



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2017 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 979 636 547
Organisasjonsform: Aksjeselskap
Foretaksnavn: HOOVER FERGUSON NORWAY AS
Forretningsadresse: Plattformvegen 9
4056 TANANGER

Regnskapsår

Årsregnskapets periode: 01.01.2017 - 31.12.2017

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: 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: Thomas Håland
Dato for fastsettelse av årsregnskapet: 27.06.2018

Grunnlag for avgivelse

År 2017: Årsregnskapet er elektronisk innlevert
År 2016: Tall er hentet fra elektronisk innlevert årsregnskap fra 2017

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, 09.10.2019



Resultatregnskap

| Beløp i: NOK | Note | 2017 | 2016 |
|--|--------|--------------------|-------------------|
| RESULTATREGNSKAP | | | |
| Inntekter | | | |
| Salgsinntekt | 10, 12 | 111 354 101 | 72 370 115 |
| Annen driftsinntekt | 10 | 3 544 853 | 1 383 599 |
| Sum inntekter | | 114 898 954 | 73 753 713 |
| Kostnader | | | |
| Varekostnad | | 29 921 117 | 9 181 554 |
| Lønnskostnad | 8, 11 | 28 758 384 | 14 129 934 |
| Avskrivning på varige driftsmidler og immaterielle eiendeler | 1 | 43 199 262 | 23 464 483 |
| Annen driftskostnad | 2, 11 | 62 784 405 | 28 802 987 |
| Sum kostnader | | 164 663 167 | 75 578 958 |
| Driftsresultat | | -49 764 214 | -1 825 244 |
| Finansinntekter og finanskostnader | | | |
| Annen finansinntekt | 13 | -353 202 | -249 728 |
| Sum finansinntekter | | -353 202 | -249 728 |
| Rentekostnad til foretak i samme konsern | | 6 686 793 | 1 712 067 |
| Annen rentekostnad | | 72 666 | 737 |
| Annen finanskostnad | 13 | 5 695 118 | 3 674 978 |
| Sum finanskostnader | | 12 454 577 | 5 387 783 |
| Netto finans | | -12 807 779 | -5 637 511 |
| Ordinært resultat før skattekostnad | | -62 571 992 | -7 462 755 |
| Skattekostnad på ordinært resultat | 9 | -11 546 032 | -2 724 299 |
| Ordinært resultat etter skattekostnad | | -51 025 961 | -4 738 456 |
| Årsresultat | | -51 025 961 | -4 738 456 |
| Årsresultat etter minoritetsinteresser | | -51 025 961 | -4 738 456 |
| Totalresultat | | -51 025 961 | -4 738 456 |



Resultatregnskap

| Beløp i: NOK | Note | 2017 | 2016 |
|--|-------------|--------------------|-------------------|
| Overføringer og disponeringer | | | |
| Overføringer til/fra annen egenkapital | | -51 025 961 | -4 738 456 |
| Sum overføringer og disponeringer | | -51 025 961 | -4 738 456 |



Balanse

| Beløp i: NOK | Note | 2017 | 2016 |
|---|------|--------------------|--------------------|
| BALANSE - EIENDELER | | | |
| Anleggsmidler | | | |
| Immaterielle eiendeler | | | |
| Utsatt skattefordel | 9 | 1 535 318 | |
| Goodwill | 1 | 424 504 | |
| Sum immaterielle eiendeler | | 1 959 822 | |
| Varige driftsmidler | | | |
| Driftsløsøre, inventar, verktøy, kontormaskiner og lignende | 1, 1 | 216 895 105 | 211 111 777 |
| Sum varige driftsmidler | | 216 895 105 | 211 111 777 |
| Finansielle anleggsmidler | | | |
| Investering i datterselskap | 14 | 602 000 | |
| Sum finansielle anleggsmidler | | 602 000 | |
| Sum anleggsmidler | | 219 456 927 | 211 111 777 |
| Omløpsmidler | | | |
| Varer | | | |
| Sum varer | 15 | 1 960 164 | |
| Fordringer | | | |
| Kundefordringer | 3, 4 | 17 554 515 | 13 419 651 |
| Andre fordringer | 4, 9 | 6 567 147 | 10 362 044 |
| Konsernfordringer | | 236 509 | |
| Sum fordringer | | 24 358 171 | 23 781 695 |
| Bankinnskudd, kontanter og lignende | | | |
| Bankinnskudd, kontanter og lignende | 5 | 4 746 866 | 11 035 318 |
| Sum bankinnskudd, kontanter og lignende | | 4 746 866 | 11 035 318 |
| Sum omløpsmidler | | 31 065 201 | 34 817 013 |
| SUM EIENDELER | | 250 522 128 | 245 928 789 |



Balanse

| Beløp i: NOK | Note | 2017 | 2016 |
|--|------|--------------------|--------------------|
| BALANSE - EGENKAPITAL OG GJELD | | | |
| Egenkapital | | | |
| Innskutt egenkapital | | | |
| Selskapskapital | 6, 7 | 6 000 000 | 6 000 000 |
| Sum innskutt egenkapital | | 6 000 000 | 6 000 000 |
| Opptjent egenkapital | | | |
| Annen egenkapital | 6 | 47 947 122 | 98 945 440 |
| Sum opptjent egenkapital | | 47 947 122 | 98 945 440 |
| Sum egenkapital | | 53 947 122 | 104 945 440 |
| Gjeld | | | |
| Langsiktig gjeld | | | |
| Utsatt skatt | 9 | | 19 387 161 |
| Sum avsetninger for forpliktelser | | | 19 387 161 |
| Annen langsiktig gjeld | | | |
| Øvrig langsiktig gjeld | 3, 4 | 154 907 588 | 110 947 152 |
| Sum annen langsiktig gjeld | | 154 907 588 | 110 947 152 |
| Sum langsiktig gjeld | | 154 907 588 | 130 334 313 |
| Kortsiktig gjeld | | | |
| Gjeld til kredittinstitusjoner | | 6 500 000 | |
| Leverandørgjeld | 4, 4 | 16 952 973 | 8 011 253 |
| Betalbar skatt | 9 | | |
| Skyldige offentlige avgifter | | 1 678 449 | 860 215 |
| Annen kortsiktig gjeld | | 16 535 996 | 1 777 569 |
| Sum kortsiktig gjeld | | 41 667 418 | 10 649 037 |
| Sum gjeld | | 196 575 006 | 140 983 350 |
| SUM EGENKAPITAL OG GJELD | | 250 522 128 | 245 928 789 |



HOOVER FERGUSON

Board of Directors Report July 16 – Dec 17

Description of operations and where they are carried out.

Hoover Ferguson Norway AS, a Ferguson Group company, conducts operations involving the rental of CCUs to the offshore energy sector which are managed and controlled from their offices in Tananger. Ferguson Group has since September 2014 been owned by the Australian logistics company Brambles, which is operating in more than 60 countries worldwide. On 23th October 2016, Hoover Container Solutions (“Hoover”), Ferguson Group (“Ferguson”) and CHEP Catalyst & Chemical Containers (“CCC”), three leading global providers of container solutions products in the energy, petrochemical and general industrial markets, finalized merger to form the independent joint venture company Hoover Ferguson. In Norway two companies Ferguson Norge AS and Hoover Norway AS merged in July 17 and formed Hoover Ferguson Norway AS.

Continued operations.

The Board has assessed the going concern assumption, and the Annual Accounts have been prepared on a going concern basis. The assumption is based on budgets and prognosis, as well as support from the parent company.

Future development

Hoover Ferguson Norway AS has over several years been demonstrating growth as a result of increased demand of CCUs in the oil and gas sector in Norway. In 2015/2016 the oil price dropped dramatically from 115 USD/bbl to below 50 USD/bbl. This happened at the same time as the oil and gas industry started a campaign to reduce the production cost on the Norwegian shelf. As a consequence of these two factors the activity on the Norwegian shelf has dropped significantly through 2016 and 2017. This has affected Hoover Ferguson Norway AS resulting in reduced utilisation of CCUs. The Board of Directors strongly believe that consolidation with Hoover and CCC will give several positive synergies that will make the new company more robust in the tough climate. Hoover Ferguson Norway AS have secured long term contracts in Q1/Q2 2018 and Board of Directors expect together with the company that budget will be exceeded both on Revenue/EBITDA for FY18. Hoover Ferguson Norway AS got established on Mongstad during 2017 and there is expected future growth at Mongstad.

The working environment.

In accordance with the current laws and regulations the company keeps records of the total sick leave among the company's employees. The sick leave for 18 months period was 3%. The company did not have any reported accidents in this period. The Board is familiar with the regulations with respect to gender equality and takes this into account. The proportion of women in the company is 23%. It is our firm understanding that the working environment is good and the same applies to the general well-being at the workplace. Hoover Ferguson Norway AS is located at Plattformvegen 9. Risavika Havnering 281 (XF facility) was moved out of from Oct 17 and subleased to Well Connection from 1th of May 2018 for remaining of lease contract. The company also operates from a smaller facility at the CCB base at Ågotnes & Mongstad, where one employee is based on each location.

The external environment.

The Board believes that the company's operations do not pollute the external environment.

Research and development.

The company did not have any cost on research and development between July 16 – Dec 17.



Hoover Ferguson Norway AS, Plattformveien 9, 4056 Tananger



HOOVER FERGUSON

Risk assessment.

As a service company within the oil and gas industry, the company is exposed to changes as a result of fluctuations in oil price. The company has seen a negative trend in the oil and gas activity which we expect to continue through 2017 and which constitutes a risk to our financial performance. In first half of 2018 oil price have strengthen to a healthier level.

The company policy has been to maintain a balance between fixed and variable interest for its lease agreements in order to manage the risk caused by fluctuations in the interest market. Since September 2014, funding for new investment has been obtained from Brambles treasury who manage interest rates centrally. As a result of the merging funding will be obtained from Group and leasing companies going forward.

The company's customers are mainly solid companies with good ability to pay. The risk of contracting parties to not have the financial ability to meet its obligations is considered to be generally low despite the though market situation.

The company's contracts are mainly in local currency (NOK). Where contracts are denominated in other currencies, the company always aim to keep the financial risk as low as possible. Forecasting YTD 2018 to be cash positive.

Revenue/Profit for the year

The revenue for Hoover Ferguson Norway AS for the period from July 2016 – Dec 2017 was 114 898 954 NOK. Operating loss before taxes was negative 51 025 961 NOK for the 18 months period, a decrease compared to 12 months period in FY16. The company expects tough market conditions to continue during 2018 but forecasted to exceed budget for 2018. Cash and Bank equivalents at 31 Dec 2017 was 4 746 866 NOK.

Total assets increased by 5MNOK compared to FY16.

The Board believes that the financial statements give a true picture of Hoover Ferguson Norway AS assets and liabilities, financial position and results.

Tananger
27th of June 2018,

Board of Hoover Ferguson Norway AS

Donald Win Young
Chairman

Albert Paul Lewis
Member of the Board

David Mitchell
Member of the Board

Kjetil Skaaren
Member of the Board & General Manager

Sindre Søndena Andersen
Member of the Board



Hoover Ferguson Norway AS, Plattformveien 9, 4056 Tananger



Hoover Ferguson Norway AS

Financial statements 2017

Revenue statement

| | Note | 01.07.16-31.12.2017 | 01.07.15-30.06.16 |
|--|--------|---------------------|-------------------|
| Operating income and operating expenses | | | |
| Revenue | 10, 12 | 111 354 101 | 72 370 115 |
| Other operating income | 10 | 3 544 853 | 1 383 599 |
| Operating Income | | 114 898 954 | 73 753 713 |
| Raw materials and consumables used | | 29 921 117 | 9 181 554 |
| Payroll expenses and related costs | 8, 11 | 28 758 384 | 14 129 934 |
| Depreciation of fixed assets | 1 | 43 199 262 | 23 464 483 |
| Other operating expenses | 2, 11 | 62 784 405 | 28 802 987 |
| Total operating expenses | | 164 663 167 | 75 578 958 |
| Operating profit | | -49 764 214 | -1 825 244 |
| Financial income and expenses | | | |
| Other financial income | 13 | -353 202 | -249 728 |
| Interest expense to group entities | | 6 686 793 | 1 712 067 |
| Other Interest expenses | | 72 666 | 737 |
| Other financial expenses | 13 | 5 695 118 | 3 674 978 |
| Net financial expenses | | -12 807 779 | -5 637 511 |
| Operating result before tax | | -62 571 992 | -7 462 755 |
| Tax on ordinary result | 9 | -11 546 032 | -2 724 299 |
| Operating result after tax | | -51 025 961 | -4 738 456 |
| | | | |
| Annual net profit | | -51 025 961 | -4 738 456 |
| | | | |
| From other equity | | 51 025 961 | 4 738 456 |
| Total allocated | | -51 025 961 | -4 738 456 |



Hoover Ferguson Norway AS

Financial statements 2017

Balance sheet

| | Note | 31.12.2017 | 30.06.16 |
|--|------|--------------------|--------------------|
| Assets | | | |
| Fixed assets | | | |
| Deferred tax asset | 9 | 1 535 318 | 0 |
| Goodwill | 1 | 424 504 | 0 |
| Total intangible assets | | 1 959 822 | 0 |
| Tangible fixed assets | | | |
| Containers, slings and modules | 1 | 215 726 996 | 209 742 643 |
| Fixtures, fittings, tools, office machinery etc. | 1 | 1 168 108 | 1 369 133 |
| Total tangible fixed assets | | 216 895 105 | 211 111 777 |
| Investments in subsidiaries | 14 | 602 000 | 0 |
| Total financial fixed assets | | 602 000 | 0 |
| Total fixed assets | | 219 456 927 | 211 111 777 |
| Current assets | | | |
| Inventories | 15 | 1 960 164 | 0 |
| Debtors | | | |
| Accounts receivables | 3, 4 | 17 554 515 | 13 419 651 |
| Other receivables | 9 | 6 567 147 | 10 362 044 |
| VAT receivables | | 236 509 | 0 |
| Total debtors | | 24 358 171 | 23 781 695 |
| Cash and bank deposits | 5 | 4 746 866 | 11 035 318 |
| Total current assets | | 31 065 201 | 34 817 013 |
| Total assets | | 250 522 128 | 245 928 789 |

**Hoover Ferguson Norway AS**


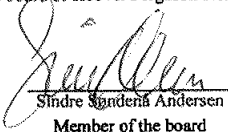

Financial statements 2017

Balance sheet

| Equity and liabilities | Note | 31.12.2017 | 30.06.16 |
|---|------|--------------------|--------------------|
| Restricted equity | | | |
| Share capital | 6, 7 | 6 000 000 | 6 000 000 |
| Total restricted equity | | 6 000 000 | 6 000 000 |
| Retained earnings | | | |
| Other equity | 6 | 47 947 122 | 98 945 440 |
| Total retained earnings | | 47 947 122 | 98 945 440 |
| Total equity | | 53 947 122 | 104 945 440 |
| Liabilities | | | |
| Deferred tax | 9 | 0 | 19 387 161 |
| Other long-term liabilities | | | |
| Other long term liabilities | 3, 4 | 154 907 588 | 110 947 152 |
| Total of other long term liabilities | | 154 907 588 | 110 947 152 |
| Current liabilities | | | |
| Liabilities to financial institutions | | 6 500 000 | 0 |
| Accounts payables | 4 | 16 952 973 | 8 011 253 |
| Accrued public taxes | | 1 678 449 | 860 215 |
| Other short term liabilities | | 16 535 996 | 1 777 569 |
| Total short term liabilities | | 41 667 418 | 10 649 037 |
| Total liabilities | | 196 575 006 | 140 983 350 |
| Total equity and liabilities | | 250 522 128 | 245 928 789 |

Stavanger, 27.06.2018

The board of Hoover Ferguson Norway AS


Donald Win Yoyng
Chairman of the board
Sindre Sandens Andersen
Member of the board
Albert Paul Lewis
Member of the board
David Mitchell
Member of the board
Kjetil Skaaren
Member of the Board & General Manager



Ferguson Norge AS - Cash flow statement

| | 31.12.2017 | 30.06.16 |
|---|--------------------|--------------------|
| Cash flow from operations | | |
| Profit before income taxes | -62 571 992 | -7 462 755 |
| Taxes paid in the period | 3 204 217 | - |
| Gain/loss from sale of fixed assets | -3 544 853 | -1 383 599 |
| Depreciation | 43 199 262 | 23 484 483 |
| Change in trade debtors | 2 628 548 | 1 991 520 |
| Change in trade creditors | 3 873 543 | 223 706 |
| Change in inventory | 311 323 | - |
| Change in other provisions | 19 971 858 | -19 218 678 |
| Net cash flow from operations | 7 071 906 | -2 385 323 |
| Cash flow from investments | | |
| Proceeds from sale of fixed assets | 27 980 806 | 5 398 227 |
| Purchase of fixed assets | -40 334 659 | -26 382 680 |
| Purchase of intangible assets | -530 000 | - |
| Net cash flow from investments | -12 904 054 | -20 986 453 |
| Cash flow from financing | | |
| Payment regarding lease agreements | -43 174 849 | -29 365 784 |
| Repayment of short term credit facility | -3 250 000 | - |
| Proceeds from intercompany loans | 45 446 240 | 57 508 852 |
| Net cash flow from financing | -978 609 | 28 141 068 |
| Net change in cash and cash equivalents | -6 810 758 | 4 769 292 |
| Cash and cash equivalents at the beginning of the period | 11 035 318 | 6 266 026 |
| Cash as part of merger | 522 306 | - |
| Cash and cash equivalents at the end of the period | 4 746 866 | 11 035 318 |



Hoover Ferguson Norway AS

Notes to the accounts 2017

Accounting principles

The annual accounts have been prepared in compliance with the Accounting Act and accounting principles generally accepted in Norway.

The company's financial year is 01.07 - 31.12 due to its parent company's divergent financial year. The Company changed ownership during the year, consequently, the financial year changed to ending 31.12.

Revenues

Income from sale of goods and services are recognised at fair value of the consideration, net after deduction of VAT, returns, discounts and reductions. Sales are taken on income when the company has delivered its products to the customer and there are no unsatisfied commitments which may influence the customer's acceptance of the product. Delivery is not completed until the products have been sent to the agreed place, and risks relating to loss and obsolescence have been transferred to the customer. Historical data is applied to estimate and recognise provisions for quantity rebates and returns at the sales date. Services are recognised in proportion to the work performed.

Classification of balance sheet items

Assets intended for long term ownership or use have been classified as fixed assets. Assets relating to the trading cycle have been classified as current assets. Other receivables are classified as current assets if they are to be repaid within one year after the transaction date. Similar criteria apply to liabilities. First year's instalment on long term liabilities and long term receivables are, however, not classified as short term liabilities and current assets.

Purchase costs

The purchase cost of assets includes the cost price for the asset, adjusted for bonuses, discounts and other rebates received, and purchase costs (freight, customs fees, public fees which are non-refundable and any other direct purchase costs). Purchases in foreign currencies are reflected in the balance sheet at the exchange rate at the transaction date.

Fixed assets

Fixed assets are reflected in the balance sheet and depreciated to residual value over the asset's expected useful life on a straight-line basis. If changes in the depreciation plan occur the effect is distributed over the remaining depreciation period. Direct maintenance of an asset is expensed under operating expenses as and when it is incurred. Additions or improvements are added to the asset's cost price and depreciated together with the asset.

Leased assets are reflected in the balances sheet as assets if the leasing contract is considered a financial lease.

Asset impairments

Impairment tests are carried out if there is indication that the carrying amount of an asset exceeds the estimated recoverable amount. The test is performed on the lowest level of fixed assets at which independent cashflows can be identified. If the carrying amount is higher than both the fair value less cost to sell and recoverable amount (net present value of future use/ownership), the asset is written down to the highest of fair value less cost to sell and the recoverable amount.

Previous impairment charges, except writedown of goodwill, are reversed in later periods if the conditions causing the write-down are no longer present.



Hoover Ferguson Norway AS

Notes to the accounts 2017

Inventories

Inventories are valued at the lower of purchase cost (according to the FIFO principle) and fair value. Recoverable amount has been used as approximation to net realisable value for raw materials and work in progress. For finished goods and work in progress purchase cost comprises cost of product design, material consumption, direct payroll expenses and other direct and indirect production expenses (based on normal capacity). Fair value is estimated sales costs less expenses for completion and sale. Only variable expenses are considered necessary to sell finished goods, whilst fixed production expenses are also included as necessary for not finished goods.

Long term contracts

Work in progress on long term fixed-price contracts is valued according to the percentage of completion method. The degree of completion is calculated as expenses incurred as a percentage of estimated total expense. Total expenses are reviewed on a regular basis. If projects are expected to result in losses, the total estimated loss is recognised immediately.

Subsidiaries

Subsidiaries are measured at cost in the parent company. The investment is measured at acquisition cost unless the investment is impaired. The investments are written down to recoverable amount if the decline in value is not expected to be temporary and it is deemed necessary according to accounting standards and practices. Write downs are reversed when the basis for the write down are no longer present.

Dividends, group contributions and other distributions from subsidiaries are recognised the same year it is allocated in the subsidiary's financial statements. If the dividend/group contribution exceeds the share of earned result after the acquisition, the excess part represents repayment of invested capital, and the dividend/group contribution will be deducted from the book value of the investment in the parent company's financial statement.

Leasing

Leasing contracts which last until the end of estimated useful economic life of the leased object (financial lease) are capitalized as assets, included in financial caption Containers. The value of future payments of the lease agreements are included in financial caption Other long-term liabilities.



Hoover Ferguson Norway AS

Notes to the accounts 2017

Debtors

Trade debtors are recognised in the balance sheet after provision for bad debts. The bad debts provision is made on basis of an individual assessment of each debtor. Significant financial problems at the customers, the likelihood that the customer will become bankrupt or experience financial restructuring and postponements and insufficient payments, are considered indicators that the debtors should be written down.

Other debtors, both current and long term, are recognised at the lower of nominal and net realisable value. Net realisable value is the present value of estimated future payments. When the effect of a writedown is insignificant for accounting purposes this is, however, not carried out. Provisions for bad debts are valued the same way as for trade debtors.

Foreign currencies

Assets and liabilities in foreign currencies are valued at the exchange rate on the balance sheet date. Exchange gains and losses relating to sales and purchases in foreign currencies are recognised as financial income/expense.

Liabilities

Liabilities, with the exception of certain liability provisions, are recognised in the balance sheet at nominal amount.

Pensions

The company has a pension schemes in accordance with the mandatory occupational pension act. The pension scheme is financed through payments to insurance companies, and the pension cost represents this years payment.

Taxes

The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. Deferred tax is calculated at relevant tax rates on the basis of the temporary differences which exist between accounting and tax values, and any carryforward losses for tax purposes at the year-end. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been eliminated. The disclosure of deferred tax benefits on net tax reducing differences which have not been eliminated, and carryforward losses, is based on estimated future earnings. Deferred tax and tax benefits which may be shown in the balance sheet are presented net.

Tax reduction on group contributions given and tax on group contribution received, booked as a reduction of cost price or taken directly to equity, are booked directly against tax in the balance sheet (offset against payable taxes if the group contribution has affected payable taxes, and offset against deferred taxes if the group contribution has affected deferred taxes).

Deferred tax is reflected at nominal value.

Cash and cash equivalents

Cash and cash equivalents comprise of cash at hand, deposits with short term maturity held at bank and bank overdrafts.

Cash flow statement

The cash flow statement has been prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits, and other short term investments which immediately and with minimal exchange risk can be converted into known cash amounts, with due date less than three months from purchase date.



Hoover Ferguson Norway AS

Notes to the accounts 2017

Note 1 Fixed assets

| | Machinery and inventory | Containers, slings and modules | Total fixed assets |
|-------------------------------------|-------------------------------|--------------------------------------|-----------------------|
| Tangible assets | | | |
| Aquisition cost 30.06.16 | 7 882 749 | 362 390 969 | 370 273 718 |
| Additions | - | 40 334 659 | 40 334 659 |
| Additions from merger | 2 273 019 | 55 446 455 | 57 719 474 |
| Disposals | - | 46 046 409 | 46 046 409 |
| Aquisiton cost 31.12.2017 | 10 155 768 | 412 125 674 | 422 281 442 |
| Accumulated depreciation 31.12.2017 | 8 987 660 | 196 398 677 | 205 386 337 |
| Net book value | 1 168 108 | 215 726 996 | 216 895 105 |
| This periods depreciation | | | |
| | 252 444 | 42 841 322 | 43 093 766 |
| Expected useful life | 3-5 years | 8-15 years | |
| Depreciation plan | Straight line | Straight line | |
| Intangible assets | | | |
| | Goodwill | | |
| Aquisition cost 30.06.2016 | - | | |
| Additions | 530 000 | | |
| Aquisition cost 31.12.2017 | 530 000 | | |
| Accumulated depreciation 31.12.2017 | 105 496 | | |
| Net book value | 424 504 | | |
| This periods depreciation | | | |
| | 105 496 | | |
| Expected useful life | 5 years | | |
| Depreciation plan | Straight line | | |

Financial lease

The company has entered into financial lease agreements. Leased containers are included in net book value 31.12.17 with kr. 96 741 440 (30.06.16: 151 847 830). The value of future payments is kr. 61 330 052 (30.06.16: 53 440 300)

| | 0-1 year | 2-5 years | Over 5 years | Total |
|--|------------|------------|--------------------|--------------------|
| Financial leasing debt aging | 22 870 357 | 38 459 695 | - | 61 330 052 |
| | | | 31.12.2017 | 30.06.2016 |
| Liabilities secured by mortgage | | | 61 330 052 | 53 440 300 |
| Balance sheet value of assets placed as security: | | | | |
| | | | 31.12.2017 | 30.06.2016 |
| Leased containers | | | 96 741 440 | 151 847 830 |
| Accounts receivable | | | 17 554 515 | 16 419 651 |
| Fixtures and fittings, tools, office machinery, etc. | | | - | 1 369 133 |
| Total | | | 114 295 955 | 169 682 704 |



Hoover Ferguson Norway AS

Notes to the accounts 2017

Note 2 Operating expenses

Operating lease

| Operational lease expense | Average leasing period | Yearly lease |
|--|-------------------------------|---------------------|
| Office and yard, Risavika Havnering and Plattformvegen | 10/5 years | 6 678 022 |
| Office and yard, CCB Vestbase, Kristiansund | 1 year | 1 494 814 |
| Office equipment, alarm system etc | 3 months notice | 86 714 |
| Motor vehicle | 3 years | 205 296 |

Note 3 Debtors and liabilities

| Trade debtors | 31.12.2017 | 30.06.2016 |
|--|-------------------|-------------------|
| Accounts receivable at nominal value | 18 749 879 | 13 679 029 |
| Bad debts provision | 1 195 364 | 259 378 |
| Accounts receivables in the balance sheet | 17 554 515 | 13 419 651 |

None of the companies accounts receivables falls due later than one year.

| Long term liabilities which fall due later than 5 years | 31.12.2017 | 30.06.2016 |
|--|-------------------|-------------------|
| Liabilities to group companies | 93 577 536 | 57 506 852 |
| Nominal finance lease payments | - | - |
| Total | 93 577 536 | 57 506 852 |

The Company is in breach with their covenants on the Bank loan of mNOK 6,5 as of 31.12.2017.

A waiver has been obtained.



Hoover Ferguson Norway AS

Notes to the accounts 2017

Note 4 Balance with group companies, etc.

| | Receivables | | Other receivables | |
|-----------------|------------------|----------------|-------------------|------------|
| | 31.12.2017 | 30.06.2016 | 31.12.2017 | 30.06.2016 |
| Group companies | 2 734 155 | 618 768 | - | - |
| Total | 2 734 155 | 618 768 | - | - |

| | Other long term liabilities | | Accounts payables | |
|-----------------|-----------------------------|-------------------|-------------------|----------------|
| | 31.12.2017 | 30.06.2016 | 31.12.2017 | 30.06.2016 |
| Group companies | 93 577 536 | 57 506 852 | 10 285 421 | 909 865 |
| Total | 93 577 536 | 57 506 852 | 10 285 421 | 909 865 |

Intercompany accounts receivables and accounts payables are presented net in the financial statements. The intercompany debt is against the former Ferguson Seacabs Ltd. and the interest is 7,75 %.

Note 5 Restricted bank deposits, overdraft facilities

| Restricted bank deposits | 31.12.2017 | 30.06.2016 |
|--------------------------|------------|------------|
| Withheld employee taxes | 902 562 | 432 829 |

Note 6 Shareholders' equity

| Equity changes in the year | Share capital | Other equity | Total |
|------------------------------|------------------|-------------------|-------------------|
| Equity 01.07.16 | 6 000 000 | 98 945 440 | 104 945 440 |
| Profit (loss) for the period | - | -51 025 961 | -51 025 961 |
| Merger | - | 27 643 | 27 643 |
| Equity 31.12.17 | 6 000 000 | 47 947 122 | 53 947 122 |



Hoover Ferguson Norway AS

Notes to the accounts 2017

Note 7 Share capital and shareholder information

Hoover Ferguson Norge AS is wholly owned by Ferguson Seacabs Ltd. The consolidated statements are prepared by Ferguson Seacabs Ltd. And can be retrieved from the Company's business adress.

The share capital of NOK 6 000 000 consists of 6 000 shares with nominal value of NOK 1 000 each.

| List of shareholders at 31.12.17 | Number of shares | Ownership |
|---|-------------------------|------------------|
| Ferguson Seacabs Ltd | 6 000 | 100 % |
| Total | 6 000 | 100 % |

Note 8 Pensions

The company is obliged to comply with the mandatory occupational pension act. The company's pension schemes meet the requirements set forth in this act.

| | 31.12.2017 | 30.06.2016 |
|-------------------------------|-------------------|-------------------|
| Payments under pension scheme | 1 012 024 | 379 885 |



Hoover Ferguson Norway AS

Notes to the accounts 2017

Note 9 Taxes

Calculation of deferred tax/deferred tax benefit

| | 31.12.2017 | 30.06.2016 |
|---|--------------------|-------------------|
| Temporary differences | | |
| Fixed assets | 108 996 272 | 105 759 780 |
| Receivables | -1 195 364 | -259 378 |
| Onerous lease provision | -7 335 798 | - |
| Net temporary differences | 100 465 110 | 105 500 402 |
| Interest subject to interest limitation rules | -5 216 915 | - |
| Tax losses carried forward | -107 140 406 | -24 720 571 |
| Basis for deferred tax | -11 892 210 | 80 779 831 |
| Not included in deferred tax | 5 216 915 | - |
| Basis for deferred tax, net | -6 675 295 | 80 779 831 |
| Deferred tax 23 % (24 %) | -1 535 318 | 19 387 161 |
| Deferred tax benefit not shown in the balance sheet | - | - |
| Deferred tax in the balance sheet | -1 535 318 | 19 387 161 |

Change in deferred tax asset

| | | |
|-----------------------------|-------------------|-------------------|
| Ingoing balance | 19 387 161 | 22 030 711 |
| Change through the tax cost | -13 888 354 | -2 724 298 |
| Change due to merger | -7 034 125 | - |
| Outgoing balance | -1 535 318 | 19 387 161 |

Basis for income tax expense, changes in deferred tax and tax payable

| | | |
|--|--------------------|--------------------|
| Result before taxes | -62 571 992 | -7 462 755 |
| Permanent differences | 5 505 384 | 119 742 |
| Basis for the tax expense for the year | -57 066 608 | -7 343 013 |
| Change in temporary differences | 5 037 106 | -11 742 460 |
| Basis for payable taxes in the income statement | -52 029 502 | -19 085 473 |
| +/- Group contributions received/given | - | - |
| Taxable income (basis for payable taxes in the balance sheet) | -52 029 502 | -19 085 473 |



Hoover Ferguson Norway AS

Notes to the accounts 2017

Components of the income tax expense

| | | |
|--|--------------------|-------------------|
| Payable tax on this year's result | - | - |
| Credit for payable tax abroad | - | - |
| Total payable tax | - | - |
| Withholding tax | 1 222 752 | - |
| Correction of previous years | 1 119 570 | - |
| Change in deferred tax | -13 955 474 | -1 835 753 |
| Change in deferred tax due to change in tax rate | 67 119 | -888 545 |
| Tax expense | -11 546 032 | -2 724 299 |

Reconciliation of the tax expense

| | | |
|---------------------------|-------------|------------|
| Result before taxes | -62 571 992 | -7 462 755 |
| Calculated tax 24 % / 25% | -15 017 278 | -1 865 689 |
| Tax expense | -11 546 032 | -2 724 299 |
| Difference | 3 471 246 | -858 611 |

The difference consist of:

| | | |
|--|------------------|-----------------|
| 24 % / 25% of permanent differences | 1 321 292 | 29 936 |
| Change in deferred tax due to change in tax rate | 67 119 | -888 545 |
| Withholding tax | 1 222 752 | - |
| Correction of previous years | 1 119 570 | - |
| Other differences | -259 486 | - |
| Sum explained differences | 3 471 246 | -858 611 |

Payable taxes in the balance sheet

| | | |
|--|----------|------------------|
| Payable tax in the tax charge | - | - |
| Prepaid tax | - | 3 944 409 |
| Payable tax (tax receivable) in the balance sheet | - | 3 944 409 |

Note 10 Operating income

Hoover Ferguson Norway AS mainly provides DNV approved containers for oil and offshore related companies on the Norwegian shelf. 64 % of revenue (30.06.2015: 84 %) relates to sales in Norway and the rest abroad.

| | | |
|--------------------------------------|--------------------|-------------------|
| | 31.12.2017 | 30.06.2016 |
| Sales income | 111 354 101 | 72 370 115 |
| Other operating income (asset sales) | 3 544 853 | 1 383 599 |
| Total | 114 898 954 | 73 753 713 |



Hoover Ferguson Norway AS

Notes to the accounts 2017

Note 11 Payroll expenses, number of employees, remunerations, loans to employees, etc.

| Payroll expenses | 31.12.2017 | 30.06.2016 |
|----------------------|-------------------|-------------------|
| Salaries/wages | 22 685 708 | 11 545 309 |
| Social security fees | 4 242 380 | 1 963 246 |
| Pension expenses | 1 012 024 | 379 885 |
| Other remuneration | 818 271 | 241 493 |
| Total | 28 758 384 | 14 129 934 |

Average number of employees 33 20

| Remuneration to executives | Managing Director | Board of directors |
|----------------------------|-------------------|--------------------|
| Salaries/remuneration | 920 018 | - |
| Other remuneration | 73 371 | - |

No loans/securityties have been granted to the general manager, Board chairman or other related parties. The Managing Director has a bonus agreement on achieved results, but there has not been paid any such bonus during the period. The Chairman of the Board does not have any bonus agreements on achieved results.

Expensed audit fee

| | 31.12.2017 | 30.06.2016 |
|--|----------------|----------------|
| Statutory audit (incl. technical assistance with financial statements) | 362 788 | 120 000 |
| Other assurance services | 70 000 | 60 000 |
| Other assistance | 90 000 | 52 075 |
| Total audit fees | 522 788 | 232 075 |

VAT is not included in the audit fee.

Note 12 Related-party transactions

Remuneration to executives is disclosed in note 11, and balance with group companies is disclosed in note 4.

| Related-party transactions: | 31.12.2017 | 30.06.2016 |
|--|-------------------|-------------------|
| Ferguson Seacabs Ltd | 173 870 | 1 630 023 |
| Other companies within the Hoover Ferguson Group | 2 560 285 | 9 911 145 |
| Total intercompany sales | 2 734 155 | 11 541 168 |
| Ferguson Seacabs Ltd | 8 748 047 | 4 292 807 |
| Other companies within Hoover Ferguson Group | 1 537 374 | 31 962 165 |
| Total intercompany cost | 10 285 421 | 36 254 972 |

Included in intercompany cost is management fee of NOK 13 566 138.



Hoover Ferguson Norway AS

Notes to the accounts 2017

Note 13 Specification of financial income and expenses

| Financial income | 31.12.2017 | 30.06.2016 |
|--------------------------------------|-------------------|-------------------|
| Interest income from group companies | - | - |
| Interest received | - | - |
| Other financial income | 353 202 | 249 728 |
| Total financial income | 353 202 | 249 728 |
| Financial expenses | 43 100 | 42 551 |
| Interest expenses to group companies | 6 686 793 | 1 712 067 |
| Interest expenses | 6 107 709 | 3 413 529 |
| Other financial expenses | 366 479 | 761 643 |
| Total financial expenses | 13 160 981 | 5 887 239 |
| Net financial expenses | -12 807 779 | -5 637 511 |

Note 14 Subsidiaries, associated companies, and joint ventures

Investments in subsidiaries are booked according to the cost method.

| Subsidiaries | Location | Ownership/ voting right | Equity last year (100%) | Result last year (100%) | Balance sheet value |
|--------------------------|-----------------|------------------------------------|------------------------------------|------------------------------------|--------------------------------|
| Consult Supply Poland SP | Poland | 100 % | - | - | 602 000 |

The Company does not prepare consolidated accounts, as it is included in the consolidated accounts of Ferguson Seacabs Ltd and consequently falls under the exemption in the Accounting Act §3-7. The consolidated accounts can be retrieved at the parent company's business address.

Note 15 Inventories

| | 31.12.2017 | 30.06.2015 |
|----------------------------|-------------------|-------------------|
| Purchased finished goods | 1 960 164 | - |
| Inventory gross value | 1 960 164 | - |
| Obsolete provision | - | - |
| Net inventory value | 1 960 164 | - |

Note 15 Merger

The Company has merged the two subsidiaries Hoover Container Solutions AS and Hoover Norway AS during 2017. The date of accounting was 1.1.2017 and the net effect is shown in the equity note.

The merger was done at both tax- and accounting continuity.



To the General Meeting of Hoover Ferguson Norway AS

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Hoover Ferguson Norway AS showing a loss of NOK 51 025 961. The financial statements comprise the balance sheet as at 31 December 2017, the income statement and statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are prepared in accordance with law and regulations and give a true and fair view of the financial position of the Company as at 31 December 2017, and its financial performance and its cash flows for the period 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 as required by laws and regulations, 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

Management is responsible for the other information. The other information comprises the Board of Directors' report, but does not include the financial statements and our auditor's report thereon.

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 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, we are required to report that fact. We have nothing to report in this regard.

PricewaterhouseCoopers AS, Kanalsletta 8, Postboks 8017, NO-4068 Stavanger

T: 02316, org. no.: 987 009 713 MVA, www.pwc.no

Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Independent Auditor's Report - Hoover Ferguson Norway AS

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director (management) are responsible for the preparation in accordance with law and regulations, including 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. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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. We 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

(2)



Independent Auditor's Report - Hoover Ferguson Norway AS

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.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors' report concerning the financial statements and the going concern assumption is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the Company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Stavanger, 27 June 2018

PricewaterhouseCoopers AS

Arne Birkeland
State Authorised Public Accountant



Skattedirektoratet

| | | |
|--|-----------------------------------|------------------------------|
| Saksbehandler Torstein Kinden Helleland | Deres dato 17.12.2014 | Vår dato 06.01.2015 |
| Telefon 22078139 | Deres referanse Morten E Smith | Vår referanse 2014/980075 |

FERGUSON NORGE AS
Risavika Havnering 281
4056 TANANGER

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for Ferguson Norge AS, org. nr. 979 636 547

Vi viser til deres brev av 17. desember 2014 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Ferguson Norge AS.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Ferguson Norge AS dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at opplysningene som vedtaket baserer seg på 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

Ferguson Norge AS er 100 % eid av det utenlandske selskapet Ferguson Seacabs Ltd. hjemmehørende i UK, som igjen er eiet av Brambles Ltd hjemmehørende i Australia. Av Ferguson AS sitt styre, som består av fire personer, er tre utenlandske statsborgere uten noen form for kunnskap om norsk språk. Selskapets arbeidsspråk er i stor grad engelsk. Selskapet opererer innen oljebransjen. Selskapet opererer således i en internasjonal bransje. Alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk. En norsk oversettelse vil kun ha til formål å oppfylle regnskapslovens språkkrav.

Skattedirektoratets 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 m.v., 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

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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 Skattedirektoratets 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 Skattedirektoratet lagt særlig vekt på at selskapet er et datterselskap til et utenlandsk selskap. Eierkretsen er begrenset. Arbeidsspråket er engelsk. Selskapet har utenlandske styremedlemmer. Videre er det vektlagt at selskapet driver virksomhet i en bransje der alle sentrale aktører behersker og benytter engelsk språk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Rune Tystad
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Torstein Kinden Helleland

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer