



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2019 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 914 450 160
Organisasjonsform: Aksjeselskap
Foretaksnavn: KNOT SHUTTLE TANKERS 28 GP AS
Forretningsadresse: Smedasundet 40
5529 HAUGESUND

Regnskapsår

Årsregnskapets periode: 01.01.2019 - 31.12.2019

Konsern

Morselskap i konsern: Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Karl Gerhard Bråstein Dahl
Dato for fastsettelse av årsregnskapet: 12.03.2020

Grunnlag for avgivelse

År 2019: Årsregnskapet er elektronisk innlevert
År 2018: Tall er hentet fra elektronisk innlevert årsregnskap fra 2019

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, 30.04.2021



Resultatregnskap

Beløp i: NOK	Note	2019	2018
RESULTATREGNSKAP			
Salgsinntekt			
Kostnader			
Annen driftskostnad	9, 6	64 120	62 904
Sum kostnader		64 120	62 904
Driftsresultat		-64 120	-62 904
Finansinntekter og finanskostnader			
Annen finansinntekt	4	862	6 418
Sum finansinntekter		862	6 418
Annen finanskostnad	4	1 053 118	1 172 227
Sum finanskostnader		1 053 118	1 172 227
Netto finans		-1 052 256	-1 165 809
Ordinært resultat før skattekostnad		-1 116 376	-1 228 713
Skattekostnad på ordinært resultat	9		
Ordinært resultat etter skattekostnad		-1 116 376	-1 228 713
Årsresultat		-1 116 376	-1 228 713
Årsresultat etter minoritetsinteresser		-1 116 376	-1 228 713
Totalresultat		-1 116 376	-1 228 713



Balanse

Beløp i: NOK	Note	2019	2018
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	9		
Finansielle anleggsmidler			
Investering i annet foretak i samme konsern	3	33 330 998	33 330 998
Sum finansielle anleggsmidler		33 330 998	33 330 998
Sum anleggsmidler		33 330 998	33 330 998
Omløpsmidler			
Varer			
Fordringer			
Andre fordringer		45 294	36 033
Konsernfordringer		23 000 000	
Sum fordringer		23 045 294	36 033
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	2	97 343	171 071
Sum bankinnskudd, kontanter og lignende		97 343	171 071
Sum omløpsmidler		23 142 637	207 104
SUM EIENDELER		56 473 635	33 538 102
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	5, 7, 10	100 000	100 000
Annen innskutt egenkapital		33 091 387	10 091 387
Sum innskutt egenkapital		33 191 387	10 191 387



Balanse

Beløp i: NOK	Note	2019	2018
Opptjent egenkapital			
Annen egenkapital		450 226	1 566 601
Udekket tap	5		
Sum opptjent egenkapital		450 226	1 566 601
Sum egenkapital	5	33 641 612	11 757 988
Gjeld			
Langsiktig gjeld			
Andre avsetninger for forpliktelser	3, 3		
Annen langsiktig gjeld			
Langsiktig konserngjeld		22 804 945	21 753 037
Sum annen langsiktig gjeld		22 804 945	21 753 037
Sum langsiktig gjeld		22 804 945	21 753 037
Kortsiktig gjeld			
Leverandørgjeld	7		
Betalbar skatt	9		
Annen kortsiktig gjeld	9	27 077	27 077
Sum kortsiktig gjeld		27 077	27 077
Sum gjeld		22 832 022	21 780 114
SUM EGENKAPITAL OG GJELD		56 473 635	33 538 102



KNOT Knutsen
NYK Offshore
Tankers

KNOT Shuttle Tankers 28 GP AS

Annual Report 2019



Knutsen
Group





KNOT Shuttle Tankers 28 Gp AS

Profit & Loss Account

	Note	2019	2018
<u>Operating Income</u>			
Other income		0	0
<u>Operating Expenses</u>			
Other operating expenses	9	27 077	27 077
Administration	6	37 043	35 827
<i>Total Operating Expenses</i>		<u>64 120</u>	<u>62 904</u>
<i>Operating Result</i>		<u>-64 120</u>	<u>-62 904</u>
<u>Financial Income and Expenses</u>			
Financial income	4	862	6 418
Financial expenses	4	-1 053 118	-1 172 227
<i>Net Financial Items</i>		<u>-1 052 256</u>	<u>-1 165 809</u>
<i>Result before taxes</i>		<u>-1 116 376</u>	<u>-1 228 713</u>
Taxes	9	0	0
<i>Result for the year</i>		<u>-1 116 376</u>	<u>-1 228 713</u>



KNOT Shuttle Tankers 28 Gp AS

Balance Sheet as of 31. December

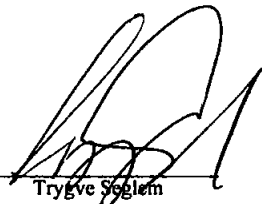
<u>Assets</u>	Note	2019	2018
<u>Fixed assets</u>			
Investments in other group companies	3	33 330 998	33 330 998
<i>Total Fixed Assets</i>		<u>33 330 998</u>	<u>33 330 998</u>
<u>Current Assets</u>			
Receivables		45 294	36 033
Group contributions		23 000 000	0
Bank deposits	2	97 343	171 071
<i>Total Current Assets</i>		<u>23 142 637</u>	<u>207 104</u>
<i>TOTAL ASSETS</i>		<u>56 473 635</u>	<u>33 538 102</u>



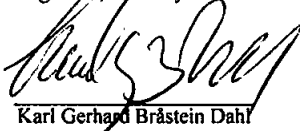
KNOT Shuttle Tankers 28 Gp AS


Balance Sheet as of 31. December

<u>Shareholders Equity and Liabilities</u>	Note	2019	2018
Equity			
Share capital	5, 7, 10	100 000	100 000
Other paid-up equity		33 091 387	10 091 387
<i>Total capital paid-in</i>		<u>33 191 387</u>	<u>10 191 387</u>
Other equity		450 226	1 566 601
<i>Total Shareholders' Equity</i>	5	<u>33 641 612</u>	<u>11 757 988</u>
Long Term Liabilities			
Long-term debt group		22 804 945	21 753 037
<i>Total Long Term Liabilities</i>		<u>22 804 945</u>	<u>21 753 037</u>
Current Liabilities			
Other current liabilities	9	27 077	27 077
<i>Total Current Liabilities</i>		<u>27 077</u>	<u>27 077</u>
 <i>SHAREHOLDERS' EQUITY AND LIABILITIES</i>		<u>56 473 635</u>	<u>33 538 102</u>


Trygve Seglem
chairman of the board

Haugesund, February 21, 2020


Karl Gerhard Bråstein Dahl
member of the board


Takashi Domyo
member of the board



KNOT Shuttle Tankers 28 GP AS
Notes to the Financial Statement 31.12.2019

1 Accounting Principles

The financial Statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles for small business in Norway.

Current Assets/Current Liabilities

Fixed assets are intended for long-term ownership and use. Other assets are classified as current assets. Short-term liabilities are due within one year or tied to the operation of the vessel. Other liabilities are classified as long-term liabilities.

Current assets are valued at the lower of cost and fair value. Short-term liabilities are recorded at nominal value at the time of the entering.

The fixed assets are valued to the lowest of the depreciated value and the market value unless the fall in value is assumed to be temporary. Long-term debt is stated at nominal value.

Tax

The company have elected to be taxed based on the Norwegian tonnage tax regime. The tonnage tax regime have a list of requirements that companies have to fulfill to qualify for election of the regime, such as minimum 3% direct or indirect ownership in vessels that perform transportation only. The company are restricted to what assets, liabilities and business they can participate in, and the same will apply for underlying companies and/or partnerships.

In the tonnage tax regime the company pay a tonnage tax based on the weight of the owned vessels and taxable result is based on a taxable financial result. This means that the company's operating results is not taxable. The taxable financial result is based on the net financial items in the profit and loss account where only a portion of the foreign exchange gain is taxable and a portion of the foreign exchange loss and interest expenses is deductible. The portion is based on the amount of financial assets compared to total assets in the balance sheet. The company will also have to pay a calculated tax on the equity if the equity exceed 70% of total capital.

Tonnage tax is classified as an operating expense in the profit and loss statement.

The calculated tax expenses in the profit and loss statement includes both the payable tax for the period in addition to the change in deferred tax. Deferred tax is calculated based on the temporary differences between the balance sheet values in the accounts and the tax values in addition to the tax loss carried forward at the end of the financial year. Tax increasing and decreasing changes in temporary differences that can be reversed in the same period are offset and the net value is taken into the accounts.



Going concern

The financial accounts are made on a going concern basis. The Board of Directors confirms the conditions for continued operation. The Board of Directors is of the opinion that the financial statements give a true and fair reflection of the company's assets and liabilities as well as financial strength and profitability.

Interests in limited partnerships

Interests in limited partnerships are presented by the cost method. As a result, the company's share of income is not included in the Profit and Loss Account.

2 Bank deposits

The company doesn't have restricted cash per 31.12.

3 Investments

Investments	Purchased	Owner- and voting share	Equity 31.12	Last years result	Book value
Luky KS	2015	10%	298 158 312	-29 148 592	33 330 998

In accounting the share is presented under the cost method. As a result, the company's share of income is not included in net income.

The company's share of the uncalled capital in Luky KS is NOK 23 520 000.

4 Financial Income and -Expenses

	2019	2018
Financial Income:		
Other interest income	862	6 418
	2019	2018
Financial expenses:		
Other interest expenses	1 200	1 200
Interest expenses group companies /related parties	1 051 918	1 171 027
Total financial expenses	1 053 118	1 172 227



5 Equity

Specification of the equity per 31.12

	Share capital	Additional paid-in capital	Other equity	Total equity
Equity 01.01.	100 000	10 091 387	1 566 601	11 757 988
Result of the year	0	0	-1 116 376	-1 116 376
Group contribution, non taxab	0	23 000 000	0	23 000 000
Equity 31.12.	100 000	33 091 387	450 226	33 641 612

6 Remuneration

The company have not paid salary or any other remuneration, nor given any loan or guarantees to any leading person or board members during the year.

Auditors remuneration (excl. VAT):	2019	2018
Audit	10 763	10 558
Other services	0	0
	10 763	10 558

7 Shares Owned by Board Members and Affiliates

Trygve Seglem controls TS Shipping Invest AS, which owns 50 % of the company Knutsen NYK Offshore Tankers AS, which controls 100% of KNOT Shuttle Tankers 28 GP AS.

The company is controlled by and consolidated into Knutsen NYK Offshore Tankers AS. Consolidated financial statement of the Group can be obtained at the company office, Smedasundet 40, 5529

8 Employees

The company has no employees and thereby no pension liabilities (under the new OTP regulation). KNOT Management AS manages the Company in accordance with a separate management agreement.

9 Tax

The company is taxed based on the shipping tax regime. This means that companies are not taxed on the basis of its operating results. There are however ordinary tax of 22% on the company's net financial income. At the same time the company is within the tonnage tax scheme, the tonnage tax is calculated based on the size of the company's operated vessels, which in 2019 amounted to NOK 27 077 (NOK 27 077 in 2018). Tonnage tax is classified as an operating expense.

Temporary differences relating to financial items are assessed when calculating deferred tax / benefit, which is 22% of net temporary differences. The accounting treatment follows the general valuation rules



Specification on the temporary differences:

	<u>31-12-19</u>	<u>Change</u>	<u>31-12-18</u>
Loss carried forward	-12 190 991	806 836	-11 384 155
Temporary differences	-12 190 991	806 836	-11 384 152
Calculated deferred tax	-2 682 018	-177 505	-2 504 513
Deferred tax in balance	0	0	0

<u>Tax cost</u>	<u>2019</u>	<u>2018</u>
Financial Results	-1 052 256	-1 165 809
Part of taxable income in the underlying KS	-359 374	-311 658
Non-deductible interest / taxable interest	604 794	901 356
Tax base prior losses carried forward	-806 836	-576 111
Change in tax losses carried forward	806 836	576 111
Base for tax payable	0	0
Tax costs calculated	0	0

10 Share capital

Share capital consists of

	Number of shares	Face value (NOK)	Balance post
Ordinary shares	100	1 000	100 000

The shareholders of the company are per 31.12.

	Ordinary shares	Ownership %	Voting share
KNOT Shuttle Tankers 28 LP AS	100	100%	100%



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Statsautoriserte revisorer
Ernst & Young AS

Thormøhlens gate 53 D, NO-5006 Bergen
Postboks 6163, NO-5892 Bergen

Foretaksregisteret: NO 976 389 387 MVA
Tlf: +47 24 00 24 00

www.ey.no
Medlemmer av Den norske revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of KNOT Shuttle Tankers 28 GP AS

Report on the audit of the financial statements

Opinion

We have audited the financial statements of KNOT Shuttle Tankers 28 GP AS, which comprise the balance sheet as at 31 December 2019, Profit & Loss Account for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements have been prepared in accordance with laws and regulations and present fairly, in all material respects, the financial position of the Company as at 31 December 2019 and its financial performance 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 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 in accordance with the ethical requirements that are relevant to our audit of the financial statements in Norway, and we have fulfilled our ethical responsibilities as required by law and regulations. We have also complied with our other ethical obligations 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.

Responsibilities of management for the financial statements

The Board of Directors (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 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing (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 law, regulations and generally accepted auditing principles 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, 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



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- 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 those charged with governance 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 registration and documentation

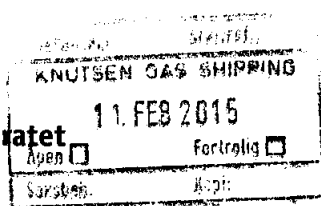
Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, it is our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

Oslo, 21 February 2020
ERNST & YOUNG AS

Magnus H. Birkeland
State Authorised Public Accountant (Norway)



Skattedirektoratet



Saksbehandler
Torstein Kinden Helleland

Deres dato
30.01.2015

Vår dato
09.02.2015

Telefon
22078139

Deres referanse
Geir Tore Henriksen

Vår referanse
2015/87104

KNUTSEN OAS SHIPPING AS
Postboks 2017
5504 HAUGESUND

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk

Det vises til deres brev av 30. januar 2015 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for følgende selskaper:

KNOT Shuttle Tankers 30 AS	org. nr. 914 716 527
KNOT Shuttle Tankers 31 AS	org. nr. 914 750 326
Knutsen Technology AS	org. nr. 991 517 553
KNOT Shuttle Tankers 23 AS	org. nr. 913 154 576
KNOT Shuttle Tankers 28 GP AS	org. nr. 914 450 160
KNOT Shuttle Tankers 28 LP AS	org. nr. 914 450 063
KNOT Shuttle Tankers 27 AS	org. nr. 914 021 456
KNOT Shuttle Tankers 29 AS	org. nr. 914 450 055
KNOT FSO 2 AS	org. nr. 814 450 112
KNOT Shuttle Tankers 24 AS	org. nr. 914 012 902
KNOT Shuttle Tankers 25 AS	org. nr. 914 006 600
KNOT Shuttle Tankers 26 AS	org. nr. 914 021 251

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering de overnevnte selskap 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

Skattedirektoratet innvilget i vedtak 09/867030 av 2. juni 2010, TS Shipping Invest AS samt en rekke navngitte datterselskap dispensasjon fra kravet om å utarbeide årsregnskap og -beretning på norsk språk. Konsernet ønsker nå å søke om samme dispensasjon for ytterligere et antall selskap som inngår i konsernet. Alle selskapene inngår i konsernregnskapet til TS Shipping Invest AS. Selskapene det søkes om dispensasjon for er enten eid 100 % av TS Shipping Invest AS, eller 50 % av TS Shipping Invest AS og 50 % av det nederlandske selskapet NYK Logistics Holding (Europe) B.V. Alle selskapene i konsernet er norske selskaper som driver virksomhet innen internasjonal shipping. Selskapene og konsernet har engelsk som arbeidsspråk inklusive datterselskaper.

Postadresse
Postboks 9200 Grønland
0134 Oslo

Besøksadresse:
Se www.skatteetaten.no
Org.nr: 996250318
E-post: skatteetaten.no/sendepost

Sentralbord
800 80 000
Telefaks
22 17 08 60

**Skattedirektoratets vurdering og konklusjon**

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 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, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir negativt berørt ved en eventuell dispensasjon.

De samme fakta og argument for dispensasjon foreligger i denne søknaden som ble vurdert ved innvilgelse av dispensasjon for konsernspissen og enkelte søsterselskap. Selskapenes aktivitet er knyttet til en internasjonal bransje hvor engelsk språk benyttes både internt i selskapene samt mot aksjonærer, og i kommunikasjon med eksterne forretningspartnere. Videre er eierkretsen begrenset.

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