

THE BOARD OF DIRECTORS' REASONING AND PROPOSAL FOR THE RESOLUTIONS TO BE PASSED

Item 3 Share capital increase in connection with Private Placement

On 15 September 2022, the Company announced that it had successfully completed a private placement (the “**Private Placement**”) of 11,247,333 shares in the Company (the “**Offer Shares**”), at a subscription price of NOK 36 per share (the “**Subscription Price**”), raising gross proceeds of NOK 404,903,988.

The purpose of the Private Placement is to partly finance the newly acquired offshore Subsea/Construction vessel Normand Maximus and to be used for general corporate purposes.

The Private Placement consists of two tranches, where 6,061,650 new shares will be issued in tranche 1 (“**Tranche 1**”), and 5,185,683 new shares will be issued in tranche 2 (“**Tranche 2**”).

The Offer Shares in Tranche 1 will be settled on a delivery versus payment basis to the investors having been allocated Offer Shares in Tranche 1, pursuant to a share lending agreement between the Company, DNB Bank ASA and DNB Markets. The Offer Shares in Tranche 1 under the share lending agreement will be settled with new shares in the Company, which has been resolved to be issued by the Board of Directors in accordance with the authorization granted to the Board at the Company's annual general meeting held on 22 April 2022, following registration of the share capital increase in the Norwegian Register of Business Enterprises.

The issuance of the Offer Shares in Tranche 2 is subject to approval by the Company's general meeting. Thus, the Board of Directors proposes that the general meeting resolves a share capital increase in the Company by issuance of 5,185,683 new shares at a subscription price of NOK 36 per share.

The Private Placement entails a deviation of existing shareholders' preferential rights to subscribe new shares in the Company. The Board of Directors has considered the equal treatment obligations under relevant acts and regulations and has concluded that the deviation is legitimate and in the best interests of the Company and the shareholders, on the background as described below.

Considering the current market conditions and the Company's need for financing of the acquisition, the Board of Directors is of the view that is in the common interest of the Company and its shareholders to raise equity through a private placement. The Private Placement enabled the Company to raise capital in an efficient manner and with significantly lower completion risks compared to a rights issue. In addition, as the Private Placement was subject to marketing through a publicly announced bookbuilding process, the subscription price should reflect the market price of the Company's shares.

On this basis, the Board of Directors proposes that the General Meeting passes the following resolution:

1. *The share capital is increased with NOK 5,185,683 by the issuance of 5,185,683 shares, each with a nominal value of NOK 1.*

2. *The subscription price is NOK 36 per new share, so that the total consideration for the shares is NOK 186,684,588.*
3. *The shareholders' pre-emption rights are set aside. The new shares shall be subscribed for by Clarksons Platou AS, DNB Markets, a part of DNB Bank ASA and/or Pareto Securities AS, for and on behalf of the following in accordance with the allocations below:*
 - *Aker Capital AS - 2,144,394 shares*
 - *DNB Bank ASA - 1,284,482 shares*
 - *Skandinaviska Enskilda Banken AB - 1,703,807 shares*
 - *Homlungen AS - a company owned by Chair of the Board Annette Malm Justad - 8,000 shares*
 - *Vilja AS - a company partly owned by board member Peter Knudsen - 15,000 shares*
 - *Pål Lothe Magnussen, CEO - 30,000 shares*
4. *Subscription of the new shares shall take place on a separate subscription document within 14 October 2022.*
5. *The consideration for the shares shall be settled by cash payment to a separate bank account within 14 October 2022.*
6. *The new shares give shareholder rights in the Company, including the right to dividends, from the time the share capital increase has been registered in the Norwegian Register of Business Enterprises.*
7. *The articles of association § 4 shall be amended to read as follows:*

“The Company’s share capital is NOK 71,863,838, divided into 71,863,838 shares, each with a nominal value of NOK 1. The Company’s shares shall be registered with the Norwegian Central Securities Depository (Nw. Verdipapirsentralen).”
8. *The estimated cost for the capital increase is NOK 5 million.*

Item 4 **Authorization to the Board of Directors to increase the share capital in connection with future investments etc.**

The Board of Directors proposes that the General Meeting passes the following resolution:

1. *The Board of Directors is authorized to increase the share capital by up to NOK 6,061,650.*
2. *The authorization is valid up to the Annual General Meeting in 2023, but no longer than June 30, 2023.*

3. *The pre-emptive rights of the existing shareholders pursuant to section 10-4 of the Public Limited Liability Company's Act may be derogated from.*
4. *The authorization includes share capital increase against non-cash contributions, rights to assume special obligations on the Company in addition to resolution of merger and demerger, cf. the Public Limited Liability Company's Act section 13-5 and 14-6 (2). The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
5. *The authorization can only be used in connection with strengthening of the Company's equity capital, or to raise equity capital for future investments within the Company's scope of operations.*
6. *This authorization replaces the authorization to increase capital which is registered with the Norwegian Register of Business Enterprises.*

Item 5 Change of company name

The Board of Directors proposes to amend the Company's registered name from American Shipping Company ASA to AMSC ASA. The proposed name change requires an amendment to the Company's Articles of Association. The name change is proposed in order to simplify the Company's name.

The Board of Directors proposes that the General Meeting passes the following resolution:

1. *The name of the Company is changed from "American Shipping Company ASA" to "AMSC ASA".*
2. *The following text shall replace the heading of the Articles of Association: "Articles of Association of AMSC ASA".*
3. *The articles of association § 1 shall be amended to read as follows:*

"The Company is a public limited liability company. The name of the Company is AMSC ASA."