



# Registration Document

Norwegian Air Shuttle ASA

## Registration Document

**Important notice**

This Registration Document is valid for a period of up to 12 months following its approval by the Financial Supervisory Authority of Norway (the "Norwegian FSA") (*Finanstilsynet*). This Registration Document was approved by the Norwegian FSA on 13.03.2018. The prospectus for issuance of new bonds or other securities may for a period of up to 12 months from the date of the approval consist of this Registration Document and a securities note and summary applicable to each issue and subject to a separate approval.

The Registration Document is based on sources such as annual reports and publicly available information and forwardlooking information based on current expectations, estimates and projections about global economic conditions, the economic conditions of the regions and industries that are major markets for the Company's line of business.

A prospective investor should consider carefully the factors set forth in chapter 1 Risk factors, and elsewhere in the Prospectus, and should consult his or her own expert advisers as to the suitability of an investment in bonds, including any legal requirements, exchange control regulations and tax consequences within the country of residence and domicile for the acquisition, holding and disposal of bonds relevant to such prospective investor.

The manager and/or affiliated companies and/or officers, directors and employees may be a market maker or hold a position in any instrument or related instrument discussed in this Registration Document, and may perform or seek to perform financial advisory or banking services related to such instruments. The managers corporate finance department may act as manager or co-manager for this Company in private and/or public placement and/or resale not publicly available or commonly known. Copies of this Registration Document are not being mailed or otherwise distributed or sent in or into or made available in the United States. Persons receiving this document (including custodians, nominees and trustees) must not distribute or send such documents or any related documents in or into the United States.

Other than in compliance with applicable United States securities laws, no solicitations are being made or will be made, directly or indirectly, in the United States. Securities will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The distribution of the Registration Document may be limited by law also in other jurisdictions, for example in Canada, Japan, Australia and in the United Kingdom. Verification and approval of the Registration Document by the Norwegian FSA implies that the Registration Document may be used in any EEA country. No other measures have been taken to obtain authorisation to distribute the Registration Document in any jurisdiction where such action is required, and any information contained herein or in any other sales document relating to bonds does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

The Norwegian FSA has controlled and approved the Registration Document pursuant to the Norwegian Securities Trading Act, § 7-7. The Norwegian FSA has not controlled and approved the accuracy or completeness of the information given in the Registration Document. The control and approval performed by the Norwegian FSA relates solely to descriptions included by the Company according to a pre-defined list of content requirements. The Norwegian FSA has not undertaken any kind of control or approval of corporate matters described in or otherwise covered by the Registration Document.

The content of the Prospectus does not constitute legal, financial or tax advice and potential investors should seek legal, financial and/or tax advice.

Unless otherwise stated, the Prospectus is subject to Norwegian law. In the event of any dispute regarding the Prospectus, Norwegian law will apply.

Registration Document

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**Table of Contents:**

1. Risk factors ..... 4  
2. Persons responsible ..... 6  
3. Definitions ..... 7  
4. Statutory auditor ..... 8  
5. Information about the issuer ..... 9  
6. Business overview ..... 11  
7. Administrative, management and supervisory bodies ..... 17  
8. Major shareholders ..... 23  
9. Financial information concerning the issuer's assets and liabilities, financial position and profits and losses ..... 24  
10. Documents on display ..... 27  
11. Cross reference list: ..... 28

## 1. Risk factors

*An investment in bonds is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or a part of the investment. A prospective investor should carefully consider the factors set forth below, and elsewhere in the Registration Document, and should consult his or her own expert advisor as to the suitability of an investment in bonds.*

The Group faces many risks and uncertainties in a marketplace that has become increasingly global. The variety of economic environments and market conditions can be challenging, with the risk that Norwegian may not succeed in reducing the unit cost sufficiently to compensate in case of weaker consumer and business confidence in its key markets. Price volatility may have a significant impact on the Group's results. Higher leverage as well as changes in borrowing costs may increase Norwegian's borrowing cost and cost of capital. Norwegian is continuously exposed to the risk of counterparty default. The Group's reported results and net assets denominated in foreign currencies are influenced by fluctuations in currency exchange rates and in particular the US dollar.

### **MARKET RISK**

The airline industry is undergoing a challenging time as a consequence of Brexit and strong competition. Future demand is dependent on sustained consumer and business confidence in Norwegian's key markets.

A market place where capacity growth exceeds market growth will increase the risk of yield pressure. However, low yield stimulates new demand, thus growing the market further. This necessitates a similar reduction in the cost level in order to maintain profitability.

In the event of industrial actions, operations may be disrupted, causing inconvenience for passengers and affect financial performance.

Risk of changes in market prices, such as foreign exchange rates, jet fuel prices and interest rates which will affect the Group's income or value of its holdings of financial instruments.

#### Interest risk

The Group is exposed to changes in the interest rate level, following the substantial amount of interest bearing debt. The Group's cash flow interest rate risk arises from cash and cash equivalents and floating interest rate. Floating interest rate borrowings consist of unsecured bonds, aircraft and prepayment financing, loan facility and financial lease liabilities. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. Fixed interest rate borrowings consist of aircraft financing guaranteed by the Ex-Im Bank of the United States, Commercial debt for aircraft and unsecured bonds. Borrowings are denominated in USD, EUR and NOK. Hence, there is an operational hedge in the composition of the debt.

#### Foreign currency risk

A substantial part of the Group's revenues and expenses are denominated in foreign currencies. Revenues are increasingly exposed to changes in foreign currencies against NOK as the Group expands globally with more customers travelling from the USA and between European destinations. The Group's leases, aircraft borrowings, maintenance, jet-fuel and related expenses are mainly denominated in USD, and airplane operation expenses are partly denominated in EUR. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

#### Price risk

Expenses for jet-fuel represent a substantial part of the Group's operating costs, and fluctuations in the jet-fuel prices influence the projected cash flows.

Fuel price and currency fluctuations, as well as hedging of such, are risks that can have a significant impact on Norwegian's business and financial results. Sudden and significant changes in fuel price

## Registration Document

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and foreign exchange rates could significantly affect fuel and other costs, and debt and assets denominated in foreign currency.

### **CREDIT RISK**

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to travel agencies and commercial customers, including outstanding receivables and committed transactions.

A portion of the Group's sales, are paid for by the customers at the time of booking and Norwegian receive the actual payments from the credit card companies, or acquires are received at a later point in time. Delayed payments from credit card companies vary between credit card brands. The risk arising from receivables on credit card companies or credit card acquires are monitored closely.

### **FLUCTUATION IN EARNINGS**

Demand for Norwegian's services by passengers, in particular leisure travellers, varies over the course of the year, which causes Norwegian's quarterly results to fluctuate. During the winter months, Norwegian's revenues are typically lower than in the rest of the year, which is generally reflected in lower operating results in the first and fourth quarters. Norwegian's passenger numbers are typically highest in the third quarter. As a result of quarterly fluctuations, the level of Norwegian's aircraft utilisation and profitability fluctuates during the year. Globally, the airline industry is sensitive to cyclical changes in the economic environment, and demand for Norwegian's services varies over the course of an economic cycle.

### **RISK OF LOSSES FROM AVIATION ACCIDENTS**

Norwegian is exposed to potential significant losses in the event that any of its aircraft is lost or involved in an accident, terrorist attack or other disaster, including significant costs related to passenger claims, repairs or replacement of a damaged aircraft and its temporary or permanent loss from service. While Norwegian is insured against these occurrences, there can be no assurance that the amount of insurance coverage available to Norwegian upon the occurrence of such an event would be adequate to cover the resulting losses or that it will not be exposed to significant losses as a result of any such event in the future, both financial and reputational. Any such event involving Norwegian could cause a substantial increase in Norwegian's insurance premiums. Airline insurance may also become too difficult or expensive to obtain, and there are limitations or exclusions of certain risks in the coverage of insurances.

### **OPERATIONAL DISRUPTIONS AND INTERRUPTIONS**

Operational disruptions and interruptions range from delays to canceled flights and impose extra costs on airlines and adversely impact passengers. Reasons for such disruptions and interruptions, many of which are beyond Norwegian's control, include computer glitches, difficult ground and weather conditions, accidents, industrial action, air traffic congestion, delays or non-performance by third party service providers and unscheduled maintenance. Disruptions to Norwegian's operations typically harm Norwegian's brand and reputation, and result in refund demands and requests for passenger assistance, all of which could have a material adverse effect on Norwegian's business, financial condition and results of operations and future prospects and, thereby, on the Issuer's ability to fulfil its obligations under the bonds as well as the market price and value of the bonds.

### **COMPETITION**

Norwegian may experience competition on routes they operate from new and existing low-price airlines. Any changes in Norwegian's competitiveness may effect the Company's operating result and financial position.

## **2. Persons responsible**

### **PERSONS RESPONSIBLE FOR THE INFORMATION**

Persons responsible for the information given in the Registration Document are as follows:

Norwegian Air Shuttle ASA  
Snarøyveien 36,  
1336 Lysaker,  
Norway

### **DECLARATION BY PERSONS RESPONSIBLE**

Norwegian Air Shuttle ASA confirm that to the best of their knowledge, after having taken all reasonable care to ensure that such is the case, the information contained in this Registration Document is in accordance with the facts and contains no omission likely to affect its import.

Lysaker, 13.03.2018

Norwegian Air Shuttle ASA

### 3. Definitions

AOC	-	Air Operator's Certificates.
ASK	-	Available Seat Kilometres. Number of available passenger seats multiplied by flight distance.
The Company / The Issuer / The Parent Company / Norwegian / NAS	-	Norwegian Air Shuttle ASA.
EUR	-	Euro.
The Group / Norwegian Group	-	Norwegian Air Shuttle ASA, and its directly or indirectly owned subsidiaries.
NAI	-	Norwegian Air International Limited.
NAN	-	Norwegian Air Norway AS.
NOK	-	Norwegian Kroner.
NUK	-	Norwegian Air UK Limited.
Prospectus	-	The Registration Document together with the Securities Note and the Summary.
Registration Document	-	This document dated 13.03.2018.
RPK	-	Revenue Passenger Kilometres. Number of sold seats multiplied by flight distance.
Securities Note	-	Document to be prepared for each new issue of bonds under the Prospectus.
Summary	-	Document to be prepared for each new issue of bonds under the Prospectus.
USD	-	U.S. dollar.

## **4. Statutory auditor**

The Company's auditor for the period covered by the historical financial information in this Registration Document has been Deloitte AS, Dronning Eufemias gate 14, Postboks 221 Sentrum, 0103 Oslo, Norway.

Deloitte AS is member of The Norwegian Institute of Public Accountants.

## 5. Information about the issuer

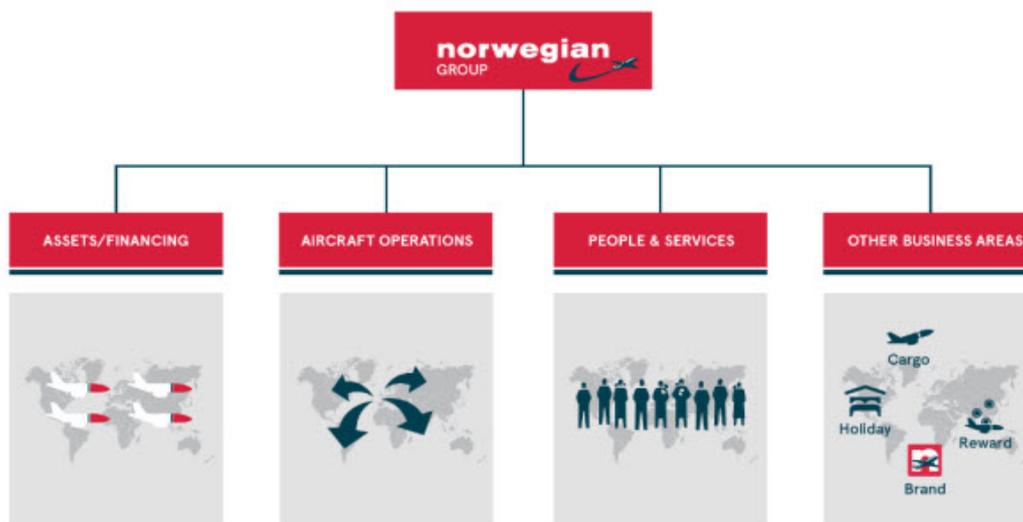
Norwegian Air Shuttle ASA is a Norwegian Public Limited Liability Company incorporated on 22 January 1993 and regulated by the Norwegian Companies Act and supplementing Norwegian laws and regulations. The Company's commercial name is Norwegian. The Company is registered in the Norwegian Companies Registry with registration number 965 920 358 and its registered business address Snarøyveien 36, 1336 Lysaker, Norway, its postal address is P.O. Box 115, 1330 Fornebu, Norway. Phone: +47 67 59 30 00.

Website: [www.norwegian.com](http://www.norwegian.com).

Norwegian's business is defined in paragraph 3 of its articles of association, which states that *"The Company's objective is to be engaged in aviation, other transport and travel related business activities as well as activities connected therewith. The Company may also directly or indirectly be engaged in other forms of internet-based provision of goods and services, including car-rental, hotel booking, payment services, financial services and services related to credit cards. Participation in such activities as mentioned may take place through co-operation agreements, ownership interests or by any other means."*

The Norwegian Group consists of the parent company, Norwegian Air Shuttle ASA, and its directly or indirectly owned subsidiaries in Norway, Sweden, Denmark, Finland, Ireland, Spain, United Kingdom and Singapore. At the end of 2017 the Company and its subsidiaries employed 9 593 staff at 23 locations in 13 countries across 4 continents and operated more than 500 routes to over 150 destinations with both scheduled and charter service.

The Group has organized its operations and different functions into several entities to ensure international growth and necessary traffic rights in line with the strategy. The goal is to build an organizational structure that maintains Norwegian's flexibility and adaptability when growing and entering into new markets. The respective companies offer permanent employment, and terms and conditions according to local markets, laws and regulations. Norwegian has four main business areas: People and Services, Aircraft Operations, which includes the various Air Operator's Certificates (AOCs), Assets and Financing, and Other activities (including Brand and Norwegian Reward).



Registration Document

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**People and Services**

Norwegian Group's crew, airline and crew support and administrative functions are mainly organized within or through companies in the business area People and Services, and provide services across the Group's business areas.

**Aircraft operations**

The Group's commercial airline activities are today organized in the parent company Norwegian Air Shuttle ASA (NAS) based in Fornebu, Norway. The fully owned subsidiaries, Norwegian Air International Ltd. (NAI) based in Dublin, Ireland, Norwegian UK Ltd. (NUK) based in London, United Kingdom and Norwegian Air Norway AS (NAN) based in Fornebu, Norway, each hold an AOC in their respective locations. Norwegian's commercial airline activities are operated through 23 bases globally in the following geographical locations: Norway, Sweden, Denmark, Finland, United Kingdom, Spain, Thailand, United States, Italy and French Caribbean.

**Asset and Financing**

The Group's asset companies are organized in a group of subsidiaries based in Dublin, Ireland. Arctic Aviation Assets DAC. is the parent company. The business area handles aircraft financing, leases and ownership.

**Other business areas**

- Norwegian Brand Ltd. (Dublin, Ireland) has the responsibility of developing and maintaining the Norwegian Group's brand across all business areas.
- Norwegian Reward, Norwegian's loyalty program, is a separate business unit with its own management. Reward is growing rapidly – it surpassed five million members in 2016 – and has a presence in the airline's major markets. Members earn CashPoints when booking Norwegian flights and buying products or services from partner companies. Reward members can then use those CashPoints as full or partial payment on all Norwegian flights or other products and services without restrictions, such as seat reservations.
- Norwegian Cargo AS (Fornebu, Norway) is carrying out the Group's commercial cargo activities.
- Norwegian Holidays AS (Fornebu, Norway) provides holiday packages to customers in the end market through the Group's web booking.
- Bank Norwegian AS is an online bank for private customers in Norway. Norwegian Air Shuttle ASA owns 16.4 percent of the shares in the bank through the associated company Norwegian Finans Holding ASA.

## 6. Business overview

*The source of the information contained herein is Norwegian Air Shuttle ASA. Where information has been sourced from a third party the information has been accurately reproduced and as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.*

Norwegian was founded in 1993, but only began operating as a low-cost carrier with bigger Boeing 737 aircraft in 2002. Norwegian are constantly introducing brand new aircraft to their fleet, as well as launching new routes and establishing new bases in Europe, Asia and the US.

In November 2017 Norwegian celebrated taking delivery of its 150th aircraft from Boeing since 2008. The new aircraft, a 787-9 Dreamliner adorned with the Jonathan Swift tailfin hero, a celebrated Irish author, arrived at Oslo airport in November 2017, closely followed by a brand new Boeing 737-800 aircraft. This is the last brand new aircraft the Company will take delivery of in 2017. Norwegian has introduced 32 new aircraft to its fleet during 2017; six Boeing 737 MAXs, 17 Boeing 737-800s and nine Boeing 787-9 Dreamliners.

### AIRCRAFT

Norwegian has one of the youngest and modern aircraft fleets, with an average aircraft age of 3.6 years.

The airline operates an all-Boeing fleet with three aircraft types – the 787 Dreamliner for all long-haul, the 737-800 for all European flights and the 737 MAX 8, which operates flights between Ireland, Northern Ireland, Scotland and the U.S.

At year-end 2017, Norwegian's fleet comprised of 144 aircraft. Several aircraft have already been phased out to accommodate newer, more fuel efficient and environmentally friendly aircraft. Norwegian will continue to renew its fleet in 2018.

Norwegian have 224 aircraft on order by year-end 2017. These include Boeing 737-800s, Boeing 737 MAXs, Boeing 787 Dreamliners, Airbus A321 Long Range and Airbus A320s.

In 2015 Norwegian was named the most fuel-efficient airline on transatlantic routes by [The International Council on Clean Transportation \(ICCT\)](#).

Norwegian has been awarded the 'World's best low-cost long-haul airline' for three last consecutive years at the [SkyTrax World Airline Awards](#) as well as being named Airline of the Year at the [CAPA Aviation Awards for Excellence](#).

### Boeing 787 Dreamliner

The 787 Dreamliner is the most technologically advanced aircraft in the skies today. It's also the most environmentally friendly option available, with 20 percent less emissions than other comparable aircraft.

The 787 Dreamliner also features a number of innovations that benefit passengers, such as larger windows and a more silent cabin. In conventional planes, the pressure in the cabin is set to simulate an altitude of 2,400 metres. The 787 Dreamliner is set at 1,800 metres. In turn this reduces typical "jet lag" symptoms such as headaches and muscle pain.

*Facts about Norwegian's 787 Dreamliner:*

- Norwegian has 21 787 Dreamliner aircraft by year-end 2017.
- The 787-8 has 291 seats (32 in the Premium cabin and 259 in the Economy cabin), while the 787-9 has 344 seats (35 in the Premium cabin and 309 in the Economy cabin).

## Registration Document

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- Min. two pilots and eight cabin crew, for extended flights max. four pilots and 12 cabin crew
- Two Rolls-Royce Trent 1000 engines
- Max. start weight: 227,930kg (787-8) 252,650kg (787-9)
- Length: 57m (787-8) 63m (787-9)
- Height: 17m
- Wingspan: 60,17m
- Thrust: 67,000lbs per engine (787-8) 74,000lbs per engine (787-9)
- Cruise speed: 913kph

### **Boeing 737-800**

The Boeing 737-800 serves the routes in Norwegian's short-haul network. The fleet of Boeing 737-800 aircraft offers good legroom for the passengers, while most of the aircraft feature the sleek Boeing Sky Interior, free in-flight WiFi and live TV.

#### *Facts about Norwegian's Boeing 737-800:*

- 117 aircraft by year-end 2017
- 186 / 189 seats
- Two pilots and four cabin crew members
- Two CFM 56-7B26 engines
- Max start weight: 78,999kg
- Length: 39.5m
- Height: 12.5m
- Wingspan: 35.8m
- Thrust: 26,400lbs per engine
- Cruise speed: 858kph
- Winglets

### **Boeing 737 MAX 8**

With 110 Boeing 737 MAX on firm order, Norwegian took delivery of its first two Boeing 737 MAX aircraft in June 2017. The state-of-the-art and fuel-efficient aircraft boasts a longer range than the Boeing 737-800 aircraft. 737 MAX uses 20 percent less fuel per seat than the original 737-800s and up to 40 percent less fuel than older aircraft still in service. Passengers will be able to travel in a sleek and modern single-class economy cabin with Sky Interior to further destinations than existing single-aisle aircraft is capable of, even transatlantic flights. The 737 MAX will incorporate the latest quiet engine technology to reduce the operational noise footprint of the airplane by up to 40 percent.

#### *Facts about Norwegian's 737 MAX 8:*

- Six aircraft by year-end 2017
- Advanced technology winglets
- CFM International LEAP-1B engines
- 189 seats
- Two pilots and four cabin crew members
- Length: 39.5m
- Height: 12.3m
- Wingspan: 35.9m
- Cruise speed: Mach 0.79

## Registration Document

**FLIGHT OPERATIONS**

Norwegian currently holds four Air Operator's Certificates (AOC). An AOC is an operational and technical approval issued by a country's Civil Aviation Authority which grants the holder the right to conduct commercial flights.

Norwegian has been granted two AOCs by the Civil Aviation Authority in Norway. One is for Norwegian Air Norway (NAN), which operates from the company's Scandinavian bases, while the other is for Norwegian Air Shuttle (NAS), which operates routes outside of Scandinavia.

Norwegian has also been granted an Irish AOC for its subsidiary Norwegian Air International Limited (NAI), which is based in Dublin. The company's UK subsidiary based in London, Norwegian UK, also holds a UK AOC.

**AIRCRAFT MAINTENANCE**

The Boeing 737 fleet is operated by the Parent Company (NAS) and its fully owned subsidiary Norwegian Air Norway (NAN), Norwegian Air International (NAI) and Norwegian UK (NUK). Norwegian Air Shuttle (NAS) operates the Boeing 787-9 fleet.

Each individual operator has its own Air Operator Certificate (AOC) with its respective civil aviation authority oversight and approval. Each AOC must have a civil aviation authority approved maintenance organization (CAMO) and maintenance program (AMP).

NAS and NAN manage their own maintenance operations from the technical bases at Oslo Gardermoen Airport. NAI manages its maintenance operations from its technical base in Dublin, Ireland. NUK manages its maintenance operations from its technical base in London, UK.

Continuing Airworthiness activities – activities that keep the aircraft suitable for safe flights – for the 787-9 fleet are sub-contracted to Boeing Fleet Technical Management (Boeing FTM). Control and oversight of the activities is performed by Norwegian Air Shuttle Maintenance operations in addition to civil aviation authorities.

Major airframe as well as workshop maintenance is performed by external sources subject to approval by the European Aviation Safety Agency (EASA) and by the national aviation authorities.

Airframe (base) maintenance for the 737 fleet is currently carried out by Lufthansa Technik in Budapest, Hungary. Lufthansa Technik and Boeing are undertaking engine and component workshop maintenance.

Airframe maintenance for the fleet of 787-9 is currently carried out by British Airways, NAS and Monarch.

Rolls Royce UK currently carries out engine maintenance.

All maintenance, planning and follow-up activities, both internally and externally, are performed according to both the manufacturers' requirements and additional internal requirements, and are in full compliance with international authority regulations. The Group carries out initial quality approval, as well as continuously monitoring all maintenance suppliers.

All supplier contracts are subject to approval and monitoring by the national aviation authorities.

**TRAFFIC DEVELOPMENT**

8.07 million passengers travelled with Norwegian in the fourth quarter of 2017, compared to 7.18 million in the fourth quarter of 2016, an increase of 12 %. Production (ASK) increased by 30 % and passenger traffic (RPK) increased by 30 %. The load factor was 85.3 %, a reduction of 0.5 p.p. compared to fourth quarter last year.

Registration Document

At the end of the quarter, the total fleet including aircraft on maintenance and excluding wetlease comprised 145 aircraft, excluding 4 aircrafts on external lease. The Group utilized every operational aircraft on average 11.4 block hours per day, compared to 11.2 in the fourthquarter last year.

The total number of passengers flown in January 2018 was 2,333,932 compared to 2,110,576 last year, an increase of 223,356 passengers (11 %).

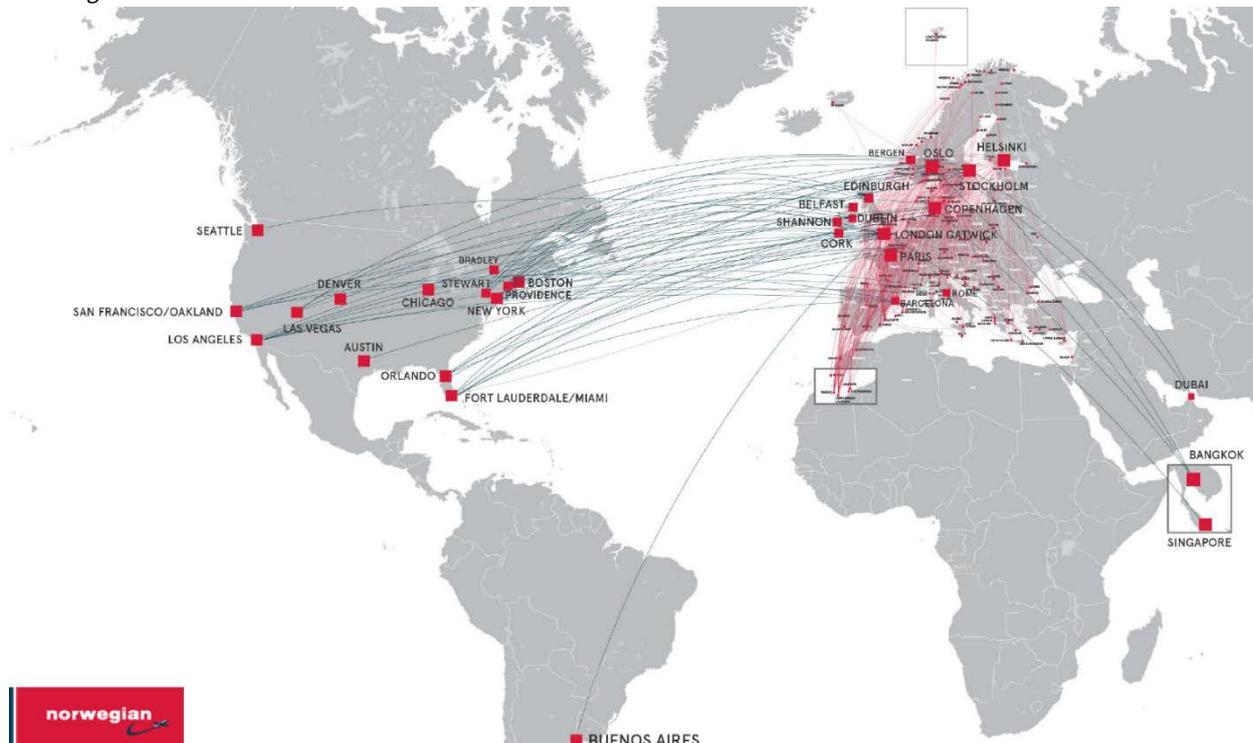
Compared to the same period last year:

- Total passenger traffic (RPK) increased by 29 %
- Total capacity (ASK) increased by 30 %
- The load factor was 82.0 %, down 1.0 p.p.

January	Jan-18	Jan-17	chg
Internet bookings	75 %	79 %	-4 p.p
ASK (mill)	6,437	4,934	30 %
RPK (mill)	5,281	4,096	29 %
Load factor	82.0 %	83.0 %	-1.0 p.p
Passengers	2,333,932	2,110,576	11 %
Traffic 12 mth rolling	Jan-18	Jan-17	chg
Internet bookings	75 %	75 %	0 p.p
ASK (mill)	73,844	59,004	25 %
RPK (mill)	64,505	51,755	25 %
Load factor	87.4 %	87.7 %	-0.3 p.p
Passengers	33,372,911	29,655,317	13 %

During the third quarter 2017, Norwegian launched 14 new intercontinental routes, including Singapore, Denver and Seattle as new destinations. Other highlights included the Company's British subsidiary, Norwegian Air UK, receiving a US Foreign Air Carrier Permit and the launch of a partnership with easyJet. Together with UNICEF, Norwegian conducted a humanitarian aid flight with a brand-new Dreamliner, carrying aid for 300,000 children in Yemen. This is the fourth humanitarian flight in four years.

Norwegian offers more than 500 routes to over 150 destinations:

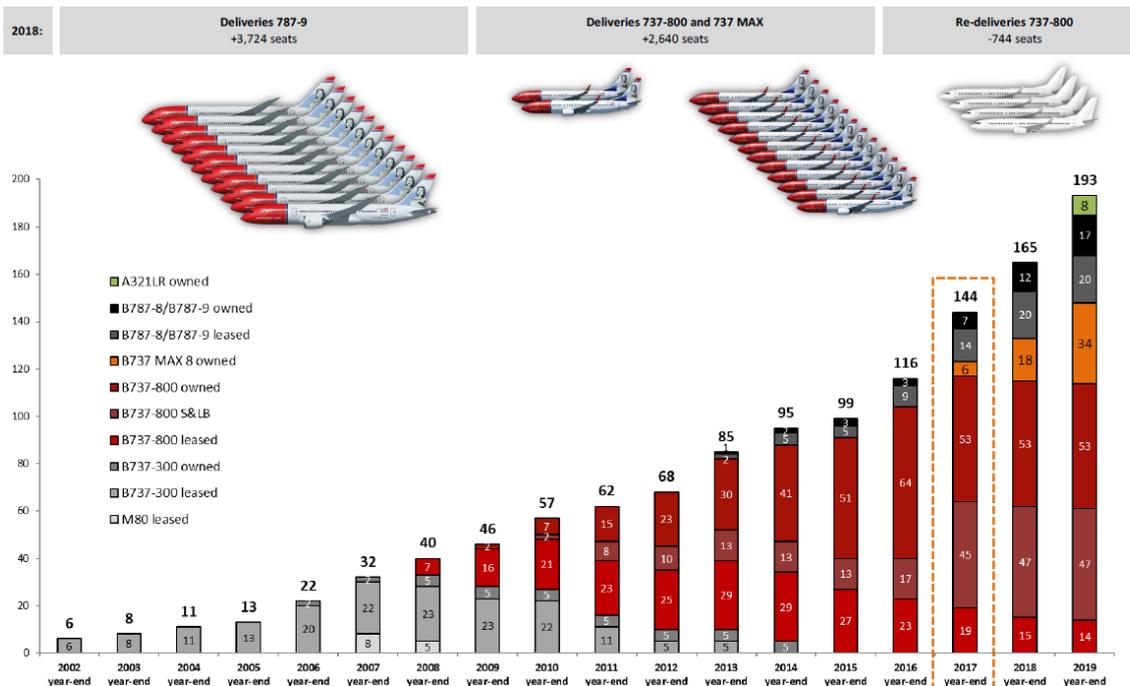


Registration Document

**INVESTMENTS**

The Group's aircraft fleet consist of leased aircraft and owned aircraft, whereof the Group has 224 owned and leased aircraft on firm order with future delivery. In accordance with airline industry market practice the total order is not fully financed. The financing will be secured on a periodic basis, the size and timing depending on the schedule of aircraft delivery and market conditions. The table below shows the expected timeline of future deliveries of aircraft. Prepayments to aircraft manufacturers on future aircraft deliveries are financed by internal and external funds.

**Adding 25 new aircraft to own operations in 2018**



Norwegian has historically utilized aircraft financing institutions, like the Export-Import Bank of the United States Bank (Ex-Im), as its primary funding source in relation to aircraft acquisitions in addition to the US Capital market by way of Private Placements, EETC and sale and leaseback arrangements. Norwegian is dependent on access to one of these or other financing forms to finance the delivery of aircraft. The Group's financing policy includes AFIC and European Export Credit agencies for 2018.

**MARKET**

Norwegian operates within a highly competitive industry. Norwegian's competitive environment may be disrupted as new entrants and/or alliances expand, airlines consolidate, or alliances and/or joint businesses gain competitive advantage over Norwegian's business. Airlines compete principally in terms of ticket price, service, frequency, punctuality, safety, brand recognition, passenger loyalty and other service-related issues. Norwegian are exposed to competition on itineraries between individual cities as well as on one-stop itineraries since passengers can choose from a number of different connecting options, especially in the long-haul markets. Within the Nordic market, SAS and Finnair are the main competitors. Within the European short-haul and medium-haul markets, Norwegian compete with a number of traditional flag carriers as well as low-fare and charter airlines, such as Lufthansa, SAS, British Airways, Ryanair and Easy Jet. Within the long-haul market to Asia and the US, Norwegian mainly competes with a number of traditional flag carriers, such as Lufthansa, Air France, KLM, British Airways, Finnair, Thai Airways and other Middle Eastern and Asian carriers.

Registration Document

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In local markets, airlines also face competition from other sources of transportation, such as trains, buses and cars. In the business segment Norwegian may also face competition from alternatives to business travel such as videoconferencing and other methods of electronic communication as these technologies continue to develop and become more widely used.

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## 7. Administrative, management and supervisory bodies

### BOARD OF DIRECTORS NORWEGIAN AIR SHUTTLE ASA:

#### Chair of the Board - Bjørn H. Kise

Mr. Bjørn H. Kise (born 1950) has more than 25 years of experience of legal practice with the law firm Simonsen Vogt Wiig AS, where he is also a partner. He is (since 1997) admitted to the Supreme Court. Mr. Kise has a Law Degree from the University of Oslo.

Mr. Kise is one of the founding partners of Norwegian Air Shuttle and has been a board member since 1993. He was a Chair of the Board in the period 1996-2002. Mr. Kise also holds a number of board appointments in large and medium-sized companies in Norway and abroad. He has been elected for the period 2016-2018, and represents Norwegian's principal shareholder HBK Invest AS.

#### Deputy Chair of the Board - Liv Berstad

Ms. Liv Berstad (born 1961) is today the Managing Director for the clothing company KappAhl in Norway. Ms. Berstad has extensive experience from retail trade in the Nordic region, mainly from construction material, fashion and cosmetics. She joined KappAhl as their financing manager in 1990 and in 1996 she was made the Managing Director. She is a Business economist from BI Norwegian School of Management.

Ms. Berstad has had several board appointments for companies both in Norway and Scandinavia. Ms. Berstad has been a board member since 2005. She has been elected for the period 2017-2019, and is an independent board member.

#### Board Member - Ada Kjeseth

Ms. Ada Kjeseth (born 1949) has been CEO of Tekas Shipping AS since 2006. She has also been CEO and is now Executive Chairman of Tekas AS, a family investment company, and has held various leading roles as Managing Director, CEO and CFO in companies like Visma Services ASA, Visma Services Norway AS, ØkonomiPartner AS and AS Nevi. Ms. Kjeseth was educated at The Norwegian School of Economics.

Ms. Kjeseth has extensive experience from several boards. She is Chairman of the Board of TEKAS AS and Director of the Board of Bertel O. Steen Holding AS and Parkveien 27-31 ANS. Ms. Kjeseth has been elected for the period 2017-2019, and is an independent board member.

#### Board Member - Christian Fredrik Stray

Mr. Christian Fredrik Stray (born 1978) has been CEO of Hy5Pro AS (Hy5) since 2015. Prior to this he has several years of experience from the global medical device company, Biomet. From 2008-2011 he held the position as CEO of Biomet Norge, and from 2011-2014 as CEO of Biomet Nordic. Mr. Stray holds a Bachelor of Science in Biomedical Engineering and an executive MBA from ESCP-EAP (Paris) and the Norwegian School of Management (BI).

Mr. Stray holds several board appointments for companies both in Norway and Scandinavia, primarily within the medical and digital industry. Mr. Stray has been elected for the period 2017-2019, and is an independent board member.

#### Board Member - Employee representative - Geir Olav Øien

Mr. Geir Olav Øien (born 1972) joined Norwegian's Technical Department in 1998. He has been working in the aviation industry since 1991 and has extensive experience within technical operations. Mr. Øien has previously worked for SAS Heavy Maintenance Oslo and as a civil employee for the Norwegian Air Force in Bodø and Kjeller. From 2014-2015 he was the leader of Norwegian's Technical Union.

Mr. Øien was elected for the period 2016-2018, and is an independent board member.

Registration Document

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**Board Member - Employee representative - Linda Olsen**

Ms. Linda Olsen (born 1985) joined Norwegian in February 2006, and is currently working as a Manager in Customer Relations. Ms. Olsen is a Legal Office Assistant and has studied tourism management in Australia.

Ms. Olsen has been a Director since 2009. She has been elected for the period 2016-2018, and is an independent board member.

**Board Member - Employee representative - Marcus Hall**

Mr. Marcus Hall (born 1970) is Cabin Check Supervisor for Norwegian's cabin crew. He started in the airline industry in the late 1990s and has been with Norwegian since 2004. He has extensive experience in both continental and intercontinental productions in the aviation industry. Mr Hall started his career in the hospitality business in the 1980s where he gained substantial national and international crossover experience from various high end fields. Mr. Hall was a board member of the Cabin Union from 2010-2014. He is educated within HRM, Coaching, Project Management, Change Management and Influencing from Buskerud and Vestfold University College.

Mr. Hall was elected for the period 2016-2018, and is an independent board member.

**MANAGEMENT NORWEGIAN AIR SHUTTLE ASA:****Bjørn Kjos - Chief Executive Officer**

Mr. Bjørn Kjos (born 1946) has been the Chief Executive Officer of Norwegian since October 2002. He is one of the founding partners of Norwegian Air Shuttle and was the Chairman of the Board between 1993-1996. Mr. Kjos was also Chairman during the start-up period of the Boeing 737 operation from June-September 2002. He was granted the right of audience in the Supreme Court in 1993. Mr. Kjos was a fighter pilot in the 334 squadron for six years, and is a law graduate from the University of Oslo.

**Geir Karlsen - Chief Financial Officer**

Mr. Geir Karlsen (born 1965) has over the last 12 years held various CFO positions with international companies such as Golden Ocean Group and Songa Offshore. He now comes from the position of Group CFO at London-based Navig8 Group, the world's largest independent pool and management company. Geir Karlsen has a degree in Business Administration from BI Norwegian Business School. Karlsen commences April 3 at the latest. Tore Østby will continue to act as CFO until Karlsen is on board.

**Tore Østby - Executive Vice President Strategic Development and Acting Chief Financial Officer**

Mr. Tore Østby (born 1965) joined Norwegian as Vice President Investor Relations in 2014 and has acted as CFO since July 2017. Mr. Østby will continue to act as CFO until Geir Karlsen is on board. He continues in the Group Management in a new position as Executive Vice President Strategic Development. Mr. Østby has worked 15 years in the financial sector in various investment banks. He has also held positions in several units in the Orkla Group (1991-1997), i.e. corporate development/M&A and as Finance Manager. He holds an economic degree from BI Norwegian Business School and is authorized financial analyst (AFA) from the Norwegian School of Economics and Business Administration (NHH).

**Asgeir Nyseth - Chief Operating Officer**

Mr. Asgeir Nyseth (born 1957) was appointed Chief Operating Officer for Norwegian Group in 2016. He started as Norwegian's Chief Operational Officer in 2006 and CEO of Norwegian's long-haul operation in 2013. Mr. Nyseth has extensive experience as an aeronautics engineer from both Lufttransport and Scandinavian Airlines. He was the technical director of Lufttransport for a period of three years and became the CEO of Lufttransport in 2000. Mr. Nyseth conducted officer training school and technical education at the Norwegian Air Force.

Registration Document

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**Anne-Sissel Skånvik - Chief Communications Officer**

Ms. Anne-Sissel Skånvik (born 1959) has more than 30 years of experience working with corporate communications and journalism. Ms. Skånvik was the Deputy Director General in The Ministry of Finance between 1996 and 2004. She has years of experience from Statistics Norway (SSB), and as a journalist for various news media. She joined Norwegian in 2009 from a position as Senior Vice President at Telenor ASA, where she was responsible for corporate communications and governmental relations. She has a Masters degree in political science ("Cand. Polit") from the University of Oslo and a degree in journalism.

**Thomas Ramdahl - Chief Commercial Officer**

Mr. Thomas Ramdahl (born 1971) was Norwegian's Director of Network Development and part of the company's commercial management team since 2008, before becoming Chief Commercial Officer in 2014. He has long and varied experience in the aviation industry, and has previously worked for SAS and Braathens, where he held positions in Revenue Management, Route Management and Charter. Mr. Ramdahl has a bachelor's degree from the Norwegian School of Business (BI).

**Helga Bollmann Leknes - Chief Human Resources Officer**

Ms. Helga Bollmann Leknes (born 1972) was appointed Chief Human Resources Officer (CHRO) at Norwegian in October 2017. Ms. Bollmann Leknes held the global position of Executive Vice President HR & Communications at Kongsberg Automotive ASA, where she was part of the Executive Management Team. She worked as Senior Vice President HR/Head of Staff Functions in Frontica Business Solutions, and has had leading positions within HR in Aker Solutions. Ms. Bollmann Leknes also has experience from aviation; she has worked for SAS, where she was HR Director for Norway. She has a Bachelor of Management from Norwegian Business School (BI) and a Master of Management from Norwegian University of Science and Technology (NTNU).

**Frode Berg - Chief Legal Officer**

Mr. Frode Berg (born 1968) has been Chief Legal Officer of Norwegian since February 2013. He has practiced law since 1997 and was as a partner at the law firm Simonsen Vogt Wiig from 2007. As a lawyer, Mr. Berg's main fields have been corporate law, transactions and international contracts. He was legal advisor to Norwegian during the start-up phase, as well as during the establishment of Bank Norwegian. Mr. Berg holds a law degree and a bachelor's degree in Economics from the University of Tromsø, Norway, and a master's degree (LL.M) from the University of Cambridge, England.

**Kurt Simonsen - Chief Information Officer**

Mr. Kurt Simonsen (born 1958) joined Norwegian as Chief Information Officer (CIO) in January 2018. Mr. Simonsen has a vast background within the IT industry and has held various positions at Hewlett-Packard Norge AS and has served as Vice President of Telenor FOU and Vice President of Telenor 4tel, (later acquired by Evry). During the past 17 years, he has been partner and co-owner of the consulting company Infocom Group AS, a leading consulting company with expertise in IT Sourcing and restructuring processes. During his time at Infocom, Mr. Simonsen has implemented some of the largest IT Sourcing and restructuring projects in Norway in sectors such as telecom, banking / finance and oil / energy. Mr. Simonsen is a graduate engineer in electronics

**Tore Jenssen - Chief Executive Officer - Norwegian Air International**

Mr. Tore Jenssen (born 1978) is Chief Executive Officer of Norwegian Air International, the company's Irish-based operations. He is also the Chief Executive Officer of Norwegian's fully owned asset company, Arctic Aviation Assets (AAA). He has been at Norwegian since 2007, when he was hired as cost controller for the company's technical department. From 2010 Mr. Jenssen worked as Asset Manager, and in 2013 he moved to Ireland to become Chief Operating Officer for AAA. Before he started his career at Norwegian he worked for Grilstad. Mr. Jenssen has a business degree from Bodø Graduate School of Business.

## Registration Document

**Edward Thorstad - Chief Customer Officer**

Mr. Edward Thorstad (born 1969) is Chief Customer Officer at Norwegian. He has been part of the Company's commercial management team and led Norwegian's Customer Services department since 2005. Mr. Thorstad has worked in aviation since 1996 and has previously worked for Delta Air Lines where he helped build their European call center in London. He has a bachelor's degree from University College, London.

**Ole Christian Melhus - Chief Executive Officer - Norwegian Air Argentina**

Ole Christian Melhus (born 1971) joined Norwegian in 2003 as a captain on the Boeing 737 and has been part of the company's operational management team since 2004. He was appointed Deputy Director of Flight Operations in 2006 and has held the position for the last 10 years. Actively participating in the growth of the company, Melhus has extensive experience in international aviation from management positions within administration, project management, IT, safety, quality and training. He has held positions as Manager Quality, Manager Safety and Chief Flight Instructor. In January 2017, Mr. Melhus was appointed Director of Norwegian Air Argentina for the Norwegian Group, responsible for establishing operations in the South American region.

**Bjørn Erik Barman-Jenssen - Chief Executive Officer - Norwegian Air Resources**

Mr. Bjørn Erik Barman-Jenssen (born 1963) was appointed CEO of Norwegian Air Resources (NAR) in September 2016. He previously held the role as Norwegian's Director of Ground Operations & In-Flight Services and has been a part of the company's operational management team since 2007. He has held both operational and commercial positions in Braathens and SAS since 1988. In 2013, he founded Norwegian Cargo, where he still holds the position as Managing Director.

**Lennart Ceder - Chief Executive Officer - Norwegian Air UK Ltd**

Mr. Lennart Ceder (born 1955) was appointed Chief Executive Officer for Norwegian Air UK in 2016. He has been part of the company since 2006 when he started as a Base Maintenance Manager. Since then he has had extensive experience within the Norwegian Group as Technical Director for Norwegian's long-haul operation, Norwegian Air UK and Norwegian Air International Ireland. He also has experience from different airlines in Sweden. Mr. Ceder has a broad background to manage and establish Air Operator Certificate (AOC) in Norway, England, Ireland and Sweden. Mr. Ceder conducted Aircraft technical education at the Mälardalen University Sweden.

**Brede Huser - Managing Director of Norwegian Reward**

Mr. Brede G. Huser (born 1971) was appointed Managing Director of Norwegian Reward, the Norwegian Group's loyalty program, in January 2015. He is also a member of the Board of Directors of Norwegian Finance Holding ASA (Bank Norwegian). He joined Norwegian in its start-up year in 2002, first as a consultant and as an employee since 2006. He was part of the company's financial management team from 2006 until 2015. Prior to joining Norwegian, Brede has 10 years of experience from finance and management consulting with Orkla, Arthur Andersen and Ernst & Young. Mr. Huser holds a Master of Science Degree in Financial Economics from Norwegian School of Business (BI).

All the members of the board and management can be reached at the Company's head office, Snarøyveien 36, Lysaker, Norway.

**AUDIT COMMITTEE**

The audit committee was established by the general meeting in 2010. To ensure that nominees meet the requirements of expertise, capacity and diversity set forth by the Board members, the Board of Directors acts as the Company's audit committee.

The Board of Directors conducts an annual self-assessment of its work competence and cooperation with the Management and a separate assessment of the Chair.

## Registration Document

Other than the above mentioned, the Company complies with the Norwegian incorporation corporate governance regime.

### Shares directly or indirectly held by members of the Boards of Directors, Chief Executive Officer and Executive Management:

Name	Title	Shares <sup>1)</sup>
Bjørn Kise <sup>2</sup>	Chair	789 998
Liv Berstad	Deputy Chair	-
Ada Kjeseth	Director	-
Christian Fredrik Stray	Director	200
Linda Olsen	Director, elected by the employees	-
Geir Olav Øien	Director, elected by the employees	-
Marcus Daniel Hall	Director, elected by the employees	-
Bjørn Kjos <sup>3</sup>	Chief Executive Officer	8 118 919
Tore Østby	Acting Chief Financial Officer	13 168
Asgeir Nyseth	Chief Operating Officer	12 342
Anne-Sissel Skånvik	Chief Communications Officer	-
Thomas Ramdahl	Chief Commercial Officer	-
Helga Bollmann Leknes	Chief Human Resources officer	5
Frode Berg	Chief Legal Officer	-
Kurt Erik Simonsen	Chief Information Officer	-
Tore Jenssen	CEO Norwegian Air International Ltd	-
Edward Thorstad	Chief Customer Officer	2 558
Ole Christian Melhus	Chief Executive Officer - Norwegian Air Argentina	406
Bjørn Erik Barman-Jenssen	CEO - Norwegian Air Resources	-
Lennart Ceder	Chief Executive Officer - Norwegian Air UK Ltd	50
Brede Huser	Managing Director of Norwegian Reward	672

1) Including shares held by related parties

2) Bjørn Kise holds 8.2% of HBK invest AS

3) Bjørn Kjos holds 84.1% of HBK Invest AS

### Options directly held by the Chief Executive Officer and members of Executive Management:

Name	Title	Outstanding
Bjørn Kjos	Chief Executive Officer	100 000
Tore Østby	Acting Chief Financial Officer	15 000
Asgeir Nyseth	Chief Operating Officer	100 000
Anne-Sissel Skånvik	Chief Communications Officer	50 000
Thomas Ramdahl	Chief Commercial Officer	25 000
Helga Bollmann Leknes	Chief Human Resources officer	35 000
Frode Berg	Chief Legal Officer	25 000
Kurt Erik Simonsen	Chief Information Officer	-
Tore Jenssen	CEO Norwegian Air International Ltd	25 000
Edward Thorstad	Chief Customer Officer	20 000
Ole Christian Melhus	Chief Executive Officer - Norwegian Air Argentina	15 000
Bjørn Erik Barman-Jenssen	CEO - Norwegian Air Resources	15 000
Lennart Ceder	Chief Executive Officer - Norwegian Air UK Ltd	-
Brede Huser	Managing Director of Norwegian Reward	15 000

### Related party transactions

Information regarding related parties transactions see the Company's annual report 2016 note 26 and Q4 2017 interim report note 5. Please see the cross reference list in section 11 in this Registration Document.

Registration Document

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The members of the Board of Directors or the Management do not have any conflicts or potential conflicts of interest between their duties relating to the Issuer and their private interests and/or their other duties.

## 8. Major shareholders

The Company's share capital is NOK 3,575,963.90 fully paid, divided into 35,759,639 shares each with a nominal value of NOK 0.10. One share is equivalent to one voting right. The shares are registered in VPS under ISIN NO0010196140. Norwegian Air Shuttle has been listed on the Oslo Stock Exchange (OSE) since December 2003 under the ticker NAS.

Norwegian aims to generate competitive returns to its shareholders. The Board has recommended not to distribute dividends but to retain earnings for investment in expansion and other investment opportunities as stated in the articles of association, thereby enhancing profitability and returns to shareholders. The Company has not paid dividends during the last three years.

### The 20 largest shareholders in Norwegian Air Shuttle ASA per 31.12.2017:

<u>Shareholder</u>	<u>Country</u>	<u>Number of shares</u>	<u>Percent</u>
HBK Invest AS*	Norway	9,598,873	26.8 %
Folketrygdfondet	Norway	2,169,790	6.1 %
J.P. Morgan Securities plc	United Kingdom	1,809,096	5.1 %
Danske Capital (Norway)	Norway	1,779,467	5.0 %
Ferd AS	Norway	1,500,000	4.2 %
DNB Asset Management AS	Norway	1,158,911	3.2 %
Pareto Nordic Investments AS	Norway	691,000	1.9 %
KLP Forsikring	Norway	658,965	1.8 %
Ålandsbanken Sverige AB	Sweden	531,437	1.5 %
Watrium AS	Norway	459,000	1.3 %
Catella Bank S.A.	Luxembourg	352,926	1.0 %
Svenska Handelsbanken AB	Sweden	330,214	0.9 %
Nordnet Bank AB.	Norway	316,450	0.9 %
Storebrand Kapitalforvaltning AS	Norway	297,262	0.8 %
SAFE Investment Company Limited	Hong Kong	294,256	0.8 %
Nordnet Livsforsikring AS	Norway	282,063	0.8 %
Saxo Bank A/S	Denmark	255,819	0.7 %
Skagen AS	Norway	248,136	0.7 %
Nordea Funds Oy	Denmark	223,903	0.6 %
UBS Zuerich	Switzerland	220,313	0.6 %
<b>Top 20 shareholders</b>		<b>23,177,881</b>	<b>64.8 %</b>
Other shareholders		12,581,758	35.2 %
<b>Total number of shares</b>		<b>35,759,639</b>	<b>100.0 %</b>

HBK Invest AS is the largest shareholder, currently holding 26.8 per cent of the shares. Its majority owner is Mr Bjørn Kjos, CEO of Norwegian. HBK Invest AS is represented on the Board of Directors of Norwegian Air Shuttle ASA by Mr Bjørn H. Kise, who was elected as Chair of the Board.

\*The shareholding of HBK Holding AS reflects the actual shareholding and may deviate from the official shareholder register as HBK Holding AS has signed a securities lending agreement with Nordea and Danske Bank. Under this agreement, these institutions may borrow shares from HBK Holding AS for a limited period to improve the liquidity in the share trading, for example by fulfilling their market maker obligations.

There are no arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.

## 9. Financial information concerning the issuer's assets and liabilities, financial position and profits and losses

The consolidated financial statements of Norwegian Air Shuttle ASA have been prepared in accordance with the International Financial Reporting Standards (IFRS) and IFRIC interpretations, as adopted by the EU. These condensed consolidated interim financial statements have been prepared in accordance with rules and regulations of Oslo Stock Exchange and International Financial Reporting Standards (IAS) 34 Interim Financial Reporting.

The financial information set out below is derived from these reports. Please also see the cross reference list in section 11 in this Registration Document:

### **Norwegian Air Shuttle ASA**

*(consolidated)*

<b>INCOME STATEMENT</b>	<b>31 Dec 2016</b>	<b>31 Dec 2015</b>	<b>Full year 2017</b>	<b>Q4 2017</b>	<b>Q4 2016</b>
<i>(Amounts in NOK million )</i>	<i>audited</i>	<i>audited</i>	<i>unaudited</i>	<i>unaudited</i>	<i>unaudited</i>
Total operating revenue	26 054.5	22 491.1	30 948.3	7 844.4	6 026.7
Total operating expenses excl leasing, depreciation and amort.	24 234.1	22 143.4	26 998.7	7 457.2	4 669.6
Profit (loss) before tax (EBT)	1 508.3	75.0	(1 067.1)	(1 431.4)	299.7
<b>Net profit (loss)</b>	<b>1 135.0</b>	<b>246.2</b>	<b>(298.6)</b>	<b>(918.5)</b>	<b>197.2</b>
<b>BALANCE SHEET</b>					
<i>(Amounts in NOK million )</i>					
Total non-current assets	31 969.3	26 525.1	33 502.9	33 502.9	31 969.3
Total current assets	5 793.3	5 109.0	12 196.3	12 196.3	5 793.3
<b>Total Assets</b>	<b>37 762.7</b>	<b>31 634.1</b>	<b>45 699.3</b>	<b>45 699.3</b>	<b>37 762.7</b>
Total equity	4 049.0	2 965.3	4 091.0	4 091.0	4 049.0
Total non-current liabilities	20 303.0	17 935.8	25 026.5	25 026.5	20 303.0
Total short term liabilities	13 410.7	10 733.0	16.581.8	16.581.8	13 410.7
<b>Total equity and liabilities</b>	<b>37 762.7</b>	<b>31 634.1</b>	<b>45 699.3</b>	<b>45 699.3</b>	<b>37 762.7</b>
<b>CASH FLOW STATEMENT</b>					
<i>(Amounts in NOK million )</i>					
Net cash flow from operating activities	3 046.5	2 356.7	2 901.3	(852.5)	205.7
Net cash flow from investing activities	(6 512.4)	(5 189.2)	(3 428.1)	(2 213.4)	(1 112.0)
Net cash flow from financial activities	3 302.8	3 828.3	2 291.1	1 523.0	980.9
Net change in cash and cash equivalents	(130.5)	443.0	1 716.1	(1 527.4)	90.4
<b>Cash and cash equivalents in end of period</b>	<b>2 323.6</b>	<b>2 454.2</b>	<b>4 039.8</b>	<b>4 039.8</b>	<b>2 323.6</b>
Earnings per share (NOK) - Basic	31.75	6.99	(8.4)	(25.9)	5.5
Earnings per share (NOK) - Diluted	31.47	9.92	(8.4)	(25.9)	5.4

### 2016:

[https://www.norwegian.com/globalassets/documents/annual-report/nas\\_annualreport\\_2016.pdf](https://www.norwegian.com/globalassets/documents/annual-report/nas_annualreport_2016.pdf)

### 2015:

[https://www.norwegian.com/globalassets/documents/annual-report/nas\\_annualreport\\_2015.pdf](https://www.norwegian.com/globalassets/documents/annual-report/nas_annualreport_2015.pdf)

**Q4 2017:** <https://www.norwegian.com/globalassets/documents/quarterly-results/norwegian-q4-2017-report.pdf>

**Q4 2016:** <https://www.norwegian.com/globalassets/documents/interim/norwegian-q4-and-fy-2016-report.pdf>

The historical financial information for the annual reports 2016 and 2015 has been audited. The historical financial information for the interim reports has not been audited.

The Norwegian Group disclosed comments in note 27 to the Annual Financial Statements for 2016 relating to indications from the Central Tax Office for Large Enterprises, that the rules on contingent tax-free transfers within a group does not apply to the transfer of business in 2014. In 2017, Norwegian received draft reassessment proposals from the tax office regarding other business

Registration Document

transfers carried out in 2013 and 2014, in which it argues that tax-free transfers within a group does not apply to the business restructuring carried out in this period.

Norwegian and its tax advisor are still of the opinion that the reassessments for 2013 and the proposed reassessment for 2013 and 2014 by the tax office are without merit and has thus not made any provisions for any potential tax claim in its interim financial statements for the fourth quarter and full year 2017. The company has concluded that the possibility of any outflow in settlement is remote. The 2013 reassessments have been appealed.

Other than the above mentioned there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the Issuer and/or Group's financial position or profitability.

In December 2017, the Company received a request for information from the Financial Supervisory Authority in Norway (Finanstilsynet / "FT") regarding certain items in the financial statements for 2016 and the half yearly report for the first half of 2017. Norwegian replied to the request and as a result, agreements have been reached on most of the topics raised by FT without significant impact on the financial reports published by the Company but with some agreed improvements and additional information to be provided in future financial reporting. The Company is still in dialogue with FT regarding the accounting treatment of the Company's investment in Norwegian Finans Holding ASA (NOFI), specifically whether Norwegian still has significant influence over the investee. This assessment is not finalized at the time of publishing this quarterly report.

In our view, we do not have significant influence in NOFI. If, however, a final conclusion should be that such influence exists, the equity method of accounting according to IAS 28 would be applied to the investment. As of December 31, 2017, this would result in a reduction of the recognized value of the investment by NOK 1,993 million with a corresponding decrease in end balance equity. Effects of a change back to IAS 28 would also reverse financial gains in net profits of NOK 1,657 million, reverse fair value changes recorded in other comprehensive income of NOK 498 million and increase share of profit from associated companies by NOK 163 million.

In January 2018, Norwegian Air Shuttle ASA completed a tap issue of EUR 65 million in the outstanding EUR 185 million senior unsecured bonds issue with ISIN NO 001 0753437 and maturity in December 2019 (NAS07). Following the tap issue, the new outstanding amount in NAS07 will be EUR 250 million. Net proceeds from the tap issue will be used for general corporate purposes and further growth of the Group. In connection with the placement of the tap issue, the Company has repurchased bonds with nominal value of NOK 171.5 million in the existing bond issue NAS06 (ISIN: NO 001 0736549) with maturity in May 2018.

Norwegian and Widerøe signed an interline agreement on January 26, 2018. The agreement includes all Widerøe's Public Service Obligation routes in Norway and Norwegian's domestic routes in Norway. Initially, the flights will only be available for purchase through Widerøe's channels, with an estimated launch during the first half of March.

On January 27, 2018 Norwegian Air Argentina (NAA) received the Air Services Operator Certificate (AOC) from the National Government. The document recognizes the company as a commercial airline, and certifies that it complies with safety and quality standards to carry out aeronautical operations and activities, in accordance with the law of the Argentine Republic. Other than this there is no significant change in the financial or trading position of the Group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published.

There are no recent events particular to the Issuer which is to a material extent relevant to the evaluation of the Issuer's solvency.

Registration Document

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There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements.

There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year.

There are no material contracts that are not entered into in the ordinary course of the Issuer's business, which could result in any Group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to security holders in respect of the securities being issued.

## 10. Documents on display

For the life of the Registration Document the following documents (or copies thereof), where applicable, may be inspected:

- (a) the memorandum and articles of association of the issuer;
- (b) all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the issuer's request any part of which is included or referred to in the registration document;
- (c) the historical financial information of the issuer or, in the case of a group, the historical financial information of the issuer and its subsidiary undertakings for each of the two financial years preceding the publication of the registration document.

The documents may be inspected at [www.norwegian.com](http://www.norwegian.com) or at the Company's head office, Snarøyveien 36, 1336 Lysaker, Norway, during normal business hours from Monday to Friday each week (except public holidays).

## 11. Cross reference list:

In section 7 in the Registration Document information regarding related parties transactions is incorporated by reference to the Company's annual report 2016 note 26 and Q4 2017 interim reports note 5.

In section 9 in the Registration Document information regarding contingencies and legal claims is incorporated by reference to the Company's annual report 2016 note 27 and Q4 2017 interim reports note 8.

In section 9 in the Registration Document the financial information is incorporated by reference to as follow:

<b>Norwegian Air Shuttle ASA - Group</b>	<b>Financial reports</b>			
	<b>2016</b>	<b>2015</b>	<b>Q4 2017</b>	<b>Q4 2016</b>
Income statement	Page 23	Page 26	Page 9	Page 8
Balance sheet	Page 24	Page 27	Page 10	Page 9
Cash flow statement	Page 26	Page 29	Page 11	Page 10
Notes	Page 27 - 59	Page 30 - 61	Page 12 - 15	Page 11 - 14
Accounting principles	Page 27 - 34	Page 30 - 36	Page 12	Page 11
Auditors report	Page 79 - 82	Page 82	-	-

<b>Norwegian Air Shuttle ASA - Parent</b>	<b>2016</b>	<b>2015</b>
Income statement	Page 60	Page 62
Balance sheet	Page 61	Page 63
Cash flow statement	Page 63	Page 65
Notes	Page 64 - 78	Page 66 - 81
Accounting principles	Page 64	Page 66
Auditors report	Page 79 - 82	Page 82

Information concerning 2016 is incorporated by reference from Norwegian Air Shuttle ASA – Annual Report 2016.

Information concerning 2015 is incorporated by reference from Norwegian Air Shuttle ASA – Annual Report 2015.

Information concerning Q4 2017 is incorporated by reference from Norwegian Air Shuttle ASA – Fourth Quarter 2017.

Information concerning Q4 2016 is incorporated by reference from Norwegian Air Shuttle ASA – Fourth Quarter 2016.

The financial reports are available at:

**2016:**

[https://www.norwegian.com/globalassets/documents/annual-report/nas\\_annualreport\\_2016.pdf](https://www.norwegian.com/globalassets/documents/annual-report/nas_annualreport_2016.pdf)

**2015:**

[https://www.norwegian.com/globalassets/documents/annual-report/nas\\_annualreport\\_2015.pdf](https://www.norwegian.com/globalassets/documents/annual-report/nas_annualreport_2015.pdf)

**Q4 2017:** <https://www.norwegian.com/globalassets/documents/quarterly-results/norwegian-q4-2017-report.pdf>

**Q4 2016:** <https://www.norwegian.com/globalassets/documents/interim/norwegian-q4-and-fy-2016-report.pdf>