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11 December 2013

ALLIANCE OIL COMPANY LTD. ANNOUNCES TENDER OFFER RESULTS IN RESPECT OF ITS U.S.\$265,000,000 7.25 PER CENT. CONVERTIBLE BONDS DUE 2014 (CONVERTIBLE INTO SWEDISH DEPOSITARY RECEIPTS REPRESENTING ORDINARY SHARES) (ISIN: XS0434516349) (THE BONDS)

On 4 November 2013, Alliance Oil Company Ltd. (the **Company**) announced its invitation to:

- (i) holders (the **Bondholders**) of the Bonds to tender any and all of their Bonds for purchase by the Company for cash (such invitation the **Offer**); and
- (ii) Bondholders to approve, by Extraordinary Resolution, the modification of the terms and conditions of the Bonds (the **Conditions**) to provide the Company the option to redeem (the **Call Option**) all, but not some only, of the Bonds remaining (if any) on completion of the Offer (together the **Proposal**).

The Offer and the Proposal were made on the terms and subject to the conditions set out in the Tender and Consent Memorandum dated 4 November 2013 (the **Tender and Consent Memorandum**). Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Tender and Consent Memorandum.

On 29 November 2013, the Company announced that, at the Meeting of Bondholders to consider the Proposal held on 26 November 2013, the Extraordinary Resolution had been duly passed.

The purchase of the Bonds tendered under the Offer is, at the Company's option, conditional on:

- (i) the successful completion of the amalgamation between the Company and Alford Financial Ltd (**Alford**) as approved by the shareholders of the Company (under Bermuda law and the Company's bye-laws by resolution passed in a special general meeting of shareholders of the Company convened by the board of directors of the Company);
- (ii) the issue of a Certificate of Amalgamation by the Registrar of Companies in Bermuda with respect to the amalgamation; and
- (iii) the Company obtaining financing on terms satisfactory to it (in its absolute discretion) to enable it to finance the purchase of Bonds tendered pursuant to the Offer, the payment of the Early Tender Payment and the Early Consent Amount, and the redemption of the Bonds pursuant to the exercise of the Call Option,

(the **Transaction and Financing Conditions**).

The Offer expired at 4.00 p.m., London time, on 22 November 2013 (the **Expiration Deadline**). As at the Expiration Date, U.S.\$253,600,000 in aggregate principal amount of the Bonds had been validly tendered for purchase pursuant to the Offer. The Company has decided to accept for purchase all Bonds validly tendered in the Offer, subject to the satisfaction (or waiver by the Company) of the Tender and Financing Condition. Therefore, if the Tender Offer and Financing Conditions are satisfied (or waived by the Company), the Company will pay:

- (i) to each Bondholder who validly tendered its Bonds by 4.00 p.m., London time, on 13 November 2013 (the **Early Tender Deadline**) 105 per cent. of the principal amount of its Bonds (representing the aggregate of the Purchase Price of 100 per cent and the Early Tender Payment of 5 per cent.) together with the relevant Accrued Interest Payment;
- (ii) to any Bondholder who submitted a valid Voting Only Instruction in favour the Proposal by the Early Tender Deadline 5 per cent. of the principal amount of its Bonds; and
- (iii) to each Bondholder who validly tendered its Bonds after the Early Tender Deadline but before the Expiration Deadline, 100 per cent. of the principal amount of its Bonds (representing the Purchase Price) together with the relevant Accrued Interest Payment.

On 2 December 2013, at a special general meeting of the Company, the shareholders of the Company approved the amalgamation between the Company and Alford. In addition, the Company has satisfied itself that it has financing available to it to the purchase of Bonds tendered pursuant to the Offer, the payment of the Early Tender Payment and the Early Consent Amount, and the redemption of the Bonds pursuant to the exercise of the Call Option. Therefore, subject only to the issue of a Certificate of Amalgamation by the Registrar of Companies in Bermuda (the **Bermuda Registrar**) with respect to the amalgamation of the Company and Alford, the Transaction and Financing Conditions will be satisfied. Subject to the satisfaction of the conditions to the amalgamation (including, inter alia, the obtaining of necessary regulatory approvals) under the Implementation Agreement dated 30 November 2013 between the Company, Alford and others relating to the amalgamation, the Company expects to apply to the Bermuda Registrar for the issue of the Certificate of Amalgamation on 16 December 2013. While the Company cannot give any assurance that the Certificate of Amalgamation will be issued by the Bermuda Registrar because it is a matter for the discretion of the Bermuda Registrar, the Company expects that the Bermuda Registrar will determine whether to issue the Certificate of Registration by 17 December 2013. Therefore, the Company expects to announce whether the Transaction and Financing Conditions have been satisfied (or waived by the Company) on 18 December 2013.

Subject to the satisfaction (or waiver by the Company) of the Tender and Financing Conditions, the Settlement Date is expected to be on 19 December 2013.

The Dealer Manager for the Offer and the Proposal is BofA Merrill Lynch (Telephone: +44 20 7995 3715 / +44 20 7996 0867; Attention: John Cavanagh / Karl Bystedt Wikblom; Email: john.m.cavanagh@baml.com / karl.bystedtwikblom@baml.com). BNY Mellon, London Branch (Telephone: +44 1202 689644; Attention: Debt Restructuring Services; Email: debtrestructuring@bnymellon.com) is acting as Tender and Tabulation Agent.

DISCLAIMER This announcement must be read in conjunction with the Tender and Consent Memorandum. No offer or invitation to acquire securities is being made pursuant to this announcement. The distribution of this announcement and/or the Tender and Consent Memorandum in certain jurisdictions may be restricted. Persons into whose possession this announcement and/or the Tender and Consent Memorandum comes are required by each of the Company, the Dealer Manager and the Tender and Tabulation Agent to inform themselves about and observe any such restrictions.