

**Disclosures and Disclaimers for Recommendations** 

Last updated: 17.03.2023





#### **Disclaimer**

DISCLOSURES AND DISCLAIMERS FOR RECOMMENDATIONS (EQUITY AND FIXED INCOME)

Issued by Fearnley Securities on March 17, 2023.

#### 1. Introduction

This document provides additional disclosures and disclaimers relevant to research reports and other investment recommendations ("Recommendations") issued by Fearnley Securities AS.

Fearnley Securities AS complies with the standards for Recommendations issued by The Norwegian Securities Dealers Association and the Norwegian Society of Financial Analysts. Fearnley Securities AS is registered in the Norwegian registry of business enterprises under registration no. 945 757 647 and is licensed and supervised by The Financial Supervisory Authority of Norway.

Matters relating to Recommendations shall be governed by the laws of Norway and be subject to the exclusive jurisdiction of Norwegian courts. The terms of use and disclaimers set forth herein are - by reference in the Recommendation – deemed to be acknowledged and accepted by any person receiving the Recommendation.

## 2. Equity Recommendations Basis and Methods for Assessment

Recommendations regarding shares and share related instruments ("Equities") are based on price targets fixed with different valuation methods that may include analysis of earnings multiples (absolute and relative), valuation of a company using DCF (discounted cash flow) calculations and by carrying out net asset value (NAV) assessments. Price targets are changed when earnings and cash flow forecasts are changed. They may also be changed when the underlying value of the assets of the issuer that is the subject of the Recommendation (the "Recommendation Subject") changes or when factors impacting the required rate of return change. Unless otherwise stated, our recommendations have a twelve-month horizon.

## **Definitions of Equity ratings**

Buy: When price target is more than 15 % above market price.

Hold: When target price is within -15% - +15 % and/or if we do not see a compelling case

in the share.

Sell: When target price is 15 % or more below market price.

#### Risks

There is an element of risk attached to all investments in financial instruments. There may be uncertainties with respect to the accurateness and reliability of any information, interpretation and assessment. There are uncertainties and risks attached to the correctness of any Recommendation and with respect to forward looking statements and expectations.

Telephone: +47 22 93 60 00

Facsimile: +47 22 93 63 60

www.fearnleysecurities.no

Web:

Bank account (NOK): 5001.06.89500

Enterprise number:

NO 945 757 647 VAT

High risk: beta above 1.2

Medium risk: beta range 1.0 – 1.2

Low risk: beta at or less than 1.0

Fearnley Securities AS assesses risk in Recommendations relative to the Oslo Børs Benchmark index (OSEBX). Fearnley Securities AS applies the beta as main risk assessment criterion to its Recommendations. The risk assessment is in addition based on a consideration of the individual company's business and financial risk profile.

Note that equity coverage of Fearnley Securities AS encompasses solely companies within the following sectors: Shipping, Oil services, Seafood, Oil E&P and Renewables. These sectors are cyclical by nature and will over time presumably have a higher volatility than the overall market. Fearnley Securities AS utilizes the Oslo Stock Exchange as a benchmark in its risk assessment given the high concentration of sector participants on that exchange.

## 3. Fixed Income Recommendations Basis and Methods for Assessment

Recommendations for bonds and other fixed income instruments are based on assessment of credit risk (the creditworthiness of a particular Recommendation Subject or instrument as of a given date) relative to risk premium (risk premium inherent in yield relative to investment amount).

Fearnley Securities AS mainly analyses fixed income instruments in the high yield segment where the credit risk is regarded as high. This includes rated instruments with ratings below BBB (S&P) or Baa3 (Moody's) (below "investment grade") where Fearnley Securities AS will quote the ratings to the extent these are known to Fearnley Securities AS.

#### **Definitions of Fixed Income ratings**

Buy: The risk premium is considered as favourable relative to credit risk

Hold: The risk premium is considered as acceptable relative to credit risk

Sell: The risk premium is considered as not acceptable relative to credit risk

Unless otherwise stated, fixed income Recommendations are valid until maturity of the bonds.

#### 4. General Disclosures – All Recommendations

#### No Agreement with Recommendation Subjects Concerning Recommendations

Fearnley has no agreements with Recommendation Subjects with respect to dissemination of Recommendations. Draft Recommendations (other than "pre-deal research reports" in jurisdictions where pre-deal research is permitted) are not provided to, nor reviewed by, the Recommendation Subject in advance of publication. However, in certain circumstances, research analysts may submit factual portions of a draft Recommendation to the Recommendation Subject for fact-checking purposes.

#### **Organization and Duty of Confidentiality**

All employees of Fearnley Securities AS are subject to duty of confidentiality towards clients and with respect to handling inside information. Fearnley Securities AS has established "Chinese walls"

and other organizational procedures to minimize conflicts of interest within Fearnley Securities AS and between clients.

#### **Compensation Schemes for Analysts**

No part of analysts' salaries or compensations relates directly to investment banking services or other services provided by Fearnley Securities AS to Recommendation Subjects. All analysts in Fearnley Securities AS are, however, part of the general bonus scheme related to the total earnings of Fearnley Securities AS.

#### **Updating of Recommendations**

Fearnley Securities AS has no fixed schedule for updating Recommendations unless stated or implied in the Recommendation.

#### **Analyst Certification**

Each of the analysts identified in this report certifies, with respect to the companies or securities that the individual analyses, that (1) the views expressed in this report reflect his or her personal views about all of the subject companies and securities and (2) no part of his or her compensation was, is or will be directly or indirectly dependent on the specific recommendations or views expressed in this report. Please bear in mind that (i) Fearnley Securities AS is the employer of the research analyst(s) responsible for the content of this report and (ii) research analysts preparing this report are resident outside the United States and are not associated persons of any U.S. regulated broker-dealer and that therefore the analyst(s) is/are not subject to supervision by a U.S. broker-dealer, and are not required to satisfy the regulatory licensing requirements of FINRA or required to otherwise comply with U.S. rules or regulations regarding, among other things, communications with a subject company, public appearances and trading securities held by a research analyst account.

### 5. General Disclaimer of Liability

Recommendations are distributed by Fearnley Securities AS as a free informational service to clients, and do not constitute any form of investment advice, whether as defined in the Norwegian Securities Trading Act Section 2-3 (4) or otherwise.

Opinions expressed in each Recommendation reflect the author's judgment at the original time of publication, without regard to the date on which you may receive such information, and are subject to change without notice. All such opinions should be independently confirmed by any recipient of a Recommendation prior to making any investment decision. Recommendations may be unsuitable for certain investors depending on their specific investment objectives, risk tolerance and financial position. Past performance should not be taken as an indication or guarantee of future performance, and no representation or warranty, express or implied, is provided in relation to future performance.

Information in the Recommendations has, unless otherwise stated, been obtained from public sources believed to be reliable, but no Fearnley Securities AS party makes any representation, whether express or implied, with respect to its completeness or accuracy, or for the fitness of the information for any purposes, and it may not be relied upon as such. Fearnley Securities AS accepts no responsibility for, and expressly disclaims any and all liabilities for, any and all losses, direct or indirect, or any other kind of damage resulting from reliance upon or use of a Recommendation or information contained therein. Any person receiving a Recommendation is deemed to have accepted this disclaimer and that the disclaimer shall apply even if a Recommendation is shown to be erroneous, incomplete or based upon incorrect or incomplete

facts, interpretations or assessments or assumptions, irrespective of any responsibility of Fearnley Securities AS.

Recommendations are provided for informational purposes only and do not constitute a solicitation to buy or an offer to sell any securities. In jurisdictions where Fearnley Securities AS is not registered or licensed to trade in securities, commodities or other financial products, transactions may be executed only in accordance with applicable law and legislation, which may vary from jurisdiction to jurisdiction, and which may require that a transaction be made in accordance with applicable exemptions from registration or licensing requirements.

## 6. Confidentiality - No Redistribution or Reproduction

Recommendations are confidential, and may not be distributed or reproduced, in whole or in part, without the prior written consent of Fearnley Securities AS. Recommendations are intended for professional investors only and may not be passed on to any legal or physical person and/or institutions without the prior written consent of Fearnley Securities AS.

#### 7. Additional Information for U.S. Persons

This report is not "Globally Branded" as defined in FINRA Rule 1050 for purposes of distribution in the U.S. This report was prepared, approved, published, and distributed by Fearnley Securities AS, a company located outside of the United States (a "non-US Group Company"). This report may be presented in the U.S. only to major U.S. institutional investors (as defined in Rule 15a-6 under the U.S. Securities Act of 1934 (the "Exchange Act") pursuant to the exemption in Rule 15a-6 and any transaction effected by a U.S. Customer in the securities described in this report must be effected through Fearnley Securities, Inc, a Financial Industry Regulatory Authority, Inc ("FINRA") member broker dealer, as described later in these disclosures. Neither the report nor any analysts who prepared or approved the report is subject to U.S. legal requirements or FINRA or other regulatory requirements pertaining to research reports or research analysts. No non-US Group Company is registered as a broker-dealer under the Exchange Act or is a member of FINRA or any other U.S. self-regulatory organization.

This Recommendation is being furnished to U.S. recipients in reliance on Rule 15a-6 ("Rule 15a-6") under the U.S. Securities Exchange Act of 1934, as amended. The information contained in this Recommendation is intended solely for certain major U.S. institutional investor" (as such term is defined in Rule 15a-6, an "MII") and may not be used or relied upon by any other person for any purpose. Each U.S. recipient of this Recommendation represents and agrees, by virtue of its acceptance thereof, that it is a MII and that it understands the risks involved in executing transactions in such securities. Any U.S. recipient of this Recommendation that wishes to discuss or receive additional information regarding any security or Recommendation Subject mentioned herein, or engage in any transaction to purchase or sell or solicit or offer the purchase or sale of such securities, should contact a registered representative of Fearnley Securities, Inc., a U.S. broker-dealer registered with the Securities and Exchange Commission and a Member of FINRA, located at 880 Third Avenue, 16th Floor, New York, NY 10022. Any transaction by a U.S. person (other than a registered U.S. broker-dealer or bank acting in a broker-dealer capacity) must be effected with or through Fearnley Securities, Inc., which may be contacted via telephone at +1 (212) 277-3600.

This Recommendation was prepared by the analyst named on the cover of this Recommendation, who is a non-U.S. research analyst of Fearnley Securities AS and, as such, may not be subject to all requirements applicable to U.S.-based analysts.

All of the views expressed in this Recommendation accurately reflect the research analyst's personal view about all of the subject securities or Recommendation Subjects and no part of such analyst's compensation was, is, or will be related to the specific recommendation or view contained in this Recommendation.

To the extent this Recommendation relates to non-U.S. securities, note that investing in non-U.S. securities may entail particular risks. Such securities may not be registered under the Securities Act, and the issuer of such securities may not be subject to U.S. reporting and/or other requirements. Financial statements included in a Recommendation with respect to such securities, if any, may have been prepared in accordance with non-U.S. accounting standards that may not be comparable to the financial statements of U.S. companies. Available information regarding the issuers of such securities may be limited, and such issuers may not be subject to the same auditing and reporting standards as U.S. issuers. Fluctuations in the values of national currencies, as well as the potential for governmental restrictions on currency movements, can significantly erode principal and investment returns. Market rules, conventions and practices may differ from U.S. markets, adding to transaction costs or causing delays in the purchase or sale of such securities. Securities of some non-U.S. companies may not be as liquid as securities of comparable U.S. companies.

The information contained herein may include forward-looking statements within the meaning of U.S. federal securities laws that are subject to risks and uncertainties. Factors that could cause a company's actual results and financial condition to differ from expectations include, without limitation: political uncertainty, changes in general economic conditions that adversely affect the level of demand for the company's products or services, changes in foreign exchange markets, changes in international and domestic financial markets and in the competitive environment, and other factors relating to the foregoing. All forward-looking statements contained in this Recommendation are qualified in their entirety by this cautionary statement.

No Fearnley party accepts any liability whatsoever for any direct or consequential loss of any kind arising out of the use or reliance on the information given. Recommendations do not take into account the specific investment objectives and financial situation of any recipient, nor do they provide individually tailored investment advice or offer tax, regulatory, accounting or legal advice. Prior to entering into any proposed transaction, recipients should determine, in consultation with their own investment, legal, tax, regulatory and accounting advisors, the economic risks and merits, as well as the legal, tax, regulatory and accounting characteristics and consequences, of the transaction. Investors seeking to buy or sell any financial instruments discussed or recommended in a Recommendation, should seek independent financial advice relating thereto.

The products discussed in Recommendations are not FDIC insured, may lose value, and are not guaranteed by any Fearnley party.

#### 8. Distribution in United Kingdom

This Recommendation is issued for the benefit of persons who qualify as eligible counterparties or professional clients and should be made available only to such persons and is exempt from the restriction on financial promotion in the Financial Services and Markets Act 2000 in reliance on provision in the Financial Promotion Order.

#### 9. Conflicts of Interests

Fearnley Securities AS and certain other Fearnley affiliated entities regularly seek investment banking mandates and may at any time perform investment banking or other services or solicit investment banking or other mandates from companies covered in Recommendations. Fearnley

Securities AS and other Fearnley affiliated parties or related persons may (i) hold positions in securities covered in Recommendations, including taking long or short positions and/or buying or selling such securities, (ii) act as investment bankers for issuers of such securities, (iii) act as market makers for such securities, (iv) serve on the board of any issuer of such securities, or (v) act as paid consultant or advisor to any issuer. In order to avoid any conflict of interests Fearnley Securities AS and its employees will adhere to internal regulations, recommendations from the Norwegian Securities Dealers Association and relevant legislation and regulations from the Financial Supervisory Authority of Norway. Internal holdings will be specified as part of Disclosure of Position.

#### 10. Previous Recommendations

Please contact <u>fondsweb@fearnleys.no</u> to receive additional information about Recommendations in the financial instruments of the issuing company the last 36 months, including data on changes in Recommendations. Please be aware that certain informal Recommendations may be excluded.