieprisen, idet en del af den globale olieproduktion sker i regioner, der er forbundet med betydelig politisk risiko. Terror, uroligheder, krig og konflikter er eksempler på forhold, der kan føre til store prisudsving på kort som langt sigt.

Historisk set har efterspørgslen efter serviceydelser til offshore-industrien i perioder med høje oliepriser været for opadgående og har ført til stigende priser på boreplatforms- og andre ydelser, hvilket har påvirket olieefterforsknings- og produktionsselskaberne, herunder Atlantic Petroleum.

Da olie afregnes i USD, varierer udsvingene i olieprisen i lokal valuta fra land til land. Historisk har der dog været en tendens hen imod en negativ sammenhæng mellem olieprisen og USD, hvilket har lagt en dæmper på den reelle prisvolatilitet for olieforbrugere, der handler i valutaer, der ikke er direkte eller indirekte bundet til USD.

B.5 Organisations-struktur

Atlantic Petroleum-koncernen omfatter moderselskabet P/F Atlantic Petroleum, der har et 100% ejet datterselskab, Atlantic Petroleum UK Limited, der er registreret i England og Wales, samt et 100% ejet datterselskab, Atlantic Petroleum Norge AS, der er registreret i Norge. Det britiske datterselskab fungerer som moderselskab for det 100% ejede britiske datterselskab Volantis Exploration Limited, der er registreret i England og Wales, og Atlantic Petroleum (Ireland) Limited, der er registreret i Irland. Volantis Exploration Limited har desuden et 100% ejet datterselskab i Holland, Volantis Netherlands BV. Alle forpligtelser og tilsagn i forhold til de britiske myndigheder er garanteret af det færøske moderselskab.

B.6 Større aktionærer

Selskabet har kun én aktieklasse, og alle Aktier har samme stemmerettigheder.

Den eneste Aktionær, der ejer mindst 5% af Selskabets aktiekapital og/eller stemmerettigheder, er:

P/F TF Íløgur, der direkte og indirekte ejer 7,87% af aktierne pr. Prospektdatoen.

Selskabet har ikke kendskab til aftaler, der på et senere tidspunkt kunne resultere i, at nogen parter overtager kontrollen med Selskabet.

B.7 Resumé af regnskabs-oplysniger

Koncernregnskabsoplysningerne er uddraget af de reviderede konsoliderede årsrapporter for regnskabsårene 2012, 2011 og 2010 samt fra de reviewede konsoliderede delårsrapporter for perioden 1. januar til 30. september 2013 og 2012.

De reviderede regnskaber for regnskabsårene 2012, 2011 og 2010 er udarbejdet i overensstemmelse med International Financial Reporting Standards (IFRS) som godkendt af Rådet for den Europæiske Union (EU) samt yderligere færøske oplysningskrav i henhold til den færøske regnskabslov, NASDAQ OMX Icelands krav til regnskabsaflæggelse samt NASDAQ OMX Copenhagens krav til regnskabsaflæggelse for børsnoterede selskaber.

De reviewede konsoliderede delårsrapporter for perioden 1. januar til 30. september 2013 og 1. januar til 30. september 2012 er udarbejdet i henhold til International Financial Reporting Standards (IFRS) IAS 34 Præsentation af delårsregnskaber som godkendt af EU.

Den 22. november 2013 meddelte Selskabet, at produktionen fra Chestnut midlertidigt er sat på pause som en forsigtighedsforanstaltning grundet problemer med ankersystemet på Sevan Hummingbird FPSOen. En af de 12 ankerliner har mistet spændingen og produktionen er indstillet mens årsagen undersøges.

Udover ovenstående, er der ikke sket væsentlige ændringer i Koncernens finansielle eller handelsmæssige stilling siden 30. september 2013.

	Regnskabsår					1. kvt. til 3. kvt.	
Hoved- og nøgletal (mio.)	**2012**	**2011**	**2010**	**2012**	**2012**	**2013**	**2012**
	DKK	**DKK**	**DKK**	**EUR**	**USD**	**DKK**	**DKK**
Koncernresultatopgørelse				**Urevideret**		**Reviewet**	**Reviewet**
Nettoomsætning	596,7	434,8	422,5	80,2	103,1	328,3	437,3
Produktionsomkostninger	-274,9	-261,2	-256,4	-36,9	-47,5	-158,6	-257,3
Bruttoresultat	**321,8**	**173,6**	**166,0**	**43,3**	**55,6**	**169,7**	**180,0**
Efterforskningsomkostninger	-27,2	-17,8	-0,4	-3,7	-4,7	-113,8	-17,4
Efterforskningsomkostninger før licens	-8,0	-1,8	-1,3	-1,1	-1,4	-8,7	-4,6
Generelle omkostninger og administrationsomkostninger	-39,9	-27,7	-17,0	-5,4	-6,9	-50,2	-25,1
Driftsresultat	**246,8**	**126,3**	**147,3**	**33,2**	**42,6**	**-2,9**	**132,9**
Finansielle poster, netto	-19,1	-1,2	15,8	-2,6	-3,3	-4,9	-17,3
Resultat før skat	**227,7**	**127,5**	**163,1**	**30,6**	**39,3**	**-7,8**	**115,6**
Skat af periodens resultat	-161,0	-60,9	-54,0	-21,6	-27,8	16,3	-77,9
Periodens resultat	**66,7**	**66,6**	**109,1**	**9,0**	**11,5**	**-24,0**	**37,7**
EBITDAX	412,5	259,7	276,8	55,4	71,2	184,0	318,0
Koncernbalance							
Langfristede aktiver							
Goodwill	57,7	37,9	0,0	7,7	10,2	55,0	39,7
Immaterielle aktiver	16,6	0,7	0,2	2,2	2,9	12,4	0,5
Immaterielle udviklings- og vurderingssaktiver	215,8	90,4	109,5	28,9	38,2	217,5	129,0
Materielle udviklings- og produktionsaktiver	440,8	446,6	403,1	59,1	78,0	636,1	411,8
Materielle aktiver	2,6	1,4	0,5	0,3	0,4	2,8	1,9
Udskudt skatteaktiv	0,5	0,0	3,5	0,1	0,1	0,0	1,8
	734,0	**577,0**	**516,8**	**98,4**	**129,9**	**923,7**	**584,8**
Kortfristede aktiver							
Varebeholdninger	14,0	1,9	11,5	1,9	2,5	33,2	22,5
Tilgodehavender fra salg og andre tilgodehavender	98,3	83,7	69,2	13,2	17,4	55,0	58,0
Finansielt aktiv	5,9	0,0	0,0	0,8	1,0	0,0	1,3
Tilgodehavende skat	27,1	0,0	0,0	3,6	4,8	45,2	0,0
Likvide beholdninger	242,5	114,3	74,3	32,5	42,9	53,1	298,5
	387,8	200,0	155,0	52,0	68,6	186,6	380,3
Aktiver i alt	**1.121,8**	**776,9**	**671,8**	**150,4**	**198,5**	**1.110,3**	**965,0**
Kortfristede forpligtelser							
Kortfristet gæld og forpligtelser	19,6	40,0	84,6	2,6	3,5	19,5	19,5
Leverandørgæld og øvrige g ældsforpligtelser	108,9	66,9	22,0	14,6	19,3	67,3	68,9
Selskabsskat	21,0	0,0	0,0	2,8	3,7	0,0	6,1
Finansielle forpligtelser	0,0	0,1	6,8	0,0	0,0	0,6	0,0
	149,5	**106,9**	**113,5**	**20,0**	**26,5**	**87,5**	**94,6**

Langfristede forpligtelser							
Udskudt skatteforpligtelse	215,7	60,9	0,0	28,9	38,2	248,4	139,0
Langfristet gæld	58,5	65,0	97,5	7,8	10,4	100,3	78,0
Langfristede hensættelser	161,0	114,8	83,0	21,6	28,5	184,5	162,2
	435,2	240,7	180,5	58,3	77,0	533,3	379,2
Forpligtelser i alt	**584,7**	**347,6**	**293,9**	**78,4**	**103,5**	**620,7**	**473,8**
Nettoaktiver/egenkapital	**537,1**	**429,3**	**377,9**	**72,0**	**95,1**	**489,5**	**491,3**
Pengestrømsopgørelse for Koncernen							
Pengestrømme fra driftsaktivitet	367,6	269,9	239,7	49,4	63,4	124,7	318,9
Pengestrømme fra investeringsaktivitet	-213,6	-163,3	-83,1	-28,7	-36,9	-352,3	-125,0
Pengestrømme fra finansieringsaktivitet	-27,0	-77,6	-101,5	-3,6	-4,7	41,8	-7,5
Nøgletal:							
Resultat pr, Eksisterende Aktie	26,7	26,2	41,5	3,6	4,6	-9,1	15,1
Egenkapitalandel (%)	48%	55%	56%	48%	48%	44%	51%
Indre værdi pr, Eksisterende Aktie	**204,5**	**163,4**	**143,9**	**27,5**	**35,3**	**186,4**	**187,0**

B.8 Proforma-regnskabsoplysninger

Ikke relevant. Dette Prospekt indeholder ikke proforma-regnskabsoplysninger.

B.9 Fremadrettede konsoliderede finansielle oplysninger

Koncernen forventer en samlet produktion på mellem 725.000 og 800.000 Boe, netto for regnskabsåret 2013. På baggrund af en skønnet gennemsnitlig oliepris på USD 100 pr. tønde for 4. kvartal 2013 forventes driftsresultatet før omkostninger til resultatløs efterforskning/vurdering (EBITDAX) at blive mellem DKK 225 mio. og DKK 275 mio. Den skønnede kurs på DKK/GBP er 8,8 og på DKK/USD 5,8.

B.10 Forbehold i revisionsrapporten

Ikke relevant. Der er ikke taget forbehold i forhold til de historiske regnskabsoplysninger i Prospektet.

B.11 Forklaring, hvis udsteders arbejdskapital ikke er tilstrækkelig til at dække Selskabets nuværende behov

Ikke relevant. Selskabet vurderer pr. datoen for Prospektet, at arbejdskapitalen er tilstrækkelig til at dække Koncernens nuværende behov i de kommende 12 måneder.

AFSNIT C – VÆRDIPAPIRER

C.1 Værdipapirtype og ISIN-koder

Selskabets Eksisterende Aktier er noteret på NASDAQ OMX Copenhagen og NASDAQ OMX Iceland i fondskoden (ISIN) FO000A0DN9X4. De Udbudte Aktier vil ikke blive registreret i en midlertidig ISIN-kode.

C.2 Valuta

Handel med de Udbudte Aktier vil ske i danske kroner på NASDAQ OMX Copenhagen og i norske kroner på Oslo Børs. De Udbudte Aktier er denomineret i danske kroner.

C.3 Antallet af udstedte og fuldt indbetalte Aktier og af udstedte, men ikke fuldt indbetalte Aktier

De Eksisterende Aktier udgør 2.626.703 stk. à nominelt DKK 100. Alle udstedte aktier er fuldt indbetalt.

C.4	**Rettigheder knyttet til Aktierne**	De Udbudte Aktier har i enhver henseende samme rettigheder indbyrdes og i forhold til alle andre aktier. Hver Aktie à nominelt DKK 100 giver ret til en stemme. Selskabet har kun én aktieklasse.
C.5	**Indskrænkninger i Aktiernes omsættelighed**	Ikke relevant. Aktierne er frit omsættelige omsætningspapirer i henhold til færøsk ret.
C.6	**Optagelse til handel og officiel notering**	Efter registrering af kapitalforhøjelsen vedrørende de Nye Aktier hos den færøske selskabsregistreringsmyndighed, som forventes at finde sted omkring den 11. december 2013, vil de Nye Aktier blive udstedt og optaget til officiel notering i den eksisterende ISIN-kode på NASDAQ OMX Copenhagen og som en ny børsnotering på Oslo Børs. De Eksisterende Aktier er noteret på NASDAQ OMX Copenhagen og NASDAQ OMX Iceland i følgende ISIN-kode FO000A0DN9X4 og vil blive noteret på Oslo Børs i den samme ISIN-kode, hvis Udbuddet gennemføres, og hvis Selskabet godkendes til notering af bestyrelsen for Oslo Børs og har opfyldt de af bestyrelsen for Oslo Børs fastsatte betingelser. Aktionærerne og investorerne gøres opmærksom på, at de Udbudte Aktier ikke vil blive optaget til officiel notering på NASDAQ OMX Copenhagen i en midlertidig fondskode. Selskabet har søgt om afnotering fra NASDAQ OMX Iceland, hvorefter det primære noteringssted for Selskabets aktier vil være NASDAQ OMX Copenhagen. Selskabet forventes at blive afnoteret fra NASDAQ OMX Iceland inden gennemførelsen af Udbuddet. Efter en sådan afnotering, vil Selskabets islandske Aktionærer i henhold til gældende islandske kapitalreguleringsregler blive begrænset i at handle og tegne Aktier i Selskabet.
C.7	**Udbytte**	Selskabet forventer ikke at udbetale udbytte i den nærmeste fremtid.

AFSNIT D – RISICI

D.1	**Risici forbundet med Koncernen**	Nedennævnte risikofaktorer er ikke anført i prioriteret rækkefølge efter vigtighed eller sandsynlighed. Det er ikke muligt at kvantificere betydningen af de enkelte risikofaktorer for Atlantic Petroleum eller de Udbudte Aktier, idet hver af nedennævnte risikofaktorer kan indtræffe i større eller mindre omfang og få uforudsete konsekvenser. • Risici forbundet med Koncernens efterforsknings- og vurderingsaktiviteter • Risici forbundet med Koncernens udviklings- og produktionsaktiviteter • Risici forbundet med reserveestimater • Risici forbundet med Koncernens afhængighed af nøglemedarbejdere og evne til at tiltrække og fastholde kvalificerede nye medarbejdere • Risici forbundet med myndighedsforhold og lovgivningsmæssige vilkår • Risici forbundet med afhængighed af licenspartnere • Risici forbundet med erhvervelse af aktiver, kapitalandele eller selskaber • Risici forbundet med konkurrence • Risici forbundet med udsving i olie- og gaspriserne • Risici forbundet med valutaeksponering • Risici forbundet med Koncernens regnskabsresultater • Risici forbundet med Koncernens anvendelse af nettoprovenuet fra Udbuddet • Risiko forbundet med Koncernens fremtidige finansieringsbehov • Risici forbundet med uforudsete begivenheder

D.3	**Risici forbundet med Selskabets Aktier og Udbuddet**	En investering i de Udbudte Aktier indebærer en høj risiko. Følgende risikofaktorer, der af Koncernen vurderes som væsentlige, bør sammen med de øvrige oplysninger i dette Prospekt overvejes omhyggeligt, inden der træffes en investeringsbeslutning omkring de Udbudte Aktier. • Risiko for, at der sker en negativ indvirkning på aktiekursen i forbindelse med et muligt salg af Aktier eller udstedelse af yderligere Aktier i fremtiden • Risiko for, at Udbuddet ikke bliver gennemført og kan tilbagekaldes under visse ekstraordinære og uforudsigelige omstændigheder • Risiko for, at Udbudskursen kan afvige væsentligt fra kursen på Aktierne i løbet af Tegningsperioden • Risiko vedrørende udsving i valutakurser, der er forbundet med de Udbudte Aktier • Risici vedrørende depotbeviser og aftale med aktiebogsfører • Yderligere risici, der berører investorer uden for Danmark, Norge og Færøerne

AFSNIT E – UDBUD

E.1	**Nettoprovenu og samlede udgifter**	De Nye Aktier, der udstedes af Selskabet i Udbuddet, vil udgøre et antal, hvorved Selskabet modtager et bruttoprovenu på ca. DKK 150 mio. – DKK 200 mio. svarende til ca. NOK 165 mio - NOK 220 mio. De skønnede omkostninger, som Selskabet skal betale i forbindelse med modtagelse af et bruttoprovenu på DKK 150 mio., udgør DKK 17,3 mio. svarende til ca. NOK 19,0 mio, og de skønnede omkostninger, der skal betales i forbindelse med modtagelse af et bruttoprovenu på DKK 200 mio., udgør DKK 21,8 mio. svarende til ca. NOK 24,0 mio. Efter fradrag af de skønnede udgifter forventes nettoprovenuet fra Udbuddet at udgøre ca. DKK 133 mio. - DKK 178 mio. svarende til ca. NOK 146 mio. - NOK 196 mio. Udbudskursen tillægges ikke mæglergebyrer.
E.2a	**Baggrund for Udbuddet og anvendelse af provenu**	Den primære årsag til Udbuddet er Selskabets ambition om at fremskynde væksten ved at forfølge aktuelle farm-in muligheder og andre efterforskningsmuligheder, særligt på den norske kontinentalsokkel. Atlantic Petroleum er af den opfattelse, at den norske kontinentalsokkel tilbyder en række high-impact efterforskningsmuligheder af god kvalitet, og på grundlag af Koncernens nylige erhvervelse af Emergy Exploration AS (nu Atlantic Petroleum Norge AS) og etableringen af en kompetent organisation i Norge, anser Atlantic Petroleum sig selv for at stå godt i forhold til at ekspandere den norske forretning. Selskabet er aktuelt i gang med at vurdere en række konkrete køb af senstadie-efterforskningsaktiviteter, i Norge, og Selskabet forventer på grundlag af en succesrig gennemførelse af Udbuddet, at en eller flere af disse kan gennemføres i løbet af 2014. Provenu fra Udbuddet vil endvidere styrke Selskabets balance.
E.3	**Udbudsbetingelser**	Udbuddet omfatter op til 1.575.000 stk. Nye Aktier og op til 236.250 stk. Overalokerings Aktier à nominelt DKK 100. De Nye Aktier, der udstedes af Selskabet i Udbuddet, vil udgøre et antal, hvorved Selskabet modtager et bruttoprovenu på ca. DKK 150 mio. – DKK 200 mio. svarende til ca. NOK 165 mio - NOK 220 mio. Under forudsætning af et bruttoprovenu på DKK 175 mio. og en Udbudskurs svarende til middelkursen i det Indikative Udbudskursinterval vil Selskabet skulle udstede 1.283.333 stk. Nye Aktier à nominelt DKK 100. Desuden har Selskabet i henhold til en Overallokeringsaftale tildelt Stabilisation Manager en ret til at overallokere et antal Overallokeringsaktier på indtil 15% af det antal Nye Aktier, der udbydes i Udbuddet, på de vilkår og betingelser, der er beskrevet i Prospektet. Udbuddet består af: (i) Et Institutionelt Udbud, hvor de Udbudte Aktier udbydes til a) institutionelle og professio-

nelle investorer i Danmark og Norge og på Færøerne og til b) institutionelle investorer uden for Danmark, Norge, Færøerne og USA i henhold til Regulation S i Securities Act, og c) i USA til "QiBs" som defineret i og i henhold til Rule 144A i Securities Act med forbehold for de gældende undtagelser fra prospektkravene og en nedre grænse pr. ordre og allokering på NOK 1.000.000 (DKK 909.091)

(ii) Et Detailudbud, hvor de Udbudte Aktier udbydes til offentligheden i Danmark og Norge og på Færøerne med forbehold for en nedre grænse pr. ordre på NOK 10.500 (DKK 9.545) og en øvre grænse pr. ordre på NOK 999.999 (DKK 909.090) for hver investor. Investorer, der har til hensigt at afgive en ordre på mere end NOK 999.999, skal gøre det i det Institutionelle Udbud.

Bestyrelsen har fastsat et ikke-bindende Indikativt Udbudskursinterval for Udbuddet på NOK 140 - NOK 160 (DKK 127 – DKK 145) i samråd med Joint Global Coordinators. Udbudskursen for de Udbudte Aktier fastsættes ved bookbuilding, som sker i forbindelse med det Institutionelle Udbud. Udbudskursen kan blive fastsat til en kurs, der ligger inden for, over eller under det Indikative Udbudskursinterval, Udbudskursen vil dog ikke overstige NOK 175 (DKK 159). Det Indikative Udbudskursinterval kan til enhver tid ændres i Bookbuildingperioden.

Bookbuildingperioden løber fra den 27. november 2013 kl. 9.00 (dansk tid) til 10. december 2013 kl. 16.30 (dansk tid). Ordreperioden løber fra den 27. november 2013 kl. 9.00 (dansk tid) til 10. december 2013 kl. 12.00 (dansk tid). Bookbuildingperioden og/eller Ordreperioden kan blive afkortet eller forlænget efter Selskabets skøn, men den vil under ingen omstændigheder udløbe før den 6. december 2013 kl. 16.30 (dansk tid) eller blive forlænget til efter den 17. december 2013 kl. 16.30 (dansk tid). En sådan afkortning eller forlængelse offentliggøres gennem informationssystemerne på Oslo Børs og NASDAQ OMX Copenhagen senest kl. 9.00 på dagen efter den sidste dag i den tidligere gældende Bookbuildingperiode. En afkortning eller forlængelse af Bookbuildingperioden vil medføre en tilsvarende afkortning eller forlængelse af Ordreperioden i Detailudbuddet, medmindre andet angives i forbindelse med afkortningen eller forlængelsen.

De Nye Aktier forventes at blive optaget til officiel notering på NASDAQ OMX Copenhagen og Oslo Børs omkring den 12. december 2013. Registrering af de Nye Aktier hos den færøske selskabsregistreringsmyndighed sker efter gennemførelsen af Udbuddet, der forventes at finde sted senest den 11. december 2013.

Resultatet af Udbuddet offentliggøres omkring den 11. december via de elektroniske informationssystemer på NASDAQ OMX Copenhagen og Oslo Børs.

De Udbudte Aktier leveres elektronisk (som depotbeviser) ved fordeling på konti i VPS.

Gennemførelsen af Udbuddet på de vilkår, der er anført i Prospektet, er betinget af, at følgende kriterier opfyldes:

(i) Bestyrelsen for Oslo Børs godkender noteringen af Aktierne på Oslo Børs.
(ii) Selskabet opfylder betingelserne for Noteringen efter Oslo Børs' bestemmelser.
(iii) Bestyrelsen beslutter at udstede de Nye Aktier og gennemføre Udbuddet.

Der kan ikke gives sikkerhed for, at disse betingelser opfyldes.

Selskabet forbeholder sig ret til, i samråd med Joint Global Coordinators, til enhver tid at tilbagekalde, suspendere eller ophæve og til ikke at gennemføre Udbuddet efter eget skøn (og af en hvilken som helst årsag), herunder i løbet af Bookbuildingperioden, indtil kapitalforhøjelsen i forbindelse med de Nye Aktier registreres hos den færøske selskabsregistreringsmyndighed. I så fald vil dette blive offentliggjort via de elektroniske informationssystemer på NASDAQ OMX Copenhagen og Oslo Børs.

Dato for offentliggørelse af Prospektet (Prospektdatoen)	26. november 2013
Bookbuildingperioden begynder	27. november 2013 kl. 9.00 (dansk tid)
Bookbuildingperioden slutter	10. december at 16.30 (dansk tid)
Ordreperioden begynder	27. november 2013 kl. 9.00 (dansk tid)
Ordreperioden slutter	10. december kl. 12.00 (dansk tid)
Fordeling af de Nye Aktier	Omkring den 10. december 2013
Offentliggørelse af den endelige Udbudskurs og resultatet af Udbuddet	Omkring den 11. december 2013
Registrering af de Nye Aktier hos den færøske selskabsregistreringsmyndighed	Omkring den 11. december 2013
Levering af og betaling for de Nye Aktier	Omkring den 12. december 2013
Optagelse til handel og officiel notering på NASDAQ OMX Copenhagen og Notering på Oslo Børs	Omkring den 12. december 2013

E.4 Fysiske og juridiske personers interesser i Udbuddet

ABG Sundal Collier og Carnegie eller deres tilknyttede selskaber, efterfølgere eller overdragere leverer på nuværende tidspunkt og vil muligvis i fremtiden levere investeringsbank- og forretningsbankydelser til Selskabet og dets tilknyttede selskaber som led i den almindelige drift, og de modtager muligvis og vil muligvis fortsat modtage sædvanlige honorarer og provision for sådanne ydelser. ABG Sundal Collier og Carnegie er Joint Global Coordinators i Udbuddet og modtager honorarer og provision i den forbindelse. De skønnede omkostninger, der er angivet i Del III, afsnit 8, omfatter et succeshonorar til Joint Global Coordinators, hvor udbetaling er betinget af vellykket gennemførelse af Udbuddet. Med undtagelse heraf er Selskabet ikke bekendt med nogen interesser, herunder interessekonflikter, der er væsentlige for Udbuddet.

E.5 Sælgende værdipapirejere og lock-up-aftaler

De Udbudte Aktier udstedes af P/F Atlantic Petroleum.

Ingen af Selskabets Eksisterende Aktionærer sælger Aktier i forbindelse med Udbuddet.

Selskabet vil ikke uden forudgående skriftligt samtykke fra Joint Global Coordinators i en periode på 180 dage fra Prospektdatoen direkte eller indirekte udstede, udbyde, sælge eller på anden måde direkte eller indirekte sælge eller indgå aftale om at sælge Aktier eller værdipapirer, der kan konverteres eller udnyttes til eller ombyttes med Aktier, eller indgå nogen swap-aftale eller anden aftale eller handel, der direkte eller indirekte vil resultere i hel eller delvis overdragelse af nogen finansielle konsekvenser af ejerskab af Aktierne. Selskabets lock-up-forpligtelser gælder ikke for warrants (og Aktier, der udstedes efter udnyttelse heraf), der er udstedt eller skal udstedes til medlemmerne af Selskabets Bestyrelse og Direktion og andre medarbejdere i henhold til eksisterende bemyndigelser.

Direktionen og Bestyrelsen har påtaget sig en tilsvarende forpligtelse over for Joint Global Coordinators i en periode på 180 dage beregnet fra den første noteringsdag. Lock-up-forpligtelsen gælder ikke for køb, tegning eller salg af selskabsværdipapirer i forbindelse med eksisterende og fremtidige medarbejderaktieordninger og warrantprogrammer eller af fortegningsrettigheder og nye aktier, der er købt i forbindelse med og efter Udbuddet.

E.6 Udvanding

Pr. 30. september 2013 udgjorde Atlantic Petroleums indre værdi DKK 489,5 mio. eller DKK 186 pr. Eksisterende Aktie. Indre værdi pr. Aktie beregnes ved at dividere Selskabets indre værdi med det samlede antal Aktier eksklusive egne aktier. Efter udstedelse af 1.283.333 stk. Nye Aktier, til middelkursen i det Indikative Udbudskursinterval og efter at have fratrukket skønnede udgifter i forbindelse med Udbuddet ville Selskabets indre værdi pr. 30. september 2013 have udgjort ca. DKK 645,0 mio. eller DKK 165 pr. Aktie. Dette svarer til et umiddelbart fald i indre værdi pr. Aktie på DKK 21 for aktionærerne og en umiddelbar forhøjelse af den regulerede indre værdi pr. Aktie på DKK 29 for tegnere af de Nye Aktier.

E.7 Mæglergebyrer

Ikke relevant. Udbudskursen tillægges ikke mæglergebyrer.

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NORSK SAMMENDRAG

Sammendrag består av informasjon som skal gis i form av ”Elementer”. Elementene er nummerert i punktene A – E (A.1 – E.7) nedenfor. Dette sammendraget inneholder alle Elementer som skal være inkludert i et sammendrag for denne type verdipapir og utsteder. Som følge av at enkelte Elementer ikke må beskrives, kan det være huller i nummereringen av Elementene. Selv om man kan være pålagt å innta et Element i sammendraget på grunn av typen verdipapir og utsteder, er det mulig at det ikke kan gis relevant informasjon knyttet til Elementet. I så fall er det inntatt en kort beskrivelse av Elementet i sammendraget sammen med benevnelsen ”ikke aktuelt”.

AVSNITT A – INNLEDNING OG ADVARSLER

A.1	**Advarsel**	Dette sammendraget bør leses som en innledning til Prospektet; En hver beslutning om å investere i verdipapirene bør baseres på investorens vurdering av Prospektet i sin helhet; Dersom et krav knyttet til informasjonen i Prospektet fremsettes for en domstol, kan saksøkende investor, i henhold til nasjonal lovgivning i sitt Medlemsland, bli pålagt å dekke kostnadene med å oversette Prospektet før rettsforhandlingene igangsettes; Sivilrettslig ansvar kan kun pådras for de personer som har satt opp sammendraget, herunder oversatt dette, men kun dersom sammendraget er misvisende, ikke korrekt eller usammenhengende når det leses i sammenheng med andre deler av Prospektet eller dersom sammendraget, når det leses sammen med andre deler av Prospektet, ikke gir nøkkelinformasjon som investorene behøver når de vurderer om de skal investere i slike verdipapirer.
A.2	**Anvendelse av Prospektet ved videresalg eller endelig plassering av verdipapirer gjennom finansielle formidlere**	Ikke aktuelt. Selskapet samtykker ikke til at prospektet anvendes i forbindelse med videresalg eller endelig plassering av verdipapirer gjennom finansielle formidlere.

AVSNITT B – UDSTEDER

B.1	**Navn**	Selskapets navn er P/F Atlantic Petroleum med binavnet P/F Atlants Kolvetni.
B.2	**Hjemstat og rettslig organisering, lovgivning og stiftelsesland**	Selskapets registrerte forretningskontor er: Yviri við Strond 4, 3. etasje P.O. Box 1228 110 Torshavn Færøyene P/F Atlantic Petroleum er stiftet med begrenset ansvar i henhold til færøysk rett under registreringsnr. 2695 og er registrert hos den færøyske selskapsregistreringsmyndighet, Skráseting Føroya.
B.3	**Virksomhets-beskrivelse**	Atlantic Petroleum er et lete- og produksjonsselskap med fokus på offshore olje- og gassinteresser i Storbritannia, Norge, Færøyene, Irland og Nederland. Atlantic Petroleums hovedkontor er lokalisert i Torshavn på Færøyene, og selskapet har datterselskaper og tekniske kontorer i London, Storbritannia og Bergen, Norge. Konsernet består av en liten og effektiv organisasjon på 30 fulltidsansatte medarbeidere, som støttes av erfarne og pålitelige konsulenter. Konsernet har per i dag 40 lisenser, hvorav tre av lisensene er knyttet til produserende felter. Videre har Konsernet et felt under utvikling, hvor det forventes å produseres olje fra 2015, samt to ytterligere potensielle utviklingsprosjekter og et betydelig antall leteprosjekter. Atlantic Petroleums overordnede mål er å skape størst mulig verdi for aksjeeierne ved å bygge opp, og balansere, en bærekraftig lisensportefølje som skal sikre løpende tilgang til prosjekter som forventes å komme i produksjon samtidig som Konsernet deltar i større leteprosjekter. Atlantic Petroleums strategi er således å investere både i utviklede områder, som gjerne ikke tilfredsstiller kravene til de større lete- og produksjonsselskapene, f.eks på den britiske kontinentalsokkelen, og i områder med høyt potensiale slik som Norge og Atlanterhavsmarginen. Atlantic Petroleum skal oppnå dette gjennom målrettede oppkjøp, inngåelse og utnyttelse av strategiske partnerskap, så vel som gjennom deltagelse i lisensrunder.

Atlantic Petroleums viktigste fordel og kompetanse inkluderer et ytterst erfarent teknisk team med omfattende geologisk kunnskap om det nordvest-europeiske hydrokarbonbassenget, samt svært kompetente og erfarne medlemmer i ledelsen og styret. Konsernets suksess er også drevet av sterke relasjoner med et bredt spekter av internasjonale oljeselskaper, slik som Statoil, ExxonMobil, Centrica, Dong Energy og Nexen. Ved å inngå strategiske partnerskap i tilknytning til sine lisenser, reduserer Konsernet den potensielle risikoen og tilhørende kapitalkostnader. Partnerskap muliggjør også en omfattende deling av geologisk, geofysisk og operasjonell kunnskap, i tillegg til fordeling av kostnader.

B.4a Trendopplysninger

Som verdens viktigste energiressurs, kjennetegnes olje som handles i det globale råvaremarkedet av store prissvingninger. Prisene er sterkt korrelert med den globale økonomiske veksten, og tilhørende innvirkninger på produksjon, transport, konstruksjon, forbruk, osv. Markedet for olje er svært avhengig av både nåværende samt forventet fremtidig etterspørsel i tillegg til hvor mye olje som til en hver tid er på lager. Den politiske situasjonen i enkelte land kan også ha betydelig innvirkning på utviklingen i oljeprisen, da deler av verdens oljeproduksjon er lokalisert i regioner med betydelig politisk risiko. Terrorisme, opprør, krig og konflikter er eksempler på faktorer som kan gi kortsiktige, så vel som langsiktige, utslag i oljeprisen.

Etterspørselen etter serviceytelser til offshoreindustrien har historisk sett vært økende i perioder med høy oljepris. Dette har ført til økende rater for borerigger og andre serviceytelser, og har følgelig påvirket lete- og produksjonsselskaper, inkludert Atlantic Petroleum.

Da olje avregnes i USD, vil svingningene i oljeprisen, målt i lokal valuta, variere fra land til land. Historisk sett har det vært en negativ korrelasjon mellom oljeprisen og USD, noe som har moderert effekten av prissvingningene for forbrukere som handler i valutaer som ikke er direkte eller indirekte knyttet opp til USD.

B.5 Organisations-struktur

Konsernet Atlantic Petroleum består av P/F Atlantic Petroleum som har to heleide datterselskaper, Atlantic Petroleum UK Limited, registrert i England, og Atlantic Petroleum Norge AS, registrert i Norge. Atlantic Petroleum UK Limited er 100% eier av det britiske datterselskapet Volantis Exploration Limited registrert i England og Wales, samt det irske datterselskapet Atlantic Petroleum Limited. Videre har Volantis Exploration Limited et 100 % eid datterselskap i Nederland, Volantis Netherlands BV. Alle forpliktelser og engasjementer i de britiskregistrerte selskapene er garantert for av morselskapet på Færøyene.

B.6 Større aksjeeiere

Selskapet har bare en aksjeklasse, og alle Aksjene har samme stemmerettigheter.

Den eneste aksjonæren som eier med en 5% av Selskapets aksjekapital og/eller stemmerettigheter er:

P/F TF Íløgur, som direkte og indirekte eier 7,87% av aksjene per Prospektdatoen.

Selskapet har ikke kjennskap til noen avtaler som på et senere tidspunkt kan resultere i at en part tar over kontrollen i Selskapet.

B.7 Sammendrag finansiell informasjon

Opplysninger fra konsernregnskapet er hentet fra de reviderte konsoliderte årsrapportene for regnskapsårene 2012, 2011 og 2010, samt de gjenomgåtte konsoliderte delårsrapportene i perioden 1. januar til 30. september 2013 og 2012.

De reviderte regnskapene for regnskapsårene 2012, 2011 og 2010 er utarbeidet i overenstemmelse med International Financial Reporting Standards (IFRS) som godkjent av Rådet for den Europeiske Union (EU), samt ytterligere opplysningskrav gjeldende etter færøysk regnskapslov, og de rapporteringskrav som følger av noteringene på NASDAQ OMX Iceland og NASDAQ OMX Copenhagen.

De gjennomgåtte konsoliderte delårsrapportene for perioden 1. januar til 30. september 2013 og 1. januar til 30. september 2012 har blitt utarbeidet i overenstemmelse med International Financial Reporting Standards (IFRS) IAS 34 Interim Financial Reporting som godkjent av EU.

Den 22. november 2013 kunngjorde selskapet at produksjonen fra Chestnut var midlertidig avstengt som et forebyggende tiltak som følge av et problem med forankringssystemet på Sevan Hummingbird. En av de tolv fortøyningene på FPSO enheten mistet feste og produksjonen har blitt avstengt mens saken etterforskes.

Utover hendelsen beskrevet ovenfor, har det ikke vært vesentlige endringer i Konsernets finansielle stilling siden 30. september 2013.

	Hoved- og nøkkeltall (MM) Regnskapsår (31. desember)					9 mnd. 30. september	
	2012	**2011**	**2010**	**2012**	**2012**	**2013**	**2012**
	DKK	**DKK**	**DKK**	**EUR**	**USD**	**DKK**	**DKK**
	Revidert	Revidert	Revidert	Urevidert		Urevidert	Urevidert
Konsernresultat							
Salg	596,7	434,8	422,5	80,2	103,1	328,3	437,3
Varekostnad	-274,9	-261,2	-256,4	-36,9	-47,5	-158,6	-257,3
Bruttofortjeneste	**321,8**	**173,6**	**166,0**	**43,3**	**55,6**	**169,7**	**180,0**
Letekostnader	-27,2	-17,8	-0,4	-3,7	-4,7	-113,8	-17,4
Pre-lisens letekostnader	-8,0	-1,8	-1,3	-1,1	-1,4	-8,7	-4,6
Generelle og administrative kostnader	-39,9	-27,7	-17,0	-5,4	-6,9	-50,2	-25,1
Driftsresultat	**246,8**	**126,3**	**147,3**	**33,2**	**42,6**	**-2,9**	**132,9**
Netto finanskostnader	-19,1	-1,2	15,8	-2,6	-3,3	-4,9	-17,3
Resultat før skatt	**227,7**	**127,5**	**163,1**	**30,6**	**39,3**	**-7,8**	**115,6**
Skatt av periodens resultat	-161,0	-60,9	-54,0	-21,6	-27,8	16,3	-77,9
Resultat etter skatt	**66,7**	**66,6**	**109,1**	**9,0**	**11,5**	**-24,0**	**37,7**
EBITDAX	412,5	259,7	276,8	55,4	71,2	184,0	318,0
Konsernbalanse							
Langsiktige aktiver							
Goodwill	57,7	37,9	0,0	7,7	10,2	55,0	39,7
Immaterielle eiendeler	16,6	0,7	0,2	2,2	2,9	12,4	0,5
Immaterielle utviklings- og vurderingseiendeler	215,8	90,4	109,5	28,9	38,2	217,5	129,0
Materielle utvikling- og vurderingseiendeler	440,8	446,6	403,1	59,1	78,0	636,1	411,8
Anleggsmidler	2,6	1,4	0,5	0,3	0,4	2,8	1,9
Utsatt skattefordel	0,5	0,0	3,5	0,1	0,1	0,0	1,8
	734,0	**577,0**	**516,8**	**98,4**	**129,9**	**923,7**	**584,8**
Kortsiktige aktiver							
Varelager	14,0	1,9	11,5	1,9	2,5	33,2	22,5
Kundefordringer	98,3	83,7	69,2	13,2	17,4	55,0	58,0
Finansielle eiendeler	5,9	0,0	0,0	0,8	1,0	0,0	1,3
Betalbar skatt	27,1	0,0	0,0	3,6	4,8	45,2	0,0
Kontantbeholdning	242,5	114,3	74,3	32,5	42,9	53,1	298,5
	387,8	**200,0**	**155,0**	**52,0**	**68,6**	**186,6**	**380,3**
Totale eiendeler	**1.121,8**	**776,9**	**671,8**	**150,4**	**198,5**	**1.110,3**	**965,0**
Kortsiktige forpliktelser							
Kortsiktig gjeld og forpliktelser	19,6	40,0	84,6	2,6	3,5	19,5	19,5
Leverandørgjeld	108,9	66,9	22,0	14,6	19,3	67,3	68,9
Selskapsskatt	21,0	0,0	0,0	2,8	3,7	0,0	6,1
Finansielle forpliktelser	0,0	0,1	6,8	0,0	0,0	0,6	0,0
	149,5	**106,9**	**113,5**	**20,0**	**26,5**	**87,5**	**94,6**
Langsiktige forpliktelser							
Utsatt skatteforpliktelse	215,7	60,9	0,0	28,9	38,2	248,4	139,0
Langsiktig gjeld	58,5	65,0	97,5	7,8	10,4	100,3	78,0
Langsiktige avsetninger	161,0	114,8	83,0	21,6	28,5	184,5	162,2
	435,2	**240,7**	**180,5**	**58,3**	**77,0**	**533,3**	**379,2**
Totale forpliktelser	**584,7**	**347,6**	**293,9**	**78,4**	**103,5**	**620,7**	**473,8**
Netto eiendeler/ Egenkapital	**537,1**	**429,3**	**377,9**	**72,0**	**95,1**	**489,5**	**491,3**

Kontantstrøm for Konsern							
Kontantstrøm fra operasjonelle aktiviteter	367,6	269,9	239,7	49,4	63,4	124,7	318,9
Kontantstrøm fra investeringsaktiviteter	-213,6	-163,3	-83,1	-28,7	-36,9	-352,3	-125,0
Kontantstrøm fra finansieringsaktiviteter	-27,0	-77,6	-101,5	-3,6	-4,7	41,8	-7,5
Nøkkeltall:							
Resultat per Eksisterende Aksjer	26,7	26,2	41,5	3,6	4,6	-9,1	15,1
Egenkapitalandel i %	48%	55%	56%	48%	48%	44%	51%
Egenverdi per Eksisterende Aksje	204,5	163,4	143,9	27,5	35,3	186,4	187,0

B.8 Proforma-regnskaps-opplysninger

Ikke aktuelt. Dette Prospektet inneholder ikke proformaregnskapsopplysninger.

B.9 Fremadskuende konsolidert finansiell informasjon

Konsernet forventer en samlet nettoproduksjon på mellom 725 000 og 800 000 Boe netto for regnskapsåret som avsluttes 31. desember 2013. På bakgrunn av et gjennomsnittlig oljeprisestimat på USD 100 per fat for 4. kvartal 2013 forventer Konsernet et driftsresultat før omkostninger til mislykkede leteprosjekter (EBITDAX) på mellom DKK 225MM og DKK 275MM. Valutakurser er estimert til DKK/GBP 8,8 og DKK/USD 5,8.

B.10 Forbehold i revisjons-beretningen

Ikke aktuelt. Det er ikke tatt forbehold knyttet til de historiske regnskapstallene angitt i Prospektet.

B.11 Forklaring hvis utsteders arbeidskapital ikke er tilstrekkelig for å dekke selskapets nåværende behov

Ikke aktuelt. På datoen for dette Prospektet er Selskapet av den oppfatning at Konsernets arbeidskapitalen er tilstrekkelig for dets nåværende behov og for de neste 12 måneder.

AVSNITT C – VERDIPAPIRER

C.1 Verdipapirtype og ISIN-koder

Selskapets Eksisterende Aksjer er notert på NASDAQ OMX Copenhagen og NASDAQ OMX Iceland under ISIN-koden FO000A0DN9X4. Tilbudsaksjene vil ikke bli registrert under en midlertidig ISIN-kode.

C.2 Valuta

Tilbudsaksjene vil handles i danske kroner på NASDAQ OMX Copenhagen og i norske kroner på Oslo Børs. Tilbudsaksjene er denominert i danske kroner.

C.3 Antallet Aksjer utstedt og fullt ut innbetalt og utstedt, men ikke fullt ut innbetalt

Selskapets samlede antall Eksisterende Aksjer er 2 626 703, hver pålydende DKK 100. Samtlige utstedte aksjer er fullt ut innbetalt.

C.4 Rettigheter knyttet til Aksjene

Tilbudsaksjene har i alle henseender samme innbyrdes rettigheter og samme rettigheter som de eksisterende aksjer utstedt av Selskapet.

Hver Aksje har en nominell verdi på DKK 100 og hver aksje gir rett til én stemme. Selskapet har kun én aksjeklasse.

C.5 Innskrenkninger i aksjenes omsettelighet

Ikke aktuelt. Aksjene er fritt omsettelige i henhold til færøysk lov.

C.6 Opptagelse til handel og offisiell notering	Kapitalforhøyelsen som skal gjennomføres i forbindelse med utstedelse av Tilbudsaksjene forventes å registreres hos de færøyske selskapsregistreringsmyndighetene på eller rundt den 11. desember 2013. Etter registreringen av kapitalforhøyelsen vil De Nye Aksjene bli utstedt og opptatt til offisiell notering under den eksisterende ISIN-koden på NASDAQ OMX Copenhagen og Aksjene vil bli opptatt som en ny børsnotering på Oslo Børs. De Eksisterende Aksjene er notert på NASDAQ OMX Copenhagen og NASDAQ OMX Iceland under ISIN-koden FO000A0DN9X4, og vil noteres på Oslo Børs under den samme ISIN-koden forutsatt at kapitalforhøyelsen gjennomføres, Selskapet godkjennes til notering av styret ved Oslo Børs og Selskapet tilfredsstiller samtlige krav for notering fastsatt av styret ved Oslo Børs. Aksjeeiere og investorer gjøres oppmerksomme på at Tilbudsaksjene ikke vil bli tatt opp til notering på NASDAQ OMX Copenhagen under en midlertidig fondskode. Selskapet har søkt om strykning fra notering på NASDAQ OMX Iceland, hvorpå Selskapets primærnotering blir flyttet til NASDAQ OMX Copenhagen. Selskapet forventer å bli strøket fra notering på NASDAQ OMX Iceland før gjennomføring av Tilbudet. I forbindelse med Selskapets søknad om strykning, vil det gjelde begrensninger for Selskapets islandske aksjeeiere knyttet til handling og tegning av aksjer i Selskapet.
C.7 Dividende	Selskapet forventer ikke at det vil bli betalt ut dividende i den nærmest fremtid.

AVSNITT D – RISIKO

D.1 Risiko forbundet med Konsern	De etterfølgende risikofaktorene er ikke anført i noen prioritert rekkefølge etter viktighet eller sannsynlighet. Det er ikke mulig å kvantifisere betydningen av de enkelte risikofaktorene for Atlantic Petroleum eller Tilbudsaksjene, idet hver av de etterfølgende risikofaktorene kan inntreffe i mindre eller større omfang og få uforutsette konsekvenser • Risiko forbundet med Konsernets leteaktiviteter • Risiko forbundet med Konsernets utviklings- og produksjonsaktiviteter • Risiko forbundet med reserveestimater • Risiko forbundet med Konsernets avhengighet av nøkkelpersonell og evne til å tiltrekke seg og fastholde nye kvalifiserte medarbeidere • Risiko forbundet med myndighetskontroll og lovgivningsmessige vilkår • Risiko forbundet med ervervelse av eiendeler, aksjer eller selskaper • Risiko forbundet med konkurranse • Risiko forbundet med fluktuering i olje- og gasspriser • Risiko forbundet med valutaeksponering • Risiko forbundet med Konsernets finansielle resultat • Risiko forbundet med Konsernets anvendelse av nettoprovenyet fra Tilbudet • Risiko forbundet med Konsernets fremtidige finansieringsbehov • Risiko forbundet med uforutsette begivenheter
D.3 Risiko forbundet med Selskapets Aksjene og Tilbudet	En investering i Tilbudsaksjene innebærer høy risiko. Følgende risikofaktorer, som Konsernet vurderer som vesentlige, bør, sammen med informasjonen i dette Prospektet, nøye overveies før en investeringsbeslutning tas med hensyn på Tilbudsaksjene. • Risiko for at det skjer en negativ innvirkning på aksjekursen i forbindelse med et mulig salg av Aksjer eller utstedelser av nye Aksjer i fremtiden • Risiko for at Tilbudet ikke blir gjennomført og kan trekkes tilbake • Risiko for at Tilbudskursen kan avvike vesentlig fra kursen på Aksjene i løpet av Tegningsperioden • Risiko for svingninger i valutakurser forbundet med Tilbudsaksjene • Risiko knyttet til depotbevis og avtale med aksjebokfører • Ytterligere risiko påvirker investorer utenfor Danmark, Norge og Færøyene

E.1	**Nettoproveny og samlede utgifter**	Antallet Nye Aksjer som skal utstedes av Selskapet i Tilbudet vil medføre at Selskapet mottar et bruttoproveny på ca. DKK 150MM – DKK 200MM, tilsvarende ca. NOK 165MM – NOK 220MM. De estimerte kostnadene som betales av selskapet i forbindelse med bruttoproveny på DKK 150MM vil være DKK 17,3MM tilsvarende ca NOK 19,0MM og den estimerte kostnaden i forbindelse med bruttoproveny på DKK 200MM vil være 21,8MM tilsvarende ca NOK 24,0MM. Etter fradrag for estimerte kostnader er nettoprovenyet fra Tilbudet forventet å bli DKK 133MM – DKK 178MM, tilsvarende NOK 146MM – NOK 196MM. Meglerhonorar vil ikke bli lagt til Tilbudsprisen.
E.2a	**Bakgrunn for Tilbudet av anvendelse av provenyet**	Hovedårsaken til Tilbudet er Konsernets ambisjoner om å framskynde sine vekstplaner ved å gå etter aktuelle kjøpsmuligheter og andre leteprosjekter, spesielt på den norske kontinentalsokkelen. Atlantic Petroleum vurderer det dithen at den norske kontinentalsokkelen inneholder en rekke letemuligheter med betydelig oppside. Basert på Konsernets nylige oppkjøp av Emergy Exploration (nå Atlantic Petroleum Norge AS) og etableringen av en kompetent organisasjon i Norge, vurderer Selskapet seg som godt posisjonert for å ekspandere den norske delen av virksomheten. Konsernet vurderer på nåværende tidspunkt en rekke konkrete kjøp av letelisenser i Norge som er på et sent stadium i prosjektfasen. Forutsatt en vellykket gjennomføring av Tilbudet, forventer Konsernet at en eller flere av disse prosjektene kan gjennomføres i løpet av 2014. I tillegg vil nettoprovenyet fra tilbudet bidra til å styrke Selskabets balanse.
E.3	**Tilbudsbetingelser**	Tilbudet omfatter opp til 1 575 000 Nye Aksjer og 236 250 Overtildelings Aksjer med nominell kurs DKK 100. De Nye Aksjene, som utstedes av Selskapet, vil medføre at Selskapet mottar et bruttoproveny på ca. DKK 150MM – DKK 200MM, tilsvarende ca. NOK 165MM – NOK 220MM. Forutsat et bruttoproveny på DKK 175MM og at Tilbudsprisen vil ende midt i det Indikative Kursintervallet vil antallet nye Aksjer i Tilbudet vil bli 1 283 333, hver med en pålydende verdi av DKK 100. I tillegg har Selskapet, gjennom en Overtildelingsavtale, gitt Stabiliseringstilrettelegger rett til å overtildele aksjer på inntil 15% av antall Nye Aksjer i Tilbudet gitt de vilkår og betingelser som er beskrevet i dette Prospektet. Tilbudet består av: (i) Et Institusjonelt Tilbud hvor Nye Aksjer tilbys til a) institusjonelle og profesjonelle investorer i Danmark, Norge og på Færøyene, og til b) institusjonelle investorer utenfor Danmark, Norge Færøyene og USA i henhold til Regulation S i Securities Act, og c) i USA til kvalifiserte institusjonelle kjøpere «QIBs» som definert i, og i henhold til, Rule 144A av Securities Act, med forbehold om gjeldene unntak fra prospektkravene og en nedre grense per ordre og allokering på NOK 1 000 000 (DKK 909 091) (ii) Et Offentlig Tilbud hvor Nye Aksjer tilbys til allmennheten i Danmark, Norge og på Færøyene med forbehold om en nedre grense per ordre på NOK 10 500 (DKK 9 545) og en øvre grense på NOK 999 999. (DKK 909 090) for hver investor. Investorer som har til hensikt å legge inn en ordre på mer enn NOK 999 999 skal gjøre det i det institusjonelle tilbudet Styret har, i samråd med Tilretteleggerne, fastsatt et ikke-bindende Indikativ Prisintervall på NOK 140 - NOK 160 (DKK 127 - DKK 145). Tilbudsprisen vil bli fastsatt gjennom en bokbyggingsprosess som vil bli gjennomført i forbindelse med det Institusjonelle Tilbudet. Tilbudsprisen kan settes innenfor, over eller under det Indikative Prisintervallet. Det Indikative Prisintervallet kan til enhver tid forandres gjennom Bokbyggingsperioden.

Bokbyggingen vil finne sted fra 27. november 2013 kl. 09.00 (norsk tid) til 10. desember 2013 kl. 16.30 (norsk tid). Ordreperioden løper fra den 27. november 2013 kl. 09.00 (norsk tid) til 10. desember 2013 kl. 12.00 (norsk tid). Bokbyggingsperioden og/eller Ordreperioden kan bli forkortet eller forlenget etter Selskapets skjønn, men vil under ingen omstendigheter utløpe før 6. desember 2013 kl. 16.30 (norsk tid) eller etter 17. desember. En forkortelse eller forlengelse vil offentliggjøres gjennom informasjonssystemene til Oslo Børs og NASDAX OMX Copenhagen senest kl. 09.00 dagen etter den siste dagen i den tidligere gjeldende Bokbyggingsperioden. En forkortelse eller forlengelse av Bokbyggingsperioden vil tilsvare en forkortelse eller forlengelse av Ordreperioden i det Offentlige Tilbudet, med mindre det angis noe annet i forbindelse med forkorelsen/forlengelsen.

De Nye Aksjer forventes å bli tatt opp til offisiel notering på NASDAQ OMX Copenhagen og Oslo Børs rundt den 12. desember 2013. Registreringen av de Nye Aksjene hos de færøyske registreringsmyndighetene skjer etter gjennomføringen av Tilbudet, som forventes å finne sted senest den 11. desember 2013.

Resultatet av Tilbudet offentliggjøres rundt den 11. desember via de elektroniske informasjonssystemene på NASDAQ OMX Copenhagen og Oslo Børs.

Tilbudsaksjene leveres elektronisk (som depotbeviser) ved fordeling på konti i VPS.

Gjennomføringen av Tilbudet på de vilkår som er anført i Prospektet er betinget av at følgene kriterier oppfylles:

(i) Styret ved Oslo Børs godkjenner noteringen av Aksjene på Oslo Børs
(ii) Selskapet oppfyller betingelsene for Noteringen etter Oslo Børs' bestemmelser
(iii) Styret beslutter å utstede de Nye Aksjer og å gjennomføre Tilbudet.

Det kan ikke gis sikkerhet for at disse betingelsene oppfylles.

Selskapet forbeholder seg retten til, i samråd med Tilretteleggerne, å til enhver tid, basert på eget skjønn og av en hvilken som helst årsak, kunne tilbakekalle, suspendere, oppheve eller ikke gjennomføre Tilbudet, også i løpet av Bokbyggingsperioden inntil kapitalforhøyelsen i forbindelse med de Nye Aksjer er registrert hos færøyske selskapsmyndigheter. I så fall vil dette bli offentliggjort via de elektroniske informasjonssystemene på NASDAQ OMX Copenhagen og Oslo Børs.

Dato for offentliggjøring av prospekt	26. november 2013
Bokbyggingsperioden begynner	27. november 2013 at 09:00 hours (CET)
Bokbyggingsperioden slutter	10. desember at 16:30 hours (CET)
Ordreperioden begynner	27. november 2013 at 09:00 hours (CET)
Ordreperioden slutter	10. desember at 12:00 hours (CET)
Fordeling av Nye Aksjer	10. desember 2013
Offentliggjøring av resultatet av Tilbudet	Omkring 11. desember 2013
Registrering av de Nye Aksjene hos de færøyske selskapsregistreringsmyndighetene	Omkring 11. desember 2013
Levering av og betaling for de Nye Aksjene	Omkring 12. desember 2013
Opptagelse til handel og offisiel notering på NASDAQ OMX Copenhagen og notering på Oslo Børs	Omkring 12. desember 2013

E.4	**Fysiske og juridiske personers interesser i Tilbudet**	ABG Sundal Collier og Carnegie eller deres tilknyttede selskaper leverer på nåværende tidspunkt, og vil også i fremtiden muligens levere, investeringsbank- og forretningsbankytelser til Selskapet og dets tilknyttede selskaper som ledd i den alminnelige drift, og de mottar, og vil fortsette å kunne motta, honorarer og provisjoner for slike ytelser. ABG Sundal Collier og Carnegie er Tilretteleggere i Tilbudet og mottar i den forbindelse honorarer og provisjon. De estimerte kostnadene illustrert i Del 3, Seksjon 8 inkluderer et suksesshonorar til Tilretteleggerne hvor betaling er betinget av en vellykket gjennomføring av Tilbudet. Med unntak av det ovenfornevne, er ikke Selskapet kjent med noen interesser, herunder kolliderende interesser som er vesentlige for Tilbudet.
E.5	**Selgende verdipapireiere og lock-up-avtaler**	Tilbudsaksjene vil bli utstedt av P/F Atlantic Petroleum. Ingen av Selskapets Eksisterende Aksjeeiere vil selge aksjer i tilknytning til Tilbudet. Selskapet vil ikke, uten forutgående skriftlig samtykke fra Tilretteleggerne, i en periode på 180 dager fra noteringstidspunktet direkte eller indirekte utstede, tilby, selge eller på andre måter direkte eller indirekte selge eller inngå avtale om salg av Aksjer eller verdipapirer som kan konverteres til, eksekveres til eller byttes til Aksjer, eller inngå noen swap-avtale eller annen avtale eller handel som direkte eller indirekte, helt eller delvis, vil resultere i overdragelse av noen av de finansielle konsekvensene av eierskap av Aksjer. Selskapets lock-up-forpliktelse gjelder ikke warrants (og Aksjer ustedet eller eksekvert i så henseende) ustedet eller fremtidig utstedt til selskapets ledelse, styre eller andre ansatte under eksisterende fullmakter. Selskapets styre og Konsernets ledelse har inngått en lignende forpliktelse ovenfor Tilretteleggerne for en periode på 180 dager fra noteringstidspunktet. Slik lock-up gjelder ikke for anskaffelse, tegning eller salg av selskapets verdipapirer i forhold til eksisterende og fremtidig eierandel og warrant- programmer, fortrinnsretter og nye aksjer ervervet i forbindelse med og etter Tilbudet.
E.6	**Utvanning**	Atlantic Petroleums egenkapital utgjorde 30. september 2013 DKK 489,5MM eller DKK 186 per Eksisterende Aksje. Egenkapital per Aksje er beregnet ved å dele Selskapets egenkapitalverdi på samlet antall aksjer eksklusive egne aksjer. Etter utstedelse av 1 283 333 stykk Nye Aksjer, eksklusive Overtildelingsaksjer, til pris midt i det Indikative Intervallet, og etter å ha trukket fra kostnader relatert til Tilbudet ville selskapets egenkapitalverdi per 30. september ha utgjort ca. DKK 645,0 eller DKK 165 per aksje. Dette representerer et umiddelbart fald av egenkapitalverdien per aksje på DKK 21 til aksjeeierne, og en umiddelbar forhøyelse av den justerte egenkapitalverdien per Aksje på DKK 29 til bestillerne av de Nye Aksjer.
E.7	**Meglerhonorar**	Ikke aktuelt. Tilbudsprisen tillegges ikke meglerhonorar.

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ENGLISH SUMMARY

Pursuant to applicable Danish law, the summary below consists of disclosure requirements known as ‘Elements’. These Elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of ‘not applicable’.

SECTION A — INTRODUCTION AND WARNINGS

A.1	**Warning**	This summary should be read as an introduction to the Prospectus. Any decision to invest in the Offer Shares should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Offer Shares.
A.2	**Use of the Prospectus for subsequent resale or final placement of securities by financial intermediaries**	Not applicable. The Company does not consent to use of the Prospectus for subsequent resale or final placement of securities by financial intermediaries.

SECTION B — ISSUER

B.1	**Name**	The Company's name is P/F Atlantic Petroleum, with the secondary name P/F Atlants Kolvetni.
B.2	**Registered office, legal form and country of incorporation**	The Company's registered office is: Yviri við Strond 4, 3rd floor P.O. Box 1228 110 Tórshavn Faroe Islands P/F Atlantic Petroleum is incorporated with limited liability under the laws of Faroe Islands, with registration number 2695 and is registered with the Faroese Company Registration Authority.
B.3	**Business description**	Atlantic Petroleum is a North West Europe focussed exploration and production (E&P) company with offshore oil and gas interests in the UK, Norway, Faroe Islands, Ireland and the Netherlands. Atlantic Petroleum's main office is located in Torshavn, Faroe Islands, and the Company has subsidiaries and technical offices in London, UK and Bergen, Norway. The Group constitutes a small and efficient organisation of 30 full-time employees supported by experienced and trusted consultants. Currently the Group holds 40 licences containing three producing fields. In addition to this the Group has one field under development with first oil expected in 2015, two additional potential development projects and a substantial number of exploration prospects. The overall aim of Atlantic Petroleum is to maximise shareholders' value by building and balancing a self-sustainable licence portfolio to ensure a steady flow of projects coming on-stream to replace production whilst at the same time looking to participate in higher impact exploration opportunities. As such, Atlantic Petroleum is pursuing a strategy to invest in both mature areas such as the central north sea of the UK continental shelf, and in high impact areas such as Norway and the Atlantic Margin. Atlantic Petroleum achieves this through targeted acquisitions, entering into and leveraging strategic partnerships as well as participating in licencing rounds.

Atlantic Petroleum's key advantages and competencies include a highly experienced technical team with extensive geological knowledge of the North West European hydrocarbon basins, as well as a competent and experienced Management and Board of Directors. The Group's success is also driven by strong relationships with a broad network of international oil companies, such as Statoil, ExxonMobil, Centrica, Dong Energy and Nexen. By entering into strategic partnerships on licences the Group reduces risk and associated capital expenditures. Partnerships also enable a significant sharing of geological, geophysical and operational knowledge as well as costs.

B.4a Trend information

As the world's most important source of energy, oil is traded in commodity markets characterised by high volatility in prices. Prices are strongly correlated with world economic growth and globally impact on industrial production, transportation, construction, consumption etc. Driven by the current and expected future demand and supply, the market for oil involves a large amount of speculation and is also dependent on the stored reserve capacity. The political situation in certain countries can also have a significant influence on the development in the oil price, as a part of the world's oil production is located in regions associated with significant political risk. Terrorism, riots, wars and conflicts are examples of such factors, driving short-term as well as long-term spikes in prices.

During periods of high oil prices, demand for services to the offshore industry has historically been increasing, leading to increased rates for drilling rigs and other services, affecting oil exploration and production (E&P) companies including Atlantic Petroleum.

As oil is settled in USD, the volatility of the oil price measured in local currency will be different from country to country. Historically, however, there has been a tendency of negative correlation between the price of oil and the USD, thus moderating the effective price volatility for oil consumers trading in currencies which are not directly or indirectly linked to the USD.

B.5 Organisational structure

The Atlantic Petroleum Group comprises the parent P/F Atlantic Petroleum, which has a 100% owned subsidiary Atlantic Petroleum UK Limited, registered in England and Wales and a 100% owned subsidiary Atlantic Petroleum Norge AS registered in Norway. The UK subsidiary functions as parent company for the 100% owned UK subsidiary Volantis Exploration Limited registered in England and Wales, and Atlantic Petroleum (Ireland) Limited registered in Ireland. Furthermore, Volantis Exploration Limited has a 100% owned subsidiary in the Netherlands, Volantis Netherlands BV. In relation to the UK authorities, all obligations and commitments of the UK subsidiary are guaranteed by the Faroese parent company.

B.6 Major Shareholders

The Company has only one share class, and all Shares carry the same voting rights.

The only Shareholder holding 5% or more of the Company's share capital and/or voting rights is:

P/F TF Íløgur, directly and indirectly holds 7.87% of the shares at the Prospectus date.

The Company is not aware of any agreements that could later result in any parties taking over the control of the Company.

B.7 Summary financial information

The consolidated financial information was extracted from the audited annual and consolidated report and accounts as at and for the years ended 31st December 2012, 2011 and 2010 as well as from the reviewed consolidated interim reports for the nine-month periods ended 30th September 2013 and 2012.

The audited financial statements as at and for the years ended 31st December 2012, 2011 and 2010 were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the Council of the European Union (EU) and the additional Faroese disclosure requirements according to the Faroese Company Accounts Act, the financial reporting requirements of NASDAQ OMX Iceland, and the financial reporting requirements of NASDAQ OMX Copenhagen for listed companies.

The reviewed consolidated interim reports for the nine-month periods ended 30th September 2013 and 30th September 2012 have been prepared in accordance with International Financial Reporting Standards (IFRS) IAS 34 Interim Financial Reporting as adopted by the EU.

On 22nd November 2013, the Company announced that production from Chestnut has been temporarily suspended as a precautionary measure in response to an issue with the mooring system on the Sevan Hummingbird FPSO. One of the twelve mooring lines on the FPSO lost tension and production has been suspended whilst the cause is being investigated.

Other than stated above, no significant changes have occurred in the Group's financial and trading position since 30th September 2013.

	Year-end 31st December					9 months ended 30th September	
	2012	**2011**	**2010**	**2012**	**2012**	**2013**	**2012**
Key figures MM	**DKK**	**DKK**	**DKK**	**EUR**	**USD**	**DKK**	**DKK**
				Unaudited		Reviewed	Reviewed
Consolidated Income statement:							
Revenue	596.7	434.8	422.5	80.2	103.1	328.3	437.3
Cost of sales	-274.9	-261.2	-256.4	-36.9	-47.5	-158.6	-257.3
Gross profit	**321.8**	**173.6**	**166.0**	**43.3**	**55.6**	**169.7**	**180.0**
Exploration expense	-27.2	-17.8	-0.4	-3.7	-4.7	-113.8	-17.4
Pre-licence exploration costs	-8.0	-1.8	-1.3	-1.1	-1.4	-8.7	-4.6
General and administrative costs	-39.9	-27.7	-17.0	-5.4	-6.9	-50.2	-25.1
Operating profit	**246.8**	**126.3**	**147.3**	**33.2**	**42.6**	**-2.9**	**132.9**
Financials, net	-19.1	-1.2	15.8	-2.6	-3.3	-4.9	-17.3
Profit / loss before tax	**227.7**	**127.5**	**163.1**	**30.6**	**39.3**	**-7.8**	**115.6**
Taxation	-161.0	-60.9	-54.0	-21.6	-27.8	16.3	-77.9
Net profit / loss	**66.7**	**66.6**	**109.1**	**9.0**	**11.5**	**-24.0**	**37.7**
EBITDAX	412.5	259.7	276.8	55.4	71.2	184.0	318.0
Consolidated Statement of Financial Position:							
Non-current Assets							
Goodwill	57.7	37.9	0.0	7.7	10.2	55.0	39.7
Intangible assets	16.6	0.7	0.2	2.2	2.9	12.4	0.5
Intangible exploration and evaluation assets	215.8	90.4	109.5	28.9	38.2	217.5	129.0
Tangible Development and production assets	440.8	446.6	403.1	59.1	78.0	636.1	411.8
Property, plant and equipment	2.6	1.4	0.5	0.3	0.4	2.8	1.9
Deferred tax asset	0.5	0.0	3.5	0.1	0.1	0.0	1.8
	734.0	**577.0**	**516.8**	**98.4**	**129.9**	**923.7**	**584.8**
Current Assets							
Inventories	14.0	1.9.0	11.5	1.9	2.5	33.2	22.5
Trade and other receivables	98.3	83.7	69.2	13.2	17.4	55.0	58.0
Financial asset	5.9	0.0	0.0	0.8	1.0	0.0	1.3
Tax repayable	27.1	0.0	0.0	3.6	4.8	45.2	0.0
Cash and cash equivalents	242.5	114.3	74.3	32.5	42.9	53.1	298.5
	387.8	**200.0**	**155.0**	**52.0**	**68.6**	**186.6**	**380.3**
Total assets	**1,121.8**	**776.9**	**671.8**	**150.4**	**198.5**	**1,110.3**	**965.0**
Current liabilities							
Short-term debt & liabilities	19.6	40.0	84.6	2.6	3.5	19.5	19.5
Trade and other payables	108.9	66.9	22.0	14.6	19.3	67.3	68.9
Current tax payable	21.0	0.0	0.0	2.8	3.7	0.0	6.1
Financial liabilities	0.0	0.1	6.8	0.0	0.0	0.6	0.0
	149.5	**106.9**	**113.5**	**20.0**	**26.5**	**87.5**	**94.6**
Non-current liabilities							
Deferred tax liability	215.7	60.9	0.0	28.9	38.2	248.4	139.0
Long-term debt	58.5	65.0	97.5	7.8	10.4	100.3	78.0
Long-term provisions	161.0	114.8	83.0	21.6	28.5	184.5	162.2
	435.2	**240.7**	**180.5**	**58.3**	**77.0**	**533.3**	**379.2**
Total liabilities	**584.7**	**347.6**	**293.9**	**78.4**	**103.5**	**620.7**	**473.8**
Net assets/Equity	**537.1**	**429.3**	**377.9**	**72.0**	**95.1**	**489.5**	**491.3**
Consolidated Cash flow statement:							
Cash flows from operating activities	367.6	269.9	239.7	49.4	63.4	124.7	318.9
Cash flows from investing activities	-213.6	-163.3	-83.1	-28.7	-36.9	-352.3	-125.0
Cash flows from financing activities	-27.0	-77.6	-101.5	-3.6	-4.7	41.8	-7.5

Ratios:							
Net profit/loss per Existing Share	26.7	26.2	41.5	3.6	4.6	-9.1	15.1
Equity ratio (%)	48%	55%	56%	48%	48%	44%	51%
Intrinsic value per Existing Share	204.5	163.4	143.9	27.5	35.3	186.4	187.0

B.8 Pro forma financial information

Not applicable. This Prospectus does not include pro forma financial information.

B.9 Prospective consolidated financial information

For the year ending 31st December 2013 the Group expects a total production of 725,000 to 800,000 Boe net. With an average oil price estimate of USD 100 per barrel for the fourth quarter of 2013, an operating profit before deduction of unsuccessful exploration/appraisal costs (EBITDAX) of between DKK 225MM and DKK 275MM is expected. Exchange rates are estimated at DKK/GBP 8.8 and DKK/USD 5.8.

B.10 Qualifications in the audit report

Not applicable. No qualifications have been issued with respect to the historical financial information included in the Prospectus.

B.11 Explanation if the issuer's working capital is not sufficient for the Company's present requirements

Not applicable. As of the date of this Prospectus, the Company is of the opinion that the working capital is sufficient for the Group's present requirements for the next 12 months.

SECTION C — SECURITIES

C.1 Type of securities and ISIN codes

The Company's Existing Shares are listed on NASDAQ OMX Copenhagen and NASDAQ OMX Iceland under the ISIN securities identification code FO000A0DN9X4. The Offer Shares will not be registered under a temporary ISIN code.

C.2 Currency

Trading of the Offer Shares will be effected in Danish Kroner on NASDAQ OMX Copenhagen and Norwegian Kroner on Oslo Børs. The Offer Shares are denominated in Danish Kroner.

C.3 The number of Shares issued and fully paid and issued but not fully paid

The number of Existing Shares are 2,626,703 each with a nominal value of DKK 100. All issued share capital is fully paid up.

C.4 Rights attached to the Shares

The Offer Shares will rank pari passu in all respects with each other and with all other shares.

Each Share of nominal DKK 100 entitles its holder to one vote. The Company has only one class of shares.

C.5 Restrictions to the negotiability of the Shares

Not applicable. The shares are freely transferable and negotiable under Faroese law.

C.6 Admission to trading and official listing

Upon registration of the capital increase relating to the New Shares with the Faroese Company Registration Authority which is expected to take place on or about 11th December 2013, the New Shares will be issued and admitted to official listing under the existing ISIN on NASDAQ OMX Copenhagen and as a new listing on the Oslo Børs.

The Existing Shares are listed on NASDAQ OMX Copenhagen and NASDAQ OMX Iceland under the following ISIN Code FO000A0DN9X4 and will be listed on Oslo Børs under the same ISIN Code if the Offering is completed and the Company is approved for listing by the Board of Oslo Børs and has fulfilled any conditions for listing as determined by the Board of Oslo Børs. Shareholders and investors should note that the Offer Shares will not be admitted to official listing on NASDAQ OMX Copenhagen under a temporary securities code.

The Company has applied for a delisting from NASDAQ OMX Iceland, following which the primary place of listing of the Company's shares will be NASDAQ OMX Copenhagen.

The Company expects to effectively delist from NASDAQ OMX Iceland prior to completion of the Offering. In connection with the delisting process the Company's Icelandic Shareholders will under applicable Icelandic capital control rules be restricted in the trading and subscribing of Shares in the Company.

C.7 Dividends	The Company does not anticipate paying any dividends in the foreseeable future.

SECTION D — RISKS

D.1 Risk related to the Group

The risk factors set out below are not listed in any order of priority with regard to significance or probability. It is not possible to quantify the significance to Atlantic Petroleum or the Offer Shares of each individual risk factor, as each of the risk factors set out below may materialise to a greater or lesser degree and could have unforeseen consequences.

- Risks relating to the Group's exploration and appraisal activities
- Risks relating to the Group's development and production activities
- Risks relating to reserve estimation
- Risks relating to the Group's reliance on key employees and its ability to attract and retain qualified, new employees
- Risks relating to regulatory matters and legislative conditions
- Risks relating to dependence on licence partners
- Risks relating to acquisitions of assets, shares or companies
- Risks relating to competition
- Risks relating to fluctuations in oil and gas prices
- Risks relating to currency exposure
- Risks relating to the Group's financial results
- Risks relating to the Group's use of the net proceeds from the Offering
- Risks relating to the Group's future funding requirements
- Risks relating to unforeseen events

D.3 Risks related to the Company's Shares and the Offering

An investment in the Offer Shares involves a high degree of risk. The following risk factors which the Group considers material should, in conjunction with other information contained in this Prospectus be carefully considered prior to making any investment decision with respect to the Offer Shares.

- Risk of negative share price effects in connection with the potential sale of Shares or issuance of additional Shares in the future
- Risk that the Offering is not completed and that it may be withdrawn in certain exceptional and unpredictable circumstances
- Risk that the Offer Price may differ substantially from the price of the Shares during the Application Period
- Risk relating to fluctuations in exchange rates relating to the Offer Shares
- Risks relating to depository receipts and the registrar agreement
- Additional risks affecting investors resident outside of Denmark, Norway and Faroe Islands

E.1	**Net proceeds and aggregate costs**	The number of New Shares, to be issued by the Company pursuant to the Offering will be such that the Company receives gross proceeds in the range of approximately DKK 150MM – DKK 200MM corresponding to approximate NOK 165MM - NOK 220MM. The estimated costs payable by the Company in connection with receiving gross proceeds of DKK 150MM will be DKK 17.3 equal to approximately NOK 19.0MM and the estimated cost payable in connection with receiving gross proceeds of DKK 200MM will be 21.8 equal to approximately NOK 24.0MM. After deduction of the estimated costs, the net proceeds from the Offering are expected to be approximately DKK 133MM - DKK 178MM corresponding to approximate NOK 146MM - NOK 196MM. No brokerage fees will be added to the Offer Price.
E.2a	**Reasons for the Offering and use of proceeds**	The prime reason for the Offering is the Company's ambition to accelerate its growth by pursuing current farm-in opportunities and other exploration opportunities, especially on the Norwegian Continental Shelf. Atlantic Petroleum considers the Norwegian Continental Shelf to offer a number of quality high-impact exploration opportunities, and based on the Group's recent acquisition of Emergy Exploration (now Atlantic Petroleum Norge AS) and establishment of a skilled organisation in Norway, Atlantic Petroleum considers itself to be well-positioned for expanding its Norwegian footprint. The Company is currently evaluating a number of specific farm-ins of late stage exploration assets in Norway, and based on a successful completion of the Offering, the Company expects that one or more of these can be completed during the course of 2014. Additionally, the net proceeds from the Offering will increase the robustness of the Company's balance sheet.
E.3	**Terms and conditions of the Offering**	The Offering comprises up to 1,575,000 New Shares and up to 236,250 Overallotment Shares, with a nominal value of DKK 100 each. The number of New Shares, to be issued by the Company pursuant to the Offering will be such that the Company receives gross proceeds in the range of approximately DKK 150MM – DKK 200MM corresponding to approximate NOK 165MM - NOK 220MM. Assuming gross proceeds of DKK 175MM and an Offer Price at the midpoint of the Indicative Price Range, the number of New Shares, to be issued by the Company will be 1,283,333, each with a nominal value of DKK 100. In addition, pursuant to an Overallotment Agreement, the Company has granted the Stabilisation Manager the right to overallot a number of Overallotment Shares of up to 15% of the number of New Shares offered in the Offering on the terms and subject to the conditions described in this Prospectus. The Offering consists of: (i) An Institutional Offering, in which the Offer Shares are being offered to (a) institutional and professional investors in Denmark, Norway and the Faroe Islands and to (b) institutional investors outside Denmark, Norway, the Faroe Islands and the United States in reliance on Regulation S under the Securities Act and (c) in the United States to QiBs as defined in, and in reliance on, Rule 144A under the Securities Act, subject to applicable exemptions from the prospectus requirements and a lower limit per application and allocation of NOK 1,000,000 (DKK 909,091)

(ii) A Retail Offering in which Offer Shares are being offered to the public in Denmark, Norway and the Faroe Islands subject to a lower limit per application of NOK 10,500 (DKK 9,545) and an upper limit per application of NOK 999,999 (DKK 909,090) for each investor. Investors who intend to place an order in excess of NOK 999,999 must do so in the Institutional Offering.

A non-binding Indicative Price Range for the Offering of NOK 140 - NOK 160 (DKK 127 - DKK 145) has been set by the Board of Directors after consultation with the Joint Global Coordinators. The Offer Price of the Offer Shares will be determined through a bookbuilding process which will be conducted in connection with the Institutional Offering. The Offer Price may be set within, above or below the Indicative Price Range, however, the Offer Price may not exceed NOK 175 (DKK 159). The Indicative Price Range may be amended at any time during the Bookbuilding Period.

The Bookbuilding Period will last from 27th November 2013 at 09:00 hours (CET) to 10th December 2013at 16:30 hours (CET). The Application Period will last from 27th November 2013 at 09:00 hours (CET) to 10th December 2013 at 12:00 hours (CET). The Bookbuilding Period and/or the Application Period may be shortened or extended at the Company's sole discretion, but will in no event close earlier than 6th December 2013 at 16:30 hours (CET) or be extended beyond 17th December 2013 at 16:30 hours (CET). Such shortening or extension will be announced through the information systems of Oslo Børs and NASDAQ OMX Copenhagen by 09:00 AM on the day following the last day of the then prevailing Bookbuilding Period at the latest. A shortening or extension of the Bookbuilding Period will lead to a similar shortening or extension of the Application Period in the Retail Offering unless otherwise stated in connection with the shortening or extension.

The New Shares are expected to be admitted to official listing on NASDAQ OMX Copenhagen and Oslo Børs on or about 12th December 2013. Registration of the New Shares with the Faroese Company Registration Authority will take place following completion of the Offering, expected to take place not later than on 11th December 2013.

The result of the Offering will be published on or about the 11th December through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs.

The Offer Shares will be delivered in book-entry form (as depository rights) through allocation to accounts with VPS.

Completion of the Offering on the terms set forth in this Prospectus is conditional upon the following criteria being met:

(i) The Board of Directors of Oslo Børs approving the listing of the Shares on Oslo Børs;
(ii) The Company fulfilling the conditions for the Listing as determined by Oslo Børs and;
(iii) The Board resolving to issue the New Shares and complete the Offering.

There can be no assurance that these conditions will be satisfied.

The Company reserves the right, in consultation with the Joint Global Coordinators, to withdraw, suspend or revoke and not to consummate the Offering at its sole discretion (and for any reason), including during the Bookbuilding Period, at any time until the share capital increase associated with the New Shares is registered with the Faroese Company Registration Authority, In such case, this will be announced through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs.

Date of publication of Prospectus (Prospectus Date)	26th November 2013
Bookbuilding Period commences	27th November 2013 at 09:00 hours (CET)
Bookbuilding Period ends	10th December at 16:30 hours (CET)
Application Period commences	27th November 2013 at 09:00 hours (CET)
Application Period ends	10th December at 12:00 hours (CET)
Allocation of the New Shares	On or about 10th December 2013
Publication of the final Offer Price and results of the Offering	On or about 11th December 2013
Registration of the New Shares with the Faroese Company Registration Authority	On or about 11th December 2013
Delivery and payment for New Shares	On or about 12th December 2013
Admission to trading and official listing on NASDAQ OMX Copenhagen and Oslo Børs Listing	On or about 12th December 2013

E.4 Interests of natural and legal persons involved in the Offering

ABG Sundal Collier and Carnegie or their affiliates, successors or assignors are currently providing, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may receive and may continue to receive customary fees and commissions. ABG Sundal Collier and Carnegie are Joint Global Coordinators for the Offering and receive fees and commission in this regard. The estimated costs set out in Part III, Section 8 include a success fee to the Joint Global Coordinators with payment conditional upon successful completion of the Offering. Except for this, the Company is not aware of any interests, including conflicting ones, which are material to the Offering.

E.5 Selling security holders and lock-up agreements

The Offer Shares will be issued by P/F Atlantic Petroleum.

None of the Company's Existing Shareholders will sell any Shares in connection with the Offering.

The Company will not without the prior written consent of the Joint Global Coordinators, for a period of 180 days from the Prospectus Date, directly or indirectly, issue, offer, sell or otherwise directly or indirectly sell or contract to sell Shares or securities convertible into, exercisable or exchangeable for Shares, or enter into any swap or other agreement or transaction that transfers, in whole or in part, directly or indirectly, any of the financial consequences of ownership in the Shares. The Company's lock-up commitments do not apply to warrants (and Shares issued on exercise thereof) issued or to be issued to members of the Company's Board of Directors and Management and other employees under existing authorisations.

The Management and the Board of Directors have undertaken a similar duty to the Joint Global Coordinators for a period of 180 days calculated from the first day of Listing. The lock-up does not apply to the acquisition, subscription or disposal of company securities in relation to existing and future employee shareholding and warrant programs, pre-emptive rights and new shares acquired in connection with and following the Offering.

E.6 Dilution

Atlantic Petroleum's equity value as at 30th September 2013 was DKK 489.5MM, or DKK 186 per Existing Share. The equity value per Share is determined by dividing the Company's equity value by the total number of Shares excluding treasury shares. After giving effect to the issue of 1,283,333 New Shares, at the mid-point of the Indicative Price Range, and deducting estimated expenses payable in connection with the Offering, the Company's equity value as at 30th September 2013 would have been approximately DKK 645.0MM or DKK 165 per Share. This represents an immediate decline in equity value per Share of DKK 21 to the shareholders and an immediate increase in adjusted equity per Share of DKK 29 to subscribers of the New Shares.

E.7 Brokerage fees

Not applicable. No brokerage fees will be added to the Offer Price.

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RISK FACTORS

An investment in the Offer Shares involves a high degree of risk. The following risk factors which the Group considers material should, in conjunction with other information contained in this Prospectus be carefully considered prior to making any investment decision with respect to the Offer Shares.

The risk factors set out below are not the only ones Atlantic Petroleum faces. Should any of the following risks materialise, the Group's business, financial position, results of operations or the market price of the Offer Shares could suffer materially. In such event, investors could lose all or part of the money invested to acquire the Offer Shares. Other risks, not presently known to Atlantic Petroleum or that Atlantic Petroleum currently deems immaterial, may also impair the Group's business, financial position and development.

This Prospectus contains forward-looking statements that involve risks and uncertainties. Atlantic Petroleum's actual results could differ materially from those indicated in these forward-looking statements as a result of certain factors, including but not limited to the risks described below and elsewhere in this Prospectus.

The risk factors set out below are not listed in any order of priority with regard to significance or probability. It is not possible to quantify the significance to Atlantic Petroleum or the Offer Shares of each individual risk factor, as each of the risk factors set out below may materialise to a greater or lesser degree and could have unforeseen consequences.

RISKS ASSOCIATED WITH THE GROUP'S OPERATIONS

Risks relating to the Group's exploration and appraisal activities

Oil and gas exploration activities are generally subject to significant risk. In many instances, exploration and appraisal of oil discoveries fail to produce financially viable operations. This risk cannot be eliminated by careful evaluation, know-how or experience. Identification and development of oil discoveries also requires significant capital resources and only some projects are progressed to a profitable, commercial stage. A number of Atlantic Petroleum's projects are at an early exploration stage, and the significant expenses applied and future expenses expected to be applied to exploration and appraisal in the years ahead provide no assurance that future discoveries or development of existing discoveries will result in financially profitable operations for Atlantic Petroleum.

Whether oil or gas discoveries become financially viable depends on a large number of factors, including the size of the discovery, oil composition, reservoir quality, accessibility, oil price and legislation. The precise impact of these factors cannot be estimated, but the combination thereof may have a material negative impact on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to the Group's development and production activities

Oil and gas development and production is exposed to significant risks and uncertainties associated with earlier-than-predicted declines in reserves for natural reasons e.g. from an inflow of water into producing formations or a disconnected reservoir. Furthermore, the oil and gas business is associated with risks such as fire, explosions, blowouts (i.e. an uncontrolled spillage of oil, gas or water from a well), sour gas emissions, burst pipelines and oil spills. Each of these risks may result in extensive damage to oil and gas wells, production facilities, other property or the environment, and may cause considerable personal injury. The Group is not fully insured against all of these risks. Although Atlantic Petroleum has property and liability insurance that it believes is adequate and in line with international oil standards, the nature of these risks is such that losses may exceed the insurance limits. Also, certain risks cannot be insured. Thus, the Group may suffer significant uninsured losses which may have a material negative impact on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Furthermore, the development and production of oil and gas reserves may be delayed or negatively affected by factors beyond the Group's control. Such factors include among other things unfavourable weather or geological conditions, decisions taken or work carried out by partners or suppliers which the Group may be dependent upon now or in the future, accommodating governmental demands, negotiating complex commercial agreements, problems or delays in securing access to third party infra-structure, problems or delays in installation and ordering of machinery and equipment, or delays in imports or customs clearance, disruptions in the supply of services and products such as electricity, water, fuel, transport, process capacity or technical support. This may result in failure to meet established production deadlines and/or lead to increased costs. Atlantic Petroleum currently only has production operations at a limited number of facilities and therefore any production problems at these locations may have a material negative impact on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to reserve estimation
There is always inherent uncertainty in predicting the extent of reserves and resources that can be developed and produced in future, which means that estimations may differ significantly from actual results. The information about reserves and resources provided in the Prospectus are merely estimates based on available geological, geophysical, production and technical data, the extent and reliability of which varies. These assumptions are based on information available at the time the estimations were made and are subject to change and ongoing adjustments. The actual production will vary from the estimations and if the variations are sufficiently large, this may have a material negative impact on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to the Group's reliance on key employees and its ability to attract and retain qualified, new employees
The development of Atlantic Petroleum's business activities is reliant on continued contributions from the Group's current Management which has broad expertise in respect of exploration, development and production of oil and gas and specific expertise regarding Atlantic Petroleum's business. A loss of the services of these employees could have an adverse effect on Atlantic Petroleum's business.

Moreover, the future success of Atlantic Petroleum relies, for example, on the Group's continued ability to attract and retain new, qualified employees. Financial difficulties, increased competition for well-qualified employees or other factors may have an adverse effect on the Group's ability to attract and retain key employees. If the Group is unable to attract and retain qualified employees, it may have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to regulatory matters and legislative conditions
Atlantic Petroleum's activities rely on regulatory matters and legislative conditions in the UK, Norway, Faroe Islands, Ireland, and the Netherlands. Amendments to legislation, regulations, instructions and administrative practice by the authorities in relation to natural resources, including granting, extending, expanding and assigning licences for exploration, development and production as well as taxation, employment, environmental protection, safety issues, etc., could have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to dependence on licence partners
Atlantic Petroleum is currently a non-majority and non-operating partner in many of its licences. The Group therefore relies on other companies for some of its operations. In such partnerships, Atlantic Petroleum may be affected if its partners do not fulfil their obligations under a licence. If a partner fails to fulfil its obligations, the Group may risk losing its rights or revenues or may accrue additional liabilities or costs for meeting such obligations instead of the partner. Atlantic Petroleum and its partners may also from time to time have different opinions on how certain aspects of the business should be run or on what their respective rights and obligations are under a particular operator agreement. If a dispute should arise with one or more partners regarding a project, the dispute may have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to acquisitions of assets, shares or companies
In connection with acquisitions of assets, shares or companies, Atlantic Petroleum is always exposed to risks and uncertainty with respect to ownership, other rights, assets, liabilities, licences and permits, claims, legal proceedings, environmental and other aspects. Failure to properly evaluate such risks may have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to competition
The oil exploration and production industry is a global industry with many multinational companies. Obtaining licences that are expected to have commercial potential and ensuring the availability of human resources, equipment and infrastructure required in carrying out exploration, development and production is generally subject to competition. Atlantic Petroleum competes against other oil and gas exploration and production companies, many of whom have greater technical and financial strength than Atlantic Petroleum. As a result, Atlantic Petroleum may be unable in the longer term to ensure the availability of relevant services or to acquire new licences or the right to expand or extend existing licences. Moreover, the competition for relevant human resources, equipment and infrastructure could increase wages and salaries and other expenditures related to the Group's exploration, development and production activities or significantly delay projects. Oil and gas producers also face increased competition from alternative energy sources that may reduce the demand for oil and gas in the future.

Such competitive factors may have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to fluctuations in oil and gas prices

The profitability of Atlantic Petroleum's activities will depend on developments in oil and gas prices. Oil and gas prices have fluctuated significantly in recent years and are influenced by a number of factors that are beyond Atlantic Petroleum's control, for example macro-economic and political conditions, supply and demand, exchange rates and the emergence of alternative energy sources. A significant decline in oil and gas prices may have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to currency exposure

As a result of the global practice of settling oil in USD, Atlantic Petroleum's future earnings are expected to be denominated in USD. At the same time, the majority of the Group's future expenses will be denominated in USD, GBP, NOK and DKK. Fluctuating exchange rates could thus have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to the Group's financial results

The Prospective financial information for 2014 contained in the Prospectus is based on a number of assumptions, including:

- that the Group's strategy is implemented as planned;
- that oil prices are in line with the Group's estimates;
- that exchange rates are in line with the Group's estimates;
- that prices and terms of delivery of key services will not change materially;
- that the terms regulated by the authorities in respect of exploration, appraisal, development and production activities will not change significantly;
- that exploration, appraisal, development and production activities will not be impaired by weather conditions, accidents, mechanical failures or unforeseen events to a greater extent than what is normally to be expected;
- that the Group will be able to attract and retain the necessary employees;
- that the ownership interests in the licences are unchanged;
- that oil production progresses as expected; and
- that the Group continuously fulfils the covenants agreed in the Group's loan agreements.

There can be no assurance that the assumptions on which the prospective financial information is based will materialise, and unexpected events may have a negative impact on future actual results and may lead to actual results deviating materially from the prospective financial information. In the event that the assumptions do not materialise or prove to be incorrect, it could have a material negative impact on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to the Group's use of the net proceeds from the Offering

While the Group currently intends to use the proceeds from the Offering as described in Part III, section 3 "Reasons for the Offering and use of proceeds" the Group will have broad discretion in the use of the net proceeds. Pending any such use, the Group plans to invest the net proceeds from the Offering in capital preserving, short-term, interest bearing securities or term deposits. Such investments may not yield a favourable return to the Company's Shareholders. The failure by the Group to apply the net proceeds of the Offering effectively could have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to the Group's future funding requirements

There can be no assurance that Atlantic Petroleum will be able to generate sufficient cash flows from operations and/or attract the equity or debt capital required to secure the Group's ongoing operations after such time as when the expected proceeds from the Offering have been spent. There may be a risk that, as a result, Atlantic Petroleum will lose existing licences or be prevented from developing such licences or acquiring new licences. Furthermore, there may be a risk that existing or new projects cannot be developed with the desired efficiency or that Atlantic Petroleum's share of projects with partners will become diluted or cease to exist. Such factors may have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

Risks relating to unforeseen events
Atlantic Petroleum may be subject to unforeseen events, such as natural disasters, sabotage, labour disputes, contamination accidents and other accidents. If the Group is affected by such unforeseen events, it may have a material adverse effect on the Group's business, financial position, results of operations and the market price of the Offer Shares.

RISKS ASSOCIATED WITH THE OFFERING AND THE OFFER SHARES

Risk of negative share price effects in connection with the potential sale of Shares or issuance of additional Shares in the future
After the Offering, Atlantic Petroleum, the Board of Directors and the Management of the Group will be restricted by a lock-up agreement which, inter alia, regulates Atlantic Petroleum's ability to issue additional Shares and the possibility for the members of the Board of Directors and Management to sell Shares during a period of 180 days from the Prospectus Date. See Part III, section 7 "Selling securities holders and lock-up agreements" for a more detailed description of the agreements, including any exceptions thereto. After expiry of the lock-up period, Atlantic Petroleum will be free to issue new Shares, and the members of the Board of Directors and Management will be free to sell Shares. Any additional offering of Shares, or any significant sales of Shares by major Shareholders, the Board of Directors or Management, or a public perception that such an offering or such sales may occur, could have an adverse effect on the market price of the Offer Shares.

Risk that the Offering is not completed and that it may be withdrawn in certain exceptional and unpredictable circumstances
The Company reserves the right, in consultation with the Joint Global Coordinators, to withdraw, suspend or revoke and not to consummate the Offering at its sole discretion (and for any reason), including during the Bookbuilding Period, at any time until the New Shares associated with the Offering are registered with the Faroese Company Registration Authority. See Part III, section 5 "Terms and conditions of the Offering - Withdrawal of the Offering". The Closing of the Offering is subject to no events occurring before the New Shares are registered with the Faroese Company Registration Authority which in the opinion of the Group or the Joint Global Coordinators would make it inadvisable to proceed with the Offering. The placing agreement may be terminated from the beginning of the Application Period until the New Shares are registered with the Faroese Company Registration Authority in the event of certain extraordinary and/or unpredictable circumstances, including force majeure and material changes in the Group's financial position or business, and the Offering may be withdrawn.

Risk that the Offer Price may differ substantially from the price of the Shares during the Application Period
The Offer Price (i.e. the price of the Offer Shares determined at the end of the Application Period) may deviate substantially from the price of the Existing Shares during the Application Period. Accordingly investors submitting application forms for Offer Shares should not necessarily rely on the price of the Existing Shares at the time when they submit the application form as an indication of the Offer Price.

Risk relating to fluctuations in exchange rates relating to the Offer Shares
The Offer Shares have a nominal value of DKK 100 per share, but the offer price is set in NOK whereas the Existing Shares are denominated and traded in DKK. Hence fluctuations in exchange rates may have a significant effect on the share price of the Offer Shares and potentially also on dividends which will be payable in DKK, should the Company decide to pay dividend at any point in time.

Risks relating to depository receipts and the registrar agreement
In connection with the contemplated listing on Oslo Børs, Atlantic Petroleum has established a facility for the registration of beneficial interests representing the Offer Shares in the VPS (reflected in the form of depository receipts and defined as "VPS Registered Shares" in this Prospectus). Atlantic Petroleum has appointed DNB Bank ASA as its registrar in the VPS (the "Norwegian Registrar"). The Norwegian Registrar will be registered as a beneficial shareholder of the Offer Shares in VP Securities through a nominee arrangement with Nordea Bank Danmark A/S. The Norwegian Registrar will register the Offer Shares in the VPS in the form of Depository Receipts which following such registration will reflect the beneficial shareholders, personally or through nominee registrations. Shareholders holding VPS Registered Shares must exercise voting rights through the Norwegian Registrar. Exercising of other shareholder rights through the Norwegian Registrar is limited. In order to exercise full shareholder rights the shareholders must transfer their shareholding from the VPS to VP Securities. Atlantic Petroleum cannot guarantee that the Norwegian Registrar will be able to execute its obligations under the Registrar Agreement. Any such failure may inter alia limit the access for, or prevent, shareholders to exercise the voting rights attached to the underlying shares of Atlantic Petroleum. The Norwegian Registrar may terminate the Registrar Agreement by three months prior written notice. Furthermore, the Norwegian Registrar may terminate the Registrar Agreement with immediate effect if the Company does not perform its payment obligations to the Norwegian Registrar or commits any other material breach of the Registrar Agreement. In the event that the Registrar Agreement is terminated, Atlantic Petroleum will use its reasonable best efforts to enter into a replacement agreement for purposes of permitting the uninterrupted listing on Oslo Børs. There can be no assurance, how-

ever, that it would be possible to enter into such an agreement on substantially the same terms or at all. A termination of the Registrar Agreement could, therefore, adversely affect Atlantic Petroleum and its shareholders. The Registrar Agreement limits the Norwegian Registrar's liability for any loss suffered by Atlantic Petroleum. The Norwegian Registrar disclaims any liability for any loss attributable to circumstances beyond the Norwegian Registrar's control, including, but not limited to, errors committed by others. The Norwegian Registrar is liable for direct losses incurred as a result of the Norwegian Registrar's breach of contract. Thus, Atlantic Petroleum may not be able to recover its entire loss if the Norwegian Registrar does not perform its obligations under the Registrar Agreement.

Additional risks affecting investor's resident outside of Denmark, Norway and Faroe Islands

Atlantic Petroleum is a Faroese public limited company organised under the laws of Faroe Islands, which may make it difficult for Shareholders of the Company resident outside Denmark, Norway and Faroe Islands to exercise or enforce certain rights.

The rights of the Company's Shareholders are governed by Faroese law and by the Company's Articles of Association. These rights may differ from the rights typically held by shareholders in the United States or other jurisdictions. For a more detailed description of the applicable legislation and restrictions, see Part III, section 5 "Terms and conditions of the Offering". For example, it may be difficult or impossible for investors outside Denmark, Norway and Faroe Islands to serve process on or enforce judgments against the Company in connection with the Offering or in connection with their rights as Shareholders. It may not be possible for investors to serve process in their home countries against the Company or members of the Board of Directors or Management, or to enforce against them in courts in their home jurisdictions or other courts outside Faroe Islands judgments obtained from such courts located in the investors' home countries.

Further, it may be more difficult for Shareholders outside Denmark, Norway and Faroe Islands to exercise their voting rights, as the Company's general meetings are held in the municipality of Tórshavn, Faroe Islands, the municipality of Copenhagen, Denmark or in London, United Kingdom.

Finally, the Company has applied for a delisting from NASDAQ OMX Iceland. In connection with the delisting process, the Company's Icelandic shareholders will under applicable Icelandic capital control rules be restricted in the trading and subscribing in Shares.

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ATLANTIC PETROLEUM

I. THE GROUP

1. Persons responsible

P/F Atlantic Petroleum is responsible for this prospectus in accordance with Danish and Faroese law.

ISSUER'S STATEMENT
Having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of our knowledge in accordance with the facts and contains no omissions likely to affect its import.

The Prospectus shall further serve as the report from the Board of Directors disclosing events of material importance which have occurred after the release of the annual report and which have effect on the Company in accordance with section 159, 163 and 156 (2) (2) in the Faroese Companies Act.

Further, the Prospectus shall serve as fulfilment of requirements in section 163 (1) and (2) in the Faroese Companies Act for application of Offer Shares in connection with the Offering.

Tórshavn, 26th November 2013

Management

Ben Arabo
CEO

Board of Directors

Birgir Durhuus Chairman	Jan Edin Evensen Deputy Chairman
Diana Leo Board Member	David Archibald MacFarlane Board Member
Barbara Yvonne Holm Board Member	

- Birgir Durhuus is Head of External Solutions & Risk Management at Danske Capital, Danske Bank A/S.
- Jan Edin Evensen is Chief Technical Officer and Chairman of the Supervisory Board of Rock Energy AS.
- Diana Leo is Head of Production Operations at DONG Energy E&P.
- David Archibald MacFarlane is a Chartered Accountant and Company Director.
- Barbara Yvonne Holm is a Director Level Oil & Gas Executive with 4 years on Board of Ophir Energy Plc.

2. Auditors

NAMES AND ADDRESS OF THE COMPANY'S INDEPENDENT AUDITORS

The Company's auditors are:
JANUAR
State Authorised Public Accountants P/F

Hoyvíksvegur 5
P.O. Box 30
FO-110 Tórshavn
Faroe Islands

Jógvan Amonsson	Fróði Sivertsen
State Authorised Public Accountant	State Authorised Public Accountant

Jógvan Amonsson and Fróði Sivertsen of JANUAR have audited the Company's financial reports. The State Authorised Public Accountants mentioned above are members of The Institute of State Authorized Public Accountants in Denmark (FSR).

For the years 2010, 2011 and 2012 Sp/f Grannskoðaravirkið INPACT have been elected auditor of P/F Atlantic Petroleum. Jógvan Amonsson and Fróði Sivertsen both State Authorised Public Accountant have signed the annual reports for the years 2010, 2011 and 2012.

On the 1st October 2012 the capital owners of Sp/f Grannskoðaravirkið INPACT and P/F Nota came to an agreement to found a new audit company - JANUAR State Authorised Public Accountants P/F - that has overtaken all the operations of the current companies.

JANUAR State Authorised Public Accountants P/F was elected auditor of P/F Atlantic Petroleum at the general meeting on the 12th April 2013.

3. Selected financial information

See Part I, section 9 “Operating and financial review”.

4. Risk factors

See “Risk Factors” above.

5. Group information

NAME, REGISTERED OFFICE, ETC.
The Company's name is P/F Atlantic Petroleum, with the secondary name P/F Atlants Kolvetni.

The Company's registered office is:
Yviri við Strond 4, 3rd floor
P.O. Box 1228
110 Tórshavn
Faroe Islands
Tel: +298 350100
E-mail: petroleum@petroleum.fo
Website: www.petroleum.fo

P/F Atlantic Petroleum is incorporated with limited liability under the laws of Faroe Islands, with registration number 2695 and is registered with the Faroese Company Registration Authority.

The Company's place of registration is Tórshavn, Faroe Islands. The Company has two wholly owned subsidiaries, Atlantic Petroleum UK Limited and Atlantic Petroleum Norge AS. Atlantic Petroleum UK Limited is registered in England and Wales and has principal address at 26 - 28 Hammersmith Grove, London, W6 7BA, United Kingdom and its registered address at c/o 38 Hertford Street, Mayfair, London, W1J 7SG, United Kingdom. Atlantic Petroleum Norge AS is registered in Norway and has principal address at Edvard Griegs vej 3C, Bergen, 5059, Norway.

Atlantic Petroleum UK Limited's wholly owned subsidiary Atlantic Petroleum (Ireland) Limited, is registered in Ireland and has its registered address at First Floor, Fitzwilton House, Wilton Place, Dublin 2, Republic of Ireland.

Atlantic Petroleum UK Limited's wholly owned subsidiary Volantis Exploration Limited, is registered in England and have its principal address at 26 - 28 Hammersmith Grove, London, W6 7BA, United Kingdom and its registered address at c/o 38 Hertford Street, Mayfair, London, W1J 7SG, United Kingdom.

Volantis Exploration Limited's wholly owned subsidiary Volantis Netherlands B.V., is registered in the Netherlands and has its registered address at Burgemeester de Manlaan 2, BN Breda, 4837, Netherlands.

SECURITIES IDENTIFICATION CODE
The Company's Existing Shares are listed on NASDAQ OMX Copenhagen and NASDAQ OMX Iceland under the ISIN securities identification code FO000A0DN9X4.

LEGAL FORM, DATE OF INCORPORATION AND LEGISLATION
The Company, which was established on 11th February 1998, is governed by the Parlamentary Companies Act no 73 from 31st May 2011 in force on Faroe Islands. According to chapter 22 in Act No. 148 from 9th March 2004 on Administration of Justice, the venue for disputes against the Company is as a main rule at the city court of Tórshavn. The Company's subsidiaries in the UK, Atlantic Petroleum UK Limited and Volantis Exploration Limited, are subject to English law, and its Irish subsidiary, Atlantic Petroleum (Ireland) Limited, is subject to Irish law. The Company's subsidiary in the Netherlands is governed by Dutch law and the Norwegian subsidiary is governed by Norwegian law. The Prospectus has been prepared in connection with the Offering and for the purposes of admission to trading in and official listing of the Offer Shares on NASDAQ OMX Copenhagen and Oslo Børs. This Prospectus has been prepared in order to comply with the standards and conditions applicable under Faroese and Danish law and regulations.

FINANCIAL YEAR AND FINANCIAL REPORTING
The Group's financial year runs from 1st January to 31st December. The Group publishes interim reports for the first, second and third quarters of the financial year as well as a full-year report.

Financial calendar 2014

2013 Annual Financial Statement	14th March 2014
Annual general meeting	11th April 2014
1st Quarter 2014 Interim Financial Statement	21st May 2014
2nd Quarter 2014 Interim Financial Statement	27th August 2014
3rd Quarter 2014 Interim Financial Statement	12th November 2014

Object

According to Clause 1 of the Company's Articles of Association the objective of the Company is to run business in the field of hydrocarbon production and other related business.

Most recent general meeting

The Company's most recent general meeting was held on 12th April 2013.

THE GROUP'S HISTORY AND DEVELOPMENT

Atlantic Petroleum was founded in 1998 by eighteen Faroese investors. The concept behind its establishment was to use the first Faroese oil and gas licencing round as a basis for entering into a partnership with strong international oil and gas companies. In this way Atlantic Petroleum acquired the necessary skills and knowledge to become a competitive and independent upstream oil and gas company. In return, the Company provided its partners with local business insight and a local network. In 1999, a co-operation agreement was signed with the Faroese Partnership (Hess Corporation, DONG Energy A/S and BG Exploration and Production Limited) and 18 months later, in August 2000, the partnership was awarded licence 001 in the first Faroese licensing round.

Activity on the Faroese Continental Shelf was the foundation for establishing the Company. The longer term strategic goal of Atlantic Petroleum was to expand activity into UK waters. Consequently, in 2001, with the approval from the UK authorities, Atlantic Petroleum formally joined Hess, BG and DONG Energy A/S in two exploration licences awarded in the 19th UK licensing round.

The entrance into UK waters opened the door for further opportunities, and in 2003 Atlantic Petroleum acquired a package from Premier Oil Plc. consisting of three discoveries – Chestnut, Ettrick and Perth.

Atlantic Petroleum was listed on the Icelandic Stock Exchange (now NASDAQ OMX Iceland) in 2005, and listed on Copenhagen Stock Exchange (now NASDAQ OMX Copenhagen) in 2006 as a secondary listing.

Furthermore, in 2005 and 2006, development of the Chestnut field and Ettrick field commenced. The Chestnut development concept involved an innovative solution that enabled the field to become one of the smallest standalone developments on the UK shelf. Following successful development, Chestnut came into production in September 2008 thus marking the birth of Atlantic Petroleum as an oil producing Group.

Further landmark events in 2008 included the discovery of additional reserves in the South Chestnut well which was tested, completed and made ready for production, as well as the discovery of the Blackbird field. In addition, Atlantic Petroleum together with its partners, Statoil Hydro ASA, DONG Energy and Faroe Petroleum Plc., was awarded a licence in the 3rd Faroese Licensing Round.

In March 2009, the South Chestnut well came on-stream and in August 2009 the Ettrick field became the second field to commence production. Furthermore, the Company raised DKK 188MM in new equity through a rights issue as part of a refinancing plan. The proceeds from this, combined with increasing cash flow from operations, strengthened the financial position of Atlantic Petroleum, and in 2011 the net interest bearing cash position of the Group turned positive.

In April 2010, the Company announced Ben Arabo as the new CEO of the Atlantic Petroleum Group. Ben Arabo joined from Hess (NYSE: HES) in South East Asia. Moreover, in December 2010 the Company approved the Blackbird field development plan.

In May 2011, Atlantic Petroleum announced the acquisition of the UK-based exploration company Volantis Exploration Limited thereby adding stakes in 15 licences in the Southern North Sea on the UK Continental Shelf, including the gas discoveries Fulham and Pegasus. Further in 2011, the Blackbird field was developed and commenced production on time and on budget as a tie-back to the Ettrick FPSO Aoka Mizu.

In November 2012, Atlantic Petroleum entered the Norwegian Continental Shelf (NCS) through the acquisition of Emergy Exploration AS (now Atlantic Petroleum Norge AS). With the acquisition Atlantic Petroleum gained a 15% stake in licence PL270 which is operated by VNG Norge AS and contains three discoveries including the Agat gas discovery and a 10% stake in licence PL559 operated by Rocksource ASA. The acquisition also allowed Atlantic Petroleum to be active in the 22nd Licencing Round on NCS where the company was awarded two new licences. This added multiple drillable prospects to Atlantic Petroleum's inventory and marked a significant milestone in the Group´s development.

Atlantic Petroleum expanded its portfolio further in December 2012, when its wholly owned subsidiary Volantis Netherlands BV, obtained a 6% interest in four Dutch licences operated by Centrica.

Additionally in 2012, Atlantic Petroleum completed the acquisition of 25% working interest in the Orlando and Kells discoveries. The Orlando field development was sanctioned in April 2013 and first oil is expected in the second half of 2015, while the sanction of Kells is expected in 1H 2014 with an aim to have first oil from Kells in 2016. Through this acquisition, Atlantic Petroleum added significant new reserves to its inventory, with the aim of replacing its short term production.

INVESTMENTS

Investments in 2010

Investments in intangible exploration and evaluation assets in 2010 amounted to DKK 43MM. Major investments included one appraisal well that was drilled to appraise the Blackbird discovery.

Total investments in development and production assets for the year was DKK 69.5MM mainly relating to development of the Ettrick and Chestnut fields. In addition the Group increased its equity stake in the Perth field from 3.75% to 6.61765%.

Investments in 2011

Investments in intangible exploration and evaluation assets in 2011 amounted to DKK 109.6MM, whereof DKK 37.5MM were additions following the Volantis acquisition. In addition, investments were made in further development of the Perth project, an exploration well on the Foxtrot prospect as well as further work on other Group licences.

Investments in development and production assets amounted to DKK 50.6MM covering investments in Chestnut, Ettrick and the Blackbird development that came on stream in November.

Investments in 2012

Investments in intangible exploration and evaluation assets in 2012 amounted to DKK 150.7MM whereof DKK 51.3MM related to the Emergy Exploration AS acquisition. During 2012 Atlantic Petroleum continued its exploration programme with four exploration and appraisal wells. Orchid, the first well on licence P1556, was drilled from March to May and was plugged and abandoned as an oil discovery in the Chalk formation. The second well was the Brugdan Deep exploration well offshore Faroe Islands which spudded in June. Drilling however was suspended in November due to the imminence of the inclement weather season. The well will be re-entered in 2014. The third well was an exploration well on the UK licence P218 Spaniards. This well was spudded in August but later plugged and abandoned as a dry hole. Atlantic Petroleum was fully carried on this well and did consequently not incur any expenses. In 2012 Atlantic Petroleum farmed-into the UK licence P1100 Polecat discovery where the fourth well was spudded in October. The well was plugged and abandoned. In 2012 Atlantic Petroleum further farmed-in to the UK licence P1610 & P1766 containing the Magnolia prospect. The well spudded in February 2013.

During 2012 Atlantic Petroleum also continued investing in its producing assets Chestnut, Ettrick and Blackbird. In total, investments in development and producing assets amounted to DKK 123.3MM. A second water injector well was drilled on the Ettrick field and brought on-stream in June; a water injector well was also drilled on the Blackbird field in late 2012 and was brought on-stream in January 2013.

In December, a 25% working interest in two UK discoveries, Orlando and Kells, was acquired.

Investments in 2013

Investments in intangible exploration and evaluation assets for the first 9 months of 2013 amounted to DKK 124.8MM. The exploration programme for the year has seen two wells drilled. The UK Magnolia well was plugged and abandoned as a dry hole and the Irish Dunquin well has been plugged and abandoned with residual hydrocarbons. Studies are still ongoing on Dunquin.

Investments in development and producing assets for the first 9 months of 2013 amounted to 273.5MM. The Group completed the acquisition of a 25% stake in the two UK licences Orlando and Kells, and subsequently the Orlando FDP was sanctioned by the UK Government and development of the licence commenced.

Significant current investments

Investments in intangible exploration and evaluation assets from 30th September 2013 to the end of the year are budgeted to be DKK 11MM. Investments relate primarily to licence fees.

Total investments in development and production assets from 30th September 2013 to the end of the year are budgeted to be DKK 24MM. Investments relates primarily to Orlando development capex.

Significant future investments
Atlantic Petroleum has future decommissioning obligations primarily related to Chestnut, Ettrick and Blackbird. As per 30th September, such obligations amounted to DKK 164MM.

Future exploration commitments are estimated to be in the range of DKK 60MM.

Significant committed future investments in development and production are expected to be in the range of DKK 290MM relating to Orlando, while the Group's expected investments in producing assets will be approximately DKK 40MM, primarily relating to Blackbird.

In addition to the payments to Iona Energy Company Limited for 25% equity in Orlando & Kells, pursuant to the agreement, Atlantic Petroleum has committed to pay:

1. USD 1.25MM upon Kells FDP approval;

2. Staged payments commencing six months after first production from Orlando of USD 1.8MM, USD 1.8MM, USD 1.8MM, USD 0.925MM, and USD 0.925MM made every six months thereafter respectively; and

3. a proportionate share of royalties payable to the previous owner of the Kells field, Fairfield Energy.

6. Business

INTRODUCTION

Atlantic Petroleum is a North West Europe focussed exploration and production (E&P) Group with offshore oil and gas interests in the UK, Norway, Faroe Islands, Ireland, and the Netherlands. Atlantic Petroleum's main office is located in Torshavn, Faroe Islands, and the Company has subsidiaries and technical offices in London, UK and Bergen, Norway. The Group constitutes a small and efficient organisation of 30 full-time employees supported by experienced and trusted consultants.

Currently the Group holds 40 licences containing three producing fields. In addition to this the Group has one field under development with first oil expected in 2015, two additional potential development projects and a substantial number of exploration prospects.

The overall aim of Atlantic Petroleum is to maximise shareholders' value by building a balanced licence portfolio to ensure a steady flow of projects coming on-stream to replace production whilst looking to participate in higher impact exploration opportunities. As such, Atlantic Petroleum is pursuing a strategy to invest in both mature areas such as the Central North Sea on the UK continental shelf, and in high impact areas such as Norway and the Atlantic Margin. Atlantic Petroleum achieves this through targeted acquisitions, entering into and leveraging strategic partnerships as well as participating in licensing rounds. The aspiration is to fund exploration and a portion of development activities from internally generated cash flow. Debt will be used to supplement internal resources for development.

Atlantic Petroleum's key advantages and competencies include a highly experienced technical team with extensive geological knowledge of the North West European hydrocarbon basins, as well as a competent and experienced Management and Board of Directors. The Group's success is also driven by strong relationships with a broad network of international oil companies, such as Statoil, ExxonMobil, Centrica, Dong Energy and Nexen. By entering into strategic partnerships on licences the Group reduces risk and associated capital expenditures. Partnerships also enable a significant sharing of geological, geophysical and operational knowledge as well as costs.

The Group's licence portfolio categorised into progressive phases toward the production stage are shown in the table below:

Table 1

LICENCE	BLOCK	AREA	FIELD/PROSPECT/LEAD	OPERATOR	AP%	EXPLORATION	APPRAISAL	DEVELOPMENT	PRODUCTION
P354	22/2a	UK	Chestnut Field	Centrica	15.00				
P273 & P317	20/2a,3a	UK	Ettrick Field	Nexen	8.27				
P273, P317 & P1580	20/2a,3a,3f	UK	Blackbird Field	Nexen	9.40				
P1606	3/3b	UK	Orlando Field	Iona	25.00				Est. 2015
P1607	3/8d	UK	Kells Field	Iona	25.00			Near	Est. 2016
P218 & P588	15/21a,c	UK	Perth Field 1)	Parkmead	13.35			Near	Est. TBA
P218 & P1655	15/21a Gamma subarea & 15/21g	UK	Gamma Central Discovery	Premier	3.24				
P218	15/21a	UK	North East Perth Discovery	Parkmead	13.35				
P218	15/21a	UK	Dolphin Discovery	Parkmead	13.35				
P273	20/3a	UK	Bright Discovery	Nexen	8.27				
P1556	29/1c	UK	Orchid Discovery	Trap Oil	10.00				
P1655	15/21g,a (part)	UK	Spaniards	Premier	3.24				
P1673	44/28a	UK	Fulham & Arrol Discoveries	Centrica	5.00				
P1724	43/13b	UK	Pegasus North Discovery	Centrica	10.00				
P1727	43/17b,18b	UK	Harmonia Flank & Browney Discoveries	Centrica	10.00				
P1933	205/23	UK	Bombardier Discovery	Parkmead	43.00				
PL 270	35/9	NO	Agat Discovery	VNG Norge	15.00				
SEL 2/07	50/11 (part)	IR	Hook Head Discovery	Providence	18.33				
SEL 2/07	49/9 (part)	IR	Helvick Main Discovery	Providence	18.33				
SEL 2/07	50/5 (part) & 50/7 (part)	IR	Dunmore Discovery	Providence	18.33				
FEL 3/04	44/24,29	IR	Dunquin South	ExxonMobil	4.00				
P588	15/21c	UK	North West Perth Prospect	Parkmead	13.35				
P218	15/21a	UK	East Perth Prospect	Parkmead	13.35				
P1610	13/23a	UK	Albacora	Dana	20.00				
P1610	13/23a	UK	Minos	Dana	20.00				
P1724	43/13b	UK	Pegasus West Prospect	Centrica	10.00				
P1724	43/13b	UK	Pegasus Flanks Prospect	Centrica	10.00				
P1734	48/8c	UK	Selene Prospect	Centrica	10.00				
P1734	48/8c	UK	Endymion Prospect	Centrica	10.00				
P1766	13/22d	UK	Magnolia West / Ensign	Dana	20.00				
P1767	14/9,14a	UK	Anglesey Prospect	Bridge Energy	30.00				
P1767	14/15	UK	Wines Prospects	Bridge Energy	30.00				
P1791	21/30e	UK	Cracker Lead	Bridge Energy	20.00				
P1791	21/30e	UK	Jaffa Lead	Bridge Energy	20.00				
P1828	36/23a, 24a, 27, 28	UK	Area Y Leads	Centrica	10.00				
P1899	44/4a,5,45/1	UK	Lead B	Centrica	10.00				
P1905	44/30b	UK	Pilot	Centrica	10.00				
P1906	47/2b,3g,7a,8d	UK	A,B,C,E, W of York & Westminster Leads	Centrica	10.00				
P1924	44/17e	UK	Ketch Wedge Lead A	Atlantic Petroleum	100.00				
P1927	48/13c,14b,18e,19d	UK	Eldon Prospect	Atlantic Petroleum	100.00				
P1933	205/24,25	UK	Eddystone Prospect	Parkmead	43.00				
P1993	15/16e	UK	Birnam Prospect	Parkmead	33.00				
P2069	205/12	UK	Davaar	Parkmead	30.00				
P2082	30/12c,13c,18c	UK	Skerryvore	Parkmead	30.50				
PL 270	35/9	NO	Turitella Prospect	VNG Norge	15.00				
PL 559	6608/10, 6008/11	NO	Hendricks Prospect	Rocksource	10.00				
PL 704	6704/12, 6705/10 (part)	NO		E.ON Ruhrgas	30.00				
PL 705	6705/7 (part),8,9,10 (part)	NO		Repsol	30.00				
E4		NL	Hals Prospect	Centrica	6.00				
E1 & E2		NL	Maes Prospect	Centrica	6.00				
E1 & E4		NL	Vermeer Prospect	Centrica	6.00				
E1		NL	Rembrandt & Steen Prospects	Centrica	6.00				
E4 & E5		NL	Metsu Prospect	Centrica	6.00				
E5		NL	Van Goyen Prospect	Centrica	6.00				
L006	6104/16a,21, 6105/25	FO	Brugdan Deep Prospect	Statoil	1.00				
L016	6202/6a,7,8,9,10a,11,12,13,14,15 16,17,18,21a,22a, 6203/14a,15a 16,17,18,19,20,21,22,23,24a,25a	FO	Kúlubøkan Prospect	Statoil	4.00				

1 Perth Field Development plan submitted to the Authorities

Table 1 above gives an overview of the project portfolio categorised according to the status of the project. The table shows that Atlantic Petroleum's project portfolio is balanced between exploration, appraisal and development opportunities as well as production.

BUSINESS MODEL AND STRATEGY

Atlantic Petroleum pursues a self-sustainable business model with a balanced portfolio of cash generating production assets, fields under development and exploration licences. The rationale behind the chosen business model is to responsively manage risk by pursuing stable organic growth with moderate need for external financing while participating in high impact exploration opportunities.

Atlantic Petroleum invests in both mature areas and in high impact areas such as Norway and the Atlantic Margin. Atlantic Petroleum achieves this through targeted acquisitions, entering into and leveraging strategic partnerships as well as participating in licencing rounds.

Atlantic Petroleum's key advantages and competencies include a highly experienced technical team with extensive geological knowledge of the North West European hydrocarbon basins, as well as a competent and experienced Management and Board of Directors. The Group's success is also driven by strong relationships with a broad network of international oil companies, such as Statoil, ExxonMobil, Centrica, DONG Energy and Nexen. By entering into strategic partnerships the Group is able to share the risk and associated capital expenditures. Partnerships also enable a significant sharing of geological, geophysical and operational knowledge.

The development of Atlantic Petroleum through the past few years in terms of cash position, asset base and team of professionals has put the Group in a strategic position with great potential for accelerating growth. Short term, the Group wants to pursue this by responding to current farm-in opportunities, especially on the Norwegian Continental Shelf. Atlantic Petroleum considers the Norwegian Continental Shelf to offer a number of high quality and high-impact exploration opportunities. Based on the Group's recent acquisition of Emergy Exploration and establishment of a skilled organisation in Norway, Atlantic Petroleum considers itself to be well-positioned for expanding its Norwegian footprint. The Group is currently evaluating a number of specific farm-ins of late stage exploration assets in Norway and based on a successful completion of the Offering, the Group expects that one or more of these can be completed during the course of 2014.

Key pillars in the Atlantic Petroleum business model:

Steady organic growth from existing asset base

- Cash flow from multiple production assets finances exploration activities.
- Lower risk profile and lower need for external financing than pure play exploration companies.

Growth by farm-ins and acquisitions

- Well connected to the local markets for deals.
- Ability to quickly screen and evaluate opportunities.
- Proven ability to successfully acquire and integrate companies.

Strong partnerships

- Partnership network of over 30 reputable international companies.
- Sharing of capital expenditure and project risk.
- Sharing of geological and operational knowledge.

Strong team of professionals

- Small efficient organisation with proven track record.
- Core in-house competencies including geology, geophysics, reservoir engineering, risk management and commercial skills.
- Network of qualified external advisers and technical consultants.

GEOGRAPHICAL PRESENCE

Atlantic Petroleum is strategically positioned in North West Europe and currently holds interest in licences on the UK, Norwegian, Faroese, Irish, and Dutch Continental Shelves. The focus on North West Europe is based on the region's (i) low geopolitical risk and attractive E&P tax regimes, (ii) frequent licensing rounds and well-functioning asset transaction markets enabling organic growth, portfolio optimisation and value realisation, (iii) high investment activity, leading to numerous investment opportunities and (iv) operational similarities across basins enabling Atlantic Petroleum to enter partnerships based on the Group's experience, technical expertise and geological understanding of operations in harsh environment areas.

UK Continental Shelf

The UK Continental Shelf has been exploited for its hydrocarbon potential since the 1960's. Atlantic Petroleum has been active in the area since 2001. Atlantic Petroleum's licences on the UK Continental Shelf are all located in the West of Shetlands, the Viking

Graben, the Moray Firth, Central Graben and the Southern Gas Basin. The UK Continental Shelf is considered mature in terms of the oil and gas business and Atlantic Petroleum has production, development, appraisal and exploration opportunities in this area. The UK Continental Shelf is one of the biggest hydrocarbon producing areas in Europe, but also an area with a range of licences on which oil is yet to be discovered.

The UK sector is the area where Atlantic Petroleum has been most active in exploration to date. Atlantic Petroleum currently holds interests in 28 licences in the UK.

In September 2008, the Group commenced production from the Chestnut field in the Central North Sea. A second Central North Sea field, Ettrick, came on-stream in August 2009, and in November 2011 the third field, Blackbird, came on-stream.

Out of its 28 licences in the UK 3 licences contain fields in production. One licence is in the development phase, two are near development and 22 are exploration and appraisal licences.

Norwegian Continental Shelf

The Norwegian Continental Shelf had its first producing field, Ekofisk, in 1971. Ekofisk was the first of many large discoveries that would make Norway one of the dominant producers of oil. Today, the production from these large fields are in decline, but Norway has set up a fiscal regime that is particularly attractive for exploration activities with a 78% tax refund of exploration expenses from the Norwegian authorities, refunded in cash the calendar year after the expenses are incurred. This has led to an increase in exploration activities on the Norwegian Continental Shelf.

Atlantic Petroleum entered the Norwegian Continental Shelf in 2012 through the acquisition of Emergy Exploration AS and currently holds four licences in the region. Atlantic Petroleum considers the Norwegian Continental Shelf a very attractive region to operate in, with favourable fiscal conditions and significant remaining exploration potential as well as a stable operating environment. Entering the Norwegian Continental Shelf is a significant strategic move by Atlantic Petroleum for future exploration and development.

Faroese Continental Shelf

Being a Faroese company, Atlantic Petroleum naturally has an interest in exploring the Faroese Continental Shelf. Exploration activities on the Faroese Continental Shelf are still in the early stages, but large oil discoveries in the area west of the Shetland Islands, including the Rosebank and Cambo discoveries adjacent to the Faroese licenced acreage gives cause for confidence in the potential of the region.

Three licensing rounds have been carried out on the Faroese Continental Shelf to date, with Atlantic Petroleum participating in all of them which makes the Company one of the key explorers in the area. Several major oil companies have also participated in applying for acreage and drilling in the Faroe Islands. The latest licensing round was completed in December 2008.

Exploration on the Faroese Continental Shelf is still in its early exploration stages, so the area remains a high risk area, with uncertainties in respect of whether commercial discoveries will be made. However, the potential economic rewards are estimated to outweigh the risks; demonstrated by the presence of major companies in the area such as Statoil, ExxonMobil and DONG Energy.

Brugdan II exploration well offshore Faroe Islands spudded in June 2012. Drilling however was suspended in November due to the onset of the inclement weather season. The well will be re-entered in 2014.

Irish Continental Shelf

Like the UK Continental Shelf, the Irish Continental Shelf has been explored for many years and at the end of 2008, twenty-seven exploration licences had been granted on the Irish Continental Shelf. Atlantic Petroleum obtained licences in the area in 2007 and currently has two standard exploration licences. As is the case for the UK Continental Shelf, a number of the largest oil companies in the world have licence interests in the Irish region.

Much has been done to promote oil and gas exploration on the Irish Continental Shelf, including a tax regime designed to encourage further exploration in the area.

Dutch Continental Shelf

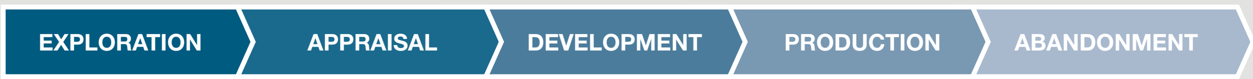
The Netherlands are currently the largest producers of natural gas in the EU with most of its production from on-shore wells, and a significant share of its production comes from the Groningen Province which borders the North Sea.

In December 2012 Atlantic Petroleum entered into the Dutch sector of the Southern North Sea by obtaining interest in Licences E1, E2, E4, and E5 offshore Netherlands. The licences are held through the wholly owned subsidiary Volantis Netherlands BV. The acreage lies to the east and adjacent to UKCS licence P1899 and NNE of the Cygnus field on the UKCS. A number of plays are being investigated including Permian and Carboniferous which were first identified in the UK sector and may extend into the Netherlands.

THE OIL EXPLORATION AND PRODUCTION CYCLE

The operations of an oil and gas E&P Group comprise of five phases – exploration, appraisal, development, production and abandonment. In practice, the advancement from one phase to the next, with the exception of abandonment, is conditional on continued verification of a positive assessment of the commercial potential of a discovery or field.

Figure 1: Five phases of oil exploration and production



Phase 1: Exploration

Oil exploration typically depends on geological understanding and sophisticated geophysical technology to detect and determine the extent of potential structures. Areas thought to contain hydrocarbons are initially subjected to a gravity survey, a magnetic survey and a regional seismic reflection survey to detect large scale features of the sub-surface geology. Features of interest (known as “leads”) are subjected to more detailed seismic surveys to refine the understanding of the sub-surface structure. Finally, if a prospect is identified and positively evaluated, an exploration well is drilled in an attempt to conclusively determine the presence or absence of oil or gas. Oil exploration is an expensive, risky operation with a high probability that nothing will be found, or that hydrocarbons will be found in such small quantities that it is not worthwhile producing them. In the North Sea only about one in eight exploration wells encounter oil and gas in quantities that are economically viable to develop. It often takes several years from an exploration licence is awarded until the first well is drilled.

Phase 2: Appraisal

Appraisal of a discovery involves drilling additional wells to reduce the degree of uncertainty in the size and quality of a potential field. If an exploratory well shows that hydrocarbons are present, more seismic data may be gathered and one or more appraisal wells may be drilled. Based on the data from this process it is possible to estimate the quantities and producibility of oil and gas in the field.

Phase 3: Development

If commercially profitable accumulations of oil and gas are found during appraisal drilling, the development phase begins. This phase involves planning and determining the optimal approach to develop the discovery. Crucial factors for value creation in this phase include choosing the most cost-effective development and production concept and ensuring that the project can be completed on schedule. This phase involves considerable investment, especially when the production facilities are located offshore.

Phase 4: Production

The production phase involves production of oil and gas, and also water, in different proportions. Value creating factors in this phase are production well planning, maintaining the rate of production and maximising the life of the accumulation by injecting gas or water into specifically designated injector wells to maintain the pressure.

Phase 5: Abandonment

Abandonment is the last phase of a hydrocarbon development project and involves the decommissioning of any installations and subsea structures associated with the field.

PROJECT OVERVIEW

Atlantic Petroleum has focused on building a well-spread and well-diversified portfolio considering the number of licences, their development status and geographical location.

At the date of this Prospectus, the Group holds 40 licences containing three producing fields. In addition to this the Group has one field under development with first oil expected in 2015, two additional potential development projects and a substantial number of exploration prospects.

The Group's licences are located in the Northern North Sea, Central North Sea, Southern North Sea, West of Shetland, the Celtic Sea, the Porcupine Basin, Norwegian Sea, Norwegian North Sea, Netherlands and on the Faroese Continental Shelf, see figure 2 on next page.

Figure 2: Geographic locations of Atlantic Petroleum's licences and block interests

Table 2: Overview of Atlantic Petroleum's licences and block interests

NORTH WEST EUROPEAN LICENCE INTEREST AT 30th SEPTEMBER 2013

	Licence	Block(s)	Operators	Partners
United Kingdom	P218 & P588	15/21a (part), b, c, f	Parkmead 52.03%	Faroe Petroleum 34.62%, Atlantic Petroleum 13.35% Serica 21%, Cairn 21%, Parkmead 12.624%,
	P218	15/21a	Premier 28%	Faroe Petroleum 8.4%, Maersk 5.736%, Atlantic Petroleum 3.24%
	P317 & P273	20/2a,3a	Nexen 79.73%	Dana 12%, Atlantic Petroleum 8.27%
	P317	20/2a	Nexen 90.60227%	Atlantic Petroleum 9.39773%
	P354	22/2a	Centrica 69.875%	Dana 15.125%, Atlantic Petroleum 15%
	P1580	20/3f	Nexen 79.73%	Dana 12%, Atlantic Petroleum 8.27%
	P1556	29/1c	Trap Oil 60%	Ithaca 30%, Atlantic Petroleum 10%
	P1606	3/3b	Iona 75%	Atlantic Petroleum 25%
	P1607	3/8d	Iona 75%	Atlantic Petroleum 25%
	P1610	13/23a	Dana 45%	Summit 25%, Atlantic Petroleum 20%, Trap Oil 10%
	P1655	15/21g, 15/21a (part)	Premier 28%	Cairn 21%, Serica 21%, Parkmead 12.624%, Faroe Petroleum 8.4%, Maersk 5.736%, Atlantic Petroleum 3.24%
	P1673	44/28a	Centrica 95%	Atlantic Petroleum 5%
	P1724	43/13b	Centrica 55%	Viking 35%, Atlantic Petroleum 10%
	P1727	43/17b,18b	Centrica 55%	Viking 35%, Atlantic Petroleum 10%
	P1734	48/8c	Centrica 90%	Atlantic Petroleum 10%
	P1766	13/22d	Dana 50%	Summit 30%, Atlantic Petroleum 20%
	P1767	14/9,14a,15	Bridge Energy 70%	Atlantic Petroleum 30%
	P1791	21/30e	Bridge Energy 40%	Idemitsu 40%, Atlantic Petroleum 20%
	P1828	36/23a,24a,27,28,29	Centrica 45%	GdF Suez 45%, Atlantic Petroleum 10%
	P1899	44/4a,5,45/1	Centrica 45%	GdF Suez 45%, Atlantic Petroleum 10%
	P1905	44/30b	Centrica 90%	Atlantic Petroleum 10%
	P1906	47/2b,3g,7a,8d	Centrica 52.5%	Serica 37.5%, Atlantic Petroleum 10%
	P1924	44/17e	Atlantic Petroleum 100%	
	P1927	48/13c,14b,18e,19d	Atlantic Petroleum 100%	
	P1933	205/23,24,25,28,29,30	Parkmead 43%	Atlantic Petroleum 43%, Dyas 14%
	P1993	15/16e	Parkmead 34%	Atlantic Petroleum 33%, Faroe Petroleum 33%
	P2069	205/12	Parkmead 30%	Atlantic Petroleum 30%, Summit 26%, Dyas 14%
	P2082	30/12c,13c,18c	Parkmead 30.5%	Atlantic Petroleum 30.5%, Bridge 25%, Dyas 14%
Norway	PL270	35/9	VNG Norge 85%	Atlantic Petroleum 15%
	PL559	6608/10, 6008/11	Rocksource 50%	VNG 20%, Atlantic Petroleum 10%, Skagen 44 10%, Explora 10%
	PL704	6704/12, 6705/10 (part)	Eon 40%	Atlantic Petroleum 30%, Repsol 30%
	PL705	6705/7(part),8,9,10 (part)	Repsol 40%	Atlantic Petroleum 30%, Eon 30%
Faroe Islands	L006	6104/16a,21, 6105/25	Statoil 50%	ExxonMobil 49%, Atlantic Petroleum 1%
	L016	6202/6a,7,8,9,10a,11,12,13,14, 15,16,17, 18,21a, 22a,6203/14a, 15a,16,17,18,19, 20,21,22, 23, 24a,25a	Statoil 40%	DONG 30%, ExxonMobil 26%, Atlantic Petroleum 4%
Republic of Ireland	SEL 2/07	part block 49/9	Providence Resources 62.5%	Atlantic Petroleum 18.333%, Lansdowne Oil & Gas 10%, Sosina 9.167%
		part blocks 50/5,7	Providence Resources 72.5%	Atlantic Petroleum 18.333%, Sosina 9.167%
		part block 50/11	Providence Resources 72.5%	Atlantic Petroleum 18.333%, Sosina 9.167%
	FEL 3/04	44/18,23,24,29,30	ExxonMobil 25.5%	Eni 27.5%, Repsol 25%, Providence 16%, Atlantic Petroleum 4%, Sosina 2%
Netherlands	E1		Centrica 54%	EBN 40%, Atlantic Petroleum 6%
	E2		Centrica 54%	EBN 40%, Atlantic Petroleum 6%
	E4		Centrica 54%	EBN 40%, Atlantic Petroleum 6%
	E5		Centrica 54%	EBN 40%, Atlantic Petroleum 6%

RESERVES AND RESOURCES

Atlantic Petroleum's reserves and resources are estimated annually in a Competent Persons Report performed by an independent petroleum reservoir consultancy. As from 2H 2013, Atlantic Petroleum has engaged the UK-based consultancy Gaffney, Cline & Associates to conduct the report. A summary of the latest report dated 31st August 2013 is available from the Group's website at http://www.petroleum.fo/Default.aspx?pageid=8436.

Reserves

The Group's total proven and probable (2P) oil reserves amounted to 7.6 MM barrels (MMBbl) as of 31st August 2013, whereas total proven and probable gas reserves amounted to 7.8 Bscf. It should be noted that Gaffney, Cline & Associates includes Kells in the estimate of total reserves. This is not compliant with the categorisation made by the Group, whereby fields are not included in reserves before sanctioning has taken place. Excluding Kells, the Group's total 2P oil and gas reserves amounted to 6.5 MM barrels (MMBbl) and 0.9Bscf, respectively.

The tables below show the proven, contingent and prospective resources, on a working interest basis, as of 31st August 2013. Risks and uncertainties are incorporated into the evaluation of prospective resources.

Table 3: Atlantic Petroleum net oil reserves as of 31st August 2013

Field	1P MMBbl	2P MMBbl	3P MMBbl
Chestnut	0.9	1.2	1.5
Ettrick	0.8	1.1	1.5
Blackbird	0.1	0.4	0.6
Orlando	2.0	3.8	5.4
Kells	0.5	1.1	1.3
Aggregated Total	**4.3**	**7.6**	**10.3**

Source: Gaffney, Cline & Associates

Table 4: Atlantic Petroleum net gas reserves as of 31st August 2013

Field	1P Bscf	2P Bscf	3P Bscf
Ettrick	0.4	0.5	0.7
Blackbird	0.1	0.4	0.3
Kells	4.9	6.9	8.3
Aggregated Total	**5.4**	**7.8**	**9.3**

Source: Gaffney, Cline & Associates

"Proven reserves" or "1P" are those quantities of petroleum which, by analysis of geological and engineering data, can be estimated with reasonable certainty to be commercially recoverable, from a given date forward, from known reservoirs and under current economic conditions, operating methods, and government regulations. Proven reserves can be categorised as developed or undeveloped. If probabilistic methods are used, there should be at least a 90% probability that the quantities actually recovered will equal or exceed the estimate.

"Probable reserves" or "2P" are those unproved reserves which analysis of geological and engineering data suggests are more likely than not to be recoverable. In this context, when probabilistic methods are used, there should be at least a 50% probability that the quantities actually recovered will equal or exceed the sum of estimated Proven plus Probable reserves.

"Possible reserves" or "3P" are those unproven reserves which analysis of geological and engineering data suggests are less likely to be recoverable than probable reserves. In this context, when probabilistic methods are used, there should be at least a 10% probability that the quantities actually recovered will equal or exceed the sum of estimated Proven plus Probable plus Possible reserves.

Resources

The Group's total contingent oil resources amounted to 16.0 MM barrels (MMBbl) as of 31st August 2013; whereas total contingent gas resources amounted to 21.3 Bscf. Resources are distributed as follows:

Table 5: Atlantic Petroleum net contingent oil resources as of 31st August 2013

Discovery	1P MMBbl	2P MMBbl	3P MMBbl
Perth	3.8	5.1	6.5
North East Perth	0.9	1.7	2.8
Bright	1.0	1.5	2.2
Dolphin	0.3	0.8	1.9
Spaniards	0.3	0.6	1.1
Orchid	0.4	0.5	0.8
Helvick	0.3	0.4	0.5
Hook Head	4.6	6.4	8.6
Coral/Dunmore	0.1	0.1	0.2
Aggregated Total	**11.7**	**17.1**	**24.6**

Source: Gaffney, Cline & Associates

Table 6: Atlantic Petroleum net contingent gas resources as of 31st August 2013

Discovery	1P Bscf	2P Bscf	3P Bscf
Fulham & Arrol	0.9	2.1	3.2
Pegasus North	3.0	10.4	31.0
NW Agat	0.8	2.2	6.0
Bloody Basin	1.7	6.6	24.2
Aggregated Total	**6.4**	**21.3**	**64.3**

Source: Gaffney, Cline & Associates

"Contingent resources" are those quantities of petroleum which are estimated, on a given date, to be potentially recoverable from known (discovered) accumulations, but which are not currently considered to be commercially recoverable.

Prospective resources

Gaffney, Cline & Associates estimates the prospective oil resources of the exploration and appraisal prospects attributable to the Group by asset to be as follows:

Table 7: Atlantic Petroleum prospective oil resources as of 31st August 2013 (MMBbl)

Prospect	2P Gross unrisked	2P Net unrisked	GCoS (%)
Perth North West Terrace	18.6	2.5	24
Perth East	3.6	0.5	24
Birnam	23.7	7.8	22
Anglesey North	13.8	4.1	19
Anglesey Central	27.9	8.4	19
Anglesey South	9.3	2.8	19
Chenas	7.8	2.3	17
Fleurie	11.1	3.3	17
Brouilly	4.2	1.3	17
Morgon	8.7	2.6	17
Orchid West	8.1	0.8	40
Skerryvore	16.0	4.9	26
Skerryvore Chalk	66.0	20.1	30
Eddystone	166.0	71.4	9
Davaar	159.0	47.7	15
Hendricks	132.0	13.2	18

Source: Gaffney, Cline & Associates

Table 8: Atlantic Petroleum prospective gas resources as of 31st August 2013 (Bscf)

Prospect	2P Gross unrisked	2P Net unrisked	GCoS (%)
Pegasus West	135.6	13.6	45
Pegasus South/East	34.2	3.4	39
Endymion	36.0	3.6	24
Selene	66.6	6.7	24
Brugdan	3,481.3	139.3	15
Kúlubøkan	4,400.0	176.0	11
Dunquin South	2,059.2	82.4	12
Maes	65.0	3.9	21
Hals	50.0	3.0	14
Metsu	21.0	1.3	21
Van Goyen	28.5	1.7	19
Cuyp	73.0	4.4	25
Agat (Turitella)	66.8	10.0	52
Napoleon North	370.5	111.2	28
Napoleon South	282.7	84.8	28

Source: Gaffney, Cline & Associates

"Prospective resources" are those quantities of oil and gas that are estimated, on a given date, to be potentially recoverable from undiscovered accumulations. The geological change of success (GCoS) represents an indicative estimate of the probability that drilling this Prospect would result in a discovery which would warrant the re-classification of that volume as a contingent resource. The GCoS value for contingent resource is, by definition, unity. These GCoS values have not been arithmetically applied to the designated volumes with the assessment. Thus the volumes are unrisked.

Pursuant to article 28 of Commission Regulation (EC) no. 809/2004 of 29th April 2004, the information set out in the cross reference table below is incorporated into this Prospectus by reference to the reserve report from Gaffney, Cline & Associates. The information incorporated in this Prospectus by reference as set out below is also available for inspection at the Company's office at the address P/F Atlantic Petroleum, Reg. no. P/F 2695, Yviri við Strond 4, 3rd Floor, P.O: Box 1228, FO-110 Tórshavn, Faroe Islands and on http://www.petroleum.fo/Default.aspx?pageid=8436.

Disclosure element	Reference
Competent Persons Report dated 31st August 2013	
INTRODUCTION	Gaffney, Cline & Associates summary dated 31st August 2013 p. 1
BASIS OF OPINION	Gaffney, Cline & Associates summary dated 31st August 2013 p. 2
EXECUTIVE SUMMARY	Gaffney, Cline & Associates summary dated 31st August 2013 p. 5

It should be noted that the results presented by Gaffney, Cline & Associates in the reserve report is based on Gaffney, Cline & Associates' own assumptions and estimates. These differ in some respects from the estimates of Atlantic Petroleum.

PLANNED ACTIVITIES

Table 9: Planned activities and 2014

Planned Activities 2014				2014			
				1Q	2Q	3Q	4Q
Exploration & Appraisal	UK	P218 & P588 Perth (Tentative)	Appraisal well				
		P1724 Pegasus West (Committed)	Exploration well				
	Norway	PL559 (Tentative)	Exploration well				
		Other well (Tentative)	Exploration well				
	Faroe Islands	L006 Brugdan II (Committed)	Exploration well				
Production	UK	P317, P273 & P1580 Blackbild (Committed)	Production well				

The Pegasus appraisal well and the Brugdan 2 exploration well are committed and have got rigs contracted. The other Exploration and Appraisal wells are tentative. The planned activities are subject to change, as not all are committed, and all planned activities are with other companies as operators. Additional activities might be conducted.

PROJECTS

Production

On 20th September 2008, the Group commenced production from the Chestnut field, located in the UK Central North Sea. This was a milestone for the Group being the first oil produced by Atlantic Petroleum. Atlantic Petroleum produced a net total of 324,000 barrels of oil from Chestnut in 2012.

In August 2009 the second field, Ettrick, was brought on stream. Total production from the Ettrick field net to Atlantic Petroleum in 2012 was 465,000 Boe net.

In November 2011 the Blackbird field was brought on stream, ahead of schedule and on budget. In 2012 the Blackbird produced 139,000 Boe net to the Group.

The operator of the Chestnut field, Centrica, sells the produced oil on behalf of Atlantic Petroleum under a joint marketing agreement with the partners. The marketing agreement is coupled with a joint lifting agreement that allocates 15% of each tanker load lifting to Atlantic Petroleum (commensurate with its participating interest).

Nexen Energy Marketing Europe Limited, an affiliate of the operator of the Ettrick and Blackbird fields, Nexen Petroleum UK Limited, negotiates markets and manages the sale of Atlantic Petroleum's entire share of produced oil from the Ettrick and Blackbird fields under a sales agency agreement. The sales agency agreement sits alongside a lifting agreement and allocation agreement between the partners that allocates the correct percentage of oil produced from the Ettrick and Blackbird fields to Atlantic Petroleum.

Atlantic Petroleum issues monthly operations updates with information about total net production and average daily production for the past month. Such updates are announced through the information systems of NASDAQ OMX Copenhagen and Oslo Børs.

Chestnut, Licence P354, Block 22/2a

In November 2005, the UK authorities approved the field development plan for Chestnut.

Chestnut was discovered in 1986 and an extended production test was carried out in 2001. The test reduced uncertainties over connected reservoir volumes and allowed better definition for a development scenario.

The development of the field commenced in 2005 and in 2006 a second development well was drilled. This was a water injector and the results of the well were as prognosed. In September 2008, the first oil was produced from Chestnut.

The oil from the field is processed on the leased Hummingbird floating production storage and offloading vessel (FPSO) owned by Teekay. This Sevan type 300 FPSO is a cylindrical floating production platform which is more cost efficient than traditional platforms. The unit is the first cylindrical FPSO to be installed in the North Sea and the second Sevan type 300 FPSO worldwide.

The South Chestnut 22/2a-16Y production well, which was successfully drilled in the later part of 2008, was tied into the Chestnut facilities and started production in March 2009 increasing daily production rates. A replacement water injection well was drilled in 2011. Since that time, the field has increased production. The contract for the Teekay Hummingbird FPSO has been extended to allow the field to produce to end 1Q 2016 and further extensions will be sought when field production performance and expectation allows the commitment to be made. There is no identified exploration upside within the Chestnut licence area.

The Chestnut partners are Centrica Energy (Operator) 69.875%, Dana Petroleum (E&P) Limited 15.125% and Atlantic Petroleum UK Limited 15.000%.

Ettrick, Licence P317 and P273, Blocks 20/2a and 20/3a

The Ettrick field, that is located in the Moray Firth region of the UK North Sea, commenced production in 2009.

The Ettrick field was discovered in 1981 and had, prior to development, been appraised by seven wells drilled between 1982 and 1985. Field development approval was granted by the UK authorities in July 2006. In April 2006 the partnership awarded Bluewater Ettrick Production (UK) Limited a contract for the production facilities and operations for the Ettrick field for an initial term of five years with extension options. The initial contract term is to March 2015 with options allowing production to be extended to March 2017. The FPSO vessel 'Aoka Mizu' is designed to handle 30,000 bopd (barrels of oil per day) and 35MMscfpd (million standard cubic feet per day) of gas.

Seven development wells were drilled in 2008 to 2010. During 2012 a further water injection well was drilled to support production, and in 2013 the 20/2a-E9 production well was drilled under a FDP Addendum. This well benefits from the UK's Brown Field allowance and came onstream in November 2013. The field is expected to produce until late 2016 / early 2017 in the base case scenario. FPSO contract extensions will be sought when field production performance and expectation allows the commitment to be made. The operator is looking at further infill drilling opportunities, but no firm candidates have yet been identified.

Ettrick partners are Nexen (Nexen Petroleum UK Limited) (Operator) 79.73%, Dana Petroleum Group 12.00% and Atlantic Petroleum UK Limited 8.27%.

Blackbird, Licence P317, P273 and P1580, Blocks 20/2a, 20/3a and 20/3f
In the summer of 2008, the 20/2a-8 Blackbird well was drilled to the south of the Ettrick field and oil was discovered in sandstones similar in age to those in the Ettrick field.

In the summer of 2010, the 20/2a-9 Blackbird appraisal well was drilled, completed and tested. The well encountered 90ft. of net pay and produced 7,000 Bbls of oil through a 38/64 inch choke, constrained by test production facilities. These results were encouraging and a formal decision to develop the field and tie it back to the Ettrick FPSO was taken in December 2010.

The decision to approve the development of Blackbird was based on a base case gross recoverable volume estimate of 6.2MMBbls of oil.

In August 2011, the Blackbird co-ventures received approval from the Department of Energy and Climate Change of the Field Development Plan for the Blackbird field. The development consists of one production well and one water injection well tied back to the Ettrick. The field is expected to produce until late 2016 / early 2017 in the base case scenario. Ultimate end of production will depend on both Blackbird and Ettrick field performance.

The field came on production in November 2011 and a water injection well was drilled and tied-in in late 2012. The partners in this licence are Nexen UK Limited (Operator) 90.60227% and Atlantic Petroleum UK Limited 9.39773%.

An additional producer well is planned for drilling in 1Q 2014.

Project in the development phase

Orlando, Licence P1606, Block 3/3b
Atlantic Petroleum acquired a 25% stake in P1606, Block 3/3b containing the Orlando discovery from Iona Energy in late 2012. The development of Orlando was sanctioned by Atlantic Petroleum in February 2013 and by DECC in April 2013. Orlando will be developed as a subsea tie back to the Ninian Central Platform in the Northern North Sea and first oil is expected in second half 2015. The expected initial rate from Orlando is 10,000+ bopd gross. Field life could extend out to 2030, but the majority of the reserves will be produced in the first 7-8 years.

Partners in this licence are Iona Energy Company (UK) Limited (Operator) 75% and Volantis Exploration Limited 25%.

Project nearing the development phase

Kells, Licence P1607, Block 3/8d
In December 2012 Atlantic Petroleum acquired a 25% stake in P1607, Block 3/8d in the northern part of the North Viking Graben in the southern limits of the East Shetland Basin containing the Kells discovery from Iona Energy. Work is on-going to re-submit an FDP in 2014, with first oil planned before the end of 2016. The plan is to redevelop the field (formerly known as Staffa) as a subsea tie-back to the Ninian Central platform in the Northern North Sea. The field had first oil in 1992 with initial production of 6,850 Bbl/d, but due to technical problems with the pipeline the well was abandoned in 1994. The old pipeline has been removed and the problems are well understood and can be mitigated using proven technology.

The expected initial rate from Kells is 2,600 bopd net to Atlantic Petroleum. Field life could extend out to 2025, but the majority of the reserves will be produced in the first 4 years.

Partners in this licence are Iona Energy Company (UK) Limited (Operator) 75% and Volantis Exploration Limited 25%.

Perth, Licence P218 and P588, Blocks 15/21a, b, c and f
The Perth field was discovered in 1983, although the first well that flowed at commercial rates was drilled in 1992. The oil volumes in place are thought to be large, possibly ranging up to 500MMBbls, including the undrilled North Perth prospect, but development is complicated by the fact that the oil contains significant concentrations of H_2S and CO^2.

In 2011 and 2012 the then operator, DEO, constructed a development plan using an FPSO to initially develop the Core Perth area. Later in 2012, DEO was acquired by the Parkmead Group who decided to defer the project. In 2013, the Perth partners are working towards potentially drilling a well in 2014 to evaluate a region of the field called Core Perth Extension and examining options for a joint field development with the nearby Lowlander discovery.

Perth partners are Parkmead Group (Operator) 52.03%, Faroe Petroleum 34.62% and Atlantic Petroleum UK Limited 13.35%.

Exploration and Evaluation

United Kingdom

The Group participates in 28 licences in the UK sector of the Northern North Sea, Central North Sea, Southern North Sea and West of Shetland. There are 3 licences with fields in production, as mentioned above. One licence is in the development phase, two are near development, both discussed above, and 22 are exploration and appraisal licences. Atlantic Petroleum UK Limited has been offered for award four licences in the UK 27th Round with equity in the range of 30% to 43%. These four licences are part of the 167 licences that DECC has offered to the partnership groups, covering 330 blocks or part blocks. Further 61 blocks are still outstanding and are under environmental assessment. Atlantic Petroleum applied for five licences in the areas that are still outstanding and nine licences in total.

Pegasus Discovery, Licence P1724, Block 43/13b

Atlantic Petroleum entered the licence in June 2011 following the acquisition of Volantis Exploration.

The Pegasus discovery is a fault-bounded anticline with an Intra-Namurian sandstone reservoir. It was successfully drilled in December 2010, and a rig has been contracted to drill an appraisal well on Pegasus West planned for end 1Q 2014. The discovery is located in the Southern North Sea surrounded by the producing Cavendish, Trent and Esmond fields.

Partners in this licence are Centrica North Sea Gas Limited (Operator) 55%, Viking UK Gas Limited (Third Energy) 35% and Volantis Exploration Limited 10%.

Orchid, Licence P1556, Block 29/1c

In April 2011 Atlantic Petroleum acquired a 10% stake in P1556, Block 29/1c containing the Orchid prospect from Summit Petroleum in return for carrying a share of the cost of the initial exploration well.

The Orchid well was drilled in 2012. It is a four-way dip closure in the Tertiary and Chalk and is located in the Central North Sea surrounded by the producing Banff, Kyle, Bittern and Gannet fields. The 29/1c-9 Orchid exploration well encountered oil in the Chalk Formation. Further work is being carried out on the data obtained from the discovery well to determine the size of the discovery and ascertain whether further drilling would be warranted.

Partners in this licence are Trap Oil Limited (Operator) 60%, Ithaca Causeway Limited 30% and Atlantic Petroleum UK Limited 10%.

Magnolia, Licence P1610 and P1766, Block 13/23a and 13/22d

Atlantic Petroleum farmed into the licences in September 2012 in return for carrying a share of the cost of an exploration well. A well was drilled in 1Q 2013 and was plugged and abandoned two months later. Work is on-going looking at other potential on the blocks.

Partners in the P1610 licence are Dana Petroleum (E&P) Limited (Operator) 45%, Summit Petroleum Limited 25%, Trap Oil Limited 10% and Atlantic Petroleum UK Limited 20%. Partners in the P1766 licence are Dana Petroleum (E&P) Limited (Operator) 50%, Summit Petroleum Limited 30% and Atlantic Petroleum UK Limited 20%.

Spaniards/Gamma Discovery and Prospect, Licence P1655 and P218, Block 15/21g and 15/21a (Gamma Subarea)

In January 2012, the Perth Licence co-ventures in Block 15/21a, DEO Petroleum UK Limited, Faroe Petroleum UK Limited, Maersk Oil UK Limited and Atlantic Petroleum UK Limited (the Perth Group) agreed with the Block 15/21g co-ventures, EnCore Oil plc., Nautical Petroleum plc. and Serica Energy (UK) Limited (the 15/21g Group), on the cross assignment of a sub area of 15/21a and Block 15/21g.

The Spaniards well was drilled in 4Q 2012 downdip of the Gamma discovery, but failed to find hydrocarbons. The well was funded 100% by the 15/21g Group.

Partners on this licence are Premier (Operator) 28.000%, Cairn 21.000%, Serica Energy (UK) Ltd 21.000%, Parkmead 12.624%, Faroe Petroleum 8.400%, Maersk Oil UK Ltd 5.736% and Atlantic Petroleum UK Limited 3.24.%

Fulham & Arrol Discoveries, Licence P1673, Block 44/28a
Atlantic Petroleum entered the licence in June 2011 following the acquisition of Volantis Exploration.

The Fulham discovery is a fault-controlled trap closure at Upper Carboniferous (Westphalian) level, and was drilled successfully in 2010. It forms part of the West London Complex of prospects that forms a ridge between the producing Caister and Chiswick fields and includes the Arrol discovery.

Partners in this licence are Centrica North Sea Gas Limited (Operator) 95% and Volantis Exploration Limited 5%.

Harmonia Flank & Browney, Licence P1727, Block 43/17b and 43/18b
Atlantic Petroleum entered the licence in June 2011 following the acquisition of Volantis Exploration.

The Harmonia and Browney discoveries are both compressional pop-up features at Intra-Carboniferous level. Harmonia also has an additional target at Rotliegend level. The acreage is located immediately south of the Pegasus discovery. A well will be drilled in 2014 on the Pegasus West structure which extends into this licence. The authorities have agreed that this well, which will be drilled on the adjacent P1724 licence, will fulfil the licence commitment for P1727.

Partners in this licence are Centrica North Sea Gas Limited (Operator) 55%, Viking UK Gas Limited (Third Energy) 35% and Volantis Exploration Limited 10%.

Endymion and Selene Prospects, Licence P1734, Block 48/8c
Atlantic Petroleum entered the licence in June 2011 following the acquisition of Volantis Exploration.

The Selene prospect is a four way dip closure at the Rotliegend Leman Sandstone Formation. The Endymion is fault bound Leman Sandstone structure and lies in the Southern North Sea, in close proximity and on trend with the producing Mimas and Saturn fields. Operator Centrica has very recently decided that the Selene structure does not warrant drilling and is in the process of relinquishing the licence.

Partners in this licence are Centrica North Sea Gas Limited (Operator) 90% and Volantis Exploration Limited 10%.

Anglesey and Beaujolais Prospects, Licence UK P1767, Blocks 14/9, 14/14a and 14/15
This licence was granted by DECC in the UK 26th round in October 2010. The licence expires on 9th January 2015 and there is an option to extend the licence if a well is drilled prior to the expiry data. A series of prospects & leads have been identified on the licence, including Anglesey, Chenas, Brouilly, Morgon and Fleurie. This licence is being offered to the industry as a farm out.

Partners in this licence are Bridge Energy (Operator) 70% and Atlantic Petroleum UK Limited 30%.

Biscuits, Licence P1791, Block 21/30e
This licence was granted by DECC in the UK 26th round in October 2010. A series of prospects & leads have been identified on the licence, including Cracker and Jaffa.

Partners in this licence are Bridge Energy (Operator) 40%, Idemitsu Petroleum UK Ltd 40% and Atlantic Petroleum UK Limited 20%.

Area Y Lead, Licence P1828, Blocks 36/23a, 36/24a, 36/27, 36/28, and 36/29
Atlantic Petroleum entered the licence in June 2011 following the acquisition of Volantis Exploration.

This acreage (Area Y) is interpreted to have a number of Intra-Carboniferous leads within the Dinantian Fell Sandstone Formation.

Partners in this licence are Centrica North Sea Gas Limited (Operator) 45%, GdF Suez E&P UK Limited 45%, and Volantis Exploration Limited 10%.

Lead B, Licence P1899, Licence 44/4a, 44/5 and 45/1
This 26th Round licence was awarded later than other licences, in December 2011, and has a start date of 1st February 2012. The licence application was filed by Volantis Exploration prior to acquisition by Atlantic Petroleum. The licence contains a number of intra Carboniferous leads. New 3D data was acquired in 2013.

Partners in this licence are Centrica North Sea Gas Limited (Operator) 45%, GdF Suez E&P UK Limited 45% and Volantis Exploration Limited 10%.

Pilot, Licence P1905, Block 44/30b
This 26th Round licence was awarded in December 2011 and has a start date of 1st February 2012. The licence application contains a Carboniferous prospect.

Partners in this licence are Centrica North Sea Gas Limited (Operator) 90% and Volantis Exploration Limited 10%.

Greater York, Licence P1906, Blocks 47/2b, 47/7a and 47/8d
This 26th Round licence was awarded in December 2011 and has a start date of 1st January 2012. The licence consists of a number of part blocks adjacent to the Centrica operated York Field which came on stream in March 2013. The blocks contain a number of Rotliegend Leman Sandstone Formation prospects, with additional deeper Carboniferous targets. New 3D data was acquired in 2013.

Partners in this licence are Centrica North Sea Gas Limited (Operator) 52.5%, Serica Energy (UK) Limited 37.5% and Volantis Exploration Limited 10%.

Ketch Wedge Lead A, Licence P1924, Block 44/17e
This 26th Round licence was awarded in December 2011 and has a start date of 1st February 2012. The licence application was filed by Volantis Exploration prior to acquisition by Atlantic Petroleum. The licence contains Carboniferous lead.

Volantis Exploration Limited has 100% ownership of this licence.

Eldon, Licence P1927, Blocks 48/13c, 48/14b, 48/18e and 48/19d
This 26th Round licence was awarded in December 2011 and has a start date of 1st February 2012. The licence application was filed by Volantis Exploration prior to acquisition by Atlantic Petroleum. The licence contains a Leman Sandstone prospect.

Volantis Exploration Limited has 100% ownership of this licence.

Eddystone, Licence P1933, Block 205/23, 205/24, 205/25, 205/28, 205/29 and 205/30
Atlantic Petroleum was awarded this frontier licence in the UK 27th Round with a start data of 1st January 2013.

The licence lies in the West of Shetlands area and has a number of leads that the JV wishes to pursue, including the Lower Cretaceous.

The partners in this licence are Parkmead Group plc. (Operator) 43%, Atlantic Petroleum UK Limited 43% and Dyas UK Limited 14%.

Birnam, Licence P1993, Block 15/16e
Atlantic Petroleum was awarded this traditional licence in the UK 27th Round with a start data of 1st January 2013.

The licenced area contains the Birnam (formally NW Hoy) Upper Jurassic Piper Sandstone prospect. The block lies in the Moray Firth area, adjacent to the Piper Field and also close to the Perth Field in which Atlantic Petroleum has equity.

The partners in this licence are Parkmead Group plc. (Operator) 34%, Atlantic Petroleum UK Limited 33% and Faroe Petroleum (UK) Limited 33%.

Davaar, Licence P2069, Block 205/12
Atlantic Petroleum was awarded this traditional licence in the UK 27th Round with a start data of 1st January 2013.

The licence lies in the West of Shetlands area. A Tertiary amplitude anomaly has been identified which will be evaluated using reprocessed seismic data the group is obtaining.

The partners in this licence are Parkmead (Operator) 30%, Atlantic Petroleum UK Limited 30%, Summit 26%, and Dyas 14%.

Skerryvore, Licence P2082, Block 205/12
Atlantic Petroleum was awarded this traditional licence in the UK 27th Round with a start data of 1st January 2013.

The licence lies in the Central Graben area of the North Sea. Tertiary and Upper Cretaceous Chalk prospects have been identified in the blocks, along with deeper Jurassic leads, close to producing fields. A firm well commitment has been made on this licence and drilling is expected in 2015.

The partners in this licence are Parkmead Group plc. (Operator) 30.5%, Atlantic Petroleum UK Limited 30.5%, Bridge Energy (CNS) Limited 25.0%, and Dyas UK Limited 14.0%.

Norway

In November 2012, Atlantic Petroleum entered Norway through the acquisition of the Norwegian company Emergy Exploration AS. This provides Atlantic Petroleum with access to a very attractive region to operate in with significant remaining exploration potential, stable operating environment and a fiscal regime that is particularly attractive for exploration activities.

Turitella/Agat, Licence PL270, Block 35/3 (part)

PL270 was acquired in December 2012. The licence is a part of block 35/3 in the North Sea 50 km North of the Gjøa field and approximately 50 km offshore the western coast of Norway. The work program in the licence is fulfilled. Three gas discovery wells have been drilled within the current licence boundaries. New 3D seismic data have recently been acquired and is currently being evaluated. If the new data is encouraging it may result in a new exploration well which is currently scheduled for 2014/2015. Given success in the new well the Agat Field will likely be developed with first gas expected after 2018, potentially as a tie back to Gjøa.

Partners in this licence are VNG Norge (Operator) 85% and Atlantic Petroleum Norge AS 15%.

Hendricks, Licence PL559, Block 6608/10 and 6608/11 (parts)

PL559 was acquired in December 2012. The licence is located in blocks 6608/10 and 6608/11 on the western part of the Nordland Ridge. Several fields and discoveries are located in the near vicinity of the license. PL559 is located approximately 160 km offshore Norway. The work program in the licence is fulfilled with the drilling of well 6608/11-7S. Data has been acquired, and the information from the well will be used in further evaluation of the PL559 licence. Several prospects have been identified within the license with prospectivity present at multiple reservoir levels.

Partners in this licence are Rocksource (Operator) 50%, VNG 20%, Skagen 44 10%, Explora 10% and Atlantic Petroleum Norge AS 10%.

PL704, Blocks 6704/12 and 6705/10 (part)

PL704 was awarded in the 22nd Licensing Round on the Norwegian Continental Shelf announced by the Ministry of Oil and Energy on the 12th June, 2013. The licence contains multiple high potential prospects and given a discovery the reserves can likely be tied in to the Aasta Hansteen Field subject to commercial agreement with that field's owners.

Licence PL704 is located immediately south of PL705 and immediately west of the Asterix discovery, and covers an area of 646 km2. Prospectivity is mapped on 2D and 3D seismic data within several geological play models.

Partners in this licence are E.ON (Operator) 40%, Atlantic Petroleum Norge AS 30% and Repsol 30%.

P705, Blocks 6705/7 (part), 6705/8, 6705/9 and 6705/10 (part)

P705 was awarded in the 22nd Licensing Round on the Norwegian Continental Shelf announced by the Ministry of Oil and Energy on the 12th June, 2013. The licence contains multiple high potential prospects and given a discovery the reserves can likely be tied in to the Aasta Hansteen Field subject to commercial agreement with that field's owners.

The license is located on the northern part of the Gjallar Ridge in the Vøring Basin (Norwegian Sea), immediately north of PL704 the Asterix discovery and south west of the Naglfar Discovery. The licence covers an area of 1039 km2, and several prospects have been mapped and de-risked using 3D seismic data. The prospects have potential targets at multiple reservoir levels.

The partners in this licence are Repsol (Operator) 40%, Atlantic Petroleum Norge AS 30% and E.ON 30%.

Faroe Islands

The two Faroese licences that Atlantic Petroleum currently participates in are the following:

Licence 006, Brugdan, Blocks 6104/16a, 6104/21 and 6105/25

The Brugdan 6104/21-1 well was plugged and abandoned in 2006, having encountered minor gas shows. The well reached a total depth of 4,225 metres. Technical difficulties prevented the well being drilled further to reach potential deeper targets.

In January 2010 the Faroese Ministry of Trade and Industry approved a three year extension of Licence 006 and the relinquishment of 58% of the original licence acreage.

The Brugdan Deep or Brugdan II well was spudded in June 2012 and was temporarily suspended in November 2012. The well was drilled into the sub-basalt section, but the primary objective was not reached. The decision to suspend the drilling was based on anticipated bad weather on entering the winter season. The Faroese authorities have authorised a suspension and the re-entry will take place in spring 2014.

Partners in this licence are Statoil Færøyene AS (Operator) 35%, ExxonMobil Exploration and Production Faroe Islands Ltd 49%, OMV (Faroe Islands) Exploration GmbH c/o OMV (U.K.) Limited 15% and P/F Atlantic Petroleum 1%.

Licence 016, Kúlubøkan, Blocks 6202/6a, 7, 8, 9, 10a, 11, 12, 13, 14, 15, 16, 17, 18, 21a, 22a, 6203/14a, 15a, 16, 17, 18, 19, 20, 21, 22, 23, 24a and 25a

Atlantic Petroleum was awarded Licence 016 in the 3rd Faroese Licensing Round in December 2008. It contains a large four-way dip structure called Kúlubøkan, with potential at various stratigraphic levels. Seismic data was acquired on the acreage during 2009 and the data confirmed the presence of the structure. A 3D seismic survey was acquired during 2012 over the crest of the structure to help choose a potential well location. The partnership has up to six years from award to decide whether or not to drill an exploration well.

Partners in this licence are Statoil Færøyene AS (Operator) 40%, DONG E&P Føroyar P/F 30%, ExxonMobil Exploration and Production Faroe Islands Ltd 26% and P/F Atlantic Petroleum 4%.

Ireland

The two Irish licences that Atlantic Petroleum currently participates in are the following:

Helvick, Hook Head and Dunmore, SEL 2/07, part blocks 50/11, 49/9, 50/6 and 50/7

Atlantic Petroleum (Ireland) Limited farmed into this licence in February 2007.

Standard Exploration Licence 2/07 contains the Hook Head discovery, the Dunmore discovery and the Helvick discovery. The licence group is in the process of application with the PAD to convert the licence into a Licence Undertaking where development options will be studied.

The Hook Head oil discovery in Block 50/11 consists of Early Cretaceous Wealden Sandstone reservoirs encountered in a number of wells. Work is currently being carried out to assess the potential of developing the central panel of the Hook Head Field where the 50/11-1 and 50/11-3 wells were drilled. The partners to this part of the licence are Providence Resources Plc. (Operator) 62.5000%, Sosina Exploration Limited 9.1677% and Atlantic Petroleum (Ireland) Limited 18.3333%.

The Helvick oil field is located in the southwest corner of Block 49/9. The discovery well, IRL49/9-2 flowed at 9,901 bopd and 7.44MMscfpd from four units. Further appraisal wells have been drilled to delineate the field. The operator estimates the STOOIP for the Helvick discovery to be around 9.4MMBbls. Development options are being considered. The partners to this part of the licence are Providence Resources Plc. (Operator) 62.5000%, Sosina Exploration Limited 9.1677%, Lansdowne Oil & Gas plc. 10.0000% and Atlantic Petroleum (Ireland) Limited 18.3333%.

The Dunmore discovery well, IRL50/6-1, flowed at a rate of 2,074 bopd of high quality (40-44° API) oil and associated gas from an Upper Jurassic reservoir. The partners to this part of the licence are Providence Resources Plc. (Operator) 72.5000%, Atlantic Petroleum (Ireland) Limited 18.3333%, Lansdowne Oil & Gas plc. 10%, and Sosina 9.1667%. With regards to Helvick and Dunmore, Atlantic Petroleum and partners have on 13th of November 2013 agreed to allow ABT Oil & Gas (ABTOG) to farm-in to the Helvick and Dunmore discoveries. As part of the farm-in, ABTOG will assist the joint venture partners in the carrying out of a phased detailed work programme. Subject to successful completion of three phases and Ministerial approval of a plan of development ABTOG will earn 50% interest in the discoveries. In this case Atlantic Petroleum (Ireland) Limited new equity will be 9.16665%.

Dunquin, FEL 3/04, Blocks 44/18, 44/23, 44/24, 44/29 and 44/30

Atlantic Petroleum farmed into this Frontier Exploration Licence in May 2013. The 44/23-1 Dunquin North well was spudded in April 2013 to test a Lower Cretaceous carbonate exploration play concept. The well was the first well to be drilled in the central part of the deep-water southern Porcupine Basin and reached a total depth of 5000m. It was plugged and abandoned in July 2013 having encountered 249m of the massive carbonate Cretaceous target, within prognosis. Petrophysical analysis of the well logs indicates an upper zone of 44m which has residual hydrocarbon saturations in a porous reservoir. The well has indicated a working hydrocarbon system, which is positive for the surrounding area, including the Dunquin South prospect.

Partners in this licence are ExxonMobil Exploration and Production Ireland (Offshore) Limited (Operator) 25.5%, Eni Ireland B.V. 27.5%, Repsol Exploracion Irlanda, S.A. 25.0%, Providence Resources Plc. 16.0%, Atlantic Petroleum (Ireland) Limited 4.0% and Sosina Exploration Limited 2.0%.

The Netherlands
In December 2012 Atlantic Petroleum entered into the Dutch sector of the Southern North Sea by obtaining interest in Licences E1, E2, E4 and E5 offshore Netherlands. The licences are held through the wholly owned subsidiary Volantis Netherlands B.V.

Licence E1, E2, E4 and E5
Centrica were awarded these licences in November 2011. Atlantic Petroleum had worked up the blocks with Centrica since 2008 and had an agreement to enter any licence in the areas of interest, once they were awarded.

The acreage lies to the east and adjacent to UKCS licence P1899 and NNE of the Cygnus field on the UKCS. A number of plays are being investigated including those in the Permian and Carboniferous. The licence group is in the process of applying for licence extensions, to allow more time to evaluate them.

The partners in this licence are Centrica (Operator) 54%, EBN 40% and Volantis Netherlands B.V. 6%.

Knowledge base

Geological and geophysical database
In the UK, 3D seismic data covers all of the Group's development assets and near field exploration acreage. Atlantic Petroleum's UK exploration acreage is also covered by 3D and 2D regional lines and the Group has access to all released wells on the UKCS. The Group has access to around 60,000 sq. km of 3D data on the UKCS for licence round and farm-in evaluations.

The Group also has access to some proprietary and non-released traded UKCS well data.

On the Norwegian Continental Shelf, the Group has a digital, quality controlled and ready to be used database including all publicly released 3D and 2D seismic surveys and well data. The seismic database also includes 2,900 square km of 3D data both proprietary and traded, plus 200 km of multi-client 2D data.

In the Norwegian Continental Shelf the well database besides all the released wells, also includes 10 proprietary and traded wells.

In addition to the above Atlantic Petroleum has a database of 42 CSEM surveys (vast majority consisting of 3D data) over the entire Norwegian Continental Shelf (mainly over the Barents and the Norwegian Sea).

Atlantic Petroleum has an extensive seismic and well database over the Faroe Islands area with 3D data over existing exploration acreage and access to proprietary, traded and speculative 2D & 3D data in open areas.

In Ireland, the Group has a seismic database of 2D seismic focused on the Group's Celtic Sea and Porcupine Basin licences.

The Netherlands exploration acreage is covered by 3D seismic and the Group has access to all the wells relevant to the area.

Research and development, patents, etc.
The Group is not engaged in research and development activities and does not own and does not depend on any patents or licences other than as described in Part I, section 6 "Business - Projects".

Agreements
Joint Operating Agreement (JOA) is a contract between two or more parties to a licence establishing and setting out the terms of a co-operation between them, under which petroleum exploration, development and production operations will be conducted. It is the constitution by which the co-operation is governed and is needed in all cases where a petroleum licence is held by two or more persons since the licence itself does not concern itself with the sharing of rights and obligations.

Under the JOA, each party will have a percentage interest and the JOA will provide that, subject to certain exceptions, all rights and liabilities arising in connection with the licence shall be shared between the licences in proportion to these percentage interests.

The JOA will provide for the conduct of operations under the licence. This is done by appointing one of the licensees as operator (subject to authority approval) with day–to-day responsibility for the conduct of operations subject to the overall supervision and control of an operating committee upon which all licensees are represented.

The JOA will, in addition, deal with a number of other important matters such as default and withdrawal, confidentiality, approval of budgets, assignment, sole risk and security for payment of obligations. The JOA will also attach as an appendix standardised accounting procedures to manage joint account operations.

Other Agreements: The scope of the JOA generally extends to the exploration for and the production of petroleum under the licence and consideration of the treatment, storage and transportation of such petroleum.

A number of other agreements are likely to be needed in the course of a petroleum exploration and production venture, apart from the various service contracts which will be required throughout the life of the co-operation.

These additional joint venture agreements may include:

a. transportation and sales agreements for petroleum;
b. abandonment/decommissioning agreements (and security related thereto);
c. production operations and service agreements;
d. construction and tie in agreements;
e. unit operating agreements: where fields may cover multiple licences which will effectively replace the JOA for the unitised area and will contain most of the provisions found in a JOA; and
f. financing and marketing agreements.

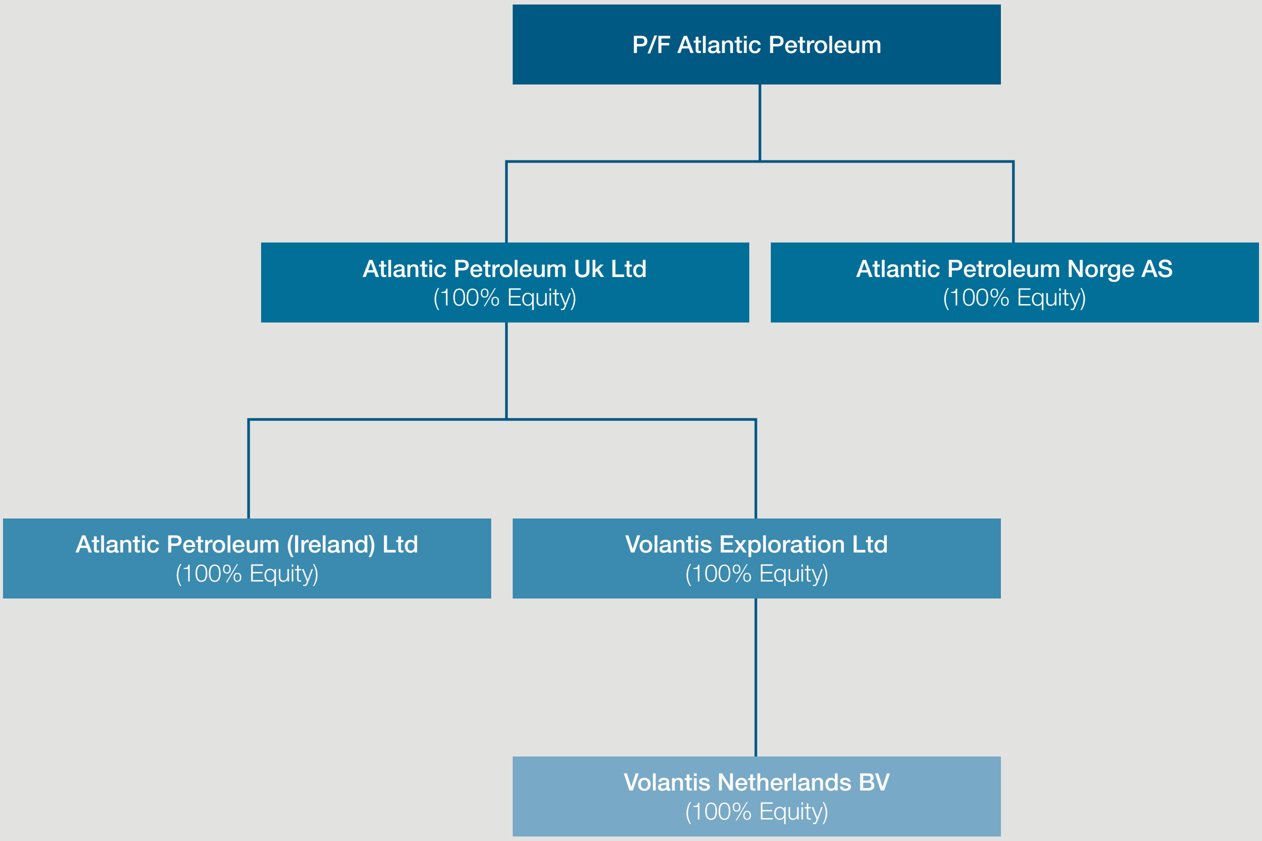
Basis of any statements from the Group on its competitive position

The Prospectus does not contain any statements on or assessments of the Group's competitive position.

7. Organisational structure

The Atlantic Petroleum Group comprises the parent P/F Atlantic Petroleum, which has a 100% owned subsidiary Atlantic Petroleum UK Limited, registered in England and Wales and a 100% owned subsidiary Atlantic Petroleum Norge AS registered in Norway. The UK subsidiary functions as parent company for the 100% owned UK subsidiary Volantis Exploration Limited registered in England and Wales, and Atlantic Petroleum (Ireland) Limited registered in Ireland. Furthermore, Volantis Exploration Limited has a 100% owned subsidiary in the Netherlands, Volantis Netherlands BV. In relation to the UK authorities, all obligations and commitments of the UK subsidiary are guaranteed by the Faroese parent company.

Figure 3: Corporate structure



8. Property, plant and equipment

PROPERTIES, TANGIBLE FIXED ASSETS, ETC.

The Group owns no real estate. Its offices in Tórshavn, London and Bergen are located in rented premises.

The Group has no ongoing or planned significant investments in property, tangible fixed assets, etc. other than as described in Part I, section 5 “Group information - Investments”.

In accordance with the Group’s participation in joint arrangements with other companies, an agreement has been signed whereby the Group was a party to a two and a half year charter contract for the use of a floating production, storage and offloading platform. Payments under the contract began approximately 1st October 2008. The extension period was six months each time, but the latest renewal from March 2013 is nine months with the Group’s annual commitment being estimated at USD 5.2MM.

Also, in accordance with the Group’s participation in joint arrangements with other companies, an agreement has been signed whereby the Group is party to a five-year charter contract for the use of a floating production, storage and offloading platform. Payments under the contact began in the 3rd quarter of 2009, with the Group’s annual commitment being estimated at USD 3.5MM.

INSURANCE

The Group has in place a significant insurance package covering equipment, subsurface facilities and operation. In addition the Group has insurance cover on offshore pollution and third party liability. The insurance package also includes business interruption coverage, covering a proportion of the cash flow arising from the producing fields. Atlantic Petroleum has in addition an insurance covering office and staff.

The Group is confident that its insurance policies cover the overall insurance requirement and provides insurance cover for the Group’s general and standard risk exposure in relation to property damage, personal injury and liability.

ENVIRONMENTAL ISSUES

Oil and gas companies are facing increasing demand to conduct their operations in the context of and consistent with environmental goals. Investors, customers and governments are more actively following companies’ performances on environmental responsibility. Atlantic Petroleum’s operations are subject to a number of environmental laws and regulations in each of the jurisdictions in which the Group operates. Atlantic Petroleum has implemented a health, safety and environmental management system. Atlantic Petroleum will in the future have long-term obligations concerning decommissioning of operational facilities. As at 30th September 2013, total long-term decommissioning obligations amount to DKK 164MM.

All oilfield developments in the UK, Norway, Faroe Islands, Ireland, and the Netherlands are subject to approval by the environmental authorities. Prior to such approval, a full and thorough environmental impact assessment is carried out. The reason for such investigation is to ensure that the environmental impact will be reduced by as much as is reasonably practicable.

9. Operating and financial review

The following is a discussion of the Group's financial condition and results of operations as at and for the years ended 31st December 2012, 2011 and 2010 as well as for the nine-month periods ended 30th September 2013 and 2012 and of material factors that have affected or, in the Group's opinion, will affect current and future operations.

The consolidated financial information was extracted from the audited annual and consolidated report and accounts as at and for the years ended 31st December 2012, 2011 and 2010 as well as from the reviewed consolidated interim reports for the nine-month periods ended 30th September 2013 and 2012, included in Part II "Financial Information", and should be read in conjunction with these.

The audited financial statements as at and for the years ended 31st December 2012, 2011 and 2010 were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the Council of the European Union (EU) and the additional Faroese disclosure requirements according to the Faroese Company Accounts Act, the financial reporting requirements of NASDAQ OMX Iceland, and the financial reporting requirements of NASDAQ OMX Copenhagen for listed companies.

The reviewed consolidated interim reports for the nine-month periods ended 30th September 2013 and 30th September 2012 have been prepared in accordance with International Financial Reporting Standards (IFRS) IAS 34 Interim Financial Reporting as adopted by the EU.

The accounting policies have been applied consistently to all periods presented except for:

Crude Inventory
The difference between cumulative production and lifted (sold) volumes is crude inventory and will be valued at the market rate at the period end with the inventory adjustments being posted through Cost of Sales. Previously crude inventories were measured at the lower of costs and net realisable value. The accounting policies have been changed from the 2012 report in this regard.

Table 10: Financial highlights for 2012, 2011 and 2010 and nine-month periods 30th September 2013 and 2012

	Year-end 31st December					9 months ended 30th September	
	2012	**2011**	**2010**	**2012**	**2012**	**2013**	**2012**
Key figures MM	**DKK**	**DKK**	**DKK**	**EUR**	**USD**	**DKK**	**DKK**
				Unaudited		**Reviewed**	**Reviewed**
Consolidated Income statement:							
Revenue	596.7	434.8	422.5	80.2	103.1	328.3	437.3
Cost of sales	-274.9	-261.2	-256.4	-36.9	-47.5	-158.6	-257.3
Gross profit	**321.8**	**173.6**	**166.0**	**43.3**	**55.6**	**169.7**	**180.0**
Exploration expense	-27.2	-17.8	-0.4	-3.7	-4.7	-113.8	-17.4
Pre-licence exploration costs	-8.0	-1.8	-1.3	-1.1	-1.4	-8.7	-4.6
General and administrative costs	-39.9	-27.7	-17.0	-5.4	-6.9	-50.2	-25.1
Operating profit	**246.8**	**126.3**	**147.3**	**33.2**	**42.6**	**-2.9**	**132.9**
Financials, net	-19.1	-1.2	15.8	-2.6	-3.3	-4.9	-17.3
Profit / loss before tax	**227.7**	**127.5**	**163.1**	**30.6**	**39.3**	**-7.8**	**115.6**
Taxation	-161.0	-60.9	-54.0	-21.6	-27.8	16.3	-77.9
Net profit / loss	**66.7**	**66.6**	**109.1**	**9.0**	**11.5**	**-24.0**	**37.7**
EBITDAX	412.5	259.7	276.8	55.4	71.2	184.0	318.0
Consolidated Statement of Financial Position:							
Non-current Assets							
Goodwill	57.7	37.9	0.0	7.7	10.2	55.0	39.7
Intangible assets	16.6	0.7	0.2	2.2	2.9	12.4	0.5
Intangible exploration and evaluation assets	215.8	90.4	109.5	28.9	38.2	217.5	129.0
Tangible Development and production assets	440.8	446.6	403.1	59.1	78.0	636.1	411.8
Property, plant and equipment	2.6	1.4	0.5	0.3	0.4	2.8	1.9
Deferred tax asset	0.5	0.0	3.5	0.1	0.1	0.0	1.8
	734.0	**577.0**	**516.8**	**98.4**	**129.9**	**923.7**	**584.8**
Current Assets							
Inventories	14.0	1.9	11.5	1.9	2.5	33.2	22.5
Trade and other receivables	98.3	83.7	69.2	13.2	17.4	55.0	58.0
Financial asset	5.9	0.0	0.0	0.8	1.0	0.0	1.3
Tax repayable	27.1	0.0	0.0	3.6	4.8	45.2	0.0
Cash and cash equivalents	242.5	114.3	74.3	32.5	42.9	53.1	298.5
	387.8	**200.0**	**155.0**	**52.0**	**68.6**	**186.6**	**380.3**
Total assets	**1,121.8**	**776.9**	**671.8**	**150.4**	**198.5**	**1,110.3**	**965.0**
Current liabilities							
Short-term debt & liabilities	19.6	40.0	84.6	2.6	3.5	19.5	19.5
Trade and other payables	108.9	66.9	22.0	14.6	19.3	67.3	68.9
Current tax payable	21.0	0.0	0.0	2.8	3.7	0.0	6.1
Financial liabilities	0.0	0.1	6.8	0.0	0.0	0.6	0.0
	149.5	**106.9**	**113.5**	**20.0**	**26.5**	**87.5**	**94.6**
Non-current liabilities							
Deferred tax liability	215.7	60.9	0.0	28.9	38.2	248.4	139.0
Long-term debt	58.5	65.0	97.5	7.8	10.4	100.3	78.0
Long-term provisions	161.0	114.8	83.0	21.6	28.5	184.5	162.2
	435.2	**240.7**	**180.5**	**58.3**	**77.0**	**533.3**	**379.2**
Total liabilities	**584.7**	**347.6**	**293.9**	**78.4**	**103.5**	**620.7**	**473.8**
Net assets/Equity	**537.1**	**429.3**	**377.9**	**72.0**	**95.1**	**489.5**	**491.3**
Consolidated Cash flow statement:							
Cash flows from operating activities	367.6	269.9	239.7	49.4	63.4	124.7	318.9
Cash flows from investing activities	-213.6	-163.3	-83.1	-28.7	-36.9	-352.3	-125.0
Cash flows from financing activities	-27.0	-77.6	-101.5	-3.6	-4.7	41.8	-7.5
Ratios:							
Net profit/loss per Existing Share	26.7	26.2	41.5	3.6	4.6	-9.1	15.1
Equity ratio (%)	48%	55%	56%	48%	48%	44%	51%
Intrinsic value per Existing Share	204.5	163.4	143.9	27.5	35.3	186.4	187.0

Note: the exchange rates used in the table are EUR 1 – DKK 7.46 for the balance sheet, EUR 1 – DKK 7.44 for the income statement and cash flow statement, USD 1 – DKK 5.65 for the balance sheet and USD 1 – DKK 5.79 for the income statement and cash flow statement. The EUR and USD figures in table 10 are unaudited.

FACTORS INFLUENCING THE GROUP'S RESULTS OF OPERATIONS

Atlantic Petroleum's results of operations for the years 2010, 2011, 2012 and the interim periods ending 30th September 2013 and 2012 were influenced by a number of factors, some of which were specific to the Group and some of which were beyond the Group's control.

Factors beyond the Group's control

External factors primarily relate to macroeconomic drivers such as changes in taxation, developments in oil prices and exchange rate fluctuations.

Oil prices between 1st January 2010 and 30th September 2013 have remained high, with the Brent oil price ranging from approximately USD 70/Bbl to approximately USD 130/Bbl.

The USD/DKK exchange rate fluctuations affected Atlantic Petroleum's revenues and certain production costs related to the Chestnut FPSO Hummingbird as these are settled in USD. The GBP/DKK exchange rate fluctuations affected capital expenditure and operating expenditure, as well as, general costs as these were settled in GBP.

Atlantic Petroleum is not aware of any imminent governmental, economic, fiscal, monetary or political initiatives underway which have or could materially affect the Group's operations.

Group-specific factors

The increased E&A activity in the period 1st January 2010 to 30th September 2013 was in particular due to the acquisition of Volantis Exploration and Emergy Exploration AS and thus the added licences following the acquisitions.

Factors increasing D&P activity came with the Blackbird field development that came on-stream in 2011 and the 2012 acquisition of Orlando and Kells fields.

Cost related to exploration activities have to a large extent been capitalised and have therefore not affected the income statement. Unsuccessful drilling in the United Kingdom in 2012, however, together with the relinquishment of part blocks on an exploration licence, influenced exploration cost adversely in 2012. Also in 2012, general and administrative costs increased primarily due to the full year effect of the additional staff in London following the Volantis acquisition in June 2011. Despite the increased cost, Atlantic Petroleum had a strong operating profit, which exceeded initial expectations and benefitted from a high average oil price, that together resulted in a record year of profits for the Group.

In 2013 the general and administration costs increased further due to the acquisition of Emergy Exploration AS in December 2012. The general administration cost in the income statement is on a pre-tax basis. A significant share of the exploration and general and administration cost in Norway is reimbursed by the Norwegian government. This has a structural impact on the income statement's operating profit, which will be lower, but the net result will reflect the tax reimbursement.

CRITICAL ACCOUNTING POLICIES

The preparation of Atlantic Petroleum's financial statements requires the Board of Directors and Management to make judgments, assumptions and estimates that affect the amounts reported in the Group's financial statements and the related notes. The Group's accounting policies including the critical accounting policies are described in Part II, "Financial Information". Because of their nature, various elements of the Group's accounting policies are subject to estimations, valuation assumptions and other subjective assessments.

Summarised below are the Group's critical accounting policies under IFRS, which are the accounting policies that reflect significant judgments or uncertainties and potentially result in materially different results under different assumptions and conditions. Estimates and assessments are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events that are believed to be reasonable under the circumstances. Atlantic Petroleum's critical accounting policies are determined by its Board of Directors and Management, in consultation with the Group's external auditors. Although the Group believes that its judgements and estimates are appropriate, actual results may differ from these estimates under different assumptions or conditions. If actual results differ significantly from the estimates and projections, this could have material adverse effect on the Group's financial statements.

In the opinion of Atlantic Petroleum the following estimates and associated judgements are material for the financial reporting:

- Determination of underground oil and gas reserves. The assessment of reserves is a complex process involving various parameters such as analysis of geological data, commercial aspects, etc., each of which is subject to uncertainty. The assessment is material to the determination of the recoverable amount and depreciation profile for oil and gas assets,

- determination of the recoverable amount and depreciation profile for production assets. Determination of the recoverable amount is based on assumptions concerning future earnings, oil prices, interest rate levels, etc., each of which is subject to uncertainty. The depreciation profile has been determined on the basis of the expected use of the production assets, and is consequently subject to the same risks relating to reserves, future earnings, etc., as apply to the determination of the value of the production assets,
- determination of abandonment obligations. Provisions for abandonment obligations are subject to particular uncertainty as far as concerns the determination of the costs associated with removal of the production assets and the timing of the removal,
- assessment of contingent liabilities and assets.

Those of the Group's accounting policies that are particularly sensitive to such estimates and judgements are the following:

Goodwill
Goodwill is initially recognised and measured as the difference between on the one hand, the cost price of the acquired company, the value of minority interests in the acquired company and the acquisition-date fair value of previously held equity interests, and, on the other hand, the fair value of the acquired assets, liabilities and contingent liabilities.

When recognising goodwill, the goodwill amount is allocated to those of the Group's activities that generate independent cash flows (cash flow generating units). The definition of cash generating units is in accordance with the internal managerial accounting and reporting in the Group. Goodwill is not amortised but is tested for impairment at least once a year.

Intangible assets
Exploration and Evaluation Assets
The Group applies the "successful efforts method of accounting" for Exploration and Evaluation (E&E) costs, having regard to the requirements of IFRS 6 "Exploration for and Evaluation of Mineral Resources".

Under the successful efforts method of accounting all licence acquisition, exploration and appraisal costs are initially capitalised at cost in well, field or specific exploration cost centres as appropriate, pending determination. Expenditure, incurred during the various exploration and appraisal phases, is then written off unless commercial reserves have been established or the determination process has not been completed.

The amounts capitalised include payments to acquire the legal right to explore, licence fees, costs of technical services and studies, seismic acquisition, exploratory drilling and testing and other directly attributable costs.

Finance costs that are directly attributable to E&E assets are capitalised in accordance with IAS 23.

Costs incurred prior to having obtained the legal rights to explore an area (pre-licence cost) are expensed directly to the income statement under Pre-licence exploration cost as they have incurred. E&E assets are not amortised prior to the conclusion of appraisal activities.

Intangible E&E assets related to each exploration licence/prospect are carried forward until the existence (or otherwise) of commercial reserves has been determined, subject to certain limitations including review for indications of impairment. Every year, or if there otherwise are indications of impairment, the assets will be tested for impairment. Where, in the opinion of the Group, there is impairment, E&E assets are written down accordingly, through the profit and loss account under "Exploration expenses".

If commercial reserves have been discovered, the carrying value of the relevant E&E asset is reclassified as a tangible asset as a development and production asset. Before the reclassification the asset will be tested for indications of impairment. However, if the commercial reserves have not been found, the capitalised costs are charged to the income statement under Exploration Expenses after conclusion of appraisal activities.

Tangible Assets
Development and Production Assets
Development and production assets are accumulated generally on a field by field basis and represent the cost of developing the commercial reserves discovered and bringing them into production, together with the E&E expenditures incurred in finding commercial reserves transferred from intangible E&E assets as outlined in the accounting policy for E&E assets above.

The cost of development and production assets also includes the cost of acquisitions and purchases of such assets, directly attributable overheads, finance costs capitalised, and the cost of recognising provisions for future restoration and decommissioning. In the parent company finance costs are expensed to the profit and loss account.

The net book values of producing assets are depreciated generally on a field-by-field basis using the unit-of-production (UOP) method by reference to the ratio of production in the period and the related commercial reserves of the field.

An impairment test is performed once a year or whenever events and circumstances during the development or production phase indicate that the carrying value of a development or production asset may exceed its recoverable amount.

The carrying value is compared against the expected recoverable amount of the asset, generally by reference to the present value of the future net cash flows expected, derived from production of commercial reserves. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement under the relevant item. The cash-generating unit applied for impairment test purposes is generally the field, except that a number of field interests may be grouped as a single cash-generating unit where the cash flows of each field are interdependent. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Deferred tax assets and liabilities

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available, against which, deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off corporation tax assets against corporation tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

By the acquisition of Atlantic Petroleum Norge AS, the Group is subject to the Norwegian oil taxation regime for the operations on the Norwegian Continental Shelf. Under this regime oil companies which are not in a tax paying position may claim a 78% refund of their exploration costs, limited to the taxable loss for the current year. The tax refund is unconditional in terms of contingent operation of the companies concerned. The refund is paid out in December in the following year. The portion of the tax receivable which is due to be received within one year from the balance sheet date is classified as a current asset.

Decommissioning

Provision for decommissioning is recognised in full when the liability occurs. The amount recognised is the present value of the estimated future expenditure. A corresponding tangible fixed asset is also created at an amount equal to the provision. This is subsequently depreciated as part of the capital costs of the production facilities. Any change in the present value of the estimated expenditure is reflected as an adjustment to the provision and the fixed asset.

RESULTS OF OPERATIONS AS AT AND FOR THE NINE-MONTH PERIODS ENDED 30TH SEPTEMBER 2013 AND 2012

Consolidated income statement items

Revenue

In the first nine months of 2013, Atlantic Petroleum sold 519,361 Bbl at an average price of USD 109.11/Boe compared to 687,500 Boe in the same period of 2012 with an average price of USD 113.47/Boe. Total revenue for the first nine months of 2013 was DKK 328.3MM compared to DKK 437.3MM in the same period of 2012. The decline in revenue was due to lower production and lower oil price.

Cost

Total cost, meaning the sum of the cost of sales, exploration expense, pre-licence exploration cost and general and administrative cost in the first nine months of 2013 amounted to DKK 331.3MM against DKK 304.4MM in the first nine months of 2012. The increase in total cost was due to higher exploration expense and higher general administration cost due to the new office in Bergen.

The cost of sales in the first nine months of 2013 amounted to DKK 158.6MM compared to DKK 257.3MM in the first nine months of 2012. Cost of sales consist of operating cost of the Hummingbird and Aoka Mizu FPSO vessels, depreciation of producing fields, cost related to sale of hydrocarbons and changes in inventory. The decrease in cost of sales was mainly due to significantly lower depreciations on the producing assets.

Exploration cost was DKK 113.8MM in the first nine months of 2013 compared to DKK 17.4MM in the first nine months of 2012. The increase in 2013 was due to significantly higher exploration activity, the drilling of Magnolia and Dunquin exploration wells, and relinquishment of the Polecat licence.

Pre-licence exploration cost was DKK 8.7MM in the first nine months of 2013 compared to DKK 4.6MM in the first nine months of 2012.

General and administrative cost was DKK 50.2MM in the first nine months of 2013 compared to DKK 25.1MM in the same period in 2012. The increase from 2012 to 2013 is primarily due to the costs associated with the new office in Bergen on a pre-tax basis.

Financial income

Interest income and finance gains was DKK 4.2MM in the first nine months of 2013 compared to DKK 1.5MM in the first nine months of 2012, primarily due to fluctuations in exchange rates.

Financial expenses

Interest expenses and other financial costs was DKK 9.1MM in the first nine months of 2013 compared to DKK 18.9MM in the first nine months of 2012. The reason for the decrease was due to exchange rate movements.

Profit before tax

The loss before tax was DKK 7.8MM in the first nine months of 2013 compared to a profit of DKK 115.6MM in the first nine months of 2012. The decline from 2012 to 2013 was due to higher exploration expense and higher general and administration cost.

Profit after tax

The loss after tax was DKK -24.0MM in the first nine months of 2013 compared to a profit of DKK 37.7MM in the first nine months of 2012.

Statement of financial position items

Total assets were DKK 1,110.3MM at 30th September 2013 compared to DKK 965.0MM at 30th September 2012.

Assets

Exploration and evaluation assets were DKK 217.5MM at 30th September 2013 compared to DKK 129.0MM at 30th September 2012. The increase in exploration and evaluation assets was primarily due to the acquisition of the Norwegian licences PL270 and PL559 and the UK licence Kells.

Development and production assets were DKK 636.1MM at 30th September 2013 compared to DKK 411.8MM at 30th September 2012. DKK 67.1MM was depreciated in the first nine months of 2013 compared to DKK 170.8MM in the same period of 2012.

Equity and liabilities

Current liabilities were DKK 87.5MM at 30th September 2013 against DKK 94.6MM at 30th September 2012.

Non-current liabilities were DKK 533.2MM at 30th September 2013 compared to DKK 379.2MM at 30th September 2012. The increase was mainly due to an increase in deferred tax and adjustment to abandonment cost.

Total shareholders’ equity was DKK 489.5MM at 30th September 2013 against DKK 491.3MM at 30th September 2012.

Cash flow items
Cash flow from operating activities for the first nine months of 2013 was DKK 124.7MM compared to DKK 318.9MM in first nine months of 2012.

Cash flow from investing activities was an outflow of DKK 352.3MM for the first nine months of 2013 compared to an outflow of DKK 125.0MM for the same period in 2012.

Cash flow from financing activities was an inflow of DKK 41.8MM for the first nine months of 2013 compared to an outflow of DKK 7.5MM.

RESULTS OF OPERATIONS AS AT AND FOR THE YEARS ENDED 31ST DECEMBER 2012, 2011 AND 2010

Income statement items

Revenue
Revenue generated from sale of hydrocarbons in 2012 was DKK 596.7MM, compared to DKK 434.8MM in 2011 and DKK 422.5MM in 2010. The average realised oil price in 2012 was USD 112.3/Boe compared to USD 108.7/Boe and USD 80.5/Boe in 2011 and 2010 respectively. Crude oil share of revenue in 2012, 2011 and 2010 was 98%. The increase in revenue in 2012 was due to a higher production and higher oil price compared to 2011 and 2010.

Cost
Costs of sales in 2012 amounted to DKK 274.9MM compared to DKK 261.2MM in 2011 and DKK 256.4MM in 2010. Cost of sales is primarily related to the operating cost of the FPSO's and depreciation of the producing oil fields.

Exploration expense was DKK 27.2MM in 2012 up from DKK 17.8MM in 2011 and DKK 0.4MM in 2010, and pre-licence exploration costs increased from DKK 1.3MM in 2010, to DKK 1.8MM and DKK 8.0MM in 2011 and 2012 respectively. Exploration cost is related to impairment of capitalised cost due to unsuccessful drilling of wells or relinquishment of licences. Pre-licence exploration cost is cost incurred prior to acquiring the licence.

General and administration cost was DKK 39.9MM in 2012 up from DKK 27.7MM in 2011 and DKK 17.0MM in 2010, primarily due to the inclusion of the UK organisation through the Volantis acquisition completed June 2011.

Financial income and expenses
Interest income and finance gain in 2012 was DKK 2.7MM, down from DKK 29.5MM in 2011 and DKK 46.7MM in 2010. The main reason for the changes in financial income is exchange rate movements. Interest expenses and other financial costs was DKK -21.8MM in 2012 compared to DKK -28.3MM in 2011 and DKK -30.9MM in 2010. The change in finance cost is due to reduction in debt and exchange rate fluctuations.

Profit before tax
Profit before tax was DKK 227.7MM in 2012 compared to DKK 127.5MM in 2011 and DKK 163.1MM in 2010. Profit before tax in 2012 was positively affected by the significant increase in revenue. Profit before tax in 2011 was lower than 2010 due to the increase in exploration expense and general and administration cost.

Profit after tax
Profit after tax was DKK 66.7MM in 2012 compared to DKK 66.6MM in 2011 and DKK 109.1MM in 2010. Profit after tax in 2012 was affected by an increase in deferred tax due to a higher pre-tax profit and an increase in the tax rate in the United Kingdom.

Statement of financial position items
Total assets in 2012 were DKK 1,121.8MM up from DKK 776.9MM in 2011 and DKK 671.8MM in 2010. The increase was mainly due to the increase in intangible assets and increase in cash position.

Assets
Exploration and evaluation assets were DKK 215.8MM in 2012 compared to DKK 90.4MM in 2011 and 109.5MM in 2010. The significant increase in 2012 was due to the acquisition of Emergy Exploration AS and the drilling activity towards the end of the year.

Development and production assets were DKK 440.8MM in 2012 compared to DKK 446.6MM in 2011 and DKK 403.1MM in 2010.

Inventories at year end 2012 were DKK 14.0MM compared to DKK 1.9MM at the end of 2011 and DKK 11.5MM at the end of 2010. Volatility in inventories is due to the Group's day to day business.

Trade and other receivables was DKK 125.4MM at the end of 2012 compared to DKK 83.7MM and DKK 69.2MM at the end of 2011 and 2010 respectively. The increase was due to accruals in cargos sold but proceeds not received at end of year.

The cash and cash equivalents were DKK 242.5MM at the end of 2012 up from DKK 114.3MM in 2011 and DKK74.3MM in 2010. The increase was due to increasing production and a high oil price.

Equity and liabilities
Total liabilities were DKK 584.7MM at the end of 2012 compared to DKK 347.7MM and DKK 293.9MM at the end of 2011 and 2010 respectively. The significant increase was due to an increase in deferred tax and an increase in decommissioning liabilities.

Total current liabilities were DKK 149.5MM at the end of 2012 compared to DKK 107.0MM at the end of 2011 and DKK 113.5MM at end of 2010. The increase from 2011 to 2012 is primarily related to an increase in trade and other payables due to operator capex and operating costs of producing fields.

Total non-current liabilities were DKK 435.2MM at the end of 2012 compared to DKK 240.7MM in 2011 and DKK 180.5MM in 2010. Deferred tax position of the Group increased due to an increase in production, a higher than expected oil price and the increase in tax rate in United Kingdom. The increase in long term provisions was related to higher decommissioning cost on producing and exploration assets.

Deferred tax liability was 215.7MM at the end of 2012 compared to DKK 60.9MM at the end of 2011 and DKK 0 at the end of 2010.

Total shareholder equity was DKK 537.1MM at the end of 2012 compared to DKK 429.3MM and DKK 377.9MM at the end of 2011 and 2010 respectively.

Cash flow items
In 2012, the cash flow from operating activities represented an inflow of DKK 367.6MM, up from DKK 269.9MM in 2011 and DKK 239.7MM in 2010.

Cash flow from investing activities in 2012 was DKK 213.6MM compared to DKK 163.3MM in 2011 and DKK 83.1MM in 2010. The increase mainly related to cash investments in exploration and development activities and the acquisition of Emergy Exploration AS.

Net cash used for financing activities was DKK 27.0MM in 2012 down from DKK 77.6MM in 2011 and DKK 101.5MM in 2010, reflecting the debt paydown in the period.

10. Capital resources

The table below shows the Group's capital resources as at 30th September 2013.

Table 11: The Group's capital resources

DKK MM	30th September 2013
Cash and cash equivalents	53.1
Securities	0.0
Credit facilities	0.0
Total capital resources	**53.1**

The Group's primary sources of cash funds are cash flows from operations, bank loans and other debt or equity financing. At 30th September 2013, the Group had cash and cash equivalents and securities of DKK 53.1MM and undrawn credit lines of NOK 0MM. The total maximum credit facility is NOK 300MM.

For a description of the Group's cash flows, see Part I, section 9 "Operating and financial review" and for a description of the Group's loans, see Part I, section 22 "Material contracts".

The Group's total interest-bearing debt at 30th September 2013 was DKK 119.8MM, of which DKK 19.5MM was short-term debt and DKK 100.3MM was long-term debt.

No restrictions are deemed to exist on the use of the Group's capital resources that have materially affected or could materially affect, directly or indirectly, the Group's operations.

However, a number of factors may influence the adequacy of the capital resources, including the matters discussed in Part I, section 13 "Prospective financial information" and in "Risk Factors". Consequently, the Group may in the future need additional capital and may seek to obtain further financing through injection of equity capital or debt financing, farm-down of licences or other measures.

CAPITALISATION AND INDEBTEDNESS

The number of New Shares, to be issued by the Company pursuant to the Offering will be such that the Company receives gross proceeds in the range of approximately DKK 150MM – DKK 200MM corresponding to approximate NOK 165MM - NOK 220MM. After deduction of the estimated costs, the net proceeds from the Offering are expected to be approximately DKK 133MM - DKK 178MM corresponding to approximate NOK 146MM - NOK 196MM.

Assuming gross proceeds of DKK 175MM and an Offer Price at the midpoint of the Indicative Price Range, the number of New Shares, to be issued by the Company, will be 1,283,333, each with a nominal value of DKK 100. After deduction of the estimated costs, the net proceeds from the Offering are expected to be approximately DKK 155MM.

Table 12: Capitalisation **DKK MM**	**As at 30th September 2013**	**Adjusted for net proceeds of DKK 155MM**
Total current debt	**19.5**	**19.5**
Guaranteed	0.0	0.0
Secured	19.5	19.5
Unguaranteed/ unsecured	0.0	0.0
Total non-current debt	**100.3**	**100.3**
Guaranteed	0.0	0.0
Secured	100.3	100.3
Unguaranteed/ unsecured	0.0	0.0
Shareholders' equity	**489.5**	**645.0**
(A) Share capital	262.7	391.0
(B) Legal reserve	0.0	0.0
(C) Other reserves	226.8	253.9
Total	**609.3**	**764.8**

Table 13: Indebtedness DKK MM	**As at 30th September 2013 Actual**	**Adjusted for net proceeds of DKK 155MM Adjusted**
(A) Cash	53.1	208.6
(B) Cash equivalents	0.0	0.0
(C) Trading securities	0.0	0.0
(D) Total liquidity (A+B+C)	**53.1**	**231.3**
(E) Current financial receivable	**0.0**	**0.0**
(F) Current bank debt	0.0	0.0
(G) Current portion of non-current debt	19.5	19.5
(H) Other current debt	0.0	0.0
(i) Total current debt (F+G+H)	**19.5**	**19.5**
(J) Net current indebtedness (I-E-D)	**-33.6**	**-189.1**
(K) Non-current bank loans	100.3	100.3
(L) Bonds issued	0.0	0.0
(M) Other non-current loans	0.0	0.0
(N) Total non-current indebtedness (K+L+M)	**100.3**	**100.3**
(O) Total net indebtedness (J+N)	**66.7**	**-88.8**

As of the date of this Prospectus, the Company is of the opinion that the working capital is sufficient for the Group's present requirements for the next 12 months.

11. Legislation and regulatory review of hydrocarbon exploration and production and fiscal systems

LEGISLATION

United Kingdom

Activities to explore for and exploit petroleum in Great Britain, the territorial seas and on the United Kingdom Continental Shelf (UKCS) can only be carried out by holders of petroleum licences issued under the Petroleum Act 1998 by the Department of Energy and Climate Change (DECC).

The Petroleum Act 1998 vests all rights to the UK's petroleum resources in the Crown. The Secretary of State, representing the Government, can grant licences that confer rights to search and bore for and get petroleum. Each of these licences confers such rights over a limited area and for a limited period.

A licence can be held by a single company or several companies working together, although there is only a single licence, the companies appoints one operator to merge the joint venture. All companies operating under a licence share joint and several liabilities.

The UK usually carries out an annual licencing round, which is the standard basis for obtaining and applying for a production licence. Alternatively a party can seek to acquire a share in an existing licence through acquisition and assignment by commercial negotiation with current licensees.

There are separate licencing regimes for landward and seaward areas with different licences in each. Many licences cover more than one block.

Licence terms are designed to follow the typical lifecycle of a field: exploration, appraisal, development and production. Each licence expires automatically at the end of each term unless the licensee has made enough progress to earn the opportunity to move into the next term.

The initial term is usually an exploration period. For seaward production licences this is usually set at four years for a traditional licence and six years for frontier licences. For petroleum exploration and development licences (PEDLs), the term is six years.

The initial term carries a work programme of exploration activity that DECC and the licensee agrees on as part of the application process. The licence expires at the end of the initial term unless the licensee has completed the agreed work programme by then. At that time the licensee must also relinquish a fixed amount of acreage (usually 50%).

The second term is intended for appraisal and development. On recently awarded licences the second term lasts for four years for seaward production licences and five years for PEDLs, but older licencing rounds allowed for up to 40 years for this phase. The licence expires at the end of the second term unless the Secretary of State has approved a development plan by that time.

The third term is intended for production. It currently lasts for eighteen years for seaward production licences and twenty years for PEDLs, but older licences have different time limits. The Secretary of State has the discretion to extend the term if production is continuing but DECC reserves the right to reconsider the provisions of the licence before doing so, particularly with regard to the acreage and the rentals.

Decommissioning of offshore oil and gas installations and pipelines is regulated by the Petroleum Act 1998 (the Act). Under Section 29 of the Act the Secretary of State is empowered to serve notice on a wide range of persons (in the first instance this would include parties to joint operating agreements in respect of installations and owners in respect of pipelines) which either specify the date by which a decommissioning programme for each installation or pipeline is to be submitted or, as is more usual, provide for it to be submitted on or before such date as the Secretary of State may direct.

A decommissioning programme sets out the measures proposed to be taken in connection with the decommissioning of disused installations and/or pipelines and will describe, in detail, the methods employed to undertake the work. In some cases this process can cover a wide range of activities, such as radioactive material handling, removal of debris from the seabed and environmental monitoring of the area after removal of the installation. It is a stated aim of the DECC to be transparent in their consideration of decommissioning programmes. Consequently, other governmental departments/agencies, non-governmental organisations, the public and other relevant bodies are given the opportunity to comment on any proposals set out in a decommissioning programme.

The Energy Act 2008 came into force in January 2009 and contains a number of changes to the decommissioning regime to give the British government greater comfort that such liabilities would be met. It provides for greater financial information flow and the potential for the government to seek specific security from licensees.

Current licence types can be summarised as follows:

1. Traditional Seaward Production Licence (seaward): Grants the holder exclusive rights to search and bore for and get petroleum in specified areas on the UKCS. Licences are generally issued in annual rounds when a number of UKCS blocks are made available for licence at the same time. In exceptional circumstances applications for licences may also be invited at other times. All of Atlantic Petroleum's current licences on the UKCS are Traditional Seaward Production Licences.

2. Exploration Licence (seaward): Grants the holder non-exclusive rights to acquire geophysical data and collect samples on the UKCS in areas not held under a production licence. They are valid for three years with the possibility of a further three-year extension if terms and conditions have been met. Licences are issued upon application. A small annual rental payment is made during the life of the licence.

3. Promote Licence (seaward): Offers the licensee the opportunity to assess and promote the prospectivity of the licenced acreage for an initial two-year period without having to go through the approval process that DECC requires for a traditional licence. For two years the licence rental fee is only 10% of the traditional licence fees payable. The promote licensee will not be permitted to assume operatorship automatically if the licence is converted into a traditional licence as it will still need to meet the approval criteria set down by DECC as a full traditional operator.

4. Frontier Licence (seaward): Allows companies to apply for large amounts of acreage and then relinquish ¾ of that acreage after an initial screening phase in which normal rental fees will be discounted by 90%. The exploration and development periods are also longer than a traditional licence (being six years instead of four years). This licence would be issued in relation to, for example, deep water west of Shetlands areas where exploration may be difficult.

DECC issues licences through competitive licencing rounds and has since 2001 usually carried out one round each year (for both offshore and onshore).

EU and UK legislation requires DECC to follow the usual procedures for advertising a licencing round, including an invitation for applications in the Official Journal of the European Union at least ninety days in advance of the opening date for the application process to commence.

The invitation will also be posted on the DECC website. The invitation will specify the acreage and the type of licence. The invitation will also specify the closing date for the application to be made. An applicant for a licence must then apply using the correct application form with appendices and supporting documentation and pay the required fee.

Following the submission of the application, potential licences are usually invited to an interview with DECC which will, amongst other things, cover their technical understanding of the acreage and the work programme offered.

After each interview the application is marked applying a formula laid down in the Marks Scheme. The Marks Scheme is designed to reward applicants for the use of relevant available technical data (wells, seismic, etc.), the quality of the work already done, the technical understanding demonstrated in the generation of valid prospectivity (over the whole block area and throughout the full stratigraphic column), and the proposed work programme.

The process may take at least six months before a successful applicant is notified.

Up to the 19th UKCS licencing round the Model Clauses were incorporated into licences by means of a single short paragraph. However, from the 20th UKCS licencing round they have been set out in full in the licence itself.

DECC also expects all operators to be members of the Offshore Pollution Liability Association Limited (OPOL) and to register each of its separate operatorships. This is a voluntary scheme.

The OPOL Agreement came into effect on 1st May 1975, and was initially an interim measure to provide for a strict liability regime, whilst awaiting a regional Convention of Civil Liability for Oil Pollution Damage resulting from Exploration for and Exploitation of Seabed Mineral Resources (CLEE).

However, the nine participating states were unable to agree and the final text of the treaty remains unratified and the UK Government judged that their interests could best be achieved through the continuing working of OPOL.

In particular, emphasis was placed on the value of the mutual guarantee which OPOL members bear for each other's obligations which would not have been the case under the 1976 Convention.

OPOL applies to all offshore facilities from which there is a risk of a discharge of oil causing pollution damage, and provides a convenient mean of seeing compliance by licensees with the provisions of Model Clause 23(9) of the Petroleum (Production) (Seaward Areas) Regulations 1988. It is further re-enforced by the inclusion of a standard OPOL Clause in all joint operating agreements.

OPOL has been extended to cover facilities in other offshore areas of North West Europe and has the support of the UK and other Governments. It is accepted as representing the committed response of the oil and gas industry in dealing with compensation claims arising from offshore oil pollution incidents from exploration and production facilities.

OPOL limits of liability have been increased over the intervening years to the current USD 250MM per incident.

Norway

The Norwegian Parliament is the highest authority with respect to petroleum activities on the Norwegian Continental Shelf. The Government exercises executive authority over the petroleum policy assisted by various ministries, underlying directorates and supervisory authorities. The Ministry of Petroleum and Energy (the MPE) is the main premise and policy provider and holds the overall responsibility for the Norwegian petroleum activities. All tax related issues are handled by the Ministry of Finance.

The Petroleum Act (Act of 29th November 1996 No. 72 relating to petroleum activities) provides that the proprietary right to subsea petroleum deposits is vested in the Norwegian State. The Petroleum Act contains the legal basis for the licensing system governing the petroleum activities.

The licensing system comprises various licences, approvals, agreements and other mechanisms. The core document in the licensing system is the production licence, which is awarded by the King in Council.

The production licence regulates the right and obligations of the licensees towards the Norwegian State. The document supplements the requirements in the Petroleum Act and stipulates the detailed terms and conditions for the petroleum activities to be conducted under the licence. The production licence entails an exclusive right for the licensee(s) to exploration, exploration drilling and production of petroleum deposits in areas covered by the licence. The licensee becomes the owner of the petroleum which is produced.

The Norwegian licensing system establishes two types of licensing rounds for obtaining a production licence:

The numbered licensing rounds, which have been used since 1965, comprise less mature parts of the NCS. In recent years, these licensing rounds have been held every second year. Companies are invited to nominate blocks they would like to be announced, and on this basis the Government decides a certain number of blocks for which the companies can apply for production licences. The other licensing round system entails award of production licences in predefined areas in mature parts of the shelf (APA) and was introduced in 2003. The APA system entails the establishment of predefined exploration areas comprising all of the mature acreage on the NCS. Companies can apply for acreage within this defined area. The area will be expanded, never reduced, as new areas are matured. A regular, fixed cycle is planned for APA rounds. To date, ten annual rounds have been carried out (ASA 2003-2012).

Prior to the granting of production licences, the MPE shall, as a rule, announce the area for which applications for production licences may be submitted. The announcement shall be published through notification in the Norwegian Gazette (Norsk Lysingsblad), the Official Journal of the European Communities and on the Norwegian Petroleum Directorate's website. The notification shall stipulate a time limit for the filing of applications of not less than 90 days, and it shall contain such information as decided by the MPE.

Production licences are awarded based on individual or group applications. Insofar as other requirements are not applicable pursuant to international agreements, production licences are awarded to entities established in conformity with Norwegian legislation and registered in the Norwegian Register of Business Enterprises. Award of production licences presupposes that the respective company is prequalified as licensee on the NCS. To be prequalified, the company must meet certain qualitative and financial requirements. Licences are normally awarded to a group of companies. The MPE appoints an operator for the licence joint venture which is responsible for the operational activities authorised by the licence.

The production licence is awarded, and valid, for an initial period (exploration period) that may last up to ten years. During this period, a work commitment programme must be carried out in the form of e.g. acquisition/reprocessing of seismic data and/or exploration drilling. Following the completion of the work commitment, the licensee may require that the production licence is extended. Upon extension, the licence enters into a period of production and development, normally lasting up to 30 years. The extension period is stipulated in the individual production licence. The production licence may be extended in excess of the stipulated extension period following application to the MPE.

Once the licence enters into the extension phase, an area fee applies based on the size of the acreage.

Development of a petroleum deposit is based on a Plan for Development and Operation (PDO). The PDO is submitted to the MPE for approval. Developments expected to exceed a stipulated investment threshold will require the approval of the Parliament. The PDO sets out inter alia the development solution, costs and production profile of the deposit.

As a main rule, the Petroleum Act requires licensees to submit a decommissioning plan to the MPE two to five years before the production licence expires or is relinquished, or before the use of a facility ceases. The decommissioning plan shall contain proposals for continued production or shutdown of production and disposal of facilities, and shall consist of two main parts: an impact assessment providing an overview of the expected consequences of the disposal and a disposal section which shall include proposals for how cessation of petroleum activities on a field can be accomplished.

Safety aspects are governed by the Petroleum Act with appurtenant regulations. The petroleum activities shall at all times be carried out in a prudent manner to ensure that a high level of HSE can be maintained and developed in all phases of the activities, in line with the continuous technological and organisational development. The Petroleum Act contains specific rules pertaining to liability for pollution damage, implying that the licensees are responsible for pollution damage without regard for fault (strict liability).

Transfer of a production licence or participating interest in a licence may not take place without the approval of the MPE and also the consent of the Ministry of Finance. The same applies to other direct or indirect transfer of interest or participation in the licence, including, inter alia, assignment of shareholdings and other ownership shares which may provide decisive control of a licensee.

If a licence or a participating interest in a licence has been transferred, cf. above, the assignor shall be alternatively liable for financial obligations towards the remaining licensees, alternatively the Norwegian State, for the cost of carrying out the decision relating to disposal (decommissioning). The assignor's obligations will exist through subsequent transfers of the licence or a participating interest in the licence, but to the effect that claims shall initially be directed to the company being the previous assignor of the participating interest. The financial obligation shall be limited to costs related to facilities, including wells, which existed at the time of the transfer.

Emissions and discharges from the Norwegian petroleum activities are regulated through several acts, including the Petroleum Act, the CO_2 Tax Act, the Greenhouse Gas Emissions Trading Act and the Pollution Control Act.

Impact assessments, including assessment of environmental effects, in relation to opening of new areas for petroleum activities, plans for development and operation of a petroleum deposit (PDO) and installation and operation of facilities for transport and utilisation of petroleum not included in a PDO, are key elements of the Petroleum Act and in the environmental regulation of the Norwegian petroleum sector.

Under the Pollution Control Act, the pollution control authority may upon application give permission to activities which may lead to pollution. With respect to the petroleum activities, pollution permits are required for inter alia emission to air, discharge of oily water, use and discharge of chemicals, discharge of cuttings, sand and solid particles, to inject the well stream and to inject waste oil. Applications for pollution permits will, in general be subject to public consultation in accordance with stipulated rules and procedures.

Faroe Islands

The Faroese regime is a regime based on the Parliamentary Act on Hydrocarbon Activities from 1998 and with amendment from 2010 which gives the Faroese Government authority to grant licences with an exclusive right for the exploration for and production of hydrocarbons. Licences are granted following a public notice inviting applications. Prior to inviting applications, the areas to be offered for licencing and the general terms and conditions on which licences are to be granted (the model licence) are fixed by law.

Accordingly, each licencing round starts with a law defining the areas to be offered and the general terms and conditions. There have been three licencing rounds in Faroe Islands so far. The model licence sets the general terms and conditions and is not negotiable. However, if substantial reasons are found, minor adjustments can be made by the government.

After a licencing round law has been passed, the Faroese Government usually issues an invitation leaflet called "Invitation to apply for licences" which is set up as an introduction for oil companies. The licencing round is also announced via press releases and advertisements in selected papers. The time from an announcement of the licencing round to when applications have to be submitted is usually around three months. Together with the invitation there are enclosures which describe the content and structure which the authorities require the applications to contain.

When applying for a licence the applicants are required to specify 1) the exploration area, 2) the work programme and 3) the relevant licence time periods. In the licences there are specific terms and conditions that are negotiable with the applicants. The specific terms are individual terms that are considered not possible to set until after applications have been received and negotiations have been held between the government and the applicants. The specific terms of the licence are the area awarded, the work programme (including the licencing period) and terms relating to Faroese participation. It is in these specific terms that the competition between the oil companies is provided for and where it is decided who is awarded an area in cases where there are several applicants for the same area. The work commitment an oil company (or group) is willing to undertake is of particular importance. Also the companies' (or groups') geological understanding (technical capability) of the area is of importance together with their financial capability to implement the work programme.

Since 2010 it has been possible to apply for licensees under an open door regime for areas which previously have open for licencing under licencing round no 1, 2 and 3.

There is also a Hydrocarbon Taxation Act and a Hydrocarbon Tax Administration Act. Furthermore, several executive orders have been issued under the Hydrocarbon Act.

The exploration activities must be covered by adequate insurance. The insurance must provide a reasonable coverage, based on the risks involved in the operation of the enterprise. With regard to pollution damage, it is a requirement that operators provide proof that they are party to the Offshore Pollution Liability Agreement ("OPOL") and that this agreement will be applicable to operations under the relevant licences.

In order to ensure the performance of all the licensee's obligations and liabilities under the Act on Hydrocarbon Activities and the licence, the licensee shall provide security in an amount and of a kind that is acceptable to the Minister of Trade and Industry. Usually the security is provided by a parent company guarantee. The Minister can make exemptions.

Where licences are given to a group, the licensees are jointly and severally liable and the licensees shall indemnify the Faroese authorities from all claims whatsoever which may be made by any third party against the authorities as a consequence of the licensees' activities.

In the first licencing round a total of four 6-year licences and three 9-year licences were issued. The 6-year licences had a total of 8 well commitments, while the 9-year licences were given 3 years for carrying out certain surveys and/or seismic programmes after which the licence could be extended further up to 9 years subject to a new work programme with the aim to drill an exploration well. If a commercial discovery is made on the licence, the licensee has the right to enter into negotiations on extending the licence period by up to 30 years with a view to producing hydrocarbons.

In the second and third licencing rounds the applicants were asked to specify the period for each phase of the proposed work programme and therefore the period was included as a bid parameter.

According to section 8 of the Act on Hydrocarbon Activities when the pertinent terms and conditions stipulated in a licence have been fulfilled and a commercial hydrocarbon discovery has been made, the licensee shall be entitled to an extension of the licence with a view to producing hydrocarbons for a period to be fixed for the licence, which may not exceed 30 years.

The law on Faroese participation with respect to hydrocarbon activities and licences requires the following from the licensee:

- that any transport of equipment and passengers to and from Faroese territory shall be conducted via Faroese quay or Faroese airport (exemptions can be given under certain conditions);
- that exploration and production activities shall be carried out from Faroe Islands;
- that Faroese companies in competition with other companies shall be provided with genuine opportunities to obtain contracts;
- that a certain amount per year is spent on Faroese participation (competence lift of Faroese companies, education, training and research);
- that Faroese citizens are given employment and educational opportunities connected with the oil and gas industry; and
- that a certain amount per year is spent on future exploration of the Faroese Continental Shelf (the Sindri Programme).

Neither the licence nor any interest therein may be assigned or otherwise transferred, either directly or indirectly, in whole or in part, to any third party or from one co-licensee to another, without the prior approval of the Minister of Trade and Industry. Corresponding restrictions apply to the transfer of company shareholdings or other ownership interests in such amounts as may result in the transfer of a controlling interest in a company or other entity which is a licensee or co-licensee, and to the conclusion of any other agreements having the same effect.

In the event that the licence expires, is relinquished or is revoked, the licensee shall not be relieved of its obligations under any relevant legislation, the licence or other applicable rules and regulations, conditions or directives. The legislation also states that if part of the work programme is not performed, the licensee must pay an amount equal to the estimated cost of performing that part of the work programme or have a third party carrying out the work programme funded by the current licence holders.

Cessation of the operation and maintenance of an offshore installation for production purposes may only take place following prior approval from the Faroese Government.

Ireland

The Department of Communications, Energy and Natural Resources (the "DCENR") regulates petroleum exploration, appraisal and production in Ireland, its territorial waters and the Irish Continental Shelf.

The principal legislation governing the State's mineral rights to the exploration and production of petroleum in Ireland is the Petroleum and Other Minerals Development Act 1960 (the "1960 Act"), as amended, which empowers the Minister for Communications, Energy and Natural Resources to grant licences that confer rights to search for, drill and produce petroleum. Each of these licences confers such rights over a specified area and for a specified period of time.

Within the DCENR there is a designated division, the Petroleum Affairs Division ("PAD") that is charged with promoting, regulating and permitting the exploration for and extraction of petroleum in Ireland while also ensuring that activities are conducted safely and with due regard to their impact on the environment and other sea users. This involves the allocation of acreage to exploration companies under various types of licences, agreeing appropriate work programmes and the promotion of acreage either through open access or via a round system.

Open access refers to areas (such as off the south coast of Ireland) where the operator can, at any time approach PAD with an application for a licence. The round system applies to areas (such as off the west coast) where the operators must wait for a PAD announcement of a specific round before submitting an application to apply for a licence.

Exploration companies may also farm-in to an existing operator's licence. Farm-in arrangements are also subject to Ministerial and PAD approval.

An application for a licence can be made either by a single company or a group of companies working together. As part of the application process, each applicant is required to provide details of its place of registration, its principal place of business, its Board of Directors, its share capital and shareholdings. In the case of an application made by a group of companies, this information is required in respect of each company. Information as to the structure of the company along with its accounting and annual reports for the preceding two years is also required.

Any licence granted under such an application will be subject to the Licencing Terms for Offshore Oil and Gas Exploration, Development and Production 2007 as issued by the Minister. These terms provide the operational framework for oil and gas exploration and production and are the terms on which the Minister is prepared to issue the various licences. The terms will apply to licences awarded after 1st January 2007.

For licences awarded prior to 1st January 2007 or Leases/Lease Undertakings awarded as a result of a discovery made under a licence awarded before 1st January 2007, the terms and conditions are set out by the Licencing Terms for Offshore Oil and Gas Exploration and Development 1992.

An application for a licence will be accepted from foreign companies or companies incorporated under the laws of an EU Member State. However, except for a Petroleum Prospecting Licence, the holder of a licence must have permanent representation in Ireland and that representation must be authorised to enter into binding commitments in the company's name. The licencing terms further state that all petroleum produced, other than petroleum flared, vented or re-injected or consumed by the authorisation holder in connection with production operations, shall be sold by, and payment made to, a person resident in Ireland.

The licencing terms stipulate that any claim, disagreement or dispute arising from any contract or licences entered into by the Minister in pursuance of the 1960 Act shall be subject to Irish law and come under the jurisdiction of the Irish courts.

In the situation where a licence is awarded to a group of companies the licencing terms provide that any obligations which are to be observed and performed under the terms of that licence will be joint and several obligations.

In such a case where a licence is held by more than one company, a copy of any operating agreement between the partners and any amendment thereto shall be submitted to the Minister for information and any proposed change of operator shall be subject to the Minister's prior approval.

The licencing terms also specify that an Environmental Impact Statement of the likely effects of the development on the environment shall be required to obtain a Petroleum Lease and that the licence holder shall take all necessary steps for securing the safety, health and welfare of persons employed or undergoing training in or about the licenced area.

There are a number of licence types provided for by Irish legislation. The licencing terms outlined below are from 1st January 2007. Older licences may have different terms.

1. Petroleum prospecting licence (issued under Section 9 (1) of the 1960 Act): A non-exclusive licence giving the holder the right to search for petroleum in any part of the Irish Offshore that is not the subject of a petroleum exploration licence, reserved area licence or petroleum lease granted to another party. This licence may be granted for a period of three years.

2. Licencing option (issued under Section 7 (1) of the 1960 Act): A non-exclusive licence giving the holder the first right, exercisable at any time during the period of the Option, to an exploration licence over all or part of the area specified by the Option and agreed with the Minister. The licencing option is subject to the holder having a petroleum prospecting licence during the full period. The option may be granted for a period of up to three years.

3. Exploration licence (issued under Section 8 (1) of the 1960 Act): An exploration licence is divided into three different categories: a standard exploration licence for water depths up to 200m, a deepwater exploration licence for water depths exceeding 200m and a frontier exploration licence for areas so specified by the Minister. For standard and deepwater exploration licences the holder is obliged to carry out a work programme which must include the drilling of a least one exploration well in the first phase. For a frontier exploration licence the holder must commit to at least one exploration well in order to proceed to the second phase. The standard exploration licence is valid for six years. The deepwater exploration licence is valid for nine years and the duration of the frontier exploration licence will be determined by the Minister but shall not be for less than twelve years comprising of a maximum of four phases. Atlantic Petroleum's current licences on the Irish Continental Shelf are exploration licences.

4. Lease undertaking (issued under Section 10 (1) of the 1960 Act): When a discovery is made in a licenced area and the licensee is not in a position to declare the discovery commercial during the period of the licence but expects to be able to do so in the foreseeable future, the licensee may apply for a lease undertaking. This is an undertaking by the Minister, subject to certain conditions, to grant a Petroleum Lease at a stated future date. The holder of a lease undertaking is required to hold a petroleum prospecting licence which will govern activities under the lease undertaking. In the case of an oil discovery, the undertaking shall last for a period of four years after the relinquishment or expiration of the exploration lease.

5. Petroleum lease (issued under Section 13 (1) of the 1960 Act): When a commercial discovery has been established it will be the duty of the licence holder to notify the Minister and apply for a petroleum lease with a view to its development. The petroleum lease will be valid for such period as the Minister shall determine following discussions with the licence holder as to the characteristics of the specific field.

6. Reserved area licence (issued under Section 19 (1) of the 1960 Act): A petroleum lease holder may apply for a reserved area licence in respect of an area adjacent to or surrounding the leased area and which is not subject to a licence other than a petroleum prospecting licence.

Details of the new tax regime introduced in 2007 which apply to any licences granted after that period are set out in "The Irish fiscal system" section below.

As part of the licencing terms an applicant shall submit to the Minister for his approval a written plan setting out its proposals for the abandonment of all fixed facilities. In this regard abandonment means the removal, part removal or leaving in place of any installation or facility following completion of operations involving such installation or facility. The Minister may attach conditions to these proposals.

If the licence holder fails to implement an abandonment plan approved by the Minister or fails to submit an abandonment plan, the Minister may carry out an abandonment programme and the authorisation holder shall be liable for all costs incurred by the Minister.

The Dumping at Sea Act 1996 provides that the disposal of an offshore installation or any substance or material from any such installation in the maritime area is prohibited. Where such a disposal occurs, the person disposing of the installation, the person in charge of and the owner of the offshore installation concerned, shall be guilty of an offence.

Under Section 5 of the Dumping at Sea (Amendment Act) 2004, the Minister may grant dumping at sea permits to authorise dumping.

Looking to the future the DCENR is preparing legislation which proposes to confer statutory responsibility for the safety of petroleum exploration and production on the Commission for Energy Regulation (CER).

The DCENR has also made a submission to the Commission on the Limits of the Continental Shelf. The submission deals specifically with the outer limits of the shelf in the Hatton-Rockall area and what the DCENR feels the State's portion of this area should be.

The Irish Government has set out as a strategic goal the creation of a stable attractive environment for hydrocarbon exploration and production within Ireland and is taking a number of steps to enhance the exploration environment. These include continuing to hold licencing rounds in the Atlantic basins underpinned by a comprehensive SEA.

The Netherlands
The Mining Act, effective as of 1st January 2003, forms the legal basis for exploration and production activities relating to minerals in the Netherlands (including the Dutch part of the Continental Shelf). The Mining Act is complemented by the Mining Decree and the Mining Regulation.

Minerals under the surface of the Netherlands (including the continental shelf) are owned by the Dutch state. Ownership of the minerals is transferred to the licence holder(s) at the production of the minerals under a production licence issued by the Ministry of Economic Affairs (MEA). A production licence will be granted if the minerals within the area for which the licence will apply are deemed economically producible. The licence will specify the validity period and the applicable period. The delineation of this area is indicated on the surface in Blocks and is done in such a manner that the activities can be carried out in the optimum possible manner from a technical and economical point of view.

Licensing
The MEA may grant a licence for exploration, production or storage. Licence requirements for exploration are, amongst others, financial and technical capabilities and a development plan satisfactory to the MEA. If the holder of an exploration licence demonstrates the commerciality of a gas reservoir, he may apply for a production permit, which in most cases will be automatically granted to him as the current holder of the exploration licence for the area concerned.

Upon the granting of a production licence, a licence holder is exclusively entitled to production in the licence area. Ownership of the gas transfers from the state to the licence holder at the well head.

Separate licences are granted by the MEA for exploration, production and storage. The licence will stipulate the activity, the mineral, the term and the area concerned. The exploration licence contains a certain date prior to which the exploration activities are to be conducted. The MEA may stipulate specific conditions in the licence. The application of a licence is published in the Dutch State Gazette and in the Official Journal of the European Union. During a period of thirteen weeks other parties are entitled to submit an application for a licence in that same area. If more than one person applies for a licence, they are considered as joint applicants and when the licence is granted, they will jointly hold the licence. One of the licensees will be designated the operator. The decision to grant a licence is published in the State Gazette.

The MEA is entitled to change the delineation of licence areas in which no significant exploration and production activities have taken place for a period of two years ('fallow acreage'). Pursuant to a covenant signed on 31st August 2010 by the MEA and the gas production market parties (through the Netherlands Oil and Gas Exploration and Production Association, NOGEPA), co-licensees undertake to engage in activities (even with third parties) in those segments of the licence area in which no significant activity has hitherto taken place in return for specific tax treatment.

State participation
The Mining Act prescribes Dutch state participation in offshore exploration licences for 40% via its 100% state-owned participation vehicle Energie Beheer Nederland BV (EBN). Licensees are obligated to enter into an agreement of cooperation with EBN that stipulates the allocation of rights and obligations and the attribution of costs in accordance with the respective interests.

Except in the event that the State may conclude that participation in a production licence may inflict a financial loss, the State will participate via EBN in all offshore and onshore production licences.

The statutory duties of EBN include other activities in the general energy policy interest. Also, EBN may request the MEA's permission for other activities provided that they are closely related to and will not jeopardise the statutory duties and serve the general energy policy interest. For such other activities, EBN must to maintain ring-fenced accounts.

Transfers of licences

Transfers of licences require the prior written approval of the MEA. The Mining Act does not require such consent in the event of an indirect transfer through a change of control of the licence holder. However, the MEA may withdraw a licence under certain circumstances, such as incorrect information provided at the application, the licensee not acting in conformity with the licence or in the event that the operator does not comply with the applicable rules. Therefore, the transfer of a licence via a change of control is often notified to the MEA.

Financial security

The MEA may require security for covering the liability of the holder of an onshore licence for potential damage that is reasonably estimated to result from soil movement following production activities. The MEA may also require security for the discharge of payments if there would be any doubt as to whether the payment obligations (rental, excise, State Profit Share) to the state under the terms of the Mining Act will be fulfilled.

Furthermore, the MEA may require security in case it uses administrative enforcement of the obligations for the licensee (and/or the manager of a cable or pipeline) to remove or leave behind, or, after decommissioning, to remove or reuse the mining installation (and/or the cables or pipelines) located on the Continental Shelf.

In the case a licence is held by more than one licensee, the operator is required to provide such security for the joint account.

Decommissioning / abandonment

The Mining Act stipulates that a mining installation that is decommissioned, including any related material in the surrounding area, must be removed. The MEA may impose a date prior to which such removal has to be completed.

FISCAL SYSTEMS

The UK fiscal system

The fiscal system applicable to UK offshore oil and gas exploration and production companies comprises:

- Acreage rental: Rentals are payable on each square kilometre licensed annually in advance, which initially are relatively small but increasing over time;

- Corporation tax payable at 30% on all taxable profits and gains on a company-by-company basis. A company with more than one field interest will therefore aggregate the results for those fields in arriving at its profits subject to corporation tax.

- A supplementary charge at 32% applies to profits from UK and UK Continental Shelf oil and gas exploration and production activities ('ring-fence' trade), in addition to the current 30% corporation tax. The 32% rate applies to profits accruing from 23rd March 2011. (The rate was originally at 10% from 17th April 2002 and was increased to 20% on 1st January 2006). This supplementary charge is assessed on the same basis as for UK corporation tax but without any deduction for financing costs and with a deduction, where relevant, for field allowances which are available in respect of certain fields obtaining development consent after 22nd April 2009. Relief for decommissioning costs is capped at 20% for expenditure after March 21 2012; and

- Petroleum revenue tax (PRT) at 50% which was introduced in 1975 and is levied on a field-by-field basis. PRT only applies for fields that received development consent before 15th March 1993. PRT has been abolished for all fields for which development consent was granted after that date, for pre-1993 fields that are redeveloped following decommissioning, and by election for certain pre-1993 fields where it can be demonstrated that they will never have a PRT liability. PRT is a deductible expense for Corporation Tax and supplementary charge purposes.

The normal UK Corporation Tax rules apply to North Sea companies, but with a 'ring fence' that prevents tax on profits from oil and gas extraction in the UK and UK Continental Shelf from being reduced by reliefs from other activities. The main restrictions are that losses from other activities, either within the company or accruing to an affiliate, cannot be deducted against ring fence profits. The deductibility of financing costs is limited such that generally interest deductions are only available in respect of monies borrowed which have been used in the ring fence business, and which do not exceed those which are payable on arm's length terms, assuming that the business was supported solely by the ring fence assets of the borrower. There are restrictions on the utilisation of capital losses against capital gains, and limitations on the amount of capital allowances that can be claimed on field transfers. For disposals after 22nd April 2009, an exemption for capital gains applies provided the proceeds are reinvested in qualifying ring fence assets. Finally, the UK transfer pricing rules apply to transactions across the ring fence boundary, even within the same corporate entity.

Neither capital expenditure nor the depreciation of those costs in the books of the company is allowable for corporation tax purposes. Rather a system of deductions known as capital allowances is available.

The allowances that are of most relevance to upstream activities are research and development allowances (RDAs), plant and machinery allowances (P&M), and mineral extraction allowances (MEAs). No allowances are available until a company commences to trade, but once it does all costs incurred prior to commencement are deemed to have been incurred at commencement.

Once the company is trading 100% first year allowances are available for most capital investment on UK oil and gas exploration activities ('ring fence' trades). These first year allowances mean that 100% of most (but not all) North Sea capital expenditure will be allowable for corporation tax (including the 32% supplementary charge) in the year that the expenditure is incurred.

Most offshore decommissioning costs qualify for immediate 100% relief and there is unlimited loss carry back to 2002 in respect of losses created from decommissioning costs.

An investment incentive, ring fence expenditure supplement was introduced from 2006. This allows companies to uplift losses carried forward on a compound 10% per annum basis (6% per annum for accounting periods beginning before 1st January 2012) for a maximum of six years, which need not be consecutive, or until the losses are relieved, if earlier. Previously, the uplift was only available on certain exploration and appraisal expenditures. This benefit is available for all ring fence losses incurred on or after 1st January 2006 where the group is in an overall ring fence loss position.

Although the UK fiscal system for oil and gas is generally perceived as being stable, there have been many changes over the last 30 years. The most recent structural changes were the introduction of the above-mentioned supplementary charge, at the rate of 10% in May 2002, followed by the increase in its rate to 20% in 2006 and to 32% in 2011. At the time of its introduction in 2002, depreciation rules were made more favourable to investment and the royalties on oil production were abolished.

The Norwegian fiscal system

The Norwegian petroleum activities are subject to ordinary corporate income tax and to a special petroleum tax. In addition, there are taxes on both carbon dioxide emissions and emissions of nitrogen oxide. The holders of production licenses may also be required to pay an area fee. The amount of the area fee is stipulated in regulations issued under the Petroleum Act.

Corporate income tax

Profits, both from offshore oil and natural gas activities on the Norwegian Continental Shelf (below referred to as NCS income) and from onshore activities, are subject to Norwegian corporate income tax. The corporate income tax rate is currently 28% (announced to be reduced to 27% from 2014). Profits are computed in accordance with ordinary Norwegian corporate income tax rules subject to certain modifications that apply to companies engaged in petroleum operations. Gross revenue from oil production is determined on the basis of norm prices. Norm prices are decided on a daily basis by the Petroleum Price Board, a body whose members are appointed by the Norwegian Ministry of Petroleum and Energy. The Petroleum Tax Act states that the norm prices shall correspond to the prices that could have been obtained in a sale of petroleum between independent parties in a free market.

The maximum rate of depreciation of development costs relating to offshore production installations and pipelines is 16.67% per year straight line. Depreciation starts when the costs are incurred.

Exploration costs may be deducted in the year in which they are incurred. The tax value of annual exploration costs within certain limitations is refundable each year insofar as the explorations costs do not exceed the current year's tax loss allocated to the NCS activity.

Financial costs related to the NCS activity are calculated directly based on a formula set out in the Petroleum Tax Act. The financial costs deductible under the offshore tax regime are the total financial costs multiplied by 50% of tax values divided by the average interest-bearing debt. All other financial costs and income are allocated to the onshore tax regime.

Abandonment costs incurred can be deducted as operating expenses. Provisions for future abandonment costs are not tax deductible.

Any tax losses can be carried forward indefinitely against subsequent income earned. 50% of losses relating to activity conducted onshore in Norway can be deducted from NCS income subject to the 28% tax rate (announced to be changed 27% from 2014). Losses on foreign activities cannot be deducted from NCS income. Losses on offshore activities are fully deductible from onshore income.

Special petroleum tax

A special petroleum tax is levied on profits from petroleum production and pipeline transportation on the NCS. The special petroleum tax is currently levied at a rate of 50% (announced to be changed to 51% from 2014). The special tax is applied to relevant income in addition to standard 28% income tax(announced to be changed to 27% from 2014), resulting in a 78% marginal tax rate on income subject to petroleum tax. The basis for computing the special petroleum tax is the same as for NCS income subject to ordinary corporate income tax, except that onshore losses are not deductible from the special petroleum tax, and a tax-free allowance, or uplift, is granted. The uplift is computed on the basis of the original capitalised cost of offshore production installations at a rate of 7.5% per year (reduced to 5.5% for costs incurred from 5th May 2013 with some exceptions). The uplift can be deducted from the special tax base for a period of four years, starting in the year in which the capital expenditure is incurred. Unused uplift can be carried forward indefinitely against the basis for future special tax.

Refund of the tax value of unused losses in case of a permanent leave from the NCS

The tax value of unused losses is refunded from the authorities in case a company permanently ceases activities on the NCS.

The Faroe Islands fiscal system

The fiscal system applicable to Faroese oil and gas companies comprises:

- Normal hydrocarbon tax: Corporation tax on hydrocarbon activity is 27% on all taxable profits and gains on a company basis. Profits and losses are ring-fenced at a company level and tax losses may be carried forward for an unlimited length of time.

- Acreage rental: During the exploration phase acreage rentals are payable annually in advance, which initially are relatively small but increasing over time. In the two first licence tenders from the Faroese Government, the acreage rental has been DKK 500 per square km for the first six years then increasing to DKK 39,000 per square km after 16 years. In the third licence tender the acreage rental has been set to DKK 750 per square km for the first six years then increasing to DKK 39,250 after 16 years.

- Royalty: Once production commences, a royalty is payable at 2% of the market value of any petroleum produced, with no deductions for costs.

- Tax losses and profits: Profits and losses are ring-fenced at a company level and tax losses may be carried forward for an unlimited length of time. Tax losses from oil and gas activities can be deducted from tax profits from other activities, but losses from other activities within the company cannot be deducted against profits from the oil and gas activity.

- Special hydrocarbon tax on "super normal profits": The tax is in three tiers and is calculated based on net cash flows. The IRR is set in accordance with what could be considered reasonable taking the actual market condition into account. The IRR will be determined by a group of specialists. The tax is based on income from each individual hydrocarbon field on an annual basis. The special tax rates vary according to the rate of return as follows:

Table 14: Tax rates on super normal profits, Faroe Islands

Rate of Return	Special Tax Rate
< 20%	0%
20 - 25%	10%
25 - 30%	25%
> 30%	40%

The highest possible tax rate under the hydrocarbon tax regime, i.e. for projects with a rate of return of >30% including the royalty of 2%, is 57.1%.

The allowances that are of most relevance to upstream activities are research and development allowances (RDAs) and plant and machinery allowances (P&M). No allowances are available until a company commences to trade. Once trading has commenced, costs incurred prior to commencement are tax deductible over a five-year period by 20% per annum.

Tax depreciation is available in respect of plant and machinery that is in use for oil and gas activity. The allowances are granted at 30% of the balance tax value at year-end. Tax depreciations for buildings are 4-7% of the actual cost price at the end of the year. Capital expenditure in connection with oil and gas activity is allowed for corporation tax purposes for oil and gas activity.

There have been no changes to the Faroese fiscal system for oil and gas since the introduction of the special income tax in March 2000. As no production of oil and gas has taken place in Faroe Islands yet there is no experience of how the Faroe Island tax authorities will exercise the regulations in the fiscal system.

Corporation tax for profits of non-oil and gas activities that the Company is involved in is 18%. Tax losses in connection with such activities may be carried forward for an unlimited length of time but are not deductible against profits from oil and gas activity. Tax depreciation is in general available in respect of plant and machinery that is in use for such activities. The allowances are granted at 30% of the balance tax value at year-end. Tax depreciations for buildings are 4-7% of the actual cost price.

The Irish fiscal system

The fiscal system applicable to the Irish offshore oil and gas exploration and production companies comprises:

- A corporation tax rate of 25% in respect of income arising from petroleum activities. Chargeable gains arising on the disposal of petroleum-related assets will be subject to capital gains tax at 33%.

- Profit resource rent tax (PRRT) is an additional tax which can apply to petroleum activities depending on the profitability of the field. PRRT only applies to any petroleum lease entered into following on from a licensing option or exploration licence awarded after 1st January 2007. It is payable in addition to the 25% rate. This tax applies where the profits exceed certain defined levels and, in particular, by reference to the profit ratio achieved on the specific field for which a licence has been granted. The rate of PRRT varies between 5% and 15% depending on the level exceeded as follows:

  Table 15: PRRT, Ireland

Profit Ratio	PRRT Rate
Less than 1.5	0%
Equal to or greater than 1.5 and less than 3.0	5%
Equal to or greater than 3.0 and less than 4.5	10%
Equal to or greater than 4.5	15%

  The “profit ratio” is the ratio of the cumulative field profits divided by the related cumulative field expenditure. The cumulative profits of the field are based on the taxable profits (after deduction of corporation tax at 25%) arising from the field cumulatively in all accounting periods from 1st January 2007 to the end of the relevant accounting period. The field expenditure is based on the capital expenditure incurred by the company in relation to that field from 1st January 2007 to the end of the relevant accounting period. This is calculated on a field-by-field basis.

- Similar to the UK, neither capital expenditure nor the depreciation of those costs in the books of the company is allowable for corporation tax purposes. Rather a system of deductions known as capital allowances is available. Capital allowances are generally available in respect of plant and machinery used solely for the company’s trade. The allowances are granted over a straight-line 8-year period. This means that the allowance is granted over 8 years at a rate of 12.5% per annum of the actual cost of the asset. Irish tax legislation provides for an allowance of 100% of capital expenditure on development expenditure (as defined) incurred in connection with a relevant field being worked in the course of carrying on a petroleum trade. The allowance is not available before the commencement of production in commercial quantities from the relevant field in connection with which the assets were provided. On the commencement of petroleum extraction activities by a company, and not beforehand, all of its past exploration expenditure (as defined) is deductible against petroleum profits except that, in the case of abortive exploration expenditure, a 25-year time limit applies. Companies within the same ownership may, for tax purposes, transfer entitlements to exploration expenditure in certain cases. In the event of a disposal or part-disposal of an asset representing exploration or development expenditure, claw back provisions may apply.

- A deduction is also allowable for expenditure incurred on the abandonment of a field and in respect of the dismantling or removal of structures and plant or machinery used to transport the petroleum to dry land. This allowance is again an amount equal to the amount of expenditure incurred. Losses arising from such activities may be offset against the profits for the period in which the loss occurred and of the three years immediately preceding that period. Where there are unused abandonment losses at the time a person ceases a petroleum trade, these may be offset against the profits of a new petroleum trade subsequently carried on by that person.

- Petroleum activities are ring-fenced from other trading activities mainly to prevent any erosion of the tax base which could result from non-petroleum profits arising within the same group being sheltered by the allowances attributable to petroleum development. Currently there is a two-way ring fence in place: (i) a loss incurred in a petroleum trade may only be set off against petroleum profits. Also, no other losses, other than petroleum trade losses, may be set against such profits; (ii) similarly, the two-way ring-fence system applies in the case of group relief claims and capital gains in regard to petroleum assets. Additionally, if a company carries on any petroleum activities as part of a trade, they will be treated as a separate trade for tax purposes. Subject to certain change of ownership rules, tax losses can be carried forward indefinitely for Irish tax purposes. However, these carried forward losses can only be utilised in the company that incurs the loss.

- Interest deductibility restrictions for corporation tax exist in certain circumstances, including interest on borrowings used to finance exploration activities.

- Where there are changes in licence interests (where no consideration is received), provided they occur within the pre-production stage (and are approved by the Minister for the Marine and Natural Resources) and the sole purpose is for the furtherance of exploration and development of the field, such changes should not be subject to capital gains tax. Care needs to be taken if other consideration is received (or deemed to be received), as the exchange rules do not apply unless the consideration is reinvested within a specified period (i.e. 12 months before or 3 years after the disposal) in petroleum exploration activities or searching for or winning access to petroleum in a relevant field.

- Any gains arising from the disposal of shares that derive their value, or the greater part of their value, from exploration and exploitation rights of the sea bed and subsoil of Irish coastal waters will not qualify for relief under the participation exemption. Similarly disposals by non-resident shareholders of exploration or exploitation rights in the Irish Continental Shelf (or shares deriving their value from these rights) remain within the scope of Irish tax.

The Netherlands fiscal system

The tax regime in the Netherlands in relation to oil & gas industry consists of (i) an area fee, (ii) regular Dutch corporate income tax, (iii) state profit share levy and (iv) royalty taxation and (v) remittance to the Province. Below we will further discuss each of the aforementioned items in short.

(i) Area fee

The owner of a production licence is due an annual area fee (Oppervlakterecht) which is levied per square kilometer (EUR 725). The holder of an offshore exploration licence is also due an area fee. This is the only taxation for an exploration licence. The rates vary according to the duration of the permit (EUR 242 – EUR 725 per square kilometer).

(ii) Regular Dutch corporate income tax

The Dutch corporate income tax rate for the fiscal year 2013 is 25% (whereas income up to the first EUR 200,000 is subject to 20% Dutch corporate income tax).

(iii) State profit share

Based on the Dutch Mining Act income resulting from mineral production activities is subject to 50% (2013 rate) state profit share levy (SPS). Profits derived from other activities than 'extraction activities' are not subject to SPS (i.e. fall outside of the so-called 'ring fence'). If and insofar as the licence holder holds different licences (either onshore or offshore), a consolidated profit and loss account may be drawn up. Background of this SPS is that all minerals in the subsoil belong to the Dutch state and that therefore, a portion of the extraction profits belong to the Dutch state. The rules for calculating the results for the SPS are closely related to the rules for determining the Dutch corporate income tax. While preparing a profit and loss account for SPS purposes the allocated costs relating to the 'extraction activities' can be increased with 10% (the so-called 'uplift'). Furthermore, in calculation the amount of SPS due, the CDutch corporate income tax related to the extracting profit may be taken into account (credit). As such the SPS due is therefore determined as the SPS result * 50% minus the allocable Dutch corporate income tax. As of September 2010 an investment deduction of 25% is available for owners of Dutch licences with regard to capital investments into certain qualifying gas fields. This allowance could thus effectively result in a subsidy of 12.5% in relation to the investment.

(iv) Royalties

Royalties (Cijns) are only charged to onshore licences. This is a fee on the turnover generated by a production licence. The turnover is determined by production volume (except volume used during exploration / production for processing and transport) and selling price. For offshore oil and gas the royalty is set at 0%.

(v) Remittance to the Province

This only applies to onshore activities. A production licensee producing hydrocarbons in an onshore area, owes a one-time fee to the Province (Afdracht aan de provincie).

12. Trend information

Main characteristics of the oil market

As the world's most important source of energy, oil is traded in commodity markets characterised by high volatility in prices. Prices are strongly correlated with world economic growth and globally impact on industrial production, transportation, construction, consumption etc. Driven by the current and expected future demand and supply, the market for oil involves a large amount of speculation and is also dependent on the stored reserve capacity. The political situation in certain countries can also have a significant influence on the development in the oil price, as a part of the world's oil production is located in regions associated with significant political risk. Terrorism, riots, wars and conflicts are examples of such factors, driving short-term as well as long-term spikes in prices.

During periods of high oil prices, demand for services to the offshore industry has historically been increasing, leading to increased rates for drilling rigs and other services, affecting oil exploration and production (E&P) companies including Atlantic Petroleum.

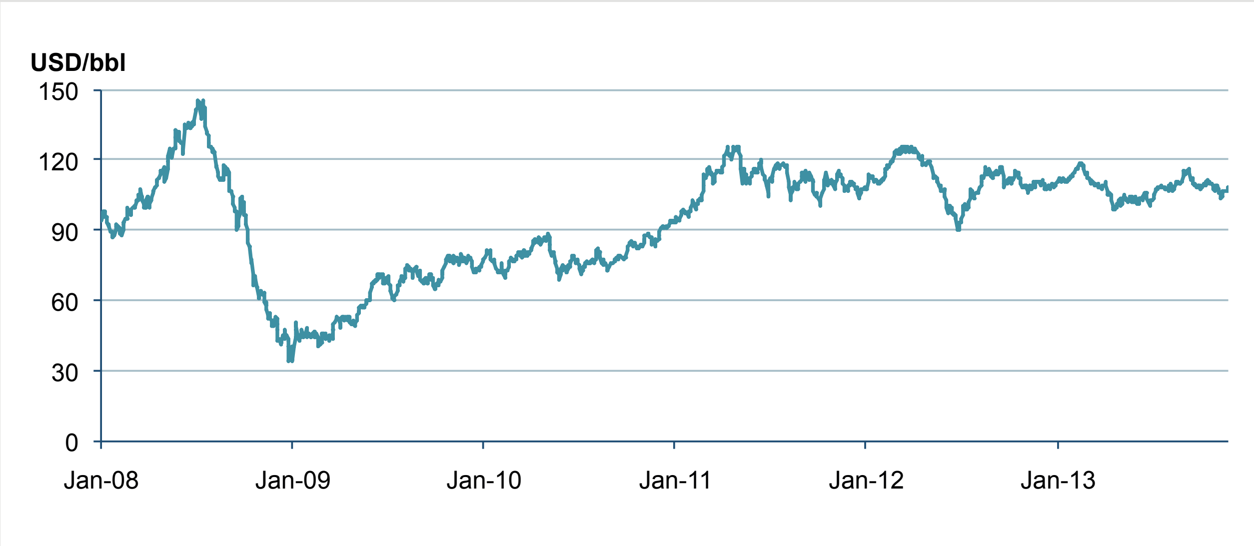
As oil is settled in USD, the volatility of the oil price measured in local currency will be different from country to country. Historically, however, there has been a tendency of negative correlation between the price of oil and the USD, thus moderating the effective price volatility for oil consumers trading in currencies which are not directly or indirectly linked to the USD.

Recent developments

2012 stood out as the year of the highest historical average Brent oil price at USD 111.76/Bbl. The price rose to a year high of USD 126.14/Bbl in March and remained above USD 120 from mid-February to mid-April, when the price declined to trough in the end of June of USD 90.34/Bbl. The Brent oil price recovered during July and was less volatile for the remainder of the year ranging from USD 106/Bbl to USD 117/bbl from August until the end of 2012.

The first nine months of 2013 was a period with Brent oil prices above the historical average. The price has remained within a range of USD 98.9-USD 118.6/Bbl with an average price in the first nine months of USD 108.53/Bbl. The lowest Brent oil price year to date was in April when the oil price declined to USD 98.9/Bbl.

Figure 3: Development of the Brent oil price



Source: Factset

The impact of oil prices on exploration and development costs

The sustained high oil price since 2011 has increased capital spending by over 8% in 2012, according to the International Energy Agency (IEA). The increased demand by exploration and production companies for upstream oil services has raised the rates for oil service vendors. Typically, oil service contractors are safeguarded from a short-term increase in demand through contracts and work orders.

The high oil price makes it possible for oil exploration and production companies to employ techniques, such as hydraulic fracturing and horizontal drilling, in conventional reservoirs. At current prices, companies can afford to drill more wells, extract more from existing wells, and use improved or enhanced oil recovery to mitigate the overall impact of natural field declines.

Market outlook and industry trends

The current economy has shown signs of recovery from the long lasting economic downturn in 2008, which should lead to an increase in demand for oil. The improving economic conditions should give way for easier access to credit sources, which in return will influence the future demand and supply of crude oil and its price.

With oil prices at current levels, technology as fracturing, horizontal drilling and improved reservoir characterisation will most likely be applied in regions where it has not been applied before. The advantage with above mentioned techniques is that it is possible to extract more oil from the oil fields, it is however at a higher cost than the traditional techniques. Consequently the use of new and more expensive techniques will increase the total oil reserves.

13. Prospective financial information

STATEMENT BY MANAGEMENT AND THE BOARD OF DIRECTORS

We have presented our forecast for 2013 in “Prospective financial information for 2013” below. The information was prepared using the Group’s accounting policies, which are described in Part II. The prospective financial information was prepared for use herein. The Management and the Board of Directors believe that the material assumptions on which the prospective financial information is based are described herein, and that the assumptions have been consistently applied in the preparation of the information.

The prospective financial information is based on a number of assumptions, some of which are within our control, whilst others are beyond our control. The methods used in the preparation of the prospective financial information and the underlying assumptions on which it is based are stated in “Prospective financial information for 2013” below.

The prospective financial information represents the Management’s and the Board of Directors’ best estimates of the Group’s revenue, exploration costs, administrative expenses and results of operations for the financial year 2013. The prospective financial information contains forward-looking statements concerning the Group’s financial position that are subject to considerable uncertainty. The actual results may differ materially from those contained in such statements. In addition to the risks addressed in “Prospective financial information for 2013”, potential risks and uncertainties comprise, without limitation, those referred to in “Risk Factors” herein.

Tórshavn, 26th November 2013

Management

Ben Arabo
CEO

Board of Directors

Birgir Durhuus
Chairman

Jan Edin Evensen
Deputy Chairman

Diana Leo
Board Member

David Archibald MacFarlane
Board Member

Barbara Yvonne Holm
Board Member

INDEPENDENT AUDITORS' REPORT ON PROSPECTIVE FINANCIAL INFORMATION FOR 2013

To the readers of this Prospectus:

We have examined the Prospective Financial Information for 2013 as included in Part I, section 13 "Prospective financial information" of the Prospectus. This report has been prepared solely for the readers of the Prospectus in connection with their considerations about investing in the Offer Shares in P/F Atlantic Petroleum.

Management's responsibility

The Board of Directors and Management are responsible for preparing the Prospective Financial Information based on the material assumptions described in Part I, section 13 "Prospective financial information" of the Prospectus and in accordance with the accounting policies of the Group as described in its consolidated financial statements for 2012. Furthermore, the Board of Directors and Management are responsible for the assumptions on which the Prospective Financial Information is based upon.

Auditor's responsibility

Our responsibility is, based on our examinations, to provide a conclusion on the Prospective Financial Information. We have conducted our examinations in accordance with ISAE 3000 "the International Standard on Assurance Engagements Other Than Audits and Reviews of Historical Financial Information" (ISAE 3000) and additional requirements under Danish regulation to obtain reasonable assurance that the Prospective Financial Information for 2013 in all material respects has been prepared on the basis of the assumptions stated and in accordance with the accounting policies of the Group. As part of our work, we have examined whether the Prospective Financial Information has been prepared on the basis of the assumptions stated and in accordance with the accounting policies of the Group. Furthermore, we have examined the numerical interconnection in the Prospective Financial Information.

We believe that our examination provides a reasonable basis for our conclusion.

Conclusion

In our opinion the Prospective Financial Information for 2013 has in all material respects been properly prepared on the basis of the assumptions in Part I, section 13 "Prospective financial information" of the Prospectus and in accordance with the accounting policies of the Group.

Actual results are likely to be different from the Prospective Financial Information since anticipated events frequently do not occur as expected. The variation may be material. Our work has not included an assessment of whether the assumptions are documented, well-founded and complete or whether the Prospective Financial Information can be realized and we express no conclusion in this regard.

Tórshavn, 26th November 2013

JANUAR
State Authorised Public Accountants P/F

Jógvan Amonsson	Fróði Sivertsen
State Authorised Public Accountant	*State Authorised Public Accountant*

METHODOLOGY AND ASSUMPTIONS

The Group regularly makes assessments of ongoing and potential exploration and production activities and prepares budgets for these for the financial year. The accounting policy for the preparation of these budgets is in accordance with the Group's accounting policies applied in the preparation of annual reports, including the annual reports for 2010, 2011 and 2012.

The prospective financial information for the year ending 31st December 2013 reflects the Group's estimates and assumptions of the most likely prospects for the Group's activities based on the initiatives taken in accordance with the Group's business plan. The forecast is based on the assumption that the Group's strategy, as described in Part I, section 6 "Business", is conducted according to plan. The realisation of this strategy is subject to uncertainties and contingencies, and there can be no assurance that the strategy will not be changed as new circumstances arise. The prospective financial information may deviate materially from the actual results.

The Group's forecast for 2013 is based on the following general assumptions which are outside the Group's influence:

- that oil prices are in line with the Group's estimates;
- that exchange rates are in line with the Group's estimates;
- that prices and terms of delivery of key services will not change materially;
- that the terms regulated by the authorities in respect of exploration, appraisal, development and production activities will not change significantly;
- that exploration, appraisal, development and production activities will not be hampered by weather conditions, accidents or other unforeseen events to a greater extent than what is normally to be expected.

Furthermore, the forecast is based on the following assumptions which the Group can influence:

- that the Group will be able to attract and retain the necessary employees;
- that the ownership interests in the licences are unchanged;
- that oil production progresses as expected.

PROSPECTIVE FINANCIAL INFORMATION FOR 2013

For the year ending 31st December 2013 the Group expects a total production of 725,000 to 800,000 Boe net. With an average oil price estimate of USD 100/bbl for the fourth quarter of 2013, an operating profit before deduction of unsuccessful exploration/appraisal costs (EBITDAX) of between DKK 225MM and DKK 275MM is expected. Exchange rates are estimated at DKK/GBP 8.8 and DKK/USD 5.8.

14. Board of Directors and Management

BOARD OF DIRECTORS

The Board of Directors has the overall responsibility for the management of the Company and supervises the Management. The Board of Directors determines the Company's policies with regards to business strategy, organisation, accounting and finance and appoints the Company's Management.

The Board of Directors has five members. There are no employee-elected members. The Company's ordinary general meeting elects the Board of Directors, and the members are elected for 1 year at the time. See Part I, section 21 "Additional information - Provisions concerning members of the Company's Board of Directors and Management" for a more detailed description of the election of the Board of Directors.

Table 16 shows the current members of the Board of Directors, their respective year of birth, the year they were elected to the Board of Directors, their term, their position and ownership interests (Shares) in the Company.

Table 16: Board of Directors

Name	Year born	Member since	Expiry of current term	Position	Number of Shares held as at the Prospectus Date (direct ownership)	Direct ownership interest as at the Prospectus Date	Number of Shares held as at the Pro-spectus Date (indirect ownership)	Indirect ownership interest as at the Prospectus Date
Birgir Durhuus	1963	2009	2014	Chairman	2,483	0.09%	0	0%
Jan E Evensen	1951	2009	2014	Deputy Chairman	0	0%	1,840	0.07%
Barbara Y Holm	1966	2013	2014	Board member	0	0%	0	0%
Diana Leo	1966	2009	2014	Board member	250	0.01%	0	0%
David MacFarlane	1957	2011	2014	Board member	0	0%	0	0%

Birgir Durhuus, Chairman

Birgir Durhuus holds a M.Sc. in Finance from the Copenhagen Business School and is Head of External Solutions & Risk Management at Danske Capital in Copenhagen. From 1999 to 2007 he held various positions including Head of Sales & Research at Nordea Markets in Copenhagen, where he was responsible for international investors and Danish institutional investors. During the period 1994 to 1999 he was Head of Research at Nykredit Bank in Copenhagen.

Jan Edin Evensen, Deputy Chairman

Jan Edin Evensen holds a M.Sc. in Geology from the University of Oslo and is Chief Technical Officer of Rock Energy AS. Mr. Evensen is chairman of the Supervisory Boards of Rock Energy AS and Kviknehytta AS. He is a Managing Director & Partner of MoVa AS, the owner and Chairman of the Board of Evenco AS and member of the Board of Directors of Atlantic Petroleum UK Limited.

Diana Leo, Board member

Diana Leo graduated as a production engineer (B.Sc.) from the Copenhagen Engineering School. In addition, she holds an MBA from the University of Salford and an M. Eng. (petroleum engineering) from Heriot-Watt in Edinburgh. Ms. Leo is Head of Operations & Facilities (Senior Director) at DONG Energy.

David Archibald MacFarlane, Board member

David Archibald MacFarlane holds a degree in economics and is a Chartered Accountant. He has more than 30 years of experience in financial control and management in the upstream oil and gas business. He has been the CFO of Dana Petroleum from 2002 – 2011. Mr MacFarlane is the Chairman of the Audit and Remuneration Committees of Atlantic Petroleum, and is currently a Non Executive Director and the Chairman of the Audit Committee and member of the Remuneration Committee of Trinity Exploration & Production plc. (London AIM). He is a Senior Independent Director and Chairman of the Audit Committee and member of the Remuneration Committee of Energy Assets Group plc. (London), and a Non Executive Director and member of the Audit Committee of Kentz Corporation Limited (London).

Barbara Yvonne Holm, Board member

Barbara Yvonne Holm holds a Master's in Business Administration & Anglo American Cultural Studies. She has 15+ years of commercial and financial experience in the global E&P industry, holding a number of commercial and business development positions in Wintershall, Hess, ONGC-Mittal and Mittal Investments. Most recently she was CFO of Ophir Energy where she managed Ophir's IPO on to the Main Market of The London Stock Exchange.

The business address of the members of the Board of Directors is c/o Atlantic Petroleum, Yviri við Strond 4, 3rd floor, P.O. Box 1228, FO-110 Tórshavn, Faroe Islands.

MANAGEMENT

The Group's Management comprises CEO Ben Arabo, CFO Mourits Joensen, Business and Development Director Nigel Thorpe, Technical Director Wayne J Kirk and Managing Director Norway Jonny Hesthammer.

Table 17: Management

Name	Year born	Employed since	Position	Number of Shares held as at the Prospectus Date	Ownership interest as at the Prospectus Date	Number of Shares held as at the Prospectus Date (indirect ownership)	Indirect ownership interest as at the Prospectus Date
Ben Arabo	1973	2010	CEO	1,521	0.06%	920	0.04%
Wayne J Kirk	1965	2011	Technical Director	0	0	0	0
Mourits Joensen	1974	2010	CFO	0	0	0	0
Nigel Thorpe	1956	2011	Business Development Director	10,684	0.41%	0	0
Jonny Hesthammer	1965	2012	Managing Director Norway	0	0	22,356	0.85%

Ben Arabo, CEO

Mr. Arabo holds a M.Sc. in Economics and Business Administration from Aarhus School of Business. Mr. Arabo has worked for Hess from 1996 to 2010, and joined Atlantic Petroleum from a position as Exploration Business Manager for Hess in South East Asia. Mr. Arabo has Management Committee experience in exploration ventures in Asia, North Africa and North West Europe and a track record of making deals across a variety of basins and countries. Furthermore, Mr. Arabo is a member of the Board of Directors of P/F Eik Banki.

Mourits Joensen, CFO

Mr. Joensen holds a M.Sc. in Economics from Copenhagen University. Before joining Atlantic Petroleum in 2010 he held the position as Finance and Administration Manager of the Faroese Employment Service Fund from 2007 to February 2010. Previously Mr. Joensen has held positions in Eik Banki, the Commercial department, at Statistics Faroe Islands as head of Commercial statistics and has teaching experience from Torshavn Business School. Mr. Joensen has also experience from building companies in aviation and investment.

Nigel Thorpe, Business Development Director

Mr. Thorpe holds a B.Sc. (Hons) in Petroleum Engineering from Imperial College. Mr. Thorpe has more than 30 years international E&P experience. He previously held positions as CEO of Volantis Exploration Limited, COO of a private Malaysian E&P Company and MD of Eni Lasmo Indonesia. Mr Thorpe has a track record of creating successful exploration portfolios and building companies. He has a broad experience of the industry including exploration, development, production, commercial, gas sales and project financing.

Wayne John Kirk, Technical Director

Mr. Kirk holds a B.Sc. in geophysics from the University of Liverpool and a PhD from the University of Leicester. Mr. Kirk has over 20 years exploration, development and production experience in the North Sea, West of Shetlands, Brazil and New Zealand. His most recent position was Managing Director at OMV (New Zealand) Ltd. From 2004-2009 he was Technical Manager Exploration & Production at OMV (UK) Ltd, managing a team responsible for all OMV's E&P activities in UK, Ireland and Faroe Islands. From 1990-2003 he held various technical and managerial positions at Hess in London including Exploration Manager UK & Faroes Atlantic Margin, Exploration Manager Brazil and Global New Venture Project Manager.

Jonny Hesthammer, Managing Director Atlantic Petroleum Norge AS

Mr. Hesthammer holds a PhD in Geophysics, an MSc in Geology and he is currently a part time professor at the University of Bergen. Mr. Hesthammer has more than 20 years petroleum industry experience in Norway and internationally. Prior to joining Atlantic Petroleum, he was the CEO of the Norwegian oil company Emergy Exploration AS. Before this, he has held positions as geologist in Husky Oil (Canada), geoscientist and manager in Statoil (Norway), Chief Technical Officer in Rocksource Geotech (Norway) and professor at the University of Bergen (Norway).

The business address of the members of the Management is c/o Atlantic Petroleum, Yviri við Strond 4, 3rd floor, P.O. Box 1228, FO-110 Tórshavn, Faroe Islands.

STATEMENT OF PAST ACTIVITIES OF THE BOARD OF DIRECTORS AND MANAGEMENT

None of the members of the Board of Directors or the Management has been convicted in relation to fraudulent offences in the last five years. Similarly, none of the members of the Board of Directors or the Management has been subject to an official public incrimination or sanctions by statutory or regulatory authorities, or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer, or from acting in the management or conduct of the affairs of any issuer during the previous five years. Further, none of the Board of Directors members or the Management has in the last five years been associated with companies that have gone into bankruptcy, receivership or liquidation, except Birgir Durhuus who has been Managing Director of Sp/f Ognarrøkt, which is in statutory solvent dissolution.

Birgir Durhuus
Mr. Durhuus has within the last 5 years been Head of External Solutions & Risk Management at Danske Capital in Copenhagen.

Jan Edin Evensen
Mr. Evensen has within the last 5 years been COB & CTO of Rock Energy AS, Deputy COB of Atlantic Petroleum, and Managing Director & Partner of Mova AS.

Diana Leo
Ms. Leo has within the last 5 years been working for DONG Energy as Production Operations Manager (Senior Manager), Head of Production Operation (Director), Head of Operations & Facilities (Director & recently Senior Director).

David Archibald MacFarlane
Mr. MacFarlane has within the last 5 years been a Non-Executive Director of Trinity Exploration & Production plc., CFO of Dana Petroleum, Non-Executive Director of Kentz Corporation Ltd, and Senior Independent Director of Energy Assets Group Plc., Non-Executive Director of Trinity Exploration & Production plc. (formerly Bayfield Energy Ltd) and a Non-Executive Director of Nio Petroleum Limited.

Barbara Yvonne Holm
Ms. Holm has within the last 5 years been a Director of Ophir Energy PLC, CFO of Ophir Energy, and has held the position of General Manager Business Development with Mittal Investments Ltd.

Ben Arabo, CEO
Mr. Arabo has within the last 5 years been the CEO of Atlantic Petroleum and Exploration Business Manager SE Asia of Hess Corporation.

Mourits Joensen, CFO
Mr. Joensen has within the last 5 years been CFO of Atlantic Petroleum and held the position as Finance and Administration Manager of the Faroese Employment Service Fund.

Nigel Thorpe, Business Development Director
Mr. Thorpe has within the last 5 years been the Business Development Director of Atlantic Petroleum and CEO of Volantis Exploration Limited.

Wayne John Kirk, Technical Director
Mr. Kirk has within the last 5 years been Technical Director of Atlantic Petroleum and General Manager of OMV NZ Ltd.

Jonny Hesthammer, Managing Director Atlantic Petroleum Norge AS
Mr. Hesthammer has within the last 5 years been Managing Director of Atlantic Petroleum Norge AS, Professor at the University of Bergen, CEO of Emergy Exploration AS, and CTO of Rocksource Geotech AS.

CONFLICTS OF INTEREST

The Company is not aware of any family relationships among the members of the Board of Directors or the Management. The Company is not aware of any members of the Board of Directors or Management having been appointed pursuant to an agreement or understanding with the Company's Shareholders, customers, suppliers or other parties.

The Company is not aware of any shareholders' agreements relating to the Company or Shares in the Company.

The CEO serves on the Board of Directors of P/F Eik Banki, which has provided the Company with a loan. As of 30th September 2013 the balance is DKK 78MM.

Atlantic Petroleum also rents premises from P/F Eik Banki. Eik Banki is a major shareholder in Atlantic Petroleum, holding 4.55% of the shares at the Prospectus date and together with the affiliated company TF ILØGUR P/F the TF group holds 7.87%.

The rules of procedure of the Board of Directors stipulate that no member of the Board of Directors may participate in the voting of issues regarding agreements between the Company and such member or regarding lawsuits against such member or regarding agreements between the Company and third parties or lawsuits against third parties if such member of the Board of Directors has a material interest in such agreement or lawsuit which may be contrary to the interests of the Company.

Except as described above, there are no conflicts of interest between any duties to the Company of the members of the Board of Directors or the Management, and these individuals' private interests and/or other duties towards other persons or companies, and the Company is not otherwise aware of any potential conflicts of interest in relation to the Offering that would be material to the Company.

For a description of lock-up obligations undertaken by the Group, the members of the Board of Directors and the Management, see Part III, section 7 "Selling securities holders and lock-up agreements".

15. Remuneration and benefits

In 2012, the Board of Directors received aggregate fees of DKK 1.5MM. The Board of Directors did not receive any other benefits. For 2013, the Board of Directors and the General Meeting has resolved that the aggregate fees will be DKK 1.7MM.

Table 18: Remuneration to the Board of Directors for the financial years 2013 and 2012

Member of the Board of Directors	Expected 2013 (DKK'000)*	2012 (DKK'000)
Birgir Durhuus	480	441
Jan Edin Evensen	360	331
Diana Leo	240	221
David Archibald MacFarlane	360	305
Barbara Yvonne Holm (from 12th April 2013)	172	0
Poul Reidar Mohr (Until 12th April 2013)	68	221
Total	**1,680**	**1,518**

No member of the Board of Directors holds share options or warrants in the Company.

The Group has not granted any loans, issued any guarantees or undertaken any pension or other commitments to any member of the Board of Directors.

No agreements regarding extraordinary bonus schemes, severance payments or other agreements regarding remuneration and benefits have been concluded between the Company and members of the Board of Directors.

Table 19: Remuneration to the Management for the financial year 2012

Management	Position	Remuneration 2012 (DKK'000)	Thereof bonus (DKK'000)
Ben Arabo	CEO	2,765	900
Mourits Joensen	CFO	1,213	162
Nigel Thorpe	Business Development Director	2,243[2]	512[2]
Wayne J Kirk	Technical Director	2,172[2]	496[2]
Jonny Hesthammer[1]	Managing Director Norway	262	0
Total		**8,655**	**2,070**

1) Jonny Hesthammer joined Atlantic Petroleum 1st December 2012

2) GBP/DKK 9.18

The CEO has a six-month termination notice towards the Company and the Company has a twelve-month termination notice towards the CEO.

The CFO Mourits Joensen has a one-month termination notice towards the Company and the Company has a four-month termination notice towards the CFO.

The Business Development Director Mr Nigel Thorpe has a six-month termination notice towards the Group and the Group has a twelve-month termination notice towards the Business Development Director.

The Technical Director Mr. Wayne John Kirk has a six-month termination notice towards the Group and the Group has a twelve-month termination notice towards the Technical Director.

The Managing Director of Atlantic Petroleum Norway Mr. Jonny Hesthammer has a six-month termination notice towards the Group and the Group has a twelve-month termination notice towards the Managing Director.

CEO, CFO Technical Director, Business Development Director and Managing Director AP Norway will not receive benefits upon termination of employment.

There is no age limitation in the employment contracts with the CEO, CFO, Technical Director, Business Development Director and the Managing Director AP Norge.

The CEO Mr. Ben Arabo has a non-competition clause stating that if he terminates his employment contract, except when the

Company is in breach towards him, or if he is dismissed by the Company because he is in breach towards the Company, he is not allowed for a period of twelve months within the Kingdom of Denmark (Faroe Islands, Denmark and Greenland) directly or indirectly to be employed by and/or have interest in any enterprise which produces or sells the same products which at the market competes with the products produced by and/or sold by the Company.

The CFO Mr. Mourits Joensen has a non-competition clause stating that if he terminates the employment contract, except when the Company is in breach towards him, or if he is dismissed by the Company because he is in breach towards the Company, he is not allowed for a period of twelve months within the Kingdom of Denmark (Faroe Islands, Denmark and Greenland) directly or indirectly to be employed by and/or have interest in any enterprise which produces or sells the same products which at the market competes with the products produced by and/or sold by the Company.

The Business Development Director Mr. Nigel Thorpe has a non-competition clause stating that if he terminates the employment contract, except when the Group is in breach towards him, or if he is dismissed by the Group because he is in breach towards the Group, he is not allowed to directly or indirectly compete with the Group within the geographical area of the United Kingdom Continental Shelf for a period of twelve months.

Technical Director Mr. Wayne John Kirk has a non-competition clause stating that if he terminates the employment contract, except when the Group is in breach towards him, or if he is dismissed by the Group because he is in breach towards the Group, he is not allowed to directly or indirectly compete with the Group within the geographical area of the United Kingdom Continental Shelf for a period of twelve months.

The Managing Director of Atlantic Petroleum Norway Mr. Jonny Hesthammer has a non-competition clause for a period of 12 months (without compensation pay) in the case of termination by the Company and a period of 6 months (with compensation pay) in the case of termination by Mr. Jonny Hesthammer which prevent him from competing with Atlantic Petroleum Norway during this period.

The members of the Management are part of the Group's performance incentive scheme; see "Incentive Scheme" below.

Except as stated above, no agreements have been signed regarding extraordinary bonus schemes, severance payments or other agreements regarding remuneration and benefits between the Group and the Management.

Provisions

The Group has not made any provisions for or saved up any funds in respect of pensions, retirement, severance payments or similar obligations, except from a defined contribution pension scheme established by Atlantic Petroleum Norway which sets out an obligation to contribute 5% of each employee's salary between 1 and 6G, and 8% of each employee`s salary between 6 and 12G (12G is currently NOK 1,022,940). The scheme more than fulfils the minimum requirements set out in Norwegian mandatory law.

Incentive schemes

General guidelines for the Company's incentive payment to the Board of Directors and the Management Board have been made. The general guidelines are adopted at the Company's General Meeting.

Annual performance bonus

Senior executives will participate in an annual bonus arrangement which focuses on the delivery of the short-term business/strategic objectives across the following key areas:

- exploration/production targets;
- operational milestones;
- financial management and performance; and
- personal objectives

In addition to ensure affordability of any bonus, a pre-determined level of EBITDAX must be achieved before any funding is made available. These targets will be set by the Remuneration Committee each year.

The maximum bonus opportunity for key executives will be set at a rate competitive to the market – however, maximum bonus pay-out will only be earned by executives for achieving exceptional levels of performance. Mr. Ben Arabo's maximum cash bonus equals 100% of his base salary.

The structure of any bonuses paid to the CEO and other key executives will be as follows:

- any bonus of up to 25% of salary will be payable immediately in cash;
- 50% of the balance of any bonus earned above 25% of salary must be deferred in shares which will vest at the end of a two year holding period. An individual may also elect to further defer up to an additional 25% of salary, from the remaining cash element of the bonus into Company shares; and
- deferred shares which vest will be matched on a one for one basis provided that the Company's share price has not fallen over the two year holding period and there is continuity of employment.

For all other employees any bonus earned will be paid in cash or shares at the discretion of the Remuneration Committee.

Long term incentive plans

The Remuneration Committee believes that a key component of the remuneration package is the provision of equity.

Equity awards to senior executives through the Long-Term Incentive Plan (LTIP) to ensure that:

- key executives become meaningful shareholders of the Company and share in its success;
- it aligns the interests of shareholders and those of executives;
- it develops a culture which encourages strong corporate performance both on an absolute and relative basis; and
- total remuneration levels are highly attractive and competitive against the market.

Share based payments

Nil-cost options over ordinary shares in the Company have been granted to members of Management and senior staff under the Atlantic Petroleum Long Term Incentive Plan (LTIP).

The options are capable of vesting after a three year period subject to continued employment and meeting stretching corporate performance conditions.

Corporate performance conditions:

Comparative Total Shareholder Return (TSR): The Group's comparative TSR is compared to a comparator group of 24 quoted oil and gas exploration and production companies and;

25% of the option will vest for median performance against the comparator group;

100% of the option will vest for upper quartile performance against the comparator group; and

The option will vest on a straight-line basis for TSR performance between these levels.

Share price multiplier:

The vesting level achieved under the comparative TSR element can be multiplied upwards if the Group achieves absolute share price growth of more than 15% p.a. over the three year performance period. A maximum multiplier of three times can be achieved for 45% p.a. absolute share price growth and awards vest on a straight line basis between these share price performance levels.

Table 20: Options granted to members of Management are as follows:

	Total Outstanding	**Awarded**	
		2013	**2012**
Ben Arabo, CEO	14,720	5,871	8,849
Mourits Joensen, CFO	1,586	525	1,061
Nigel Thorpe, Business Development Director	8,086	3,365	4,721
Wayne Kirk, Technical Director	7,047	2,326	4,721
Jonny Hesthammer, Managing Director Norway	3,528	3,528	0
Total Management	**33,765**	**15,615**	**19,352**
Board of Directors	0	0	0
Other employees	9,191	6,191	3,000
Total	**44,156**	**21,806**	**22,352**

The options are capable of vesting after a three year period subject to continued employment and meeting stretching corporate performance conditions.

For the CEO, Ben Arabo, the options granted in 2013 were equal to 67% of the annual base salary and the options granted in 2012 were equal to 100% of the annual base salary.

The option was calculated by reference to a price of DKK 171.2 per share, being the three month average closing share price of the Company's shares to 25th April 2013 on NASDAQ OMX Copenhagen. The option in 2012 was calculated by references to a price of DKK 169.5 per share, being the closing share price of the Company's shares the 23rd March 2012 on the NASDAQ OMX Copenhagen. The number of shares shown above represents the figure that may be acquired by the participants, if the Group's TSR is in the upper quartile TSR of its comparator group.

Where the Company's absolute share price growth is 45% p.a. or more over the performance period, the participants would be entitled to exercise their option in respect of three times as many shares as stated above.

All employee share plan
In addition, the Remuneration Committee will oversee the operation of an all employee share plan in which all employees of the Group can participate in order to:

- encourage a focus on longer-term performance and alignment of interests with shareholders;
- encourage individual share ownership for all employees; and
- allow the cost-effective delivery of annual bonuses.

Shareholding guidelines
The Remuneration Committee has established formal shareholding guidelines that will encourage the CEO and other participants of long-term incentive plan to retain no less than 50% of the net of tax value of awards vesting under the Group's annual bonus and long-term incentive arrangements, until such time as they have achieved a holding worth 100% of salary in the case of the CEO and 50% of salary for other participants. Adherence to these guidelines is a condition of continued participation in the long-term incentive arrangements. This policy ensures that the interests of executives and those of shareholders are closely aligned.

These policies were implemented in 2012 with the exception of the all Employee Share Plan which is planned for implementation in 2014.

16. Board practices

PRACTICES OF THE BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility for the Group and the supervision of the Management. The Articles of Association stipulate that the Group's Board of Directors has five members. The Group's ordinary General Meeting elects the Board of Directors, and the members are elected for one year at the time. Re-election is allowed.

The Board of Directors constitutes itself, and it appoints the Management consisting of one or several members to manage the day-to-day business of the Group.

General guidelines for the Group's incentive payment to the Board of Directors and the Management have been made. The general guidelines are adopted at the Group's General Meeting and published on the website of the Group.

The Board of Directors holds meetings when the chairman finds it necessary, or when one of the other board members or a Managing Director so wishes. In order to form a quorum at least three board members must be present at the meeting. All decisions are made by simple majority of votes. If the votes are even, the vote of the chairman determines the outcome. The Group is bound by the signature of two board members together, by one board member together with one Managing Director, or by the whole Board of Directors. Minutes of the board meetings are kept and are signed by all participants. The board has authority to give power of attorney.

The Board of Directors has established a Remuneration Committee and an Audit Committee.

COMMITTEES

Audit Committee

The Board of Directors has established an Audit Committee which is expected to meet at least once a year. The Audit Committee is responsible for reviewing the annual and interim financial statements and the Group's accounting policies and financial controls and for ensuring that the asset management is controlled satisfactorily as compared with the Group's needs, including without limitation that the Group's accounting policies and financial controls are adequate. The Audit Committee consists of the five Board of Directors members with David Archibald MacFarlane being chairman.

Remuneration Committee

The Board of Directors has established a Remuneration Committee which is expected to meet at least once a year. The Remuneration Committee shall make recommendations to the Board of Directors on the remuneration and incentive and compensation arrangements for the Board of Directors and the Management. The Remuneration Committee consists of the five Board of Directors members with David Archibald MacFarlane being chairman.

CORPORATE GOVERNANCE

As a Faroese registered company listed on NASDAQ OMX Copenhagen, and NASDAQ OMX Iceland and with an application to be listed on Oslo Børs, Atlantic Petroleum is obliged to comply with Faroese, Danish, Icelandic and Norwegian securities law and stock exchange rules. The stock exchange rules require listed companies to take a position on corporate governance recommendations on a "comply or explain" basis. As a dual listed company, Atlantic Petroleum has chosen to base the corporate governance policy on the highest standard and thus follows both the recommendations on NASDAQ OMX Copenhagen, NASDAQ OMX Iceland and Oslo Børs, with the exemptions summarised below:

Openness and transparency

Disclosure of information to the market

Because of the Group's international operations, all information is published in English and where required in Faroese.

Composition and organisation of the Board of Directors

Members elected by the employees

The Group does not have employee-elected Board of Directors members due to the limited number of fulltime employees.

Board committees

Due to the limited size of the Group, it has been decided not to establish a nomination committee.

17. Employees

Atlantic Petroleum is a small network organisation with a team of 30 full-time employees. The organisation comprises relevant core competencies e.g. geological, geophysical and reservoir engineering expertise as well as commercial insight, which are considered key success factors in the oil and gas industry. In addition, Atlantic Petroleum uses external advisers and has collaborations and long standing relationships with trusted technical consultants and advisors. This expertise, associated with access to seismic and geological data which are critical for the Group's understanding of petroleum systems, is fundamental to the business and also substantiates any evaluation of new opportunities. The Group has been focused on being cost effective. Hiring of staff has been managed and planned according to a 'fit to purpose' manner as the Group and its asset base has grown.

The table below shows the development in number of full-time equivalents over the last three years.

Table 21: Number of full-time equivalents, end of period

	2010	2011	2012	As at the Prospectus Date
Total	8	11	16	30

The Group's remuneration policy is described in Part I, section 15 "Remuneration and benefits – incentive scheme".

The average age of the Group's employees is 44. As at the Prospectus Date the Group employs 36.7% women and 63.3% men. 23 of the employees hold M.Sc. degrees (20 in geoscience & engineering and 3 in finance & administration) of these, 9 hold a Ph.D. degree.

18. Major shareholders

At the Prospectus Date, the Company has recorded approximately 8,500 Shareholders in its register of shareholders, representing more than 30 countries.

The Company has only one share class, and all Shares carry the same voting rights.

The only Shareholder holding 5% or more of the Company's share capital and/or voting rights is:

- P/F TF Íløgur, directly and indirectly holds 7.87% of the shares at the Prospectus date.

The direct holding of TF Íløgur P/F comprises 87,000 shares equal to 3.31% of the share capital. Further, TF Íløgur P/F indirectly holds 119,630 shares equal to 4.55% of the share capital through the 70% owned subsidiary P/F Eik Banki.

The Company is not aware of any shareholder agreements or similar having been entered into in respect of the Shares.

The Company is not aware of any agreements that could later result in any parties taking over the control of the Company.

19. Related party transactions

The related parties of Atlantic Petroleum comprise the members of the Board of Directors and Management as well as the subsidiaries and members of their board of directors' and managements.

The major shareholder P/F Eik Banki has provided loans to the Group totalling DKK 78MM as of 30th September 2013. See Part I, section 22 "Material contracts" for a description of the loans. The Company's CEO serves on the Board of Directors of P/F Eik Banki.

In the facility with P/F Eik Banki described above, the Company has offered the following security to the lender in connection with the loan agreement:

(i) shares in Atlantic Petroleum UK Limited
(ii) receivables from Atlantic Petroleum UK Limited

- The Company has provided a parent guarantee to fulfil all obligations of the wholly owned subsidiary of Atlantic Petroleum UK Limited, Atlantic Petroleum (Ireland) Ltd, in connection with the sale and purchase agreement with ExxonMobil Exploration and Production Ireland (Offshore) Ltd and the related Joint Operating Agreement regarding Irish Continental Shelf Petroleum Exploration Licence No. 3/04 (Frontier) relating to Blocks 44/18, 44/23, 44/24, 44/29 and 44/30.
- The Company has provided a parent guarantee to fulfil all obligations of its wholly owned subsidiary Atlantic Petroleum UK Limited in connection with the share purchase agreement with the vendors of the entire issued share capital of Volantis Exploration Limited.
- The Company has provided a parent guarantee to fulfil all obligations of the wholly owned subsidiary of Atlantic Petroleum UK Limited, Volantis Exploration Limited, in connection with the sale and purchase agreement with Iona Energy Company (UK) Ltd regarding UK licence P1606, block 3/3b and P1607, block 3/8d.
- The Company has provided guarantees on behalf of Atlantic Petroleum Norge AS to the Norwegian government for liabilities relating to its exploration and appraisal activities.
- The Company has provided guarantees on behalf of Atlantic Petroleum Norge AS to DNB Bank ASA, the lender of the bank credit facility established in March 2013 to finance the Company's growth plans in Norway.
- The Company has provided a parent guarantee to fulfil all obligations of Atlantic Petroleum UK Limited in connection with the farm-in agreement with Summit Petroleum Ltd regarding UK Licence P1556, block 29/1c.
- The Company has provided a parent guarantee to fulfil all obligations of Atlantic Petroleum UK Limited in connection with the farm-in agreement with Summit Petroleum Ltd regarding UK Licence P1610, block 13/23a.
- The Company has provided a parent guarantee to fulfil all obligations of Atlantic Petroleum UK Limited in connection with the purchase of assets from Premier Oil.
- The Company has provided a parent guarantee to the UK Department for Energy and Climate Change in connection with Atlantic Petroleum UK Limited's assets in the UK Continental Shelf, whereas:
  (i) the Company will always provide necessary financing to enable Atlantic Petroleum UK Limited to fulfil its obligations in the UK area;
  (ii) the Company will not alter Atlantic Petroleum UK Limited's legal rights so that this company cannot fulfil its obligations; and
  (iii) the Company will undertake Atlantic Petroleum UK Limited financial obligations if the company fails to do so.

None of the guarantees are capped with regards to potential liability.

Other than as set out above, no related-party transactions have been undertaken within the past three years.

In 2013 a payment of GBP 500,000 was made to the former owners of Volantis Exploration Limited following the signing of the Pegasus well AFE according to the Volantis Exploration Limited acquisition SPA. One of the former owners is Mr. Nigel Thorpe who is now Business Development Director of Atlantic Petroleum UK Limited.

20. Financial information concerning the Group's assets and liabilities, financial position and profits and losses

HISTORICAL FINANCIAL INFORMATION ETC.

See Part II, "Financial Information".

DIVIDEND POLICY

Pursuant to applicable law, general meetings may resolve distribution of ordinary and extraordinary dividends. The Offer Shares shall carry the same rights as the Existing Shares to any dividends declared from the date the Offer Shares are registered with the Faroese Company Registration Authority.

The Company has to date not declared or paid any dividends, the Company currently intends to retain all available financial resources and any earnings generated by the operations for use in the business and the Company does not anticipate paying any dividends in the foreseeable future. The payment of any dividends in the future will depend on a number of factors, including future earnings, capital requirements, financial condition and future prospects, applicable restrictions on the payment of dividends under Danish, Icelandic, Norwegian and Faroese law and other factors that the Board of Directors may consider relevant.

The Company's dividends, if declared, will be paid in DKK to the shareholders' accounts set up through VP Securities and Verdipapirsentralen, VPS. No restrictions on dividends or special procedures apply to holders of the Share who are not residents of Denmark, Iceland, Norway or Faroe Islands. For holders of Shares registered in VPS, the procedure for receipt of dividend is set out in Part III, section 4, "Information concerning the securities to be offered, VPS-Norway".

Claims on dividends are time-barred under the general rules of Faroese law, i.e. dividend that has not been claimed according to Faroese law shall accrue to the Company.

See Part III, section 4, "Information concerning the securities to be offered - Taxation" for a summary of certain tax consequences in respect of dividends or distributions to holders of Offer Shares.

LEGAL AND ARBITRATION PROCEEDINGS

The Group is not aware of any pending or threatened litigation or disputed claims, arbitration, government or regulatory cases which have had or which, in the opinion of the Group, may reasonably be expected to have a material impact on the Group's financial position or results of operations.

SIGNIFICANT CHANGES IN THE GROUP'S FINANCIAL OR TRADING POSITION

On 22nd November 2013, the Company announced that production from Chestnut has been temporarily suspended as a precautionary measure in response to an issue with the mooring system on the Sevan Hummingbird FPSO. One of the twelve mooring lines on the FPSO lost tension and production has been suspended whilst the cause is being investigated.

Other than stated above, no significant changes have occurred in the Group's financial and trading position since 30th September 2013.

21. Additional information

The following is a summary of certain information concerning the Company's share capital and a summary description of certain provisions in the Company's Articles of Association.

SHARE CAPITAL

Issued share capital

Atlantic Petroleum was founded with a share capital of DKK 25,500,000. Since the foundation the Company has issued share capital in 6 rounds, and the current share capital has a nominal value of DKK 262,670,300 and is held by approximately 8,500 shareholders. The total number of shares is 2,626,703 each with a nominal value of DKK 100. All issued share capital is fully paid up. The development of the share capital since establishment is shown in the following table.

Table 22: Movements in the Company's share capital (prior to the Offering)

Date of registration[1)]	Transaction	Change in share capital (DKK Nominal Value)	Price per share of nominal DKK 100	Share capital following change (DKK nominal value)
19th February 1998	Foundation (private placement)			25,500,00
9th September 1998	Shares issued without pre-emptive rights	3,340,000	100	28,840,000
20th December 1999	Shares issued without pre-emptive rights	17,410,000	105	46,250,000
20th January 2005	Shares issued with pre-emptive rights	27,747,800	265	73,997,800
19th July 2006	Shares issued with pre-emptive rights	22,075,200	550	96,073,000
28th September 2006	Shares issued without pre-emptive rights	16,500,000	550	112,573,000
3rd November 2009	Shares issued with pre-emptive rights	150,097,300	125	262,670,300

1) At the Faroese Company Registration Authority

Share characteristics

The Company's share capital consists of shares of DKK 100 or multiples hereof with a total nominal value of DKK 262,670,300. The Company's shares are issued and registered electronically at VP Securities (VP Securities A/S, Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S, Denmark) under the name of the respective shareholder or nominee. However, a limited number of shares – 264 shares in different nominal amounts, corresponding to 6,785 Shares with a nominal value of DKK 100 each or 0.25% of the share capital – have not been dematerialised yet and are therefore still in paper form. If any relevant shares have not been registered electronically following a period of three years from the date the Company invited the shareholders to have their shares converted (17th October 2005), the Board of Directors may, through an advertisement inserted in the Faroese Official Gazette, invite the holders of such shares to have their shares registered within a further period of six months. After the expiration of this further period, the Board of Directors may sell any shares not registered for the account of the shareholder in question, all according to Article 63 in the Faroese Companies Act.

The Offer Shares will be delivered in book-entry form (as depository rights) through allocation to accounts in VPS.

Authorisation to the Board of Directors to increase the share capital

To secure the Company's flexibility in case of further acquisitions or developments, the Articles of Association include an authorisation of the Board of Directors until the 11th April 2018, in one or several rounds, to increase the Company's capital with up to nominal DKK 300,000,000 according to Clause 3, sub-clause 1 and 2 in the Articles of Association. Subscription of new share capital shall be made with pre-emptive rights of subscription for existing shareholders.

The increase of the share capital can be made by subscription in cash or fully or partially be made by subscription in other values than cash, including:

- that the Company, in connection with the increase of share capital against consideration in shares, takes over other existing enterprise, activity or Company or shares in another company; or
- that the Company, in connection with the increase of share capital without consideration in shares, accepts such other values.

Payment of increase in the share capital can further fully or partially be made by way of conversion of the company's debt to share capital.

The new share capital will have the same rights in the Company as the existing share capital.

Furthermore, the Board of Directors is authorised until the 11th April 2018, in one or several rounds, to increase the Company's capital with up to nominal DKK 300,000,000 according to Clause 3A, sub-clause 1 and 2 in the Articles of Association. Subscription of new share capital shall be made without pre-emptive rights of subscription for existing shareholders.

The increase of the share capital can be made by subscription in cash or fully or partially be made in other values than cash, including:

- that the Company, in connection with the increase of share capital against consideration in shares, takes over other existing enterprise, activity or company or shares in another company; or
- that the Company, in connection with the increase of share capital without consideration in shares, accepts such other values.

Payment of increase in the share capital can further fully or partially be made by way of conversion of the company's debt to share capital.

The new share capital will have the same rights in the Company as the existing share capital.

Stock options and warrants
See Part I, section 15 "Remuneration and benefits".

Shareholder agreements
The Company is not aware of any shareholder agreements relating to the Company or Shares in the Company.

Treasury shares
On the General Meeting of the Company held on 12th April 2013 the Board of Directors in the period from 12th April 2013 to 11th March 2018 authorized to acquire treasury shares up to a maximum of 10% of the nominal value of the Company's shares and at a price which can not deviate more than 10% from the share price on NASDAQ OMX in Copenhagen at the time of the deal. At the Prospectus Date, Atlantic Petroleum does not hold any shares in treasury.

MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

The Company's Articles of Association of 12th April 2013 are included in "Annex 1" to this Prospectus.

Certain provisions of the Company's Articles of Association and memorandum of association are set out below.

Object
According to Clause 1 of the Company's Articles of Association, the objective of the Company is to run business in the field of hydrocarbon production and other related business.

Provisions concerning members of the Company's Board of Directors and Management
The Company's Board of Directors has five members. The Company's ordinary General Meeting elects the Board of Directors, and the members are elected for one year at the time. Re-election is allowed. The Board Members up for election at the Annual General Meeting 2013 at that time and forwards will be elected for 1 year at the time and the Board Members up for election at the Annual General Meeting 2014 at that time and forward, will be elected for 1 year at the time.

The Board of Directors constitutes itself, and it appoints a Management board consisting of one or several members to manage the day-to-day business of the Company.

Members of the Board will receive remuneration for their work at the Board.

General guidelines for the Company's incentive payment to the Board of Directors and the Management board have been made. The general guidelines are adopted at the Company's General Meeting and published on the website of the Company.

The Board of Directors holds meetings when the chairman finds it necessary, or when one of the other board members or a Managing Director so wishes. In order to form a quorum at least three board members must be present at the meeting. All decisions are made by simple majority of votes. If the votes are even, the vote of the chairman determines the outcome. The Company is bound by the signature of two board members together, by one board member together with one Managing Director, or by the whole Board of Directors. Minutes of the board meetings are kept and are signed by all participants. The board has authority to give power of attorney.

Rights and restrictions attaching to Shares
No shares have special rights. The shares shall be made out to a named holder and are negotiable. The shareholders are not obliged to redeem their shares except as follows from section 70 of the Faroese Companies Act.

Notice convening annual and extraordinary general meetings
At the earliest 30 days and at the latest 21 days before the general meeting, the Board of Directors gives notice of the general meeting, with specification of time, place and agenda, by writing to each shareholder at the most recent address registered in the share register, or by announcement in a public Faroese announcement paper.

The Company´s general meetings are to be held at the Company´s domicile in the municipality of Tórshavn, Faroe Islands, in the municipality of Copenhagen, Denmark, or in London, England.

A shareholder's right to attend the General Meeting and to vote will be in proportion to the number of shares he/she holds on the registration date. The registration date is 1 week prior to the General Meeting. A shareholder can give another person written authority to attend the General Meeting, and vote by proxy. The press can also attend the General Meeting.

A shareholder, a shareholder's proxy, and the press have a right to attend the General Meeting if they at the latest three days prior to the General Meeting have notified the Company hereof.

Decisions at the General Meeting and changes to the rights attaching to the Shares
Resolutions regarding any amendment to the Articles of Association, including changes to the rights attaching to the Shares, which pursuant to law cannot be made by the Board of Directors shall be passed only if adopted by not less than two-thirds of the votes cast and by not less than two-thirds of the share capital represented at the General Meeting and entitled to vote, always provided that such amendments are not subject to more stringent statutory provisions. As to other majority requirements than simple majority, these are stipulated in sections 106 and 107 in the Companies Act.

Provisions in the Articles of Association which may entail postponement of a change of control of the Company
The Board of Directors has until 11th April 2018 authority to increase the share capital of the Company. Further, according to the Articles of Association, shareholders are not entitled to attend or vote at General Meetings, unless the shareholder in question is recorded in the Company's register of shareholders on or before the record date, which is one week before the General Meeting, or the Company or registrar on the record date has received such shareholder's notification of ownership for entry in the register of shareholders.

Apart from this, the Articles of Association do not contain any provisions which could delay, postpone or prevent control.

NOTIFICATION OF SHAREHOLDINGS IN THE COMPANY
Under Faroese and Danish law, the Company's shareholders are required to notify the Company and the stock exchanges on which the Company's shares are listed for trading and the Danish Financial Supervisory Authority as soon as 1) the shareholder's stake represents at least 5% of the voting rights in the Company or the nominal value accounts for at least 5% of the share capital or 2) when a change of holding already noticed entails that limits of 5, 10, 15, 20, 25, 50, 90 and 100% intervals and the limits of one-third or two-thirds of the share capital's voting rights or nominal value are reached or are no longer reached or the change entails that the thresholds in 1) are no longer reached.

In addition under Icelandic law, the Company's Shareholders are required immediately to notify the Company and the Icelandic Financial Supervisory Authority when the shareholders' voting rights in the Company, as a result of an acquisition or disposal reaches, exceeds or falls below 5, 10, 15, 20, 25, 30, 35, 40, 50, 66 $^{2/3}$ or 90%. Following receipt of notification, the Company shall, as soon as practically possible and not later than at noon on the first following trading day, make public the information included in the notification.

The notification shall provide information about the full name, address or, in the case of undertakings, registered office, the number of shares and their nominal value and share classes as well as information about the basis on which the calculation of the holdings has been made. Failure to comply with the notification requirements is punishable by a fine. In addition, notifications made in accordance with Icelandic law, shall be sent in a verifiable manner and shall include information about, inter alia, the date on which the notification requirement arose, the chain of controlled undertakings through which voting rights are effectively held and the number of voting rights held.

When the Company has received a notification, it must publish the content of such notification as soon as possible.

22. Material contracts

The Group has entered into two financing facilities.

Facility with P/F Eik Banki

The Company, being the ultimate parent of the Group, has entered into a 5 year serial loan facility of which four instalments remain with P/F Eik Banki. The next upcoming instalment will amount to DKK 19.5MM and will be disbursed in December 2013. The current balance prior to the December 2013 instalment is DKK 78MM.

In the facility with P/F Eik Banki described above, the Company has offered the following security to the lender in connection with the loan agreement:

(i) shares in Atlantic Petroleum UK Limited;
(ii) receivables from Atlantic Petroleum UK Limited;
(iii) charge over proceeds from insurance coverage.

Further, a negative pledge, and has undertaken that investments in new ventures shall be endorsed by the lender.

Facility with DNB Bank ASA

The Company's wholly owned subsidiary, Atlantic Petroleum Norge AS has entered into a 3 year exploration finance facility with DNB Bank ASA for a maximum amount of NOK 300MM. The current draw-down of the facility is NOK 29.5MM. The 3 year facility is put in place to finance Atlantic Petroleum's planned Norwegian exploration and appraisal programme. Under the terms of the credit facility, approximately 74% of all the Company's exploration, appraisal and supporting expenditure in Norway will be covered by the facility, thereby substantially increasing the Company's available capital for investment in Norwegian activities. The finance facility is subject to a restriction amounting to 95% of the tax loss pertaining to exploration activity on the Norwegian Continental Shelf and which will be reimbursed by the Norwegian Government in December the following year.

Guarantees

In conjunction with its business activity and debt facilities with P/F Eik Banki and DNB Bank ASA the Company and its subsidiaries have issued the following guarantees and parent guarantees:

- The Company has provided a parent guarantee to fulfil all obligations of the wholly owned subsidiary of Atlantic Petroleum UK Limited, Atlantic Petroleum (Ireland) Ltd, in connection with the sale and purchase agreement with ExxonMobil Exploration and Production Ireland (Offshore) Ltd and the related Joint Operating Agreement regarding Irish Continental Shelf Petroleum Exploration Licence No. 3/04 (Frontier) relating to Blocks 44/18, 44/23, 44/24, 44/29 and 44/30.
- The Company has provided a parent guarantee to fulfil all obligations of its wholly owned subsidiary Atlantic Petroleum UK Limited in connection with the share purchase agreement with the vendors of the entire issued share capital of Volantis Exploration Limited.
- The Company has provided a parent guarantee to fulfil all obligations of the wholly owned subsidiary of Atlantic Petroleum UK Limited, Volantis Exploration Limited, in connection with the sale and purchase agreement with Iona Energy Company (UK) Ltd regarding UK licence P1606, block 3/3b and P1607, block 3/8d.
- The Company has provided guarantees on behalf of Atlantic Petroleum Norge AS to the Norwegian government for liabilities relating to its exploration and appraisal activities.
- The Company has provided guarantees on behalf of Atlantic Petroleum Norge AS to DNB Bank ASA, the lender of the bank credit facility established in March 2013 to finance the Company's growth plans in Norway.
- The Company provided a parent guarantee to fulfil all obligations of Atlantic Petroleum UK Ltd has in connection with the farm-in agreement with Summit Petroleum Ltd regarding UK Licence P1556, block 29/1c.
- The Company has provided a parent guarantee to fulfil all obligations of Atlantic Petroleum UK Limited in connection with the farm-in agreement with Summit Petroleum Ltd's regarding UK Licence P1610, block 13/23a.
- The Company has provided a parent guarantee to fulfil all obligations of Atlantic Petroleum UK Limited in connection with the purchase of assets from Premier Oil.
- The Company has provided a parent guarantee to the UK Department for Energy and Climate Change in connection with Atlantic Petroleum UK Limited assets in the UK Continental Shelf, whereas:

  (i) the Company will always provide necessary financing to enable Atlantic Petroleum UK Limited to fulfil its obligations in the UK area;
  (ii) the Company will not alter Atlantic Petroleum UK Limited's legal rights, so that this company cannot fulfil its obligations; and
  (iii) the Company will undertake Atlantic Petroleum UK Limited financial obligations if the company fails to do so.

None of the guarantees are capped with regards to potential liability.

In connection with its business activities the Company or its fully owned subsidiaries have the following contingent considerations:

In addition to the payments to Iona Energy Company Limited for 25% equity in Orlando & Kells, pursuant to the agreement, Atlantic Petroleum has committed to pay:

1. USD 1.25MM upon Kells FDP approval;

2. Staged payments commencing six months after first production from Orlando of USD 1.8MM, USD 1.8MM, USD 1.8MM, USD 0.925MM, and USD 0.925MM made every six months thereafter respectively; and

3. a proportionate share of royalties payable to the previous owner of the Kells field, Fairfield Energy.

23. Third party information and expert statements and declarations of interest

This Prospectus contains market data. This information has been obtained from a variety of sources including company websites and other publicly available information as well as the Group's knowledge of the markets. The Group confirms that information sourced from third parties has been accurately reproduced and that to the best of the Company's knowledge and belief, and so far as can be ascertained from the information published by such third party, no facts have been omitted which would render the information provided inaccurate or misleading. Neither the Group nor the Joint Global Coordinators make any representation as to the accuracy of information provided by third parties. Thus, developments in the Group's activities may deviate from the market developments stated in this Prospectus. The Group does not assume any obligation to update such information. If information has been obtained from third parties, including the summary report from Gaffney, Cline & Associates mentioned below, the Group confirms that such information has been accurately reproduced and to the best of the Group's knowledge and belief, and in so far as can be ascertained from the information published by such third party, no facts have been omitted which would render the information provided inaccurate or misleading.

Market statistics are inherently subject to uncertainty and are not necessarily reflective of actual market conditions. Such statistics are based on market research which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about the types of products and transactions that should be included in the relevant market/market segment definitions.

Atlantic Petroleum's reserves and resources are estimated annually by an independent petroleum reservoir consultancy. The latest report dated 31st August 2013 was prepared by the UK-based consultancy Gaffney, Cline & Associates Limited, Bentley Hall, Blacknest, Alton, Hampshire G U34 4PU, UK. A summary of the report has been incorporated into this Prospectus by reference (see Part I, section 6 "Reserves and resources") with the consent of Gaffney, Cline & Associates.

24. Documents on display

The Group and the subsidiaries annual reports for 2012, 2011 and 2010 and the Group's interim reports for the nine-month periods ended 30th September 2013 and 2012, the Company's memorandum of association and Articles of Association, this Prospectus and the summary of the Competent Persons Report issued by Gaffney, Cline & Associates are available for inspection at the Company's offices at this address:

P/F Atlantic Petroleum
Yviri við Strond 4, 3rd floor
P.O. Box 1228
FO-110 Tórshavn
Faroe Islands

These documents are also available at the Group's website, www.petroleum.fo.

In addition the Company's Articles of Association with an English translation is set out in Annex 1 and the Annual Report 2012 is incorporated by reference (cf. Part II "Financial information") according to section 163 (2) and 156 (2) (1) in the Faroese Companies Act.

25. Disclosure of the Group’s investments

See Part I, section 7 “Organisational structure”.

26. Technical terms and glossary

1P	Reserve estimate where there is at least a 90% probability that the quantities recovered will equal or exceed the estimate.
2D seismic	A vertical section of seismic data consisting of numerous adjacent traces acquired sequentially.
2P	Reserve estimate where there is at least a 50% probability that the quantities recovered will equal or exceed the estimate.
3P	Reserve estimate where there is at least a 10% probability that the quantities recovered will equal or exceed the estimate.
3D seismic	A set of numerous closely-spaced seismic lines that provide a high spatially sampled measure of subsurface reflectivity. In a properly migrated 3D seismic data set, events are placed in their proper vertical and horizontal positions, providing more accurate subsurface maps than can be constructed on the basis of more widely spaced 2D seismic lines, between which significant interpolation might be necessary. In particular, 3D seismic data provide detailed information about fault distribution and subsurface structures. Computer-based interpretation and display of 3D seismic data allow for more thorough analysis than 2D seismic data.
Appraisal well	A well drilled to determine the extent and size of a petroleum deposit that has already been discovered by an exploration well.
Bbl	Barrel(s) which is equivalent to 42 U.S. gallons.
Boe	Barrel of oil equivalent, with gas converted at 1 Boe approximates 6,000 scf; 1 Boe = 1 Bbl.
Bopd	Barrels of oil per day.
CO_2	Carbon dioxide.
D&P	Development and production.
Discovery	A hydrocarbon pool or pools discovered by the same well, and for which testing, sampling or logging has shown it probably contains mobile hydrocarbons. The definition covers both commercial and technical discoveries. The discovery generally receives status of a field, or becomes part of an existing field when a Plan for Development and Operation (PDO) is approved by the authorities.
Dutch Continental Shelf	The part of the continental margin which is between the shoreline and the shelf break or, where there is no noticeable slope, between the shoreline and the point where the water depth is approximately 200 metres surrounding the Netherlands.
E&A	Exploration and appraisal.
E&P	Exploration and production.
Early Cretaceous Wealden Sandstone	A reservoir bearing stratigraphic interval in the Celtic Sea and other areas in North West Europe.
Farm-in	To acquire.
Farm-out	To dispose.

Faroese Continental Shelf	The part of the continental margin which is between the shoreline and the shelf break or, where there is no noticeable slope, between the shoreline and the point where the water depth is approximately 200 metres surrounding Faroe Islands.
FPSO	Floating production storage and offloading vessel.
Hydrocarbons	Compounds containing only the elements hydrogen and carbon. They may exist as solids, liquids or gases.
H_2S	Hydrogen sulphide.
Irish Continental Shelf	The part of the continental margin which is between the shoreline and the shelf break or, where there is no noticeable slope, between the shoreline and the point where the water depth is approximately 200 metres surrounding Ireland.
JOA	A contract between two or more parties to a licence establishing and setting out the terms of a co-operation between them, under which petroleum exploration, development and production operations will be conducted.
Lead	A potential structure that requires further geophysical or geological understanding before being considered a drillable prospect.
MMscfpd	Million standard cubic feet per day.
MMBbls	Million barrel of oil.
MMBoe	Million barrel of oil equivalent.
Norwegian Continental Shelf	The part of the continental margin which is between the shoreline and the shelf break or, where there is no noticeable slope, between the shoreline and the point where the water depth is approximately 200 metres surrounding Norway.
Prospect	An undrilled possible hydrocarbon trap with a mapped, delimited volume of potential reservoir rock and potential for migration from a source rock.
Scf	Standard cubic feet, measured at 14.7 pounds per square inch and 60 degrees Fahrenheit.
Seismic	Waves of elastic energy, such as that transmitted by P-waves and S-waves, in the frequency range of approximately 1 to 100 Hz.
Spud	To start drilling a well (taken as the time when the drill bit first makes contact with the seabed).
STOOIP	Stock tank oil originally in place.
UK Continental Shelf	The part of the continental margin which is between the shoreline and the shelf break or, where there is no noticeable slope, between the shoreline and the point where the water depth is approximately 200 metres surrounding the UK.

27. Definitions

Application Form	Application form to be used to apply for Offer Shares in the Retail Offering, attached to this Prospectus as Annex 2.
Application Period	The offer period for the Retail Offering.
Application Offices	ABG Sundal Collier Norge ASA Munkedamsveien 45E P.O. Box 1444 Vika N-0115 Oslo, Norway Tel: +47 22 01 60 00 Fax: +47 22 01 60 62 Carnegie AS Grundingen 2, 5th floor P.O. Box 684 Sentrum NO-0106 Oslo, Norway Tel: +47 22 00 93 00 Fax: +47 22 00 94 60
Articles of Association	The current articles of association of P/F Atlantic Petroleum dated 12th April 2013.
Atlantic Petroleum	P/F Atlantic Petroleum, reg. no. P/F 2695, including its wholly owned subsidiaries Atlantic Petroleum UK Limited, Atlantic Petroleum Norge AS and indirectly owned subsidiaries Atlantic Petroleum (Ireland) Limited, Volantis Exploration Limited and Volantis Netherlands B.V.
Board of Directors	The Board of Directors P/F Atlantic Petroleum consisting of Birgir Durhuus, Jan Edin Evensen, Diana Leo, David Archibald MacFarlane and Barbara Yvonne Holm.
Bookbuilding Period	The offer period for the Institutional Offering.
Business Day	A day on which banks are open for business in Denmark, Norway and Faroe Islands.
Company	P/F Atlantic Petroleum, reg. no. P/F 2695.
DCENR	UK Department of Communications, Energy and Natural Resources.
DECC	UK Department of Business, Enterprise & Regulatory Reform.
Depository Receipts	Depository receipts registered in the VPS evidencing beneficial entitlement to the underlying shares registered in VP Securities and held in trust by the Norwegian Registrar on behalf of the holders.
DKK or Danish kroner	The official currency of Denmark.
EBITDAX	Earnings before interest, taxes, depreciation, amotisation and exploration.
EEA	European Economic Area.
Euro or EUR	The single currency of the member states participating in the third stage of the European Economic and Monetary Union pursuant to the Treaty Establishing the European Community as amended from time to time.
Existing Shares	2,626,703 Shares with a nominal value of DKK 100 each or multiples hereof before the Offering.
Faroese Company Accounts Act	Decree no. 1355 of 9th December 2007 on effecting for Faroe Islands the Act on Accounting as changed by Act no. 18 from 8th May 2008.
Faroese Companies Act	Faroese Parliamentary Companies Act no. 73 from 31st May 2011.

Faroese Securities Trading Act	Decree no. 986 of 11th August 2010 enacting the Act on Securities Trading etc.
GBP or Sterling Pounds	The official currency of United Kingdom.
Group	Atlantic Petroleum and its subsidiaries.
Joint Global Coordinators	ABG Sundal Collier Norge ASA and Carnegie AS.
Indicative Price Range	A non-binding indicative price range for the Offering of NOK 140 - NOK 160 (DKK 127 – DKK 145) has been set by the Board of Directors after consultation with the Joint Global Coordinators.
Institutional Offering	Offer Shares being offered to (a) institutional and professional investors in Denmark, Norway and Faroe Islands and to (b) institutional investors outside Denmark, Norway and Faroe Islands, subject to applicable exemptions from the prospectus requirements with a lower limit per application and allocation of NOK 1,000,000.
Listing	The actual listing of the Offer Shares at Oslo Børs, or alternatively Oslo Axess (a regulated market place wholly owned and operated by Oslo Børs) for the situation that Atlantic Petroleum through the Offering should not satisfy the minimum requirement of 200 shareholders registered in the VPS for listing on Oslo Børs. In this Prospectus, any reference to Oslo Børs should accordingly also be read as a reference to Oslo Axess.
Major Shareholder	P/F TF Iløgur.
Management	CEO Ben Arabo, CFO Mourits Joensen, Business Development Director Mr Nigel Thorpe, Technical Director Mr Wayne John Kirk and Managing Director Norway Jonny Hesthammer.
MM	Million.
NASDAQ OMX Copenhagen	NASDAQ OMX Copenhagen A/S, CVR no. 19042677.
NASDAQ OMX Iceland	NASDAQ OMX Iceland hf.
New Shares	Issuance of up to 1,575,000 new shares with a nominal value of DKK 100 each.
NOK or Norwegian Kroner	The official currency of Norway.
Norwegian Registrar	DNB Bank ASA, Registrars department acting as custodian for the VPS Registered Shares on behalf of the holders of Depository Receipts.
Offer Price	The final offer price for the Offer Shares in the Offering. The Offer Price may be set above or below the Indicative Price Range.
Offer Shares	New Shares together with any Overallotment Shares.
Offering	Offering of the Offer Shares.
OPOL	Offshore Pollution Liability Association Limited.
Order	The UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended.

Oslo Børs	Oslo Børs or Oslo Axess, as applicable, both fully regulated market places which are owned and operated by Oslo Børs ASA.
Overallotment Shares	The additional Shares sold pursuant to the overallotment facility by the Stabilisation Manager of up to 15% of the number of New Shares offered in the Offering.
PAD	Petroleum Affairs Division.
Placing Agreement	An agreement between the Company and the Joint Global Coordinators regarding placement of the Offer Shares.
Prospectus	This prospectus dated 26th November drawn up and published by the Company in compliance with the prospectus regulation, Commission Regulation 809/2004.
Prospectus Date	The date of this Prospectus.
PRT	Petroleum revenue tax.
Public Offering	Public offering to private and institutional investors in Denmark, Norway and Faroe Islands.
Registrar Agreement	Agreement on registration of the Offer Shares. See Appendix 4.
Relevant Member State	Each Member State of the European Economic Area which has implemented the EU Prospectus Directive.
Relevant Persons	Persons in the UK that are (i) investment professionals falling within Article 19(5) of the Order or (ii) high net worth entities, and other persons to whom the Prospectus may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order.
Retail Offering	Offer Shares being offered to the public in Denmark, Norway and Faroe Islands subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 999,999 for each investor.
Shareholders	The shareholders of P/F Atlantic Petroleum.
Shares	Shares in P/F Atlantic Petroleum, including the Offered Shares. The shares are issued with a nominal value of DKK 100 each.
Stabilisation Manager	Carnegie AS.
U.S. Securities Act	The United States Securities Act of 1933, as amended.
USA	The United States of America, including all territories and possessions, any state of the United States, the District of Columbia and all other jurisdictions.
USD	The official currency of the United States of America.
VP Securities	The Danish Central Securities Depository (VP Securities A/S), where the Existing Shares are registered.
VPS	The Norwegian Central Securities Depository (Verdipapirsentralen ASA) where the Depository Receipts will be registered.
VPS Registered Shares	Depository Receipts registered in the VPS evidencing beneficial title to the underlying shares registered in VP Securities.

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ATLANTIC PETROLEUM

II. FINANCIAL INFORMATION

Financial information

INTRODUCTION TO FINANCIAL INFORMATION

The financial information in this Prospectus for the nine-month period ended 30th September 2013 with comparative figures for 2012 has been included by reference to the condensed consolidated interim report for P/F Atlantic Petroleum for the nine months period ended 30th September 2012, submitted to NASDAQ OMX Iceland and NASDAQ OMX Copenhagen. Such interim report is prepared in accordance with International Accounting Standard No. 34 (IAS 34), "Interim Financial Reporting" and additional disclosure requirements for interim reports of listed companies. The condensed consolidated interim report has been reviewed by P/F Atlantic Petroleum's external auditor. The condensed consolidated interim report for the first nine months of 2013 has been prepared using the same accounting policies as outlined in note 1 of the 2012 Annual and Consolidated Report and Accounts. The Annual and Consolidated Report and Accounts for 2013 is expected to be prepared using the same accounting policies.

The published reviewed Condensed Consolidated Interim Report for the nine months ended 30th September 2013 comprises a report including a financial review, the Endorsement and Signatures of the Managing Director and the Board of Directors statement on the interim report, Auditor's Review Report and the interim consolidated financial statements, including notes, etc., forming a whole.

In addition, audited Annual and Consolidated Reports and Accounts of P/F Atlantic Petroleum for the years ended 31st December 2010, 2011 and 2012 are included in this Prospectus by reference to the audited Annual and Consolidated Reports and Accounts for P/F Atlantic Petroleum, submitted to the NASDAQ OMX Iceland and NASDAQ OMX Copenhagen. Such published Annual and Consolidated Reports and Accounts have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB), and with the International Financial Reporting Standards as endorsed by the EU and additional disclosure requirements for annual reports of listed companies.

The published Annual and Consolidated Reports and accounts for 2010, 2011 and 2012 have been audited by Sp/f Grannskoðaravirkið INPACT. No qualifications or disclaimers have been included in the Independent Auditor's Report included in the annual reports for 2010, 2011 and 2012.

The published Annual and Consolidated Report and Accounts for 2010, 2011, and 2012 comprise a Directors' Report, Statement by Management on the Annual and Consolidated Report and Accounts, Independent Auditor's Report, and the consolidated financial statements, including notes, etc. forming a whole. In addition, the published Annual and Consolidated Report and Accounts for 2010, 2011, and 2012 include separate financial statements for the parent company. Such separate financial statements for the parent company shall not be regarded as included in this Prospectus.

During 2010 to 2012 the IASB has issued and updated and the EU has endorsed, a number of new and existing standards and interpretations. The implementation of these standards and interpretations did not have any material impact on the financial position and performance of the Group.

The historical financial information included in this Prospectus has been prepared in accordance with International Financial Reporting Standards, which have been approved under the procedure for approval established with the IASB and EU.

The published Annual and Consolidated Report and Accounts for 2010, 2011 and 2012 have been audited by Sp/f Grannskoðaravirkið INPACT. The consolidated interim reports for the first nine months of 2012 and 2013 have been reviewed by the Company's auditor. None of the other financial information included in this Prospectus has been reviewed or audited by Atlantic Petroleum's external auditor.

CROSS REFERENCES TO ANNUAL AND INTERIM CONSOLIDATED REPORTS AND ACCOUNTS

Pursuant to article 28 of Commission Regulation (EC) no. 809/2004 of 29th April 2004, the information set out in the cross reference table below is incorporated in this Prospectus by reference to the Group's consolidated annual reports for the accounting years 2012, 2011 and 2010 and the consolidated interim accounts for the first nine months of 2013 and 2012. The information incorporated in this Prospectus by reference as set out below, is also available for inspection at the Company's office at the address P/F Atlantic Petroleum, Reg. no. P/F 2695, Yviri við Strond 4, 3rd Floor, P.O. Box 1228, FO-110 Tórshavn, Faroe Islands and on http://www.petroleum.fo/Default.aspx?pageid=8761.

Disclosure element	Reference
Consolidated annual report 2012:	
Chairman's Statement	Consolidated annual report 2012, page 6
Chief Executive Officer's Statement	Consolidated annual report 2012, page 8
Statement by Management	Consolidated annual report 2012, page 41
Independent Auditors' report	Consolidated annual report 2012, page 42
Consolidated Income statement	Consolidated annual report 2012, page 46
Consolidated Statement of Financial Position	Consolidated annual report 2012, page 47
Consolidated Statement of Changes in Equity	Consolidated annual report 2012, page 48
Consolidated Cash Flow Statement	Consolidated annual report 2012, page 49
Notes to the Consolidated Accounts	Consolidated annual report 2012, page 50
Parent Company Income Statement	Consolidated annual report 2012, page 78
Parent Company Statement of Financial Position	Consolidated annual report 2012, page 79
Parent Company Statement of Changes in Equity	Consolidated annual report 2012, page 80
Parent Company Cash Flow Statement	Consolidated annual report 2012, page 81
Parent Company Notes to the Accounts	Consolidated annual report 2012, page 82

Consolidated annual report 2011:	
Chairman's Statement	Consolidated annual report 2011, page 20
Chief Executive Officer's Statement	Consolidated annual report 2011, page 22
Statement by Management	Consolidated annual report 2011, page 45
Independent Auditors' report	Consolidated annual report 2011, page 46
Consolidated Income statement	Consolidated annual report 2011, page 56
Consolidated Statement of Financial Position	Consolidated annual report 2011, page 57
Consolidated Statement of Changes in Equity	Consolidated annual report 2011, page 58
Consolidated Cash Flow Statement	Consolidated annual report 2011, page 59
Consolidated Notes to the Accounts	Consolidated annual report 2011, page 60
Parent Company Income Statement	Consolidated annual report 2011, page 80
Parent Company Statement of Financial Position	Consolidated annual report 2011, page 81
Parent Company Statement of Changes in Equity	Consolidated annual report 2011, page 82
Parent Company Cash Flow Statement	Consolidated annual report 2011, page 83
Parent Company Notes to the Accounts	Consolidated annual report 2011, page 84

Consolidated annual report 2010:

Consolidated interim report first nine months of 2013:

Consolidated interim report first nine months of 2012:

THE AUDITORS REPORT ON THE BOARD OF DIRECTORS' REPORT

To the shareholders of P/F Atlantic Petroleum
Referring to section 156 (2,3) of the Faroese Companies Act, we have reviewed the report included in this Prospectus of 26th November 2013 from the Board of Directors. The report deals with such events of material importance for the financial position of the Group, which occurred subsequent to the presentation of the annual and consolidated report and accounts for 2012. Our report is submitted in connection with the treatment of a proposal rendered at the board meeting on the 26th November concerning an increase of the share capital by up to DKK 181,125,000.

The Board of Directors is responsible for the preparation of a report describing all such events of material importance for the company's financial position, which occurred subsequent to the presentation of the annual and consolidated report and accounts.

Based on our work, our responsibility is to express an opinion on the report.

The performed work
We conducted our work in accordance with the international standard on assurance engagements other than audits or reviews and with additional requirements under Faroese audit regulations in order to obtain moderate assurance for our opinion. The assurance obtained is moderate as our work in relation to an engagement with reasonable assurance has been limited primarily to inquiries to Management and employees of the company and to analytical procedures. We have reviewed the financial information appearing from Board of Directors' report and compared this information with the condensed consolidated interim report of the Group covering the financial period from 1st January to 30th September 2013 and with the Group's bookkeeping for the period from 1st October 2013 to 26th November 2013, respectively. Furthermore, we have discussed the contents of the report with the Management of the company.

We believe that our work provides a reasonable basis for our opinion.

Opinion
During our work, nothing has come to our attention, which causes us to believe that the Board of Directors' report does not disclose such events of material importance for the company's financial position, which occurred subsequent to the presentation of the annual and consolidated report and accounts for 2012 up until 26th November 2013 in accordance with section 156 (2, 2) of the Faroese Companies Act.

Tórshavn, 26th November 2013

JANUAR
State Authorised Public Accountants P/F

Jógvan Amonsson
State Authorised Public Accountant

Fróði Sivertsen
State Authorised Public Accountant

ATLANTIC PETROLEUM

III. THE OFFERING

1. Persons responsible

See Part I, section 1 “Persons responsible”.

2. Risk factors

See “Risk Factors”.

3. Key information

WORKING CAPITAL STATEMENT

As of the date of this Prospectus, the Company is of the opinion that the working capital is sufficient for the Group's present requirements for the next 12 months.

For a description of the Group's capital resources, see Part I, section 10 "Capital resources".

CAPITALISATION AND INDEBTEDNESS

The number of New Shares, to be issued by the Company pursuant to the Offering will be such that the Company receives gross proceeds in the range of approximately DKK 150MM – DKK 200MM corresponding to approximate NOK 165MM - NOK 220MM. After deduction of the estimated costs, the net proceeds from the Offering are expected to be approximately DKK 133MM - DKK 178MM corresponding to approximate NOK 146MM - NOK 196MM.

Assuming gross proceeds of DKK 175MM and an Offer Price at the midpoint of the Indicative Price Range, the number of New Shares, to be issued by the Company, will be 1,283,333, each with a nominal value of DKK 100. After deduction of the estimated costs, the net proceeds from the Offering are expected to be approximately DKK 155MM.

Table 23: Capitalisation

DKK MM	As at 30th September 2013	Adjusted for net proceeds of DKK 155MM
Total current debt	**19.5**	**19.5**
Guaranteed	0.0	0.0
Secured	19.5	19.5
Unguaranteed/ unsecured	0.0	0.0
Total non-current debt	**100.3**	**100.3**
Guaranteed	0.0	0.0
Secured	100.3	100.3
Unguaranteed/ unsecured	0.0	0.0
Shareholders' equity	**489.5**	**645.0**
(A) Share capital	262.7	391.0
(B) Legal reserve	0.0	0.0
(C) Other reserves	226.8	253.9
Total	**609.3**	**764.8**

Table 24: Indebtedness

DKK MM	As at 30th September 2013	Adjusted for net proceeds of DKK 155MM
A) Cash	53.1	208.6
(B) Cash equivalents	0.0	0.0
(C) Trading securities	0.0	0.0
(D) Total liquidity (A+B+C)	**53.1**	**208.6**
(E) Current receivable	**0.0**	**0.0**
(F) Current bank debt	0.0	0.0
(G) Current portion of non-current debt	19.5	19.5
(H) Other current debt	0.0	0.0
(i) Total current debt (F+G+H)	**19.5**	**19.5**

(J) Net current indebtedness (I-E-D)	**-33.6**	**-189.1**
(K) Non-current bank loans	100.3	100.3
(L) Bonds issued	0.0	0.0
(M) Other non-current loans	0.0	0.0
(N) Total non-current indebtedness (K+L+M)	**100.3**	**100.3**
(O) Total net indebtedness (J+N)	**66.7**	**-88.8**

INTEREST OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFERING

ABG Sundal Collier and Carnegie or their affiliates are currently providing, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may receive and may continue to receive customary fees and commissions. ABG Sundal Collier and Carnegie are Joint Global Coordinators for the Offering and receive fees and commission in this regard. The estimated costs set out in Part III, Section 8 "Expenses relating to the Offering" include a success fee to the Joint Global Coordinators with payment conditional upon successful completion of the Offering. Except for this, the Company is not aware of any interests, including conflicting ones, which are material to the Offering.

For a description of intentions of the Major Shareholder of the Company, Management or the Board of Directors to participate in the Offering, see Part III, section 5 "Intentions of Major Shareholders of the Company, Management or the Board of Directors to participate in the Offering".

REASONS FOR THE OFFERING AND USE OF PROCEEDS

The number of New Shares, to be issued by the Company pursuant to the Offering will be such that the Company receives gross proceeds in the range of approximately DKK 150MM – DKK 200MM corresponding to approximate NOK 165MM - NOK 220MM. Assuming gross proceeds of DKK 175MM and an Offer Price at the midpoint of the Indicative Price Range, the number of New Shares, to be issued by the Company will be 1,283,333, each with a nominal value of DKK 100. After deduction of the estimated costs, the net proceeds from the Offering are expected to be approximately DKK 133MM - DKK 178MM corresponding to approximate NOK 146MM - NOK 196MM.

The prime reason for the Offering is the Company's ambition to accelerate its growth by pursuing current farm-in opportunities and other exploration opportunities, especially on the Norwegian Continental Shelf. Atlantic Petroleum considers the Norwegian Continental Shelf to offer a number of quality high-impact exploration opportunities, and based on the Group's recent acquisition of Emergy Exploration (now Atlantic Petroleum Norge AS) and establishment of a skilled organisation in Norway, Atlantic Petroleum considers itself to be well-positioned for expanding its Norwegian footprint. The Company is currently evaluating a number of specific farm-ins of late stage exploration assets in Norway, and based on a successful completion of the Offering, the Company expects that one or more of these can be completed during the course of 2014. Additionally, the net proceeds from the Offering will increase the robustness of the Company's balance sheet.

In addition, the Offering is being pursued as part of the decision by the Company's Board of Directors to facilitate satisfactory liquidity in the Shares by broadening the Company's shareholder structure.

4. Information concerning the securities to be offered

THE SECURITIES MARKET

NASDAQ OMX Iceland and NASDAQ OMX Copenhagen

The Shares are listed on NASDAQ OMX Iceland and NASDAQ OMX Copenhagen, with the listing in Iceland being the primary. The Company has applied for a delisting from NASDAQ OMX Iceland, following which the primary place of listing of the Company's shares will be NASDAQ OMX Copenhagen.

The Company expects to effectively delist from NASDAQ OMX Iceland prior to completion of the Offering. In connection with such delisting process the Company's Icelandic Shareholders will under applicable Icelandic capital control rules be restricted in the trading and subscribing in Shares in the Company.

Trading on NASDAQ OMX Copenhagen is conducted by authorized investment firms, consisting of major Danish banks and other securities brokers, as well as certain mortgage credit institutions and the Danish Central Bank (Danish: Danmarks Nationalbank).

Oslo Børs

Atlantic Petroleum has applied for admission to trading and official listing (a secondary listing) on Oslo Børs. The board of directors of Oslo Børs is expected to decide on Atlantic Petroleum's application in an extraordinary meeting to be held on or about 4th December 2013. If Oslo Børs approves the Listing of Atlantic Petroleum's Shares on Oslo Børs, and the conditions for completion of the Offering as set out in Part III, section 5 "Terms and conditions of the Offering" and any conditions for the Listing have been fulfilled, the Listing will be effective, and the Company's current outstanding Shares and the New Shares issued in connection with the Offering, will begin trading on Oslo Børs, on or about 12th December 2013. However, there can be no assurance that the Listing of the Shares can be achieved by this date.

Trading of equities on Oslo Børs is carried out in the electronic trading system Millennium Exchange. Millennium Exchange is supplied by the London Stock Exchange (LSE), which has used the system for its own marketplaces since 2011.

Official trading on Oslo Børs takes place between 09:00 a.m. (CET) and 4:20 p.m. (CET) each trading day, with pre-trade period between 08:15 a.m. (CET) and 09:00 a.m. (CET), a closing auction call at 4:25 p.m. (CET) and a post-trade period from 4:25 p.m. (CET) to 5:30 p.m. (CET).

Investment services in Norway may only be provided by Norwegian investment firms holding a licence under the Norwegian Securities Trading Act and branches of investment firms from an EEA member state or investment firms from outside the EEA which have been licensed to operate in Norway. Investment firms established in an EEA member state may also provide cross-border investment services into Norway.

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a licence to this effect under the Norwegian Securities Trading Act, or in the case of investment firms established in an EEA member state operating cross-border into Norway, holding a licence to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. Such market-making activities do not as such require notification to the Financial Supervisory Authority of Norway or Oslo Børs except for the general obligation of investment firms that are members of Oslo Børs to report all trades in stock exchange listed securities.

Registration process

All shares listed on NASDAQ OMX Iceland, NASDAQ OMX Copenhagen and to be listed on Oslo Børs are and will be issued as dematerialized securities.

VP Securities - Denmark

The Company's Existing Shares are registered as book entries on accounts maintained in the computer system of VP Securities, which acts as an electronic central record of ownership and as the clearing center for all transactions related to the Existing Shares. The address of VP Securities is VP Securities A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, Denmark.

Shares registered with VP Securities are registered in accounts with VP Securities. Financial institutions, such as banks, are authorized to keep accounts for each specific investor at VP Securities as well as Oslo Clearing.

Shares may be registered in the name of the holder through the account holding institution. Anonymity may be retained under this system by appointing a nominee as account holder.

VPS - Norway

All shares to be traded on Oslo Børs must be registered in the VPS, which is Norway's electronically based book entry centralised securities registry. For the purpose of enabling trading in the Offer Shares on Oslo Børs, the Company will, subject to the Listing, establish and maintain a register in VPS operated by the Norwegian Registrar where the Offer Shares can be registered by way of depository receipts ("Depository Receipts"). The Depository Receipts registered in VPS are denoted "VPS Registered Shares" in this Prospectus.

In order to enable registration of Depository Receipts in the VPS, the Offer Shares will be placed in a custodian account of the Norwegian Registrar held with Nordea Bank Danmark A/S (the "Danish Custodian") in VP Securities, with the Danish Custodian as the recorded shareholder. Although the Danish Custodian will hold the shares in VP Securities it will only do so as the registered owner and custodian for the Norwegian Registrar.

The Norwegian Registrar will, in its capacity as such, operate the Company's register in the VPS which will record the beneficial owners of the Offer Shares as owners of a corresponding number of Depository Receipts.

The technical settlement of any trading of VPS Registered Shares on Oslo Børs will be carried out by transfer of such Depository Receipts in the VPS Register. Each Depository Receipt will represent the beneficial ownership to one Offer Share. These arrangements are set out in a Registrar Agreement dated 22nd November 2013 (the "Registrar Agreement"), attached as Appendix 4 to this Prospectus. DNB Bank ASA's address is: DNB Bank ASA, Verdipapirservice, Dronning Eufemias gate 30, 0191 Oslo, Norway.

In accordance with market practice in Norway and system requirements of VPS and Oslo Børs, the investors will be registered in VPS as beneficial owners of the VPS Registered Shares and the instruments listed and traded on Oslo Børs will be referred to as shares in the Company. For the purpose of Faroe law, the Danish Custodian will, however, be regarded as the legal owner of the VPS Registered Shares and investors registered as the beneficial owners of the Offer Shares in the VPS will have to exercise all rights of ownership relating to the shares, indirectly through the Norwegian Registrar as their nominee. The investors registered as owners in the VPS must look solely to the Norwegian Registrar for the payment of dividends, for the exercise of voting rights attached to the shares, and for all other rights arising in respect of the shares. The Registrar Agreement provides that whenever the Norwegian Registrar receives any notice, report, accounts, financial statements, circular or other similar document relating to the Company's affairs, including notice of a shareholders meeting, the Norwegian Registrar shall ensure that a copy of such document is promptly sent to the investors registered as owners in VPS, along with any proxy form or other relevant materials.

All transactions related to securities registered with the VPS must be recorded in the VPS. The evidence of ownership through the VPS is the only formality required in order to acquire and sell the VPS Registered Shares on Oslo Børs. To effect these entries, the investor must establish a securities account with a Norwegian account operator unless the investor's securities are registered in the name of a nominee. Norwegian banks, authorised investment firms in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account operators.

The entry of a transaction in VPS is under Norwegian law prima facie evidence in determining the legal rights of parties as towards the issuing company and against a third party claiming an interest in the security. Either the Company or the Norwegian Registrar may terminate the Registrar Agreement with three months prior written notice or immediately upon written notice of any material breach of the Registrar Agreement. The Norwegian Registrar may terminate the Registrar Agreement on the Company's failure to fulfil payment obligations or any other material breach of the Registrar Agreement. In the event the Registrar Agreement is terminated, the Company will use its reasonable best efforts to enter into a replacement agreement for the purposes of permitting the uninterrupted listing of the Shares on Oslo Børs. There can be no assurance however, that it would be possible to enter into such an agreement on substantially the same terms or at all. A termination of the Registrar Agreement could, therefore, adversely affect the listing of the Shares on Oslo Børs. If the Registrar Agreement is terminated and not replaced, the Norwegian Registrar will co-operate with investors to have their shares registered in VP Securities. The Norwegian Registrar has disclaimed any liability for any loss attributable to circumstances beyond the Norwegian Registrar's control. The Norwegian Registrar has also disclaimed liability for any losses suffered as a result of VPS' errors or negligence except to the extent the Norwegian Registrar may hold VPS liable for such losses. VPS is liable for any economic loss resulting from an error in connection with its registration activities unless the error is caused by matters outside the control of VPS and which VPS could not reasonably be expected to avoid or of which VPS could not reasonably be expected to overcome the consequences. The courts may reduce or set aside VPS' liability if the person who has suffered the loss has contributed to the loss wilfully or negligently.

Nominees
An account with VP Securities and the VPS may be kept on behalf of one or more owners, meaning that a shareholder may appoint a nominee. A nominee shareholder is entitled to receive dividends and to exercise all subscription, voting and certain other rights attaching to the shares held in its name. The relationship between the nominee shareholder and the beneficial owner is regulated solely by an agreement between the parties and the beneficial owner must disclose its identity if any of the abovementioned rights or the administrative rights attaching to the shares are to be exercised directly by the beneficial owner.

The right to appoint a nominee does not set aside a shareholder's obligation to notify a major shareholding.

Settlement
Settlement in connection with trading on NASDAQ OMX Copenhagen normally takes place on the third business day after effecting a sale or purchase transaction. On behalf of VP Securities, the account holding bank sends a statement to the name and address recorded in VP Securities or showing the amount of shares held by it, which provides the holder with evidence of his/her rights. Settlement can also take place through the clearing facilities of Oslo Clearing ASA.

The settlement period for trading on Oslo Børs is three trading days. Oslo Clearing ASA has a licence from the Norwegian FSA to act as a central clearing service, and has from 18th June, 2010 offered clearing and counterparty services for equity trading on Oslo Børs. All transactions relating to securities registered with the VPS are made through computerised book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership.

Cross border trading of Shares
Shareholders may execute cross border trading between the two Company registers in Denmark and Norway via the Norwegian Registrar in its capacity as Company sub-registrar in VPS and its Danish custodian bank. The custodian bank of the Company in Denmark is VP Securities.

If a shareholder wishes to transfer the trading of his Shares from Denmark to Norway or from Norway to Denmark, the procedure outlined below must be followed, the shareholder being both the "delivering party" and the "receiving party".

Transfer of trading of Shares from Denmark to Norway
When Shares are to be transferred into Norway, the recipient party of the Shares authorise the Norwegian Registrar to receive the Shares, and instructs the delivering party in Denmark to have the Shares transferred to the Danish custodian bank of the Norwegian Registrar. Upon the Norwegian Registrar 's receipt of confirmation from its Danish custodian bank that the Shares have been received, the VPS Registered Shares will be created and delivered to the VPS account of the recipient party in Norway.

Transfer of trading of Shares from Norway to Denmark
When VPS Registered Shares are to be transferred out of Norway for receipt and trading in Denmark, the delivering party in Norway advises the Norwegian Registrar on delivery, and transfer its VPS Registered Shares to an intermediary VPS account of the Norwegian Registrar. Further, the delivering party advises the recipient party that it is to receive the Shares from the Danish custodian bank of the Norwegian Registrar. Upon the Norwegian Registrar 's receipt of the VPS Registered Shares, the Norwegian Registrar will instruct its Danish custodian bank to deliver the Shares to the recipient party in Denmark. Once the Norwegian Registrar 's Danish custodian bank confirms the delivery of the Shares to the recipient party, the VPS Registered Shares delivered to the intermediary VPS account of the Norwegian Registrar is terminated from registration in the VPS system. Transfers may only be done "free of pay", thus cash settlement will have to be agreed upon separately between the trading parties. The transfer of trading between Norway and Denmark will normally take between one and two business days.

INFORMATION CONCERNING THE OFFER SHARES

The Offer Shares
The Offering comprises a total of up to 1,575,000 New Shares and up to 236,250 Overallotment Shares, each with a nominal value of DKK 100. The Company has only one class of shares. Application has been made (i) for the Offer Shares to be admitted to official listing on NASDAQ OMX Copenhagen under the symbol FO-ATLA and ISIN code FO000A0DN9X4 and (ii) for the Shares, including the Offer Shares, to be admitted to trading and official listing on Oslo Børs, under the symbol ATLA and ISIN code FO000A0DN9X4. The first day official listing of the New Shares on NASDAQ OMX Copenhagen and for the Shares, including the New Shares, on Oslo Børs, is expected to commence on or about 12th December 2013. The Offer Shares will rank pari passu in all respects with all other Shares.

The Offer Shares will not be admitted to trading and official listing on NASDAQ OMX Copenhagen, nor will the Shares, including the Offer Shares be admitted to trading and official listing on Oslo Børs under a temporary securities code.

Applicable law and jurisdiction

The Offering will be governed by and the Offer Shares will be issued under Faroese law, the rules of NASDAQ OMX Copenhagen and Oslo Børs as well as the securities laws of the Faroe Island, Iceland, Denmark and Norway. Any dispute that may arise as a result of the Offering shall be brought before the Faroese, Danish or Norwegian courts of law. The Prospectus has been prepared in compliance with the standards and requirements of Danish law, including the rules issued by NASDAQ OMX Copenhagen. The Prospectus will be passported to Norway in accordance with the provisions of the Prospectus Directive as implemented in the Norwegian Securities Trading Act.

Registration

The Offer Shares will be delivered in book entry form (as Depository Receipts) through allocation to accounts with VPS through the Norwegian Registrar.

The Offer Shares will be registered in the name of the Danish Custodian in the Company's register of shareholders and registered as Depository Receipts on the holders' individual account with the VPS.

The address of VPS is Fred. Olsens gate 1, Postboks 4, 0051 Oslo, Norway.

Currency

Trading of the VPS Registered Shares will be effected in Norwegian kroner on Oslo Børs. The Offer Shares are denominated in Danish kroner. Payment for the Offer Shares in the Offering is to be effected in NOK.

RIGHTS ATTACHED TO THE OFFER SHARES

Negotiability and transferability of Shares

The Shares are freely transferable and negotiable under Faroese law. The Company's Articles of Association do not contain any transfer restrictions.

The Company's Articles of Association do not contain any provisions on the conversion of Shares into other financial instruments.

Voting rights

A Shareholder is entitled to one vote for each nominal share amount of DKK 100 at the Company's general meetings. As each Offer Share has a nominal value of DKK 100, each Offer Share confers one vote. A Shareholder's right to attend general meetings and vote on his Shares is determined on the basis of the Shares owned by the Shareholder as recorded in the Company's register of shareholders.

For holders of the VPS Registered Shares, the procedure for exercise of voting rights is set out above in Part III, section 4, "Information concerning the securities to be offered - VPS Norway".

Registration date

Shareholders' right to attend and vote at general meetings is determined on the basis of the registration of ownership in the Company's register of shareholders as well as notifications concerning ownership which the Company has received with a view to update the ownership in the register of shareholders on the Registration date, which is the date one week before the date of the general meeting.

Dividend rights

Pursuant to applicable law, general meetings may resolve distribution of ordinary and extraordinary dividends. The Offer Shares shall carry the same rights as the Existing Shares to any dividends declared from the date the Offer Shares are registered with the Faroese Company Registration Authority.

The Company has to date not declared or paid any dividends, the Company currently intends to retain all available financial resources and any earnings generated by the operations for use in the business and the Company does not anticipate paying any dividends in the foreseeable future. The payment of any dividends in the future will depend on a number of factors, including future earnings, capital requirements, financial condition and future prospects, applicable restrictions on the payment of dividends under Danish, Norwegian and Faroese law and other factors that the Board of Directors may consider relevant.

The Company's dividends, if declared, will be paid in DKK to the shareholders' accounts set up through VP Securities and VPS. No restrictions on dividends or special procedures apply to holders of the Share who are not residents of Denmark, Iceland, Norway or Faroe Islands. For holders of the VPS Registered Shares, the procedure for exercise of voting rights is set out above in Part III, section 4, "Information concerning the securities to be offered - VPS Norway".

Claims on dividends are time-barred under the general rules of Faroese law, i.e. dividend that has not been claimed according to Faroese law shall accrue to the Company.

See Part III, section 4, "Information concerning the securities to be offered - Taxation" for a summary of certain tax consequences in respect of dividends or distributions to holders of Offer Shares.

Rights on solvent liquidation

In the event of a solvent liquidation of the Company, the Shareholders are entitled to participate in the distribution of assets in proportion to their nominal shareholdings after payment of the Company's creditors.

Other rights

None of the Shares carry any redemption or conversion rights or any other special rights. However, see "Squeeze out" below.

Limitations on ownership

There are no limitations on ownership to the Shares pursuant to Faroese law or the Articles of Association.

Preemptive rights

If the general meeting of the Company resolves to increase the Company's share capital, Section 10 of the Faroese Companies Act will apply. According to this provision, shareholders generally have a preemptive right if the share capital of a company is increased by cash payment. However, the preemptive right may be derogated from by a majority comprising at least two-thirds of the votes cast and the share capital represented at the general meeting, provided the share capital increase takes place at market price.

Further, the Board of Directors according to section 3A of the Articles of Association of the Company is authorised until 11th April 2018 to increase the Share capital with up to DKK 300MM less the amount subscribed for in the Offering without preemptive rights for the existing shareholders.

The exercise of preemptive rights may be restricted for shareholders resident in certain jurisdictions, including but not limited to the United States, Canada, Japan and Australia, unless the Company decides to comply with applicable local requirements, and in case of US holders unless a registration statement under the US Securities Act is effective with respect to these rights or an exemption from the registration requirements hereunder is available. In such case, shareholders not resident in the Faroe Islands, Denmark and Norway may experience a dilution of their shareholding in the Company that may or may not be fully off-set by any compensation received in exchange of such subscription rights.

Exchange control regulations in the Faroe Islands, Iceland, Denmark and Norway

There are no governmental laws, decrees, or regulations in the Faroe Islands or Denmark that restrict the export or import of capital (except for certain investments in areas in accordance with applicable resolutions adopted by the United Nations and the European Union), including, but not limited to, foreign exchange controls, or that affect the remittance of dividends, interest or other payments to non-resident holders of the Offer Shares. As a measure to prevent money laundering and financing of terrorism, persons travelling in and out of Denmark and carrying amounts of money (including, but not limited to, cash and travellers' checks) worth the equivalent of EUR 10,000 or more must declare such amounts with the Customs Authority when travelling in or out of Denmark.

There are currently no foreign exchange control restrictions in Norway that would potentially restrict the payment of dividends to a shareholder in Norway, and there are currently no restrictions that would affect the right of shareholders of a non-Norwegian company who are residents in Norway to dispose of their shares and receive the proceeds from a disposal in or outside of Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the Norwegian FSA have electronic access to the data in this register.

Temporary restrictions on the flow of capital into and out of Iceland were enacted in 2008. The rules are laid down in the Foreign Exchange Act no. 87 of 17th November 1992 as amended.

RESOLUTIONS, AUTHORISATIONS, AND APPROVALS TO PROCEED WITH THE OFFERING

The Offer Shares will be issued in accordance with Clause 3A, sub-clause 1 and 2 of the Articles of Association, authorising, inter alia, the Board of Directors to issue up to nominal DKK 300,000,000 new Shares without preemptive rights against cash payment at market price.

The authorisation was approved at the Company's Annual General Meeting held on 12th April 2013.

Pursuant to this authority, the Board of Directors passed resolutions on 26th November 2013 to increase the Company's share capital with up to nominal DKK 181.15MM including Overallotment shares (up to 1,575,000 New Shares of DKK 100 each and up to 236,250 shares to cover any overallotment shares allocated in the Offering).

Date set for issue of the New Shares

The New Shares are expected to be issued by the Company and the share capital increase to be registered with the Faroese Company Registration Authority on or about 11th December 2013. The Offering may be withdrawn and cancelled until the share capital increase relating to the New Shares has been registered with the Faroese Company Registration Authority. For a description of a withdrawal of the Offering, see Part I, section 5 "Terms and conditions of the Offering - Withdrawal of the Offering".

Admission to trading and official listing of the New Shares on NASDAQ OMX Copenhagen and Oslo Børs is expected to take place on or about 12th December 2013.

REGULATIONS GOVERNING MANDATORY TAKEOVER BIDS, REDEMPTION OF SHARES AND DISCLOSURE REQUIREMENTS

Mandatory bids

The Faroese and Danish Securities Trading Acts include rules concerning public offers for the acquisition of shares.

If a shareholding according to Danish law is transferred, directly or indirectly, in a company with one or several share classes admitted to official listing on a stock exchange or admitted for trading at an authorised marketplace, the acquirer shall enable all shareholders of the company to dispose of their shares on identical terms if such transfer involves that the acquirer gains a controlling interest as a result of the transfer.

A controlling interest exists if the acquirer, directly or indirectly, holds more than half of the voting rights in the company, unless it can be clearly proven in special cases that such ownership does not constitute a controlling interest. An acquirer who does not hold more than half of the voting rights in a company nevertheless has a controlling interest when the acquirer:

- becomes entitled to appoint or dismiss a majority of the members of the company's Board of Directors;
- obtains the right to exercise a controlling influence over the company according to the articles of association or otherwise in agreement with the company;
- according to the agreement with other shareholders, will control the majority of voting rights in the company; or
- will be able to exercise a controlling influence over the company and will hold more than one-third of the voting rights.

The Faroese rules applicable with respect to companies with shares admitted to official listing on a stock exchange or admitted for trading at an authorised marketplace on Faroe Islands. However, in addition to the criteria set out above, with respect to the Danish rules, the Faroese rules further specify that a mandatory offer is to be made available, if the transfer of shares, implies that the acquiring shareholder gains a holding of more than half of the voting rights in a company.

Warrants, call options and other potential voting rights, which may currently be exercised or converted, shall be taken into account in the assessment of whether the acquirer holds a controlling interest. Voting rights attached to treasury shares shall be included in the calculation of voting rights.

Exemptions from the mandatory offer requirement may be granted under special circumstances by the Danish FSA (with respect both to Danish and Faroese rules), which will also be the authority approving any offer document.

Atlantic Petroleum has been granted an exemption from the Norwegian take-over rules as set out in the Norwegian Securities Trading Act chapter 6 in connection with the contemplated listing on Oslo Børs. The exemption applies as long as Atlantic Petroleum is subject to the Danish take-over rules.

In addition the Icelandic Financial Supervisory Authority has confirmed that if the Company should be subject of a take-over offer prior to delisting from NASDAQ OMX Iceland, only the Danish takeover rules would apply to such offer.

Squeeze out

Pursuant to the Faroese Companies Act, shares in a company may be redeemed in full or in part by a shareholder holding more than nine-tenths of the shares and the corresponding voting rights in the company. A minority shareholder may in the same manner require the majority shareholder holding more than nine-tenths of the shares to redeem the minority shareholder's shares.

Major shareholdings

Under Faroese and Danish law, the Company's shareholders are required to notify the Company and the stock exchanges on which the Company's shares are listed for trading as soon as 1) the shareholder's stake represents at least 5% of the voting rights in the company or the nominal value accounts for at least 5% of the share capital or 2) when a change of holding already notified entails that limits at intervals of 5, 10, 15, 20, 25, 50 or 90% and limits of 1/3 or 2/3 of the share capital's voting rights or nominal value are reached or are no longer reached.

In addition, under Icelandic law the Company's Shareholders are required to notify the Company and the Icelandic Financial Supervisory Authority as soon as possible and no later than on the trading day immediately following the date on which the notification requirement arose, when the shareholders' voting rights in the Company reaches, exceeds or falls below 5, 10, 15, 20, 25, 30, 35, 40, 50, 66 2/3 and 90%. Following receipt of notification, the Company shall, as soon as practically possible and no later than at noon on the first following trading day, make public the information included in the notification. Such information will be made public through the information system of NASDAQ OMX Copenhagen and Oslo Børs and will in addition be publicly available on the website of Atlantic Petroleum.

The notification shall provide information about the full name, address or, in the case of business enterprises, the registered office, the number of shares and their nominal value and share classes as well as information about the basis on which the calculation of the holdings has been made.

Failure to comply with the disclosure requirements is punishable by a fine.

When the Company has received notification, it must publish the content of such notification as soon as possible. Furthermore, the general duty of notification under the Companies Act applies as well as special duties of notification under the Securities Trading Act.

Pursuant to the Norwegian Securities Trading Act section 4-1, the Norwegian provisions regarding notifiable shareholdings which are based on the EU Transparency Directive, are not applicable for secondary listed companies for which Norway is not the home state.

Public takeover bids by third parties for the Company's shares during the previous or current financial year
No take-over bids by third parties for the Company's Shares have been presented during the previous or current financial year.

TAXATION

The following is a summary of certain Faroese, Danish and Norwegian income tax considerations relating to an investment in the Offer Shares. The summary is for general information only and does not purport to constitute tax or legal advice. It is specifically noted that the summary does not address all possible tax consequences relating to an investment in the Offer Shares. The summary is based solely upon the tax laws of the Faroe Islands, Denmark and Norway in effect at the Prospectus Date.

The laws may be subject to change, possibly with retroactive effect. The summary does not cover investors, to whom special tax rules apply, including professional investors, and therefore, for example, may not be relevant to certain institutional investors, insurance companies, banks, stockbrokers and investors liable for tax on return on pension investments.

Investors in the Offer Shares are advised to consult their tax advisers regarding the applicable tax consequences of acquiring, holding, exercising and disposing of the Shares based on their particular circumstances. Investors who may be affected by the tax laws of other jurisdictions should consult their tax advisers with respect to the tax consequences applicable to their particular circumstances.

Faroe Islands

Resident corporate and individual investors

Dividend
The Company is obliged to withhold taxes on dividend according to article 15 in Taxation Act No. 164 of 21st December, 2001 regardless of whether the investor is resident in the Faroe Islands or not. However, the obligation to withhold tax does not apply for any part of the total dividend that is distributed to a corporation situated in the Faroe Islands. Inter-company dividends within corporations subject to full tax in the Faroe Islands are tax-exempted and no tax has to be withheld.

For dividend paid out to private investors the withholding tax is currently 36%. From 1st January 2014 the withholding tax will be 35%. The withholding tax is a final tax. However, losses on disposal of shares/securities may be set off against the dividend when calculating the taxable income.

Disposal of shares
For Faroese resident investors, profit from disposal of shares in Atlantic Petroleum is liable to tax, and will be taxed at 18% (corporations) and currently 36% (individuals), from 1st January 2014 the withhold tax for individuals will be 35%. Losses on disposal of shares/securities may be set off against profit from other shares/securities.

For private investors, interest accrued on debt obtained in connection with the acquisition of shares may also be set off against profit from other capital gains. However, if the private investor does not have any capital gain to set off against the interests, these interests may only be carried forward for five years for set-off purposes against other capital gains.

For corporations, profit from disposal of shares may be set of against losses from the ordinary activities.

For private investors, commercially trading in shares, there is an exception from the main rule. Received dividend and profit/losses on disposal of shares are taxed as normal taxable income.

Non-resident corporate and individual investors

Dividend

If the recipient is a foreign corporation, the dividend-paying corporation is required to withhold tax at a rate of 18%. If the corporation holding the shares is situated in a country with which a double tax treaty (for instance the Nordic countries) has been established, the withholding tax might be refunded/¬exempted. The Nordic treaty stipulates, that a corporation whose shareholding in a Faroese subsidiary is at least 10% will have the total withholding tax refunded. Corporations from Nordic countries holding less than 10% may, according to the treaty, have to pay 15% to the Faroe Islands.

Qualifying recipient corporations situated in a "treaty country" have to apply for a refund of the withholding tax (18%) regarding dividends.

If the recipient is a foreign individual, the dividend-paying corporation is required to withhold tax at a rate of currently 36%, from 1st January 2014 the withhold tax will be 35%. If the individual holding the shares is situated in a country where a double tax treaty (for instance the Nordic countries) has been established, the withholding tax might be refunded/¬exempted. The Nordic treaty stipulates that individuals from Nordic countries must pay 15% tax to the Faroe Islands.

Individuals situated in a "treaty country" can apply for a refund of the withholding tax (the tax above 15% e.g. 20%) regarding dividends.

The Faroe Islands have tax treaties with a few countries.

Disposal of shares

For investors not resident in the Faroe Islands, capital gains and losses on disposals of shares in Atlantic Petroleum are not subject to Faroese taxation.

Investors living outside the Faroe Islands are advised to investigate the tax consequences within their home countries.

Denmark

The following description of Danish tax rules applies solely to owners of Offer Shares who are tax residents of Denmark. Owners who are not tax residents of Denmark will generally not incur any Danish taxation in respect of the Offer Shares.

In the following, it is assumed that a shareholding in the Offer Shares will not give rise to control of foreign company (CFC) taxation. This could be the case if a Danish shareholder together with related parties were to hold 25% or more of the shares in Atlantic Petroleum and if, at the same time the Faroese corporate income tax paid by the Company was to constitute less than three-quarters of the amount of Danish corporate income tax which the Company would have paid had it been tax resident of Denmark.

Individual investors

The following description applies to individuals who invest in the Offer Shares outside of their pension savings. The tax treatment of an investment through a pension saving follows the rules described below under "Pension Funds".

Dividends

Dividends received are included in so-called share income. An individual's total share income for the year is subject to tax at 27% on the first DKK 48,300 (DKK 96,600 for married couples) (2013-threshold) and at 42% for share income exceeding DKK 48,300 (DKK 96,600 for married couples).

The relevant thresholds are for the 2013 income year and are adjusted annually. The said amounts include all share income for the individual or couple in question.

Faroese withholding tax at 15% can be credited against Danish tax, subject however to certain restrictions in respect of financing and other costs relating to the shareholding.

Disposal of shares

The rules of taxation on individuals' gains and losses on shares were changed effective 1st January 2006. Special transitional rules apply to the sale of shares on 1st January 2006 or later which had been acquired on or before 31st December 2005. The rules are not described below.

Gains realised are taxed as share income at an effective rate of 27% or 42% depending on the individual's share income. (The rates are the same as stated above in the part regarding dividends for individuals).

Losses may be offset against taxable gains and dividends on other listed shares. Gains and losses are calculated using the average method, under which the purchase price is made up as a proportionate share of the total purchase price of all shares in the relevant company held by the investor. Losses may be carried forward without time limits to be offset against taxable gains and dividends from other listed shares.

Corporate investors

Dividends

Companies holding less than 10% of the shares in the company paying dividends in 2013 must pay 25% dividend tax of dividends received.

Faroese withholding tax of 15% can be credited against Danish tax, subject however to certain restrictions in respect of financing and other costs relating to the shareholding.

A company holding 10% or more of the share capital of the company may receive such dividends free of tax.

Disposal of shares

Capital gains on quoted portfolio shares are taxed at the corporate tax rate of 25%. Capital gains on unquoted portfolio shares may be tax exempt. Quoted portfolio shares are subject to taxation on the accrual basis principle (compulsory), whereby increases in value are taxed annually.

Other shares may only be taxed when a gain is realised unless the accruals principle is chosen.

A capital gain on shares in qualifying companies is tax exempt if dealing with:

- at least 10% ownership in a company resident in Denmark or in a taxation treaty country, or where the dividend is covered by the EU Parent-Subsidiary Directive; or
- shareholding in group companies (decisive influence whereby the companies may either be subject to compulsory Danish joint taxation or could participate in a voluntary Danish international joint taxation).

A transparency rule applies when determining the qualification of the shares.

Losses

If dealing with portfolio shares subject to the accruals principle, losses can be deducted in the company's taxable income.

If instead gains are only taxed when realised, losses can only be offset against such gains and only the part of the tax loss in excess of received tax exempt dividends can be deducted. Net losses can be carried forward indefinitely.

If a gain on unquoted portfolio shares or on the shares in a qualifying company is tax exempt, a loss on such shares is not tax-deductible.

Pension funds

Danish resident pension funds are generally exempt from Danish corporate income tax. Instead, they are subject to a 15.3% pension yield tax on their return on investments.

Dividends

Dividends are fully taxable when received.

Faroese withholding tax at 15% can be credited against Danish tax, subject however to certain restrictions in respect of financing and other costs relating to the shareholding.

Disposal of shares

Capital gains and losses are included in taxable income under an accrual principle. In the year of disposal, any gain or loss compared to the tax basis at the beginning of the year is included in taxable income.

Life assurance companies

Life assurance companies are subject to both ordinary corporate income tax and pension yield tax. Complex rules apply to ensure that double taxation is avoided.

Norway

Set out below is a summary of certain Norwegian tax matters related to the purchase, holding and disposal of the Offer Shares. Please note that for these purposes, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

Individual investors

Dividends

Dividends from the Company received by shareholders who are individuals resident in Norway for tax purposes are taxable as ordinary income for such shareholders at a flat rate of 28% to the extent the dividend exceeds a tax-free allowance.

The allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a determined risk free interest rate. The risk free interest rate is based on the effective rate after tax of interest on treasury bills (Norwegian: "statskasseveksler") with three months maturity. The allowance is calculated for each calendar year, and is allocated solely to Norwegian individual shareholders holding shares at the expiration of the relevant calendar year. Norwegian individual shareholders who transfer shares will thus not be entitled to deduct any calculated allowance related to the year of transfer. Any part of the calculated allowance one year exceeding the dividend distributed on the share (excess allowance) may be carried forward and set off against future dividends received on, or gains upon realization, of the same share. Any excess allowance will also be included in the basis for calculating the allowance on the same share the following years.

To the extent withholding tax is levied in the Faroe Islands (up to 15% according to the tax treaty), double taxation will in general be avoidable in Norway in accordance with the Nordic tax treaty and/or domestic Norwegian Tax legislation, through a credit in Norwegian tax for tax paid in the Faroe Islands.

Disposal of shares

Sale, redemption or other disposal of shares is considered a realization for Norwegian tax purposes. A capital gain or loss generated by a Norwegian individual shareholder through a realization of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the shareholder's ordinary income in the year of disposal. Ordinary income is taxable at a rate of 28%. The gain is subject to tax and the loss is tax-deductible irrespective of the duration of the ownership and the number of shares disposed of.

The taxable gain/deductible loss is calculated per share, as the difference between the consideration for the share and the Norwegian individual shareholder's cost price of the share, including any costs incurred in relation to the acquisition or realization of the share. From this capital gain, Norwegian individual shareholders are entitled to deduct a calculated allowance, provided that such allowance has not already been used to reduce taxable dividend income. See above for a description of the calculation of the allowance. The allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e. any unused allowance exceeding the capital gain upon the realization of a share will be annulled (and may not be set off against gains from realization of other shares).

If the Norwegian individual shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

If a Norwegian individual shareholder cease to be a tax resident of Norway certain specific regulations applies with regard to realization of shares held by such person.

Corporate investors

Dividends

Dividends from the Company received by shareholders who are Norwegian corporate investors (i.e. limited liability companies and similar) resident in Norway for tax purposes are in general taxable as ordinary income, as the Company is located outside the EEA area and the shares therefore does not automatically qualify for the Norwegian exemption method. Ordinary income is subject to tax at a flat rate of 28% (proposed reduced to 27% with effect as of the fiscal year 2014, as stated in the 2014 Norwegian state budget).

However, for shares in the Company, and other companies located in a jurisdiction outside the EEA area, the Norwegian exemption method will nevertheless apply provided that the relevant jurisdiction is not considered to be a low tax jurisdiction, and the corporate shareholder has been the beneficial owner of at least 10% of the capital and has at least 10% of the votes to be given in a shareholders meeting of the company for a consecutive period of two years. Whether a jurisdiction is a low tax jurisdiction for Norwegian tax purposes is based on a case to case assessment. However, jurisdictions which have an effective tax rate of less than 2/3 of the Norwegian corporate tax rate is considered to be a low tax jurisdiction for Norwegian tax purposes. Based on information available at the date of this Prospectus, the Company does not appear to be located in a low tax jurisdiction. When dividends qualify for the Norwegian exemption method, 3% of the dividend payment is taxed as ordinary income at the 28% rate (i.e. 28% tax of 3% = 0.84% effective tax).

To the extent withholding tax is levied in the Faroe Islands (up to 15% according to the tax treaty, although zero if the ownership is at least 10%), double taxation will in general be avoidable in Norway in accordance with the Nordic tax treaty and/or domestic Norwegian Tax legislation, through a credit in Norwegian tax for tax paid in the Faroe Islands.

Disposal of shares
Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes. Capital gains by shareholders who are Norwegian corporate investors (i.e. limited liability companies and similar entities) resident in Norway for tax purposes, from the realisation of shares in the Company, are in general taxable as ordinary income. Ordinary income is subject to a flat tax rate of 28% (proposed to be reduced to 27% ref. above).

Capital gains from Norwegian resident companies received by Norwegian corporate shareholders are exempt from tax under the Norwegian participation exemption method.

Furthermore, Norwegian corporate investors are not taxed on gains on shares in limited liability companies and similar entities tax resident in jurisdictions outside the EEA area provided that the jurisdiction is not considered to be a low tax jurisdiction and that the corporate shareholder has been the beneficial owner of at least 10% of the capital and has at least 10% of the votes to be given in a shareholders meeting of the company for a consecutive period of two years (under the Norwegian participation exemption method). Whether a jurisdiction is a low tax jurisdiction for Norwegian tax purposes is based on a case to case assessment. However, jurisdictions which have a tax rate less than 2/3 of the Norwegian corporate tax rate is considered to be a low tax jurisdiction for Norwegian tax purposes. Based on information available at the date of this Prospectus, the Company does not appear to be located in a low tax jurisdiction.

Pension funds and life assurance companies
Norwegian resident pension funds and life assurance companies are taxable at the general corporate tax rate and are as a starting point subject to the general Norwegian tax rules for corporate investors' income from shares. However, there are some exceptions, including the right to make provisions for customer liabilities and limitations in the applicability of the Norwegian exemption method as described below.

Dividends
For shares held in the collective or investment portfolio, dividends are fully taxable. The Norwegian exemption method does not apply to dividends received on any shares held in such portfolios.

To the extent withholding tax is levied in the Faroe Islands (up to 15% according to the tax treaty, although zero if the ownership is at least 10%), double taxation will in general be avoidable in Norway in accordance with the Nordic tax treaty and/or domestic Norwegian Tax legislation, through a credit in Norwegian tax for tax paid in the Faroe Islands.

Disposal of shares
For shares held in the collective or investment portfolio, gains are fully taxable. The Norwegian exemption method does not apply to gains on any shares held in such portfolios.

Securities funds
For qualifying Norwegian resident securities funds (as defined in section 1-2 of the Norwegian act on Securities Funds (Securities Funds Act) act of 25 November 2011 no 44.), a tax exemption applies to gain (not taxable) and losses (not deductible) on shares that fall outside the scope of the Norwegian exemption method. Dividends are taxable under the general rules applicable to corporate shareholders.

For shares that fall within the scope of the Norwegian exemption method, which the shares in the Company may do if the relevant shareholding conditions are met, ref above, the rules applicable to corporate investors as described above will apply.

To the extent withholding tax is levied in the Faroe Islands (up to 15% according to the tax treaty, although zero if the ownership is at least 10%), double taxation will in general be avoidable in Norway in accordance with the Nordic tax treaty and/or domestic Norwegian Tax legislation, through a credit in Norwegian tax for tax paid in the Faroe Islands.

Net wealth tax

The value of shares is included in the basis for the computation of wealth tax imposed on Norwegian individual investors. Currently, the marginal wealth tax rate is 1.1% of the value assessed. The value for assessment purposes for shares listed on the Oslo Børs is the listed value as of 1st January in the year of assessment.

Norwegian corporate investors are not subject to wealth tax.

Inheritance tax

When shares are transferred by way of inheritance or gift, such transfer may give rise to inheritance or gift tax in Norway if the decedent, at the time of death, or the donor, at the time of the gift, is a resident or citizen of Norway, or if the shares are effectively connected with a business carried out through a permanent establishment in Norway.

5. Terms and conditions of the Offering

TERMS OF THE OFFERING

The Offering comprises up to 1,575,000 New Shares and up to 236,250 Overallotment Shares with a nominal value of DKK 100 each.

The number of New Shares, to be issued by the Company pursuant to the Offering will be such that the Company receives gross proceeds in the range of approximately DKK 150MM – DKK 200MM corresponding to approximate NOK 165MM - NOK 220MM. Assuming gross proceeds of DKK 175MM and an Offer Price at the midpoint of the Indicative Price Range, the number of New Shares, to be issued by the Company will be 1,283,333, each with a nominal value of DKK 100.

In addition, pursuant to an Overallotment Agreement, the Company has granted the Stabilisation Manager the right to overallot a number of Overallotment Shares of up to 15% of the number of New Shares offered in the Offering, on the terms and subject to the conditions described in this Prospectus.

The Offering consists of:

(i) An Institutional Offering, in which the Offer Shares are being offered to (a) institutional and professional investors in Denmark, Norway and the Faroe Islands and to (b) institutional investors outside Denmark, Norway, the Faroe Islands and the United States in reliance on Regulation S under the Securities Act and (c) in the United States to QiBs as defined in, and in reliance on, Rule 144A under the Securities Act, subject to applicable exemptions from the prospectus requirements and a lower limit per application and allocation of NOK 1,000,000 (DKK 909,091)

(ii) A Retail Offering in which Offer Shares are being offered to the public in Denmark, Norway and the Faroe Islands subject to a lower limit per application of NOK 10,500 (DKK 9,545) and an upper limit per application of NOK 999,999 (DKK 909,090) for each investor. Investors who intend to place an order in excess of NOK 999,999 must do so in the Institutional Offering.

The Company together with the Joint Global Coordinators, reserve the right at any time to increase or reduce the number of New Shares in the Offering and the corresponding proceeds from the Offer, depending on the number and size of orders or applications received in the Offering, if the Offer Price is set outside the prevailing Indicative Price Range at the time of the Prospectus, fluctuations in the DKK/NOK exchange rate, or other factors occur. An increase or reduction will be announced through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs no later than 09:00 a.m. CET on the last day of the then prevailing Bookbuilding Period.

The result of the Offering will be published on or about the 11th December through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs.

The Offer Shares will be delivered in the form of Depository Receipts by allocation to accounts through the book-entry facilities of VPS.

The New Shares will not be issued or admitted to official listing on Oslo Børs or NASDAQ OMX Copenhagen until registration of the New Shares has taken place with the Faroese Company Registration Authority. The Offer Shares will be issued under the same ISIN as the Existing Shares (FO000A0DN9X4) following registration of the share capital increase with the Faroese Company Registration Authority, which is expected to take place with respect to the New Shares on or about 11th December 2013. The admission to official listing of the New Shares on Oslo Børs and NASDAQ OMX Copenhagen is expected to take place on or about 12th December 2013.

Upon official listing of the Shares on Oslo Børs, including the Offer Shares, the Shares will be accepted for clearance through Oslo Clearing.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The timetable set out below provides certain indicative key dates for the Offering. The indicative key dates are subject to extension of the Bookbuilding Period as described in Part III, section 5 “Terms and conditions of the Offering – Offer period”.

Table 25: Expected timetable of principal events

Date of publication of Prospectus (Prospectus Date)	26th November 2013
Bookbuilding Period commences	27th November 2013 at 09:00 hours (CET)
Bookbuilding Period ends	10th December at 16:30 hours (CET)
Application Period commences	27th November 2013 at 09:00 hours (CET)
Application Period ends	10th December at 12:00 hours (CET)
Allocation of the New Shares	10th December 2013
Publication of the final Offer Price and results of the Offering	On or about 11th December 2013
Registration of the New Shares with the Faroese Company Registration Authority	On or about 11th December 2013
Delivery and payment for New Shares	On or about 12th December 2013
Admission to trading and official listing on NASDAQ OMX Copenhagen and Oslo Børs Listing	On or about 12th December 2013

OFFER PRICE AND INDICATIVE PRICE RANGE

A non-binding Indicative Price Range for the Offering of NOK 140 - NOK 160 (DKK 127 - DKK 145) has been set by the Board of Directors after consultation with the Joint Global Coordinators. The Offer Price of the Offer Shares will be determined through a bookbuilding process which will be conducted in connection with the Institutional Offering. The bookbuilding process will form the basis for the final determination of the Offer Price and the number of Offer Shares. The Offer Price may be set within, above or below the Indicative Price Range, however, the Offer Price may not exceed NOK 175 (DKK 159). The Indicative Price Range may be amended at any time during the Bookbuilding Period. Any such amendments to the Indicative Price Range will be announced in releases through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs before opening of trading on the last day of the then prevailing Bookbuilding Period.

The Offer Price will be determined by the Board of Directors of Atlantic Petroleum after consultation with the Joint Global Coordinators following the expiry of the Bookbuilding Period and will be announced through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs on or about 11th December 2013. No brokerage fees will be added to the Offer Price.

CONDITIONS FOR COMPLETION OF THE OFFERING

Completion of the Offering on the terms set forth in this Prospectus is conditional upon the following criteria being met:

(i) The Board of Directors of Oslo Børs approving the listing of the Shares on Oslo Børs;
(ii) The Company fulfilling the conditions for the Listing as determined by Oslo Børs and;
(iii) The Board resolving to issue the New Shares and complete the Offering.

There can be no assurance that these conditions will be satisfied.

The Company reserves the right, in consultation with the Joint Global Coordinators, to withdraw, suspend or revoke and not to consummate the Offering at its sole discretion (and for any reason), including during the Bookbuilding Period, at any time until the share capital increase associated with the New Shares is registered with the Faroese Company Registration Authority. In such case, this will be announced through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs.

In the event that the Offering is cancelled, all orders for Offer Shares will be disregarded, any allotments made will be deemed not to have been made, and any payments made will be returned without interest or other compensation (less any transaction costs).

Please also refer to Part III, section 5 “Terms and conditions of the Offering - Withdrawal of the offering” below.

OFFER PERIOD

Bookbuilding period

The Bookbuilding Period for the Institutional Offering will last from 27th November 2013 at 09:00 hours (CET) to 10th December 2013 at 16:30 hours (CET), unless extended. The Company, together with the Joint Global Coordinators, reserves the right to extend the Bookbuilding Period at any time. Any shortening or extension of the Bookbuilding Period will be announced through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs before 09:00 AM on the day following the last day of the then prevailing Bookbuilding Period at the latest. An extension or shortening of the Bookbuilding Period can be made one or several times, but will in no event close earlier than 6th December 2013 at 16:30 hours (CET) or be extended beyond 17th December 2013 at 16:30 hours (CET). In the event of a shortening or an extension of the Bookbuilding Period, the allocation date, the payment dates and the dates of delivery of New Shares will be changed accordingly.

Application Period

The Application Period during which applications for Offer Shares in the Retail Offering will be accepted will last from 27th November 2013 at 09:00 hours (CET) to 10th December 2013 at 12:00 hours (CET), unless shortened or extended. A shortening or extension of the Bookbuilding Period will lead to a similar shortening or extension of the Application Period in the Retail Offering, unless otherwise stated in the announcement.

APPLICATION PROCEDURES AND APPLICATION OFFICES

The Institutional Offering (applications with a value of more than and including NOK 1,000,000 (DKK 909,091))

Applications for Offer Shares in the Institutional Offering must be made during the Bookbuilding Period by advising one of the Joint Global Coordinators of the number of Offer Shares that the investor wishes to purchase and the price that such investor is offering to pay for such Offer Shares. Any orally placed application will be binding upon the investor and subject to the same terms and conditions as a written application. The Joint Global Coordinators may, at any time and at its sole discretion, require the investor to confirm any orally placed application and power of attorney in writing. Applications may be withdrawn or amended by the investor at any time up to the end of the Bookbuilding Period. Upon the end of the Bookbuilding Period, all applications that have not been withdrawn or amended become irrevocable and legally binding upon the investor regardless of whether the final Offer Price is set below, above or within the Indicative Price Range, however, the Offer Price may not exceed NOK 175 (DKK 159). By making an application (as amended, if applicable), and not having withdrawn such application prior to the end of the Bookbuilding Period, the investor irrevocably (i) confirms its request to subscribe for the number of Offer Shares allocated to such investor up to the number of Offer Shares ordered and (ii) authorises and instructs each of the Joint Global Coordinators acting jointly or severally (or someone appointed by them) to subscribe for such number of Offer Shares at the Offer Price on behalf of the investor and to take all actions required to ensure delivery of the Offer Shares to such investor in the VPS, on behalf of the investor.

Details of the application offices (the “Application Offices”) for applications in the Institutional Offering are set out below:

ABG Sundal Collier Norge ASA	Carnegie AS
Munkedamsveien 45E	Grundingen 2, 5th floor
P.O. Box 1444 Vika	P.O. Box 684 Sentrum
NO-0115 Oslo, Norway	NO-0106 Oslo, Norway
Tel: +47 22 01 60 00	Tel: +47 22 00 93 00
Fax: +47 22 01 60 62	Fax: +47 22 00 94 60

All applications in the Institutional Offering will be treated in the same manner regardless of which Application Office an order is placed with.

The Retail Offering (applications for amounts up to and including NOK 999,999 (DKK 909,090))

Procedure for applications in the Retail Offering from investors resident in Norway

Applicants in the Retail Offering resident in Norway with a Norwegian personal identification number can apply for Offer Shares through the VPS online application system by following the link to such online application system on the following web pages: www.abgsc.no or www.carnegie.no. Applicants in the Retail Offering resident in Norway not having access to the Internet for electronic application must apply using the Norwegian Application Form (Norwegian: Norsk Ordreblankett) attached to this Prospectus in Annex 3. No text must be added to the Application Forms other than in the designated fields. Application Forms together with this Prospectus can be obtained from the Company’s web page: www.petroleum.fo or from the Joint Global Coordinators web page: www.abgsc.no or www.carnegie.no. Applicants will be able to download this Prospectus and the Application Form once they have confirmed residency in Norway and have a valid VPS account. Application Forms together with this Prospectus can also be obtained from the Application Offices set out below. Applications made through the VPS online subscription system must be duly registered during the Application Period.

Procedure for applications in the Retail Offering from investors resident in Denmark or the Faroe Islands

Applicants in the Retail Offering resident in Denmark and the Faroe Islands must apply using the Danish and Faroese Application Form (Danish: Dansk og Færøsk Ordreblanket) attached to this Prospectus in Annex 2. No text must be added to the Application Form other than in the designated fields. The Application Form must be submitted to the applicant's own account-holding institution in completed and executed form in time to allow the applicant's own account-holding institution to process and forward the Application Form to ensure that the application form is received by one of the Application Offices prior to the expiry of the Application Period. Application Forms together with this Prospectus can be obtained from the Company's web page: www.petroleum.fo or from the Joint Global Coordinators web page: www.abgsc.no or www.carnegie.no. Applicants will be able to download this Prospectus and the Application Form once they have confirmed residency in Denmark or the Faroe Islands. Application Forms together with this Prospectus can also be obtained from the Application Offices set out below.

General terms for applications

Application Forms that are incomplete or incorrectly completed, or that are received after the expiry of the Application Period, may be disregarded at the sole discretion of the Joint Global Coordinators without further notice to the Applicant. The Joint Global Coordinators reserves the right to approve Application Forms that are received after the expiration of the Application Period. Subject to any shortening or extension of the Application Period, properly completed Application Forms must be received by one of the Application Offices by 12:00 p.m. (CET) on 10th December 2013. Neither the Company nor the Joint Global Coordinators may be held responsible for postal delays, unavailable fax lines, internet lines or servers or other logistical or technical matters that may result in Applications not being received in time or at all by one of the Application Offices.

Multiple Applications are not allowed. In the event an Applicant, or his personally related parties, submits two or more Application Forms, the Applicant runs the risk of either having the multiple Applications accumulated or either of, or all of the Applications annulled at the discretion of the Joint Global Coordinators.

All Applications made in the Retail Offering will be irrevocable and binding on the Applicant upon receipt of a duly completed Application Form by one of the Application Offices, or in the case of Applications through the VPS online subscription system, upon registration of the Application, irrespective of any extension of the Application Period, and cannot be withdrawn, cancelled or modified by the Applicant after having been received by one of the Application Offices, or in the case of Applications through the VPS online subscription system, upon registration of the Application.

By making an Application, the Applicant irrevocably (i) confirms its request to subscribe for the number of Offer Shares allocated to such Applicant and (ii) authorises and instructs each of the Joint Global Coordinators acting jointly or severally (or someone appointed by them) to subscribe for such number of Offer Shares at the Offer Price on behalf of the Applicant and to take all actions required to ensure delivery of the Offer Shares to such investor in the VPS, on behalf of the investor.

Details of the Application Offices for applications in the Retail Offering are set out below:

ABG Sundal Collier Norge ASA	Carnegie AS
Munkedamsveien 45E	Grundingen 2, 5th floor
P.O. Box 1444 Vika	P.O. Box 684 Sentrum
N-0115 Oslo, Norway	NO-0106 Oslo, Norway
Tel: +47 22 01 60 00	Tel: +47 22 00 93 00
Fax: +47 22 01 60 62	Fax: +47 22 00 94 60

All Applications in the Retail Offering will be treated in the same manner regardless of which Application Office the Applicant submits the Application to, and regardless of whether it is placed by delivery of an Application Form to an Application Office or through the VPS online subscription system.

WITHDRAWAL OF THE OFFERING

In addition to the conditions for completion of the Offering set out in Part III, section 5 "Terms and conditions of the Offering - Conditions for completion of the Offering", the Placing Agreement (as defined below) contains conditions for the completion of the Offering. Such conditions includes, for example, the absence of force majeure events, the absence of material adverse changes to the Company's business and financial position and certain other conditions considered to be customary for such offerings. The obligations of the Joint Global Coordinators under the Placing Agreement are subject to all the terms and conditions in the Placing Agreement being met or waived. If one or more of the conditions for completion of the Offering are not met, the Joint Global Coordinators are furthermore entitled to terminate the Placing Agreement at its own discretion at any time before the delivery and payment of the Offer Shares and, in such situation, the Company will be obliged to withdraw the Offering. Any withdrawal of the Offering will be announced through NASDAQ OMX Copenhagen and Oslo Børs on 17th December 2013, at the latest. If the Offering is not completed, any related arrangements will lapse and all applications will automatically be cancelled, and any monies received related to the Offering will be returned to investors without interest (less any transaction costs).

For information on a possible withdrawal of the Offering, see "Risk Factors".

PRINCIPLES FOR ALLOTMENT OF OFFER SHARES

It has been provisionally assumed that 15% of the offering will be reserved for applications through the Retail Offering, and 85% of the offering will initially be reserved for the Institutional Offering. However, the final allocation between tranches will be decided by the Board of Directors in consultation with the Joint Global Coordinators on 10th December 2013 on the basis of the application level in the respective tranches relative to the overall application level for the offering, and with regard to the requirements of free float and number of shareholders pertaining to a listing of the Shares on Oslo Børs. The Company reserves the right to deviate from the provisionally assumed allocation between the tranches without further notice and at its sole discretion.

In the Institutional Offering, the Board of Directors will determine the allocation of Offer Shares after consultation with the Joint Global Coordinators. An important aspect of the allocation principles is the desire to create an appropriate shareholder structure for the Company, including obtaining the required number of shareholders for a listing on Oslo Børs. The allocation principles will include, inter alia, customary allocation criteria such as timeliness of orders, subscribed amounts, price leadership in the Bookbuilding Period, perceived investor quality, investors' time horizon and the goal of establishing a strong and diversified shareholder structure. Priority may therefore be given to investors believed by the Board of Directors to be quality investors and contribute to such shareholder structure. The Board and the Joint Global Coordinators reserves the right, in their sole discretion, to take into account creditworthiness of any applicant, set a maximum allocation, reduce allocation or decide to make no allocation to any applicant. In the event that the Institutional Offering is over-subscribed, the Offer Shares will be allocated in accordance with the discretion of the Board of Directors.

In the Retail Offering, allocation will as a main rule be made on a pro rata basis using the VPS automated standard allocation procedure. The minimum allocation of Offer Shares to any investor will be the number of Offer Shares equal to the minimum order of NOK 10,500. No more than a number of Offer Shares equal to the maximum order of NOK 999,999 will be allotted to any Applicant in the Retail Offering.

In the event of over-subscription in the Retail Offering, the Board of Directors will give first priority to allotting the minimum number of Offer Shares to each Applicant in the Retail Offering. The remaining Offer Shares available for the Retail Offering will be allotted pursuant to objective criteria based on a pro-rata allocation. Smaller orders may be granted a higher relative allotment compared to larger orders, due to the minimum allocation of Offer Shares equal to NOK 10,500. Allocations may be rounded up or down to the nearest Offer Share.

Notwithstanding the foregoing, in the event that further reductions need to be made, the Company reserves the right to limit the total number of investors to whom Offer Shares will be allotted if it deems this to be necessary in order to keep the number of shareholders in the Company at an appropriate level. If the Company should decide to limit the total number of investors to whom Offer Shares will be allotted, the identity of the investors to whom Offer Shares will be allotted will be determined by drawing lots or applying similar mechanisms.

MINIMUM AND/OR MAXIMUM APPLICATION AMOUNTS

The Institutional Offering

The Institutional Offering, in which the Offer Shares are being offered to institutional and professional investors in or outside Denmark, Norway and Faroe Islands, is subject to applicable exemptions from the prospectus requirements. The Institutional Offering is subject to a lower limit per application and allocation of NOK 1,000,000 (DKK 909,091). Investors in Denmark, Norway and Faroe Islands who intend to place an application for less than NOK 1,000,000 (DKK 909,091) must do so in the Retail Offering.

The amount payable for the Offer Shares is in NOK.

The Retail Offering

The Retail Offering in which Offer Shares are being offered to the public in Denmark, Norway and Faroe Islands is subject to a lower limit per application of NOK 10,500 (DKK 9,545) and an upper limit per application of NOK 999,999 (DKK 909,090) for each investor. Investors who intend to place an order in excess of NOK 999,999 (DKK 909,090) must do so in the Institutional Offering.

The amount payable for the Offer Shares is in NOK.

PAYMENT AND SETTLEMENT

The Institutional Offering

Payment by applicants in the Institutional Offering will take place against delivery of Offer Shares. Delivery and payment for New Shares is expected to take place on or about 12th December 2013. Payment instructions will be set out in allocation letters to each applicant in the Institutional Offering. Payment of the Offer Shares shall be effected in NOK.

The Retail Offering

Payment by applicants in the Retail Offering will take place against delivery of New Shares. Delivery and payment for New Shares is expected to take place on or about 12th December 2013.

Payment procedures for applicants resident in Norway

Each Applicant resident in Norway applying for Offer Shares in the Retail Offering will by signing the Application Form give the Joint Global Coordinators a one-time authorisation to debit a specified bank account for the payment amount for the number of Offer Shares the Applicant is allotted. The specified bank account is expected to be debited on or about 12th December 2013 and there must be sufficient funds in the stated bank account from and including 12th December 2013. Please note that it typically takes at least one business day to transfer money from one Norwegian bank account to another (international bank transfers may take a longer period to complete). The Company and the Joint Global Coordinators reserve the right to make up to three debit attempts for up to seven working days after the Payment Date if there are insufficient funds in the account on the first debiting date (but shall have no obligation to do so).

Any applicant wishing to know the precise number of Offer Shares allocated to it, may contact one of the Application Offices on or about 12th December during business hours. Applicants who have access to investor services through an institution that operates the applicant's account with the VPS for the registration of holdings of securities should be able to see how many Offer Shares they have been allocated from on or about 12th December.

Payment procedures for applicants resident in Denmark and Faroe Islands

For applicants resident in Denmark and Faroe Islands, payment will take place and be handled through the applicant‘s own account-holding institution.

Any applicant wishing to know the precise number of Offer Shares allocated to it, may contact its own account-holding institution on or about 12th December during business hours.

Late payments

Should applicants have insufficient funds in their accounts or should payment be delayed for any reason, a penalty interest will be payable on the delayed sum according to the Norwegian Act on Interest on Overdue Payments of 17th December 1976 no. 100. The interest rate is at the date of this Prospectus 9.50%. Should payment not be made at the correct time, the Offer Shares allocated to such applicant will not be delivered to the applicant and the Joint Global Coordinators, reserve the right to cancel the order, to re-allot or to sell the allocated shares at the expense and risk of the applicant in accordance with sections 10- 12 and 2-13 (3) of the Norwegian Public Limited Companies Act.

PUBLICATION OF THE RESULTS OF THE OFFERING

The result of the Offering will be published on or about the 11th December through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs.

JURISDICTIONS IN WHICH THE OFFERING WILL BE MADE AND RESTRICTIONS APPLICABLE TO THE OFFERING

The Offering consists of a public offering in Denmark, Norway and Faroe Islands and a private placement in other jurisdictions relying on applicable exemption rules under relevant prospectus requirements.

RESTRICTIONS APPLICABLE TO THE OFFERING

General restrictions

The distribution of this Prospectus and the Offering may, in certain jurisdictions, be restricted by law, and this Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. This Prospectus does not constitute an offer of or an invitation to subscribe Offer Shares in any jurisdiction in which such offer or invitation would be unlawful. The Company and the Joint Global Coordinators require persons into whose possession this Prospectus comes to inform themselves of and observe all such restrictions. Neither the Company nor the Joint Global Coordinators accept any legal responsibility for any violation by any person, whether or not a prospective purchaser of Offer Shares, of any such restrictions.

This Prospectus may not be distributed or otherwise made available, and the Offer Shares may not be directly or indirectly offered, sold or subscribed in the United States, Canada, Australia or Japan, unless such distribution, offering, sale, acquisition, or subscription is permitted under applicable laws of the relevant jurisdiction, and the Company and the Joint Global Coordinators receive satisfactory documentation to that effect. The Prospectus may not be distributed or otherwise made available, the Offer Shares may not be directly or indirectly offered, sold or subscribed in any other jurisdiction, unless such distribution, offering, sale, acquisition or subscription is permitted under applicable laws of the relevant jurisdiction. The Company and the Joint Global Coordinators may require receipt of satisfactory documentation to that effect.

Due to such restrictions under applicable legislations and regulations, the Company expects that certain investors residing in the United States, Canada, Australia, Japan and other jurisdictions may not be able to receive this Prospectus and may not be able to subscribe the Offer Shares.

Restriction on offers and sales in the United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold except (i) within the United States to QIBs as defined in, and in reliance on, Rule 144A or (ii) to certain persons in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, each Manager has agreed that it has not offered or sold, and will not offer or sell, any of the Offer Shares at any time other than to QIBs in the United States in accordance with Rule 144A or outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Offer Shares will be restricted and each purchaser of the Offer Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described below. Any offer or sale in the United States will be made by broker-dealers registered under the US Exchange Act which are either affiliates of one of the Managers or broker-dealers to which one of the Managers have a contractual relationship. In addition, until 40 days after the commencement of the Offering, an offer or sale of Offer Shares within the United States by a dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A of the U.S. Securities Act and in connection with any applicable state securities laws.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this Section.

Each purchaser of the Offer Shares outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed decision and that:

- The purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority or any state of the United States, and are subject to significant restrictions on transfer.
- The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares was located outside the United States at the time the buy order for the Offer Shares was originated and continues to be located outside the United States and has not purchased the Offer Shares for the benefit of any person in the United States or entered into any arrangement for the transfer of the Offer Shares to any person in the United States.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- The purchaser is aware of the restrictions on the offer and sale of the Offer Shares pursuant to Regulation S.
- The Offer Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.
- The Company shall not recognise any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above restrictions.
- The purchaser acknowledges that the Company, the Selling Shareholders, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each purchaser of the Offer Shares within the United States pursuant to Rule 144A acknowledges, represents and agrees that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorized to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
- The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is

acquiring such Offer Shares for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution of the Offer Shares, as the case may be.

- The purchaser is aware that the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act.
- If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, as the case may be, such shares may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in accordance with Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- The Offer Shares are “restricted securities” within the meaning of Rule 144A (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Offer Shares, as the case may be.
- The Company shall not recognise any offer, sale pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions.
- The purchaser acknowledges that the Company, the Selling Shareholders, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Restrictions on sales in the European Economic Area

In relation to each Member State of the EEA which has implemented the Prospectus Directive (each, a “Relevant Member State”), an offer to the public of any Offer Shares may not be made in that Relevant Member State, other than the offers contemplated by this Prospectus in Norway, Denmark and the Faroe Islands once this Prospectus has been approved by the Danish FSA published in accordance with the Prospectus Directive as implemented in Denmark and passported to Norway under the provisions of the Prospectus Directive, except that an offer to the public of any Offer Shares in a Relevant Member State may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in the Relevant Member State:

(a) to any qualified investor as defined in the Prospectus Directive;
(b) to fewer than 100, or if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive);
(c) to investors who acquire securities for a total consideration of at least EUR 50,000 per investor, or if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, EUR 100,000 per investor for each separate offer;
(d) if the denomination per unit amounts to at least EUR 50,000, or if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, EUR 100,000; or
(e) in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of Shares shall result in a requirement for the publication by the Company or any the Joint Global Coordinators of a prospectus pursuant to Article 3 of the Prospectus Directive or supplement to a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes hereof, the expression an ‘offer to the public’ in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase any Offer Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, and the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the amending directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

Restrictions on sales in the United Kingdom

This communication is only being distributed to, and is only directed at, (i) persons who are outside the United Kingdom or (ii) investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (financial promotion) order 2005 (the “Order”) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within article 49(2)(a) to (d) of the Order (all such persons together being referred to as “Relevant Persons”). The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Offer Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

Restrictions on sales in Canada, Australia and Japan
The Offer Shares have not been approved, disapproved or recommended by any foreign securities and exchange commissions nor have any of such authorities passed upon or endorsed the merits of the offering or the accuracy or adequacy of this Prospectus.

INTENTIONS OF MAJOR SHAREHOLDERS OF THE COMPANY, MANAGEMENT OR THE BOARD OF DIRECTORS TO PARTICIPATE IN THE OFFERING

All members of the Board of Directors and Management have stated to the Company that they expect to participate in the Offering.

PRE-ALLOTMENT INFORMATION

There is no pre-allotment of Offer Shares.

For a description of the principles for allotment of Offer Shares, see Part III, section 5 “Terms and conditions of the Offering - Principles for allotment of Offer Shares”.

OVERALLOTMENT INFORMATION

In connection with the Offering, the Stabilisation Manager, may with the consent of the Board of Directors overallot a number of Overallotment Shares equalling up to 15% of the number of New Shares sold in the Offering. To the extent the Stabilisation Manager with the Board of Directors’ consent decides to overallot shares, the Overallotment Shares will be sold as part of the Offering, at the Offer Price and on the terms and conditions applicable in the Offering.

Pursuant to the Overallotment Agreement, the Company has granted the Stabilisation Manager the right pursuant to which the Stabilisation Manager may subscribe for a number of shares equal to up to 15% of the number of New Shares sold and issued in the Offering at a price equal to the Offer Price, as may be necessary to cover overallotments, if any, made in connection with the Offering. The Overallotment Agreement may be used only for the purpose of closing out any short positions created through overallotments, if any, made in connection with the Offering. The Overallotment Agreement may be exercised at any time during the 30 day period starting on the first day of trading of the Shares on Oslo Børs. Any exercise of the Overallotment Agreement will be promptly announced through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs.

To the extent that the Stabilisation Manager overallots Shares in connection with the Offering, the Stabilisation Manager will have created a short position in the Shares. Such short position may be closed by purchasing Shares in the open market or by exercising all or part of the Overallotment Agreement. The Stabilisation Manager expects that the Overallotment Agreement will be exercised in the event that the trading price of the Shares is higher than the Offer Price at the time the Stabilisation Manager is seeking to close out the Stabilisation Manager’s short position. Otherwise, the Stabilisation Manager expects to purchase shares in the open market to close out such short-position. Any profits and losses resulting from the stabilisation activities will be split 50/50 between the Company and the Joint Global Coordinators.

TF Íløgur P/F, EIK Banki P/F, Alpha Sigma AS, Jonny Hesthammer AS (Jonny Hesthammer is Managing Director of Atlantic Petroleum Norge AS) and Buena Vida AS have agreed with the Joint Global Coordinators to lend Shares to the Joint Global Coordinators for purposes of delivery of the Overallotment Shares to investors in connection with the Overallotment Right. TF Íløgur P/F, EIK Banki P/F, Alpha Sigma AS, Jonny Hesthammer AS and Buena Vida AS will receive a fee of 0.165% from Atlantic Petroleum.

For a description of the Stabilisation, see Part III, section 6, “Agreements on admission to trading and dealing - Stabilisation and short positions”.

PRICE DISPARITY

No persons have been granted the right to subscribe Offer Shares at a preferential price, and consequently there is no price disparity.

JOINT GLOBAL COORDINATORS

ABG Sundal Collier Norge ASA and Carnegie AS are Joint Global Coordinators of the Offering and in this role acts as financial advisers to the Company, coordinating and arranging the Offering. The Joint Global Coordinators place the Offer Shares in Denmark, Norway and Faroe Islands and in the jurisdictions in which a private placement is effected. Further, the Joint Global Coordinators manage the admission to trading of the Offer Shares on NASDAQ OMX Copenhagen and Oslo Børs.

PLACING AND UNDERWRITING

Placing

The Offering consists of a public offering in Denmark, Norway and Faroe Islands and a private placement in other jurisdictions. The Joint Global Coordinators will place the Offer Shares in Denmark, Norway and Faroe Islands and in the jurisdictions in which a private placement is effected.

In connection with the Offering, the Joint Global Coordinators or their respective affiliates acting as investors for their own account, may sell and subscribe for Offer Shares in the Offering. They may in this capacity for their own account hold, buy or sell such securities and any other of the Company's securities and any investments related thereto, and they may offer or sell such securities or other investments in contexts other than in connection with the Offering. References in this Prospectus to the Offer Shares being subscribed, offered, sold or acquired should therefore be considered to comprise such offers or placements of securities to the Joint Global Coordinators or their respective affiliates. The Joint Global Coordinators do not intend to disclose the extent of any such investments or transactions other than in compliance with legal or regulatory requirements to do so.

The Joint Global Coordinators will in their capacities receive fees from the Company. In connection with the Joint Global Coordinators' usual business activities, these and certain companies affiliated therewith may have provided and may in future provide investment banking advice and carry on normal banking business with the Company and its subsidiaries.

In the period until registration of the New Shares with the Faroese Company Registration Authority, the Offering may be withdrawn. Any withdrawal of the Offering will be notified immediately through the electronic information system of NASDAQ OMX Copenhagen and Oslo Børs and be announced in the same daily newspapers in which the Offering was announced.

Placing agreement

The Company and the Joint Global Coordinators have entered into an agreement regarding placement of the Offer Shares (the "Placing Agreement"). The agreement is a standard agreement which regulates the Joint Global Coordinators' obligations in connection with the Offering. The Placing Agreement thus regulates, inter alia, the possibility set out in Part III, section 5. "Terms and conditions of the Offering - Withdrawal of the Offering" to withdraw the Offering. The Placing Agreement is subject to Danish law.

Underwriting

The Offering is not underwritten. However, to ensure expedient registration and delivery of the Offer Shares, the Placing Agreement includes soft underwriting provisions according to which the Joint Global Coordinators whereby the Joint Global Coordinators, subject to certain conditions, will undertake to subscribe for the Offer Shares issued and allocated in the Offering and pay the aggregate Offer Price in their own name, but for the benefit of the applicants who have been allocated these Offer Shares, for immediate sale, at the Offer Price, to such applicants. The Joint Global Coordinators has not undertaken to subscribe and pay for Offer Shares that have not been applied for in the Offering.

6. Agreements on admission to trading and dealing

Upon registration of the capital increase relating to the New Shares with the Faroese Company Registration Authority which is expected to take place on or about 11th December 2013, the New Shares will be issued and admitted to official listing under the existing ISIN on NASDAQ OMX Copenhagen and as a new listing on the Oslo Børs. For a detailed description of the offering, see Part III, section 5 “Terms and conditions of the Offering - Terms of the Offering”.

The Existing Shares are listed on NASDAQ OMX Copenhagen and NASDAQ OMX Iceland under the following ISIN Code FO000A0DN9X4 and will be listed on Oslo Børs under the same ISIN Code if the share capital raise is completed and the Company is approved for listing by the Board of Oslo Børs and has fulfilled any conditions for listing as determined by the Board of Oslo Børs. Shareholders and investors should note that the Offer Shares will not be admitted to official listing on NASDAQ OMX Copenhagen nor Oslo Børs under a temporary securities code.

The Company has applied for a delisting from NASDAQ OMX Iceland, following which the primary place of listing of the Company’s shares will be NASDAQ OMX Copenhagen.

The Company expects to effectively delist from NASDAQ OMX Iceland prior to completion of the Offering. In connection with such delisting process the Company’s Icelandic Shareholders will under applicable Icelandic capital control rules be restricted in the trading and subscribing in Shares in the Company. Should the delisting from NASDAQ OMX Iceland not be effected prior to completion of the Offering, the Company intends to apply for the New Shares to be listed also with NASDAQ OMX Iceland until such delisting is effected.

ISIN CODES

Existing Shares FO000A0DN9X4

MARKET MAKER AGREEMENT

The Company does not have a market maker agreement.

STABILISATION AND SHORT POSITIONS

The Stabilisation Manager, may, effect transactions with a view to support the market price of the Shares at a level higher than what might otherwise prevail through buying Shares in the open market at prices equal to or lower than the Offer Price. There is no obligation of the Stabilisation Manager to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time and will be brought to an end at the latest 30 calendar days after the first day of trading of the Shares on NASDAQ OMX Copenhagen and Oslo Børs. Stabilisation activities might result in market prices that are higher than would otherwise prevail.

Any stabilisation activities will be conducted in accordance with Section 3-12 of the Norwegian Securities Trading Act and the EC Commission Regulation 2273/2003 regarding buy-back programmes and stabilisation of financial instruments.

Within one week after the expiry of the 30-day period of price stabilisation, the Stabilisation Manager will publish information as to whether or not price stabilisation activities were undertaken. If stabilisation activities were undertaken, the statement will also include information about: (a) the total amount of Shares sold and purchased; (b) the dates on which the stabilisation period began and ended; (c) the price range between which stabilisation was carried out, as well as the highest, lowest and average price paid during the stabilisation period; and (d) the date at which stabilisation activities last occurred.

7. Selling securities holders and lock-up agreements

None of the Company's Shareholders will sell any Shares in connection with the Offering.

LOCK-UP AGREEMENTS IN CONNECTION WITH THE OFFERING

The Company will not without the prior written consent of the Joint Global Coordinators, for a period of 180 days calculated from the first day of Listing, directly or indirectly, issue, offer, sell or otherwise directly or indirectly sell or contract to sell Shares or securities convertible into, exercisable or exchangeable for Shares, or enter into any swap or other agreement or transaction that transfers, in whole or in part, directly or indirectly, any of the financial consequences of ownership in the Shares. The Company's lock-up commitments do not apply to warrants (and Shares issued on exercise thereof) issued or to be issued to members of the Company's Board of Directors and Management and other employees under existing authorisations.

The Management and the Board of Directors have undertaken a similar duty to the Joint Global Coordinators for a period of 180 days calculated from the first day of Listing. The lock-up does not apply to the acquisition, subscription or disposal of company securities in relation to existing and future employee shareholding and warrant programs, pre-emptive rights and new shares acquired in connection with and following the Offering.

8. Expenses relating to the Offering

The number of New Shares, to be issued by the Company pursuant to the Offering will be such that the Company receives gross proceeds in the range of approximately DKK 150MM – DKK 200MM corresponding to approximate NOK 165MM - NOK 220MM.

The estimated costs payable by the Company in connection with receiving gross proceeds of DKK 150MM will be DKK 17.3 equal to approximately NOK 19.0MM and the estimated cost payable in connection with receiving gross proceeds of DKK 200MM will be 21.8 equal to approximately NOK 24.0MM.

A subscription commission for the Retail Offering in Denmark and Faroe Islands of 0.25% will be payable to the account-holding institutions and hence be deducted from the gross proceeds.

After deduction of the estimated costs, the net proceeds from the Offering are expected to be approximately DKK 133MM - DKK 178MM corresponding to approximate NOK 146MM - NOK 196MM.

No brokerage fees will be added to the Offer Price.

9. Dilution

Atlantic Petroleum's equity value as at 30th September 2013 was DKK 489.5MM, or DKK 186 per Existing Share. The equity per Share is determined by dividing the Company's equity value by the total number of Shares excluding treasury shares. After giving effect to the issue of 1,283,333 New Shares, at the mid-point of the Indicative Price Range, and deducting estimated expenses payable in connection with the Offering, the Company's equity value as at 30th September 2013 would have been approximately DKK 645.0MM or DKK 165 per Share. This represents an immediate decline in equity value per Share of DKK 21 to the shareholders, and an immediate increase in adjusted equity per Share of DKK 29 to applicants who have been allocated New Shares.

10. Additional information

ADVISERS

- Legal adviser to the Group with respect to Faroese law excluding taxation, fiscal and VAT issues: Advokatfelagið við Strond 4 Í/F, Yviri við Strond 4, Postbox 359, FO-110 Tórshavn, Faroe Islands

- Legal adviser to the Group with respect to Danish law: LETT Law Firm P/S, Rådhuspladsen 4, 1550 Copenhagen V, Denmark

- Legal adviser to the Group with respect to English law: Burlingtons LLP, Hertford Street 38, Mayfair, W1J7SG, London

- Auditors to the Company: P/F JANUAR, Hoyvíksvegur 5, Postbox 30, FO-110 Tórshavn

- Joint Global Coordinators: ABG Sundal Collier ASA, Munkedamsveien 45E, 7., 0250 Oslo, Norway and Carnegie Bank A/S, Overgaden neden Vandet 9b, 1414 Copenhagen, Denmark

- Legal advisers to the Joint Global Coordinators with respect to Danish law: Kromann Reumert, Sundkrogsgade 5, DK-2100 Copenhagen Ø, Denmark

- Legal advisers to the Joint Global Coordinators with respect to Norwegian law: Wikborg Rein & Co Advokatfirma DA, Kronprinsess Märthas pl. 1, 0160 Oslo, Norway

HOW TO ORDER THIS PROSPECTUS

Copies of this Prospectus are available on request from the following:

ABG Sundal Collier Norge ASA
Munkedamsveien 45E
P.O. Box 1444 Vika
N-0115 Oslo, Norway
Tel: +47 22 01 60 00
Fax: +47 22 01 60 62

Carnegie AS
Grundingen 2, 5th floor
P.O. Box 684 Sentrum
NO-0106 Oslo, Norway
Tel: +47 22 00 93 00
Fax: +47 22 00 94 60

Subject to certain exceptions for prospective investors' resident outside Norway, Denmark and the Faroe Islands, the Prospectus can be downloaded from the Group's website: www.petroleum.fo.

The distribution of this Prospectus and the Offer Shares is restricted by law in certain jurisdictions. This Prospectus does not constitute an offer to sell or a solicitation to subscribe or purchase any of the Offer Shares in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. Persons into whose possession this Prospectus may come are required to inform themselves about and to observe such restrictions.

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ATLANTIC PETROLEUM

ANNEXES

ANNEX 1: Articles of Association

This is a translation of the applicable Articles of Association of P/F Atlantic Petroleum worded in Faroese. The Articles of Association worded in Faroese is the Articles of Association applying to the Company and this translation do only serve as a translation of the Faroese worded Articles of Association. In case of inconsistence between the original Faroese worded Articles of Association and this translation the original Faroese prevails.

ARTICLES OF ASSOCIATION OF
P/F Atlantic Petroleum
Resolved on the establishing general meeting the 11th Feb. 1998,
as latest amended on the general meeting on 12 April 2013.

I. Name, Registered Office, and Objectives

Clause 1.

The name of the company is **'P/F Atlantic Petroleum'**, with the secondary name **'P/F Atlants Kolvetni (Atlantic Petroleum)'.** The company's registered office is in the municipality of Tórshavn.

The company's objective is to run business in the field of hydrocarbon production and other related business.

II. The Share Capital

Clause 2.

Subclause 1.
The Company's share capital is **DKK 262.670.300,00**

The shares have nominal value of DKK 100,- each and multiple hereof.
No shares have special rights.
The shares shall be made out to a named holder and are negotiable.
The shareholders are not obliged to redeem their shares.

Clause 3.

Sub clause 1.
The General Meeting has decided that the company's Board of Directors has authority in the period until 11 April 2018 – in one or several rounds – to increase the company's share capital with up to DKK 300.000.000 in nominal value by subscription of new share capital. The increase of the share capital will be made with pre-emptive rights for existing shareholders. The increase of the share capital can be made by subscription in cash or fully or partially be made by subscription in other values than cash, this including

<u>that</u> the company in connection with the increase of the share capital against consideration in shares takes over other existing enterprise, activity or company or shares in other company (merger);
<u>that</u> the company in connection with the increase of share capital without consideration in shares accepts such other values.

Payment of increase in the share capital can further fully or partially be made by way of conversion of the company´s debt to share capital.

Sub clause 2.
For subscription of new share capital based on the authority in this clause the following conditions shall apply:

1. The share capital will have the same rights in the company as the existing share capital;
2. The shares shall be made out to a named holder and are negotiable;
3. The shareholders are not obliged to redeem their shares;
4. The shares have a nominal value of DKK 100,00 and multiple hereof.
5. In case of an oversubscription the company's Board of Directors is free to decide how the share capital offered for subscription – which is not subscribed on the basis of pre-emption rights of subscription - shall be distributed among those, who have offered to subscribe.

Clause 3A.

The General Meeting has decided that the company's Board of Directors has authority in the period until 11 April 2018 – in one or several rounds – to increase the company's share capital with up to DKK 300.000.000 in nominal value by subscription of new share capital. The increase of the share capital will be made without pre-emptive rights for existing shareholders and subscription is to be made at market price. The increase of the share capital can be made by subscription in cash or fully or partially be made by subscription in other values than cash, this including

<u>that</u> the company in connection with the increase of the share capital against consideration in shares takes over other existing enterprise, activity or company or shares in other company (merger);

<u>that</u> the company in connection with the increase of share capital without consideration in shares accepts such other values.

Payment of increase in the share capital can further fully or partially be made by way of conversion of the company´s debt to share capital.

Sub clause 2.

For subscription of new share capital based on authority in this clause the following conditions shall apply:

1. The share capital will have the same rights in the company as the existing share capital;
2. The shares shall be made out to a named holder and are negotiable;
3. The shareholders are not obliged to redeem their shares;
4. The shares have a nominal value of DKK 100,00 and multiple hereof.
5. In case of an oversubscription the company's Board of Directors is free to decide how the share capital offered for subscription shall be distributed among those, who have offered to subscribe.

Clause 4.

Notice from the limited company to the shareholders shall be forwarded to each shareholder in writing to the address, which latest is registered in the share register, or by announcing in a public Faroese announcement paper.

The shares can be cancelled without judgement according to the existing law at the time concerning negotiable shares.

III. The General Meeting

Clause 5.

The General Meeting is organised by the shareholders, which have 1 vote for every DKK 100, they hold in shares.
In order to have voting rights the shares must be registered in the company's share register before the general meeting is held.

Clause 6.

At the earliest 30 days and at the latest 21 days before the general meeting, the Board of Directors gives notice of the general meeting, with specification of time, place and agenda, by writing to each shareholder to the address which latest is registered in the share register, or by announcement in a public Faroese announcement paper.

The Company´s general meetings are to be held at the Company´s domicile in the municipality of Tórshavn, Faroe Islands, in the municipality of Copenhagen, Denmark, or in London, England.

The General Metting will – as decided by the Board of Directors – be held in Faroese or English language.

Clause 7.

The Ordinary General Meeting is held each year before end of April, for treatment of

1. The Board of Directors statement of the company's activity during the previous accounting year.
2. Presentation of audited annual accounts for approval.
3. Decision on how to use profit or cover loss according to the approved accounts and annual report.
4. Election of Board of Directors.
5. Election of accountant, who will sit until the next general meeting is held.
6. Items which the Board of Directors or the shareholders wish to treat.

Clause 8.

All shareholders have the right to have a specific item added to the agenda for the general meeting – see also second and third sentence. If the request hereof is received at the latest 6 weeks prior to the date for the general meeting the shareholder is entitled to have the item on the agenda. If the request is received later than six weeks prior to the general meeting the board decides whether the request has been put forward in due time to be included in the agenda.

Clause 9.

Extraordinary general meeting is to be held when a general meeting, the Board of Directors or the accountant appointed by the general meeting request it. Extraordinary general meeting must be summoned at the latest 2 weeks after a written request has been demanded by shareholders who together hold at least 5% of the share capital, for treatment of a specific item which is stated at the same time.

Clause 10.

During a consecutive period of three weeks, starting at the latest three weeks prior to the general meeting, including the day for the general meeting, the company must as a minimum provide its shareholders with the following information on its website: summons, information on the total number of shares and voting rights at the day of summon, the documents which will be presented at the general meeting, the agenda and the complete proposals, and the forms needed for voting by proxy or by letter ballot.

Clause 11.

A shareholder´s right to attend the general meeting and to vote will be in proportion to the number of shares he/she holds on the day of registration. The day of registration is 1 week prior to the general meeting.

A shareholder can give another person written authority to attend the general meeting, and vote by proxy.
The press can also attend the general meeting.

A shareholder, his proxy, and the press have a right to attend the general meeting if they at the latest 3 days prior to the general meeting have notified the company hereof.

Clause 12.

The general meeting, on proposal from the Board of Directors, chooses a chairman.

Clause 13.

At the general meeting, all items are decided by simple majority of votes, if not otherwise stipulated by the Companies Act.

Clause 14.

Minutes shall be taken of the general meeting, and the chairman shall sign it.

Clause 15.

The chairman of the general meeting decides the voting procedure, but every shareholder present at the general meeting and who has voting right, can demand voting in writing of a specific item.
IV. The Board of Directors

IV. The Board of Directors

Clause 16.

The company's Board of Directors has 5 members.

The company's ordinary general meeting elects the Board of Directors, and the members are elected for 1 year at the time. Re-election is allowed. During a transition period, the board members up for election at the annual general meeting in 2013, at that time and forward, will be elected for 1 year period at the time and the Board Members who are up for election at the annual general meeting in 2014, at that time and forward, will be elected for a 1 year period at the time.

The Board of Directors constitutes itself, and it appoints a Board of Management with one or several Managing Directors to manage the day-to-day business of the company.

The board members receive remuneration for the work on the Board of Directors.

General guidelines for the company´s incentive payment to the Board of Directors and the Board of Management have been made. These general guidelines are adopted at the company´s general meeting and published on the website of the company.

Clause 17.

The Board of Directors holds meetings when the chairman finds it necessary, or when one of the other board members or a Managing Director so wishes.

Clause 18.

In order to form a quorum at least three board members must be present at the meeting. All decisions are made by simple majority of votes. If the votes are even, the vote of the chairman determines the outcome.

Clause 19.

The company is bound by the signature of two board members together, by one board member together with one Managing Director, or by the whole Board of Directors.

Board discussions and decisions are written in Minutes, and are signed by all participants. The board has authority to give power of attorney.

Clause 20.

On every ordinary general meeting up to two accountants are appointed to audit the company's accounts and compare them to the figures from the accountancy. The accountants must be chartered.

Clause 21.

The company's accounting year is the calendar year. However, the first accounting year is from the foundation until 31/12-1998.

Clause 22.

The account must be made in accordance with good accounting practice and in a manner so that all required and necessary depreciation and provisions are made.

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ARTICLES OF ASSOCIATION of P/F Atlantic Petroleum as resolved on the establishing general meeting the 11th Feb. 1998 and as latest amended on the General Meeting on 12 April 2013.

Tórshavn, on the 12. April 2013

The Board of Directors:

____

Birgir Durhuus (sign.)

____

Diana Leo (sign.)

____

Barbara Yvonne Holm (sign.)

____

Jan E. Evensen (sign.)

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David A MacFarlane (sign.)

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ANNEX 2: Dansk og Færøsk Ordreblanket

Generelle oplysninger: Vilkår og betingelser for Detailudbuddet er anført i prospektet af 26. november ("Prospektet"), som er udstedt i forbindelse med Udbuddet. Alle termer med stort begyndelsesbogstav, som ikke er defineret i ordreblanketten, har samme betydning som i Prospektet.

Fremgangsmåde ved ordreafgivelse i Detailudbuddet fra investorer bosiddende i Danmark eller på Færøerne: Ordregivere i Detailudbuddet, der er bosiddende i Danmark og på Færøerne, skal anvende Ordreblanketten, der er vedhæftet Prospektet. Der må ikke tilføjes tekst på Ordreblanketten undtagen i de dertil bestemte felter. Den udfyldte og underskrevne Ordreblanket skal indleveres til ordregivers eget kontoførende institut tidsnok til at give ordregivers eget kontoførende institut mulighed for at behandle og fremsende Ordreblanketten, således at Ordreblanketten modtages af et af Ordrestederne inden udgangen af Ordreperioden.

Fremgangsmåde ved betaling fra ordregivere bosiddende i Danmark og på Færøerne: For ordregivere bosiddende i Danmark og på Færøerne sker betaling gennem ordregivers eget kontoførende institut.

Joint Global Coordinators	
ABG Sundal Collier ASA	Carnegie AS
Munkedamsveien 45E	Grundingen 2, 5th floor
0115 Oslo	0250 Oslo
Norway	Norway
Tel: +47 22 01 60 00	Tel: +47 22 00 93 00
Fax: +47 22 01 60 62	Fax: +47 22 00 94 60

Ordregiver har ansvar for, at de oplysninger, der er udfyldt på Ordreblanketten er korrekte. Ordreblanketter, der ikke er udfyldt helt eller korrekt, enten elektronisk eller fysisk, eller som modtages efter Ordreperiodens udløb, samt ordrer, der måtte være ulovlige, kan tilsidesættes uden yderligere meddelelse til ordregiver. **Med forbehold for en eventuel forlængelse af Ordreperioden, skal ordrer afgivet på Ordreblanketter være modtaget af et af Ordrestederne inden klokken 12:00 (dansk tid) den 10. december.** Hverken Selskabet eller nogen af Joint Global Coordinators kan holdes ansvarlige for postforsinkelser, manglende faxlinjer eller andre logistik- eller tekniske forhold, der kan føre til, at ordrer ikke modtages i tide, om overhovedet, hos et af Ordrestederne. Alle ordrer afgivet i Detailudbuddet er uigenkaldelige og bindende og kan ikke tilbagekaldes, annulleres eller ændres af ordregiver efter registrering af ordren i VPS online ordresystemet, eller i tilfælde af ordrer afgivet på Ordreblanketter, efter modtagelse af en behørigt udfyldt Ordreblanket hos et Ordrested, uanset en eventuel forlængelse af Ordreperioden.

De Udbudte Aktiers kurs: Bestyrelsen har fastsat et ikke-bindende Indikativt Udbudskursinterval for Udbuddet på NOK 140- NOK 160 (DKK 127 – DKK 145) i samråd med Joint Global Coordinators. Udbudskursen for de Udbudte Aktier fastsættes ved bookbuilding, som sker i forbindelse med det Institutionelle Udbud. Bookbuildingen danner grundlag for den endelige fastsættelse af Udbudskursen og antallet af Udbudte Aktier. Udbudskursen kan blive fastsat til en kurs, der ligger inden for, over eller under det Indikative Udbudskursinterval, Udbudskursen vil dog ikke overstige NOK 175 (DKK 159). Det Indikative Udbudskursinterval kan til enhver tid ændres i Bookbuildingperioden. Sådanne ændringer i det Indikative Udbudskursinterval vil blive offentliggjort i meddelelser via NASDAQ OMX Copenhagens og Oslo Børs' elektroniske informationssystem, inden handlen åbner på sidste dag af den til den tid gældende Bookbuildingperiode. Udbudskursen fastlægges af Bestyrelsen i Atlantic Petroleum i samråd med Joint Global Coordinators efter udløb af Bookbuildingperioden og vil blive meddelt via NASDAQ OMX Copenhagens og Oslo Børs' elektroniske informationssystem på eller omkring den 11. december 2013. Udbudskursen tillægges ikke mæglergebyrer.

Betaling: Betaling for de Udbudte Aktier allokeret til Ordregiver forfalder 12. december 2013. Betaling sker gennem ordregivers eget kontoførende institut.

Ordregivers VPS-konto (12 cifre):	**Undertegnede afgiver hermed ordre på aktier for i alt NOK (mindst NOK 10.500 (DKK 9,545) og højst NOK 999.999 (DKK 909,090)):**	**Ordregivers bankkonto til debitering:**

UDBUDSKURS: Min/vores ordre er betinget af, at den endelige Udbudskurs ikke fastlægges over det øverste punkt i det Indikative Udbudskursinterval (sæt kryds) **(skal kun udfyldes, hvis ordren er betinget af, at den endelig udbudskurs ikke er over det øverste punkt i det Indikative Udbudskursinterval):**

Jeg/vi anmoder hermed uigenkaldeligt om 1) at få tildelt et antal Udbudte Aktier til Udbudskursen, op til det samlede ordrebeløb angivet ovenfor, med forbehold for vilkårene og betingelserne i Ordreblanketten og Prospektet, 2) bemyndiger og instruerer de enkelte Joint Global Coordinators (eller en anden udpeget af en af disse) til sammen eller hver for sig at tegne de Udbudte Aktier, der tildeles mig/os samt at foretage sådanne dispositioner, som kræves for at overføre disse Udbudte Aktier til VPS Ejerbogen, og til at sikre overdragelse af egentlig ejerskab til disse Udbudte Aktier til mig/os i VPS, på min/vores vegne, 3) bemyndiger Joint Global Coordinators til at debitere min/vores bankkonto som anført i denne Ordreblanket for betaling for de Udbudte Aktier, der tildeles mig/os, og 4) bekræfter at have læst Prospektet, og at jeg/vi opfylder betingelserne for at tegne Udbudte Aktier i henhold til de deri anførte betingelser.

Dato og sted*:	**Bindende underskrift**:**

* Skal dateres i Ordreperioden ** Ordreafgiver skal være myndig. Hvis Ordreblanketten underskrives ved fuldmagt, skal der vedhæftes dokumentation for underskriftsbemyndigelsen i form af en Fuldmagt eller en Selskabsregistreringsattest.

OPLYSNINGER OM ORDREGIVER — ALLE FELTER SKAL UDFYLDES	
Fornavn	Efternavn/Virksomhedsnavn
Hjemmeadresse (for selskaber: registreret forretningsadresse)	Postnummer og by
CPR nr. (10 cifre)	Nationalitet
Telefonnummer (dag)	E-mail

ANNEX 3: Norsk Ordreblankett

Generelt: Vilkårene for det Offentlige Tilbudet i Atlantic Petroleum ("Selskapet") fremgår av Prospektet datert 26. november 2013 ("Prospektet"). Alle definerte ord og uttrykk (angitt med stor bokstav) som ikke er definert i denne bestillingsblanketten, skal ha samme betydning som i Prospektet.

Bestilling av Tilbudsaksjer: Bestilling av Tilbudsaksjer må gjøres ved å sende inn denne Bestillingsblanketten for det Offentlige Tilbudet til en av Tilretteleggerne via post, fax eller e-post, eller ved levering til en av Tilretteleggernes forretningsadresser i perioden 27. november 2013 kl. 09:00 til 10. desember 2013 kl. 12.00 (den "Offentlige Bestillingsperioden"). Norske investorer i det Offentlige Tilbudet kan også bestille Tilbudsaksjer gjennom det elektroniske bestillingssystem i VPS ved å følge linken til det elektroniske bestillingssystemet på www.abgsc.no og www.carnegie.no, innen utløpet av den Offentlige Bestillingsperioden. Med forbehold om eventuelle endringer i den Offentlige Bestillingsperioden, må korrekt utfylt Bestillingsblankett være mottatt av en av Tilretteleggerne eller VPS innen kl. 12.00 10. desember 2013 for å bli vurdert.

Ved å signere og sende inn denne Bestillingsblanketten eller ved å registrere en bestilling gjennom VPS sitt elektroniske bestillingssystem, bekrefter Bestilleren å ha lest Prospektet samt å være kvalifisert til å bestille Tilbudsaksjer i det Offentlige Tilbudet på de vilkår som følger av Prospektet. Bestilleren gir herved også Tilretteleggerne en ugjenkallelig fullmakt til å tegne Tilbudsaksjer som er allokert til Bestilleren på Bestillerens vegne. En bestilling er ugjenkallelig og kan ikke trekkes tilbake, kanselleres eller endres etter at den har blitt mottatt av en av Tilretteleggerne eller etter registrering i VPS dersom bestilling skjer gjennom VPS sitt elektroniske bestillingssystem. Flere bestillinger (dvs. bestillinger på mer enn én Bestillingsblankett) er ikke tillatt. Dersom én Bestiller, eller én Bestiller og vedkommendes personlige nærstående, sender inn to eller flere Bestillingsblanketter, løper disse en risiko for at bestillingene, etter Selskapets eget skjønn, enten konsolideres eller at én eller alle bestillingene blir annullert. Samtlige Bestillere må tilfredsstille de til enhver tid gjeldende regler som følger av lov av 6. mars 2009 nr. 11 om tiltak mot hvitvasking og terrorfinansiering.

Betaling: Betaling for Tilbudsaksjene som tildeles Bestilleren forfaller 12. desember 2013 ("Forfallsdato"). Ved å signere denne Bestillingsblanketten, gir Bestilleren Tilretteleggerne en ugjenkallelig engangsfullmakt til å debitere det totale beløpet som skal betales for Tilbudsaksjene som er tildelt Bestilleren fra den bankkontoen som Bestilleren har angitt nedenfor. Beløpet forventes å bli debitert 12. desember 2013. Det fulle tegningsbeløpet som skal betales må være på den angitte bankkontoen innen 12. desember 2013. Tilretteleggerne har kun fullmakt til å debitere kontoen en gang, men forbeholder seg retten til å foreta opp til tre forsøk på debitering. Fullmakten gjelder opp til syv virkedager etter Forfallsdato. Dersom det ikke er tilstrekkelig dekning på Bestillerens bankkonto eller hvis det av andre grunner ikke er mulig å debitere fra Bestillerens bankkonto når debiteringsforsøket gjøres, eller hvis korrekt og rettidig betaling av annen grunn ikke foretas, vil Bestillerens plikt til å betale for Tilbudsaksjene anses for å være misligholdt. Bestillere som ikke har norsk bankkonto må ta kontakt med Tilretteleggerne for å legge til rette for betaling.

Tilretteleggere	
ABG Sundal Collier ASA	Carnegie AS
Munkedamsveien 45E	Grundingen 2, 5th floor
0115 Oslo	0250 Oslo
Norway	Norway
Tel: +47 22 01 60 00	Tel: +47 22 00 93 00
Fax: +47 22 01 60 62	Fax: +47 22 00 94 60

Bestilleren er ansvarlig for riktigheten av opplysningene fylt ut på denne Bestillingsblanketten. Elektroniske og fysiske Bestillingsblanketter som er ufullstendige eller feil utfylt, eller som er mottatt etter utløpet av Bestillingsperioden, kan bli sett bort fra uten ytterligere varsel til Bestilleren. Verken Selskapet eller noen av Tilretteleggerne kan holdes ansvarlig for postvesenet forsinkelser, utilgjengelige fakslinjer, internett linjer eller servere eller andre logistiske eller tekniske forhold som kan resultere i Bestillingsblanketten ikke mottas i tide eller i det hele tatt av noen av Tilretteleggerne. Alle Bestillingsblanektter som blir mottatt i det Offentlige Tilbudet vil være ugjenkallelig og bindende, og kan ikke trekkes tilbake, avbestilles eller endres av Bestilleren etter at Bestillingsblanketten er registrert i VPS elektroniske system, eller mottatt av Tilretteleggerne, uavhengig av en eventuell forlengelse av Bestillingsperioden.

Prisintervall og Tilbudspris: Et Indikativt Prisintervall på NOK 140 til NOK 160 har blitt satt for Tilbudsaksjene. Bestillingen kan bli gjort betinget av at den endelige Tilbudsprisen ikke overstiger det høyeste beløpet i det Indikative Prisintervallet, hvorpå Bestilleren kun vil motta Bestillingsaksjer dersom den endelige Tilbudsprisen blir satt innenfor eller under det indikative prisintervallet som gjelder på det tidspunktet Bestillingen mottas av Tilretteleggerne. Dersom Bestilleren ikke uttrykker en slik reservasjon, vil Bestillingen være bindende uavhengig av den endelige Tilbudsprisen. Den endelige Tilbudsprisen vil bli satt etter utløpet av Bokbyggingsperioden, på styremøtet som er planlagt avholdt på eller omkring 10. desember 2013 og vil bli annonsert via NASDAQ OMX Copenhagen, og Oslo Børs informasjonssystem under Selskapets ticker "ATLA" samt i tildelingsbrevene.

Bestillerens VPS-kontonummer (12 siffer)	NOK beløp det bestilles for (minimum NOK 10 500 - maksimum NOK 999 999):	**Ugjenkallelig engangsfullmakt til å debitere bankkonto (11 siffer)**

Valgfritt: Min/vår bestilling er betinget av at den endelige Tilbudsprisen ikke overstiger det Indikative Prisintervallet som inkludert i denne Bestillingsblanketten (sett kryss) **(Skal kun gjøres dersom bestillingen er betinget av at den endelige Tilbudsprisen ikke overstiger NOK 160, dvs. den høyeste prisen innenfor det Indikative Prisintervallet):**

Undertegnede gir herved en ugjenkallelig fullmakt til at Tilretteleggerne kan debitere den norske bankkontoen som her er angitt for det totale tegningsbeløpet for Tilbudsaksjene som er tildelt (antallet tildelte Tilbudsaksjer multiplisert med Tilbudsprisen). I samsvar med de vilkår som fremgår av Prospektet og denne Bestillingsblanketten, bestiller jeg/vi herved et antall Tilbudsaksjer tilsvarende bestillingsbeløpet som angitt ovenfor, og gir Tilretteleggerne fullmakt til på mine/våre vegne å tegne de tildelte Tilbudsaksjer samt fullmakt til å debitere bankkontoen som angitt ovenfor for Tilbudsaksjene som er tildelt meg/oss.

Dato og sted*:	**Bindende signatur**:**

*Må være innenfor den Offentlige Tilbudsperioden ** Bindende signatur. Bestilleren må ha rettslig handleevne. Når det signeres på vegne av en annen person må bevis på fullmakt være vedlagt.

TEGNERS DETALJER (PÅKREVD INFORMASJON)	
Bestillers fornavn:	Bestillers etternavn /selskap, etc.:
Gateadresse etc. (personlige Bestillere: hjemmeadresse),	Postnummer og sted:
Fødselsdato /nasjonalt id-nummer/ organisasjonsnummer:	Nasjonalitet:
Telefon (på dagtid)	e-post:

REGISTRAR AGREEMENT

RELATED TO REGISTRATION IN
THE NORWEGIAN CENTRAL SECURITIES DEPOSITORY

BETWEEN

P/F Atlantic Petroleum

AND

DNB Bank ASA
Registrars Department

This Agreement is entered into this 22 day of November 2013 by and between:

Atlantic Petroleum, a company under the laws of Faroe Islands with registered address
P.O. Box 1228, Yviri við Strond 4, FO-100 Tórshavn, Faroe Islands (hereinafter the “Company”)

and

DNB Bank ASA, as represented by the Registrar’s Department (“Verdipapirservice”), a company under the laws of the Kingdom of Norway with address P.O. Box 1600 Sentrum, Oslo, Norway (hereinafter the “Registrar”).

WHEREAS the Company is existing and operating under the laws of Faroe Islands;

WHEREAS a portion of all the issued shares of the Company are registered in the Norwegian Central Securities Depository (“Verdipapirsentralen” - hereinafter referred to as “VPS”);

WHEREAS the Company’s main Register of shareholders will be kept with the VP SECURITIES A/S, with address Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S;

WHEREAS the Registrar is willing to (i) act as registrar on behalf of the Company in all matters relating to the VPS and thereby as the connecting link between the VPS and the Company and (ii) act as record keeper on behalf of the Shareholders whose shares are registered in the VPS Register;

WHEREAS all the shares of the Company registered in the VPS Register shall be registered in the Company’s main register of shareholders maintained by VP SECURITIES A/S, via a custodian as determined and appointed by the Registrar from time to time;

NOW, THEREFORE, the parties have entered into the following:

1. DEFINITIONS

VPS	The Norwegian Central Securities Depository (“Verdipapirsentralen”), a Norwegian computerised, book-entry based system, in which ownership and transactions related to securities are recorded.
The VPS Register	The register of Shareholders maintained in the VPS.
Shareholder	Person or legal entity registered in the VPS Register as owner of a share or shares of the Company.

2. UNDERTAKINGS BY THE REGISTRAR

2.1 Subject to the **Registrar** having received the necessary information from the Company, the Registrar undertakes to keep records of entries taken from the VPS Register with regard to the following:

(a) the name and address of each Shareholder;

(b) the number of shares held by each Shareholder;

(c) the date each Shareholder was registered in the VPS Register as a Shareholder;

(d) the date any person ceased to be a Shareholder; and

(e) provide service to the Oslo Stock Exchange/Oslo Børs, investment firms and the Shareholders of the Company in matters related to this Agreement and the VPS system.

Information concerning (c) and (d) above will be retained for 10 years following the date referred to in (d). Additional information might be retained in order to comply with any applicable Norwegian legislation in force from time to time.

2.2 Further, subject to the Registrar having received the necessary information from the Company, the Registrar undertakes to distribute all dividends or other cash amounts declared and paid by the Company in accordance with the VPS system for payment of dividend. Any dividends to be paid through the VPS must be available in a bank account held with the Registrar a minimum of two Norwegian banking days prior to the date of payment to the Shareholders. To Shareholders who maintain a Norwegian address and/or have supplied the VPS with details of their Norwegian kroner account such dividend will be paid in Norwegian kroner.

Shareholders registered in the VPS Register whose address is outside Norway and who have not supplied the VPS with details of any Norwegian kroner account, will receive dividends by cheque in their local currency. If it is not practical in the Registrar's sole opinion to issue a cheque in a local currency, a cheque will be issued in U.S dollars (USD). The issuing and mailing of cheques will be executed in accordance with the standard procedures of DNB Bank ASA, Foreign Payments Department. The exchange rate(s) that is applied will be DNB Bank ASA's exchange rate on the date and time of day for execution of the exchange for the issuance of cheque.

2.3 Whenever the Company calls for a general meeting of shareholders, the Registrar agrees not to attend or vote at such meeting other than in accordance with proxies from Shareholders registered in the VPS.

2.4 In the event of any change or alteration of the share capital of the Company all necessary amendments must be made in the VPS system. For the purpose of this clause, any instructions from the Company shall be accompanied by relevant documentation specifying the new share capital of the Company or any other alterations hereto.

In addition to the undertakings stated above, the Registrar can, subject to a separate agreement between the Company and the Registrar, provide advice and technical assistance in connection with:

- Sending the Shareholders of the Company at their registered addresses any notice, report, accounts, financial statements, circular or other similar document (each a "Document") relating to the affairs of the Company.
- Preparing, organising and assisting the Company when a Shareholder meeting and/or an annual or extraordinary general meeting of the Company is called for.
- Issues with and without pre-emptive rights for former/existing Shareholders.
- Issues directed towards employees, and/or special groups, both in Norway and abroad.
- Bonus issues, with and without payment for excess holdings of shares.
- Write-downs of the nominal value of the Company's share capital.
- Share splits and reverse share splits.
- Merger(s) and/or demerger(s).
- Sales of shares to employees or purchases of shares in the market.
- Subscriptions of convertible bonds, with or without pre-emptive rights for the Company's existing/former Shareholders, which may be converted to shares at a future date.
- Acquisitions.
- Special assignments.

2.5 However, notwithstanding the above, the Registrar does not undertake any obligation to render any tax reporting services to any tax authorities or to collect any tax on behalf of any tax authorities.

2.6 The Registrar undertakes to hold any shares registered in its name for the Shareholders only.

3. UNDERTAKINGS BY THE COMPANY

The **Company** undertakes to:

a) Inform the Registrar of any decision made by the Company that is relevant for the continued registration of the Company and its Shareholders in the VPS Register and other relevant information, in order to enable the Registrar to comply with this Agreement.

b) Inform the Registrar of all details of any proposed dividend by the Managing Board of Directors of the Company and all other details connected thereto before the General Meeting of the Company announces the proposed dividend in order to enable the Registrar to comply with this Agreement. VPS needs this information in order to process dividend payments.

c) Pay to the Shareholders of the Company any dividend declared by the Company to a bank account held with the Registrar in accordance with the VPS system for payment of dividends, see clause 2.2.

d) Provide the Registrar with a copy of its Articles of Incorporation, Articles of Registration, and Articles of Association, or any similar documents, and immediately inform the Registrar of any amendment to such articles, and provide the view of the Company regarding if such changes is relevant for the registration with the Registrar.

e) To provide the Registrar with the Company shares tax value as of 1 January each calendar year upon request from the Registrar. The tax value provided will be reported to the VPS and to the Shareholders. The Company is liable for the correctness of the tax value stated. Any costs for amending the tax value in the VPS system will be charged the Company.

4. INFORMATION FROM THE VPS REGISTER

4.1 Each year the Registrar shall produce and send to the Company an updated list of the Shareholders registered in the VPS Register as at year's end.

4.2 At the request of the Company, the Registrar shall order from VPS and send to the Company a printout or printouts of the Company's shareholders' register, address labels or statistics from the VPS.

4.3 If anyone other than the Company requests address labels for the Shareholders from the VPS, the Registrar shall request permission from the Company prior to releasing such address labels.

4.4 If investment firms, financial newspapers or other persons request a transcript of the Company's 20 largest Shareholders, the Registrar is authorised by the Company to release such transcripts to the requesting party.

4.5 Any statistics of the Shareholders of the Company may be released to any requesting party subject to a separate agreement between the Company and the Registrar, or the Company's general consent to release such statistics.

4.6 If the shares of the Company are registered in more than one share register, a portion of shares equal to the number of shares registered in the VPS Register are registered in the Companies main register in the name of the Registrar or its custodian bank. If claimed by a Shareholder registered in the VPS Register, the Registrar may submit an application to the Board of Directors and request transfer of shares from the account of the Registrar in the Company's main register to a new account in the name of the Shareholder in question, corresponding to all shares registered on that shareholder in the VPS Register. Consequently the change in registration in the main register will be reflected in the VPS Register. The Board of Directors should not unreasonably withhold the reply to such an application. Such an application from the Registrar is including, but not limited to, proceedings in connection with a take-over of the Company.

5. OWNERSHIP RESTRICTIONS

5.1 The Registrar may not reject, stop or reverse any transfer of shares in the VPS system. The Registrar may, upon request from the Company, provide information on the combined number of shares held by investors sorted by their citizenships, as reported to the VPS system by VPS securities account administrators. Such information will enable the Company to estimate whether it, in accordance with its Articles of Association, should contact any investor in order for the investor to reverse transfer of shares for reason such transfer of shares having violated any Company Articles of Association, as applicable.

5.2 The Registrar may, upon request from the Company, enter a restriction legend into the VPS system. Investors will upon purchase of Company shares receive a written holding statement via the VPS system on which the restriction legend will be stated, thus notifying investors that the Company may demand the investor to reverse the Company shares purchase if having violated any Company Articles of Association, as applicable.

6. PAYMENTS

6.1 The Company agrees to pay the Registrar for the latter's services at the Registrar's standard rates as they apply from time to time, which may include reasonable internal and external fees, costs and expenses including internal and external legal fees. The Registrar shall send monthly invoices to the Company detailing the fees, costs and expenses payable including out-of-pocket expenses and costs incurred by the Registrar. In addition, the Company shall pay all expenses (including internal and external legal fees) incurred by Registrar in its capacity as Registrar.

6.2 The Company agrees to pay the account operator fee in advance in 3 instalments per year to the Registrar The total amount of the account operator fee for the previous year will be calculated by the VPS and charged to the Company by the Registrar during the first quarter the following year.

6.3 Fees, costs and expenses as described in clause 6.1 and 6.2 shall be paid by the Company on a monthly basis upon receipt of an invoice produced by the Registrar. Each invoice will state each of the VPS costs incurred by the Registrar, and state each of the fees, costs and expenses of the Registrar the preceding month. Payment of such invoices is to be settled by the Company within the time limit stated on such invoices.

7. CONFIDENTIALITY

Any information regarding the Company or otherwise relating to its affairs, which may be obtained by the Registrar in connection with the performance of its duties as Registrar in accordance with this Agreement, will be treated as private and confidential and will not be disclosed to any third person unless required by applicable law.

8. LIABILITY

8.1 VPS' liability

In accordance with article 9-1 of the Norwegian Act Concerning the Registration of Financial Instruments ("The Securities Registry Act") (Office translation):

"The Central Securities Depository is liable for financial loss inflicted on anyone as a result of errors that occur in connection with securities registration operations. This does not apply in the event that the Depository proves that the error is due to circumstances outside the Depository's control, the consequences of which the Depository could not reasonably be expected to avoid or surmount.

> "The Central Securities Depository is liable for financial loss inflicted on anyone as a result of errors that occur in connection with securities registration operations. This does not apply in the event that the Depository proves that the error is due to circumstances outside the Depository's control, the consequences of which the Depository could not reasonably be expected to avoid or surmount.
>
> The Securities Depository is liable for other financial losses in the event that such loss is due to negligence on the part of the Depository or another entity for which the Depository is answerable.
>
> The liability for damages as specified in the first sub-article above only applies to direct losses and such liability is in any event limited to a maximum of NOK 500 million for any individual error".

As regards liability for other losses, in its business terms and conditions VPS has confined this to only apply to direct losses ensuing from events within VPS' control and limited to a maximum of NOK 2.5 million per wrongful act or omission. In addition, VPS operates with a deductible of NOK 10,000 per damage event.

The Company may have the Registrar, as Registrar for the Company, present any claims the Company has against VPS, but the Registrar cannot under any circumstances be held liable for errors committed by VPS or losses incurred as a result of VPS' conduct.

In the event that the Registrar does not receive full settlement from VPS due to the deductible, the Registrar may demand payment of the corresponding amount from the Company.

8.2 Liability of the parties

Each party is liable for any direct losses suffered by the other party as a result of breach of contract by the first party. The parties are not liable for indirect damage or indirect loss of any nature.

The Registrar cannot under any circumstances be held liable for any loss attributable to circumstances beyond the Registrar's control, including, but not limited to:

a) errors committed by others, including errors attributable to sub-suppliers, incorrect or incomplete information from VPS, the Company, Shareholders, Shareholders' registrars or investment firms, or

b) power failures, errors in or outages of electronic data processing systems, telecommunication networks etc., fire, water damage, strike, changes in legislation, orders or injunctions issued by the authorities or the suspension or cessation of monetary or securities settlements.

9. TAX LIABILITY

9.1 The Registrar does not undertake any liability for taxes or duties to any authorities, whether Norwegian or foreign, in its capacity acting as Registrar in accordance with this Agreement. Further, the Registrar does not undertake any obligation to render any tax reporting to any tax authorities, or to collect any tax on behalf of any tax authorities.

9.2. The Company will indemnify the Registrar of any claim for taxes or duties or other liability that may occur as a result of the Registrar either receiving, delivering or holding Company shares in connection with the Company being registered in the VPS or the Company's shares being so registered, or the Registrar issuing or cancelling Company shares in or out of the VPS system in accordance with Company instructions, or by the Registrar performing its duties in accordance with this Agreement.

10. TERMINATION OR CHANGE OF PROVISIONS OF AGREEMENT

10.1 This Agreement may be terminated by either party with a minimum of three months prior written notice.

10.2 Either of the parties may terminate this Agreement immediately on giving written notice to the other party in the event of the non-performance of payment obligations or any other material breach of the Agreement. The Registrar may terminate this Agreement immediately in the event that the Company becomes unable to pay its debts.

10.3 The provisions of this Agreement may be subject to change provided applicable law so require, or either of the parties to this Agreement enter into any agreement(s) that will affect either party or this Agreement.

10.4 Any Shareholder may from time to time pledge their Company shares recorded in the VPS system. The Registrar will not be informed about such pledges, or have access to such information on a day-to-day basis. In the event the Company should decide to terminate its VPS registration, the Company must allow minimum three months prior to such termination enabling the Registrar have VPS to produce an overview of the pledges recorded, and to notify any and all holders of rights in writing that their pledge will be removed as a consequence of the Company terminating its VPS registration, and that the holder of rights must take actions to either have the rights recorded in the Company primary register maintained in VP SECURITIES A/S, or alternatively to enter into an agreement with the debtor in order to obtain a pledge in alternative valuables. The Company will be charged the costs incurred by the Registrar in connection herewith.

11. STANDARD CONDITIONS

The Company approves DNB General Business Terms for Financial Instruments as they appear at any time on the DNB Internet pages at www.dnb.no

12. GOVERNING LAW AND JURISDICTION

This Agreement shall be governed by and construed in accordance with the laws of the Kingdom of Norway. The Company and the Registrar submit to the exclusive jurisdiction of the Norwegian court with respect to any dispute arising out of or in connection with this Agreement, venue to be Oslo Municipal Court.

This Agreement is issued in two originals, one for each of the parties.

Oslo, 22 day of November 2013

Atlantic Petroleum	for DNB Bank ASA
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HEAD OFFICE TÓRSHAVN
P/F Atlantic Petroleum
P.O.Box 1228
Yviri við Strond 4, 3rd floor
FO-110 Tórshavn
Faroe Islands
Tel: +298 350 100
Fax: +298 350 101

www.petroleum.fo
petroleum@petroleum.fo

LONDON OFFICE
Atlantic Petroleum UK Ltd
26/28 Hammersmith Grove
London W6 7BA
United Kingdom
Tel: +44 20 8834 1045
Fax: +44 20 8834 1125

BERGEN OFFICE
Atlantic Petroleum Norge AS
Edvard Griegsvei 3c
5059 Bergen
Norway