Appendix D

Company Information Memorandum

The Issuer and the Group

Overview

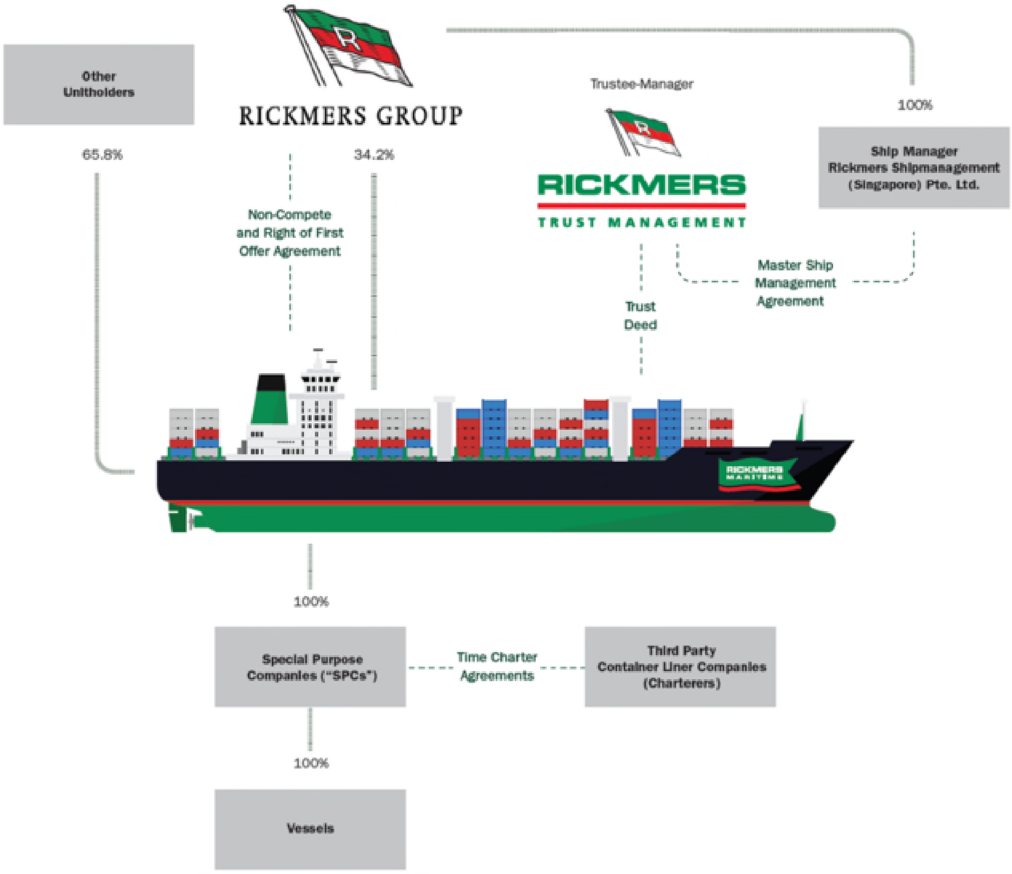
Rickmers Maritime is a Singapore business trust formed to own and operate containerships under fixed-rate time charters to leading global container liner companies. The Trust owns a portfolio of 16 modern and high-quality containerships ranging in size from 3,450 TEU to 5,060 TEU, offering a total capacity of 66,410 TEU as at the Latest Practicable Date. The vessels are chartered to leading container liner companies including CMA CGM, Maersk Line, Mitsui O.S.K. Lines Ltd. ("**MOL**"), and Mediterranean Shipping Company ("**MSC**"). Its objectives are to offer first-class services to its customers, generate stable and growing cash flows and maximise value for its unitholders.

Rickmers Maritime is sponsored by Rickmers Group, which has headquarters in Hamburg, Germany and regional headquarters in Singapore. Rickmers Group was founded and is controlled by Mr. Bertram R. C. Rickmers, whose family has more than 180 years of history in the shipping industry.

Rickmers Maritime is listed on the Mainboard of Singapore Exchange Securities Trading Limited and is a constituent of the FTSE ST Maritime Index.

Group Structure

The chart below sets forth the Trust's group structure.



The Trust's Fleet

The Trust's fleet comprises 16 vessels with a combined capacity of 66,410 TEU. The Trust's fleet is relatively young with an average age of approximately 8.8 years as of 30 June 2016. Container vessels in general are expected to have useful lives of approximately 30 years. Rickmers Maritime has consistently achieved high utilisation rates since its inception. The table below sets forth the operating performance of the Trust's fleet for the periods indicated.

	Year Ended 31 December			Six Months Ended 30 June	
Operating Performance:	**2013**	**2014**	**2015**	**2015**	**2016**
Utilisation rate[1] (%).................	99.7	98.4	99.2	99.3	91.9
Number of ownership days	5,840	5,840	5,840	2,896	2,912
Number of unscheduled off-hire days..................................	16.1	92.8	47.7	19.6	237.3

(1) Calculated by the number of ownership days less the number of unscheduled off-hire (exclude scheduled dry-docking) days divided by the number of ownership days.

As of 30 June 2016, the Trust had time charters with committed revenue of US$111.5 million between 30 June 2016 and the expiry of the last charter contract in 2019. See "— The Trust's Fleet" for further details of the Trust's fleet.

The Trustee-Manager targets well-established container liner companies and feeder operators which charter third-party vessels as part of their strategy. The Trustee-Manager places strong emphasis on the financial strength of the container liner companies in the current shipping environment to minimise counterparty risk. The Trust's customer base is diversified with its vessels chartered to leading container liner companies including CMA CGM, Maersk Line, MOL, and MSC. As of 30 June 2016, Rickmers Maritime does not have exposure to liner companies that are reported to be seeking reductions in charter hire.

As at the Latest Practicable Date, the Trust has five vessels with long-term charters, six vessels with short-term charters trading in the spot market and five vessels decommissioned in cold lay-ups.

Rickmers Maritime is susceptible to the developments of the shipping market due to its high exposure to the spot market. Vessel decommissioning allows Rickmers Maritime to significantly reduce operating expenses and defer near-term capital expenses by delaying dry-dock until markets recover. It will also help to preserve cash as current spot rates are insufficient to cover the costs of running a ship with full crew and burning fuel to remain active.

The Trust’s fleet consists of the following vessels:

Vessel	Capacity (TEU)	Shipyard	Built
5,060 TEU			
Kaethe C. Rickmers(1)	5,060	Hanjin, South Korea	December 2004
4,250 TEU			
Vicki Rickmers	4,250	Dalian, China	January 2007
Maja Rickmers(1)	4,250	Dalian, China	March 2007
Laranna Rickmers(1)	4,250	Dalian, China	October 2007
CMA CGM Azure	4,250	Dalian, China	July 2007
Sabine Rickmers(2)	4,250	Dalian, China	December 2007
Erwin Rickmers(2)	4,250	Dalian, China	December 2007
MOL Dominance	4,250	Dalian, China	June 2008
MOL Dedication	4,250	Dalian, China	September 2008
MOL Delight	4,250	Dalian, China	November 2008
MOL Destiny	4,250	Dalian, China	January 2009
MOL Devotion	4,250	Dalian, China	March 2009
India Rickmers	4,250	Yangzijiang, China	April 2009
3,450 TEU			
Henry Rickmers	3,450	Hyundai, South Korea	February 2006
Richard Rickmers	3,450	Hyundai, South Korea	April 2006
Moni Rickmers	3,450	Hyundai, South Korea	January 2007

(1) Kaethe C. Rickmers, Maja Rickmers and Laranna Rickmers were decommissioned and laid up in August 2016.

(2) Sabine Rickmers and Erwin Rickmers were decommissioned and laid up in September 2016.

All of the Trust’s vessels have completed their first scheduled dry-docking by the end of 2014. It is a regulatory requirement for merchant vessels to undergo drydocking every five years, and during this period, the vessels will be off-hired. All vessels, except for India Rickmers and MOL Destiny, are on the extended dry-docking trial programme in which the next scheduled dry-docking for vessel maintenance will be extended from five years to 7.5 years subject to successful underwater class surveys after respectively 2.5 years and 5 years.

The Trust’s ship operations are managed by Rickmers Shipmanagement (Singapore) Pte. Ltd. (the “**Ship Manager**”), a wholly-owned subsidiary of the Rickmers Group. The Trustee-Manager has in place a master ship management agreement (the “**Master Ship Management Agreement**”) with the Ship Manager pursuant to which the Ship Manager will provide the Trust with ship management services, which comprise technical and commercial management services as well as crewing. The Ship Manager may subcontract part of the ship management services to third parties. The Trustee-Manager works closely with the Ship Manager to proactively monitor fleet operating costs, and have implemented costs saving initiatives which are expected to reduce future operating expenses.

The table below sets forth the initial vessel cost, the 2015 net book value, net book value as of 30 June 2016 and the net daily charter rate of the Trust's fleet as at the Latest Practicable Date:

Vessel	Capacity (TEU)	Initial Vessel Cost (US$ million)	2015 Net Book Value (US$ million)	Net Book Value as of 30 June 2016 (US$ million)[(1)]	Net Daily Charter Rate as at the Latest Practicable Date (US$)
Kaethe C. Rickmers	5,060	80	42	40	Decommissioned
Vicki Rickmers	4,250	72	44	39	Spot
Maja Rickmers	4,250	72	42	40	Decommissioned
Laranna Rickmers	4,250	83	40	38	Decommissioned
CMA CGM Azure	4,250	75	41	38	Spot
Sabine Rickmers	4,250	83	41	38	Decommissioned
Erwin Rickmers	4,250	83	40	37	Decommissioned
MOL Dominance	4,250	72	55	48	26,850
MOL Dedication	4,250	72	56	48	26,850
MOL Delight	4,250	72	56	49	26,850
MOL Destiny	4,250	72	57	51	26,850
MOL Devotion	4,250	72	58	54	26,850
India Rickmers	4,250	69	42	39	Spot
Henry Rickmers	3,450	64	31	27	Spot
Richard Rickmers	3,450	64	30	27	Spot
Moni Rickmers	3,450	76	31	27	Spot
Total	**66,410**	**1,181**	**706**	**640**	

(1) After a provision for vessel impairment of US$51.5 million in the quarter ended 30 June 2016.

The Trust does not have any vessel on order or subject to any purchase agreement as at the Latest Practicable Date.

The Trust's Competitive Strengths

The Trustee-Manager believes that the Trust possesses a number of competitive strengths that allow the Trust to capitalise on the opportunities in the containership industry as soon as the charter market recovers. The Trust's principal competitive strengths are set forth below.

Uniformly built fleet

The Trust's fleet consists exclusively of vessels that have been built by reputable shipbuilders, using standard vessel designs customised by the Rickmers Group. Each of the Trust's twelve 4,250 TEU vessels and each of the Trust's three 3,450 TEU vessels are sister ships, uniform in all material respects, having the same or similar equipment. As a result, the Trust enjoys operating efficiencies and economies of scale in operations, maintenance and crewing, enabling the Trustee-Manager to provide the Trust's customers with efficiencies in stowage and scheduling, leading to further operating cost advantages. The average age of the Trust's fleet as of 30 June 2016 is approximately 8.8 years. The Trustee-Manager believes that this relatively young age profile provides the Trust with competitive advantages, as young vessels usually require fewer off-hire days, less downtime for repairs and maintenance, and have greater operating cost efficiencies, as compared to older vessels.

Strong reputation for operating excellence

The Trust benefits from its close relationship with the Rickmers Group to leverage on its brand and extensive network within the shipping industry. The Rickmers name has immediate recognition among the Trust's target customers as a first class vessel operator with high quality, reliable and safe operating standards. This brand recognition is especially important in acquiring and retaining customers as major container liner shipping companies look for a reliable and responsive container shipping operator to meet their exacting standards for vessel chartering and day-to-day operation.

Full-service chartering solutions

The Trustee-Manager provides integrated solutions for customers that desire to add multiple vessels to their fleets, which they might wish to do to enter new trade routes or expand their operations in existing trade routes. The Trustee-Manager leverages on the skills, expertise and established global network of the Rickmers Group, which allow the Trust to provide the Trust's customers with access to a full range of services such as ship design, drawing approval, construction supervision, ship management and brokering services. The Trustee-Manager believes that this ability to provide full-service chartering solutions benefits the Trust's customers in the form of lower operating and maintenance costs and improved service levels.

Significant customer relationships

The Trustee-Manager has long-standing relationships with leading container liner shipping companies such as Maersk Line, CMA CGM, MOL, MSC, Evergreen, Orient Overseas Container Line, Nippon Yusen Kaisha Line, Hamburg Süd and Hapag-Lloyd. These relationships enhance the Trust's ability to identify and pursue future growth opportunities with customers with established track records and proven abilities to fulfil their charter obligations in a timely manner.

Experienced management

The Trust's business affairs are conducted on the Trust's behalf by the Trustee-Manager, which has a team of five directors and two executive officers, most of whom are experienced in vessel investments and management. In particular, the Trust's chairman, Mr. Bertram R. C. Rickmers, has extensive experience in the shipping industry, including as founder, majority shareholder and chairman of the Rickmers Group. Mr. Soeren Andersen, Chief Executive Officer of the Trustee-Manager, has almost 20 years of experience in the shipping and offshore industry and had held senior management positions for leading container liner companies before joining the Trust.

Platform for future growth

The Trust is the exclusive vehicle of the Rickmers Group for acquiring, owning and operating containerships of at least 3,450 TEU that are subject to charters of more than one year, subject to certain exceptions.

The Trustee-Manager retains its objective to actively pursue purchases of other containerships with the goal of expanding the Trust's containership fleet. In furtherance of this growth strategy, the Rickmers Group has agreed not to compete with the Trust, subject to certain limited exceptions, and has granted to the Trust rights of first offer to purchase (i) any containerships of at least 3,450 TEU that it has ordered or owns and that become subject to charters of more than one year and (ii) any containerships of at least 3,450 TEU that it owns and that have charters of more than one year that it intends to dispose of. The Rickmers Group has also agreed to provide the Trustee-Manager with an opportunity to negotiate with and acquire from third parties, ahead of all other Rickmers Group members, any containerships of at least 3,450 TEU that have charters of more than one year. Being a business trust listed on the SGX-ST also allows the Trust to access the capital market to finance future growth.

The Trust's Business Strategies

The Trustee-Manager has adopted the business strategies set forth below.

Maximise fleet performance and minimise costs

In this depressed charter market, the Trustee-Manager is focused on managing the Trust's fleet by minimising costs through vessel decommissioning and keeping some vessels trading to capitalise on potential charter rate recovery.

The Trustee-Manager decommissioned five vessels by laying them up in August and September 2016. This enables the Trust to significantly reduce operating expenses, defer near-term capital expenses and preserve cash. The Trustee-Manager proactively monitors fleet operating costs, and have implemented cost saving initiatives which are expected to reduce vessel operating expenses going forward.

Maintain a high quality vessel fleet

The Trust maintains a fleet of high quality vessels that meets rigorous industry standards and its customers' requirements. By operating a highly efficient organisation out of Singapore, the Trustee-Manager believes the Trust will be able to sustain lower operating costs relative to its peers and attract and retain leading container liner shipping companies as customers. As at 30 June 2016, the Trust's fleet has an average age of approximately 8.8 years.

Focus on liability management and strategically raise cash for future acquisitions

The Trustee-Manager is seeking a unified credit facility from its lenders that would enable the Trust to increase loan tenors, optimise the Trust's balance sheet, as well as keep the Trust liquid and covenant-compliant. In the near term, the Trustee-Manager prioritises cash preservation by optimising vessel deployment and debt repayments. This would create a platform for the Trustee-Manager to ride through the current volatile spot market and to position itself for future growth with future accretive acquisitions.

Strategically expand the size of the Trust's fleet

The Trustee-Manager intends to grow the size of the Trust's fleet through selective accretive acquisitions from the Rickmers Group and other third parties of newbuildings and second-hand vessels with long-term, fixed-rate time charters as soon as the charter market recovers.

The Trustee-Manager intends to focus on enhancing the Trust's fleet by diversifying the Trust's asset base in the containership market that range in all sizes from 1,000 TEU feeder vessels to ultra-large container vessels. The Trustee-Manager has a right of first offer on all Rickmers Group vessels with a capacity of at least 3,450 TEU that have charters of more than one year. This right of first offer provides a foundation to create an attractive growth platform within the container shipping industry. The Trustee-Manager monitors market developments and conditions in order to be prepared for an acquisition of additional vessels that it believe will be accretive to the Trust's business.

Continue to capitalise on the established reputation and relationships of the Rickmers Group

The Trustee-Manager intends to continue to capitalise on the established reputation and expertise of the Rickmers Group. Before entering into a charter, global liner companies will typically consider the reputation and past performance record of a vessel owner. The Rickmers family has a history of over 180 years in shipping and has relationships with many of the world's leading container liner shipping companies. The Trustee-Manager expands these customer relationships to identify and secure new charterers for the Trust's vessels. In addition, shipyards and financial institutions also consider the reputation of a vessel owner as an indicator of creditworthiness. As the Trustee-Manager seeks to expand the Trust's fleet, the extensive network of contacts and relationships of the Rickmers Group with shipyards and financial institutions will be helpful in identifying, negotiating and financing newbuildings and the purchase of second-hand vessels.

Time Charters

General

A time charter is a contract for the use of a vessel for a fixed period of time at a specified daily rate. Under a time charter, the vessel owner provides crewing and other services related to the vessel's operation, the cost of which is included in the daily hire rate. The charterer has to pay for substantially all of the vessel voyage costs, including fuel oil but excluding lubricants.

The charter agreements are each in the form of "New York Produce Exchange Time Charter" published by The Association of Ship Brokers & Agents (U.S.A.), Inc. or "The Baltic and International Maritime Council (BIMCO) Uniform Time Charter Party for Container Vessels" with certain riders specifying further details of the charters. The common terms and conditions of the charter agreements are summarised below. For details of the Trust's vessels, see "— The Trust's Fleet".

Duration of the Charters

The initial term of a time charter commences on the vessel's delivery to the charterer. Under all of the time charters in respect of the Trust's fleet, the charterer may also extend the term for periods in which the vessel is off-hire, as described below.

Rickmers Maritime has five vessels with long-term charters, six vessels with short-term charters trading in the spot market and five vessels decommissioned in cold lay-ups.

Hire Rate

"Hire rate" refers to the payment by the charterer for the use of a vessel. Under all of the Trust's time charters, the hire rate is payable in U.S. dollars, as specified in the charter. Under the time charters (other than the time charters with MOL), the hire rate is payable every 15 days/semi-monthly in advance at the applicable daily rate. Under the time charters with MOL, the hire rate is payable every month in advance at the applicable daily rate.

Operations, Maintenance and Expenses

The Trust is responsible for the ship management of the vessels, which includes, among others, crewing, technical management, repairs, maintenance, dry-docking, commercial management, and insurance of the vessels. Under the Master Ship Management Agreement and the respective individual ship management agreements, the Ship Manager provides the Trust with these services and act as the Trust's agent. The Trustee-Manager pays the operating expenses and dry-docking expenditures for the vessels. The charterer generally pays the voyage expenses, which include all expenses relating to particular voyages, including any fuel oil expenses, port fees, cargo loading and unloading expenses, canal tolls, agency fees and commissions.

Off-hire

Under the Trust's time charters, when the vessel is off-hire, or not available for service, the charterer generally is not required to pay the hire rate, and the Trust will be responsible for all costs, including the cost of bunkers, unless the charterer is responsible for the circumstances giving rise to the lack of vessel availability. A vessel generally will be considered to be off-hire if there is an occurrence preventing the full working of the vessel due to, among other things:

- operational deficiencies related to fuel consumption and vessel speed;
- dry-docking for repairs, maintenance or inspection;
- equipment breakdowns;
- delays due to accidents;

- crewing strikes, labour boycotts, certain vessel detentions or similar problems; or

- the Trust's failure to maintain the vessel in compliance with its specifications and contractual standards or to provide the required crew.

Termination and Suspension

The Trust is entitled to withdraw the vessel from service to the charterer if the charterer defaults in its payment obligations, without prejudice to other claims for hire against the defaulting charterer whereas the charterer has option to cancel the charter party if the vessel incurs off-hire days.

Under the time charters with Maersk Line, if a vessel incurs or is estimated to incur more than 30 consecutive days of off-hire, the charterer has the option to terminate the time charter. Under the time charters with MOL, should the vessel be placed off-hire more than 260 consecutive days, the charterers have the right to cancel the balance period of its charters. Under the time charter with MSC, termination is allowed if a vessel incurs or is estimated to incur more than 20 consecutive days of off-hire. Under the time charters with CMA CGM, if a vessel incurs or is estimated to incur more than 300 consecutive days of off-hire, the charterer has the option to terminate the time charter. Furthermore, if the vessel consistently fails to perform to a guaranteed speed or the amount of fuel consumed to power the vessel under normal circumstances exceeds a guaranteed amount, and the Trust is unable to rectify the situation within 60 days, the charterer will also have the right to terminate the time charter with respect to that vessel.

Change of Control and Sale of Vessels

Under the time charter with MSC, the charterer's prior approval is required in the event that the Trustee-Manager decides to sell the vessel. Under the time charters with Maersk Line, the vessel is not to be sold during the period of the charter party. But if the charter is converted to 36 months, the charterer's prior approval is required in times of a sale. Under the time charter with CMA CGM, the charterer will have a right of first refusal to purchase the vessel in the event that the Trustee-Manager decides to sell the vessel to any third party in which the Rickmers Group does not hold any shares. Under the time charters with MOL, the Trust is only allowed to change ownership of the vessels as long as the vessels remain within the Rickmers Group.

Sub-letting

All of the vessels under existing time charters with Maersk Line and MSC may be sub-let, subject to the Trust's approval. However, time charters with MOL and CMA CGM can be sub-let without prior consent of the owners. Nonetheless, the charterer who is party to the charter agreement, and not the sub-lessee, remains liable for all obligations under the charter agreement.

Redelivery

At the expiration of the relevant charter period, each vessel must be redelivered by the charterer to the Trust at a safe port or a place stated in the relevant charter agreement. Each vessel must be redelivered to the Trust in good order and condition, ordinary wear and tear excepted.

Indemnity

Each charterer will indemnify the Trust against any loss, damage or expense incurred by the Trust arising out of or in relation to claims or liens against the charterer in respect of the Trust's vessels. If a vessel is arrested or otherwise detained by such claims or liens against the charterer in respect of the Trust's vessels, the charterer must at its own expense, take all reasonable steps to secure that within a reasonable period of time the vessel is released, including by the provision of bail, if necessary. Each charterer will also indemnify the Trust against all consequences or liabilities arising from any inconsistency between the charter and any bills of lading or waybills signed by the charterer or its agents or by the captain at their request. If a vessel is arrested or otherwise detained by reason of a claim or claims against the Trust, the Trustee-Manager will at the Trust's own expense, take all reasonable steps to secure that within a reasonable period of time the vessel is released, including by the provision of bail, if necessary. In such circumstances, the Trustee-Manager will indemnify the charterer against any loss, damage or expense incurred by the charterer (including hire paid under the charter agreement) as a direct consequence of such arrest or detention.

Governing Law and Dispute Resolution

Each charter agreement is governed by and construed in accordance with the laws of England. All disputes arising out of or in connection with a charter agreement will be referred to and finally resolved by arbitration.

Charterers

The Trust's customer selection process is targeted at well-established container liner shipping companies that are expanding their liner operations, growing the number of trade routes in which they operate, and chartering-in vessels on a long-term basis as part of their strategy of expanding transport capacity. Certain details of the charterers of the Trust's fleet are set forth below.

- Maersk Line is the world's largest container liner company in terms of current capacity, according to Alphaliner, with a market capitalisation of approximately US$26.3 billion as at 15 July 2016, according to Bloomberg.

- CMA CGM is a privately owned French liner company and the world's third largest container liner shipping company in terms of current capacity, according to Alphaliner.

- MOL is a public listed Japanese transport company and is among the world's top twelve container liner shipping company in terms of current capacity, according to Alphaliner, with a market capitalisation of approximately US$2.5 billion as at 15 July 2016, according to Bloomberg.

- MSC is a privately owned shipping line based in Geneva and the world's second largest container liner shipping company in terms of current capacity, according to Alphaliner.

Sales and Marketing

The Trustee-Manager leverages on the established network of the Rickmers Group and the extensive relationships of the Trustee-Manager to source for potential accretive vessel acquisitions and charters. The Trustee-Manager may also engage third party ship brokers for such purpose.

Competition

The container shipping industry is highly fragmented with many shippers, owners and operators of vessels and is characterised by intense competition. The industry is affected by developments in the major world economies that influence trade patterns.

Competition for providing new containership service comes from a number of experienced shipping companies. Many of the Trust's competitors have significantly greater financial resources than it does, and can therefore operate larger fleets and may be able to offer lower charter rates. This competition may cause greater price competition for time charters.

Risk of Loss and Liability Insurance

General

The operation of any container vessel includes risks such as mechanical failure, collision, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, piracy, hostilities and labour strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. The U.S. Oil Pollution Act of 1990, which imposes virtually unlimited liability upon owners, operators and bareboat charterers of vessels trading in the United States exclusive economic zone for certain oil pollution accidents in the United States, has made liability insurance more expensive for ship owners and operators trading in the United States market.

The Trustee-Manager maintains hull and machinery insurance, war risk insurance, loss of hire insurance, protection and indemnity coverage, strike and delay, deviation and increased value insurance for the Trust's fleet. The Trustee-Manager expects that the amount of insurance for each of the Trust's vessels is adequate for covering any potential loss or liability in the event of any loss or damage to the Trust's vessels or disruptions to the Trust's operations or both and is in line with similar companies operating in the industry in which the Trust operates. However, the Trustee-Manager may not be able to maintain this level of coverage at all times. Furthermore, while the Trustee-Manager believes that the Trust's insurance coverage will be adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that the Trustee-Manager will always be able to obtain adequate insurance coverage at reasonable rates if at all.

Hull and Machinery, War Risks Insurance, Loss of Hire, Strike and Delay and Deviation Insurance

The Trustee-Manager maintains marine hull and machinery and war risks insurance, which cover, *inter alia*, the risk of actual or constructive total loss, for all of the Trust's vessels. Each of the Trust's vessels has been insured for an amount close to their respective book values. These insurance policies are subject to certain deductibles per vessel per incident. The Trustee-Manager will also maintain increased value coverage for each of the Trust's vessels. Under the terms of the Credit Facilities, the Trust is required to assign any insurance proceeds from these insurance policies to the Trust's lenders.

The Trustee-Manager obtains loss-of-hire insurance covering the loss of revenue during extended off-hire periods. The loss of hire insurance covers, under certain circumstances, the loss of charter hire, after a deductible of 14 days per incident (meaning that Rickmers Maritime will only receive any insurance payments after 14 continuous days of off-hire), for a period of up to 90 days but not more than 90 days in total per year and per vessel (meaning insurance payments will be received for a maximum of 90 days following the 14 days deductible).

The Trust's vessels are also covered by strike and delay insurance which covers loss of charter hire after a deductible of three days for a period up to 14 days as a result of grounding or collision with a fixed or floating object. In the event of necessary vessel deviation due to death, injury, illness, infection or accident of any crew or passengers, the Trust is covered under the marine deviation insurance for the deviation expenses incurred up to the sum insured of €175,000.

Protection and Indemnity Insurance

Protection and indemnity insurance is provided by mutual protection and indemnity ("**P&I**") associations, which insure a wide range of liabilities which may arise in connection with the Trust's shipping activities. This insurance covers items such as third-party liability, crew liability and other related expenses resulting from the injury or death of crew, passengers and other third parties, the loss or damage to cargo, damage to other third-party property, pollution arising from the discharge of oil or other substances and, if not already covered under hull and machinery insurance, salvage, towing and other related costs, including the removal of a damaged vessel. P&I insurance is a form of mutual indemnity insurance, extended by P&I associations. Subject to the "capping" discussed below, the Trust's coverage, except for pollution, is unlimited. The Trust's P&I insurance coverage for pollution is US$1 billion per vessel per incident, which represents the standard maximum coverage amount typically used in the Trust's industry.

Intellectual Property

The Trust has been granted a licence by the Rickmers Group to use its trademark "Rickmers" and the Rickmers flag logo for so long as the Rickmers Group, Mr. Bertram R.C. Rickmers and/or any entity or entities under the control of Mr. Bertram R.C. Rickmers, maintain majority control of the Trustee-Manager and the Trustee-Manager has not resigned or been removed under the terms of the RM Trust Deed. If such events were to occur, the Trust may be required to cease using the "Rickmers" name and other Rickmers trademarks, such as the flag logo in the Trust's business activities.

Legal Proceedings

The Trustee-Manager (on its own behalf or as trustee-manager of Rickmers Maritime) has not been and is not currently involved in any material litigation or proceedings that may have, or have had, a significant effect on the Trust's or its business, financial position, results of operations or prospects. To the best of the Trustee-Manager's knowledge, there have been no material litigation or proceedings that are pending or threatened that may have a material effect on the Trust's or its business, financial position, results of operations or prospects, including those relating to bankruptcy, receivership or similar proceedings. From time to time, the Trust or the Trustee-Manager may be subject to legal proceedings and claims in the ordinary course of business, principally related to personal injury and property casualty claims. The Trustee-Manager expects that these claims would be covered by insurance, subject to customary deductibles. Those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources to defend against.

Risk Factors Relating to the Trust

Risks Relating to the Trust's Industry

The shipping industry is highly volatile in nature and subject to cyclical fluctuations, which may have a material adverse effect on the Trust's business, financial condition, results of operations and prospects

The shipping industry is both cyclical and volatile in terms of charter hire rates, vessel values and profitability, resulting from changes in the supply of and demand for shipping capacity. The demand for shipping capacity and the associated level of charter rates are largely driven by and generally follow global patterns of economic development, growth and activity. Changes in demand and rates are also influenced by developments and changes in seaborne and other transportation patterns, changes in weather patterns, environmental concerns, political conditions, armed conflicts, changes to regulatory regimes, canal and port closures, increases and decreases in fuel and lubricant prices, foreign exchange fluctuations, embargoes and strikes. A decrease in fuel price could drive the container liner shipping companies to increase the average speed of their vessels, the effect of which would be an increase in the supply of ship capacity.

The global supply of shipping capacity is determined by the number and capacity of vessels in the existing fleet, the deployment of vessels around the world, the impact of port congestion, the delivery of new ships, the conversion of ships to other uses and the loss of vessels, whether due to retirement, repair or disaster. Such supply may also be affected by regulation of maritime transportation practices by governmental and international authorities, including, but not limited to, changes in environmental and other regulations that may limit the useful lives of ships. Almost all of the factors influencing the supply of and demand for shipping capacity are outside the Trust's control, and the nature, timing and degree of changes in industry conditions are unpredictable.

Demand for shipping was strong with annual trade growth of 10% from 1999 to 2008. In 2009, due to weak global economic conditions, world container trade contracted by about 10% to 122 million TEU, its first annual decline on record. The container shipping industry rebounded in 2010, fuelled by a recovery in global trade. However, in 2015, container trade growth was significantly lower than containership fleet growth. The rapid supply growth of container vessel capacity against weak demand has prompted widespread capacity reduction by liner companies, and the move has placed significant pressure on charter rates in the last quarter of 2015, which continued into 2016.

While container trade growth is expected to improve and container vessel capacity growth is expected to tighten in 2016, there can be no assurance that there will be sufficient demand for container shipping capacity to absorb the delivery of newbuildings that will operate in the container shipping market in the near future. Although more container shipping capacity has been scrapped year to date 2016 compared to full year 2015, there is still excess capacity available compared to the demand for container transportation. It could take several years for the market to correct the current demand-supply imbalance.

Decreases in the demand for container shipping services or increases in the supply of capacity could lead to delayed recovery of charter rates, reduced volume or a combination of the two, as well as declines in the market values of the Trust's vessels, which could have a material adverse effect on the Trust's business, financial condition, results of operations and prospects.

The Trust operates in a highly competitive industry, which may have a material adverse effect on the Trust's business, financial condition, results of operations and prospects.

The container shipping industry is highly fragmented among many global and regional shippers, owners and operators of containerships and is characterised by intense competition. One of the Trust's business strategies is to place its vessels on long-term, fixed-rate time charters as soon as the charter market recovers. The process of obtaining long-term charters is highly competitive and involves an intensive bidding and selection process. Competition for charters is based on a variety of factors, which may include, but are not limited to:

- charter hire or contract rates;
- relationships with charterers and others;
- willingness to accept operational risks pursuant to the charter, such as allowing termination for force majeure events;
- vessel availability and the size, age and condition of the vessel;
- the ability to finance containerships at competitive rates;
- the quality, experience and reputation of the ship manager;
- the financial stability of the ship operator; and
- relationships with shipyards.

Any of these factors could limit the Trust's ability to retain existing and attract new customers for its vessels. The failure to do so could have a material adverse effect on the Trust's business, financial condition, results of operations and prospects. Additionally, the Trust faces competition from a variety of parties, including, but not limited to, regional and global shipowners, trading companies and other ship investment entities and funds, many of which are larger and may have greater financial resources than it has. These competitors may be able to operate larger fleets, offer better charter rates and devote greater resources to the development, promotion and employment of their containerships than the Trust. In addition, the entry of new competitors, a change in the level of marketing undertaken by competitors or irrational behaviour by the Trust's competitors may result in increased competition and higher pressure on margins which could also have a material adverse effect on the Trust's business, financial condition, results of operations and prospects.

Disruptions in global financial markets and economic conditions or changes in lending practices in the future may harm the Trust's ability to obtain financing on acceptable terms, which could hinder or prevent the Trust from meeting capital needs.

Globally, the financial markets and economic conditions have been volatile and have faced disruption in recent years. It has been generally difficult to obtain financing and the cost of any available financing increased significantly due to the exceedingly distressed debt and equity markets. If there is significant deterioration of global financial markets and economic conditions in the future, the Trust may be unable to refinance present credit facilities. Such deterioration may also cause lenders to be unwilling to provide the Trust with new financing to the extent required to fund ongoing operations and growth (including vessel acquisitions). In addition, in recent years, the number of lenders for shipping companies has decreased and ship-funding lenders have generally lowered their loan-to-value ratios and shortened loan terms and accelerated repayment schedules. These factors may hinder the Trust's ability to access financing or to refinance existing loans.

If financing or refinancing is not available when needed, or is available only on unfavourable terms, the Trust may be unable to meet obligations as they come due or be unable to implement growth strategies, complete acquisitions or otherwise take advantage of business opportunities or respond to competitive pressures, any of which could harm the Trust's business, financial condition, results of operations and prospects.

Containership values may fluctuate substantially and result in volatility to the Trust's financial condition and results of operations.

Containership values are volatile. The value of the Trust's vessels may fluctuate substantially over time due to a number of different factors, including, but not limited to:

- supply and demand for similar types of containerships;
- prevailing economic conditions in the markets in which the Trust's vessels operate;
- a substantial or extended decline in world trade;
- competition from other shipping companies;
- the age and condition of the Trust's vessels;
- the fuel efficiency of the Trust's vessels;
- increases in the supply of containership capacity;
- the cost of retrofitting or modifying existing vessels as a result of technological advances in vessel design or equipment, changes in applicable environmental or other regulations or standards, or otherwise; and
- the availability and costs of other modes of transportation.

These factors could substantially reduce the values of the Trust's containership and put the Trust in a position of not being able to otherwise satisfy loan covenants, which may result in adverse liquidity, or other financial or legal developments, including but not limited to events of default, cross defaults, acceleration of debts and forward-looking enforcement of security over the Trust's assets. These factors could also affect the Trust's ability to renew or obtain charters as well as the rates it will be able to charge for such charters at the termination of the existing charters and the price of its vessels at the time of sale.

The Trust regularly reviews the carrying amount of its vessels to determine whether there is any indication of impairment. Indicators of such impairment include the Trust's ability to renew or obtain charters as well as the rates it will be able to charge for such charters. If the Trust is unable to renew or obtain charters, or if the rates that it is able to charge decreases, the Trust will have to estimate the recoverable amount of the relevant ships and will recognise an impairment loss whenever the carrying amount exceeds its recoverable amount. Conversely, the Trust reverses an impairment loss in relation to a vessel if there has been a change in the estimates used to determine the recoverable amount, including a renewal or the entry into a new charter or if the rates that it is able to charge increases. See Note 2.9(b) to the notes to the Trust's 2015 annual report for further details. As a result, the Trust's financial condition and results of operations could be volatile. For example, the Trust incurred vessel impairments of US$2.4 million in 2013, US$44.4 million in 2014 and US$143.1 million in 2015. For the financial half year ended 30 June 2016, the trust has incurred further vessel impairments of US$51.5 million.

In addition, if for any reason, including, but not limited to, the Trust's inability to re-charter a vessel at favourable rates at the termination of its charter, the Trust elects to dispose of a vessel, it will be subject to prevailing market rates. The Trust's inability to dispose of any vessel at a reasonable price could result in a loss and have a material adverse effect on its business, financial condition, results of operations and prospects.

The Trust operates in a highly regulated industry that may limit its ability to do business or require it to incur substantial costs in meeting existing and new regulations.

The container shipping industry is highly regulated, and the Trust's operations are affected by extensive and evolving environmental protection laws and other regulations in the form of international conventions, national, state and local laws and national and international regulations in force in the jurisdictions in which its vessels operate, as well as in the countries in which such vessels are registered. Compliance with such laws and regulations may entail significant expenses, including, but not limited to, expenses for ship modifications and changes in operating procedures.

The operating certificates and licences of the Trust's vessels are renewed periodically during each vessel's required annual survey. However, government regulation of vessels may change in the future and may require the Trust to incur significant capital expenditures on its vessels to keep them in compliance with the relevant governmental regulation. In addition, the Trust is required by various governmental and quasi-governmental bodies to obtain permits and licences required for the operation of its business. These permits may become costly or impossible to obtain or renew on acceptable terms.

The Trust may also incur substantial costs in order to comply with existing and future environmental and health and human safety requirements, including, *inter alia*, obligations relating to air emissions, maintenance and inspection, development and implementation of emergency procedures and insurance coverage. For example, the Trust's vessels have to operate within the rules, international conventions and regulations adopted by the International Maritime Organisation ("**IMO**"), an agency of the United Nations, as well as the environmental protection laws, health and safety regulations, manning regulations and other marine protection laws in each of the jurisdictions in which its vessels operate. Since the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention (the "**ISM Code**") became effective in 1998 and the International Ship and Port Facility Security Code (the "**ISPS Code**") became effective in 2004, shipping companies and individual vessels have been required to establish extensive safety systems and have them certified by standardisation bodies. In complying with IMO regulations and other existing or future regulations, the Trust may be required to incur additional costs in meeting new maintenance and inspection requirements, in developing contingency arrangements for potential contamination by vessels, in obtaining insurance coverage or in modifying existing or acquiring new equipment. The Trust could also face substantial liability for penalties, fines, damages and remediation costs associated with hazardous substance spills or other discharges into the environment involving its vessels under such laws and regulations. As such conventions, laws and regulations are often revised, and because the related costs of compliance are often impossible to assess until the extent of the Trust's obligations under such conventions, laws and regulations are clearly determinable, the Trust is unable to predict the nature of or the long-term costs of compliance. Additional laws and regulations that could affect its operations may also be adopted, and could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Trust is also subject to the risk of unilateral governmental action and regulation in the territories in which its vessels operate. Such risks include, but are not limited to, sanctions that prohibit trade in particular areas, restrictive actions such as vessel arrest, limitations on vessel operations or local ownership requirements, loss of contractual rights and requisition. Requisition occurs when a government takes control of a ship and becomes the owner or takes control of a ship and effectively becomes the charterer at dictated rates. The impact of any of these events may increase the costs of operating the Trust's vessels, decrease the revenues from its vessels or even preclude the operation of vessels in certain trade routes, any of which could have an adverse impact on its charters and consequently, its business, financial condition, results of operations and prospects if the Trust or its charterers are unable to meet their respective obligations under the charter agreements.

The Trust operates in an industry that is subject to increasing inspection procedures and new security regulations which may cause disruption to its business and result in additional expenses.

The international maritime industry is subject to increasing security and customs inspections and related procedures in countries of origin, destination, and trans-shipment points as a result of increased fear of terrorism, illegal immigration and movement of narcotics.

Existing and future security and customs inspection procedures can result in cargo seizure, delays in trade schedules, delays in the loading, off-loading, trans-shipment or delivery of containers and the levying of customs duties, civil or criminal fines or other penalties against exporters, importers and, in some cases, charterers.

It is unclear what further changes to the existing inspection procedures will ultimately be proposed or implemented, which party will bear the costs of implementing these changes or how any such changes will affect the maritime transport industry. It is possible that such changes could impose additional financial and legal obligations, including, but not limited to, additional responsibilities for inspecting and recording the contents of containers. Changes to the inspection procedures and cargo security could result in additional costs and obligations on carriers and could, in certain cases, render the shipment of certain types of goods uneconomical or impractical. Additional costs may arise from current inspection procedures or future proposals that may not be fully recoverable from customers through higher rates or security surcharges. An increase in security and customs inspections and related procedures could have a material adverse effect on the Trust's business, financial condition, results of operations and prospects.

A prolonged global economic downturn could have a material adverse effect on the Trust's business, financial condition, results of operations and prospects.

The container shipping industry, and by extension the Trust, could be adversely affected by a worsening of general economic conditions. Global economic stability and growth, particularly in Europe, the United States of America and Asia, is a key ingredient for a recovery in the container shipping market. A persistent downturn in these major economies could have an adverse effect on the demand for container shipping. The Trust's business, financial condition, results of operations and prospects would likely be materially and adversely affected by a prolonged global economic downturn and/or a slowdown in global trade growth.

The business and activity levels of many of the Trust's customers and related parties and their respective abilities to fulfil their obligations under agreements with the Trustee-Manager, including payments for the charter of the Trust's vessels, may be hindered by any deterioration in the credit markets.

The Trust's current vessels are primarily chartered to customers under fixed-rate time charters, with a growing proportion of vessels fixed under short-term spot charters. These charter payments account for nearly all of the Trust's revenue. Many of the Trust's customers finance their activities through cash flow from operations, the incurrence of debt or the issuance of equity.

There could be a significant decline in the credit markets in the event of a financial crisis. The combination of a reduction of cash flow resulting from declines in world trade, a reduction in borrowing bases under reserve-based credit facilities and the limited or lack of availability of debt or equity financing could potentially reduce the ability of the Trust's customers to make charter payments. This would likely result in adverse effects, especially on the Trust's long-term fixed-rate charters, as charterers fail to fulfill their remaining charter obligations. Any occurrence of significant financial and economic disruption could result in similar effects on the Trust's customers or other third parties with which the Trust does business, which in turn could further harm the Trust's business, financial condition, results of operations and prospects.

The Trust's vessels may be exposed to attacks by pirates or terrorists or be damaged or lost due to natural calamities.

The Trust's vessels may be attacked by pirates or terrorists. Therefore, the Trust may incur significant costs in connection with the protection of its vessels against piracy attacks. Such protection may, from time to time, include, but are not limited to, the engagement of armed guards onboard its vessels. Despite the various levels of vessel protection, there can be no assurance that none of the Trust's vessels will be captured and held ransom for an extended period of time.

Conflicts in the Middle East may lead to additional acts of terrorism, regional conflict or other armed conflict around the world, which may contribute to further economic instability in the global financial markets. Terrorist attacks targeted at sea-going vessels, may in the future also negatively affect the Trust's business and directly impact its vessels or its customers. Any of these occurrences, especially an actual attack on one of the Trust's vessels, could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Trust's vessels are exposed to a variety of natural calamities during operations, including violent storms, tidal waves, rogue waves and tsunamis. Any of these natural calamities could result in its vessels grounding, sinking and colliding with other vessels or property, or the loss of life. If the Trust's vessels are damaged or destroyed, whether by attack or natural calamity, hijacked or seized by pirates or subject to terrorist attacks, resulting in damage or loss to its vessels, the Trust's existing insurance policies may be insufficient to, or may not, cover any such resulting damage or loss, which could adversely affect its business, financial condition, results of operations and prospects.

Political, economic and other risks in the markets where the Trust has operations may cause serious disruptions to its business. The Trust's vessels operate in ports in various countries around the world, including, but not limited to, emerging markets. Therefore, the Trust is subject to the political, economic and social conditions of the countries where these ports are located. As an example, the Trust is exposed to risks of political unrest, strikes, war and economic and other forms of instability, such as natural disasters, epidemics, widespread transmission of communicable or infectious diseases, nuclear contaminations, acts of God, terrorist attacks and other events beyond its control that may adversely affect local economies, infrastructures and livelihoods. These events can result in disruption to the Trust's or its customers' businesses and seizure of, or damage to, the Trust's customers' cargo. These events could also cause the partial or complete closure of particular ports and sea passages, such as the Suez or Panama canals, potentially resulting in higher costs, congestion of ports or sea passages, vessel delays or cancellations on some trade routes. Furthermore, these events could lead to reductions in, or in the growth rate of, world trade, which could reduce demand for the Trust's vessels and services. These risks may cause serious disruptions to the Trust's operations, which could adversely affect its business, financial condition, results of operations and prospects.

The Trust may be exposed to actual and threatened litigation as a result of operating in the container shipping industry.

The operation of vessels involves inherent risks to both persons and property. As an example, a collision at sea could result in the loss of cargo or the loss of life. Defending private actions can be costly and time consuming. If a judgment against the Trust were to be rendered, it might be exposed to substantial financial liabilities, which might not be covered by its insurance. In addition to private actions, governmental and quasi-governmental agencies could bring a variety of actions against the Trust. Other than the financial costs of defending these actions, governmental or quasi-governmental agencies may impose penalties for failures to comply with maritime laws, rules or regulations. In addition to financial penalties, the Trust could be sanctioned such that it is unable to operate its vessels or is forced to incur substantial costs to comply with these maritime laws, rules and regulations. The costs associated with litigation could adversely affect its business, financial condition, results of operations and prospects.

Technological innovation could reduce the Trust's charter revenue and the value of its vessels.

The charter rates and the value and operational life of a vessel are determined by a number of factors including, among other things, the vessel's efficiency, operational flexibility and physical life. Efficiency is related to speed, fuel economy and the ability to load and unload quickly. Flexibility is related to the ability to enter harbours, utilise related docking facilities and pass through canals and straits. Physical life is related to the original design and construction, maintenance and the impact of the stress of vessel operations. If new containerships built were to be more efficient or flexible or have longer physical lives than the Trust's vessels, these technologically-advanced containerships could be more favourable to the charterers in a competitive market, which could lead to a reduced demand for the Trust's vessels and adversely affect the amount of charter hire payments received for the Trust's vessels as well as ultimately the resale value of the vessels. As a result, the Trust's business, financial condition, results of operations and prospects could be adversely affected.

Risks Relating to the Trust's Operations

There can be no assurances about the Trust's ability to continue as a going concern.

There cannot be any assurance that the Trust will be able to continue as a going concern. The Trust's unaudited consolidated financial statements as of and for the financial half year ended 30 June 2016 have been prepared on the assumption that the Trust will continue as a going concern. There cannot be any assurance that the Trust's auditor will issue an unqualified audit report on the Trust's consolidated financial statements as of and for the fiscal year ending 31 December 2016 or in the future, or that the audit report will not raise substantial doubt regarding the Trust's ability to continue as a going concern.

The Trust's business of operating a certain class of vessels may entail a higher level of risk compared to other investment vehicles that have a more diverse scope of operations.

The Trust's business objective is to operate and charter containerships and its principal strategy is to invest in containerships that are time-chartered on a long-term, fixed-rate basis to container liner shipping companies. By concentrating its operations and investments in the global container shipping industry and charter market, the Trust is susceptible to a downturn in those markets. This risk is heightened due to the limited type and number of vessels the Trust operates. The Trust operates 16 vessels, which consist of three 3,450 TEU vessels, twelve 4,250 TEU vessels and one 5,060 TEU vessel. All of these vessels compete in a similar niche of the container shipping market and a decline in this particular market could have a disproportionate adverse effect on the Trust. This may lead to a corresponding decline in charter revenue for such vessels in its portfolio or a decline in the capital value of its portfolio, which would have an adverse impact on the Trust's business, financial condition, results of operations and prospects.

The Trust may not be able to implement its investment strategy, and implementing its strategy may subject it to risks.

The Trust's investment strategy is to invest in container vessels. There can be no assurance that the Trust will be able to implement its investment strategy successfully or that it will be able to expand its portfolio, if at all, at any specified rate or to any specified size. The factors which may affect its ability to successfully implement its strategy include, but are not limited to, its ability to:

- maintain, expand and develop customer relationships;
- identify suitable second-hand vessels or newbuildings for purchase and negotiate such purchases on favourable terms to the Trust;
- secure charters on terms consistent with its strategy;
- obtain financing or access financial markets on terms favourable to the Trust;

- hire, train and retain qualified personnel, including crew, to manage and operate its growing business and fleet; and

- identify additional new markets for expansion.

The Trust's failure to implement its strategy for any of the above reasons, or for any other reason not currently anticipated, could result in:

- a failure to realise anticipated benefits, such as new customer relationships, cost savings or cash flow enhancements;

- a decrease in its liquidity if the Trust has to use a significant portion of its available cash or borrowing capacity to finance acquisitions;

- a significant increase in its interest expense if the Trust increases its level of leverage to finance acquisitions;

- the incurrence or assumption of unanticipated liabilities, losses or costs associated with the vessels acquired;

- the incurrence of other significant charges, such as impairment of goodwill or other intangible assets, asset devaluation or restructuring charges; or

- an inability to make interest payments and principal repayments under its various indebtedness.

Consequently, if the Trust is unable to implement its strategy or its strategy as implemented does not have the expected results, its business, financial condition, results of operations and prospects could be materially and adversely affected.

The Trustee-Manager may change the Trust's strategy.

The Trust's policies with respect to certain activities, including, but not limited to, acquisitions and operations of containerships, will be determined by the Trustee-Manager. While the Trustee-Manager has stated its intention to invest primarily in container vessels, the RM Trust Deed gives the Trustee-Manager wide powers of management and the Trustee-Manager may depart from the Trust's objectives and policies.

There can be no assurance that the Trust has or can maintain sufficient insurance to cover losses that may occur to its fleet or result from its operations due to the inherent operational risks of the shipping industry.

The operation of sea-going vessels involves the inherent risks of sinking, grounding, collision and other catastrophic maritime disasters, environmental pollution, leaks or spills, personal injury and loss of life, losses due to mechanical failure, human error, political action, labour strikes, adverse weather conditions, fire and other factors, which could result in the loss of charter revenue, increased costs or reputational damage. The Trust procures insurance for its fleet against risks commonly insured against by vessel owners and operators. The current insurance includes hull and machinery insurance, war risks insurance, loss of hire insurance, deviation insurance and protection and indemnity insurance. However, no insurance can compensate for all potential losses and there can be no assurance that the insurance coverage the Trust has will be adequate or that its insurers will pay a particular claim. Even if the insurance coverage is adequate to cover all losses, the Trust may not be able to provide its charterers with a replacement vessel in a timely manner in the event of a loss, which could, in certain circumstances lead to the termination of the relevant charter. In addition, under the terms of the loan agreements, the Trust will be subject to restrictions on the use of any proceeds it may receive from claims under its insurance policies. Furthermore, in the future, the Trust may not be able to obtain adequate insurance coverage at reasonable rates for the fleet, if at all. The Trust may also be subject to calls or premiums in amounts based not only on its own claim records but also the claim records of all other members of the protection and indemnity associations through which the Trust's special purpose companies receive indemnity insurance coverage. Its insurance policies also contain deductibles, limitations and exclusions which, although the Trust believes are standard in the shipping industry, may nevertheless increase its costs or which may result in the Trust's claims not being honoured to the extent of losses or damages suffered by the Trust.

The Trust's insurance policies also do not cover risks arising from the damage caused by wear and tear, or the damage caused by wilful misconduct of a ship's crew or officers. Accordingly, any loss or damage to a vessel or extended vessel off-hire, due to any reason, could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Trust may be unable to retain existing charterers, maintain existing charter hire rates upon their expiration or attract new charterers.

All of the Trust's customers maintain their own fleets of vessels and the Trust's business is based on the customers' need to source additional vessel capacity from third-party sources. No assurance can be given that the Trust's customers will not expand their own existing fleets and thereby eliminate their need to charter the Trust's vessels in the future. In addition, due to the volatility of charter hire rates, the Trust cannot be certain that it will be able to re-charter its vessels at the same or higher rates, or at all, when its existing charters expire. There is no assurance that the Trust's customers will renew their charters. Any failure to re-charter a ship or a significant decrease in charter hire rates may have a material adverse effect on the Trust's business, financial condition, results of operations and prospects.

The Trust's right of first offer may not be triggered and even if triggered, is subject to terms to be agreed.

The Trust has been granted rights of first offer with respect to certain vessels by the Rickmers Group. However, the right of first offer is triggered and becomes exercisable by the Trust only with respect to containerships of at least 3,450 TEU that are ordered or acquired and are, or become, subject to a charter of more than one year, or if the Rickmers Group proposes to offer to dispose of such containerships. Even if the right of first offer is triggered and exercised, the actual sale of the relevant containerships will be subject to terms to be mutually agreed between the parties. In addition, because such acquisitions are interested party transactions, Unitholders' approval may be required in order to authorise such transactions in most circumstances. No assurance can be given that the Trust would be able to agree on terms with the selling party or if such terms are agreed, that such transactions would be approved by Unitholders.

There may be conflicts of interest between the Trust and the Rickmers Group.

As of 30 June 2016, members of the Rickmers Group hold 300,729,185 Units (representing in aggregate approximately 34.19% of the total number of outstanding Units).

The Rickmers Group may exercise influence over the Trust's activities through its holdings of the Units. There can be no assurance that the Trust's interests will not conflict with that of the Rickmers Group or its affiliates or that the interests of the Rickmers Group or its affiliates will be aligned with those of its creditors or Unitholders.

Pursuant to the omnibus agreement dated 24 April 2007 entered into between the Trust and the Rickmers Group, the Rickmers Group has agreed not to compete with the Trust. However, this agreement is subject to certain exceptions and as a result of these exceptions, the Rickmers Group operates a competing fleet of containerships.

The Trust may incur significant capital expenditures in connection with its future plans, but may not achieve a corresponding increase in revenues.

The acquisition of additional vessels is capital intensive. In order to be competitive, the Trust may have to continually expand and review its fleet, which involves substantial capital expenditures. The Trust's ability to fund capital expenditures in the future will depend upon its future operating performance, which is subject to prevailing economic conditions, levels of interest rates and financial, business and other factors, many of which are beyond the Trust's control, and upon its ability to obtain additional external financing.

Factors that could affect the Trust's ability to procure financing include any impairment of financial systems in the event of another downturn in financial markets and market disruption risks, which could adversely affect the liquidity, interest rates and availability of any third party funding sources. If the capital and credit markets experience volatility and the availability of funds is restricted, credit spreads could widen, which would increase financing costs. Moreover, it is possible that the Trust's ability to access the capital and credit markets may be limited at a time when it would like or need to do so, which could have a material adverse effect on the Trust's ability to grow its business, refinance maturing debt, pay distributions, secure or maintain credit ratings or react to changing economic and business conditions. Furthermore, future credit facilities may contain covenants that limit the Trust's operating and financing activities and require the creation of security interests over assets.

In addition, the Trust can only incur additional financing in compliance with the terms of its debt agreements. Accordingly, there is no assurance that the Trust will have sufficient capital resources to improve or expand its fleet to the extent necessary to remain competitive in the containership chartering market, the absence of which would have a material adverse effect on its business, financial condition, results of operations and prospects.

Also, if any additional vessels are ordered directly from shipyards, any pre-delivery instalment payments would have to be made in advance of increased revenue. However, no assurance can be given that the Trust's revenue will increase after the delivery of these vessels. The Trust's failure to increase its revenue after such capital expenditures could reduce its profitability and adversely impact its business, financial condition, results of operations and prospects.

The Trust may be adversely affected if there is any significant downtime of vessels or equipment.

Normal wear and tear on the Trust's vessels is a natural consequence of operations in its industry. Normal wear and tear results from exposure to the elements, including, but not limited to, storms and salt water, the breakdown of equipment, and the dangers inherent to loading and unloading containers at ports. As a result, the Trust's vessels will require periodic downtime for repairs and maintenance. In addition, if any extraordinary or extensive repairs to its vessels or equipment are required, due to any catastrophic event or otherwise, the Trust's vessels could require significant dry-docking time during which such vessels would not be available for hire. While insurance proceeds may cover the costs associated with such repairs, they would only compensate for the loss of hire to a limited degree. In the event of any such extraordinary or extensive repairs, the Trust's operations could experience major disruptions. The loss of the Trust's vessels or the inability to use its vessels could adversely affect its business, financial condition, results of operations and prospects.

Restrictive covenants in the bank loans will impose financial and other restrictions on the Trust.

Under the bank loans, the Trust is required, among other things, to meet specified financial ratios and comply with other covenants, which may limit the Trust's operating and financing activities. Some of these restrictions include, but are not limited to, a specified interest coverage ratio and minimum liquidity amount. In addition, the Trust has granted to its lenders under the bank loans security interests over its vessels to secure such indebtedness. To the extent that the Trust is not able to satisfy these requirements, it would be in default and if the default is not cured within the prescribed period of time, amounts owed under the bank loans would become immediately due and payable and may result in the enforcement of the security granted in respect of such loans. In addition, the Trust may be required to prepay amounts borrowed under the bank loans in certain circumstances, including a change of control of the Trustee-Manager.

Therefore, the Trust may need to seek permission from its lenders in order to engage in particular actions. The interests of its lenders may be different from the Trust and it cannot guarantee that it will be able to obtain its lenders' consent when needed. If the Trust does not comply with the restrictions and covenants in the bank loans, it may not be able to finance its future operations, make acquisitions or pursue business opportunities. Furthermore, in the event that the Trust breaches these covenants and does not receive a waiver or consent, the outstanding amounts due under the bank loans could become immediately due and payable and may result in the enforcement of the security granted in respect of such loans. A default in one bank loan may also result in cross-defaults under other bank loans and could result in the outstanding amounts due under the bank loans becoming immediately due and payable. This could have a material adverse effect on its business, financial condition, results of its operations and prospects.

Increase in interest rates may increase the Trust's interest expense.

The Trust's bank loans are subject to variable interest rates based on 3-month US$ LIBOR plus a fixed margin. The Trust has in the past entered into, and may continue to enter into, interest rate swap agreements to partially hedge the floating interest rates of its bank loans. However, no hedging activity can completely insulate the risks associated with changes in interest rates.

If the Trust decides to refinance amounts due for repayment at the maturity of the bank loans and, if prevailing interest rates, margins or other factors at the time of refinancing result in higher interest rates on refinancing, the interest expense relating to such refinanced indebtedness would increase, which could have a material adverse effect on the Trust's business, financial condition, results of its operations and prospects.

The Trust's significant indebtedness could adversely affect its financial health, and the restrictions imposed by the terms of its debt instruments may limit its ability to plan for or respond to changes in its business.

The Trust has and will continue to have substantial indebtedness. As of 30 June 2016, the Trust's total outstanding indebtedness was US$354.7 million. The Trust is not subject to any maximum gearing limit under the Business Trusts Act. Subject to the restrictions under the Trust's debt agreements, it may incur additional indebtedness from time to time for capital expenditures or for other purposes.

The Trust's substantial indebtedness will have important consequences. As a result of this substantial indebtedness, the Trust will require substantial cash flow to meet its obligations under its current and anticipated indebtedness. Therefore, a substantial part of the Trust's cash flow from operations will not be available for its business. In addition, its substantial indebtedness also has the following consequences:

- the Trust's exposure to adverse general economic conditions could increase;
- the Trust may have difficulty satisfying their obligations under its debt instruments, and, if it fails to comply with these requirements, an event of default could result;
- the Trust's compliance with certain provisions in its debt instruments may not be entirely within its control;
- financial and other restrictive covenants in the Trust's debt instruments limit the amount of additional funds it can borrow and its ability to consummate asset sales;

- the Trust's flexibility in planning for, or reacting to, changes in its business and industry may be limited and it may be placed at a competitive disadvantage against any less leveraged competitors;

- the Trust may be required to dedicate a substantial portion of its cash flow to required payments on indebtedness, thereby reducing the availability of cash flow for working capital, capital expenditures and other general corporate activities; and

- certain of the Trust's borrowings, including borrowings under its senior credit facilities, are at variable rates of interest, exposing it to the risk of increased interest rates. See "—*Increase in interest rates may increase the Trust's interest expense*" for further information.

There cannot be any assurance that the Trust's substantial indebtedness and these restrictions will not materially and adversely affect the Trust's ability to finance its future operations or capital needs or to engage in other business activities, or otherwise adversely affect its business, financial condition, results of operations and prospects.

In addition, the Trust's ability to service current and future debt, including the interest payments on the Notes, will depend upon its future performance, which, in turn, depends on the successful implementation of its strategy and on financial, competitive, regulatory, technical and other factors, general economic conditions, the demand and charter prices for its vessels, and other factors specific to the shipping industry, many of which may be beyond its control. The Trust could face difficulties making debt service payments and may be required to refinance indebtedness if its liquidity, cash flows or operations deteriorate in the future and it cannot generate sufficient cash flow from operations to meet its debt service requirements. The Trust's ability to refinance indebtedness will depend upon its financial condition at the time, the restrictions in the agreements governing its indebtedness and other factors, including general market and economic conditions. There is no assurance that the Trust will be able to refinance its indebtedness on commercially acceptable terms or at all.

There can be no assurance that the Trust will be able to refinance any future indebtedness incurred under the current bank loans.

While the Trust may plan to refinance amounts drawn under the current bank loans with the net proceeds of future debt or equity offerings, there can be no assurance that it will be able to do so at an interest rate or on terms that are favourable to it, if at all. If the Trust is not able to refinance these amounts with the net proceeds of debt and equity offerings at an interest rate or on favourable terms to it, if at all, it will have to dedicate a portion of its cash flow from operations to pay the principal and interest of such indebtedness. If it is not able to satisfy these obligations, it may have to undertake alternative financing plans or consider a sale of its vessels. The actual or perceived credit quality of its charterers, any defaults by them, and the market value of its fleet, among other things, may materially affect its ability to obtain alternative financing. If the Trust is unable to meet its debt obligations, or if it otherwise defaults under the bank loans or an alternative financing arrangement, its lenders could declare the debt, together with accrued interest and fees, and any outstanding interest rate swap contracts, to be immediately due and payable and foreclose on its fleet, which could result in the acceleration of other indebtedness that it may have at such time and the commencement of similar foreclosure proceedings by other lenders.

The Trust derives all of its revenues from a limited number of charterers, and the loss of any one of these charterers or any charter could result in a significant loss of revenues and cash flow.

The Trust is dependent on a limited number of charterers. The Trust's current customer base comprises MOL, CMA CGM, Maersk Line, MSC, and these charterers' hire payments are the Trust's sole source of operating cash flow. There can be no assurance that the charterers will be able to make their scheduled charter payments to the Trust on time, if at all. If the charterers are unable to make charter payments, the Trust's business, financial condition, results of its operations and prospects could be materially and adversely affected.

The Trust could lose a charterer or the benefits of a charter if, among other reasons:

- the charterer fails to make charter payments because of its financial inability, or otherwise, or due to disagreements with the Trust; or

- the charterer exercises certain specific limited rights to terminate the charter.

If the Trust loses a charter, it may be unable to re-deploy the related vessel on terms that are as favourable as under the previous charter, if at all. In the worst case, it may not receive any revenues from that vessel, but would be required to pay expenses necessary to maintain the vessel in proper operating condition. The loss of any of the Trust's charterers or charters, or a decline in payments under its charters, could have a material adverse effect on its business, financial condition, results of its operations and prospects.

Existing charterers of the Trust may become insolvent or may for other reasons be unable to make their scheduled charter payments or try to renegotiate existing charter rates.

Chartering is liquidity-intensive and there have already been cases of insolvencies in maritime carriers (charterers) over the past years and some maritime carriers (charterers) have undertaken or are still undergoing financial restructuring programs. Accordingly, there can be no assurance that the Trust's existing or future charterers will be able to make their scheduled charter payments to the Trust on time, if at all. Moreover, even under on-going charter agreements, there is no guarantee that the charterer will not try to renegotiate the conditions of the charter-agreement or try to force the Trust into renegotiations by paying less than the agreed charter rate. Should charterers become insolvent or for other reasons unable to make charter hire payments on time to the Trust, or should the Trust lose charter payments or charterers for reasons of insolvency or default on payment, this could lead to liquidity restraints and unexpected financing costs for the Trust and could thus have a material adverse effect on the Trust's business, financial condition, results of operations and prospects.

The Trust depends on the Trustee-Manager and the Ship Manager to operate its business.

Pursuant to the RM Trust Deed, the Trustee-Manager provides the Trust with strategic management, administrative management and ship management services (including, but not limited to, vessel maintenance, crewing, purchasing, shipyard supervision, insurance, assistance with regulatory compliance and financial services). Ship management services are currently subcontracted by the Trustee-Manager to the Ship Manager. Therefore, its operational success and ability to execute its strategy will depend significantly upon the satisfactory performance of these services by the Trustee-Manager and the Ship Manager, or the effective management of the Ship Manager by the Trustee-Manager to ensure that these services are performed in a timely and satisfactory manner. The Trust's business will be harmed if the Trustee-Manager or the Ship Manager fails to perform these services satisfactorily. In addition, if the Trustee-Manager were to be terminated as the trustee-manager, the terms of service as set out in the RM Trust Deed were to be modified or amended, or the Ship Manager were to be terminated or were to resign, the Trust may not be able to immediately replace such services, which may have a material adverse effect on the Trust's business, financial conditional, results of operation and prospects. Even if replacement services were to be immediately available, the terms offered may be less favourable than the ones currently offered.

As the Trustee-Manager expands the Trust's business, it may need to improve its operating and financial systems. If the Trustee-Manager or the Ship Manager is unable to grow the Trust's financial and operating systems in line with the growth in the Trust's operations, the Trust's business, financial condition, results of operations and prospects may be materially and adversely affected.

It is more difficult to replace or remove a trustee-manager of a registered business trust than a director of a public company.

Under the Business Trusts Act, a trustee-manager of a registered business trust may be removed by way of a resolution approved by not less than three-fourths of the voting rights of all the unitholders of the registered business trust present and voting. In comparison, the Companies Act requires the removal of a director of a public company to be by way of an ordinary resolution approved by more than 50% of the voting rights of all the shareholders of the company present and voting. Under the terms of the RM Trust Deed, the Trustee-Manager may be removed without cause only with the approval of three-fourths of the voting rights of all Unitholders. For so long as the Rickmers Group holds more than 25% of the Units (which may change in the event of a dilutive Unit issuance exercise), it may be impossible for the Trustee-Manager (being a wholly-owned subsidiary of the Sponsor) to be replaced or removed without cause.

The Trust's success is closely related to the success of the Rickmers Group.

The Trust's ability to compete for and to enter into new charters and expand its relationships with its charterers will depend largely on the reputation and relationships of the Rickmers Group in the container shipping industry. If the Rickmers Group suffers material damage to its reputation or relationships, or if the Rickmers Group disposes of its interest in the Trust, it may harm the Trust's ability to, amongst other things:

- renew existing charters upon their expiration;
- obtain new charters on commercially attractive terms;
- successfully interact with shipyards;
- maintain satisfactory relationships with customers and suppliers; or
- successfully execute the Trust's growth strategy.

If the Trust's ability to do any of the things described above is impaired, it could have a material adverse effect on its business, financial condition, results of its operations and prospects.

Maritime claimants could arrest the Trust's vessels, which could interrupt its cash flow.

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lienholder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of its vessels could interrupt cash flow and require the Trust to pay large sums to have the arrest lifted. Any such maritime lien, even one without merit, could result in substantial costs and diversion of resources and could materially and adversely affect its business, financial conditions, results of operation and prospects. In addition, in some jurisdictions, such as South Africa, under the "sister ship" theory of liability, a claimant may arrest both the vessel that is subject to the claimant's maritime lien and any "associated" vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert "sister ship" liability against one vessel in the Trust's fleet for claims relating to another of its vessels. A maritime lien that results in the foreclosure of a vessel could have a material adverse effect on the Trust's business, financial condition, results of its operations and its prospects.

The aging of the Trust's fleet may result in increased operating costs in the future which could adversely affect its earnings.

In general, the cost of maintaining a vessel in good operating condition increases with the age of the vessel. As the fleet ages, the Trust will incur increased costs. Older vessels are more costly to maintain than more recently constructed vessels due to the normal wear and tear that occurs over the life of a vessel as well as improvements in technology that newer vessels benefit from. Cargo insurance rates are higher and fuel efficiency is lower, making older vessels less desirable to charterers. Governmental regulations and safety or other equipment standards relating to the age of vessels may also require expenditures for alterations, or the addition of new equipment, to the vessels and may restrict the type of activities in which the vessels may engage. There can be no assurance that, as the vessels age, market conditions will justify those expenditures or enable the Trust to operate its vessels profitably during the remainder of their useful lives.

Unless the Trust has funds available for vessel replacement at the end of a vessel's useful life, the Trust's revenue will decline.

Unless the Trust has funds available for vessel replacement, the Trust will be unable to replace the vessels in the fleet upon the expiration of their remaining useful lives. The Trust's cash flows and income primarily depend upon the revenues earned by the chartering of the vessels to customers. If the Trust is unable to replace the vessels in the fleet upon the expiration of their useful lives, the Trust's business, financial condition, results of operations, and prospects will be harmed.

Compliance with safety and other vessel requirements imposed by classification societies may be costly.

The hull and machinery of every commercial vessel must be classed by a classification society authorised by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules. All the vessels in the fleet are enrolled with DNVGL, a classification society, and have obtained ISM Code certification.

A vessel undergoes annual surveys, intermediate surveys and special surveys. In lieu of a special survey, a vessel's machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Each of the vessels in the fleet is on a special survey cycle for hull inspection and a continuous survey cycle for machinery inspection. These vessels have qualified within their respective classification for dry-docking once every five to seven-and-half years (if on an extended dry-docking programme) for inspection and maintenance of the underwater parts of such vessels.

If any of the vessels in the fleet does not maintain its class or fails any annual survey, intermediate survey or special survey, such vessel will be unable to trade between ports and will be unemployable, and the Trust could be in violation of certain covenants in its bank loans which may result in the acceleration of the loans and the enforcement of security under such loans. This would negatively impact its business, financial condition, results of its operations and prospects.

The Trust depends upon two executive officers and the loss of either or both of them may adversely affect the Trust's operations.

The Trust's performance and future success depends to a significant extent upon the service and performance of the two executive officers of the Trustee-Manager. These persons are crucial to the development of the Trust's business strategy and to the growth and development of its business. Any diminution or loss of their services could have a material adverse effect on the Trust's business. No assurance can be given that these persons will not leave the Trustee- Manager in the future, or join a competitor or form a company to compete with the Trust. The loss of either or both of these individuals and the failure to recruit replacements with equivalent talent and experience could have a material adverse effect on the Trust's business, financial condition, results of its operations and prospects.

There is little or no publicly available information about the Trustee-Manager or the Rickmers Group.

The ability of the Trustee-Manager to provide services for the Trust's benefit will depend in part on its own financial strength. Circumstances beyond the control of the Trustee-Manager could impair its financial strength.

As the Rickmers Group is privately held, information about its financial strength is not generally available. As a result, there may be little advance warning of problems affecting the Rickmers Group, even though these problems could have a material adverse effect on the Trust.

Any latent design defect discovered in a particular class of vessel will likely affect all of the Trust's vessels in that class, and any equipment defect discovered will likely affect all of its vessels.

Other than the three 4,250 TEU vessels which have been retrofitted to carry extra reefers by the charterers, all 4,250 TEU vessels and 3,450 TEU vessels are based on standard designs and are uniform in all material respects. As a result, any latent design defect discovered in one vessel will likely affect all of the other vessels in that class. Although the Trust's vessels have been operating since they were delivered with no evidence of any material defects, there can be no assurance that latent defects will not be discovered in these or other vessels. In addition, all of the vessels generally have similar equipment. As a result, any equipment defect discovered may affect all its vessels. Any disruptions in the operation of the Trust's vessels resulting from any such defect could adversely affect its receipt of revenues under time charters for the vessels affected. In addition, if the Trust needs to find alternative vessels, there cannot be any assurance that it would be able to lease or purchase vessels within a reasonable time frame or at comparable prices. The Trust also cannot provide assurance that any replacement vessel would have the same operating advantages as its current vessels. In addition, the Trust may incur substantial transition costs and may also have to compensate its charterers.

The Trust's operating expenses could rise significantly in the future.

Pursuant to the Master Ship Management Agreement, the Trust will pay the Ship Manager for the operating expenses associated with its vessels. In respect of the current fleet, the Trust will pay the Ship Manager a fixed amount for a substantial part of these expenses until 31 December 2018 under the current ship management agreement. Thus, for the year 2019 and beyond, the Trust may run the risk of a significant rise in operating expenses attributed to market forces beyond the Trust's control. Furthermore, at all times, the Trust may incur costs in respect of other operating expenses not covered by the ship management agreement, which includes the cost of lubricant oil, certain amounts not reimbursed by its hull and machinery insurance and that exceed US$100,000 per vessel per year, and all unforeseen and extraordinary costs (such as costs for upgrading a vessel due to new legislation or extraordinary repairs). These factors expose the Trust to increased operating costs on its vessels. If the Trust's operating expenses increase significantly, either due to increased operating expenses under future ship management agreements or additional operating expenses due to unforeseen events, its business, financial condition, results of operations and prospects may be materially and adversely affected.

The laws, regulations and accounting standards in Singapore to which the Trust is subject may change.

The Trust may be affected by the introduction of new or revised legislation, regulations or accounting standards. There can be no assurance that any such changes will not have an adverse effect on the ability of the Trustee-Manager to carry out its investment strategy or on the Trust's results of operations and financial condition. In particular, the Trust has been awarded the Maritime Sector Incentive ("**MSI**") (previously known as the Maritime Finance Incentive), which allows the Trust to enjoy Singaporean income tax exemption on its foreign-sourced dividend income from wholly-owned special purpose companies, which hold and charter the vessels to ship operators. The income tax exemption is applicable throughout the useful life of qualifying vessels acquired by the Trust during the tenure of the incentive. The incentive is for a period of 10 years with effect from the date of the initial public offering of the Trust. If the MSI is revoked or if it expires and is not extended, the Trust will not be able to enjoy income tax exemption on income covered under the incentive. This may increase the Trust's costs of operations significantly and could have a material adverse effect on the Trust's business, financial condition, results of operations and prospects.

The Trust's business depends on IT Systems

The Trust outsources its IT systems to Rickmers Group and third party service providers. The Trust relies on their service levels but the Trust may not have management control over these providers and they may not perform as anticipated.

Furthermore, there can be no assurance that all data centres and their systems will not be simultaneously damaged or destroyed in the event of a major disaster. Both the main IT systems as well as the backup systems may be vulnerable to damage or interruptions in operation due to fire, power loss, telecommunications systems failures, physical break-ins, hacker break-ins, a significant breakdown in internal controls, fraudulent activities by employees, terrorist acts, failure of security and anti-terrorism measures or backup systems, human failure or other events beyond the Trust's control. Any such failure of the Trust's IT systems could have a material adverse effect on its business, financial condition, results of operations and prospects.

Forward looking statements may not be realised

This document contains forward-looking statements that relate to analyses and other information which are based on forecasts of future results and estimates of amounts not yet determinable. These forward-looking statements and information are based on the beliefs of the Issuer's management as well as assumptions made by and information currently available to it. These forward-looking statements may be identified by terms such as "expects", "believes", "plans", "intends", "estimates", "anticipates", "may", "will", "would" and "could" or similar words. However, it should be noted that these words are not the exclusive means of identifying forward-looking statements.

All statements regarding the Trust's expected financial position, business strategy, debt restructuring, plans and prospects are forward-looking statements. These forward-looking statements, including statements as to:

- the Trust's future revenue, profitability, results of operations and financial condition;
- the Trust's ability to successfully restructure its outstanding indebtedness and other liabilities;
- the Trust's ability to continue operations as a going concern;
- the Trust's plans, objectives or goals, including those related to products or services and those related to cost reductions;
- expected growth in consumer demand, regional production capacity and competition;
- other expected industry trends, including trends in the pricing of the Trust's charters;
- assumptions underlying such statements; and
- other matters discussed in this document, statements made in announcements made through SGXNET and press releases and oral statements that may be made by the Issuer or the Issuer's officers, directors or employees or agents acting on the Issuer's or the Trust's behalf, are only predictions.

By their very nature, forward-looking statements involve known and unknown inherent risks, uncertainties and other factors, both general and specific, that may cause the Issuer's actual results, performance or achievements or events affecting the Trust to be materially different from any future results, performance, achievements or events expressed or implied by such forward-looking statements. These risks, uncertainties and other factors include, among others, the following:

- the effects of the restructuring of the Trust's indebtedness and other liabilities and obligations on its business and operations;
- actions of creditors and shareholders of the Trust and its subsidiaries;
- future claims and litigation which may be asserted against the Trust and its subsidiaries;
- changes in political, social and economic conditions and the regulatory environment in the jurisdictions in which the Trust operates;
- terrorist attacks;
- changes in currency exchange rates;
- growth strategies for and the success of the Group's marketing initiatives;
- changes in market prices for the Trust's services;
- changes in the availability and prices of raw materials that the Trust needs to provide its services;
- changes in customer preferences;
- changes in competitive conditions and the Trust's ability to compete under these conditions;
- changes in the Trust's future capital needs and the availability of financing and capital to fund these needs; and
- other factors beyond the Issuer's control.

It should be noted that the foregoing list of important risks and uncertainties is not exhaustive. Given the risks and uncertainties that may cause the Trust's actual future results, performance or achievements or events affecting the Trust to be materially different than expected, expressed or implied by the forward-looking statements in this document, we advise you not to place undue reliance on those statements. There is no representation or warranty that the Trust's actual future results, performance or achievements or expected events affecting the Trust will be as discussed in those forward-looking statements. In addition, those forward-looking statements speak only as of the date on which they are made, and the Issuer does not undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

Restructuring and Material Indebtedness

Overview

The significant drop in vessel valuations during the global financial crisis in 2008 resulted in the Trust's failing to meet the value-to-loan covenants under its loan agreements at that time, namely the BNP Facility, the HSH Facility and the CMB Facility (each as defined below). To restructure the Trust's debt obligations and to enable the Trust to continue operating as a going concern, the Trustee-Manager entered into loan restructuring agreements (the "**Loan Restructuring Agreements**") with each of the three syndicates of lending banks (collectively, the "**Syndicate Lenders**"), being (i) the lending banks under the BNP Facility (the "**BNP Syndicate**"), (ii) the lending banks under the HSH Facility (the "**HSH Syndicate**"), and (iii) Commerzbank AG, Singapore Branch ("**CMB**") under the CMB Facility, pursuant to which the Trustee-Manager amended and restated its three facility agreements (as amended and restated from time to time, the "**Loan Agreements**") on 9 June 2010.

Further to the Loan Restructuring Agreements, the Trustee-Manager also entered into an intercreditor deed dated 9 June 2010 (as amended on 20 May 2013 and 13 May 2014, the "**Intercreditor Deed**") with the Syndicated Lenders to govern the ability of the Trust to meet its obligations under the Loan Agreements, including its debt obligations with the Syndicated Lenders. Under the Intercreditor Deed, Rickmers Maritime was subject to various restrictions, including the first right to cash inflows from equity fund raisings and prepayment step-up through excess cash generation. With that, the Syndicate Lenders agreed to waive the Trust's value-to-loan covenants under the Loan Agreements for up to three years.

The Trustee-Manager completed a one-for-one rights issue in 2013, pursuant to which all of the net proceeds received amounting to US$78.5 million were used to prepay part of its bank loans under the Loan Agreements. In connection with the rights issue, the Trustee-Manager obtained extensions of the waivers of the Trust's value-to-loan covenants iunder the Loan Agreements for another 1.5 years, to 29 December 2014. On 7 July 2014, Trustee-Manager obtained further extensions of the waivers of the Trust's value-to-loan covenants under the Loan Agreements for a further year, to 31 December 2015.

On 30 November 2015, the Trustee-Manager announced that the Trust had satisfied the conditions required for the Trust to achieve exit from restrictions under the Intercreditor Deed. The exit from the restrictions under the Intercreditor Deed allows the Trustee-Manager to more effectively negotiate with each syndicate on a bilateral basis to meet its obligations under the respective Loan Agreements and term out its loan maturity profile, without having to seek unanimous agreement from all the Syndicate Lenders.

In recent years, the depressed charter market and adverse industry conditions affected the financial performance of the Trust in terms of lower revenues, cash and asset values. On 19 February 2016, the Trustee-Manager announced that the Independent Auditor had included an emphasis of matter in respect of material uncertainties relating to going concern in the Independent Auditor's Report to the Unitholders on the consolidated financial statements of the Group for the financial year ended 2015. The charter market further deteriorated in 2016 and the Trust decommissioned five vessels in August and September 2016 to reduce operating costs. The Trust is facing uncertainty in meeting its principal repayment obligations and the value-to-loan covenants under the Loan Agreements as a result of the significant decline in asset values in a depressed market.

In its announcements dated 25 May 2016, 29 June 2016, 5 August 2016 and 23 August 2016, the Trustee-Manager announced that it was engaging the Syndicate Lenders in relation to a comprehensive refinancing plan by way of a unified credit facility as part of the Trust's balance sheet optimisation efforts, which included the reduction of amortisation and the increase of loan tenors. To facilitate negotiations with the Syndicate Lenders on the refinancing plan, the Trust obtained standstills on principal repayments and/or waivers of financial covenants and other matters from the BNP Syndicate and the HSH Syndicate under the BNP Facility and the HSH Facility, respectively.

In connection with the above waivers, the Trustee-Manager has also provided a fixed charge (previously a floating charge) over the earnings accounts for proceeds from charter parties in favour of the BNP Syndicate on 25 May 2016, and made prepayments of US$15.0 million and US$3.6 million on 29 June 2016 and 23 August 2016, respectively, to the BNP Syndicate.

The Trustee-Manager announced on 7 September 2016 that Rickmers Maritime had received a firm offer letter from the HSH Syndicate in relation to a restructured secured amortising term loan facility of up to US$260,227,745.26 (the "**New Facility**") to refinance all of Rickmers Maritime's present outstanding debt under the BNP Facility and the HSH Facility. The New Facility, if entered into, would, amongst others things:

- refinance all of the Trust's present outstanding debt under the BNP Facility and the HSH Facility granted by the BNP Syndicate and the HSH Syndicate, respectively;
- extend the maturities of a large part of Rickmers Maritime's secured bank debts to the first quarter of 2021; and
- include a generally back-ended amortisation schedule;

The New Facility is conditional on, amongst others, entry into loan and security documentation, waivers and/or consents from the Syndicate Lenders and evidence that the Notes have been successfully restructured.

Existing Loan Agreements

The Group's secured bank loans are obtained by the Trust and/or its subsidiaries from the Syndicate Lenders pursuant to the BNP Facility, HSH Facility and CMB Facility. The loans bear interest at floating rates of LIBOR plus a margin of 1.75% per annum, and are secured on, amongst others, mortgages over the existing 16 containerships, assignments of the charter revenues, insurance, earnings, deposit accounts of the Trust and/or its borrower subsidiaries and pledges over the shares and requisition compensation of the Trust's borrower subsidiaries.

HSH Facility – Secured against 10 vessels

The Trustee-Manager entered into a facility agreement dated 24 April 2007 (as amended and restated from time to time, the "**HSH Facility Agreement**") for (a) a revolving credit facility of an aggregate amount not exceeding US$360.0 million ("**Tranche A**"); and (b) a top-up term loan of an amount not exceeding US$128.7 million ("**Tranche B**") (collectively, the "**HSH Facility**").

On 9 June 2010, 20 May 2013 and 13 March 2014, the HSH Facility Agreement was amended in accordance with an agreement with other Syndicate Lenders pursuant to the Intercreditor Deed.

The Tranche B loan was fully paid as at 30 June 2013, following the completion of the rights issue in May 2013.

The Tranche A loan is repayable in specified instalments at the end of every calendar quarter, with the final repayment of US$179.7 million due on 31 March 2017. This amount is presented as current liabilities in the statement of financial position as at 30 June 2016. As of 30 June 2016, the total outstanding principal amount under the HSH Facility Agreement was US$197.7 million.

As announced on 7 September 2016, the Trustee-Manager has received a firm offer letter from the HSH Syndicate in relation to the New Facility of up to US$260,227,745.26 to refinance refinance all of its present outstanding debt under the HSH Facility and the BNP Facility, including an extension of the maturity date under the HSH Facility to beyond 31 March 2017. To facilitate such negotiations and the finalisation of the comprehensive refinancing plan, the HSH Syndicate has provided the Trust with a temporary standstill on principal repayments, waiver of financial covenants and other matters to 31 October 2016.

Security
Security for the HSH Facility Agreement includes, among others:

- a mortgage over each secured vessel;

- an assignment of the insurances, earnings and requisition compensation of each secured vessel;

- an assignment of the relevant charter for each secured vessel; and

- a charge or pledge over each earnings account and all amounts from time to time standing to the credit of various accounts, including the earnings account, the dry dock reserve account, the retention account and the existing earnings account.

Security Cover
In November 2015, the Trustee-Manager obtained a full and unconditional waiver from the HSH Syndicate in relation to the security cover requirements under the HSH Facility.

Covenants
The Trustee-Manager must comply with various other covenants, unless otherwise waived, including:

- an EBITDA to Interest Expenses ratio of 2.5:1, Unitholders' equity of US$100 million or more, and free minimum consolidated liquidity of US$12 million

- except in the ordinary course of business, not incur any liability of a substantial nature other than pursuant to the financing agreements relating to various additional vessels without consent;

- procuring that there be no change in the legal or beneficial ownership or control of the Trustee-Manager;

- procure the appointment of a first class international ship management company as technical managers of each additional vessel;

- various covenants with respect to insurance and the ownership or operations of each vessel; and

- procure that no encumbrance is created or permitted to subsist over an additional vessel or other assets without consent.

Events of Default
The HSH Facility Agreement contains various events of default, including curtailment of business, loss of vessel, challenge to registration of a secured vessel, termination of the ship management agreement, termination of or an event of default under the convertible loan facility agreement, and any event that is likely to have a materially adverse effect on the business, assets, financial condition or credit worthiness of the Trust, a party to the security documents or a subsidiary of the Trust that owns a new ship.

BNP Facility – Secured against five MOL vessels

The Trustee-Manager and certain of the Trust's ship-owning subsidiaries (collectively, the "**BNP Borrowers**") entered into a facility agreement dated 30 May 2008 (as amended and restated from time to time, the "**BNP Facility Agreement**") for a term loan facility of up to US$250.75 million (the "**BNP Facility**") to assist the BNP Borrowers to partially finance the acquisition cost of five 4,250 TEU container vessels, namely, MOL Dominance, MOL Dedication, MOL Delight, MOL Destiny and MOL Devotion. The obligations of the BNP Borrowers are guaranteed by the Trust. On 9 June 2010, 20 May 2013 and 13 March 2014, the BNP Facility Agreement was amended pursuant to the Intercreditor Deed.

The BNP Facility was made available in five tranches with each tranche used to finance a single vessel. Each tranche is to be repaid in quarterly specified instalments, with the original final repayment date for each of the tranches being 5 June 2018, 28 August 2018, 27 November 2018, 6 January 2019, and 25 March 2019 respectively.

On 25 May 2016, a fixed charge (previously a floating charge) over the earnings accounts for proceeds from the charter parties was provided in favour of the lenders of the BNP Syndicate and the Trustee-Manager made prepayments of US$15.0 million on 29 June 2016 and US$3.9 million on 23 August 2016 to the BNP Syndicate as partial fulfilment of certain waiver conditions under the BNP Facility Agreement pending finalisation of the comprehensive refinancing plan. As a result of a short-term extension of certain waivers granted by the BNP Syndicate, US$53.1 million of the total amount due of US$67.8 million under the BNP Facility has been reclassified to current liabilities in the statement of financial position as at 30 June 2016. As of 30 June 2016, the total outstanding principal amount under the BNP Facility Agreement was US$67.8 million.

As announced on 7 September 2016, the Trustee-Manager has received a firm offer letter from the HSH Syndicate in relation to the New Facility of up to US$260,227,745.26 to refinance all of its present outstanding debt under the HSH Facility and the BNP Facility.

To facilitate such negotiations and the finalisation of the comprehensive refinancing plan, the BNP Syndicate has granted extensions of time to meet the value-to-loan covenant, and waivers of other financial covenants under the BNP Facility, until 31 August 2016. Rickmers Maritime has requested for these to be extended and is in the midst of providing clarifications to the BNP Syndicate in connection with such request.

Security
Security for the BNP Facility Agreement includes, among others:

- a mortgage over each secured vessel;
- an assignment of the insurances, earnings and requisition compensation of each secured vessel;
- an assignment and novation of the relevant charter for each secured vessel; and
- a charge or pledge over each earnings account and all amounts from time to time standing to the credit of various accounts, including the earnings account, the dry dock reserve account, the retention account and the existing earnings account.

Security Cover
If a lender serves a notice on the BNP Borrowers that (a) the aggregate fair market value of the vessels; plus (b) the net realisable value of any additional security previously provided as security cover is below 110% of the total loan, the BNP Borrowers must within one month thereafter either provide additional security which has a net realisable value at least equal to the shortfall or prepay such part of the loan as will eliminate the shortfall.

Covenants
The BNP Borrowers must comply with various covenants, unless otherwise waived, including:

- an EBITDA to Interest Expenses ratio of 2.5:1, Unitholders' equity of US$100 million or more, free minimum consolidated liquidity amounting to an aggregate of US$1.2 million multiplied by the number of vessels in the Trust's fleet;

- not incur any liability or obligation other than pursuant to the financing agreements relating to various additional vessels, in the ordinary course of business or the financing of ships to be owned by the Trust;

- procure that no encumbrance is created or permitted to subsist over its respective assets without consent;

- various covenants with respect to insurance and the ownership or operations of each vessel; and

- assign all its rights and interest in any builder's warranty relating to its vessel.

In addition, the Trust must comply with various covenants, unless otherwise waived, including:

- an EBITDA to Interest Expenses ratio of 2.5:1, Unitholders' equity of US$100 million or more, free minimum consolidated liquidity amounting to an aggregate of US$1.2 million multiplied by the number of vessels in the Trust's fleet

- remain the legal and beneficial owner of the entire issued share capital of each BNP Borrower, free from any security interest;

- procuring that the Trustee-Manager remains as the trustee-manager of the Trust; and

- procure that no encumbrance is created or permitted to subsist over its assets without consent.

Events of Default

The BNP Facility Agreement contains events of default, including the inability to pay its debts as they fall due, cessation or suspension of business, change in control of the Trust, the Trustee-Manager or the approved ship manager (if Rickmers Shipmanagement (Singapore) Pte. Ltd. is the approved ship manager), termination of the ship management agreement, and any event occurs (including a change in the financial position, state of affairs or prospects of, any accident or event involving any ship chartered by or operated by, and any litigation commenced or threatened against, any BNP Borrower, the Trust, the Trustee-Manager, Polaris Shipmanagement Company Limited ("**Polaris**"), the crew manager (Uniteam Marine Limited), Rickmers Shipmanagement (Singapore) Pte. Ltd., and any approved time charterer) such that the majority lenders consider that there is a significant risk that such party is or will become unable to discharge its liabilities as they fall due or such event represents a material adverse change to the business of such person.

CMB Facility – Secured against the India Rickmers vessel

India Navigation Limited (the "**CMB Borrower**"), a subsidiary of the Trust, and Sui Tai Navigation Limited (the "**Outgoing CMB Borrower**") entered into a facility agreement dated 30 September 2008 (as amended from time to time, the "**CMB Facility**") for a term loan and revolving credit facility of US$46.31 million to partially finance the acquisition cost of India Rickmers, a 4,250 TEU container vessel. On 9 June 2010, 20 May 2013 and 13 March 2014, the CMB Facility Agreement was amended in accordance with an agreement with other Syndicate Lenders pursuant to the Intercreditor Deed. The Outgoing CMB Borrower is no longer a party to the CMB Facility.

The CMB facility is to be repaid in quarterly specified instalments, with the final repayment date on 31 March 2021. As of 30 June 2016, the total outstanding principal amount under the CMB Facility

Agreement was US$15.88 million. The Trustee-Manager is presently in discussions with CMB to enter into a debt settlement in relation to the loans under the CMB Facility.

Security Cover
If the lender serves a notice on the CMB Borrower that the aggregate fair market value of the vessel plus the net realisable value of any additional security previously provided as security cover is below 110% of the total loan and the swap exposure, the CMB Borrower must within one month thereafter either provide additional security which has a net realisable value at least equal to the shortfall or prepay such part of the loan as will eliminate the shortfall.

Covenants
The CMB Borrower must comply with various covenants, unless otherwise waived, including:

- an EBITDA to Interest Expenses ratio of 2.5:1, Unitholders' equity of US$100 million or more, free minimum consolidated liquidity amounting to an aggregate of US$1.0 million multiplied by the number of vessels in the Trust's fleet;

- not incur any liability or obligation other than pursuant to the financing agreements relating to

- various additional vessels, in the ordinary course of business or the financing of ships to be owned by the Trust;

- procure that no encumbrance is created or permitted to subsist over its respective assets without consent;

- various covenants with respect to insurance and the ownership or operations of each vessel; and

- assign all its rights and interest in any builder's warranty relating to its vessel.

In addition, the Trust has agreed to comply with various covenants, unless otherwise waived, including:

- an EBITDA to Interest Expenses ratio of 2.5:1, Unitholders' equity of US$100 million or more, free minimum consolidated liquidity amounting to an aggregate of US$1.0 million multiplied by the number of vessels in the Trust's fleet;

- remain the legal and beneficial owner of the entire issued share capital of each CMB Borrower, free from any security interest;

- procuring that the Trustee-Manager remains as the trustee-manager of the Trust; and

- procure that no encumbrance is created or permitted to subsist over its assets without consent.

Events of Default
The CMB Facility Agreement contains events of default, including the inability to pay its debts as they fall due, cessation or suspension of business, change in control of the Trust, the Trustee-Manager or the approved ship manager (if Rickmers Shipmanagement (Singapore) Pte. Ltd. is the approved ship manager), termination of the ship management agreement, and any event occurs, including a change in the financial position, state of affairs or prospects of, any accident or event involving any ship chartered by or operated by, and any litigation are commenced or threatened against, any CMB Borrower, the Trust, the Trustee-Manager, Polaris, and Rickmers Shipmanagement (Singapore) Pte. Ltd. such that the majority lenders consider that there is a significant risk that such party is or will become unable to discharge its liabilities as they fall due or such event represents a material adverse change to the business of such person.

The Trustee-Manager's Management

Rickmers Trust Management Pte. Ltd., as the Trustee-Manager of Rickmers Maritime has the dual responsibility of safeguarding the interests of unitholders of Rickmers Maritime and managing the business conducted by the Trust.

Board of Directors

The Trustee-Manager's Board of Directors is responsible for corporate governance and overall strategy of the Trust. The Trustee-Manager's role includes reviewing business plans, monitoring key financial and non-financial performance indicators, approving annual budgets, acquisitions and disposals. The Board of Directors ensures that the Trustee-Manager acts in the best interest of all unitholders of the Trust as a whole, including prioritising the interests of unitholders over the Trustee-Manager's in the event of a conflict of interest. The Board has established a framework for the management of Rickmers Trust Management, including a system of internal controls and risk management process.

The Trustee-Manager has implemented an internal guide whereby certain key matters are specifically reserved for the approval of the Board of Directors, such as vessel acquisitions and divestments, chartering contracts of over 12 months, all commitments on loan facilities, credit lines and insurance coverage. Where authority is delegated to management, limits of authority are clearly defined.

The Trustee-Manager's Board of Directors comprises five non-executive directors, three of whom are independent.

Name	Age	Position
Mr. Bertram R. C. Rickmers	63	Chairman and Non-executive Director
Dr. Ignace Van Meenen	48	Non-executive Director
Mr. Lim How Teck	66	Lead Independent Non-executive Director
Mrs. Lee Suet Fern..	58	Independent Non-executive Director
Mr. Raymundo A. Yu Jr..	61	Independent Non-executive Director

Mr. Bertram R. C. Rickmers is Chairman and a Non-executive Director of the Trustee-Manager. He was appointed a member of the Board of Directors in February 2007. He is the Chairman of the Supervisory Board of Rickmers Holding AG and its sole shareholder. He is also on the advisory boards of Hellmann Worldwide Logistics GmbH & Co. KG and chemical group Mankiewicz Gebr. & Co. Mr. Rickmers started his career as a sales manager responsible for the planning of projects at the family-owned Rickmers Shipyard in Bremerhaven. In 1982, Mr. Rickmers founded MCC Marine Consulting & Contracting GmbH in Hamburg, which specialises in shipbroking and in 1984, he established Rickmers Reederei in Hamburg, which is one of the world's leading container shipping companies today. In 2000, Mr. Rickmers purchased back Rickmers Linie from Hapag-Lloyd, to which the Rickmers family had sold the majority shareholding in 1974. Mr. Rickmers has a degree in economics from the University of Freiburg.

Dr. Ignace Van Meenen is a Non-executive Director of the Trustee-Manager. He was appointed a member of the Board of Directors in November 2011. He joined Rickmers Group as Chief Financial Officer in September 2011 and was appointed Chief Executive Officer of Rickmers Group in May 2014. Dr. Van Meenen began his professional career in the investment division of Deutsche Bank AG in Germany and USA. Thereafter, he held leading management positions including Director of Finance at the mining & chemical group, RAG AG (now Evonik Industries) and Chief Financial Officer at the international media company, RTL Group S.A. and real estate firm, DIC Group. Dr. Van Meenen read law at Ghent University and University of Osnabrück and currently resides in Germany.

Mr. Lim How Teck is the Lead Independent Non-executive Director of the Trustee-Manager. He was appointed a member of the Board of Directors in February 2007. He is a shipping veteran with more than 25 years of experience in the industry. Mr. Lim is currently the Chairman and Director of NauticAWT Limited, Heliconia Capital Management Pte. Ltd., Swissco Holdings Limited and ARA-CWT Trust Management (Cache) Limited. He is also a Director on the boards of several public listed companies, including ARA Asset Management Limited. Mr. Lim is also a Member of the Appeals Committee of Singapore Exchange. Mr. Lim holds a Bachelor of Accountancy Degree from the then University of Singapore and is a Fellow of the certified public/management accountancy bodies in Singapore, Australia and UK. He is also a Fellow of the Singapore Institute of Directors and an Associate of the Institute of Business Administration of Australia. Mr. Lim graduated from the Harvard Graduate School of Business Corporate Financial Management Course and Advanced Management Programme in 1983 and 1989 respectively. Mr. Lim was awarded the Public Service Medal, PBM (Pingkat Bakti Masyarakat) National Day Award in 1999 and the Public Service Star, BBM (Bintang Bakti Masyarakat) National Day Award in 2014.

Mrs. Lee Suet Fern is an Independent Non-executive Director of the Trustee-Manager. She was appointed a member of the Board of Directors in February 2007. She is the Chairman & Managing Partner of Morgan Lewis Stamford LLC. Her practice focuses on mergers and acquisitions, equity and debt capital markets and corporate finance. Mrs. Lee has been involved in many significant corporate transactions in Singapore and the region, and has been named a leading practitioner in numerous global professional publications. She has served as a member of the Board of Directors of various publicly listed companies in Singapore and the region. She currently serves as Director on the boards of global Fortune 100 companies AXA and Sanofi. She is a member of the Executive Committee of the Singapore Academy of Law where she also chairs the Committee on Legal Education and Studies and Convergence of Transnational Commercial Laws Conference Steering Committee, a member of the advisory board to the Law School at Singapore Management University where she also chairs the Expert Panel of Centre of Cross-Border Commercial Law in Asia and a trustee for Nanyang Technological University. Mrs. Lee graduated from Cambridge University in 1980 with a double first in law and is a barrister-at-law at Gray’s Inn, London, and an advocate and solicitor of the Supreme Court of Singapore.

Mr. Raymundo A. Yu Jr. is an Independent Non-executive Director of the Trustee-Manager. He was appointed a member of the Board of Directors in May 2009. In October 2010, he was appointed Chairman, Asia Pacific, of Threadneedle Investments, a member of the Ameriprise Financial Group. As Chairman, Mr. Yu spearheads the businesses of Columbia Threadneedle Investments and Ameriprise in Asia. Mr. Yu spent 30 years in wealth management, global markets and investment banking with Merrill Lynch International where he held the position of Chairman of the Merrill Lynch Group, Asia Pacific from 2000 to 2008. During his tenure at Merrill Lynch, Mr. Yu built and managed significant financial services franchises across the Asia Pacific region. He was credited for driving the growth of the bank’s Global Private Client business across Europe, Middle East, Africa and Asia Pacific regions and was instrumental in the expansion of the entire Merrill Lynch Group in Asia. Mr. Yu was dubbed the “Star of Asia” by Business Week Magazine in July 2005, and at the time of his retirement in 2008, he was the only Asian to be a Chairman in a US investment bank in Asia Pacific. Mr. Yu is a member of the Board of Fellows of the Thunderbird School of Global Management in Arizona, USA, and is active in various charity organisations in the Philippines and Singapore. He is the Founding Chairman of ABLE, a charity aligned to the physically challenged community in Singapore. Mr. Yu is a member of AustralianSuper’s Asian Advisory Committee and Bank Julius Baer & Co’s Global Advisory Committee. Mr. Yu holds a Bachelor of Science degree in Business Administration from Ateneo de Davao University in the Philippines and a Masters in Business Administration in International Management from Thunderbird School of Global Management.

Committees of the Board of Directors

The Board of Directors is supported by the Audit Committee and the Nominating and Remuneration Committee to assist it in discharging its responsibilities.

Audit Committee

The Audit Committee comprises three members, all of whom are independent directors. The Chairman of the audit committee is Mr. Lim How Teck and the members are Mrs. Lee Suet Fern and Mr. Raymundo A. Yu Jr. The Board of Directors is of the view that the members of the Audit Committee have sufficient financial management expertise and experience to discharge their responsibilities. The Audit Committee is authorised to investigate any matter it deems appropriate within its terms of reference. It is entitled to full access to, and co-operation of the management and has full discretion to invite any director or senior manager to attend its meetings. The Audit Committee has adequate resources to enable it to discharge its responsibilities. The principal responsibilities of the Audit Committee include:

- reviewing financial results and statements before recommending them to the Board of Directors for approval;
- reviewing external audit plans and the adequacy of external audits in respect of scope, costs and performance;
- reviewing results of the external audits and evaluating the adequacy of the systems of internal and accounting controls, risk management and compliance;
- reviewing external audit reports to ensure that where deficiencies in internal controls have been identified, appropriate remedial action is taken by the management;
- reviewing the nature, extent and costs of non-audit services provided by the external auditors to the Trust, so as to avoid an erosion of independence and objectivity of the external auditors;
- recommending to the Board of Directors the nomination of the external auditors and their fees;
- reviewing interested person transactions and monitoring the procedures established to regulate interested person transactions;
- reviewing procedures for managing potential conflict between the interest of the unitholders of the Trust and the interest of the Trustee-Manager; and
- reviewing policies and practices put in place by the Trustee-Manager to ensure compliance with applicable legislation, the Listing Manual of the SGX-ST and the Business Trusts Act, Chapter 31A of Singapore.

Nominating and Remuneration Committee

The Trustee-Manager's Nominating and Remuneration Committee comprises four directors, of whom three (including the Chairman) are independent directors. The Chairman of the Nominating and Remuneration Committee is Mrs. Lee Suet Fern and the members are Mr. Bertram R. C. Rickmers, Mr. Lim How Teck and Mr. Raymundo A. Yu Jr. The Nominating and Remuneration Committee has adopted specific terms of reference defining its scope and authority. Its duties with regard to nomination functions are:

- reviewing and assessing nominations for appointment of new directors and re-appointment of existing directors before recommending to the Board of Directors;

- performing annual evaluation of the Board of Directors' performance in reference to objective performance criteria;

- reviewing board structure, size and composition, having regard to the scope and nature of the operations and the core competencies of the directors;

- determining on an annual basis, the independence of independent directors; and

- reviewing and recommending to the Board of Directors, training and professional development programs.

The Nominating and Remuneration Committee also recommends to the Board of Directors, internal guidelines to address the competing time commitments faced by directors who serve on multiple boards. As a guide, directors should not serve on more than nine principal boards. The Nominating and Remuneration Committee reviews from time to time the board representations and other principal commitments of each director as well as their contributions to the Trust to ensure that the directors continue to meet the demands of the Trust and the Trustee-Manager, and are able to discharge their duties and responsibilities adequately. The principal remuneration functions of the nominating and remuneration committee are:

- reviewing and recommending to the Board of Directors the remuneration framework, including specific remuneration package and terms of employment etc. for the executive officers; and

- reviewing and recommending long-term incentive schemes.

There is currently no option scheme or other long-term incentive scheme for employees or directors. The remuneration payable to the Trustee-Manager is provided for under Clause 11 of the RM Trust Deed constituting the Trust dated 30 March 2007. The fees paid to the Trustee-Manager for financial year ended 31 December 2015 is disclosed in the financial statements of Rickmers Maritime's Annual Report 2015.

Internal Controls

The Board of Directors is mindful of the importance of maintaining a sound system of internal controls to safeguard the interests of unitholders and the Trust's assets. The audit committee has reviewed the internal controls within its terms of reference and those drawn to their attention by the external auditors, during the course of their audit. Where applicable, management has implemented suggested improvements. The Board of Directors believes that the existing system of internal controls provides reasonable, but not absolute assurance against material financial misstatements or losses. The Board of Directors recognises that in practice, no cost-effective internal control system can preclude and eradicate each and every error and irregularity arising from material errors, poor judgement in decision-making, human error losses and fraud, given that all internal control systems contain inherent limitations. The Board of Directors notes that the objective of an internal control system should be to manage rather than to eliminate the risk of failure. Based on the reports of the external audit and information furnished by the management, the Board of Directors with the concurrence of the Audit Committee is of the view that the existing internal controls are adequate to address the financial, operational, compliance and information technology risks of the business.

Risk Management

The Trustee-Manager regularly reviews and improves business and operational activities of the Trust to identify areas of significant business risks and takes appropriate measures to control and mitigate these risks. The management reviews control policies and procedures and highlights all significant matters to the Audit Committee and the Board.

Executive Officers

Name	Age	Position
Mr. Soeren Andersen	45	Chief Executive Officer
Mr. Tomas Norton de Matos...	52	Chief Financial Officer

Mr. Soeren Andersen was appointed as Chief Executive Officer of the Trustee- Manager in June 2015. He has almost 20 years of experience as an international shipping executive in the shipping and offshore industry. Prior to joining the Trustee-Manager, he was Vice President of Global Network & Alliance at APL, one of the world's leading container shipping companies, headquartered in Singapore and part of the NOL Group. Mr. Andersen was responsible for APL's co-operations and alliances with other container shipping operators, and was APL's senior representative in the G6 Alliance, which comprises Mitsui O.S.K. Lines, Orient Overseas Container Line, Hyundai Merchant Marine, Hapaq-Lloyd, NYK Line and APL. Before joining APL, Mr. Andersen spent 15 years working for the Maersk Group. He started his career with AP Moller-Maersk in Denmark in 1997 after graduating with a Master of Science in Business Administration from Aarhus University. This marked the beginning of an illustrious career with the Maersk Group in various operational, marketing and strategic positions, including roles in which he had oversight of mergers and acquisitions. Mr. Andersen holds an Executive MBA from Columbia Business School and London Business School.

Mr. Tomas Norton de Matos was appointed Chief Financial Officer of the Trustee-Manager on 18 April 2016. Mr. Norton de Matos has 30 years of experience in corporate banking, project and development finance, credit management and investments, as well as financial advisory and management across multiple sectors. Prior to joining Rickmers Maritime, he was Managing Director of Norton Capital & Sons Pte. Ltd., where he led cross-border investment transactions and capital raising projects, in addition to managing personal investment funds with a maritime sector emphasis. Before setting up Norton Capital & Sons Pte. Ltd. in 2014, Mr. Norton de Matos was Managing Director and Representative of Espirito Santo Financial Group S.A., where he was responsible for assessing the group's proposed investment operations in Singapore. Mr. Norton de Matos started his banking career with the Chase Manhattan Bank in New York, USA, specialising in credit operations, before moving to Tokyo, Japan in 1988 and, subsequently, to project finance roles in Hong Kong and Singapore, where he was responsible for marketing, financial advisory and debt arrangements for infrastructure and industrial projects in Asia-Pacific. Mr. Norton de Matos has also held key positions in Standard Chartered Bank, Bank of Tokyo-Mitsubishi UFJ, Asian Development Bank, and Arco Capital Management in Asia. Mr. Norton de Matos graduated with a Bachelor of Science in Business Administration from Georgetown University in Washington, DC, USA.

Substantial Unitholders

The following table sets forth certain information with respect to the registered ownership of the Units as of the Latest Practicable Date.

	Unitholdings as at the Latest Practicable Date[1]			
	Direct Interest	**%**	**Deemed Interest**	**%**
Directors				
Bertram R. C. Rickmers	-	-	300,729,185[2]	34.19
Dr. Ignace Adolf Julien Van Meenen	-	-	-	-
Lee Suet Fern	928,164	0.11	-	-
Lim How Teck	240,491	0.03	-	-
Raymundo A. Yu Jr.	-	-	-	-
Substantial Unitholders (other than Directors)				
Rickmers Holding AG	-	-	300,729,185[3]	34.19
Rickmers Second Invest GmbH	158,801,503	18.05	141,927,682[4]	16.14
Polaris Shipmanagement Company Limited	141,927,682	16.14	-	-

Notes:

(1) Based on the issued capital of 879,622,717 Units (excluding treasury Units) as at the Latest Practicable Date.

(2) Mr. Bertram R. C. Rickmers holds 100% of Rickmers Holding. He is therefore deemed to be interested in the units held by Rickmers Second Invest GmbH and Polaris Shipmanagement Company Limited in Rickmers Maritime.

(3) Rickmers Holding AG is the holding company of Rickmers Second Invest GmbH, which in turn is the holding company of Polaris Shipmanagement Company Limited. Rickmers Holding AG is therefore deemed to be interested in the units held by Rickmers Second Invest GmbH and Polaris Shipmanagement Company Limited in Rickmers Maritime.

(4) Rickmers Second Invest GmbH is the holding company of Polaris Shipmanagement Company Limited and is therefore deemed to be interested in the units held by Polaris Shipmanagement Company Limited in Rickmers Maritime.