

Summary

Bulk Industrier AS Senior Secured Callable Bond Issue
2020/2023

NO0010886922

The logo for Bulk, featuring the word "bulk" in a bold, teal, lowercase sans-serif font. A small "TM" trademark symbol is positioned to the upper right of the letter "k".

Managers:



Summary

Summaries are made up of disclosure requirements due to Article 7 in the REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 14 June 2017.

A - INTRODUCTION AND WARNINGS

Warning	This summary should be read as introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. The investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
The Bonds	ISIN: NO0010886922 - Bulk Industrier AS Senior Secured Callable Bond Issue 2020/2023.
The Issuer	Bulk Industrier AS is a limited liability company domiciled in Norway and organized and existing under the laws of Norway pursuant to the Norwegian Companies Act. The Company was incorporated in Norway on April 4 th , 2005, and the organization number in the Norwegian Register of Business Enterprises is 888 177 582 and LEI code 5967007LIEEXZXK3KW96. The Company's registered address is at Plathteskogen 19, 1363 Høvik, Norway and the Company's telephone number is +47 47 80 70 00.
The Offeror	Not applicable. There is no offeror, the Prospectus has been produced in connection with listing of the bonds at Oslo Børs. The Issuer is going to ask for admission to trading on a regulated market.
Competent Authority Approving the Prospectus.	The Financial Supervisory Authority of Norway (Norwegian: <i>Finanstilsynet</i>), with registration number 840 747 972 and registered address at Revierstredet 3, 0151 Oslo, Norway, and with telephone number +47 22 93 98 00 has reviewed and on 24.11.2020, approved the Prospectus.

B - KEY INFORMATION ON THE ISSUER

Who is the issuer of the securities?	
Corporate Information	Bulk Industrier AS is a limited liability company domiciled in Norway and organized and existing under the laws of Norway pursuant to the Norwegian Companies Act. The Company was incorporated in Norway on April 4 th , 2005, and the organization number in the Norwegian Register of Business Enterprises is 888 177 582 and LEI code 5967007LIEEXZXK3KW96. Website: www.bulkindustrier.no
Principal activities	Bulk Industrier AS is an industrial investment company primarily investing in real estate developments within warehousing, logistics, data centers and infrastructure through its investment in Bulk Infrastructure Holding AS.
Major Shareholders	The Company has one sole owner, Peder Nærbø, who is also the chairman of the board.
Key managing directors	The Company has no employees.
Statutory auditor	The Company's auditor for 2019 and 2018 BDO AS, with registration number 993 606 650, and business address at Munkedamsveien 45A,

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	0250 Oslo, Norway. BDO AS is a member of the Norwegian Institute of Public Accountants.			
What is the key financial information regarding the Issuer?				
Bulk Industrier AS				
INCOME STATEMENT	<i>Group</i>	<i>Group</i>	<i>Group</i>	<i>Group</i>
<i>(Amounts in NOK 1000)</i>	31 Dec 2019	31 Dec 2018	1H 2020	1H 2019
	<i>audited</i>	<i>audited</i>	<i>unaudited</i>	<i>unaudited</i>
Operating profit	69 162	71 237	71 821	70 657
Net profit/loss for period/year	(46 123)	23 312	(123)	(3 183)
BALANCE SHEET				
Net financial debt (long term debt plus short term debt minus cash)	1 799 556	776 191	1 764 181	1 395 389
CASH FLOW STATEMENT				
Net cash flow from operations	(254 593)	(4 933)	126 591	(26 143)
Net cash flow from investments	(475 469)	(342 185)	(78 919)	(422 480)
Net cash flow from financing	779 318	524 737	(274 684)	351 136
What are the key risk factors that are specific to the Issuer?				
Most material key risk factors	<ul style="list-style-type: none"> • The Group requires substantial long-term liquidity to finance working capital and capital expenditure for its operations. If the Group's future revenues decline, or if the Group is unable to attract investors to increase the Group's equity, or if new debt arrangements and/or capital expenditure financings in general are not accessible, or only on unattractive commercial terms, the Group will experience a limited ability to conduct its business. • The Company and the Group is exposed to interest risks on interest bearing current and non-current liabilities. Changes in interest rates on the Group's liabilities affect the Group's results of operations. In addition, the Group's results of operations and financial position are exposed to the effect of market interest rates • Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. As a result of capital intensive investments in all the business areas the Group need to continuously monitor it's cash flows to avoid any unexpected liquidity needs may have a material adverse impact on the Group and may require the Group to sell assets they would otherwise not sell and/or to inferior prices to raise liquidity. • The Group is dependent on its significant customers and any breach by the significant customers of their obligations under the lease arrangements or the loss of such significant customers may have an adverse effect on the business, financial condition and results of operations of the Group • The Group's financial position and prospects is dependent on its ability to attract customers to its data center business. Lack of costumers will reduce the Group's income. • The Group could incur significant costs or liability related to regulatory matters in connection with their fiber networks and data centers. New laws may be introduced which may be retrospective and affect the data center industry, data protection regulations and privacy regulations. The government authorities are actively involved in the promulgation and enforcement of regulations related to taxation, privacy and data protection and safety restrictions. The institution and enforcement of such regulations could have the effect 			

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	of increasing the expense and lowering the income or rate of return from the Group, as well as adversely affecting the value of its data centers and fiber network business.
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C - KEY INFORMATION ON THE SECURITIES

<i>What are the main features of the securities?</i>	
Description of the securities, including ISIN	ISIN: NO0010886922 - Bulk Industrier AS Senior Secured Callable Bond Issue 2020/2023. Issue Date: 14 July 2020. Maturity Date: 14 July 2023. Initial Bond Issue is NOK 1 000 000 000, and Initial Nominal Amount of each Bond is NOK 100 000 each and among themselves pari passu ranking. Issue Price: 100% The Bonds are floating rate bonds; 3 months NIBOR + 6.25 per cent.
Rights attached to the securities	<p>The Bond Terms have been entered into between the Issuer and the Bond Trustee. The Bond Terms regulate the Bondholder's rights and obligations in relation to the issue. The Bond Trustee enters into the Bond Terms on behalf of the Bondholders and is granted authority to act on behalf of the Bondholders to the extent provided for in the Bond Terms.</p> <p>When Bonds are purchased, the Bondholder has accepted the Bond Terms and is bound by the terms of the Bond Terms.</p> <p>The Bond Terms include descriptions of rights and any limitations of those rights, such as:</p> <ul style="list-style-type: none"> • Voluntary early redemption - Call Option • Mandatory repurchase due to a Put Option Event • Early redemption option due to a tax event • Events of default and acceleration of the Bonds
Status of the bonds and security	<p>The Bonds will constitute senior debt obligations of the Issuer. The Bonds will rank pari passu between themselves and will rank at least pari passu with all other senior obligations of the Issuer (save for such claims which are mandatorily preferred by bankruptcy, insolvency, liquidation or other similar laws of general application) and shall rank ahead of subordinated debt.</p> <p>As Security for the due and punctual fulfilment of the Secured Obligations, the Issuer shall procure that the following Transaction Security is granted in favour of the Security Agent with first priority within the times agreed in the Bond Terms Clause 6 (<i>Conditions for disbursement</i>):</p> <ul style="list-style-type: none"> (i) The Escrow Account Pledge, if required by the Bond Trustee (to be determined in its sole discretion); (ii) the Bond Escrow Account Pledge, if required by the Bond Trustee (to be determined in its sole discretion); (iii) the Share Pledge; and (iv) the Intercompany Loan Pledge (if any).
<i>Where will the securities be traded?</i>	
Admission to trading	The Bonds are already listed at Frankfurt Open Market. An application for listing of the Bonds will also be sent to Oslo Børs. Listing at Oslo Børs will take place as soon as possible after the Prospectus has been approved by the Norwegian FSA.
<i>What are the key risks that are specific to the securities?</i>	
Most material key risks	<ul style="list-style-type: none"> • Credit risk is the risk that the Issuer fails to make the required payments under the Bonds (either principal or interest) pursuant to the obligations in the Bond Terms. In case of a bankruptcy, the

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	<p>bondholder risk losing its entire investment, and settlement of any potential dividend will not take place until the bankruptcy proceedings have been completed.</p> <ul style="list-style-type: none"> • Market risk is the risk that the value of the Bonds will decrease due to the change in value of the market risk factors. In spite of an underlying positive development in the Issuer's business activities, the price of a Bond may fall independent of this fact.
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D - KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKED

<i>Under which conditions and timetable can I invest in this security?</i>	
Terms and conditions for the offer	Not applicable. The Bonds have not been subject to a public offer, the Bonds are already issued and settled.
<i>Why is the Prospectus being produced?</i>	
Admission to trading	The Prospectus is produced in connection with listing of the Bonds on Oslo Børs.
Use of proceeds	The Issuer will use the net proceeds from the Initial Bond Issue – MNOK 1 084,7- (net of premium payable in relation to redemption of the Existing Bonds, fees and legal costs of the Managers and the Bond Trustee and any other costs and expenses incurred in connection with the Bond Issue) towards refinancing of the Existing Bonds and towards the general corporate purposes of the Group
Material conflicts of interest	There is no interest, nor conflicting interests that is material to the issue.