



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 915 006 515
Organisasjonsform: Aksjeselskap
Foretaksnavn: DOF SUBSEA ATLANTIC AS
Forretningsadresse: Thormøhlens gate 53C
5006 BERGEN

Regnskapsår

Årsregnskapets periode: 01.01.2021 - 31.12.2021

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: 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: Daniel Brandsæter
Dato for fastsettelse av årsregnskapet: 24.06.2022

Grunnlag for avgivelse

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

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

Brønnøysundregistrene, 30.07.2023



Resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Kostnader			
Other expenses	3	60 000	18 000
Sum kostnader		60 000	18 000
Driftsresultat		-60 000	-18 000
Finansinntekter og finanskostnader			
Income from associated companies			
Renteinntekt fra foretak i samme konsern		5 483 000	2 981 000
Annen renteinntekt		1 000	
Financial expenses		-1 000	-1 000
Sum finansinntekter		5 483 000	2 981 000
Write-down of long-term investments			
Write-down of financial assets			
Provision for doubtful debt intercompany receivables	7		81 750 000
Rentekostnad til foretak i samme konsern		6 069 000	2 403 000
Annen rentekostnad		1 111 000	
Realized gain/(loss) on currency positions		-2 222 000	552 000
Sum finanskostnader		31 392 000	84 706 000
Netto finans		-25 910 000	-81 725 000
Ordinært resultat før skattekostnad		-25 970 000	-81 743 000
Tax expenses	4	53 000	-188 000
Ordinært resultat etter skattekostnad		-26 022 000	-81 555 000
Årsresultat		-26 022 000	-81 555 000
Årsresultat etter minoritetsinteresser		-26 022 000	-81 555 000
Totalresultat		-26 022 000	-81 555 000



Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Finansielle anleggsmidler			
Investering i datterselskap	8	141 550 000	57 000
Investeringer i tilknyttet selskap	9	23 000	23 000
Sum finansielle anleggsmidler		141 573 000	79 000
Sum anleggsmidler		141 573 000	79 000
Omløpsmidler			
Varer			
Fordringer			
Trade receivables	5		
Other current receivables			1 000
Konsernfordringer	7	1 324 000	
Sum fordringer		1 324 000	1 000
Bankinnskudd, kontanter og lignende			
Unrestricted cash and cash equivalents	5		1 126 000
Sum bankinnskudd, kontanter og lignende			1 126 000
Sum omløpsmidler		1 324 000	1 128 000
SUM EIENDELER		142 897 000	1 207 000
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	6	40 000 000	40 000 000
Sum innskutt egenkapital		40 000 000	40 000 000



Balanse

Beløp i: NOK	Note	2021	2020
Opptjent egenkapital			
Loss brought forward	6		
Udekket tap	6	146 577 000	120 555 000
Sum opptjent egenkapital		-146 577 000	-120 555 000
Sum egenkapital		-106 577 000	-80 555 000
Gjeld			
Langsiktig gjeld			
Utsatt skatt	4		
Annen langsiktig gjeld			
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Leverandørgjeld		1 000	
Tax payable	4	53 000	2 000
Kortsiktig konserngjeld	7	249 420 000	81 760 000
Other current liabilities	7		
Sum kortsiktig gjeld		249 474 000	81 761 000
Sum gjeld		249 474 000	81 761 000
SUM EGENKAPITAL OG GJELD		142 897 000	1 207 000



To the General Meeting of DOF Subsea Atlantic AS

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of DOF Subsea Atlantic AS (the Company), which comprise the statement of financial position as at 31 December 2021, the statement of comprehensive income and statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements and the Board of Directors' report, which indicates that the Company is dependent on that DOF Subsea Group is able to secure a long-term solution with banks and to secure satisfactory financing and liquidity for the Group. As stated in Note 2 and the Board of Directors' report, these events or conditions, along with other matters as set forth in Note 10 and the Board of Directors' report, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. There is a risk that DOF Subsea Group will not reach an agreement with the lenders, and in such an event the company could be forced to realise its assets at a significantly lower value than their carrying amount. Our opinion is not modified in respect of this matter.

PricewaterhouseCoopers AS, Sandviksbodene 2A, Postboks 3984 - Sandviken, NO-5835 Bergen
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 - DOF Subsea Atlantic AS



Other Information

The Board of Directors (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable legal requirements.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with simplified application of International Accounting Standards according to the Norwegian Accounting Act section 3-9, 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.

(2)



Independent Auditor's Report - DOF Subsea Atlantic AS



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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to <https://revisorforeningen.no/revisjonsberetninger>

Bergen, 30 June 2022
PricewaterhouseCoopers AS

Marius Kaland Olsen
State Authorised Public Accountant

(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Olsen, Marius Kaland	BANKID	2022-06-30 22:21

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- Closing page (this page)
- The original document(s)
- The electronic signatures. These are not visible in the document, but are electronically integrated.



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DOF Subsea Atlantic AS
Financial Statements 2021



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DOF Subsea Atlantic AS

DIRECTORS REPORT FOR 2021

The Company

DOF Subsea Atlantic AS (the Company) was established on 18.11.2014. The purpose of the Company is to conduct business within the shipping and oil service sector. The Company can also invest in other companies.

The office address for the Company is Thormøhlens gate 53 C in Bergen, Norway.

Activities

DOF Subsea Atlantic AS is a holding company with the main activity to hold investments in subsidiaries and joint ventures. In 2019 the Company purchased 100 % of the shares of DOF Subsea Norway AS and DOF Subsea UK Ltd, and 50 % of the shares in KDS JV AS, a joint venture with Kværner AS, that has been engaged by Equinor to manufacture and install offshore windmills in the Hywind Tampen Project.

In 2020, the Company purchased 100 % of the shares in DOF Subsea Norway Offshore AS as part of a reorganisation of the Atlantic Region in the DOF Subsea Group. The purchase price was NOK 57 thousand.

In 2021, new loans with total amount of NOK 165 471 thousand were provided from DOF Subsea Atlantic AS to its subsidiaries DOF Subsea UK Ltd and DOF Subsea Norway AS. The loans were financed through a loan from DOF Subsea AS of the same amount. Total amount of back to back loans after these transactions amounted to NOK 249 452 thousand. At the end of 2021, the total loans to subsidiaries were used as capital contributions through conversion of debt to equity, hence increasing investment in subsidiaries with NOK 249 452 thousand. The year end valuation of investments in DOF Subsea UK Ltd and DOF Subsea Norway AS resulted in impairments of NOK 107 959 thousand.

Shareholders

The Company is owned 100% by DOF Subsea AS, the parent company of the DOF Subsea Group.

D&O insurance has been signed on behalf of the board members and executive management to protect against claims which may arise from the decisions and actions taken within the scope of their regular duties. The insurance policy is signed with international reputable companies.

Working Environment and anti-discrimination

There are no employees in the Company.

External environment

To the Board's knowledge there has been no pollution of the external environment during 2021.

Comprehensive income and financial position

Operating expenses was NOK 60 thousand (NOK 18 thousand). Net financial income was NOK -25 910 thousand (NOK -81 725 thousand). Result before tax was NOK -25 970 thousand (NOK -81 743 thousand). Result after tax was NOK -26 022 thousand (NOK -81 555 thousand).

The total assets at year end 2021 was NOK 142 897 thousand (NOK 1 207 thousand), whereas unrestricted cash and cash equivalents was NOK 0 thousand (NOK 1 126 thousand) and investments in subsidiaries and joint venture was NOK 141 573 thousand (NOK 79 thousand). Total equity was NOK -106 577 thousand (NOK -80 555 thousand).

Cash flow from operating activities was NOK -59 thousand (NOK -20 thousand). Cash flow from investing activities was NOK -160 171 thousand (NOK -82 027 thousand) and cash flow from financing activities was NOK 159 257 thousand (NOK 82 542 thousand). As a result, the Company's net cash flow for the year was NOK -1 126 thousand (NOK 526 thousand).



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Financial market risk

The company has general financial market risk related to changes in value of investment in DOF Subsea Norway AS, DOF Subsea Norway Offshore AS, DOF Subsea UK Ltd and KDS JV AS.

Going concern

The financial statements for the Company have been prepared on the basis of going concern assumption in accordance with the Norwegian Accounting Act § 3-3a. However, the events described below give rise to doubt on the Company's ability to continue as going concern.

The Company has a negative equity as of December 31, 2021 and is dependent on financial support from the parent companies to continue as a going concern and to ensure sufficient working capital for the next 12 months.

The Company's operations are an integrated part of the Group's operations and the Company's operation is therefore dependent on a long-term sustainable financial solution for the Group. Further, available liquidity has been and will be dependent on the DOF Subsea Group's cash pool arrangement. The Groups financial position is not sustainable and there is material uncertainty related to going concern.

DOF Subsea Group (The Group) has since 2nd quarter 2020 entered into standstill agreements (including deferral of interest payments and instalments) with the majority of its secured and unsecured lenders. The discussions with the lenders have continued through 2021 and 2022. On 22 June 2022, an agreement between the DOF Group and a substantial group of its creditors and other stakeholders was published. The effectiveness of this agreement remains subject to a number of conditions such as an approval from bond holders' meetings in the respective unsecured bond loans in DOF Subsea AS and a general meeting in DOF ASA to approved the agreement.

The Group and the Company are dependent on continued standstill with its creditors until a long-term financial solution is implemented to maintain as going concern.

If the Company cannot be treated as 'going concern', the valuation of the Company's asset will be further revised. Valuation of asset without the going concern assumption will result in impairment of the Company's assets.

Loss for the year and allocations

The loss for the year amounted to NOK -26 022 thousand (NOK -81 555 thousand). The Board proposes to transfer the loss of NOK -26 022 thousand to accumulated loss.

Events occurring after the balance sheet date

On 22 June 2022, a restructuring agreement between DOF Group and a substantial group of its creditors and other stakeholders was published. The effectiveness of this agreement remains subject to a number of conditions such as an approval from bond holders' meetings in the respective unsecured bond loans in DOF Subsea AS and a general meeting in DOF ASA to approve the agreement. For further information see the press release on the Company website www.dofsubsea.com.

Outlook

The Board is expecting the short-term market in the Subsea/IMR Projects segment to improve in 2022 due to higher demand for such services. There are signes of increased activities from 2022, however the timing of the recovery is highly uncertain. The risk of lower utilization of the Company's equipment and personnel is decreasing.

The business strategy for 2022 is to adapt the Company's business to the market situation. Tendering activity is given high priority, along with continued cost focus and work to retain competence. There is also a focus on repeat business from existing customers, and achieve optimal utilization of the Company's equipment and personnel resources. In addition, the Company will focus on strengthening the cooperation with the companies within the DOF Group in order to increase efficiency and quality of services. The Company will continue to develop and optimize utilization of its resources.

The market outlook in the region for 2022 is considered to remain highly competitive as the extent of work from the operators both in the new field developments and maintenance of existing fields are considered moderate, combined with the high volume of available vessels in the market. The Region's activity in the beginning of 2022 has been higher compared to 2021. The Company is continuously evaluating the organization structure and the manning based on the latest updates of the market forecasts.



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The Company emphasize that the information included in this annual report contains certain forward-looking statements that address activities or developments that the Company anticipates will or may occur in the future. The statements are based on assumptions and estimates, and some of them are out of the Company's control and therefor subject to risks and uncertainties.

The Board of Directors confirm, to the best of its knowledge, the information contained in the Annual Report, gives a true and fair view of the Company's results, financial positions, assets and liabilities.

BERGEN, 30.06.2022
The Board of DOF Subsea Atlantic AS

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Marianne Møgster
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Marianne Møgster
Chairman of the Board

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Jan kristian Haukeland
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Jan Kristian Haukeland
Board member

DocuSigned by:
Martin Lundberg
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Martin Lundberg
Board member



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DOF Subsea Atlantic AS Statement of comprehensive income

	Note	2021	2020
Amounts in NOK Thousand			
Operating income and operating expenses			
Other expenses	3	60	18
Total operating expenses		60	18
Operating profit (EBIT)		-60	-18
Interest income from group companies		5 483	2 981
Unrealized gain /(loss) on currency positions		-1 111	0
Financial income		1	0
Financial expenses		1	1
Realized gain/(loss) on currency positions		2 222	-552
Interest expense to group companies		6 069	2 403
Write-down of financial assets		26 435	0
Provision for doubtful debt intercompany receivables	7	0	81 750
Net financial income / loss		-25 910	-81 725
Profit / loss before tax		-25 970	-81 743
Tax expenses	4	53	-188
Profit / loss for the year		-26 022	-81 555
Other comprehensive income		0	0
Total comprehensive income		-26 022	-81 555



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DOF Subsea Atlantic AS

Statement of financial position

Amounts in NOK Thousand

Assets	Note	2021	2020
Investments in subsidiaries	8	141 550	57
Investmenets in joint ventures	9	23	23
Total non-current assets		141 573	79
Current receivables from group companies	7	1 324	0
Other current receivables		0	1
Total receivables		1 324	1
Unrestricted cash and cash equivalents	5	0	1 126
Total current assets		1 324	1 128
Total assets		142 897	1 207



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DOF Subsea Atlantic AS

Statement of financial position

Amounts in NOK Thousand

Equity and liabilities	Note	2021	2020
Share capital	6	40 000	40 000
Total paid-in capital		40 000	40 000
Uncovered loss	6	-146 577	-120 555
Total equity		-106 577	-80 555
Trade payables		1	0
Tax payable	4	53	2
Current liabilities to Group companies	7	249 420	81 760
Current liabilities		249 474	81 761
Total liabilities		249 474	81 761
Total equity and liabilities		142 897	1 207

Bergen, 30.06.2022

The Board of DOF Subsea Atlantic AS

DocuSigned by:
Marianne Møgster

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Marianne Møgster

Chairman of the Board

DocuSigned by:
Jan Kristian Haukeland

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Jan Kristian Haukeland

Board member

DocuSigned by:
Martin Lundberg

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Martin Lundberg

Board member



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DOF Subsea Atlantic AS

Statement of cash flow

Amounts in NOK Thousand

	Note	2021	2020
Profit/loss before tax		-25 970	-81 743
Taxation paid		-2	0
Write-down of financial assets		26 435	0
Provision for doubtful debt IC receivables	7	0	81 750
Change in accounts receivable	7	0	578
Change in accounts payable		1	0
Items classified as investment or financing activities		-525	-603
Change in other accrual items		1	-1
Net cash flows from operating activities		-59	-20
Net cash from operating activities		0	0
Proceeds from loans and liquidation of subsidiary		5 300	1 295
Payments to buy shares	8	0	57
Payments to give loans to subsidiaries	7	165 471	83 265
Net cash flows from investment activities		-160 171	-82 027
Proceeds from the issuance of new current liabilities	7	165 471	83 265
Repayment of current liabilities		5 146	723
Transfer to DOF Subsea Group's cash pool agreement		1 067	0
Net cash flows from financing activities		159 257	82 542
Effect of exchange rate fluctuations on cash		-154	31
Net change in cash and cash equivalents		-1 126	526
Cash and cash equivalents at the start of the period		1 126	600
Cash and cash equivalents at the end of the period	5	0	1 126



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1 Corporate information

DOF Subsea Atlantic AS (the Company) was founded on 18.11.2014. The purpose of the Company is to supply engineering services to the oil and gas industry in Norway. The Company can also invest in other companies.

The office address for the Company is Thormøhlens gate 53C in Bergen, Norway.

DOF Subsea Atlantic AS is 100% owned by DOF Subsea AS.

DOF Subsea Atlantic AS is included in the financial reporting for DOF Subsea Group. The consolidated financial statement can be found on www.dofsubsea.com or at the company address Thormøhlensgate 53C, 5006 Bergen.

2 Accounting policies

Summary of significant accounting principles

The financial statements of the Company have been prepared in accordance with the Norwegian Accounting Act § 3-9 and Finance Ministry's prescribed regulations from November 3, 2014 on simplified IFRS. All amounts are in NOK.

Going concern

The financial statements for the Company have been prepared on the basis of going concern assumption in accordance with the Norwegian Accounting Act § 3-3a. However, the events described below give rise to doubt on the Company's ability to continue as going concern.

The Company has a negative equity as of December 31, 2021 and is dependent on financial support from the parent companies to continue as a going concern and to ensure sufficient working capital for the next 12 months.

The Company's operations are an integrated part of the Group's operations and the Company's operation is therefore dependent on a long-term sustainable financial solution for the Group. Further, available liquidity has been and will be dependent on the DOF Subsea Group's cash pool arrangement. The Group's financial position is not sustainable and there is material uncertainty related to going concern.

DOF Subsea Group (The Group) has since 2nd quarter 2020 entered into standstill agreements (including deferral of interest payments and instalments) with the majority of its secured and unsecured lenders. The discussions with the lenders have continued through 2021 and 2022. On 22 June 2022, an agreement between the DOF Group and a substantial group of its creditors and other stakeholders was published. The effectiveness of this agreement remains subject to a number of conditions such as an approval from bond holders' meetings in the respective unsecured bond loans in DOF Subsea AS and a general meeting in DOF ASA to approved the agreement. The Group and the Company are dependent on continued standstill with its creditors until a long-term financial solution is implemented to maintain as going concern.

Classification of assets and liabilities

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.

Investments

Investments in subsidiaries and joint ventures are recorded at historical cost. Investments are written down to fair value if impairment is not temporary.

Events after the balance sheet date

New information regarding the Company's financial standing on the balance sheet date is included in the accounts. Events occurring after balance sheet date, which do not impact the Company's financial standing on balance sheet date, but which have a significant impact on future periods, are presented in the notes to the accounts.

Statement of cash flows

The statement of cash flow is prepared in accordance to the indirect model.



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Current and deferred income tax

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 carry-forward 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 carry-forward losses, is based on estimated future earnings. Deferred tax and tax benefits which may be shown in the statement of financial position are presented net. Deferred tax is reflected at nominal value. Group contribution is booked in the year when it is approved by the annual general meeting.

3 Remunition to Executives, Board of Directors and Auditor

Amounts in NOK Thousand

The Company has no employees. No salaries or other remuneration have been paid to the Company's Board or Managing Director. No loans, securities or guarantees have been provided for Board members or close associates.

Specification of audit fee (excl. VAT)	2021	2020
Statutory audit	9	11
Other assurance services	0	7
Tax services	15	0
Total audit fee	24	18

4 Tax

Amounts in NOK Thousand

The income tax expense comprises:	2021	2020
Tax payable, Norway	53	2
Change in deferred tax, Norway	0	-190
Income tax expense	53	-188

Reconciliation of nominal and effective tax rate:	2021	2020
Profit before tax	-25 970	-81 743
Expected tax expense 22% (23%)	5 713	17 983
Difference between actual and expected income tax expense	-5 766	-17 795
Expenses not deductible for tax purposes	23 751	17 985
Income not taxable	0	-190
Tax loss for which no deferred tax asset has been recognised	-17 985	0
Effect of change in tax rate	0	0
Total	0	0

Basis for deferred tax	2021	2020
Tax loss carry forward	0	0
Total temporary differences / basis for calculating deferred tax	0	0

Deferred tax / tax asset (-) (22%) recognized in the balance sheet 0 0

Deferred tax asset is not recognised in the balance sheet.



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5 Cash and cash equivalents

Amounts in NOK Thousand

	2021	2020
Bank deposits*	0	1 126
Cash pooling system deposit DOF Subsea AS**	1 067	0

* The Company has no restricted deposits at year end.

** Interest is calculated on long term accounts related to companies within the same Group in accordance with the internal policy at the rate of NIBOR 3 months + margin. The margin has in 2021 been set according to Group policy. Liabilities in relation to Group companies are settled in accordance with internal loan agreements, alternatively upon receipt of a demand. The amounts in cash pooling system deposit DOF Subsea AS are recognised as short term receivables/liabilities to Group companies in the financial statement.

6 Share capital and share information

Amounts in NOK Thousand

Share capital:

The share capital in the Company at 31.12.2021 was NOK 40 000 comprising 1 000 shares, each with a nominal value of NOK 40

Shareholder overview:

At 31 December 2021 the shareholders in the Company (no shares owned by senior executives or board members, including share ownership via close relatives and companies) were as follows:

Shareholders at 31.12.2021	No. of shares	Proportion of ownership
DOF Subsea AS	1 000	100 %
Total	1 000	100 %

Board of directors

	Title
Marianne Møgster	Chairman of the Board
Jan Kristian Haukeland	Board member
Martin Lundberg	Board member

Share capital	No. of shares	Share capital
Share capital 01.01.2021	1 000	40 000
Share capital 31.12.2021	1 000	40 000

Changes in shareholder's equity

	Share capital	Share premium	Loss brought forward	Total equity
Equity at 01.01.2021	40 000	0	-120 555	-80 555
Total comprehensive income	0	0	-26 022	-26 022
Equity at 31.12.2021	40 000	0	-146 577	-106 577



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7 Related parties

Amounts in NOK Thousand

Detailed description of related parties and the Company's relationship to these:

DOF Subsea Atlantic AS is owned 100 % by DOF Subsea AS.

DOF Subsea Norway AS, DOF Subsea Norway Offshore AS and DOF Subsea UK Ltd are 100 % owned subsidiaries of DOF Subsea Atlantic AS.

Current receivables from Group companies	2021	2020
DOF Subsea Norway AS	256	0
DOF Subsea AS	1 067	0
Total	1 324	0

Current liabilities to Group companies	2021	2020
DOF Subsea Norway AS	10	10
DOF Subsea AS	249 410	81 750
Total	249 420	81 760

In July 2020, a short term loan amounting to NOK 81 750 (GBP 7 million) was issued from DOF Subsea AS to DOF Subsea Atlantic AS. At the same time a loan amounting to NOK 81 750 (GBP 7 million) was issued from DOF Subsea Atlantic AS to DOF Subsea UK Ltd. Both of the loan has been charged with an interest rate of UK-Libor 6M with 6% margin . The nominal value of the loans including accrued interest were NOK 81 750 as of 31st December 2020.

In November 2021, a short term loan amounting to NOK 35 471 (GBP 3 million) was issued from DOF Subsea AS to DOF Subsea Atlantic AS. At the same time a loan amounting to NOK 35 471 (GBP 3 million) was issued from DOF Subsea Atlantic AS to DOF Subsea UK Ltd. Both of the new loans have been charged with an interest rate of UK-Libor 6M and 6% margin. Interests charged in 2021 for the total loan of NOK 119 452 (GBP 10 million) to DOF Subsea UK Ltd were NOK 3 031 (GBP 0,25 million).

Total loan to DOF Subsea UK Ltd of NOK 119 452 (GBP 10 million), was used as a capital contribution in kind by converting the loan to investment in subsidiary, the 20th of December 2021, see also note 8.

In November and December 2021, two short term loans amounting to NOK 50 000 and NOK 80 000 were issued from DOF Subsea AS to DOF Subsea Atlantic AS. At the same time two loans amounting to NOK 50 000 and NOK 80 000 were issued from DOF Subsea Atlantic AS to DOF Subsea Norway AS. All of the new loans have been charged with an interest rate of NIBOR 6M and 6% margin. Interests of NOK 287 were charged for the loans in 2021.

Total loan to DOF Subsea Norway AS of NOK 130 000, was used as a capital contribution in kind by converting the loan to investment in subsidiary, the 16th of December 2021, see also note 8.

The nominal value of the loans from DOF Subsea AS including accrued interest were NOK 249 410 as of 31st December 2021.

In 2020, a 100 % provision for doubtful debt in the amount of NOK 81 750 was recognized for the receivable from DOF Subsea UK Ltd, but as part of the capital contribution with conversion of loan to investment in subsidiaries, the provision for doubtful debt was reversed in December 2021. The investments in subsidiaries has been subject to valuation and an impairment of the shares have been recognized in 2021, see note 8.



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8 Investments in subsidiaries

Amounts in NOK Thousand

Subsidiary	Registered office	Equity	Result	Ownership and votes
DOF Subsea Norway AS	Bergen	96 203	2 136	100%
DOF Subsea UK Ltd*	Aberdeen	45 290	27 351	100%
DOF Subsea Norway Offshore AS*	Bergen	3 073	3 017	100%

* Amounts are still subject to audit. Amounts in NOK Thousand are converted from GBP using a average currency rate for GBP/NOK of 11,8254 and a closing rate of 11,8875.

DOF Subsea Atlantic AS have financially supported DOF Subsea Norway AS with NOK 130 000, and DOF Subsea UK Ltd with GBP 10 000. As described in note 7, these loans to subsidiaries were converted to investment in subsidiary in December 2021. Due to the financial position of the two subsidiaries and calculated valuation, an impairment of NOK 33 797 have been recognized for DOF Subsea Norway AS and an impairment of NOK 74 162 has been recognized for DOF Subsea UK Ltd.

9 Investments in joint ventures

Amounts in NOK Thousand

Company	Registered office	Equity	Result	Ownership and votes
KDS JV AS	Oslo	30	0	50%

KDS JV AS was established 29.10.2019 as a joint venture between Kværner AS and DOF Subsea Atlantic AS.

10 Events occurring after the balance sheet date

Amounts in NOK Thousand

On 22 June 2022, a restructuring agreement between DOF Group and a substantial group of its creditors and other stakeholders was published. The effectiveness of this agreement remains subject to a number of conditions such as an approval from bond holders' meetings in the respective unsecured bond loans in DOF Subsea AS and a general meeting in DOF ASA to approve the agreement. For further information see the press release on the Company website www.dofsubsea.com.



MOTTATT

02 FEBRUAR 2016

Norwegian Directorate of Taxes

Inquiries to
Torstein Kinden Helleland

Your date
23.02.2016

Our date
29.02.2016

Telephone
22078139

Your reference
Petter O. Pharo

Our reference
2016/170122

DOF SUBSEA AS
Thormøhlens gate 53C
5006 BERGEN

Permission to prepare the annual accounts and directors' report in English language

With reference to your letter of 23 February 2016, you apply for permission to keep annual accounts and directors' report in English language. The application in question concerns the companies mentioned below.

DOF Subsea Atlantic AS org. nr. 915 006 515
DOF Subsea Rederi III AS org. nr. 915 872 662
Canadian Subsea Shipping Company AS org. nr. 916 122 837

Conclusion

Based on a total evaluation, the view of The Directorate of Taxes is that the companies mentioned above may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph. The exemption requires that the information that the decision is based on, does not change significantly.

A copy of this letter must be sent to the Register of Company Accounts in Brønnøysund together with the financial statements. It is incumbent on the company to document by this letter that the permit is granted.

Background

Canadian Subsea Shipping Company AS is owned 45 % by DOF Subsea AS, 45 % by Vard Group AS and 10 % by Kanabus AS. DOF Subsea Atlantic AS and DOF Subsea Rederi III AS are 100 % owned by DOF Subsea AS. DOF Subsea AS is 100 % owned by DOF Subsea Holding 2 AS and DOF Subsea Holding AS. DOF Subsea Holding AS is in turn owned by DOF ASA (51 %) and First Reserve Corporation - FRC (49 %). DOF ASA is a public limited company listed on the Norwegian Stock Exchange, and FRC is a private equity fund located in US (New York). The companies are companies within the DOF Subsea Group. Other group companies have in previous decisions been given permission to make the directors' report and annual accounts in English language.

The DOF Subsea Group is a specialist subsea service business that provides survey, construction, inspection, repair, and maintenance service which involve complex and challenging engineering in

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As mentioned above it is particularly the consideration of the users of the account information which has to be taken into consideration when considering the application for permission. In this assessment, the Directorate of Taxes has emphasized that other group companies have in decisions been given permission to make the directors' report and annual accounts in English language. The companies operates in highly international branch, where English is the common languages used. Furthermore, English is the working language.

Please state "our reference" (see above) in all written communication with The Norwegian Tax Authorities.

Best regards

Rune Tystad
Senior Adviser
Legal Department
Norwegian Directorate of Taxes

Torstein Kinden Helleland

This document has been electronically approved and contains therefore no handwritten signatures