



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2019 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 996 798 305  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: POLARCUS NORWAY AS  
Forretningsadresse: Filipstad brygge 1  
0252 OSLO

### Regnskapsår

Årsregnskapets periode: 01.01.2019 - 31.12.2019

### Konsern

Morselskap i konsern: Nei

### Regnskapsregler

Regler for små foretak benyttet: Nei  
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: Forenklet IFRS

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Erik Mogens Mathiesen  
Dato for fastsettelse av årsregnskapet: 25.06.2020

### 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, 28.11.2021



## Resultatregnskap

Beløp i: USD	Note	2019	2018
<b>RESULTATREGNSKAP</b>			
<b>Kostnader</b>			
Lønnskostnad		22 000	23 000
Avskrivning på varige driftsmidler og immaterielle eiendeler			4 000
<b>Sum kostnader</b>		<b>22 000</b>	<b>27 000</b>
<b>Driftsresultat</b>		<b>-22 000</b>	<b>-27 000</b>
<b>Finansinntekter og finanskostnader</b>			
Annen finansinntekt		2 000	9 000
<b>Sum finansinntekter</b>		<b>2 000</b>	<b>9 000</b>
Annen finanskostnad		25 000	65 000
<b>Sum finanskostnader</b>		<b>25 000</b>	<b>65 000</b>
<b>Netto finans</b>		<b>-23 000</b>	<b>-56 000</b>
<b>Ordinært resultat før skattekostnad</b>		<b>-45 000</b>	<b>-83 000</b>
Skattekostnad på ordinært resultat	7	0	0
<b>Ordinært resultat etter skattekostnad</b>		<b>-45 000</b>	<b>-83 000</b>
<b>Årsresultat</b>		<b>-45 000</b>	<b>-83 000</b>
<b>Overføringer og disponeringer</b>			
Udekket tap		-45 000	-83 000
<b>Sum overføringer og disponeringer</b>		<b>-45 000</b>	<b>-83 000</b>



## Balanse

Beløp i: USD	Note	2019	2018
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Sum anleggsmidler		0	0
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Konsernfordringer	8	3 583 000	4 316 000
<b>Sum fordringer</b>		<b>3 583 000</b>	<b>4 316 000</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Bankinnskudd, kontanter og lignende		57 000	369 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>57 000</b>	<b>369 000</b>
<b>Sum omløpsmidler</b>		<b>3 640 000</b>	<b>4 685 000</b>
<b>SUM EIENDELER</b>		<b>3 640 000</b>	<b>4 685 000</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Selskapskapital	5	47 000	47 000
Overkurs	5	3 437 000	3 437 000
<b>Sum innskutt egenkapital</b>		<b>3 484 000</b>	<b>3 484 000</b>
<b>Opptjent egenkapital</b>			
Annen egenkapital		156 000	201 000
<b>Sum opptjent egenkapital</b>		<b>156 000</b>	<b>201 000</b>
<b>Sum egenkapital</b>		<b>3 640 000</b>	<b>3 685 000</b>



## Balanse

<b>Beløp i: USD</b>	<b>Note</b>	<b>2019</b>	<b>2018</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
<b>Annen langsiktig gjeld</b>			
Langsiktig konserngjeld	8	0	1 000 000
<b>Sum annen langsiktig gjeld</b>		<b>0</b>	<b>1 000 000</b>
<b>Sum langsiktig gjeld</b>		<b>0</b>	<b>1 000 000</b>
<b>Sum gjeld</b>		<b>0</b>	<b>1 000 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>3 640 000</b>	<b>4 685 000</b>



## Polarcus Norway AS

### Annual Report 2019

The Board of Directors' Report .....	1
Statement of Comprehensive Income .....	3
Statement of Financial Position.....	4
Statement of Cash Flows .....	5
Statement of Changes in Equity .....	5
Notes to the Financial Statements .....	7



## The Board of Directors' Report

### 1 Operations and locations

Polarcus Norway AS ("the Company") is a company with limited liability incorporated under the laws of Norway. The registration number of the Company is 996798305 and its registered office is at Filipstad brygge 1, 0252 Oslo, 0301 Oslo, Norway. The Company currently has no employees.

Polarcus Limited, the ultimate parent company of Polarcus Group owns 100% of the share capital of the Company as at 31 December 2019. The Company owns 100% of equity and voting interest in Polarcus US Inc., a subsidiary incorporated in the USA.

### 2 Comments related to the financial statements

The Company did not undertake any revenue generating activities during 2019. Operating and financial expenses totalled USD 45,000 which resulted in a net loss of the same amount.

### 3 Going concern and future outlook

In accordance with the Accounting Act § 3-3a, we confirm that the financial statements have been prepared under the assumption of going concern. This assumption is based on the Company's expectation that it will receive sufficient financial support from Polarcus Limited, the ultimate parent company in the Polarcus Group. Polarcus Limited has provided the Company with an undertaking to support the Company to meet its financial obligations for a minimum period of 12 months from the date of this report. However, Polarcus Limited's ability to provide financial support to the Company, and therefore the going concern assumption, is subject to material uncertainty as described below.

Polarcus Limited and its subsidiaries' (the "Group") expected 2020 earnings have been negatively impacted by the rapid decline in the oil price in March 2020, spending reductions announced by E&P companies and the global imperative to mitigate the effects of COVID-19. Certain hydrocarbon exploration and production investments, expected to utilize marine seismic acquisition in 2020, may not be commercially viable for E&P companies in the foreseeable future or may be compromised by operational restrictions which hinder or prevent project performance. This could lead to reduced levels of current or prospective backlog for the Group through project cancellations or deferrals of project awards. The Company's ability to continue as a going concern is dependent upon the Group securing suitable backlog.

### 4 Risk Factors

Please refer to Note 3 *Financial risk management* in the notes to the Financial Statements for a description of the Company's major financial risk factors.

### 5 The working environment and the employees

The Company had no employees during the year 2019. During the year, Polarcus DMCC, a fully owned subsidiary of Polarcus Limited provided the administrative services to the Company from its office in Dubai, UAE.

### 6 Environmental report

The Company's commitment to the environment has the goal of "Zero Spills" with regard to oil pollution of the marine environment and includes the commitment to recycle wherever possible, to minimize waste and emissions and to cause minimum negative impact on the environment. The Company recorded zero pollutants to the ground during year 2019.



## 7 Allocation of net income

The Board of Directors has proposed the net loss of USD 45,000 to be allocated to Retained earnings.

Oslo, 25 June 2020

Erik Mathiesen

*Chairman of the Board*

Duncan Eley

*Board member*



## Statement of Comprehensive Income

<i>(In thousands of USD)</i>	Notes	Year ended	
		31-Dec-19	31-Dec-18
<b>Revenues</b>		-	-
<b>Operating expenses</b>			
General and administrative costs		(22)	(23)
Depreciation and amortization		-	(4)
<b>Total Operating expenses</b>		<b>(22)</b>	<b>(27)</b>
<b>Operating profit/(loss)</b>		<b>(22)</b>	<b>(27)</b>
<b>Financial expenses</b>			
Finance costs		(25)	(66)
Finance income		2	9
<b>Net financial income/(expenses)</b>		<b>(24)</b>	<b>(56)</b>
<b>Profit/(Loss) for the period before tax</b>		<b>(45)</b>	<b>(83)</b>
Income tax expense	7	-	-
<b>Profit/(Loss) for the period/Comprehensive income/(loss)</b>		<b>(45)</b>	<b>(83)</b>



## Statement of Financial Position

<i>(In thousands of USD)</i>	Notes	31-Dec-19	31-Dec-18
<b>ASSETS</b>			
<b>Current assets</b>			
Receivable from other Group companies	8	3,583	4,316
Cash and bank		57	369
<b>Total current assets</b>		<b>3,640</b>	<b>4,685</b>
<b>TOTAL ASSETS</b>		<b>3,640</b>	<b>4,685</b>
<b>EQUITY and LIABILITIES</b>			
<b>Equity</b>			
Paid-in share capital	5	47	47
Share Premium	5	3,437	3,437
Retained earnings/(loss)		156	201
<b>Total equity</b>		<b>3,640</b>	<b>3,685</b>
<b>Non current liabilities</b>			
Loans from other Group companies	8	-	1,000
<b>Total non current liabilities</b>		<b>-</b>	<b>1,000</b>
<b>TOTAL EQUITY and LIABILITIES</b>		<b>3,640</b>	<b>4,685</b>

  
Erik Mathiesen  
Chairman of the Board

  
Duncan Eley  
Board member



## Statement of Cash Flows

<i>(In thousands of USD)</i>	Notes	Year ended	
		31-Dec-19	31-Dec-18
<b>Cash flows from operating activities</b>			
Profit/(loss) for the period before tax		(45)	(83)
<b>Adjustment for:</b>			
Depreciation and amortization		-	4
Interest expenses		25	64
Interest income		(2)	(6)
<b>Working capital adjustments:</b>			
Decrease/(Increase) in current assets		734	180
Decrease in trade and other payables		-	(49)
<b>Net cash flows from operating activities</b>		<b>712</b>	<b>111</b>
<b>Net cash flows used in investing activities</b>		<b>-</b>	<b>-</b>
<b>Cash flows from financing activities</b>			
Repayment of intra-group loans	8	(1,000)	-
Interest paid		(25)	(64)
Interest income		2	6
<b>Net cash flows from financing activities</b>		<b>(1,023)</b>	<b>(58)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(312)</b>	<b>52</b>
Cash and cash equivalents at the beginning of the period		369	317
<b>Cash and cash equivalents at the end of the period</b>		<b>57</b>	<b>369</b>



## Statement of Changes in Equity

### For the year ended 31 December 2019

<i>(In thousands of USD except for number of shares)</i>	<b>Number of Shares</b>	<b>Issued Share capital</b>	<b>Share Premium</b>	<b>Retained Earnings/ (Loss)</b>	<b>Total Equity</b>
<b>Balance as at 1 January 2019</b>	100,000	47	3,437	201	3,685
Total comprehensive loss	-	-	-	(45)	(45)
<b>Balance as at 31 December 2019</b>	<b>100,000</b>	<b>47</b>	<b>3,437</b>	<b>156</b>	<b>3,640</b>

### For the year ended 31 December 2018

<i>(In thousands of USD except for number of shares)</i>	<b>Number of Shares</b>	<b>Issued Share capital</b>	<b>Share Premium</b>	<b>Retained Earnings/ (Loss)</b>	<b>Total Equity</b>
<b>Balance as at 1 January 2018</b>	100,000	47	3,437	284	3,768
Total comprehensive loss	-	-	-	(83)	(83)
<b>Balance as at 31 December 2018</b>	<b>100,000</b>	<b>47</b>	<b>3,437</b>	<b>201</b>	<b>3,685</b>



## Notes to the Financial Statements

### 1 General information

The financial statements of Polarcus Norway AS (the "Company") for the year ended 31 December 2019 were authorized for issue in accordance with a resolution of the Board of Directors on 25 June 2020.

The Company has its registered office at Filipstad brygge 1, 0252 Oslo, 0301 Oslo, Norway. The Company currently has no employees.

As at 31 December 2019, the Company owns 100% of equity and voting interest in Polarcus US Inc., a subsidiary incorporated in the USA. The Company was, at the end of the period, a fully owned subsidiary of Polarcus Limited (the 'Parent company'), a company incorporated in the Cayman Islands. The Parent company's consolidated audited financial statements for the year ended 31 December 2019 are publicly available on Polarcus Group's website [www.polarcus.com](http://www.polarcus.com). The Norwegian Tax Administration has approved, in accordance with the Norwegian Accounting Act of 17 June 1998, §3-7.4, that the Company is not required to prepare consolidated financial statements. These financial statements therefore present information about the Company as an individual undertaking and not about its Group.

### 2 Summary of significant accounting policies

The principle accounting policies applied in the preparation of these financial statements are set out below.

#### 2.1 Basis of preparation

These financial statements have been prepared on a historical cost basis. The financial statements are presented in USD and all values are rounded to the nearest thousand (USD 000) except when otherwise indicated.

In accordance with the Accounting Act § 3-3a, these financial statements have been prepared under the assumption of going concern. This assumption is based on the Company's expectation that it will receive sufficient financial support from Polarcus Limited, the ultimate parent company in the Polarcus Group. Polarcus Limited has provided the Company with an undertaking to support the Company to meet its financial obligations for a minimum period of 12 months from the date of this report. However, Polarcus Limited's ability to provide financial support to the Company, and therefore the going concern assumption, is subject to material uncertainty as described below.

Polarcus Limited and its subsidiaries' (the "Group") expected 2020 earnings have been negatively impacted by the rapid decline in the oil price in March 2020, spending reductions announced by E&P companies and the global imperative to mitigate the effects of COVID-19. Certain hydrocarbon exploration and production investments, expected to utilize marine seismic acquisition in 2020, may not be commercially viable for E&P companies in the foreseeable future or may be compromised by operational restrictions which hinder or prevent project performance. This could lead to reduced levels of current or prospective backlog for the Group through project cancellations or deferrals of project awards. The Company's ability to continue as a going concern is dependent upon the Group securing suitable backlog.

#### 2.2 Statement of compliance

The financial statements of the Company have been prepared in accordance with the Norwegian Accounting Act §3-9 and regulations on simplified IFRS as set by The Norwegian Department of Finance on 21 January 2008. This means that recognition and measurement are in accordance with international accounting standards (IFRS) and the presentation and accompanying notes are in accordance with the Norwegian Accounting Act and Norwegian generally accepted accounting practice.



## 2.3 Foreign currency translation

### 2.3.1 Functional and presentation currency

These financial statements are presented in United States Dollars ("USD") which is also the Company's functional currency.

### 2.3.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement, except when deferred in equity as qualifying cash flow hedges.

Translation differences on non-monetary financial assets and liabilities, such as equity instruments held at fair value through profit or loss, are recognized as profit or loss as part of the fair value gain or loss.

## 2.4 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Company's activities. Revenue is presented net of discounts, rebates, returns and sales taxes or duty. The Company defers the unearned component of payments received from customers for which the revenue recognition requirements have not been met.

## 2.5 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

Cash and cash equivalents that are restricted for the Company's use are disclosed separately in the balance sheet and are classified as current or non-current depending on the nature of the restrictions. For the purpose of the cash flow statements, changes in restricted cash are disclosed as part of the "Investing activities".

## 2.6 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

## 2.7 Financial assets and liabilities

Financial assets and liabilities are recognized when the Company becomes party to the contractual obligations of the instrument and are initially recognized at fair value, except trade receivables that are measured at transaction price if the trade receivables do not contain a significant financing component. Subsequent to initial measurement, financial assets and liabilities are classified as per below.

### 2.7.1 Financial assets and liabilities measured at fair value through profit or loss

This includes the financial assets and liabilities measured at fair value upon initial recognition with change in fair value recognized through the consolidated income statement. Subsequent to initial recognition, financial assets and liabilities in this category are measured at fair value at the end of each reporting period with unrealized gains and losses being recognized through profit or loss.

As at 31 December 2019 the Company does not have any financial liabilities that are measured at fair value through profit or loss.



## 2.7.2 Financial assets and liabilities measured at amortized cost

This category is the most relevant for the Company and includes trade receivables, certain loans and borrowings, and other non-derivative financial assets and liabilities with fixed or determinable payments that are not quoted in an active market. Financial assets and liabilities in this category are initially recognized at fair value, net of directly attributable transaction costs. After initial measurement financial assets and liabilities in this category are subsequently carried at amortized cost using the effective interest rate (EIR) method, less any allowance for impairment. The EIR amortization is included in finance income for receivables and finance cost for borrowings. Losses arising from impairment of accounts receivable are recognized in operating expenses.

## 2.7.3 Impairment of financial assets

The Company recognizes an allowance for expected credit losses (ECLs) for all financial assets not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

## 2.8 Statement of cash flows

The Company's statement of cash flows is prepared using the indirect method. Cash flows from operating activities are incorporated as a part of the cash flow statement and the cash flows are divided into operating activities, investing activities and financing activities.

## 2.9 Income tax

The tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities, with the exception of;

- temporary differences linked to goodwill that are not tax deductible
- temporary differences related to investments in subsidiaries, associates or joint ventures when the Company controls when the temporary differences are to be reversed and this is not expected to take place in the foreseeable future.

Deferred tax assets are recognized when it is probable that the Company will have a sufficient profit for tax purposes in subsequent periods to utilize the tax asset. The Company recognizes previously unrecognized deferred tax assets to the extent it has become probable that the Company can utilize the deferred tax asset. Similarly, the Company will reduce a deferred tax asset to the extent that the company no longer regards it as probable that it can utilize the deferred tax asset.

Deferred tax and deferred tax assets are measured on the basis of the expected future tax rates applicable to the Company where temporary differences have arisen.

Deferred tax and deferred tax assets are recognized at their nominal value and classified as non-current asset investments (long-term liabilities) in the balance sheet.

Taxes payable and deferred taxes are recognized directly in equity to the extent that they relate to equity transactions.

## 3 Financial risk management

### 3.1 Financial risk factors

The Company's financial risks are primarily related to its trade receivables and payables including the balances related to other Polarcus Group companies. The Company's overall financial risk management program focuses



on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

### 3.1.1 Financial market risk

#### Fluctuations in Exchange rates and currency risks

The Company's financial assets and liabilities are in USD, which is also Company's functional currency. The Company do not expect to have major revenues or costs in currencies other than USD. Therefore, the Company's foreign exchange risks are not considered to be significant.

### 3.1.2 Credit risk

The Company's credit risks are not considered to be significant as the Company does not have any external trade receivable as of 31 December 2019. The credit risks are limited to the Company's deposits with banks and receivable from other Polarcus Group entities as per below:

<i>(In thousands of USD)</i>	31-Dec-19	31-Dec-18
Receivable from other Group companies	3,583	4,316
Cash and short-term deposits	57	369
<b>Total</b>	<b>3,640</b>	<b>4,685</b>

## 4 Segment information

All activities of the Company are conducted and monitored as one business segment. The Company did not undertake any revenue generating activities during 2019 and 2018.

## 5 Share capital

The Company's issued share capital as at 31 December 2019 is NOK 300,000 divided into 100,000 shares at par value of NOK 3 per share. All issued shares have been paid in as at 31 December 2019.

<i>(In thousands of USD except for number of shares)</i>	Number of Shares	Issued Share capital	Share Premium	Total
Balance as at 31 December 2019	100,000	47	3,437	3,484
Balance as at 31 December 2018	100,000	47	3,437	3,484

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction.

Polarcus Limited, the ultimate parent company in the Polarcus Group, owns 100% of the paid-in share capital of the Company as at 31 December 2019.

## 6 Other financial assets and liabilities

Financial assets measured at amortized cost are as follows:

<i>(in thousands of USD)</i>	31-Dec-19	31-Dec-18
Receivable from other Group companies	3,583	4,316
<b>Total financial assets measured at amortized cost</b>	<b>3,583</b>	<b>4,316</b>

The Company did not have any financial liabilities as at 31 December 2019.

The carrying amounts of above financial assets approximate their fair values due to the short-term maturities of these instruments.



## 7 Income tax expense

<i>(In thousands of USD)</i>	Year ended	
	31-Dec-19	31-Dec-18
Tax payable	-	-
Change in deferred tax	-	-
<b>Total tax expense</b>	<b>-</b>	<b>-</b>
<b>Calculation of this year's tax basis:</b>		
<i>(according to Norwegian tax regulation)</i>		
Net profit/(loss) before tax expense	(45)	(83)
Change temporary differences	0	(2)
<b>Tax basis for the year</b>	<b>(45)</b>	<b>(85)</b>
Tax payable	-	-
<b>Overview of temporary differences</b>		
Tax loss carry forwards	(1,801)	(1,832)
Fixed assets	(1)	(1)
<b>Total</b>	<b>(1,802)</b>	<b>(1,833)</b>
<b>22% deferred tax (2018: 22%)</b>	<b>(396)</b>	<b>(403)</b>
<b>Not recognized deferred tax assets</b>	<b>396</b>	<b>403</b>
<b>Recognized deferred tax assets</b>	<b>-</b>	<b>-</b>
<b>Explanation of why this year's tax expense is not 22% of the net profit before tax:</b>		
22% tax on financial profit/(loss)	(10)	(19)
Not recognized deferred tax assets	10	19
<b>Recognized tax expense</b>	<b>-</b>	<b>-</b>

Deferred tax assets on tax losses have not been recognized, as the Company does not expect to be able to utilize the tax losses carried forward in the foreseeable future. Tax returns and calculations are made in NOK and translated into US Dollars.

## 8 Related-party transactions

Polarcus Limited holds 100% of the paid-in share capital of the Company as of 31 December 2019. Polarcus Limited is the ultimate parent company in the Polarcus Group.

The Company owns 100% of equity and voting interest in Polarcus US Inc., a subsidiary incorporated in USA.

During 2019, the Company did not undertake any significant business transactions with other companies within Polarcus Group. The Company has following receivable and payable balances to other companies within Polarcus Group as at 31 December 2019:

<i>(In thousands of USD)</i>	31-Dec-19	31-Dec-18
Receivable from other Group companies	3,583	4,316
Loans payable to other Group companies	-	1,000



As at 1 January 2019 the Company has a loan of USD 1 million payable to Polarcus DMCC, another fully owned subsidiary of Polarcus Limited. The Company made a full repayment of the loan during 2019.

## 8.1 Payments to the board members

No remuneration or benefits were paid to board members during the year.

## 8.2 Payments to the auditor

Audit fee for 2019 is NOK 32,600 exclusive of VAT (2018: NOK 55,100).

## 9 Subsequent events

After the balance sheet date, macro-economic uncertainty has been observed with regards to prices and demand for oil as a result of the COVID-19 pandemic and excess market supply. The Company's expected 2020 earnings have been negatively impacted by the rapid decline in the oil price in March 2020.

## 10 Authorization of financial statements

The financial statements for the year ended 31 December 2019 were authorized in accordance with a resolution of the directors on 25 June 2020.



Statsautoriserte revisorer  
Ernst & Young AS

Dronning Eufemias gate 6, NO-0191 Oslo  
Postboks 1156 Sentrum, NO-0107 Oslo

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 Polarcus Norway AS

### Report on the audit of the financial statements

#### Opinion

We have audited the financial statements of Polarcus Norway AS which comprise the balance sheet as at 31 December 2019, the statements of comprehensive income, cash flows and changes in equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements 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 and cash flows for the year then ended in accordance with the Norwegian Accounting Act §3-9 and regulations on simplified International Financial Reporting Standards (IFRS) as set by The Norwegian Department of Finance..

#### 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.

#### Material uncertainty related to going concern

We draw attention to Note 2.1 – “Basis of preparation” of the financial statements, which indicates that the Company's ability to continue as a going concern is dependent upon receiving sufficient financial support from Polarcus Limited, the ultimate parent company in the Polarcus Group. This indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### Other information

Other information consists of the information included in the Company's annual report other than the financial statements and our auditor's report thereon. The Board of Directors and Chief Executive Officer (management) are 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 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 on the other information obtained prior to the date of the auditor's report, 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.



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## Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Norwegian Accounting Act §3-9 and regulations on simplified International Financial Reporting Standards (IFRS) as set by The Norwegian Department of Finance, 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 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 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.

Independent auditor's report - Polarcus Norway AS

A member firm of Ernst & Young Global Limited

Penneo Dokumentnøkkel: OPUM0-ELZX-MZCBU-ZJCDF-JBY00-OYDCZ



## 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, the going concern assumption and proposal for the allocation of the result 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 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, 29 June 2020  
ERNST & YOUNG AS

*The auditor's report is signed electronically*

Finn Ole Edstrøm  
State Authorised Public Accountant (Norway)

Penneo Dokumentnøkkel: OPUM0-ELZXK-MZC8U-ZJCDT-JBY00-0YDCZ



# PENNEO

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## Finn Ole Stephansen-Smith Edstrøm

Statsautorisert revisor

På vegne av: Ernst & Young AS

Serienummer: 9578-5995-4-951045

IP: 77.16.xxx.xxx

2020-06-29 07:11:45Z



Penneo Dokumentnøkkel: OPUM0-ELZXK-MZC8U-ZJCDF-JBY00-OYDCZ

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Skattedirektoratet

Saksbehandler  
Rune Tystad

Deres dato  
16.10.2011

Vår dato  
26.10.2011

Telefon  
977 59 464

Deres referanse  
Tom Henrik Sundby

Vår referanse  
2011/984925

POLARCUS NORWAY AS  
c/o Polarcus DMCC  
P.O.Box 283373, Dubai  
UAE

## Dispensasjon fra kravet om årsregnskap og årsberetning på norsk språk for POLARCUS NORWAY AS, org.nr. 996 798 305

Det vises til deres brev av 16. oktober 2011 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for POLARCUS NORWAY AS.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering POLARCUS NORWAY AS 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.

### Bakgrunn

Polarcus Norway AS ble stiftet 1. april 2011 og er 100 % eiet av konsernspiss Polarcus Limited. Polarcus-gruppens konsernspiss er etablert på Cayman Islands og her er også de fleste av gruppens selskaper etablert. Gruppen ble notert på Oslo Børs Axess den 30. september 2009. Selskapets største eiere er Drydocks World LLC, registrert i Dubai, samt Zickerman Holding Limited and Zickerman Group Limited, begge registrert på British Virgin Islands. Selskapet har ingen ansatte og er finansiert gjennom egenkapital og lån fra morselskapet. De fleste av selskapets kontraktsparter er utenlandske eller har engelsk som arbeidsspråk. Konsernet har ansatte fra mange land og det interne arbeidsspråk er på denne bakgrunn engelsk. Selskapet rapporterer således all informasjon på engelsk. Det er ingen indikasjoner på at det vil kunne oppstå problemer ved å benytte et annet språk. Brukerne av regnskapet utgjør dermed en lukket krets av interessenter bestående av utenlandske brukere. Det er heller ingen forhold rundt selskapets finansiering som skulle tilsi behov for regnskap på norsk. Den norske versjonen av årsregnskapet og årsberetningen utarbeides kun for å tilfredsstille regnskapslovens krav. Andre norsk datterselskaper har tidligere fått innvilget dispensasjon til å utarbeide årsregnskapet på engelsk.

### 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:

Postadresse	Besøksadresse	Sentralbord
Postboks 9200 Grønland	Se <a href="http://www.skatteetaten.no">www.skatteetaten.no</a>	800 80 000
0134 Oslo	Org. nr: 996250318	Telefaks
For elektronisk henvendelse se <a href="http://www.skatteetaten.no">www.skatteetaten.no</a>		22 17 08 60



*”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.

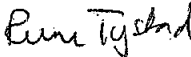
Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering om det skal gis dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

I denne vurderingen har Skattedirektoratet lagt vekt på at konsernet driver en internasjonal virksomhet, at arbeidsspråket er engelsk og at selskapet er 100 % eiet av Polarcus limited som er registrert på Cayman Islands. Videre er det lagt vekt på at selskapet ikke har ansatte og at det er finansiert gjennom egenkapital og lån fra morselskapet.

Vennligst oppgi vår referanse ved henvendelser i anledning saken.

Med hilsen

  
Torstein Kinden Helleland  
Seniorrådgiver  
Rettsavdelingen, foretaksskatt  
Skattedirektoratet

  
Rune Tystad



Skattedirektoratet

Saksbehandler  
Rune Tystad

Deres dato  
16.10.2011

Vår dato  
26.10.2011

Telefon  
977 59 464

Deres referanse  
Tom Henrik Sundby

Vår referanse  
2011/984949

POLARCUS NORWAY AS  
c/o Polarcus DMCC  
P.O.Box 283373, Dubai  
UAE

### Fritak for konsernregn for POLARCUS NORWAY AS, org.nr. 996 798 305

Det vises til deres brev av 16. oktober 2011 hvor det søkes om fritak fra plikten til å utarbeide konsernregnskap for POLARCUS NORWAY AS.

Skattedirektoratet finner med hjemmel i regnskapsloven av 17. juni 1998 nr. 56 § 3-7 fjerde ledd å kunne gi tillatelse til at det gjøres unntak for konsernregnskapsplikten for POLARCUS NORWAY AS.

#### Bakgrunn

POLARCUS NORWAY AS er et norsk morselskap i et underkonsern. Konsernspissen er Polarcus Ltd., hjemmehørende på Cayman Island. POLARCUS NORWAY AS med datterselskap vil derfor inngå i konsernregnskapet til Polarcus Ltd. Polarcus Ltd. er notert på Oslo Axess og konsernregnskapet avlegges i henhold til International Financial Reporting Standards.

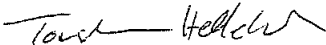
#### Forutsetninger for vedtaket

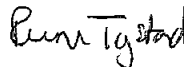
Det forutsettes at Polarcus Ltd. utarbeider konsernregnskap som omfatter den regnskapspliktige og dennes datterselskap. Det legges til grunn at dette konsernregnskapet er utarbeidet i samsvar med IFRS og at kravene i regnskapsloven § 3-7 for øvrig følges. Bestemmelsene i regnskapsloven kapittel 8 gjelder tilsvarende for dette konsernregnskapet. Morselskapet kan etter forskrift av 7.9.2006 nr. 1062 til utfylling og gjennomføring mv. av regnskapsloven § 3-7-1 utarbeide konsernregnskapet på norsk, svensk, dansk eller engelsk.

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

Vennligst oppgi vår referanse ved henvendelser i anledning saken.

Med hilsen

  
Torstein Kinden Helleland  
Seniorrådgiver  
Rettsavdelingen, foretaksskatt  
Skattedirektoratet

  
Rune Tystad

Postadresse

Postboks 9200 Grønland

0134 Oslo

For elektronisk henvendelse se [www.skatteetaten.no](http://www.skatteetaten.no)

Besøksadresse

Se [www.skatteetaten.no](http://www.skatteetaten.no)

Org. nr: 996250318

Sentralbord

800 80 000

Telefaks

22 17 08 60