



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 925 369 330
Organisasjonsform: Aksjeselskap
Foretaksnavn: NORMAND SHIPS AS
Forretningsadresse: Nesavegen 39
4280 SKUDENESHAVN

Regnskapsår

Årsregnskapets periode: 01.01.2022 - 31.12.2022

Konsern

Morselskap i konsern: Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Jostein Fjelland
Dato for fastsettelse av årsregnskapet: 03.07.2023

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

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, 25.07.2024



Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Freight revenue	2, 4	139 763 000	127 389 000
Other income	2	281 000	2 111 000
Sum inntekter		140 044 000	129 501 000
Kostnader			
Operating expenses ship		22 164 000	26 119 000
Crew operating expenses ship	3, 4	49 619 000	57 568 000
Depreciation and amortisation expenses	5	31 465 000	27 336 000
Nedskrivning av varige driftsmidler og immaterielle eiendeler	5		
Other expenses	3, 4	7 465 000	10 196 000
Sum kostnader		110 713 000	121 219 000
Driftsresultat		29 331 000	8 282 000
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern	8		
Annen renteinntekt		96 000	
Other financial income		222 000	33 000
Sum finansinntekter		318 000	33 000
Annen rentekostnad		30 148 000	17 956 000
Other financial expenses		45 092 000	13 084 000
Sum finanskostnader		75 240 000	31 041 000
Netto finans		-74 922 000	-31 007 000
Ordinært resultat før skattekostnad		-45 591 000	-22 725 000
Income tax expense	6	-10 929 000	-3 377 000
Ordinært resultat etter skattekostnad		-34 662 000	-19 348 000
Årsresultat	7	-34 662 000	-19 348 000
Årsresultat etter minoritetsinteresser		-34 662 000	-19 348 000



Resultatregnskap

Beløp i: NOK	Note	2022	2021
Totalresultat		-34 662 000	-19 348 000
Overføringer og disponeringer			
Reserve for valuation differences	7		
Transferred from reserve for valuation variances	7		
Ordinært utbytte	7		
Tilleggsutbytte	7		
Ekstraordinært utbytte	7		
Konsernbidrag	7, 7		
Udekket tap	7, 7		
Other equity	7		
Transferred from other equity	7	-34 662 000	-19 348 000
Sum overføringer og disponeringer		-34 662 000	-19 348 000



Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	6		
Varige driftsmidler			
Vessels	5	613 125 000	631 676 000
Capitalized periodic maintenance	5	24 341 000	37 472 000
Equipment and other movables	5		
Sum varige driftsmidler		637 466 000	669 147 000
Finansielle anleggsmidler			
Lån til foretak i samme konsern	8		
Other long-term receivables		403 000	281 000
Sum finansielle anleggsmidler		403 000	281 000
Sum anleggsmidler		637 869 000	669 428 000
Omløpsmidler			
Varer			
Sum varer		1 915 000	744 000
Fordringer			
Accounts receivables	8	20 257 000	29 908 000
Other short-term receivables	8	57 742 000	21 218 000
Sum fordringer		77 999 000	51 125 000
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents		6 290 000	24 560 000
Sum bankinnskudd, kontanter og lignende		6 290 000	24 560 000
Sum omløpsmidler		86 204 000	76 429 000
SUM EIENDELER		724 073 000	745 857 000



Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	7, 9	30 000	30 000
Beholdning av egne aksjer	7, 9		
Overkurs	7	93 498 000	93 498 000
Annen innskutt egenkapital	7	50 720 000	11 972 000
Sum innskutt egenkapital		144 248 000	105 500 000
Opptjent egenkapital			
Reserve for valuation variances	7		
Other equity	7	-161 583 000	-126 921 000
Udekket tap	7		
Sum opptjent egenkapital		-161 583 000	-126 921 000
Sum egenkapital		-17 335 000	-21 421 000
Gjeld			
Langsiktig gjeld			
Utsatt skatt	6		
Annen langsiktig gjeld			
Konvertible lån	10		
Obligasjonslån	10		
Gjeld til kredittinstitusjoner	10	696 100 000	699 171 000
Langsiktig konserngjeld	8	29 639 000	29 639 000
Sum annen langsiktig gjeld		725 739 000	728 810 000
Sum langsiktig gjeld		725 739 000	728 810 000
Kortsiktig gjeld			
Leverandørgjeld		1 015 000	1 545 000
Tax payable	6		
Kortsiktig konserngjeld	8	11 039 000	26 429 000
Other current liabilities		3 614 000	10 494 000
Sum kortsiktig gjeld		15 669 000	38 468 000
Sum gjeld		741 408 000	767 279 000



Balanse

Beløp i: NOK	Note	2022	2021
SUM EGENKAPITAL OG GJELD		724 073 000	745 857 000
POSTER UTENOM BALANSEN			
Garantistillelser	10		
Pantstillelser	10		



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Annual Report 2022

Normand Ships AS



Directors' Report

Income statement

Balance sheet

Indirect cash flow

Notes to the Accounts



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NORMAND SHIPS AS DIRECTORS REPORT 2022

The company is a wholly owned subsidiary of the publicly traded holding company Solstad Offshore ASA. The group's objective is to conduct integrated shipping operations with advanced vessels in its market segments, utilizing owned or chartered vessels. The operations are primarily the provision of maritime services to the oil and gas and renewable energy industries.

Normand Ships AS owns 2 PSV's and 1 CSV which has been on charter with external or internal parties throughout the 2022.

The business is run from Skudeneshavn, Karmøy.

The Company has sold the CSV Normand Jarl in February 2023. The board expects that the two PSV vessels owned by the company will also be sold within 2023. Reference is made to the note for subsequent events. Due to this, the activity in 2023 is expected to be lower compared to 2022.

Market risk

Market and operational risks are changes in demand for and prices of the services provided by the Company, and potential adverse effects of the provision of such services. Short term market risk is considered limited.

Credit risk

The risk of customers not being able to fulfill their liabilities is considered low. The customer is economically solid.

Liquidity risk

Cash and cash equivalents equal approximately MNOK 6 as of 31.12.2022. The liquidity is considered satisfactory considered future obligations.

The company has no employees and therefore no measures regarding gender equality have been implemented or planned. The company's board of directors consist of three men and no women. The company is committed to the group guidelines for work environment and to avoid any form of discrimination related to age, gender, religion, ethnic background etc.

The company's operations have not polluted the environment beyond what is considered normal during operation.

In the Board's opinion, the presented income statement and balance sheet with accompanying notes and cash flow statement give a true and fair view of the financial position of the Company pr 31.12.2022.

The equity in the Company is negative with TNOK 17 335. In 2023, The Company has sold the CSV Normand Jarl. The sale of Normand Jarl has resulted in a gain of approximately MNOK 450. The booked equity per May 31, 2023 is because of this positive and the accounts have based on this been prepared on a going concern basis.



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The liquidity situation is considered satisfactory, while the Company is long-term financed.

The directors and officers are covered under a "Director and Officer Liability Insurance". The insurance covers personal legal liabilities including defense and legal expense. The cover also includes employees in managerial positions or employees who serves as Directors in non-subidiaries to safeguard the interest of the Company.

The result in 2022 was a loss of TNOK 34 662, compared to loss of TNOK 19 348 in 2021. The board proposes the profit be transferred to uncovered loss. Based on this proposed disposition the company's book equity was negative by TNOK 17 335 at year end.

Skudeneshavn, 30.06.2023

DocuSigned by:
Lars Peder Solstad
AEEF99F05C424EE...
Lars Peder Solstad
Chairman of the board

DocuSigned by:
Kjetil Ramstad
C5C9C01BC0DE4B8...
Kjetil Ramstad
Member of the board

DocuSigned by:
Eivind Kvilhaug
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Eivind Kvilhaug
Member of the board



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Income statement

Normand Ships AS

Values in 1000 NOK	Note	2022	2021
Operating income and operating expenses			
Freight revenue	2, 4	139 763	127 389
Other income	2	281	2 111
Total income		140 044	129 501
Operating expenses			
Operating expenses ship		22 164	26 119
Crew operating expenses ship	3, 4	49 619	57 568
Depreciation and amortisation expenses	5	31 465	27 336
Other expenses	3, 4	7 465	10 196
Total expenses		110 713	121 219
Operating profit		29 331	8 282
Financial income and expenses			
Other interest income		96	0
Other financial income		222	33
Other interest expenses		30 148	17 956
Other financial expenses		45 092	13 084
Net financial items		-74 922	-31 007
Net profit before tax		-45 591	-22 725
Income tax expense	6	-10 929	-3 377
Net profit after tax		-34 662	-19 348
Net profit or loss	7	-34 662	-19 348
Attributable to			
Transferred from other equity	7	34 662	19 348
Total		-34 662	-19 348

Normand Ships AS

Side 2



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Balance sheet

Normand Ships AS

Values in 1000 NOK	Note	2022	2021
Assets			
Non-current assets			
Property, plant and equipment			
Vessels	5	613 125	631 676
Capitalized periodic maintenance	5	24 341	37 472
Total property, plant and equipment		637 466	669 147
Non-current financial assets			
Other long-term receivables		403	281
Total non-current financial assets		403	281
Total non-current assets		637 869	669 428
Current assets			
Inventories		1 915	744
Debtors			
Accounts receivables	8	20 257	29 908
Other short-term receivables	8	57 742	21 218
Total receivables		77 999	51 125
Cash and cash equivalents		6 290	24 560
Total current assets		86 204	76 429
Total assets		724 073	745 857

Normand Ships AS

Page 3



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Balance sheet

Normand Ships AS

Values in 1000 NOK	Note	2022	2021
Equity and liabilities			
Equity			
Paid-in capital			
Share capital	7, 9	30	30
Share premium reserve	7	93 498	93 498
Other paid-up equity	7	50 720	11 972
Total paid-up equity		144 248	105 500
Retained earnings			
Other equity	7	-161 583	-126 921
Total retained earnings		-161 583	-126 921
Total equity		-17 335	-21 421
Liabilities			
Other non-current liabilities			
Liabilities to financial institutions	10	696 100	699 171
Non-current liabilities to group companies	8	29 639	29 639
Total non-current liabilities		725 739	728 810
Current liabilities			
Trade payables		1 015	1 545
Liabilities to group companies	8	11 039	26 429
Other current liabilities		3 614	10 494
Total current liabilities		15 669	38 468
Total liabilities		741 408	767 279
Total equity and liabilities		724 073	745 857

Normand Ships AS


Page 4

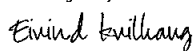


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Balance sheet

Normand Ships AS
Skudeneshavn, 30.06.2023
The board of Normand Ships AS

DocuSigned by:

AFFE99E05C424FE
Lars Peder Solstad
chairman of the board

DocuSigned by:

EDEF0EB36ADA47E
Eivind Kvilhaug
member of the board

DocuSigned by:

C5C9C01BC0DF4B9
Kjetil Ramstad
member of the board



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Indirect cash flow

Normand Ships AS

	Note	2022	2021
Cash flows from operating activities			
Profit/loss before tax		-45 591	-22 725
Ordinary depreciation		31 465	27 336
Change in short-term receivables/payables		6 682	-8 735
Effect of exchange rate fluctuations		44 923	13 052
Change in other accrual items		-21 612	-8 917
Net cash flows from operating activities		15 337	11
Cash flows from investment activities			
Payments to buy tangible assets		0	-14 554
Payment of periodic maintenance		217	-20 900
Net cash flows from investment activities		217	-35 454
Cash flows from financing activities			
Repayment of long-term liabilities		49 173	4 125
Proceeds from Group contributions		15 349	0
Net cash flows from financing activities		-33 824	-4 125
Net change in cash and cash equivalents		-18 270	-39 568
Cash and cash equivalents at the start of the period		24 560	52 221
Cash addition through mergers		0	11 907
Cash and cash equivalents at the end of the period		6 290	24 560



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Note 1 Accounting principles

Generally

The annual accounts are set up in accordance with the Accounting Act and good accounting practice in Norway. The accounting principles are described below.

The company is included in the consolidated accounts of Solstad Offshore ASA, which has a registered office in Skudeneshavn. The consolidated financial statements for the company can be received by contacting Solstad Offshore, or from the company's website, www.solstad.com.

Use of estimates

In connection with the preparation of the accounts, estimates and assumptions that affect the accounts are used. Actual figures may differ from the assessments made at the close of the financial statements.

Currency

Cash and cash equivalents in foreign currency are presented at market exchange rates on the date of the balance sheet. Following closing rates is used:

	GBP	USD	EUR
As of 31.12.22	11,8541	9,8573	10,5138
As of 31.12.21	11,8875	8,8194	9,9888

Borrowing costs

Borrowing costs are recognised in the balance sheet at the time of borrowing and are expensed in duration of the loan.

Current assets/current liabilities

Current assets and current liabilities normally include items that are due for payment within one year of the balance sheet date, as well as items related to the commodity cycle. Current assets are valued at the lowest value of acquisition cost and assumed fair value.

Accounts receivable

Receivables are listed at face value with a deduction for expected losses.

Tangible fixed assets and depreciation

Fixed assets are listed in the balance sheet at acquisition cost, including activated building loan rates. Depreciation is straight-line and adjusted for residual value and any write-downs. Residual value is the estimated amount that is assumed to have been received today in the event of divestment of the asset, after deduction of costs in connection with the divestment, based on the fact that the asset's age and condition were already equal to expected at the end of the asset's useful life.

Book value of fixed assets on the balance sheet is the cost price with deductions for accumulated depreciation and write-downs.

Each part of an operating asset that is significant in relation to the total cost price is identified separately and is depreciated over the component's useful life. The ships are decomposed into the following constituent parts; hull, anchor handling, loading and unloading equipment, main and auxiliary motor, thrusters, DP and lifting equipment and other equipment. Based on the Group's periodic maintenance programme and the ongoing replacement of the ships' vital parts, the estimated service life is set at 30 years for all components, with the exception of periodic maintenance.

The assumptions about the residual value and the expected useful life of fixed assets are assessed annually in connection with the accounting close. In the event of significant changes from previous estimates,



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depreciation changes accordingly. When the estimated useful life changes, depreciation changes prospectively.

The estimated service life of ships affects the accounting depreciation. The service life of the individual components on the ships is based on the nature and gained experience of wear and tear within each component group. The expected service life for the ships is 20 years.

The residual value of ships affects the size of the accounting depreciation. The company use market values/broker estimates as a starting point in the calculation of the ship's residual value. The brokerage estimates, less any sales-related costs, are multiplied by a percentage that depends on the age of the ships. The percentage is 50% for a new building and is increasing to 100% for a 20-year-old ship.

Other fixed assets are depreciated based on 10-20 years of economic life. Gains on the sale of ships and construction contracts are recognised as operating revenues, as sales are considered to be part of the company's ordinary business.

If there are indications of inferior values associated with fixed assets, calculations of the recoverable amount are carried out. If the recoverable amount of the asset is lower than the book value, write-downs are made to the recoverable amount. The recoverable amount is the highest of the net sales value and value in use. Value in Use is the present value of the future cash flows that the asset will generate.

Capitalized periodic maintenance (docking)

The decision criteria that form the basis for the scope of repair when docking indicate that this is regarded as investment decisions. The costs are recognised in the balance sheet and depreciated over the period up to the next docking, normally 30-60 months. When purchasing ships, acquisition costs are decomposed in ships and capitalised docking. Ordinary maintenance costs are charged to the operating profit when the maintenance takes place.

Revenue recognition

Income and expenses related to the charter parties are accrued based on the number of days the journey lasts before and after the end of the accounting period.

Classification of items in the balance sheet and income statement

Assets destined for permanent ownership or use and receivables due later than one year from the end of the financial year are listed as fixed assets. Other assets are classified as short-term.

Debt due later than one year after the end of the financial year is listed as long-term debt. Other liabilities are classified as short-term.

Conditional outcomes

Contingent losses that are probable and quantifiable are expensed. Conditional gains/income are not recognised as income.

Taxes / Deferred tax

Deferred tax is calculated according to the debt method by 22% on the basis of temporary differences between accounting and tax values that exist at the end of the financial year, and tax deficits for performance. Tax-increasing and tax-reducing temporary differences have been settled and recognised net.

Cash flow statement

The company uses the indirect method. Investments in equities and other liquids with maturity over 3 months are not included under cash equivalents.



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Note 2 Revenue

	2022	2021
Freight revenue	139 763	127 389
Other operating income	281	2 111
Total revenue	140 044	129 501

Segments (ship type and geographical location)

Platform supply ship	93 463	92 535
Construction service ship	46 300	34 855
Total	139 763	127 389
Europe	93 463	106 102
Asia	46 300	21 287
	139 763	127 389

Note 3 Note Salary costs and benefits, remuneration to the chief executive, board and auditor

The company has no employees, and is thus not obliged to have an occupational pension scheme. Salary is relates to hired staff. There are also no special bonuses or option programs for members of the board.

Crew costs have been reduced by NOK 13 810 in reimbursements related to the net salary scheme. The refunds are received by Solstad Shipping AS, which is the employer for the employees on board. The corresponding amount for 2021 was 21 960.

Auditor

Audit fees expensed for 2022 amount to TNOK 171.
In addition there is a fee for other services of TNOK 168.
The amounts are exclusive of VAT.



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Note 4 Related party transactions

The following internal transactions have taken place

Crew cost	2022	2021
Solstad Offshore Crewing Services Pte Ltd.	9 605	4 697
Solstad Shipping AS	31 186	43 915
Sum	40 790	48 612

Management fee expense	2022	2021
Solstad Shipping AS	15 312	10 382
Sum	15 312	10 382

Bareboat / TC income	2022	2021
Normand Ships Operations AS	48 235	21 856
Sum	48 235	21 856

Note 5 Fixed assets

	Vessel	Capitalized periodic maintenance	Sum
Acquisition cost as at 01.01.2022	652 969	47 375	700 344
Addition of purchased fixed assets	0	-217	-217
Acquisition cost 31.12.2022	652 969	47 158	700 127
Depreciation and write-downs as at 01.01.2022	-21 293	-1 141	
Accumulated depreciation and impairment	-39 844	-22 817	-62 661
Book value 31.12.2022	613 125	24 341	637 466
The year's depreciation	18 551	12 914	31 465
The year's impairment	0	0	0
Depreciation period	20 years	5 years	

Note 6 Tax

This year's tax expense	2022	2021
Entered tax on ordinary profit/loss:		
Payable tax	0	0
Changes in deferred tax assets	-10 929	-3 377
Tax expense on ordinary profit/loss	-10 929	-3 377

Taxable income:		
Ordinary result before tax	-45 591	-22 725
Permanent differences	13	10
Changes in temporary differences	-36 487	-72 857



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Received intra-group contribution	49 677	15 349
Taxable income	-32 386	-80 223

Payable tax in the balance:		
Payable tax on this year's result	0	-3 377
Payable tax on received Group contribution	0	3 377
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

	2022	2021	Difference
Tangible assets	220 634	184 459	-36 175
Profit and loss account	-1 248	-1 560	-312
Total	219 386	182 899	-36 487
Accumulated loss to be brought forward	-568 502	-536 116	32 386
Cut interest deduction	-586	-586	0
Not included in the deferred tax calculation	349 702	353 802	4 100
Deferred tax assets (22 %)	0	0	0

Deferred tax not included in the balance sheet.

Note 7 Equity

	Share capital	Share premium	Other paid-in equity capital	Uncovered loss	Total equity
As at 31.12.2021	30	93 498	11 972	-126 921	-21 421
Changes posted against equity				0	0
As at 01.01.2022	30	93 498	11 972	-126 921	-21 421
Result for the year				-34 662	-34 662
Group contributions received			38 748		38 748
As at 31.12.2022	30	93 498	50 720	-161 583	-17 335

Note 8 Inter-company items between companies in the same group

Short term receivables	2022	2021	Interest rate
Solstad Management AS	193	193	0%
Normand Ships Operations AS	58 385	38 215	0%
Solstad Offshore Crewing Services P.	682	166	0%
Solstad Subsea Holding AS	6 646	0	0%
Total	65 907	38 575	

Short term debt	2022	2021	Interest rate
Solstad Rederi AS	0	185	0%
Solstad Offshore Asia Pacific Pte Ltd	6	0	0%
Solstad Subsea Holding AS	0	4 027	0%



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Solstad Shipping AS	11 034	22 217	0%
Total	11 039	26 429	

Long term debt	2022	2021	Interest rate
Solstad Subsea Holding AS	29 639	29 639	0%
Total	29 639	29 639	

No group debt or long-term receivables falls due later than five years after the end of the financial year.
No interest is calculated on inter-company balances.

Note 9 Shareholders

The share capital in Normand Ships AS as of 31.12 consists of:

	Total	Face value	Entered
Ordinary shares	30 000	1	30
Total	30 000		30

Ownership structure

Shareholders in % at year end:

	Ordinary	Owner interest	Share of votes
Solstad Subsea Holding AS	30 000	100,0	100,0



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Note 10 Debt and guarantees

	31.12.2022	31.12.2021
Debt secured by charges, mortgages and guarantees		
Debt to credit institutions	696 100	699 171
Total	696 100	699 171
Book value of charged assets		
Vessels	637 466	669 147
Customer receivables	20 257	29 908
Total	657 723	699 055

In the period 30 June 2021 to 29 June 2022, no installments have been paid. Available bank balance minus the minimum bank balance (MNOK 35) and the period's interest payment is lower than the period's installments. PIK interest, corresponding to ordinary interest, is calculated on unpaid installments. In 2022, repayments of NOK 49 173 has been made.

Non-pay installments are due final maturity of the loans. The company's mortgage debt is divided into 30% in NOK and 70% USD.

Interest rates are floating and are based on NIBOR / LIBOR + 2.00 / 2.15 margin.

Loan payment profile	2023	2024	2025	2026	Thereafter
Long-term debt	72 987	60 612	60 612	60 612	441 278

Note 11 Subsequent events

The Company has in 2023 sold the CSV Normand Jarl. The sale of the vessels has resulted in a gain of approximately MNOK 450. In this connection, in 2022, USD 3 762 850 has been paid to a deposit account over which the company has no control.

The Group has signed an agreement with U.S. based Tidewater Inc., dated 7th March 2023, for the sale of 37 Platform Supply Vessels for a total amount of USD 577 mill. This agreement also includes the company's vessels PSV Normand Nayley and PSV Normand Falnes Expected closing of the transaction is in 2Q2023. The divestment reflects an exit from the PSV business line segment, in which is both capital intensive and is operating at the lowest margins (mainly logistics/freight operations within oil & gas sector). The rationale is a strategic repositioning of the Group as one of the main global owner and operator of high-end tonnage of AHTS and Subsea vessels, in which is essential to realize the energy transition. Additionally, the transaction will substantially reduce the Group's debt and thereby strengthen Solstad's financial position. The effect is reduction of the Group's debt by approximately NOK 6 billion, compared to approximately NOK 21 billion of the Group's consolidated net interest-bearing debt, thus considerably strengthens Solstad's balance sheet, debt service ability and liquidity position. The divestment also enables Solstad to increase its presence in the renewable energy segment, and expand its service offering, including ROV services, tooling and project support, in cooperation with strategic partners. Furthermore, exiting the PSV segment will significantly reduce Solstad's capex program.

The Company is not aware of any legal disputes of material importance for the assessment of the financial



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statements.

The company has not been significantly affected by Covid-19 or the ongoing war in Ukraine.



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Note 12 Going concern

The annual accounts have been prepared on a going concern basis.

The Company has negative equity of NOK -17 335 per 31.12.22. In 2023, The Company has sold the CSV Normand Jarl. The sale of Normand Jarl has resulted in a gain of approximately MNOK 450. The booked equity per May 31, 2023 is because of this positive and the accounts have based on this been prepared on a going concern basis.

The change in equity compared to 2021 can partly be explained by mergers and disagio, meaning the reduction in equity in 2022 is not a result of losses from operations only.

The liquidity situation is considered satisfactory, and the Company has long-term financing in place. The Company has liquidity to pay installments according to the amortization schedule.

The Company has three financial covenants (consolidated with Normand Ships Operations AS):

- 1) Positive consolidated working capital
- 2) Free liquidity of MNOK 10
- 3) MVC > 100%

As of 31.12.2022 the Company is in compliance with all covenants.



Statsautoriserte revisorer
Ernst & Young AS

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Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Normand Ships AS

Opinion

We have audited the financial statements of Normand Ships AS (the Company), which comprise balance sheet as at 31 December 2022, income statement and indirect cash flow 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 and give a true and fair view of the financial position of the Company as at 31 December 2022 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.

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 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.

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 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 ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the



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going concern basis of accounting unless management either intends to liquidate the Company 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 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 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 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.

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.

Bergen, 3 July 2023
ERNST & YOUNG AS

The auditor's report is signed electronically

Øyvind Nore
State Authorised Public Accountant (Norway)

Independent auditor's report - Normand Ships AS 2022

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Øyvind Nore

Statsautorisert revisor

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Skatteetaten

Vår dato
24.06.2022

Din/Deres dato
09.06.2022

Saksbehandler
Thor-Petter Sørli

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Skatteetaten.no

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Telefon
41 33 44 77

Org.nr
974761076

Vår referanse
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SOLSTAD SHIPHOLDING AS
Nesavegen 39
4280 SKUDENESHAVN

Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk

Vi viser til deres søknader om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk for følgende selskap:

995 635 437 Solstad Supply AS
825 100 822 Solstad Subsea Holding AS
817 921 442 Solstad Superior AS
977 228 476 Solstad Shipping AS
925 101 192 Solstad Shipowning Holding AS
824 826 692 Solstad Shipholding AS
977 228 212 Solstad Rederi AS
925 101 087 Solstad Operations Holding AS
995 542 692 Solstad Mexico AS
925 100 765 Solstad Management Holding AS
982 184 371 Solstad Management AS
925 100 773 Solstad Brasil Holding AS
982 790 077 Solstad Brasil AS
925 101 214 Solship Invest 4 AS
917 635 242 Solship AS
925 369 217 Normand Ships Operations AS
925 369 330 Nordmand Ships AS
939 170 154 Nordmand Chartering AS

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering selskapene dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd.



Dispensasjonen forutsetter at engelsk språk benyttes i stedet ved utarbeidelsen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

Kopi av dette brevet må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Det påligger den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

Bakgrunn

Fra søknadene siteres:

«Begrunnelse for ønske om dispensasjon er at selskapets virksomhet er holdingselskap med datterselskap som driver innenfor internasjonal bransje (shipping), hvor kommunikasjon går på engelsk. Samtidig benytter det vesentlige av kunder, leverandører og andre forretningsforbindelser i selskapet og datterselskap engelsk som forretningsspråk.

Ultimat morselskap (Solstad Offshore A SA) har dispensasjon til å utarbeide åregnskap og årsberetning på 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, kunder 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.



Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I dette tilfellet er det opplyst at kommunikasjon med de fleste av kunder og leverandører skjer på engelsk. En vesentlig andel av selskapenes foretningsforbindelser er engelskspråklige og vil ikke ha mulighet for å forstå årsregnskap og årsberetning på norsk. Skattekontoret finner at disse forholdene samlet tilsier at dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk kan gis.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Lene Bjørkevoll
underdirektør
Innsats, storbedrift
Skatteetaten

Thor-Petter Sørli

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.