



ALL HANDS
ON DECK

Extraordinary General Meeting

31 October 2016

Disclaimer



This presentation should be read in conjunction with the circular dated 7 October 2016 (the **"Circular"**) in relation to (i) the proposed issue of 1,319,434,076 new Units (as defined below) at the issue price of S\$0.045474 per Unit pursuant to the proposed restructuring of the S\$100 million 8.45% Notes due 2017 (the **"Notes"**) issued by Rickmers Trust Management Pte. Ltd. (the **"Issuer"**) (in its capacity as trustee-manager (the **"Trustee-Manager"**) of Rickmers Maritime (the **"Trust"**)) and (ii) the proposed winding up of the Trust in the event of an unsuccessful restructuring.

This presentation is made available by the Trustee-Manager, subject to the following provisions, to the holders of units (**"Units"**) of the Trust (the **"Unitholders"**) for the sole purpose of providing information to assist them in deciding whether they wish to vote in favour or against the resolutions proposed at the extraordinary general meeting of Unitholders on 31 October 2016 (the **"Meeting"**), and any adjourned Meeting.

This presentation is not and does not constitute or form part of, and is not made in connection with, any offer, invitation or recommendation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any units, bonds, notes, debentures, options, warrants or other securities of the Trust (the **"Securities"**) and neither this presentation nor anything contained in it shall form the basis of, or be relied upon in connection with, any contract or investment decision.

The contents of this presentation have not been reviewed by any regulatory authority in any jurisdiction. This presentation does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, such an offer or invitation would be unlawful. This presentation is for use in Singapore only and, in particular, must not be distributed, brought into or sent into the United States. This presentation does not constitute or form part of any offer to purchase or subscribe for securities in the United States. The Securities of the Trust have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **"U.S. Securities Act"**), or under the laws of any state of the United States. The Securities of the Trust will not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of the Trust's Securities in the United States.

This presentation has not been independently verified. Reliance should not be placed on the information or opinions contained in this presentation. This presentation does not take into consideration the investment objectives, financial situation or particular needs of any particular investor. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this presentation. To the maximum extent permitted by law, the Trustee-Manager and its officers, directors, employees and agents disclaim any liability (including, without limitation, any liability arising from fault or negligence) for any loss arising from any use of this presentation or its contents or otherwise arising in connection with it. Any decision to vote in favour or against any resolution proposed in the Meeting must be made solely on the basis of the Circular and your own judgment, and if necessary, after seeking appropriate financial and professional advice.

Any forward-looking statements set out in this presentation are based on a number of assumptions that are subject to business, economic and competitive uncertainties and contingencies, with respect to future business decisions, which are subject to change and in many cases outside the control of the Trust and the Trustee-Manager. Accordingly, neither the Trust nor the Trustee-Manager can give any assurance that any forward-looking statement contained in this presentation will be achieved. Neither the Trust nor the Trustee-Manager intends to update any of the forward-looking statements after the date of this presentation to conform those statements to actual results.

The contents of this presentation are being given solely for your information. No part of this presentation should be copied, reproduced or redistributed to any other person in any manner or published, in whole or in part, for any purpose, without the prior written consent of the Trustee-Manager.

By participating in this presentation or by accepting any copy of the slides presented, you agree to be bound by the foregoing limitations and agree that you have read and agreed to comply with the contents of this notice. This presentation is given to you solely for your own use and information in connection with the Meeting.

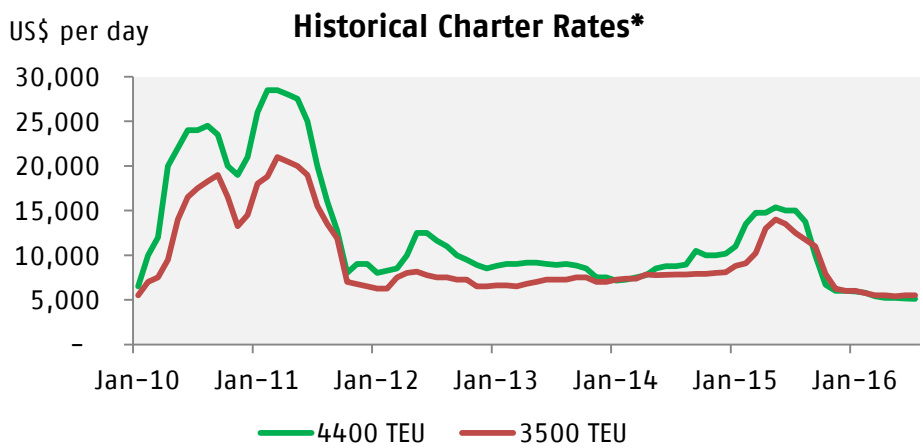
A successful restructuring is key for the future of Rickmers Maritime and preserves maximum value for all stakeholders in this difficult market

- **The shipping sector remains challenging:** The Trust is unlikely to be able to meet debt obligations of US\$179.7m due Mar 2017 to its senior lenders as well as coupon and principal payments under the S\$100m 8.45% notes (the “Notes”) due May 2017
 - **Rickmers Maritime needs to restructure its secured and unsecured debt in order to continue to operate as a going concern**
 - Secured debt: Received firm offer for US\$260.2m new facility from lenders to refinance and extend maturities of a large part of secured loans to 1Q2021
 - Unsecured debt: For a complete debt restructure to be successful, the Notes need to be restructured
1. Proposed Issue of 1,319,434,076 new units at an issue price of S\$0.045474 per unit as partial redemption of the Notes due 2017
 2. Proposed Winding Up of Rickmers Maritime in the event of an unsuccessful restructuring

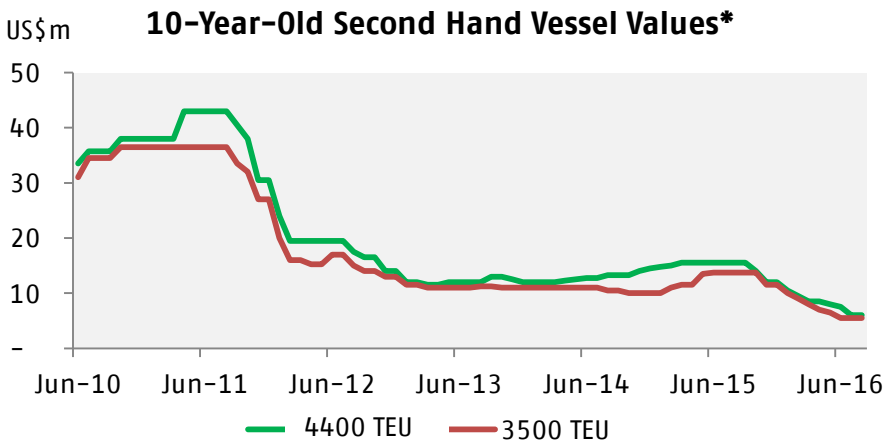
Background – Market and Financial Situation



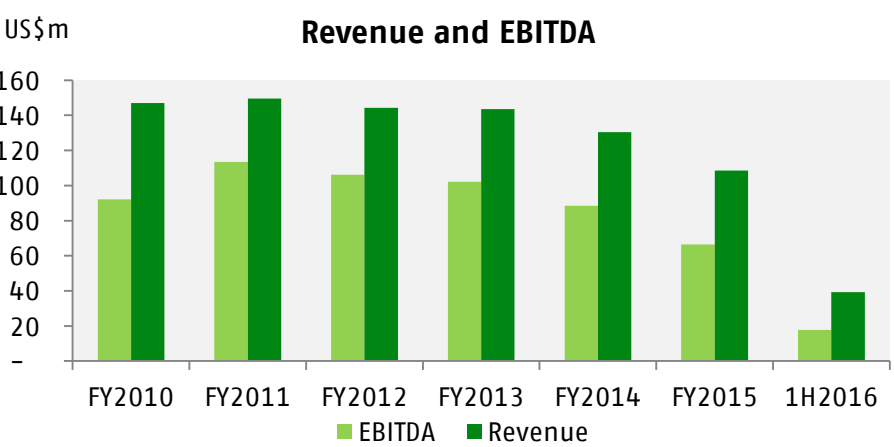
Operating environment one of the worst in history;
charter rates below operating expenses



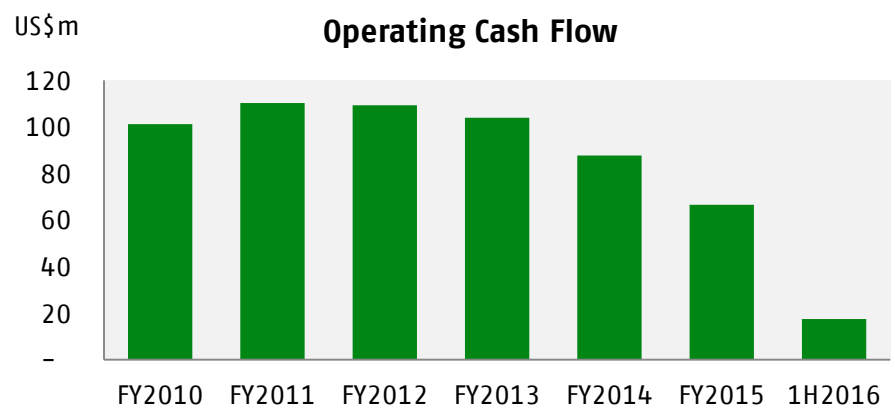
Depressed vessel values limit recovery
in a liquidation scenario



Lower revenue and EBITDA on increased exposure
to spot market and reduced charter rates



Depressed market affected operating cash flow:
Insufficient cash to repay debt



Sources: *Clarksons Research Services

Redeem S\$60m principal with new units; remaining S\$40m repayable in 2023

Redeem
S\$60m with
equity

Unitholders' EGM on 31 Oct 2016

✓ Proposed Issue of 1.32b new units^
APPROVED by Unitholders

- Redeem S\$60m with ~1.32b new units at S\$0.045474 per unit
- Delivers majority ownership to Noteholders with 60% of the enlarged units of the Trust

✗ Proposed Issue of 1.32b new units^
NOT APPROVED by Unitholders

- Alternative Proposal: Redeem S\$60m with ~176m new units at S\$0.341 per unit
- Noteholders to receive 16.7% of the enlarged units of the Trust

S\$40m
outstanding
principal to
be repayable
in 2023

▪ Step-up coupon rates:

Per year	Coupon Rate	Coupon Amount
Nov 2016 – Nov 2019	2.7%	S\$1.08m
Nov 2019 – Nov 2020	3.3%	S\$1.32m
Nov 2020 – Nov 2021	3.9%	S\$1.56m
Nov 2021 – Nov 2022	4.5%	S\$1.80m
Nov 2022 – Nov 2023	5.2%	S\$2.08m

Special upfront
coupon payment
of S\$500,000 to
be paid to
Noteholders
upon a successful
restructuring

^ Rickmers Holding, the sponsor of the Trust, has undertaken to vote in favour of the Proposed Issue of 1.32b new units

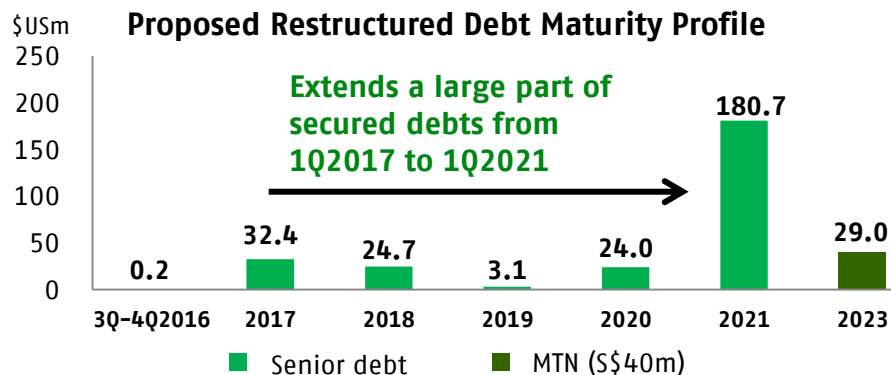
Successful Restructuring – Going Concern and Avoids Liquidation

Successful restructuring is critical for the survival of Rickmers Maritime

- Unitholders voting for the resolutions maximize the chances of Noteholders voting for the Proposed Restructuring: Going concern → No liquidation

Notes restructuring successful

- Makes way for US\$260.2m New Facility[^]



- Avoids liquidation
- Longer runway to manage liabilities and weather depressed market
- Pursue growth and deliver equity upsides

Notes restructuring not successful

- New Facility may not be extended to the Trust
- Seek further standstills and/or waivers



If standstills and waivers not granted

- RTM may propose to wind up the Trust in accordance with the RM Trust Deed, with any distributions in the order of priority as follows:

Likely losses in a liquidation	%
1. Senior lenders – Secured	50-65%
2. MTN holders	100%
3. Unitholders	100%

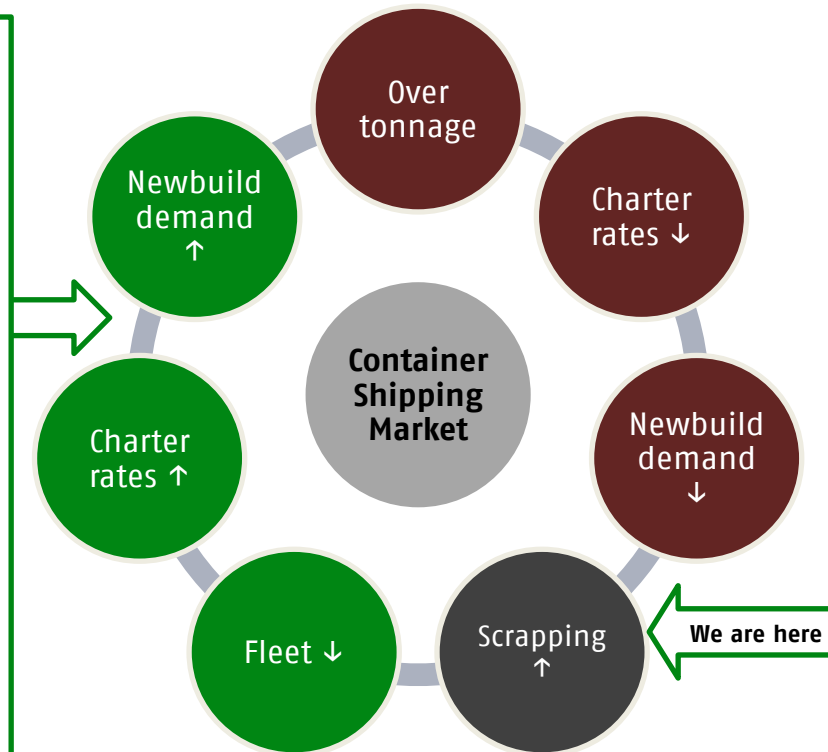
[^] Conditional on, amongst others, entry into loan and security documentation, waivers and/or consents from the syndicate lenders and evidence that the Notes have been successfully restructured.

Successful Restructuring – Potential Equity Upside

Longer runway to manage liabilities and weather difficult market

Market recovers and charter rates increase

- **Reactivate decommissioned vessels** and secure longer-term charters
- **Pursue cash-producing and value-enhancing business opportunities**, which may include low-cost vessel acquisitions and the conversion of vessels for other purposes



Current depressed market

- **Secured revenue of US\$111.5m[^]**: Mainly from five long-term charters of US\$26,850/day/vessel
- **Decommission idle vessels**: Significantly reduces operating costs and allows the Trust to delay drydocks until market recovers
- **Keep a few spot vessels** for flexibility to capitalise on any uptick in the market
- **Strengthen financial position and extend loan maturity profile** to improve the balance sheet and pursue growth opportunities when market recovers

- ✓ **Proactively manage operating costs**: Implemented cost saving initiatives in 2Q2016 to reduce vessel operating expenses
- ✓ **Take practical measures amid depressed market**: Decommissioned five idling vessels in Aug-Sep 2016
- ✓ **Continue comprehensive capital management strategy**: Manage liabilities and extend loan maturity profile

[^] From 30 Jun 2016 until the expiry of the last existing charter contract in 2019

Thank You

Q&A

Appendices

Steps Taken To Preserve Cash and Improve Solvency

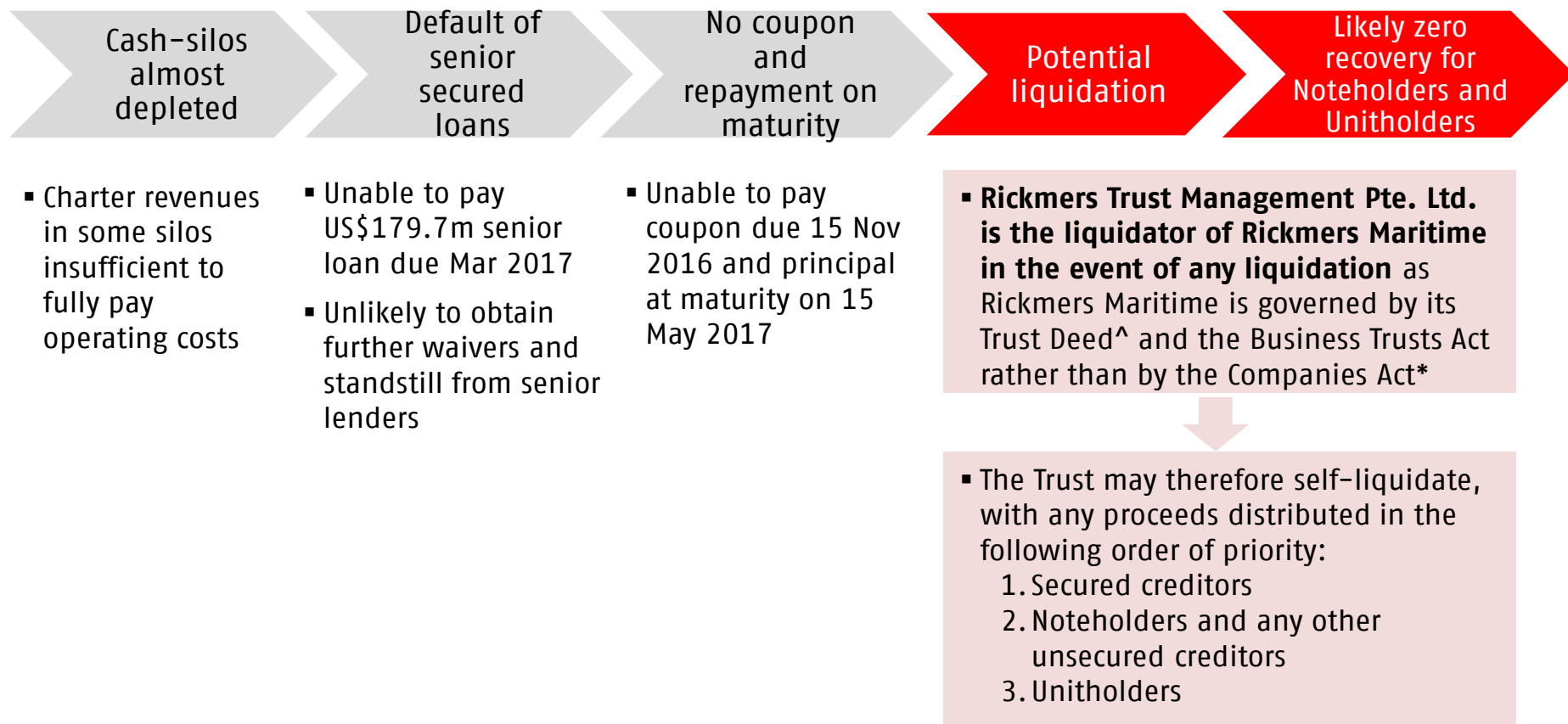


- Nov 2015 ● **Suspended unitholders' distributions:** Conserved over US\$20m cash per annum assuming distribution of 0.6 US cents per unit
- Nov 2015 ● Trust exit from Intercreditor Deed; greater flexibility for bilateral negotiations with lenders
- Feb 2016 ● **Received emphasis of matter from Independent Auditor:** Highlighted that the Trust may have insufficient cash to fulfil obligations of US\$179.7m secured bank loans and US\$70.6m of MTNs due for repayment on 31 Mar 2017 and 15 May 2017 respectively
- May – Aug 2016 ● **Made prepayments to BNP syndicate to obtain short-term waivers** amid restructuring discussions; **obtained standstill from HSH syndicate to defer quarterly amortisation**
- Aug 2016 ● **Decommissioned three vessels** trading in the spot market to cut costs
- Sep 2016 ● **Received firm offer from HSH syndicate for US\$260.2m new facility**
- Sep 2016 ● Presented initial Notes restructuring proposal and convened informal Noteholders meeting; presented revised proposal which reflects Noteholders' feedback
- Sep 2016 ● **Decommissioned further two vessels** trading in the spot market to cut costs
- Oct 2016 ● Dispatched circular to Unitholders for Proposed Issue of 1.32b new units, and Proposed Winding Up of the Trust in the event of an unsuccessful restructuring; EGM on 31 Oct 2016
- Oct 2016 ● Dispatched Consent Solicitation Statement and Notice of Noteholders' Meeting for proposed Notes restructuring; Noteholders' Meeting on 9 Nov 2016

Consequences of Unsuccessful Notes Restructuring



- **Critical consequences if vote does not pass:** Severely limits the Trust's ability to continue to operate on a going concern basis



[^]Amongst other clauses, the Rickmers Maritime Trust Deed stipulates that RM may be wound up by the Trustee-Manager, all secured creditors will be repaid before unsecured creditors, and the Trustee-Manager may postpone the realization of any investment for so long as it sees fit

*Common practice for companies where the role of liquidator is performed by a third party appointed by the creditors does not generally apply to a Trust