Brønnøysundregistrene

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	922 191 352
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	MAMA HOLDCO AS
Forretningsadresse:	Skogstøstraen 37 4029 STAVANGER

Regnskapsår

Årsregnskapets periode:	01.01.2021 - 31.12.2021

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Bjørn Eie Henriksen
Dato for fastsettelse av årsregnskapet:	24.06.2022

Grunnlag for avgivelse

År 2021: Årsregnskapet er elektronisk innlevert

År 2020: Tall er hentet fra elektronisk innlevert årsregnskap fra 2021

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 14.07.2023

Resultatregnskap

Beløp i: USD	Note	2021	2020
RESULTATREGNSKAP			
Kostnader			
Annen driftskostnad	2	27 000	11 000
Sum kostnader		**27 000**	**11 000**
Driftsresultat		**-27 000**	**-11 000**
Verdireduksjon andre finansielle instrumenter vurdert til virkelig verdi	3	12 424 000	112 842 000
Sum finanskostnader		**12 424 000**	**112 842 000**
Netto finans		**-12 424 000**	**-112 842 000**
Ordinært resultat før skattekostnad		**-12 451 000**	**-112 853 000**
Ordinært resultat etter skattekostnad		**-12 451 000**	**-112 853 000**
Årsresultat		**-12 451 000**	**-112 853 000**

Balanse

Beløp i: USD	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Finansielle anleggsmidler			
Investering i datterselskap	3	44 261 000	55 635 000
Sum finansielle anleggsmidler		**44 261 000**	**55 635 000**
Sum anleggsmidler		**44 261 000**	**55 635 000**
Omløpsmidler			
Varer			
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		8 000	30 000
Sum bankinnskudd, kontanter og lignende		**8 000**	**30 000**
Sum omløpsmidler		**8 000**	**30 000**
SUM EIENDELER		**44 269 000**	**55 665 000**
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	6,7	596 000	174 000
Overkurs	6	168 955 000	168 327 000
Sum innskutt egenkapital		**169 551 000**	**168 501 000**
Opptjent egenkapital			
Annen egenkapital	6	-125 305 000	-112 854 000
Sum opptjent egenkapital		**-125 305 000**	**-112 854 000**
Sum egenkapital		**44 246 000**	**55 647 000**

Balanse

Beløp i: USD	Note	2021	2020
Sum langsiktig gjeld		**0**	**0**
Kortsiktig gjeld			
Annen kortsiktig gjeld	4	23 000	18 000
Sum kortsiktig gjeld		**23 000**	**18 000**
Sum gjeld		**23 000**	**18 000**
SUM EGENKAPITAL OG GJELD		**44 269 000**	**55 665 000**

Konsernets resultatregnskap

Beløp i: USD	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	4	26 102 000	29 871 000
Sum inntekter		**26 102 000**	**29 871 000**
Kostnader			
Lønnskostnad	6	2 563 000	1 678 000
Depreciation	13	4 921 000	6 223 000
Nedskrivning av varige driftsmidler og immaterielle eiendeler	13		23 572 000
Vessel operation cost	5	17 459 000	13 342 000
Other operating expenses	5	2 636 000	3 002 000
Sum kostnader		**27 579 000**	**47 817 000**
Driftsresultat		**-1 477 000**	**-17 946 000**
Finansinntekter og finanskostnader			
Annen finansinntekt	8	16 000	339 000
Sum finansinntekter		**16 000**	**339 000**
Annen finanskostnad	8	2 808 000	4 337 000
Sum finanskostnader		**2 808 000**	**4 337 000**
Netto finans		**-2 792 000**	**-3 998 000**
Ordinært resultat før skattekostnad		**-4 269 000**	**-21 944 000**
Ordinært resultat etter skattekostnad		**-4 269 000**	**-21 944 000**
Loss for the year from discontinued opetations	14	-27 786 000	-162 752 000
Årsresultat		**-32 055 000**	**-184 696 000**
Minoritetsinteresser		-8 283 000	-76 137 000
Årsresultat etter minoritetsinteresser		**-23 772 000**	**-108 559 000**

Konsernets balanse

Beløp i: USD	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Intangible assets	13	98 000	122 000
Sum immaterielle eiendeler		**98 000**	**122 000**
Varige driftsmidler			
Vessels, plant and equipment	13	113 483 000	281 182 000
Sum varige driftsmidler		**113 483 000**	**281 182 000**
Sum anleggsmidler		**113 581 000**	**281 304 000**
Omløpsmidler			
Varer			
Fordringer			
Trade receivables	9,15	1 707 000	2 202 000
Other current assets	9,15	1 494 000	4 890 000
Sum fordringer		**3 201 000**	**7 092 000**
Investeringer			
Assets held for sale	14	169 485 000	0
Sum investeringer		**169 485 000**	**0**
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	9,16	14 090 000	21 570 000
Sum bankinnskudd, kontanter og lignende		**14 090 000**	**21 570 000**
Sum omløpsmidler		**186 776 000**	**28 662 000**
SUM EIENDELER		**300 357 000**	**309 966 000**

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Konsernets balanse

Beløp i: USD	Note	2021	2020
Innskutt egenkapital			
Selskapskapital	17	596 000	174 000
Overkurs	17	262 462 000	261 835 000
Sum innskutt egenkapital		**263 058 000**	**262 009 000**
Opptjent egenkapital			
Udekket tap	17	223 647 000	199 075 000
Minoritetsinteresser	17	23 048 000	29 831 000
Sum opptjent egenkapital		**-200 599 000**	**-169 244 000**
Sum egenkapital		**62 459 000**	**92 765 000**
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Long-term interest-bearing debt	10	0	202 908 000
Other non-current liabilities	10,13	0	18 000
Sum annen langsiktig gjeld		**0**	**202 926 000**
Sum langsiktig gjeld		**0**	**202 926 000**
Kortsiktig gjeld			
Leverandørgjeld	18	1 509 000	1 788 000
Short-term interest-bearing debt	18	55 590 000	10 278 000
Other current liabilities	18	2 685 000	2 210 000
Liabilities directly associated with the assets held for sale	14	178 114 000	0
Sum kortsiktig gjeld		**237 898 000**	**14 276 000**
Sum gjeld		**237 898 000**	**217 202 000**
SUM EGENKAPITAL OG GJELD		**300 357 000**	**309 967 000**

ANNUAL REPORT 2021

MAMA HOLDCO GROUP AND MAMA HOLDCO AS

Contents:

REPORT OF THE BOARD OF DIRECTORS
MAMA HOLDCO

Mama Holdco AS (the Company) is the parent company in the Mama Holdco Group. Mama Holdco AS was established 29th January 2019 and is owned 83,3 % by Macro Holdco, 14,2% by CE Holdings LLC and 2,5% by Crossway Dolphin Holdings Ltd. Mama Holdco AS is located at Vestre Svanholmen 6, 4313 Sandnes. In addition to the parent company the Group consists of the 60 % owned subsidiaries Macro Offshore (UK) Ltd, Macro Offshore AS, Macro Offshore Management AS (former Master Marine AS), Jacktel AS, Crossway Eagle LLC, Macro Offshore Crew AS, Macro Offshore Crew DK ApS and CBI-MMEER R2 Ltd. Crossway Eagle is the owner of the accommodation jack-up vessel Eagle. Jacktel is the owner of the accommodation rig Haven, and late 2021 it was assessed that the bondholders had de-facto control over the shares in Jacktel, hence Jacktel is presented as discontinued operation (see additional information under the section "Operation") Macro Offshore Management AS provides management services to other group companies while CBI-MMEER R2 Ltd currently does not have any activity. Macro Offshore Crew AS and Macro Offshore Crew DK ApS provides the crew for Haven and Eagle respectively.

FINANCIAL DEVELOPMENT AND RESULTS

The Financial Statements are prepared in accordance with International Financial Reporting Standards (IFRS) as approved by the European Union.

The consolidated financial statements of Macro Offshore incorporate the financial statements of Macro Offshore AS and its subsidiaries of which Jacktel is presented as discontinued operation.

The annual accounts were approved by the Board of Directors on 24th June 2022.

Finance (2020 figures in brackets)

Financial results

As a consequence of the bond holders de-facto control over Jacktel per year end, which subsequent to the balance sheet date resulted transfer of all shares in Jacktel to the bondholders February 2022, the Jacktel AS business is classified as discontinued operation in the financial statements for 2021. The 2020 statement of profit and loss is restated to reflect the accounting impact of the discontinued operations of Jacktel AS.

Operating revenue for 2021was 26.1 MUSD (29.9 MUSD), of which 18.5 MUSD is charter hire and 6.5 MUSD relates to grants in connection with the Norwegian Covid-19 compensation scheme. Operating expenses were 27.6 MUSD (47.8 MUSD), of which 2.6 MUSD (2.6 MUSD) is salary and personnel costs, 17.5 MUSD (13.3 MUSD) is vessel operation cost and 2.6 MUSD (3.0 MUSD) is other operating expenses. This resulted in an EBITDA of 3.4 MUSD (-11.7 MUSD). After deducting depreciation and impairment of 4.9 MUSD (6.2 MUSD depreciation and impairment) operating loss of the year amounts to 1.5 MUSD (Loss of 17.9 MUSD).

The estimated market value of Crossway Eagle is dependent on the development in the offshore industry which has improved during 2021 where the industry has experienced a growing optimism and activity on the back of increased demand for oil and gas and higher oil and gas prices which is likely to result in increased activity level and recovery in the project and M&M market. The Group has performed regular impairment tests through 2021 concluding that the rig should not be impaired. The impairment test is based on estimated future charter rates and utilisation and is also supported by external broker valuations (charter free). Based on this, the Board of Directors considers the remaining book value of Crossway Eagle to be aligned with the estimated value of the rig. For further details, reference is made to note 13.

Financial expenses for 2021 equaled 2.8 MUSD (4.0 MUSD) of which 2.7 MUSD relates to interest expenses.

Net loss from the continuing operations for the year amounts to 4.3 MUSD (loss of 21.9 MUSD). The Board of Directors proposes to transfer the loss to retained losses.

The consolidated equity ratio at year-end 2021 is 20.8 % (30 %). The decreased equity ratio compared to last year is due to the loss for the year, mainly related to the impairment of the vessels.

Cash flow and liquidity
Operational cash flow in 2021 was 9.8 MUSD (13.5 MUSD). Cash flow from investments was -1.8 MUSD (-2.1 MUSD) and cash flow from financing was -5.5 MUSD (-10.0 MUSD) mainly relating to interest paid on interest-bearing debt. This resulted in a net increase in cash and cash equivalents in 2021 of 2.5 MUSD (-1.4 MUSD). As of year-end 2021, the Group had overall cash reserves of 14.1 MUSD (11.6 MUSD).

Alternative Performance Measures
The European Securities and Markets Authority issued guidelines on Alternative Performance Measures (APMs) that came into force on 3 July 2016. The Group has defined and explained the purpose of the following APMs:

1. EBITDA. When used by the Group means Earnings Before Interest, Tax, Depreciation and Amortization. The Group believes that EBITDA provides useful information about the ability to serve the long-term debt.
2. EBIT. When used means Earnings Before Interest and Tax and provides information about the operational profitability of the Group.
3. CASH OR LIQUIDITY RESERVE. When used means cash and bank deposits and provide information about the cash balance at the balance sheet date and the Group's ability to meet it current liabilities.

Financial Exposure

The Group is exposed to general business market risk, credit risk, currency risk and revenue risk. Credit risk related to the rig contract is considered low.

Both vessels have been operating in the Danish sector in 2021 with revenue, vessel value, debt, and insurance expenses in USD, while crew expenses are paid in DKK. For details, reference is made to section "Operations" below and to note 11

Mama Holdco AS
The statement of profit and loss for Mama Holdco AS shows a net loss of 12.5 MUSD (112.9 MUSD). The loss mainly relates to other operating expenses. Mama Holdco AS only asset is shares in subsidiaries. At year-end 2021 Mama Holdco AS had no liabilities.

Operations

Jacktel has since 2020 discussed with stakeholders a solution where Jacktel strengthens the equity and creates a sustainable balance sheet with a reduced debt level. In November 2021 a written resolution was resolved where Macro Offshore Management AS granted a call option to the bond trustee in the 150 MUSD senior bond loan in respect of all the shares in Jacktel, pursuant to which the bond trustee (on behalf of the bondholders) at any time until the bond issues have been repaid in full may acquire all the shares in Jacktel at a price of 1 USD. In addition, certain amendments were made to the management agreement between Jacktel and Macro Offshore Management AS, including, inter alia an amendment of the annual fixed management fee, payment of a 1.3 MUSD amendment fee to Jacktel from Macro Offshore Management AS and a termination fee of 1.3 MUSD payable to Macro Offshore Management AS if the management agreement is terminated by Jacktel for convenience prior to 31 December 2022. If terminated for convenience by Jacktel between 1 January and 31 December 2023, 650 KUSD shall be repaid to the Macro Offshore Management AS.

On 21 January 2022 a written resolution was resolved where the bond trustee was authorised to exercise a call option in respect of all the shares in Jacktel and implement and complete a debt conversion within 28 February 2022, substantially improving Jacktel's equity. A principal amount of 100 MUSD of the Senior Bonds (150 MUSD Bond Loan) plus accrued interest thereon since the interest payment date in December 2021 was converted into equity, leaving bondholders with 100% of the equity of Jacktel per February 2022.

Risk Management Overview
Financial market risk is the possibility that fluctuations in currency exchange rates or interest rates will affect the value of the Group's assets, liabilities or future cash flows. To reduce and manage these risks, the Group periodically reviews and assesses its primary financial market risks, including liquidity risk and credit risk. Once risks are identified, appropriate action is taken to mitigate the specific risk.

Operational Risk
Utilization of Haven and Crossway Eagle is the largest operational risk, hence both offshore and onshore organizations work closely together to maximize utilization. From January 2021 Macro Offshore Management AS has provided technical and commercial management including HSE activity and risk management for Crossway Eagle. Macro Offshore Crew AS and Macro Offshore Crew DK ApS provides the crew for Crossway Eagle and Haven. In November 2021 certain amendments were made to the management agreement between the Company and Jacktel, including, inter alia an amendment of the annual fixed management fee, payment of a 1.3 MUSD amendment fee from Company to Jacktel and a termination fee of 1.3 MUSD if the management agreement is terminated by Jacktel for convenience prior to 31 December 2022, and if terminated for convenience by Jacktel between 1 January and 31 December 2023, 650 KUSD shall be repaid to the Company.

Future changes in day rates and utilization may impact the valuation of Crossway Eagle.

The Corona virus pandemic has affected the operations negatively. Logistics related to transportation of goods and crew have been more burdensome as a result of the various actions put in place to hinder further spreading of the virus. The Covid-19 restrictions seen in 2021 in Denmark and Norway was lifted early 2022 and the Group expects that operations and sick leave will return to pre-covid levels in 2022. The increased cost attributable to Covid-19 in the Group was partly offset by awarded grants from the Norwegian government's Covid-19 compensation scheme.

The Group is not directly impacted by the war in Ukraine, but it is expected to affect both the availability and prices of several materials which in turn potentially impacts equipment and spares needed for the operation of the rig. Prices in general are rising and together with potentially challenging logistics, the Group expects there will be an imbalance in the flow of goods in the global market. These factors can have an impact on Macro Offshore in 2022, however the consequences are still uncertain.

Health, Safety and Environmental (HSE) Reporting

The Companies aim to conduct all operations in a safe and environmentally friendly way.

The Companies works closely with owners and clients to ensure a safe operation of the two rigs. Both Haven and Crossway Eagle comply with the highest safety and environmental standards required by the Danish Working Environmental Authority.

Macro Offshore AS does not have any employees. Macro Offshore Management has 11 employees stationed at the office in Sandnes and Macro Offshore Crew DK ApS employs 83 crew members working offshore on "Haven" and "Eagle".

Organization, workplace environment and employees

The Group is against all forms of corruption and works actively through the Group's Ethics Code of Conduct and face-to-face interactions to ensure that corruption does not occur in The Group's business activities.

The Group's Integrated Management System (IMS) is compliant with and operated in accordance with ISO 9001-2008.

FUTURE PROSPECTS

The Corona virus pandemic continued to impact the oil and gas sector negatively into 2021, with increased cost related to logistics and crew to hinder further spreading of the virus. Most oil companies postponed operations in 2020 and early 2021. During the second half of 2021 the industry experienced a growing optimism and activity on the back of increased demand for oil and gas and higher oil and gas prices. Disruptions in the European energy prices in the fall of 2021 and the recent war in Ukraine has shown that oil and gas will continue to play an important role in future energy scenarios. This is likely to result in increased activity level through a substantial recovery in project and M&M activity.

Attrition of old rigs has continued in 2021 reducing the overall supply in the market. Some demand has however been covered by modern and harsh environment drilling units. These units have limited bed capacity and is likely to migrate back to the drilling market as recovery continues.

Crossway Eagle is under contract with TotalEnergies until the end of 2022, with an additional 18 months of options for further extensions.

Oil companies and governments' focus on reducing the industry's carbon footprint is expected to have a positive impact on the use of Jack ups standing firmly on the seabed. As Jack Ups do not use propulsion for station keeping and can run on electrical power from shore, the fuel consumption and carbon footprint is significantly lower than what is the case for assets using engine powered station keeping systems.

During 2021 the Group has seen an increased interest for future needs from the wind turbine industry for use of Jack Ups, predominantly in the installation phase of large wind farm projects. Increasing number of projects, together with new wind farms moving to larger water depths could lead to increased demand for rigs in the wind industry from 2025 and beyond.

GOING CONCERN

As of 31 December 2021, Mama Holdco AS has a net equity of 44.2 MUSD (55.6 MUSD). The net loss amounts to 12.5 MUSD (112.9 MUSD), mainly related to impairment of shares in Macro Offshore Management (12.4 MUSD), which is directly related to impairment of shares in Jacktel AS.

The Mama Holdco Group has a net equity of 62.5 MUSD (92.8 MUSD). The net loss for 2021 amounts to 32.1 MUSD (184.7 MUSD) where 28.0 MUSD (162.8 MUSD) relates to discontinued operations in Jacktel AS. 100% of the shares in Jacktel AS was transferred to the bond holders in Jacktel's 150 MUSD senior secured bond on 28 February 2022 and as such operations related to Jacktel has been treated as discontinued operations in the group financial statements.

Following the market turbulence and uncertainty about the effect of the Covid-19 pandemic in 1H 2020, Crossway Eagle's contract with TotalEnergies was amended. The amendment included, inter alia, an extension of the contract duration to December 2022 with 18 months of options and a reduction of the daily charter hire. Crossway Eagle has since been able to pay full interest and installments, however the reduced charter hire had an impact on Company's ability to meet the debt service coverage ratio financial covenant in the loan agreement with Bank of China per year end 2021, resulting in the debt being classified as current. Subsequent to the balance sheet date, the Group has obtained a waiver from Bank of China. Based on this, the financial statement is prepared under the going concern assumption.

INTERNAL CONTROL

Internal control related to the financial statements closing process is established to ensure the reliability of the financial reporting and compliance with applicable laws and regulations. Policies and procedures established by Management contribute to secure necessary competence, segregation of duties, risk assessments and quality in internal and public reporting. In respect of the reporting, the Board of Directors demonstrates independence from Management.

Macro Offshore also identifies and evaluates risks that may affect the business and how to mitigate the exposure. The risk for fraud is also considered on a regular basis.

Sandnes, 24th June 2022

Bjørn Eie Henriksen
Chairman of the Board

FINANCIAL STATEMENTS 2021

STATEMENT OF PROFIT AND LOSS

1 January - 31 December

(USD 1.000)	Note	Consolidated 2021	2020
Revenue	4	26 102	29 871
TOTAL OPERATING REVENUE		**26 102**	**29 871**
OPERATING EXPENSES			
Salary and personnel costs	6	-2 563	-1 678
Vessel operation cost	5	-17 459	-13 342
Other operating expenses	5	-2 636	-3 002
Depreciation	13	-4 921	-6 223
Impairment	13	0	-23 572
TOTAL OPERATING EXPENSES		**-27 579**	**-47 817**
OPERATING PROFIT / (LOSS)		**-1 477**	**-17 946**
FINANCIAL INCOME AND EXPENSES			
Financial income	8	16	339
Financial expenses	8	2 808	-4 337
NET FINANCIAL ITEMS		**- 2 792**	**-3 998**
PROFIT/(LOSS) BEFORE TAX		**- 4 269**	**-21 941**
Income tax expense (benefit)	12	0	0
NET PROFIT/(LOSS) FROM CONTINUING OPERATIONS		**- 4 269**	**-21 941**
Loss for the year from discontinued operations	14	-27 786	-162 752
NET PROFIT/(LOSS) FOR THE YEAR FROM CONTINUED OPERATIONS		**--32 055**	**-184 693**
Minority interests		-8 283	76 137
NET PROFIT/(LOSS) FOR THE YEAR		**- 23 772**	**-108 556**

STATEMENT OF COMPREHENSIVE INCOME

(USD 1.000)		
Net profit this period before minority interests	-32 055	-184 693
Other Comprehensive income	0	0
TOTAL COMPREHENSIVE INCOME	**-32 055**	**-184 693**

STATEMENT OF FINANCIAL POSITION

		Consolidated	
(USD 1.000)		**31.12.2021**	**31.12.2020**
ASSETS			
Non-current assets:			
Vessels, plant and equipment	13	113 483	281 182
Shares in subsidiaries	13	0	0
Long term receivables	13	0	0
Right-to-use asset	13		
Intangible assets	13	98	122
Total non-current assets		**113 581**	**281 304**
Current assets:			
Trade receivables	9/15	1 707	2 202
Other current assets	9/15	1 494	4 890
Cash	9/16	14 090	21 570
Total current assets		**17 291**	**28 662**
Assets held for sale	14	**169 485**	0
TOTAL ASSETS		**300 357**	**309 966**
EQUITY AND LIABILITIES			
Equity:			
Issued capital	17	596	174
Share premium	17	262 462	168 327
Minority interests	17	23 048	29 831
Retained losses	17	-223 647	-199 075
Total capital		**62 460**	**92 765**
Total equity		**62 460**	**92 765**
Non-current liabilities:			
Long-term interest-bearing debt	10	0	202 908
Other non-current liabilities	10/13	0	18
Total non-current liabilities		**0**	**202 926**
Current liabilities:			
Accounts payable	18	1 509	1 788
Short-term interest-bearing debt	18	55 590	10 278
Other current liabilities	18	2 685	2 210
Total current liabilities		**59 784**	**14 276**
Total liabilities		**59 784**	**217 202**
Liabilities directly associated with the assetsts held for sale	14	178 114	0
TOTAL EQUITY AND LIABILITIES		**300 357**	**309 966**

Sandnes, 24th June 2022

Bjørn Eie Henriksen
Chairman of the Board

STATEMENT OF CHANGES IN EQUITY

Consolidated Statement of Changes in Equity – Mama Holdco Group

(In USD 1.000)	Share Capital	Share premium	Minority interests	Retained losses	Total equity
Equity as at January 1, 2020	**114**	**260 665**	**105 968**	**-91 320**	**275 427**
Capital Increase	60	1 170	800	**0**	**2 030**
Net profit (loss)	0	0	-76 137	-108 556	-184 693
Equity as at December 2020*	**174**	**261 835**	**30 631**	**-199 075**	**92 765**
Capital Increase	422	628	700	0	1 750
Net profit (loss)	0	0	-8 283	-23 772	-32 055
Equity as at Desember 2021	**596**	**262 462**	**23 048**	**-223 647**	**62 640**

STATEMENT OF CASH FLOW 2021

(In USD 1.000)	Note	Consolidated Year ended Dec 31, 2021	Consolidated Year ended Dec 31, 2020
Cash flow from operating activities:			
Profit (loss) before tax		-3 408	-21 941
Adjustment to reconcile profit (loss) after tax to net cash flows:			
Non-cash items:			
Impairment loss		0	23 572
Depreciation	13	4 921	6 223
Financial income	8	-6	-339
Financial expenses	8	2 808	4 337
Working capital adjustments:			
Decrease in trade and other receivables		3 254	1 618
Decrease in trade and other payables		2 178	30
Net cash flow from operating activities continuing operations		**9 762**	**13 500**
Net cash flow from operating activities discontinued operations		**-3 568**	**9 232**
Cash flow from investing activities:			
Interest received	8	0	0
Acquisition of shares		-1 766	0
Decreased long-term receivables		0	-2 003
Additions of vessels and equipment	13	0	-120
Net cash flow from investing activities continuing operations		**-1 766**	**-2 123**
Net cash flow from investing activities discontinued operations		**-12 204**	**-1 794**
Cash flow from financing activities:			
Interest paid		-2 082	-4 337
Share issue		5 457	2 030
Net proceeds of interest-bearing debt	10	-8 851	- 7 988
Net cash flow from financing activities continuing operations		**-5 476**	**-9 983**
Net cash flow from financing activities discontinued operations		**8 866**	**-15 980**
Net increase/(decrease) in cash and cash equivalents continuing operations		**2 520**	**-1 394**
Net increase/(decrease) in cash and cash equivalents discontinued operatiosn		**-6 906**	**-8 542**
Cash at beginning of period		11 570	10 149
Cash at end of period		**14 090**	**11 600**

NOTES TO THE FINANCIAL STATEMENTS 2021

1. GENERAL INFORMATION

Mama Holdco AS is the parent company of the Macro Offshore Group. Mama Holdco AS was established 29th January 2019 and is owned 83,3 % by Macro Holdco, 14,2% by CE Holdings LLCNordic and 2,5% by Crossway Dolpin Holdings Ltd. Mama Holdco AS is located at Vestre Svanholmen 6, 4313 Sandnes. In addition to the parent company the Group consist of the 60 % owned subsidiaries Macro Offshore (UK) Ltd, Macro Offshore AS, Macro Offshore Management AS, Jacktel AS, Crossway Eagle LLC, Macro Offshore Crew AS, Macro Offshore Crew DK ApS and CBI-MMEER R2 Ltd. Jacktel is the owner of the self-elevating accommodation rig Haven and Crossway Eagle is the owner of the accommodation jack-up rig Eagle. Macro Offshore Management AS provides management services to other group companies while CBI-MMEER R2 Ltd currently does not have any activity.

The consolidated financial statements of Mama Holdco incorporate the financial statements of Mama Holdco AS and its subsidiaries.

The Financial Statements were approved by the Board of Directors on 24th June 2022.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 STATEMENT OF COMPLIANCE AND GOING CONCERN

The consolidated financial statements of Macro Offshore for 2021 has been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board and approved by the European Union ("EU"), as well as the additional relevant requirements under the Norwegian Accounting Act.

2.2 BASIS OF PREPARATION

The financial statements have been prepared on a historical cost basis, modified for financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss. The financial statements have been prepared based on the going concern assumption. The statement of comprehensive income is presented by nature of costs (IAS 1). The principal accounting policies are set out below.

The Group also presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in the normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

2.3 Going concern

Following the market turbulence and uncertainty about the effect of the Covid-19 pandemic in 1H 2020, Crossway Eagle's contract with TotalEnergies was amended. The amendment included, inter alia, an extension of the contract duration to December 2022 with 18 months of options and a reduction of the daily charter hire. Crossway Eagle has since been able to pay full interest and installments, however the reduced charter hire had an impact on Company's ability to meet the debt service coverage ratio financial covenant in the loan agreement with Bank of China per year end 2021, resulting in the debt being classified as current. Subsequent to the balance sheet date, the Group has obtained a waiver from Bank of China. Based on this, the financial statement is prepared under the going concern assumption.

Reference is made to going concern assumption in the Board of Director's report and note 20 Subsequent events for addition information.

2.4 Government Grants

Norwegian tax authorities established a compensation scheme for companies affected by the COVID-19 pandemic in 2020 and 2021, which compensates parts of a company's unavoidable fixed costs. To be qualified for grants, the company or group must document a decrease of revenue in excess of 30%. The Macro Offshore group qualified for grants in the period January-October 2021.

Grants are recognised as revenue in the income statement.

2.5 Presentation currency

The Group applies USD as reporting currency for its financial statements rounded to the nearest thousand unless otherwise indicated.

2.6 Revenue recognition

IFRS 15 requires identification of the performance obligations for the transfer of goods and services in each customer contract. Revenue can first be recognized upon satisfaction of performance.

The Group is providing offshore accommodation services using the vessels "Haven" and "Eagle". Revenue from contracts with customers is recognized when control of the services is transferred to the customer and at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services. Time charter revenue is fixed based on a contractual rate of hire. The Group time charter contract revenues are separated into a lease element accounted for in accordance with IFRS 16 and a service element in accordance with IFRS 15. The service element from the Group's time charter contracts are recognized over time, as the performance obligation is satisfied over time. The customer receives and consumes the benefits as the Group performs its obligation. Revenue from goods and services are recognized in the period the goods or services are transferred to the customer. Operating expenses related to time charters are expenses of the charterer. Disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in note 3. Interest income is recognized on an accrual basis and is included in financial items in the income statement.

2.7 Foreign currency

The financial statements are presented in USD, which also is the parent company's and the rig owing entities functional currency.

The functional currency is set based on the criteria defined in IFRS, with revenue currency as the most important one. Revenue, major transactions and valuation are denominated in USD. The Group evaluates the functional currency on a regular basis, and it might be adjusted in case of material changes in the operation. Transactions in foreign currencies are translated into USD at the exchange rate applicable on the transaction date. Monetary items in other currencies are translated into USD using the exchange rate applicable on the balance sheet date. Non-monetary items that are measured at their historical cost expressed in a foreign currency are translated into USD using the exchange rate applicable on the transaction date. Non-monetary items that are measured at their fair value expressed in a foreign currency are translated into USD at the exchange rate applicable on the balance sheet date. Changes to exchange rates are recognized in the income statement as they occur during the accounting period.

2.8 Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker who is responsible for allocating resources and assessing the performance of the operating segments. The chief operating decision maker has been identified as the Board of Directors and the Executive Management. The Group has only one operational segment, which is the operation of the accommodation vessels Haven and Eagle.

2.9 Borrowing costs

Borrowing costs directly attributable to acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs an entity incurs in connection with the borrowing of funds.

2.10 Income tax

Taxes in the income statement include taxes payable and changes to deferred tax. Deferred tax liabilities/tax assets are calculated based on the temporary differences between book and tax values that exist at the end of the period. Deferred tax assets are recognised to the extent that it is likely that the tax benefit can be utilised.

Deferred tax assets and liabilities are measured based on the expected future tax rates applicable, recognised at their nominal value and classified as non-current assets and long-term liabilities respectively. Taxes payable and deferred taxes are recognised directly to equity to the extent that they relate to equity transactions.

2.11 Property, plant and equipment

Property, plant and equipment are recognised at cost less accumulated depreciation and impairment losses. When assets are sold or disposed of, the carrying amount is derecognised and any gain or loss is recognised in the income statement. The cost of tangible non-current assets is the purchase price, including taxes/duties and costs directly linked to preparing the asset ready for its intended use. Tangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognised by the excess value of the carrying value of the asset and the recoverable amount and is recognised in the income statement. The recoverable amount is the higher of the asset's net selling price and its value in use. The value in use is determined by reference to the discounted future net cash flows expected to be generated by the asset. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount, however limited by the carrying value if no impairment loss had been recognised in prior years.

Depreciation is calculated using the straight-line method over the estimated economically useful life, taking residual values into consideration. Components with different economic useful life are depreciated on a straight-line basis, over the component useful life. The depreciation period and method are assessed every year. The hull is depreciated over 30 years from start of operation, other parts of the rig is depreciated over 10-25 years pending on type of equipment. Project specific upgrades are depreciated over the useful life of the contract. The residual value is subject to an assessment at each year-end, and changes are treated as a change of estimate.

Repair and maintenance costs are expensed in the period they are incurred. Costs related to major inspections/periodic surveys will be recognised in the carrying value of the units if certain recognition criteria are satisfied. The cost will be amortised over the period to the next inspection/survey.

2.12 Leases

For the Group as lessor, the accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in IAS 17. IFRS 16 does not have an impact for leases where the Group is the lessor.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. The evaluation is based on the substance of the transaction rather than the form of the contract, and the determination is made when entering into the leasing agreement.

Lease contracts where the Group appears as lessee and the contracts are applicable to IFRS 16, are treated according to the standard. Right-of-use assets are measured based on the net present value. Corresponding lease liabilities are recognized as long-term interest-bearing debt. The right-of-use assets are depreciated on a straight-line basis over the lease period. The lease liabilities will be repaid over the lease period while the interest element is charged to the income statement on a monthly or quarterly basis.

2.14 Impairment of financial assets

Receivables are initially recognized at fair value which in general is the original invoice amount. For trade receivable and loans to subsidiaries the Group and the Company applies a simplified approach in calculation expected credit losses. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime expected credit losses at each reporting date, based on historical credit loss experience adjusted for forward looking factors specific to the debtors and the economic environment.

2.15 Financial liabilities - borrowings

Borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs. After initial recognition, borrowings and the related transaction costs are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognised in net profit or loss when the liabilities are de-recognised as well as through the amortization process. Borrowings containing prepayment options are evaluated to determine if these options are closely related to the cost instrument or are embedded derivatives. In assessing whether the option is closely related, the Group consider whether the exercise price is approximately equal to the amortized cost at each exercise date. Borrowings are considered "current" if they fall due within 12 months after the balance sheet date. Borrowings falling due later than 12 months after balance sheet date are considered "long term".

2.16 De-recognition of financial assets and liabilities

A financial asset is de-recognised when:

- the rights to receive cash flows from the asset have expired,
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement, or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

2.17 Cash

Cash includes cash in hand and bank deposits. Restricted cash includes cash on retention account held in relation to bond loan and deposits related to office rental.

2.18 Equity

(a) Equity and liabilities

Financial instruments are classified as liabilities or equity in accordance with the underlying economic realities. Interest, dividend, gains and losses relating to a financial instrument classified as a liability are recognised in the income statement. Amounts distributed to holders of financial instruments that are classified as equity will be recognised directly in equity. Convertible bonds and similar instruments including a liability and/or an equity element are divided into two components when issued, and these are recognised separately as a liability or equity.

(b) Costs of equity transactions

Transaction costs directly related to an equity transaction are recognized directly to equity after deducting tax expenses.

2.19 Provisions

A provision is recognised when the Group has a present obligation (legal or self-imposed) as a result of a previous event, it is probable (more likely than not) that a financial settlement will take place as a result of this obligation and the size of the amount can be measured reliably. Provisions are reviewed on each balance sheet date and their level reflects the best estimate of the liability.

2.20 Earnings per share

Basic earnings per share are calculated by dividing net profit / (loss) for the year by the weighted average number of shares outstanding in the relevant period. Diluted earnings per share are calculated based on the if-converted method; the profit/(loss) for the Group and the Company divided by the average number of outstanding shares weighted over the relevant period and the potential number of shares converted, if the criteria for conversion is fulfilled.

2.21 Employee benefits

The Group makes contributions to pension schemes that are defined contribution plans. A defined contribution plan is a pension plan under which the Group pays a fixed premium without any further obligations. The payments are recognized in the income statement for the year to which the contribution applies.

2.22 Non-current assets held for sale and discontinued operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense. IFRS 5.6 IFRS 5.15 IFRS 5.15A IFRS 5.Appendix A The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification. IFRS 5.7 IFRS 5.8 Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale. IFRS 5.25 Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position. IAS 1.54(j) IAS 1.54(p) Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss. Additional disclosures are provided in Note 14. All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

3. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Management bases its judgments and estimates on historical experience and on various other factors that are expected to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that could resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The key sources of judgement and estimation of uncertainty at the balance sheet date, that have a significant risk for causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Estimates and assumptions with significant impact on the Group's financial statements relate to depreciation and impairment assessment of the Group's assets. Management assess whether there are any indications of impairment for all non-financial assets at the reporting date. The assets are tested for impairment when there are indications that the carrying values may not be recoverable. When value in use calculations are performed, management estimates the expected future cash flows from the assets or cash-generating unit and chooses a suitable discount rate in order to calculate the present value of those cash flows. These are based on management's evaluations, including estimates of future performance, revenue generating capacity of the assets, and assumptions of the future market conditions. Changes in circumstances and in management's evaluations and assumptions may give rise to impairment losses. See note 13 for details.

Estimates and assumptions may also have impact on the depreciation of fixed assets. The management determines the expected economic useful life of the assets based on the time of acquisition and subsequent refurbishments. For details regarding depreciation periods, reference is made to section 2.11.

Management made judgment related to classification of the investment in Jacktel AS, and concluded that at year-end, the bond holders had de-facto control over the shares in Jacktel AS, accordingly Jacktel AS is presented as held for sale / discontinued operation. The reclassification to held for sale was made per year-end, as it was significant uncertainty related to the outcome of the discussions with the bondholders (which had been ongoing since 2020). If the reclassification had been made earlier in 2021, depreciation of the rig would have stopped. As of year-end, the implied equity value of Jacktel in the Group account was negative with 8.6 MUSD, hence from a group perspective a non-cash gain will be recorded in 2020 following delivery of the shares to the bond holders. See also note 14 Discontinued operations and note 20 subsequent events.

Management also make judgment regarding capitalization of the deferred tax asset. There is currently no convincing evidence that the Group will be able to utilize the tax loss carried forward. Accordingly, no deferred tax asset is recognized.

4. Income Information

The Group's operating asset is the jack-up accommodation vessel "Eagle".

Specification of revenue	**Consolidated**	
(1.000 USD)	**2021**	**2020**
Leasing element of Charter hire (IFRS 16)	7 196	12 479
Service element of Charter hire (IFRS 15)	11 346	13 059
Other Income (IFRS 15)	7 560	4 333
Total revenue	**26 102**	**29 871**

Other income relates to grants from the Norwegian Covid-19 support scheme and reimbursable income. Reimbursable income relates to additional services to Total.

5. Vessel Operation cost and Other Operating Expenses

	Consolidated	
(1.000 USD)	**2021**	**2020**
Insurance	494	516
Crew	6 197	6 369
Crew related to discontinued operations	4 894	903
Maintenance and spares	1 606	1 437
Reimbursable cost	508	0
Other operating cost	3 760	4 117
Vessel operation	**17 459**	**13 342**
Consultancy cost and external personnel	1 668	1 779
Other operating costs	968	1 180
Total other operating expenses	**2 636**	**2 959**

Specification auditor's fee	**Consolidated**	
(1.000 USD)	**2021**	**2020**
Statutory audit	164	93
Tax and other services	70	10
Total auditor's fee	234	**103**

Auditor's fee is presented without VAT. The fee is included in other operating expenses.

6. Salary and personnel expenses and management remuneration

Consolidated

(1.000 USD)	2021	2020
Salaries and holiday pay	2 444	1 646
Pension costs defined contribution plans	100	68
Other personnel expenses	19	36
Total	**2 563**	**1 678**
The average number of man-years employed during the financial year	11	8

	Average number of employees	Number of employees at 31.12.21
Macro Offshore Management AS	11	11
Macro Offshore Crew AS	6	0
Macro Offshore Crew DK ApS	57	83

Salary and personnel cost related to crew is classified as vessel operational expense. Please see note 5.

Pension plan

The Group has a defined contribution plan, calculated at 5 % of the salary between 1-6 G plus 8 % of the salary between 6-12 G. The contributions recognized as expenses in the income statement equaled 100 KUSD in 2021 versus 68 KUSD in 2020.

Management remuneration

The table below shows remuneration for the Group management.

2021 *(1.000 USD)*	**Active period**	**Board compensation**	**Salary**	**Other Benefits**	**Total**
Management					
Bjørn Eie Henriksen, CEO Macro Offshore Group and Chairman	May 2014 –	0	524	8	**532**
Roy Hallås, COO and MD Macro Offshore Management	January 2020 – April 2021		122	2	**124**
Tom Friestad, COO and MD Macro Offshore Management	April 2021-		324	6	**330**
Daniel Anthony Samuelsen, CFO Macro Offshore Group	January 2021 -		170	8	**178**
Total remuneration		**0**	**1 141**	**25**	**1164**

The Group management team has a mutual notice period of six months, and the CEO and COO are entitled to a severance compensation equal to 12 months of base salary in case of termination of employment.

7. Transactions with related parties

The Group defines related parties as anyone with control or joint control of the shares in Macro Offshore Ltd and subcontractors with direct influence in any of the Group companies.

As of 31st December 2020, there was a short-term loan of 2.0 MUSD from Macro Offshore Ltd to Macro Offshore AS which was converted to equity in January 2021.

In connection with the process of becoming a technical manager for "Haven", Macro Offshore Management AS has entered into a consultancy service agreement with Saga Offshore Partners AS. Bjørn Eie Henriksen, CEO and Chairman of the Board, is indirectly a significant shareholder in Saga Offshore Partners AS and is also Member of the Board. The contract with Saga Offshore Partners AS was awarded following a competitive tendering process, and the award was approved by the board of Macro Offshore Limited in 2019. Macro Offshore Management AS has paid a total fee of 450 KUSD (848 KUSD) for services provided by Saga Offshore Partners AS in 2021.

8. Financial income and expenses

	Consolidated	
(1.000 USD)	**2021**	**2020**
Financial income		
Interest income	16	65
Foreign exchange gains	0	277
Total financial income	**16**	**342**
Financial expenses		
Interest expense	-2 000	-2 780
Foreign exchange losses	-106	-584
Other financial expenses	-702	-976
Total financial expenses	**- 2 808**	**-21 463**

Interest expenses relate to interest on bank loans (2.0 MUSD). Other financial expenses mainly relate to costs and fees incurred when establishing the loans. The costs are capitalized and amortized over the loan period.

9. INVESTMENTS AND OTHER FINANCIAL INSTRUMENTS

Consolidated classification of financial assets and liabilities:

	2021		2020	
(1.000 USD	**Loans and receivables**	**Other financial liabilities**	**Loans and receivables**	**Other financial liabilities**
Financial assets				
Other current assets	3 201	0	7 092	0
Cash and cash equivalents	14 090	0	21 570	0
Total financial assets	**17 291**	**0**	**28 662**	**0**
Financial liabilities				
Other long term liabilities	0	0	0	202 926
Other short term liabilities	0	55 590	0	10 278
Accounts payable	0	1 509	0	1 788
Other current liabilities	0	2 685	0	2 210
Total financial liabilities	**0**	**59 784**	**0**	**217 202**

10. NONCURRENT AND CURRENT LIABILITIES

31.12.2021
(1.000 USD)

Description	**Lender**	**Nominal amount USD**	**Interest rate**	**Book value**
150 MUSD Bond Loan	Nordic Trustee	150 000	10 %	0*
104 MUSD Secured term loan facility	Bank of China	104 000	3 m Libor + 3%	55 432
Total interest-bearing debt		**150 000**		**55 432**
Current Portion**				55 432
Total Consolidated non-current liabilities				**0**

31.12.2020
(1.000 USD)

Description	**Lender**	**Nominal amount USD**	**Interest rate**	**Book value**
150 MUSD Bond Loan	Nordic Trustee	150 000	10 %	148 142
104 MUSD Secured term loan facility	Bank of China	104 000	3 m Libor + 3%	63 617
Total Long-term interest-bearing debt		**150 000**		**211 759**
Current Portion				-8 851
Total Consolidated non-current liabilities				**202 908**

*Jacktel's current and non-current liabilities are part of the discontinued operations and is reclassified as discontinued operations.

**Due to breaching the financial DSCR covenant the Bank of China bank loan has been reclassified as a current liability.

Secured term loan facility

Crossway Eagle entered into a $104 million secured term loan facility with the Bank of China to partly fund the acquisition of its rig. The facility bears interest at three months LIBOR + 3 % payable quarterly. The principal is repayable in 47 quarterly instalments of 2.2 MUSD.

The term loan facility agreement contains financial covenants as well as security provided to lenders in the form of pledged assets. The book value of pledged assets as of 31st December 2021 and 2020 is 114.3 MUSD and 118.2 MUSD respectively.

The financial covenants include a requirement for audited annual financial statements, guarantees from certain Members (the "Guarantors"), maintaining a stated debt service cover ratio (as defined within the $104 million secured term loan facility), and a maintenance of positive net worth for the Guarantors (which can be cured by the addition of more collateral). Crossway Eagle does not comply with the debt service cover ratio which is tested per year end 2021 and the company has requested a waiver. Crossway Eagle has been in dialogue with Bank of China regarding a potential breach of the financial covenant since Q2 2020, when the charter hire agreement with TotalEnergies was amended. Required additional collateral to be deposited in Bank of China accounts amounts to approx. 5.5 MUSD. see going concern section and note 20 subsequent events.

Reconciliation of movements of liabilities to cash flows arising from financing activities:

2021 *(1.000 USD)*	**Interest- bearing debt**
Balance as of 1 January 2021	202 908
Interest paid	-2 000
Repayment	-8 851
Changes from financing cash flow	-10 851
Reclassification to discontinued operations	-148 142
Accrued interest	2 000
Amortized borrowing costs	666
Reclassified as current liability	46 581
Total other changes	192 057
Balance as of 31.12.2021	**0**

2020 *(1.000 USD)*	**Interest- bearing debt**
Balance as of 1 January 2020	210 362
Interest paid	-17 780
Repayment	-8 851
Changes from financing cash flow	-26 631
Unrealized exchange loss	0
Accrued interest	17 780
Amortized borrowing costs	-1 397
Total liability related other changes	19 177
Balance as of 31.12.2020	**202 908**

11. Financial Instruments and Risk Management

Risk Management Overview

The Company and its subsidiaries operate on an international basis with cash flows and financing in different currencies. The Group is therefore exposed to market risks related to fluctuations in exchange rates and interest rates. To reduce and manage the risks, the Group periodically reviews and assesses the financial market risks, including liquidity risk and credit risk. When risks are identified, appropriate action is taken to mitigate the risk. The outbreak of the Corona virus has increased the Company's risk exposure throughout 2020 and 2021.

Operational Risk

Utilization of the accommodation vessels Haven and Crossway Eagle are considered to be the largest operational risks, hence both owner and technical manager work closely together to maximize the utilization. Macro Offshore Crew AS and Macro Offshore Crew DK ApS provides the crew for the vessels. Macro Offshore Management AS has the technical and commercial management of the vessels including all HSE activity and risk management. In November 2021 certain amendments were made to the management agreement between Macro Offshore Management and Jacktel, including, inter alia an amendment of the annual fixed management fee, payment of a 1.3 MUSD amendment fee from Macro Offshore Management to Jacktel and a termination fee of 1.3 MUSD if the management agreement is terminated by Jacktel for convenience prior to 31 December 2022. If terminated for convenience by Jacktel between 1 January and 31 December 2023, 650 KUSD shall be repaid to the Macro Offshore Management.

Currently Crossway Eagle is under a contract with Total throughout 2022, with option for extension. Jacktel commenced a 20-month contract with TotalEnergies in November 2021 with option for further extension.

It is a growing activity in the market after the oil price collapse due to Corona virus in 2020. Due to high energy prices and a potential transitioning away from Russian oil and gas, the Board is of the impression that the market will continue to improve and realise oil and gas projects in the future to secure energy demands.

Currency Risk

The Group aims to minimize the currency risk by balancing, to the extent possible, the currencies of different types of assets and liabilities as well as balancing revenues against expenses. Both vessels operated in the Danish sector in 2021 with revenue in USD and crew expenses in DKK.

The Group may reduce the currency risk generated from operational cash flows by using derivatives. The Group does not have any derivative agreements as of 31.12.21.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rate is 3 months LIBOR + 3% for the loan in Bank of China. The Group does not have any swap agreements as of 31.12.21 to secure the interest rate.

Credit Risk

Credit risk is the risk that a counterparty will not be able to meet its obligations under a financial instrument or customer contract. The Group is exposed to credit risk from its operating activities, primarily trade receivables, and from its financing activities, including deposits with banks and financial institutions.

The Group is continuously monitoring the credit risk. The risk is however considered low since the customers are typically major oil companies with high credit ratings and operating in the North Sea.

Credit risk from balances with banks and financial institutions is managed in accordance with Group policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

Credit assessment of sub-contractors and suppliers is part of the Group 's project evaluations and risk analysis.

Liquidity Risk (operational)

The liquidity risk is related to i) potential loss of day rate due to down time on "Haven" and "Eagle". The Company makes active use of a system for planning and forecasting to secure stable cash flow and liquidity sufficient to meet its obligations. Ii) See note 10 related to breaches of the Group's interest-bearing debt.

The table below summarizes the remaining maturity profile of the Group's financial liabilities:

At 31.12.2021 *(1.000 USD)*	**Less than 3 months**	**3 to 12 months**	**1 to 2 years**	**2 to 3 years**	**Thereafter**	**Total**
Trade and other payables	1 023	0	0	0	0	**1 023**
Bank loan	2 671	8 013	10 334	10 122	31 970	**63 110**
Sum	3 694	8 013	10 334	10 122	31 970	**64 133**
Due to covenant breach per year end, the bank loan is however payable on demand, see note 21 subsequent event.						

At 31.12.2020 *(1.000 USD)*	**Less than 3 months**	**3 to 12 months**	**1 to 2 years**	**2 to 3 years**	**Thereafter**	**Total**
Trade and other payables	1 759	0	0	0	0	**1 749**
Bond loan	3 750	11 250	15 000	163 750*	0	**193 750**
Bank loan	2 754	8 165	10 623	10 334	40 695	**72 572**
Sum	8 253	19 415	25 623	174 084	40 695	**268 071**

Financial instrument or derivatives risk

The Group may use financial instruments and derivatives to manage its financial risks, including spot contracts for buying and selling currencies. Spot contracts are mainly used to sell USD and buy NOK and DKK to pay operating expenses. The Group does not have any swap or forward contracts as of 31.12.2021.

Financial assets and liabilities risk

Set out below is a comparison by category for carrying amounts and fair values of the Group's financial assets and liabilities that are carried in the financial statements. The estimated fair value amounts have been determined by management, using appropriate market information and valuation methodologies based on IFRS level 1-3 hierarchy. The carrying amount of cash and cash equivalents is a reasonable estimate of their fair value.

	31.12.2021				31.12.2020			
	Fair value measurement using:				Fair value measurement using:			
(1.000 USD)	Level 1	Level 2	Level 3	Carrying value	Level 1	Level 2	Level 3	Carrying value
Other current assets	0	1 494	1 707	3 201	0	4 890	2 202	7 092
Cash and cash equivalents	14 090	0	0	14 090	21 570	0	0	21 570
Total financial assets	**14 090**	**1 494**	**1 707**	**17 291**	**21 570**	**4 890**	**2 202**	**28 662**
Long-term liabilities	0	0	0	0	202 926	0	0	202 926
Other non-current liabilities	0	0	0	0	0	0	0	0
Short term liabilities	55 590	0	0	55 590	8 870	0	1 408	10 278
Accounts payable	0	0	1 509	1 509	0	0	1 788	1 788
Other current liabilities	0	0	2 685	2 685	0	0	2 210	2 210
Total financial liabilities	**55 590**	**0**	**4 194**	**59 784**	**211 796**	**0**	**5 406**	217 202

Capital management

The primary objective of the capital management is to ensure that the Group maintains a satisfactorily capital structure in line with the risk of the business. The capital is defined as the total of shareholder's equity and long-term debt. The capital structure is monitored on a regular basis based on selected indicators.

All financial capital is currently placed on deposits with Bank of China and with a first class bank with investment grade rating in Norway.

12. Income Tax

(1.000 USD)	Consolidated 2021	2020
Tax payable	0	0
Changes in deferred tax	0	0
Income tax expense	**0**	**0**
Tax payable for the year	0	0
Correction of previous years current income taxes	0	0
Total tax payable	**0**	**0**

Reconciliation of the effective tax rate and nominal tax rate applicable to the Group:

(1.000 USD)	Consolidated 2021	2020
Pre-tax profit/(loss)	**-56 803**	**-184 653**
Expected income taxes according to income tax rate 22 %	-12 497	40 624
Non deductable expenses	5 500	36
Currency effect	0	0
Changes in deferred tax asset not recognized in balance sheet	6 784	40 588
Group contribution	0	0
Income tax expense	**0**	**0**

Deferred tax and deferred tax assets:

(1.000 USD)	Consolidated 2021	2020
Deferred tax assets		
Long term liabilities at amortized cost	-359	-409
Accruals	139	154
Vessels, plant and equipment	23 757	32 014
Deferred taxation on gains and losses	1 196	1 545
Net tax losses carried forward	88 711	80 226
Non-deductible interest cost carried forward*	36 673	31 815
Net unrecognized deferred tax assets	**150 117**	**145 345**

** Interest expenses paid to related parties is deductible for tax purposes only to a certain extend. Non-deductible interest expenses could be carried forward for 10 years. As of 31st December 2020, the Group has an unrecognized tax asset of 31,9 MUSD related to non-deductible interest which can be carried forward.*

The Group excluded Jacktel AS has total tax losses carried forward of 21.9 MUSD (23.4 MUSD) without any expiry date.

The subsidiary Crossway Eagle is tax resident in Norway, however since it is operating on the Danish sector in the North Sea it is also tax liable to Denmark for the operation. There is no taxable profit to Denmark for 2021.

13. Non-current assets

Vessels, plant and equipment

Depreciation is based on the economic life of the asset using a straight-line depreciation method. As of the balance sheet date, the Group's main assets were the accommodation vessel "Eagle", while "Haven" is included in assets held for sale.

Consolidated

	2021			2020		
(1.000 USD)	Vessels in operation	Other fixed assets	Total	Vessels in operation	Other fixed assets	Total
Accumulated cost 1 January	896 253	21 877	918 130	894 248	21 802	916 050
Reclassification to discontinued operations	-726 296	0	-726 296	0	0	0
Disposals	0	0	0	0	0	0
Additions	66	0	66	2 010	75	2 085
Accumulated cost 31 December	**170 023**	**21 877**	**191 900**	**896 253**	**21 877**	**918 135**
Accumulated depreciation and impairment 1 January	-615 241	-21 708	-635 949	-438 288	-21 661	-459 949
Reclassification to discontinued operations	563 453	0	563 453	0	0	0
Depreciation	-4 831	-91	-4 922	-20 799	-47	-20 845
Impairment	0	0	0	-156 159	0	-156 159
Accumulated depreciation and impairment 31 December	**-56 619**	**-21 799**	**-77 418**	**-615 241**	**21 708**	**-636 953**
Carrying value 31 December	**113 405**	**78**	**113 483**	**281 012**	**170**	**281 182**

Impairment

At each reporting date, an assessment in accordance with IAS 36.9 is carried out whether internal or external information indicates a potential fall in the value of non-current assets. Due to the current market outlook and the uncertainty regarding future contracts, management has carried out an impairment assessment for "Haven" and "Eagle". Due to the sale of Jacktel AS, "Haven" is classified to the discontinued operations (assets held for sale). The reclassification did not result in any impairment.

Value of the accommodation units

As of 31st December 2021, the book value of "Eagle" amounts to 113.4 MUSD.

Crossway Eagle:

Pre-tax discount rate	7.88 %
Day rates:	55 000 USD/day and 70 000 USD/day the first two years based on current contract. 78 000 USD/day year 3-6 as we expect the market to gradually return to rates seen historically. Year 7 and onwards we expect the rate to be 88 000 USD/day. From year 8 the rate is yearly adjusted for 2% inflation.
Utilization:	80 %

The recoverable amount is sensitive to the assumptions listed above. Given changes in the above stated assumptions, the impact on the financial statement would be:

Pre-tax discount rate (percentage points):	+1 %	Impairment of approximately 10 MUSD required
Change in contracted rates from maturity of the current fixed contract (expiry December 2022) to perpetuity of the cash flow forecast:	-10 %	Impairment of approximately 17 MUSD required
Utilization (percentage points):	-3 %	Impairment of approximately 7 MUSD required

Climate consideration in impairment assessment

An energy transition is likely to impact future oil and gas prices which in turn may affect commencement of new producing oil & gas field, which reduces the needs for traditional accommodation rigs. As part of the impairment assessment management have considered impact on the recoverable amount of Crossway Eagle. The recoverable amount of Crossway Eagle is based on the assumption that the vessel will continue to operate with charter hire rates in line with historically observed rates for the remaining useful life of the vessel. Accommodation Jack-ups have historically been used in the oil and gas market, however during 2021 the Company has seen an increased interest for future needs from the wind turbine industry. Increasing number of projects, together with new wind farms moving to larger water depths could lead to increased demand for rigs in the wind industry from 2025 which potentially will more than offset potential reduction in the number of producing oil & gas fields.

Further, Jack-ups is also benefitting from being 100% connected to a host platform enabling the unit to be powered by host platforms, which again can be connected to the onshore power grid. In total this reduces the environmental footprint and may be a competitive advantage for use of Jack-ups.

Based on this, management has assessed that a potential energy transition will not impact the recoverable amount of the remaining rig.

Intangible assets

The intangible assets are computer software related to the operation of the Group in general. The cost is amortized using the straight-line method over the expected life-time of the asset which is three years.

	Consolidated	
1.000 USD	**2021**	**2020**
Accumulated cost 1 January	598	468
Realisation	0	0
Additions	19	130
Accumulated cost 31 December	**617**	**598**
Accumulated depreciation 1 January	-476	-466
Depreciation	-42	-10
Accumulated depreciation 31 December	**-518**	**-476**
Carrying value 31 December	**98**	**122**

Right-to-use asset

The Group as a lessee

The only contract applicable to IFRS 16 is the lease contract for use of the office premises in Skogstøstraen, Stavanger. The contract expires April 2022 and the yearly lease payment amounts to NOK 416 000. The Group has applied the modified retrospective approach effective from 1st January 2019 when implementing IFRS 16. Prior period financial information is not restated.

Net present value of the lease contract as of 1st January 2019 was USD 158 000. The value will be depreciated on a straight-line basis over the lease period.

(1.000 USD)	**Right-to-use assets**
At 1st January 2021	69
Depreciation expense 2021	-48
As of 31st December, 2021	**21**

(1.000 USD)	**Lease Liabilities**
At 1st January 2021	74
Paid 2021	-51
As of 31st December, 2021	**23**

The liability is included in Other non-current liabilities.

The Group as a lessor

The Group's main assets are the accommodation rigs "Haven" and "Eagle". Both rigs have been fully engaged on contracts for accommodation services and the services were compensated based on a fixed daily rate.

Implementing IFRS 16 did not result in any changes in the accounts for the Group as a lessor.

14. Discontinued operations

Jacktel has since 2020 discussed with stakeholders a solution where Jacktel strengthens the equity and creates a sustainable balance sheet with a reduced debt level. In November 2021 a written resolution was resolved where Macro Offshore Management AS granted a call option to the bond trustee in the 150 MUSD senior bond loan in respect of all the shares in Jacktel, pursuant to which the bond trustee (on behalf of the bondholders) at any time until the bond issues have been repaid in full may acquire all the shares in Jacktel at a price of 1 USD. On 21 January 2022 a written resolution was resolved where the bond trustee was authorised to exercise a call option in respect of all the shares in Jacktel and implement and complete a debt conversion within 28 February 2022, substantially improving Jacktel's equity. A principal amount of 100 MUSD of the Senior Bonds (150 MUSD Bond Loan) plus accrued interest thereon since the interest payment date in December 2021 was converted into equity, leaving bondholders with 100% of the equity of Jacktel per February 2022.

Due to the sale of Jacktel AS, the accounting impact of the company has been classified as discontinued operations. The discontinued operations have eliminated all intercompany transactions in the P&L and balance sheet. The P&L impact mainly consists of management fee from Macro Offshore Management AS (2,8 MUSD) and Crew cost (4.8 MUSD),

Specification of net profit/loss from discontinuing operations:

DISCONTINUED OPERATIONS

(USD 1.000)	Note	2021	2020
Revenue		12 354	8 894
TOTAL OPERATING REVENUE		**12 354**	**8 894**
OPERATING EXPENSES			
Vessel operation cost		- 11 062	-8 147
Other operating expenses		- 481	-300
Depreciation		- 11 669	-14 570
Impairment		0	-132 649
TOTAL OPERATING EXPENSES		**-23 212**	**-155 666**
OPERATING PROFIT / (LOSS)		**-10 858**	**-146 772**
FINANCIAL INCOME AND EXPENSES			
Financial income		208	62
Financial expenses		-17 141	-16 042
NET FINANCIAL ITEMS		**-16 932**	**-15 980**
PROFIT/(LOSS) BEFORE TAX		**-27 791**	**-162 752**
Income tax expense (benefit)		0	0
NET PROFIT (LOSS) FROM DISCONTINUED OPERATIONS		**-27 791**	**-162 752**

Balance sheet of discontinued operations:

In USD 1,000'	31.12.2021
ASSETS	
Non-current assets:	
Vessels, plant and equipment	163 132
Total non-current assets	**163 132**
Current assets:	
Trade receivables	2 827
Other current assets	461
Cash and cash equivalents	3 065
Total current assets	**6 353**
TOTAL ASSETS	**169 485**
EQUITY AND LIABILITIES	
Equity:	
Paid in capital:	
Issued capital	19 740
Additional paid in capital	182 793
Total paid-in capital	**202 533**
Other equity:	
Retained earnings (losses)	-185 077
Profit (loss) of the year	-26 084
Total other equity	**-211 161**
Total equity	**-8 628**
Non-current liabilities:	
Non-current interest-bearing debt	
Bond loan Jacktel	173 940
Total non-current liabilities	**173 940**
Current liabilities:	
Accounts payable	614
Current interest-bearing debt	1 366
Other current liabilities	2 193
Total current liabilities	**4 173**
Total liabilities	**178 114**
TOTAL EQUITY AND LIABILITIES	**169 485**

Legal disputes

Final payment related to documentation (10% of contract value) under the turn-key contract between Semco and Jacktel has still not been paid. Jacktel has disputed several variation order requests claimed by Semco and continues to discuss and review final documentation and commercial aspects under the upgrade contract. Jacktel has booked accruals in line with expected outcome of the discussions with Semco. The parties have continued its disagreements and the parties are preparing for an arbitration process that will potentially take place in Norway.

Jacktel has received two letters related to the 2019 tax return where Jacktel claimed an exemption under the limitation of tax deduction of interests. Unless Jacktel wins forward in its discussions with the tax authorities, the payable tax exposure is limited to approximately 10 MNOK. Based on advises from tax lawyers and the fact that no claim from the tax authorities have been received, Jacktel is of the opinion it should qualify for the exemption rule. Consequently, no provision for such a claim has been made in the 2021 accounts.

15. Other current assets

	Consolidated	
(1.000 USD)	**2021**	**2020**
Trade debtors	1 665	2 214
Pre-paid expenses	441	477
Other current assets	763	91
Other receivables	332	4 310
Total other current assets	**3 201**	**7 092**

16. Cash

	Consolidated	
(1.000 USD)	**2021**	**2020**
Cash	10 130	17 560
Restricted cash	3 960	3 980
Total cash in the balance sheet	**14 090**	**21 570***

Restricted cash relates to deposits for interest on Loans, rent and taxes withheld.

*Includes Jacktel cash of 10 MUSD.

17. Share capital and shareholder information

The share capital in the parent company Mama Holdco AS amounts to 5 140 718 NOK and consist of 51 407 108 shares with a nominal value of NOK 0.10 each.

18. OTHER CURRENT LIABILITIES

(1.000 USD)	2021	Consolidated 2020
Trade accounts payables	1 509	1 788
Short-term interest-bearing debt	55 590	10 278
Other current liabilities	2 685	2 210
Total	**59 784**	**14 276**

Other current liabilities consist mainly of various offset for cost incurred, but not paid.

Short-term interest-bearing debt as of 31st December 2021consists of current portion of long-term interest-bearing debt.

Due to breaching the financial DSCR covenant the Bank of China bank loan has been reclassified as a current liability.

19. LEGAL DISPUTES

There are currently no legal disputes in the continuing operation. See note 14 for discontinued operations.

20. EVENTS AFTER THE BALANCE SHEET DATE

Jacktel has since 2020 discussed with stakeholders a solution where Jacktel strengthens the equity and creates a sustainable balance sheet with a reduced debt level. On 21 January 2022 a written resolution was resolved where the bond trustee was authorised to exercise a call option in respect of all the shares in Jacktel and implement and complete a debt conversion within 28 February 2022, substantially improving Jacktel's equity. A principal amount of 100 MUSD of the Senior Bonds (150 MUSD Bond Loan) plus accrued interest thereon since the interest payment date in December 2021 was converted into equity, leaving Jacktel with 67 MUSD of outstanding Senior Bonds and the full amount of the Super Senior Bonds. Interest on the Senior Bonds will be capitalized on each interest payment date until the Super Senior Bonds have been repaid in full, following which, cash interest payments shall resume.

Following the market turbulence and uncertainty about the effect of the Covid-19 pandemic in 1H 2020, Crossway Eagle's contract with TotalEnergies was amended. The amendment included, inter alia, an extension of the contract duration to December 2022 with 18 months of options and a reduction of the daily charter hire. Crossway Eagle has since been able to pay full interest and installments, however the reduced charter hire had an impact on Company's ability to meet the debt service coverage ratio financial covenant in the loan agreement with Bank of China per year end 2021, resulting in the debt being classified as current. Subsequent to the balance sheet date, the Group has obtained a waiver from Bank of China

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Statsautoriserte revisorer
Ernst & Young AS

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Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Mama Holdco AS

Opinion

We have audited the financial statements of Mama Holdco AS (the Company), which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company comprise the balance sheet as at 31 December 2021 and the income statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies. The consolidated financial statements of the Group comprise the statement of financial position as at 31 December 2021, the statement of profit and loss , statement of comprehensive income, cash flows and changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion,

- the financial statements comply with applicable legal requirements
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2020, and its financial performance and cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2021 and its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards as adopted by the EU.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company and the Group in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the board of directors' report contains the information required by legal requirements and whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information or that the information required by legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report is consistent with the financial statements and contains the information required by applicable legal requirements.

Penneo Dokumentnøkkel: 626PH-TIG0C-VIGF3-3UZO1-2A4GP-K5NPU

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Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway and International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or the Group, or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Oslo, 29. June 2022
ERNST & YOUNG AS

The auditor's report is signed electronically

Jon-Michael Grefsrød
State Authorised Public Accountant (Norway)

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"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Jon-Michael Grefsrød
Statsautorisert revisor
På vegne av: Ernst & Young AS
Serienummer: 9578-5992-4-3016511
IP: 77.18.xxx.xxx
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Skatteetaten

Vår dato	Din/Deres dato	Saksbehandler
08.06.2020	14.05.2020	Lars Waaltorp
800 80 000	Din/Deres referanse	Telefon
Skatteetaten.no	AR373981818	32212244
Org.nr	Vår referanse	Postadresse
974761076	2020/5489465	Postboks 9200 Grønland 0134 OSLO

MAMA HOLDCO AS
Skogstøstraen 37
4029 STAVANGER

Att. Daniel Samuelsen

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk for MaMa Holdco AS, org.nr. 922 191 352

Vi viser til deres brev av 14. mai 2020 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk for MaMa Holdco AS.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering MaMa Holdco AS dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som danner grunnlaget for vedtaket ikke endres vesentlig.

Kopi av dette brevet må sendes til Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Den regnskapspliktige må selv dokumentere ved dette brev at tillatelse er gitt.

Bakgrunn
MaMa Holdco AS er eid av et utenlandsk og et norsk selskap. Det utenlandske selskapet er majoritetsaksjonær. MaMa Holdco AS eier gjennom et utenlandsk selskap 60 % av Macro Offshore AS, som er operativ konsernspiss for flere datterselskaper som alle er tilknyttet riggindustrien. Konsernets arbeidsspråk er engelsk, og bransjespråket innen sektorene som konsernets kunder og kreditorer opererer i er også engelsk.

Skattekontorets vurdering
Etter regnskapsloven § 3-4 tredje ledd skal "årsregnskapet og årsberetningen [...] være på norsk. Departementet kan ved [...] enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk."

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap mv., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

> "Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i

samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon."

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til "informative regnskaper for ulike grupper av regnskapsbrukere". Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter skattekontorets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har skattekontoret lagt særlig vekt på at største eier er et utenlandsk selskap og at det er en begrenset eierkrets. Videre er det vektlagt at selskapet driver virksomhet i en internasjonal bransje der alle sentrale aktører behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Lars Waaltorp
seniorrådgiver
Brukerdialog, brukerkontakt
Skatteetaten

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.

Financial Statements

2021

Mama Holdco AS

Org.no.:922 191 352

INCOME STATEMENT

MAMA HOLDCO AS

OPERATING INCOME AND OPERATING EXPENSES (Amounts in USD 1 000)	Note	2021	2020
Other expenses	2	27	11
Total expenses		**27**	**11**
Operating loss		**-27**	**-11**
FINANCIAL INCOME AND EXPENSES			
Write-down of long-term investments	3	12 424	112 842
Net financial items		**-12 424**	**-112 842**
Net profit before tax		-12 451	-112 853
Net profit after tax		**-12 451**	**-112 853**
Annual net loss		**-12 451**	**-112 853**
ALLOCATION OF NET PROFIT (-LOSS)			
Transferred to/from other equity	6	12 451	112 853
Total allocation		**-12 451**	**-112 853**

BALANCE SHEET

MAMA HOLDCO AS

ASSETS (Amounts in USD 1 000)	**Note**	**2021**	**2020**
NON-CURRENT ASSETS			
NON-CURRENT FINANCIAL ASSETS			
Investments in subsidiaries	3	44 261	55 635
Total non-current financial assets		**44 261**	**55 635**
Total non-current assets		**44 261**	**55 635**
CURRENT ASSETS			
Cash and cash equivalents		8	30
Total current assets		**8**	**30**
Total assets		44 269	55 665

BALANCE SHEET

MAMA HOLDCO AS

EQUITY AND LIABILITIES (Amounts in USD 1 000)	Note	2021	2020
PAID-IN EQUITY			
Share capital	6, 7	596	174
Share premium reserve	6	168 955	168 327
Total paid-in equity		**169 551**	**168 501**
RETAINED EARNINGS			
Other equity	6	-125 305	-112 854
Total retained earnings		**-125 305**	**-112 854**
Total equity		**44 246**	**55 647**
LIABILITIES			
CURRENT LIABILITIES			
Other current liabilities	4	23	18
Total current liabilities		**23**	**18**
Total liabilities		**23**	**18**
Total equity and liabilities		**44 269**	**55 665**

Oslo, 24.06.2022
The board of Mama Holdco AS

Bjørn Eie Henriksen
chairman of the board

INDIRECT CASH FLOW

MAMA HOLDCO AS

	Note	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/loss before tax		-12 451	-112 853
Impairment of Investments		12 424	112 842
Change in other accrual items		5	11
Net cash flows from operating activities		**-22**	**0**
CASH FLOWS FROM INVESTMENT ACTIVITIES			
Payments to buy shares and participations in other cor		1 050	1 200
Net cash flows from investment activities		**-1 050**	**-1 200**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from equity		1 050	1 230
Net cash flows from financing activities		**1 050**	**1 230**
Net change in cash and cash equivalents		-22	30
Cash and cash equivalents at the start of the period		30	0
Cash and cash equivalents at the end of the period		**8**	**30**

MAMA HOLDCO AS
NOTES TO THE FINANCIAL STATEMENTS FOR 2021
(Amounts in USD 1 000)

Note 1 Accounting principles

The financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles in Norway

Mama HoldCo AS applies USD as reporting currency for its financial statements rounded to the nearest thousand unless otherwise stated.

OPERATING INCOME AND EXPENSES
The revenue is recognized in the income statement based on time of earning which would normally be the time of delivery of goods and services. Costs are included based on the matching principle signifying the costs are included in the same period as the related revenue is recognized.

VALUATION AND CLASSIFICATION OF ASSETS AND LIABILITIES
Assets intended for long-term ownership or use are classified as fixed assets. Other assets are classified as current assets. Receivables due within one year classified as current assets. Analogous criteria are applied for classification of current and non-current liabilities.

Current assets are valued at the lower of cost and net realizable value. Current liabilities are recognized at the nominal amount received at the time of establishment.

SHARES IN SUBSIDIARIES AND ASSOCIATES
Subsidiaries and investments in associates are carried at cost in the parent company accounts. A write-down to fair value will be performed if the impairment is not considered to be temporary, and an impairment charge is deemed necessary according to generally accepted accounting principles. Dividends and group contributions are recognised as other financial income. See note 3 for reference to shares in subsidiaries and impairment

CURRENCY
Monetary items denominated in foreign currencies are exchanged at the currency exchange rate prevailing the date of the balance sheet. Assets and liabilities that are hedged with forward exchange contracts are valued at the contract rate, with the exception of the interest element that is recognized and classified as interest income / expenses.

TAX
Tax in the income statement includes both payable taxes and changes in deferred tax. Deferred tax is calculated at 22 % based on the temporary differences between accounting and tax values including tax loss carry forwards at the end of the fiscal year. Taxable and deductible temporary differences that reverse or may reverse in the same period are netted. Deferred tax assets are not capitalized.

GOING CONCERN
With regards to the Going Concern of the Company's financial statements, see Mama Holdco Group ("the Group") financial statement. Based on the conclusion reached in the Group financial statement the assumption of going concern is in place and forms the basis for the financial statements in accordance with the Norwegian Accounting Act.

MAMA HOLDCO AS
NOTES TO THE FINANCIAL STATEMENTS FOR 2021
(Amounts in USD 1 000)

Note 2 Wages and salaries

The company has no employees, and is not obliged to have defined contribution schemes.

Directors' fees for 2021 is USD 0.

AUDITOR
Auditors' fee for 2021 USD 10.
Fees for other services is USD 0.

Note 3 Investment in subsidiaries

Company	Office	Ownership and voting interest (%)	Result 2021	Equity as of 31.12.2021	Booked value as of 31.12
Macro Offshore Ltd	UK	60%	-20 707	73 769	44 261

Shares in Macro Offshore Ltd has in 2021 been impaired with 12,4 MUSD.

Note 4 Intercompany balances

Debt	2021	2020
Current liabilities	20	15

MAMA HOLDCO AS
NOTES TO THE FINANCIAL STATEMENTS FOR 2021
(Amounts in USD 1 000)

Note 5 Tax

This year's tax expense	2021	2020
Entered tax on ordinary profit/loss:		
Payable tax	0	0
Changes in deferred tax assets	0	0
Tax expense on ordinary profit/loss	**0**	**0**
Taxable income:		
Ordinary result before tax	-12 451	-112 853
Permanent differences	12 424	112 842
Taxable income	**-27**	**-11**
Payable tax in the balance:		
Payable tax on this year's result	0	0
Total payable tax in the balance	**0**	**0**

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences

	2021	2020	Difference
Accumulated loss to be brought forward	-38	-19	19
Not included in the deferred tax calculation	38	19	-19
Deferred tax assets (22 %)	**0**	**0**	**0**

Deferred tax not included in the balance sheet.

MAMA HOLDCO AS
NOTES TO THE FINANCIAL STATEMENTS FOR 2021
(Amounts in USD 1 000)

Note 6 Equity

	Share capital	Share Premium	Other Capital	Total Equity
Pr. 01.01.2021	174	168 327	-112 854	55 647
Capital increase	422	628	0	1 050
Net loss for the year	0	0	-12 451	-12 451
As of 31.12.2021	**596**	**168 955**	**-125 305**	**44 246**

Note 7 Shareholders

THE SHARE CAPITAL IN MAMA HOLDCO AS AS OF 31.12 CONSISTS OF:

	Total	Face value	Share capital
Ordinary shares	51 407 108	USD 0,0116	USD 596 000

OWNERSHIP STRUCTURE
Shareholders in % at year end:

	Ordinary	Owner interest	Share of votes
Macro Holdco AS	42 839 145	83,3	83,3
CE Holdings LLC	7 282 830	14,2	14,2
Crossway Dolphin Holdings Ltd	1 285 205	2,5	2,5
Total number of shares	**51 407 108**	**100,0**	**100,0**