



TORM A/S

(a Danish limited liability company, registration number (CVR) 22460218)

Listing of 95,026,374,554 A Shares in TORM A/S with a nominal value of DKK 0.01 each

This listing prospectus (the "Listing Prospectus") has been prepared in connection with an admission of 95,026,374,554 A Shares (the "Listing Shares") in TORM A/S (the "Company" or "TORM") with a nominal value of DKK 0.01 each to trading and official listing on NASDAQ OMX Copenhagen A/S ("Nasdaq Copenhagen") (the "Listing").

The Listing Shares were issued through VP Securities and registered with the Danish Business Authority on 13 July 2015. The issuance of the Listing Shares was effected in connection with completion of the Restructuring on 13 July 2015 (the "Restructuring Completion Date").

The Restructuring, *inter alia*, provided for a write-down by USD 535.5 million of TORM's Pre-Restructuring Debt against issuance of warrants (the "Consideration Warrants") to TORM's lenders under each of the Pre-Restructuring Debt Facilities (the "Participating Lenders"), provision of a USD 75 million working capital facility, and issuance of the Listing Shares. The Listing Shares were issued against voluntary conversion of USD 305.9 million of TORM's Pre-Restructuring Debt Facilities by certain Participating Lenders and against contribution by OCM Njord Holdings S.à r.l. ("Njord Luxco") of the entire issued share capital of OCM (Gibraltar) Njord Midco Ltd. ("Njord"). As of the Restructuring Completion Date, Njord held 25 product tankers, orders for the construction of six new medium range ("MR") product tankers and loan obligations of USD 133.7 million indirectly through wholly owned subsidiaries (the "Njord Vesselcos"). Njord Luxco is controlled by OCM Luxembourg OPPS VIIIB S.à r.l., OCM Luxembourg IX S.à r.l., and OCM Luxembourg OPPS IX (PARALLEL 2) S.à r.l. ("Oaktree Topcos") which are owned by funds managed by Oaktree Capital Management L.P. ("Oaktree Capital Management").

The Listing Shares were issued to certain Participating Lenders (or their assigns) and Njord Luxco on the Restructuring Completion Date. The Listing Shares were issued without preemption rights for TORM's pre-Restructuring shareholders pursuant to authorizations granted to the Board of Directors at TORM's annual general meeting held on 26 March 2015.

Prior to the Restructuring, the total nominal share capital of the Company amounted to DKK 7,280,000 divided into 728 million A Shares with a nominal value of DKK 0.01 each (the "Pre-Restructuring Shares"). In connection with the Restructuring, the Company issued the Listing Shares as well as one B Share with special administrative rights and one C Share with special voting rights, both without liquidation or dividend rights. The rights attached to the B and C Share are further described in the Articles of Association and in this Listing Prospectus. The B Share is held by a trustee on behalf of the minority shareholders of TORM and the C Share is held by Njord Luxco. The B Share and the C Share are redeemable by TORM in the event that (i) the Company has received written notification from Njord Luxco (or its affiliates) that Njord Luxco and its affiliates hold less than 1/3 in aggregate of the Company's issued and outstanding shares, (ii) a period of five business days have elapsed from the Board of Directors' receipt of such written notice either without any board member disputing such notice or, in case of a dispute, with at least 2/3 of the board members confirming such notice, and (iii) both of the B Share and the C Share are redeemed at the same time.

As of the date of this Listing Prospectus (the "Listing Prospectus Date"), the total nominal share capital of the Company amounts to DKK 957,543,745.56 divided into 95,754,374,554 A Shares, one B Share and one C Share (the "Shares") each with a nominal value of DKK 0.01.

All recipients of this Listing Prospectus and any potential investors in Shares should be aware that any investment in Shares involves a high degree of risk and all recipients of this Listing Prospectus are recommended to read the section "Risk factors" for a description of certain risk factors that might influence the share value negatively.

The Listing Shares are issued in the temporary ISIN code DK0060642643. The Listing Shares are not and will not be admitted to trading and official listing on Nasdaq Copenhagen under the temporary ISIN code. Upon completion of the Listing, the Listing Shares will be admitted to trading and official listing on Nasdaq Copenhagen under the ISIN code of the Pre-Restructuring Shares, DK0060082915, expectedly on 29 July 2015.

The purpose of this Listing Prospectus is solely to have the Listing Shares admitted to trading and official listing on Nasdaq Copenhagen. No issue or offering of Shares is made by the Company in connection with the publication of this Listing Prospectus.

This Listing Prospectus has only been prepared in an English language version. A Danish translation of the summary of the Listing Prospectus is included in this Listing Prospectus. In the event of any discrepancy between the English summary and the Danish summary, the English summary shall prevail.

This Listing Prospectus may not be distributed or otherwise made available, and the Listing Shares may not be offered or sold, directly or indirectly, in the United States, Canada, Australia or Japan. This Listing Prospectus may not be distributed or otherwise made available, and the Listing Shares may not be offered or sold, directly or indirectly, in any other jurisdiction outside Denmark, unless such distribution, offer, sale or exercise is permitted under applicable law in the relevant jurisdiction.

The Listing Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, (the "U.S. Securities Act") or any applicable state securities laws of the United States in connection with the Listing. The issuance of the Listing Shares was made in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act pursuant to either Section 3(a)(10) of the U.S. Securities Act, Regulation S under the U.S. Securities Act, or pursuant to an exemption from the registration requirements of the U.S. Securities Act. The Listing Shares may not be offered, pledged, sold, resold, granted, delivered, allotted or otherwise transferred, as applicable, in the United States, except in transactions that are exempt from or not subject to the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws.

The date of this Listing Prospectus is 24 July 2015.

GENERAL INFORMATION

Important information relating to this Listing Prospectus

In this Listing Prospectus, the "Company", "TORM" and the "Combined Group" refer to TORM A/S and its subsidiaries, including Njord and Njord's subsidiaries, unless the context requires otherwise. This Listing Prospectus has been prepared in compliance with Danish legislation and regulations, including Consolidated Act no. 831 of 12 June 2014 on Securities Trading (the "Danish Securities Trading Act"), Commission Regulation (EC) no. 809/2004 of 29 April 2004 as amended, Executive Order no. 1104 of 9 October 2014 issued by the Danish FSA on prospectuses for securities admitted to trading in a regulated market and for public listings of securities of at least EUR 5,000,000 and the rules for issuers of shares of Nasdaq Copenhagen. This Listing Prospectus is subject to Danish law.

This Listing Prospectus has been prepared solely for the admission to trading and official listing of the Listing Shares on Nasdaq Copenhagen. This Listing Prospectus has been prepared in an English language version only. A Danish summary of this Listing Prospectus is included in this Listing Prospectus. In the event of any discrepancy between the English summary and the Danish summary, the English summary shall prevail. This Listing Prospectus does not constitute an offer or an invitation to purchase or subscribe for Listing Shares in any jurisdiction.

Danske Bank A/S ("Danske Bank") and Skandinaviska Enskilda Banken AB ("SEB") are Joint Global Coordinators of the Listing and will in that connection receive fees and certain representations and warranties and customary indemnification undertakings from the Company. In connection with their usual business activities, Danske Bank and SEB or some of their associates may have provided and may in the future provide investment advisory services and carry on ordinary banking business with TORM. Danske Bank and SEB held shares in the Company prior to the Restructuring and were among the Participating Lenders that received Consideration Warrants and subscribed for Listing Shares in connection with the Restructuring. As of the Listing Prospectus Date, Danske Bank holds 1.09% of the Shares and 1,209,496,875 Consideration Warrants and SEB holds 0.46% of the Shares and 489,350,375 Consideration Warrants.

No person is authorized to give any information or to make any representation in connection with the Listing not contained in this Listing Prospectus. Any information or representation not so contained may not be relied upon as having been made or authorized by the Company. The Company, Danske Bank and SEB accept no liability for any such information or representation. The information contained in this Listing Prospectus stems from the Company and other sources identified in this Listing Prospectus.

The information in this Listing Prospectus relates to the date printed on the front cover, unless expressly stated otherwise. The distribution of this Listing Prospectus shall not in any circumstances imply that there have been no changes in the affairs of the Company since that date, or that the information contained in this Listing Prospectus is correct as at any time subsequent to the date hereof.

Any material change of the contents of this Listing Prospectus which may affect the assessment of the Listing Shares and which occurs or is ascertained between the time of approval of this Listing Prospectus and the final completion of the Listing will be published as a supplement to this Listing Prospectus pursuant to applicable laws and regulations in Denmark.

The Company is solely responsible for this Listing Prospectus under Danish legislation as at the Listing Prospectus Date. Danske Bank and SEB accept no liability for the information contained in this Listing Prospectus. Neither Danske Bank, SEB nor any other person makes any express or implied representation or warranty with respect to the accuracy and adequacy of this Listing Prospectus or the information or representations contained herein.

This Listing Prospectus does not entail an offer, invitation, marketing, recommendation or any other form of encouragement by the Company or the Joint Global Coordinators to any investor to purchase Shares. Any investor in Shares should make an independent assessment as to whether the information in this Listing Prospectus is relevant, and any decision to purchase or sell Shares should be based on the investor's individual circumstances.

This Listing Prospectus may not be forwarded, reproduced or otherwise redistributed by anyone but the Joint Global Coordinators or the Company. Investors may not reproduce or distribute this Listing Prospectus, in whole or in part, and investors may not disclose any of the contents of this Listing Prospectus or use any information herein for considering the purchase or sale of Shares or other purposes described in this Listing Prospectus. Investors accept the above by accepting delivery of this Listing Prospectus.

Transfer and distribution restrictions

The Listing consists of an admission to trading and official listing of the Listing Shares on Nasdaq Copenhagen. The Listing does not comprise an offer or placement of Shares in any jurisdiction.

In certain jurisdictions, the distribution of this Listing Prospectus and the marketing of Listing Shares may be restricted by law and/or be subject to other restrictions, and this Listing Prospectus may not be used for, or in connection with, any offer or solicitation by any person in any jurisdiction in which such offer or solicitation is not authorized, or to any persons to whom it is unlawful to make such offer or solicitation. This Listing Prospectus does not constitute an offer or an invitation to purchase or subscribe for Shares in any jurisdiction. The Company and the Joint Global Coordinators require persons into whose possession this Listing Prospectus may come to inform themselves of and observe any such restrictions, including any tax and currency restrictions that may be relevant in connection with the trading in Shares. All investors should examine through their own advisers the tax consequences of an investment in Shares. Neither the Company nor the Joint Global Coordinators accept any liability for any violation of such restrictions by any person, irrespective of whether such person is a shareholder or acquirer of Shares.

The Listing Shares are subject to transfer and reselling restrictions in certain jurisdictions. Any acquirer of Shares must comply with all applicable laws and regulations in force in any country or region in which it acquires or resells Shares or possesses or distributes this Listing Prospectus and must obtain any consent, approval or permission required for acquiring Shares.

This Listing Prospectus may not be distributed or otherwise made available, and Listing Shares may not be offered or sold, directly or indirectly, in the United States, Canada, Australia or Japan. This Listing Prospectus may not be distributed or otherwise made available outside Denmark, and the Listing Shares may not be offered or sold, directly or indirectly, in any jurisdiction, unless such distribution, offer, sale or exercise is permitted under applicable laws in the relevant jurisdiction.

Notice regarding the United States

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or has passed upon the adequacy or accuracy of this Listing Prospectus as truthful or complete. Any representation to the contrary is a criminal offense.

The Listing Shares have not been and will not be registered under the U.S. Securities Act or any applicable state securities laws of the United States in connection with the Listing. The issuance of the Listing Shares was made in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act pursuant to either Section 3(a)(10) of the U.S. Securities Act, Regulation S under the U.S. Securities Act, or an available exemption from registration under the U.S. Securities Act. The Listing Shares may not be offered, pledged, sold, resold, granted, delivered, allotted or otherwise transferred, as applicable, in the United States, except in transactions that are exempt from or not subject to the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. The Listing does not comprise an offer or placement of Shares in the United States.

Notice regarding the European Economic Area

In relation to each member state of the European Economic Area that has implemented the Prospectus Directive (each a "Relevant Member State"), an offer to the public of any Shares may not be made in any Relevant Member State prior to the publication of a prospectus concerning the Shares which has been approved by the competent authority in such Relevant Member State or, where relevant, approved in another Relevant Member State and notified to the competent authority in such Relevant Member State, all pursuant to the Prospectus Directive, except that, an offering of Shares may be

made to the public at any time in such Relevant Member State:

- (a) to any qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or
- (c) 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 the Joint Global Coordinators of a prospectus pursuant to Article 3 of the Prospectus Directive or a supplemental prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of the above, the expression an "offer of Shares to the public" in any Relevant Member State means the communication in any form and by any means of sufficient information to enable an investor to decide to acquire Shares, as the same 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 all relevant implementation measures in the Relevant Member State. The Listing does not comprise an offer or placement of Shares in any Relevant Member State.

Notice regarding Canada, Australia, Japan and other jurisdictions outside Denmark

The Shares have not been approved, disapproved or recommended by any foreign regulatory authorities, nor have any of such authorities passed upon or endorsed the merits of the Listing or the accuracy or adequacy of this Listing Prospectus. The Listing does not comprise an offer or placement of Shares in any jurisdiction.

Enforceability of judgments

The Company is a limited liability company organized under the laws of Denmark. Only some members of Management are residents of Denmark. As a result, it may not be possible for investors to effect service of process upon the Company or such persons outside Denmark or to enforce against them, in courts outside or in Denmark, judgments obtained in courts outside Denmark based upon applicable laws in jurisdictions outside or in Denmark.

Forward-looking statements

This Listing Prospectus contains "forward-looking statements" within the meaning of the securities laws of certain jurisdictions. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the words "believes," "estimates," "anticipates," "expects," "intends," "may," "will," "plans," "continue," "ongoing," "potential," "predict," "project," "target," "seek" or "should" or, in each case, their negative or other variations or comparable terminology or by discussions of strategies, plans, objectives, targets, goals, future events or intentions. These forward-looking statements appear in a number of places throughout this Listing Prospectus. Forward-looking statements include statements regarding TORM's intentions, beliefs or current expectations concerning, among other things, TORM's results of operations, prospects, growth, strategies and dividend policy and the industry in which TORM operates. In particular, certain statements are made in this Listing Prospectus regarding Management's estimates of future growth.

By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. No one should place undue reliance on these forward-looking statements. Any forward-looking statements are made only as of the date of this Listing Prospectus, and TORM does not intend, and does not assume any obligation, to update forward-looking statements set forth in this Listing Prospectus.

Many factors may cause TORM's results of operations, financial condition, liquidity and the development of the industries in which TORM competes to differ materially from those expressed or implied by the forward-looking statements contained in this Listing Prospectus.

These risks and others described under "Risk Factors" are not exhaustive. Other sections of this Listing Prospectus describe additional factors that could adversely affect TORM's results of operations, financial condition, liquidity and the development of the sectors in which TORM operates. New risks can emerge from time to time, and it is not possible for TORM to predict all such risks, nor can TORM assess the impact of all such risks on its business or the extent to which any risks, or combination of risks and other factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, no one should rely on forward-looking statements as a prediction of actual results.

Presentation of financial information

This Listing Prospectus includes TORM's consolidated financial statements and notes thereto as at and for the years ended 31 December 2012, 2013 and 2014 by reference, drawn up by Management in compliance with the International Financial Reporting Standards ("IFRS") as adopted by the EU and additional Danish disclosure requirements for listed companies and audited by the independent auditors of TORM, Deloitte Statsautoriseret Revisionspartnerselskab. This Listing Prospectus furthermore includes by reference TORM's unaudited interim financial statements and notes thereto for the three months ended 31 March 2015 with comparative figures for the three months ended 31 March 2014, drawn up by the Management in accordance with IAS 34 as adopted by the EU. In addition hereto, this Listing Prospectus includes Njord Luxco's consolidated financial statements and notes thereto as at and for the years ended 31 December 2013 and 2014 by reference, drawn up by Njord Luxco's management in compliance with the International Financial Reporting Standards ("IFRS") as adopted by the EU and audited by the independent auditors of Njord Luxco, Deloitte Audit S.à r.l. (Luxembourg) for the year ended 31 December 2014 and by Ernst & Young S.A. (Luxembourg) for the year ended 31 December 2013. Lastly, this Listing Prospectus includes unaudited pro forma financial information for TORM and Njord Luxco as at and for the year ended 31 December 2014.

Financial information previously published by TORM for financial years or interim periods may deviate from financial information published subsequently, e.g. as a result of the implementation of subsequent retroactive changes to accounting policies and other regulations in compliance with IFRS as adopted by the EU.

Roundings

Figures and percentages in this Listing Prospectus have generally been rounded. Accordingly, the figures presented in this Listing Prospectus may differ from the figures presented in the annual reports and interim reports/financial statements of TORM and/or Njord Luxco. In certain instances, the sum of the figures 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 in this Listing Prospectus 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 figures.

Presentation of market and industry data and information provided by third parties

This Listing Prospectus contains information on the markets in which TORM operates. A substantial part of the information stems from analyses prepared by external organizations. Such information is considered to be reliable, but the information has not been verified, and neither the Company nor the Joint Global Coordinators make any representation as to the accuracy of such information. Thus, developments in the activities of TORM may deviate from the market developments stated in this Listing Prospectus. Neither the Company nor the Joint Global Coordinators assume any obligation to update such information. If information has been obtained from third parties, the Company confirms that such information has been accurately reproduced, and to the best of the Company'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 reproduced inaccurate or misleading.

Foreign currency information

Amounts included in TORM's consolidated financial statements and financial statements that were not originally denominated in USD have been translated into USD using the average exchange rates for the relevant financial periods with respect to items in the income statement and cash flow statement and the period-end exchange rate with respect to balance sheet items.

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RESPONSIBILITY AND STATEMENTS

The Company's statement

TORM A/S is responsible for this Listing Prospectus in accordance with Danish law.

We hereby declare that we, as the persons responsible for this Listing Prospectus on behalf of TORM A/S, have taken all reasonable care to ensure that, to the best of our knowledge and belief, the information contained in this Listing Prospectus is in accordance with the facts and does not omit anything likely to affect the import thereof.

Hellerup, 24 July 2015

TORM A/S

Board of Directors

Flemming Ipsen
Chairman

Olivier Dubois
Deputy Chairman

Kári Millum Garðarnar
Board member (employee representative)

Alexander Green
Board member

Rasmus J.S. Hoffmann
Board member (employee representative)

Jon Syvertsen
Board member

Flemming Ipsen – Board member of several companies

Olivier Dubois – CFO of Elior Group

Kári Millum Garðarnar is employed by TORM as captain

Alexander Green – Board member of several companies

Rasmus J.S. Hoffmann is employed by TORM as chief engineer

Jon Syvertsen - Board member of several companies

The above description of positions held by members of the Board of Directors is not exhaustive. For further information, see "Part I – 14. Board of Directors and Executive Management".

Executive Management

Jacob Meldgaard
CEO

DANISH TRANSLATION OF THE SUMMARY

Resuméer består 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 værdipapirer 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 værdipapirer 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'.

Prospektet er kun udarbejdet på engelsk. Prospektet indeholder en dansk oversættelse af resuméet. I tilfælde af uoverensstemmelse mellem det engelske resumé og den danske oversættelse, er det engelske resumé gældende.

AFSNIT A – INDLEDNING OG ADVARSLER		
A.1	Advarsler	<p>Dette resumé skal læses som en indledning til dette Noteringsprospekt.</p> <p>Enhver beslutning om investering i Noteringsaktierne bør træffes på baggrund af Noteringsprospektet som helhed.</p> <p>Den sagsøgende investor kan, hvis en sag vedrørende oplysningerne i Noteringsprospektet indbringes for en domstol, i henhold til national lovgivning i medlemsstaterne være forpligtet til at betale omkostningerne i forbindelse med oversættelse af Noteringsprospektet, inden sagen indledes.</p> <p>Kun de personer, som har indgivet resuméet eller 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 Noteringsprospektet, eller ikke, når det læses sammen med Noteringsprospektets andre dele, indeholder nøgleoplysninger, således at investorerne lettere kan tage stilling til, om de vil investere i de pågældende værdipapirer.</p>
A.2	Tilsagn til formidlere	Ikke relevant. Der er ikke indgået nogen aftale vedrørende anvendelse af Noteringsprospektet i forbindelse med et efterfølgende salg eller en endelig placering af Noteringsaktierne eller de øvrige A-Aktier.

AFSNIT B – UDSTEDER		
B.1	Juridisk navn og binavne	<p>TORM A/S.</p> <p>Selskabet driver også virksomhed under binavnene Aktieselskabet af 3. november 1986, BWT 3 A/S og Aktieselskabet Dampskibsselskabet TORM.</p>
B.2	Domicil og retlig form	<p>Selskabets adresse: TORM A/S, Tuborg Havnevej 18, 2900 Hellerup, Danmark.</p> <p>Selskabets hjemsted er Gentofte Kommune. Selskabet er registreret i henhold til dansk ret og blev stiftet som aktieselskab i henhold til dansk ret den 14. januar 1889.</p>
B.3	Virksomhedsbeskrivelse	<p>Restruktureringen</p> <p>Restruktureringen er gennemført pr. 13. juli 2015. Hensigten med Restruktureringen var at rekapitalisere TORM for derigennem at reducere den samlede gæld til et forventet niveau på højst 65% af værdien af de aktiver, der er stillet til sikkerhed for de Nye Finansieringsaftaler pr. Restruktureringens Gennemførelsesdato.</p>

- Restruktureringen bestod af følgende specifikke trin:
1. Nedskrivning af gæld til TORMs aktuelle skibsværdier mod udstedelse af Vederlagswarrants
 2. Frivillig konvertering af Scheme-fordringer til egenkapital og videreførelse af den tilbageværende gæld under den Nye Lånefacilitet
 3. Njord Luxcos apportindskud af Njord til gengæld for bestemmende indflydelse i TORM
 4. Tilvejebringelse af den Nye Arbejdskapitalfacilitet
 5. Implementering af nye corporate governance-bestemmelser
 6. Optagelse til handel og officiel notering af Noteringsaktierne

Trin 1: Pr. Restruktureringens Gennemførelsesdato blev en del af de enkelte Deltagende Långiveres andele af den udestående gæld under Gældsfaciliteterne Før Restruktureringen nedskrevet med i alt USD 535,5 mio., for at reducere TORMs samlede gæld til nominelt USD 873 mio. Til gengæld for nedskrivningen modtog de Deltagende Långivere i alt 7.181.578.089 Vederlagswarrants, som blev udstedt forholdsmæssigt i forhold til nedskrivningen af den enkelte Deltagende Långivers Scheme-fordring. Vederlagswarrants giver indehaverne ret til at tegne nye A-aktier svarende til 7,5% af aktiekapitalen i TORM pr. Restruktureringens Gennemførelsesdato (på ikke-udvandet basis og efter udstedelsen af Noteringsaktierne). Udnyttelseskursen på Vederlagswarrants er DKK 0,06417 pr. aktie med forbehold for visse reguleringer.

Trin 2: Efter nedskrivningen under Trin 1 kunne hver Deltagende Långiver vælge at konvertere og annullere mellem 5% og 100% af sin resterende Scheme-fordring efter nedskrivning til Noteringsaktier. Det maksimale samlede beløb, der kunne konverteres, var 50% af de resterende Scheme-fordringer efter gennemførelsen af nedskrivningen under Trin 1. Deltagende Långivere, som ikke valgte at konvertere mindst 5% af deres resterende Scheme-fordring, bibeholdt et reduceret tilgodehavende under den Nye Lånefacilitet som følge af ændringerne. I tillæg hertil blev Scheme-fordringerne fra alle de Deltagende Långivere justeret, for at de eksisterende aktionærer i TORM kunne beholde 2% af aktiekapitalen i TORM forud for Trin 3 nedenfor. Det var en betingelse for Restruktureringen, at de samlede Nye Finansieringsaftaler efter Restruktureringens Gennemførelsesdato ikke måtte udgøre mere end 65% af værdien af de aktiver, der er stillet til sikkerhed herfor, herunder TORMs flåde før Restruktureringen og visse af de af Njord Luxco indskudte skibe. Pr. Restruktureringens Gennemførelsesdato udgjorde de samlede Nye Finansieringsaftaler 62,90% af værdien af de aktiver, der er stillet til sikkerhed herfor. Pr. Restruktureringens Gennemførelsesdato blev der udstedt i alt 35.672.000.000 Noteringsaktier til de Deltagende Långivere mod konvertering af gæld på USD 305,9 mio. i medfør af den frivillige konvertering (svarende til en pris på ca. kr. 0,058116 pr. A-Aktie). De tilbageværende Scheme-fordringer efter nedskrivning, gældskonvertering og visse reguleringer af Scheme-fordringer tilhørende de Deltagende Långivere, som valgte ikke at tage del i den frivillige gældskonvertering, er videreført som gæld i henhold til den Nye Lånefacilitetsaftale.

Trin 3: Efter den frivillige konvertering beskrevet som Trin 2 indskød Njord Luxco i TORM hele den udstedte aktiekapital i Njord, der sammen med sine datterselskaber ejer 25 produkttankskibe (hvoraf 12 ikke var behæftet og 13 var behæftet med eksisterende pant under DSF-Faciliteten) samt aftaler om seks MR-nybygninger med forventet levering i slutningen af 2015 eller i 2016. TORM har overtaget forpligtelsen for de resterende investeringer i disse nybygninger. Som vederlag for apportindskuddet af Njord har TORM udstedt i alt 59.354.374.554 Noteringsaktier til Njord Luxco (svarende til en pris på ca. kr. 0,058338 pr. A-Aktie), således at Njord Luxcos forholdsmæssige ejerinteresse i TORM pr. Restruktureringens Gennemførelsesdato svarede til forholdet mellem værdien af de af Njord Luxco indskudte nettoaktiver (reguleret for de resterende investeringer i nybygningerne) og den samlede indre værdi af den Sammenlagte Koncern efter Restruktureringens Gennemførelsesdato.

Trin 4: På Restruktureringsens Gennemførelsesdato stillede visse af de Deltagende Långivere en Ny Arbejdskapitalfacilitet på USD 75 mio. til rådighed for TORM.

Trin 5: Som led i Restruktureringen blev der på den ekstraordinære generalforsamling den 7. juli 2015 vedtaget nye Vedtægter for at implementere nye corporate governance-bestemmelser, herunder visse minoritetsbeskyttelsesrettigheder.

Trin 6: På Restruktureringsens Gennemførelsesdato blev alle Noteringsaktier udstedt i en midlertidig, ikke-noteret ISIN-kode. Med udstedelsen af Noteringsaktierne blev der skabt en ny aktionærstruktur, hvor Aktierne Før Restruktureringen udgjorde mindre end 1% af Aktierne Efter Restruktureringen. I henhold til Restruktureringsaftalen forpligtede TORM sig til at offentliggøre et noteringsprospekt, efter at udstedelsen af Noteringsaktierne i forbindelse med Restruktureringen var gennemført, for at søge om optagelse til handel og officiel notering af Noteringsaktierne på Nasdaq Copenhagen.

Restruktureringen blev delvist implementeret gennem en tvangsakkord under engelsk ret (et såkaldt Scheme of Arrangement), idet TORM ikke var i stand til at opnå enstemmigt samtykke til gennemførelse af Restruktureringen fra alle Långiverne bag Gældsfaciliteterne Før Restruktureringen.

TORMs virksomhed før Restruktureringen

Før Restruktureringsens Gennemførelsesdato bestod TORMs virksomhed primært i at eje og drive produkttankskibe til raffinerede olieprodukter. Selskabet tilbød kunderne transportydelser med en flåde på 72 skibe, som Selskabet enten ejede, indchartrede på korte eller lange timecharterkontrakter eller drev. Størstedelen af driften varetoges internt, herunder den kommercielle drift, som bestod af udchartring og beskæftigelse af skibene, og den tekniske drift, som bestod af bemanning, service og vedligeholdelse af skibene.

TORM drev global virksomhed og havde landbaserede medarbejdere på kontorer i Mumbai (Indien), Manila (Filippinerne), Singapore samt Houston (Texas, USA).

I perioden 2006-2008 fokuserede Selskabet på at øge flådens størrelse. I denne periode afgav TORM ordre på 19 nybygninger og indchartrede 21 skibe på langtidskontrakter. Endvidere overtog Selskabet i forbindelse med købet af OMI Corporation i 2007 i alt 26 produkttankskibe, hvoraf 11 var MR-tankskibe, 13 Handysize tankskibe og to LR1-tankskibe.

Under finanskrisen og den globale økonomiske nedgang, som satte ind i slutningen af 2008 og resulterede i lave fragtrater og cyklisk lave skibsværdier, blev TORMs finansielle situation gradvist forværret. Som følge heraf indledte TORM en dialog med sine kreditorer og opnåede i 2012 en restruktureringsaftale.

Efter Restruktureringen i 2012 fortsatte de lave fragtrater for produkttankskibe og i særdeleshed for tørlastskibe, hvilket betød, at TORM havde væsentlige underskud i 2012-2014. Medio 2013 indledte TORM en proces med henblik på at rekapitalisere Selskabet, og Restruktureringen blev, som nævnt, gennemført den 13. juli 2015.

TORM var allerede før Restruktureringen en af verdens største produkttankskibsoperatører, og Selskabets Tanksegment stod for ca. 96% af omsætningen i 2014. Produkttankskibene transporterer raffinerede olieprodukter såsom benzin, flybrændstof, nafta, kerosin, dieselolie, fyringsolie og lejlighedsvis råolie. Indtil Restruktureringsens Gennemførelsesdato bestod den TORM-drevne produkttankskibsflåde af ti LR2-, syv LR1-, 44 MR- og 11 Handysize-skibe. Af disse var 42 TORMs egne skibe, fire var indchartret, et var finansielt leaset og 25 var under TORMs kommercielle drift. Der var ingen nybygninger i ordre. TORMs Tørlastsegment stod for ca. 4% af TORMs omsætning i 2014 og transporterede tørlastprodukter, herunder kul, jernmalm, korn og mineraler. TORM har siden sommeren 2013 gradvist neddrolet sine tørlastaktiviteter og arbejder på helt at afvikle disse. Primo 2015 omfattede tørlastflåden fire Panamax-skibe. Heraf var to

TORMs egne skibe og to var indchartret på kontrakter med udløb i juni og oktober 2015.

Strategien for den Sammenlagte Koncern, bestående af TORM og Njord, er som beskrevet ovenfor Selskabets nuværende strategi. TORM forventer at indkalde til en ekstraordinær generalforsamling, som afholdes i løbet af august 2015, med det formål at vælge en ny bestyrelse, foretage visse ændringer af TORMs overordnede retningslinjer for incitamentsaflønnning og vederlagspolitik samt implementere en aktiesammenlægning. Det betyder, at der fremadrettet kan ske væsentlige ændringer i TORMs strategi, idet en ny bestyrelse kan have et væsentligt anderledes syn på Selskabets drift, geografiske udbredelse, flådestruktur, gældsstruktur, risikostyring, mv.

Njords virksomhed før Restruktureringen

Før Restruktureringens Gennemførelsesdato bestod Njords flåde af 25 produkttankskibe i drift samt seks nybygninger i ordre, som forventes leveret mellem Q3 2015 og Q1 2016. TORM var tidligere ejer af 22 af de 25 skibe i drift. Njord blev stiftet i forbindelse med overtagelsen af fem TORM-skibe i april 2013, hvor den første af de tre bankgrupper fra Restruktureringen i 2012 udnyttede sin option, hvilket førte til salget af skibene. Al teknisk og kommerciel drift blev outsourcet, og Njord havde derfor ingen medarbejdere på faste kontrakter.

TORMs virksomhed efter Restruktureringen

Forretningsbeskrivelse og strategi

Efter Restruktureringens Gennemførelsesdato svarer TORMs aktiviteter i store træk til TORMs aktiviteter før Restruktureringen, idet TORM før Restruktureringen varetog den kommercielle drift af alle Njords skibe og den tekniske og mandskabsmæssige drift af 22 af de 25 skibe.

Aktiviteterne ligger primært inden for Tanksegmentet, idet Tørlastsegmentet er under afvikling. Der er på nuværende tidspunkt kun tre tørlastskibe tilbage (hvoraf ét er indchartret med udløb i oktober 2015), og der er ingen nye tørlastskibe i ordre, mens flåden af tankskibe i drift tæller 72 skibe.

Egne og indchartrede skibe

TORM har pr. Noteringsprospektdatoen 72 produkttankskibe i drift, heraf 68 egne skibe, inklusive ét finansielt leaset skib, samt fire indchartrede skibe. Selskabets tørlastflåde består af to egne skibe og et indchartret skib, alle Panamax-skibe.

Markedsværdien af den Sammenlagte Koncerns flåde, ekskl. det finansielt leasede skib, baseret på mæglervurderinger udgjorde USD 1.545 mio. pr. 27. marts 2015, og Direktionen skønner, at værdien ikke har ændret sig væsentligt siden vurderingstidspunktet. Pr. Noteringsprospektdatoen er der ingen skibe i pools eller under ekstern kommerciel drift, da hele Njord-flåden (som før Restruktureringens Gennemførelsesdato var opdelt i disse kategorier) er overgået til TORMs ejerskab.

Ejede skibe¹ pr. Noteringsprospektdatoen

Skibe	Antal skibe	Gennemsnitsalder	Gennemsnitlig dwt	Samlet dwt
Produkttankskibe				
LR2	8	12	104.474	835.792
LR1	7	11	74.021	518.150
MR	42	10	47.887	2.011.238
Handysize	11	12	36.620	402.824
Produkttankskibe i alt	68	10	55.412	3.768.004
Tørlastskibe i alt	2	11	75.054	150.107
I alt	70	10	55.973	3.918.111

Note: 1) Omfatter TORM Amazon, som i øjeblikket er under finansiell leasing med tilbagekøbsforpligtelse i 2017.

Nybygninger

Som led i Restruktureringen blev seks nybygninger i ordre hos Sungdong Shipbuilding & Marine Engineering Co., Ltd. apportindskudt i TORM.

Nybygninger pr. Noteringsprospektdatoen

Skrog nr.	Kostpris (tUSD)	Ejerselskab	Størrelse	Forventet kapacitet (dwt)	Forventet levering ¹
S3087	34.080	OCM Singapore Njord Holdings Valdemar Pte. Ltd.	Ca.183 m	49.915	Sep 2015
S3092	34.080	OCM Singapore Njord Holdings Rolf Pte. Ltd.	Ca.183 m	49.915	Sep 2015
S3088	34.080	OCM Singapore Njord Holdings Harald Pte. Ltd.	Ca.183 m	49.915	Okt 2015
S3089	34.080	OCM Singapore Njord Holdings Gorm Pte. Ltd.	Ca.183 m	49.915	Nov 2015
S3090	34.080	OCM Singapore Njord Holdings Knut Pte. Ltd.	Ca.183 m	49.915	Dec 2015
S3091	34.080	OCM Singapore Njord Holdings Leif Pte. Ltd.	Ca.183 m	49.915	Jan 2016

Note: 1) Pr. Noteringsprospektdatoen forventes det på grundlag af oplysninger fra Sungdong, at nybygningerne vil blive leveret på det i tabellen anførte tidspunkt

For at TORM kan tage levering af nybygningerne, kræves yderligere investeringer og ratebetalinger på ca. USD 122 mio.

Værdiansættelser

I forbindelse med Restruktureringen blev der indhentet visse vurderinger af den Sammenlagte Koncerns skibe fra tre uafhængige mæglere med det formål at etablere det økonomiske grundlag for sammenlægningen af TORM og Njord som led i Restruktureringen.

Bilag B oplister visse centrale informationer om de enkelte skibe sammen med to sæt værdiansættelsestal. I bilag B, del 1, er gennemsnittet af værdiansættelserne medtaget i de tre vurderingsrapporter af 27. marts 2015, som er indhentet af TORM fra Maersk Broker K/S og to andre uafhængige mæglere, og i bilag B, del 2, er der medtaget en kopi af vurderingsrapporten af 27. marts 2015 fra Maersk Broker K/S.

De gennemsnitlige vurderinger pr. 27. marts 2015 adskiller sig fra den regnskabsmæssige værdi af TORMs og Njords skibe, som indgår i TORMs årsrapport for 2014 og delårsrapport for første kvartal 2015 og i Njord Luxcos koncernregnskab for 2014.

For de skibe, herunder nybygninger, der var ejet af Njord pr. 31. marts 2015, vurderer Ledelsen, at afvigelserne mellem de regnskabsmæssige værdier og værdierne fra vurderingsrapporterne er relativt små (en samlet gennemsnitlig værdiansættelse på ca. USD 724 mio. i forhold til en samlet regnskabsmæssig værdi tillagt udestående rater på nybygninger på ca. USD 699 mio. pr. 31. marts 2015), og at afvigelserne hovedsageligt er relateret til forbedringer i markedsforholdene siden anskaffelsen. For skibene, der var ejet af TORM pr. 31. marts 2015, er afvigelsen betydelig (en samlet gennemsnitlig værdiansættelse på ca. USD 835 mio. i forhold til ca. USD 1.200 mio. i samlet regnskabsmæssig værdi pr. 31. marts 2015). Den væsentligste årsag til denne afvigelse er, at de regnskabsmæssige værdier i henhold til IFRS er understøttet af nutidsværdien af den forventede fremtidige indtjening fra skibene (brugsværdi), mens værdierne i vurderingsrapporterne afspejler dagsværdien baseret på den forventede salgspris for skibene.

Markedsforhold

Shippingbranchen leverer den mest praktiske og omkostningseffektive form for transport af store mængder last på internationale handelsruter. Branchen er opdelt i en række segmenter, som er klassificeret efter den type last, der transporteres. Segmenterne omfatter bl.a. tørlastsegmentet (som primært omfatter transport af

jernmalm, korn og kul) og tanksegmentet. Tanksegmentet kan yderligere opdeles i råolie- og produkttanksegmentet. Segmenterne er hver især til en vis grad konjunkturfølsomme og oplever således udsving i fragtrater og skibsværdier. Fragtraterne og skibsværdierne afhænger primært af udbud af og efterspørgsel efter skibskapacitet, som svinger betydeligt, primært som følge af ændringer i den globale økonomiske aktivitet.

Udbuddet af og udviklingen i skibskapacitet måles ved mængden af egnet skibskapacitet til at transportere laster og opgøres ud fra størrelsen af den eksisterende flåde i et bestemt shippingsegment, antallet af nybygninger i ordre, generel driftshastighed (eksempelvis reduceret hastighed), skrotning af gamle skibe og antallet af skibe, der ikke er aktive (dvs. oplagt, i tørdok eller af anden grund utilgængelige) eller i venteposition ved havnene. Ud over gældende og forventede fragtrater er nybygningspriser, stålpriser, værftskapacitet, driftsomkostninger, tilgængeligheden af finansiering og omkostninger forbundet med overholdelse af miljø- og andre globale lovmæssige krav ligeledes faktorer, der påvirker antallet af nybygninger, skrotninger og oplægninger.

Efterspørgslen efter skibe bestemmes primært af mængden af last, der skal transporteres, samt af afstanden fra oprindelsesstedet til destinationen.

Selv om der er en sammenhæng i dynamikken mellem udbud og efterspørgsel inden for de forskellige segmenter i shippingbranchen, fungerer segmenterne uafhængigt af hinanden og er påvirket af forskellige makroøkonomiske faktorer. Skibe er designet til drift inden for et bestemt segment og konkurrerer normalt ikke med skibe i andre segmenter.

Tanksegmentet

Efter den globale økonomiske krise i 2008 har efterspørgslen efter produkttankskibstransport været svagt i forhold til det rekordstore antal nybygninger. Raterne har derfor været under pres i perioden 2009-2014. På det seneste har der dog været en stigende tendens i fragtraterne, som således har udvist nogle af de højeste kvartalsvise niveauer siden 2008.

Den globale produkttankskibsflåde er vokset i de senere år, idet den stærke økonomiske vækst i perioden før 2008 førte til store investeringer i nybygninger. Den økonomiske krise kombineret med de lavere fragtrater førte herefter til en væsentlig ordrenedgang. I den seneste tid er ordrebøgerne dog begyndt at stige igen, og som følge heraf forventes en stigende årlig vækst i produkttankflåden i de kommende år.

Produktionen af raffinerede olieprodukter undergår strukturelle ændringer. Afstanden mellem produktionsstederne og forbrugsområderne af raffinerede olieprodukter forventes at blive større, hvilket vil øge efterspørgslen efter produkttankskibe. Historisk har store råolietankskibe som Very Large Crude Carriers (VLCC) været anvendt til at transportere olie fra udvindingsstedet til raffinaderier, som typisk blev bygget tæt på forbrugsområderne. Efterhånden mister de raffinaderier, der ligger tæt på forbrugsmarkedene, f.eks. i USA eller Vesteuropa, dog konkurrencedygtighed over for nyere, mindre omkostningstunge raffinaderier i eksportorienterede økonomier som Indien og Mellemøsten.

Tørlastsegmentet

Fragtraterne for tørlastskibe påvirkes hovedsageligt af den økonomiske aktivitet og afstanden mellem de største handelsområder samt af størrelsen af den globale tørlastflåde. Efter den økonomiske krise i 2008 faldt fragtraterne i 4. kvartal 2008 til det laveste niveau i 10 år. Fragtraterne kom dog stærkt tilbage i 2009 og fastholdt dette niveau i det meste af 2010. Siden udgangen af 2010 og indtil Noteringsprospektdatoen har fragtraterne været på et lavpunkt i H1 2015 og fortsætter med at være under væsentligt pres som følge af den store tilgang af ny tonnage, særligt i de større segmenter, samt svagere efterspørgsel.

B.4a	Tendenser	<p>Af natur er shippingbranchen et meget vanskeligt marked at forudsige, idet værftsindustrien, og dermed i sidste ende flådevæksten, udvikler sig efter en langsigtet cyklus, og væksten i handel følger en kortsigtet cyklus, men begge oplever betydelige udsving fra år til år. Disse faktorer i kombination med andre parametre (f.eks. ændringer i handelsmønstre, nye lovmæssige krav og udsving i brændstofpriser) gør det vanskeligt at forudsige shippingbranchen, og dermed er enhver forudsigelse af udviklingen i shippingmarkedet forbundet med stor usikkerhed.</p> <p>Tanksegmentet Den globale produkttankskibsflåde er steget i de seneste år, idet begrænsede ordrer efter kreditkrisen i 2008 stimulerede nye investeringer i branchen i 2012 og 2013. Størstedelen af disse ordrer er leveret eller vil blive leveret mellem 2014 og 2016. De nye ordrer er afgivet ud fra en forventning om øget efterspørgsel efter produkttankskibe som følge af en strukturel ændring i den globale raffinaderiindustri, hvor de væsentlige centre for efterspørgsel i Europa og OECD-landene i Asien lukker raffinaderier, mens især Mellemøsten og Indien udbygger nye, moderne raffinaderier til eksport til områder, der ligger længere væk fra efterspørgselscentrene. Det forventes, at denne udvikling vil betyde en større stigning i efterspørgsel end i udbud i de kommende år. Produkttankmarkedet har lidt under lave fragtrater siden 2009, men i begyndelsen af 2015 har rateniveauet været det højeste siden 2008.</p> <p>Tørlastsegmentet Tørlastfragtraterne har lidt under et faldende rateniveau siden den økonomiske krise i 2008 og har været under pres siden 2011, afbrudt af enkelte midlertidige stigninger. På udbudssiden betød stigende optimisme som følge af en reduceret ordrebeholdning en kraftig stigning i ordreaktivitet på nybygninger i 2013 og 2014, og disse skibe bliver leveret i 2015 og 2016. Med hensyn til efterspørgslen har Kina i en årrække i høj grad drevet væksten på tørlastmarkedet på grund af landets store efterspørgsel efter jernmalm og kul. Effekten af de nye ordrer er, at væksten i udbuddet af tonnager på niveau med efterspørgselsvæksten (den faldende kinesiske efterspørgselsvækst forværrer dette problem). Det betyder, at tørlastraterne ikke vil stige til et profitabelt niveau i 2015, som det ellers var forventet, da nybygningsordrerne blev afgivet.</p>												
B.5	Koncernstruktur	<p>TORM A/S er moderselskab i den Sammenlagte Koncern. TORMs væsentligste datterselskaber omfatter en række skibsejende datterselskaber med aktiviteter pr. Noteringsprospektdatoen. Derudover ejer TORM 50% af Long Range 2 A/S og LR2 Management K/S og 25% af TORM Shipping (Phils.), Inc., der alle drives i fællesskab med én eller flere andre virksomheder og er under fælles kontrol.</p>												
B.6	Større aktionærer	<p>Nedenstående tabel anfører de aktionærer, som pr. Noteringsprospektdatoen har meddelt Selskabet, at de ejer mindst 5% af Aktierne eller stemmerettighederne.</p> <p>Modtagne meddelelser fra større aktionærer pr. Noteringsprospektdatoen:</p> <table border="1" data-bbox="400 1556 1418 1904"> <thead> <tr> <th data-bbox="400 1630 715 1675">Aktionær</th> <th data-bbox="715 1630 954 1675">Nominal værdi af A-Aktier (DKK)</th> <th data-bbox="954 1630 1166 1675">Antal A-Aktier</th> <th data-bbox="1166 1630 1418 1675">Ejerandel og stemmerettigheder (uden C-Aktien, jf. nedenfor)</th> </tr> </thead> <tbody> <tr> <td data-bbox="400 1697 715 1753">Njord Luxco (helejet af Oaktree Topcos)</td> <td data-bbox="715 1697 954 1753">593.543.745,54</td> <td data-bbox="954 1697 1166 1753">59.354.374.554</td> <td data-bbox="1166 1697 1418 1753">61,99%</td> </tr> <tr> <td data-bbox="400 1765 715 1888">DW Partners, LP (investment manager for DW Catalyst Master Fund, Ltd. og DW Value Master Fund, Ltd.)</td> <td data-bbox="715 1765 954 1888">60.924.684,30</td> <td data-bbox="954 1765 1166 1888">6.092.468.430</td> <td data-bbox="1166 1765 1418 1888">6,36%</td> </tr> </tbody> </table> <p>Herudover besidder Njord Luxco én C-Aktie, der har 525.000.000.000 stemmer på generalforsamlingen ved Specifikke C-Forhold, herunder valg af medlemmer til</p>	Aktionær	Nominal værdi af A-Aktier (DKK)	Antal A-Aktier	Ejerandel og stemmerettigheder (uden C-Aktien, jf. nedenfor)	Njord Luxco (helejet af Oaktree Topcos)	593.543.745,54	59.354.374.554	61,99%	DW Partners, LP (investment manager for DW Catalyst Master Fund, Ltd. og DW Value Master Fund, Ltd.)	60.924.684,30	6.092.468.430	6,36%
Aktionær	Nominal værdi af A-Aktier (DKK)	Antal A-Aktier	Ejerandel og stemmerettigheder (uden C-Aktien, jf. nedenfor)											
Njord Luxco (helejet af Oaktree Topcos)	593.543.745,54	59.354.374.554	61,99%											
DW Partners, LP (investment manager for DW Catalyst Master Fund, Ltd. og DW Value Master Fund, Ltd.)	60.924.684,30	6.092.468.430	6,36%											

		<p>Bestyrelsen (inklusive Formanden men eksklusive Næstformanden) og visse ændringer af Vedtægterne foreslået af Bestyrelsen.</p> <p>I forbindelse med gennemførelsen af Restruktureringen modtog Njord Luxco en bekræftelse fra Finanstilsynet om, at Njord Luxco kunne forvente at opnå fritagelse fra reglerne om pligtmæssige overtagelsestilbud.</p>
B.7	Resumé af regnskabsoplysninger	<p>Hoved- og nøgletal for TORM for regnskabsårene 2012, 2013 og 2014 i dette afsnit er uddraget af TORMs reviderede koncernregnskaber for regnskabsårene 2012, 2013 og 2014. Hoved- og nøgletal for Njord Luxco for regnskabsårene 2013 og 2014 i dette afsnit er uddraget eller beregnet med udgangspunkt i Njord Luxcos reviderede koncernregnskaber for regnskabsårene 2013 og 2014. Hoved- og nøgletallene for Njord Luxco er medtaget i dette afsnit i stedet for hoved- og nøgletal for dets helejede datterselskab Njord. Njord Luxcos koncernregnskab er kun tilgængeligt for regnskabsårene 2013 og 2014, idet Njord Luxco er stiftet den 8. april 2013. Regnskaberne for TORM og Njord Luxco er aflagt i overensstemmelse med IFRS som godkendt af EU. TORMs regnskaber er desuden aflagt i overensstemmelse med yderligere danske oplysningskrav for børsnoterede selskaber.</p> <p>Hoved- og nøgletallene for TORM for første kvartal 2015 med sammenligningstal for samme periode i 2014 er uddraget af TORMs ureviderede delårsregnskab for første kvartal 2015 med sammenligningstal for første kvartal 2014, som er aflagt i overensstemmelse med IAS 34 som godkendt af EU. Det ureviderede delårsregnskab er aflagt efter samme regnskabspraksis som årsrapporten for 2014 og de IFRS-standarder, der er godkendt af EU med effekt for regnskabsår, der begynder efter 1. januar 2015. Hoved- og nøgletal for første kvartal 2015 med sammenligningstal for samme periode i 2014 er ikke tilgængelige for Njord Luxco, idet Njord Luxco ikke er forpligtet til at udarbejde delårsregnskaber og har valgt ikke at gøre det.</p> <p>Nedenstående oplysninger bør læses i sammenhæng med TORMs koncernregnskaber for regnskabsårene 2012, 2013 og 2014, TORMs ureviderede delårsregnskab for første kvartal 2015 og Njord Luxcos koncernregnskaber for regnskabsårene 2013 og 2014, som indgår ved henvisning i dette Noteringsprospekt.</p> <p>Udviklingen i fragtraterne har haft en væsentlig indvirkning på både driftsresultater og finansiell stilling for både TORM og Njord i de historiske regnskabsperioder. TORM gennemførte en restrukturering i 2012, hvorved årets resultat var påvirket af engangsomkostninger svarende til USD 326 mio. inkl. nedskrivninger på skibe. I 2013 og 2014 var TORMs driftsresultater og finansielle stilling endvidere påvirket af nedskrivninger på skibe på henholdsvis USD 60 mio. og 192 mio. Derudover gennemførte TORM den 13. juli 2015 endnu en Restrukturering som inkluderede Njord Luxcos apportindskud af Njord til gengæld for bestemmende indflydelse i TORM. Som led i Restruktureringen opnåede TORM endvidere en væsentlig reduktion i bankgælden.</p> <p>TORM og Njord driver virksomhed i en global branche, hvor bl.a. fragtrater og hovedparten af omkostningsgrundlaget afregnes i USD. Derfor aflægges TORMs og Njord Luxcos regnskaber i USD.</p>

Hoved- og nøgletal for TORM

	Helår			1. kvartal	
	2012 ⁽¹⁾	2013	2014	2014 (Ikke revideret)	2015 (Ikke revideret)
Resultatopgørelse					
(USD mio.)					
Nettoomsætning	1.121	992	624	183	154
Indtjening (timecharterækvivalent, TCE)	466	443	326	87	103
Dækningsbidrag	(93)	150	123	33	61
EBITDA	(195)	96	77	21	53
Resultat af primær drift (EBIT)	(449)	(91)	(211)	(203)	30
Årets resultat før skat	(579)	(166)	(283)	(222)	9
Årets resultat	(581)	(162)	(284)	(223)	9
Resultat ekskl. nedskrivninger og restruktureringssomkostninger	(255)	(102)	(77)	(25)	15
Balance					
(USD mio.)					
Langfristede aktiver	1.971	1.712	1.231	1.278	1.214
Aktiver i alt	2.355	2.008	1.384	1.720	1.371
Egenkapital	267	118	(164)	(103)	(153)
Forpligtelser i alt	2.088	1.890	1.548	1.823	1.524
Investeret kapital	2.128	1.823	1.219	1.546	1.204
Netto rentebærende gæld	1.868	1.718	1.394	1.662	1.367
Likvide beholdninger	28	29	45	18	53
Pengestrømsopgørelse					
(USD mio.)					
Fra driftsaktiviteter	(100)	68	27	10	46
Fra investeringsaktiviteter	0	93	313	49	(8)
heraf investeringer i materielle anlægsaktiver	(59)	(41)	(42)	(12)	(8)
Fra finansieringsaktiviteter	42	(161)	(324)	(70)	(30)
Nettopengestrøm	(57)	1	16	(11)	8
Nøgletal⁽²⁾					
Marginer (i forhold til nettoomsætning):					
TCE	41,5%	44,7%	52,2%	47,8%	66,7%
Dækningsbidrag	(8,3)%	15,2%	19,7%	18,2%	39,4%
EBITDA	(17,3)%	9,7%	12,3%	11,2%	34,2%
Resultat af primær drift (EBIT)	(40,0)%	(9,1)%	(33,8)%	(111,0)%	19,4%
Egenkapitalforrentning (RoE) (pr. år)	(127,4)%	(84,3)%	-	-	-
Afkast af investeret kapital RoIC) (pr. år) ⁽³⁾	(19,7)%	(4,6)%	(13,9)%	(48,2)%	9,9%
Egenkapitalens andel af aktiver i alt	11,4%	5,9%	(11,8)%	(6,0)%	(11,2)%
Valutakurs USD/DKK, ultimo	5,66	5,41	6,12	5,41	6,94
Valutakurs USD/DKK, gennemsnit	5,79	5,62	5,62	5,45	6,72
Aktierelaterede nøgletal⁽²⁾					
Resultat pr. aktie, EPS (USD)	(3,3)	(0,2)	(0,4)	(0,3)	0,0
Udvandet resultat pr. aktie, EPS (USD)	(3,3)	(0,2)	(0,4)	(0,3)	0,0
Cash flow pr. aktie, CFPS (USD)	(0,6)	0,1	0,0	0,0	0,1
Aktiekurs i DKK, ultimo (pr. aktie à DKK 0,01)	1,7	1,4	0,3	1,5	0,5
Antal aktier, ultimo (mio.)	728,0	728,0	728,0	728,0	728,0
Antal aktier (ekskl. egne aktier), gns. (mio.)	178,2	721,3	721,3	721,3	721,3

Notes:

1) Tal for 2012 inkluderer effekter fra TORMs Restrukturering i 2012

2) Nøgletal er beregnet i overensstemmelse med Den Danske Finansanalytikerforenings anbefalinger

3) Afkast af investeret kapital er beregnet som: Resultat af primær drift divideret med den gennemsnitlige investerede kapital, defineret som gennemsnittet af primo- og ultimoværdien af egenkapital plus nettorentebærende gæld minus finansielle aktiver.

Hoved- og nøgletal for Njord Luxco

	(8. april – 31. december)	Helår
	2013	2014
Resultatopgørelse		
(USD mio.)		
Nettoomsætning	23	180
Indtjening (timecharterækvivalent, TCE)	11	99
Dækningsbidrag	6	49
EBITDA	5	41
Resultat af primær drift (EBIT)	2	16
Resultat før skat	2	12
Årets resultat	2	12
	Pr. 31. december	
	2013	2014
Balance		
(USD mio.)		
Langfristede aktiver	184	537
Aktiver i alt	202	626
Egenkapital	202	470
Forpligtelser i alt	1	157
Investeret kapital	200	573
Netto rentebærende gæld (likvider, netto)	(2)	103
Likvide beholdninger	2	38
	(8. april – 31. december)	Helår
	2013	2014
Pengestrøm		
(USD mio.)		
Fra driftsaktiviteter	(12)	17
Fra investeringsaktiviteter	(187)	(378)
heraf investeringer i materielle anlægsaktiver	(187)	(378)
Fra finansieringsaktiviteter	200	397
Pengestrømme i alt (netto)	2	37
	(8. april – 31. december)	Helår
	2013	2014
Nøgletal⁽¹⁾		
Marginer (i forhold til nettoomsætning):		
TCE	48,3%	54,9%
Dækningsbidrag	24,5%	26,9%
EBITDA	20,1%	22,6%
Resultat af primær drift (EBIT)	7,0%	8,8%
Egenkapitalforrentning (p.a.) ⁽²⁾	1,5%	3,7%

Noter:

(1) Nøgletal er beregnet i overensstemmelse med Den Danske Finansanalytikerforenings anbefalinger

(2) Egenkapitalforrentning er i 2013 beregnet med udgangspunkt i egenkapitalen pr. stiftelsesdatoen den 8. april 2013.

B.8	Proforma-regnskabsoplysninger	<p>Proformaregnskabsoplysningerne før proformareguleringer for TORM og Njord, der præsenteres i det følgende, er uddraget af TORMs historiske koncernregnskab for 2014, som indgår i dette Noteringsprospekt ved henvisning, og af Njord Luxcos historiske koncernregnskab for 2014, som indgår i dette Noteringsprospekt ved henvisning.</p> <p>Proformareguleringerne afspejler gennemførelsen af Restruktureringen, primært virksomhedssammenlægningen (omvendt virksomhedsovertagelse) af TORM og Njord, som også omfatter nedskrivningen af en del af TORMs gæld til aktuelle skibsværdier til gengæld for udstedelse af Vederlagswarrants, konvertering af TORMs gæld til egenkapital og med forbehold for visse reguleringer,</p>
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		<p>videreførelsen af TORMs resterende gæld under den Nye Lånefacilitetsaftale. Der er endvidere foretaget reguleringer for transaktioner og balancer i moderselskabet Njord Luxco med henblik på at reflektere den Sammenlagte Koncern bestående af TORM and Njord.</p> <p>De ureviderede proformaregnskabsoplysninger skal læses i sammenhæng med i) TORMs koncernregnskab for 2014, som er medtaget i dette Noteringsprospekt ved henvisning, ii) Njord Luxcos koncernregnskab for 2014 og iii) de detaljerede ureviderede proformaregnskabsoplysninger med tilhørende noter, som indgår i dette Noteringsprospekt.</p> <p>Den ureviderede proformaresultatopgørelse og -balance for regnskabsåret 2014 er udarbejdet, som om Restruktureringen havde fundet sted pr. 1. januar 2014. Proformareguleringerne er baseret på tilgængelige oplysninger og forudsætninger, som TORM vurderer, er rimelige. Disse reguleringer er baseret på skøn og kan blive ændret.</p> <p>De ureviderede proformaregnskabsoplysninger er alene medtaget til orientering og foregiver ikke at udgøre de faktiske samlede resultater eller den samlede finansielle stilling for TORM og Njord, som disse ville have været, hvis Restruktureringen havde fundet sted på de forudsatte datoer, og de giver heller ikke nødvendigvis en indikation af TORMs og Njords fremtidige samlede resultater eller finansielle stilling. De ureviderede proformaregnskabsoplysninger afspejler ikke eventuelle omkostningsbesparelser eller andre synergieffekter, som Ledelsen vurderer, kunne være opnået, hvis transaktionen havde fundet sted på de indikerede datoer. Endvidere giver de ureviderede proformaregnskabsoplysninger ikke nødvendigvis en indikation af den finansielle stilling eller resultater for de viste perioder eller den mulige fremtidige finansielle stilling og resultater.</p> <p>Proformaresultatopgørelse for helåret 2014 (1. januar – 31. december 2014) (ikke revideret)</p> <table border="1"> <thead> <tr> <th></th> <th>Njord Luxco</th> <th>TORM</th> <th>Proforma-reguleringer</th> <th>Proforma Sammenlagt koncern</th> </tr> </thead> <tbody> <tr> <td>(USD mio.)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Nettoomsætning</td> <td>180</td> <td>624</td> <td>(9)</td> <td>795</td> </tr> <tr> <td>Timecharterækivalent (TCE) indtjening</td> <td>99</td> <td>326</td> <td>(9)</td> <td>416</td> </tr> <tr> <td>Dækningsbidrag</td> <td>49</td> <td>123</td> <td>0</td> <td>172</td> </tr> <tr> <td>EBITDA</td> <td>41</td> <td>77</td> <td>0</td> <td>118</td> </tr> <tr> <td>Resultat af primær drift (EBIT)</td> <td>16</td> <td>(211)</td> <td>230</td> <td>35</td> </tr> <tr> <td>Årets resultat før skat</td> <td>12</td> <td>(283)</td> <td>283</td> <td>12</td> </tr> <tr> <td>Årets resultat</td> <td>12</td> <td>(284)</td> <td>283</td> <td>11</td> </tr> </tbody> </table> <p>Proformabalance pr. 31. december 2014 (ikke revideret)</p> <table border="1"> <thead> <tr> <th></th> <th>Njord Luxco</th> <th>TORM</th> <th>Proforma reguleringer</th> <th>Proforma Sammenlagt koncern</th> </tr> </thead> <tbody> <tr> <td>(USD mio.)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Langfristede aktiver</td> <td>537</td> <td>1.231</td> <td>(386)</td> <td>1.382</td> </tr> <tr> <td>Aktiver i alt</td> <td>626</td> <td>1.385</td> <td>(402)</td> <td>1.609</td> </tr> <tr> <td>Egenkapital</td> <td>469</td> <td>(163)</td> <td>464</td> <td>770</td> </tr> <tr> <td>Forpligtelser i alt</td> <td>157</td> <td>1.548</td> <td>(866)</td> <td>839</td> </tr> </tbody> </table>		Njord Luxco	TORM	Proforma-reguleringer	Proforma Sammenlagt koncern	(USD mio.)					Nettoomsætning	180	624	(9)	795	Timecharterækivalent (TCE) indtjening	99	326	(9)	416	Dækningsbidrag	49	123	0	172	EBITDA	41	77	0	118	Resultat af primær drift (EBIT)	16	(211)	230	35	Årets resultat før skat	12	(283)	283	12	Årets resultat	12	(284)	283	11		Njord Luxco	TORM	Proforma reguleringer	Proforma Sammenlagt koncern	(USD mio.)					Langfristede aktiver	537	1.231	(386)	1.382	Aktiver i alt	626	1.385	(402)	1.609	Egenkapital	469	(163)	464	770	Forpligtelser i alt	157	1.548	(866)	839
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Forpligtelser i alt	157	1.548	(866)	839																																																																									
B.9	Resultatforventninger eller -prognoser for 6 mdr. perioden 30. juni 2015 og	<p>TORM estimerer et EBITDA på mellem USD 95 mio. og USD 100 mio. for første halvår 2015 og forventer et EBITDA på mellem USD 170 mio. og USD 210 mio. for helåret 2015. TORM estimerer endvidere et resultat før skat på mellem USD 5 mio. og 10 mio. for første halvår 2015 og forventer et resultat før skat på mellem USD 100 mio. og USD 140 mio. for helåret 2015.</p> <p>De fremadrettede finansielle oplysninger for første halvår 2015 afspejler alene TORMs aktiviteter (uden Njord). De fremadrettede finansielle oplysninger for</p>																																																																											

	helåret 2015	<p>helåret 2015 for perioden fra 1. januar 2015 til gennemførelsen af Restruktureringen den 13. juli 2015 omfatter alene Njords drift, mens perioden fra Restruktureringen den 13. juli 2015 til 31. december 2015 omfatter TORMs og Njords samlede aktiviteter. Dette skyldes, at Restruktureringen regnskabsmæssigt behandles som en omvendt virksomhedsovertagelse, hvilket betyder, at Njord regnskabsmæssigt anses som erhverver og den fortsættende regnskabsafbyggende virksomhed.</p> <p>De fremadrettede finansielle oplysninger er udarbejdet på grundlag af Selskabets anvendte regnskabspraksis, som beskrevet i TORMs årsrapport for 2014. Selskabets fremadrettede finansielle estimater for koncernen for første halvår 2015 og forventninger for helåret 2015 er baseret på en række væsentlige forudsætninger, skøn, vurderinger og udsagn, som, selvom de er præsenteret med specifikke tal, og Ledelsen anser dem for at være rimelige, i sagens natur er forbundet med væsentlig forretningsmæssig, driftsmæssig og økonomisk usikkerhed, hvoraf en stor del er uden for Selskabets og Ledelsens kontrol, og som kan medføre, at de faktiske resultater afviger væsentligt fra de fremadrettede finansielle oplysninger præsenteret i Prospektet.</p> <p>Forudsætningerne omfatter blandt andet visse forventede niveauer for fragtraterne, TCE indtjeningsdage, driftsomkostninger, charterhyre, administrationsomkostninger, omkostninger vedrørende Restruktureringen, afskrivninger, værdiforringelser, renteomkostninger baseret på LIBOR terminkurven samt ingen nedskrivninger på skibe.</p>
B.10	Revisionspåtegninger med forbehold	Ikke relevant. Revisionspåtegningerne på de historiske regnskabsoplysninger i dette Noteringsprospekt er afgivet uden forbehold.
B.11	Forklaring, hvis arbejds-kapital ikke dækker nuværende behov	Ikke relevant. Det er TORMs opfattelse, at arbejdskapitalen er tilstrækkelig til at dække Selskabets nuværende behov i en periode på 12 måneder efter offentliggørelsen af Noteringsprospektet.

AFSNIT C – VÆRDIPAPIRER

C.1	Noteringsaktier	<p>Noteringen omfatter 95.026.374.554 stk. Noteringsaktier, der er udstedt i den midlertidige ISIN-kode DK0060642643, der ikke handles og ikke er officielt noteret på Nasdaq Copenhagen. Alle Noteringsaktier er A-aktier à nom. DKK 0,01.</p> <p>Efter gennemførelsen af Noteringen vil Noteringsaktierne blive optaget til handel og officiel notering i ISIN-koden for Aktierne Før Restruktureringen, DK0060082915, hvilket forventes at ske den 29. juli 2015.</p>
C.2	Noteringsaktiernes valuta	Noteringsaktierne er denomineret i danske kroner.
C.3	Beskrivelse af Selskabets aktiekapital	<p>Pr. Noteringsprospektdatoen udgør den samlede nominelle aktiekapital DKK 957.543.745,56 fordelt på 95.754.374.554 stk. A-aktier, én B-Aktie og én C-Aktie à nom. DKK 0,01.</p> <p>Aktiekapitalen er fuldt indbetalt.</p>

C.4	Aktiernes rettigheder	<p>Noteringsaktierne er eksisterende A-Aktier og har samme rettigheder som TORMs øvrige A-Aktier. Hver A-Aktie à nom. DKK 0,01 har én stemme på generalforsamlingen, har fortegningsret i tilfælde af udstedelse af nye A-aktier mod kontant betaling (medmindre andet er bestemt i selskabsloven eller Vedtægterne), og har ret til udbytte samt likvidationsprovenu og andre udlodninger, der deklarerer af TORM. Ingen aktionær er forpligtet i henhold til Vedtægterne til at lade sine A-aktier indløse helt eller delvist.</p> <p>TORM har udstedt én B-Aktie à nom. DKK 0,01, der ejes af en trustee på vegne af minoritetsaktionærene i TORM. B-Aktien har én stemme på generalforsamlingen, har ikke fortegningsret i forbindelse med udstedelse af nye aktier i andre klasser og har ikke ret til udbytte, likvidationsprovenu eller andre udlodninger fra TORM. Ejeren af B-Aktien har ret til at udpege et medlem af Bestyrelsen (Næstformanden), op til tre suppleanter og en bestyrelsesobservatør. B-Aktien kan ikke overdrages eller pantsættes, bortset fra ved overdragelse til en erstatningstrustee eller ved indløsning fra Selskabets side.</p> <p>TORM har udstedt én C-Aktie à nom. DKK 0,01. C-Aktien ejes af Njord Luxco. C-Aktien har 525.000.000.000 stemmer på generalforsamlingen ved Specifikke C-Forhold, herunder valg af medlemmer til Bestyrelsen (inklusive Formanden men eksklusive Næstformanden) og visse ændringer af Vedtægterne foreslået af Bestyrelsen. C-Aktien har ikke fortegningsret i forbindelse med udstedelse af nye aktier i andre klasser og har ikke ret til udbytte, likvidationsprovenu eller andre udlodninger fra TORM. C-Aktien kan ikke overdrages eller pantsættes, undtagen til et associeret selskab til Njord Luxco eller ved indløsning fra Selskabets side.</p> <p>B-Aktien og C-Aktien kan indløses af TORM, hvis i) TORM har modtaget en skriftlig meddelelse fra Njord Luxco (eller dennes tilknyttede virksomheder) om, at Njord Luxco og dennes tilknyttede virksomheder (som defineret i Vedtægterne) samlet har mindre end 1/3 af Selskabets udstedte og udestående aktier, ii) der er gået fem bankdage fra Bestyrelsens modtagelse af en sådan meddelelse, uden at denne enten er bestridt af et bestyrelsesmedlem eller, i tilfælde heraf, at mindst 2/3 af bestyrelsesmedlemmerne godkender en sådan skriftlig meddelelse, og iii) både B-Aktien og C-Aktien bliver indløst på samme tidspunkt.</p>
C.5	Indskrænkninger i omsættelighed	<p>Der gælder ingen begrænsninger i retten til at eje eller overdrage A-Aktier i henhold til Vedtægterne. I henhold til Vedtægterne kan B-Aktien ikke overdrages eller pantsættes undtagen til en erstatningstrustee eller ved indløsning fra Selskabets side, og C-Aktien kan ikke overdrages eller pantsættes, undtagen til et associeret selskab til Njord Luxco eller ved indløsning fra Selskabets side.</p> <p>Aktierne er underlagt lovbestemte overdragelsesbegrænsninger i Danmark og i visse andre jurisdiktioner. En erhverver af Aktier skal overholde alle gældende love og bestemmelser i ethvert land eller enhver region, hvor vedkommende erhverver eller videresælger Aktier eller besidder eller videregiver dette Noteringsprospekt og skal indhente nødvendigt samtykke, godkendelse eller tilladelse til at erhverve Aktier.</p>
C.6	Optagelse til handel	<p>Efter gennemførelsen af Noteringen vil Noteringsaktierne blive optaget til handel og officiel notering i ISIN-koden for Aktierne Før Restruktureringen, DK0060082915, hvilket forventes at ske den 29. juli 2015.</p> <p>Noteringsaktierne vil ikke blive handlet og officielt noteret på Nasdaq Copenhagen i den midlertidige ISIN-kode.</p>
C.7	Udbyttepolitik	<p>TORMs udbyttepolitik som anført i årsrapporten for 2014 fastsætter, at op til 50% af årets resultat kan udloddes i udbytte. Desuden skal TORMs kapitalisering, strategiske udvikling, fremtidige forpligtelser, markedstendenser og aktionærinteresser altid tages i betragtning ved overvejelse af størrelsen af udbyttet. I henhold til Finansieringsaftalerne er TORMs mulighed for at udlodde udbytte underlagt visse begrænsninger, herunder en cash sweep, i en periode på</p>

indtil 36 måneder fra Restrukturerings Gennemførelsesdato.

AFSNIT D – RISICI

D.1	Risici forbundet med Selskabet eller branchen	<p>Modtagere af dette Noteringsprospekt og eventuelle potentielle investorer i Aktier bør være opmærksomme på, at en eventuel investering i Aktier indebærer en høj risiko. Noteringsprospektet indeholder blandt andet en detaljeret vurdering af de særlige faktorer, der kan have negativ indflydelse på aktieværdien.</p> <p>Disse risici er ikke de eneste risici, TORM står overfor. De bør tages som udtryk for de risikofaktorer, der af Ledelsen betragtes som særligt væsentlige og relevante for TORM pr. Noteringsprospektdatoen. Hvis en af nedenstående risici indtræffer, kan det få væsentlig negativ indvirkning på TORMs fremtidige udvikling, driftsresultat, pengestrømme og finansielle stilling, og det kan føre til konkurs- eller andre insolvensforanstaltninger. Dette kan føre til et fald i A-Aktiernes kurs, og aktionæren risikerer at miste hele eller en del af investeringen i A-Aktierne. Andre risici, som Ledelsen på nuværende tidspunkt ikke har kendskab til eller i øjeblikket anser som uvæsentlige, kan imidlertid også få væsentlig negativ indvirkning på TORMs aktiviteter, drift og udvikling.</p> <p>Noteringsprospektet indeholder desuden fremadrettede udsagn, der er forbundet med risici og usikkerhed. TORMs resultat af primær drift for 2015 kan afvige væsentligt fra det forventede resultat af primær drift for 2015, der er angivet i Noteringsprospektet, herunder, men ikke begrænset til, som følge af de risici, som er beskrevet nedenfor.</p> <p>Risici forbundet med Selskabet</p> <p><i>Risici forbundet med den branche, TORM opererer i</i></p> <ul style="list-style-type: none">• Overkapacitet af skibe• Makroøkonomisk usikkerhed• Udsving i indgående pengestrømme• Volatilitet og sæsonudsving i driftsresultatet• Stigende brændstofpriser• Ændring i forbrugernes efterspørgsel fra olie til andre energikilder og ændrede handelsmønstre• Komplekse love og regler• Betydelige investeringer i håndtering af ballastvand• Kvalitetskrav fra kundernes side• Manglende godkendelse ved klassifikationsselskabers inspektioner af skibe• Mulig skade på skibe på grund af de risici, der er uløseligt forbundet med søtransportbranchen• Mulige ændringer i tonnageskatningsregler eller andre skattelove• Piratangreb på oceangående skibe• Øget hyppighed af redningsaktioner af bådflygtninge i Middelhavet• Negative indvirkninger af havneanløb i lande, der er underlagt sanktioner og embargoer• Politisk ustabilitet, terror- og andre angreb, krigs- eller internationale fjendtligheder• Rekvisition fra en stats side af skibe i krig eller nødsituationer <p><i>Risici forbundet med TORMs aktiviteter</i></p> <ul style="list-style-type: none">• Udsving i omsætningen i forbindelse med ændringer i spotraterne• Afhængighed af nogle få store kunder• Væsentlig eksponering mod negativ udvikling i produkttankmarkedet• Regnskabsmæssige underskud i de senere år og manglende evne til at opnå positive pengestrømme• Timing af timecharteraftaler• Den bogførte værdi af skibe kan afvige fra faktiske markedsværdier• TORMs flådes alder og forringet konkurrencedygtighed
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		<ul style="list-style-type: none"> • Timing af investering i og salg af skibe • Konstruktions- og modpartsrisici vedrørende nybygninger • Usikkerhed vedrørende TORMs fremtidige regnskabspraksis samt regnskabsmæssige skøn og vurderinger • Forøgelse af omkostningsgrundlag • Unøjagtige resultatforventninger • Modparters manglende opfyldelse af forpligtelser • Utilstrækkelig forsikringsdækning og stigende præmier • IT-systemernes mulige ustabilitet • Interne og eksterne besvigelser og svingagtige handlinger • Mulig amerikansk forbundsstatsbeskatning af amerikansk indkomst • Mulig behandling som PFIC (passivt udenlandsk investeringsselskab) <p><i>Risici forbundet med finansiering</i></p> <ul style="list-style-type: none"> • Finansiell gæld og kapitalbegrænsninger • Arbejdskapitalens utilstrækkelighed og manglende mulighed for at opnå yderligere finansiering fremover • Pengestrømmenes utilstrækkelighed til at finansiere MR-nybygninger • Finansieringsaftaler indeholder forpligtelser og begrænsninger af TORMs finansielle og operationelle fleksibilitet • Manglende mulighed for at betale renter og afdrag på rentebærende gæld • Ændring af bestemmende indflydelse og tvungen tilbagebetaling <p><i>Risici forbundet med afledte finansielle instrumenter, valuta og renter</i></p> <ul style="list-style-type: none"> • TORMs eksponering mod afledte finansielle instrumenter og mod faldende likviditet i markedet for disse • Eksponering mod valutakursudsving • Eksponering mod væsentlige renteusving <p><i>Risici forbundet med retssager</i></p> <ul style="list-style-type: none"> • Involvering i fremtidige retssager • Maritime fordringshavere kan foretage arrest i TORMs skibe <p><i>Risici forbundet med medarbejdere og ledelse</i></p> <ul style="list-style-type: none"> • Evne til at tiltrække og fastholde kvalificerede medarbejdere og ledere • Involvering i arbejdsskadesager • Arbejdskonflikter resulterende i arbejdsstandsninger, strejker og/eller arbejdsafbrydelser
D.3	Risici forbundet med Noteringen	<p>Modtagere af dette Noteringsprospekt og eventuelle potentielle investorer i A-Aktierne bør være opmærksomme på, at en eventuel investering i A-Aktierne indebærer en høj risiko. Der henvises ligeledes til beskrivelsen under D.1 ovenfor</p> <p><i>Risici forbundet med Restruktureringen og Noteringen</i></p> <ul style="list-style-type: none"> • Ændring i ejerstrukturen og Bestyrelsen samt mulig ændring i strategi • Overførsel af Njord-skibe til TORMs ejerskab • Muligt frasalg af A-Aktier fra Njord Luxco eller de Deltagende Långiveres side • Forøgelse af Njord Luxco ejerandel, uden at det udløser et pligtmæssigt overtagelsestilbud • Markedskursen på A-Aktierne kan være meget svingende • Mulighed for forskellige mål og interesser blandt aktionærer • Implementering af en aktiekonsolidering (omvendt aktiesplit) • Udstedelser af nye aktier eller andre værdipapirer kan medføre udvanding af aktionærerne • Fremtidige udstedelser af nye aktier eller andre værdipapirer kan være underlagt begrænsninger • Rettighederne gældende for indehavere af A-Aktier er underlagt dansk lovgivning og Vedtægterne • Amerikanske og andre udenlandske ejere af Aktier vil muligvis ikke kunne udnytte fortegningsrettigheder eller deltage i fremtidige

		<p>fortegnelsemissioner</p> <ul style="list-style-type: none"> • Aktionærer uden for Danmark er potentielt udsat for valutarisici • Skattemæssige konsekvenser af Restruktureringen • Ingen garanti for, at TORM vil udlodde udbytte i fremtiden
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AFSNIT E – UDBUDET		
E.1	Provenu fra Noteringen og skønnede omkostninger	Ikke relevant. Der er ikke noget nettoprovenu, da der ikke foretages noget udbud af værdipapirer til salg eller tegning. De anslåede udgifter, som TORM skal betale i forbindelse med Noteringen, udgør DKK 17,4 mio. (ekskl. moms). Alle udgifter forbundet med Noteringen dækkes af TORM.
E.2a	Baggrund for Noteringen	På Restruktureringens Gennemførelsesdato udstedte Selskabet 95.026.374.554 stk. Noteringsaktier til Njord Luxco og visse Deltagende Långivere. Formålet med dette Noteringsprospekt er at få Noteringsaktierne optaget til handel og officiel notering på Nasdaq Copenhagen.
E.3	Vilkår og betingelser for udbuddet	Ikke relevant, da der ikke foretages noget udbud af aktier.
E.4	Fysiske og juridiske personers interesse i Noteringen	<p>Danske Bank og SEB og/eller nogle af disses associerede virksomheder kan i forbindelse med deres normale forretningsaktiviteter have ydet og kan i fremtiden yde investeringsrådgivning og foretage almindelige bankforretninger med TORM.</p> <p>Danske Bank og SEB ejede aktier i Selskabet før Restruktureringen og var blandt de Deltagende Långivere, der modtog Vederlagswarrants og tegnede Noteringsaktier i forbindelse med Restruktureringen. Pr. Noteringsprospektdatoen ejer Danske Bank henholdsvis 1,09% af Aktierne og 1.209.496.875 Vederlagswarrants, og SEB ejer 0,46% af Aktierne og 489.350.375 Vederlagswarrants. Desuden kan Danske Bank og SEB og/eller nogle af disses associerede virksomheder for egen regning eje, købe eller sælge disse værdipapirer samt andre af Selskabets værdipapirer og relaterede investeringer og udbyde eller sælge sådanne værdipapirer eller andre investeringer i andre sammenhænge end i forbindelse med Noteringen. Danske Bank og SEB har ydet lån til TORM.</p> <p>Selskabets uafhængige revisor, Deloitte Statsautoriseret Revisionspartnerselskab, yder rådgivning til Selskabet ud over lovpligtig revision.</p> <p>TORMs administrerende direktør og økonomidirektør har begge mulighed for at modtage en kontant bonus på henholdsvis op til DKK 5 mio. og DKK 3 mio. i forbindelse med Restruktureringen.</p>
E.5	Sælgende enhed	Ikke relevant. Der foretages ikke noget udbud af værdipapirer til salg eller tegning.
E.6	Udvanding	Ikke relevant. Noteringen af Noteringsaktierne medfører ikke udvanding.
E.7	Omkostninger, der pålægges investorerne	Ikke relevant. Alle omkostninger i forbindelse med Noteringen dækkes af Selskabet.

SUMMARY

Summaries are made up 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 securities and issuer. As 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 securities 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	Warnings	<p>This Summary should be read as an introduction to this Listing Prospectus.</p> <p>Any decision to invest in Listing Shares should be based on consideration of the Listing Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in the Listing 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 Listing Prospectus before legal proceedings are initiated.</p> <p>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 Listing Prospectus or it does not provide, when read together with the other parts of the Listing Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
A.2	Consent for intermediaries	Not applicable. No agreement has been made regarding the use of this Listing Prospectus in connection with a subsequent resale or final placement of the Listing Shares or the other A Shares.

SECTION B – ISSUER		
B.1	Legal and commercial name	<p>TORM A/S.</p> <p>The Company also operates under the secondary names Aktieselskabet af 3. november 1986, BWT 3 A/S and Aktieselskabet Dampskibsselskabet TORM.</p>
B.2	Domicile and legal form	<p>Company address: TORM A/S, Tuborg Havnevej 18, 2900 Hellerup, Denmark.</p> <p>The registered office of the Company is situated in the municipality of Gentofte. The Company is registered under Danish law and was incorporated as a limited liability company under the laws of Denmark on 14 January 1889.</p>
B.3	Business	<p>The Restructuring</p> <p>The Restructuring was completed on 13 July 2015. The Restructuring recapitalized TORM, reducing its overall debt to a debt level of not more than 65% of the value of the assets posted as security for the New Financing Agreements as of the Restructuring Completion Date.</p> <p>The Restructuring comprised the following distinct steps:</p> <ol style="list-style-type: none"> 1. Write-down of debt to current asset values against issuance of Consideration Warrants 2. Optional exchange of Scheme claims for equity and reinstatement of remaining debt as the New Term Facility 3. Contribution of Njord by Njord Luxco in exchange for controlling interest in

		<p>TORM</p> <ol style="list-style-type: none"> 4. Provision of the New Working Capital Facility 5. Implementation of new corporate governance provisions 6. Admission to trading and official listing of the Listing Shares <p><i>Step 1:</i> On the Restructuring Completion Date, a portion of each Participating Lender's part of the outstanding balance under the Pre-Restructuring Debt Facilities was written down, totalling USD 535.5 million, so as to reduce TORM's aggregate debt to a notional USD 873 million. In consideration for the write-down, the Participating Lenders received a total of 7,181,578,089 Consideration Warrants which were issued on a pro rata basis in proportion to the write-down of each Participating Lenders' Scheme claim. The Consideration Warrants entitle holders to subscribe for new A shares equivalent to 7.5% of the share capital of TORM as at the Restructuring Completion Date (on an undiluted basis and after issuance of the Listing Shares). The exercise price for the Consideration Warrants is DKK 0.06417 per share and is subject to certain adjustments.</p> <p><i>Step 2:</i> Following the write-down in Step 1, each Participating Lender could elect whether to exchange and cancel between 5% and 100% of its remaining Scheme claim following the write-down into Listing Shares. However, the maximum aggregate amount of Scheme claims that could be exchanged was 50% of the remaining Scheme claims outstanding following the write-down under Step 1. Participating Lenders that did not elect to convert at least 5% of their remaining Scheme claim would retain a reduced amount of debt under the New Term Facility as a result of an adjustment. In addition, the Scheme claims of all Participating Lenders were subject to an adjustment in order to account for the fact that the existing shareholders of TORM would retain 2% of the share capital in TORM prior to Step 3 below. The terms of the Restructuring provided that the aggregate of the New Financing Agreements would be not more than 65% of the value of the assets over which they are secured following the Restructuring Completion Date, which include TORM's fleet prior to the Restructuring and certain of the vessels contributed by Njord Luxco. As of the Restructuring Completion Date, the aggregate of the New Financing Agreements was 62.90% of the value of the assets over which they are secured. At the Restructuring Completion Date, a total of 35,672,000,000 Listing Shares were issued to the Participating Lenders against conversion of debt of USD 305.9 million pursuant to the optional exchange (corresponding to a price of approx. DKK 0.058116 per A Share). The Scheme claims remaining following the write-down, the exchange of debt for equity and certain adjustments of Scheme claims of Participating Lenders who elected not to take part in the optional exchange of debt, were reinstated as debt pursuant to the New Term Facility Agreement.</p> <p><i>Step 3:</i> Following the optional exchange described as Step 2 above, Njord Luxco contributed to TORM the entire issued share capital of Njord, which together with its subsidiaries owns 25 product tankers (12 of which were unencumbered and 13 of which were encumbered by existing mortgages under the DSF Facility) and has six MR newbuildings on order with expected delivery in late 2015 or in 2016. TORM has assumed liability for the remaining capital expenditures related to these newbuildings. In consideration for the contribution of Njord, TORM issued to Njord Luxco a total of 59,354,374,554 Listing Shares (at a price corresponding to approx. DKK 0.058338 per A Share) so that Njord Luxco held the same proportional ownership of TORM at the Restructuring Completion Date as the proportion that the value of the net assets contributed by Njord Luxco (adjusted for remaining capital expenditures related to the newbuildings) bore to the total net asset value of the Combined Group following the Restructuring Completion Date.</p> <p><i>Step 4:</i> On the Restructuring Completion Date, certain of the Participating Lenders provided a USD 75 million New Working Capital Facility to TORM.</p> <p><i>Step 5:</i> As part of the Restructuring, new Articles of Association were adopted at the extraordinary general meeting held on 7 July 2015 to implement new corporate</p>
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governance provisions, including certain minority shareholder protection rights.

Step 6: On the Restructuring Completion Date, all Listing Shares were issued in a temporary, unlisted ISIN code. Issuance of the Listing Shares resulted in a new shareholder structure where the Pre-Restructuring Shares corresponded to less than 1% of the Shares after the Restructuring. Under the Restructuring Agreement, TORM undertook to file a listing prospectus following completion of the issuance of the Listing Shares in connection with the Restructuring to apply for admission to trading and official listing of the Listing Shares on Nasdaq Copenhagen.

Implementation of the Restructuring was in part completed through an English law Scheme of Arrangement as TORM was unable to obtain the required unanimous consent of all Lenders under the Pre-Restructuring Debt Facilities to complete the Restructuring.

TORM's business prior to the Restructuring

Prior to the Restructuring Completion Date TORM's business was primarily based on the ownership and operation of product tankers for refined oil products. The Company provided transportation services to customers utilizing a fleet of 72 vessels on the water, which the Company owned, chartered in on short or long-term time charters or managed. TORM conducted most of the management in-house, including the commercial management, which refers to the chartering out and employment of the vessels, and the technical management, which refers to the crewing, service and maintenance of the vessels.

TORM conducted business worldwide with shore staff in offices in Mumbai (India), Manila (Philippines), Singapore and Houston (Texas, USA).

In the period from 2006-2008, the Company was focused on increasing the size of its fleet. In this period, the Company ordered 19 newbuildings and chartered in 21 vessels on long-term contracts. Further, the Company took over a total of 26 product tankers following the acquisition of OMI Corporation in 2007, 11 of which were MR tankers, 13 Handysize tankers and two LR1 tankers.

During the financial crisis and the slowdown of the global economy that started in late 2008 and resulted in low freight rates and cyclical low vessel values, TORM's financial situation gradually deteriorated. As a consequence TORM initiated a dialogue with its creditors and achieved a restructuring agreement in 2012.

Following the 2012 Restructuring, the depressed freight rate environment for product tankers and especially bulk carriers continued, with substantial negative results for TORM from 2012-2014. In mid-2013, TORM initiated a process to recapitalize the Company, and as mentioned above the Restructuring was completed on 13 July 2015.

Prior to the Restructuring, TORM was already one of the world's largest product tanker operators and its Tanker Segment accounted for approximately 96% of the revenue in 2014. The product tankers transport refined oil products such as gasoline, jet fuel, naphtha, kerosene, diesel oil, fuel oil and occasionally crude oil. Up until the Restructuring Completion Date, the TORM-operated product tanker fleet comprised ten LR2, seven LR1, 44 MR and 11 Handysize vessels. Of these, 42 were owned vessels, four were chartered-in vessels, one was a financial lease and 25 were vessels under TORM's commercial management. There were no newbuildings on order. TORM's Bulk Segment accounted for approximately 4% of TORM's revenue in 2014 and transported bulk commodities, including coal, iron ore, grain and minerals. Since the summer of 2013, TORM has gradually scaled down its dry bulk activities and is working to phase out the dry bulk activities completely. In the beginning of 2015, the dry bulk fleet included four Panamax vessels. Of these, two were owned vessels and two were chartered-in vessels with expiry in June and October 2015.

The strategy of the Combined Group consisting of TORM and Njord as described

above is the current strategy of the Company. TORM expects to convene an extraordinary general meeting to be held in August 2015 for the purposes of electing a new Board of Directors, making certain amendments to TORM's overall guidelines for incentive schemes and remuneration policy, and implementing a share consolidation. This implies that there may be material changes to TORM's strategy going forward, as a new Board of Directors may have a substantially different opinion on operations, geographic footprint, fleet structure, debt structure, risk mitigation, etc.

Njord's business prior to the Restructuring

Prior to the Restructuring Completion Date, Njord's fleet comprised of 25 product tankers on the water as well as six newbuildings which are scheduled to be delivered between Q3 2015 and Q1 2016. TORM was the previous owner of 22 out of the 25 vessels on the water. Njord was set up in connection with the acquisition of five TORM vessels in April 2013, when the first of the three bank groups from the 2012 Restructuring exercised its option rights leading to a sale of the vessels. All technical and commercial management had been outsourced and thus Njord had no employees on fixed-term contracts.

TORM's business after the Restructuring **Business overview and strategy**

Following the Restructuring Completion Date, the nature of TORM's operations is largely similar to TORM's operations prior to the Restructuring, as TORM prior to the Restructuring operated all Njord vessels commercially and 22 out of 25 vessels in crew and technical management.

The operations are primarily within the Tanker Segment, as the Bulk Segment is being phased out. Currently, only three bulk vessels remain (of which one is chartered-in with expiry in October 2015), and there are no new bulk vessels on order, while the tanker fleet on the water comprises 72 vessels.

Vessels owned and chartered in

As of the Listing Prospectus Date, TORM has a fleet of 72 product tankers on the water divided into 68 owned, including one held under financial lease, and four chartered-in. The Company's dry bulk fleet consists of two owned vessels and one chartered-in, all of the Panamax class.

Based on broker valuations, the Combined Group's fleet excluding the financial lease vessel had a market value of USD 1,545 million as of 27 March 2015, and Executive Management estimates that no material changes to the value have occurred since the valuation date. As per the Listing Prospectus Date, no vessels are in pool or under external commercial management as the entire Njord fleet (which before the Restructuring Completion Date fell into these categories) has been transferred to TORM's ownership.

Vessels owned¹ as of the Listing Prospectus Date

Vessels	No. of vessels	Average age	Average dwt	Aggregate dwt
Product tankers				
LR2	8	12	104,474	835,792
LR1	7	11	74,021	518,150
MR	42	10	47,887	2,011,238
Handysize	11	12	36,620	402,824
Total product tankers	68	10	55,412	3,768,004
Total dry bulk vessels	2	11	75,054	150,107
Total	70	10	55,973	3,918,111

Note: (1) Includes TORM Amazon currently on financial lease subject to a repurchase obligation in 2017

Newbuildings

As part of the Restructuring, six newbuildings currently being constructed by Sungdong Shipbuilding & Marine Engineering Co., Ltd. were contributed to TORM.

Newbuildings as of the Listing Prospectus Date

Hull no	Cost (tUSD)	Shipowning company	Dimension	Expected capacity (dwt)	Expected delivery ¹
S3087	34,080	OCM Singapore Njord Holdings Valdemar Pte. Ltd.	Abt. 183 m	49,915	Sep 2015
S3092	34,080	OCM Singapore Njord Holdings Rolf Pte. Ltd.	Abt. 183 m	49,915	Sep 2015
S3088	34,080	OCM Singapore Njord Holdings Harald Pte. Ltd.	Abt. 183 m	49,915	Oct 2015
S3089	34,080	OCM Singapore Njord Holdings Gorm Pte. Ltd.	Abt. 183 m	49,915	Nov 2015
S3090	34,080	OCM Singapore Njord Holdings Knut Pte. Ltd.	Abt. 183 m	49,915	Dec 2015
S3091	34,080	OCM Singapore Njord Holdings Leif Pte. Ltd.	Abt. 183 m	49,915	Jan 2016

Note: (1) As of the Listing Prospectus Date, based on information provided by Sungdong it is expected that the newbuildings will be delivered at the time stated

To take delivery of the newbuildings, TORM will need to incur approx. USD 122 million in remaining capital expenditures and installment payments.

Valuations

In connection with the Restructuring, certain valuations of the Combined Group's vessels were obtained from three independent brokers for the purpose of establishing the financial basis for the combination between TORM and Njord as part of the Restructuring.

Appendix B lists certain key data on the individual vessels along with two sets of valuation figures: Appendix B, Subpart (1), contains the average of the valuations included in the three valuation reports dated 27 March 2015 requested by TORM from Maersk Broker K/S and two other independent brokers. Appendix B, Subpart (2), contains a copy of the valuation report dated 27 March 2015 from Maersk Broker K/S.

The average valuations as of 27 March 2015 vary from the carrying amounts of TORM and Njord's vessels as included in TORM's annual report 2014 and first quarter report 2015 and in Njord Luxco's consolidated financial statements for 2014. For the vessels, including newbuildings, which were held by Njord as of 31 March 2015, the deviations between the carrying amounts and the values from the valuation reports are by Management considered to be relatively minor (aggregate average valuation of approximately USD 724 million compared to the aggregate carrying amount with addition of outstanding installments on newbuildings of approximately USD 699 million, as of 31 March 2015) and to be related mainly to improvements in market conditions since the acquisitions. For the vessels held by TORM as of 31 March 2015, the deviation is significant (aggregate average valuation of approximately USD 835 million compared to approximately USD 1,200 million in aggregate carrying amount as of 31 March 2015). The main reason for this deviation is that the carrying amounts in accordance with IFRS is supported by the value of the vessels based on the net present value of expected future cash flows from the vessels (value in use), while the value in the valuation reports reflect fair value based on the expected selling price for the vessels.

The market

The shipping industry provides the most practical and cost effective means of transporting large volumes of cargo over international trade routes. The industry consists of a number of segments which are classified by the cargo shipped. Segments include, *inter alia*, the dry bulk segment (carrying primarily iron ore, grain and coal) and the tanker segment. The tanker segment can further be divided

		<p>into the crude tanker segment and the product tanker segment. Each of these segments is cyclical to a certain extent, experiencing fluctuations in freight rates and vessel values. Freight rates and vessel values are primarily the result of the supply of and demand for vessel capacity which fluctuates significantly mainly due to changes in the global economic activity.</p> <p>The supply and development of vessel capacity is measured by the amount of suitable vessel capacity available to carry cargo and is determined by the size of the existing fleet within a particular shipping segment, the number of newbuildings on order, general service speed (e.g. slow-steaming), the scrapping of older vessels and the number of vessels out of active service (i.e. laid-up, dry-docked or otherwise not available for hire) or in port congestion. In addition to prevailing and anticipated freight rates, factors that affect the rate of newbuildings, scrapping and laying-up include newbuilding prices, steel prices, yard capacity, vessel operating costs, availability of financing and costs associated with compliance with environmental and other global regulatory requirements.</p> <p>The demand for vessels is primarily determined by the quantity of cargo to be transported and the distance from origin to destination.</p> <p>The supply and demand dynamics in the different segments within the shipping industry, while correlated, behave independently and are governed by different macroeconomic drivers. Vessels are designed to operate in a specific shipping segment and do generally not compete with vessels operating in another segment.</p> <p>Tanker segment</p> <p>Following the global economic slowdown in 2008, the demand for product tanker services has been weak compared to the record number of newbuildings. Consequently, the rates have been under pressure in the period 2009 to 2014. Recently, however, an increasing trend in freight rates has been observed leading freight rates to be among the highest quarterly levels since 2008.</p> <p>The global product tanker fleet has increased in recent years as the strong economic growth prior to 2008 led to significant investments in newbuildings. Subsequently, the economic slowdown combined with deteriorating freight rates led to a significant decrease in orders. Recently, however, the order books have increased again, and as a result, the year-on-year growth in the product tanker fleet is expected to increase in the coming years.</p> <p>The production of refined oil products is undergoing a structural shift. The distance between points of production and points of consumption of refined oil products is expected to increase and be a driver of product tanker demand. Historically, large crude tankers, such as Very Large Crude Carriers (VLCCs), were used to transport oil from their supply locations to refineries, which were typically constructed close to the demand locations. Increasingly, however, refineries located close to the source of demand, e.g. in the United States or Western Europe, are becoming uncompetitive relative to newer, lower-cost refineries located in export-oriented economies such as India and the Middle East.</p> <p>Dry bulk segment</p> <p>Freight rates for dry bulk vessels are largely influenced by the level of the economic activity and the distance between major trade areas as well as the size of the global dry bulk fleet. Following the economic slowdown in 2008, freight rates fell to a 10-year low in Q4 2008. However, freight rates rebounded significantly in 2009 and maintained this level in most of 2010. Since the end of 2010 and up until the Listing Prospectus Date, freight rates were at a low in H1 2015 and continue to be under significant pressure as a result of the large influx of new tonnage, especially in the larger segments, and weakened demand.</p>
B.4a	Trends	<p>The shipping industry is by nature a very difficult market to predict as shipbuilding and ultimately fleet growth follow a long-term cycle and trade growth short-term cycles, whilst both are characterized by significant year-on-year variations. These</p>

		<p>factors combined with other influencing parameters (such as change in trade patterns, new regulatory requirements and fluctuating fuel prices) make forecasting in the shipping industry difficult and on this basis, any view on the future direction of the shipping market will be subject to great uncertainty.</p> <p>Tanker Segment</p> <p>The global product tanker fleet has increased in recent years as limited new orders following the 2008 credit crunch stimulated new investments in the sector in 2012 and 2013. The larger part of this order book was or will be delivered between 2014 and 2016. The new orders have been made based on expectations of increased demand for product tankers due to a structural shift in the global refinery industry, where key demand centers in Europe and in the OECD countries in Asia are shutting down refineries, while the Middle East and India, especially, are ramping up new state-of-the art refineries for exports which are further afield from demand centers. This is believed to make demand growth outpace supply growth in the years to come. The product tanker market has suffered from weak rates since 2009, but the start of 2015 has shown the strongest rate environment since 2008.</p> <p>Bulk Segment</p> <p>Dry bulk freight rates have suffered from a declining rate environment since the 2008 economic crisis and have been under pressure since 2011 although with temporary spikes. On the supply side, increased optimism due to a declining order book led to a rapid increase in dry bulk newbuilding order activity in 2013 and 2014 for vessels which will be delivered during 2015 and 2016. On the demand side, China has been the main growth driver for the dry bulk market for many years due to its strong demand for iron ore and coal. The effect of the new orders being placed is that supply growth is at level with demand growth (the decelerating Chinese growth rate is further accentuating the problem). As a result, the dry bulk rates are failing to recover to profitable levels during 2015, which was otherwise expected by the general consensus at the time of placing the newbuilding orders.</p>												
B.5	Group structure	<p>TORM A/S is the parent company within the Combined Group. TORM's principal subsidiaries include a number of vessel-owning subsidiaries with activities as at the Listing Prospectus Date. In addition, TORM holds a 50% interest in Long Range 2 A/S and LR2 Management K/S and a 25% interest in TORM Shipping (Phils.), Inc., all of which are managed jointly with one or more other enterprises and are under joint control.</p>												
B.6	Major share-holders	<p>The table below sets out the shareholders, which as of the Listing Prospectus Date have notified the Company that they hold at least 5% of the Shares or voting rights.</p> <p>Notifications received from major shareholders as of the Listing Prospectus Date</p> <table border="1"> <thead> <tr> <th>Shareholder</th> <th>Nominal value of A Shares (DKK)</th> <th>Number of A Shares</th> <th>Ownership and voting rights (excluding C Share, see below)</th> </tr> </thead> <tbody> <tr> <td>Njord Luxco (wholly owned by Oaktree Topcos)</td> <td>593,543,745.54</td> <td>59,354,374,554</td> <td>61.99%</td> </tr> <tr> <td>DW Partners, LP (investment manager of DW Catalyst Master Fund, Ltd. and DW Value Master Fund, Ltd.)</td> <td>60,924,684.30</td> <td>6,092,468,430</td> <td>6.36%</td> </tr> </tbody> </table> <p>In addition, Njord Luxco holds one C Share, which has 525,000,000,000 votes at the general meeting in respect of Specified C Matters, including election of members to the Board of Directors (including the Chairman but excluding the</p>	Shareholder	Nominal value of A Shares (DKK)	Number of A Shares	Ownership and voting rights (excluding C Share, see below)	Njord Luxco (wholly owned by Oaktree Topcos)	593,543,745.54	59,354,374,554	61.99%	DW Partners, LP (investment manager of DW Catalyst Master Fund, Ltd. and DW Value Master Fund, Ltd.)	60,924,684.30	6,092,468,430	6.36%
Shareholder	Nominal value of A Shares (DKK)	Number of A Shares	Ownership and voting rights (excluding C Share, see below)											
Njord Luxco (wholly owned by Oaktree Topcos)	593,543,745.54	59,354,374,554	61.99%											
DW Partners, LP (investment manager of DW Catalyst Master Fund, Ltd. and DW Value Master Fund, Ltd.)	60,924,684.30	6,092,468,430	6.36%											

		<p>Deputy Chairman) and certain amendments to the Articles of Associations proposed by the Board of Directors.</p> <p>In connection with completion of the Restructuring, Njord Luxco received a confirmation from the Danish FSA that Njord Luxco could expect to receive an exemption from the mandatory Danish takeover rules.</p>
B.7	Summary financial information	<p>The financial highlights for TORM for the years ended 31 December 2012, 2013 and 2014 in this section have been extracted from TORM's audited consolidated financial statements for the years ended 31 December 2012, 2013 and 2014. The financial highlights for Njord Luxco for the years ended 31 December 2013 and 2014 in this section have been extracted or derived from Njord Luxco's audited consolidated financial statements for the years ended 31 December 2013 and 2014. The financial highlights for Njord Luxco are included in this section in lieu of financial highlights for its wholly-owned subsidiary, Njord. Njord Luxco's consolidated financial statements are only available for the two years ended 31 December 2013 and 2014, because Njord Luxco was established on 8 April 2013. The financial statements for TORM and Njord Luxco have been prepared in accordance with IFRS as adopted by the EU. In addition, TORM's financial statements have been prepared in accordance with additional Danish disclosure requirements for listed companies.</p> <p>The financial highlights for TORM for the three months ended 31 March 2015 with comparative figures for the same period in 2014 have been extracted from TORM's unaudited interim consolidated financial statements for the three months ended 31 March 2015 with comparative figures for the three months ended 31 March 2014 prepared in accordance with IAS 34 as adopted by the EU. The unaudited interim consolidated financial statements have been prepared using the accounting policies as for the Annual Report for 2014 including IFRS standards endorsed by the EU effective for accounting periods beginning after 1 January 2015. Financial highlights for the three months ended 31 March 2015 with comparative figures for the same period in 2014 are not available for Njord Luxco because Njord Luxco is not required to and does not prepare interim financial statements.</p> <p>The information below should be read in conjunction with TORM's consolidated financial statements for the years ended 31 December 2012, 2013 and 2014, TORM's unaudited interim consolidated financial statements for the three months ended 31 March 2015 and Njord Luxco's consolidated financial statements for the years ended 31 December 2013 and 2014, which are included in this Listing Prospectus by reference.</p> <p>The development in freight rates has had a significant impact on the operating results and financial position of both TORM and Njord for the historical financial periods. TORM completed a restructuring in 2012 which impacted the net loss for the year by USD 326 million in one-off costs including impairment losses on vessels. In 2013 and 2014, the operating results and the financial position of TORM was impacted by impairment losses on vessels of USD 60 million and 192 million, respectively. In addition, TORM completed the Restructuring on 13 July 2015 which included the contribution of Njord by Njord Luxco in exchange for a controlling interest in TORM. As part of the Restructuring, TORM also obtained a significant reduction of its debt.</p> <p>TORM and Njord operate in a global industry where, <i>inter alia</i>, freight rates and a majority of the cost base are denominated and settled in USD. Consequently, TORM's and Njord Luxco's financial reporting is in USD.</p>

Financial highlights for TORM

	Year ended 31 December			Q1	
	2012 ⁽¹⁾	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Income statement					
(USD million)					
Revenue	1,121	992	624	183	154
Time charter equivalent ("TCE") earnings	466	443	326	87	103
Gross profit	(93)	150	123	33	61
EBITDA	(195)	96	77	21	53
Operating profit/(loss) (EBIT)	(449)	(91)	(211)	(203)	30
Profit/(loss) before tax	(579)	(166)	(283)	(222)	9
Net profit/(loss) for the year	(581)	(162)	(284)	(223)	9
Net profit/(loss) for the year excl. impairment charges and restructuring costs	(255)	(102)	(77)	(25)	15

	As at 31 December			As at 31 March	
	2012 ⁽¹⁾	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Balance sheet					
(USD million)					
Non-current assets	1,971	1,712	1,231	1,278	1,214
Total assets	2,355	2,008	1,384	1,720	1,371
Equity	267	118	(164)	(103)	(153)
Total liabilities	2,088	1,890	1,548	1,823	1,524
Invested capital	2,128	1,823	1,219	1,546	1,204
Net interest-bearing debt	1,868	1,718	1,394	1,662	1,367
Cash and cash equivalents	28	29	45	18	53

	Year ended 31 December			Q1	
	2012 ⁽¹⁾	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Cash flow					
(USD million)					
From operating activities	(100)	68	27	10	46
From investing activities	0	93	313	49	(8)
thereof investment in property, plant and equipment	(59)	(41)	(42)	(12)	(8)
From financing activities	42	(161)	(324)	(70)	(30)
Total net cash flow	(57)	1	16	(11)	8

	Year ended 31 December			Q1	
	2012 ⁽¹⁾	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Key financial figures⁽²⁾					
Gross margins:					
TCE	41.5%	44.7%	52.2%	47.8%	66.7%
Gross profit	(8.3)%	15.2%	19.7%	18.2%	39.4%
EBITDA	(17.3)%	9.7%	12.3%	11.2%	34.2%
Operating profit/(loss) (EBIT)	(40.0)%	(9.1)%	(33.8)%	(111.0)%	19.4%
Return on Equity (RoE) (p.a.)	(127.4)%	(84.3)%	-	-	-
Return on Invested Capital (RoIC) (p.a.) ⁽³⁾	(19.7)%	(4.6)%	(13.9)%	(48.2)%	9.9%
Equity ratio	11.4%	5.9%	(11.8)%	(6.0)%	(11.2)%
Exchange rate USD/DKK, end of period	5.66	5.41	6.12	5.41	6.94
Exchange rate USD/DKK, average	5.79	5.62	5.62	5.45	6.72

	Year ended 31 December			Q1	
	2012 ⁽¹⁾	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Share-related key figures⁽²⁾					
Earnings/(loss) per share, EPS (USD)	(3.3)	(0.2)	(0.4)	(0.3)	0.0
Diluted earnings/(loss) per share, EPS (USD)	(3.3)	(0.2)	(0.4)	(0.3)	0.0
Cash flow per share, CFPS (USD)	(0.6)	0.1	0.0	0.0	0.1
Share price in DKK, end of period (per share of DKK 0.01 each)	1.7	1.4	0.3	1.5	0.5
Number of shares, end of period (million)	728.0	728.0	728.0	728.0	728.0
Number of shares (excl. treasury shares), average (million)	178.2	721.3	721.3	721.3	721.3

Notes:

(1) 2012 figures include effects from TORM's 2012 Restructuring

(2) Key figures are calculated in accordance with the recommendations of the Danish Society of Financial Analysts

(3) Return on Invested Capital is defined as: Operating profit/(loss) divided by average invested capital, defined as average of beginning and ending balances of (equity plus net interest-bearing debt less non-operating assets)

Financial highlights for Njord Luxco

	(8 April – 31 December)	Year ended 31 December
	2013	2014
Income statement		
(USD million)		
Revenue	23	180
Time charter equivalent ("TCE") earnings	11	99
Gross profit	6	49
EBITDA	5	41
Operating profit (EBIT)	2	16
Profit before tax	2	12
Net profit for the year	2	12
Balance sheet		
(USD million)		
Non-current assets	184	537
Total assets	202	626
Equity	202	470
Total liabilities	1	157
Invested capital	200	573
Net interest-bearing debt (net cash)	(2)	103
Cash and cash equivalents	2	38
Cash flow		
(USD million)		
From operating activities	(12)	17
From investing activities	(187)	(378)
thereof investment in property, plant and equipment	(187)	(378)
From financing activities	200	397
Total net cash flow	2	37
Key financial figures⁽¹⁾		
(USD million)		
Gross margins:		
TCE	48.3%	54.9%
Gross profit	24.5%	26.9%
EBITDA	20.1%	22.6%
Operating profit (EBIT)	7.0%	8.8%
Return on Equity (RoE) (p.a.) ⁽²⁾	1.5% ³⁾	3.7%

Notes:

- (1) Key figures are calculated in accordance with the recommendations of the Danish Society of Financial Analysts
(2) Return on Equity is in 2013 calculated based on Equity as per the date of incorporation on 8 April 2013

B.8	Pro forma financial information	<p>The pro forma financial information before pro forma adjustments for TORM and Njord presented below has been derived from TORM's historical consolidated financial statements for 2014 incorporated by reference into this Listing Prospectus and from Njord Luxco's historical consolidated financial statements for 2014 incorporated by reference into this Listing Prospectus.</p> <p>The pro forma adjustments give effect to the completion of the Restructuring, primarily the business combination (reverse acquisition) of TORM and Njord, which also reflects the write-down of part of TORM's debt to current asset values against issuance of Consideration Warrants, the exchange of part of TORM's debt</p>
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for equity and, subject to certain adjustments, reinstatement of TORM's remaining debt under the New Term Facility Agreement. In addition, adjustments have been made of transactions and balances for the parent company, Njord Luxco, to reflect the Combined Group of TORM and Njord.

The unaudited pro forma financial information should be read in conjunction with (i) the consolidated financial statements for the year ended 31 December 2014 for TORM incorporated by reference into this Listing Prospectus, (ii) the consolidated financial statements for the year ended 31 December 2014 for Njord Luxco, and (iii) the detailed unaudited pro forma financial information and notes included in this Listing Prospectus.

The unaudited pro forma income statement and statement of financial position as at and for the year ended 31 December 2014 have been prepared as though the Restructuring occurred as at 1 January 2014. The pro forma adjustments are based on available information and assumptions that TORM believes are reasonable. Such adjustments are based on estimates and may be subject to change.

The unaudited pro forma financial information is provided for informational purposes only and does not purport to represent what the actual combined results of operations or the combined financial position of TORM and Njord would have been had the Restructuring occurred on the dates assumed, nor are they necessarily indicative of future combined results of operations or combined financial positions of TORM and Njord. The unaudited pro forma financial information does not reflect any cost savings or other synergies that the Management believes could have been achieved had the transaction been completed on the dates indicated. Furthermore, the unaudited pro forma financial information is not necessarily indicative of the financial position or results of operations presented as of the dates or for the periods indicated, or the results of operations or financial position that may be achieved in the future.

Pro forma income statement for the year ended 31 December 2014 (1 January – 31 December 2014) (unaudited)

	Njord Luxco	TORM	Pro Forma Adjustments	Pro Forma Combined Group
(USD million)				
Revenue	180	624	(9)	795
Time charter equivalent (TCE) earnings	99	326	(9)	416
Gross profit	49	123	0	172
EBITDA	41	77	0	118
Operating profit/(loss) (EBIT)	16	(211)	230	35
Profit/(loss) for the year before tax	12	(283)	283	12
Net profit/(loss) for the year	12	(284)	283	11

Pro forma balance sheet data as of 31 December 2014 (unaudited)

	Njord Luxco	TORM	Pro Forma Adjustments	Pro Forma Combined Group
(USD million)				
Non-current assets	537	1,231	(386)	1,382
Total assets	626	1,385	(402)	1,609
Equity	469	(163)	464	770
Total liabilities	157	1,548	(866)	839

B.9	Prospective financial informa-	TORM estimates EBITDA in the range of USD 95 million to USD 100 million for the six months ended 30 June 2015 and forecasts EBITDA in the range of USD 170 million to USD 210 million for the full year 2015. Further, TORM estimates a profit before tax in the range of USD 5 million to USD 10 million for H1 2015 and
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	tion for the six months ended 30 June 2015 and the full year 2015	<p>forecasts a profit before tax in the range of USD 100 million to USD 140 million for the full year 2015.</p> <p>The prospective consolidated financial information for the six months ended 30 June 2015 comprises the activity of TORM only (without Njord). The prospective consolidated financial information for the full year 2015 will for the period 1 January 2015 to the completion of the Restructuring on 13 July 2015 comprise the activity of Njord only, whereas the period from the completion of the Restructuring on 13 July 2015 to 31 December 2015 will reflect the combined activity of TORM and Njord. This is due to the fact that the Restructuring is accounted for as a reverse acquisition, which means that Njord is considered the acquirer for financial reporting purposes and the continuing reporting entity.</p> <p>The prospective consolidated financial information has been prepared on the basis of the Company's accounting policies, as described in TORM's 2014 annual report. The Company's prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 is based on a number of material assumptions, estimates, assessments and assertions which, while presented with numerical specificity and considered reasonable by Management, are inherently subject to significant business, operational and economic uncertainties, many of which are beyond the Company's and Management's control, and which could cause the actual results to differ materially from the prospective financial information presented herein.</p> <p>The assumptions relates <i>inter alia</i> to expected levels of freight rates, TCE earning days, operating expenses, charter hire, administrative costs, costs related to the Restructuring, amortizations, depreciations and to interest costs based on the LIBOR forward curve and no vessel impairments.</p>
B.10	Qualifications in the audit reports	Not applicable. The audit reports on the historical financial information in this Listing Prospectus have been issued without qualifications.
B.11	Explanation if working capital is not sufficient for present requirements	Not applicable. TORM is of the opinion that its working capital is adequate to meet the Company's present requirements considering a period of twelve months after the publication of this Listing Prospectus.

SECTION C – SECURITIES

C.1	Listing Shares	<p>The Listing comprises 95,026,374,554 Listing Shares currently issued under the temporary ISIN code DK0060642643, which is not traded and officially listed on Nasdaq Copenhagen. All Listing Shares are A Shares of nominally DKK 0.01.</p> <p>Upon completion of the Listing, the Listing Shares will be admitted to trading and official listing under the ISIN code of the Pre-Restructuring Shares, DK0060082915, expectedly on 29 July 2015.</p>
C.2	Currency of the Listing Shares	The Listing Shares are denominated in DKK.

C.3	Description of the Company's share capital	<p>As of the Listing Prospectus Date, the total nominal share capital amounts to DKK 957,543,745.56 divided into 95,754,374,554 A Shares, one B Share and one C Share with a nominal value of DKK 0.01 each.</p> <p>The share capital has been fully paid up.</p>
C.4	Rights attached to the Shares	<p>The Listing Shares are existing A Shares and rank pari passu with TORM's other A Shares. Each A Share of nominally DKK 0.01 has one vote at the general meeting, has preemption rights upon any new issue of A shares for cash (unless otherwise provided by the Danish Companies Act or the Articles of Association), and carries the right to receive dividends, as well as liquidation proceeds and other distributions declared by TORM. No shareholder is under an obligation under the Articles of Association to have his A Shares redeemed, either in full or in part.</p> <p>TORM has issued one B Share of nominally DKK 0.01 held by a trustee on behalf of the minority shareholders of TORM. The B Share has one vote at the general meeting, has no pre-emptive subscription rights in relation to any issue of new shares of other classes and carries no right to receive dividends, liquidation proceeds or other distributions from TORM. The holder of the B Share has the right to elect one member to the Board of Directors (being the Deputy Chairman), up to three alternates, as well as one board observer. The B Share cannot be transferred or pledged, except for a transfer to a replacement trustee or by redemption by the Company.</p> <p>TORM has issued one C Share of nominally DKK 0.01. The C Share is held by Njord Luxco. The C Share has 525,000,000,000 votes at the general meeting in respect of the Specified C Matters, including election of members to the Board of Directors (including the Chairman but excluding the Deputy Chairman) and certain amendments to the Articles of Associations proposed by the Board of Directors. The C Share has no preemption rights in relation to any issue of new shares of other classes, and carries no right to receive dividends, liquidation proceeds or other distributions from TORM. The C Share cannot be transferred or pledged, except to an affiliate of Njord Luxco or by redemption by the Company.</p> <p>The B Share and C Share are redeemable by TORM in the event that (i) TORM has received written notification from Njord Luxco (or its affiliates) that Njord Luxco and its affiliates (as defined in the Articles of Association) hold less than 1/3 in aggregate of the Company's issued and outstanding shares, (ii) five business days have elapsed from the Board of Directors' receipt of such written notice either without any board member disputing such notice or, in case of a dispute, with at least 2/3 of the board members confirming such notice, and (iii) both of the B Share and the C Share are redeemed at the same time.</p>
C.5	Restrictions to the negotiability of the Shares	<p>There are no limitations on the right to hold or transfer A Shares under the Articles of Association. Under the Articles of Association, the B Share cannot be transferred or pledged, except to a replacement trustee or if redeemed by the Company, and the C Share cannot be transferred or pledged except to an affiliate of Njord Luxco or by redemption by the Company.</p> <p>The Shares are subject to statutory transfer restrictions in Denmark and certain jurisdictions outside Denmark. Any acquirer of Shares must comply with all applicable laws and regulations in force in any country or region in which it acquires or resells Shares or possesses or distributes this Listing Prospectus and must obtain any consent, approval or permission required for acquiring Shares.</p>
C.6	Admission to trading	<p>Upon completion of the Listing, the Listing Shares will be admitted to trading and official listing under the ISIN code of the Pre-Restructuring Shares, DK0060082915, expectedly on 29 July 2015.</p>

		The Listing Shares will not be traded and officially listed on Nasdaq Copenhagen under the temporary ISIN code.
C.7	Dividend policy	TORM's dividend policy, as outlined in its 2014 annual report, states that up to 50% of the net profit for the year may be distributed as dividend. Furthermore, the dividend should always be considered in light of TORM's capitalization, strategic developments, future obligations, market trends and shareholder interest. Under the Financing Agreements, TORM's ability to distribute dividends is subject to certain restrictions, including a cash sweep, during a period of up to 36 months from the Restructuring Completion Date.

SECTION D – RISK

D.1	Risk related to the Company or its industry	<p>Recipients of this Listing Prospectus and any potential investors in Shares should be aware that any investment in Shares involves a high degree of risk. The Listing Prospectus includes a detailed assessment of the specific factors that might influence the share value negatively.</p> <p>These risks are not the only risks faced by TORM. They should be seen as an expression of the risk factors, which Management believes are particularly important and relevant for TORM as at the Listing Prospectus Date. Should any of the following risks occur, it could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position and could lead to bankruptcy or other insolvency proceedings. This may cause a decrease in the price of the A Shares and the shareholder may lose all or part of an investment in the A Shares. However, other risks not presently known to Management or that Management currently deems immaterial may also have a material adverse effect on TORM's business, operations and development.</p> <p>This Listing Prospectus also contains forward-looking statements that involve risk and uncertainty. TORM's operating profit for 2015 could differ materially from the operating profit forecast for 2015 included herein, including, but not limited to, as a result of the risks described below.</p> <p><i>Risks related to the Company</i> <i>Risks related to the industry in which TORM operates</i></p> <ul style="list-style-type: none"> • Oversupply of vessel capacity • Macroeconomic uncertainty • Variations in incoming cash flows • Volatility and seasonal fluctuations in operating results • Rising fuel prices • Shift in consumer demand from oil towards other energy sources and changing trade patterns • Complex laws and regulations • Significant investments in Ballast Water Management • Quality requirements from customers • Failure to pass vessel inspections by classification societies • Potential damage to vessels due to the inherent operational risks of the seaborne transportation industry • Possible amendments to tonnage tax schemes or other tax laws • Acts of piracy on ocean-going vessels • Increase in frequency of immigrant salvage operations in the Mediterranean • Adverse effects from call of ports located in countries that are subject to sanctions and embargoes • Political instability, terrorist or other attacks, war or international hostilities • Governments' requisitioning of vessels during a period of war or emergency
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		<p><i>Risks related to TORM's activities</i></p> <ul style="list-style-type: none"> • Fluctuations of revenue with changes in spot freight rates • Dependency upon a few significant customers • Significant exposure to adverse developments in the product tanker market • Recent history of losses and inability to achieve positive cash flows • Timing of time charter contracts • Vessel book value may differ from actual market values • Age and decrease of competitiveness of TORM's fleet • Timing of investments in and divestments of fleet • Construction and counterparty risk relating to newbuildings • Uncertainty regarding TORM's accounting policies, estimates and judgments going forward • Increase in cost base • Inaccuracy of financial guidance • Counterparties failing to honor their obligations • Inadequate insurance policies coverage and increasing premiums • Potential instability of IT systems • Internal and external fraud and fraudulent behavior • Potential U.S. Federal Income Tax on U.S. source income • Potential treatment as PFIC (passive foreign investment company) <p><i>Risks related to financing</i></p> <ul style="list-style-type: none"> • Financial debt and capital constraints • Insufficiency of working capital and inability to obtain additional funding in the future • Insufficiency of cash flow to fund MR newbuildings • Financing Agreements include covenants and restrictions on TORM's financial and operational flexibility • Inability to service interest-bearing debt • Change of control and mandatory repayment <p><i>Risks related to derivatives, currency and interest rate</i></p> <ul style="list-style-type: none"> • TORM's derivatives exposure and exposure to decreasing liquidity in the derivative market • Exposure to exchange rate fluctuations • Exposure to significant interest rate fluctuations <p><i>Risks related to litigation</i></p> <ul style="list-style-type: none"> • Involvement in future legal proceedings • Maritime claimants could arrest TORM's vessels <p><i>Risks related to employees and management</i></p> <ul style="list-style-type: none"> • Ability to attract and retain qualified employees and management • Involvement in industrial injury cases • Industrial disputes resulting in work stoppages, strikes and/or work disruptions
D.3	Risks related to the Listing	<p>Recipients of this Listing Prospectus and any potential investors in Shares should be aware that any investment in the A Shares involves a high degree of risk. Reference is also made to the description above under D.1.</p> <p><i>Risks related to the Restructuring and the Listing</i></p> <ul style="list-style-type: none"> • Change in ownership structure and Board of Directors and potential change in strategy • Integration of the Njord vessels into TORM • Potential sell-down of A Shares by Njord Luxco or the Participating Lenders • Increased Njord Luxco ownership without triggering a mandatory takeover offer obligation

		<ul style="list-style-type: none"> • The market price of A Shares may be highly volatile • Potential varying objectives and interests among shareholders • Implementation of a share consolidation (reverse stock split) • Issuances of new shares or other securities may lead to dilution of shareholders • Future issues of new shares or other securities may be restricted • Rights of holders of A Shares are governed by Danish law and by the Articles of Association • U.S. and other non-Danish holders of Shares may not be able to exercise preemption rights or participate in any future rights offers • Shareholders outside Denmark are potentially subject to exchange rate risk • Tax consequences related to the Restructuring • No guarantee that TORM will distribute any dividends in the future
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SECTION E – OFFER		
E.1	Proceeds from the Listing and estimated expenses	Not relevant. There are no net proceeds as there is no offering of securities for sale or subscription. The estimated expenses payable by TORM in connection with the Listing are DKK 17.4 million ex. VAT. All expenses related to the Listing will be covered by TORM.
E.2a	Background for the Listing	On the Restructuring Completion Date, the Company issued 95,026,374,554 Listing Shares to Njord Luxco and certain Participating Lenders. The purpose of this Listing Prospectus is to have the Listing Shares admitted to trading and official listing on Nasdaq Copenhagen.
E.3	Terms and conditions of the offer	Not applicable as there is no offering of shares.
E.4	Interests of natural and legal persons in the Listing	<p>In connection with their usual business activities, Danske Bank and SEB and/or some of their associates may have provided and may in future provide investment advisory services and carry on ordinary banking business with TORM.</p> <p>Danske Bank and SEB held shares in the Company prior to the Restructuring and were among the Participating Lenders that received Consideration Warrants and subscribed for Listing Shares in connection with the Restructuring. As of the Listing Prospectus Date, Danske Bank holds 1.09% of the Shares and 1,209,496,875 Consideration Warrants and SEB holds 0.46% of the Shares and 489,350,375 Consideration Warrants. In addition, Danske Bank and SEB and/or some of their associates may 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 Listing. Danske Bank and SEB are lenders to TORM.</p> <p>The Company’s independent auditor Deloitte Statsautoriseret Revisionspartnerselskab provides consulting services to the Company in addition to statutory auditing.</p> <p>The Chief Executive Officer and the Chief Financial Officer of TORM are both eligible to receive a cash bonus in connection with the Restructuring of up to DKK 5 million and DKK 3 million, respectively.</p>
E.5	Selling entity	Not applicable. There is no offering of securities for sale or subscription.

E.6	Dilution	Not applicable. Listing of the Listing Shares will not result in any dilution.
E.7	Expenses charged to the investors	Not applicable. All expenses connected to the Listing will be covered by the Company.

RISK FACTORS

Investing in TORM involves a high degree of risk. You should consider carefully the following risk factors, which Management considers material, in conjunction with other information contained in this Listing Prospectus.

These risks are not the only ones TORM faces. They should be taken as an expression of the risk factors, which Management believes are particularly important and relevant for TORM at the Listing Prospectus Date. Should any of the following risks occur, it could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position, and could lead to bankruptcy or other insolvency proceedings. This may cause a fall in the price of the A Shares and the shareholder may lose all or part of the investment in the A Shares. However, other risks not presently known to Management or that Management currently deems immaterial may also have a material adverse effect on TORM's business operations and development.

This Listing Prospectus also contains forward-looking statements that involve risk and uncertainty. TORM's operating profit for the six months ended 30 June 2015 and for the full year 2015, respectively, could differ materially from the operating profit forecast included herein, including, but not limited to, as a result of the risks TORM faces as described below and elsewhere in this Listing Prospectus.

The risk factors set out below are not listed in any order of priority with regard to significance or likelihood of occurrence. It is not possible to quantify the significance to TORM of each individual risk factor as each of the risk factors mentioned below may materialize to a greater or lesser degree and may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position, and could lead to bankruptcy or other insolvency proceedings.

Risks related to the industry in which TORM operates

Oversupply of vessel capacity

If the number of new vessels delivered exceeds the number of vessels being scrapped, the global vessel capacity will increase. If the supply of vessel capacity continues to increase and the demand for vessel capacity does not increase correspondingly, freight rates could materially decline and the value of TORM's vessels could be adversely affected, which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position. In addition, tankers being cleaned up from dirty/crude trades and swapped back to the product trade market increases the available product tanker tonnage and could therefore have material effect on the supply and demand balance for product tankers and thereby have an adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Macroeconomic uncertainty

TORM faces risks attendant to changes in the economic environments, changes in interest rates and instability in the banking and securities markets around the world, among other factors. There is still considerable instability in the world economy that could institute a new economic downturn and result in a tightening in the credit markets, a low level of liquidity in financial markets, and volatility in credit and equity markets. A renewal of the financial crisis, which previously affected the banking system and the financial markets, market disruptions or any adverse changes in market conditions and regulatory climate may adversely affect TORM's business or impair the Company's ability to make any future financial arrangements. These economic and governmental factors could have a material adverse impact on TORM's future performance, results of operations, cash flows and financial position.

Variations in incoming cash flows

Due to the cyclical nature of the shipping industry and volatile freight rates, incoming cash flows may vary significantly from year to year, whereas the outgoing cash flows may not vary to the same extent and at the same time. Significant deviations between ingoing and outgoing cash flows can thus damage the financial position of TORM and could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Volatility and seasonal fluctuations in operating results

TORM operates in markets that have historically exhibited high volatility and seasonal variations in demand and, as a result, in freight rates. This seasonality may result in quarter-to-quarter volatility in

operating results. This seasonality could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position. The freight rates for different types of product tankers and dry bulk vessels are highly volatile. For example, product tanker freight rates have declined from historical highs reached in mid-2008 to a cyclical low period between 2009 and 2014, although with spikes in freight rates. However, since the second half of 2014, the product tanker freight rates have recovered and have neared the highest level since 2008. The decline in freight rates for dry bulk vessels (Panamax) has neared historically low levels in the first quarter of 2015.

As such, a change in freight rates can have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Rising fuel prices

Fuel is a significant expense for TORM's shipping operations, except when vessels are under time charter, in which case the charterer pays the fuel costs. Changes in bunker prices are to a large extent transferrable to customers via freight rates, however, with a time lag. As such, TORM will incur a loss if a sustainable increase in bunker costs is experienced. TORM generally only hedges bunkers when the freight rates are also fixed. The price and supply of fuel is unpredictable and fluctuates based on events beyond TORM's control, including geopolitical developments, supply and demand for oil and gas, actions by OPEC and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. As a result, an increase in the price of fuel may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Shift in consumer demand from oil towards other energy sources and changing trade patterns

The vast majority of TORM's earnings are related to the oil industry. A shift in the consumer demand from oil towards other energy resources such as coal, natural gas, nuclear energy, wind energy, solar energy, or hydroelectric energy will materially affect the demand for TORM's product tankers. This could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Seaborne trading and distribution patterns are primarily influenced by the relative advantage of the various sources of production, locations of consumption, pricing differentials and seasonality. Changes to the trade patterns of refined oil products may have a significant negative or positive impact on the ton-mile effect and thereby the need for TORM's product tankers. This could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Complex laws and regulations

TORM's operations are subject to risks inherent in international business activities, including, in particular, fluctuating economic conditions, overlapping and differing tax structures, managing an organization spread over various jurisdictions, unexpected changes in regulatory requirements and complying with numerous laws and regulations in the form of international conventions and treaties, national, state and local laws and national and international regulations in force in the jurisdictions in which TORM's vessels operate or are registered, which can significantly affect the ownership and operation of vessels. For a description of certain relevant regulations, see "Part I - 6.5.6 Regulatory framework in the shipping industry" below.

Changes in the legislative, governmental and economic framework governing the activities of the shipping industry could also have a material negative impact on TORM's future performance, results of operations, cash flows and financial position.

TORM operates in an industry which is subject to numerous sanctions and restrictions imposed by various governmental and international bodies. TORM's operations currently are and may in the future become subject to various economic and trade sanctions and anti-bribery laws, including sanctions administered by the UN, the EU, Denmark or the United States. TORM is also subject to competition laws and regulations of the various jurisdictions in which it operates. Any such restrictions impose operational restraints on TORM's business.

The Registration Rights Agreement provides for certain registration rights in relation to a potential U.S. listing as further described in "Part I - 22. Material contracts" and in the Articles of Association include provisions related to a potential future U.S. ADR/ADS program. A potential listing in the U.S. would

entail that TORM is subjected to additional rules and regulations, and may incur additional administrative costs. In addition, TORM may be required to provide rights to certain shareholders relating to the registration of TORM's securities, which may incur additional costs.

A number of countries and the International Maritime Organization ("IMO") have adopted, or are considering the adoption of, regulatory frameworks to, among other things, reduce greenhouse gas emissions. These regulatory measures may include, among others, adoption of cap and trade regimes, carbon taxes, increased efficiency standards and incentives or mandates for renewable energy.

TORM's vessels are affected by safety and manning requirements and regulations as to working conditions for seafarers, the compliance with which is associated with costs for TORM. TORM may also incur costs in order to comply with other existing and future regulatory obligations, including, but not limited to, costs relating to emissions, the management of ballast water, the operation of vessels in polar waters, maintenance and inspection, development and implementation of emergency procedures and insurance coverage or other financial assurance of TORM's ability to address pollution incidents. These costs could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Further, TORM is subject to several environmental protection laws. Environmental laws often impose strict liability for remediation of spills and releases of oil and hazardous substances, which could subject TORM to liability without regard to whether TORM was negligent or at fault. An oil spill could result in significant liability, including fines, penalties, criminal liability and remediation costs for natural resource damages under other federal, state and local laws, as well as third-party damages. In addition, environmental incidents may also result in additional regulatory initiatives or statutes that may affect the operations or require TORM to incur additional expenses to comply with such regulatory initiatives or statutes. TORM is required to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents. Although TORM has arranged insurance to cover certain environmental risks, there can be no assurance that such insurance will be sufficient to cover all such risks or that such claims will not have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

TORM's vessels are subject to inspections from government and private entities and are required to obtain permits, licenses and certificates for the operation of its vessels as well as vetting or other types of commercial and operational approvals. Failure to maintain necessary permits or approvals could lead to substantial costs or temporarily suspend the operation of one or more of TORM's vessels, which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

A failure to comply with applicable laws, restrictions and requirements may result in administrative and civil penalties, criminal sanctions or the suspension or termination of TORM's operations and may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Significant investments in ballast water management

The International Convention for the Control and Management of Vessels' Ballast Water and Sediments (the "BWM Convention") aims to prevent the spread of harmful aquatic organisms from one region to another, by establishing standards and procedures for the management and control of ships' ballast water and sediments. The BWM Convention calls for a phased introduction of mandatory ballast water exchange requirements to be replaced in time with mandatory concentration limits. Investments in ballast water treatment may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Quality requirements from customers

Customers, and in particular those in the oil industry, have a high and increasing focus on quality and compliance standards with their suppliers across the entire value chain, including the shipping and transportation segment. TORM's continuous compliance with these standards and quality requirements is vital for the Company's operations. Risks related hereto could materialize in multiple ways, including a sudden and unexpected breach in quality and/or compliance concerning one or more vessels, a continuous decrease in the quality concerning one or more vessels occurring over time, etc. Moreover, continuous increasing requirements from oil industry constituents can further complicate TORM's ability to meet the standards. Any noncompliance by TORM, either suddenly or over a period of time, on one or

more vessels, or an increase in requirements by oil operators above and beyond what TORM delivers, may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Failure to pass vessel inspections by classification societies

The hull and machinery of every commercial vessel must be classed by a classification society authorized by the vessel's country of registry. Classification societies are non-governmental, self-regulating organizations and certify that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and the Safety of Life at Sea Convention. A vessel must undergo various surveys. A vessel's machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. The Company's vessels are on survey cycles for hull inspection and continuous survey cycles for machinery inspection. Every vessel is also required to be dry-docked every five years for inspection of the underwater parts of the vessel. In addition, every five years, alternating with the dry-dock inspection, there is a special survey for every vessel allowing an inspection/survey every two and a half years. If any vessel fails any survey, the vessel may be unable to trade between ports and therefore be unemployable, which may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Potential damage to vessels due to the inherent operational risks of the seaborne transportation industry

The Company's vessels and their cargoes will be at risk of being damaged or lost because of events such as marine disasters, bad weather, business interruptions caused by mechanical failures, grounding, fire, explosions and collisions, human error, war, terrorism, piracy and other circumstances or events. These hazards may result in death or injury to persons, loss of revenue or property, environmental damage, higher insurance rates, damage to TORM's customer relationships, delay or rerouting. The protection & indemnity, or P&I, insurance coverage that TORM has arranged for its vessels covers the vesselowner's liabilities towards the owner of any damaged cargo, subject to standard international conventions limiting such liability. If TORM's vessels suffer damage, they may need to be repaired at a dry-docking facility. The costs of dry-dock repairs are unpredictable and may be substantial. TORM may have to pay dry-docking costs that its insurance does not cover in full. The loss of earnings while these vessels are being repaired and repositioned as well as the actual cost of these repairs would decrease the Company's earnings. In addition, space at dry-docking facilities is sometimes limited and not all dry-docking facilities are conveniently located. The Company may be unable to find space at a suitable dry-docking facility or the vessels may be forced to travel to a dry-docking facility that is not conveniently located in relation to the vessels' positions. The loss of earnings while these vessels are forced to wait for space or to sail to more distant dry-docking facilities could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Possible amendments to tonnage tax schemes or other tax laws

The Company is currently subject to tonnage tax schemes in Denmark and Singapore. If the entities' participation in the tonnage tax schemes in these countries is abandoned, or if the entities' level of investments and activities in these countries are significantly reduced, a deferred tax liability may become payable.

Additional taxes may be payable as a result of a change in other tax laws of any country in which TORM operates from time to time or complex tax laws associated with international operations within the Company.

In the event that tonnage tax schemes or other tax laws are changed in the future, it could increase the overall tax burden of the Company, which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Acts of piracy on ocean-going vessels

Acts of piracy have historically affected ocean-going vessels trading in regions of the world where TORM has operated or currently is operating, such as the South China Sea, the Indian Ocean, West African Coast and in the Gulf of Aden off the coast of Somalia, and there is a risk that acts of piracy will continue to occur in these areas, and other regions. There have been attempted attacks on TORM's vessels in the past, and there is a continued risk of future attacks on TORM's vessels in these areas. Further, piracy may result in a significant increase of insurance premiums if a region is characterized as

"war risk" zone by insurers or Joint War Committee "war and strikes" listed areas, and such insurance coverage may be more difficult to obtain. Currently, TORM incurs extra costs as the Company employs security guards on vessels operating in certain waters. Such costs could increase further depending on the developments in piracy globally. TORM may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on TORM. In addition, any detention hijacking as a result of an act of piracy against the Company's vessels or an increase in crew and security cost, or cost or unavailability of adequate insurance for its vessels could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Increase in frequency of immigrant salvage operations in the Mediterranean

In recent years, the number of immigrants attempting to cross the Mediterranean from North Africa to Europe in unseaworthy vessels has increased significantly. Many of the vessels are in such a poor condition that they either capsize and sink, incur engine problems or are otherwise incapacitated en route to Europe. As a result, commercial ships may, if witnessing an immigrant vessel in distress, deviate from the task and course and conduct a salvage operation. Such salvage operation may prove costly in terms of time and resources spent and can thus prove a substantial cost for the commercial vessel and may pose risks to the safety of the crew, vessel and cargo. If the Company is not able to mitigate this potential exposure, and dependent on the number of such salvage operations which must be carried out in the future, this could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Adverse effects from call of ports located in countries that are subject to sanctions and embargoes

From time to time, TORM may operate in countries that are subject to sanctions and embargoes imposed by the EU, the UN, Denmark, the U.S. government and/or identified by the U.S. government as state sponsors of terrorism, such as Cuba, Iran, North Korea, Sudan and Syria. The U.S. sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may be amended or strengthened over time.

In 2010, the U.S. enacted the Comprehensive Iran Sanctions Accountability and Divestment Act, or CISADA, which expanded the scope of the Iran Sanctions Act. Among other things, CISADA expanded the application of the prohibitions to additional activities of companies such as TORM's, and introduced limits on the ability of companies and persons to do business or trade with Iran when such activities relate to the investment, supply or export of refined petroleum or petroleum products. In 2012, Executive Order 13608 which prohibits foreign persons from violating or attempting to violate, or causing a violation of any sanctions in effect against Iran or facilitating any deceptive transactions for or on behalf of any person subject to U.S. sanctions was signed. Any persons found to be in violation of Executive Order 13608 will be deemed a foreign sanctions evader and will be banned from all contracts with the U.S. including conducting business in USD. Also in 2012, the Iran Threat Reduction and Syria Human Rights Act of 2012, which created new sanctions and strengthened existing sanctions, were signed into law. Among other things, the act intensifies existing sanctions regarding the provision of goods, services, infrastructure and technology to Iran's petroleum or petrochemical sector. The act also includes a provision that states in part that, if a person is transporting crude oil from Iran or transporting refined petroleum products to Iran, that person's vessels could be barred from landing at U.S. ports for up to two years. In addition, the Iran Freedom and Counter-Proliferation Act of 2012 (IFCA) and Executive Order 13645 went into effect on 1 July, 2013. Pursuant to the IFCA, as implemented by Executive Order 13645, a person is subject to sanctions for the provision of material support to Iranian Specially Designated Nationals, members of the Iranian energy, shipping and shipbuilding sectors and Iranian port operators. The foregoing also expanded existing Iran sanctions against persons or foreign financial institutions relating to, among other things, the sale and transport of Iranian petroleum, petroleum products and petrochemicals.

Following completion of the Restructuring, the majority of TORM's share capital is owned by entities managed by Oaktree Capital Management. Due to this change of ownership, TORM's operations are subject to the regulations, executive orders and other sanctions administered by OFAC which restricts or prohibits certain transactions, dealings and travels involving certain Sanctioned Persons and Sanctioned Countries, including Cuba, where TORM has historically been active, and Iran. As such, TORM's operations in countries that are subject to sanctions and embargoes imposed by the U.S. government and/or identified by the U.S. government as state sponsors of terrorism are restricted following the Restructuring Completion Date. Furthermore, non-compliance by the relevant members of the Group with applicable sanctions (or, in respect of the DSF Facility with all sanctions imposed by the

United Kingdom, the European Union, or the United States whether applicable or not) may constitute a breach of the Financing Agreement in question. See "Financing Agreements include covenants and restrictions on TORM's financial and operational flexibility" below. Further, such restrictions affect TORM's operational flexibility and there can be no assurance that it will not have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

There is a risk that from time to time TORM may not be in compliance with all applicable sanctions and embargo laws and regulations, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation could further result in fines or other penalties and could result in some investors deciding, or being required, to divest their interest or not to invest in TORM. Further, TORM's lenders may determine that any non-compliance with applicable sanctions and embargoes imposed, or, in respect of the DSF Facility, all sanctions imposed by the United Kingdom, the European Union, or the United States, constitutes an event of default under current or future facility agreements, including the Financing Agreements. An event of default may lead to an acceleration of the repayment of debt under the facility in question and, due to the cross-default provisions, under all other facilities as well, which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position, and could lead to bankruptcy or other insolvency proceedings.

Political instability, terrorist or other attacks, war or international hostilities

Terrorist attacks, such as those in New York on 11 September 2001, as well as the threat of future terrorist attacks around the world continue to cause uncertainty in the world and may affect TORM's business. Continuing conflicts and recent developments in the Middle East, including Syria, Iraq, and North Africa, as well as the increased tension between Russia and the Ukraine may lead to additional acts of terrorism and armed conflict around the world, which may contribute to further economic instability in the global financial markets. These uncertainties could also adversely affect the Company's ability to obtain additional financing on terms acceptable to the Company or at all. In the past, political conflicts have also resulted in attacks on vessels, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea and the Gulf of Aden off the coast of Somalia. Any of these occurrences could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Governments' requisitioning of vessels during a period of war or emergency

A government could requisition for title or seize TORM's vessels. Requisition for title occurs when a government takes control of a vessel and becomes the owner. Also, a government could requisition TORM's vessels for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated freight rates. Generally, requisitions occur during a period of war or emergency. As of the Listing Prospectus Date, none of TORM's vessels have been requisitioned by a government for title or hire, however, government requisitioning of one or more of TORM's vessels could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Risks related to TORM's activities

Fluctuations of revenue with changes in spot freight rates

TORM employs the majority of its vessels on spot voyage charters or short-term time charters and generates a vast majority of its revenue from the spot market. TORM is impacted by any increase or decrease in market rates. If rates were to decrease, it could have a material adverse impact on TORM's future performance, results of operations, cash flows and financial position.

Dependency upon a few significant customers

In 2014, the top ten customers accounted for around half of TORM's revenue prior to the Restructuring and around two thirds in the first quarter of 2015, and this level of customer concentration was also the case for the combined group consisting of TORM and Njord (the "Combined Group") based on pro forma 2014 financials. The loss of any significant customer or a substantial decline in the amount of services requested by a significant customer could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Significant exposure to adverse developments in the product tanker market

The substantial majority of the Company's revenue is derived from a single market – the product

tanker segment – and the Company’s result thus depends on the development and growth in this segment. External factors that affect the product tanker segment will have a significant impact on TORM’s business. The freight rates and asset prices have been volatile. Any adverse development in the tanker segment would have a material adverse impact on TORM’s future performance, results of operations, cash flows and financial position. Further, TORM’s lack of diversification would make it increasingly vulnerable to adverse developments in the international product tanker market, and this could have a greater material adverse impact on TORM’s future performance, results of operations, cash flows and financial position than it would if TORM maintained more diverse lines of business.

Recent history of losses and inability to achieve positive cash flows

TORM reported a net profit of USD 9 million in Q1 2015. Prior to this, TORM had net losses of USD 284 million, USD 162 million and USD 581 million for the years ended 31 December 2014, 2013 and 2012, respectively. With regard to cash flows, TORM reported a positive cash flow of USD 8 million in Q1, 2015. Prior to this, TORM had cash flows of USD 16 million, USD 1 million and USD (57) million for the years ended 31 December 2014, 2013 and 2012, respectively. Despite implementation of the Restructuring Agreement and the amendments to the Pre-Restructuring Debt Facilities, TORM cannot be certain to achieve or sustain positive cash flows or profitability from its operations. The Company’s ability to achieve positive cash flows is subject to *inter alia* freight rates, financial, regulatory, legal, technical and other factors, many of which are beyond TORM’s control.

Timing of time charter contracts

Following the 2012 Restructuring, TORM has been restricted from entering into substantial time charter-in contracts. With the new Restructuring, TORM will again have a mandate to charter-in vessels for longer periods. Given that TORM employs the majority of its vessels on spot voyage charters or short-term time charters, the Company may be exposed to changes in the freight rates that are significantly below the hire to be agreed in the time charter-in contract. As a result, this could have a material adverse effect on TORM’s business, financial condition and results of operations.

Vessel book value may differ from actual market values

In accordance with IFRS, TORM reviews the carrying amounts of assets on a quarterly basis to determine any indication of impairment either due to a significant decline in market value or in the cash flows generated by the vessels. In case of such indication, the recoverable amounts of the assets are estimated as the higher of the net selling value and the value in use in accordance with the requirements of applicable accounting standards. The value in use is the present value of the future cash flows expected to derive from an asset. For the purpose of assessing net selling values, Management estimates the market values of the individual vessels, for which the most important parameters are the vessels’ tons deadweight, the shipyard they were built at and age. Management uses internal as well as external sources of information, including internationally recognized shipbrokers’ valuations. There may be deviations between the market value and the book value of the vessels.

TORM may in the future need to record impairment losses and loss from sale of vessels which could have a material adverse effect on TORM’s future performance, results of operations, cash flows and financial position.

Age and decrease of competitiveness of TORM’s fleet

In spite of recent positive developments in the tanker market and due to new eco-designs for vessels, there is a continuous need for TORM to focus on cost optimizing measures to remain competitive and therefore an upgrade of the fleet may be necessary in the future. However, acquisition of new or second-hand vessels (in addition to the six newbuildings already on order) may be strenuous on the Company’s resources and the Company may not be able to fund or secure additional financing to complete such acquisitions. A lack of fleet upgrade may lead to deterioration of the fleet’s performance. The current age of TORM’s fleet means that the Company must spend substantial resources on maintenance, and the trend in operating expenses is upwards as vessels age. Further, due to the condition of the fleet, it is difficult to estimate with certainty the costs that will be incurred from the maintenance operations and the increasing operating expenses, however, there is a risk that these will exceed expectations.

The continuing increase of the average age of TORM’s fleet (including as a result of the inclusion of the Njord vessels into the fleet), the potential market entry of more fuel efficient vessels, uncertainties regarding the maintenance costs going forward and the willingness or ability to renew the Company’s fleet could have a material adverse effect on TORM’s competitive position, future performance, results

of operations, cash flows and financial position.

Timing of investments in and divestments of vessels

TORM's strategy is to own and operate a modern fleet large enough to provide global coverage, but no larger than what the demand for the Company's services can support over a longer period. In the long run, this is achieved by contracting newbuildings and through acquisitions and disposals in the second-hand market. The economic results in TORM are greatly influenced by the timing of investments and/or divestments and contracting of newbuildings. If TORM is not able to identify the optimal timing of such investments/divestments/contracting of newbuildings in relation to the shipping value cycle due to capital restraints, it could have a material adverse effect on TORM's competitive position, future performance, results of operations, cash flows and financial position.

Construction and counterparty risk relating to newbuildings

As described in "Part I - 6.4 Overview of TORM after the Restructuring", TORM has assumed ownership of the Njord Vesselcos that have contracted to purchase six newbuildings currently under construction at Sungdong Shipbuilding & Marine Engineering Co. Ltd. as part of the Restructuring. To take delivery of the newbuildings, TORM will need to incur approx. USD 122 million in remaining capital expenditures and installment payments. Timely delivery of the newbuildings is subject to counterparties meeting their obligations and TORM is exposed to the risk of failure, cost overruns, delayed delivery, technical problems and other counterparty risks. A number of shipping construction companies, including Sungdong Shipbuilding & Marine Engineering Co. Ltd., have reportedly been experiencing financial challenges. Any such financial challenges may affect operations and the timely delivery of the newbuildings. Measures have been taken to supervise the quality of the work completed on the yard where the newbuildings are constructed and refund guarantees for the pre-delivery installments of each vessel are in place. TORM can provide no assurance that these measures will fully mitigate these risks. Ultimately, any failure by a counterparty to live up to its obligations in relation to the newbuildings may result in delays or cancellations of the delivery of the newbuildings, renegotiation of terms, delayed renewal of TORM's fleet and consequent deterioration of TORM's competitive position, any of which may result in TORM sustaining significant losses which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position. See "Insufficiency of cash flow to fund MR newbuildings" regarding financing obtained and outstanding in relation to the newbuildings.

Uncertainty regarding TORM's accounting policies, estimates and judgments going forward

The preparation of TORM's financial statements in accordance with IFRS requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The application of modified or new accounting policies, estimates or judgments may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Increase in cost base

General administrative expenses and vessel operating expenses depend on a variety of factors, many of which are beyond TORM's control. Some of these costs, primarily relating to insurance, crewing and enhanced security measures, have been increasing and may increase in the future. An increasing cost base may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Inaccuracy of financial guidance

TORM's financial guidance is prepared on the basis of assumptions with respect to future business decisions that may not be made as assumed and is furthermore based on a number of estimates, assessments and assertions that are subject to significant business, operational and economic uncertainties, many of which are beyond the Company's and Management's control. Due to the nature of TORM's operations, TORM's actual results are particularly sensitive to changes in freight rates, which are generally volatile and fluctuate on a seasonal and year-on-year basis, and vessel prices. TORM can provide no assurance that the assumptions, estimates, assessments and assertions on which the financial guidance is based will materialize, and unexpected events, including changes in freight rates or vessel prices, may have a material adverse effect on TORM's actual future results, future performance, results of operations, cash flows and financial position, regardless of whether the assumptions relating to future periods proves to be correct. There can be no assurance that the long-term financial goals will be achieved and actual future results may differ substantially from the expectations included in the financial guidance.

Counterparties failing to honor their obligations

TORM regularly enters into bunker hedging contracts and employs vessels on Contracts of Affreightment ("COAs"), fixed rate time charters and voyage charters. Such contracts expose TORM to counterparty risks. The ability of counterparties to meet the obligations under a contract with TORM will depend on a number of factors that are beyond TORM's control and may include general economic conditions, the condition of the shipping industry and the overall financial condition of the counterparties. In addition, in depressed market conditions, charterers may no longer need a vessel that is currently under charter or may be able to obtain a comparable vessel at lower rates. As a result, charterers may seek to renegotiate the terms of their existing charter parties or avoid their obligations under those contracts. Should a counterparty fail to honor its obligations under agreements, TORM could sustain significant losses which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Inadequate insurance policies coverage and increasing premiums

The operation of ocean-going vessels represents a potential risk of significant losses and liabilities caused by adverse weather conditions, mechanical failures, human error, war, terrorism, piracy, and other circumstances or events. In the course of the fleet's operation, various casualties, accidents and other incidents may occur that may result in significant financial losses and liabilities for TORM, including the event that a vessel is involved in an oil spill or emission of other environmentally hazardous agents. An accident involving any of the fleet's vessels could result in death or injury to persons, loss of property, environmental damage, delays in delivery of cargo, loss of revenue from termination of contracts or unavailability of vessels, fines or penalties, higher insurance rates, litigation and damage to TORM's reputation and customer relationships.

In order to reduce the exposure, the fleet has been insured against certain risks related to the operation of the vessels and transportation of cargo as deemed appropriate by Management. Incidents may occur where TORM may not have sufficient insurance coverage and some claims may not be covered. Furthermore, insurance costs may increase as a consequence of unforeseen incidents or other events beyond TORM's control. In addition, in the future it may not be possible to procure adequate insurance coverage or only on commercially unacceptable terms.

Any significant loss or liability for which TORM has not or has not been able to take out adequate insurance, or events causing an increase of insurance costs could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Potential instability of IT systems

TORM's ability to service customers and operate vessels is dependent on the continued operation of IT systems critical to the business, including a vessel operation system containing information about vessel positions, TORM's agreements with customers and other agreements made in the market, the system recording estimated and actual hire for individual voyages, the plant maintenance system and the ERP system. Any IT breakdowns can have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

In September 2014, TORM was a victim of a phishing attack resulting in the payment of a considerable amount to a fraudulent third party. Following this episode, TORM rolled out a fraud awareness campaign and implemented additional fraud prevention processes in cooperation with leading fraud prevention specialists. There can be no assurance that these measures are sufficient to prevent or mitigate any such attacks.

Internal and external fraud and fraudulent behavior

The risk of fraud is inherent in all industries and is not specific to the shipping industry. However, historically, the shipping industry has suffered from an increased risk of fraud and fraudulent behavior. TORM has historically been affected by such issues, arising both internally and externally, although to a limited extent. TORM has established a system of internal controls that seeks to prevent fraud and fraudulent behavior, consisting of segregation of duties, authorizations for trading, purchase and approval, business principles, close monitoring of TORM's financial position and a whistleblower facility. However, TORM cannot be certain that it will not be exposed to fraud or fraudulent behavior, and any such behavior can have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Potential U.S. Federal Income Tax on U.S. source income

A non-U.S. corporation engaged in the international operation of ships, such as TORM and certain of its subsidiaries, may be subject to U.S. federal income tax on its U.S. source shipping income, unless the non-U.S. corporation qualifies for an exemption under Section 883 of the U.S. Internal Revenues Code of 1986, as amended, or an applicable U.S. income tax treaty.

Under the U.S. Internal Revenues Code of 1986, as amended, 50% of the gross shipping income of a vesselowning or chartering corporation that is attributable to transportation that begins or ends, but that does not both begin and end, in the U.S. is treated as derived from U.S. sources.

To the extent that the U.S. source shipping income of a non-U.S. corporation is effectively connected with the conduct of a U.S. trade or business, the non-U.S. corporation would be subject to U.S. federal income tax on its U.S. source shipping income on a net basis (i.e. after allowable deductions) at ordinary corporate tax rates (currently up to 35%) plus a 30% branch profits tax. Based on the expected mode of TORM's shipping operations, Management believes that none of TORM's U.S. source shipping income will be effectively connected with the conduct of a U.S. trade or business. The U.S. source shipping income of a non-U.S. corporation that is not effectively connected with the conduct of a U.S. trade or business (and is not exempt under Section 883 or an applicable U.S. income tax treaty) is subject to a 4% U.S. federal income tax, without the allowance of deductions (referred to herein as the "4% gross-basis tax regime").

Although no assurance can be given, Management expects that TORM will qualify for exemption from U.S. federal income tax under the United States-Denmark Income Tax Treaty (the "Treaty"). TORM may be exempt from U.S. federal income tax under Code Section 883, provided that TORM is able to obtain from one or more of its 5% shareholders, and from each entity in the ownership chain between such shareholder and TORM, ownership statements required by the U.S. Treasury Regulations to support such shareholder's status as a qualified shareholder for purposes of Code Section 883. There is no certainty that TORM will be able to obtain such ownership statements to qualify for exemption under Code Section 883.

To the extent that TORM and its subsidiaries are not entitled to an exemption under the Treaty or under Code Section 883 for any taxable year, TORM and its subsidiaries would be subject to the 4% gross-basis tax regime during those taxable years. The imposition of this taxation could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Potential treatment as a PFIC (passive foreign investment company)

United States tax authorities could treat the Company as a passive foreign investment company ("PFIC"), which could have adverse United States federal income tax consequences to United States shareholders.

A foreign corporation will be treated as a PFIC for United States federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of passive income or (2) at least 50% of the average value of the corporation's assets produce or are held for the production of those types of "passive income". For purposes of these tests, "passive income" includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute "passive income". United States shareholders of a PFIC are subject to a disadvantageous United States federal income tax regime with respect to the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC.

Based on the Group's current method of operation, the Company does not believe that it will be classified as a PFIC. In this regard, the Company intends to treat the gross income it derives or is deemed to derive from its time chartering and voyage chartering activities as services income rather than rental income. Accordingly, the Company believes that its income from these activities does not constitute "passive income", and the assets that the Company owns and operates in connection with the production of that income do not constitute assets that produce, or are held for the production of, "passive income".

Although there is no direct legal authority under the PFIC rules addressing the Group's method of operation, there is substantial legal authority supporting the Company's position consisting of case law and United States Internal Revenue Service, ("IRS"), pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, it should be noted that there is also authority which characterizes time charter income as rental income rather than services income for other tax purposes. Accordingly, no assurance can be given that the IRS or a court of law will accept the Company's position, and there is a risk that the IRS or a court of law could determine that the Company is a PFIC. Moreover, no assurance can be given that the Company would not constitute a PFIC for any future taxable year if there were to be changes in the nature and extent of the Group's operations or the PFIC rules.

If the IRS were to find that the Company is or has been a PFIC for any taxable year, the Company's United States shareholders will face adverse United States federal income tax consequences. Under the PFIC rules, unless those shareholders make an election available under the United States Internal Revenue Code of 1986, as amended (the "Code") (which election could itself have adverse consequences for such shareholders), such shareholders would be liable to pay United States federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of the Company's shares, as if the excess distribution or gain had been recognized ratably over the shareholder's holding period of the Company's shares.

Risks related to financing

Financial debt and capital constraints

Prior to the Restructuring, TORM had a significant amount of financial debt, which was reduced to USD 560.7 million upon completion of the Restructuring. See a description of the Restructuring under "Part I – 6.1 Restructuring" and the Financing Agreements under "Part I – 22.2 Financing Agreements". While the Restructuring reduced TORM's financial debt considerably, the financial debt continues to be significant.

The Company may also incur additional debt in the future. This level of debt could have material consequences, including in respect of TORM's ability to obtain additional financing for working capital or other capital expenditures on favorable terms. Future creditors may subject the Company to certain limitations on its business and future financing activities as well as certain financial and operational covenants. Such restrictions may prevent the Company from taking actions that otherwise might be deemed to be in the best interest of the Company and its shareholders.

Debt service obligations of the Company require and will require in the future that the Company dedicates a substantial portion of its cash flows from operations to payments on indebtedness, which could limit the Company's ability to obtain additional financing, make capital expenditures and acquisitions and/or carry out other general corporate activities in the future. Any such obligations may also limit the Company's flexibility in planning for, or reacting to, changes in its business and the industry where it operates or detract from the Company's ability to successfully withstand a downturn in the Company's business or the economy in general. Further, TORM's ability to service its debt will among other things depend on its future financial and operating performance, which will be affected by prevailing economic conditions as well as financial, business, regulatory, competitive, technical and other factors, some of which are beyond its control. If TORM's cash flow is not sufficient to service its current or future indebtedness, TORM will be forced to take action such as reducing activities or investments, restructuring or seeking additional capital, which may not be available to TORM. Additionally, a default under any indebtedness or other financial agreement by a subsidiary may constitute an event of default under other borrowing arrangements pursuant to cross default provisions.

Insufficiency of working capital and inability to obtain additional funding in the future

In connection with the completion of the Restructuring, TORM obtained the New Working Capital Facility of USD 75 million. See a description of the Restructuring under "Part I – 6.1 Restructuring", the Financing Agreements under "Part I – 22.2 Financing Agreements" and TORM's working capital under "Part II – 3.1 Working capital".

To the extent that TORM does not generate sufficient cash flows from its operations to finance TORM's ongoing operations and working capital needs, TORM might need to raise additional funding in the

future through debt or issuance of new shares. Adequate sources of funding may not be available when needed or may not be available on terms acceptable to TORM. TORM's ability to obtain such additional capital or financing will in part depend on prevailing market conditions as well as conditions for the Company's business and its operating results, and those factors may affect its efforts to arrange additional financing on satisfactory terms. If new shares are issued, it may result in a dilution of the existing shareholders. There can be no assurance that TORM will be able to maintain or obtain required loan or equity financing to meet any additional working capital or capital investment needs. Failure to do so could have a material adverse effect on TORM's business, results of operations, cash flows and financial position, and could lead to bankruptcy or other insolvency proceedings.

In line with industry practice, TORM has considerable short-term supply credits, which, if reduced or withdrawn, could have a material adverse effect on TORM's business, results of operations, cash flows and financial position.

Further, if available and satisfactory funding is insufficient at any time in the future, TORM may be unable to fund ongoing working capital needs, respond to competitive pressures or customers' requirements regarding vessel maintenance and fleet age or take advantage of business opportunities. Failure to do so could have a material adverse effect on TORM's business, results of operations, cash flows and financial position, and could lead to bankruptcy or other insolvency proceedings.

Insufficiency of cash flow to fund MR newbuildings

As part of the Restructuring, six MR newbuilding contracts were contributed to TORM. TORM will need to incur a significant amount in remaining capital expenditures and installment payments related to the completion of the newbuildings. See "Part I – 9.9 Contractual obligations" for further details. TORM plans to fund the remaining capital expenditures required for the newbuildings from internally generated cash flow, including the New Working Capital Facility. If TORM is not able to fund such expenditures from internally generated cash flow, TORM will be required to obtain additional external funding. There can be no assurance that TORM will be able to fund or obtain required external funding to complete the newbuildings, which could have a material adverse effect on TORM's business, results of operations, cash flows and financial position.

Financing Agreements include covenants and restrictions on TORM's financial and operational flexibility

The Financing Agreements impose, and any future debt facility may impose, covenants and other operating and financial restrictions on TORM's ability to, among other things, pay dividends, charter-in vessels, incur additional debt, sell vessels, or refrain from procuring the timely release of arrested vessels. Further, the Financing Agreements require TORM to maintain various financial ratios, including a specified minimum liquidity requirement, a minimum equity requirement, and a collateral maintenance requirement. The Company's ability to comply with these restrictions and covenants is dependent on the Company's future performance and its ability to operate its fleet, and may be affected by events beyond its control, including fluctuating vessel values. Such restrictions may prevent the Company from taking actions that otherwise might be deemed to be in the best interest of the Company and its shareholders and it may further affect TORM's ability to operate its business moving forward, particularly its ability to incur debt, make capital expenditures or otherwise take advantage of potential business opportunities as they arise.

Failure to comply with the covenants and financial and operational restrictions under the Financing Agreements may lead to an event of default under those agreements. An event of default may lead to an acceleration of the repayment of debt. In addition, any default or acceleration under the Financing Agreements or agreements governing TORM's other existing or future indebtedness, is likely to lead to an acceleration of the repayment of debt under any other debt instruments that contain cross-acceleration or cross-default provisions. If all or a part of TORM's indebtedness is accelerated, TORM may not be able to repay that indebtedness or borrow sufficient funds to refinance that debt which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position, and could lead to bankruptcy or other insolvency proceedings.

Inability to service interest-bearing debt

TORM may have to dedicate a large part of its cash flows to pay principal and interest on its interest-bearing debt. These payments limit funds available for working capital, capital expenditures and other purposes. If the cash flow is not sufficient to service the Company's current or future indebtedness, TORM will be forced to take action such as reducing or delaying its business activities, acquisitions,

investments or capital expenditures, selling assets, restructuring or refinancing its debt or seeking additional equity capital. TORM may not be able to effect any of these remedies on satisfactory terms, without the consent of the lenders under the New Financing Agreements or the DSF Facility or at all. If TORM is not able to service and repay its debt upon maturity, this could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position and could lead to bankruptcy or other insolvency proceedings.

Change of control and mandatory repayment

The terms of the New Financing Agreements provide for a mandatory prepayment in the event of a change of control, which is defined as (i) Oaktree Capital Management or any funds solely managed by Oaktree Capital Management ceasing to be able through its appointees to the Board of Directors to control the Board of Directors or ceasing to own or control at least 33.34% of the maximum number of votes that might be cast at a general meeting of TORM, or (ii) another person or group of persons acting in concert gaining direct or indirect control of more than 50% of the shares or otherwise has the power to cast more than 50% of the votes at a general meeting of TORM, appoint or remove the chairman of the Board of Directors or the majority of the members of the Board of Directors or give directions with respect to the operating and financial policies of TORM with which the directors of TORM are obliged to comply. Such change of control may occur as a result of either a sale of Shares by Njord Luxco or by a share capital increase resulting in a dilution of Njord Luxco's shareholding in TORM. Likewise, the DSF Facility includes a provision enabling the lender to require repayment in case of a change of control of OCM Holdings MRs Inc. (being the guarantor and immediate holding company of those of the Njord Vesselcos, who are borrowers under the DSF Facility). In addition, an event of default and acceleration of repayment of the debt under the DSF Facility may occur upon a change of control of any Njord Vesselco which is a borrower under the DSF Facility. See "Part I - 22.2 Financing Agreements" for further details.

Any mandatory prepayment as a result of a change of control under the Financing Agreements could lead to the foreclosure of all or a portion of TORM's fleet and could have a material adverse effect on TORM's future performance, result of operations, cash flows and financial position, and could lead to bankruptcy or other insolvency proceedings.

Risks related to derivatives, currency and interest rate

TORM's derivatives exposure and exposure to decreasing liquidity in the derivative market

Following the 2012 Restructuring, TORM has been constrained from using derivatives to hedge the risk on certain parts of TORM's business. Following completion of the new Restructuring, TORM has a mandate to use the derivative markets regarding FFAs, interest rates, foreign exchange rates and bunker for purposes of hedging and proprietary trading. If these mandates are used, TORM may incur a derivatives exposure that could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position. If liquidity in these derivative markets decreases or disappears, it could make it difficult or more expensive for TORM to perform such hedging, which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Exposure to exchange rate fluctuations

Significant movements in currency exchange rates may have a material negative effect on TORM's financial condition and result of operations. TORM uses USD as the functional currency because the majority of the Company's transactions are denominated in USD. Thus the Company's exchange rate risk is related to cash flows not denominated in USD. The primary risk relates to transactions denominated in DKK, EUR, INR, SGD, or other major currencies, which relate to administrative and operating expenses.

TORM and Njord have historically generated almost all their respective revenue and incurred a significant part of their respective expenses in USD. Also in the first quarter of 2015, TORM and Njord generated nearly all their respective revenue in USD and incurred a significant part of their respective expenses in USD. The remaining balances were in DKK, EUR, SGD and other major currencies. A change in exchange rates could have a material adverse impact on TORM's future performance, results of operations, cash flows and financial position.

Exposure to significant interest rate fluctuations

As of the Listing Prospectus Date, the New Term Facility of USD 560.7 million, the DSF Facility of USD

133.7 million and the New Working Capital Facility of USD 75 million bear interest rates fluctuating with LIBOR. If LIBOR was to increase, it would increase the amount of interest payable by TORM, which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Risks related to the Restructuring and the Listing

Change in ownership structure and Board of Directors, and potential change in strategy

As a result of the Restructuring, the ownership of TORM has changed materially, and Njord Luxco has become the new controlling majority shareholder of TORM. TORM expects to convene an extraordinary general meeting to be held in August 2015 for the purposes of electing a new Board of Directors, making certain amendments to TORM's overall guidelines for incentive schemes and remuneration policy, and implementing a share consolidation. Njord Luxco holds the C Share, which grants 525,000,000,000 votes at TORM's general meeting in respect of the Specified C Matters, including election of members to the Board of Directors (including the Chairman but excluding the Deputy Chairman). Therefore, it is expected that at the general meeting up to three of the new board members will be appointed by or affiliated with Njord Luxco. See "Part I – 21.7 Extraordinary general meeting".

This change in ownership and Board of Directors may in the short or longterm lead to material changes to TORM's business going forward, as a new Board of Directors may change the Company's strategy, geographic footprint, fleet structure, operations, debt structure, risk mitigation, etc., have a different view on the Company's financial outlook or the underlying assumptions, or seek a dual listing of TORM, e.g. in the United States. The strategy and risk factors described in the Listing Prospectus are thus as of the Listing Prospectus Date, as the intentions of a new Board of Directors are not known by the current Board of Directors.

In its capacity as controlling majority shareholder of TORM, Njord Luxco may also have interests that differ from those of other share and stakeholders in TORM. Further, Njord Luxco, or companies affiliated with Njord Luxco, holds substantial commercial and financial interests in other shipping companies, including companies that are active in the same markets as TORM. Any material conflicts of interests between Njord Luxco and other stakeholders may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

TORM's business and strategic focus is currently split into two segments, namely tanker and bulk. In recent years, TORM has been shifting its strategic focus towards the tanker segment, and is in the process of phasing out its bulk activities (currently, and including the Njord vessels, the bulk segment operates three vessels, while the remaining 72 vessels are product tankers). It is expected that in the near future the bulk activities will be phased out completely, and that TORM's sole focus will be on the tanker activities.

An amended strategy could change the risk profile of the Company and an inadequate or unsuccessful business strategy or implementation may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Integration of the Njord vessels into TORM

Through the combination of TORM and Njord, TORM indirectly acquired 25 vessels. This resulted in a significant increase in the size of TORM's fleet, and the combined fleet almost exclusively consists of product tankers. Further, TORM's balance sheet is significantly larger following the Restructuring.

Even though TORM has commercially managed the Njord vessels which were transferred to TORM, there may still be inherent risks in connection with finalization of the integration and subsequent operation of the combined fleet which may have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position. Further, the integration of Njord into TORM may mean that the historical performance of TORM and/or Njord prior to the Restructuring no longer provides an adequate basis for assessment of the past and future performance of TORM.

Potential sell-down of A Shares by Njord Luxco or the Participating Lenders

As of the Listing Prospectus Date, Njord Luxco and certain Participating Lenders and/or their respective assigns owns a significant part of TORM's share capital. The Company is not aware of any lock-up obligations of the Participating Lenders or Njord Luxco in respect of their holding of Listing Shares

under the Restructuring Agreement or the New Financing Agreements, and there can be no assurance that they will retain their Shares or that Njord Luxco will continue to hold a majority interest in TORM. If Njord Luxco or these Participating Lenders decide to sell some or all their Shares, this could have a material adverse effect on TORM's A share price.

In addition, the terms of the New Financing Agreements provide for a mandatory repayment in case of a change of control, defined *inter alia* as Oaktree Capital Management or any funds solely managed by Oaktree Capital Management ceasing to be able through its appointees to the Board of Directors to control the Board of Directors or ceasing to own or control at least 33.34% of the maximum number of votes that might be cast at a general meeting of TORM. See "Part I - 22.2 Financing Agreements" for further details. TORM can give no assurance that Njord Luxco will continue to hold a majority interest in TORM. Any mandatory repayment as a result of a change of control could lead to the foreclosure of all or a part of TORM's fleet and could have a material adverse effect on TORM's future performance, result of operations, cash flows and financial position and could lead to bankruptcy or other insolvency proceedings.

Increased Njord Luxco ownership without triggering a mandatory takeover offer obligation

In connection with completion of the Restructuring, Njord Luxco received a confirmation from the Danish FSA that Njord Luxco could expect to receive an exemption pursuant to section 31(8) of the Danish Securities Trading Act, from the obligation to present a mandatory takeover offer to the shareholders of TORM, and that, following completion of the Restructuring, Njord Luxco would be deemed to have sole control over TORM. TORM expects that an approval will be granted following the Listing Prospectus Date. As Njord Luxco has a controlling interest in the Company as of the Listing Prospectus Date, Njord Luxco may seek to benefit from the exemption and increase its ownership interest without triggering a mandatory takeover offer obligation and shareholders may not benefit from a mandatory takeover offer being made in such event.

The market price of A Shares may be highly volatile

The market price of A Shares has been and may in the future continue to be highly volatile, subject to significant fluctuations in response to various factors, some or many of which may be beyond TORM's control or unrelated to TORM's business, operations or prospects. Matters which could affect the price of the A Shares include actual or anticipated variations in operating results, changes in the market valuations of other similar companies, additions or departures of key employees and further issuances of shares or other securities. The equity market in general has experienced significant price and volume fluctuations that may be unrelated or disproportionate to the operating performance of the particular companies including companies in the shipping industry such as TORM. The price of the A Shares may therefore fluctuate based on factors that have little or nothing to do with TORM, and these fluctuations may materially affect the price of the A Shares. As of the Listing Prospectus Date, the Company has not entered into any market maker or other stabilization agreement to mitigate any volatility in the share price.

As of the Listing Prospectus Date, a large proportion of the A Shares is held by a limited number of shareholders. A potentially limited free float due to shareholder concentration may have a negative impact on the liquidity of the A Shares and result in a low trading volume, which could have an adverse effect on the market price and result in increased volatility.

Further, future sales or availability for sale of A Shares may materially affect the price of the A Shares. Sales of substantial amounts of A Shares following the Listing, including sales by Njord Luxco and/or one or more of the Participating Lenders, or the perception that such sales could occur, may adversely affect the market price of the A Shares.

Potential varying objectives and interest among shareholders

As of the Listing Prospectus Date, a large proportion of the A Shares is held by a limited number of shareholders, including Njord Luxco and certain Participating Lenders and/or their respective assigns. The interests of these shareholders may conflict with the interests of the other shareholders. In addition, conflicts of interests may exist or occur among the major shareholders themselves. The commercial objectives and interests of the Participating Lenders in their capacity as both lenders and shareholders of TORM may not always be aligned with those of TORM's other shareholders.

Following completion of the Restructuring, Njord Luxco and/or a limited number of shareholders may have the ability, either acting alone or jointly, to significantly influence or determine the outcome of specific matters submitted to the general meeting for approval, including the election and removal of

directors, amendments to the Articles of Association, changes to the share capital or merger or acquisitions.

Implementation of a share consolidation (reverse stock split)

TORM expects to convene an extraordinary general meeting to be held in August 2015 for the purposes of electing a new Board of Directors, making certain amendments to TORM's overall guidelines for incentive schemes and remuneration policy, and implementing a share consolidation. Apart from approval by the requisite majority, implementation of a share consolidation is subject to various conditions including expiry of a statutory four week notice period to creditors and a right of minority shareholders voting against the share consolidation to have their shares redeemed if so requested in due time.

Implementation of a share consolidation would reduce TORM's total number of issued shares by the consolidation of a number of A shares of nominally DKK 0.01 (pre-consolidation) into a single A share (post-consolidation) and an increase in the nominal value of such A shares. The consolidation ratio is expected to be 1,500:1, whereby 1,500 A shares (pre-consolidation) would be consolidated into one A share (post-consolidation). Any shareholdings below 1,500 A shares as well as any excess A shares after consolidation into a full number of A shares in accordance with the consolidation ratio will be redeemed. The redemption price under the share consolidation may vary from the listing price of TORM's A shares at the time of the redemption. In case the redemption price is lower than the listing price at the time of the redemption, shareholders may realize a lower price for the redeemed A shares compared to a voluntary sale in the market. See "Part I – 21.7 Extraordinary general meeting" for further details.

Issuances of new shares or other securities may lead to dilution of shareholders

In connection with the Restructuring, TORM issued 7,181,578,089 Consideration Warrants. The Consideration Warrants entitle their holders to subscribe for new A shares at any time after 13 July 2016 but no later than 13 July 2020. Exercise of some or all of the Consideration Warrants as well as issues of new shares will result in dilution of the shareholding of TORM's shareholders from time to time.

Further, if TORM in the future decides to issue new shares or securities, certain existing shareholders may, depending on the structure, not be able to purchase additional equity securities and their shareholding may be diluted. Any issue of new shares or securities, or a perception that such an issuance may occur, could have an adverse effect on the market price of the A Shares.

Future issues of new shares or other securities may be restricted

According to the Articles of Association, certain issues without preemption rights of new shares, warrants or debt instruments convertible into shares, require consent from shareholders representing 95% or more of the votes cast at the relevant general meeting. Further, certain reserved matters require approval by either the majority of the members of the Board of Directors (including the Chairman and the Deputy Chairman (or his alternate)) or, in circumstances where the Deputy Chairman (or his alternate) has either not voted in favor of any such matter or did not attend the meeting of the Board of Directors at which such matter was considered, or any such matter has been put to a shareholder vote, by shareholders representing at least 70% or 86% of TORM's A Shares. These restrictions may limit TORM's financial and operational flexibility, including its ability to raise funds on the equity capital markets and could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Rights of holders of A Shares are governed by Danish law and by the Articles of Association

TORM is a public limited liability company organized under the laws of Denmark, which may make it difficult for shareholders residing outside Denmark to exercise or enforce certain rights. The Shares have not been registered under the U.S. Securities Act or any U.S. state securities laws or any other jurisdiction outside Denmark. As such, the Shares may not be offered or sold except pursuant to an effective registration statement under the U.S. Securities Act or an exemption from the registration requirements of the U.S. Securities Act and other applicable securities laws. See "Part II – 5. Terms and conditions of the Listing". It may not be possible for investors to affect service of process outside Denmark upon the Company, or to enforce judgments against the Company obtained from non-Danish courts based upon applicable law in jurisdictions outside Denmark. In addition, shareholders outside Denmark may face difficulties exercising their rights to vote and may not be able to exercise their voting rights for Shares registered in a nominee account unless their ownership is re-registered in their names in the Company's register of shareholders prior to the general meetings.

U.S. and other non-Danish holders of Shares may not be able to exercise preemption rights or participate in any future rights offers

Holders of Shares will have certain preemption rights in respect of certain issues of shares in the Company, unless those rights are disapplied by a resolution of the shareholders at a general meeting or the shares are issued on the basis of an authorization to the Board of Directors under which the Board of Directors may disapply the preemption rights. Securities laws of certain jurisdictions may restrict the ability for shareholders in such jurisdictions to participate in any future issuances of shares carried out on a pre-emptive basis. Shareholders residing or domiciled in the United States, as well as certain other countries, may not be able to exercise their preemption rights or participate in future capital increases or securities issuances, including in connection with an offering below market value, unless TORM decides to comply with local requirements and, in the case of the United States, unless a registration statement is effective, or an exemption from the registration requirements of the U.S. Securities Act is available with respect to such rights. In such cases, shareholders resident in such non-Danish jurisdictions may experience a dilution of their shareholding, possibly without such dilution being offset by any compensation received in exchange for subscription rights. No assurance can be given that local requirements will be complied with or that any registration statement would be filed in the United States or other relevant jurisdictions, or that another exemption from the registration requirements of the U.S. Securities Act or laws of other relevant jurisdictions would apply, so as to enable the exercise of such holders' preemption rights or participation in any future securities issuances.

Shareholders outside Denmark are potentially subject to exchange rate risk

The A Shares are priced in DKK, and any dividend will be paid in DKK. Accordingly, the value of the A Shares, and of any dividend, is likely to fluctuate in line with any fluctuations of the exchange rate between the local currency of the country in which an investor outside Denmark is based and DKK. If the value of DKK depreciates against the local currency of the country in which an investor outside Denmark is based, the value of such investor's A Shares and of any dividend will decrease when expressed in such local currency.

Tax consequences related to the Restructuring

As part of the Restructuring, a debt write-down and conversion of debt have been carried out which in tax terms is considered as a debt forgiveness. The debt forgiveness will not result in taxes being payable for TORM provided that the debt forgiveness can be classified as a comprehensive agreement between TORM and its creditors, and provided that the debt forgiveness takes place on normal market terms as applied between unrelated parties.

If the debt forgiveness is classified as a comprehensive agreement, the gain on the debt forgiveness realized by TORM will not be taxable. If, on the contrary, the debt forgiveness is classified as a singular debt forgiveness, the gain on the debt forgiveness will be taxable for TORM. The determination as to whether a debt forgiveness is to be classified as a comprehensive agreement is based on a number of factors, including the percentage of the creditors of the unsecured debt participating in the debt forgiveness.

In addition, the Restructuring is in itself complex and consequently the evaluation of whether it is entered into on normal market terms is equally complex and requires judgment.

Management expects that the debt forgiveness will be classified as a comprehensive agreement between TORM and the creditors, and that it is entered into on normal market terms. In the event that this is not the case, it could increase the overall tax burden of the Company and could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

No guarantee that TORM will distribute any dividends in the future

TORM may only distribute dividends to shareholders out of funds legally available for such payments. Determinations as to dividend policy are made by the Board of Directors, and there is no guarantee that TORM will be able to or decide to pay dividends to its shareholders in the future. Following completion of the Restructuring, TORM is restricted from distributing dividends prior to the final cash sweep date. For further information, see "Part I – 22.2 Financing Agreements".

Risks related to litigation

Involvement in future legal proceedings

TORM, its vessels and its activities are subject to both Danish and foreign laws and regulations many of which include legal standards, which are subject to interpretation, and TORM is party to agreements and transactions, including in connection with the Restructuring, involving matters of assessment of interests of various stakeholders and valuation of assets, liabilities and contractual rights and obligations. Furthermore, TORM may be subject to the jurisdiction of courts or arbitration tribunals in many different jurisdictions.

The authorities, TORM's stakeholders or other counterparties may dispute the Company's compliance with laws and regulations or contractual undertakings or the assessments made by the Company in connection with its business and the entry into agreements or transactions, including in connection with the Restructuring. The outcome of any such potential dispute or legal proceeding is inherently uncertain and may include payment of substantial amounts in legal fees and damages or that a transaction or agreement is deemed invalid or voidable, and such proceedings or decisions could have a material adverse effect on the Company's future performance, results of operations, cash flows and financial position. If cases or proceedings in which the Company may be involved are determined to the Company's disadvantage, it may result in fines, default under the Financing Agreements, damages or reputational damage and could have a material adverse effect on the Company's future performance, results of operations, cash flows and financial position.

Maritime claimants could arrest TORM's vessels

Crew members, suppliers of goods and services to a vessel, shippers of cargo, secured lenders, time charter-in counterparties and other parties may be entitled to a maritime lien against the relevant vessel for unsatisfied debts, claims or damages.

In many jurisdictions a maritime lien holder may enforce its lien by arresting a vessel and commencing foreclosure proceedings. In addition, in some jurisdictions a claimant may arrest both the vessel which is subject to the claimant's maritime lien and any "associated" vessel owned or controlled by the same owner. Claimants could try to assert "sister ship" liability against one vessel in the fleet for claims relating to another of TORM's vessels. The arrest or attachment of one or more of TORM's vessels could under certain circumstances constitute an event of default under the Financing Agreements or interrupt operations and require TORM to pay a substantial sum of money to have the arrest lifted, which could result in a loss of earnings and have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position. See "Part I - 22.2 Financing Agreements" for further information on applicable restrictions under the Financing Agreements.

Risks related to employees and management

Ability to attract and retain qualified employees and management

The ability to recruit and retain qualified employees and management is important to TORM. There can be no assurance that TORM will be able to attract and retain such employees on reasonable terms in the future. TORM's ability to attract and retain employees and management in the future may be affected by circumstances beyond TORM's control.

Furthermore, TORM employs staff and vessel crews in a number of countries, all of which are covered by international rules of employment. Changes are made on an ongoing basis to international rules of employment and this may have a material influence on TORM's liberty to man vessels.

If TORM is not able to attract and retain qualified employees and management on reasonable terms in the future, and/or if changes are made to international rules of employment, influencing TORM's liberty to man vessels, it could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Involvement in industrial injury cases

TORM has from time to time been involved in industrial injury cases, and there is a risk that TORM in the future will be a party to industrial injury cases. If it is not possible to obtain or maintain adequate insurance coverage for liabilities related to industrial injuries, including if insurance coverage cannot be obtained on reasonable terms, or if the insurance coverage is insufficient, TORM may incur substantial liabilities and/or costs, and this could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

Industrial disputes resulting in work stoppages, strikes and/or work disruptions

TORM has in the past implemented and will potentially continue in the future to implement restructuring measures including divesting or closing down business activities, reduce the workforce and negotiate collective agreements with trade unions. In particular, restructurings, but also other factors such as disagreements concerning ordinary or extraordinary collective bargaining, may damage TORM's reputation and the relationship with its employees and lead to labor disputes, including work stoppages, strikes and/or work disruptions, which could have a material adverse effect on TORM's future performance, results of operations, cash flows and financial position.

I. DESCRIPTION OF THE COMPANY

1. Persons responsible

See "Responsibility and statements".

2. Auditors

TORM's independent auditors are:

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S
Denmark

Deloitte Statsautoriseret Revisionspartnerselskab is represented by Anders Dons, State Authorised Public Accountant and Henrik Kjelgaard, State Authorised Public Accountant. Anders Dons and Henrik Kjelgaard are members of FSR Danish Auditors (FSR – danske revisorer).

Deloitte Statsautoriseret Revisionspartnerselskab has audited TORM's annual reports for 2012, 2013 and 2014. The independent auditor's reports for 2012, 2013 and 2014 have been signed by Anders Dons and Henrik Kjelgaard, State Authorised Public accountants.

Ernst & Young S.A. (Luxembourg) has audited OCM Njord Holdings S.à r.l.'s ("Njord Luxco") consolidated financial statements for 2013. The independent auditor's report for 2013 has been signed by Alain Kinsch, Réviseur d'entreprises agréé. Deloitte Audit S.à r.l. (Luxembourg) has audited Njord Luxco's consolidated financial statements for 2014. The independent auditor's report for 2014 has been signed by Eddy Termaten, Réviseur d'entreprises agréé. Alain Kinsch and Eddy Termaten are members of Institut des réviseurs d'entreprises (Luxembourg). The main reason for the change of auditors from Ernst & Young S.A. (Luxembourg) to Deloitte Audit S.à r.l. (Luxembourg) was management of Njord Luxco finding it more appropriate that Deloitte Audit S.à r.l. (Luxembourg) was appointed independent auditors for the Njord group as Deloitte Statsautoriseret Revisionspartnerselskab currently is the independent auditor of TORM.

References to reports made by TORM's independent auditors

Consolidated financial statements for 2012, 2013 and 2014 for TORM A/S

Deloitte Statsautoriseret Revisionspartnerselskab issued an independent auditor's report on TORM's consolidated financial statements for 2012, 2013 and 2014 as presented by management. The auditor's reports provided in the 2012 and 2013 consolidated financial statements were unqualified and without emphasis of matter. The auditor's report provided in the 2014 consolidated financial statements (as of 26 March 2015) was unqualified but with the following emphasis of matter paragraph:

*"Emphasis of matter regarding the financial statements – Going concern and financial restructuring
In forming our unqualified conclusion on the consolidated and parent financial statements, we have considered the adequacy of the disclosure made in note 2 to the consolidated financial statements concerning TORM's liquidity, capital resources and ability to comply with its financial covenants.*

Note 2 to the consolidated financial statements discloses that the Company, Oaktree Capital Management and TORM's lenders have substantially reached an agreement regarding a financial restructuring involving new investors, a forgiveness of part of TORM's current debt and amended loan terms that will allow TORM to continue to trade as a going concern. The final agreement is, however, subject to obtaining the minimum required lender support, shareholder approval by means of authorizations at the Annual General Meeting on 26 March 2015 as well as regulatory approvals.

On 26 March 2015, the Company obtained forbearance on potential events of default related to TORM's existing financing agreements from a sufficient number of lenders, under which the lenders will not enforce any events of default in the period until the earlier of the finalization of a new Restructuring agreement or 23 April 2015. The Company expects that the new Restructuring agreement can be finalized no later than on 23 April 2015, and accordingly, the consolidated and parent financial statements have been prepared using the going concern assumption. The Company's continued operation is dependent upon completion of the financial restructuring, but there can be no certainty that the restructuring will be completed."

References to reports made by Njord Luxco's independent auditors

Consolidated financial statements for 2013 for Njord Luxco

Ernst & Young S.A. (Luxembourg) issued an independent auditor's report on Njord Luxco's consolidated financial statements for 2013 as presented by Njord Luxco's management. The auditor's report provided in the 2013 consolidated financial statements was unqualified and without emphasis of matter.

Consolidated financial statements for 2014 for Njord Luxco

Deloitte Audit S.à r.l. (Luxembourg) issued an independent auditor's report on Njord Luxco's consolidated financial statements for 2014 as presented by Njord Luxco's management. The auditor's report provided in the 2014 consolidated financial statements was unqualified but with the following emphasis of matter:

"Emphasis of matter

We draw attention to Note 25 to the consolidated financial statements, which describes the subsequent event whereby OCM Njord Holdings S.à r.l. will contribute OCM (Gibraltar) Njord Midco Ltd and all of its subsidiaries to TORM A/S in exchange for shares in TORM A/S. Our opinion is not modified in respect of this matter.

Other matter

The consolidated financial statements of OCM Njord Holdings S.à r.l. for the period ended December 31, 2013, were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on June 30, 2014."

Prospective consolidated information for the six months ended 30 June 2015 and for the full year 2015 for TORM A/S

Deloitte Statsautoriseret Revisionspartnerselskab has examined the prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 for TORM A/S, as set out on "Part I – 13 Prospective consolidated financial information of TORM A/S for the six months ended 30 June 2015 and for the full year 2015" of this Listing Prospectus. The examinations were conducted in accordance with ISAE 3000 DK, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information, and additional requirements under Danish audit regulation". In this connection, a report was issued giving reasonable assurance that the prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 have, in all material respects, been prepared on the basis of the assumptions disclosed in "Part I - 13. "Prospective consolidated financial information" and in accordance with the accounting policies applicable to the Company. The report, which is unqualified and without emphasis of matter, is set out in "Part I – 13.2. Independent auditors' report on examination of Management's prospective consolidated financial information of TORM A/S for the six months ended 30 June 2015 and for the full year 2015" of this Listing Prospectus.

Unaudited pro forma financial information as of and for the year ended 31 December 2014 for TORM and Njord

Deloitte Statsautoriseret Revisionspartnerselskab has examined the unaudited pro forma financial information as of and for the year ended 31 December 2014 (covering the period 1 January – 31 December 2014) for TORM and Njord, as set out in "Part F - 3. Unaudited pro forma financial information for TORM and Njord" of this Listing Prospectus. The examinations were conducted in accordance with ISAE 3420 DK, "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Listing Prospectus, and additional requirements under Danish audit regulation". In this connection, a report was issued giving reasonable assurance that the pro forma financial information as of and for the year ended 31 December 2014 have, in all material respects, been compiled on the basis of applicable criteria used by Management and in accordance with the basis stated in "Part F – 3. Unaudited pro forma financial information for TORM and Njord", and that this basis with respect to recognition and measurement is consistent with the accounting policies of TORM. The report, which is unqualified and without emphasis of matter, is set out in "Part F – 3.2. Independent auditors' report on examination of Management's unaudited pro forma financial information of TORM and Njord as at and for the year ended 31 December 2014" of this Listing Prospectus.

3. Selected financial information

Reference is made to "Part I – 9. Operating and financial review".

4. Risk factors

Reference is made to the section entitled "Risk factors" above.

5. Information about the Company

5.1 Name, registered office, etc.

TORM A/S
Tuborg Havnevej 18
2900 Hellerup
Denmark

Tel.: +45 39 17 92 00
Web: www.torm.com
email: man@torm.com

The Company also operates under the secondary names Aktieselskabet af 3. november 1986, BWT 3 A/S and Aktieselskabet Dampskibsselskabet TORM.

The Company's registration number (CVR) is 22460218.

The registered office of the Company is situated in the municipality of Gentofte.

5.2 Objects and purposes

The Company's objects, as set out in article 1.3 of the Articles of Association, are to carry out business within shipping, chartering and other transport services, to make investments, including in real property, and to carry out such other business as the Board of Directors may deem incidental to the attainment of the said objects. The objects may be attained by ownership in whole or in part, including as shareholder, partner or otherwise of any other business which has one or more of the objects set out above.

5.3 Date of incorporation and governing law

The Company is registered under Danish law. TORM was incorporated as a limited liability company under the laws of Denmark on 14 January 1889.

5.4 ISIN code

The Company's Pre-Restructuring Shares are admitted to trading and official listing on Nasdaq Copenhagen under ISIN code DK0060082915. The Company's single B Share and single C Share are unlisted.

The Listing Shares are issued with the temporary ISIN code DK0060642643. The Listing Shares is not admitted to trading and official listing on Nasdaq Copenhagen under the temporary ISIN code. Upon completion of the Listing, the Listing Shares will be admitted to trading and official listing under the ISIN code of the Pre-Restructuring Shares, DK0060082915, expectedly on 29 July 2015.

5.5 Financial calendar

The financial calendar for 2015 is available at the Company's website, www.torm.com.

5.6 Financial year and financial reporting

The Company's financial year runs from 1 January to 31 December. The Company publishes interim reports for the first, second and third quarters of the financial year and a full-year report. Annual reports are published in English only, however, the Board of Directors has decided that so far interim reports are also prepared in a Danish version.

5.7 Issuing agent

The Company's issuing agent is:

Danske Bank A/S
Holmens Kanal 2-12
1092 Copenhagen K
Denmark

5.8 Share registrar

The Company's share registrar is:

VP Investor Services A/S
Weidekampsgade 14
P.O. Box 4040
2300 Copenhagen S
Denmark

5.9 Transactions with financial advisers and independent auditors of the Company

Danske Bank and SEB are Joint Global Coordinators of the Listing and will in that connection receive fees and certain representations and warranties and customary indemnification undertakings from the Company. In connection with their usual business activities, Danske Bank and SEB or some of their associates may have provided and may in future provide investment advisory services and carry on ordinary banking business with TORM. Danske Bank and SEB both held Shares in TORM prior to the Restructuring and were among the Participating Lenders that received Consideration Warrants and subscribed for Listing Shares in connection with the Restructuring. As of the Listing Prospectus Date, Danske Bank holds 1.09% of the Shares and 1,209,496,875 Consideration Warrants and SEB holds 0.46% of the Shares and 489,350,375 Consideration Warrants.

Danske Bank and SEB and/or some of their associates may 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 Listing. 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.

Danske Bank and SEB are lenders to TORM. See "Part I – 22. Material contracts" for a description of these loans.

The Company's independent auditors Deloitte Statsautoriseret Revisionspartnerselskab provide advisory services to the Company in addition to statutory auditing and other audit services.

5.10 The Company's history and development

Reference is made to "Part I – 6.2 Overview of TORM prior to the Restructuring" for a description of the Company's history and development.

5.11 Investments

TORM's investments for the financial years 2012, 2013 and 2014 and the three months ended 31 March 2015 and Njord's investments for the financial years 2014 and 2013 are described in "Part I – 9.8 Investments". Further information related to TORM's investments may be found in "Part I – 9.6 Consolidated financial statements for the years ended 31 December 2012, 2013, 2014 for TORM" and in "Part I – 9.5 Consolidated financial statements for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014 for TORM" and to Njord Luxco's investments in "Part I – 9.7 Consolidated financial statements for the years ended 31 December 2013 and 2014 for Njord

Luxco”.

The Company operates globally and thus investments are also made globally.

Apart from the investments made as part of completion of the Restructuring, TORM has not made any material investments during the period from 31 March 2015 and until the Listing Prospectus Date. See “Part I – 6.1 Restructuring” for a description of the Restructuring.

As of the Listing Prospectus Date, TORM has committed to certain ongoing and material future investments, including outstanding installment payments on the six newbuildings contributed indirectly by Njord Luxco as part of the Restructuring. See “Part I – 6.4 Overview of TORM after the Restructuring” for a description of the newbuildings and “Part I – 9.9 Contractual obligations” for further details on the installment payments. Further, TORM is required to repurchase the vessel TORM Amazon in 2017 for approximately JPY 1.5 billion (approximately USD 12.5 million). See “Part I – 22 Material contracts” for further details.

6. Business

6.1 Restructuring

Background

Since 2013, TORM has been working with certain of its lenders to explore options for a comprehensive restructuring to provide new capital for investment, new liquidity for working capital, enable it to right-size its balance sheet and position the Company for longer term growth and success. Subsequently, TORM approached a number of potential investors, including Oaktree Capital Management. On 31 March 2015, TORM's super senior working capital facility (provided under the 2012 Restructuring) expired. TORM obtained forbearance on 26 March 2015 on potential events of default related to TORM's existing financing agreements.

On 13 July 2015, the Restructuring was completed. The Restructuring sought to recapitalize TORM's balance sheet, reducing its overall debt to an expected debt level under the New Financing Agreements of not more than 65% of the value of the assets posted as security as of the Restructuring Completion Date.

Key aspects of the Restructuring

The Restructuring comprised the following distinct steps:

1. Write-down of debt to current asset values against issuance of Consideration Warrants
2. Optional exchange of Scheme claims for A Shares and reinstatement of remaining debt as the New Term Facility
3. Contribution of Njord by Njord Luxco in exchange for a controlling interest in TORM
4. Provision of the New Working Capital Facility
5. Implementation of new corporate governance provisions
6. Admission to trading and official listing of the Listing Shares

Steps 1 to 5 described below were linked and inter conditional with each other to enable completion of the Restructuring.

Step 1: Write-down of debt to current asset values against issuance of Consideration Warrants

On the Restructuring Completion Date, a portion of each Participating Lender's exposure under each of the Pre-Restructuring Debt Facilities was written down so as to reduce TORM's aggregate debt to a notional USD 873 million. In consideration for the write-down, the Participating Lenders received a total of 7,181,578,089 Consideration Warrants issued on a pro rata basis in proportion to the write-down of each Participating Lender's Scheme claim. The Consideration Warrants entitle holders to subscribe for new A shares equivalent to 7.5% of the share capital of TORM as at the Restructuring Completion Date (on an undiluted basis and after issuance of the Listing Shares). The exercise price for the Consideration Warrants is DKK 0.06417 per A Share and is subject to certain adjustments. See "Part I – 21. Additional information" for further information on the Consideration Warrants.

Step 2: Optional Exchange of Scheme claims for equity and reinstatement of remaining Scheme claims as the New Term Facility

Following Step 1, each Participating Lender could elect whether to exchange and cancel between 5% and 100% of its remaining Scheme claim into Listing Shares. The maximum aggregate amount of Scheme claims that could be exchanged was 50% of the remaining Scheme claims outstanding following the write-down under Step 1. Participating Lenders that did not elect to convert at least 5% of their remaining Scheme claim would retain a reduced amount of debt under the New Term Facility as a result of an adjustment.

It was a condition to the Restructuring that the aggregate amount of the facilities under the New Financing Agreements would be not more than 65% of the value of the assets over which they are secured following the Restructuring Completion Date, which includes TORM's fleet prior to the Restructuring and certain of the vessels contributed indirectly by Njord Luxco. As of the Restructuring Completion Date, the aggregate of the New Financing Agreements was 62.90% of the value of the assets over which they are secured.

At the Restructuring Completion Date, a total of 35,672,000,000 Listing Shares were issued to the Participating Lenders that elected to participate in the optional exchange against conversion of debt of USD 305.9 million (equivalent to an optional exchange amount of USD 311.8 million before certain agreed adjustments), corresponding to a price of approx. DKK 0.058116 per A Share. The Scheme claims remaining following the write-down, the exchange of debt for equity and certain adjustments of Scheme claims of Participating Lenders were reinstated as debt pursuant to the New Term Facility Agreement. See "Part I – 22.2 Financing Agreements".

Step 3: Contribution of Njord by Njord Luxco in exchange for controlling interest in TORM

At the Restructuring Completion Date, Njord Luxco contributed to TORM the entire issued share capital of Njord, which together with its subsidiaries owns 25 product tankers (12 of which were unencumbered and 13 of which were encumbered by existing mortgages under the DSF Facility) and has six MR newbuildings on order with expected delivery in late 2015 or 2016. TORM has assumed liability for the remaining capital expenditures related to these newbuildings. In consideration for the contribution of Njord (valued at USD 510.9 million), TORM issued to Njord Luxco a total of 59,354,374,554 Listing Shares (at a price corresponding to approx. DKK 0.058338 per A Share) so that Njord Luxco held the same proportional ownership of TORM at the Restructuring Completion Date as the proportion that the value of the net assets contributed by Njord Luxco (adjusted for remaining capital expenditures related to the newbuildings) bore to the total net asset value of the Combined Group following the Restructuring Completion Date. For information on Njord Luxco's shareholding following completion of the Restructuring, see "Part I – 18. Major shareholders".

Step 4: Provision of the New Working Capital Facility

On the Restructuring Completion Date, certain of the Participating Lenders provided a USD 75 million New Working Capital Facility to TORM. See "Part I – 22.2 Financing Agreements".

Step 5: Implementation of new corporate governance provisions

As part of the Restructuring, new Articles of Association were adopted at the extraordinary general meeting held on 7 July 2015 to implement new corporate governance provisions, including certain minority shareholder protection rights. The Articles of Association are included as Appendix A to this Listing Prospectus.

Step 6: Admission to trading and official listing of the Listing Shares

On the Restructuring Completion Date, all Listing Shares were issued in a temporary, unlisted ISIN code. Issuance of the Listing Shares resulted in a new shareholder structure where the Pre-Restructuring Shares corresponded to less than 1% of the Shares after the Restructuring. See "Part I – 18. Major shareholders" for further details on TORM's major shareholders as of the Listing Prospectus Date. Under the Restructuring Agreement, TORM undertook to file a listing prospectus following completion of the issuance of the Listing Shares in connection with the Restructuring to apply for admission to trading and official listing of the Listing Shares on Nasdaq Copenhagen.

See "Part I – 9.10 Significant events after the balance sheet date" for further details of the accounting impact of the Restructuring.

Scheme of Arrangement

The Restructuring was in part implemented through an English law Scheme of Arrangement as TORM was unable to obtain the required unanimous consent of all Participating Lenders to complete the Restructuring. See "Part I – 22.1 Restructuring Agreement and Scheme of Arrangement".

Other transactions

As part of the Restructuring, on the Restructuring Completion Date TORM sold the DSF Shares to Njord Luxco. See "Part I – 22 Material contracts".

6.2 Overview of TORM prior to the Restructuring

Prior to the Restructuring Completion Date TORM's business was primarily based on the ownership and operation of product tankers for refined oil products. The Company provided transportation services to customers utilizing a fleet of 72 vessels on the water, which the Company owned, chartered in on short or

long-term time charters or managed. TORM conducted most of the fleet management in-house, including the commercial management, which refers to the chartering out and employment of the vessels, and the technical management, which refers to the crewing, service and maintenance of the vessels.

TORM operated worldwide with shore staff in offices in Mumbai (India), Manila (the Philippines), Singapore and Houston (Texas, USA).

In the period from 2006-2008 the Company was focused on increasing the size of its fleet. In this period, the Company ordered 19 newbuildings and chartered in 21 vessels on long-term contracts. In 2007, the Company made its largest acquisition ever when acquiring the U.S. shipping company OMI Corporation in collaboration with Teekay Shipping Corporation. The Company took over a total of 26 product tankers following the acquisition, 11 of which were MR tankers, 13 Handysize tankers and two LR1 tankers.

During the financial crisis and the slowdown of the global economy, that started in late 2008 and resulted in low freight rates and cyclical low vessel values, TORM's financial situation gradually deteriorated. As a consequence, TORM initiated a dialogue with its creditors and achieved a restructuring agreement in 2012 (the "2012 Restructuring"). The solution secured TORM deferral of bank debt, new liquidity and substantial savings from the restructured time charter fleet. However, it did not reduce the amount of vessel financing and the related high degree of debt leverage.

Following the 2012 Restructuring, the depressed freight rate environment for product tankers and especially bulk carriers continued, with substantial negative results for TORM from 2012-2014. This prevented TORM from improving its financial situation in spite of the 2012 Restructuring. As part of the 2012 Restructuring, certain specific option rights were agreed with three bank groups that could trigger a sales process for up to 22 vessels and repayment of the related debt. All option rights have been exercised with a subsequent sale to Oaktree on market terms in April 2013, November 2013 and March 2014, respectively. TORM continued to manage and operate all vessels, both commercially and technically (including crew management), and performed the commercial management in relation to Njord Luxco's three additional vessels. In connection with the last sale of 13 vessels in March 2014, TORM incurred an impairment of USD 192 million, decreasing the equity in the Company below zero. In mid-2013, TORM initiated a process to recapitalize the Company. See "Part I – 6.1 Restructuring" for a description of the Restructuring.

Prior to the Restructuring, TORM was already one of the world's largest product tanker operators by dwt and its Tanker Segment accounted for approximately 96% of its revenue in 2014. The product tankers transport refined oil products such as gasoline, jet fuel, naphtha, kerosene, diesel oil, fuel oil and occasionally crude oil. Up until the Restructuring Completion Date, the TORM-operated product tanker fleet comprised ten LR2, seven LR1, 44 MR and 11 Handysize vessels. Of these, 42 were owned vessels, four were chartered-in vessels, one was a financial lease and 25 were vessels under TORM's commercial management. There were no newbuildings on order. For an overview of each of TORM's vessels, see "Part I - 6.4 Overview of TORM after the Restructuring". TORM's Bulk Segment accounted for approximately 4% of TORM's revenue in 2014 and transported bulk commodities, including coal, iron ore, grain and minerals. Since the summer of 2013, TORM has gradually scaled down its dry bulk activities and is working to phase out the dry bulk activities completely. The dry bulk fleet included four Panamax vessels prior to the Restructuring Completion Date. Of these, two were owned vessels and two were chartered-in vessels with expiry in June and October 2015.

6.3 Overview of Njord prior to the Restructuring

Prior to the Restructuring Completion Date, Njord's fleet comprised 25 product tankers on the water as well as six newbuildings which are yet to be delivered. TORM was the previous owner of 22 out of the 25 vessels on the water. Njord was set up in connection with the acquisition of five TORM vessels in April 2013, when the first of the three bank groups from the 2012 Restructuring exercised its option rights leading to a sale of the vessels. All technical and commercial management has been outsourced and thus Njord had no employees on fixed-term contracts.

6.4 Overview of TORM after the Restructuring

Business overview and strategy

Following the Restructuring Completion Date, the nature of TORM's operations, including the markets in which TORM operates, is largely similar to TORM's operations and markets prior to the Restructuring. Prior to the Restructuring, TORM operated all Njord vessels commercially and had 22 out of 25 vessels in technical management, and as part of the Restructuring TORM acquired and continues to commercially operate all 25 vessels. Three of the 25 vessels are technically managed by a third party. Apart from the assumption of ownership to the 25 Njord vessels and the six MR newbuildings and the resulting increased scale of operations, Management considers that there are no further extraordinary effects on TORM's operations and/or markets from the Restructuring.

The operations are primarily within the Tanker Segment, as the Bulk Segment is being phased out. Currently, only three bulk vessels remain (of which one is chartered-in with expiry in October 2015), and there are no new bulk vessels on order, while the tanker fleet on the water comprises 72 vessels. Based on the unaudited pro forma financial information for the Combined Group (see also "Part F – 3. Unaudited pro forma financial information for TORM and Njord"), the total revenue amounted to USD 795 million, of which 96.6% was related to the Tanker Segment, EBIT amounted to USD 35 million, of which 99.9% was related to the Tanker Segment in 2014, and the total balance sheet amounted to USD 1,603 million as at 31 December 2014. In 2014, based on pro forma numbers, the top ten customers accounted for 54% of total revenue and were all in the tanker segment. See "Part I – 9.5 Consolidated financial statements for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014 for TORM" and "Part I - 9.6 Consolidated financial statements for the years ended 31 December 2012, 2013, 2014 for TORM" for a breakdown of total revenues by segment. TORM has one geographical segment, as the global market is seen as one market and as vessels are not limited to specific geographical markets (although they might be subject to restrictions from certain ports). Accordingly, TORM has strong relationships with and provides services to customers worldwide.

TORM's business model in the Tanker Segment focuses on continued presence in the spot market. This will potentially allow the Company to take advantage of stronger market fundamentals observed especially towards the end of 2014 and through the first half of 2015. In the short term, TORM will not seek to increase the current long-term contract coverage level, as the Company believes there may be potential continued improvement in the market. However, TORM will seek to increase long-term contract coverage if market conditions provide sufficiently attractive rate levels. As of the Listing Prospectus Date, the tanker fleet comprised 68 owned, including one held under financial lease, and four chartered-in on long-term contracts (there are no vessels under commercial management). Further, six newbuildings are on order for delivery in Q3 2015 and Q1 2016.

Within the Bulk Segment, TORM continues to have a cautious view on the dry bulk markets for the coming period. Therefore, the Company will seek to minimize market risk by redelivering vessels and maintaining a high coverage for 2015, primarily from period activity. Since the summer of 2013, TORM has gradually scaled down the Company's bulk activities. TORM has decided to focus all available resources on its scale and operational platform in the product tanker segment. As of the Listing Prospectus Date, TORM's bulk fleet consisted of two owned vessels and one chartered-in vessel with expiry in October 2015. TORM is not subject to restrictions on sale of vessels under its Financing Agreements, and TORM is presently working to phase out its activities in the Bulk Segment. Under the Financing Agreements, a sale of a vessel will trigger a mandatory prepayment obligation for parts of the sales proceeds.

TORM's strategy is to own and operate a modern fleet large enough to provide global coverage. In the long run, this is achieved by contracting newbuildings and through acquisitions and disposals in the second-hand market. TORM considers that the lifetime of a product tanker is approx. 25 years. Some customers prefer to charter vessels that are under e.g. 15 years, whilst others do not have the same requirements. Any update of the fleet will be contingent on the prevailing asset prices (across vessel types and age profiles) at any given time. Historically, the financial effects of sale and purchase of tonnage have been significant due to the cyclical market conditions and asset prices. TORM expects that the sale and purchase of tonnage will remain an integrated part of TORM's business model.

As per the Restructuring Completion Date, TORM has a mandate to use the derivative markets including

the use of freight forward agreements ("FFAs") for hedging and proprietary trading. TORM considers this to be a part of the normal operations of a shipping company.

The strategy of the Combined Group as described above is the current strategy of the Company. TORM expects to convene an extraordinary general meeting to be held in August 2015 for the purposes of electing a new Board of Directors, making certain amendments to TORM's overall guidelines for incentive schemes and remuneration policy, and implementing a share consolidation. See "Part I – 21.7 Extraordinary general meeting". This implies that there may be material changes to TORM's strategy going forward, as a new Board of Directors may have a substantially different opinion on operations, geographic footprint, fleet structure, debt structure, risk mitigation, etc. See also "Part I – Risk Factors".

Vessels owned and chartered-in

As of the Listing Prospectus Date, TORM has a fleet of 72 product tankers on the water divided into 68 owned, including one held under financial lease, and four chartered-in on long-term contracts. The Company's dry bulk fleet consists of two owned vessels and one chartered-in on a long-term contract, all of the Panamax class.

Based on broker valuations, the Combined Group's fleet, excluding the financial lease vessel, had a market value of USD 1,545 million as of 27 March 2015, and the Executive Management estimates that no material changes to the value have occurred since the valuation date. As per the Listing Prospectus Date, no vessels are in pool or under commercial management as the entire Njord fleet (which before the Restructuring fell into these categories) has been transferred to TORM's ownership.

Table 1: Vessels owned¹ as of the Listing Prospectus Date

Vessels	No. of vessels	Average age	Average dwt	Aggregate dwt
Product tankers				
LR2	8	12	104,474	835,792
LR1	7	11	74,021	518,150
MR	42	10	47,887	2,011,238
Handysize	11	12	36,620	402,824
Total product tankers	68	10	55,412	3,768,004
Total dry bulk vessels	2	11	75,054	150,107
Total	70	10	55,973	3,918,111

Note: (1) Includes TORM Amazon which is currently on financial lease and is subject to a repurchase obligation in 2017. See "Part I – 22 Material contracts" for further details

Product tanker fleet

As of the Listing Prospectus Date, the fleet of owned product tankers (including one held under financial lease) counts eight LR2, seven LR1, 42 MR and 11 Handysize product tankers with an aggregate carrying capacity of approximately 3.8 million dwt and an average age of approximately 10 years.

Table 2: Product tanker fleet as of the Listing Prospectus Date

LR2	Shipowning company	Flag	Year built	Dwt
TORM Helene	OCM Njord Helene Inc.	Marshall Islands	1997	99,999
TORM Kristina	VesselCo 1 K/S	Danish	1999	105,001
TORM Gudrun	VesselCo 1 K/S	Danish	2000	101,122
TORM Ingeborg	OCM Njord Ingeborg Inc.	Marshall Islands	2003	99,999
TORM Valborg	OCM Njord Valborg Inc.	Marshall Islands	2003	99,999
TORM Marina	VesselCo 3 K/S	Norwegian	2007	109,672
TORM Maren	VesselCo 1 K/S	Danish	2008	110,000
TORM Mathilde	VesselCo 1 K/S	Danish	2008	110,000

LR1	Shipowning company	Flag	Year built	Dwt
TORM Sara	VesselCo 6 Pte. Ltd.	Singapore	2003	72,718
TORM Estrid	VesselCo 3 K/S	Danish	2004	74,999
TORM Emilie	VesselCo 3 K/S	Danish	2004	74,999
TORM Ismini	VesselCo 3 K/S	Danish	2004	74,999
TORM Signe	VesselCo 6 Pte. Ltd.	Singapore	2005	72,718
TORM Sofia	VesselCo 6 Pte. Ltd.	Singapore	2005	72,718
TORM Venture	VesselCo 1 K/S	Norwegian	2007	74,999

MR	Shipowning company	Flag	Year built	Dwt
TORM Gunhild	OCM Njord Gunhild Inc.	Marshall Islands	1999	44,999
TORM Anne	OCM Njord Anne Inc.	Marshall Islands	1999	44,990
TORM Neches	VesselCo 7 Pte. Ltd.	Singapore	2000	47,052
TORM Clara	VesselCo 3 K/S	Danish	2000	45,999
TORM Cecilie	VesselCo 3 K/S	Danish	2001	44,946
TORM Amazon ¹	T&T Marine S.A	Panama	2002	47,275
TORM San Jacinto	VesselCo 1 K/S	Danish	2002	47,038
TORM Mary ²	OCM Njord Mary Inc.	Marshall Islands	2002	45,990
TORM Vita	OCM Njord Vita Inc.	Marshall Islands	2002	45,940
TORM Caroline	VesselCo 3 K/S	Danish	2002	44,946
TORM Gertrud ²	OCM Njord Gertrud Inc.	Marshall Islands	2002	45,940
TORM Gerd	OCM Njord Gerd Inc.	Marshall Islands	2002	45,940
TORM Thyra	OCM Njord Thyra Inc.	Marshall Islands	2003	45,990
TORM Freya	OCM Njord Freya Inc.	Marshall Islands	2003	45,990
TORM Moselle	VesselCo 3 K/S	Danish	2003	47,024
TORM Rosetta	VesselCo 1 K/S	Danish	2003	47,015
TORM Camilla	VesselCo 3 K/S	Danish	2003	44,990
TORM Carina	VesselCo 3 K/S	Danish	2003	44,990
TORM Horizon	VesselCo 1 K/S	Danish	2004	46,955
TORM Helvig	OCM Njord Helvig Inc.	Marshall Islands	2005	44,990
TORM Ragnhild	OCM Njord Ragnhild Inc.	Marshall Islands	2005	44,990
TORM Thames	VesselCo 1 K/S	Danish	2005	47,035
TORM Kansas	VesselCo 1 K/S	Danish	2006	46,922
TORM Republican	VesselCo 1 K/S	Danish	2006	46,893
TORM Platte	VesselCo 1 K/S	Danish	2006	46,920
TORM Resilience	OCM Singapore Njord Holdings St. Michaelis, Pte. Ltd.	Singapore	2005	49,999
TORM Eric	OCM Singapore Njord Holdings St. Gabriel, Pte. Ltd.	Singapore	2006	49,999
TORM Hardrada	OCM Singapore Njord Holdings Hardrada, Pte. Ltd.	Singapore	2007	45,983
TORM Laura	VesselCo 1 K/S	Danish	2008	52,000
TORM Lene	VesselCo 1 K/S	Danish	2008	52,000
TORM Lotte	VesselCo 1 K/S	Danish	2009	52,000
TORM Louise	VesselCo 1 K/S	Danish	2009	52,000
TORM Lilly	VesselCo 3 K/S	Danish	2009	52,000
TORM Alice	OCM Singapore Njord Holdings Alice, Pte. Ltd.	Singapore	2010	50,500
TORM Alexandra	OCM Singapore Njord Holdings Alexandra, Pte. Ltd.	Singapore	2010	50,500
TORM Aslaug	OCM Singapore Njord Holdings Aslaug, Pte. Ltd.	Singapore	2010	50,500
TORM Agnete	OCM Singapore Njord Holdings Agnete, Pte. Ltd.	Singapore	2010	50,500
TORM Almena	OCM Singapore Njord Holdings Almena, Pte. Ltd.	Singapore	2010	50,500
TORM Agnes	OCM Singapore Njord Holdings Agnes, Pte. Ltd.	Singapore	2011	50,500
TORM Amalie	OCM Singapore Njord Holdings Amalie, Pte. Ltd.	Singapore	2011	50,500
TORM Arawa	OCM Singapore Njord Holdings Arawa, Pte. Ltd.	Singapore	2012	49,999
TORM Anabel	OCM Singapore Njord Holdings Anabel, Pte. Ltd.	Singapore	2012	49,999

Handysize	Shipowning company	Flag	Year built	Dwt
TORM Madison	VesselCo 1 K/S	Danish	2000	35,828
TORM Trinity	VesselCo 1 K/S	Danish	2000	35,834
TORM Rhone	VesselCo 1 K/S	Danish	2000	35,751
TORM Charente	VesselCo 3 K/S	Danish	2001	35,751
TORM Ohio	VesselCo 1 K/S	Danish	2001	37,274
TORM Loire	VesselCo 3 K/S	Danish	2004	37,106

TORM Garonne	VesselCo 1 K/S	Danish	2004	37,178
TORM Saone	VesselCo 3 K/S	Danish	2004	37,106
TORM Fox	VesselCo 1 K/S	Danish	2005	37,006
TORM Tevere	VesselCo 1 K/S	Danish	2005	36,990
TORM Gyda	VesselCo 1 K/S	Danish	2009	37,000

Notes:

- (1) Includes TORM Amazon which is currently on financial lease and is subject to a repurchase obligation in 2017. See "Part I – 22 Material contracts" for further details
- (2) As of the Listing Prospectus Date, one vessel is chartered-out on a long term contract.

Appendix B of this Listing Prospectus contains information about valuations of the Combined Group's vessels obtained from three independent brokers in connection with the Restructuring for the purpose of establishing the financial basis for the combination between TORM and Njord as part of the Restructuring. Appendix B lists two sets of valuation figures: Appendix B, Subpart (1), contains the average of the valuations included in the three valuation reports dated 27 March 2015 requested by TORM from Maersk Broker K/S and two other independent brokers. Appendix B, Subpart (2), contains a copy of the valuation report dated 27 March 2015 from Maersk Broker K/S.

TORM charters in the following product tankers:

Table 3: Product tankers chartered-in as of the Listing Prospectus Date

LR2	Shipowning company	Flag	Year built	Dwt
TORM Margrethe	FSL-25 Pte. Ltd.	Singapore	2006	109,672
TORM Marie	FSL-25 Pte. Ltd.	Singapore	2006	109,647
MR	Shipowning company	Flag	Year built	Dwt
Pretty World	Pretty World Shipping S.A Panama	Hong Kong	2007	51,218
Pretty Jewelry	Pretty Jewelry Shipping S.A Panama	Hong Kong	2006	51,218

Dry bulk fleet

TORM's owned dry bulk fleet consists of two Panamax vessels with an aggregate carrying capacity of approximately 150,107 dwt and an average age of 11 years.

Table 4: Dry bulk Panamax vessels owned as of the Listing Prospectus Date

	Shipowning company	Flag	Year built	Dwt
TORM Anholt	VesselCo 7 Pte. Ltd.	Singapore	2004	74,195
TORM Bornholm	VesselCo 7 Pte. Ltd.	Singapore	2004	75,912

TORM charters in the following vessel:

Table 5: Dry bulk Panamax vessel chartered-in as of the Listing Prospectus Date

	Shipowning company	Flag	Year built	Dwt
Ogna ¹	A/S J. Ludwig Mowinckels Rederi, Norway	Norwegian	2008	75,754

Note: (1) Expiry in October 2015.

All TORM's owned vessels and vessel held under financial lease are financed through the Financing Agreements described in further detail in "Part I – 22 Material contracts".

MR newbuildings

As part of the Restructuring, six MR newbuildings currently being constructed by Sungdong Shipbuilding & Marine Engineering Co., Ltd. ("Sungdong") were contributed to TORM.

Table 6: MR newbuildings as of the Listing Prospectus Date

Hull no	Cost (USD)	Shipowning company	Dimension	Expected capacity (dwt)	Expected delivery ¹
S3087	34,080,000	OCM Singapore Njord Holdings Valdemar Pte. Ltd.	Abt. 183 m	49,915	Sep 2015
S3092	34,080,000	OCM Singapore Njord Holdings Rolf Pte. Ltd.	Abt. 183 m	49,915	Sep 2015
S3088	34,080,000	OCM Singapore Njord Holdings Harald Pte. Ltd.	Abt. 183 m	49,915	Oct 2015
S3089	34,080,000	OCM Singapore Njord Holdings Gorm Pte. Ltd.	Abt. 183 m	49,915	Nov 2015
S3090	34,080,000	OCM Singapore Njord Holdings Knut Pte. Ltd.	Abt. 183 m	49,915	Dec 2015
S3091	34,080,000	OCM Singapore Njord Holdings Leif Pte. Ltd.	Abt. 183 m	49,915	Jan 2016

Note: (1) As of the Listing Prospectus Date, based on information provided by Sungdong it is expected that the newbuildings will be delivered at the time stated

To take delivery of the newbuildings, TORM will need to incur a significant amount in remaining capital expenditures and installment payments during 2015 and early 2016. As of the Listing Prospectus Date, USD 122 million of the installment payments on newbuilding contracts remain.

TORM plans to fund such expenditures from internally generated cash flow. See "Part II – 3.1 Working capital" for a statement as to TORM's working capital during the 12 months following the Listing Prospectus Date and "Part I – 10. Capital Resources" for a description of TORM's capital resources.

TORM has received refund guarantees from The Export-Import Bank of Korea (hull no. S3092, S3091) and Woori Bank (hull no. S3087, S3088, S3089, S3090) as security for pre-delivery installment payments paid to Sungdong. The refund guarantees are limited to an amount of USD 17,040,000 plus interest for each of the newbuildings. The MR newbuildings are free of charters.

Prior to the Restructuring, certain obligations arising under the shipbuilding contracts were guaranteed by Njord Luxco. Subject to the consent of Sungdong and the corresponding refund guarantors replacement guarantees will be provided by TORM following completion of the Restructuring. Until such consent has been received and guarantees from TORM put in place, TORM is to provide a counter-guarantee and indemnity in favour of Njord Luxco.

Ship Management Agreements

All owned vessels are under TORM's management except TORM Hardrada, Njord Eric (to be renamed TORM Eric) and Njord Thyra (to be renamed TORM Resilience). TORM Hardrada and Njord Eric are in technical management by M/S Fleet Ship Management Inc. and TORM Resilience by Bernhard Schulte Shipmanagement. The bareboat chartered vessels TORM Margrethe and TORM Marie are in crew and technical management by V-ships. All technical management agreements are based on BIMCO SHIPMAN terms.

Tanker Segment

TORM is active in the product tanker market ranging from Handysize to LR2. The Company has an extensive set-up with an organization taking care of most functions within both commercial and crew and technical management.

As of 13 July 2015, TORM's coverage in the Tanker Segment for 2015 and 2016 is 10% and 1%, respectively. The limited coverage is in accordance with TORM's strategy and may allow the Company to benefit from a potential further strengthening of the market, but simultaneously it exposes the Company to a potential deteriorating market.

Table 7: Covered and time chartered-in days as of 13 July 2015

	2015	2016	2017	2015	2016	2017
Owned days						
LR2	1.397	2.901	2.903			
LR1	1.166	2.546	2.548			
MR	7.379	17.278	17.051			
Handysize	1.847	3.960	4.004			
Tanker Division	11.789	26.684	26.506			
Panamax	340	728	728			
Bulk activities	340	728	728			
Total	12.129	27.412	27.234			
T/C in days at fixed rate				T/C in costs, (USD/day)		
LR2	-	-	-	-	-	-
LR1	-	-	-	-	-	-
MR	300	104	-	16.000	16.000	-
Handysize	-	-	-	-	-	-
Tanker Division	300	104	-	16.000	16.000	-
Panamax	98	-	-	14.501	-	-
Bulk activities	98	-	-	14.501	-	-
Total	398	104	-	15.631	16.000	-
T/C in days at floating rate						
LR2	340	684	730			
LR1	-	-	-			
MR	-	-	-			
Handysize	-	-	-			
Tanker Division	340	684	730			
Panamax	-	-	-			
Bulk activities	-	-	-			
Total	340	684	730			
Total physical days				Covered days		
LR2	1.738	3.585	3.633	488	350	-
LR1	1.166	2.546	2.548	144	-	-
MR	7.679	17.382	17.051	414	-	-
Handysize	1.847	3.960	4.004	166	15	-
Tanker Division	12.430	27.472	27.236	1.212	365	-
Panamax	438	728	728	50	-	-
Bulk activities	438	728	728	50	-	-
Total	12.868	28.200	27.964	1.261	365	-
Covered %				Coverage rates (USD/day)		
LR2	28%	10%	0%	27.633	24.688	-
LR1	12%	0%	0%	21.341	-	-
MR	5%	0%	0%	29.180	-	-
Handysize	9%	0%	0%	21.157	17.246	-
Tanker Division	10%	1%	0%	26.526	24.375	-
Panamax	11%	0%	0%	6.949	-	-
Bulk activities	11%	0%	0%	6.949	-	-
Total	10%	1%	0%	25.753	24.375	-

Notes: (1) Actual no. of days can vary from projected no. of days primarily due to vessel sales and delays of vessel deliveries. T/C-in days at fixed rate do not include effects from profit split arrangements. T/C-in days at floating rate determine rates at entry of each quarter, and then TORM will receive approx. 10% profit/loss compared to this rate. (2) Fair value of freight rate contracts that are mark-to-market in the income statement (USD m): Contracts not included above: -0,8, Contracts included above: 0,0.

Strategic partnerships

As of the Listing Prospectus Date, TORM has no strategic partnerships. The previous strategic partnership with Maersk Tankers (LR2 Management K/S) was dissolved in 2014 to further simplify and optimize TORM's operational platform.

TORM may consider to enter into strategic partnerships with a few selected vesselowners if they complement TORM's business and matches TORM's service level, customer reach, quality and market approach.

Customers

TORM generates revenue by charging customers for the transportation of refined oil products and crude oil. Many of TORM's largest customers in the Tanker Segment are companies operating in the oil industry such as major oil companies and international trading houses. In all material aspects, the Company's customers are domiciled outside Denmark.

In 2014, the top ten customers accounted for around half of TORM's revenue prior to the Restructuring and around two-thirds in the first quarter of 2015, and this level of customer concentration was also the case for the Combined Group based on the pro forma 2014 financials.

Competition

TORM operates in markets that are highly competitive. The Company competes for charters on the basis of price, vessel location, size, age and condition of the product tankers, as well as on TORM's reputation as an operator. TORM competes primarily with owners and operators of tankers in the Handysize, MR, LR1 and LR2 segments. Management believes that the ownership of tanker vessels is fragmented and divided among major oil companies and independent tanker owners. The fragmented competitive landscape can for instance be illustrated by TORM's market position. TORM as a Combined Group has one of the largest owned fleets, however, according to industry research TORM's owned fleet constituted approximately 3% of the existing global product tanker fleet (in dwt terms).

Bulk Segment

TORM is active in the Panamax segment of the dry bulk market, however, as mentioned above, these activities are in the process of being phased out by TORM.

In the Bulk Segment, TORM's target is to cover a major part of its dry bulk fleet in order to provide as much stability and predictability in the segment as possible until all bulk carrier activities can be ceased. As of 13 July 2015, TORM's coverage in the Bulk Segment for 2015 and 2016 is 11% and 0%, respectively. See Table 7 above for a description of covered and time chartered-in days as of 13 July 2015.

Customers

The customers are generally large, reputable customers well-known to TORM and risk is monitored internally by TORM to ensure good governance. Contracts include spot activity, short-term contracts of up to three months and long-term contracts for up to several years.

Competition

The dry bulk market is very fragmented and is furthermore characterized by a large proportion of operating companies and industrial companies with their own chartering activity such as mining and energy companies. Management believes that the dry bulk market is highly competitive. Operators in the dry bulk business compete on the basis of service, price, vessel location, size, age and condition of the vessel as well as the reputation of the operator.

6.5 The market

The shipping industry provides the most practical and cost effective means of transporting large volumes of cargo over international trade routes. The industry consists of a number of segments which are classified by the cargo shipped. Segments include *inter alia* the dry bulk segment (carrying primarily iron ore, grain and coal) and the tanker segment. The tanker segment can further be divided into the crude tanker segment and the product tanker segment. Each of these segments is cyclical, experiencing fluctuations in freight rates and vessel values. Freight rates and vessel values are primarily the result of the supply of and demand for vessel capacity which fluctuates significantly mainly due to changes in global economic activity.

Crude oil is normally transported over long distances from the production site to large refining facilities or

receiving terminals. Accordingly, to benefit from economies of scale, crude oil is typically carried on the largest vessels that fit the harbor facilities at loading and discharging ports. Smaller vessels will typically be used for regional trades or where the cargo is going into ports that are too small for the largest tankers.

Refined oil products have a more complex trading pattern than crude oil, reflecting the multitude of products carried and regional imbalances between refinery capacity and product demand. Tankers used to carry refined oil products, called product carriers or product tankers, are typically smaller than crude oil tankers, reflecting smaller trading lots and the need to load and discharge at smaller ports.

The supply and development of vessel capacity is measured by the amount of suitable vessel capacity available to carry cargo and is determined by the size of the existing fleet within a particular shipping segment, the number of newbuildings on order, general service speed (e.g. slow-steaming), the scrapping of older vessels and the number of vessels out of active service (i.e. laid-up, dry-docked or otherwise not available for hire) or in port congestion. In addition to prevailing and anticipated freight rates, factors that affect the rate of newbuildings, scrapping and laying-up include newbuilding prices, steel prices, yard capacity, vessel operating costs, availability of financing and costs associated with compliance with environmental and other global regulatory requirements.

The demand for vessels is primarily determined by the quantity of cargo to be transported and the distance from origin to destination.

The supply and demand dynamics in the different segments within the shipping industry, while correlated, behave independently and are governed by different macroeconomic drivers. Vessels are designed to operate in a specific shipping segment and do generally not compete with vessels operating in another segment.

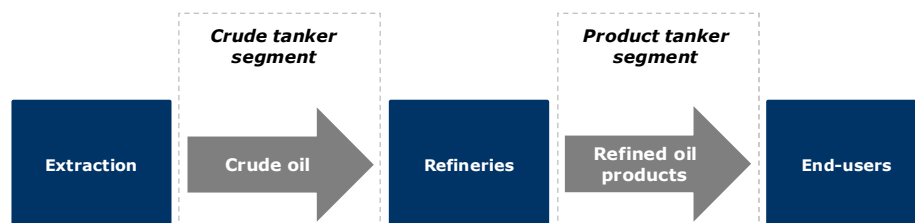
6.5.1 The product tanker segment

Introduction

The tanker segment provides transportation of crude oil and refined oil products from the point of extraction to refineries and finally to the end-user markets. Crude tankers carry crude oil from the point of extraction to refineries whereas product tankers carry refined products from refineries to the end-user markets.

In addition, the tanker segment provides transportation of chemical products.

Figure 1: Product tankers' position in the value chain



Source: *TORM*

Product tankers carry refined oil products such as:

- Gasoline
- Jet fuel
- Kerosene
- Naphtha
- Diesel oil
- Fuel oil

The product tanker market is dominated by oil traders, oil companies, vessel operators, pool companies and independent shipowners and is relatively fragmented. Management estimates that TORM has one of the world's largest product tanker fleets measured by the number of owned vessels as of the Listing Prospectus Date. End users are mainly oil companies, oil traders, petrochemical companies, government agencies and power plants.

The quality of product tankers and operations has improved over the past several years, as charterers and regulators have focused on safety and protection of the environment. Legislation, regulations, protocols and classification society procedures and regulatory organizations, such as the OPA (Oil Pollution Act of 1990 of the U.S.) and the IMO, have demanded higher-quality product tanker construction, maintenance, repair and operations. Charterers of all types are selective in their acceptance of product tankers and inspect both vessels and companies on a periodic basis. Although these changes have imposed costs and potential liabilities on product tanker owners and operators, they have also raised barriers to entry and favored shipowners with high-quality, young fleets and operations. Limitations imposed by port states and the IMO on trading of older single-hull vessels have accelerated the commercial obsolescence of older, poor-quality product tankers.

Vessel categories

It is common in various shipping segments to distinguish vessels based on size, normally measured in dwt. The following vessel categories are normally used in the product tanker segment:

Table 8: Product tanker categories

Vessel categories	Dwt	Primary products	Primary routes
Small Tankers	10,000 – 26,999	Various refined product	Coastal trades
Handysize	27,000 – 41,999	Various refined products	Coastal trades
Medium Range (MR)	42,000 – 59,999	Gasoline and diesel	Regional trades
Long Range 1 (LR1)	60,000 – 83,999	Various refined products	Middle East Gulf to the Far East
Long Range 2 (LR2)	84,000 - 119,999	Naphtha	Middle East Gulf to the Far East

Source: TORM

The Company operates vessels within the Handysize, Medium Range ("MR"), Long Range 1 ("LR1") and Long Range 2 ("LR2") vessel categories.

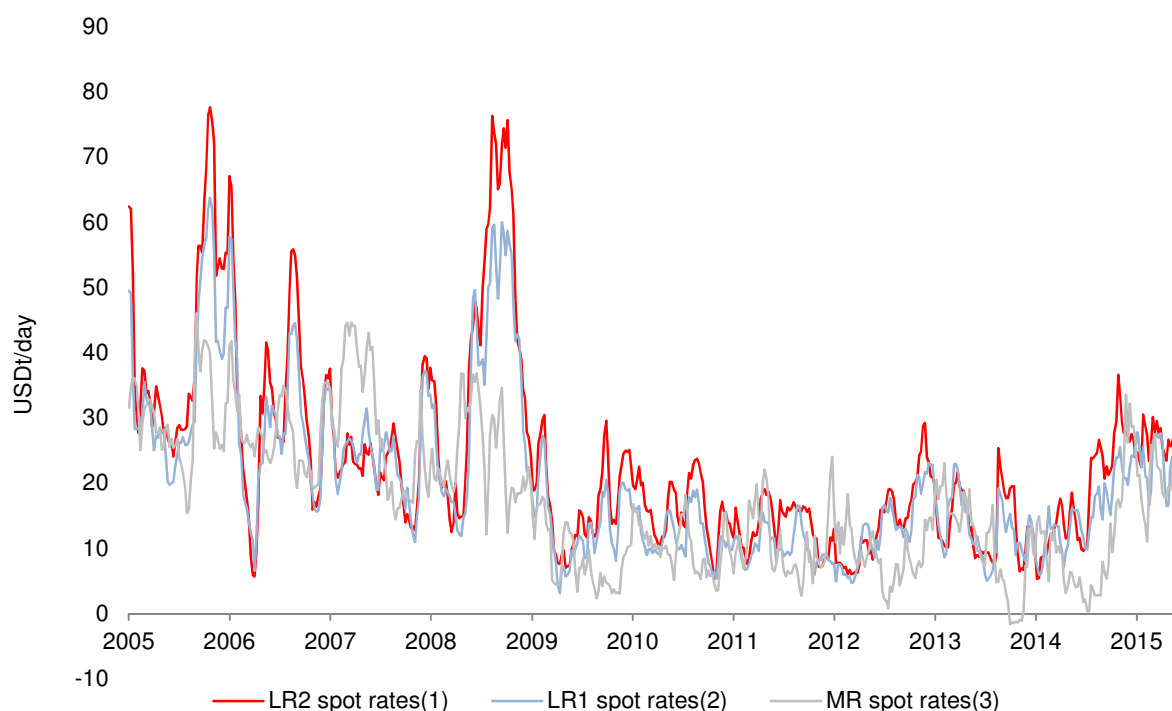
Depending on the size of the product tanker, it provides the operator with different advantages. The LR1 and LR2 tankers provide an operator with greater economies of scale, whereas the Handysize and MR tankers provide an operator with greater flexibility to enter more ports and thereby routes.

Although product tankers can carry both crude oil and refined oil products, they mostly carry refined oil products and generally do not switch due to strict cleaning requirements for prevention of contamination. Generally crude tankers do not have the opportunity to switch into refined oil products, as they generally do not have a coating protecting the tanks against corrosive cargo.

Freight rates

Rates earned by product tankers are influenced by a number of factors, including the state of the global economy. Following the global economic slowdown in 2008, the demand for product tanker services has been weak compared to the record number of newbuildings, and the rates have been under pressure in the period 2009 to 2014, even with short periods of negative rates at TCE level. Recently, however, an increasing trend in freight rates has been observed leading freight rates to be among the highest quarterly levels since 2008.

Figure 2: Development in product tanker spot rates



(1) LR 2 Ras Tanura – Chiba Clean 75k average earnings
 (2) LR 1 Ras Tanura – Chiba clean 55k average earnings
 (3) MR Rotterdam – New York clean 37k average earnings
 Note: 2015 figures as of 30 June 2015
 Source: Industry research

The table below states the average annual spot rates for key benchmark routes for the individual vessel segments. Freight rates can, however, differ significantly within each vessel segment depending on the route and the cargo. The MR and LR1 product tankers have seen a significant increase in average freight rates from 2014 to H1 2015, whereas the average freight rates for the LR2 tankers have been growing strongly since 2013.

Table 9: Average annual product tanker spot rates (USDt/day) as of July 2015

Vessel Category	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015H1
Market benchmarks (average annual product tanker spot rates (USDt/day))											
LR2 (1)	42.1	31.9	23.7	41.3	16.9	16.0	13.4	14.2	13.7	18.3	28.2
LR1 (2)	35.5	28.3	24.2	34.9	13.7	12.0	10.3	12.9	13.	15.2	24.5
MR (3)	29.9	27.6	28.8	24.7	8.6	10.1	10.7	9.1	10.5	10.3	21.1

(1) Ras Tanura Chiba clean 75k average earnings
 (2) Ras Tanura Chiba clean 55k average earnings
 (3) Rotterdam New York clean 37k average earnings
 Note: 2015 figures as of 1 July 2015. Data on Handysize tankers is not available
 Source: Industry research

In general, as the smaller product tankers such as Handysize and MR provide larger flexibility in terms of routes, cargo and ability to enter more ports, demand for smaller product tankers tends to be less volatile compared to the demand for larger product tankers such as LR1 and LR2, which are only suitable for certain routes and cargo due to their size and construction. As a result, freight rates for smaller product tankers tend to show less fluctuation compared to larger product tankers.

Supply and demand for product tankers

The supply of and demand for product tanker capacity are driving freight rates and vessel values.

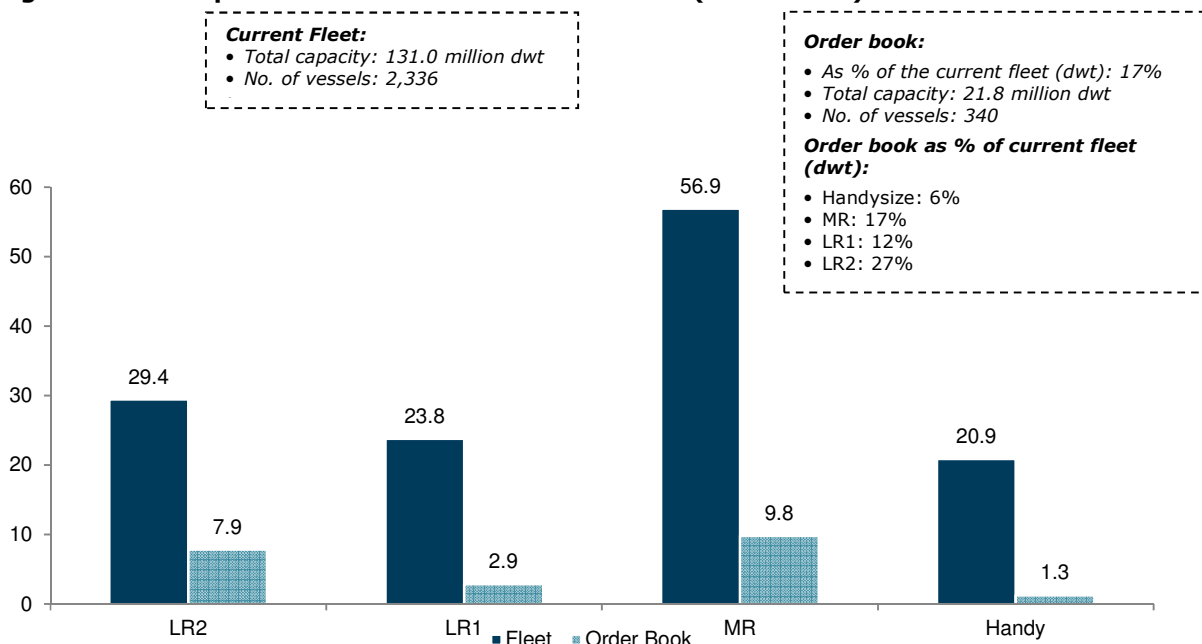
Supply

The supply of product tankers and the development of supply are measured by the amount of vessel capacity available to carry cargo and is determined by the size of the existing fleet in the product tanker segment, the number of newbuildings on order, the scrapping of older product tankers and the number of product tankers out of active service (i.e., laid-up, dry-docked or otherwise not available for hire) or in port congestion. Factors affecting the supply and growth of the product tanker fleet include:

- The number of newbuildings on order and being delivered
- The number of vessels used for floating storage
- General service speed (e.g. slow-steaming)
- The number of product tankers laid up
- The number of product tankers scrapped for obsolescence or subject to casualties
- Prevailing and expected future charter hire rates
- Costs of bunkers, fuel oil and other operating costs
- The efficiency and age of the world product tanker fleet
- Shipyard capacity
- Port and canal congestion
- Government and industry regulation of maritime transportation practices, in particular environmental protection laws and regulations

Based on industry research, the total global product tanker fleet capacity at 30 June 2015 was 131.0 million dwt. The MR segment accounted for the largest part of the product tanker fleet.

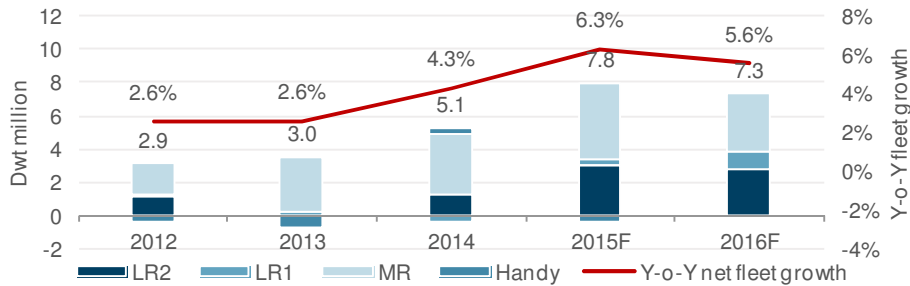
Figure 3: Global product tanker fleet and order book (dwt million) as of 30 June 2015



Vessel definitions used in above table: Handysize (27,000-41,999 dwt), MR (42,000-59,999 dwt), LR1 (60,000-83,999 dwt) and LR2 (84,000 - 119,999 dwt)
Source: Industry research

The global product tanker fleet has increased in recent years as the strong economic growth prior to 2008 led to significant investments in newbuildings. Subsequently, the economic slowdown combined with deteriorating freight rates led to a significant decrease in orders. Recently, however, the order books have increased again, and as a result, the year-on-year growth in the product tanker fleet is expected to increase in the coming years. Based on industry research, the order book at 30 June 2015 totaled 21.8 million dwt corresponding to 17% of the total fleet, which is estimated to be in line with other major shipping segments: dry bulk (20%), crude tankers (14%) and container vessels (18%).

Figure 4: Expected net fleet growth in product tanker update as of 6 May 2015



Note: Numbers in the figure do not take into account the effect of cancellations or new orders.

Vessel definitions used in above table: Handysize (27,000-41,999 dwt), MR (42,000-59,999 dwt), LR1 (60,000-83,999 dwt) and LR2 (84,000 – 119,999 dwt)

Source: Industry research

Management expects that only part of the product tankers in the shipyards' order books will be delivered. Besides order book cancellations, significant slippage, or vessel delivery delay, continues to impact the global product tanker supply. Furthermore, a phase-out of product tankers is expected as lower freight rates are pushing vessels with higher operating costs to the scrap yards. In addition, single-hull vessels are in the process of being scrapped, as legislative phase-out requirements have been in place since 2010. However, there is currently excess yard capacity available for additional newbuildings and this, combined with the recent introduction of eco-designed vessels, which reduces fuel consumption and thereby the impact on environment, may increase the global product tanker fleet.

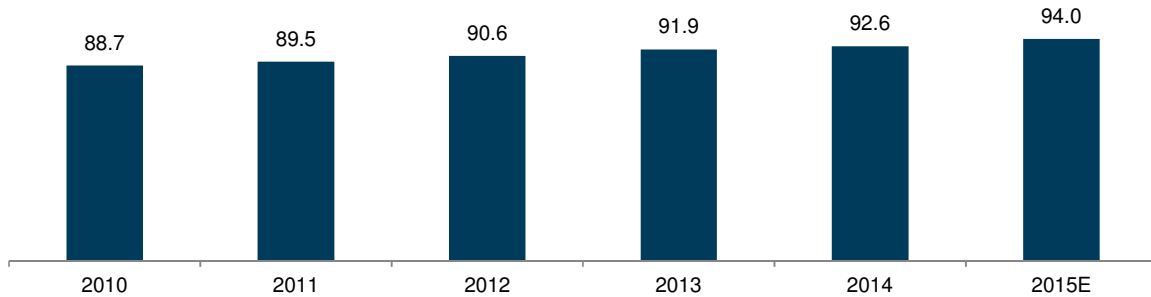
Demand

The demand for product tankers is primarily determined by the quantity of cargo to be transported and the distance from origin to destination. The demand is affected by a number of external factors including:

- World and regional economic conditions
- Oil demand
- Oil price curve (influencing the level of floating storage)
- Product imbalances (affecting the level of trading activity)
- The regulatory environment
- Environmental issues and concerns
- Developments in international trade
- Climate
- Competition from alternative energy sources
- Armed conflicts

The global oil consumption decreased in 2008 and 2009 compared to 2007 as a consequence of the global economic slowdown combined with historically high oil prices. Following the lows of 2009, the consumption has been on the rise, with 2014 reaching 92.6 million barrels per day ("bpd"). According to industry research, oil demand is expected to grow by 1.5% in 2015 compared to 2014 and reach 94.0 million bpd.

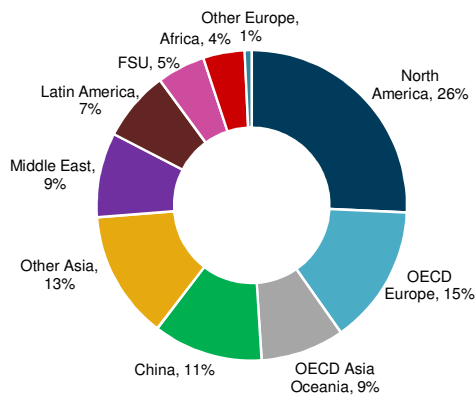
Figure 5: Global oil demand (bpd, million)



Source: Industry research

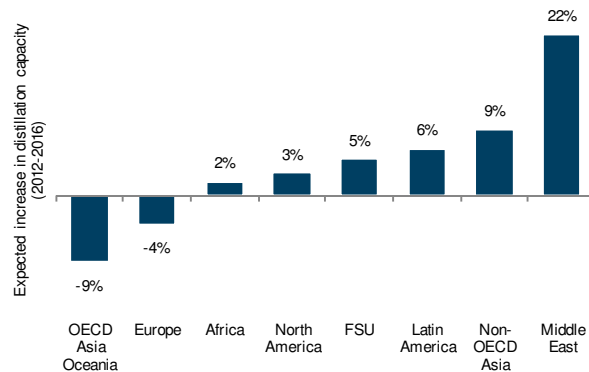
The production of refined oil products is undergoing a structural shift. The distance between points of production and points of consumption is expected to increase and thereby be a driver of product tanker demand. Historically, large crude tankers, such as Very Large Crude Carriers (VLCCs), were used to transport oil from the supply locations to refineries, which were typically constructed close to the demand locations. Increasingly, refineries located close to source of demand, e.g. in the U.S. or Western Europe, are uncompetitive relative to newer, lower-cost refineries located in export-oriented economies such as India and the Middle East. To illustrate, in the period from 2012 to 2016 the refinery capacity in the Middle East and non-OECD Asia is expected to increase by 22% and 9%, respectively, compared to Europe, where a decline in refinery capacity of 4% is expected. North America has rebounded over the past years and is now expected to see growth of approximately 3% in refinery capacity over the period.

Figure 6: Estimated world oil consumption in 2015 as of 11 June 2015



Source: Industry research

Figure 7: Estimated world refinery capacity added by region from 2012 to 2016 as of 11 June 2015



Source: Industry research

Based on industry research, Management expects that a large proportion of the increased refinery capacity in the Middle East will be used for exports to the European markets. As a result, an increasing proportion of refined products is expected to be transported in seaborne trade to reach the end markets. The increase in both the quantity of refined oil products to be transported and the distance from point of production to point of consumption is known in the industry as the "ton-mile" effect.

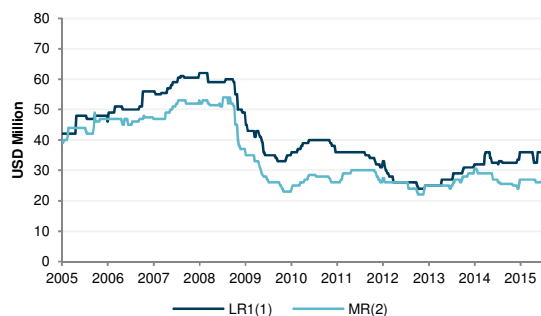
As demand for product tankers is strongly correlated with the demand for oil products, demand for product tankers may increase during cold winter months and fall during warm summer months in the Northern Hemisphere. The seasonality may be further supported by maintenance of refineries. However,

these effects vary from year to year and as such there is no guarantee that seasonality will affect demand for product tankers.

Vessel values

Vessel values are correlated with the expected development in freight rates as well as the availability of ship financing. Vessel values have decreased significantly since the peak in 2008, with second hand values seeing the largest decrease. Second hand values tend to be more volatile than newbuilding values as they are to a larger extent exposed to the spot market, whereas newbuildings, with delivery time of typically 18 – 36 months, are more affected by the expected long-term level of freight rates. In 2010, second hand values and newbuilding values increased from the low point in 2009, but have during 2011 up until 2013 decreased steadily, with limited sales and purchase activity. Over the past couple of years, there has been a slight upwards movement, especially in second hand values, however, levels are still far below the heights of 2008.

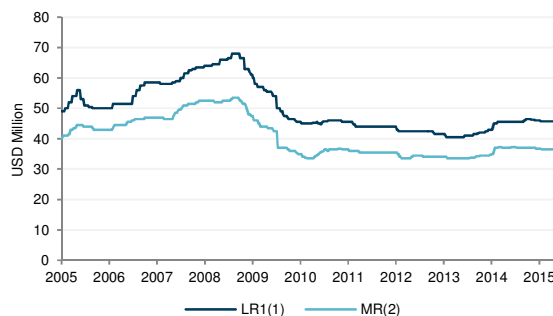
Figure 8: Five year old second hand values as of 30 June 2015



- (1) Panamax D/H 73k DWT 'Coated' five year old second hand prices; Note: Approximately 68k until Nov. 2001 'Coated' as from Mar. 2008, 70k until Feb. 2010
- (2) Panamax D/H 47k DWT 'Coated' five year old second hand prices; Note: 40k until Nov. 2001 45k from Nov. 2001 to Mar. 2008

Note: 2015 figures as of 30 June 2015
Source: Industry research

Figure 9: Newbuilding values as of 30 June 2015



- (1) 73-75k DWT Coated Panamax Tanker Newbuilding Prices; Note: 68k until Sep. 2009, 70k (coated) from Jan. 2002 to May 2008, 73-75k thereafter
- (2) 47-51K DWT Product Tanker Newbuilding Prices; Note: 47k from Jan. 2002 to May 2008, 47-51k thereafter

Note: 2015 figures as of 30 June 2015
Source: Industry research

6.5.2 The dry bulk segment

Introduction

The dry bulk segment provides seaborne transportation of bulk commodities. The main categories of cargo transported by dry bulk carriers are:

- Coal
- Iron ore
- Grain
- Minerals

The dry bulk segment is highly fragmented with many owners and operators, including mining and energy companies, state-controlled shipping companies and independent operators.

Vessel categories

Dry bulk vessels are generally single deck vessels transporting unpacked dry cargo, which is loaded through hatchways into the hold of the vessels. TORM operates in the Panamax segment with three vessels, however, the Company intends to phase out the bulk activities completely. The Panamax segment comprises vessels with a cargo carrying capacity of 60,000 – 83,999 dwt. The vessels are used primarily for coal and grain cargos on longer routes such as from North America to the Far East and South America to Europe.

Freight rates

Freight rates for dry bulk vessels are largely influenced by the level of the economic activity and the distance between the major trade areas as well as the size of the global dry bulk fleet. Following the economic slowdown in 2008, freight rates fell to a 10-year low in Q4 2008. However, freight rates rebounded significantly during 2009 and maintained this level in most of 2010. Since the end of 2010 and up until the Listing Prospectus Date, freight rates were at a low in H1 2015 and continue to be under significant pressure as a result of the large influx of new tonnage, especially in the larger segments, and weakened demand.

The table below states the average annual spot rates for key benchmark routes for the Panamax segment. Freight rates can, however, differ significantly within the Panamax segment depending on the route.

Table 10: Average annual Panamax spot rates (USDt/day) as of 1 July 2015

Vessel category	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015H1
Panamax (1)	24.7	23.8	56.8	49.0	19.3	25.0	14.0	7.7	9.5	7.7	5.0

(1) 74,000 dwt, maximum 12 years of age, average spot earnings

Note: 2015 figures as of 1 July 2015

Source: Industry research

Supply and demand for dry bulk vessels

The relationship between the supply of and demand for dry bulk capacity decides freight rates and vessel values.

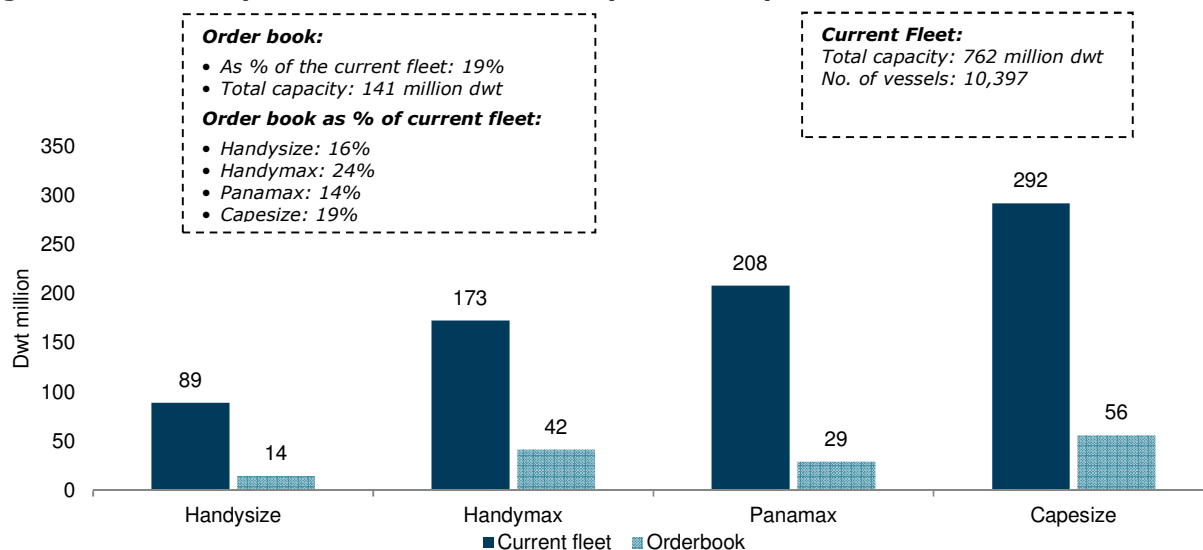
Supply

The supply of dry bulk vessels and the development of supply are measured by the amount of vessel capacity available to carry cargo and is determined by the size of the existing fleet in the dry bulk segment, the number of newbuildings on order, the scrapping of older dry bulk vessels and the number of dry bulk vessels out of active service (i.e., laid-up, dry-docked or otherwise not available for hire) or in port congestion. Factors affecting the supply and growth of the product tanker fleet include:

- The number of newbuildings on order and being delivered
- The number of dry bulk vessels laid-up
- General service speed (e.g. slow-steaming)
- The number of dry bulk vessels scrapped for obsolescence or subject to casualties
- Prevailing and expected future freight rates
- Costs of bunkers and other operating costs
- The efficiency and age of the global dry bulk fleet
- Shipyard capacity
- Port and canal congestion
- Government and industry regulation of maritime transportation practices, in particular environmental protection laws and regulations

Based on industry research, the global dry bulk fleet as of 30 June 2015 totaled 762 million dwt. The majority of the dry bulk vessel capacity is estimated to be within the Capesize segment, which is estimated to account for 38% of the global dry bulk fleet.

Figure 10: Global dry bulk fleet and order book (dwt million) as of 30 June 2015



Note: Vessel definitions used in above table: Handysize (10,000-39,999 dwt), Handymax (40,000-64,999 dwt), Panamax (65,000-99,999 dwt) and Capesize (100,000+ dwt)

Source: Industry research

Recent years have seen an expansion in the global dry bulk fleet as the economic growth prior to 2008 incentivized dry bulk owners to invest in fleet expansions. However, the economic slowdown caused freight rates to drop, which in turn caused a decrease in the number of newbuilding orders, and the net fleet growth is expected to decrease in the coming years. Based on industry research the order book as of 30 June 2015 totaled 141 million dwt corresponding to 19% of the total fleet.

Demand

The demand for dry bulk vessels is primarily determined by the quantity of cargo to be transported and the distance from origin to destination. The demand is affected by a number of external factors including:

- World and regional economic conditions
- Demand for bulk commodities (e.g. steel, agricultural products and coal)
- The regulatory environment
- Developments in international trade
- Climate
- Armed conflicts

The most significant driver for the dry bulk trade is steel production as iron ore and coking coal are important elements in the production of steel. Based on industry research, iron ore and coking coal combined accounted for 35% of the total dry bulk trade in 2014.

Table 11: Dry bulk commodity trade (million tonnes)

Commodity	2009	2010	2011	2012	2013	2014	2015E
Iron ore	898	991	1,053	1,110	1,189	1,336	1,398
Coking coal	191	236	224	234	264	261	261
Steam coal	616	694	776	890	915	944	935
Grain	321	343	345	374	387	428	430
Minor Bulks	1,097	1,221	1,301	1,355	1,408	1,431	1,460
Total trade⁽¹⁾	3,124	3,486	3,699	3,962	4,164	4,400	4,484

Source: Industry research; Note: (1) Total trade includes bauxite, alumina and phosphate rock, which are not separately mentioned due to the small quantities transported.

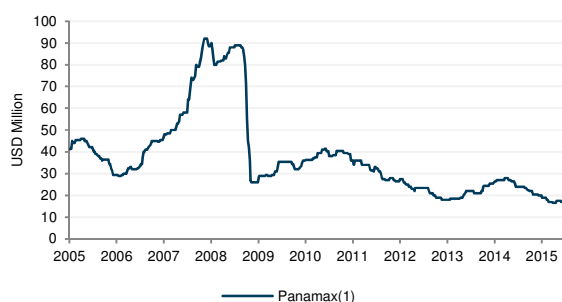
Historically, a few economies have acted as primary drivers of the dry bulk market. In the 1990s, Japan was a key driver due to the growth in the Japanese industrial production. Subsequently, China and other growth markets have acted as important drivers of the recent increase in transported volumes.

Finally, the demand for dry bulk vessels may be affected by seasonality. The demand may increase in the spring in South America or fall in North America during the respective grain harvest seasons. More consistent commodities such as iron ore or coal provide some stability to the dry bulk vessel trade. These trading patterns vary from year to year and, as such, seasonality may affect the demand for dry bulk vessels.

Vessel values

Dry bulk vessel values have developed in parallel with the freight rates and decreased significantly in late 2008 as freight rates dropped due to the economic slowdown and lack of ship financing. As for product tankers, second hand values tend to be more volatile compared to newbuilding values as they are more exposed to the spot market, whereas newbuildings depend on the long-term expectations for the freight rate levels. Second hand values increased in 2009 as fundamentals improved, but have steadily decreased since 2010, except for a short period of improvement from 2013 to 2014. Newbuilding values have shown a similar development from 2009 up until the Listing Prospectus Date.

Figure 11: Five year old second hand values (USD million) as of 1 July 2015



(1) 76k bulk carrier five year old second hand prices
 Note: 2015 figures as of 1 July 2015
 Source: Industry research

Figure 12: Newbuilding values (USD million) as of 1 July 2015



(1) 75-77k dwt Panamax bulk carrier newbuilding prices
 Note: 2015 figures as of 1 July 2015
 Source: Industry research

6.5.3 Contract types for the employment of product tankers and dry bulk vessels

Vessels are employed under a variety of different charter types depending on the degree of control of the vessels.

- **Voyage charter:** The shipment of a specific amount and type of cargo from a load port to a discharge port, subject to various cargo handling terms. Most of these charters are on a spot voyage basis. The shipowner is responsible for paying both operating costs and voyage costs. The charterer is responsible for any delay at the load port or discharge port.
- **Time charter:** Involves the chartering of a vessel for a fixed period and at a fixed rate, which may range from a few days, as in the spot market, to several years. The owner bears operating costs, while the charterer is responsible for the voyage and bunker costs.
- **Bareboat charter:** Involves the chartering of a vessel for a fixed period of time and at a fixed rate. However, unlike a time charter, a bareboat charterer has to pay all operating expenses including maintenance, voyage costs and bunker costs.

- **Contract of affreightment:** Relates to the transportation of specific quantities of cargo with multiple voyages over the same trading route (subject to diversity) and over a specific period of time. Generally, a contract of affreightment ("COA") does not designate a specific vessel or voyage schedule. Thereby, the charterer has the flexibility to determine the individual voyage at a future date, while the shipowner may use different ships to perform these individual voyages. As a result, COAs are mostly entered into by large fleet operators or shipowners with large fleets of the same vessel type. All of the vessels operating, voyage and capital costs are borne by the shipowner while the freight rate normally is agreed on the basis of total volume.

6.5.4 Joint ventures, pools and other types of arrangements

Shipowners can form joint ventures, pools or other types of arrangements in order to gain scale advantages. Scale advantages can be achieved in two ways:

- Cost advantages by merging into one commercial platform
- Operational advantages through fleet optimization and thereby improved utilization

When operated in a joint venture (or pool) the total charter hire for all vessels is divided among all participants according to a predetermined allocation key.

Joint ventures also exist between large customers and shipowners (e.g. oil companies and trading houses).

6.5.5 Freight forward agreements and other derivatives

FFAs and similar financial contracts have emerged as a way to manage operational and commercial risks in the shipping industry. An FFA is a cash-settled contract between two counterparties on a reference freight rate or a composite of rates, representing the cost of chartering a vessel. The contracts are cash-settled, meaning that there is no physical delivery of a vessel or space aboard a vessel.

On settlement of FFAs tied to individual freight routes or a time charter composite, the seller of the FFA is required to pay the buyer if the settlement price is above the contract price. If the contracted freight rate is lower than the settlement price, the buyer is required to pay the seller. The exact price to be paid is an amount equal to the USD/day difference (in the route or composite price) multiplied by the number of days in the contract period and the quantity purchased. Settlement prices are the average of all the spot prices during the delivery period.

There are two categories of FFAs: Clearinghouse FFAs, which comprises the vast majority of FFA trading activity, and non-clearinghouse FFAs. Clearinghouse FFAs are standardized with respect to sizes and maturities, similarly to traded futures contracts. Non-clearinghouse FFAs are privately-negotiated contracts. There are currently several clearinghouses handling FFAs.

In order to manage risk related to movements in the fuel cost, the bunker price is hedged using fuel oil derivatives.

6.5.6 Regulatory framework in the shipping industry

The shipping industry is regulated by a number of governmental, quasi-governmental and private organizations such as the EU, the individual states (flag states), the IMO and classification societies.

A large number of international conventions and national, state and local laws and regulations *inter alia* related to oil pollution, emission control, environmental protection, safety, inspections, governmental permissions, labour law, sanctions, competition law, and taxation, in force in the countries in which TORM's vessels operate or are registered significantly affect or could significantly the ownership and operation of TORM's vessels.

Oil Pollution

CLC

The IMO has negotiated international conventions that impose liability for oil pollution in international waters and in a signatory's territorial waters, including the International Convention on Civil Liability for Oil Pollution Damage of 1969 (the "CLC"), as amended by different Protocols in 1976, 1984, 1992 (the "1992 Protocol") and 2000 (the "2000 Protocol"). Under the CLC and depending on whether the country in which the damage occurs is a party to the 1992 Protocol, a vessel's registered owner is strictly liable for pollution damage caused in the territorial waters of a contracting state or in the exclusive economic zone or equivalent area of a contracting state by discharge of persistent oil, subject to certain defences. The limits on liability outlined in the CLC, the 1992 Protocol and the 2000 Protocol use the International Monetary Fund currency unit of Special Drawing Rights ("SDR"). The exchange rate between SDR and USD was SDR 0.71 per USD 1.00 as at 1 July 2015. Under the 2000 Protocol, liability for vessels not exceeding 5,000 gross tonnes will be limited to SDR 4.51 million. Liability for vessels of 5,000 to 140,000 gross tonnes will be limited to SDR 4.51 million plus SDR 631 for each additional gross ton over 5,000. For vessels of over 140,000 gross tonnes, the liability will be limited to SDR 89.77 million.

The right to limit liability is forfeited under the CLC if the spill is caused by the owner's personal fault, and under the 1992 Protocol if the spill is caused by the owner's personal act or omission, committed with the intent to cause such damage or recklessly and with knowledge that such damage would probably result.

Vessels trading to countries that are parties to these conventions must, if the vessel is carrying more than 2,000 tonnes of oil, provide evidence of insurance covering the liability of the owner in sums equivalent to the owner's total liability for one incident. In jurisdictions where the CLC has not been adopted, various legislative schemes or common law govern the liability of an owner, and liability is imposed either on the basis of fault or in a manner similar to the CLC. TORM has taken out suitable protection and indemnity insurance to cover the liability under the CLC.

OPA

The U.S. Oil Pollution Act of 1990 ("OPA") establishes an extensive regulatory and liability regime for the protection and clean-up of the environment from oil spills. OPA affects all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in United States waters, which includes the United States' territorial sea and its 200 nautical mile exclusive economic zone. Under OPA, vesselowners, operators and bareboat charterers are "responsible parties" and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or threatened discharges of oil from their vessels.

OPA defines these other damages broadly to include:

- natural resources damage and the costs of assessment thereof;
- real and personal property damage;
- net loss of taxes, royalties, rents, fees and other lost revenue;
- lost profits or impairment of earning capacity due to property or natural resources damage; and
- net cost of public services necessitated by a spill response, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources.

OPA limits the liability of responsible parties to USD 2,000 per gross ton for vessels of the type that TORM owns and operates. These limits of liability do not apply if an incident was directly caused by a violation of applicable United States federal safety, construction or operating regulations or by a responsible party's gross negligence or wilful misconduct, or if the responsible party fails or refuses to report the incident or to cooperate and assist in connection with oil removal activities.

In addition, the U.S. Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), which applies to owners and operators of vessels, contains a similar liability regime and provides for clean-up, removal and natural resource damages associated with discharges of hazardous substances (other than oil). Liability under CERCLA is limited to USD 300 per gross ton.

OPA requires owners and operators of vessels to establish and maintain with the U.S. Coast Guard evidence of financial responsibility sufficient to meet their potential liabilities under the OPA. The U.S. Coast Guard has implemented regulations requiring evidence of financial responsibility in the amount of USD 2,300 per gross ton, which includes the OPA limitation on liability of USD 2,000 per gross ton and the CERCLA liability limit of USD 300 per gross ton. Under the regulations, vesselowners and operators may evidence their financial responsibility by showing proof of insurance, surety bond, self-insurance or guaranty. Under OPA, an owner or operator of a fleet of vessels is required only to demonstrate evidence of financial responsibility in an amount sufficient to cover the vessels in the fleet having the greatest maximum liability under OPA. The limitation limits are subject to periodic increases. TORM has complied with the U.S. Coast Guard regulations by providing a certificate of responsibility from third party entities that are acceptable to the U.S. Coast Guard evidencing sufficient self-insurance.

OPA specifically permits individual U.S. states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, and some states have enacted legislation providing unlimited liability for oil spills. In some cases, states that have enacted such legislation have not yet issued implementing regulations defining vessel owners' responsibilities under these laws. TORM intends to comply with all applicable state regulations in the ports where the Group's vessels call.

HNS

The International Convention on Liability and Compensation for Damage in Connection with the Carriage of Hazardous and Noxious substances by Sea (the "HNS Convention"), aims to ensure adequate, prompt and effective compensation for damage that may result from shipping accidents involving hazardous and noxious substances. The HNS Convention has not yet entered into force, but if it does, the compliance with the HNS Convention could entail additional capital expenditures or otherwise increase the costs of TORM's operations.

Bunker Convention

The International Convention on Civil Liability for Bunker Oil Pollution Damage (the "Bunker Convention") imposes strict liability on shipowners for pollution damage on the territory, including the territorial sea, and in exclusive economic zones of ratifying states, caused by the escape or discharge of marine fuel from the ship. The Bunker Convention requires registered owners of ships over 1,000 gross tonnes to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the LLMC, see below). TORM believes that its protection and indemnity insurance adequately covers such liability. With respect to non-ratifying states, liability for spills or releases of oil carried as fuel in ships' storage tanks is typically determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

LLMC

The 1996 Protocol of the Convention on Limitation of Liability from Maritime Claims (the "LLMC"), stemming from the London Convention 1976, was amended in 2012 and entered into force in June 2015. The amendments raise the limits of liability for claims for loss of life or personal injury and liability for property claims against shipowners. For claims for loss of life or personal injury, the following amounts are used when calculating the limitation amount:

- for each ton from 2,001 tonnes to 30,000 tonnes: SDR 1,208;
- for each ton from 30,001 tonnes to 70,000 tonnes: SDR 906; and
- for each ton in excess of 70,000: SDR 604.

The limit of liability for property claims for ships not exceeding 2,000 gross tonnes is SDR 1.51 million. For larger ships, the following additional amounts will be used when calculating the limitation amount:

- for each ton from 2,001 tonnes to 30,000 tonnes: SDR 604;
- for each ton from 30,001 tonnes to 70,000 tonnes: SDR 453; and
- for each ton in excess of 70,000 tonnes: SDR 302.

Emission Control and Environmental Regulations

MARPOL

The International Convention for the Prevention of Marine Pollution from Ships, 1973, as amended has been adopted by approximately 150 nations, including many of the jurisdictions in which TORM's vessels operate, and is therefore the main international convention covering prevention of pollution of the marine environment by ships from operational or accidental causes. The pollution prevention requirements set forth in MARPOL are set out in six technical Annexes, each of which governs a different source of pollution. Annex I relates to oil leakage or spilling, Annexes II and III relate to control of pollution by noxious liquid substances carried in bulk and harmful substances carried in packaged form, respectively, Annexes IV and V relate to control of pollution by sewage and garbage, respectively, and Annex VI relates to air emissions. Annex VI was separately adopted by the IMO in September 1997. See "Air Emissions" below.

Air Emissions

In September 1997, the IMO adopted Annex VI to MARPOL to address air pollution from ships. Effective as of May 2005, Annex VI sets limits on sulphur oxide and nitrogen oxide emissions from commercial vessel exhausts and prohibits deliberate emissions of ozone-depleting substances, such as chlorofluorocarbons. Annex VI to the MARPOL also regulates shipboard incineration and the emissions of organic volatile compounds from tankers.

Moreover, Annex VI includes a global cap on the sulphur content of marine fuel used by ships and allows for special areas to be established with more stringent controls on sulphur emissions (as discussed below). A recent amendment to Annex VI seeks to further reduce air pollution by, among other things, implementing a progressive reduction in the amount of sulphur contained in marine fuel. As of 1 January 2012, the amended Annex VI has required that marine fuel contains no more than 3.5% sulphur (reduced from 4.5%). A further progressive reduction to 0.5% will be effective as of 1 January 2020, subject to a feasibility review to be completed no later than 2018.

Sulphur content standards are even stricter within certain emission control areas ("ECAs"). As of 1 January 2015, ships operating within an ECA are not permitted to use marine fuel with sulphur content in excess of 0.1% (reduced from 1%). The amended Annex VI establishes procedures for designating new ECAs. Currently, the Baltic Sea, the North Sea and certain coastal areas of North America were also designated as ECAs, as well as certain areas of the United States Caribbean Sea. The amended Annex VI also establishes new tiers of stringent nitrogen oxide emissions standards for new marine engines depending on the date of installation.

If other ECAs are approved by the IMO or other new or more stringent requirements relating to emissions from marine diesel engines or port operations by vessels are adopted by the EU, the United States or other countries where TORM operates, the compliance with these regulations could entail additional capital expenditures or otherwise increase the costs of TORM's operations.

Greenhouse Gas Regulation

Currently, the emissions of greenhouse gas from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which entered into force in 2005, pursuant to which the countries that have adopted the Kyoto Protocol have been required to implement national programs to reduce greenhouse gas emissions.

Two sets of mandatory requirements to address greenhouse gas emissions from ships entered into force on 1 January 2013. First, the measures added to Annex VI to the MARPOL a new Chapter 4 entitled "Regulations on energy efficiency for ships", making the energy efficiency design index (EEDI) mandatory for new ships and the ship energy efficiency plan (SEEMP) mandatory for all merchant ships of 400 gross tonnage and above regardless of vessel flag or nationality of the owner. These requirements could cause TORM to incur additional compliance costs. In addition, the IMO is planning to implement market-based mechanisms to reduce greenhouse gas emissions from ships at an upcoming session of the Marine Environment Protection Committee (MEPC).

The EU has indicated that it intends to propose an expansion of the existing EU emissions trading scheme to include emissions of greenhouse gas from ships. In July 2013, the European Commission proposed a

legal framework requiring owners of large ships (more than 5,000 gross tonnes) using the EU ports to measure and report annual carbon dioxide (CO₂) emissions as of January 2018. Any passage of climate control legislation or other regulatory initiatives by the IMO, the EU, the United States, or other countries where TORM operates, or any treaty adopted at the international level to succeed the Kyoto Protocol, which restricts emissions of greenhouse gas, could require TORM to make additional investments in TORM's vessels, which cannot be estimated with certainty.

BWM Convention

The BWM Convention aims to prevent the spread of harmful aquatic organisms from one region to another, by establishing standards and procedures for the management and control of ships' ballast water and sediments. The BWM Convention calls for a phased introduction of mandatory ballast water exchange requirements to be replaced in time with mandatory concentration limits. The BWM Convention will not become effective until 12 months after it has been adopted by 30 states, representing the combined merchant fleet of states representing not less than 35% of the gross tonnage of the world's merchant fleet. As of 5 June 2015, 44 States representing 32.86% out of the requisite 35% of the world's merchant fleet tonnage have ratified the Convention. The balance is expected to be obtained shortly. Although the convention has not entered into effect, some countries have already implemented the provisions of the BWM Convention in their national laws.

Under the BWM Convention, mid-ocean ballast exchange would be mandatory. Vessels would be required to be equipped with a ballast water management system that meets mandatory concentration limits no later than after the first intermediate or renewal survey, whichever occurs first, after the anniversary date of delivery of the vessel in 2014 (for vessels with ballast water capacity of 1,500 to 5,000 cubic metres) or after such date where the minimum adoption level has been achieved (for vessels with ballast water capacity greater than 5,000 cubic metres). If mid-ocean ballast exchange or ballast water treatment requirements become mandatory, the cost of compliance could increase for ocean carriers including TORM. It is difficult to predict the overall impact of such a requirement on TORM's operations, but it may be substantial.

The IMO continues to review and introduce new regulations. It is difficult to accurately predict what additional regulations, if any, may be passed by the IMO in the future and what effect, if any, such regulations might have on TORM's operations.

Wreck Removal Convention

The Nairobi Convention on the Removal of Wrecks (the "Wreck Removal Convention") entered into force on 14 April 2015 and contains obligations for shipowners to effectively remove wrecks located in a member state's exclusive economic zone or equivalent 200 nautical miles zone. The Convention places strict liability on a vesselowner for locating, marking and removing the wreck of any owned vessel deemed to be a hazard due to its proximity of shipping routes, traffic density and frequency, type of traffic and vulnerability of port facilities as well as environmental damage. It also makes government certification of insurance, or other form of financial security for such liability, compulsory for ships of 300 gross tonnage and above.

A member state may remove, or have removed, wrecks that pose a danger or impediment to navigation or that may be expected to result in major harmful consequences to the marine environment or damage to the coastline or related interests of one or more member states. The same applies for a ship that is about, or may reasonably be expected, to sink or to strand, where no effective measures to assist the ship or any property in danger is being taken. The cost of such removal and other measures is for the account of the vesselowner.

Should one of TORM's vessels become a wreck subject to the Wreck Removal Convention, substantial costs may be incurred under the Convention in addition to any losses suffered as a result of the loss of the vessel.

Ship Recycling: The Hong Kong Convention and the EU Ship Recycling Regulation

The Convention for the Safe and Environmentally Sound Recycling of Ships, (the "Hong Kong Convention") aims to ensure that vessels, when being recycled after reaching the end of their operational lives, do not pose any unnecessary risks to human health, safety or the environment. Upon entry into force of the Hong Kong Convention, vessels to be sent for recycling will be required to carry an inventory

of hazardous materials, which will be specific to each vessel. Vessels will be required to have an initial survey to verify the inventory of hazardous materials, additional surveys during the life of the vessel and a final survey prior to recycling.

The convention is open for accession by any state and will enter into force 24 months after the date on which 15 states, representing 40% of world merchant shipping by gross tonnage, have either signed it without reservation as to ratification, acceptance or approval or have deposited instruments of ratification, acceptance, approval or accession with the IMO Secretary-General. Furthermore, the combined maximum annual vessel recycling volume of those states must, during the preceding ten years, constitute no less than 3% of their combined merchant shipping tonnage. As of 5 June 2015, 3 States representing 1.86% out of the world's merchant fleet tonnage have ratified the convention. If the convention comes into force, the effect will be increased costs for vesselowners in order to ensure compliance.

Regulation (EU) No. 1257/2013 on ship recycling (the "EU Ship Recycling Regulation") implements aspects of the Hong Kong Convention for EU-flagged vessels and shipowners resident in the EU. The Regulation provides that EU-flagged vessels must be recycled in a ship yard approved by the European Commission. Further, administrative requirements for vessels including obtaining an inventory of hazardous materials for the vessels (including any inspections required to do so) will enter into force at some point between the end of 2015 and 2018, depending on the combined tonnage of vessels recycled under the Regulation. There are likely to be costs associated with complying with the EU Ship Recycling Regulation, and failure to comply with the Regulation may result in substantial liability for TORM.

The EU Ship Recycling Regulation added to the existing international regulation on ship recycling set out in Regulation (EC) 1013/2006 on Transboundary Movement of Waste (the "EU Waste Regulation") and the 1989 Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and their Disposal (the "Basel Convention"), both of which prohibit or restrict the transboundary transport of waste and which may apply to ship recycling under certain circumstances. Failure to comply with the EU Waste Regulation and the Basel Convention may result in substantial liability for TORM.

Safety Requirements

SOLAS and the ISM Code

The IMO has adopted the International Convention for the Safety of Life at Sea (the "SOLAS Convention") and the International Convention on Load Lines, 1966 (the "LL Convention"), which impose a variety of standards to regulate design and operational features of ships. The SOLAS Convention and LL Convention standards are revised periodically by the IMO. TORM is also affected by the requirements in Chapter IX of the SOLAS Convention, which sets forth the IMO's International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention (the "ISM Code"). The ISM Code requires the shipowner or any person such as the manager or bareboat charterer, who has assumed responsibility for operating the ship, to develop and maintain an extensive safety management system "SMS" that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. The ISM Code also requires that vessel managers or operators obtain a safety management certificate ("SMC") for each vessel they operate. The SMC evidences compliance by a vessel's management with the ISM Code's requirements for a SMS. No vessel can obtain an SMC under the ISM Code unless its manager has been awarded a document of compliance ("DOC") issued in most instances by the vessel's flag state. TORM possesses all material requisite documents of compliance for its offices and safety management certificates for vessels in its fleet for which the certificates are required by the IMO. TORM is required to renew these documents of compliance and safety management certificates annually. Non-compliance with the ISM Code and other IMO regulations may subject the shipowner or bareboat charterer to increased liability, may lead to decreases in available insurance coverage for affected vessels and may result in the denial of access to, or detention in, some ports, including ports in the EU and the United States.

Vessel Security Regulations

Chapter XI-2 of the SOLAS Convention deals with maritime security and imposes various detailed security obligations on vessels and port authorities. It also mandates compliance with the International Ship and Port Facility Security Code (the "ISPS Code"). The ISPS Code is designed to protect ports and international shipping against terrorism. To trade internationally, a vessel must acquire an International Ship Security Certificate ("ISSC") from a recognized security organization approved by the vessel's flag

state indicating that the vessel complies with the mandatory requirements of the SOLAS Convention Chapter XI-2 and Part A of the ISPS Code. The various requirements include:

- on-board installation of ship security alert systems that alert the authorities on shore and do not sound on the vessel;
- development of vessel security plans;
- ship identification number permanently marked on the vessel's hull;
- a continuous synopsis record (CSR) kept on-board showing a vessel's history, including the name of the ship, the state whose flag the ship is entitled to fly, the date on which the ship was registered with that state, the ship's identification number, the port at which the ship is registered and the name of the registered owner(s) and their registered address; and
- compliance with flag state security certification requirements.

Ships operating without a valid ISSC may be detained in port until it obtains an ISSC, or the ship may be expelled from port or refused an entry at port. Moreover, under Chapter VII of the SOLAS Convention vessels transporting dangerous goods must comply with the International Maritime Dangerous Goods Code (the "IMDG Code").

Safety and security in shipping is furthermore regulated by IMO's International Convention on Standards of Training, Certification and Watchkeeping for Seafarers ("STCW"), which establishes minimum standards of competence for seafarers, e.g. minimum mandatory training and certification requirements.

TORM has implemented the various security measures addressed by the SOLAS Convention, the ISPS Code, the IMDG Code and STCW, and TORM's fleet is in compliance with the applicable security requirements.

Other Laws and Regulations

Vessel inspections, licences, certificates, permissions and vetting

A variety of government and private entities subject TORM's vessels to both scheduled and unscheduled inspections. These entities include local port authorities (e.g., local coast guard, port state control, harbour master or equivalent), classification societies, flag state administrations (country of registry), oil major charterers and terminal operators. A number of these entities require TORM to obtain permits, licenses and certificates for the operation of its vessels, as well as vetting or other types of commercial and operational approvals. Each TORM vessel is inspected by a surveyor of the classification society in three surveys of varying frequency and thoroughness: every year for the annual survey, every two to three years for intermediate surveys, and every four to five years for special surveys. Should any defects be found, the classification surveyor generally issues a notation or recommendation for appropriate repairs, which have to be made by the shipowner within the time limit prescribed. Vessels may be required, as part of the annual and intermediate survey process, to be dry-docked for inspection of the underwater portions of the vessel and for necessary repair stemming from the inspection. Special surveys always require dry-docking.

Failure to maintain necessary permits or approvals could lead to substantial costs or temporarily suspend the operation of one or more of TORM's vessels. TORM believes that the heightened level of environmental and quality concerns among insurance underwriters, regulators and charterers is leading to enhanced inspection and safety requirements on all vessels. Increasing environmental concerns have created a demand for vessels that conform to the stricter environmental standards. TORM is required to maintain operating standards for all of its vessels that emphasize operational safety, quality maintenance, continuous training of its officers and crews and compliance with international regulations. TORM believes that the operation of its vessels is in substantial compliance with the international conventions and environmental laws and regulations applicable to TORM as at the date of this Listing Prospectus.

Maritime Labour Convention

The Maritime Labour Convention, 2006 ("MLC") is an international labor convention adopted by ILO which entered into force in 2014. The MLC aims both to achieve decent working conditions for seafarers and to secure economic interests through fair competition for quality vesselowners.

It covers most aspects of their work and life on board including:

- minimum age;
- seafarers' employment agreements;
- hours of work or rest;
- payment of wages;
- paid annual leave;
- repatriation at the end of contract;
- onboard medical care;
- the use of licensed private recruitment and placement services;
- accommodation, food and catering;
- health and safety protection and accident prevention; and
- seafarers' complaint handling.

All commercially operated vessels of 500 gross tonnes or more that operate on international voyages must carry, among other things, two specific documents: The Maritime Labour Certificate (MLCert) and the Declaration of Maritime Labour Compliance (DMLC). These documents will provide prima facie evidence that the vessels are in compliance with the requirements of the MLC. The MLCert and DMLC will be subject to inspection by port state control when vessels enter the ports of other countries that have ratified the MLC. In addition, vessels flying the flag of countries that have not ratified the MLC are also subject to inspection with respect to working and living conditions for seafarers when those vessels enter in port of countries where the MLC is in force.

There are costs associated with complying with the MLC, and the methods to be used by port state control to check and ensure compliance is currently unclear. Given the uncertain interpretation of the MLC and the local legislation enacting it in various countries, there are risks associated with ensuring proper compliance.

Sanctions

Economic and trade sanctions have expanded in the recent past, mainly at the United States, EU and United Nations level. A large portion of such sanctions cover shipping and oil and therefore the industry in which TORM operates. Following completion of the Restructuring, the majority of TORM's share capital is owned by Njord Luxco. Due to this change of ownership, TORM's operations are subject to the regulations, executive orders and other sanctions administered by OFAC which restricts or prohibits certain transactions, dealings and travels involving Sanctioned Persons and Sanctioned Countries, including Cuba, where TORM has historically been active, Iran, North Korea, Sudan and Syria. As of the Restructuring Completion Date, TORM's fleet's travels to and from certain Sanctioned Countries, including Cuba and Iran, are restricted. Further, under the DSF Facility, certain of Njord's vessels are obligated to comply with all sanctions imposed by the United States, UN, EU and UK.

TORM's operations are subject to various anti-bribery laws, including the Danish criminal code (Danish Consolidated Act No. 871/2014), the UK Bribery Act and the U.S. Foreign Corrupt Practices Act. TORM has in place a compliance program aimed to ensure adequate procedures to prevent fraudulent behavior by individuals inside, or with connections to, TORM.

Competition regulation

TORM is subject to competition laws and regulations in the various jurisdictions in which the Company operates. Such laws and regulations address, among other things, entering into agreements with competitors and taking unfair advantage of a dominant market position by, for example, "dumping" prices in an attempt to win additional market share from smaller competitors. TORM has a policy in place to ensure compliance with competition laws.

IMO Polar Code

In November 2014, IMO adopted the International Code for Ships Operating in Polar Waters (the "IMO Polar Code") which is expected to enter into force on 1 January 2017. It will apply to new ships constructed after that date while ships constructed before that date will be required to meet the relevant requirements by their first intermediate or renewal survey, whichever occurs first, after 1 January 2018.

The Polar Code covers design, construction, equipment, operational, training, search and rescue as well as environmental protection matters relevant to ships operating in the waters surrounding the two poles. It also includes mandatory measures covering safety (Part I-A) and pollution prevention (Part II-A) and recommendatory provisions for both parts (Part I-B and II-B). Ships intending to operate in the Antarctic and Arctic must have a Polar Ship Certificate requiring an assessment of operational limitations and plans or procedures or additional safety equipment necessary to mitigate incidents with potential safety or environmental consequences. A Polar Water Operational Manual is also needed on board the ship to provide the owner, operator, master and crew with sufficient information regarding the ship's operational capabilities and limitations in order to support their decision-making process.

US Law

TORM's operations are subject to federal and state laws and regulations that require TORM to obtain and maintain specified permits or governmental approvals; control the discharge of materials into the environment; remove and clean up materials that may harm the environment; or otherwise comply with the protection of the environment. TORM's United States operations are subject to the jurisdiction of the U.S. Coast Guard, (the "Coast Guard"), the National Transportation Safety Board, the U.S. Customs and Border Protection, the Department of Interior, and the Bureau of Safety and Environmental Enforcement, as well as classification societies such as the American Bureau of Shipping. The Coast Guard and the National Transportation Safety Board set safety standards and are authorized to investigate vessel accidents and recommend improved safety standards, and the U.S. Customs and Border Protection is authorized to inspect vessels at will. Coast Guard regulations also require annual inspections and periodic dry-dock inspections or special examinations of TORM's vessels. TORM's operations are also subject to the U.S. Clean Water Act, the U.S. Clean Air Act, the Endangered Species Act, and the Marine Mammal Protection Act, among others.

Tax

TORM is taxed according to the tonnage tax scheme in Denmark and Singapore under which taxable income is not calculated on the basis of income and expenses as under the normal corporate taxation. Instead, taxable income is calculated with reference to the tonnage used during the year. The taxable income of a company for a given period is calculated as the sum of the taxable income under the tonnage tax scheme and the taxable income from the activities that are not covered by the tonnage tax scheme are calculated in accordance with the ordinary corporate tax rules.

7. Organizational structure

7.1 Group structure

TORM A/S is the parent company within the Group. The table below lists the principal subsidiaries as at the Listing Prospectus Date.

Table 12: Overview of principal subsidiaries

Entity	Country of incorporation	Percentage of share capital/voting rights
TORM Crewing Service Ltd.	Bermuda	100%
DK Vessel HoldCo GP ApS	Denmark	100%
DK Vessel HoldCo K/S	Denmark	100%
VesselCo 1 K/S	Denmark	100% through DK Vessel HoldCo K/S
VesselCo 3 K/S	Denmark	100% through DK Vessel HoldCo K/S
VesselCo A ApS	Denmark	100%
VesselCo C ApS	Denmark	100%
OCM (Gibraltar) Njord Midco Ltd	Gibraltar	100%
TORM Shipping India Private Limited	India	100%
OCM Holdings MRs Inc.	Marshall Islands	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Njord Anne Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Chartering Inc.	Marshall Islands	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Njord Freya Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Gerd Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Gertrud Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Gunhild Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Helene Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Helvig Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Ingeborg Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Mary Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Ragnhild Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Thyra Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Valborg Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OCM Njord Vita Inc.	Marshall Islands	100% through OCM Holdings MRs Inc.
OMI Holding Ltd.	Mauritius	100%
OCM Singapore Njord Holdings Agnes, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Agnete, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Alexandra, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Alice, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Almena, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Amalie, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd

OCM Singapore Njord Holdings Anabel, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Arawa, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Aslaug, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Gorm Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Harald Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Hardrada, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Knut Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Leif, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Rolf, Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings St. Gabriel Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings St. Michaelis Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
OCM Singapore Njord Holdings Valdemar Pte. Ltd.	Singapore	100% through OCM (Gibraltar) Njord Midco Ltd
TORM Singapore Pte. Ltd.	Singapore	100%
VesselCo 6 Pte. Ltd.	Singapore	100% through DK Vessel HoldCo K/S
VesselCo 7 Pte. Ltd.	Singapore	100% through DK Vessel HoldCo K/S
TORM USA LLC	USA (Delaware)	100%

The principal subsidiaries do not include subsidiaries without activities as at the Listing Prospectus Date. In addition to the principal subsidiaries, TORM holds principal equity interests in the following jointly-owned entities:

Table 13: Overview of TORM's jointly-owned entities

Entity	Country of incorporation	Percentage of share capital/voting rights
Long Range 2 A/S	Denmark	50%
LR2 Management K/S	Denmark	50%
TORM SHIPPING (PHILS.), INC.	The Philippines	25%

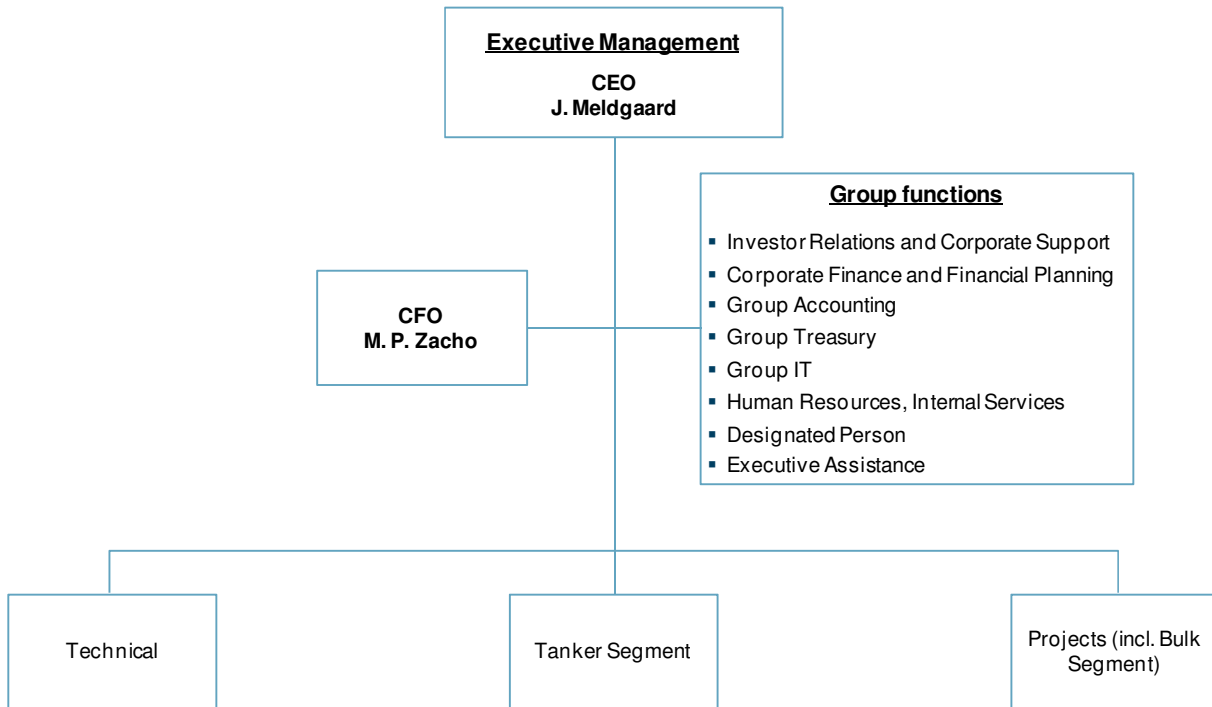
7.2 Functional structure

TORM's main business is primarily within the Tanker Segment. The substantially smaller Bulk Segment, which is being phased out, is currently placed under 'Projects' together with TORM's sale and purchase activities incl. the Insurance, Legal and Research Departments.

The technical activities are covered by its organizational division that supports both segments with technical expertise.

The operations are supported by the corporate functions of Investor Relations and Corporate Support, Corporate Finance and Financial Planning, Group Accounting, Group Treasury, Group IT, Human Resources and Internal Services.

Figure 13: Organizational chart



8. Property, plant, equipment, etc.

8.1 Fleet

Reference is made to "Part I – 6.4 Overview of TORM after the Restructuring".

8.2 Properties leased

The Company leases office space in Hellerup (Denmark), Singapore, Stamford (Connecticut, USA), Houston (Texas, USA) Manila (the Philippines) and Mumbai (India) on fixed-term leases expiring in 2019, 2019, 2017, 2017, 2017 and 2015, respectively. Management considers that the leases have all been entered into on market terms.

8.3 Other owned land and buildings

TORM does not own any real property.

8.4 Environmental and safety requirements applicable to TORM

TORM's vessels are subject to the environmental and safety requirements of public authorities, classification societies and customers, see "Part I – 6.5.6 Regulatory framework in the shipping industry". TORM's policy is that its vessels shall comply, at any given time, with applicable international legislation and regulation regarding ship safety and prevention of pollution of the sea, including any requirements imposed by TORM's customers.

The employment of TORM's vessels may be restricted by existing or new regulation or requirements by public authorities and customers, and TORM may have to invest in new measures necessary to comply with such regulation or requirements.

Most commercial managers require that vessels are approved by one or more of the leading customers in a given market, such as oil majors in the tanker market. In recent years, customers have increased focus on the age of vessels. TORM's policy is that its vessels shall to the greatest extent possible comply with the demands of leading customers and other key customers, thereby maintaining the necessary flexibility to maintain the high levels of employment of the vessels.

8.5 Insurance

This section includes a description of TORM's insurance policies and insurance approach as of the Listing Prospectus Date.

TORM has taken out such insurance policies in relation to its business and operations as Management considers to be suitable considering TORM's operations and applicable requirements of public authorities and of TORM's commercial and financial counterparties.

It is TORM's policy to insure vessels against damage for an amount of not less than the vessel's market value, or 110% of the outstanding debt for which the vessel stands as security, whichever is higher. Should one of TORM's vessels suffer damage or become a total loss, which is covered by insurance, TORM will incur a loss equal to the deductible under the insurance policy for the relevant vessel.

TORM has taken out insurance in relation to a range of risks flowing from the operation of vessels and the transportation of cargo. TORM has taken out liability insurance in relation to damage to or loss of cargo, death and personal injury, pollution, piracy, third party claims, as well as loss due to piracy, damage to hull and machinery and total loss. TORM has also taken out general war risk insurance. Where necessary, these policies are extended to include the risk for vessels sailing in areas of armed conflicts.

TORM has also placed liability insurance covering negligence in relation to commercial and technical

management services provided by TORM to other parties. The Management is also covered by usual directors and officers' liability insurance policies.

The insurance taken out by TORM is subject to terms and conditions, including limitations and deductibles, which Management considers to be suitable considering TORM's operations.

To anticipate and deal with potential future risks in relation to TORM and its business, the Board of Directors evaluates TORM's approach to insurance on an annual basis.

9. Operating and financial review

9.1 Introduction

In this section, "Part I – 9. Operating and financial review", the term "TORM" does in general not include Njord and instead refers to TORM A/S prior to the Restructuring or TORM A/S and its subsidiaries prior to the Restructuring as the context may require.

The financial highlights for TORM for the years ended 31 December 2012, 2013 and 2014 in this section have been extracted from TORM's audited consolidated financial statements for the years ended 31 December 2012, 2013 and 2014. Financial highlights for Njord Luxco are included in this section in lieu of financial highlights for its wholly-owned subsidiary Njord as further described in "Part I – 9.7 Consolidated financial statements for the years ended 31 December 2013 and 2014 for Njord Luxco". The financial highlights for Njord Luxco for the years ended 31 December 2013 and 2014 in this section have been extracted or derived from Njord Luxco's audited consolidated financial statements for the years ended 31 December 2013 and 2014. Njord Luxco's consolidated financial statements are only available for the two years ended 31 December 2013 and 2014, as Njord Luxco was established on 8 April 2013. The financial statements for TORM and Njord Luxco have been prepared in accordance with IFRS as adopted by the EU. TORM's financial statements have in addition been prepared in accordance with additional Danish disclosure requirements for listed companies.

The financial highlights for TORM for the three months ended 31 March 2015 with comparative figures for the same period in 2014 have been extracted from TORM's unaudited interim consolidated financial statements for the three months ended 31 March 2015 with comparative figures for the three months ended 31 March 2014 prepared in accordance with IAS 34 as adopted by the EU. The unaudited interim consolidated financial statements have been prepared using the same accounting policies as for TORM's annual report for 2014 including IFRS standards endorsed by the EU effective for accounting periods beginning after 1 January 2015. Financial highlights for the three months ended 31 March 2015 with comparative figures for the same period in 2014 are not available for Njord Luxco because Njord Luxco is not required to and does not prepare interim financial statements.

This Listing Prospectus also includes unaudited pro forma consolidated financial information for TORM and Njord Luxco as at and for the year ended 31 December 2014, see "Part F – 3. Unaudited pro forma financial information for TORM and Njord".

The information below should be read in conjunction with TORM's audited consolidated financial statements for the years ended 31 December 2012, 2013 and 2014, TORM's unaudited interim consolidated financial statements for the three months ended 31 March 2015 with comparative figures for the three months ended 31 March 2014 and Njord Luxco's audited consolidated financial statements for the years ended 31 December 2013 and 2014 which are included in this Listing Prospectus by reference, see "Part F - 2. Information incorporated by reference".

The following contains a description of TORM's financial condition and results of operations as at and for the three months ended 31 March 2015 with comparative figures for the three months ended 31 March 2014, TORM's financial condition and results of operations as at and for the year ended 31 December 2012 and TORM's and Njord Luxco's financial condition and results of operations as at and for each of the years ended 31 December 2013 and 2014, as well as the material factors that have affected or may affect TORM's and Njord Luxco's ongoing and future operations.

Some of the information contained in this section, including information about TORM's and Njord's plans and strategies for their business and their expected sources of financing, contains forward-looking statements that involve risks and uncertainties. Potential investors should read the section "Risk factors" for a discussion of certain factors that may have a material adverse effect on TORM's and Njord's future performance, results of operations, cash flows and financial position.

TORM and Njord operate in a global industry where, among other things, freight rates are denominated and settled in USD and a majority of the cost base of TORM and Njord is denominated and settled in USD.

Consequently, TORM's and Njord Luxco's financial reporting is in USD.

Table 14: Financial highlights for TORM

	Year ended 31 December			Q1	
	2012	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Income statement⁽¹⁾					
(USD million)					
Revenue	1,121	992	624	183	154
Time charter equivalent ("TCE") earnings	466	443	326	87	103
Gross profit	(93)	150	123	33	61
EBITDA	(195)	96	77	21	53
Operating profit/(loss) (EBIT)	(449)	(91)	(211)	(203)	30
Profit/(loss) before tax	(579)	(166)	(283)	(222)	9
Net profit/(loss) for the year	(581)	(162)	(284)	(223)	9
Net profit/(loss) for the year excl. impairment charges and restructuring costs	(255)	(102)	(77)	(25)	15
	As at 31 December			As at 31 March	
	2012	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Balance sheet					
(USD million)					
Non-current assets	1,971	1,712	1,231	1,278	1,214
Total assets	2,355	2,008	1,384	1,720	1,371
Equity	267	118	(164)	(103)	(153)
Total liabilities	2,088	1,890	1,548	1,823	1,524
Invested capital	2,128	1,823	1,219	1,546	1,204
Net interest-bearing debt	1,868	1,718	1,394	1,662	1,367
Cash and cash equivalents	28	29	45	18	53
	Year ended 31 December			Q1	
	2012	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Cash flow					
(USD million)					
From operating activities	(100)	68	27	10	46
From investing activities	0	93	313	49	(8)
thereof investment in property, plant and equipment	(59)	(41)	(42)	(12)	(8)
From financing activities	42	(161)	(324)	(70)	(30)
Total net cash flow	(57)	1	16	(11)	8

	Year ended 31 December			Q1	
	2012	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Key financial figures⁽²⁾					
Gross margins:					
TCE	41.5%	44.7%	52.2%	47.8%	66.7%
Gross profit	(8.3)%	15.2%	19.7%	18.2%	39.4%
EBITDA	(17.3)%	9.7%	12.3%	11.2%	34.2%
Operating profit/(loss) (EBIT)	(40.0)%	(9.1)%	(33.8)%	(111.0)%	19.4%
Return on Equity (RoE) (p.a.)	(127.4)%	(84.3)%	-	-	-
Return on Invested Capital (RoIC) (p.a.) ⁽³⁾	(19.7)%	(4.6)%	(13.9)%	(48.2)%	9.9%
Equity ratio	11.4%	5.9%	(11.8)%	(6.0)%	(11.2)%
Exchange rate USD/DKK, end of period	5.66	5.41	6.12	5.41	6.94
Exchange rate USD/DKK, average	5.79	5.62	5.62	5.45	6.72

	Year ended 31 December			Q1	
	2012	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Share-related key figures⁽²⁾					
Earnings/(loss) per share, EPS (USD)	(3.3)	(0.2)	(0.4)	(0.3)	0.0
Diluted earnings/(loss) per share, EPS (USD)	(3.3)	(0.2)	(0.4)	(0.3)	0.0
Cash flow per share, CFPS (USD)	(0.6)	0.1	0.0	0.0	0.1
Share price in DKK, end of period (per share of DKK 0.01 each)	1.7	1.4	0.3	1.5	0.5
Number of shares, end of period (million)	728.0	728.0	728.0	728.0	728.0
Number of shares (excl. treasury shares), average (million)	178.2	721.3	721.3	721.3	721.3

Notes:

(1) 2012 figures include effects from TORM's 2012 Restructuring

(2) Key figures are calculated in accordance with the recommendations of the Danish Society of Financial Analysts

(3) Return on Invested Capital is defined as: Operating profit/(loss) divided by average invested capital, defined as average of beginning and ending balances of (equity plus net interest-bearing debt less non-operating assets)

Table 15: Financial highlights for Njord Luxco

	Year ended 31 December	
	(8 April – 31 December)	2014
	2013	2014
Income statement		
(USD million)		
Revenue	23	180
Time charter equivalent ("TCE") earnings	11	99
Gross profit	6	49
EBITDA	5	41
Operating profit (EBIT)	2	16
Profit before tax	2	12
Net profit for the year	2	12

	As at 31 December	
	2013	2014
Balance sheet		
(USD million)		
Non-current assets	184	537
Total assets	202	626
Equity	202	470
Total liabilities	1	157
Invested capital	200	573
Net interest-bearing debt (net cash)	(2)	103
Cash and cash equivalents	2	38

	(8 April – 31 December)	Year ended 31 December
	2013	2014
Cash flow		
(USD million)		
From operating activities	(12)	17
From investing activities	(187)	(378)
thereof investment in property, plant and equipment	(187)	(378)
From financing activities	200	397
Total net cash flow	2	37

	(8 April – 31 December)	Year ended 31 December
	2013	2014
Key financial figures⁽¹⁾		
Gross margins:		
TCE	48.3%	54.9%
Gross profit	24.5%	26.9%
EBITDA	20.1%	22.6%
Operating profit/(loss) (EBIT)	7.0%	8.8%
Return on Equity (RoE) (p.a.) ⁽²⁾	1.5%	3.7%

Note:

(1) Key figures are calculated in accordance with the recommendations of the Danish Society of Financial Analysts

(2) Return on Equity is in 2013 calculated based on Equity as per the date of incorporation on 8 April 2013

9.2 Accounting effects from the 2012 Restructuring

On 5 November 2012, TORM completed the 2012 Restructuring based on an agreement entered into between TORM, certain lenders and certain time charter counterparties. The 2012 Restructuring, *inter alia*, provided for a renegotiation of TORM's then existing debt facilities and a restructuring of TORM's above market time charter and bareboat agreements. The renegotiation of the debt facilities comprised an alignment of the terms of TORM's time charter and bareboat agreements, a rollover of debt, and the provision of a new USD 100 million working capital facility. TORM's time charter and bareboat agreements were aligned with March 2012 market rates or terminated, resulting in aggregate in a significant reduction

of TORM's off-balance sheet liabilities at the time.

In consideration, TORM's lenders and time charter-in counterparties received a restructuring fee and an agreed debt representing a total of approximately USD 200 million that was converted into Shares through conversion of debt. The Share issuance implied that the shareholding of TORM's shareholders prior to completion of the 2012 Restructuring was diluted to 10% of TORM's post-restructuring share capital. The lenders (or their assigns) obtained a 72.8% ownership and the time charter-in counterparties (or their assigns) obtained a 17.2% ownership post-restructuring.

In 2012, TORM's net loss for the year of USD 581 million was impacted by the effect of the 2012 Restructuring of USD 210 million including charter hire costs of USD 135 million related to termination and modification of charter-in debts in respect of operating leases, a net loss of USD 10 million from sale of vessels related to termination of financial lease contracts and fees to advisers of USD 65 million related to the work on the 2012 Restructuring. Furthermore, an impairment charge of USD 74 million relating to five MR vessels classified as held-for-sale and an impairment charge of USD 42 million relating to TORM's 50% investment in FR8 Holdings Pte. Ltd. were recognized in 2012. The net loss for 2012 before impairment charges and restructuring costs was USD 255 million. See page 38-39 of TORM's annual report for the year ended 31 December 2012 for further information on the accounting impact of the 2012 Restructuring.

9.3 Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS requires estimates and assumptions that influence the value of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the value of revenue and expenses during the reporting period. These estimates and assumptions are affected by the accounting policies applied. An accounting estimate is considered critical if the estimate requires the executive management's position on matters that are subject to significant uncertainty, if different estimates could reasonably have been applied or if changes in the estimate that would have a material impact on the financial position or results of operations are reasonably likely to occur from financial period to financial period. The managements of TORM and Njord Luxco believed that the accounting estimates employed for the historical financial statements for TORM and Njord Luxco were appropriate and the resulting balance sheet items were reasonable. However, future results of TORM and Njord Luxco could differ from original estimates requiring adjustments to balance sheet items in future periods.

TORM's Management believes that the most significant accounting estimates and judgments relate to the assessment of whether vessels are impaired.

TORM reviews the carrying amounts of assets quarterly to determine any indication of impairment either due to a significant decline in market value or in the cash flows generated by the assets. In case of such indication, the recoverable amount of the assets is reviewed by assessing the net selling price and the value in use for the significant assets within the two cash generating units, the Tanker Segment and the Bulk Segment. The recoverable amount is estimated at the higher of the net selling price and the value in use.

Njord Luxco has historically reviewed the carrying amounts of assets annually to determine any indication of impairment either due to a significant decline in market value or in the cash flows generated by the assets. Historically, Njord Luxco has not determined such indications compared to carrying amounts.

For the purpose of assessing the net selling price, the market values of the vessels are estimated, for which the most important parameters are the vessels' tons deadweight, the shipyard they were built at and their age. Internal as well as external sources of information are used, including two internationally recognized shipbrokers' valuations.

The value in use is the present value of the future cash flows expected to derive from the cash generating units. The review for potential impairment indicators and projection of future undiscounted and discounted cash flows is complex and requires, to the extent applicable, various estimates, including future freight rates, earnings from the vessels and discount rates. All of these items have historically been volatile.

If the recoverable amount is less than the carrying amount of the asset, the carrying amount is written down to the recoverable amount. The impairment charge is recognized immediately in the income statement.

The carrying amount of the fleet may not represent the fair market value at any point in time as market prices of second-hand vessels to some degree tend to fluctuate with changes in freight rates and the cost of newbuildings. If the expected future cash flows or related assumptions are changing permanently, a reduction of the carrying amounts of the vessels may be required.

The assessment of the value in use is based on the higher of (i) broker values and (ii) the value-in-use calculation. The methodology used for calculating the value in use is based on a number of key assumptions, including forecasts for the next rolling forecast period, the Company's business plans for year two and three, and (iii) 10-year historical average freight rates from Clarksons adjusted by the inflation rate for the period beyond three years. The calculation of the value in use is very sensitive to changes in the key assumptions.

TORM has for the three years ended 31 December 2012, 2013 and 2014 recognized impairment charges related to the fleet of USD 116 million, USD 60 million and USD 192 million, respectively. Njord Luxco has recognized no impairment charges related to the fleet for the two years ended 31 December 2013 and 2014.

9.4 Primary factors affecting the results of operations

TORM and Njord generate revenue by charging customers for the transportation of refined oil products and crude oil using product tankers. TORM also, to a lesser extent, generates revenue from the transportation of dry bulk cargos using dry bulk vessels. Focus is on maintaining a high quality fleet and optimizing the mix between long-term chartered-in and owned vessels. The deployment of the fleet between spot market voyage charters, which generally last from several days to several weeks, and time charters is actively managed. Some of TORM's product tankers have been employed in a pool during 2012-2014.

Important factors affecting the results of TORM's and Njord's operations consist of the following:

- *TCE earnings per available earning day.* TCE earnings per available earning day are defined as revenue less voyage expenses divided by the number of available earning days. Voyage expenses primarily consist of port and bunker expenses that are unique to a particular voyage, which would otherwise be paid by a charterer under a time charter, as well as commissions, freight and bunker derivatives. Presenting revenue net of voyage expenses neutralizes the variability created by unique costs associated with particular voyages or the deployment of vessels on the spot market and facilitates comparisons between periods on a more consistent basis. Under time charter contracts, the charterer pays the voyage expenses, while under voyage charter contracts the shipowner pays these expenses. A charterer has the choice of entering into a time charter (which may be a one-trip time charter) or a voyage charter. TORM and Njord are neutral as to the charterer's choice because they will primarily base their financial decisions on expected TCE rates rather than on expected revenue. The analysis of revenue is therefore primarily based on developments in TCE earnings.
- *Spot charter rates.* A spot market voyage charter is generally a contract to carry a specific cargo from a load port to a discharge port for an agreed freight rate per ton of cargo or a specified total amount. Under spot market voyage charters, TORM and Njord pay voyage expenses such as port, canal and bunker costs. Spot charter rates are volatile and fluctuate on a seasonal and year-on-year basis. Fluctuations derive from imbalances in the availability of cargos for shipment and the number of vessels available at any given time to transport these cargos. Vessels operating in the spot market generate revenue that is less predictable, but may enable increased profit margins during periods of improvements in product tanker rates.
- *Time charter rates.* A time charter is generally a contract to charter a vessel for a fixed period of time at a set daily or monthly rate. Under time charters, the charterer pays voyage expenses such

as port, canal and bunker costs. Vessels operating on time charters provide more predictable cash flows, but can yield lower profit margins than vessels operating in the spot market during periods characterized by favorable market conditions.

- *Available earning days.* Available earning days are the total number of days in a period when a vessel is ready and available to perform a voyage, meaning the vessel is not off-hire or in dry-dock. For the owned vessels, this is calculated by taking operating days and subtracting off-hire days and days in dry-dock. For the chartered-in vessels, no such calculation is required because charter hire is only paid on earning days and not for off-hire days or days in dry-dock.
- *Operating days.* Operating days are the total number of available days in a period with respect to the owned vessels, before deducting unavailable days due to off-hire days and days in dry-dock. Operating days are a measurement that is only applicable to the owned vessels, not to the time chartered-in vessels.
- *Operating expenses per operating day.* Operating expenses per operating day are defined as crew wages and related costs, costs of spares and consumable stores, expenses relating to repairs and maintenance (excluding capitalized dry-docking), cost of insurance and other expenses on a per operating day basis. Operating expenses are only paid for owned vessels. TORM and Njord do not pay such costs for the time chartered-in vessels, as they are paid by the vessel owner and instead factored into the charter hire cost for such chartered-in vessels.
- *Vessel prices.* Vessel prices are affected by freight rates, which can fluctuate significantly. The results of operations can be affected by two factors related to vessel prices:
 - *Impairment tests.* In order to reflect value in use, vessel prices are reviewed in conjunction with market fundamentals. Any indication of impairment is reviewed, both due to significant declines in market values or due to declines in the present values of the estimated future cash flows to be generated by the vessels. See "Part I – 9.3 Critical accounting estimates and judgments" for further details.
 - *Loss/profit from the sale of vessels.* Both loss and profit can be realized in connection with the sale of vessels depending on the selling price and the book value of the vessels sold.

9.5 Consolidated financial statements for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014 for TORM

Income statement

The table below presents TORM's income statement extracted on segment level for the three months ended 31 March 2015 with comparative figures for the same period of 2014.

In the financial statements prior to and including the year ended 31 December 2014, TORM reported EBITDA and EBIT for its two reporting segments, the Tanker Segment and the Bulk Segment. However, TORM no longer provides EBITDA and EBIT for its two reporting segments as TORM does not include the segments' EBITDA and EBIT in the Company's internal management reporting. TORM is therefore not required to disclose EBITDA and EBIT for the two reporting segments in accordance with IFRS.

Table 16: Income statement for TORM for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014

USD million Unaudited	Tanker Segment	Bulk Segment	Unallocated	Total Q1 2014	Tanker Segment	Bulk Segment	Unallocated	Total Q1 2015
Revenue	173	10	0	183	149	5	0	154
TCE earnings	78	10	0	87	99	4	0	103
Gross profit	32	1	0	33	63	(2)	0	61
EBITDA	32	1	(13)	21			(8)	53
Operating profit/(loss) (EBIT)	(163)	1	(41)	(203)			(31)	30
Profit/(loss) before tax				(222)			(52)	9
Net profit/(loss) for the period				(223)			(52)	9
Net profit/(loss) for the period excl. impairment charge				(25)				15

Total revenue for the three months ended 31 March 2015 was USD 154 million, corresponding to a decrease of USD 29 million compared to the three months ended 31 March 2014. The decrease in revenue was primarily due to a decrease in the number of available earning days as discussed below.

TORM's TCE earnings for the three months ended 31 March 2015 were USD 103 million compared to USD 87 million for the three months ended 31 March 2014. The increase in TCE earnings was primarily due to an increase in the weighted average TCE earnings per available earning day of 74% in the Tanker Segment compared to the three months ended 31 March 2014. This was partly offset by a decrease in the number of available earning days of 27% for the Tanker Segment compared to the three months ended 31 March 2014.

TORM's operating profit/(loss) (EBIT) amounted to a profit of USD 30 million for the three months ended 31 March 2015 compared to a loss of USD 203 million for the three months ended 31 March 2014. The increase in EBIT was primarily due to no fleet impairment for the three months ended 31 March 2015 compared to the three months ended 31 March 2014 and increasing freight rates in the product tanker market.

TORM's profit before tax for the three months ended 31 March 2015 was USD 9 million compared to a loss of USD 222 million for the three months ended 31 March 2014, corresponding to an increase of USD 231 million.

TORM's net profit for the three months ended 31 March 2015 was USD 9 million compared to a loss of USD 223 million for the three months ended 31 March 2014, corresponding to an increase of USD 232 million.

TCE earnings – Tanker Segment

Table 17: TCE earnings for the Tanker Segment for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014

Unaudited	LR2	LR1	MR	Handysize	Unallocated	Total
Q1 2014						
Available TCE earning days	880	610	3,115	947		5,552
TCE earnings per earning day, USD	11,499	15,067	14,141	15,404		14,039
TCE earnings Q1 2014, USD million	10	9	44	15	0	78
Q1 2015						
Available TCE earning days	616	612	2,022	818		4,068
<i>Change from Q1 2014 to Q1 2015</i>	(30)%	0%	(35)%	(14)%		(27)%
TCE earnings per earning day, USD	24,825	28,276	24,895	20,035		24,416
<i>Change from Q1 2014 to Q1 2015</i>	116%	88%	76%	30%		74%
Effect on TCE earnings from change in the available TCE earning days, USD million	(3)	0	(15)	(2)		(20)
Effect on TCE earnings from change in TCE earnings per earning day, USD million	8	8	22	4		42
Effect on TCE earnings from change in other, USD million						
TCE earnings Q1 2015, USD million	15	17	50	16	0	99

TCE earnings for the Tanker Segment for the three months ended 31 March 2015 were USD 99 million compared to USD 78 million for the three months ended 31 March 2014, corresponding to an increase of USD 21 million.

During the three months ended 31 March 2015, the product tanker market benefitted from a combination of lower oil prices and higher refinery margins, which led to both a higher end-consumer demand and a supplier-driven increase of transportation of refined products. TORM's largest segment, the MR fleet, achieved average spot rates of USD/day 25,275 for the three months ended 31 March 2015, which is up by 66% year-on-year. The Tanker Segment reported a gross profit of USD 63 million for the three months ended 31 March 2015 compared to USD 32 million for the three months ended 31 March 2014.

In the LR2 fleet, the available earning days decreased by 30% corresponding to a decrease in TCE earnings of USD 3 million caused by the sale of three vessels in 2014, which was offset by increased freight rates of 116% corresponding to an increase of USD 8 million, resulting in a net increase of USD 5 million for the LR2 fleet compared to the three months ended 31 March 2014.

In the LR1 fleet, freight rates increased by 88% corresponding to an increase of USD 8 million compared to the three months ended 31 March 2014.

In the MR fleet, the available earning days decreased by 35% corresponding to a decrease in TCE earnings of USD 15 million caused by the sale of 12 vessels in 2014, which was offset by increased freight rates of 76% corresponding to an increase of USD 22 million, resulting in a net increase of USD 7 million for the MR fleet compared to the three months ended 31 March 2014.

In the Handysize fleet, the available earning days decreased by 14% corresponding to a decrease in TCE earnings of USD 2 million due to a higher number of dry-dockings, which was offset by increased freight rates of 30% corresponding to an increase of USD 4 million, resulting in a net increase of USD 2 million for the Handysize fleet compared to the three months ended 31 March 2014.

TCE earnings - Bulk Segment

Table 18: TCE earnings for the Bulk Segment for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014

Unaudited	Panamax	Handymax	Unallocated	Total
Q1 2014				
Available TCE earning days	637	174		811
TCE earnings per earning day, USD	12,147	19,162		13,652
TCE earnings Q1 2014, USD million	8	3	(2)	10
Q1 2015				
Available TCE earning days	580	-		580
<i>Change from Q1 2014 to Q1 2015</i>	(9)%	-		(28)%
TCE earnings per earning day, USD	6,063	-		6,063
<i>Change from Q1 2014 to Q1 2015</i>	(50)%	-		(56)%
Effect on TCE earnings from change in the available TCE earning days, USD million	(1)	(3)		(4)
Effect on TCE earnings from change in TCE earnings per earning day, USD million	(4)			(4)
Effect on TCE earnings from change in other, USD million			2	2
TCE earnings Q1 2015, USD million	4	0	0	4

TCE earnings for the three months ended 31 March 2015 were USD 4 million compared to USD 10 million for the three months ended 31 March 2014, corresponding to a decrease of USD 6 million, due to the continued scale-down of the Company's dry bulk activities.

In the three months ended 31 March 2015, the Panamax segment incurred the lowest average freight rates recorded by the Baltic Exchange Panamax Index. TORM's Bulk Segment achieved average freight rates of USD/day 6,063 for the three months ended 31 March 2015, which was above the spot market but down by 56% compared to the same period in 2014. The Bulk Segment reported a negative gross profit for the three months ended 31 March 2015 of USD 2 million compared to a positive gross profit of USD 1 million for the three months ended 31 March 2014.

In the Panamax fleet, the available earning days decreased by 9% corresponding to a decrease in TCE earnings of USD 1 million caused by the redelivery of charter-in vessels. In addition, freight rates decreased by 50% corresponding to a decrease of USD 4 million, resulting in a total decrease of USD 4 million for the Panamax fleet compared to USD 8 million for the three months ended 31 March 2014.

TORM's Handymax activities were wound up during 2014, thus there were no available earning days for the three months ended 31 March 2015, resulting in a decrease of USD 3 million for the Handymax fleet compared to USD 3 million for the three months ended 31 March 2014.

Gross profit

Table 19: Gross profit for TORM for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014

USD million Unaudited	Tanker Segment	Bulk Segment	Unallocated	Total Q1 2014	Tanker Segment	Bulk Segment	Unallocated	Total Q1 2015
TCE earnings	78	10	0	87	99	4	0	103
Charter hire	(4)	(8)	0	(12)	(7)	(5)	0	(11)
Operating expenses	(41)	(1)	0	(42)	(30)	(1)	0	(31)
Gross profit	32	1	0	33	63	(2)	0	61

TORM's gross profit for the three months ended 31 March 2015 was USD 61 million compared to USD 33 million for the three months ended 31 March 2014, corresponding to an increase of USD 28 million.

Total costs related to charter hire decreased by USD 1 million for the three months ended 31 March 2015, primarily due to fewer charter-in vessels as a result of the scale-down of TORM's dry bulk activities.

Operating expenses decreased by USD 11 million for the three months ended 31 March 2015, primarily due to fewer operating days as a result of the sale and final delivery of 15 vessels in the MR and LR2 fleets during 2014. This was partly offset by an increase in operating expenses per day following investments in the owned fleet in order to increase quality and performance.

EBITDA

Table 20: EBITDA for TORM for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014

USD million Unaudited	Tanker Segment	Bulk Segment	Unallocated	Total Q1 2014	Tanker Segment	Bulk Segment	Unallocated	Total Q1 2015
Gross profit	32	1	0	33	63	(2)	0	61
Administrative expenses			(14)	(14)			(11)	(11)
Other operating income			1	1			3	3
Share of results from joint ventures			0	0			(0)	(0)
EBITDA	32	1	(13)	21			(8)	53

TORM's EBITDA for the three months ended 31 March 2015 showed a profit of USD 53 million compared to a profit of USD 21 million for the three months ended 31 March 2014, primarily driven by an increase in gross profit. Administrative expenses for the three months ended 31 March 2015 were USD 11 million compared to USD 14 million for the three months ended 31 March 2014. The decrease in administrative expenses was primarily driven by TORM's ongoing cost program and currency effects.

Operating profit/(loss) (EBIT)

Table 21: EBIT for TORM for the three months ended 31 March 2015 with comparatives for the three months ended 31 March 2014

USD million Unaudited	Tanker Segment	Bulk Segment	Unallocated	Total Q1 2014	Tanker Segment	Bulk Segment	Unallocated	Total Q1 2015
EBITDA	32	1	(13)	21			(8)	53
Impairment charges on tangible and intangible assets	(195)	-	0	(195)			0	0
Amortizations and depreciation	-	-	(29)	(29)			(23)	(23)
Operating profit/(loss) (EBIT)	(163)	1	(41)	(203)			(31)	30

TORM's EBIT for the three months ended 31 March 2015 showed a profit of USD 30 million compared to a loss of USD 203 million for the three months ended 31 March 2014, corresponding to an increase of USD 233 million.

Impairment charges on tangible and intangible assets amounted to USD 0 million for the three months ended 31 March 2015 compared to USD 195 million for the three months ended 31 March 2014 composed of USD 46 million relating to assets held-for-sale and USD 149 million relating to the remaining product tanker fleet. Amortizations and depreciation for the three months ended 31 March 2015 were USD 23 million compared to USD 29 million for the three months ended 31 March 2014. The reduction in depreciation was primarily due to fewer owned vessels.

Balance sheet

TORM's total assets as at 31 March 2015 were USD 1,371 million compared to USD 1,720 million as at 31 March 2014, corresponding to a decrease of USD 349 million.

The main drivers of the decrease in total assets from 31 March 2014 to 31 March 2015 were primarily a combination of a decrease in the carrying amount of vessels and capitalized dry-docking of USD 58 million and a decrease in non-current assets held-for-sale of USD 283 million.

The carrying amount of vessels and capitalized dry-docking as at 31 March 2015 amounted to USD 1,200 million compared to USD 1,258 million as at 31 March 2014, corresponding to a decrease of USD 58 million, mainly as a result of depreciation.

Total equity as at 31 March 2015 was negative at USD 153 million compared to a negative equity of USD 103 million as at 31 March 2014, corresponding to a decrease of USD 50 million. The decrease in equity was mainly due to a loss of USD 53 million for the intermediate 12 months period.

Total liabilities decreased by USD 299 million to USD 1,524 million as at 31 March 2015 compared to USD 1,823 million as at 31 March 2014, primarily due to a decrease in mortgage debt and bank loans.

Cash flow

For the three months ended 31 March 2015, net cash flow from operating, investing and financing activities amounted to an inflow of USD 8 million against an outflow of USD 11 million for the three months ended 31 March 2014.

For the three months ended 31 March 2015, net cash flow from operating activities amounted to an inflow of USD 46 million against an inflow of USD 10 million for the three months ended 31 March 2014 driven by stronger earnings. Net operating cash flow for the three months ended 31 March 2015 was primarily a

result of an EBITDA of USD 53 million offset by a cash outflow of USD 4 million in interest paid and exchange losses and a cash outflow of USD 5 million in fees to TORM's advisors related to financing and the Restructuring. Net cash flow for the three months ended 31 March 2014 was impacted by a cash outflow of USD 13 million in interest paid and a cash inflow of USD 4 million from change in bunkers, receivables and payables.

For the three months ended 31 March 2015, net cash flow from investing activities amounted to an outflow of USD 8 million due to investments in tangible fixed assets of USD 8 million. For the three months ended 31 March 2014, net cash flow from investing activities amounted to an inflow of USD 49 million due to investments in tangible fixed assets of USD 12 million and sale of non-current assets amounting to an inflow of USD 61 million.

For the three months ended 31 March 2015, net cash flow from financing activities amounted to an outflow of USD 30 million due to repayment of mortgage debt against an outflow of USD 70 million due to repayment of mortgage debt for the three months ended 31 March 2014.

9.6 Consolidated financial statements for the years ended 31 December 2012, 2013 and 2014 for TORM

Income statement

The table below presents TORM's income statement extracted on segment level for the years ended 31 December 2012, 2013 and 2014. The figures included in this table for the year ended 31 December 2012 include the effects from the 2012 Restructuring. The subsequent tables in this section, "Part I – 9.6 Consolidated financial statements for the years ended 31 December 2012, 2013 and 2014 for TORM" exclude the effects from the 2012 Restructuring to enhance comparability between the financial years. See "Part I – 9.2 Accounting effects from the 2012 Restructuring" for further information on the accounting impact of the 2012 Restructuring.

Table 22: Income statement for TORM extracted on segment level for the years ended 31 December 2012, 2013 and 2014

USD million	Tanker Segment	Bulk Segment	Unallo-cated	Total 2012	Tanker Segment	Bulk Segment	Unallo-cated	Total 2013	Tanker Segment	Bulk Segment	Unallo-cated	Total 2014
Revenue	917	204	-	1,121	775	218	-	992	597	27	-	624
TCE earnings	378	87	0	466	364	79	0	443	295	31	0	326
Gross profit	(16)	(77)	0	(93)	172	(22)	0	150	123	0	0	123
EBITDA	(105)	(85)	(4)	(195)	172	(22)	(54)	96	123	0	(46)	77
Operating profit/(loss) (EBIT)	(314)	(88)	(46)	(449)	112	(22)	(181)	(91)	(69)	0	(142)	(211)
Profit/(loss) before tax			(177)	(579)			(257)	(166)			(215)	(283)
Net profit/(loss) for the year			(178)	(581)			(253)	(162)			(215)	(284)
Net profit/(loss) for the year excl. impairment charge and restructuring costs	(155)	(28)	(72)	(255)	172	(22)	(253)	(102)	123	0	(200)	(77)

Note: 2012 figures include effects from the 2012 Restructuring

Total revenue for the year ended 31 December 2014 was USD 624 million compared to USD 992 million for 2013 and USD 1,121 million for 2012. The decrease in revenue from 2013 to 2014 and from 2012 to 2013 was primarily due to a decrease in the number of available earning days as discussed below.

TCE earnings for 2014 were USD 326 million compared to USD 443 million for 2013 and USD 466 million for 2012. The decrease in TCE earnings from 2013 to 2014 was primarily attributable to a decrease of 35% in the number of available earning days, corresponding to a reduction in TORM's earnings of USD 141 million. This was offset by higher freight rates for both the Tanker Segment and Bulk Segment, corresponding to an increase in earnings of USD 19 million.

The decrease in TCE earnings from 2012 to 2013 was primarily due to a decrease of 15% in the number of available earning days, corresponding to a reduction in earnings of USD 74 million. This was offset by higher freight rates for both the Tanker Segment and Bulk Segment, corresponding to an increase in earnings of USD 54 million.

Operating loss (EBIT) was USD 211 million for 2014 compared to an operating loss of USD 91 million for 2013 and an operating loss of USD 449 million for 2012. The increase from 2013 to 2014 in operating loss was primarily due to a decrease in gross profit (net earnings from shipping activities) of USD 27 million and an increase of USD 132 million in impairment charges on vessels. This was partly offset by decreases in administrative expenses of USD 6 million and amortizations and depreciation on tangible and intangible assets of USD 31 million.

The reduction in operating loss (EBIT) from 2012 to 2013 was primarily due to improved gross profit (net earnings from shipping activities) of USD 108 million, the accounting effects of the 2012 Restructuring of USD 145 million, a reduction in loss from sale of vessels of USD 26 million, a net decrease of USD 56 million in impairment charges on joint ventures and tangible and intangible assets. For 2012, the impairment charges amounted to USD 116 million.

Loss before tax for 2014 was USD 283 million, corresponding to an increased loss of USD 117 million compared to 2013. Loss before tax for 2013 was USD 166 million, corresponding to a decreased loss of USD 413 million compared to 2012. TORM's loss before tax for 2012 included an expense of USD 65 million relating to fees to advisors of TORM and TORM's creditors related to the work on the 2012 Restructuring.

TORM reported a net loss for 2014 of USD 284 million compared to a net loss of USD 162 million for 2013 and a net loss of USD 581 million for 2012. TORM's tax for 2014 amounted to an expense of USD 1 million compared to a tax income of USD 4 million for 2013 and a tax expense of USD 2 million in 2013.

TCE earnings - Tanker Segment

Table 23: TCE earnings for the Tanker Segment for the years ended 31 December 2012, 2013 and 2014

	LR2	LR1	MR	Handysize	Unallocated	Total
2012						
Available TCE earning days	3,703	6,967	17,052	3,986	-	31,708
TCE earnings per earning day, USD	10,735	12,294	12,042	12,196	-	11,964
TCE earnings 2012, USD million	40	85	206	49	(1)	378

	LR2	LR1	MR	Handysize	Unallocated	Total
2013						
Available TCE earning days	3,493	2,803	14,369	3,930	-	24,595
<i>Change from 2012 to 2013</i>	(6)%	(60)%	(16)%	(1)%	-	(22)%
TCE earnings per earning day, USD	13,350	14,958	15,682	12,773	-	14,803
<i>Change from 2012 to 2013</i>	24%	22%	30%	5%	-	24%
Effect on TCE earnings from change in the available TCE earning days, USD million	(2)	(51)	(32)	(1)	-	(86)
Effect on TCE earnings from change in TCE earnings per earning day, USD million	9	8	52	2	-	71
Effect on TCE earnings from change in other, USD million	-	-	-	-	1	-
TCE earnings 2013, USD million	47	42	226	50	0	364
2014						
Available TCE earning days	2,960	2,445	10,189	3,710	-	19,304
<i>Change from 2013 to 2014</i>	(15)%	(13)%	(29)%	(6)%	-	(22)%
TCE earnings per earning day, USD	15,413	17,556	14,697	15,287	-	15,282
<i>Change from 2013 to 2014</i>	15%	17%	(6)%	20%	-	3%
Effect on TCE earnings from change in the available TCE earning days, USD million	(7)	(5)	(66)	(3)	-	(81)
Effect on TCE earnings from change in TCE earnings per earning day, USD million	6	6	(10)	9	-	12
Effect on TCE earnings from change in other, USD million	-	-	-	-	-	-
TCE earnings 2014, USD million	46	42	150	57	-	295

2014 compared with 2013

TCE earnings for 2014 were USD 295 million, corresponding to a decrease of USD 69 million compared to 2013. The decrease in TCE earnings was primarily due to a decrease in the number of available earning days of 22%, partly offset by an increase in the weighted average TCE earnings per available earning day of 3% compared to 2013.

In the first part of 2014, the product tanker freight rates were under pressure especially from low European demand, limited arbitrage trades and lower ton-mile on US exports. The second part of the year saw a market recovery in the LR segment, which spilled over into the other segments leading to the highest freight rates experienced since 2008. The main drivers were open arbitrage trades, new refinery capacity in the Middle East and lower oil prices.

In the LR2 fleet, three vessels were sold and delivered to Njord in 2014, causing the number of available earning days for the LR2 fleet to decrease by 15%, thereby resulting in a reduction in earnings of USD 7 million. On the other hand, the average freight rates increased by 15% from 2013 to 2014, resulting in an increase in earnings of USD 6 million. Hence, earnings in total decreased by USD 1 million.

The available earning days for the LR1 fleet were 13% lower compared to 2013 as TORM no longer has time-chartered vessels in this segment. However, this was compensated by an increase in the average

freight rates of 17% for 2014. In total, earnings increased by USD 1 million.

In the MR fleet, 14 vessels were sold and delivered to Njord in 2014, three of which were time-chartered back to TORM. Combined with the sale of five vessels during 2013, the number of available earning days decreased by 4,180 days or 29%, resulting in a decrease in earnings of USD 66 million. Furthermore, freight rates decreased by 6%, resulting in lower earnings of USD 10 million. Hence, total earnings decreased by USD 76 million.

In the Handysize fleet, the average freight rates were 20% higher compared to 2013, resulting in a net increase in earnings of USD 7 million. There were no changes in the Handysize fleet size during 2014.

2013 compared with 2012

TCE earnings for 2013 were USD 364 million, corresponding to a decrease of USD 14 million compared to 2012. The decrease in TCE earnings was primarily due to a decrease in the number of available earning days of 22%, partly offset by an increase in the weighted average TCE earnings per available earning day of 24% compared to 2012.

2013 showed a gradual improvement in the product tanker freight rates compared to 2012. Traditional backhaul routes in the West turned out to be the strongest and tonnage supply increased. An estimated 30 LR2 vessels (or 13% of the total global fleet) and 10 LR1 vessels cleaned up from dirty trades and swapped back to the clean product market having a negative impact on the LR freight rates. Asset prices for product tankers increased during 2013.

In the LR2 fleet, one finance lease was redelivered late in 2012 as part of the 2012 Restructuring causing the number of available earning days for the LR2 fleet to decrease by 6% in 2013, resulting in a reduction in earnings of USD 2 million. The average freight rates increased by 24% from 2012 to 2013, resulting in an increase in earnings of USD 9 million. Hence, earnings in total increased by USD 7 million.

In the LR1 fleet, the time charter fleet was significantly reduced as part of the 2012 Restructuring, leaving the number of available earning days for the LR1 fleet 60% lower for 2013 compared to 2012. This was only partly compensated by an increase in the average freight rates of 22% for 2013. In total, earnings were reduced by USD 44 million.

In the MR fleet, five vessels were delivered to Njord in 2013 which, combined with the sale of one vessel in 2012 and the reduction in the time charter fleet as part of the 2012 Restructuring, resulted in a decrease in the number of available earning days of 2,683 days or 16% from 2012 to 2013, and a decrease in earnings of USD 32 million. However, this was more than offset by an increase in freight rates of 30%, resulting in increased earnings of USD 52 million. Hence, total earnings increased by USD 20 million.

In the Handysize fleet, the average freight rates were 5% higher for 2013 compared to 2012, resulting in an increase in earnings of USD 2 million. The number of available earning days decreased by 56 days or 1% for 2013 compared to 2012, resulting in a decrease in earnings of USD 1 million. In total, earnings increased by USD 1 million.

TCE earnings - Bulk Segment

Table 24: TCE earnings for the Bulk Segment for the years ended 31 December 2012, 2013 and 2014

	Panamax	Handymax	Unallocated	Total
2012				
Available TCE earning days	6,226	2,421	-	8,647
TCE earnings per earning day, USD	10,248	10,481	-	10,313
TCE earnings 2012, USD million	60	24	3	87

	Panamax	Handymax	Unallocated	Total
2013				
Available TCE earning days	6,868	3,009	-	9,877
<i>Change from 2012 to 2013</i>	<i>10%</i>	<i>24%</i>	-	<i>14%</i>
TCE earnings per earning day, USD	8,019	9,880	-	8,586
<i>Change from 2012 to 2013</i>	<i>(22)%</i>	<i>(6)%</i>	-	<i>(17)%</i>
Effect on TCE earnings from change in the available TCE earning days, USD million	7	6	-	13
Effect on TCE earnings from change in TCE earnings per earning day, USD million	(15)	(2)	-	(17)
Effect on TCE earnings from change in other, USD million	-	-	(4)	(4)
TCE earnings 2013, USD million	52	28	(1)	79
2014				
Available TCE earning days	2,516	465	-	2,981
<i>Change from 2013 to 2014</i>	<i>(63)%</i>	<i>(85)%</i>	-	<i>(70)%</i>
TCE earnings per earning day, USD	10,477	12,748	-	10,831
<i>Change from 2013 to 2014</i>	<i>31%</i>	<i>29%</i>	-	<i>26%</i>
Effect on TCE earnings from change in the available TCE earning days, USD million	(35)	(25)	-	(60)
Effect on TCE earnings from change in TCE earnings per earning day, USD million	6	1	-	8
Effect on TCE earnings from change in other, USD million	4	2	(1)	4
TCE earnings 2014, USD million	27	6	(2)	31

2014 compared with 2013

In 2014, TORM continued to scale-down the Company's dry bulk activities, and the remaining fleet was employed in the long-term period market during most of the year. TCE earnings for 2014 were USD 31 million, corresponding to a decrease of USD 48 million compared to 2013. Earnings were negatively affected by an overall decrease of 70% in the number of available earning days. This was only partly offset by an increase in the weighted average TCE earnings per available earning day of 26% compared to 2013.

The dry bulk market was at historically low levels during 2014. The average spot freight rates for the Panamax segment were approximately 67% below the 10-year historical average according to the Baltic Panamax Index. A declining spot market during the first half of the year led the period market to gradually erode and the second-hand asset market to decline.

In the Panamax fleet, the number of available earning days decreased by 4,352 days or 63% for 2014 compared to 2013 due to a decrease in the time charter fleet, which caused earnings to decrease by USD 35 million. Freight rates were on average 31% higher for 2014 and increased earnings by USD 6 million for 2014 compared to 2013.

In the Handymax fleet, the number of available earning days decreased by 2,544 days or 85% compared

to 2013 due to a decrease in the time charter fleet. The decrease in available earning days reduced earnings by USD 25 million, whereas an increase in average freight rates of 29% resulted in an increase in earnings of USD 1 million.

2013 compared with 2012

TCE earnings for 2013 were USD 79 million, corresponding to a decrease of USD 8 million compared to 2012. Earnings were positively affected by an overall increase of 14% in the number of available earning days. However, this was more than offset by a reduction in the weighted average TCE earnings per available earning day of 17% compared to 2012.

The dry bulk market continued at historically low freight rates in the first half of 2013. The freight rates improved towards the end of 2013, mainly driven by increasing Chinese steel production, restocking of iron ore inventories and grain activity.

In the Panamax fleet, the number of available earning days increased by 642 days or 10% compared to 2012 due to an increase in the time charter fleet, causing an increase in earnings of USD 7 million. Freight rates were on average 22% lower in 2013 and reduced earnings by USD 15 million for 2013 compared to 2012.

In the Handymax fleet, the number of available earning days increased by 588 days or 24% to 3,009 days compared to 2012 due to an increase in the time charter fleet. The increase in available earning days increased earnings by USD 6 million, whereas a decrease in average freight rates of 6% resulted in a decrease in earnings of USD 2 million.

Gross profit

Table 25: Gross profit for TORM for the years ended 31 December 2012, 2013 and 2014

USD million	2012			Total 2012	2013			Total 2013	2014			Total 2014
	Tanker Segment	Bulk Segment	Unallocated		Tanker Segment	Bulk Segment	Unallocated		Tanker Segment	Bulk Segment	Unallocated	
TCE earnings	378	87	0	466	364	79	0	443	295	31	0	326
Charter hire	(154)	(101)	-	(254)	(22)	(97)	-	(119)	(27)	(27)	-	(54)
Operating expenses	(166)	(3)	-	(169)	(170)	(4)	-	(174)	(145)	(4)	-	(149)
Gross profit	59	(17)	0	43	172	(22)	0	150	123	0	0	123

Note: 2012 figures exclude effects from the 2012 Restructuring

2014 compared with 2013

TORM's gross profit for 2014 was USD 123 million, corresponding to a decrease of USD 27 million compared to 2013.

Total costs related to charter hire decreased by USD 65 million from 2013 to 2014. As compared to 2013, charter hire paid in the Tanker Segment increased by USD 5 million to USD 27 million for 2014, whereas charter hire paid in the Bulk Segment decreased by USD 70 million to USD 27 million for 2014. The increase for the Tanker Segment of 18% was caused by three MR vessels that were sold to Njord and time-chartered back by TORM. The decrease for the Bulk Segment of 72% was primarily attributable to reduced activity.

In 2014, total operating expenses for owned vessels decreased by USD 25 million to USD 149 million due to fewer operating days as a result of the sale and final delivery of 17 vessels to Njord. This was partly offset by an increase in operating expenses per day following investments in the owned fleet in order to increase quality and performance.

2013 compared with 2012

Gross profit for 2013 was USD 150 million, corresponding to an increase of USD 107 million compared to 2012.

Total costs related to charter hire decreased by USD 135 million from 2012 to 2013. The charter hire cost for the Tanker Segment decreased by USD 132 million (86%) to USD 22 million for 2013, whereas the charter hire cost for the Bulk Segment decreased by USD 3 million (3%) to USD 97 million. The decreases were primarily caused by a reduction of chartering days due to a large number of redeliveries in connection with the 2012 Restructuring within the Tanker Segment and reduced activity in the Bulk Segment.

In 2013, total operating expenses for owned vessels increased compared to 2012 by USD 5 million to USD 174 million.

EBITDA

Table 26: EBITDA for TORM for the years ended 31 December 2012, 2013 and 2014

USD million	2012			Total 2012	2013			Total 2013	2014			Total 2014
	Tanker Segment	Bulk Segment	Unallocated		Tanker Segment	Bulk Segment	Unallocated		Tanker Segment	Bulk Segment	Unallocated	
Gross profit	59	(17)	0	43	172	(22)	0	150	123	0	0	123
Net profit/(loss) from sale of vessels	(16)	-	-	(16)	-	-	-	-	-	-	-	-
Administrative expenses	(59)	(8)	-	(67)	-	-	(57)	(57)	-	-	(51)	(51)
Other operating income	1	0	-	1	-	-	2	2	-	-	5	5
Share of results of joint ventures	(5)	-	(4)	(9)	-	-	1	1	-	-	0	0
EBITDA	(20)	(25)	(4)	(49)	172	(22)	(54)	96	123	0	(46)	77

Note: 2012 figures exclude effects from the 2012 Restructuring

2014 compared with 2013

The EBITDA for 2014 was USD 77 million, corresponding to a decrease of USD 19 million compared to 2013.

Total administrative expenses for 2014 amounted to USD 51 million, which was a decrease of USD 6 million compared to total administrative expenses of USD 57 million for 2013. This was mainly driven by a reduction in staff-related expenses, consultancy costs and the appreciation of USD.

Other operating income primarily consists of chartering commissions and service fees received by TORM in connection with pools and commercial management. Other operating income amounted to USD 5 million for 2014 against USD 2 million for 2013. The increase is due to the fact that the majority of the product tankers sold to entities controlled by Oaktree Capital Management were placed under TORM's commercial and technical management.

2013 compared with 2012

EBITDA for 2013 was USD 96 million, corresponding to an increase of USD 145 million compared to 2012.

Result from sale of vessels amounted to USD 0 million for 2013, against a loss of USD 16 million for 2012. Total administrative expenses for 2013 amounted to USD 57 million, which was a decrease of USD 10 million compared to total administrative expenses of USD 67 million for 2012. This was mainly driven by a

reduction in the number of employees and a decrease in facility expenses.

Other operating income amounted to USD 2 million for 2013 against USD 1 million for 2012.

Share of results of joint ventures had a positive impact of USD 1 million in 2013, compared to a negative impact of USD 9 million in 2012.

Operating profit/(loss) (EBIT)

Table 27: EBIT for TORM for the years ended 31 December 2012, 2013 and 2014

USD million	Tanker Segment	Bulk Segment	Unallocated	Total 2012	Tanker Segment	Bulk Segment	Unallocated	Total 2013	Tanker Segment	Bulk Segment	Unallocated	Total 2014
EBITDA	(20)	(25)	(4)	(49)	172	(22)	(54)	96	123	0	(46)	77
Impairment charges on joint ventures	-	-	(42)	(42)	-	-	-	-	-	-	-	-
Impairment charges on tangible and intangible assets	(74)	-	-	(74)	(60)	-	-	(60)	(192)	-	-	(192)
Amortizations and depreciation	(135)	(3)	-	(138)	-	-	(127)	(127)	-	-	(96)	(96)
Operating profit/(loss) (EBIT)	(230)	(27)	(46)	(303)	112	(22)	(181)	(91)	(69)	0	(142)	(211)

Note: 2012 figures exclude effects from the 2012 Restructuring

2014 compared with 2013

EBIT for 2014 was negative by USD 211 million, corresponding to a decrease of USD 120 million compared to 2013.

Impairment charges on tangible and intangible assets in 2014 amounted to USD 192 million compared to USD 60 million for 2013. In 2014, one bank exercised its option to initiate a sales process for ten MR and three LR2 vessels financed by that bank. These 13 vessels were subsequently sold and delivered to Njord in 2014.

Amortizations and depreciation amounted to USD 96 million in 2014 compared to USD 127 million in 2013, corresponding to a decrease of USD 31 million mainly driven by fewer owned vessels during 2014 compared to 2013.

2013 compared with 2012

EBIT for 2013 was negative by USD 91 million, corresponding to an increase of USD 212 million compared to 2012.

Impairment charges on tangible and intangible assets for 2013 amounted to USD 60 million compared to USD 74 million for 2014. In 2013, the lenders under one of TORM's bank facilities exercised their option to initiate a sales process for the four MR vessels financed by that facility. These four vessels were subsequently sold to Njord. As a result, an impairment charge of USD 55 million was recognized on these vessels. In 2013, TORM had impairment charges on joint ventures of USD 0 million versus USD 42 million for 2012 relating to the Company's 50% investment in FR8 Holding Pte. Ltd.

Amortizations and depreciation amounted to USD 127 million in 2013 compared to USD 138 million in 2012, corresponding to a decrease of USD 11 million mainly driven by fewer owned vessels during 2013

compared to 2012.

Balance sheet

2014 compared with 2013

Total assets as at 31 December 2014 were USD 1,384 million, corresponding to a decrease of USD 624 million compared to 31 December 2013. The main drivers for the decrease in total assets from 2013 to 2014 were a combination of a decrease in the carrying amount of vessels and capitalized dry-docking amounting to a total of USD 478 million and a decrease in non-current assets held-for-sale of USD 120 million.

The carrying value of vessels and capitalized dry-docking at 31 December 2014 amounted to USD 1,215 million compared to USD 1,693 million at 31 December 2013. In March 2014, one bank exercised its option to initiate a sales process for certain vessels leading to a sale of ten MR and three LR2 vessels financed by this bank. Consequently, TORM concluded an agreement to sell the vessels to Njord.

The carrying value of non-current assets held-for-sale at 31 December 2014 amounted to USD 0 million compared to USD 120 million at 31 December 2013. In 2013, the Company entered into an agreement related to the sale of four MR vessels. The vessels were classified as held-for-sale and presented separately in the balance sheet. The vessels were delivered to Njord in 2014.

Total equity as at 31 December 2014 was negative at USD 164 million, corresponding to a decrease of USD 282 million compared to 31 December 2013. The decrease in equity was mainly due to loss for the year of USD 284 million.

TORM's liabilities decreased by USD 342 million to USD 1,548 million as at 31 December 2014, primarily due to a decrease in mortgage debt and bank loans of USD 307 million.

2013 compared with 2012

Total assets as at 31 December 2013 were USD 2,008 million, corresponding to a decrease of USD 347 million compared to 31 December 2012. The main driver for the decrease in total assets from 2012 to 2013 was a decrease in the carrying amount of vessels and capitalized dry-docking amounting to a total of USD 256 million caused by impairment charges for the year, reclassifications to assets held-for-sale and depreciation for the year.

The carrying amount of vessels and capitalized dry-docking as at 31 December 2013 amounted to USD 1,693 million, compared to USD 1,948 million as at 31 December 2012.

Total equity as at 31 December 2013 was USD 118 million, corresponding to a decrease of USD 149 million compared to 31 December 2012. The decrease in equity was mainly due to loss for the year of USD 162 million.

TORM's liabilities decreased by USD 198 million to USD 1,890 million as at 31 December 2013, primarily due to a decrease in mortgage debt and bank loans.

Cash flow

2014 compared with 2013

Total net cash flow from operating, investing and financing activities for 2014 amounted to an inflow of USD 16 million against an inflow of USD 1 million for 2013.

Total net cash flow from operating activities for 2014 amounted to an inflow of USD 27 million against an inflow of USD 68 million for 2013. Net cash flow for 2014 was impacted by a cash outflow of USD 35 million in interest paid and a cash outflow of USD 12 million in fees to advisors of TORM and TORM's creditors for work on the Restructuring. Net cash flow for 2013 was impacted by a cash outflow of USD 55 million in interest paid and a cash inflow of USD 24 million from changes in bunkers, receivables and payables.

For 2014, net cash flow from investing activities amounted to an inflow of USD 313 million against an inflow of USD 93 million for 2013. TORM invested USD 42 million in tangible fixed assets during 2014,

primarily covering capitalized dry-docking, compared to USD 41 million for 2013. In 2014, TORM generated USD 355 million in cash inflow from the sale of non-current assets, primarily vessels, compared to USD 135 million for 2013.

For 2014, net cash flow from financing activities amounted to an outflow of USD 324 million against an outflow of USD 161 million for 2013. In 2014, borrowings generated an inflow of USD 25 million while repayment on mortgage debt and bank loans amounted to USD 349 million. In 2013, borrowings generated an inflow of USD 18 million while repayment on mortgage debt and bank loans amounted to USD 178 million. TORM did not pay any dividends to its shareholders during 2013 or 2014.

2013 compared with 2012

Total net cash flow from operating, investing and financing activities for 2013 amounted to an inflow of USD 1 million against an outflow of USD 57 million for 2012.

Total net cash flow from operating activities for 2013 amounted to an inflow of USD 68 million for 2013 and an outflow of USD 100 million for 2012. Net cash flow for 2013 was impacted by a cash outflow of USD 55 million in interest paid and a cash inflow of USD 24 million from changes in bunkers receivables and payables. Net cash flow for 2012 was impacted by a cash outflow of USD 52 million in interest paid and a cash outflow of USD 65 million in fees to advisors of TORM and TORM's creditors related to the work on the 2012 Restructuring.

For 2013, net cash flow from investing activities amounted to an inflow of USD 93 million for 2013 against an inflow of USD 0 million for 2012. TORM invested USD 41 million in tangible fixed assets during 2013, primarily covering capitalized dry-docking. TORM generated USD 135 million in cash flow from the sale of non-current assets in 2013, primarily vessels.

In 2012, TORM invested USD 59 million in tangible fixed assets and generated USD 50 million in cash flow from the sale of non-current assets.

For 2013, net cash flow from financing activities amounted to an outflow of USD 161 million for 2013 against an inflow of USD 42 million for 2012.

In 2013, borrowings generated an inflow of USD 18 million while repayment on mortgage debt and bank loans amounted to USD 178 million. In 2012, borrowings generated an inflow of USD 82 million while repayment on mortgage debt and bank loans amounted to USD 35 million. TORM did not pay any dividends to its shareholders during 2012 or 2013.

9.7 Consolidated financial statements for the years ended 31 December 2013 and 2014 for Njord Luxco

The financial information for 2013 and 2014 included in this section relates to Njord Luxco while the entity that is contributed into TORM is Njord.

Njord Luxco is a holding company that does not have any operational activity itself and there is no audited consolidated financial information available for Njord.

Accordingly, the financial information included in this section is for Njord Luxco in lieu of Njord.

The table below shows the difference between the audited consolidated financial information for Njord Luxco and the unaudited consolidated financial information for Njord. The differences solely relate to the very limited parent company activities of Njord Luxco, primarily administrative expenses. The differences are considered insignificant in terms of understanding the financial condition and results of operations of Njord as at and for the years ended 31 December 2013 and 2014.

Table 28: Audited consolidated financial information for Njord Luxco, unaudited parent financial information for Njord Luxco and unaudited consolidated financial information for Njord as at and for each of the years ended 31 December 2013 and 2014

	Njord Luxco (Consolidated) (Audited)	Njord Luxco (Parent) (Audited)	Njord (Consolidated) (Unaudited)	Njord Luxco (Consolidated) (Audited)	Njord Luxco (Parent) (Unaudited)	Njord (Consolidated) (Unaudited)
USD million	2013			2014		
Income statement:						
Revenue	23.2	-	23.2	179.8	-	179.8
Profit (loss) before taxes	1.6	(0.2)	1.8	12.3	(0.3)	12.6
Assets:						
Property, plant and equipment (vessels)	183.7	-	183.7	536.9	-	536.9
Investments in subsidiary		199.6			456.3	
Other assets	18.5	0.5	18.0	89.3	0.3	89.0
Total assets	202.2	200.1	201.7	626.2	456.6	625.9
Liabilities and equity:						
Liabilities	0.6	0.2	0.4	156.6	0.2	156.4
Equity	201.6	199.9	201.3	469.6	456.4	469.5
Total liabilities and equity	202.2	200.1	201.7	626.2	456.6	625.9

Njord only operates within one segment, the product tanker segment, and thus the review has not been broken out into segments as the case is with TORM's Tanker Segment and Bulk Segment. Njord Luxco was formed on 8 April 2013. Consequently, the operating and financial review in this section based on Njord Luxco's audited consolidated financial statements for the years ended 31 December 2013 and 2014 only covers the period from 8 April 2013 until 31 December 2014.

In 2013, Njord Luxco indirectly operated eight vessels which were acquired in April 2013 and delivered in the period May to November 2013. Njord Luxco acquired an additional 17 vessels which were delivered in the period March to June 2014. In addition, Njord Luxco entered into six newbuilding agreements in the latter part of 2013 on which installment payments began in 2014. The operating and financial review should be read in this context as Njord Luxco operated a considerably larger fleet during the year ended 31 December 2014 compared to a smaller fleet operating fewer days during the year ended 31 December 2013.

Income statement

The table below presents Njord Luxco's income statement extracted for the years ended 31 December 2013 and 2014.

Table 29: Income statement for Njord Luxco for the years ended 31 December 2013 and 2014

USD million	Year ended 31 December	
	2013 ¹	2014
Revenue	23	180
Port expenses, bunkers and commission ²	(12)	(81)
TCE earnings	11	99
Operating expenses ²	(5)	(50)
Gross profit	6	49
Administrative expenses	(1)	(8)
EBITDA	5	41
Depreciation	(3)	(25)
Operating profit (EBIT)	2	16
Net finance expenses	0	(4)
Profit before tax	2	12
Income tax expense	0	0
Net profit for the period	2	12

Notes: (1) From 8 April 2013 to 31 December 2013. (2) Certain expense items for 2013 have been reclassified by management of Njord Luxco in the consolidated financial statements for 2014 to align these with the classification applied in the consolidated financial statements of TORM. In the consolidated financial statements for 2013 "Operating expenses" amounted to USD 18 million while these have been broken out in three line items in the consolidated financial statements for 2014 as USD 12 million has been re-classified as "Port expenses, bunkers and commission", USD 1 million has been reclassified to "Administrative expenses" resulting in USD 5 million being classified within "Operating expenses".

Total revenue for 2014 was USD 180 million, corresponding to an increase of USD 157 million compared to 2013. TCE earnings for 2014 were USD 99 million, corresponding to an increase of USD 88 million compared to 2013. The increase in TCE earnings was primarily due to an increase in the number of available earning days resulting in an increase in earnings of USD 82 million. This was a result of an increased fleet size due to the delivery of 17 vessels in the period March to June 2014, and full-year operations of the eight vessels acquired in April 2013 and delivered in the period May to November 2013 combined with higher freight rates, corresponding to an increase in earnings of USD 5 million.

Gross profit and EBITDA were USD 49 million and USD 41 million, respectively, for 2014 compared to a gross profit and EBITDA of USD 6 million and USD 5 million, respectively, for 2013. The increase was mainly driven by the increase in available earning days as well as higher freight rates for 2014 compared to 2013.

Operating profit (EBIT) was USD 16 million for 2014 compared to an operating profit of USD 2 million for 2013. The increase in operating profit was primarily due to an increase in gross profit and EBITDA for 2014 compared to 2013. This was partly offset by increases in administrative expenses of USD 7 million and depreciations on tangible assets of USD 22 million related to the increased fleet from the delivery of 17 additional vessels in 2014.

Njord Luxco reported a net profit for 2014 of USD 12 million, corresponding to an increase of USD 10 million compared to 2013.

Revenue and port expenses, bunkers and commission (TCE earnings)

Table 30: TCE earnings for Njord Luxco for the years ended 31 December 2013 and 2014

	LR2	MR	Total
2013			
Available TCE earning days	-	831	831
TCE earnings per earning day, USD	-	13,900	13,900
TCE earnings 2013, USD million	0	11	11
2014			
Available TCE earning days	624	6,121	6,745
Change from 2013 to 2014	N/A	637%	712%
TCE earnings per earning day, USD	18,752	14,207	14,628
Change from 2013 to 2014	N/A	2%	5%
Effect on TCE earnings from change in the available TCE earning days, USD million	N/A	76	82
Effect on TCE earnings from change in TCE earnings per earning day, USD million	N/A	1	5
TCE earnings 2014, USD million	12	87	99

Note: Njord Luxco was formed on 8 April 2013 and thus did not operate any vessels in 2012, hence no changes from 2012 to 2013 are presented in the table above. In addition, Njord Luxco did not operate any LR2 vessels in 2013, hence no changes from 2013 to 2014 are presented for the LR2 fleet

2013 showed a gradual improvement in the product tanker freight rates, where traditional backhaul routes in the West turned out to be the strongest and tonnage supply increased. In the first part of 2014, the product tanker freight rates were under pressure especially from low European demand, limited arbitrage trades and lower ton-mile on US exports. The second part of 2014 saw a market recovery in the LR segment, which later spilled over into the MR segment leading to the highest freight rates experienced since 2008 at the end of the year. The main drivers were open arbitrage trades, new refinery capacity in the Middle East and lower oil prices.

Njord Luxco took delivery of the first eight MR vessels during May to November 2013 and further 14 MR vessels during the period from March to June 2014. Accordingly the number of available earning days for the MR fleet increased by 5,290 days or 637% from 2013 to 2014, resulting in an increase in earnings of USD 76 million. In addition, freight rates increased slightly compared to 2013 resulting in higher earnings of USD 1 million. Hence, total earnings increased by USD 77 million.

Njord Luxco did not own any LR2 vessels in 2013, but took delivery of three LR2 vessels in May and June 2014. This corresponds to an increase in the number of available earning days of 624 days from 2013 to 2014. The average LR2 freight rates for 2014 were USD 18,752 per day resulting in earnings of USD 12 million.

Operating expenses

In 2014, total operating expenses for vessels increased by USD 45 million to USD 50 million primarily due to an increase in the number of operating days of 691% as a result of the increase in the fleet size. Average operating expenses per day ended at USD 7,567 for 2014 compared to USD 6,656 for 2013, reflecting an increase of 14% primarily due to one-off costs related to change of ownership (change of crew and flag), incidents and overhauls.

Administrative expenses

Total administrative expenses increased from USD 1 million for 2013 to USD 8 million for 2014 as a result

of Njord Luxco being in operation for the full year 2014 combined with an increase in operating activities in general driven by the increase in fleet size.

Depreciation

Depreciation amounted to USD 25 million for 2014 compared to USD 3 million for 2013 driven by the increase in fleet size in 2014.

Net financial expenses

Net financial expenses for 2014 increased by USD 4 million from USD 0 million for 2013. This was due to the acquisition of 13 vessels in April 2014 from TORM at which point Njord Luxco obtained bank financing that subsequently generated financial expenses.

Balance sheet

Total assets as at 31 December 2014 were USD 626 million, corresponding to an increase of USD 424 million compared to 31 December 2013.

The main drivers for the increase in total assets from 2013 to 2014 were a combination of an increase in the carrying amount of vessels, newbuildings and capitalized dry-docking amounting to a total of USD 353 million and an increase in current assets of USD 71 million.

The carrying value of vessels, newbuildings and capitalized dry-docking at 31 December 2014 amounted to USD 537 million compared to USD 184 million at 31 December 2013. In March 2014, one of TORM's banks exercised its option to initiate a sales process for certain vessels leading to a sale of ten MR vessels and three LR2 vessels financed by this bank. Consequently, TORM concluded an agreement to sell the 13 vessels to Njord Luxco. In addition, Njord Luxco took delivery of further four MR vessels from TORM based on an agreement entered into in December 2013. Furthermore, Njord Luxco made installments of USD 35 million in 2014 on its six newbuildings. In total, the investments for 2014 amounted to USD 378 million compared to USD 187 million for 2013. Depreciation on the fleet amounted to USD 25 million for 2014 compared to USD 3 million for 2013.

Total equity as at 31 December 2014 was USD 470 million, corresponding to an increase of USD 268 million compared to 31 December 2013. The increase in equity was mainly due to capital contributions of USD 256 million and the profit for the year of USD 12 million.

Njord Luxco's liabilities increased by USD 156 million from USD 1 million as at 31 December 2013 to USD 157 million as at 31 December 2014. The increase in liabilities was mainly attributable to financing undertaken in connection with the acquisition of the 13 vessels in April 2014.

Cash flow

Total net cash flow from operating, investing and financing activities for 2014 amounted to an inflow of USD 37 million against an inflow of USD 2 million for 2013.

Total net cash flow from operating activities for 2014 amounted to an inflow of USD 17 million against an outflow of USD 12 million for 2013. The increase in inflow was mainly driven by the improved operating profit for 2014 combined with 2013 being the start-up year.

For 2014, net cash flow from investing activities amounted to an outflow of USD 378 million against an outflow of USD 187 million for 2013 both solely relating to the investment in vessels and newbuildings.

For 2014, net cash flow from financing activities amounted to an inflow of USD 397 million against an inflow of USD 200 million for 2013. For 2014, borrowings generated an inflow of USD 142 million while capital contributions amounted to an inflow of USD 256 million. For 2013, the inflow related solely to capital contributions of USD 200 million. The proceeds from borrowings and capital contributions have been used to finance acquisition of vessels and payment of installments on newbuildings.

9.8 Investments

The table below presents TORM's investments for the three years ended 31 December 2012, 2013 and 2014, and for the three months ended 31 March 2015 with comparative figures for the same period in 2014.

Table 31: Investments – TORM

	Year ended 31 December			Q1	
	2012	2013	2014	2014 (Unaudited)	2015 (Unaudited)
Investments					
(USD million)					
Land and buildings	0	0	0	0	0
Acquisition of vessels and capitalized dry-docking	36	41	34	11	8
Prepayments on vessels	42	0	0	0	0
Other plant and operating equipment	2	2	2	0	0
Total	80	43	36	11	8

Investments for the three months ended 31 March 2014 and the three months ended 31 March 2015 consisted primarily of investments in vessels and capitalized dry-docking. TORM invested USD 8 million in vessels and capitalized dry-docking for the three months ended 31 March 2015 compared to USD 11 million for the three months ended 31 March 2014.

Investments for the three years ended 31 December 2012, 2013 and 2014 consisted primarily of investments in vessels and capitalized dry-docking. In 2012, TORM made USD 42 million in prepayments on vessels compared to USD 0 million in 2013 and 2014. TORM invested a total of USD 36 million during 2014 against USD 43 million in 2013 and USD 80 million in 2012.

The table below presents Njord Luxco's investments for the two years ended 31 December 2013 and 2014.

Table 32: Investments – Njord Luxco

Investments	Year ended 31 December	
	2013 (8 April – 31 December)	2014
(USD million)		
Acquisition of vessels and capitalized dry-docking	187	343
Prepayments on vessels	0	35
Total	187	378

Investments for the two years ended 31 December 2013 and 2014 consisted primarily of investments in vessels, capitalized dry-docking and newbuildings. For 2014, Njord Luxco's prepayments on newbuildings amounted to USD 35 million compared to USD 0 million for 2013. For 2014, Njord Luxco's investments related to vessels and capitalized dry-docking amounted to USD 343 million as a result of the acquisition of 17 vessels compared to investments of USD 187 million related to vessels and capitalized dry-docking for 2013. Njord Luxco invested a total of USD 378 million during 2014 against USD 187 million invested during 2013.

9.9 Contractual obligations

TORM and Njord Luxco have various contractual obligations and commercial commitments for future

payments including lease obligations and newbuilding installment payments.

The table below summarizes scheduled payments under TORM's and Njord Luxco's contractual obligations as of 31 March 2015.

The main contractual obligations for TORM and Njord Luxco as of 31 March 2015 are Njord Luxco's installment payments on newbuilding contracts of USD 112 million for the period from 31 March until 31 December 2015 and USD 17 million for the year ending 31 December 2016. As of the Listing Prospectus Date, USD 122 million of the installment payments on newbuilding contracts remain. See "Part I – 6.4 Overview of TORM after the Restructuring" for a description of the newbuildings.

Table 33: Contractual obligations as of 31 March 2015

USD million	2015	2016	2017	2018	2019	Thereafter	Total
TORM							
Finance lease liabilities	0	0	12	0	0	0	12
Interest element finance lease	3	5	3	0	0	0	11
Chartered-in vessels (operating lease) ⁽¹⁾	27	13	12	6	0	0	57
Other operating leases	2	3	2	1	1	0	10
Njord Luxco							
Installment payments on newbuilding contracts ⁽²⁾	112	17	0	0	0	0	129
Total	144	38	29	7	1	0	219
Contractual obligations – as lessor, TORM:							
Charter hire income for vessels on time charter and bareboat charter (operating lease) ⁽³⁾	5	0	0	0	0	0	5
Total	5	0	0	0	0	0	5

Notes: (1) Leases have been entered into with a mutually non-cancelable lease period of up to eight years. Certain leases include a profit sharing element implying that the actual charter hire may be higher. The average period until redelivery of the vessels was 1.2 years as of 31 March 2015; (2) Contractual obligations under newbuilding contracts reside with the relevant shipowning company and are guaranteed by Njord Luxco; (3) Charter hire income for vessels on time charter and bareboat charter is recognized under revenue. The average period until redelivery of the vessels was 0.2 years as of 31 March 2015.

9.10 Significant events after the balance sheet date

As described in "Part I – 6.1 Restructuring", the Restructuring was completed on 13 July 2015 and included *inter alia* a contribution by Njord Luxco of Njord to TORM in exchange for a controlling interest in TORM. As part of the Restructuring, TORM also secured a significant reduction of its bank debt. Management is not aware of any other significant events having occurred after the balance sheet date in TORM's interim consolidated financial statements for the three months ended 31 March 2015 and after the balance sheet date in Njord Luxco's consolidated financial statements for the year ended 31 December 2014 that has or will significantly affect TORM's or Njord Luxco's assets, liabilities or financial position.

Following implementation of the Restructuring, Njord Luxco holds 61.99% of the voting rights in TORM (excluding the voting rights attached to the C Share), is exposed to variable returns from involvement with the Combined Group and has the ability to use its control (majority of voting rights) to affect the amount of the Combined Group's return. Thereby Njord Luxco controls the Combined Group in accordance with IFRS 10 "Consolidated financial statements". Accordingly, the contribution of Njord by Njord Luxco in

exchange for a controlling interest in TORM has been accounted for as a reverse acquisition in accordance with IFRS 3, "Business Combinations", which means that for financial reporting purposes, Njord is considered the accounting acquirer and the continuing reporting entity. Consequently, the consolidated financial statements of TORM following the Restructuring will be a continuation of the financial statements of Njord as the continuing entity, despite TORM being the legal acquirer and a continuing publicly listed company.

For the period 1 January 2015 to the Restructuring Completion Date, the financial information to be presented by TORM in the consolidated financial statements for 2015 will reflect the activity of Njord only, whereas the period from the Restructuring Completion Date to 31 December 2015 will reflect the combined activities of TORM and Njord. Furthermore, comparative information for the prior period to be presented in the consolidated financial statements for 2015 will include financial information for Njord only.

The consolidated financial statements of the Combined Group for 2015 will be a continuation of the consolidated financial statements of Njord and will not reflect the write-down of TORM's debt in exchange for Consideration Warrants and will not reflect the conversion of TORM's debt into Listing Shares as these steps of the Restructuring were implemented immediately prior to Njord Luxco obtaining a controlling interest in TORM. See "Part I – 6.1 Restructuring" for further information on the steps of the Restructuring.

Njord's purchase price for a controlling interest in TORM is calculated as the fair value of the interest in Njord that TORM's existing shareholders and warrant holders would have received, had the business combination of TORM and Njord not been a reverse acquisition. The value is based on the value agreed between TORM, Njord Luxco, and certain of TORM's pre-restructuring shareholders and lenders for the purposes of determining the ownership interest in TORM obtained by Njord Luxco in exchange for the contribution of Njord.

Njord's purchase price to acquire TORM calculated as described above has preliminarily been allocated to the acquired assets, liabilities and commitments of TORM based upon their estimated fair values. The initial allocated fair value of acquired assets and assumed liabilities and commitments is illustrated below based on the hypothetical situation that the Restructuring was implemented on 31 March 2015 and as such is only included for illustrative purposes.

Table 34: Illustrative initial allocated fair value of acquired assets and assumed liabilities (unaudited)

(USD million)	TORM 31 March 2015	Step 1, Write- down of debt and issuance of Consideration Warrants	Step 2, Optional Exchange of Scheme claims for equity	TORM after step 1 and 2	Step 3, Contribution of Njord by Njord Luxco (Adjustment of assets and liabilities to fair value)	Notes	Purchase price allocated on fair value of assets and liabilities	Njord 31 March 2015	Combined Group post reverse business combination 31 March 2015
Intangible assets	1	0	0	1	(1)	1	0	0	0
Tangible assets	1,203	0	0	1,203	(339)	2	864	571	1,435
Financial assets	10	0	0	10	(10)	3	(0)	0	0
Non-current assets	1,214	0	0	1,214	(350)		864	571	1,435
Bunkers and Freight receivables	90	0	0	90	0		90	37	127
Other current assets	14	0	0	14	17	3	31	0	31
Cash and cash equivalents	53	0	0	53	0		53	43	96
Total assets	1,371	0	0	1,371	(333)		1,038	651	1,689
Common shares	1	0	53	54	88	4	142	0	142

Warrants	0	18	0	18	0		18	0	18
Revaluation reserve	7	0	0	7	(7)	3	0	0	0
Retained profit	(201)	517	259	575	(405)	5	170	29	199
Other reserves	40	0	0	40	(40)	6	0	470	470
Equity	(153)	535	312	694	(364)		330	499	829
Mortgage debt and bank loans	1,408	(535)	(312)	561	10	7	571	138	709
Other liabilities	112	0	0	112	25	8	137	14	151
Deferred income	4	0	0	4	(4)	9	0	0	0
Total liabilities	1,524	(535)	(312)	677	31		708	152	860
Total equity and liabilities	1,371	0	0	1,371	(333)		1,038	651	1,689

As described in "Part I – 6.1 Restructuring", the Restructuring included the following steps which have been reflected in the table above:

Step 1: Write-down of debt to current asset values against issuance of Consideration Warrants

At the Restructuring Completion Date, a portion of each Participating Lender's part of the outstanding balance under the Pre-Restructuring Debt Facilities was written down, totalling USD 535.5 million, against issuance of Consideration Warrants with an estimated fair value of USD 18 million while the remaining amount of USD 517 million has been reflected within retained profit.

Step 2: Optional Exchange of Scheme claims for equity and reinstatement of remaining Scheme claims as the New Term Facility

At the Restructuring Completion Date, a total of 35,672,000,000 Listing Shares of nominally DKK 0.01 each were issued to the Participating Lenders that elected to participate in the optional exchange against conversion of mortgage debt and bank loans of USD 312 million (prior to certain agreed adjustments) which has been reflected with USD 53 million as common shares (calculated as DKK 35,672,000,000x0.01 divided by a USD/DKK exchange rate of 6.778). The remaining amount of USD 259 million has been reflected within retained profit.

Step 3: Contribution of Njord by Njord Luxco in exchange for controlling interest in TORM

The contribution of Njord by Njord Luxco in exchange for a controlling interest in TORM has been accounted for as a reverse acquisition in accordance with IFRS 3, "Business Combinations".

Njord's purchase price for the controlling interest in TORM has preliminarily been determined to USD 378 million and is calculated as the fair value of the interest in Njord that TORM's existing shareholders and warrant holders would have received had the business combination of TORM and Njord not been a reverse acquisition. The value is based on the value agreed between TORM, Njord Luxco, TORM's pre-Restructuring shareholders and TORM's Pre-restructuring lenders for the purposes of determining the ownership interest in TORM obtained by Njord Luxco in exchange for the contribution of Njord.

The initial purchase price allocation on the assets and liabilities of TORM is based upon information currently available to TORM. The purchase price allocation is, however, preliminary and depends upon certain valuations that have not progressed to a stage with sufficient information to make a final allocation. Consequently the allocation may be subject to changes, and such changes could be material.

Notes to table 34

The preliminary allocation constitutes the following adjustments to TORM's carrying amounts:

1. Intangible assets

The intangible assets of USD 1 million relate to a crew database originating from the acquisition of OMI Corporation in 2007, which in the preliminary purchase price allocation is considered to have a fair value of "nil".

2. Tangible assets

The carrying amount of TORM's fleet has been reduced by USD 339 million to reflect the fair value of vessels based on the average of two broker valuations as at the Restructuring Completion Date which Management has determined to be largely equal to the average broker valuations as at 27 March 2015 included in Appendix B, Subpart (1), to this Listing Prospectus.

3. Financial assets and other current assets

As part of the Restructuring, Njord Luxco acquired the DSF Shares from TORM. The agreed acquisition price was USD 17 million and the carrying amount of the DSF Shares was USD 10 million. As the transaction is an integral part of the Restructuring, the accounting effects of the sale is included in the preliminary purchase price allocation, hence financial assets have been reduced by USD 10 million and other current assets have been increased by USD 17 million.

As a result of the sale, the associated revaluation reserve in equity of USD 7 million has been transferred to retained profit along with the gain on the sale of USD 7 million. The combined positive effect on retained profit of the sale is USD 14 million. See note 5 below.

4. Common shares

In exchange for the contribution of Njord by Njord Luxco, TORM issued a total of 59,354,374,554 Listing Shares of nominally DKK 0.01 each to Njord Luxco which has been reflected with USD 88 million as common shares (calculated as DKK 59,354,374,554x0.01 divided by a USD/DKK exchange rate of 6.778).

5. Retained profit

The combined effect of adjustments to retained profit amounts to USD (405) million and consists of the following adjustments:

Adjustments	USD million
Adjustment to reflect the fair value of TORM's intangibles, see note 1.	(1)
Adjustment of the carrying amount of TORM's vessels to reflect the fair value, see note 2.	(339)
Release of revaluation reserves of USD 7 million and the recognized gain on the sale of DSF Shares of USD 7 million, see note 3.	14
Release of TORM's equity reserves as part of the reverse acquisition with Njord, see note 6.	40
Reversal of unamortized deferred borrowing costs, see note 7.	(10)
Adjustment of the carrying amount of lease liabilities to reflect the fair value, see note 8.	(2)
Fair value adjustment of deferred income on a sale and lease back agreement, see note 9.	4
Not yet incurred transaction related expenses, see note 8.	(22)
Adjustment of time charter contracts to fair value, see note 8.	(1)
Shares issued as consideration for the contribution of Njord, see note 4.	(88)
Total	(405)

6. Other reserves

As part of the reverse acquisition in which Njord for accounting purposes is considered the continuing entity, all of TORM's equity reserves are released. The combined balance of other reserves of USD 40 million consists of treasury reserves, hedging reserves, translation reserves and other special reserves.

7. Mortgage debt and bank loans

To reflect the reinstated mortgage debt and bank loans at fair value, unamortized borrowing costs of USD 10 million have been reversed.

8. Other liabilities

The combined effect of adjustments to other liabilities amounts to USD 25 million and consists of the following adjustments:

Adjustments	USD million
As part of the preliminary purchase price allocation finance lease liabilities have been adjusted by USD 2 million to reflect the fair value of the leasing liabilities.	2
As at the Restructuring Completion Date TORM had incurred expenses directly related to the Restructuring of in total USD 44 million, of which USD 22 million was recognized as at 31 March 2015. The remaining transaction related costs of USD 22 million have been adjusted.	22
As part of the preliminary purchase price allocation, the value of time charter contracts has been adjusted by USD 1 million to reflect the measurement at fair value.	1
Total	25

9. Deferred income

In 2011 TORM sold two LR2 tanker vessels at prices above market and leased them back on five year bare boat contracts. The excess profit arising from the sales was recognized as deferred income and amortized over the term of the leases. As of 31 March 2015 USD 3 million remained unamortized as non-current deferred income and USD 1 million as current deferred income.

In connection with the preliminary purchase price allocation, no new value was allocated to the contracts as it was determined that the charter rate according to the agreements approximated the market rate, hence the remaining unamortized deferred income of USD 4 million has been reversed.

Unaudited pro forma financial information for TORM and Njord

Unaudited pro forma financial information for TORM and Njord, assuming that the Restructuring occurred as at 1 January 2014, has been included in "Part F – 3. Unaudited pro forma financial information for TORM and Njord".

9.11 Governmental, economic, fiscal, monetary or political initiatives

TORM is subject to a large number of international conventions as well as national, state and local laws and regulations in force in the countries in which TORM's vessels operate or are registered. Compliance with applicable standards or requirements inter alia in relation to pollution and environmental protection, safety, and labor law, generally require capital expenditures for alterations, investments in new equipment and/or training of crew, and may restrict the type of activities in which the vessels may engage. In particular, TORM expects to incur material costs in relation to compliance with the BWM Convention if the convention enters into force.

Trade laws, embargoes, sanctions, and requirements under applicable competition rules, restrict TORM from operating its vessels in contravention thereof.

See "Part I – 6.5.6 Regulatory framework in the shipping industry" for a more detailed description of some of the material conventions and other legal requirements applicable to TORM's industry.

Due to the nature of TORM's operations, TORM may also be materially affected by fluctuating or deteriorating global economic conditions and by the potential resulting changes in freight rates and asset values of TORM's fleet.

TORM is taxed according to the tonnage tax scheme in Denmark and Singapore. A future change of applicable tonnage tax schemes could have a material impact on TORM, including if the tonnage tax schemes were made unavailable to TORM. Management is not aware of any imminent or expected changes to the Danish or Singapore tonnage tax schemes which could have a material impact on TORM.

10. Capital resources

10.1 Capital resources and cash flows

TORM's primary application of cash relates to operating expenses, financial expenses (interest payment and debt repayment), and investments in ships. Payment of amounts outstanding under the Financing Agreements and other loan agreements, along with payment of charter hire for chartered-in vessels and all other commitments that TORM has entered into are made from the cash available to the Company.

The Company's primary sources of cash are cash flows from operations, the Financing Agreements, other debt or equity financing and sale of vessels. As at close of business 13 July 2015, the Combined Group had available liquidity in the form of cash and cash equivalents in excess of USD 125 million and a new undrawn working capital facility of USD 75 million. All of TORM's credit facilities carry variable interest rates. The credit agreements are dedicated to the ongoing financing of the operation of existing vessels. See "Part I – 9. Operating and financial review" for a description of the Company's cash flow trends.

As at 13 July 2015, TORM had no short-term loans other than any short-term part of the facilities included in Table 35. See "Part I – 22.2 Financing Agreements" for a description of the repayment schedule. As part of the day-to-day operations of TORM, TORM has accounts payables. The table below gives an overview of the Company's long-term bank loans and finance leases as at 13 July 2015.

Table 35: TORM's long-term bank loans and finance leases, including short-term part

Facility	Maturity	Outstanding debt (USD millions)	Undrawn amount (USD millions)
DSF Facility	15 June 2019	133.7	N/A
New Term Facility	13 July 2021	560.7	N/A
New Working Capital Facility	13 July 2021	0	75
Total debt under the Financing Agreements		694.4	75
Finance lease liability related to TORM Amazon (T&T Marine S.A.) ¹	13 July 2017	13.7	N/A
Total debt under the Financing Agreements and finance lease related to TORM Amazon		708.1	75

Note: (1) Excluding a repurchase obligation of approximately USD 12.5 million (JPY 1.5 billion)

TORM plans to fund its operations as well as capital expenditures related to completion of the MR newbuildings, expectedly around USD 122 million, and the repurchase of TORM Amazon, expectedly around USD 12.5 million, from internally generated cash flow, including the New Working Capital Facility. As further described in "Part II – 3.1 Working capital", TORM is of the opinion that its working capital is adequate to meet the Company's present requirements considering a period of twelve months after the publication of this Listing Prospectus.

See "Part I – 6.4 Overview of TORM after the Restructuring" for a description of the MR newbuildings and "Part I – 22. Material contracts for further details on the repurchase obligation and on the assets included as security for the Financing Agreements.

10.2 Restrictions on the use of capital resources

The Financing Agreements are subject to terms that TORM must comply with in order to maintain the

facilities, including financial and operational covenants and default provisions that could have material direct or indirect impact on TORM. See "Part I – 22. Material contracts" for a description of the Financing Agreements, "Part II – 3.1 Working capital" for a description of TORM's working capital during the 12 months following the Listing Prospectus Date and "Risk factors" for a description of related risks, including in relation to the continued compliance with financial covenants as to loan-to-value ratio, minimum liquidity and equity ratio included in the Financing Agreements.

11. Research and development, patents and licences

TORM has no material patents. TORM does not use any licenses other than ordinary IT licenses.

TORM has trademark registered the rights to the company's name and logo, being TORM (word) and the TORM flag (trademark) in the jurisdictions which Management has deemed material, including Denmark, the European Union, Bahrain, Brazil, Singapore, United Arab Emirates, and the United States.

TORM has registered the domains used by TORM. The primary domains are: www.torm.com, www.torm.dk and www.torm.eu.

12. Trend information

The world economy is expected to grow at moderate rates in 2015, based on various public research reports on the world economy. There is, however, great variance among regions as growth rates for the European countries and the United States are either negative or very moderate, which is outpaced by the growth rates for China and India. The shipping sector has been heavily influenced by this development as this – besides a generally lower demand for goods and services – has resulted in changes in the pattern of trade flows and fossil fuel consumption as more demand moves towards the growing Chinese economy.

The shipping industry is by nature a very difficult market to predict as shipbuilding and ultimately fleet growth follow a long-term cycle and trade growth short-term cycles, whilst both are characterized by significant year-on-year variations. These factors combined with other influencing parameters (such as change in trade patterns, new regulatory requirements and fluctuating fuel prices) make forecasting in the shipping industry difficult and on this basis, any view on the future direction of the shipping market will be subject to great uncertainty.

12.1 Tanker Segment

The global product tanker fleet has increased in recent years as limited new orders following the 2008 credit crunch stimulated new investments in the sector in 2012 and 2013. The larger part of this order book was or will be delivered between 2015 and 2016. The new orders have been made based on expectations of increased demand for product tankers due to a structural shift in the global refinery industry, where key demand centers in Europe and in the OECD countries in Asia are shutting down refineries, while the Middle East and India, especially, are ramping up new state-of-the art refineries for exports which are further afield from demand centers. This is believed to make demand growth outpace supply growth in the years to come. The product tanker market has suffered from weak rates since 2009, but the first half of 2015 has shown the strongest rate environment since 2008.

12.2 Bulk Segment

Following the economic slowdown in 2008, freight rates fell to a 10-year low in Q4 2008. However, freight rates rebounded significantly during 2009 and maintained this level in most of 2010. On the supply side, increased optimism due to a declining order book led to a rapid increase in dry bulk newbuilding orders activity in 2013 and 2014 for vessels which will be delivered during 2015 and 2016. On the demand side, China has been the main growth driver for the dry bulk market for many years due to the strong demand for iron ore and coal. The effect of the new orders being placed is that supply growth is at level with demand growth (the decelerating Chinese growth rate is further accentuating the problem). As a result, the dry bulk rates are expected to fail to recover to profitable levels during 2015, which were otherwise expected by the general consensus at the time of placing the newbuilding orders.

For further information on the expected market development for both segments and the Company's expectations for the current fiscal year, reference is made to "Part I – 6. Business" and "Part I – 13. Prospective consolidated financial information".

13. Prospective consolidated financial information

13.1 Statement by Management on prospective consolidated financial information of TORM A/S for the six months ended 30 June 2015 and for the full year 2015

In the following, Management presents the prospective consolidated financial information for TORM A/S for the six months ended 30 June 2015 and for the full year 2015. The prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 (1 January – 31 December 2015) has been prepared according to the methodology and based on the material assumptions set out in "Part I – 13.4 Methodology and assumptions" and the accounting policies set out in the Company's annual report for the financial year ended 31 December 2014.

The prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 is based on a number of assumptions, some of which are beyond the Company's control and influence.

The prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 represents Management's best estimates at the Listing Prospectus Date. However, the prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 contains estimates, assessments and assertions that are subject to considerable uncertainty. In addition to the uncertainties related to the methodology and assumptions used, addressed in "Part I – 13.4 Methodology and assumptions", potential risks and uncertainties comprise, without limitation, those referred to in "Risk Factors".

Actual results are likely to be different from the prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 since anticipated events frequently do not occur as expected, and the variation may be material.

Hellerup, 24 July 2015

Board of Directors

Flemming Ipsen
Chairman

Olivier Dubois
Deputy Chairman

Kári Millum Garðarnar
Board member (employee representative)

Alexander Green
Board member

Rasmus J.S. Hoffmann
Board member (employee representative)

Jon Syvertsen
Board member

Executive Management

Jacob Meldgaard
CEO

13.2 Independent auditors' report on examination of Management's prospective consolidated financial information of TORM A/S for the six months ended 30 June 2015 and for the full year 2015

To the shareholders

We have examined the consolidated prospective financial information of TORM A/S for the six months ended 30 June 2015 and for the full year 2015 (1 January - 31 December 2015) as contained in "Part I - 13. Prospective consolidated financial information - 13.4.2.2 and 13.4.3.3" of the Listing Prospectus.

This report has been prepared solely for the shareholders of the Company in connection with the Listing.

Management's responsibility

Management is responsible for the preparation of prospective consolidated financial information on the basis of the significant assumptions disclosed in "Part I - 13. Prospective consolidated financial information - 13.4.2.1 and 13.4.3.1", and in accordance with the accounting policies of the Company in respect of recognition and measurement as described in the annual report for 2014. In addition, Management is responsible for the assumptions underlying the prospective consolidated financial information.

Auditor's responsibility

Our responsibility is to express an opinion on the prospective consolidated financial information based on our examinations. We conducted our examinations in accordance with ISAE 3000 DK Assurance Engagements other than Audits or Reviews of Historical Financial Information and additional requirements under Danish audit regulation to obtain reasonable assurance about whether the prospective consolidated financial information has been prepared, in all material respects, on the basis of the assumptions disclosed and consistently with the accounting policies of the Company. As part of our examinations we tested whether the prospective consolidated financial information was prepared on the basis of the assumptions disclosed and the accounting policies of the Company, and this included checking the figures provided in the prospective consolidated financial information for consistency.

We believe that our examinations provide a reasonable basis for our opinion.

Opinion

In our opinion, the prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 have been prepared, in all material respects, on the basis of the assumptions disclosed in "Part I - 13. Prospective consolidated financial information - 13.4.2.1. and 13.4.3.1", of the Listing Prospectus and in accordance with the accounting policies of the Company in respect of recognition and measurement.

Actual results are likely to be different from the prospective consolidated financial information since anticipated events frequently do not occur as expected and the variation could be material. Our examinations did not include an assessment as to whether the assumptions applied are valid, or whether the prospective consolidated financial information are realizable, and, accordingly, we do not express an opinion in this respect.

Copenhagen, 24 July 2015

Deloitte

Statsautoriseret Revisionspartnerselskab

Henrik Kjelgaard
State Authorised
Public Accountant

13.3 Introduction to prospective consolidated financial information

The prospective consolidated financial information for the six months ended 30 June 2015 for TORM prior to the Restructuring and for the full year 2015 for the Combined Group consisting of Njord before the Restructuring, and TORM and Njord after the Restructuring is based on a number of estimates, assessments and assertions which, while presented with numerical specificity and considered reasonable by Management, are inherently subject to significant business, operational and economic uncertainties, many of which are beyond the Company's and Management's control.

Further, the expectations for future periods have been prepared on the basis of assumptions with respect to future business decisions that may not be made as assumed. The most significant of the assumptions for the six months ended 30 June 2015 and for the full year 2015 are described in "Part I – 13.4 Methodology, assumptions" below.

The prospective consolidated financial information for the six months ended 30 June 2015 reflects the activity of TORM only.

On 13 July 2015, the Restructuring was completed in which Njord Luxco contributed Njord to TORM in exchange for a controlling interest in TORM. As described in "Part I - 9.10 Significant events after the balance sheet date", the Restructuring has been accounted for as a reverse acquisition in accordance with IFRS 3, "Business combinations", which means that for financial reporting purposes, Njord is considered to be the accounting acquirer and as such, the continuing reporting entity. Consequently, the prospective consolidated financial information for the full year 2015 will reflect the activities of Njord only during the period from 1 January 2015 and until completion of the Restructuring on 13 July 2015, whereas the period from completion of the Restructuring and until 31 December 2015 will reflect the combined activity of TORM and Njord as set out below.

The prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 represents Management's best estimates as at the Listing Prospectus Date. The prospective consolidated financial information contains estimates and forward-looking statements which are subject to uncertainty, see "Risk factors".

Actual results are likely to be different from the prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 since anticipated events frequently do not occur as expected, and the variation may be material.

13.4 Methodology, assumptions

13.4.1 Methodology

The prospective consolidated financial information for the six months ended 30 June 2015 for TORM prior to the Restructuring and for the full year 2015 for the Combined Group consisting of Njord before the Restructuring, and TORM and Njord after the Restructuring have been prepared on the basis of TORM's accounting policies as set out in TORM's annual report for 2014. Furthermore, the prospective consolidated financial information for the six months ended 30 June 2015 and for the full year 2015 have been prepared in accordance with TORM's normal budgeting procedure and internal procedures for preparing forecasts for future periods taking into account the reverse acquisition.

The Company's prospective consolidated financial information for the six months ended 30 June 2015 is based on unaudited realized figures for TORM for the three months ended 31 March 2015 with the addition of TORM's profit and loss estimate for the subsequent three months prepared by Management.

The Company's prospective consolidated financial information for the full year 2015 is based on unaudited realized figures for Njord for the three months ended 31 March 2015 with the addition of the following estimates and forecasts prepared by Management:

- The consolidated profit and loss estimate for Njord for the period from 1 April 2015 until the

Restructuring Completion Date.

- The consolidated profit and loss forecast for the combined activities of TORM and Njord for the period from the Restructuring Completion Date until 31 December 2015.

The consolidated profit and loss for TORM for the six months ended 30 June 2015 and for the period from 30 June 2015 until the Restructuring Completion Date will due to the treatment of the Restructuring as a reverse acquisition for accounting purposes not be reflected in the consolidated profit and loss forecast for the full year 2015.

The prospective consolidated financial information for the full year 2015 is prepared on the basis of TORM's current strategy, taking into account the increased fleet size resulting from the combination of TORM and Njord. Reference is made to "Part I – 6.1 Restructuring" and "Part I – 6.4 Overview of TORM after the Restructuring". There can be no assurance that the strategy will not be changed by a new Board of Directors or if Management becomes aware of new circumstances or if the underlying market conditions change.

13.4.2 Assumptions and prospective consolidated financial information for the six months ended 30 June 2015 for TORM

13.4.2.1 Assumptions

The prospective consolidated financial information for TORM for the six months ended 30 June 2015 is based on the following key assumptions, which are considered to be under the Company's control or influence:

- Realized TCE earnings for the three months ended 31 March 2015 were USD 103 million.
- TCE earnings for the subsequent three months ended 30 June 2015 are based on freight rates multiplied by the number of earning days, earning days being measured as the sum of owned and chartered days less off-hire days. For the Tanker Segment freight rates are estimated around USD/day 21,700 and earning days are estimated around 4,000 days resulting in total TCE earnings in the Tanker Segment estimated in the range of USD 85 million to USD 90 million.
- Realized costs of operating vessels, including charter contracts for the three months ended 31 March 2015 were USD 42 million.
- Realized costs of operating vessels, including charter contracts for the subsequent three months ended 30 June 2015 are based on earning days, contractual agreements and an estimated level of operating expenses per day. Total operating expenses are estimated at around 7,250 USD/day, total operating days are 4,277 days and total operating expenses are estimated in the range of USD 30 million to USD 35 million. Total costs related to charter hire are estimated at around USD 10 million.
- Realized administrative expenses for the three months ended 31 March 2015 were USD 11 million and are estimated to be at the same level for the subsequent three months ended 30 June 2015.
- Realized amortizations and depreciation for the three months ended 31 March 2015 were USD 23 million and are estimated to be at the same level for the subsequent three months ended 30 June 2015.
- Realized net finance expenses for the three months ended 31 March 2015 were USD 21 million with interest costs of USD 17 million and Restructuring advisor costs of USD 6 million. Finance expenses for the subsequent three months ended 30 June 2015 are estimated in the range of USD 20 million to USD 25 million based on estimated interest costs at the same level as for the three months ended 31 March 2015 and Restructuring advisor costs of USD 6 million to USD 10 million.

- TORM did not record any impairment charges for the three months ended 31 March 2015 and does not expect to incur any impairment charges for the subsequent three months ended 30 June 2015.

13.4.2.2 Prospective consolidated financial information for the six months ended 30 June 2015 for TORM

Based on the above estimates TORM forecasts a positive EBITDA of USD 95 million to USD 100 million and a profit before tax of USD 5 million to USD 10 million for the six months ended 30 June 2015.

13.4.3 Assumptions and prospective consolidated financial information for the full year 2015

13.4.3.1 Assumptions – For the period 1 January 2015 until the Restructuring Completion Date for Njord

The prospective consolidated financial information for Njord for the period from 1 January 2015 until the Restructuring Completion Date is based on the following key assumptions, which are considered to be under the Company's control or influence:

- Realized TCE earnings for the three months ended 31 March 2015 were USD 43.9 million.
- TCE earnings for the period from 1 April 2015 until the Restructuring Completion Date are based on freight rates multiplied by the number of earning days. The Tanker freight rates are estimated around USD/day 22,400 and Tanker earning days are estimated around 2,500 days with a total TCE earnings estimated in the range of USD 55 million – USD 60 million.
- Realized costs of operating vessels for the three months ended 31 March 2015 were USD 16.2 million.
- Costs of operating vessels for the period 1 April 2015 until the Restructuring Completion Date are based on earning days, contractual agreements and an assumed level of operating expenses per day. Total operating expenses are estimated around 7,000 USD/day, total operating days are 2,600 days and total operating expenses are estimated in the range of USD 15 million – USD 20 million.
- Realized administrative expenses for the three months ended 31 March 2015 were USD 0.2 million and are estimated to be at the same level for the period from 1 April 2015 until the Restructuring Completion Date.
- Realized depreciations for the three months ended 31 March 2015 were USD 8.0 million and are estimated to be around USD 9 million for the period from 1 April 2015 until the Restructuring Completion Date.
- Realized net finance expenses for the three months ended 31 March 2015 were USD 1.3 million and are estimated to be at the same level for the period from 1 April 2015 until the Restructuring Completion Date.
- Njord did not record any impairment charges for the three months ended 31 March 2015 and does not expect to incur any impairment charges for the period from 1 April 2015 until the Restructuring Completion Date.

13.4.3.2 Assumptions – For the period from the Restructuring Completion Date until 31 December 2015 for TORM and Njord

The prospective consolidated financial information for the period from the Restructuring Completion Date until 31 December 2015 for the combined activities of TORM and Njord is based on the following key

assumptions which, unless otherwise indicated, are considered to be under the Company's control or influence:

- For the period from the Restructuring Completion Date and until 31 December 2015, it is expected that the product tanker market will remain at the same level as in the first half of 2015, although volatility is still anticipated. The development of the product tanker market is considered to be beyond the Company's control.
- TCE earnings are estimated on the basis of assumed freight rates multiplied by the number of earning days. With reference to table 7, TORM and Njord have a combined total of 12,430 earning days in the Tanker Segment for the period from the Restructuring Completion Date until 31 December 2015. As of the Restructuring Completion Date 10% of the total Tanker earning days for the period from the Restructuring Completion Date until 31 December 2015 were covered at an average rate of USD 26,526 per day. The Company assumes average forward spot freight rates of around USD 20,300 per day for the remaining open earning days in the Tanker segment in the period from the Restructuring Completion date until 31 December 2015. Forward spot freight rates on open earning days for the period from the Restructuring Completion Date until 31 December 2015 are considered to be beyond the Company's control.
- Costs of operating vessels, including charter contracts, are estimated on the basis of earning days for the period from the Restructuring Completion Date until 31 December 2015, historical experience, assumptions regarding price developments and other agreements. Costs related to charter hire and operating expenses are expected in the range of USD 105 million to USD 115 million.
- Staff costs are estimated on the basis of planned operations, collective agreements and other agreements resulting in expected administrative expenses for the period from the Restructuring Completion Date until 31 December 2015 in the range of USD 15 million to USD 25 million.
- Amortizations and depreciation for the period from the Restructuring Completion Date until 31 December 2015 are based on applying the straight-line method and a useful life for the vessels of 25 years. TORM's vessels have been remeasured at fair value as at the Restructuring Completion Date and are together with the expected book value of the Njord vessels as at the Restructuring Completion Date the basis for the depreciations from the Restructuring Completion Date until 31 December 2015. Amortizations and depreciations for the period from the Restructuring Completion Date until 31 December 2015 are expected in the range of USD 35 million to USD 45 million.
- No impairment charges have been assumed for the period from the Restructuring Completion Date until 31 December 2015.
- As of the Restructuring Completion Date, TORM and Njord had a total interest bearing debt of USD 700 million. The interest costs are based on the LIBOR forward curve and contracted margins. The LIBOR is considered to be beyond the Company's control.

13.4.3.3 Prospective consolidated financial information for the full year 2015

Based on the above assumptions the Combined Group expects a positive EBITDA in the range of USD 170 million to USD 210 million and a profit before tax in the range of USD 100 million to USD 140 million for the full year 2015. The forecasts consist of a positive EBITDA in the range of USD 50 million to USD 55 million and a profit before tax in the range of USD 30 million to USD 35 million for Njord from 1 January 2015 until the Restructuring Completion Date and a positive EBITDA forecast in the range of USD 120 million to USD 160 million and a profit before tax in the range of USD 70 million to USD 110 million for the combined activities of TORM and Njord from the Restructuring Completion Date until 31 December 2015.

13.4.3.4 Sensitivity

As reflected in the assumptions, the profit and loss forecasts for the full year 2015 are inter alia subject to uncertainty due to the combination of the instability of the global economy, the volatility in the freight rates as well as the Combined Group's open earning days in the product tanker segment and ability to cover its open earning days at the assumed rates.

As approx. 11,607 earning days for 2015 were uncovered as at the Restructuring Completion Date, a change in freight rates of USD/day 1,000 will impact the full year forecasts by approximately USD 12 million.

Table 36: Sensitivity towards change in freight rates

USD million	Change in freight rates (USD/day)			
Segment	(2.000)	(1.000)	1.000	2.000
Tanker	(22)	(11)	11	22
Bulk	(1)	(0)	0	1
Total	(23)	(12)	12	23

14. Board of Directors and Executive Management

14.1 Board of Directors

The Board of Directors currently consists of six members. See "Part I – 21. Additional Information" for further information on the election to and composition of the Board of Directors.

TORM expects to convene an extraordinary general meeting to be held in August 2015 *inter alia* for the purposes of electing a new Board of Directors. See "Part I – 21.7 Extraordinary general meeting".

The business address for the members of the Board of Directors is Tuborg Havnevej 18, 2900 Hellerup, Denmark.

Table 37: Board of Directors

Name	Born	Member Since	Latest re-election*	Position
Flemming Ipsen ^{(1), (2), (3)}	1948	2013	2014	Chairman
Olivier Dubois ⁽¹⁾	1954	2013	2014	Deputy Chairman
Kári Millum Garðarnar	1951	2011	2015	Board member (employee representative)
Alexander Green ^{(2), (3)}	1963	2013	2014	Board member
Rasmus J.S. Hoffmann	1977	2011	2015	Board member (employee representative)
Jon Syvertsen ^{(2), (3)}	1961	2013	2014	Board member

Notes:

* Board members elected by the general meeting are elected for a period of two years and employee representatives for a period of four years

(1) Member of the Audit Committee

(2) Member of the Remuneration Committee

(3) Member of the Nomination Committee

The Company believes that all members of the Board of Directors possess the professional and international experience required to serve as a board member.

Flemming Ipsen – Chairman

Mr. Ipsen became a member of the Board of Directors and Chairman in January 2013. Previously, Mr. Ipsen had an extensive tenure with the A.P. Møller-Mærsk group, holding various executive positions, and was employed from 1977 until 2010.

Mr. Ipsen is currently chairman of the board of directors of Ejendomsselskabet Lindø, Maritime & Commercial Court, Julius Koch International A/S, Karen and Poul F. Hansens Familiefond, C-Leanship ApS, and TORM Foundation.

Mr. Ipsen is currently member of the board of directors of Maersk Broker A/S, Maersk Broker K/S, J. Poulsen Shipping A/S, Port of Hanstholm, Hanstholm Køleauktionshal A/S, and the Danish Institute of Arbitration (deputy chairman).

Within the past five years, Mr. Ipsen has been chairman of the board of directors of the Royal Danish Yacht Club, LNG 1 A/S, LNG 2 A/S, Maersk A/S, Maersk Tankers A/S, Maersk Supply Service International A/S, Maersk Supply Service Brazil Holdings A/S, A/S Maersk Aviation Holding, Star Air A/S, Roulunds Holding A/S and Aktieselskabet Roulunds Fabrikker.

Within the past five years, Mr. Ipsen has been member of the board of directors of Maersk Oil Qatar A/S, Maersk Olie Algeriet A/S, Maersk Supply Service A/S, Maersk Fluid Technology A/S, Danbor A/S, Danmarks Skibskredit A/S, Holdingselskabet af 19. marts 2010 A/S, Mærsk Industri A/S (dissolved), Container Leasing Gentofte K/S (dissolved), Container Leasing Gentofte II K/S (dissolved), K/S Membrane 1 (dissolved) and K/S Membrane 2 (dissolved).

Olivier Dubois –Deputy Chairman

Mr. Dubois became a member of the Board of Directors and Deputy Chairman in January 2013. He is the CFO of Elior Group, a French contract catering and support services company. Mr. Dubois currently holds no other managerial positions or directorship in other companies.

Within the past five years, Mr. Dubois has been member of the executive management of Alvarez & Marsal, CMA-CGM and Theolia.

Kári Millum Garðarnar – Board member (employee representative)

Mr. Garðarnar became a member of the Board of Directors in April 2011 and is an employee representative. Mr. Garðarnar has been employed with the Company from 1975 until 1986 and again since 1990.

Mr. Garðarnar holds no managerial positions or directorship in other companies and has not held any such position within the past five years.

Alexander Green - Board member

Mr. Green became a member of the Board of Directors in January 2013. Previously, Mr. Green held senior positions with BHP Billiton from 2003 until 2012, the last being Marketing Director/Marketing Vice President in BHP Billiton Energy Markets. Prior to this, Mr. Green held various Senior Trader positions with Louis Dreyfus et Cie, EdF Trading Ltd and Marubeni Europe/Smartest Energy Ltd between 1992 and 2003.

Mr. Green currently holds no other managerial positions or directorship in other companies.

Within the past five years, Mr. Green has been member of the external advisory board of the Graham Environmental Sustainability Institute, University of Michigan.

Rasmus J. S. Hoffmann – Board member (employee representative)

Mr. Hoffmann became a member of the Board of Directors in April 2011 and is an employee representative.

Mr. Hoffmann holds no managerial positions or directorship in other companies and has not held any such position within the past five years.

Jon Syvertsen – Board member

Mr. Syvertsen became a member of the Board of Directors in January 2013.

Mr. Syvertsen is currently chairman of the board of directors of Adrian & Co AS and Syneco AS.

Mr. Syvertsen is currently member of the board of directors of Swims AS, Klaveness Marine Holding AS, and Hesnes Holding AS and several single purpose companies for private real estate investments.

Mr. Syvertsen is currently chief executive officer in Offshore Heavy Transport AS, Oslo, Norway.

Within the past five years, Mr. Syvertsen has been member of the board of directors of Gram Car Carriers Ltd, Adrian & Co AS, Syneco AS, Swims AS, Hesnes Holding AS and KM Holdings A/S.

Within the past five years, Mr. Syvertsen has been member of the executive management of Arne Blystad AS.

14.2 Executive Management

The Executive Management currently consists of Jacob Meldgaard, Chief Executive Officer. The business address for the Executive Management is Tuborg Havnevej 18, 2900 Hellerup, Denmark.

Jacob Meldgaard – Chief Executive Officer

Jacob Meldgaard, born in 1968, has been Chief Executive Officer since April 2010. Before this, Mr.

Meldgaard served as executive vice president and member of the executive management in Dampskibsselskabet NORDEN A/S.

Mr. Meldgaard is chairman of the board of directors of Long Range 2 A/S.

Mr. Meldgaard is a member of the board of directors of ApS Habro Komplementar-43, K/S Habro Edinburgh, Grassmarket and Syfoglomad Limited.

Mr. Meldgaard is a member of the executive management of Torghatten & TORM Shipowning ApS, JAME Ship ApS and JAME Invest ApS.

Within the past five years, Mr. Meldgaard has been member of the board of directors of K/S Navision Alliance, ApS Habro Komplementar-36, K/S Habro – Aberdeen, K/S Navision Leader, K/S Danskib 47, K/S Danskib 31, K/S Danskib 41, Golfloop ApS, Torghatten & TORM Shipowning ApS, Ugland & TORM Shipowning ApS (dissolved).

Within the past five years, Mr. Meldgaard has been a member of the executive management of JAME Holding ApS (dissolved following a merger) and JAME Shipping ApS (dissolved following a merger).

14.3 Statement on past records of the Board of Directors and the Executive Management

Except as stated above, within the past five years, none of the members of the Management has been (i) convicted of fraudulent offences or (ii) subject to any official public incriminations and/or sanctions by statutory or regulatory authorities (including designated professional bodies), (iii) involved in bankruptcies, receiverships or liquidations in the capacity as member of management, or (iv) 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.

Within the past five years, no member of the Management has participated in the management of any company that has initiated insolvency proceedings, receiverships or has entered into liquidation, apart from what is set out above and the Restructuring by TORM as further described in "Part I – 22 Material contracts".

14.4 Statement of kinship and statement of conflict of interest

None of the members of the Management have conflicts of interest with respect to their duties as members of the Management.

There are no family ties among the members of Management.

The Company is not aware of any of the members of Management being appointed to their current position pursuant to an agreement or understanding with major shareholders, customers, suppliers or other parties.

None of the members of the Management have positions in other companies which could result in a conflict of interest vis-à-vis such companies. See also "Part I – 17.2 Shareholdings of the Board of Directors and the Executive Management" for a description of the current shareholdings in the Company held by members of the Management. The Company is not aware of any agreements restricting such members' disposal of their shareholdings in TORM.

In connection with the Restructuring, the Chief Executive Officer is eligible for a cash bonus. See "Part I – 22. Material contracts" for further details.

Other than as listed above, the Company is not aware of actual or potential conflict of interests that exist between any duties of the members of the Management towards the Company and these persons' private interests and/or duties to other persons.

15. Remuneration and benefits

15.1 Remuneration of the Board of Directors

In 2014, the aggregate remuneration paid by TORM (including subsidiaries of TORM), to the Board of Directors was USD 883,000, including supplements for participation in board committees and allowances for additional board meetings and travel. The remuneration was distributed as follows:

Table 38: Remuneration of the Board of Directors in 2014

USD '000				
Remuneration to the Board of Directors	Board remuneration	Committee remuneration	Additional meetings and travel allowance	Total
Flemming Ipsen	200	50	55	305
Oliver Dubois	75	50	22	147
Kari Millum Gardarnar	75	-	-	75
Alexander Green	75	25	35	135
Rasmus Johannes Hoffmann	75	-	14	89
Jon Syvertsen	75	25	32	132
Total for 2014	575	150	158	883

At the annual general meeting held on 26 March 2015, TORM's shareholders approved the following remuneration of the Board of Directors for 2015: The Chairman receives a fee of USD 200,000, other members each receive a fee of USD 75,000, the Chairman of the Audit Committee receives a supplement of USD 50,000, the other Audit Committee members receive a supplement of USD 25,000, and members of the Remuneration Committee and Nomination Committee receive a supplement of USD 12,500. In addition, board members may receive an allowance of USD 1,500 per meeting beyond 10 board meetings, and for the Chairman beyond one weekly meeting, reimbursement for travelling and accommodation expenses and a travel allowance of USD 2,000 per physical meeting outside their country of residence. The remuneration levels for 2015 correspond to the remuneration levels for 2014.

The Company has not granted loans, issued guarantees or undertaken similar obligations to or on behalf of the Board of Directors or any of its members. TORM has not allocated funds to provide for pension, retirement or similar benefit to the members of the Board of Directors.

No member of the Board of Directors is entitled to any kind of remuneration upon retirement from their office with TORM (or a subsidiary of TORM) other than ordinary remuneration on a pro rata basis.

15.2 Remuneration of the Executive Management

The remuneration to Jacob Meldgaard, who is the only member of the Executive Management, consists of a fixed base salary, cash based bonus incentives and customary executive fringe benefits.

In 2014, the aggregate remuneration paid by TORM (including subsidiaries of TORM), to the Executive Management, consisting of Chief Executive Officer Jacob Meldgaard, amounted to USD 980,000.

For 2015, the Executive Management has the following cash bonus programs:

EBITDA cash bonus program. The Chief Executive Officer is eligible for an annual cash bonus conditional on the Company's full year EBITDA (excl. vessel sale, investments, and divestments) prior to the Restructuring (i.e. excluding Njord's operations) exceeding USD 77 million. The bonus is calculated as a percentage of any amounts exceeding USD 77 million. The maximum bonus cannot exceed 12 months base salary. Bonus will be paid out in April 2016 after release of the annual report for 2015 and is conditional on no notice of resignation having been served by the Chief Executive Officer before 1 April 2016. The program expired upon completion of the Restructuring, and any bonus will be calculated pro-rata based on the actual EBITDA result against monthly EBITDA budget.

Cash performance bonus. The Chief Executive Officer may be eligible for a cash performance bonus which is directly linked to certain key performance indicators. The cash bonus amount is calculated based on the Chief Executive Officer's base salary.

Transaction Success Bonus. The Chief Executive Officer is eligible for (i) a cash bonus of DKK 2,500,000 conditional upon a successful completion of the Restructuring and the Chief Executive Officer not having terminated his contract on or prior to the Restructuring Completion Date, and (ii) a cash bonus of DKK 2,500,000 payable six months after the Restructuring Completion Date conditional on the Chief Executive Officer not having terminated his contract on or prior to that date.

Under TORM's overall guidelines for incentive schemes, any annual cash bonus and any discretionary bonus are subject to a maximum of 200% each of the annual base pay of the executive. TORM expects to convene an extraordinary general meeting to be held in August 2015 *inter alia* for the purposes of amending TORM's overall guidelines for incentive schemes and remuneration policy. See "Part I – 21.7 Extraordinary general meeting".

The Company has not granted loans, issued guarantees or undertaken similar obligations to or on behalf of the Executive Management. TORM has not allocated funds to provide pension, retirement or similar benefits to the Executive Management.

The Company may dismiss the Chief Executive Officer with 12 months' notice to the end of a month, and the Chief Executive Officer may terminate his contract with six months' notice to the end of a month. In case of a change of control, as further defined in the CEO's service agreement, which was triggered as result of the Restructuring, the Chief Executive Officer may, within three months from the date of the change, terminate his employment with six months' notice and retain the same rights as if the Company had dismissed the Chief Executive Officer. The Chief Executive Officer is not entitled to other kinds of remuneration upon retirement from offices with TORM (or a subsidiary of TORM).

The Chief Executive Officer is subject to global non-competition and non-solicitation clauses for a period of 12 months. During the effective period of these clauses, the Chief Executive Officer is entitled to a monthly compensation corresponding to 100% of his salary, including the fixed salary, tax value of remuneration and a proportionate part of the average annual cash bonus and discretionary bonus paid out during the previous three calendar years. The non-competition clause may be terminated with one month's notice. However, should both the non-competition and the non-solicitation clauses be effective, the compensation only becomes payable once.

Under mandatory Danish law, non-competition clauses cannot be enforced after expiry of the notice period if the termination is initiated by the Company without the Chief Executive Officer having given reasonable cause for the dismissal.

15.3 Shareholdings of the Board of Directors and the Executive Management

See "Part I – 17.2 Shareholdings of the Board of Directors and the Executive Management" for information on the holdings of shares and share options of the individual members of the Board of Directors and the Executive Management.

16. Practices of the Board of Directors and the Executive Management

16.1 Practices of the Board of Directors

The Board of Directors is entrusted with the overall responsibility for the Company and the supervision and appointment of the Executive Management. The duties of the Board of Directors include establishing policies for strategy, accounting, organization and finance and the appointment of executive officers. The primary responsibilities of the Board of Directors are to safeguard the interests of the shareholders with due regard to the other stakeholders of the Company and ensure that the Company is properly managed in accordance with the applicable Articles of Association, laws and regulations and to pursue the commercial objectives as well as the strategic development of the Company.

The seniority, the date of expiration of the current term of office and the positions of the members of the Board of Directors are set out in "Part I – 14. Board of Directors and Executive Management" above. TORM expects to convene an extraordinary general meeting to be held in August 2015 *inter alia* for the purposes of electing a new Board of Directors. See "Part I – 21.7 Extraordinary general meeting".

The Board of Directors has established an Audit Committee, a Remuneration Committee and a Nomination Committee.

16.2 Practices of the Executive Management

The Executive Management is employed by the Board of Directors which lays down the terms and conditions of employment and the framework for the Executive Management's duties. The Executive Management is responsible for the day-to-day management of the Company, including the Company's operational development, results and internal development, and for implementing the strategies and overall decisions approved by the Board of Directors.

Transactions of an unusual nature or of major importance may only be effected by the Executive Management on the basis of a special authorization granted by the Board of Directors. In the event that certain transactions cannot await the approval of the Board of Directors, taking into consideration the best interests of the Company, the Executive Management shall, to the extent possible, obtain the approval of the Chairman and ensure that the Board of Directors is subsequently given notice of such transactions passed. Transactions of an unusual nature or of major importance are defined in the Rules of Procedure and include, *inter alia*, acquisition and disposal of vessels.

The seniority and positions of the Executive Management is set out in "Part I – 14. Board of Directors and Executive Management" above.

16.3 Information regarding contract terms of the Executive Management

See "Part I – 15. Remuneration and benefits" for a description of the severance terms of the Executive Management.

16.4 Committees

The Audit Committee

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities to ensure the quality and integrity of the accounting, auditing and financial reporting of the Company. The Audit Committee meets at least four times a year, and both the Chief Financial Officer, the head of the accounting department as well as the independent auditors will normally participate in the meetings. The Audit Committee may invite such other persons to its meetings as it deems appropriate. The Audit Committee performs its duties under a charter approved by the Board of Directors on a yearly basis.

The Audit Committee consists of two members, elected by the Board of Directors among its members. As of the Listing Prospectus Date, the Audit Committee consists of Olivier Dubois (Chairman) and Flemming Ipsen. Both members of the Audit Committee are considered independent and possess the qualifications

relevant for the Audit Committee to perform its tasks.

The Audit Committee makes recommendations to the Board of Directors with respect to the appointment of the Company's independent auditors and provides a report on the committee's activities to the Board of Directors no later than at the first board meeting following an Audit Committee meeting.

The Remuneration Committee

The purpose of the Remuneration Committee is to assist the Board of Directors in reviewing the performance and development of the Executive Management in achieving corporate goals and objectives and to assure that the Executive Management is compensated effectively as well as reviewing the Company's general remuneration policies. The Remuneration Committee meets at least three times a year.

The Remuneration Committee consists of Flemming Ipsen (Chairman), Alexander Green and Jon Syvertsen. All members of the Remuneration Committee are considered independent and possess the qualifications relevant for the Remuneration Committee to perform its tasks.

The Nomination Committee

The purpose of the Nomination Committee is to assist the Board of Directors in maintaining and developing a number of governance procedures and evaluation processes in relation to the Board of Directors and Executive Management. The Nomination Committee meets at least twice a year.

The Nomination Committee consists of Flemming Ipsen (Chairman), Alexander Green and Jon Syvertsen. All members of the Nomination Committee are considered independent and possess the qualifications relevant for the Nomination Committee to perform its tasks.

TORM expects to convene an extraordinary general meeting to be held in August 2015 *inter alia* for the purposes of electing a new Board of Directors. See "Part I – 21.7 Extraordinary general meeting".

16.5 Description of management reporting systems and internal control systems

The Board of Directors has the overall responsibility for the Company's internal control and the assessment and management of risk. The Executive Management is responsible for the identification of key risks, the operation of an effective internal control environment and the implementation of adequate risk management processes. The Executive Management is also responsible for periodical reporting on major risks and changes to such risks to the Audit Committee and the Board of Directors. The Board of Directors reviews the major risks and discusses risk developments with the Executive Management as deemed appropriate and at least once a year.

The Company performs risk assessment on the basis of a top-down risk-based approach. The process starts with the identification and assessment of the risks related to financial reporting, including relevant changes. Further, as part of the assessment of risks, the entity-wide controls and the general IT controls are considered. The likelihood of risks occurring as well as the financial impact of such are assessed.

As part of the internal control system, the Board of Directors has had a whistle-blower facility since 2006, handling the filing of complaints to an independent lawyer's office engaged by the Board of Directors concerning violations of laws, regulations and good business conduct by TORM representatives. Details of how to submit complaints are publicly available in English on TORM's website <http://csr.torm.com/responsible-business/whistleblower> and the Company's intranet. Complaints may be filed anonymously. The whistle-blower facility is registered and approved by the Danish Data Protection Agency.

Through sample testing at least once a year, the Company ensures that there are no material weaknesses in the internal controls which might lead to material errors in the financial statements.

16.6 Corporate governance

In the 2014 financial year, TORM complied with 49 out of 50 of the Corporate Governance Recommendations issued by the Danish Committee on Corporate Governance with the following deviation:

- 3.1.5 (Composition and organization of the Board of Directors). The Articles of Association stipulate that members of the Board of Directors be up for election every two years, as opposed to the recommended yearly election. In order to ensure continuity in the Board of Directors, the Board of Directors finds it appropriate to uphold the two-year election period for members of the Board.

At an extraordinary general meeting held on 7 July 2015, a new corporate governance structure was implemented which included the establishment of the A share class comprising TORM's then existing share capital, and the B and C share classes in which one B Share and one C Share was issued at completion of the Restructuring. In the 2015 financial year TORM expects to comply with 47 out of 50 of the Corporate Governance Recommendations with the following deviations:

- 3.1.2 (Composition and organization of the Board of Directors). The holder of the B Share will have the right to elect one candidate to the Board of Directors to serve as Deputy Chairman. Due to TORM's current shareholder composition with one controlling shareholder having the ability to effectively appoint the majority of the Board of Directors, TORM considers this minority protection right for the B shareholder as trustee to the minority shareholders to be appropriate.
- 3.1.4 (Retirement age for members of the Board of Directors). The Articles of Association do not include a retirement age for members of the Board of Directors as the Board of Directors finds it appropriate to focus on the respective candidates' competencies, including relevant work experience, rather than age.
- 3.1.5 (Composition and organization of the Board of Directors). See above.

TORM expects to convene an extraordinary general meeting to be held in August 2015 for the purposes of electing a new Board of Directors, making certain amendments to TORM's overall guidelines for incentive schemes and remuneration policy, and implementing a share consolidation. See "Part I – 21.7 Extraordinary general meeting". Depending on the independency of the members elected at the extraordinary general meeting, TORM might not comply with the independency requirement of the recommendations related to composition of the Board of Directors and board committees.

16.7 Overall guidelines for incentive schemes

The Company has adopted overall guidelines for incentive schemes to members of the Executive Management and the Board of Directors. The guidelines were approved by the general meeting on 22 April 2009.

The guidelines provide that remuneration of the Board of Directors may exclusively be in the form of a fixed fee. Remuneration of the Executive Management may be in the form of fixed base pay and variable incentive-based pay in the form of annual cash bonus, discretionary cash bonus, extraordinary cash bonus and shares in addition to the eligibility to participate in general share subscription or option schemes. See "Part I – 15.2 Remuneration of the Executive Management" for a description of the remuneration paid to the Executive Management and "Part I – 17.2 Shareholdings of the Board of Directors and the Executive Management" for a description of the Company's share option program.

TORM expects to convene an extraordinary general meeting to be held in August 2015 *inter alia* for the purposes of making certain amendments to TORM's overall guidelines for incentive schemes and remuneration policy. See "Part I – 21.7 Extraordinary general meeting" for further details.

17. Employees

17.1 Overview of employees

The Company has employed the following land-based employees and seafarers during the period from 1 January 2012 until 31 March 2015:

Table 39: Number of employees¹

	2012 ²	2013 ²	2014 ²	Q1 2015 ²
Land-based employees				
Denmark	153	150	147	142
Other	141	128	135	135
Total number of land-based employees	294	278	282	277
Seafarers	2,692	2,678	2,729	2,853
Total number of employees	2,986	2,956	3,011	3,130

Notes: (1) Table includes employees employed by TORM during the relevant period. No employees were transferred from Njord in connection with the Restructuring. (2) End of the relevant period

As at the Listing Prospectus Date, no material change in the number of employees has occurred since 31 March 2015.

17.2 Shareholdings of the Board of Directors and the Executive Management

The shareholdings of the members of the Board of Directors and the Executive Management as of the Listing Prospectus Date are listed in the table below.

Table 40: Shareholdings of the Board of Directors and the Executive Management

Name	Position	Number of A Shares	Number of share options
<i>Board of Directors</i>			
Flemming Ipsen	Chairman	500	0
Olivier Dubois	Deputy Chairman	10	0
Kári Millum Garðarnar	Board member (employee representative)	2,880	0
Alexander Green	Board member	100	0
Rasmus Johannes Hoffmann	Board member (employee representative)	1,675	0
Jon Syvertsen	Board member	10,000	0
<i>Executive Management</i>			
Jacob Meldgaard	CEO	100,000	536,422

Other than as set forth above, no members of the Board of Directors or the Executive Management hold Shares or securities convertible into shares.

Share option program

In 2010, a share option program was established for certain employees including the Executive Management, members of the management group and certain key employees. No share options were granted to members of the Board of Directors. Share options under the program were granted in 2010 (35 persons) and 2011 (40 persons).

The share option program is subject to Danish law and includes certain adjustment provisions, exercise

conditions, provisions on accelerated vesting, and other terms customary for share option programs of this nature.

The program provides that an adjustment shall be made if the Company's capital structure is changed in such a way as to directly cause a reduction or an increase in the value, number or exercise price of the options. No adjustment shall be made in case of a capital increase at market value. No adjustment was made as a result of completion of the Restructuring.

The program *inter alia* provides for accelerated vesting subject to a fixed short exercise period in case of a proposed merger of the Company with a third party, under which the shareholders of the third party obtain control over the Company. At completion of the Restructuring, the Board of Directors determined that an event leading to accelerated vesting had not occurred.

As of the Listing Prospectus Date, a total of 2,596,071 share options, entitling to subscribe for 2,596,071 A shares were outstanding of which 1,239,417 expire in 2016 and 1,356,654 expire in 2017.

The share options vest in connection with publication of the annual report in the third calendar year following the grant. Vested share options may be exercised from the vesting date until publication of the annual report in the sixth year from the grant. The share options may only be exercised in an exercise window during a period of four weeks from the date of the Company's publication of an interim report or an annual report. The share options granted in 2010 and 2011 must be exercised no later than 4 pm (CET) on the business day following the publication of the Company's annual report in 2016 and 2017, respectively.

Each share option gives the employee the right to acquire one A share with a nominal value of DKK 0.01. Exercised options are settled by the Company's holding of treasury shares or, in certain situations, by settlement in cash. For grants made in 2010, the exercise price is DKK 33.59 and for grants made in 2011, the exercise price is DKK 27.20.

The fair value reported by TORM of the share options granted in 2010 and 2011 is based on the Black-Scholes model. At the respective grant dates, the fair value was determined to be USD 1.6 million (2010 grant) and USD 2.0 million (2011 grant). As at 31 December 2014, the fair value was determined to be USD 0.1 million (2010 and 2011 grants combined).

Participants resigning from their positions with the Company as good leavers prior to vesting are allowed to keep their share options and to exercise them in accordance with the terms and conditions of the share option program. Bad leaver participants will lose all share options that have not vested at the time of final resignation. This is in accordance with the mandatory provisions of the Danish Stock Option Act in force as of the Listing Prospectus Date.

18. Major shareholders

The total nominal share capital of the Company as of the Listing Prospectus Date is DKK 957,543,745.56 divided between 95,754,374,554 A Shares, one B Share and one C Share with a nominal value of DKK 0.01 each. See a description of their voting rights under "Part I – 21.5 Description of Articles of Association".

As a result of the Restructuring, Njord Luxco obtained a controlling interest in TORM. Njord Luxco is controlled by Oaktree Topcos which are owned by funds managed by Oaktree Capital Management. In connection with the Restructuring, Njord Luxco received a confirmation from the Danish FSA that Njord Luxco could expect to receive an exemption pursuant to section 31(8) of the Danish Securities Trading Act, from the obligation to present a mandatory takeover offer to the shareholders of TORM, and that, following completion of the Restructuring, Njord Luxco would be deemed to have sole control over TORM. The final approval is expected to be granted to Njord Luxco following the Listing Prospectus Date. In connection with the Restructuring, new corporate governance provisions were implemented, which include certain minority protection rights in the form of special majority requirements for certain defined matters (reserved matters) and certain administrative rights attached to a B Share held by a Minority Trustee. These minority protection rights are further described in "Part I - 21.5 Description of Articles of Association" and "Part I - 22. Material contracts".

The table below sets out the shareholders, which as of the Listing Prospectus Date have notified the Company that they hold at least 5% of the Shares or voting rights, and such shareholders' actual ownership interest.

Table 41: Notifications received from major shareholders as of the Listing Prospectus Date

Shareholder	Nominal value of A Shares (DKK)	Number of A Shares	Ownership and voting rights (excluding the C Share, see below)
Njord Luxco <i>(wholly owned by Oaktree Topcos)</i>	593,543,745.54	59,354,374,554	61.99%
DW Partners, LP <i>(investment manager of DW Catalyst Master Fund, Ltd. and DW Value Master Fund, Ltd.)</i>	60,924,684.30	6,092,468,430	6.36%

Note: Based on notifications received by TORM as of the Listing Prospectus Date.

In addition, Njord Luxco holds one C Share, which has 525,000,000,000 votes at the general meeting in respect of Specified C Matters, including election of members to the Board of Directors (including the Chairman but excluding the Deputy Chairman) and certain amendments to the Articles of Associations proposed by the Board of Directors.

Under Danish law, shareholders are required to give notice to the Company of any changes in their ownership interest or voting rights leading them to cross certain thresholds. See "Part II – 4.9 Danish regulations governing mandatory takeover bids, redemption of shares and disclosure requirements". Any such notice will be published by the Company issuing a company announcement in the event it receives such notice from a shareholder.

The Company is not authorized to issue any company announcement regarding major shareholdings unless prior notice from a shareholder has been received. Thus, changes may have occurred in the stated share capital or voting rights of major shareholders which are not reflected in the table above if a shareholder has failed to provide notice of its ownership interest or voting right to the Company (including as a result of increases in the Company's share capital).

For shareholdings of the Board of Directors and the Executive Management as of the Listing Prospectus Date, see "Part I – 17.2 Shareholdings of the Board of Directors and the Executive Management".

19. Related party transactions

Under IAS 24 "Related Party Disclosures", related parties are considered to be members of the Board of Directors or Executive Management together with their immediate families and all entities in the Group, including its jointly owned entities, in each case as of the time of the relevant transaction.

19.1 TORM's related party transactions prior to the Restructuring

During the period from 1 January 2012 and until the Restructuring Completion Date, TORM has had transactions with its related parties as set out below.

All transactions between TORM and its related parties are based on the list prices used for sale to third parties, where such price list exists. For all other transactions, the price has been set at what is regarded by Management as market price.

Subsidiaries and joint ventures

During 2014, TORM provided services related to shipping activities to its joint ventures for a total amount of USD 1.4 million (2013: USD 1.9 million; 2012: USD 1.8 million). During 2012, TORM's jointly controlled entities provided services related to shipping activities for a total amount of USD 1.5 million (2014 and 2013: USD 0 million).

During 2014, TORM's subsidiaries provided services related to shipping activities for a total amount of USD 149.3 million (2013: USD 193.8 million; 2012: USD 100.3 million) and a total amount of USD 470.7 million in debt cancellation (2013: USD 149.3 million; 2012: USD 21.0 million). During 2012, TORM provided services related to shipping activities to its subsidiaries for USD 2.0 million (2014 and 2013: USD 0 million).

During 2012, TORM sold assets in a related party transaction for USD 68.1 million. In July 2012, TORM acquired a claim against affiliates of a time charter-in counterparty, for a consideration of USD 3.0 million from a subsidiary of TORM's jointly controlled entity FR8 Holdings Pte. Ltd.

Board of Directors and Executive Management

See "Part I – 15. Remuneration and benefits" for a description of the remuneration of the Board of Directors and Executive Management.

Niels Erik Nielsen, chairman of the Board of Directors until 9 January 2013, was a practicing partner in the law firm Lett. In the period up to 9 January 2013, Lett rendered legal assistance to TORM as one of a number of law firms. In 2012, Lett's fee was USD 2.0 million.

Jesper Jarlbæk, member of the Board of Directors until 9 January 2013, was chairman of the board of directors and shareholder in Basico Consulting A/S and member of the board of directors and shareholder in IT2 Treasury Solutions Ltd. In 2012, Basico Consulting A/S' fee for consulting services was USD 0.8 million and IT2 Treasury Solutions Ltd.'s fee for licensed treasury management software and related implementation consulting services was USD 0.2 million.

Angelos Papoulias, member of the Board of Directors until 1 May 2012, was director of Investments & Finance Ltd. In 2012, Investments & Finance Ltd.'s fee for consulting services was USD 0.8 million.

19.2 TORM's related party transactions after the Restructuring

As of the Listing Prospectus Date, TORM has had no transactions with its related parties since the Restructuring Completion Date other than as set out below.

The Restructuring

As part of the Restructuring, TORM entered into a number of transactions with Njord Luxco and the Participating Lenders, including issuance of Consideration Warrants and Listing Shares against conversion

of debt or contribution of assets other than cash. Reference is made to "Part I – 6.1 Restructuring" for a description of the Restructuring and "Part I – 22. Material contracts" for a description of the Restructuring Agreement and Financing Agreements.

Following the Restructuring, TORM's largest shareholder is Njord Luxco, which holds 61.99% of the share capital and voting rights (excluding the C Share). Other Participating Lenders, that are also shareholders, include Danske Bank A/S, Skandinaviska Enskilda Banken AB (publ), and funds managed by DW Partners LP. TORM does not consider these Participating Lenders to be related parties.

Reference is made to "Part I – 18. Major shareholders" for further details.

20. Financial information concerning the Company's assets and liabilities, financial position and profits and losses

20.1 Financial information

See "Part F – Financial information" for financial information about the Company which includes unaudited pro forma financial information for TORM and Njord.

20.2 Dividend policy

TORM's dividend policy, as outlined in its 2014 annual report, states that up to 50% of the net profit for the year may be distributed as dividend. Furthermore, the dividend should always be considered in light of TORM's capitalization, strategic developments, future obligations, market trends and shareholder interest.

Under the New Financing Agreements, TORM is restricted from distributing dividends prior to the final cash sweep date (that is a date falling 24 months after the Restructuring Completion Date or, if the Company elects to reduce its first two amortization installments by 50% and extend the semi-annual cash sweep by one year, 36 months after the Restructuring Completion Date). However, the Company may exercise an option to start amortization under the New Term Facility Agreement earlier and pay a pre-agreed cash sweep amount and, in such case, the Company will be permitted to distribute dividends at an earlier point in time, however, always subject to pro forma compliance with the financial covenants of the New Financing Agreements. For further information about applicable restrictions, see "Part I – 22.2 Financing Agreements".

TORM A/S has not paid dividends for the financial years 2012, 2013 and 2014.

20.3 Litigation

TORM is from time to time and currently a party to various legal proceedings arising in the ordinary course of business. TORM seeks to maintain commercial liability insurance for such cases and to the extent that TORM finds that a specific claim is covered by insurance, TORM will make no reservations in its accounts except for other related cost such as deductibles payable by the Company under the insurances.

Within the last twelve months from the date of this Listing Prospectus, TORM has not been and is not currently a party to any governmental proceedings, litigation, administrative, arbitration or dispute proceedings that could have, or have had, a material adverse effect on its business, results of operations or financial position, and TORM is not aware of any such threatened or potential dispute, other than as set out below.

Potential pending arbitration proceedings

In 2009, arbitration proceedings were initiated against TORM as a result of a dispute regarding the vessel Bel Taylor which TORM had under technical and commercial management. The vessel was owned by an entity affiliated with a former member of the Board of Directors of TORM. The owner raised claims of a total of USD 8.7 million relating to budget and timetable in connection with a scheduled maintenance of the vessel. TORM reported the claim to its professional liability insurers. Pursuant to the policy, the insurers are acting on TORM's behalf, and have rejected the owner's claim in full. The process has been dormant for six years pending further action by the owner of the vessel. TORM considers that the claim is without merit and that if, nevertheless, it was found to have merit, the claim should be covered by TORM's commercial liability insurance. TORM has consequently made no reservations in its accounts relating to the claim except for an amount of USD 35,000 representing the deductible payable by TORM under the relevant insurance policy.

20.4 Financial position

After the balance sheet date, TORM completed the Restructuring on 13 July 2015 which has had significant impact on the Company's financial position. See "Part I – 9.10 Significant events after the balance sheet date". No further material changes have occurred to TORM's financial or trading position since the release of TORM's interim consolidated financial statements for the three months ended 31 March 2015 on 13 May 2015 and Njord Luxco's consolidated financial statements for the year ended 31 December 2014.

21. Additional information

21.1 Share capital

As at the Listing Prospectus Date, the Company's registered share capital amounts to a nominal value of DKK 957,543,745.56 comprising 95,754,374,554 A Shares, one B Share and one C Share, each with a nominal value of DKK 0.01.

According to the Articles of Association, the B Share and the C Share shall be redeemed by the Company in the event that (i) the Company has received written notification that Njord Luxco and its affiliates (as defined in the Articles of Association) hold less than 1/3 in aggregate of the Company's issued and outstanding shares, (ii) five business days have elapsed from the Board of Directors' receipt of such written notice either without any board member disputing such notice or, in case of a dispute, with at least 2/3 of the board members confirming such notice, and (iii) both of the B Share and the C Share are redeemed at the same time.

The Board of Directors has been granted certain authorizations to increase the share capital of the Company, both with and without preemption rights to the existing shareholders. The authorizations are described in further detail in "Part I – 21.6 Authorizations to the Board of Directors".

21.2 Historical development of the share capital

In the period from 1 January 2012 until the Listing Prospectus Date, the Company's share capital has been subject to the following changes:

Table 42: Developments in the Company's share capital as of the Listing Prospectus Date

Date	Activity	Share capital prior to change (nominal DKK)	Change in share capital (nominal DKK)	Share capital after the change (nominal DKK)	Price (DKK)	Number of Shares after the change
5 November 2012	Capital reduction	364,000,000	363,272,000	728,000	100	72,800,000
5 November 2012	Capital increase (debt conversion)	728,000	6,552,000	7,280,000	17,919.73	728,000,000
13 July 2015	A capital increase (debt conversion)	7,280,000	356,720,000	364,000,000	581.16	36.400.000.000
13 July 2015	C capital increase (payment in cash)	364,000,000	0.01	364,000,001	100,000	36.400.000.001
13 July 2015	B capital increase (payment in cash)	364,000,001	0.01	364,000,002	100,000	36.400.000.002
13 July 2015	A capital increase (contribution in kind)	364,000,002	593,543,745.54	957,543,745.56	583.38	95.754.374.556

There have been no changes in the Company's share capital since the Restructuring Completion Date.

21.3 Treasury shares

At 31 December 2014, the Company's holding of treasury Shares represented 6,683,072 A Shares (2013: 6,683,072 A Shares) of DKK 0.01 each at a total market value of USD 0.4 million (2013: USD 1.7 million). Since 31 December 2014, the Company has not sold or acquired any additional treasury Shares. As of the Listing Prospectus Date, TORM's retained treasury Shares equate to less than 0.01% (2014: 0.9%; 2013: 0.9%) of the Shares.

21.4 Warrants, convertible securities and option programs

As part of the Restructuring, the Company has issued 7,181,578,089 Consideration Warrants each entitling their holder to subscribe for one new A share of nominally DKK 0.01 without preemption rights for TORM's existing shareholders. The Consideration Warrants may be exercised at any time after 13 July 2016 but no later than 13 July 2020. The exercise price for the Consideration Warrants is DKK 0.06417 per A share in TORM and is subject to certain terms and conditions, including adjustment provisions in

case of e.g. changes in capital structure, as further described in article 3.1.5 and Schedule B to the Articles of Association included as Appendix A to this Listing Prospectus.

As of the Listing Prospectus Date, no other warrants or securities convertible or exchangeable into shares have been issued by the Company.

For information about outstanding share options and share option programs, please refer to "Part I – 17.2 Shareholdings of the Board of Directors and the Executive Management" and the 2014 annual report, p. 58-59, which is included by reference.

The Company has not granted any acquisition rights and or obligations over authorized but unissued capital nor has the Company undertaken any obligation to increase the capital.

21.5 Description of Articles of Association

Below is a brief description of certain provisions contained in the Articles of Association. The summary does not purport to be a complete summary of all articles.

Objects

The Company's objects, as set out in article 1.3 of the Articles of Association, are to carry out business within shipping, chartering and other transport services, to make investments, including in real property, and to carry on such other business as the Board of Directors may deem incidental to the attainment of the said objects. The objects may be attained by ownership in whole or in part, including as shareholder, partner or otherwise of any other business which has one or more of the objects set out above.

Summary of provisions regarding the Board of Directors and the Executive Management

Board of Directors

The Company is managed by a Board of Directors made up of a minimum of three and a maximum of four members elected by the general meeting for a term of two years. As long as the B Share is outstanding, the holder of the B Share shall elect one member (the "B Director") and up to three alternates. The remaining members shall be elected by a simple majority of the votes cast on the A Shares and the C Share at the general meeting. Election of members to the Board of Directors is a Specified C Matter, which entails that the C Share will carry 525,000,000,000 votes in respect of the election at the general meeting.

Alternate members may be elected. The B shareholder may appoint a board observer from among any alternate members for the B Director. Retiring members of the Board of Directors are eligible for re-election.

If employee representatives have been elected in accordance with the provisions of the Danish Companies Act, such employee representatives shall join the Board of Directors and retire in accordance with the rules in force from time to time.

The present Board of Directors consists of four members elected by the general meeting and two employee directors. TORM expects to convene an extraordinary general meeting to be held in August 2015 *inter alia* for the purposes of electing a new Board of Directors. See "Part I – 21.7 Extraordinary general meeting".

The Chairman is elected by a simple majority of the votes cast on the A Shares and the C Share at the general meeting. Election of Chairman is a Specified C Matter, which entails that the C Share will carry 525,000,000,000 votes in respect of the election. The B Director shall be the Deputy Chairman.

The Board of Directors makes its decisions by a simple majority of votes, unless otherwise set forth in the Articles of Association, including certain reserved matters described in article 13 of the Articles of Association. Please refer to Appendix A to this Listing Prospectus. The Board of Directors may, decide that certain provisions of the Rules of Procedure may only be amended by a qualified majority of the board members. In case of an equality of votes, the Chairman (but not the Deputy Chairman) has the casting

vote. Save as otherwise provided by the Articles of Association, the Board of Directors forms a quorum when more than half of all its members – and at least half of the members elected by the shareholders at the general meeting – are present.

The members of the Board of Directors receive a fixed remuneration. The total proposed remuneration is included in a special note in the annual report and is presented for adoption together with the annual report.

The Board of Directors may grant individual or joint power of procuration.

Executive Management

The Board of Directors appoints a managing director to be in charge of the day-to-day management of the Company. The Executive Management of the Company currently consists of one CEO. The Board of Directors may decide to appoint one or more additional managers.

Rule of Signature

The Company shall be bound by the joint signatures of three members of the Board of Directors, one of whom shall be the Chairman, or by the joint signatures of two members of the Board of Directors, one of whom shall be the Chairman, together with the Managing Director.

Description of the Shares

Dividend rights

Pursuant to the Danish Companies Act, the general meeting may resolve to distribute ordinary and extraordinary dividends if proposed or supported by the Board of Directors. Furthermore, the Board of Directors has been authorized by the general meeting to resolve to distribute extraordinary dividends.

Holders of A Shares, including holders of Listing Shares, are eligible to receive dividends. The Articles of Association do not include provisions regarding the rate of dividends, method of calculation of dividends, periodicity or on cummulation/non-cummulation of dividends, except that the Articles of Association provide that the B Share and the C Share carry no right to receive dividends.

Dividends, if declared, are distributed by transfer to the accounts designated by the shareholders in accordance with the rules of VP Securities in force from time to time. There are no dividend restrictions or special procedures for non-resident holders of A Shares. Dividends which remain unclaimed for three years after the due date will accrue to the Company.

TORM's ability to distribute dividends will depend on a number of factors, including future earnings, capital requirements, financial position, future prospects and applicable restrictions on the payment of dividends under Danish law as well as other factors that the Board of Directors may consider relevant. Any future distribution of dividends is further subject to certain restrictions under the Financing Agreements, see "Part I – 20.2 Dividend Policy".

See "Part II – 4.11 Taxation" for a summary of certain tax consequences in respect of dividends.

Voting rights

Each A and B share amount of DKK 0.01 nominal value carries one vote at the general meetings of the Company.

The C Share carries 525,000,000,000 votes at the general meetings of the Company in respect of the Specified C Matters, including election of members to the Board of Directors (including the Chairman but excluding the Deputy Chairman) and certain amendments to the Articles of Associations proposed by the Board of Directors. The C Share carries no voting rights in respect of matters which are not (i) Specified C Matters, (ii) matters which will change the relationship between the C Share and any other shares, cf. section 107(3) of the Danish Companies Act, or (iii) a matter which requires the consent of the holder of the C Share pursuant to section 45 of the Danish Companies Act.

A shareholder's right to participate in and vote at general meetings shall be determined on the basis of such shareholder's holding of Shares on the record date, i.e. one week prior to the general meeting.

Participation at general meetings is furthermore subject to the shareholder having requested an admission card for the relevant general meeting no later than three days prior to the date of the general meeting. Admission cards are issued to any such person who according to the register of shareholders is registered as a shareholder on the record date or who has duly reported his shareholding to the Company as at the record date for purposes of entry in the register of shareholders.

The Articles of Association provide, that it is not a requirement that a single shareholder votes in the same way or in aggregate on all of such shareholder's shares.

Shareholders are entitled to vote by proxy or by correspondence. See "General meetings" for more information.

Preemption rights

Subject to the authorizations set out in article 3 of the Articles of Association, all Shares (except for the B share and the C share) shall have preemption rights in relation to any issuance by the Company of new shares, warrants or debt instruments convertible into shares or ADRs or ADSs (each term as defined in Article 13.1.10 of the Articles of Association). Any removal of such rights, other than in connection with a transaction approved in accordance with article 13 of the Articles of Association, shall require approval of A shareholders representing 95% or more of the votes cast at a general meeting.

The B share does not have preemption rights in relation to any issuance of new shares of other classes. The C share does not have preemption rights in relation to any issuance of new shares of other classes.

Rights on liquidation

On liquidation or winding-up, A shareholders will be entitled to participate, in proportion to their respective shareholdings, in any surplus assets remaining after payment of the Company's creditors. The B Share and the C Share carry no right to receive liquidation proceeds or other distributions from the Company.

Redemption and conversion

The Articles of Association do not include provisions allowing for redemption or exchange of the A Shares. The B Share and the C Share shall be redeemed by the Company in the event that (i) the Company has received written notification from Njord Luxco (or its affiliates) that Njord Luxco and its affiliates (as defined in the Articles of Association) hold less than 1/3 in aggregate of the Company's issued and outstanding shares, (ii) five business days have elapsed from the Board of Directors' receipt of such written notice either without any board member disputing such notice or, in case of a dispute, with at least 2/3 of the board members confirming such notice, and (iii) both of the B Share and the C Share are redeemed at the same time.

Registration by name

All Shares are issued in the name of the holder and shall be registered in the Company's register of shareholders in the name of the holder. The Company has appointed VP Investor Services A/S as keeper of the Company's register of shareholders.

Transferability and negotiability

The Shares are negotiable instruments, and the transferability of the A Shares are not subject to any restrictions under the Articles of Association. Under the Articles of Association, the B Share cannot be transferred or pledged, except for to a replacement trustee or by redemption by the Company, and the C Share cannot be transferred or pledged except to an affiliate of Njord Luxco or by redemption by the Company. General statutory transfer restrictions in connection with the Shares are described in "Part II – 5. Terms and conditions of the Listing".

ADRs or ADSs

The Articles of Association include certain provisions related to potential ADRs or ADSs, if issued, as well as to holders of such instruments. See the Articles of Association included as Appendix A for further details. As of the Listing Prospectus Date, TORM has no sponsored ADR or ADS programs.

Amendment of the Articles of Association, change of share capital and changes to the rights attaching to Shares

The Articles of Association include certain authorizations to the Board of Directors to increase the share capital. See "Part I – 21.6 Authorizations to the Board of Directors". Any extension of the authorizations set out in article 3.2-3.4 of the Articles of Association may be resolved by the general meeting with the majority required pursuant to Danish law. Any other removal of the preemption rights of the A shareholders in relation to any issuance by the Company of new A shares, warrants or debt instruments convertible into A shares requires approval of shareholders representing 95% or more of the votes cast at the general meeting, see article 2.8 of the Articles of Association, which is more significant than required under the Danish Companies Act. Further, until the B Share and the C Share have been redeemed, any amendment to article 2.8 of the Articles of Association requires approval of A shareholders representing 95% or more of the votes cast at the general meeting.

Further, the Articles of Association provide a list of reserved matters which require approval by either the majority of the members of the Board of Directors (including the Chairman and the Deputy Chairman (or his alternate)) or, in circumstances where the Deputy Chairman (or his alternate) has either not voted in favour of any such matter or did not attend the meeting of the Board of Directors at which such matter was considered, or any such matter has been put to a shareholder vote, by shareholders representing at least 70% or 86% of TORM's A Shares, which is more significant than required under the Danish Companies Act. The reserved matters include any changes to the rights attaching to any class of shares. Please refer to article 13 of the Articles of Association included in this Listing Prospectus as Appendix A for a description thereof.

Any resolution for the amendment of the Articles of Association is further subject to the conditions set out in sections 106-107 of the Danish Companies Act.

General meetings

The general meetings of the Company shall be held in the Greater Copenhagen region, and the annual general meeting shall be held every year before the end of April. General meetings are conducted in English without offering all attendees simultaneous translation to and from Danish, unless the Board of Directors decides to offer such translation. All documents prepared for the purpose of the general meeting, in connection with or after the general meeting are prepared in English.

General meetings shall be convened with a notice of no more than five weeks and no less than three weeks by notice on the Company's website and otherwise in any such manner and form as may at any time be required by the stock exchanges on which the Company's A Shares are listed. Written notice of the meeting shall, however, be given to all shareholders entered in the Company's register of shareholders who have so requested.

The notice convening the general meeting shall specify the business to be transacted at the meeting. If proposals for amendments to the Articles of Association are to be considered, the essential aspects of the proposal shall be stated in the notice. Any shareholder shall be entitled to have one or more items included in the agenda for the annual general meeting, provided that the shareholder submits a written request to that effect to the Board of Directors no later than six weeks before the general meeting.

Extraordinary general meetings shall be held when demanded by the Board of Directors, the auditor elected by the general meeting or the B shareholder for the purpose of replacing any alternates for the B Director. Extraordinary general meetings shall be convened within two weeks if requested in writing by shareholders holding 5% of the share capital for the purpose of considering specific business.

Shareholders may vote by correspondence and be represented by proxy. The proxy holder shall present a written and dated instrument of proxy. Instruments of proxy to the Company's management shall be granted for a maximum period of 12 months and shall be issued for a specific general meeting with a known agenda.

A shareholder's right to participate in and vote at general meetings is determined on the basis of such shareholder's holding of shares on the record date and is subject to the shareholder having requested an admission card for the relevant general meeting no later than three days prior to the date of the general

meeting. See "Voting rights" above for further details.

All resolutions passed at general meetings may be adopted by a simple majority of votes unless otherwise prescribed by statute or the Articles of Association, including certain reserved matters described in article 13. Please refer to Appendix A to this Listing Prospectus.

In case of an equality of votes in connection with the election of members to the Board of Directors, auditor/auditors or liquidators, the matter shall be decided by lot between the relevant persons. A proposal shall otherwise be deemed to be rejected if an equal number of votes have been cast for and against the proposal.

Provisions in the Articles of Association or other rules, which may cause delay, deference or prevention of a change of control

The Board of Directors is authorized to let the Company acquire treasury shares and to increase the Company's share capital by issuance of warrants and/or new A shares with or without preemption rights for existing shareholders. See "Part I – 21.6 Authorizations to the Board of Directors". Depending on the specific circumstances, the Board of Directors' decision to use the authorization to let the Company acquire its own shares or to issue new A shares may delay, defer or prevent a change of control of the Company. A share capital increase adopted by the general meeting may also delay a change of control of the Company.

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 register of shareholders on or before the record date, which is one week prior to the general meeting, or the Company at such date has received a notification of ownership for entry in the register of shareholders.

Furthermore, the C Share carries 525,000,000,000 votes at the general meetings of the Company in respect of the Specified C Matters, which include election of members to the Board of Directors (including the Chairman but excluding the Deputy Chairman) and certain amendments to the Articles of Associations proposed by the Board of Directors.

Disclosure of major shareholdings

The Danish Companies Act and the Danish Securities Trading Act contain specific rules on the requirement for shareholders to notify the company of shareholdings representing more than 5 % of the share capital or the voting rights of the share capital or exceeding the thresholds of 5, 10, 15, 20, 25, 50, 90, or 100 % of the total share capital or voting rights or the thresholds of one-third or two-thirds of the total share capital or voting rights.

21.6 Authorizations to the Board of Directors

As at the Listing Prospectus Date, the Board of Directors holds the authorizations from the general meeting listed below.

Certain issues of shares, warrants or debt instruments convertible into shares are a reserved matter (as defined in the Articles of Association) and are thus subject to additional adoption requirements. See article 13, including articles 13.1.1, 13.1.7, 13.1.9, 13.2.4, and 13.2.5, of the Articles of Association.

Issue of new Shares

In the period until 30 April 2016, the Board of Directors is authorized to increase the Company's share capital as follows:

- Article 3.1.1: Authorization to issue new A shares by up to a total nominal amount of DKK 700,000,000, of which DKK 106,456,254.46 remains, without preemption rights for the existing shareholders against payment in cash or contribution of assets other than cash at, or above market price as confirmed by an independent expert to constitute at least a fair market price (or terminology to a similar effect) which may be lower than the market price quoted on the shares existing on Nasdaq Copenhagen;

- Article 3.1.2: Authorization to issue new A shares by up to a total nominal amount of DKK 375,000,000, of which DKK 18,280,000 remains, without preemption rights for the existing shareholders against conversion of debt at or above market price as confirmed by an independent expert to constitute at least a fair market price (or terminology to a similar effect) which may be lower than the market price quoted on the shares existing on Nasdaq Copenhagen;
- Article 3.1.3: Authorization to issue new A shares by up to a total nominal amount of DKK 700,000,000, without preemption rights for the existing shareholders against payment in cash or contribution of assets other than cash at a rate discounted to the market price; and
- Article 3.1.4: Authorization to issue new A shares by up to a total nominal amount of DKK 375,000,000 without preemption rights for the existing shareholders against conversion of debt at a rate discounted to the market price.

In the period until 28 June 2020, the Board of Directors is authorized to increase the Company's share capital as follows:

- Article 3.2.1: Authorization to issue new A shares by up to a total nominal amount of DKK 2,600,000,000 with preemption rights for the existing shareholders (except for the holder of the B Share and the C Share) against payment in cash at a rate discounted to, at, or above market price;
- Article 3.2.2: Authorization to issue new A shares by up to a total nominal amount of DKK 2,600,000,000 without preemption rights for the existing shareholders against payment in cash, contribution of assets other than cash or by conversion of debt at market price; and
- Article 3.2.3: Authorization to issue new A shares by up to a total nominal amount of DKK 390,000,000 without preemption rights for the existing shareholders against payment in cash at market price to the Board of Directors, Executive Management or employees of TORM.

The detailed terms and conditions of the abovementioned authorisations are set out in the referenced articles of the Articles of Association included as Appendix A.

Issue of new warrants

In the period until 30 April 2016, the Board of Directors is authorized to issue warrants, and to effect the associated capital increases resulting from the exercise of warrants, as follows:

- Article 3.1.5: Authorization to issue warrants without preemption rights for the existing shareholders granting the holders right to subscribe for A shares for a total amount of up to nominally DKK 80,000,000, of which DKK 8,184,219.11 remains, at a rate at or above market price at the time of issuance of the warrants; and
- Article 3.1.6: Authorization to issue warrants without preemption rights for the existing shareholders granting the holders right to subscribe for A Shares for a total amount of up to nominally DKK 80,000,000 at a rate discounted to, at, or above market price at the time of issuance of the warrants.

In the period until 28 June 2020, the Board of Directors is authorized to issue warrants, and to effect the associated capital increases resulting from the exercise of warrants, as follows:

- Article 3.3.1: Authorization to issue warrants with preemption rights for the existing shareholders (except for the holders of the B Share and the C Share) granting the holders right to subscribe for A shares for a total amount of up to nominally DKK 780,000,000 at a rate discounted to, at, or above market price at the time of issuance of the warrants;
- Article 3.3.2: Authorization to issue warrants without preemption rights for the existing shareholders granting the holders right to subscribe for A shares for a total amount of up to

nominally DKK 780,000,000 at or above market price at the time of issuance of the warrants; and

- Article 3.3.3: Authorization to issue warrants without preemption rights for the existing shareholders to the Board of Directors, Executive Management or employees of TORM granting the holders right to subscribe for A shares for a total amount of up to nominally DKK 390,000,000 at or above market price at the time of issuance of the warrants.

The detailed terms and conditions of the abovementioned authorizations are set out in the referenced articles of the Articles of Association included as Appendix A.

Issue of convertible debt instruments

In the period until 28 June 2020, the Board of Directors is authorized to issue convertible debt instruments, and to effect the associated capital increases resulting from the conversion, as follows:

- Article 3.4.1: Authorization to issue convertible debt instruments with preemption rights for the existing shareholders (except for the holders of the B Share and the C Share) granting the holders right to convert the debt instrument into A Shares for a total amount of up to nominally DKK 1,200,000,000 at a rate discounted to, at, or above market price at the time of issuance of the debt instrument;
- Article 3.4.2: Authorization to issue convertible debt instruments without preemption rights for the existing shareholders granting the holders right to convert the debt instrument into A Shares for a total amount of up to nominally DKK 1,200,000,000 at or above market price at the time of issuance of the debt instrument; and
- Article 3.4.3: Authorization to issue convertible debt instruments without preemption rights for the existing shareholders to the Board of Directors, Executive Management or employees of TORM granting the holders right to convert the debt instrument into A Shares for a total amount of up to nominally DKK 390,000,000 at or above market price at the time of issuance of the debt instrument.

Purchase of treasury shares

At the annual general meeting on 23 April 2012, the Board of Directors was authorized until 23 April 2017 to let the Company purchase treasury shares within 25 % of the issued share capital at the market price prevailing at the time of purchase subject to a deviation of up to 10%.

21.7 Extraordinary general meeting

TORM expects to convene an extraordinary general meeting for the purposes of electing a new Board of Directors, making certain amendments to TORM's overall guidelines for incentive schemes and remuneration policy, and implementing a share consolidation. Currently, TORM expects that the extraordinary general meeting will be held in August 2015.

In connection with the extraordinary general meeting held on 7 July 2015, TORM announced that Flemming Ipsen, Olivier Dubois, Alexander Green, and Jon Syvertsen are expected to relinquish their mandates as members of the Board of Directors at the next extraordinary general meeting. It is expected that a majority of the new board member candidates will be affiliated with or appointed by Njord Luxco. The identity of the candidates will be disclosed by TORM in connection with the extraordinary general meeting. One board member – the B Director – may be elected by the holder of the B Share, and up to three board members may be elected by the holders of the A Shares and the C Share. Appointment of board members is a Specified C Matter. See "Voting rights" above for a description of the voting rights attaching to the A, B, and C Shares.

TORM expects that the agenda will include a proposal for adoption of a new remuneration policy, including overall guidelines for incentive schemes in order to implement a new incentive program for certain members of TORM's management team. See "Part I – 16.7 Overall guidelines for incentive schemes" for a description of TORM's current overall guidelines.

Further, TORM expects that the agenda for the extraordinary general meeting will include a proposal to implement a share consolidation by a reverse stock split. Implementation of the share consolidation will reduce TORM's total number of issued shares by consolidation of a number of A shares of nominally DKK 0.01 into a single A share and an increase in the nominal value of such A shares. The consolidation ratio is expected to be 1,500:1, whereby 1,500 A shares (pre-consolidation) would be consolidated into one A share (post-consolidation). Any shareholdings below the 1,500 A shares (pre-consolidation) required for consolidation into one A share (post consolidation) as well as any excess A shares after consolidation into a full number of A shares (post consolidation) will be redeemed against payment in cash.

Njord Luxco and certain of the Participating Lenders undertook to vote for implementation of a share consolidation subject to certain conditions in connection with the Restructuring. See "22. Material contracts" for further details.

Apart from approval by the requisite majority, implementation of a share consolidation would be subject to various conditions including expiry of a statutory four week notice period to creditors and a right of minority shareholders voting against the share consolidation to have their shares redeemed if so requested in due time. In connection with the Restructuring, Njord Luxco and the Participating Lenders undertook to not take any steps to require any payment or any security from TORM pursuant to section 192 of the Danish Companies Act in connection with such required capital decrease. See "22. Material contracts" for further details.

Further, TORM expects that the current authorizations to the Board of Directors under articles 3.1.1-3.1.6 of the Articles of Association which were granted for the purpose of the Restructuring will be proposed to be deleted as they are not needed after completion of the Restructuring.

22. Material contracts

In the two year period prior to the Listing Prospectus Date, TORM has entered into or been party to the following material contracts, other than contracts entered into in the ordinary course of business:

22.1 Restructuring Agreement and Scheme of Arrangement

Restructuring Agreement

The Restructuring Agreement dated 27 March 2015 (as subsequently amended) was entered into between TORM, Oaktree Topcos and approximately 92% of the Participating Lenders by value and facilitated the Restructuring through an English law Scheme of Arrangement combined with a complex set of agreements, including principally the New Financing Agreements, an asset contribution agreement, the optional exchange agreement, a share purchase agreement regarding the Company's sale of the DSF Shares to Njord Luxco, a registration rights agreement and a minority trust deed.

The Restructuring Agreement sets out the framework of the Restructuring, which comprised the following distinct steps:

1. Write-down of debt to current asset values against issuance of Consideration Warrants
2. An optional exchange of Scheme claims for Listing Shares and reinstatement of remaining Scheme claims as the New Term Facility
3. Contribution of Njord by Njord Luxco in exchange for controlling interest in TORM
4. Provision of the New Working Capital Facility
5. Implementation of new corporate governance provisions
6. Admission to trading and official listing of the Listing Shares

Steps 1 to 5 described below were linked and inter conditional with each other to enable completion of the Restructuring.

Step 1: Write-down of debt to current asset values against issuance of Consideration Warrants

On the Restructuring Completion Date, a portion of each Participating Lender's part of the outstanding balance under the Pre-Restructuring Debt Facilities was written down, totalling USD 535.5 million, so as to reduce TORM's aggregate debt to a notional USD 873 million. In consideration for the write-down, the Participating Lenders received a total of 7,181,578,089 Consideration Warrants on a pro rata basis in proportion to the write-down of each Participating Lender's Scheme claim. The Consideration Warrants entitle holders to subscribe for new A shares equivalent to 7.5% of the share capital of TORM as at the Restructuring Completion Date (on an undiluted basis and after issuance of the Listing Shares). The exercise price for the Consideration Warrants is DKK 0.06417 per A share and is subject to certain adjustments. See "Part I – 21. Additional information" for further information on the Consideration Warrants.

Step 2: Optional exchange of Scheme claims for equity and reinstatement of remaining Scheme claims as the New Term Facility Agreement

Each Participating Lender could elect whether to exchange or cancel between 5% and 100% of its remaining Scheme claim following the write-down into Listing Shares. However, the maximum aggregate amount of Scheme claims that could be exchanged was 50% of the remaining Scheme claims outstanding following the write-down under Step 1. Participating Lenders that did not elect to convert at least 5% of their remaining Scheme claim would retain a reduced amount of debt under the New Term Facility as a result of an adjustment.

It was a condition to the Restructuring that the aggregate of the New Financing Agreements would be no more than 65% of the value of the assets over which they are secured following the Restructuring Completion Date, which include TORM's fleet prior to the Restructuring and certain of the vessels contributed by Njord Luxco through Njord. As of the Restructuring Completion Date, the aggregate of the New Financing Agreements was 62.90% of the value of the assets over which they are secured.

At the Restructuring Completion Date, a total of 35,672,000,000 Listing Shares were issued to the Participating Lenders against conversion of debt of USD 305.9 million pursuant to the optional exchange (equivalent to an optional exchange amount of USD 311.8 million before certain agreed adjustments), corresponding to a price of approx. DKK 0.058116 per A Share. The Scheme claims remaining following the write-down, the exchange of debt for equity and certain adjustments of Scheme claims of Participating Lenders who elected not to take part in the optional exchange of debt were reinstated as debt pursuant to the New Term Facility Agreement. See "Part I – 22.2 Financing Agreements" below.

Step 3: Contribution of Njord by Njord Luxco in exchange for controlling interest in TORM

At the Restructuring Completion Date, Njord Luxco contributed to TORM the entire issued share capital of Njord, which together with its subsidiaries owns 25 product tankers (12 of which were unencumbered and 13 of which were encumbered by existing mortgages under the DSF Facility) and has six MR newbuildings on order with expected delivery in late 2015 or 2016. TORM has assumed liability for the remaining capital expenditures related to these newbuildings. In consideration for the contribution of Njord (valued at USD 510.9 million), TORM issued to Njord Luxco a total of 59,354,374,554 Listing Shares (at a price corresponding to approx. DKK 0.058338 per A Share) so that Njord Luxco held the same proportional ownership of TORM at the Restructuring Completion Date as the proportion that the value of the net assets contributed by Njord Luxco (adjusted for remaining capital expenditures related to the newbuildings) bore to the total net asset value of the Combined Group following the Restructuring Completion Date. For information on Njord Luxco's shareholding following completion of the Restructuring. See "Part I – 18. Major shareholders".

Step 4: Provision of the New Working Capital Facility

On the Restructuring Completion Date, certain of the Participating Lenders provided a USD 75 million New Working Capital Facility, to TORM. See "Part I – 22.2 Financing Agreements" below.

Step 5: Implementation of new corporate governance provisions

As part of the Restructuring, new Articles of Association were adopted at the extraordinary general meeting held on 7 July 2015 to implement new corporate governance provisions, including certain minority shareholder protection rights. The Articles of Association are included as Appendix A to this Listing Prospectus.

Step 6: Admission to trading and official listing of the Listing Shares

On the Restructuring Completion Date, all Listing Shares were issued in a temporary, unlisted ISIN code. Issuance of the Listing Shares resulted in a new shareholder structure where the Pre-Restructuring Shares corresponded to less than 1% of the Shares after the Restructuring. See "Part I – 18 Major shareholders" for further details on TORM's major shareholders as of the Listing Prospectus Date. Under the Restructuring Agreement, TORM undertook to file a listing prospectus following completion of the issuance of the Listing Shares in connection with the Restructuring to apply for admission to trading and official listing of the Listing Shares on Nasdaq Copenhagen.

The Restructuring Agreement further includes a waiver and release by each of the parties of any claims it may have against the other parties and their respective affiliates, officers, directors, employees, partners, members, agents, representatives and advisers in respect of the Restructuring Agreement and the transactions contemplated thereunder, however, with certain exceptions, including any claims related to the Listing Prospectus if brought by a party that (i) received Listing Shares or Consideration Warrants in connection with the Restructuring and (ii) is itself subject to a similar claim from a third party.

Further, under the Restructuring Agreement TORM was required to pay or reimburse any professional fees, costs and expenses to certain specified advisers incurred by each of the parties in connection with the Restructuring Agreement and/or the Restructuring.

The Restructuring Agreement is governed by English law and subject to the jurisdiction of the English courts.

Sale of DSF Shares

On the Restructuring Completion Date, TORM sold to Njord Luxco its entire holding of shares in Danmarks Skibskredit A/S, CVR no. 27492649, corresponding to nominally DKK 4,236,832 A Shares and 1,27% of

the total share capital (the "DSF Shares"), for USD 17 million in cash. The agreement includes certain warranties given by TORM and/or Njord Luxco deemed by Management to be standard considering the transaction, including the DSF Shares being free and clear of certain third party rights and transfer restrictions, authority and legal capacity, the agreement being binding and not resulting in breach of applicable law, corporate documents or orders, and no information which according to the duty of loyal disclosure should have been disclosed. The agreement is governed by Danish law and subject to arbitration with the Danish Institute of Arbitration.

Optional Exchange Agreement and Asset Contribution Agreement

To effectuate payment for the Listing Shares, TORM entered into two agreements with effect as of the Restructuring Completion Date with the Participating Lenders who elected to convert some or all of their Scheme claim (the "Optional Exchange Agreement") and with Njord Luxco (the "Asset Contribution Agreement"), respectively. Both agreements are governed by English law and subject to the jurisdiction of the English courts.

Under the Optional Exchange Agreement, each of the relevant Participating Lenders undertook to subscribe for its pro rata share of the Listing Shares in consideration for the conversion of Scheme claims into Listing Shares. Further, these Participating Lenders undertook for a period of three months from the Restructuring Completion Date to vote for a share consolidation if proposed to be adopted at a general meeting of TORM. Under the Optional Exchange Agreement, TORM *inter alia* warranted that the issuance of Listing Shares to the relevant Participating Lenders would not constitute a breach of applicable law or agreement.

Under the Asset Contribution Agreement, Njord Luxco undertook to contribute the entire share capital of Njord, corresponding to 12,500 ordinary shares of EUR 1 each, to TORM in consideration for TORM's issuance of a total of 59,354,374,554 Listing Shares to Njord Luxco and to pay DKK 10 in consideration for the issuance of one C Share to Njord Luxco. The Asset Contribution Agreement includes certain warranties given by TORM (in respect of TORM and the Listing Shares) and Njord Luxco (in respect of Njord and its subsidiaries) deemed by Management to be standard considering the transaction, such as authority and legal capacity, the agreement being binding and not resulting in breach of applicable law, ownership of vessels, Njord Luxco warranting ownership of and no security interest over shares in Njord's subsidiaries ("Non-limited Warranties"), as well as certain warranties *inter alia* in respect of TORM being a "foreign issuer", reasonably believing that there is no "substantial U.S. market interest" and not having engaged in "direct selling efforts" all as defined in the U.S. Securities Act, the correctness of TORM's calculation of the amount of Listing Shares to be issued to Njord Luxco, Njord Luxco warranting the buyer and beneficiaries under the MR newbuilding contracts, including refund guarantees, being within the Njord group and warranting that payment in full has occurred of all installment payments that have fallen due prior to the Restructuring Completion Date under the MR newbuilding contracts ("Installment Payment Warranty"). Claims for breach of warranties must be brought no later than 12 or 15 months following the Restructuring Completion Date, depending on the type of warranty, and are (with the exception of Non-limited Warranties) limited to claims exceeding USD 125,000 each as well as exceeding USD 5,000,000 in the aggregate. All claims under warranties are capped at an amount equal to the value of the Listing Shares issued to Njord Luxco at the Restructuring Completion Date other than the Installment Payment Warranty which is further limited to the aggregate amount of the installments under the MR newbuilding contracts which had fallen due prior to the Restructuring Completion Date but had not been paid to the shipyard. Any claim for breach of a warranty under the agreement may be satisfied by either party by issuance of additional TORM shares or redemption of TORM shares and both parties have waived any right to rescind or terminate the Asset Contribution Agreement as well as all other remedies than for breach of contract. Further, TORM undertook to procure that the Listing Shares issued to Njord Luxco were admitted to trading and official listing on Nasdaq Copenhagen no later than three months from their issuance, and to convene an extraordinary general meeting for the purposes of electing a new Board of Directors. In addition, Njord Luxco undertook, subject to certain restrictions, to vote for a share consolidation if proposed to be adopted at a general meeting of TORM and to not require any payment or any security from TORM pursuant to the section 192 of the Danish Companies Act in connection with any required decrease in the share capital. Njord Luxco agreed to notify TORM of the candidates it nominates for election. See "Part I – 21.7 Extraordinary general meeting".

Registration Rights Agreement

Under the registration rights agreement dated 13 July 2015 (the "Registration Rights Agreement"), by and among TORM and the Investors (as defined therein), any party nominated by an Investor to receive any or all of such Investors' entitlements to Consideration Warrants or Listing Shares issued pursuant to the Scheme of Arrangement (a "Designated Recipient"), and such party would be unable to resell its Listing Shares or the shares underlying such Consideration Warrants without restriction under the U.S. Securities Act, such party may effect demand registration and piggyback rights as described below.

Demand Registration Rights. At any time beginning on the date falling six months following an initial firm commitment underwritten public offering of U.S. listed securities on a U.S. market (that meets certain conditions set forth in the Registration Rights Agreement) pursuant to an effective registration statement filed under the U.S. Securities Act (an "Initial U.S. Offering"), holders of at least 10% or more in the aggregate of certain A Shares (the "Registrable Securities") who are parties to the Registration Rights Agreement, have the right to request that TORM prepare, file and maintain a registration statement under the U.S. Securities Act to register offers and sales of the holders' Registrable Securities, subject to certain conditions.

Piggyback Rights. If TORM files a registration statement for the offer and sale of any A shares under the U.S. Securities Act, TORM is required to offer to the Participating Lenders and their Designated Recipients the option for their shares be registered (in connection with offers and sales of such shares) in conjunction with an offering being registered by TORM.

The Registration Rights Agreement provides that, to the extent permitted under Danish law, TORM must indemnify and hold harmless the Participating Lenders, their Designated Recipients, and their officers, directors, managers, members, partners, shareholders and affiliates, or an underwriter, broker, or any other person acting on their behalf, against all losses, claims or expenses, including any legal expenses, under applicable U.S. securities laws if such loss, claim or expense arise out of or are based on any untrue or alleged untrue material fact included or omitted in a registration statement, prospectus or other related documents, or TORM having breached or allegedly breached applicable U.S. securities laws in connection with any such registration, qualification or compliance.

Participating Lenders or their Designated Recipients may, upon request, be subject to certain lock-up obligations in case of an Initial U.S. Offering or a registered underwritten US offering if their shareholding exceeds a predefined threshold.

The agreement is governed by the laws of New York state in the United States (subject to applicable Danish mandatory company law provisions in respect of indemnity and costs), and subject to the jurisdiction of the courts of New York state in the United States.

Minority Trust Deed

Pursuant to the terms of the Minority Trust Deed entered into between the Company and the Minority Trustee, the Minority Trustee shall in accordance with the Articles of Association hold the B Share on trust for the A shareholders (other than Njord Luxco or any affiliate of Njord Luxco), and shall exercise its rights as holder of the B Share at the direction of such A shareholders. The Minority Trust Deed is governed by English law and subject to the exclusive jurisdiction of English courts.

Transaction Success Bonus

In connection with the Restructuring, TORM's Chief Executive Officer and Chief Financial Officer are eligible to receive the following cash bonuses:

- Chief Executive Officer: (i) DKK 2,500,000 which was conditional upon a successful completion of the Restructuring and the Chief Executive Officer not having terminated his contract on or prior to the Restructuring Completion Date, and (ii) DKK 2,500,000 which is payable six months after the Restructuring Completion Date conditional on the Chief Executive Officer not having terminated his contract on or prior to that date.
- Chief Financial Officer: (i) DKK 1,500,000 which was conditional upon a successful completion of the Restructuring and the Chief Financial Officer not having terminated his contract on or prior to

the Restructuring Completion Date, and (ii) DKK 1,500,000 which is payable six months after the Restructuring Completion Date conditional on the Chief Financial Officer not having terminated his contract on or prior to that date.

Indemnification in connection with the Restructuring

At the Restructuring Completion Date, the Board of Directors resolved that persons authorized to sign and corporate representatives acting on behalf of TORM were, to the extent permitted by law and subject to certain conditions, to be indemnified and held harmless by TORM from any liability incurred in connection with completion of the Restructuring.

Scheme of Arrangement

Under the terms of the Pre-Restructuring Debt Facilities, implementation of the Restructuring would have required the unanimous consent of all lenders. As TORM was unable to obtain the required consent, TORM initiated an English law Scheme of Arrangement to enable part of the Restructuring to be implemented as described above.

On 21 April 2015, in accordance with the terms of the Restructuring Agreement, TORM issued a Governing Law and Jurisdiction Amendment Letter requesting the lenders under TORM's Pre-Restructuring Debt Facilities to consent to an amendment of the governing law and jurisdiction provisions of two of the Pre-Restructuring Debt Facilities from Danish law and the jurisdiction of the Danish courts to English law and the jurisdiction of the English courts in order to enable the Restructuring to be implemented by means of a Scheme of Arrangement. The amendments became effective on 22 April 2015.

The principal objectives of the Scheme of Arrangement were to enable the implementation of the Restructuring by, amongst other things:

- granting authority to TORM to execute the documents required to implement the Restructuring on behalf of the lenders under the Pre-Restructuring Debt Facilities;
- setting out the terms on which these lenders were to receive Consideration Warrants as consideration for a write-down of debt;
- setting out the terms on which the lenders could elect to receive Listing Shares or elect to reinstate a portion of the debt; and
- releasing certain parties from claims that could have arisen in respect of their role in implementing the Restructuring, other than claims arising by way of fraud, gross negligence or under professional duties of care.

Under the Scheme of Arrangement, all Participating Lenders undertook not to take any steps to require any payment or any security from TORM pursuant to section 192 of the Danish Companies Act in connection with any required capital decrease.

The Scheme of Arrangement is governed by English law and was sanctioned by the High Court of Justice, Chancery Division, England, on 30 June 2015 and delivered to the Registrar of Companies on 1 July 2015, following which the Restructuring was completed on the Restructuring Completion Date.

22.2 Financing Agreements

The New Term Facility

As part of the Restructuring, the remaining Scheme claims have been reinstated under the New Term Facility under the terms of the New Term Facility Agreement with the Company as sole borrower and a syndicate of lenders. The New Term Facility is secured by joint and several guarantees from each of the obligors, being the entities owning the New Financing Agreements Vessels as of the Restructuring Completion Date and their holding companies.

The New Term Facility will benefit from first priority security (sharing pari passu with the New Working Capital Facility, save that the New Working Capital Facility will rank prior to the New Term Facility with respect to the proceeds of enforcement of any security pursuant to the terms of an intercreditor agreement entered into between inter alia TORM and the lenders under each of the New Financing Agreements (the "Intercreditor Agreement")). The security includes (a) mortgages over the New Financing Agreements Vessels, (b) first priority charges of all the issued shares of the entities owning the New Financing Agreements Vessels, as well as (c) first priority assignment of the insurances, earnings and requisition compensation relating to the New Financing Agreements Vessels.

The New Term Facility provides for voluntary prepayment, certain mandatory prepayment events and representations, general covenants and events of default provisions, some of which are summarized below:

- **Mandatory prepayment.** The New Term Facility provides for mandatory prepayment following inter alia a change of control, sale or total loss of vessels (in respect of which the amount prepaid shall be the amount necessary to ensure that the level of a collateral maintenance test immediately prior to such an event is the same after the event) or if it becomes unlawful for a lender to perform any of its obligations;
- **Insurance covenants.** The Company is required to maintain certain insurance in respect of the New Financing Agreements Vessels;
- **Other covenants.** The New Term Facility includes certain covenants which the Management considers to be standard for facilities of this type and nature relating to TORM and its business, including restrictions on the ability to change TORM's business and organization and permit further security to be created over the New Financing Agreements Vessels, adoption of new end of financial year or accounting methods, change of registry, flag, class and management of New Financing Agreements Vessels, and the subordination of shareholder and / or intercompany loans as well as requirement to comply in all material respect with applicable laws and sanctions;
- **Events of default.** The agreed events of default, which the Management considers to be standard for facilities of this type and nature, include, inter alia (i) non-payment, (ii) breach of covenant, (iii) cross-default (subject to a USD 10 million threshold), (iv) insolvency or bankruptcy, (v) arrest and detention of a mortgaged vessel for a period of more than 30 days, (vi) misrepresentation, (vii) breach of a material contract, (viii) cessation of business, and (ix) material adverse change. After the occurrence of an event of default which is continuing, the agent under the New Term Facility Agreement may, and shall if so directed by the 66.67% or more of the lenders cancel the loan commitments, declare all amounts outstanding immediately due and payable and/or exercise its rights under the security documents.

Under the New Term Facility Agreement, a change of control is defined as (i) Oaktree Capital Management or any funds solely managed by Oaktree Capital Management ceasing to be able through its appointees to the Board of Directors to control the Board of Directors or ceasing to own or control at least 33.34% of the maximum number of votes that might be cast at a general meeting of TORM, or (ii) another person or group of persons acting in concert gains direct or indirect control of more than 50% of the shares or otherwise holds the power to cast more than 50% of the votes at the general meeting of TORM, appoint or remove the chairman or the majority of the members of the Board of Directors or give directions with respect to the operating and financial policies of TORM with which the directors of TORM are obliged to comply.

Further, the New Term Facility provides for semi-annually fixed amortizations (following a 27 month amortization holiday), as well as semi-annual cash sweeps on unrestricted cash above USD 75 million, for any cash sweep falling six months and twelve months after the Restructuring Completion Date, and above USD 50 million for any cash sweeps falling 18 and 24 months after the Restructuring Completion Date (including cash from operations and excluding cash received in connection with the sale of vessels, to the extent not required to be applied in mandatory prepayment).

In addition, the availability of the New Term Facility is subject to compliance by the group with specified financial covenants, tested on a semi-annual basis, in relation to:

- Minimum liquidity requirement. Minimum liquidity of (i) the higher of USD 50 million and, on and 6 months after the Restructuring Completion Date, 5% of the total debt of the Group in available cash and (ii) USD 20 million in cash-on-hand;
- Minimum leverage ratio. The ratio of market value adjusted shareholders' equity to total market value adjusted assets shall be at least 25%; and
- Minimum collateral maintenance requirements. The aggregate fair market value of the secured vessels shall be at least 125% of all outstanding debt under the New Term Facility and the New Working Capital Facility. The fair market value of the secured vessels shall be determined to be the average of two appraisals dated not more than 20 days prior to any relevant testing date from approved brokers based on an arm's length charter free transaction between a willing and able buyer and a seller not under duress.

Among other items, the New Term Facility restricts the ability of the Group to:

- Charter-in vessels. The exposure of the group for chartering-in vessels for a remaining term that exceeds 6 months shall not (when aggregated with the exposure of the group under so-called "naked" Forward Freight Agreements) exceed an amount equal to a charter-in day rate of USD 25,000 payable on 50% of all vessels owned by the Group for a period of 24 months; and
- Payment of dividends. No dividends or repayments of shareholders loan prior to the final cash sweep date (that is a date falling 24 months after the Restructuring Completion Date) or, if the Company elects to reduce its first two amortisation installments by 50% and extend the semi-annual cash sweep by one year, 36 months after the Restructuring Completion Date. However, the Company may exercise an option to start amortisation earlier and pay a pre-agreed cash sweep amount and, in such case, the Company will be permitted to distribute dividends at an earlier point in time, however, always subject to pro forma compliance with the financial covenants described above.

The interest margin under the New Term Facility is 250bps over USD LIBOR (subject to a zero floor). In the event the Company elects to reduce its first two amortization installments by 50% and extend the semi-annual cash sweep by one year, the interest margin shall increase by 25 bps. The New Term Facility provides for interest period option of three or six months. All interest is due and payable in cash, and interest amounts have accrued since 1 March 2015.

The New Term Facility matures on 13 July 2021 and is expected to have the following repayment profile: 2016: USD 26.9 million; 2017: USD 53.7 million; 2018: USD 53.7 million; 2019: USD 53.7 million; 2020: USD 53.7 million; and 2021: USD 373 million.

The New Term Facility is governed by English law and subject to the jurisdiction of the English courts.

The New Working Capital Facility

As part of the Restructuring, a working capital facility of USD 75 million was made available to the Company for general corporate and working capital purposes (the "New Working Capital Facility") under the terms of the New Working Capital Facility Agreement with the Company as sole borrower and a syndicate of lenders. The New Working Capital Facility is subject to terms similar to those under the New Term Facility (see description above).

The New Working Capital Facility will be secured by the same assets as the New Term Facility but will rank ahead of the New Term Facility, with respect to the proceeds of enforcement of the collateral pursuant to the terms of the Intercreditor Agreement.

A commitment fee equal to 40% of the margin is payable by the Company of any unutilized amount of the New Working Capital Facility and any accrued commitment fee will be payable quarterly in arrears.

The New Working Capital Facility is governed by English law and subject to the jurisdiction of the English courts.

The DSF Facility

The DSF Facility, under which the Njord Vesselcos domiciled in the Marshall Islands are borrowers (the "DSF Facility Borrowers") and OCM Holdings MRs Inc. is the guarantor (the "DSF Facility Guarantor"), is intended to remain in place following the contribution in kind of Njord by Njord Luxco as part of the Restructuring.

The DSF Facility is guaranteed by the DSF Facility Guarantor and is secured by way of (a) mortgages over the DSF Vessels; (b) assignment of the insurances, earnings and requisition compensation of the DSF Vessels; (c) an account security deed in respect of all amounts standing to the credit of the earnings accounts opened in the name of the DSF Facility Borrowers and the accounts opened in the name of the DSF Facility Guarantor; and (d) charges of all the issued shares of the DSF Facility Borrowers.

Interest is payable on the loan made under the DSF Facility quarterly in arrears at a rate equal to the aggregate of the applicable margin (3.25% per annum) and 6 month USD LIBOR (subject to a zero LIBOR floor). Repayment of the principal amount outstanding under the DSF Facility is to be made in quarterly installments as set out in the repayment profile schedules to the DSF Facility. The DSF Facility will terminate when the final repayment is made, which final repayment amount is a "balloon payment" and, as set out in the repayment profile attached to the DSF Facility, is stated to be made on 15 June 2019.

The DSF Facility provides for voluntary prepayment, certain mandatory prepayment events and representations, general covenants and events of default provisions, some of which are summarized below:

- **Mandatory Prepayment.** The DSF Facility provides for mandatory prepayment of the loan made under the DSF Facility following certain events, including: (i) a change of control in respect of the DSF Facility Guarantor, (ii) if it becomes unlawful for a lender to perform any of its obligations and (iii) on the sale or total loss of vessels (in respect of which the amount prepaid shall be an amount outstanding equivalent to the drawing made under the DSF Facility in respect of that vessel).
- **Covenants.** The DSF Facility contains numerous information undertakings, general undertakings and financial covenants which TORM considers to be standard for facilities of this type and nature. These covenants restrict, among other things, the DSF Facility Borrowers' ability to dispose of assets (subject to certain permitted disposals), change the general nature of its business, acquire or merge with any other company, and/or pay or declare any dividend (except, so long as certain criteria and conditions are satisfied, to the DSF Facility Guarantor or to the "Sponsor" as defined below and in the DSF Facility).
- **Events of default.** The DSF Facility contains certain defined events of default, which the Management considers to be standard for facilities of this type and nature, including inter alia: (i) non-payment of principal and interest, (ii) breach of financial covenant, certain insurance and security undertakings and certain mandatory prepayment provisions, (iii) breach of other obligations (subject to a 10 business day grace period if breach is deemed capable of remedy), (iv) cross-default (subject to a USD 3,000,000 default threshold), (v) misrepresentation; (vi) insolvency, (vii) reduction of capital in a DSF Facility Borrower, (viii) material adverse change; (ix) change in the direct ownership of the DSF Facility Borrowers, and (x) repudiation and/or rescission of Finance Document by a Security Party. After the occurrence of an event of default which is continuing, the agent under the DSF Facility may, and shall if so directed by 66 2/3% of the lenders by notice cancel the loan commitments, declare all amounts outstanding immediately due and payable and/or exercise its rights under the security documents.

Under the DSF Facility a change of "Control" will occur if the Sponsor (as defined below) ceases to, in respect of the DSF Facility Guarantor, have the power directly or indirectly to: (i) cast or control the casting of over 51% of the maximum number of votes that might be cast at a general meeting of the DSF Facility Guarantor, (ii) appoint or remove all or the majority of the directors or other equivalent officers of the DSF Facility Guarantor, (iii) give directions with respect to the management policies of the DSF Facility

Guarantor, or (iv) have beneficial ownership, directly or indirectly, of not less than 51% of the issued share capital of the DSF Facility Guarantor. The "Sponsor" is defined as the Oaktree Topcos, collectively, and including any other party which becomes a shareholder of the DSF Facility Guarantor. The financial covenant contained in the DSF Facility requires that the DSF Facility Borrowers and the DSF Facility Guarantor shall maintain an unencumbered free cash amount of at least USD 10,000,000 at all times until the "Termination Date" as defined in the DSF Facility, save for the last day of an availability period, on which date the DSF Facility Borrower and the DSF Facility Guarantor shall have an unencumbered free cash amount of at least USD 13,000,000) subject to certain exceptions.

The DSF Facility also contains a loan-to-value ratio which requires the outstanding amount of the loan less the value of any additional security provided to be more than 80% (and after 10 October 2015, 75%) of the aggregate market value of the DSF Vessels (and any additional security posted), such value to be determined conclusively by appropriate advisors (acting reasonably) appointed by the agent.

The DSF Facility restricts the DSF Facility Borrowers and the DSF Facility Guarantor from declaring or paying a dividend or other distribution except for dividend payments to the DSF Facility Guarantor or the Sponsor (which includes the direct shareholder of the DSF Facility Guarantor), provided that certain conditions are met including, amongst other things, the satisfaction of a loan-to-value ratio of 70%, certain free liquidity in the range from USD 10 million-18 million (depending on the loan-to-value ratio at the time of payment) being present after the distribution and a budget which demonstrates that such free liquidity will be present in a 12 months period thereafter.

The DSF Facility matures on 15 June 2019 and has the following repayment profile: 2015: USD 16.2 million; 2016: USD 16.2 million; 2017: USD 16.2 million; 2018: USD 15.4 million; and 2019: USD 77.8 million.

The DSF Facility is governed by English law and subject to the jurisdiction of the English courts.

22.3 Financial lease of vessel

TORM is party to a sale and leaseback agreement and bareboat charter with T&T Marine S.A. ("T&T Marine"), whereby (i) T&T Marine purchased the vessel TORM Amazon from TORM Singapore Pte Ltd. in July 2009 and (ii) concurrently therewith, TORM chartered-in the vessel TORM Amazon from T&T Marine for a period of eight years. The lease term is eight years, and the Company has an option to acquire the vessel on the 5th, 6th and 7th anniversary of the delivery date at fixed option prices. TORM is required to repurchase the vessel upon the termination of the charter-in agreement in 2017 for approximately JPY 1.5 billion (approximately USD 12.5 million). The lease agreement is governed by English law and subject to arbitration in London in accordance with the U.K. arbitration acts 1950 and 1979, as amended.

23. Third-party information and statements by experts and declarations of interest

23.1 Third-party information

This Listing Prospectus contains historical market data, including information related to the sizes of the markets in which TORM operates.

This information, including industry research, consists of the Company's estimates and assessments based on information obtained from a variety of internal and external sources, including TORM's knowledge of the markets, external professional data suppliers such as Clarksons, Simpson Spence & Young (SSY), and R.S. Platou, company websites and other publicly available information. The professional data suppliers state that the historical data they supply has been obtained from sources and by methods deemed to be reliable, but that they do not guarantee the accuracy and completeness of the information. As they are deemed to be reliable, industry forecasts and market research have accordingly not been independently verified by the Company.

Neither TORM nor the Joint Global Coordinators represent that this historical information is accurate.

Management confirms that information provided by third parties has been correctly reproduced, and that to the best of Management's knowledge and belief based on information published by third parties, 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.

23.2 Valuations from experts

Appendix B of this Listing Prospectus contains information about valuations of the Combined Group's vessels obtained from three independent brokers in connection with the Restructuring for the purpose of establishing the financial basis for the combination between TORM and Njord as part of the Restructuring. Appendix B lists certain key data on the individual vessels along with two sets of valuation figures: Appendix B, Subpart (1), contains the average of the valuations included in the three valuation reports dated 27 March 2015 requested by TORM from Maersk Broker K/S and two other independent brokers. Appendix B, Subpart (2), contains a copy of the valuation report dated 27 March 2015 from Maersk Broker K/S, Midtermolen 1, 2100 Copenhagen Ø, Denmark.

The brokers regularly assist companies, banks and financial institutions with valuation of commercial vessels. See www.maerskbroker.com for more information with regard to the experience and qualifications of Maersk Broker K/S. Maersk Broker K/S has consented to its report being included in this Listing Prospectus.

Neither of the brokers have any material interest in TORM. The valuation reports are all based on evaluations as of 27 March 2015. Management considers that there has been no material change to the vessel values since the respective dates of valuation. Reference is made to "Part I – 12. Trend information" regarding recent changes in the Tanker Segment and Bulk Segment.

Valuation principles

The valuations express the brokers' assessment of the fair value of the vessels. No inspection has been conducted for the purpose of the valuations. The fair value assessment included in the valuation report from Maersk Broker K/S is based on certain assumptions, including that the vessels are safely afloat, in seaworthy condition, maintained to a level consistent with that of a vessel of their type and age, has no material defects and deficiencies in hull, machinery and equipment, that the vessels will be free of cargo, free of charter or any contract of employment and free of any encumbrances, maritime liens, debts or restraints of governments. Generally, similar assumptions were used in the reports of the other independent brokers.

Valuation information in the Listing Prospectus, deviations from carrying amounts in annual reports

The average valuations listed in Appendix B are reflected in the summary and "Part I – 9.10 Significant events after the balance sheet date". The average valuations as of 27 March 2015 vary from the carrying amounts of TORM and Njord's vessels as included in TORM's annual report 2014 and first quarter report 2015 and in Njord Luxco's consolidated financial statements for 2014, respectively.

For the vessels, including newbuildings, which were held by Njord as of 31 March 2015, the deviations between the carrying amounts and the values from the valuation reports are by Management considered to be relatively minor (aggregated average valuation of approximately USD 724 million compared to the aggregate carrying amount, with addition of outstanding installments on newbuildings, of approximately USD 699 million, as of 31 March 2015) and to be related mainly to changes in market conditions since the acquisitions. For the vessels held by TORM as of 31 March 2015, the deviation is significant (aggregated average valuation of approximately USD 835 million compared to approximately USD 1,200 million in aggregate carrying amount as of 31 March 2015). The main reason for this deviation is that the carrying amounts in accordance with IFRS is supported by the value of the vessels based on the net present value of expected future cash flows from the vessels (value in use), while the value in the valuation reports reflect fair value based on the expected selling price for the vessels.

In TORM's third quarter report 2015 and annual report 2015, the basis for the carrying amounts of the vessels held by TORM as of 31 March 2015 will be the fair value as of the Restructuring Completion Date which Management has determined to be largely equal to the fair values as of 27 March 2015.

See "Part I – 9.10 Significant events after the balance sheet date" for a description of the accounting treatment including the purchase price allocation as a result of the Restructuring.

24. Documents on display

TORM's Articles of Association, its annual reports for 2012, 2013 and 2014, and its interim reports for the three months ended 31 March 2015 and for the three months ended on 31 March 2014, respectively, may be accessed from the Company's website. In addition, Njord Luxco's consolidated financial statements for 2013 and 2014 may be accessed from the Company's website. The contents of the website do not form part of this Listing Prospectus and are not incorporated into this Listing Prospectus unless otherwise stated in this Listing Prospectus.

The following documents are available for inspection at the registered address of the Company's head office in the period from the Listing Prospectus Date and until 24 July 2016:

- Consolidated financial statements for 2013 and 2014 for Njord Luxco; and
- Annual reports for 2013 and 2014 for the Company's subsidiaries, including Njord and Njord's subsidiaries. See "Part I – 7.1 Group structure" for a list of the subsidiaries.

The Company's head office is open Monday through Friday from 9:00-16:00 (CET). The Company's registered address and website are stated in "Part I – 5.1 Name, registered office, etc."

25. Information on capital holdings

For information on material investments held by TORM in other companies, see “Part I – 7. Organizational structure”.

26. Definitions

2012 Restructuring	The restructuring completed on 5 November 2012 described in "Part I – 9.2 Accounting effects from the 2012 Restructuring"
A Shares	Shares issued in the Company's share class A with a nominal value of DKK 0.01
Articles of Association	The articles of association of the Company as of the Listing Prospectus Date
B Director	The member of the Board of Directors elected by the holder of the B Share according to article 14 of the Articles of Association
B Share	The one outstanding B share in TORM with a nominal value of DKK 0.01
Board of Directors	The board of directors of TORM A/S
Bulk Segment	One of TORM's two cash-generating units. The Bulk Segment is active within the dry bulk market
C Share	The one outstanding C share in TORM with a nominal value of DKK 0.01
Combined Group	TORM and its subsidiaries, including Njord and its subsidiaries
Company	TORM
Consideration Warrants	7,181,578,089 outstanding warrants to subscribe for A shares in the Company issued in connection with the completion of the Restructuring
Danish FSA	Danish Financial Supervisory Authority
Danish Companies Act	Consolidated Act no. 610 of 28 April 2015 on limited liability companies
Danish Prospectus Order	Executive Order No. 1104 of 9 October 2014 issued by the Danish FSA on the requirements for prospectuses
Danish Securities Trading Act	Consolidated Act no. 831 of 12 June 2014 on Securities Trading
Danske Bank	Danske Bank A/S, Holmens Kanal 2-12, 1092 Copenhagen K, Denmark
DKK	Danish kroner – the official currency of Denmark
DSF Facility	The USD 150,000,000 secured loan agreement dated 10 April 2014, as supplemented by the side letter dated 10 April 2014 and as amended pursuant to amendment letters dated 30 April 2014, 12 June 2014, 18 June 2014 and 29 May 2015 entered into between the Njord Vesselcos domiciled in the Marshall Islands (as the borrowers), OCM Holdings MRs Inc. (as the guarantor), and Danmarks Skibskredit A/S (as agent, security agent and original lender) related to financing of part of the purchase price of the DSF Vessels
DSF Shares	Nominally DKK 4,236,832 A shares in Danmarks Skibskredit A/S as defined in "Part I – 22. Material contracts"

DSF Vessels	Collateral vessels under the DSF Facility. As of the Restructuring Completion Date, TORM Anne, TORM Freya, TORM Gerd, TORM Gertrud, TORM Gunhild, TORM Helene, TORM Helvig, TORM Ingeborg, TORM Ragnhild, TORM Mary, TORM Thyra, TORM Valborg, and TORM Vita
EBIT	Profit after amortization, depreciation and impairment losses and before financial income/expenses and tax
EBITDA	Profit before amortization, depreciation and impairment losses, financial income/expenses and tax
EUR	Euro – the official currency of the European Monetary Union
Executive Management	The registered executive management of TORM A/S. As of the Listing Prospectus Date TORM A/S' executive management comprises Jacob Meldgaard (Chief Executive Officer)
Financing Agreements	The New Financing Agreements and the DSF Facility
Group	TORM and its subsidiaries, including Njord and its subsidiaries
IFRS	International Financial Reporting Standards as adopted by the EU
Joint Global Coordinators	Danske Bank and SEB
Listing	The admission to trading and official listing on Nasdaq Copenhagen of the Listing Shares expected to take place on 29 July 2015
Listing Prospectus	This Listing Prospectus dated as of the Listing Prospectus Date
Listing Prospectus Date	24 July 2015
Listing Shares	The 95,026,374,554 new A Shares issued in connection with the Restructuring
Management	The Board of Directors and Executive Management of the Company
Minority Trustee	The holder of the B Share on trust for the A shareholders (other than Njord Luxco or any affiliate of Njord Luxco). As of the Listing Prospectus Date, the Minority Trustee is SFM Trustees Limited
Nasdaq Copenhagen	The regulated market operated by NASDAQ OMX Copenhagen A/S
New Financing Agreements	The New Term Facility Agreement and the New Working Capital Facility Agreement

New Financing Agreements Vessels	Collateral vessels under the New Financing Agreements. As of the Restructuring Completion Date, TORM Anholt, TORM Bornholm, TORM Camilla, TORM Carina, TORM Caroline, TORM Cecilie, TORM Charente, TORM Clara, TORM Emilie, TORM Estrid, TORM Fox, TORM Garonne, TORM Gudrun, TORM Gyda, TORM Horizon, TORM Ismini, TORM Kansas, TORM Kristina, TORM Laura, TORM Lene, TORM Lilly, TORM Loire, TORM Lotte, TORM Louise, TORM Madison, TORM Maren, TORM Marina, TORM Mathilde, TORM Moselle, TORM Neches, TORM Ohio, TORM Platte, TORM Republican, TORM Rhone, TORM Rosetta, TORM San Jacinto, TORM Saone, TORM Sara, TORM Signe, TORM Sofia, TORM Tevere, TORM Thames, TORM Trinity, TORM Venture, TORM Resilience, TORM Eric, TORM Hardrada, TORM Agnete, TORM Alice, TORM Alexandra, and TORM Almena
New Term Facility	Secured USD 560.725 million six year term facility under the New Term Facility Agreement
New Term Facility Agreement	The new term facility agreement between, among others, TORM, certain financial and other institutions as lenders and Danske Bank A/S as agent and security agent dated 13 July 2015. As of the Listing Prospectus Date, the lenders under the facility agreement include Danske Bank A/S, Skandinaviska Enskilda Banken AB (publ), DBS Bank Limited, HSH Nordbank AG, The Hongkong and Shanghai Banking Corporation Limited, D-Star Ltd, Napier Park Select Master Fund, OCP Credit Strategy Fund, Onex Debt Opportunity Fund, Ltd., Macquarie Bank Limited, and Barclays Bank PLC
New Working Capital Facility	USD 75 million working capital facility under the New Working Capital Facility Agreement
New Working Capital Facility Agreement	The new working capital facility agreement between, among others, TORM, certain financial and other institutions as lenders and Danske Bank A/S as agent and security agent dated 13 July 2015. As of the Listing Prospectus Date, the lenders under the facility agreement include Danske Bank A/S, Skandinaviska Enskilda Banken AB (publ), DBS Bank Limited, HSH Nordbank AG, and The Hongkong and Shanghai Banking Corporation Limited
Njord	OCM (Gibraltar) Njord Midco Ltd. and its subsidiaries, unless the context requires otherwise
Njord Luxco	OCM Njord Holdings S.à r.l. and its subsidiaries, unless the context requires otherwise. Njord Luxco is controlled by the Oaktree Topcos owned by funds managed by Oaktree Capital Management
Njord Vesselcos	OCM Singapore Njord Holdings Agnes, Pte. Ltd.; OCM Singapore Njord Holdings Alice, Pte. Ltd.; OCM Singapore Njord Holdings Almena, Pte. Ltd.; OCM Singapore Njord Holdings Amalie, Pte. Ltd.; OCM Singapore Njord Holdings Aslaug, Pte. Ltd.; OCM Singapore Njord Holdings Hardrada, Pte. Ltd.; OCM Singapore Njord Holdings St. Michaelis, Pte. Ltd.; OCM Singapore Njord Holdings St. Gabriel, Pte. Ltd.; OCM Singapore Njord Holdings Harald, Pte. Ltd.; OCM Singapore Njord Holdings Gorm, Pte. Ltd.; OCM Singapore Njord Holdings Knut, Pte. Ltd.; OCM Singapore Njord Holdings Valdemar, Pte. Ltd.; OCM Singapore Njord Holdings Agnete, Pte. Ltd.; OCM Singapore Njord Holdings Alexandra, Pte. Ltd.; OCM Singapore Njord Holdings Anabel, Pte. Ltd.; OCM Singapore Njord Holdings Arawa, Pte. Ltd.; OCM Singapore Njord Holdings Leif, Pte. Ltd.; OCM Singapore Njord Holdings Rolf, Pte. Ltd.; OCM Njord Anne Inc.; OCM Njord Freya Inc.; OCM Njord Gerd Inc.; OCM Njord Gertrud Inc.; OCM Njord Gunhild Inc.; OCM Njord Helene Inc.; OCM Njord Helvig Inc.; OCM Njord Ingeborg Inc.; OCM Njord Mary Inc.; OCM Njord Ragnhild Inc.; OCM Njord Thyra Inc.; OCM Njord Valborg Inc.; OCM Njord Vita Inc.

Oaktree	Njord Luxco as controlled by the Oaktree Topcos owned by funds managed by Oaktree Capital Management
Oaktree Capital Management	Oaktree Capital Management, L.P.
Oaktree Topcos	OCM Luxembourg OPPS VIIIB S.à r.l., OCM Luxembourg IX S.à r.l., and OCM Luxembourg OPPS IX (PARALLEL 2) S.à r.l., the entities holding in aggregate 100% of the share capital of Njord Luxco
Obligors	TORM A/S and those of its subsidiaries who are obligors under the Financing Agreements
OFAC	United States Department of the Treasury's Office of Foreign Assets Control
Participating Lenders	Lenders, and their successors, transferees and assigns, holding exposures under one or more of the Pre-Restructuring Debt Facilities as at 11 a.m. (London time) on 24 June 2015
Pre-Restructuring Debt	The amount outstanding under the Pre-Restructuring Debt Facilities immediately prior to completion of the Restructuring
Pre-Restructuring Debt Facilities	The (i) USD 900 million credit facility pursuant to the facility agreement dated 14 April 2008, as amended, between, among others, TORM, certain financial and other institutions as lenders and Danske Bank A/S as agent; (ii) USD 500 million credit facility pursuant to the facility agreement dated 22 December 2006, as amended, between, among others, TORM, certain financial and other institutions as lenders and Nordea Bank Danmark A/S as agent; (iii) USD 150 million loan facility provided under the facility agreement dated 8 April 2008, as amended, between, among others, TORM, certain financial and other institutions as lenders and Danske Bank A/S as agent; and (iv) USD 237 million credit facility pursuant to the credit facility agreement dated 23 December 2005, as amended, between, among others, TORM, certain financial and other institutions as lenders and The Hongkong and Shanghai Banking Corporation Limited as agent
Pre-Restructuring Shares	The 728 million shares with a nominal value of DKK 0.01 issued and outstanding prior the Restructuring and belonging to the Company's current share class A
Prospectus Directive	Directive 2003/71/EC (and amendments thereto, including the Amending Directive 2010/73/EU), including relevant implementation measures
Registration Rights Agreement	The registration rights agreement as defined in "Part I – 22. Material contracts"
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended
Restructuring	The restructuring of TORM completed on the Restructuring Completion Date as contemplated by the Restructuring Agreement and further described under "Part I – 6.1 Restructuring"
Restructuring Agreement	The restructuring agreement dated 27 March 2015 (as subsequently amended) between TORM, Oaktree Topcos and certain of the Participating Lenders and including the schedules thereto
Restructuring Completion Date	13 July 2015

Rules of Procedure	Rules of procedure of the Board of Directors in force as of the Listing Prospectus Date
Sanctioned Country	A country subject to a sanctions program under U.S. law as identified by OFAC. As of the Listing Prospectus Date, a list may be found at: http://www.treas.gov/offices/enforcement/ofac/programs/index.shtml
Sanctioned Person	A person subject to a sanctions program under U.S. law, an agency of the government of a Sanctioned Country, an organization controlled by a Sanctioned Country, or a person resident in a Sanctioned Country
Scheme of Arrangement or Scheme	The English law scheme of arrangement as defined in "Part I – 22. Material contracts"
SEB	Skandinaviska Enskilda Banken AB, Kungsträdsgårdsgatan 8, SE-106 40 Stockholm, Sweden
SGD	Singapore dollars – the official currency of Singapore
Shares	The Pre-Restructuring Shares, the Listing Shares, the B Share and the C Share each with a nominal value of DKK 0.01
Specified C Matters	The specified matters in respect of which the C Share has 525,000,000,000 votes at the general meeting of TORM, including election of members to the Board of Directors (including the Chairman but excluding the Deputy Chairman) and certain amendments to the Articles of Associations proposed by the Board of Directors as set out in article 9.5 of the Articles of Association
Tanker Segment	One of TORM's two cash-generating units. The Tanker Segment is active with the product tanker market
TORM	TORM A/S, Tuborg Havnevej 18, 2900 Hellerup, Denmark, and its subsidiaries, including Njord and Njord's subsidiaries, unless the context requires otherwise
USD	U.S. dollars – the official currency of the United States
VP Securities	VP SECURITIES A/S, Weidekampsgade 14, 2300 Copenhagen S, Denmark

27. Glossary

To facilitate a better understanding of TORM's business, the following glossary provides an explanation of some of the shipping and other terms and abbreviations used in the Listing Prospectus. The terms and their assigned meanings may not correspond to standard industry meanings or usage of these terms.

Available earning days	Available earning days are the total number of days in a period when a vessel is ready and available to perform a voyage, meaning the vessel is not off-hire or in dry-dock
Ballast water	Water used to improve the stability and control the draft of a ship. When a vessel is not carrying cargo, it is said to sail "ballast"
Bareboat charter	Involves the chartering of a vessel for a fixed period of time and at a fixed rate. However, unlike a time charter, a bareboat charter requires the charterer to pay for all operating expenses including crew costs and for the maintenance of the vessel in addition to voyage costs, including bunker costs and risks in connection with the operation of the vessel
Bpd	Barrels per day
Bunkers	Fuel oil with which to run a vessel's engines
Capesize	A dry bulk vessel which is too large to pass through the Suez-canal, and therefore with a capacity of more than 100,000 dwt
Cash sweep	A provision under a loan facility pursuant to which cash held by the borrower above certain thresholds is required to be paid to lender
Charter	The hire of a vessel for a specified period of time or to carry a cargo for a fixed fee from a loading port to a discharging port. The contract for a charter is called a charter party
Charterer	The company/customer that hires a vessel pursuant to a charter
Charter hire	Money paid to the shipowner by a charterer for the use of a vessel under a time charter or bareboat charter
Charter rate	The amount of money agreed between the charterer and the ship-owner accrued on a daily or monthly basis that is used to calculate the vessel's charter hire
Classification society	Independent organization, which ensures through verification and inspection of design, construction, building process and operation of vessels that the vessels at all times meet a long list of requirements to seaworthiness, etc. If the vessel does not meet these requirements, insuring and mortgaging the vessel will typically not be possible
Contract of affreightment ("COA")	A contract that involves the carriage of a number of consecutive cargos or a total amount of cargo for a specified period, by one or more voyages performed by specific vessels or by vessels to be nominated from time and at previously agreed freight rates
Deadweight ton ("dwt")	A measure of a vessel's capacity in weight equal to the sum of the weights of cargo, fuel, fresh water, ballast water, provisions, passengers, and crew, but not the weight of the ship itself
Designated person	Under the ISM Code, Section 4, to ensure the safe operation of each ship and to provide a link between a company that operates vessels and those on board its vessels, a designated person or persons ashore must be appointed. The designated person is the key link in the safety chain for ship operations. The designated person has direct access to the

	Executive Management and has the responsibility and authority for monitoring safety and pollution prevention of each ship in TORM's fleet and ensuring that adequate resources and shore-based support are applied, as required
Draft	Vertical distance between the waterline and the bottom of the vessel's keel
Dry bulk	Non-liquid cargoes of commodities shipped in an unpackaged state. Typically commodities such as coal, grain, iron ore, etc.
Dry bulk vessels	Vessels which are specially designed and built to carry dry bulk
Earning days	See available earning days
Freight forward agreement ("FFA")	A financial derivative instrument enabling freight to be hedged forward at a fixed price
Handymax	A dry bulk vessel with a capacity between 40,000 - 64,999 dwt
Handysize (dry bulk)	A dry bulk vessel with a capacity between 10,000 - 39,999 dwt
Handysize (tanker)	A product tanker with a capacity between 25,000 - 39,999 dwt
Hull	Shell or body of a ship
IMO	International Maritime Organization, a United Nations agency that issues international regulations and standards for shipping
ISM Code	The International Management Code for the Safe Operation of Ships and for Pollution Prevention, as adopted by the International Maritime Organization
Loan to value	The ratio between the mortgage amount and the appraised value of the mortgaged assets
LR1	Long range 1. A specific class of product tankers with a cargo carrying capacity between 60,000 – 83,999 dwt
LR2	Long range 2. A specific class of product tankers with a cargo carrying capacity between 84,000 – 119,999 dwt
LTV	The aggregate outstanding debt under the senior tranche of the Framework Agreement as a percentage of the aggregate fair market value of all vessels owned by TORM
MR	Medium range. A specific class of product tankers with a cargo carrying capacity between 42,000 - 59,999 dwt.
Newbuilding	A new vessel under construction or just completed
Operating expenses	Operating expenses are the costs of crew wages and related costs, the costs of spares and consumable stores, expenses relating to repairs and maintenance (excluding dry-docking), the cost of insurance, tonnage taxes and other miscellaneous expenses
Order book	The order book refers to the total number of currently placed orders for the construction of vessels or a specific type of vessel worldwide
Panamax	Dry bulk carriers with a cargo carrying capacity between 65,000 - 99,999 dwt
Petroleum products	Refined crude oil products such as gasoline, jet fuel, kerosene, naphtha, diesel oil and fuel oil

Pools	A grouping of vessels of similar size and characteristics, owned by different owners, but commercially operated jointly. The pool manager is mandated to charter the vessels out for the maximum benefit of the pool as a whole. Earnings are shared taking account of differences in vessel specifications, the number of days the vessels have been ready for charter, etc.
Product tanker	A vessel suitable for carrying clean petroleum products such as gasoline, jet fuel and naphtha
Protection and Indemnity ("P&I") insurance	Insurance obtained through mutual associations (called "P&I Clubs") formed by ship-owners to provide liability insurance protection against a large financial loss by one member by contribution towards that loss by all members. To a great extent, the risks are reinsured
Scrapping	The disposal of a vessel by way of sale as scrap metal
Short-term time charter	A time charter which lasts less than 12 months
Small tankers	A product tanker with a cargo-carrying capacity between 10,000 - 24,999 dwt
Spot charter	Spot charter is an industry term referring to both voyage and trip time charters. These charters are referred to as spot charters or spot market charters due to their short-term duration, constituting mostly of a single voyage between one load port and one discharge port
Spot freight rates	Average TCE earnings per earnings day for all charters with less than six months duration = Gross freight income less bunker, broker commissions and port expenses
TCE earnings / TCE revenue	TCE earnings or TCE revenues means time charter equivalent earnings, which is revenues less voyage expenses, meaning port expenses, bunkers, commissions, and freight and bunkers derivatives. TCE earnings in dollars per available earning day divides TCE earnings in dollars among the available earning days, which provides a means of comparing vessels earning hire under time charters or bareboat charters with vessels earning freight under voyage charters or COAs. TCE earnings per available earning day is a standard seaborne transportation industry performance measure used primarily to compare period-to-period changes in a seaborne transportation company's performance despite changes in the mix of charter types (i.e., spot charters, time charters and bareboat charters) under which the vessels may be employed during specific periods
Time Charter	An agreement covering the chartering out of a vessel to a charterer for a defined period of time, where the owner is responsible for maintaining and crewing the vessel and for paying operating expenses, except for port costs and bunkers which are payable by the charterer
Ton-mile effect	A unit of freight transportation equivalent to a ton of freight moved one mile
Very Large Crude Carriers ("VLCCs")	Crude carriers with a cargo carrying capacity between 260,000 - 320,000 dwt
Vessel operating expenses	See "Operating expenses"
Voyage charter	The shipment of a specific amount and type of cargo on a load port to discharge port basis, subject to various cargo handling terms. Most of these charters are on a spot voyage basis. The shipowner is responsible

for paying both operating costs and voyage costs. The charterer is responsible for paying demurrage (a form of liquidated damages) as per the terms of the charter party for any delay at the loading or discharging ports

Voyage expenses

Expenses incurred due to a vessel's travelling from a loading port to a discharging port, such as fuel (bunker) cost, port expenses, agent's fees, canal dues and extra war risk insurance as well as commissions

II. The Listing

1. Responsibility statements

For an overview of persons responsible, see "Persons responsible".

2. Risk factors related to the Listing

For a description of risk factors in connection with the Listing, see "Risk factors".

3. Key information

3.1 Working capital

As of the Listing Prospectus Date, TORM is of the opinion that its working capital following completion of the Restructuring on 13 July 2015 is adequate to meet the Company's present requirements considering a period of twelve months after the publication of this Listing Prospectus.

This opinion is based on an overall assessment of TORM's working capital requirements for the relevant period considering *inter alia* TORM's budgets, forecasts, customary sensitivities, financing needs, present capital resources and the terms of the Financing Agreements.

TORM's capital resources, including its working capital, are dependent on external loan financing, which currently is provided pursuant to the Financing Agreements. These agreements are subject to terms and conditions, including the continued compliance with financial covenants as to loan-to-value ratio, minimum liquidity and equity ratio. Reference is made to "Part I - 10. Capital resources" and "Part I - 22.2 Financing Agreements" for further details on TORM's capital resources and the terms of the Financing Agreements.

3.2 Capitalization and debt

As at 31 March 2015, TORM and Njord's debt totalled USD 1,524 million and USD 152 million, respectively. Adjusted for the write-down and conversion of debt of USD 847 million that has occurred upon completion of the Restructuring, the Combined Group's capital and net financial indebtedness totalled USD 1,441 million and USD 733 million, respectively, as at 31 March 2015.

The tables below should be read in conjunction with "Part I - 9. Operating and financial review", "Part I - 10. Capital resources" and "Part I - 22. Material contracts". The tables presents TORM's "Capital and indebtedness", and "Net financial indebtedness", respectively, as of 31 March 2015 in the first column on the basis of the unaudited interim consolidated financial statements incorporated by reference. See "Part F - 2. Information incorporated by reference". The second column presents Njord's "Capital and indebtedness" and "Net financial indebtedness", respectively, as of 31 March 2015 on the basis of unaudited interim consolidated financial information for the three months ended 31 March 2015 while the column "Combined TORM and Njord, 31 March 2015" presents the consolidated balance of the two companies.

According to the Commission Regulation (EC) no. 809/2004 of 29 April 2004 Item 3.2 of Annex III, the tables are to be prepared on the basis of the latest published financial information and as of a date no earlier than 90 days prior to the date of the Listing Prospectus. The below tables are prepared as at 31 March 2015 and therefore exceeds the 90 days limit.

In the period from 31 March 2015 until the Listing Prospectus date, the "Capital and indebtedness" and "Net financial indebtedness" have materially changed due to the debt write-down, conversion of debt into equity (common shares) and contribution of Njord into TORM against common shares that has occurred upon completion of the Restructuring on 13 July 2015. Accordingly, the column titled "Restructuring impact" in the tables presents the impact from the completion of the Restructuring on 13 July 2015. The columns titled "Capital and indebtedness after material changes" and "Net financial indebtedness after material changes", respectively, presents the capital, indebtedness and net financial indebtedness of the Combined Group adjusted for all material changes that have occurred after 31 March 2015. The material changes identified by the Company relates to "Non-current debt", "Current financial debt", "Non-current financial indebtedness" and certain items in shareholders' equity only. Consequently, no adjustments have been made to the other line items in the tables even though non-material changes may have occurred since 31 March 2015.

Management believes that no other changes have occurred that would materially change the capital and indebtedness and net financial indebtedness position of the Combined Group.

Table 43: Capital and indebtedness (unaudited)

USD million	TORM, 31 March 2015	Njord, 31 March 2015	Combined TORM and Njord, 31 March 2015	Restructuring impact	Capital and indebtedness after material changes
Debt					
Non-current debt, total	1,362	138	1,500	(742)	758
<i>whereof guaranteed</i>	0	0	0	0	0
<i>whereof secured</i>	1,315	138	1,453	(742)	711
<i>whereof</i>					
<i>unguaranteed/unsecured</i>	47	0	47	0	47
Current financial debt, total	162	14	176	(105)	71
<i>whereof guaranteed</i>	0	0	0	0	0
<i>whereof secured</i>	105	0	105	(105)	0
<i>whereof</i>					
<i>unguaranteed/unsecured</i>	57	14	71	0	71
Total debt	1,524	152	1,676	(847)	829
Shareholders' equity					
Common shares	1	0	1	141	142
Special reserve	61	470	531	(61)	470
Treasury shares	(19)	0	(19)	19	0
Revaluation reserves	7	0	7	(7)	0
Hedging reserves	(5)	0	(5)	5	0
Translation reserves	3	0	3	(3)	0
Total	1,572	622	2,194	(753)	1,441

Table 44: Net financial indebtedness (unaudited)

USD million	TORM, 31 March 2015	Njord, 31 March 2015	Combined TORM and Njord, 31 March 2015	Restructuring impact	Net financial indebtedness after material changes
Liquidity	(53)	(43)	(96)	0	(96)
Current mortgage and bank loans	105	0	105	(105)	0
Other current financial debt	57	14	71	0	71
Current financial debt	162	14	176	(105)	71
Net current financial indebtedness	109	(29)	80	(105)	(25)
Non-current mortgage and bank loans	1,302	138	1,440	(742)	698
Other non-current financial debt	60	0	60	0	60
Non-current financial indebtedness	1,362	138	1,500	(742)	758
Net financial indebtedness	1,471	109	1,580	(847)	733

TORM and Njord did not have any indirect or contingent indebtedness as at 31 March 2015.

3.3 Interests of natural and legal persons involved in the Listing

Danske Bank and SEB are Joint Global Coordinators of the Listing. Danske Bank and SEB both held Shares in TORM prior to the Restructuring and were among the Participating Lenders that received Consideration Warrants and subscribed for Listing Shares in connection with the Restructuring. As of the Listing Prospectus Date, Danske Bank holds 1.09% of the Shares and 1,209,496,875 Consideration Warrants and SEB holds 0.46% of the Shares and 489,350,375 Consideration Warrants. Danske Bank and SEB are also lenders to TORM.

The Chief Executive Officer and the Chief Financial Officer of TORM are both eligible to receive a cash bonus in connection with the Restructuring of up to DKK 5 million and DKK 3 million, respectively. See "Part I – 22. Material contracts" for further details.

Apart from the above, TORM is not aware of any material interests in the Listing of natural or legal persons involved in the Listing.

3.4 Background for the Listing

Since mid-2013, TORM has worked on a more permanent financial and strategic solution and on 27 March 2015 the Company entered into the Restructuring Agreement. The Restructuring was completed on 13 July 2015.

Pursuant to the Restructuring, the Participating Lenders received Consideration Warrants and (at their election) Listing Shares as consideration for the write-down and/or voluntary conversion of part of their exposures under the Pre-Restructuring Debt Facilities. Further, Njord Luxco contributed the entire share capital of Njord to TORM in exchange for Listing Shares. See also "Part I – 6.1 Restructuring" for further details.

The Listing Shares were registered with the Danish Business Authority on the Restructuring Completion Date. The purpose of this Listing Prospectus is to have the Listing Shares admitted to trading and official listing on Nasdaq Copenhagen.

4. Information concerning the Listing Shares to be listed

4.1 Type of securities and ISIN codes

The Pre-Restructuring Shares are admitted to trading and official listing on Nasdaq Copenhagen under ISIN code DK0060082915.

The Listing Shares are issued in the temporary ISIN code DK0060642643. The Listing Shares are not admitted to trading and official listing on Nasdaq Copenhagen under the temporary ISIN code. Upon completion of the Listing, the Listing Shares will be admitted to trading and official listing under the ISIN code of the Pre-Restructuring Shares, DK0060082915, which is expected to take place on 29 July 2015.

4.2 Applicable law and jurisdiction

This Listing Prospectus has been prepared in compliance with Danish legislation and regulations, including the Danish Securities Trading Act and the Danish Prospectus Order. Any dispute which may arise as a result of the Listing shall be brought before the Danish courts of law unless otherwise agreed with the Company.

4.3 Registration

The Listing Shares were delivered in book entry form through allocation to accounts with VP Securities through a Danish bank or other institution authorized as the custodian of such shares. The Listing Shares are non-certificated, issued in the name of the holder, and are registered in the name of the holder in the Company's register of shareholders through the holder's custodian bank.

The Company's register of shareholders is kept by VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S, Denmark.

4.4 Currency

The Listing Shares are denominated in DKK.

There are no laws in 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 Listing Shares. The prevailing legislation regarding dividend tax is described in "Part II – 4.11 Taxation".

4.5 Rights attached to the Listing Shares

The Listing Shares are registered with the Danish Business Authority and have the same rights as the Pre-Restructuring Shares.

The Listing Shares carries preemption rights and right to receive dividends as from the date of registration with the Danish Business Authority.

See "Part I – 21.5 Description of Articles of Association" for further details on the rights, including dividend and preemption rights, attached to the Shares, including the Listing Shares.

4.6 Resolutions, authorizations and approvals of the issuance of the Listing Shares

The Restructuring was completed on 13 July 2015 and comprised the following three issuances of securities:

1. Issuance of Consideration Warrants against write-down of debt by the Participating Lenders;

2. Issuance of Listing Shares by conversion of debt by certain of the Participating Lenders; and
3. Issuance of Listing Shares against contribution of assets other than cash as part of a combination with Njord.

The Listing Shares and the Consideration Warrants were issued on the Restructuring Completion Date by resolution of the Board of Directors in accordance with authorizations set out in articles 3.1.1, 3.1.2, and 3.1.5 of the Articles of Association adopted at the annual general meeting of TORM held on 26 March 2015 and the extraordinary general meeting held on 7 July 2015. The Articles of Association are included as Appendix A to this Listing Prospectus.

See "Part I – 21.6 Authorizations to the Board of Directors" for a description of the remaining authorizations to the Board of Directors as of the Listing Prospectus Date.

Please refer to "Part I – 6.1 Restructuring" for a detailed description of the Restructuring and "Part I – 22. Material contracts" for a description of the Restructuring Agreement.

4.7 Issue date of the Listing Shares

The Listing Shares were registered with the Danish Business Authority on 13 July 2015 and issued through VP Securities the same day.

The Listing Shares will be admitted to trading and official listing under the ISIN code of the Pre-Restructuring Shares, DK0060082915, which is expected to take place on 29 July 2015.

4.8 Negotiability and transferability of the Shares

The Shares are negotiable instruments and there are no restrictions with respect to the transferability of the A Shares, including the Listing Shares, under the Articles of Association.

Under the Articles of Association, the B Share cannot be transferred or pledged, except to a replacement trustee or by redemption by the Company, and the C Share cannot be transferred or pledged except to an affiliate of Njord Luxco or by redemption by the Company.

Certain statutory transfer restrictions related to the Listing Shares are described in "Part II – 5. Terms and conditions of the Listing".

4.9 Danish regulations governing mandatory takeover bids, redemption of shares and disclosure requirements

Mandatory takeover bids

The Danish Securities Trading Act (Part 8) and the Executive Order no. 562 of 2 June 2014 includes rules concerning public offers for the acquisition of shares admitted to trading on a regulated market (including Nasdaq Copenhagen) or an alternative marketplace.

If a shareholding is transferred, directly or indirectly, in a company with one or more share classes admitted to trading on a regulated market or an alternative marketplace, to an acquirer or to persons acting in concert with such acquirer, the acquirer shall give all shareholders of the company the option to dispose of their shares on identical terms, if the acquirer gains a controlling interest as a result of the transfer.

A controlling interest exists if the acquirer, directly or indirectly, holds at least one-third 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 at least one-third of the voting rights in a company, nevertheless has a controlling interest when the acquirer has:

- i. the right to control at least one-third of the voting rights in the company according to an agreement with other investors;

- ii. the right to control the financial and operational affairs of the company according to the articles of association or an agreement; or
- iii. the right to appoint or dismiss a majority of the members of the supervisory body and this body has controlling influence over the 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 rules on mandatory takeover bids may be granted under special circumstances by the Danish FSA.

Mandatory Redemption of Shares

Where a shareholder holds more than 90% of the shares in a company and a corresponding proportion of the voting rights, such shareholder may, pursuant to the Danish Companies Act, section 70, deem that the other shareholders have their shares redeemed by that shareholder. In this case, the other shareholders must be requested, under the rules governing notices for general meeting, to transfer their shares to the shareholder within four weeks. In addition, the other shareholders shall through the Danish Business Authority's IT system be requested to transfer their shares within the same four-week period. Specific requirements apply to the contents of the notices to the other shareholders regarding the redemption. If the redemption price cannot be agreed upon, the redemption price must be determined by an independent expert appointed by the court in the jurisdiction of the company's registered office in accordance with the provisions of the Danish Companies Act or, in case of redemption following a mandatory takeover bid, the Danish Securities Trading Act. If shares are redeemed following a voluntary takeover bid, the offer price will not be subject to adjustments if more than 90% of the share capital accepted the bid. To the extent any minority shareholders have not transferred their shares to the acquiring shareholder before the expiry of the four-week period, the redeeming shareholder shall, as soon as possible thereafter deposit the amount required for redemption to the benefit of the other shareholders. Upon such deposit, the other shareholders have been redeemed. The other shareholders shall in such case through the Danish Business Authority's IT system be notified that the right to require determination of the redemption price by the independent expert expires at the end of a period which cannot be shorter than three months pursuant to the Danish Companies Act, section 72.

Furthermore, where a shareholder holds more than 90% of the shares in a company and a corresponding proportion of the voting rights, the other shareholders may require such shareholder to acquire their shares pursuant to section 73 of the Danish Companies Act. If the redemption price cannot be agreed upon, the redemption price must be determined by an independent expert appointed by the court in the jurisdiction of the company's registered office in accordance with the provisions of the Danish Companies Act or, in case of redemption following a mandatory takeover bid, the Danish Securities Trading Act. Expenses relating to the determination of the redemption price must be paid by the shareholder who has requested such determination. If such valuation is higher than offered by the redeeming shareholder, the court may order the redeeming shareholder to pay the expenses relating to determination of the redemption price in full or in part.

Disclosure of Major Shareholdings

Holders of shares in Danish companies with shares admitted to trading and official listing on Nasdaq Copenhagen are, pursuant to the Danish Securities Trading Act, section 29, required to give notice to the company and the Danish FSA of the shareholdings in the company, as soon as possible, when:

- i. the voting rights conferred on the shares represents no less than 5% of the share capital's voting rights or their nominal value accounts for no less than 5% of the share capital; or
- ii. a change of a 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.

A holder of shares in a company means a natural or legal person who, directly or indirectly, holds: (i)

shares in the company on behalf of such holder and for the holder's own account; (ii) shares in the company on behalf of such holder, but for the account of another natural or legal person; or (iii) share certificates, where such holder is considered a shareholder in relation to the underlying securities represented by the certificate.

The duty to notify set forth above further applies to any natural and legal person who is entitled to acquire, sell or exercise voting rights which are:

- i. held by a third party with whom that natural or legal person has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the issuer in question (common duty to inform for all parties to the agreement);
- ii. held by a third party under an agreement concluded with that natural or legal person providing for the temporary transfer of the voting rights in question in return for consideration;
- iii. attached to shares which are lodged as collateral for that natural or legal person, provided the person controls the voting rights and declares an intention of exercising them;
- iv. attached to shares in which that natural or legal person has a lifelong right of disposal;
- v. held, or may be exercised within the meaning of (i) to (iv), by an undertaking controlled by that person;
- vi. attached to shares deposited with that natural or legal person and which the person can exercise at his own discretion in the absence of specific instructions from the shareholders;
- vii. held by a third party in its own name on behalf of that person; or
- viii. exercisable by that person through a proxy where that person may exercise the voting rights at his discretion in the absence of specific instructions of the shareholder.

The notification shall be made as soon as possible, and within the same trading day as the transaction, and in accordance with the provisions of the Executive Order no. 668 of 25 June 2012 and disclose the number of voting rights and shares held directly or indirectly following the transaction. The notification shall further state the transaction date on which the threshold was reached or no longer reached and the identity of the shareholder as well as the identity of any natural or legal person with the right to vote on behalf of the shareholder and in the case of a group structure, the chain of controlled undertakings through which voting rights are effectively held. The information shall be notified to the company and simultaneously submitted electronically to the Danish FSA. Failure to comply with the notification requirements is punishable by fine.

When an obligation to notify rests on more than one natural or legal person, the notification may be made through a joint notification. However, use of a joint notification does not exempt the individual shareholders or natural or legal persons from their responsibilities in connection with the obligation to notify or the contents of the notification.

After receipt of the notification, the company shall publish the contents of the notification.

Furthermore, the general duty of notification under the Danish Companies Act, section 55, in respect of notification of significant holdings (similar to the thresholds set out in the Danish Securities Trading Act, section 29) applies, including when the limit of 100% of the share capital's voting rights or nominal value of the company is reached or are no longer reached. Section 58 of the Danish Companies Act provides that a company shall publish information related to major shareholdings received pursuant to section 55 of the Danish Companies Act in an electronic public register of shareholders which is kept by the Danish Business Authority.

4.10 Public takeover bids by third parties for the Company's Shares

No public takeover bids by third parties for the Company's Shares have been presented during the previous or current financial year.

4.11 Taxation

Danish taxation

The following is a summary of certain Danish income tax considerations relating to an investment in A shares.

The summary is for general information only and does not purport to constitute exhaustive tax or legal advice. It is specifically noted that the summary does not address all possible tax consequences relating to an investment in A shares. The summary is based solely upon the tax laws of Denmark in effect on the date of this Listing Prospectus. Danish tax laws may be subject to change, possibly with retroactive effect.

The summary does not cover investors to whom special tax rules apply, and therefore may not be relevant, for example, to investors subject to the Danish Act on Pension Investment Return Taxation (i.e., pension savings), professional investors, certain institutional investors, insurance companies, pension companies, banks, stockbrokers and investors with tax liability on return on pension investments. The summary does not cover taxation of individuals and companies who carry on a business of purchasing and selling shares. The summary only sets out the tax position of the beneficial owners of A shares and dividends thereon. Sales are assumed to be sales to a third party.

Potential investors in A shares are advised to consult their tax advisers regarding the applicable tax consequences of acquiring, holding and disposing of A 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 as such consequences may differ significantly from those described herein.

Taxation of shareholders who are Danish tax residents

Sales of shares — individuals

Gains from the sale of shares are taxed as share income at a rate of 27% on the first DKK 49,900 in 2015 (for cohabiting spouses, a total of DKK 99,800) and at a rate of 42% on share income exceeding DKK 49,900 (for cohabiting spouses over DKK 99,800). Such amounts are subject to annual adjustments and include all share income, i.e., all capital gains and dividends derived by the individual or cohabiting spouses, respectively.

Gains and losses on the sale of shares admitted to trading on a regulated market are calculated as the difference between the purchase price and the sale price. The purchase price is generally determined using the average method which means that each share is considered acquired at a price equivalent to the average acquisition price of all the shareholder's shares in the issuing company.

Losses on the sale of shares admitted to trading on a regulated market can only be offset against other share income deriving from shares admitted to trading on a regulated market, (i.e., received dividends and capital gains on the sale of shares admitted to trading on a regulated market). Unused losses will automatically be offset against a cohabiting spouse's share income deriving from shares admitted to trading on a regulated market. Regulated losses can be carried forward indefinitely and offset against future share income deriving from shares admitted to trading on a regulated market.

Losses on shares admitted to trading on a regulated market may only be set off against gains and dividends on other shares admitted to trading on a regulated market if the Danish Tax Authorities in due time have received certain information concerning the ownership of the shares. This information is normally provided to the Danish Tax Authorities by the Danish securities dealer.

Gain/losses on shares — companies

For the purpose of taxation of sales of shares made by company shareholders, a distinction is made between Subsidiary Shares, Group Shares, and Taxable Portfolio Shares:

“Subsidiary Shares” are generally defined as shares owned by a shareholder holding at least 10% of the nominal share capital of the issuing company,

“Group Shares” are generally defined as shares in a company in which the shareholder of the company and the issuing company are subject to Danish tax consolidation or fulfil the requirements for international tax consolidation under Danish law,

“Taxable Portfolio Shares” are shares admitted to trading on a regulated market that do not qualify as Subsidiary Shares or Group Shares.

Gains or losses on Subsidiary Shares or Group Shares in the company are not included in the taxable income of the shareholder.

Special rules apply in order to prevent avoidance of the 10% ownership requirement through pooling of shareholdings in a holding company. These rules will not be described in further detail.

Capital gains on Taxable Portfolio Shares are taxable at the corporate income tax rate of 23.5% (2015) irrespective of ownership period. Losses on such shares are generally deductible. The corporate income tax rate will be reduced to 22% in 2016.

Gains and losses on Taxable Portfolio Shares are, as a general rule, calculated in accordance with the mark-to-market principle irrespective of the shares being sold or not. Pursuant to the mark-to-market principle, each year’s taxable gain or loss is calculated as the difference between the market value of the shares at the beginning and end of the tax year. Thus, taxation will take place on an accrual basis even if no shares have been disposed of and no gains or losses have been realized. If the Taxable Portfolio Shares are sold or otherwise disposed of before the end of the income year, the taxable income of that income year equals the difference between the value of the Taxable Portfolio Shares at the beginning of the income year and the value of the Taxable Portfolio Shares at realization. If the Taxable Portfolio Shares have been acquired and sold in the same income year, the taxable income equals the difference between the acquisition sum and the realization sum. If the Taxable Portfolio Shares are acquired in the income year and not sold in the same income year, the taxable income equals the difference between the acquisition sum and the value of A shares at the end of the income year.

A change of status from Subsidiary Shares/Group Shares to Taxable Portfolio Shares (or vice versa) is for tax purposes deemed to be a disposal of the shares and a reacquisition of the shares at market value at the time of change of status.

Dividends — individuals

Dividends received by individuals who are tax residents of Denmark are taxed as share income. Share income is taxed at a rate of 27% on the first DKK 49,900 in 2015 (for cohabiting spouses, a total of DKK 99,800) and at a rate of 42% on share income exceeding DKK 49,900 (for cohabiting spouses over DKK 99,800). Such amounts are subject to annual adjustments and include all share income i.e., all capital gains and dividends derived by the individual or cohabiting spouses, respectively.

Dividends paid to individuals are generally subject to 27% withholding tax.

Dividends — companies

Dividends received on Portfolio Shares in the company are subject to the standard corporate tax rate of 23.5% (2015) irrespective of ownership period. The corporate income tax rate will be reduced to 22% in 2016.

The withholding tax rate is 22%. If the distributing company withholds a higher amount, the shareholder can claim a refund of the excess tax. A claim for repayment must be filed within two months, otherwise the excess tax will instead be credited in the corporate income tax for the year.

Dividends received on Subsidiary Shares and Group Shares will not be subject to taxation nor withholding tax.

Taxation of shareholders residing outside Denmark

Gain/losses on shares — individuals and companies

Shareholders not resident in Denmark will normally not be subject to Danish tax on any gains realized on the sale of shares, irrespective of the ownership period. Where a non-resident of Denmark holds Taxable Portfolio Shares which can be attributed to a permanent establishment in Denmark, such gains are taxable pursuant to the rules applicable to Danish tax residents as described above.

Dividends—individuals

Under Danish law, dividends paid in respect of shares are generally subject to Danish tax at a rate of 27%. This tax is paid as a withholding tax. A request for a refund of Danish withholding tax can however be made by the shareholder in the following situations:

1) Double Taxation Treaty

In the event that the dividend-receiving individual is a resident of a state having a double taxation treaty with Denmark, the shareholder may claim a refund of the tax amount exceeding the withholding tax rate provided by the applicable double taxation treaty, through certain application procedures, from the Danish tax authorities. Denmark has executed double taxation treaties with approximately 75 countries, including the United States and almost all members of the E.U. The double taxation treaties generally provide for a withholding tax rate of 15%. The refund is sought by completing form 06.003 and filing it with the Danish Tax Authorities. The form can be downloaded from the Danish Tax Authorities' website (<http://www.skat.dk/SKAT.aspx?oID=79941&vID=0>).

2) Reduction of tax rate under Danish law

In addition, if the shareholder holds less than 10% of the nominal share capital of the company and the shareholder is tax resident in a state which has a double taxation treaty or an international agreement, convention or other administrative agreement on assistance in tax matters according to which the competent authority in the state of the shareholder is obliged to exchange information with Denmark, dividends are subject to tax at a reduced rate of 15%. If the shareholder is tax resident outside the E.U., it is an additional requirement for eligibility for the 15% tax rate that the shareholder together with related shareholders holds less than 10% of the nominal share capital of the company. Note that the reduced tax rate does not affect the withholding rate. Thus the shareholder must also in this situation claim a refund as described above in order to benefit from the reduced rate.

Finally, a special taxation regime applies to dividends, distributed to individuals residing in certain countries, such as the United States, the United Kingdom and Northern Ireland, Belgium, Canada, Greece, the Netherlands, Ireland, Luxembourg, Finland, Switzerland, Sweden and Germany. This special tax regime provides that tax on dividends may be withheld at the applicable tax rate specified in the relevant tax treaty. In order to qualify for the application of this special tax regime, an eligible holder of shares must deposit his shares with a Danish bank, and the shareholding must be registered with and administered through VP Securities. This latter condition will be met, since A shares will be registered with VP Securities as described under "Part II — 4.3 Registration". The shareholder must complete form 02.009 and send it to the Danish bank, in which the shareholder's shares are deposited. The form can be downloaded from the Danish Tax Authorities' website (<https://www.skat.dk/SKAT.aspx?oId=56207>). If the shareholder is a resident of the United Kingdom, the shareholder must use form 02.012 instead. The form can be downloaded from the Danish Tax Authorities' website (<http://www.skat.dk/skat.aspx?oId=56210&vId=0>). The documentation is valid for five years. If the documentation is not filed before the dividend is paid, a refund of excess withholding tax may be sought as described above.

Note that the Danish tax forms described in this section requires a certification by the applicable local tax authority. With respect to U.S. persons, a properly completed IRS Form 6166 should satisfy this requirement.

Where a non-resident of Denmark holds shares which can be attributed to a permanent establishment in Denmark, dividends are taxable pursuant to the rules applicable to Danish tax residents described above, see "Taxation of shareholders who are Danish tax residents".

Dividends – companies

Dividends from Subsidiary Shares are exempt from Danish withholding tax provided the taxation of the dividends is to be waived or reduced in accordance with the Parent Subsidiary Directive (2011/96/EU) or in accordance with a tax treaty with the jurisdiction in which the company investor is resident. Dividends from Group Shares are exempt from Danish withholding tax provided the company investor is a resident of the E.U. or the EEA and the taxation of dividends should have been waived or reduced in accordance with the Parent Subsidiary Directive (2011/96/EU) or in accordance with a tax treaty with the country in which the company investor is resident had the shares been Subsidiary Shares. Withholding tax may be imposed if the company receiving the dividend is not the beneficial owner thereof. If Denmark is to reduce taxation of dividends on both Subsidiary Shares and Group Shares to a foreign company under a tax treaty, Denmark will not – as a matter of domestic law – exercise such right and will in general not impose any tax at all. Including withholding tax, unless certain special conditions are present ("principles on flow through companies").

Dividend payments on Portfolio Shares in the company will be subject to a withholding tax of 27% irrespective of ownership period. A request for a refund of Danish withholding tax can however be made by the shareholder in the following situations:

1) Double Taxation Treaty

In the event that the dividend-receiving company is a resident of a state having a double taxation treaty with Denmark, the shareholder may claim a refund of the tax amount exceeding the treaty rate, through certain certification procedures, from the Danish tax authorities. Denmark has executed double taxation treaties with approximately 75 countries, including the United States and almost all members of the E.U. The double taxation treaties generally provides for a 15% withholding tax rate. The refund is sought by completing form 06.003 and filing it with the Danish Tax Authorities. The form can be downloaded from the Danish Tax Authorities' website (<http://www.skat.dk/SKAT.aspx?oID=79941&vID=0>).

Note that the Danish tax form described in this section requires a certification by the applicable local tax authority. With respect to U.S. persons, a properly completed IRS Form 6166 should satisfy this requirement.

2) Reduction of tax rate under Danish law

In addition, if the shareholder holds less than 10% of the nominal share capital of the company and the shareholder is tax resident in a state which has a double taxation treaty or an international agreement, convention or other administrative agreement on assistance in tax matters according to which the competent authority in the state of the shareholder is obliged to exchange information with Denmark, dividends are subject to tax at a reduced rate of 15%. If the shareholder is tax resident outside the E.U., it is an additional requirement for eligibility for the 15% tax rate that the shareholder together with related shareholders holds less than 10% of the nominal share capital of the company. Note that the reduced tax rate does not affect the withholding rate. Thus the shareholder must also in this situation claim a refund as described above in order to benefit from the reduced rate.

Where a non-resident of Denmark holds shares which can be attributed to a permanent establishment in Denmark, dividends are taxable pursuant to the rules applicable to Danish tax residents described above, see "Taxation of shareholders who are Danish tax residents".

Share transfer tax and stamp duties

No Danish share transfer tax or stamp duties are payable on transfer of A shares.

Withholding tax obligations

An issuer of shares is subject to Danish withholding tax obligations in accordance with applicable Danish law when distributing dividends.

5. Terms and conditions of the Listing

5.1 Terms, expected timetable and restrictions

The Listing Shares are registered under the temporary ISIN code DK0060642643. The Listing Shares are not admitted to trading and official listing on Nasdaq Copenhagen under the temporary ISIN code. Upon publication of the Listing Prospectus, the Listing Shares will be admitted to trading and official listing under the ISIN code of the Pre-Restructuring Shares, which is expected to take place on 29 July 2015.

The temporary ISIN code is expected to be merged with the existing ISIN code for the Pre-Restructuring Shares, DK 0060082915, in VP Securities on 30 July 2015.

Expected timetable of principal events:

Publication of Listing Prospectus	24 July 2015
Admission of the Listing Shares for trading and official listing under the existing ISIN code of the Pre-Restructuring Shares	29 July 2015
Merger of temporary ISIN code with the existing ISIN code in VP Securities	30 July 2015

Transfer restrictions

The Listing Shares are subject to statutory transfer and resale restrictions in certain jurisdictions. Any acquirer of Shares must comply with all applicable laws and regulations in force in any country or region in which it acquires or resells Listing Shares or possesses or distributes this Listing Prospectus or laws and regulations by which TORM is required to comply and must obtain any consent, approval or permission required, if applicable, prior to acquiring the Listing Shares.

Transfer restrictions related to United States

The Listing Shares have not been, and will not be, registered under the U.S. Securities Act or any applicable state securities laws of the United States. The issuance of the Listing Shares was made in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act pursuant to either Section 3(a)(10) of the U.S. Securities Act, Regulation S under the U.S. Securities Act, or pursuant to an exemption from the registration requirements of the U.S. Securities Act.

The Listing Shares may not be offered, pledged, sold, resold, granted, delivered, allotted or otherwise transferred, as applicable, in the United States, except in transactions that are exempt from or not subject to the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws.

Because of these restrictions, each investor in Listing Shares and each subsequent holder of any such Listing Shares is advised to consult legal counsel prior to making any resale, pledge or transfer of the Listing Shares in the United States or to a U.S. person.

Transfer restrictions related to member states of the European Union

In relation to each Relevant Member State, an offer to the public of any Listing Shares may not be made prior to the publication of a prospectus concerning the Listing Shares which has been approved by the competent authority in such Relevant Member State or, where relevant, approved in another Relevant Member State and notified to the competent authority in such Relevant Member State, all pursuant to the Prospectus Directive, except that, an offering of Listing Shares may be made to the public at any time in such Relevant Member State, if the offering is made

- (1) to any qualified investor as defined in the Prospectus Directive;
- (2) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or

(3) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Listing Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive or a supplemental prospectus pursuant to Article 16 of the Prospectus Directive. For the purposes of this provision, the expression an "offer" in relation to any of the Listing Shares in any Relevant Member States means the communication in any form and by any means of sufficient information so as to enable an investor to decide to purchase Listing Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

5.2 Subscription ratio and allocation

Not applicable since there is no offering of securities for sale or subscription. The purpose of this Listing Prospectus is solely to have the Listing Shares admitted to trading and official listing on Nasdaq Copenhagen.

5.3 Proceeds from the Listing

Not applicable since there is no offering of securities for sale or subscription. The purpose of this Listing Prospectus is solely to have the Listing Shares admitted to trading and official listing on Nasdaq Copenhagen.

5.4 Plan of distribution and advance commitments

Not applicable since there is no offering of securities for sale or subscription. The purpose of this Listing Prospectus is solely to have the Listing Shares admitted to trading and official listing on Nasdaq Copenhagen.

6. Admission to trading and official listing

6.1 Place of Listing

The Listing Shares have been approved for and will be admitted to trading and official listing on Nasdaq Copenhagen. The Listing Shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen on 29 July 2015 under the existing ISIN code for the Pre-Restructuring Shares, DK0060082915.

6.2 Market making agreement

The Company has not entered into any market making agreement.

6.3 Stabilization and short positions

No stabilization measures will be taken in connection with the Listing.

7. Selling shareholders and lock-up agreements

7.1 Shareholders that have indicated that they expect to sell their Shares

The Company has not received any indications from shareholders that they intend to sell their Shares.

7.2 Lock-up agreements with the Company

The Company is not party to any lock-up agreements in relation to the Shares.

The Company is not aware of any lock-up obligations of the Participating Lenders, Oaktree Topcos or Njord Luxco in respect of their holding of Listing Shares under the Restructuring Agreement or the New Financing Agreements.

A lock-up obligation may apply under the Registration Rights Agreement in connection with a potential U.S. offering. See "Part I – 22. Material contracts".

8. Costs of the Listing

The estimated expenses payable by the Company in connection with the Listing are DKK 17.4 million ex. VAT. Expenses include fees to the Joint Global Coordinators, fees to auditors, legal and other advisors as well as other expenses connected to the Listing.

9. Dilution

The Listing of the Listing Shares on Nasdaq Copenhagen will not result in any dilution.

10. Additional information

10.1 Advisers

Auditor to the Company:

Deloitte Statsautoriseret Revisionspartnerselskab, Weidekampsgade 6, 2300 Copenhagen S

Danish legal counsel to the Company:

Gorrissen Federspiel, H.C. Andersens Boulevard 12, 1553 Copenhagen V

Joint Global Coordinators:

Danske Bank, Holmens Kanal 2-12, 1092 Copenhagen K
SEB, Bernstorffsgade 50, 1577 Copenhagen V

Danish legal counsel to the Joint Global Coordinators:

Bech-Bruun, Langelinie Allé 35, 2100 Copenhagen Ø

10.2 Availability of the Listing Prospectus

This Listing Prospectus may, with certain exceptions, including the prohibition on access by persons located in the United States and certain other jurisdictions, be downloaded from the Company's website: www.torm.com. Information contained on the website does not constitute part of the Listing Prospectus.

In certain jurisdictions, the distribution of this Listing Prospectus and the marketing of the Shares may be restricted by law. This Listing Prospectus does not constitute an offer or an invitation to purchase or subscribe for Shares in any jurisdiction. Persons into whose possession this Listing Prospectus comes are required to inform themselves about and to observe any such restrictions.

III. Part F – Financial information

1. Introduction to financial information

Part F includes a description of the information which has been incorporated by reference into this Listing Prospectus (see “Part F – 2. Information incorporated by reference” below) and unaudited pro forma financial information for the period 1 January 2014 – 31 December 2014 and as of 31 December 2014 for TORM and Njord (see “Part F - 3. Unaudited pro forma financial information for TORM and Njord” below).

2. Information incorporated by reference

Pursuant to item 20.1 of Appendix I to Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing the Prospectus Directive as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the “Prospectus Regulation”), the Prospectus shall contain audited historical financial information covering the latest three financial years.

Pursuant to article 28 of the Prospectus Regulation and section 19(2) of the Danish Prospectus Order, the below mentioned information will be incorporated in the Listing Prospectus by reference to the Company’s website: www.torm.com. Other than the stated information, the contents of the website do not form part of the Listing Prospectus.

Direct and indirect references in the reports to other documents or websites are not incorporated in the Listing Prospectus. The reports speak only as of the date of their respective publications and have not been updated and in some cases they have been superseded by the information in this Listing Prospectus.

Potential investors should assume that the information in this Listing Prospectus as well as the information that TORM incorporates by reference is accurate as of the dates of the respective documents only. TORM and Njord Luxco’s businesses, financial positions, cash flows and results of operations may have changed since those dates.

Potential investors are encouraged to read the information incorporated in the Listing Prospectus by reference in conjunction with the cautionary statements “Forward-looking statements” and “Risk factors”.

The below table of cross references refers to information in TORM’s annual reports for the financial years ended 31 December 2012, 2013 and 2014 as released through Nasdaq Copenhagen, which are available at the Company’s website: www.torm.com.

The annual reports comprise audited consolidated and parent company financial statements for the financial years ended 31 December 2012, 2013 and 2014. In addition, the below table of cross references refers to information in Njord Luxco’s consolidated financial statements for the financial years ended 31 December 2014 and 2013, which are available at TORM’s website: www.torm.com. No other information in the Listing Prospectus is audited.

The table of cross references also refers to information in TORM’s unaudited interim consolidated financial statements (first quarter report) for the three month periods ended 31 March 2015 and 2014 as released through Nasdaq Copenhagen, which are available at the Company’s website: www.torm.com.

Interim consolidated financial statements for the three months ended 31 March 2015 and 31 March 2014 are not available for Njord Luxco as Njord Luxco is not required to and does not prepare interim financial statements.

Table 45: Cross References*TORM - First quarter report 2015*

Statement by the Board of Directors and Executive Management for Q1 2015	p. 12
Consolidated income statement for Q1 2015	p. 13
Consolidated statement of comprehensive income for Q1 2015	p. 15
Consolidated balance sheet – Assets for Q1 2015	p. 16
Consolidated balance sheet – Equity and liabilities for Q1 2015	p. 17
Consolidated statement of changes in equity for Q1 2015	p. 18
Consolidated statement of cash flow for Q1 2015	p. 19
Consolidated quarterly statement of cash flow for Q1 2015	p. 20
Notes to the first quarter report for Q1 2015	pp. 21-23

TORM - First quarter report 2014

Statement by the Board of Directors and Executive Management for Q1 2014	p. 12
Consolidated income statement for Q1 2014	p. 13
Consolidated statement of comprehensive income for Q1 2014	p. 15
Consolidated balance sheet – Assets for Q1 2014	p. 16
Consolidated balance sheet – Equity and liabilities for Q1 2014	p. 17
Consolidated statement of changes in equity for Q1 2014	p. 18
Consolidated statement of cash flow for Q1 2014	p. 19
Consolidated quarterly statement of cash flow for Q1 2014	p. 20
Notes to the first quarter report for Q1 2014	pp. 21-23

*TORM – Annual report 2014**

Statement by Management for 2014	p. 80
Independent auditor’s report for 2014	p. 81
Consolidated income statement for 2014	p. 44
Consolidated statement of comprehensive income for 2014	p. 45
Consolidated balance sheet at 31 December 2014	pp. 46-47
Consolidated statement of changes in equity for 2014	p. 48
Consolidated cash flow statement for 2014	p. 49
Notes to the consolidated financial statements for 2014	pp. 50-79

* Annual report for 2014 as of 26 March 2015

TORM – Annual report 2013

Statement by Management for 2013	p. 84
Independent auditor’s report for 2013	p. 85
Consolidated income statement for 2013	p. 44
Consolidated statement of comprehensive income for 2013	p. 45
Consolidated balance sheet at 31 December 2013	pp. 46-47
Consolidated statement of changes in equity for 2013	p. 48
Consolidated cash flow statement for 2013	p. 49
Notes to the consolidated financial statements for 2013	pp. 50-83

TORM – Annual report 2012

Statement by Management for 2012	p. 86
Independent auditor’s report for 2012	p. 87
Consolidated income statement for 2012	p. 46
Consolidated statement of comprehensive income for 2012	p. 47
Consolidated balance sheet at 31 December 2012	pp. 48-49
Consolidated statement of changes in equity for 2012	p. 50
Consolidated cash flow statement for 2012	p. 51
Notes to the consolidated financial statements for 2012	pp. 52-85

<i>Njord Luxco – Consolidated financial statements 2014</i>	
Consolidated manager’s report for 2014	pp. 4-5
Independent auditor’s report for 2014	pp. 6-7
Consolidated statement of comprehensive income for 2014	p. 8
Consolidated statement of financial position for 2014	p. 9
Consolidated statement of changes in equity for 2014	p. 10
Consolidated statement of cash flows for 2014	p. 11
Notes to the consolidated financial statements for 2014	pp. 12-32
<i>Njord Luxco – Consolidated financial statements 2013</i>	
Consolidated manager’s report for 2013	p. 4
Independent auditor’s report for 2013	pp. 5-6
Consolidated statement of comprehensive income for 2013	p. 7
Consolidated statement of financial position for 2013	p. 8
Consolidated statement of changes in equity for 2013	p. 9
Consolidated statement of cash flows for 2013	p. 10
Notes to the consolidated financial statements for 2013	p. 11-28

3. Unaudited pro forma financial information for TORM and Njord

As described in “Part I – 6.1 Restructuring”, the Restructuring results in significant gross changes in certain financial key figures of TORM. The Prospectus Regulation requires a description of how the Restructuring might have affected the assets and liabilities and earnings of TORM, had the Restructuring been undertaken at the commencement of the financial year 2014.

The unaudited pro forma financial information set out below have been prepared for illustrative purposes only in accordance with Annex II of the Prospectus Regulation.

Because of its nature, the pro forma financial information addresses a hypothetical situation and does not, therefore, represent TORM and Njord’s combined actual financial position or results. Actual future financial results may be materially different. Management gives no assurance that the actual financial result and financial position, if the Restructuring had been completed on 1 January 2014, would have been as indicated.

3.1. Statement by Management on unaudited pro forma financial information of TORM and Njord as of and for the year ended 31 December 2014

In the following, Management presents unaudited pro forma financial information, prepared on the basis of the adjustments and assumptions set out below, which illustrates the impact that the Restructuring described in "Part F - 3.3 Introduction to unaudited pro forma financial information for TORM and Njord" could have had on the financial performance of TORM and Njord for the period 1 January – 31 December 2014 and the financial position as at 31 December 2014, had the Restructuring been undertaken at 1 January 2014. The pro forma financial information, prepared solely for use in this Listing Prospectus, is unaudited.

The pro forma financial information was prepared in accordance with TORM's accounting policies presented in the annual report for 2014. See the table of cross references in "Part F – 2. Information incorporated by reference".

Management believes that the presented pro forma financial information has been properly compiled and that it has in all material respects been presented on the basis of the stated criteria and in accordance with TORM's accounting policies presented in the annual report for 2014.

It should be noted that the pro forma financial information solely reflects an illustrative calculation of the matters set out. Actual future financial statements may differ materially from this information.

Hellerup, 24 July 2015

Board of Directors

Flemming Ipsen
Chairman

Olivier Dubois
Deputy Chairman

Kári Millum Garðarnar
*Board member (employee
representative)*

Alexander Green
Board member

Rasmus J.S. Hoffmann
*Board member (employee
representative)*

Jon Syvertsen
Board member

Executive Management

Jacob Meldgaard
CEO

3.2 Independent auditors' report on examination of Management's unaudited pro forma financial information of TORM and Njord as at and for the year ended 31 December 2014

To the shareholders

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of TORM and Njord. The pro forma financial information consists of "Part F – 3. Unaudited pro forma financial information for TORM and Njord" as set out in "Part F – 3.4. Unaudited pro forma financial information for TORM and Njord" of the Listing Prospectus.

The applicable criteria on the basis of which the pro forma financial information has been compiled, are specified in Commission Regulation (EC) No 809/2004 Annex I, *Minimum Disclosure Requirements for the Share Registration Document (schedule)*, item 20.2, *Pro forma financial information* and Annex II, *Pro forma financial information building block*. The criteria are described in "Part F – 3.3. Introduction to unaudited pro forma financial information for TORM and Njord and 3.4 Unaudited pro forma financial information for TORM and Njord" in the Listing Prospectus.

The pro forma financial information has been compiled by Management to illustrate an impact on TORM's financial performance for the period 1 January – 31 December 2014 and financial position as at 31 December 2014, had the Restructuring been undertaken at 1 January 2014.

As part of this process, Management has extracted information from TORM's annual report for the financial year 1 January – 31 December 2014 and from Njord Luxco's consolidated financial statements for the financial year 1 January – 31 December 2014. These financial statements have been audited and published on TORM's webpage.

Management's responsibility for the Pro Forma Financial Information

Management is responsible for compiling the pro forma financial information on the basis of Commission Regulation (EC) No 809/2004, Annex I, *Minimum Disclosure Requirements for the Share Registration Document (schedule)*, item 20.2, *Pro forma financial information*, including that the pro forma financial information has been properly compiled on the basis stated in "Part F – 3.3. Introduction to unaudited pro forma financial information for TORM and Njord and 3.4 Unaudited pro forma financial information for TORM and Njord" in the Listing Prospectus, and that this basis with respect to recognition and measurement is consistent with the accounting policies of TORM.

Auditor's Responsibilities

Our responsibility is as required by Commission Regulation (EC) No 809/2004, Annex II, *Pro forma financial information building block*, item 7 to express an opinion about, whether the pro forma financial information has been properly compiled on the basis stated in "Part F – 3.3. Introduction to unaudited pro forma financial information for TORM and Njord and 3.4 Unaudited pro forma financial information for TORM and Njord" in the Listing Prospectus, and that this basis as regards recognition and measurement is consistent with the accounting policies of TORM.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420 DK, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Listing Prospectus*, and additional requirements under Danish Audit regulation.

This requires that the auditor complies with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether Management, in all material respects, has compiled the pro forma financial information in accordance with Commission Regulation (EC) No 809/2004, Annex I, *Minimum Disclosure Requirements for the Share Registration Document (schedule)* item 20.2, *Pro forma financial information and Annex II, Pro forma financial information building block*.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in

compiling the pro forma financial information.

The purpose of pro forma financial information included in a listing prospectus is solely to illustrate an impact of a significant event or transaction on historical unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 1 January 2014 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by Management in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the historical unadjusted financial information.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the Company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the pro forma financial information has been properly compiled on the basis stated in "Part F – 3.3 Introduction to unaudited pro forma financial information for TORM and Njord and 3.4 Unaudited pro forma financial information for TORM and Njord" in the Listing Prospectus, and this basis with respect to recognition and measurement is consistent with the accounting policies of TORM.

The above opinion has been expressed only for the purpose of including in the Listing Prospectus prepared pursuant to Commission Regulation (EC) No 809/2004.

Copenhagen, 24 July 2015

Deloitte

Statsautoriseret Revisionspartnerselskab

Henrik Kjelgaard
State Authorised
Public Accountant

3.3 Introduction to unaudited pro forma financial information for TORM and Njord

The pro forma financial information before pro forma adjustments presented below has been derived from TORM's historical consolidated financial statements for 2014 incorporated by reference into this Listing Prospectus and from Njord Luxco's historical consolidated financial statements for 2014 incorporated by reference into this Listing Prospectus (see "Part F - 2. Information incorporated by reference").

The unaudited pro forma financial information should be read in conjunction with the consolidated financial statements for TORM and Njord Luxco, respectively, for the year ended 31 December 2014.

The consolidated financial statements for the financial year 2014 for TORM and Njord, respectively, have been prepared in accordance with the International Financial Reporting Standards as adopted by the EU.

The unaudited pro forma financial information has been prepared by combining like items of assets, liabilities, income and expenses using uniform accounting policies as regards the recognition and measurement and thus by performing consolidation and elimination of all significant balances and transactions between TORM and Njord for the period 1 January to 31 December 2014 and as at 31 December 2014.

The pro forma adjustments give effect to the completion of the Restructuring, primarily the business combination (reverse acquisition as discussed in "Part I - 9.10 Significant events after the balance sheet date") of TORM and Njord Luxco, which also reflects the write-down of part of TORM's debt to current asset values against issuance of Consideration Warrants, the exchange of part of TORM's debt for equity and, subject to certain adjustments, reinstatement of TORM's remaining debt under the New Term Facility Agreement.

As the Combined Group consists of TORM and Njord, relevant adjustments have been made to adjust the balances of Njord Luxco to Njord by eliminating income, expenses and balances of the parent company Njord Luxco to arrive at the financial position and operations of Njord.

The unaudited pro forma income statement and statement of financial position as at and for the year ended 31 December 2014 have been prepared as though the Restructuring occurred as at 1 January 2014. The pro forma adjustments are based on available information and assumptions that TORM believes are reasonable. Such adjustments are based on estimates and may be subject to change.

Njord's purchase price for a controlling interest in TORM is calculated as the fair value of the interest in Njord which TORM's existing shareholders and warrant holders would have received, had the business combination of TORM and Njord not been a reverse acquisition. The value is based on the value agreed between TORM, Njord Luxco, TORM's existing shareholders and TORM's lenders for the purposes of determining the ownership interest in TORM obtained by Njord Luxco in exchange for the contribution of Njord. The value is determined as the proportion that the value of the net assets of TORM after write-down and conversion of debt had to the total net asset value of the Combined Group.

For the purpose of the pro forma financial information, the initial purchase price allocation is based upon the estimated fair value of assets and liabilities of TORM as of the Restructuring Completion Date and the pro forma adjustments consist of the differences between those fair values and the carrying amount of the same assets and liabilities as at 1 January 2014. Thus, the pro forma adjustments are not the same as shown under the allocation of the purchase price as presented in table 34 under "Part I - 9.10 Significant events after the balance sheet date". Refer to the notes to table 34 under "Part I - 9.10 Significant events after the balance sheet date" for an explanation of the purchase price allocation of the fair value of the assets and liabilities of TORM.

For the purpose of the pro forma financial information, the write-down of part of TORM's debt to current asset values against issuance of Consideration Warrants and the exchange of part of TORM's debt for equity are the actual numbers despite the carrying amount at 1 January 2014 of the debt being different than as of the Restructuring Completion Date.

The impact of the write-down of debt and the cost incurred to effect the business combination have not been incorporated in the pro forma income statement as the pro forma financial information has been

prepared as though the Restructuring has taken place as at 1 January 2014.

In March 2014, a realized impairment loss was recognized in connection with the sale of vessels from TORM to Njord and at the same time an impairment loss of the remaining vessels in TORM's fleet was recognized. Had the Restructuring been undertaken as at 1 January 2014, these vessels would have been recognized at a value low enough to eliminate the need for the impairment write-downs in 2014 and consequently the impairment loss recognized by TORM in 2014 has been reversed in the pro forma income statement.

The activities of both TORM and Njord are generally subject to tonnage taxation and as such the Restructuring is not expected to have a tax impact. Consequently, no tax impact of the adjustments has been included in the pro forma financial information.

For a more detailed explanation of how the pro forma adjustments have been made in the unaudited pro forma financial information, see "Notes on pro forma adjustments" below to the unaudited pro forma income statement and the unaudited pro forma balance sheet, respectively.

The unaudited pro forma financial information is provided for informational purposes only and does not purport to represent what the actual combined results of operations or the combined financial position of TORM and Njord would have been had the Restructuring occurred on the date assumed, nor are they necessarily indicative of future combined results of operations or combined financial positions of TORM and Njord. The unaudited pro forma financial information does not reflect any cost savings or other synergies that the Management believes could have been achieved had the transaction been completed on the date indicated.

The actual amounts recorded as at completion of the Restructuring may differ materially from the information presented in the unaudited pro forma financial information as a result of several factors, including changes in the value of TORM's and Njord's assets and liabilities at completion of the Restructuring compared to the amounts presented in the unaudited pro forma financial information, which could impact the preliminary estimated purchase price or the preliminary estimated fair values as at completion of the Restructuring.

3.4 Unaudited pro forma financial information for TORM and Njord

Table 46: Pro Forma Income Statement for the year ended 31 December 2014 (unaudited)

USD million	Njord Luxco (unadjusted)	TORM (unadjusted)	Pro Forma Adjustments	Notes	Pro Forma Combined Group
Revenue	180	624	(9)	1	795
Time charter equivalent (TCE) earnings	99	326	(9)		416
Charter hire	0	(54)	9	2	(45)
Gross profit	49	123	0		172
EBITDA	41	77	0		118
Impairment losses	0	(192)	192	3	0
Amortization and depreciation	(25)	(96)	40	4	(81)
Operating profit/(loss) (EBIT)	16	(211)	230		35
Financial expenses	(4)	(76)	52	5	(28)
Profit/(loss) for the year before tax	12	(283)	283		12
Net profit/(loss) for the year	12	(284)	283		11

Table 47: Pro Forma Balance Sheet Data as of 31 December 2014 (unaudited)

USD million	Njord Luxco (unadjusted)	TORM (unadjusted)	Pro Forma Adjustments	Notes	Pro Forma Combined Group
Intangible assets	0	1	(1)	6	0
Tangible assets	537	1.218	(374)	7	1.381
Financial assets	0	12	(11)	8	1
Non-current assets	537	1.231	(386)		1.382
Bunkers and Freight receivables	51	96	(5)	9	142
Other current assets	0	13	16	10	29
Cash and cash equivalents	38	45	(27)	11	56
Total assets	626	1.385	(408)		1.609
Equity	469	(163)	464	12	770
Mortgage debt and bank loans	142	1.427	(859)	13	710
Other liabilities	15	116	(2)	14	129
Deferred income	0	5	(5)	15	0
Total liabilities	157	1.548	(866)		839
Total equity and liabilities	626	1.385	(408)		1.609

Notes on pro forma adjustments

The following pro forma adjustments have been made to the unadjusted financial information of TORM and Njord Luxco:

1. Revenue

Represents the elimination of revenue of USD 9 million generated by Njord from TORM in connection with the chartering of three vessels from Njord to TORM.

2. Charter hire

The combined effect of adjustments to charter hire amounts to USD 9 million and consists of the following:

Adjustments	USD million
Elimination of charter hire expenses in TORM of USD 9 million, see note 1.	9
In 2011 TORM sold two LR2 tanker vessels at prices above market and leased them back on five year bare boat contracts. The excess profit arising from the sales was recognized as deferred income and amortized over the term of the leases.	(1)
In connection with the preliminary purchase price allocation, no new value has been allocated to these contracts as it has been determined that the charter rate according to the agreements approximate the current market rate.	
Accordingly, the amortized income of USD 1 million recognized in 2014 has been reversed to reflect the situation as if the purchase price allocation occurred on 1 January 2014.	
Amortization during 2014 of the value allocated to time charter contracts as part of the purchase price allocation at 1 January 2014.	1
Total	9

3. Impairment losses

In March 2014, TORM recognized an impairment loss of USD 44 million in connection with the sale of vessels from TORM to Njord and at the same time TORM recognized an additional impairment loss of USD

148 million relating to its remaining vessels. Had the Restructuring been undertaken as at 1 January 2014 these vessels would have been recognized at a value low enough to eliminate the need for the impairment write-downs in 2014 and consequently the impairment loss of in total USD 192 million recognized by TORM in 2014 has been reversed in the pro forma income statement.

4. Amortization and depreciation

In 2014, TORM and Njord Luxco recognized depreciations on vessels and other tangible assets of in total USD 118 million and USD 3 million, respectively.

For pro forma presentation purposes, depreciations on vessels are reduced from USD 118 million to USD 78 million and thus an adjustment of USD 40 million has been recognized. The adjustment is made to reflect that the depreciable amount would have been reduced had the vessels been adjusted to the preliminary purchase price allocation values on 1 January 2014, see note 17. No adjustments have been made to depreciations on other tangible assets.

5. Financial expenses

The combined effect of adjustments to financial expenses amounts to USD 52 million and consists of the following:

Adjustments	USD million
As part of the Restructuring (step 1 and 2, as discussed in "Part I - 6.1 Restructuring" and note 13), TORM's debt was significantly reduced. For pro forma presentation purposes, interest expenses were consequently reduced by USD 24 million, to reflect that had the Restructuring occurred as at 1 January 2014 the interest bearing debt had been lower.	24
In 2014, TORM recognized financial expenses of USD 7 million and USD 6 million related to amortized borrowing costs and an amortization of the cash flow hedging reserve generated by interest rate swaps that were cancelled in connection with the 2012 Restructuring, respectively. For pro forma presentation purposes, amortized borrowing costs and amortized hedging reserve costs are reversed to reflect that had the Restructuring occurred as at 1 January 2014 any unamortized borrowing costs and hedge reserves would have been eliminated as part of the purchase price allocation.	13
TORM incurred expenses directly related to the Restructuring of USD 15 million in 2014. Such transaction-related expenses have been reversed to reflect that had the Restructuring occurred as at 1 January 2014 these costs would not have been incurred in 2014.	15
Total	52

6. Intangible assets

Represents an adjustment of USD 1 million to reverse the value of intangible assets of TORM as a result of the purchase price allocation. See note 17.

7. Tangible assets

The combined effect of adjustments to TORM's vessels amounts to USD 374 million and consists of the following:

Adjustments	USD million
The carrying amount of TORM's vessels has been reduced by USD 562 million as at 1 January 2014 to reflect the preliminary purchase price values, see note 17.	562
Reversal of impairment loss of USD 148 million recognized in March 2014, see note 3. The amount has already been included in the adjustment above to preliminary purchase price values.	(148)
Reduction of vessel depreciations recognized in 2014 by USD 40 million, see note 4.	(40)
Total	374

8. Financial assets

Represent the sale of TORM's DSF Shares to Njord Luxco, which occurred in connection with the Restructuring. For pro forma presentation purposes, it has been assumed that the sale took place as at 1 January 2014 and consequently financial assets as at 31 December 2014 have been reduced by a total of

USD 11 million, corresponding to the carrying value of the DSF Shares as of 1 January 2014 of USD 12 million and a negative value development of USD 1 million during 2014. Other current assets have been increased by USD 17 million corresponding to the sales price of the DSF Shares.

9. Bunkers and freight receivables

Represents the elimination of prepaid management fees and other freight receivables of USD 1 million and 4 million, respectively, between TORM and Njord against other liabilities and deferred income. As at 1 January 2014 the elimination of other freight receivables amounted to USD 6 million.

10. Other current assets

The combined effect of adjustments amounts to USD 16 million and consists of the following:

Adjustments	USD million
Receivable from the sale of the DSF Shares to Njord Luxco which occurred in connection with the Restructuring, see note 8.	17
As at 31 December 2014, TORM had prepaid expenses directly related to the Restructuring of USD 1 million. Such transaction-related items have been reversed to reflect that the Restructuring is assumed to have occurred as at 1 January 2014.	(1)
Total	16

11. Cash and cash equivalents

At the Restructuring Completion Date, TORM had incurred expenses directly related to the Restructuring of in total USD 44 million, which for pro forma presentation purposes is considered to have been paid as at 1 January 2014. As described in notes 5 and 10, TORM has expensed USD 15 million of transaction-related expenses and prepaid a further USD 2 million through 31 December 2014, both of which are reflected in the historical balance sheet. For pro forma presentation purposes, cash as at 31 December 2014 has been decreased by USD 28 million to reflect the additional expenses directly related to the Restructuring that have been paid after 31 December 2014.

12. Equity

The combined effect of adjustments to equity amounts to USD 464 million and consists of the following:

Adjustments	USD million
The adjustment of intangible assets, see note 6.	(1)
The combined effect of adjustments to tangible fixed assets, see note 7.	(374)
Gain on the sale of TORM's DSF Shares, see note 8.	6
Expenses directly related to the Restructuring which have been paid after 31 December 2014, see note 11.	(28)
The combined effect of adjustments to mortgage debt and bank loans, see note 13.	859
The reversal of unamortized deferred income, see note 15.	4
Finance lease liability measured at fair value, see note 14.	(2)
Total	464

13. Mortgage debt and bank loans

The combined effect of adjustments to mortgage debt and bank loans amounts to USD 859 million and reflects the result of the Restructuring to record TORM's reinstated debt.

The adjustments consist of the following:

Adjustments	USD million
Reduction of debt as at 1 January 2014 as a result of the write-down of debt to current asset values against issuance of Consideration Warrants as discussed in "Part I - 6.1 Restructuring", step 1, see note 17.	535
Reduction of debt as a result of the optional exchange of Scheme claims for equity and reinstatement of remaining Scheme claims as discussed in "Part I - 6.1 Restructuring", step 2, see note 17.	312
Reversal of unamortized borrowing costs origination from the 2012 Restructuring representing the difference between the carrying amount of debt and the nominal value of debt prior to the write-down per above. The adjustment consists of borrowing costs of USD 16 million as at 1 January 2014 less USD 7 million amortized in 2014 plus additional borrowing costs in 2014 of USD 3 million.	(12)
Reduction of interest expenses incurred to reflect that had the Restructuring occurred as at 1 January 2014, the interest bearing debt had been lower, see note 5.	24
Total	859

14. Other liabilities

The combined effect of adjustments to other liabilities amounts to USD 2 million and consists of following:

Adjustments	USD million
Elimination of other freight receivables between TORM and Njord, which has been reduced from USD 6 million as at 1 January 2014 to USD 4 million as at 31 December 2014. See note 9.	4
Adjustment of USD 2 million related to finance lease liabilities being measured at fair value as of 1 January 2014.	(2)
Total	2

In addition, the value allocated to time charter contracts as part of the purchase price allocation amounting to USD 1 million as at 1 January 2014 has for pro forma presentation purposes been amortized during 2014.

15. Deferred income

The combined effect of adjustments to deferred income amounts to USD 5 million and consists of the following:

Adjustments	USD million
Reversal of the remaining unamortized deferred gain as at 31 December 2014 related to sale-and-lease back agreements on two LR2 vessels entered into in 2011 consisting of the deferred gain as at 1 January 2014 of USD 5 million less amortization in 2014 of USD 1 million. See note 2.	4
Elimination of the remaining deferred income between TORM and Njord that amounted to USD 2 million as at 1 January 2014, see note 9.	1
Total	5

16. Elimination of income, expenses and balances in Njord Luxco

Income, expenses, and balances in Njord Luxco have been eliminated to reflect the financial position and operations of Njord, only. The eliminations are all below USD 1 million, and thus do not appear from the pro forma adjustments. Refer to table 28 under "Part I - 9.7 Consolidated financial statement for the years ended 31 December 2013 and 2014 for Njord Luxco" for an overview of the differences between Njord Luxco and Njord.

17. Preliminary purchase price allocation

Njord's purchase price for a controlling interest in TORM has preliminarily been determined to USD 378 million and is calculated as the fair value of the interest in Njord that TORM's existing shareholders and

warrantholders would have received had the business combination of TORM and Njord not been a reverse acquisition. The value is based on the value agreed between TORM, Njord Luxco, and certain of TORM's pre-restructuring shareholders and lenders for the purposes of determining the ownership interest in TORM obtained by Njord Luxco in exchange for the contribution of Njord.

For the purpose of the pro forma financial information the initial purchase price allocation is based upon the estimated fair value of assets and liabilities of TORM as of the Restructuring Completion Date and the pro forma adjustments consist of the differences between those fair values and the carrying amount of the same assets and liabilities as at 1 January 2014. Thus, the pro forma adjustments are not the same as shown under the allocation of the purchase price as presented in table 34 under "Part I - 9.10 Significant events after the balance sheet date". Please refer to the notes to table 34 under "Part I - 9.10 Significant events after the balance sheet date" for an explanation of the purchase price allocated on the fair value of the assets and liabilities of TORM.

The purchase price allocation calculated for the purpose of the pro forma financial information is presented in the table below.

Table 48: Pro Forma purchase price allocated on fair value of assets and liabilities (unaudited)

USD million	TORM 1 January 2014	Step 1, Write- down of debt (A)	Step 2, Conversion of debt (A)	Sale of vessels to Njord (B)	TORM 1 January 2014, adjusted	Pro forma purchase price allocated on fair value of assets and liabilities	Pro forma adjustments
Intangible assets	1				1	0	(1)
Tangible assets	1.698			(269)	1.429	867	(562)
Financial assets	13				13	1	(12)
Non-current assets	1.712	0	0	(269)	1.443	868	(575)
Bunkers and Freight receivables	126				126	120	(6)
Other current assets	21				21	38	17
Cash and cash equivalents	29			15	44	(6)	(50)
Assets held for sale	120			(120)	0	0	0
Total assets	2.008	0	0	(374)	1.634	1.020	(614)
Mortgage debt and bank loans	1.734	(535)	(312)	(329)	558	574	16
Other liabilities	148				148	145	(3)
Deferred income	8				8	1	(7)
Total liabilities	1.890	(535)	(312)	(329)	714	720	6
Net assets acquired					920	300	(620)

A. Write-down and conversion of debt

TORM's debt as at 1 January 2014 has been reduced by USD 535.5 million and USD 312 million to reflect the actual write-down of debt as at the Restructuring Completion Date to current asset values against issuance of Consideration Warrants, as discussed in "Part I - 6.1 Restructuring", step 1, and the actual reduction of debt as a result of the optional exchange of Scheme claims for equity and reinstatement of remaining Scheme claims as at the Restructuring Completion Date as discussed in "Part I - 6.1 Restructuring", step 2, respectively.

B. Sale of vessels to Njord

During 2013 and 2014, TORM sold a number of vessels to Njord. As at 1 January 2014 TORM had recognized four vessels to be sold to Njord as non-current assets held for sale of USD 120 million. In March 2014 TORM sold a further 13 vessels to Njord, which were carried at USD 269 million as at 1

January 2014. As at the Restructuring Completion Date these vessels are all owned by Njord and accordingly for pro forma presentation purposes they have been reversed out of TORM's balance sheet as at 1 January 2014.

In connection with the sale of the above vessels to Njord, TORM repaid the two bank debt facilities that were secured by the sold vessels and which had a total outstanding amount of USD 329 million as at 1 January 2014. For pro forma presentation purposes these facilities have been reversed out of TORM's balance sheet as at 1 January 2014.

APPENDIX A – Articles of Association

ARTICLES OF ASSOCIATION of TORM A/S CVR no. 22460218

Article 1

- 1.1 The Company's name is TORM A/S.
- 1.2 The Company also carries out business under the secondary names Aktieselskabet af 3. November 1986 (TORM A/S), BWT 3 A/S (TORM A/S) and Aktieselskabet Dampskibsselskabet TORM (TORM A/S).
- 1.3 The objects for which the Company has been established are to carry out business within shipping, chartering and other transport services, to make investments, including in real property, and to carry on such other business as the Board of Directors may deem incidental to the attainment of the said objects. The objects may be attained by ownership in whole or in part, including as shareholder, partner or otherwise of any other business which has one or more of the objects set out above.

Article 2

- 2.1 The Company's share capital is DKK 957,543,745.56. The share capital is divided into 95,754,374,554 A Shares of DKK 0.01 each or any multiple thereof, 1 B share of DKK 0.01 and 1 C share of DKK 0.01.
- 2.2 No further B shares shall be issued.
- 2.3 No further C shares shall be issued.
- 2.4 The share capital has been fully paid up.
- 2.5 The B share shall as of the date of its issuance be held by a named trustee and cannot be transferred or pledged, except for a transfer to a replacement trustee under the terms of the trust arrangement or by redemption in accordance with Article 2.7. "Transfer" means any transfer of ownership of, interest in or rights attached to the B share, including by way of sale, assignment, gift, succession and legal action.
- 2.6 The C share shall as of the date of its issuance be held by OCM Njord Holdings S.A.R.L. ("Oaktree") and cannot be transferred or pledged, except to an Affiliate of Oaktree. "Transfer" means any transfer of ownership of, interest in or rights attached to the C share, including by way of sale, assignment, gift, succession and legal action.
- 2.7 The B share and the C share shall be redeemable by the Company in accordance with section 69 of the Danish Companies Act and shall only be redeemable if both the B share and the C share are redeemed at the same time. The Company is entitled and obliged to demand redemption of the B and C share as soon as possible after such time as (the "Relevant Time"):
- 2.7.1 The Company has received written notification from Oaktree (or its Affiliates) in the form attached as Schedule A that it and its Affiliates hold less than 1/3 in aggregate of the issued and outstanding shares in the Company (an "RT Notice"); and
- 2.7.2 A period of five (5) Business Days (meaning days where banks are generally open for business in Denmark, England and the United States) has elapsed from the Board of Directors' receipt of the RT Notice, in which period each member of the Board of Directors shall be entitled to inspect the Company's register of shareholders and make enquiries to relevant parties, and

either

- (i) no member of the Board of Directors disputes the RT Notice prior to completion of that period; or
- (ii) if any member of the Board of Directors disputes the RT Notice then, having given due consideration to the arguments and evidence put forth by the disputing member, a majority of at least 2/3 of the members of the Board of Directors confirms the occurrence of the Relevant Time in writing.

2.7.3 If the Relevant Time has not occurred as set out in this Article 2.7 within a period of fifteen (15) Business Days after the Board of Directors' receipt of the RT Notice, any member of the Board of Directors shall have the right to refer the decision to an independent expert (the "Expert") to be appointed by the chairman of the Danish Bar and Law Society within five (5) Business Days after being requested to do so. The Expert shall finally and with binding effect for all shareholders decide on the basis of inspection of the Company's register of shareholders and other company records whether or not Oaktree and its Affiliates hold less than 1/3 in aggregate of the issued and outstanding shares in the Company. If the Expert decides that Oaktree and its Affiliates hold less than 1/3 in aggregate of the issued and outstanding shares in the Company, the Relevant Time shall be deemed to have occurred as of the date on which the Expert notifies the Board of Directors in writing of its decision. If the Expert decides that Oaktree and its Affiliates does not hold less than 1/3 in aggregate of the issued and outstanding shares in the Company, the Relevant Time shall be deemed not to have occurred. The Expert shall render its decision and notify the Board of Directors in writing thereof within ten (10) Business Days after the date of its appointment.

2.7.4 "Affiliate" means:

- (a) in relation to a person (other than an individual or a limited partnership), a person that directly or indirectly Controls or is Controlled by or is under common Control with the person specified, provided that, if a limited partnership directly or indirectly Controls the person specified, a person who directly or indirectly Controls that limited partnership shall only be considered to be an Affiliate of the specified person if it is included in paragraph (b) below;
- (b) in relation to a person who is a limited partnership, the general partner, manager or adviser of that limited partnership together with any other fund, limited partnership or other person whose assets are under the Control of, or managed or advised by, that general partner, manager or adviser or of/by a person Controlled by, or under common Control with, that general partner, manager or adviser, but excluding any limited partner of the limited partnership;
- (c) in relation to an individual, a person who would be connected with that individual for the purposes of section 252 of the UK Companies Act 2006 if that individual was a director of a company; and
- (d) in relation to a person (including an individual or a limited partnership), any person (the "Transferee") to whom the specified person or any of its Affiliates (as defined in (a), (b) or (c) above) (the "Transferor") transfers A Shares (the "Transferred Shares") in circumstances where:
 - (I) the Transferee receives or holds the Transferred Shares in a trustee or similar fiduciary capacity for the benefit of the Transferor;
 - (II) the Transferee is subject to a contractual or other obligation to transfer any Transferred Shares back to the Transferor at a later date (whether or not such obligation is subject to any conditions);
 - (III) the Transferor retains or is granted an option or other right to demand or require any Transferred Shares to be transferred to it at a later date (whether or not such

option or right is subject to any conditions); or

(IV) the Transferor retains an economic interest (whether directly or indirectly) in such Transferred Shares.

"Control" of a person (including with correlative meanings given to the terms "Controlled by" and "under common Control with") means, (i) the right, power or authority to direct the management and policies of such person directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, (ii) ownership of more than one third of the voting rights, or (iii) the right to appoint at least one third of the members of the board of directors (or any equivalent management body).

- 2.7.5 Following the occurrence of the Relevant Time, the B share and the C share shall be redeemed upon the Company's unilateral written notice to the holder of the B share and the C share, respectively, registered in the Company's register of shareholders (the "B Shareholder" and the "C Shareholder", respectively) stating that the Company exercises its right to redeem the B share and the C share without payment of consideration. No acceptance of the redemption by the B Shareholder or the C Shareholder, respectively, shall be required. Following the notice to the B Shareholder and the C Shareholder, respectively, the Company is authorized to notify the keeper of the Company's register of shareholders of the redemption, and the Company shall be registered in the register of shareholders as owner of the B share or C share, whereby the B share or C share at this time shall be considered redeemed (the "Redemption Date").
- 2.8 Subject to Article 3 below, all shares (except for the B share and the C share) shall have pre-emption rights in relation to any issuance by the Company of new shares, warrants or debt instruments convertible into shares or ADRs or ADSs (each term as defined in Article 13.1.10) and any removal of such rights, other than in connection with a transaction approved in accordance with Article 13, shall require approval of A shareholders representing 95% or more of the votes cast at a general meeting. However, any extension of the duration of any or all of the authorizations set out in Articles 3.2 – 3.4 may be resolved by the general meeting with the majority required pursuant to Danish law and shall not require approval of A shareholders representing 95% or more of the votes cast at the general meeting. Until the B share and the C share have been redeemed by the Company in accordance with Article 2.7, any amendment to this Article 2.8 requires the approval of A shareholders representing 95% or more of the votes cast at the general meeting.
- 2.9 The B share shall not have pre-emption rights in relation to any issuance of new shares of other classes. The C share shall not have pre-emption rights in relation to any issuance of new shares of other classes.
- 2.10 The B share and the C share shall have no right to receive dividends, liquidation proceeds or other distributions.
- 2.11 The Company's shares shall be negotiable instruments, and the transferability of the A shares shall not be subject to any restrictions. The B share and the C share shall be subject to the transfer restrictions set out in Article 2.5 and 2.6.
- 2.12 The shares shall be issued in the name of each holder and shall be registered in the Company's register of shareholders in the name of each holder.
- 2.13 The Company has appointed VP Investor Services A/S, CVR no. 30201183, as keeper of the Company's register of shareholders for all shares issued by the Company.
- 2.14 The A shares shall be issued through VP SECURITIES A/S and/or (if applicable) under an ADR program or an ADS program (each term as defined in Article 13.1.10).
- 2.15 Save as set out in Article 2.7, no shareholder shall be obliged to have its shares redeemed.
- 2.16 When the audited annual report has been adopted by the Company at a general meeting, the declared dividend shall be distributed by transfer to the accounts designated by the

shareholders in accordance with the rules of VP SECURITIES A/S in force from time to time.

- 2.17 Any dividend payable to a shareholder which remains unclaimed for three (3) years after the due date shall accrue to the Company.
- 2.18 The Board of Directors has been authorized by the general meeting to resolve to distribute extraordinary dividends.

Article 3

3.1 Authorizations to the Board of Directors for the purpose of the Restructuring

- 3.1.1 The Board of Directors is authorized in the period until 30 April 2016 without pre-emptive subscription rights for the existing shareholders, to increase the Company's share capital in one or more issues by up to a total nominal amount of DKK 700,000,000 at or above market price as confirmed by an independent expert to constitute at least a fair market price (or terminology to a similar effect) which may be lower than the market price quoted on the shares existing on Nasdaq Copenhagen.

New shares issued pursuant to this authorization shall be subscribed for in cash or contribution of assets other than cash, shall be negotiable instruments, shall be issued in the name of the holder, and shall be registered in the Company's register of shareholders. The transferability of the new shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new shares are in all other respects to carry the same rights as the existing shares within the same class of shares in the Company.

On 13 July 2015 the Board of Directors decided to utilize the authorization in this Article 3.1.1 with a nominal amount of DKK 593,543,745.54 against contribution of assets other than cash. The remaining total nominal amount of the authorization in this Article 3.1.1 is hereafter DKK 106,456,254.46.

- 3.1.2 The Board of Directors is authorized in the period until 30 April 2016 without pre-emptive subscription rights for the existing shareholders, to increase the Company's share capital in one or more issues by up to a total nominal amount of DKK 375,000,000 at or above market price as confirmed by an independent expert to constitute at least a fair market price (or terminology to a similar effect) which may be lower than the market price quoted on the shares existing on Nasdaq Copenhagen.

New shares issued pursuant to this authorization shall be subscribed for by conversion of debt, shall be negotiable instruments, shall be issued in the name of the holder, and shall be registered in the Company's register of shareholders. The transferability of the new shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new shares are in all other respects to carry the same rights as the existing shares within the same class of shares in the Company.

On 13 July 2015 the Board of Directors decided to utilize the authorization in this Article 3.1.2 with a nominal amount of DKK 356,720,000 against conversion of debt. The remaining total nominal amount of the authorization in this Article 3.1.2 is hereafter DKK 18,280,000.

- 3.1.3 The Board of Directors is authorized in the period until 30 April 2016 without pre-emptive subscription rights for the existing shareholders, to increase the Company's share capital in one or more issues by up to a total nominal amount of DKK 700,000,000 at a rate discounted to the market price.

New shares issued pursuant to this authorization shall be subscribed for in cash or contribution of assets other than cash, shall be negotiable instruments, shall be issued in the name of the holder, and shall be registered in the Company's register of shareholders. The transferability of the new shares shall not be subject to any restrictions, the new shareholders shall not be

under an obligation to have their shares redeemed and the new shares are in all other respects to carry the same rights as the existing shares within the same class of shares in the Company.

- 3.1.4 The Board of Directors is authorized in the period until 30 April 2016 without pre-emptive subscription rights for the existing shareholders, to increase the Company's share capital in one or more issues by up to a total nominal amount of DKK 375,000,000 at a rate discounted to the market price.

New shares issued pursuant to this authorization shall be subscribed for by conversion of debt, shall be negotiable instruments, shall be issued in the name of the holder, and shall be registered in the Company's register of shareholders. The transferability of the new shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new shares are in all other respects to carry the same rights as the existing shares within the same class of shares in the Company.

- 3.1.5 The Board of Directors is authorized, for the period until 30 April 2016, to issue warrants – one or more times – to third parties and without pre-emptive subscription rights for the existing shareholders granting the holders right to subscribe for shares in the Company for a total amount of up to nominally DKK 80,000,000. The Board of Directors is authorized to effect the associated capital increases resulting from the exercise of warrants. The new shares shall be issued at a subscription price determined by the Board of Directors, which shall never be lower than the market price at the time of issuance of the warrants. When determining the market price, the Board of Directors may take into account the consideration received by the Company for issuance of such warrants.

New shares issued pursuant to this authorization shall be subscribed for in cash, shall be negotiable instruments, shall be issued in the name of the holder, and shall be registered in the Company's register of shareholders. The transferability of the new shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new shares are in all other respects to carry the same rights as the existing shares within the same class of shares in the Company. The Board of Directors will determine any other terms and conditions.

On 13 July 2015 the Board of Directors decided to utilize the authorization in this Article 3.1.5 to issue 7,181,578,089 warrants, without pre-emption rights for the existing shareholders. Each warrant entitles the warrant holder at any time after 13 July 2016 but no later than 13 July 2020 to subscribe for one A share having a nominal value of DKK 0.01 on the terms set out below and in Schedule B, which constitutes the entire resolution by the Board of Directors and forms an integral part of the Articles of Association. An adjustment in accordance with the terms of the warrants may result in issuance of a higher DKK nominal amount of A shares subscribed for on the basis of the warrants.

The A shares subscribed for upon the exercise of the warrants shall be issued/subscribed for without pre-emption rights for the Company's existing shareholders.

A shares issued upon the exercise of warrants issued pursuant to this authorization shall be subscribed for in cash, shall be negotiable instruments, shall be issued in the name of the holder, and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the holders of the new A-shares shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company with effect from the date of issue.

The Board of Directors will effect the capital increases resulting from the exercise of warrants in accordance with the Danish Companies Act.

The remaining total nominal amount of the authorization in this Article 3.1.5 is hereafter DKK 8,184,219.11.

- 3.1.6 The Board of Directors is authorized, for the period until 30 April 2016, to issue warrants – one or more times – to third parties and without pre-emptive subscription rights for the existing shareholders granting the holders right to subscribe for shares in the Company for a total amount of up to nominally DKK 80,000,000. The Board of Directors is authorized to effect the associated capital increases resulting from the exercise of warrants. The new shares shall be issued at a subscription price determined by the Board of Directors, which may be lower than the market price at the time of issuance of the warrants.

New shares issued pursuant to this authorization shall be subscribed for in cash, shall be negotiable instruments, shall be issued in the name of the holder, and shall be registered in the Company's register of shareholders. The transferability of the new shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new shares are in all other respects to carry the same rights as the existing shares within the same class of shares in the Company. The Board of Directors will determine any other terms and conditions.

3.1.7 Deleted.

3.1.8 Deleted.

3.2 Authorizations to the Board of Directors to issue A shares

- 3.2.1 The Board of Directors is authorized until 28 June 2020, with pre-emption rights for the existing shareholders (except for the holder of the B share and the C share, respectively) on a pro rata basis, to increase the Company's share capital by issuance of new A shares in one or more issues by up to a total nominal amount of DKK 2,600,000,000 at a subscription price determined by the Board of Directors, which may be lower than the market price.

New A shares issued pursuant to this authorization shall be subscribed for in cash, shall be negotiable instruments, shall be issued in the name of the holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company with effect from the time of issue.

- 3.2.2 Subject to Articles 13.1 and 13.2, the Board of Directors is authorized until 28 June 2020, without pre-emption rights for the existing shareholders, to increase the Company's share capital by issuance of new A shares in one or more issues by up to a total nominal amount of DKK 2,600,000,000 at market price.

New A shares issued pursuant to this authorization shall be subscribed for in cash, contribution of assets other than cash or by conversion of debt, shall be negotiable instruments, shall be issued in the name of the holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company with effect from the date of issue.

- 3.2.3 Subject to Articles 13.1 and 13.2, the Board of Directors is authorized until 28 June 2020, without pre-emption rights for the existing shareholders, to increase the Company's share capital by issuance of new A shares in one or more issues by up to a total nominal amount of DKK 390,000,000 at market price to Board members, members of Executive Management and employees of the Company and its subsidiaries.

New A shares issued pursuant to this authorization shall be subscribed for in cash, shall be negotiable instruments, shall be issued in the name of the holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in

the Company with effect from the date of issue.

3.3 Authorizations to the Board of Directors to issue warrants

3.3.1 The Board of Directors is authorized, until 28 June 2020, to issue warrants – one or more times – with pre-emption rights for the existing shareholders (except for the holder of the B share and the C share, respectively) on a pro rata basis granting the holders right to subscribe for up to a nominal amount of DKK 780,000,000 A shares in the Company. The Board of Directors is authorized to effect the associated capital increases resulting from the exercise of warrants. The new A shares shall be issued at a subscription price determined by the Board of Directors, which may be lower than the market price of an A share at the time of issuance of the warrants.

New A shares issued pursuant to this authorization following exercise of warrants shall be subscribed for in cash, shall be negotiable instruments, shall be issued in the name of the holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company with effect from the time of issue. The Board of Directors will determine any other terms and conditions.

3.3.2 Subject to Articles 13.1 and 13.2, the Board of Directors is authorized, until 28 June 2020, to issue warrants – one or more times – without pre-emption rights for the existing shareholders granting the holders right to subscribe for up to a nominal amount of DKK 780,000,000 A shares in the Company. The Board of Directors is authorized to effect the associated capital increases resulting from the exercise of warrants. The new A shares shall be issued at a subscription price determined by the Board of Directors, which shall never be lower than the market price of an A share at the time of issuance of the warrants. When determining the market price, the Board of Directors may take into account the consideration received by the Company for issuance of such warrants.

The A shares subscribed for upon the exercise of such warrants shall be issued/subscribed for without pre-emption rights for the Company's existing shareholders.

New A shares issued pursuant to this authorization following exercise of warrants shall be subscribed for in cash, contribution of assets other than cash or by conversion of debt, shall be negotiable instruments, shall be issued in the name of the holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company with effect from the time of issue. The Board of Directors will determine any other terms and conditions.

3.3.3 Subject to Articles 13.1 and 13.2, the Board of Directors is authorized, until 28 June 2020, to issue warrants – one or more times – to Board members, members of Executive Management and employees of the Company and its subsidiaries and without pre-emption rights for the existing shareholders granting the holders right to subscribe for up to a nominal amount of DKK 390,000,000 A shares in the Company. The Board of Directors is authorized to effect the associated capital increases resulting from the exercise of warrants. The new A shares shall be issued at a subscription price determined by the Board of Directors, which shall never be lower than the market price of an A share at the time of issuance of the warrants. When determining the market price, the Board of Directors may take into account the consideration received by the Company for issuance of such warrants.

The A shares subscribed for upon the exercise of such warrants shall be issued/subscribed for without pre-emption rights for the Company's existing shareholders.

New A shares issued pursuant to this authorization following exercise of warrants shall be subscribed for in cash, shall be negotiable instruments, shall be issued in the name of the

holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company with effect from the time of issue. The Board of Directors will determine any other terms and conditions.

3.4 Authorizations to the Board of Directors to issue convertible debt instruments

- 3.4.1 The Board of Directors is authorized, until 28 June 2020, to issue convertible debt instruments – one or more times – with pre-emption rights for the existing shareholders (except for the holder of the B share and the C share, respectively) on a pro rata basis which grant the holders the right to convert the debt instruments into A shares in the Company up to a nominal amount of DKK 1,200,000,000. The Board of Directors is authorized to effect the associated capital increases resulting from the conversion of debt instruments. The new A shares shall be issued at a subscription price determined by the Board of Directors, which may be lower than the market price of an A share at the time of issuance of the convertible debt instruments.

New A shares issued pursuant to this authorization shall be subscribed for by conversion of debt, shall be negotiable instruments, shall be issued in the name of the holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company. The Board of Directors will determine any other terms and conditions.

- 3.4.2 Subject to Articles 13.1 and 13.2, the Board of Directors is authorized, until 28 June 2020, to issue convertible debt instruments – one or more times – without pre-emption rights for the existing shareholders which grant the holders the right to convert the debt instrument into A shares in the Company up to a nominal amount of DKK 1,200,000,000. The Board of Directors is authorized to effect the associated capital increases resulting from the conversion of debt instruments. The new A shares shall be issued at a subscription price determined by the Board of Directors, which shall never be lower than the market price of an A share at the time of issuance of the convertible debt instruments. When determining the market price, the Board of Directors may take into account the consideration received by the Company for issuance of such convertible debt instruments.

The A shares subscribed for upon the exercise of such convertible debt instruments shall be issued/subscribed for without pre-emption rights for the Company's existing shareholders.

New A shares issued pursuant to this authorization shall be subscribed for by conversion of debt, shall be negotiable instruments, shall be issued in the name of the holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company. The Board of Directors will determine any other terms and conditions.

- 3.4.3 Subject to Articles 13.1 and 13.2, the Board of Directors is authorized, until 28 June 2020, to issue convertible debt instruments – one or more times – to Board members, members of Executive Management and employees of the Company and its subsidiaries and without pre-emption rights for the existing shareholders which grant the holders the right to convert the debt instrument into A shares in the Company up to a nominal amount of DKK 390,000,000. The Board of Directors is authorized to effect the associated capital increases resulting from the conversion of debt instruments. The new A shares shall be issued at a subscription price determined by the Board of Directors, which shall never be lower than the market price of an A share at the time of issuance of the convertible debt instruments. When determining the market price, the Board of Directors may take into account the consideration received by the Company for issuance of such convertible debt instruments.

The A shares subscribed for upon the exercise of such convertible debt instruments shall be issued/subscribed for without pre-emption rights for the Company's existing shareholders.

New A shares issued pursuant to this authorization shall be subscribed for by conversion of debt, shall be negotiable instruments, shall be issued in the name of the holder and shall be registered in the Company's register of shareholders. The transferability of the new A shares shall not be subject to any restrictions, the new shareholders shall not be under an obligation to have their shares redeemed and the new A shares shall carry the same rights as the existing A shares in the Company. The Board of Directors will determine any other terms and conditions.

Article 4

- 4.1 In the event that any shareholder who, together with its Affiliates, holds more than one-third of the issued shares in the Company (a "Substantial Shareholder") or any of such Substantial Shareholder's Affiliates provides financial indebtedness (as defined below) to any member of the group (meaning the Company and its subsidiaries as defined in the Danish Companies Act, the "Group"), the Board of Directors shall procure that any other shareholder who holds more than 3% of the issued shares in the Company shall be offered the right to participate in the provision of such financial indebtedness on the same terms as the Substantial Shareholder or its relevant Affiliate and in the proportion which its holding of shares in the company bears to the aggregate issued shares in the Company. Such offer to participate in such provision of financial indebtedness may be made by the Board of Directors to the relevant shareholders either in advance of the provision of such financial indebtedness by the relevant Substantial Shareholder or, if an advance offering is not practicable, as soon as reasonably practicable following provision of such financial indebtedness by the relevant Substantial Shareholder or its relevant Affiliate. This Article 4.1 is without prejudice to the equal treatment principle under section 45 of the Danish Companies Act.

For the purpose of this Article 4.1, "financial indebtedness" shall mean indebtedness in respect of (a) moneys borrowed; (b) bonds, notes, debentures, loan stock or similar instruments; (c) any lease or hire purchase contract which would, in accordance with the Danish generally accepted accounting principles, be treated as a finance or capital lease; (d) receivables sold or discounted (other than in respect of receivables sold on a non-recourse basis); (e) any counter-indemnity obligation in respect of a guarantee, standby or documentary letter of credit or any other instrument issued in respect of an underlying liability, which liability would fall within one of the other paragraphs of this definition; and (f) an advance or deferred purchase agreement if the primary reason behind entering into the agreement is to raise finance or to finance the acquisition or construction of the asset or service in question.

Article 5

- 5.1 If previously issued shares have been lost and no application for registration of the shares has been filed with VP SECURITIES A/S, such shares and appurtenant coupon sheets, talons and interim certificates may on the Company's initiative and at the expense of the applicant be cancelled without judgment in accordance with the statutory rules on this in force from time to time.

Article 6

- 6.1 The general meetings of the Company shall be held in the Greater Copenhagen region.
- 6.2 Annual general meetings shall be held every year before the end of April.
- 6.3 Any shareholder shall be entitled to have one or more items included in the agenda for the ordinary general meeting, provided that the shareholder submits a written request to that effect to the Company's Board of Directors no later than six (6) weeks before the general meeting.

- 6.4 Extraordinary general meetings shall be held when demanded by the Board of Directors or the auditor elected by the general meeting or the B Shareholder for the purpose of exercising its right under Article 14.4. If requisitioned in writing by shareholders holding 5% or more of the share capital for the purpose of considering specific business, extraordinary general meetings shall be called no later than two (2) weeks of being so requisitioned.
- 6.5 General meetings shall be convened with a notice of no more than five (5) weeks and no less than three (3) weeks.
- 6.6 General meetings shall be convened by notice on the Company's website, www.torm.com, and otherwise in any such manner and form as may at any time be required by the stock exchanges on which the Company's A shares, ADRs and/or ADSs (as defined in Article 13.1.10) are listed. Written notice of the meeting shall, however, be given to all shareholders entered in the Company's register of shareholders and/or to all holders of ADRs or ADSs who have registered their holdings with the Company and who have so requested.
- 6.7 The notice convening the general meeting shall specify the business to be transacted at the meeting. If proposals for amendments to the Articles of Association are to be considered, the essential aspects of the proposal shall be stated in the notice.
- 6.8 General meetings shall be conducted in English without offering all attendees simultaneous translation to and from Danish, unless the Board of Directors decides to offer such translation.
- 6.9 All documents prepared for the purpose of the general meeting, in connection with or after the general meeting must be prepared in English.

Article 7

- 7.1 The Company shall be entitled to give any notices to the Company's shareholders under the Danish Companies Act or these Articles of Association by electronic mail, and documents may be made available on the Company's website, www.torm.com, or forwarded in electronic form. The annual report and any other notices required to be given to the shareholders by law must, however, always be available in paper version and forwarded to any shareholders having so requested.
- 7.2 It is the responsibility of the shareholder to provide the Company with a correct and current email address.
- 7.3 At the discretion of the Board of Directors, the form of communication set out in this Article 7 may also be used for communication between the Company and the members of the Board of Directors.
- 7.4 Information on system requirements and the use of electronic communication shall be provided directly to the shareholders by the Company or be published on the Company's website, www.torm.com.

Article 8

- 8.1 The agenda for the annual general meeting shall be as follows:
1. Board of Director's report on the activities of the Company in the past year.
 2. Presentation for adoption of the annual report.
 3. The Board of Director's proposal for the appropriation of profits or provision for losses in accordance with the adopted annual report.
 4. Election of members to the Board of Directors.

5. Appointment of auditor/auditors.
6. Any other business and notices.

Article 9

- 9.1 A shareholder's right to participate in and vote at general meetings shall be determined on the basis of such shareholder's holding of shares on the date falling one (1) week prior to the general meeting (the "Record Date"). Participation at general meetings is furthermore subject to the shareholder having requested an admission card for the relevant general meeting no later than three (3) days prior to the date of the general meeting. Admission cards are issued to any such person who according to the register of shareholders is registered as a shareholder on the Record Date or who has duly reported his shareholding to the Company as at the Record Date for purposes of entry in the register of shareholders.
- 9.2 The Board of Directors may determine that holders of ADRs or ADSs (as defined in Article 13.1.10 below) as of the Record Date may attend general meetings, provided that such holders no later than three (3) days before the date of the general meeting have requested an admission card for the relevant general meeting and presented due documentation of their holdings.
- 9.3 Each A share and each B share of DKK 0.01 carries one (1) vote.
- 9.4 In respect of resolutions regarding certain specified matters set out in Article 9.5 and until the occurrence of the Relevant Time, the C share of DKK 0.01 carries 525,000,000,000 votes.
- 9.5 The voting rights attached to the C share applies only in respect of resolutions regarding the following matters:
- (a) election and dismissal of Board Members elected by the general meeting, including the Chairman of the Board of Directors but excluding the Deputy Chairman of the Board of Directors, and
 - (b) amendments to the Articles of Association proposed by the Board of Directors, excluding, however, any amendments to (i) the Reserved Matters (as defined in Article 13), (ii) the pre-emptive rights of the shareholders, (iii) the rights attached to the B share in TORM A/S, (iv) any of the minority protection rights in Articles 2.2, 2.3, 2.5, 2.6, 2.7, 2.8, 2.9, 2.10, 2.11 last paragraph, 4.1, 9.4, 9.5, 13, 14.1, 14.2, 14.4, 14.7 and/or 14.9 of the Articles of Association, or (v) matters which pursuant to section 107, subsection 2 of the Danish Companies Act require a 9/10 majority.
- Save for (i) the matters set out in this Article 9.5, (ii) matters which will change the relationship between the C share and any other shares issued by the Company either by changing existing differences or by creating new share classes as set out in section 107, subsection 3 of the Danish Companies Act or (iii) any other matter which requires the consent of the C Shareholder pursuant to section 45 of the Danish Companies Act, the C share shall have no voting rights.
- 9.6 ADRs and ADSs do not carry any voting rights. It is not a requirement that a shareholder vote on its shares in the same way or in aggregate.
- 9.7 Each shareholder shall be entitled to be represented by proxy.
- 9.8 The proxy holder shall present a written and dated instrument of proxy.
- 9.9 Instruments of proxy to the Company's management shall be granted for a maximum period of twelve (12) months and shall be issued for a specific general meeting with a known agenda.

Article 10

- 10.1 The Board of Directors shall appoint a chairman to preside at the general meeting and decide all matters relating to the transaction of business and the voting, always provided that any voting shareholder may demand that the resolutions put to the vote of the meeting should be decided by poll.

Article 11

- 11.1 The proceedings of the general meeting shall be recorded in a minute book authorized by the Board of Directors for this purpose, and the minutes shall be signed by the chairman of the meeting.

Article 12

- 12.1 Unless otherwise provided by statute or these Articles of Association, all resolutions by the general meeting shall be passed by a simple majority of votes.

- 12.2 If a resolution is passed by simple majority in accordance with Article 12.1, the following shall apply:

In case of equality of votes in connection with the election of members to the Board of Directors, auditor/auditors or liquidators, the matter shall be decided by lot between the relevant persons. A proposal shall otherwise be deemed rejected if an equal number of votes has been cast for and against the proposal.

Article 13

- 13.1 The matters set out in this Article 13.1 (which together with the matters set out in Article 13.2 shall be referred to as the "Reserved Matters") may only be approved as follows:

(a) by the Board of Directors (subject to ratification, if required under Danish law, by the shareholders of the Company) if at least a majority of the members of the Board of Directors (including the Chairman and the Deputy Chairman (or his alternate)) vote in favor and the quorum at a board meeting to consider such Reserved Matters shall require the presence of the Chairman and the Deputy Chairman (or his alternate); or

(b) in circumstances where:

(i) the Deputy Chairman (or his alternate) has either not voted in favor of any such matter or did not attend the meeting of the Board of Directors at which such matter was considered; or

(ii) any such matter has been put to a shareholder vote,

(subject to any additional shareholder approvals which may be required under Danish law) by shareholders representing at least 86% of the A share capital of the Company.

- 13.1.1 All transactions or a series of connected transactions (including, for the avoidance of doubt, a transaction under Article 13.1.7 below) with a value in excess of USD 1 million between any member of the Group on the one hand and any Substantial Shareholder, any Affiliate of a Substantial Shareholder or a member of the Board of Directors on the other hand (other than a transaction approved pursuant to Article 13.1.9 or exempted in accordance with Article 13.1.9(a)-(c)). Such approval in respect of a transaction with a value in excess of USD 5 million shall further require a fairness opinion from an internationally recognized investment bank, audit firm or ship broker selected by the Board of Directors to be presented to the Board of Directors prior to consideration where such transaction is not in the ordinary course of the Group's business; provided however that no fairness opinion shall be required in respect of (i) financing advanced to any member of the Group by any Substantial Shareholder or its Affiliates

or by any member of the Board of Directors in accordance with Article 4.1, (ii) any issuance, with pro rata pre-emption rights for the existing shareholders, of shares, warrants or convertible debt instruments by the Company to any Substantial Shareholder and/or its Affiliates or any member of the Board of Directors or (iii) any settlement or waiver of any claim in excess of USD 5 million by the Company against any Substantial Shareholder or its Affiliates.

- 13.1.2 Any transaction or a series of connected transactions entered into by any member of the Group with a third party, which is not on arms' length terms and which has a value in excess of USD 1 million.
- 13.1.3 Without prejudice to the requirement for approval of the removal of pre-emption rights set out in Article 2.8 above by persons representing 95% of the votes cast at a general meeting of the Company, any change to the rights attaching to any class of shares in the Company or Articles 2.2, 2.3, 2.5, 2.6, 2.7, 2.9, 4.1, 9.4, 9.5, 13, 14.1, 14.2, 14.4 and/or 14.7 of the Articles of Association.
- 13.1.4 Any purchase or redemption of shares in the Company (other than the B share or the C share) or reduction of the share capital or any share reserve of the Company (other than the B share or the C share) which is not (i) offered to all holders of the relevant class of shares on a pro rata basis or (ii) made in connection with a consolidation of the nominal value of the Company's shares (other than the B share or the C share) (a reverse stock split) in order to purchase or redeem share fractions from all of the Company's shareholders (except for the holder of the B share or the C share).
- 13.1.5 Any material change in the business of the Group taken as a whole, or the Company's objects as described in Article 1.3 above.
- 13.1.6 Any liquidation, winding up or dissolution of the Company.
- 13.1.7 Any issuance of shares, warrants or debt instruments convertible into shares in the Company without pre-emptive subscription rights for the Company's shareholders, except for issuance(s) of shares, warrants or debt instruments convertible into shares:
- (i) without limitation to Article 13.2.4(i), pursuant to a management incentive plan or other equity incentive plan for board members, management and employees of the Group,
 - (ii) without limitation to Articles 13.2.4(ii), 13.2.4(iii) or 13.2.5, as applicable, at fair market value as consideration for acquisition of a business, vessels and/or other assets by a member of the Group,
 - (iii) pursuant to Article 13.1.9 or exempted in accordance with Article 13.1.9(a)-(c), or
 - (iv) as consideration in connection with a merger or consolidation the approval of which is not a Reserved Matter under Article 13.2.3.
- 13.1.8 Any grant of registration rights after the date of issue of the B share unless granted to all existing A shareholders existing at such time or subordinate to the registration rights of shareholders existing at such time.
- 13.1.9 An issuance of US Listed Securities in an Initial US Offering, Qualifying US Follow-on Offering, or Qualifying Private Placement without pre-emption rights for the Company's existing shareholders; provided however that this Article 13.1.9 shall not apply to an issuance of US Listed Securities in an Initial US Offering, Qualifying US Follow-on Offering, or Qualifying Private Placement in circumstances where:
- (a) Each person wishing to subscribe for US Listed Securities in the Initial US Offering, a Qualifying Follow-on US Offering or a Qualifying Private Placement is required to confirm,

as a condition to such subscription, whether they and/or any of their Affiliates are a Substantial Shareholder, and if a person subscribing for US Listed Securities so confirms:

- (i) each existing holder of A shares and (if applicable) US Listed Securities is given three (3) Business Days' prior written notice (in compliance with US securities laws) of such Initial US Offering, Qualifying Follow-on US Offering or Qualifying Private Placement (as applicable);
- (ii) each existing holder of A shares and (if applicable) US Listed Securities is entitled, during the notice period referred to in Article 13.1.9(a)(i) above to elect to subscribe for US Listed Securities in such Initial US Offering, a Qualifying Follow-on US Offering or a Qualifying Private Placement (as applicable); and
- (iii) any US Listed Securities allocated (including after any pro-rata scale back) to an existing holder of A shares and (if applicable) US Listed Securities are allocated in the proportion which its existing holding of A shares or (if applicable) US Listed Securities bears to the aggregate existing holdings of A Shares and (if applicable) US Listed Securities held by the existing shareholders and any Affiliates of Substantial Shareholders who, in each case, are also subscribing for US Listed Securities in that Initial US Offering, Qualifying Follow-on US Offering or Qualifying Private Placement (as applicable),

provided, however, that the above conditions (i) – (iii) shall not apply to any existing holder of A shares or (if applicable) US Listed Securities who has been excluded from the Initial US Offering, Qualifying Follow-on US Offering or Qualifying Private Placement (as applicable) by decision of the Board of Directors and provided also that, in determining whether a person wishing to subscribe for US Listed Securities is a Substantial Shareholder or an Affiliate of a Substantial Shareholder, the Board of Directors shall be entitled to rely on confirmations provided by such person and shall not be required to undertake any due diligence or investigations as to whether such person is a Substantial Shareholder or an Affiliate of a Substantial Shareholder;

- (b) The Board of Directors decides not to offer or issue the US Listed Securities to any existing holder of shares or (if applicable) US Listed Securities or any Affiliate of a Substantial Shareholder provided that, in determining whether a person wishing to subscribe for US Listed Securities is an Affiliate of a Substantial Shareholder, the Board of Directors shall be entitled to rely on confirmations provided by such person and shall not be required to undertake any due diligence or investigations as to whether such person is an Affiliate of a Substantial Shareholder; or
- (c) The aggregate gross proceeds of the US Listed Securities issued pursuant to a Qualifying Follow-on US Offering or Qualifying Private Placement (as applicable) when aggregated with the gross proceeds of any US Listed Securities issued pursuant to any prior Qualifying Follow-on US Offerings or Qualifying Private Placements, in each case issued in reliance on this paragraph (c), does not exceed USD 200 million. For the avoidance of doubt, the exercise by the Board of Directors of the authorization in Article 3.2.2 shall not be a Reserved Matter with respect to issuance of US Listed Securities pursuant to Qualifying Follow-on US Offerings and/or Qualifying Private Placements except to the extent (if any) that the aggregate gross proceeds of that and any prior Qualifying Follow-on US Offerings and/or Qualifying Private Placements exceeds USD 200 million.

13.1.10 For the purposes of these Articles of Association, the following terms shall have the following meanings:

"**ADR**" means American depository receipts representing A shares of the Company.

"**ADS**" means American depository shares representing A shares of the Company.

"Initial US Offering" means an initial public offering on a US Market of US Listed Securities where one of the bookrunners is Goldman Sachs, Morgan Stanley, UBS, Deutsche Bank, Credit Suisse, Bank of America Merrill Lynch, Citibank, Barclays or JP Morgan.

"Qualifying Follow-on US Offering" means an underwritten follow-on public offering of US Listed Securities where one of the bookrunners is Goldman Sachs, Morgan Stanley, UBS, Deutsche Bank, Credit Suisse, Bank of America Merrill Lynch, Citibank, Barclays or JP Morgan.

"Qualifying Private Placement" means a private placement, following an Initial US Offering of US Listed Securities.

"US Listed Securities" means ADRs, ADSs and such A shares of the Company listed on a US Market.

"US Market" means any of the New York Stock Exchange, NYSE MKT LLC, or the NASDAQ Stock Market.

13.2 The matters set out in this Article 13.2 may only be approved:

(a) by the Board of Directors (subject to ratification, if required under Danish law, by shareholders of the Company) if at least a majority of the members of the Board of Directors (including the Chairman and the Deputy Chairman (or his alternate)) vote in favor and the quorum at a board meeting to consider such Reserved Matters shall require the presence of the Chairman and the Deputy Chairman (or his alternate); or

(b) in circumstances where:

(i) the Deputy Chairman (or his alternate) has either not voted in favor of any such matter or did not attend the meeting of the Board of Directors at which such matter was considered; or

(ii) any such matter has been put to a shareholder vote,

(subject to any additional shareholder approvals which may be required under Danish law) by shareholders representing at least 70% of the A share capital of the Company.

13.2.1 Any sale or demerger of assets of the Group in one transaction or a series of connected transactions, comprising, individually or in the aggregate, in any one (1) calendar year period, more than 35% of the gross assets of the Group, evaluated by reference to the most recent Group consolidated audited accounts in place at the time of evaluation.

13.2.2 The incurrence of financial indebtedness or the grant of any guarantee or indemnity by any member of the Group, in each case that would result in the net financial indebtedness of the Group on a consolidated basis immediately following such incurrence, creation or grant being greater than 65% of the gross value of the Group's vessels, evaluated by reference to the value of the assets as per the most recent Group consolidated audited annual accounts in place at the time of evaluation.

13.2.3 Any merger or consolidation where (a) the gross value of the assets or earnings before interest, taxes, depreciation and amortization of the merged or consolidated entity immediately prior to completion of such merger or consolidation, multiplied by (b) the percentage ownership of the consolidated or merged entity which is being acquired is 50% or greater than the gross value of the assets or earnings before interest, taxes, depreciation and amortization (as applicable) of the Group immediately prior to completion of such merger or consolidation, evaluated in each case by reference to the most recent consolidated audited accounts of the Group and of the merged or consolidated entity in place at the time of evaluation but applying, in each case, the accounting principles set out in the most recent Group consolidated audited accounts in place at the time of evaluation.

- 13.2.4 Any issuance(s) of shares, warrants or debt instruments convertible into shares without pre-emption rights for the existing shareholders which would result in the issued shares of the Company being increased by an amount equal to more than one-third of the issued shares of the Company immediately prior to such issuance and which is made:
- (i) pursuant to a management incentive plan or other equity incentive plan for Board members, management and employees of a company in the Group,
 - (ii) at fair market value and in consideration for the acquisition of a business by a member of the Group in a single transaction or series of connected transactions in the same calendar year in circumstances where (A) the sum of the earnings before interest, taxes, depreciation and amortization of the business being acquired (calculated using figures contained in the most recent Group consolidated audited annual accounts for such business at the time of the evaluation but applying to such calculations the accounting principles set out in the most recent Group consolidated audited annual accounts in place at the time of evaluation) is not greater than (B) an amount equal to 50% of the earnings before interest, taxes, depreciation and amortization of the Group (set out in the most recent Group consolidated audited annual accounts in place at the time of evaluation), or
 - (iii) at fair market value and in consideration for any acquisition of vessels and/or other assets by any member of the Group in a single transaction or series of connected transactions in the same calendar year in circumstances where (A) the market value of the consideration paid for the vessels and/or other assets being acquired is not greater than (B) an amount corresponding to 50% of the gross value of the assets of the Group (evaluated by reference to the most recent Group consolidated audited accounts in place at the time of evaluation).
- 13.2.5 Any issuance(s) of shares, warrants or debt instruments convertible into shares without pre-emption rights for the existing shareholders:
- (i) at fair market value and in consideration for the acquisition of a business by a member of the Group in a single transaction or series of connected transactions in the same calendar year in circumstances where (A) the sum of the earnings before interest, taxes, depreciation and amortization of the business being acquired (calculated using figures contained in the most recent Group consolidated audited annual accounts for such business at the time of the evaluation but applying to such calculations the accounting principles set out in the most recent Group consolidated audited annual accounts in place at the time of evaluation) is equal to or greater than (B) an amount equal to 50% of the earnings before interest, taxes, depreciation and amortization of the Group (set out in the most recent Group consolidated audited annual accounts in place at the time of evaluation), or
 - (ii) at fair market value and in consideration for any acquisition of vessels and/or other assets by any member of the Group in a single transaction or series of connected transactions in the same calendar year in circumstances where (A) the market value of the consideration paid for the vessels and/or other assets being acquired is equal to or greater than (B) an amount corresponding to 50% of the gross value of the assets of the Group (evaluated by reference to the most recent Group consolidated audited accounts in place at the time of evaluation).
- 13.3 In the event that any Reserved Matter according to the constitutional documents of or the laws applicable to any member of the Group other than the Company requires the approval of the Company, any such Reserved Matter may only be approved by the Company, in its capacity as a direct or indirect shareholder of the relevant member of the Group, in accordance with Articles 13.1 and 13.2 above. To the extent legally possible, the Board of Directors shall procure that any Reserved Matter concerning any member of the Group other than the Company (including any amendments to the constitutional documents of any member of the Group other than the Company) shall only be resolved in circumstances where the Company has granted its prior approval of such Reserved Matter by application of the provisions in this

Article 13.

- 13.4 Upon the occurrence of the Relevant Time (as defined in Article 2.7), Article 13 shall immediately and automatically cease to apply.
- 13.5 Deleted.
- 13.6 If at any time subsequent to issuance of the B share but prior to the occurrence of the Relevant Time no Deputy Chairman is designated by the B Shareholder for a consecutive period of no less than five (5) weeks (provided that, if the Company is in breach of any contractual obligation which it has which in any way delays or interferes with the appointment of the Deputy Chairman, such time period shall not commence for so long as such breach is continuing) the approval regime in relation to Reserved Matters as set out in this Article 13 shall be suspended until such time as a Deputy Chairman is elected by the B Shareholder.

Article 14

- 14.1 The Company shall be managed by a Board of Directors of a minimum of three (3) and a maximum of four (4) members elected by the shareholders at the general meeting. From the time when a B share has been issued and until the occurrence of the Relevant Time, one member (and any alternate members for that member) shall be elected and may be removed by the B Shareholder and the remaining members (and any alternate members for such members) shall be elected and may be removed by a simple majority of the votes cast on the A shares and the C share at the general meeting. If employee directors have been elected in accordance with the provisions of the Danish Companies Act, such employee directors shall join the Board of Directors in accordance with the rules in force from time to time.
- 14.2 The Chairman of the Board of Directors shall be elected by a simple majority of the votes cast on the A shares and the C share at the general meeting. The member of the Board of Directors elected by the B Shareholder shall be the Deputy Chairman of the Board of Directors.
- 14.3 The members of the Board of Directors elected by the shareholders at the general meeting shall hold office for a term of two (2) years. Any employee director shall hold office for such term as provided for in the Danish Companies Act. Alternate members may be elected.
- 14.4 Until the Relevant Time, the B Shareholder has a right to appoint up to three (3) alternates for the Deputy Chairman and such alternate(s) shall be registered with the Danish Business Authority. The B Shareholder may at any ordinary or extraordinary general meeting replace any one or more alternates with persons nominated by it and such replacement alternate(s) shall be registered with the Danish Business Authority.
- 14.5 Retiring members of the Board of Directors shall be eligible for re-election.
- 14.6 If, at a general meeting, a shareholder wants to propose a person other than a retiring member of the Board of Directors or if a new member has been proposed by the Board of Directors, notice stating the name of the candidate shall be submitted to the Board of Directors not later than eight (8) days before the general meeting in question.
- 14.7 The B Shareholder has a right to appoint a board observer among the alternate board members registered with the Danish Business Authority (the "Board Observer"). The Board Observer shall, subject to undertaking customary confidentiality obligations in form and substance satisfactory to the Company, be entitled to receive the same information as Board members and to participate in and speak (but shall have no voting rights) at board meetings.
- 14.8 Any person appointed from time to time as Deputy Chairman or Board Observer or named as an alternate for the Deputy Chairman shall be (i) appropriately qualified, (ii) not a director or employee of any person with a material exposure to the product tanker sector (for example, Scorpio Tankers Inc., Ardmore Shipping Corporation, Hafnia Tankers Ltd., Capital Product Partners L.P. or Teekay Tankers Ltd.), and (iii) not a director of any shareholder of the

Company, any Affiliate of a shareholder of the Company, or any direct material supplier or material customer of the Company.

- 14.9 Upon the occurrence of the Relevant Time, the rights attached to the B share and the C share pursuant to this Article 14 shall automatically terminate. At any time prior to issuance of the B share and the C share and at any time following redemption of the B share and the C share, all members of the Board of Directors (excluding employee directors) shall be elected by a simple majority of the votes cast on the shares (or A shares, if the share capital is divided into share classes) at the general meeting.

Article 15

- 15.1 The Board of Directors shall appoint a Managing Director to be in charge of the day-to-day management of the Company, and possibly one or more managers.
- 15.2 The Board of Directors may grant individual or joint power of procuration.
- 15.3 Save as otherwise provided by these Articles of Association, the Board of Directors shall form a quorum when more than half of all its members – and at least half of the members elected by the shareholders at the general meeting – are present.
- 15.4 The Board of Directors shall lay down rules of procedure for the performance of its duties. Unless otherwise set forth in these Articles of Association, the Board of Directors shall make its decisions by a simple majority of votes. The Board of Directors may, however, decide that certain provisions of the Rules of Procedure may only be amended by a qualified majority of the board members. In case of equality of votes, the Chairman (but not the Deputy Chairman) shall have the casting vote.
- 15.5 The members of the Board of Directors and the Board Observer shall receive a fixed remuneration. The total proposed remuneration for the Directors shall be included in a special note in the annual report and be presented for adoption together with the annual report.
- 15.6 At the Company's Annual General Meeting held on 22 April 2009, the shareholders adopted the overall guidelines for the Company's incentive plan to members of the Management Board and the Board of Directors, ref. s. 69b of the former Danish Companies Act. The guidelines are available at the Company's website, www.torm.com.
- 15.7 The corporate language is English.

Article 16

- 16.1 The Company shall be bound by the joint signatures of three (3) members of the Board of Directors, one of whom shall be the Chairman, or by the joint signatures of two (2) members of the Board of Directors, one of whom shall be the Chairman, together with the Managing Director.

Article 17

- 17.1 The annual reports of the Company shall be audited by one (1) or two (2) auditors, at least one of whom shall be a state-authorized public accountant. The auditor/auditors shall be appointed by the Company in general meeting for a term of one (1) year.

Article 18

- 18.1 The Company's accounting year shall be the calendar year.
- 18.2 The annual report of the Company shall be prepared and submitted in English only. The Board of Directors may decide that the annual report shall also be prepared in Danish.

As adopted at the Extraordinary General Meeting held on 7 July 2015 and as last amended pursuant to resolutions by the Board of Directors on 13 July 2015.

Note: These Articles of Association have been prepared in both a Danish and an English version. In the event of a conflict between them, the Danish version shall prevail.

Schedule A

NOTIFICATION OF THE OCCURRENCE OF THE RELEVANT TIME

We hereby notify TORM A/S to the effect that OCM Njord Holdings S.A.R.L. ("Oaktree") and its Affiliates, as defined in article 2.7.4 of TORM A/S' articles of association (as amended) (the "Articles of Association"), hold in aggregate less than 1/3 of the issued and outstanding shares in TORM A/S, as Oaktree and its Affiliates as per today's date hold the following shareholdings in TORM A/S:

[information on shareholdings held by Oaktree as well as by each of its Affiliates]

We confirm that Oaktree and its Affiliates mentioned above do not hold any other shares in TORM A/S and that no other Affiliate of Oaktree holds any shares in TORM A/S.

With reference to article 2.7 of the Articles of Association, we kindly ask all members of the Board of Directors of TORM A/S to inform us in writing of any objection to this notification no later than 5 Business Days (as defined in the Articles of Association) from receipt of this notification. We acknowledge that each member of the Board of Directors within this 5 Business Days period will inspect the Company's register of shareholders and shall be entitled to make enquiries to us on our shareholdings.

If any member of the Board of Directors disputes this notification within 5 Business Days, we kindly ask a majority of at least 2/3 of the Board of Directors to confirm in writing the occurrence of the Relevant Time no later than 10 Business Days from receipt of this notification.

If we do not receive any objections to this notification within 5 Business Days or if we receive written confirmation from a majority of at least 2/3 of the Board of Directors that the Relevant Time has occurred, the B share and the C share issued by TORM A/S shall be redeemed by TORM A/S.

If any member of the Board of Directors dispute this notification and we do not receive written confirmation from a majority of at least 2/3 of the Board of Directors that the Relevant Time has occurred within 15 Business Days after the Board of Directors' receipt of this notification, we kindly ask any member of the Board of Directors to refer the decision to an independent expert to be appointed by the chairman of the Danish Bar and Law Society within 5 Business Days after being requested to do so, see Article 2.7.3 of the Articles of Association.

This notification undertaking is governed by and will be interpreted in accordance with Danish law. Any dispute arising out of the voting undertaking, including any dispute concerning the existence or validity of the voting undertaking, shall be settled by the Danish courts.

For [Oaktree]:

Date: _____ 2015

Name:
Title:

Name:
Title:

SCHEDULE B TO ARTICLES OF ASSOCIATION

For

TORM A/S
(the "Company")

1 THE RESOLUTION

- 1.1 In accordance with an authorisation granted to the board of directors at the annual general meeting held on 26 March 2015, the board of directors has on 13 July 2015 resolved to issue 7,181,578,089 warrants (the "Warrants") without pre-emption rights for the Company's existing shareholders on the terms set out in section 3.1.5 of the Company's articles of association and on the terms set out herein.

2 ISSUE OF WARRANTS AND WARRANT CONSIDERATION

- 2.1 The Warrants and any A-shares subscribed for upon the exercise of the Warrants may be issued without pre-emption rights for the Company's shareholders in accordance with the resolution referred to in paragraph 1.1 above.
- 2.2 The Warrants are issued to a group of lenders to the Company as consideration for their release of part of the Company's debt to such lenders.
- 2.3 The Company or the Company's registrar at any time will, along with the Company's register of shareholders, keep a list of the issued Warrants.
- 2.4 A Warrant Holder who transfers all or part of its Warrants must inform the Company (by way of a written notice to the chairman of the Company's board of directors) no later than 10 calendar days after such transfer. Such notice should set out (1) the number of Warrants transferred and (2) the name and address of the acquiror of the Warrants. The Company shall no later than 5 calendar days after the receipt of such information update the list of issued Warrants referred to in clause 2.3.
- 2.5 All notices to Warrant Holders will be sent by the Company to the addresses notified to the Company in accordance with clause 2.4. A new Warrant Holder will not receive notices to be provided by the Company under clause 6 (and will therefore be unable to exercise its Warrants as set forth in clause 6 (and such unexercised Warrants will lapse in accordance with clause 6)) and/or under clause 8 until such time as such notification has been received by the Company.

3 EXERCISE PRICE AND CONSIDERATION FOR WARRANTS

- 3.1 Each Warrant provides the right for the holder of such Warrant (such holders collectively "Warrant Holders" and each a "Warrant Holder") to subscribe for 1 A-share in the Company with a nominal value of DKK 0.01.
- 3.2 Each Warrant is exercisable against payment of a subscription price in cash to the Company of DKK 0.0641713934 per A-share of a nominal value of DKK 0.01 (the "Exercise Price"), subject, however, to the adjustment mechanisms set forth in clause 8.
- 3.3 If the current share classes of the Company are collated, each Warrant shall entitle the Warrant Holder to subscribe for one ordinary share in the Company and all references to "A-shares" in this Schedule B shall be a reference to the ordinary shares in the Company.

4 ORDINARY EXERCISE OF WARRANTS

- 4.1 Except as otherwise set out in clause 6, a Warrant Holder is entitled to exercise its Warrants after 13 July 2016 but no later than 13 July 2020 (the "Ordinary Exercise Period").
- 4.2 Upon expiry of the Ordinary Exercise Period, Warrants that remain unexercised shall expire and lapse without notice or any compensation. However, if a Warrant Holder is in possession of inside information during the last two weeks of the Ordinary Exercise Period and such possession of inside information prevents the Warrant Holder from exercising its Warrants, and (i) such Warrant Holder prior to the expiry of the Ordinary Exercise Period has informed the chairman of the Company's board of directors (on behalf of the entire board of directors) in writing of the inability to exercise Warrants due to the possession of inside information (the "Inside Notice"), and (ii) this opinion is not considered clearly unfounded by the Company acting reasonably and based on written legal advice from the Company's attorney, such Warrant Holder will nevertheless be entitled to exercise Warrants during a two week period following the Company's first publication of a quarterly announcement, including announcements of financial statements and interim financial statements after the Warrant Holder is no longer prevented from exercising its Warrants due to its possession of inside information (the "Extraordinary Exercise Period"). Any Warrants held by such Warrant Holder which remain unexercised upon expiry of the Extraordinary Exercise Period shall expire and lapse without notice or any compensation.
- 4.3 If the Company considers the Inside Notice clearly unfounded in accordance with clause 4.2(ii) above, the Company shall inform the Warrant Holder that the Company considers the Inside Notice unfounded and provide the Warrant Holder with a copy of the legal advice (the "Company Notice") within five business days after its receipt of the Inside Notice. Failure to inform the Warrant Holder or to provide him with a copy of the legal advice within five business days after the receipt of the Inside Notice shall be considered as an acceptance of the Warrant Holder's right to exercise the Warrants in the Extraordinary Exercise Period.
- 4.4 Despite any disagreement between the Warrant Holder and the Company in relation to the Inside Notice, the Warrant Holder shall in any event be entitled to exercise its Warrants within a period of ten business days after its receipt of the Company Notice.

5 PROCEDURE FOR EXERCISE OF WARRANTS

- 5.1 To exercise a Warrant, a Warrant Holder must (i) give the Company written notice thereof (the "Exercise Notice") (the form of which is included as Appendix 2 to this Schedule B)

and (ii) complete a certification as to certain matters of securities law (a "Warrant Exercise Form") (the form of which is included as Appendix 1 to this Schedule B).

- 5.2 A Warrant Holder is entitled to exercise the Warrants held by him in whole or in part. Accordingly, an Exercise Notice may be given by a Warrant Holder more than once.
- 5.3 The completed Exercise Notice must include the information set forth in Appendix 2 and must be received by the Company within the applicable exercise period, as described above in clauses 4.1 and 4.2.
- 5.4 Without prejudice to clauses 4.1 and 4.2, above, a Warrant Holder must pay the Exercise Price for Warrants exercised in cash into a bank account designated by the Company in time for the Exercise Price to be available to the Company within 5 business days after the date of receipt of the details for the bank account designated by the Company, failing which the Exercise Notice shall be deemed cancelled. If the last day of the relevant payment or exercise period (as the case may be) is not a banking day in Denmark, the time allowed for receipt of the Exercise Notice and/or the Exercise Price will be postponed until the first business day thereafter.
- 5.5 Upon the timely receipt by the Company of an Exercise Notice, a Warrant Exercise Form and the Exercise Price from a Warrant Holder, and subject to clause 5.6, the Company shall effect the increase of the Company's share capital resulting from the exercise of Warrants and the registration thereof with the Danish Business Authority without undue delay. The Company will then procure the transfer the number of A-shares corresponding to the exercised Warrants to the relevant Warrant Holder's VP account as set forth in the Exercise Notice within 5 business days after expiry of the relevant exercise period. The Company's register of shareholders shall consequently be updated to reflect the Warrant Holder's shareholding.
- 5.6 It is a condition precedent to the Company's delivery of the A-shares to a Warrant Holder that the Warrant Holder has provided the Company with the information set forth in the Exercise Form and all documents reasonably required (including, but not limited to, if required by the Exercise Form an opinion of counsel as set forth in therein), so that the Company may procure the delivery of the shares by registration of the shares in the VP account designated by the Warrant Holder in the Exercise Period. All costs pertaining to such VP custody account must be paid by the Warrant Holder.

6 EXTRAORDINARY EXERCISE OF WARRANTS

- 6.1 Exercise of Warrants in case of liquidation of the Company
 - 6.1.1 If it is resolved at any time prior to the expiry of the Ordinary Exercise Period to carry out a solvent liquidation of the Company, each Warrant Holder may in whole or in part exercise all of its unexercised Warrants (even if the Ordinary Exercise Period has not yet commenced), subject to a provision of the Warrant Exercise Form and Section 5.6.
 - 6.1.2 The Company must notify the Warrant Holders in writing of any resolution to enter into a solvent liquidation taken prior to the expiry of the Ordinary Exercise Period immediately after the adopting of such resolution. A Warrant Holder must within 3 months following the date of receipt of such notification deliver an Exercise Notice to the chairman of the Company's board of directors (on behalf of the Company) in accordance with clause 5 above, which shall apply mutatis mutandis, if the Warrant Holder elects to exercise its Warrants, and must transmit to the Company the Warrant Exercise Form. Any Warrants not exercised upon such 3 month period ending will lapse automatically, without notice and without any compensation.

- 6.1.3 If the Warrant Holder has given an Exercise Notice and the Warrant Exercise Form in accordance with clause 6.1.2 and paid the Exercise Price in accordance with clause 5 (which shall apply mutatis mutandis) but the issuance of new A-shares pursuant to the exercised Warrants have not been registered with the Danish Business Authority and the Company is not finally liquidated, the Warrants shall be deemed not to have been exercised and the Exercise Price shall be returned to the Warrant Holder without undue delay.
- 6.2 Exercise of Warrants in case of delisting of the Company
- 6.2.1 If a final resolution is passed by the Company's board of directors or general meeting (as applicable), prior to or after the commencement of the Ordinary Exercise Period but prior to the expiry of the Ordinary Exercise Period to delist the Company's A-shares from Nasdaq Copenhagen (except in circumstances where, in connection with such delisting, the Company's A-shares, American depository receipts representing the Company's A-shares and/or American depository shares representing the Company's A-shares are listed on another recognised stock exchange or authorised or regulated market place), and such delisting is accepted by Nasdaq Copenhagen, each Warrant Holder shall be entitled to exercise in whole or in part all of its unexercised Warrants even if the Ordinary Exercise Period has not yet commenced, subject to a provision of a Warrant Exercise Form and Section 5.6.
- 6.2.2 Upon the passing of the resolution to delist the Company and the acceptance of such delisting by Nasdaq Copenhagen in accordance with clause 6.2.1, the Company shall, no later than 4 weeks before the planned delisting date notify the Warrant Holders in writing of the planned delisting and the planned delisting date.
- 6.2.3 A Warrant Holder must within 2 weeks of the date of such notification deliver an Exercise Notice and a Warrant Exercise Form to the chairman of the Company's board of directors (on behalf of the Company) in accordance with clause 5 (which shall apply mutatis mutandis) if the Warrant Holder elects to exercise its Warrants. Any Warrants not exercised upon such two week period ending will not lapse but will continue to exist.
- 6.2.4 If a Warrant Holder has delivered an Exercise Notice in accordance with clause 6.2.3 and paid the Exercise Price in accordance with clause 5 (which shall apply mutatis mutandis), but the issuance of new A-shares have not been registered with the Danish Business Authority and the planned delisting does not occur, the Warrants shall be deemed not to have been exercised and the Exercise Price shall be returned to the Warrant Holder without undue delay.
- 6.3 Exercise of Warrants in case of a Take-Over Bid
- 6.3.1 In the event that a take-over bid (mandatory or voluntary) is submitted in accordance with section 8 of the Danish Securities Trading Act (as amended from time to time) (a "Take-Over Bid"), prior to or after the commencement of the Ordinary Exercise Period but prior to the expiry of the Ordinary Exercise Period, the board of directors shall no later than 2 weeks after the publication of such Take-Over Bid give notice and provide a copy of such Take-Over Bid to each Warrant Holder. In the event of a Take-Over Bid, each Warrant Holder may in whole or in part exercise all of its unexercised Warrants (even if the Ordinary Exercise Period has not yet commenced), subject to the provision of a Warrant Exercise Form.
- 6.3.2 A Warrant Holder must within 2 weeks of the date of such notification deliver an Exercise Notice to the chairman of the Company's board of directors (on behalf of the Company) in accordance with clause 5 (which shall apply mutatis mutandis), if the Warrant Holder elects to exercise its Warrants. Any Warrants not exercised upon such two week period ending will not lapse but will continue to exist.

6.3.3 This clause 6.3 shall apply irrespective of whether the Take-Over Bid also includes the Warrants.

6.4 Exercise of Warrants in case of compulsory acquisition

6.4.1 In the event of a compulsory acquisition of all of the Company's shares initiated by a shareholder holding 90% or more of the Company's shares pursuant to the Danish Companies Act, or via redemption of all of the Company's shares permitted by the Articles of Association applicable at such time, being initiated prior to or after the commencement of the Ordinary Exercise Period but prior to the expiry of the Ordinary Exercise Period, each Warrant Holder may in whole or in part exercise all of its unexercised Warrants (even if the Ordinary Exercise Period has not yet commenced), subject to the provision of a Warrant Exercise Form to be delivered to the Company pursuant to clause 5.

6.4.2 The board of directors shall no later than 2 weeks after the initiation of such compulsory acquisition or redemption notify the Warrant Holders in writing of such event and provide a copy of the compulsory acquisition statement to the Company's shareholders to each Warrant Holder.

6.4.3 A Warrant Holder must within 4 weeks of the date of such notification deliver an Exercise Notice to the chairman of the Company's board of directors (on behalf of the Company) in accordance with clause 5 (which shall apply mutatis mutandis), if the Warrant Holder elects to exercise its Warrants. Any Warrants not exercised upon such 4 week period ending will lapse automatically, without notice and without any compensation.

6.5 Exercise of Warrants in case of sale of a material part of the Company's assets

6.5.1 In the event that the Company, prior to or after the commencement of the Ordinary Exercise Period but prior to the expiry of the Ordinary Exercise Period, sells a material part of its assets, the Company shall no later than 2 weeks following the completion of such sale notify each of the Warrant Holders thereof, and each Warrant Holder may in whole or in part exercise all of its unexercised Warrants (even if the Ordinary Exercise Period has not yet commenced), subject to the provision of a Warrant Exercise Form.

6.5.2 A Warrant Holder must within 2 weeks of the date of such notification deliver an Exercise Notice to the chairman of the Company's board of directors (on behalf of the Company) in accordance with clause 5 (which shall apply mutatis mutandis), if the Warrant Holder elects to exercise its Warrants. After expiry of that period, any Warrants not then exercised will not lapse but will continue to exist.

6.5.3 For the purpose of this clause 6.5, "sale of a material part of the Company's assets" shall mean any sale of assets or a business (in one transaction or a series of connected transactions in any one calendar year) by a member of the Group where the gross value of the assets or earnings before interest, taxes, depreciation and amortization of the business sold is greater than an amount equal to 35% of the gross value of the assets or earnings before interest, taxes, depreciation and amortization (as applicable) of the Group immediately prior to completion of such sale, evaluated in each case by reference to the most recent consolidated audited accounts of the Group in place at the time of evaluation but applying, in each case, the accounting principles set out in the most recent Group consolidated audited accounts in place at the time of evaluation).

6.6 Notification of Exercise Price

Any notice issued by the Company pursuant to this Clause 6 shall set out the Exercise Price applicable to the Warrants and the number of A-shares which may be subscribed for upon the exercise of a Warrant.

7 LEGAL POSITION IN CASE OF A MERGER AS THE NON-SURVIVING COMPANY AND DEMERGER

7.1 Merger

7.1.1 In the event of a merger of the Company where the Company is not the surviving company, unexercised Warrants shall be exchanged for new warrants in the surviving company, which shall entitle the Warrant Holders to subscribe for shares in the surviving company. The number of shares in the surviving company that can be subscribed for on the basis of the new warrants, and/or the Exercise Price, shall be adjusted to the extent that the terms of the exchange set out in the merger plan for the Company (compared to the value of the shares in the surviving company) provide a basis therefore. If funds are distributed to the shareholders of the Company in connection with the merger, the Exercise Price shall be reduced on the basis thereof as per clause 8.2.5.

7.2 Demerger

7.2.1 In the event it is decided to de-merge the Company, the Warrant Holders shall receive warrants in the receiving company (or companies) (see Section 254 of the Danish Companies Act) to an extent and on terms that entail that the terms for the Warrant Holders to the widest possible extent remain the same after the demerger. If funds are distributed to the shareholders of the Company in connection with the de-merger, the Exercise Price shall be reduced on the basis thereof as per Clause 8.2.5. The number of Warrants shall entitle the Warrant Holder to the same potential stake which an exercise of all Warrants prior to the demerger would have resulted in. Moreover, the terms applying to the warrants issued by the receiving company (or companies) shall to the extent practically possible be the same as the terms stipulated herein.

8 ADJUSTMENT - SPECIAL EVENTS

8.1 If an Adjustment Event (as defined in Clause 8.2 below) occurs, there shall be an adjustment of the Exercise Price and/or the number of A-shares that can be subscribed for by exercising the Warrants, so that the value of the Warrants remains the same, subject to the exceptions set forth in this Agreement. The adjustment of the Exercise Price and/or the number of A-shares that can be subscribed for by exercising the Warrants is referred to as an "Adjustment".

8.2 For the purposes of this Clause 8, an "Adjustment Event" means any of the following events which occurs before the Warrant Holders have exercised all of the Warrants and which results in changes to the Company's capital structure and in a reduction of the value of the Warrants:

8.2.1 the competent bodies of the Company make a final decision to issue bonus shares (e.g. stock dividend);

8.2.2 the competent bodies of the Company make a final decision to increase the Company's share capital by subscription for new shares at a price below Market Price for the shares;

8.2.3 the competent bodies of the Company make a final decision to change the nominal value of each A-share (without any other simultaneous changes of the capital of the Company), e.g. in situations not comprised by Clause 8.3, provided, however, that in the event of a consolidation of the nominal value of the Company's A-shares (a reverse stock split), (i) the number of A shares that can be subscribed for by exercising the Warrants, (ii) the nominal value of each of such A share and (iii) the Exercise Price shall be adjusted to reflect the implementation of such reverse stock split. Any Warrant fractions remaining

after such adjustment shall be redeemed by the Company at a price payable to the Warrant Holder equalling (i) the weighted average price for all trades in the shares on the exchange on which the Company has its main listing at that time in the 5 trading days preceding the day as of which the redemption is being made less (ii) the Exercise Price (iii) multiplied by the Warrant fraction. If the price in (i) is lower than the price in (ii) the Warrant fractions may be redeemed by the Company without payment of any compensation to the Warrant Holder;

- 8.2.4 the competent bodies of the Company make a final decision to issue warrants or debt instruments convertible into shares, with a conversion/subscription price below Market Price for the shares at the time of issue of warrant or debt instruments convertible into shares which results in a decrease of the value of the issued Warrants;
- 8.2.5 the Company at any time decides to distribute dividends (other than ordinary dividends declared later than one month after the first day of the Ordinary Exercise Period in accordance with the Company's dividend policy and set at levels which the Board of Directors at the relevant point in time can reasonably substantiate are capable of being repeated on a periodic (at least annual) and consistent basis) or other distributions (including (i) share buy-backs at a price higher than the Market Price for the shares (ii) acquisition of other assets from a shareholder (or its Affiliates) at a price higher than the fair market value of such assets or (iii) acquisition by any shareholder (or its Affiliates) of any assets of the Company or any Group Company at a price lower than the fair market value of such assets);
- 8.2.6 the share capital of the Company is reduced by means of payment to the shareholders at a price higher than the Market Price for the shares.
- 8.3 Should the competent bodies of the Company make a final decision to change the nominal value of the A-shares in connection with a decision whereby the share capital of the Company is reduced by allocation to a separate fund and/or to cover of loss, before the Warrant Holders have exercised their Warrants, neither the Exercise Price nor the number of A shares shall be amended. Consequently the Warrant Holders shall retain the right to subscribe for the same number of A shares at the Exercise Price. However, each Warrant shall entitle the Warrant Holder to subscribe for 1 A share of the new nominal value so decided by the competent bodies of the Company.
- 8.4 If the Company participates in a merger as the surviving company, there shall be no adjustment of the Exercise Price or the number of A-shares that may be subscribed for.
- 8.5 Notwithstanding the above, no Adjustment shall be made on the basis of issue or cancellation of shares, warrants, convertible bonds, share options or other instruments entitling the holder to subscribe for shares in the Company effected (i) at or above Market Price or (ii) at a discount to management or employees of the Group, including without limitation pursuant to any management incentive plan. No Adjustment shall be made as a consequence of capital increases effected on the basis of the exercise of the Warrants comprised by this Schedule B.
- 8.6 In any event, the Exercise Price per Warrant shall not be reduced to a price lower than the nominal value of an A-share of the Company (par). If any Adjustment of the Warrants to preserve their value would result in the price being reduced to below par, the Exercise Price shall be adjusted to par and instead the number of A-shares to which each Warrant entitles the Warrant Holder to subscribe for, shall be increased so as to compensate the Warrant Holder for the Adjustment which has been unable to be applied.
- 8.7 The Company shall no later than 2 weeks after an Adjustment Event notify each of the Warrant Holders of the occurrence of such Adjustment Event and the actual Adjustment to the Exercise Price and/or the number of A-shares that can be subscribed for by exercising

the Warrants.

8.8 "Market Price" means as to any shares issued by the Company:

- (i) the weighted average price for all trades in the shares on the exchange on which the Company has its main listing at that time in the 5 trading days preceding the day as of which "Market Price" is being determined or
- (ii) if there have been no sales on any such exchange during the 5 trading days preceding the day as of which "Market Price" is being determined, then the weighted average of the highest bid and lowest asked prices on such exchange during the 5 trading days preceding the day as of which "Market Price" is being determined.
- (iii) in the event of an underwritten public offering of the Company's shares (including a US Follow-on Offering), the offering price net of customary underwriting spread and customary applicable discount shall be deemed the Market Price even if such offering price is below the price established in accordance with (i) and (ii),
- (iv) if the Market Price is to be determined on any day the shares of the Company are not so listed, the average of the highest bid and lowest asked prices on such day in the U.S. over-the-counter market as reported by Pink OTC Markets, Group Inc., or any similar successor organization in each such case averaged over a period of twenty-one (21) days consisting of the day as of which "Market Price" is being determined and the twenty (20) consecutive Business Days prior to such day shall be deemed the Market Price (the term "Business Day" as used in this sentence means Business Days on which such exchange or market, as applicable, is open for trading).
- (v) if at any time the shares of the Company are not listed on any Copenhagen or U.S. securities exchange or quoted in the U.S. over-the-counter market, the "Market Price" shall be the fair value thereof reasonably determined in good faith by the Board of Directors of the Company. If the Warrant Holder disagrees with the determination of the market value of the shares of the Company determined by the Board of Directors of the Company in accordance with this provision, the fair market value of such shares shall be determined by an independent appraiser acceptable to the Company and the Warrant Holder (or, if they cannot agree on such an appraiser, by an independent appraiser selected by lot by two independent appraisers, one of which is appointed by each of the Board of Directors of the Company and the Warrant Holder). The cost of the appraisal shall be shared equally between the Company and the Warrant Holder.
- (vi) if the Company issues warrants or debt instruments convertible into shares, the exercise price for such securities shall equal (or be higher than) the Market Price calculated in accordance with (i) - (v) in order for such securities be deemed issued at Market Price. If a payment to the Company for such warrants or debt instruments convertible into shares is made by the holder upon issuance, such payment shall, however, also be taken into consideration when determining the Market Price.

8.9 Irrespective of what is set forth in clause 8.8, if a decision adopted by the Company requires a majority of 9/10 or if the board of directors of the Company uses an authorization to increase the share capital or issue warrants or debt instruments convertible into shares granted to the Board of Director by a majority of 9/10 because such decision or issue is deemed a resolution to reduce a shareholder's rights to receive dividends or distribution of the Company's assets, the price at which such decision is carried out or such securities are issued can never be deemed to be the "Market Price".

9 MISCELLANEOUS

9.1 Taxation

- 9.1.1 The tax consequences for the Warrant Holders of the grant, exercise or transfer of Warrants shall be of no concern to the Company.

10 GOVERNING LAW AND JURISDICTION

- 10.1 This schedule will be governed by Danish law.

- 10.2 Any dispute arising out of or in connection with this schedule is subject to the jurisdiction of the Danish courts.

11 OTHER TERMS AND CONDITIONS

- 11.1 With reference to section 169(2), cf. section 155(2), of the Danish Companies Act, the board of directors has resolved that the following terms and conditions shall apply to the issue of the Warrants and the subsequent subscription of new A-shares resulting from exercise of the Warrants:

- 11.1.1 The maximum nominal value of the capital increase resulting from an exercise of Warrants will be DKK 71,815,780.89, and the minimum nominal value will be DKK 0.01.

- 11.1.2 The Warrants are issued without pre-emption rights for the Company's existing shareholders.

- 11.1.3 The A-shares subscribed for on the basis of exercise of the Warrants are issued/subscribed for without pre-emption rights for the Company's existing shareholders.

- 11.1.4 The transferability of the Warrants shall not be subject to any restrictions, provided that any sale or transfer of Warrants must comply with all applicable laws.

- 11.1.5 A Warrant shall be exercisable against payment of a subscription price in cash to the Company of DKK 0.0641713934 (the "Exercise Price"). However, the adjustment mechanisms in clause 8 may result in a higher or lower Exercise Price.

- 11.1.6 New A-shares issued on the basis of exercise of Warrants shall be subscribed for in cash and paid in full.

- 11.1.7 New A-shares issued on the basis of exercise of Warrants shall be negotiable instruments.

- 11.1.8 New A-shares issued on the basis of exercise of Warrants shall be issued in the name of the holder and shall be registered in the Company's register of shareholders.

- 11.1.9 New A-shares issued on the basis of Warrants will not be subject to any restrictions in the pre-emption rights in connection with future capital increases.

- 11.1.10 New A-shares issued on the basis of Warrants will confer upon the Warrant Holders the right to receive dividend and other rights in the Company from the time of registration of the capital increase with the Danish Business Authority.

11.2 The new A-shares shall carry the same rights as the existing A-shares in the Company.

11.2.1 The new A-shares will be registered with VP Securities (a Danish securities and investment administration company) and will be listed on the exchange where the Company's other A-shares are listed at the time of issuance of the new A-shares.

11.2.2 The Company will bear the costs of the issue of Warrants and the subsequent exercise thereof. The Company's costs in connection with the issue and the resulting capital increase are estimated up to DKK 75,000 (excluding VAT) for each capital increase.

APPENDIX 1

WARRANT EXERCISE FORM

(To be executed only upon exercise of the Warrant after delivery of Exercise Notice)

To: TORM A/S

The undersigned irrevocably exercises _____ Warrants (the "**Warrants**") for the purchase of _____ A-Shares (the "**Shares**"), par value DKK 0.01 per share, of TORM A/S (the "**Company**") at DKK _____ per share (the Exercise Price currently in effect pursuant to the Warrant terms).

The undersigned herewith: makes payment of DKK _____, and on the terms and conditions specified in the TORM A/S articles of association, surrenders the Warrants listed above and all right, title and interest therein to the Company and directs that the Shares deliverable upon the exercise of the Warrants be registered or placed in the name and at the address specified below and delivered thereto.

The undersigned holder: (Check one)

- 1 in the event that the Company is a "foreign issuer" (within the meaning of Regulation S under the United States Securities Act of 1933, as amended (the "**US Securities Act**")) at the time of delivery of the Exercise Notice, hereby certifies that (i) at the time of delivery of the Exercise Notice it is not in the United States; (ii) it did not execute or deliver the Exercise Notice or this Warrant Exercise Form in the United States or for or on behalf of a person in the United States; (iii) it is exercising the Warrants on its reasonable belief that "substantial United States market interest" (as defined in Regulation S under the US Securities Act) does not exist in the Shares at the time of delivery of the Exercise Notice; (iv) it did not exercise the Warrants based on an offer received in the United States; and (v) at the request of the Company, it will deliver an opinion of counsel in form and substance reasonably satisfactory to the Company that the exercise of the Warrants is exempt from registration under the US Securities Act pursuant to Regulation S;
- 2 in the event that the Company is a "reporting foreign issuer" (within the meaning of Regulation S under the US Securities Act) and the undersigned reasonably believes that "substantial U.S. market interest" (within the meaning of Regulation S under the US Securities Act) exists in the Shares at the time of delivery of the Exercise Notice, hereby certifies that (i) at the time of the delivery of the Exercise Notice it is not in the United States; (ii) it did not execute or deliver the Exercise Notice or this Warrant Exercise Form in the United States or for or on behalf of a person in the United States; (iii) is not a "U.S. person" (as defined in Regulation S under the US Securities Act) and is not exercising the Warrants on behalf of a "U.S. person"; (iv) in connection with the acquisition of the Shares it receives upon exercise of the Warrants, it undertakes to comply with Regulation S under the US Securities Act, to the extent applicable; (v) it did not exercise the Warrants based on an offer received in the United States; and (vi) at the request of the Company, it will attach an opinion of counsel in form and substance reasonably satisfactory to the Company that the exercise of the Warrants is exempt from registration under the US Securities Act pursuant to Regulation S;
- 3 hereby certifies that it is (i) a qualified institutional buyer within the meaning of Rule 144A under the US Securities Act (a "**QIB**") or an institutional accredited investor (an "**IAI**") (as defined in Rule 501(a)(1), (2), (3) or (7)) of Regulation D under the US Securities Act; (ii) exercising these Warrants for its own account or for the account of a QIB or an IAI and (iii) aware that the issue, sale or transfer of the Shares issuable upon the exercise of such Warrants is being made in a transaction not involving a public offering that is exempt

from the registration requirements of the US Securities Act and hereby acknowledges that the Shares it will receive upon exercise of the Warrants will be "restricted securities" under US securities laws; or

- 4 hereby certifies that an exemption from registration under the US Securities Act and any applicable US state securities laws is available for this exercise of Warrants, and attached hereto is an opinion of counsel to such effect, it being understood that any opinion of counsel provided in connection with the exercise of these Warrants must be in form and substance reasonably satisfactory to the Company. A HOLDER SHOULD CHECK THIS BOX ONLY IF IT IS UNABLE TO CHECK ANOTHER BOX.

If you are unable to certify to one of the preceding, then you may not exercise the Warrants.

The undersigned acknowledges that the Shares issued upon exercise of the Warrants have not been registered under the US Securities Act and agrees not to reoffer, resell, pledge or otherwise transfer such Shares (collectively "Transfer") unless such Transfer is (i) to the Company, (ii) in compliance with Regulation S under the US Securities Act, (iii) pursuant to an effective registration statement under the US Securities Act or (iv) pursuant to another applicable exemption from registration under the US Securities Act.

If box 3 above is checked, the holder must also complete and submit "Appendix A" attached hereto in order to exercise the Warrants and receive Shares.

Number of Shares beneficially owned or deemed beneficially owned by the Holder on the date hereof:

Number of Shares Upon Exercise: _____

Date: _____

(Signature of Owner)

(Street Address)

(City) (Region) (Postal Code)

Securities and/or check to be issued to: _____

Please insert identifying number: _____

Name: _____

Street Address: _____

City, Region and Postal Code: _____

Any unexercised portion of the Warrant to be issued to:

Please insert social security or identifying number: _____

Name: _____

Street Address: _____

City, Region and Postal Code: _____

Part A (mandatory)

Legal name of entity to receive A-Shares:

Full address:

Company registration number and registration authority:

Country of incorporation:

If relevant, contact person, telephone and e-mail:

Part B (mandatory)

Information on bank account in Denmark (or, if relevant the local bank's correspondent bank in Denmark):

Name of custody bank in Denmark and contact person:

Telephone and e-mail:

BIC code:

VP Custody account number:

Cash account number:

CD-ident number:

Part C (to be filled in only if the party does not have a Danish securities account)

If relevant, the information regarding local bank:

Name of local bank and contact person:

Telephone and e-mail:

BIC code:

Securities account number:

Cash account number

APPENDIX 2

EXERCISE NOTICE

To: The Board of Directors of TORM A/S

The undersigned provides notice to irrevocably exercise _____ Warrants (the "**Warrants**") for the purchase of _____ A-Shares, par value DKK 0.01 per share, of TORM A/S (the "**Company**") at DKK _____ per share (the Exercise Price currently in effect pursuant to the Warrant terms). Upon delivery of this Warrant Exercise Notice, the undersigned will execute and deliver the Warrant Exercise Form to the Company.

Part A (mandatory)

Legal name of entity to receive A-Shares:

Full address:

Company registration number and registration authority:

Country of incorporation:

If relevant, contact person, telephone and e-mail:

Part B (mandatory)

Information on bank account in Denmark (or, if relevant the local bank's correspondent bank in Denmark):

Name of custody bank in Denmark and contact person:

Telephone and e-mail:

BIC code:

VP Custody account number:

Cash account number:

CD-ident number:

Part C (to be filled in only if the party does not have a Danish securities account)

If relevant, the information regarding local bank:

Name of local bank and contact person:

Telephone and e-mail:

BIC code:

Securities account number:

Cash account number

(Signature of Owner)

(Street Address)

(City) (Region) (Postal Code)

APPENDIX A TO APPENDIX 1

U.S. REPRESENTATION LETTER

In connection with the exercise of the Warrants, the holder hereby represents and warrants that:

- (i) the holder is acquiring the Shares for its own account or for the account of a QIB or an AI and not with a view to any resale or distribution in violation of the US Securities Act;
- (ii) the holder understands that the Shares have not been and will not be registered under the US Securities Act and will be "restricted securities" (as defined in Rule 144 under the US Securities Act) and that the Shares may not be reoffered, resold, pledged or otherwise transferred, except (A)(i) to the Company, (ii) outside the United States in compliance with Rule 903 or Rule 904, as applicable, of Regulation S under the US Securities Act, (iii) pursuant to an exemption from registration under the US Securities Act provided by Rule 144 thereunder (if available), (iv) pursuant to any other available exemption from registration under the US Securities Act (subject to provision of a legal opinion reasonably satisfactory to the company upon request), or (v) pursuant to an effective registration statement under the US Securities Act and (B) in accordance with all applicable securities laws of the states of the United States and any other jurisdiction;
- (iii) the holder has had access to and has received such financial and other information regarding the Company as the holder deems necessary in order to make an informed investment decision to exercise the Warrants. If the holder has had any questions regarding the Company, the holder has asked these questions and has received satisfactory answers from representatives of the Company. The holder has not relied on representations, warranties, opinions, projections, financial or other information or analysis, if any, supplied to it by any person other than the Company or any of its affiliates;
- (iv) the holder is a sophisticated investor and has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of international investments, including an investment in the Shares. The holder is able to bear the economic risks of such an investment, including the loss of its entire investment;
- (v) the holder has relied upon its own tax, legal and financial advisers in connection with its decision to exercise the Warrants and believes that an investment in the Shares is suitable for the holder based upon the holder's investment objectives, financial needs and personal contingencies; and
- (vi) The holder has not exercised the Warrants as a result of any "general solicitation" or "general advertising" in the United States (within the meaning of Rule 502(c) under the US Securities Act) with respect to such exercise, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media, or broadcast over radio or television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

APPENDIX B – Vessel Valuations

Introduction

This Appendix B contains information about valuations of the Combined Group's vessels obtained from three independent brokers in connection with the Restructuring for the purpose of establishing the financial basis for the combination between TORM and Njord as part of the Restructuring.

The Appendix includes two sets of valuation figures: Subpart (1) contains the average of the valuations included in the three valuation reports dated 27 March 2015 requested by TORM from Maersk Broker K/S and two other independent brokers. Subpart (2) contains a copy of the valuation report dated 27 March 2015 from Maersk Broker K/S.

Valuation principles

The valuations express the brokers' assessment of the fair value of the vessels. No inspection has been conducted for the purpose of the valuations.

The fair value assessment included in the valuation report from Maersk Broker K/S is based on certain assumptions, including that the vessels are safely afloat, in seaworthy condition, maintained to a level consistent with that of a vessel of her type and age, has no material defects and deficiencies in hull, machinery and equipment, that the vessels will be free of cargo, free of charter or any contract of employment and free of any encumbrances, maritime liens, debts or restraints of governments. Generally, similar assumptions were used in the reports of the other independent brokers.

Valuation information in the Listing Prospectus, deviations from carrying amounts in annual reports

The average valuations as of 27 March 2015 listed in this Appendix B vary from the carrying amounts of TORM and Njord's vessels included in TORM's annual report 2014 and first quarter report 2015 and in Njord Luxco's consolidated financial statements for 2014, respectively.

For the vessels, including newbuildings, which were held by Njord as of 31 March 2015, the deviations between the carrying amounts and the values from the valuation reports are by Management considered to be relatively minor (aggregate average valuation of approximately USD 724 million compared to the aggregate carrying amount, with the addition of outstanding instalments on newbuildings, of approximately USD 699 million, as of 31 March 2015) and to be related mainly to improvements in market conditions since the acquisitions. For the vessels held by TORM as of 31 March 2015, the deviation is significant (aggregated average valuation of approximately USD 835 million compared to approximately USD 1,200 million in aggregate carrying amount as of 31 March 2015). The main reason for this deviation is that the carrying amounts in accordance with IFRS is supported by the value of the vessels based on the net present value of expected future cash flows from the vessels (value in use), while the value in the valuation reports reflect fair value based on the expected selling price for the vessels.

In TORM's third quarter report 2015 and annual report 2015, the basis for the carrying amounts of the vessels held by TORM as of 31 March 2015 will be the fair value as of the Restructuring Completion Date which Management has determined to be largely equal to the fair values as of 27 March 2015.

See "Part I - 9.10 Significant events after the balance sheet date" for a description of the accounting treatment including the purchase price allocation as a result of the Restructuring.

Appendix B - Subpart (1): Average of valuations dated 27 March 2015 from Maersk Broker K/S and two other independent brokers

Table 49: Average valuations dated 27 March 2015 for TORM's vessels

Type	Vessel name	Dwt	Year built	Yard	Deepwell	IMO class	Ice	Average valuation (USD million)
LR2	TORM Kristina	105,001	1999	Halla	No	None	None	14.42
LR2	TORM Gudrun	101,122	2000	Hyundai	No	None	None	15.42
LR2	TORM Marina	109,672	2007	Dalian New	No	None	None	33.92
LR2	TORM Maren	110,000	2008	Dalian New	No	None	None	36.75
LR2	TORM Mathilde	110,000	2008	Dalian New	No	None	None	36.75
LR1	TORM Sara	72,718	2003	Samsung	No	None	None	21.08
LR1	TORM Estrid	74,999	2004	Hyundai	Yes	None	None	23.17
LR1	TORM Emilie	74,999	2004	Hyundai	Yes	None	None	23.17
LR1	TORM Ismini	74,999	2004	Hyundai	Yes	None	None	23.17
LR1	TORM Signe	72,718	2005	Samsung	No	None	None	25.33
LR1	TORM Sofia	72,718	2005	Samsung	No	None	None	25.33
LR1	TORM Venture	74,999	2007	New Century	No	None	None	27.17
MR	TORM Neches	47,052	2000	Onomichi	No	None	None	11.58
MR	TORM Clara	45,999	2000	Daedong	Yes	2	None	12.42
MR	TORM Cecilie	44,946	2001	STX	Yes	2	None	13.50
MR	TORM Amazon	47,275	2002	Onomichi	No	None	None	13.67
MR	TORM San Jacinto	47,038	2002	Onomichi	No	None	None	13.67
MR	TORM Caroline	44,946	2002	STX	Yes	2	None	14.67
MR	TORM Moselle	47,024	2003	Onomichi	No	None	None	14.75
MR	TORM Rosetta	47,015	2003	Onomichi	No	None	None	14.75
MR	TORM Camilla	44,990	2003	STX	Yes	2	None	15.75
MR	TORM Carina	44,990	2003	STX	Yes	2	None	15.75
MR	TORM Horizon	46,955	2004	Hyundai Mipo	Yes	3	None	17.00
MR	TORM Thames	47,035	2005	Hyundai Mipo	Yes	3	1A	18.83
MR	TORM Kansas	46,922	2006	Hyundai Mipo	Yes	3	None	19.58
MR	TORM Republican	46,893	2006	Hyundai Mipo	Yes	3	None	19.58
MR	TORM Platte	46,920	2006	Hyundai Mipo	Yes	3	None	19.58
MR	TORM Laura	52,000	2008	GSI	Yes	3	1A	22.50
MR	TORM Lene	52,000	2008	GSI	Yes	3	1A	22.50
MR	TORM Lotte	52,000	2009	GSI	Yes	3	1A	23.92
MR	TORM Louise	52,000	2009	GSI	Yes	3	1A	23.92
MR	TORM Lilly	52,000	2009	GSI	Yes	3	1A	23.92
SR	TORM Madison	35,828	2000	Daedong	Yes	3	None	10.17
SR	TORM Trinity	35,834	2000	Daedong	Yes	3	None	10.17
SR	TORM Rhone	35,751	2000	Daedong	Yes	3	None	10.17
SR	TORM Charente	35,751	2001	Daedong	Yes	3	None	11.17
SR	TORM Ohio	37,274	2001	Hyundai Mipo	Yes	3	1B	11.75
SR	TORM Loire	37,106	2004	Hyundai Mipo	Yes	3	1A	15.33
SR	TORM Garonne	37,178	2004	Hyundai Mipo	Yes	3	1A	15.33
SR	TORM Saone	37,106	2004	Hyundai Mipo	Yes	3	1A	15.33
SR	TORM Fox	37,006	2005	Hyundai Mipo	Yes	3	1A	16.33
SR	TORM Tevere	36,990	2005	Hyundai Mipo	Yes	3	1A	16.33
SR	TORM Gyda	37,000	2009	Hyundai Mipo	Yes	3	1A	21.92
Pmax	TORM Anholt	74,195	2004	Namura	n/a	N/A	None	11.58
Pmax	TORM Bornholm	75,912	2004	Tsuneishi	n/a	N/A	None	11.58
Total								834.67

Table 50: Average valuations dated 27 March 2015 for Njord's vessels

Type	Vessel name	Dwt	Year built	Yard	Deepwell	IMO class	Ice	Average valuation (USD million)
LR2	TORM Helene	99,999	1997	Hyundai	No	None	None	11.25
LR2	TORM Ingeborg	99,999	2003	Samho	No	None	None	23.75
LR2	TORM Valborg	99,999	2003	Samho	No	None	None	23.75
MR	TORM Gunhild	44,999	1999	Halla	Yes	None	None	10.83
MR	TORM Anne	44,990	1999	Halla	Yes	None	None	10.83
MR	TORM Mary	45,990	2002	STX	Yes	2	None	14.67
MR	TORM Vita	45,940	2002	STX	Yes	2	None	14.67
MR	TORM Gertrud	45,940	2002	STX	Yes	2	None	14.67
MR	TORM Gerd	45,940	2002	STX	Yes	2	None	14.67
MR	TORM Thyra	45,990	2003	STX	Yes	2	None	15.75
MR	TORM Freya	45,990	2003	STX	Yes	2	None	15.75
MR	TORM Helvig	44,990	2005	STX	Yes	2	None	18.25
MR	TORM Ragnhild	44,990	2005	STX	Yes	2	None	18.25
MR	TORM Alice	50,500	2010	GSI	Yes	2	None	24.92
MR	TORM Alexandra	50,500	2010	GSI	Yes	2	None	24.92
MR	TORM Aslaug	50,500	2010	GSI	Yes	2	None	24.92
MR	TORM Agnete	50,500	2010	GSI	Yes	2	None	24.92
MR	TORM Almena	50,500	2010	GSI	Yes	2	None	24.92
MR	TORM Agnes	50,500	2011	GSI	Yes	2	None	26.75
MR	TORM Amalie	50,500	2011	GSI	Yes	2	None	26.75
MR	TORM Arawa	49,999	2012	GSI	Yes	2	None	28.67
MR	TORM Anabel	49,999	2012	GSI	Yes	2	None	28.67
MR	TORM Hardrada	45,983	2007	Shin Kurushima	No	None	None	20.00
MR	TORM Eric	49,999	2006	STX	Yes	3	None	20.08
MR	TORM Resilience	49,999	2005	STX	Yes	None	None	18.50
MR	Hull 3087	49,915	2015 ⁽¹⁾	Sungdong	Yes	3	None	37.17
MR	Hull 3088	49,915	2015 ⁽¹⁾	Sungdong	Yes	3	None	37.17
MR	Hull 3089	49,915	2015 ⁽¹⁾	Sungdong	Yes	3	None	37.17
MR	Hull 3090	49,915	2015 ⁽¹⁾	Sungdong	Yes	3	None	37.17
MR	Hull 3091	49,915	2016 ⁽¹⁾	Sungdong	Yes	3	None	37.17
MR	Hull 3092	49,915	2016 ⁽¹⁾	Sungdong	Yes	3	None	37.17
Total								724.08

Notes: (1) Estimated year of delivery.

Appendix B - Subpart (2) Valuation report dated 27 March 2015 from Maersk Broker K/S.

27/03/2015	Type	VesselName	Deadweight	Built	Yard	Deepwell (1 = yes)	IMO Class	Ice	Value in USD
1	LR2	TORM KRISTINA	105,001	1999	Halla	0	Nore	None	15
2	LR2	TORM GUDRUN	101,122	2000	Hyundai	0	Nore	None	16
3	LR2	TORM MARINA	109,672	2007	Dalian New	0	Nore	None	31.5
4	LR2	TORM MAREN	110,000	2008	Dalian New	0	Nore	None	35.5
5	LR2	TORM MATHILDE	110,000	2008	Dalian New	0	Nore	None	35.5
1	LR1	TORM SARA	72,718	2003	Samsung	0	Nore	None	19.5
2	LR1	TORM ESTR D	74,999	2004	Hyundai	1	Nore	None	22
3	LR1	TORM EMILUE	74,999	2004	Hyundai	1	Nore	None	22
4	LR1	TORM ISMIHI	74,999	2004	Hyundai	1	Nore	None	22
5	LR1	TORM SIGNE	72,718	2005	Samsung	0	Nore	None	24
6	LR1	TORM SOFIA	72,718	2005	Samsung	0	Nore	None	24
7	LR1	TORM VENTURE	74,999	2007	New Century	0	Nore	None	26
1	MR	TORM NECHES	47,052	2000	Onomichi	0	Nore	None	11
2	MR	TORM CLARA	45,999	2000	Daedong	1	2	None	12
3	MR	TORM CECIUE	44,946	2001	STX	1	2	None	13
4	MR	TORM AMAZON	47,275	2002	Onomichi	0	Nore	None	13
5	MR	TORM SAN JACINTO	47,038	2002	Onomichi	0	Nore	None	13
6	MR	TORM CAROLINE	44,946	2002	STX	1	2	None	14.5
7	MR	TORM MOSELLE	47,024	2003	Onomichi	0	Nore	None	14
8	MR	TORM ROSETTA	47,015	2003	Onomichi	0	Nore	None	14
9	MR	TORM CAMILLA	44,990	2003	STX	1	2	None	15.5
10	MR	TORM CARINA	44,990	2003	STX	1	2	None	15.5
11	MR	TORM HOREON	46,955	2004	Hyundai Mipo	1	3	None	17
12	MR	TORM THAVIES	47,035	2005	Hyundai Mipo	1	3	1A	19.5
13	MR	TORM KANSAS	46,922	2006	Hyundai Mipo	1	3	None	19.5
14	MR	TORM REPUBLICAN	46,893	2006	Hyundai Mipo	1	3	None	19.5
15	MR	TORM PLATTE	46,920	2006	Hyundai Mipo	1	3	None	19.5
16	MR	TORM LAURA	52,000	2008	GS1	1	2	1A*	23
17	MR	TORM LENE	52,000	2008	GS1	1	2	1A*	23
18	MR	TORM LOTTE	52,000	2009	GS1	1	2	1A*	24.5
19	MR	TORM LOUISE	52,000	2009	GS1	1	2	1A*	24.5
20	MR	TORM LILLY	52,000	2009	GS1	1	2	1A*	24.5
1	Handy	TORM MADISON	35,828	2000	Daedong	1	3	None	10
2	Handy	TORM TRINITY	35,834	2000	Daedong	1	3	None	10
3	Handy	TORM RHONE	35,751	2000	Daedong	1	3	None	10
4	Handy	TORM CHARENTE	35,751	2001	Daedong	1	3	None	11
5	Handy	TORM OHIO	37,274	2001	Hyundai Mipo	1	3	1B	12
6	Handy	TORM LOIRE	37,106	2004	Hyundai Mipo	1	3	1A	14.5
7	Handy	TORM GARONNE	37,178	2004	Hyundai Mipo	1	3	1A	14.5
8	Handy	TORM SAONE	37,105	2004	Hyundai Mipo	1	3	1A	14.5
9	Handy	TORM FOX	37,005	2005	Hyundai Mipo	1	3	1A	15.5
10	Handy	TORM TEVERE	36,990	2005	Hyundai Mipo	1	3	1A	15.5
11	Handy	TORM GYDA	37,000	2009	Hyundai Mipo	1	3	1A	21.5
1	Pmax	TORM ANHOLT	74,195	2004	Namura	N/A	N/A	None	12
2	Pmax	TORM BORNHOLM	75,512	2004	Tsuneishi	N/A	N/A	None	12



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27/03/2015	Type	VesselName	Deadweight	Built	Yard	Deepwell (1 = yes)	IMO Class	Ice	Value in mill. USD
1	LR2	TORM HELENE	99,999	1997 Hyundai		0	None	None	11.00
2	LR2	TORM INGEBORG	99,999	2003 Samho		0	None	None	22.50
3	LR2	TORM VALBORG	99,999	2003 Samho		0	None	None	22.50
1	MR	TORM GUNHILD	44,999	1999 Halla		1	None	None	10.50
2	MR	TORM ANNE	44,990	1999 Halla		1	None	None	10.50
3	MR	TORM MARY	45,990	2002 STX		1	2	None	14.50
4	MR	TORM VITA	45,940	2002 STX		1	2	None	14.50
5	MR	TORM GERTRUD	45,940	2002 STX		1	2	None	14.50
6	MR	TORM GERD	45,940	2002 STX		1	2	None	14.50
7	MR	TORM THYRA	45,990	2003 STX		1	2	None	15.50
8	MR	TORM FREYA	45,990	2003 STX		1	2	None	15.50
9	MR	TORM HELVIG	44,990	2005 STX		1	2	None	18.00
10	MR	TORM RAGNHILD	44,990	2005 STX		1	2	None	18.00
11	MR	TORM ALICE	50,500	2010 GSI		1	2	None	26.00
12	MR	TORM ALEXANDRA	50,500	2010 GSI		1	2	None	26.00
13	MR	TORM ASLAUG	50,500	2010 GSI		1	2	None	26.00
14	MR	TORM AGNETE	50,500	2010 GSI		1	2	None	26.00
15	MR	TORM ALMENA	50,500	2010 GSI		1	2	None	26.00
16	MR	TORM AGNES	50,500	2011 GSI		1	2	None	26.00
17	MR	TORM AMALIE	50,500	2011 GSI		1	2	None	28.50
18	MR	TORM ARAWA	49,999	2012 GSI		1	2	None	31.00
19	MR	TORM ANABEL	49,999	2012 GSI		1	2	None	31.00
20	MR	NUORD HARDRADA	45,983	2007 Shin Kurushima		0	None	None	20.00
21	MR	NUORD ERIC	49,999	2006 STX		1	3	None	19.50
22	MR	NUORD THYRA	49,999	2005 STX		1	None	None	18.00
23	MR	VALDEMAR	49,915	2015/Aug Sungdong		1	3	None	38.00
24	MR	HARALD	49,915	2015/Sep Sungdong		1	3	None	38.00
25	MR	GORMI	49,915	2015/Oct Sungdong		1	3	None	38.00
26	MR	KNUT	49,915	2015/Nov Sungdong		1	3	None	38.00
27	MR	LEIF	49,915	2016/Jan Sungdong		1	3	None	38.00
28	MR	ROLF	49,915	2015/Aug Sungdong		1	3	None	38.00

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