



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2017 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 917 327 181
Organisasjonsform: Aksjeselskap
Foretaksnavn: NANNA MIDCO II AS
Forretningsadresse: Elganeveien 1
4373 EGRERSUND

Regnskapsår

Årsregnskapets periode: 01.01.2017 - 31.12.2017

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: 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: Jeroen van de Polder
Dato for fastsettelse av årsregnskapet: 27.06.2018

Grunnlag for avgivelse

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

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

Brønnøysundregistrene, 02.11.2020



Resultatregnskap

Beløp i: USD	Note	2017	2016
RESULTATREGNSKAP			
Kostnader			
Annen driftskostnad	2		2 307
Sum kostnader			2 307
Driftsresultat			-2 307
Finansinntekter og finanskostnader			
Annen finansinntekt			6
Sum finansinntekter			6
Annen finanskostnad		426	23
Sum finanskostnader		426	23
Netto finans		-426	-17
Ordinært resultat før skattekostnad		-426	-2 324
Ordinært resultat etter skattekostnad		-426	-2 324
Årsresultat		-426	-2 324
Overføringer og disponeringer			
Overføringer annen egenkapital	6	-426	-2 324
Sum overføringer og disponeringer		-426	-2 324



Balanse

Beløp i: USD	Note	2017	2016
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Finansielle anleggsmidler			
Investering i datterselskap	3	259 000 000	255 500 000
Sum finansielle anleggsmidler		259 000 000	255 500 000
Sum anleggsmidler		259 000 000	255 500 000
Omløpsmidler			
Varer			
Bankinnskudd, kontanter og lignende			
Sum bankinnskudd, kontanter og lignende		269	11 837
Sum omløpsmidler		269	11 837
SUM EIENDELER		259 000 269	255 511 837
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	5, 6	621 957	315 101
Overkurs	6	258 378 044	255 184 899
Sum innskutt egenkapital		259 000 001	255 500 000
Opptjent egenkapital			
Annen egenkapital	6	-2 750	-2 324
Sum opptjent egenkapital		-2 750	-2 324
Sum egenkapital		258 997 251	255 497 676
Sum langsiktig gjeld		0	0



Balanse

Beløp i: USD	Note	2017	2016
Kortsiktig gjeld			
Annen kortsiktig gjeld		3 018	14 161
Sum kortsiktig gjeld		3 018	14 161
Sum gjeld		3 018	14 161
SUM EGENKAPITAL OG GJELD		259 000 269	255 511 837



Nanna MidCo II AS

Annual report 2017

Annual accounts

- Income statement
- Balance sheet
- Cash flow statement
- Notes

Auditors' report



Nanna MidCo II AS

Income statement

USD	Note	2017	2016
Operating expenses			
Other operating expenses	2	<u>0</u>	<u>2 307</u>
Operating result		<u>0</u>	<u>-2 307</u>
Financial income and expenses			
Other financial income		0	6
Other financial expenses		<u>426</u>	<u>23</u>
Net financial items		<u>-426</u>	<u>-17</u>
Ordinary result before tax		<u>-426</u>	<u>-2 324</u>
Net profit or loss for the year		<u>-426</u>	<u>-2 324</u>
Allocated as follows			
Transferred to other equity	6	<u>-426</u>	<u>-2 324</u>



Nanna MidCo II AS

Balance sheet as of December 31

USD	Note	2017	2016
Fixed assets			
<i>Financial assets</i>			
Investments in subsidiaries	3	<u>259 000 000</u>	<u>255 500 000</u>
Total financial assets		<u>259 000 000</u>	<u>255 500 000</u>
Total fixed assets		<u>259 000 000</u>	<u>255 500 000</u>
Current assets			
Cash and cash equivalents		<u>269</u>	<u>11 837</u>
Total current assets		<u>269</u>	<u>11 837</u>
Total assets		<u>259 000 269</u>	<u>255 511 837</u>



Nanna MidCo II AS

Balance sheet as of December 31

USD	Note	2017	2016
Equity			
<i>Paid-in capital</i>			
Share capital	5, 6	621 957	315 101
Share premium reserve	6	258 378 044	255 184 899
Total paid-in capital		<u>259 000 001</u>	<u>255 500 000</u>
<i>Retained earnings</i>			
Other equity	6	<u>-2 750</u>	<u>-2 324</u>
Total retained earnings		<u>-2 750</u>	<u>-2 324</u>
Total equity		<u>258 997 251</u>	<u>255 497 676</u>
Liabilities			
<i>Current liabilities</i>			
Other short-term liabilities		<u>3 018</u>	<u>14 161</u>
Total current liabilities		<u>3 018</u>	<u>14 161</u>
Total liabilities		<u>3 018</u>	<u>14 161</u>
Total equity and liabilities		<u>259 000 269</u>	<u>255 511 837</u>

31 December 2017
Egersund, 27 June 2018

Leif Olle Ottosson
Chairman

Jeroen Van De Polder
Board member



Nanna MidCo II AS

Cash flow statement

USD	Note	2017	2016
Cash flow from operating activities			
Profit/(loss) before tax		-426	-2 324
Changes in other current balance sheet items		-11 142	14 161
Net cash flow from operating activities		<u>-11 568</u>	<u>11 837</u>
Cash flow from investing activities			
Purchase of investments in shares and joint ventures		-3 500 000	-255 500 000
Net cash flow from investing activities		<u>-3 500 000</u>	<u>-255 500 000</u>
Cash flow from financing activities			
Issue/repurchase of share capital		3 500 000	255 500 000
Net cash flow from financing activities		<u>3 500 000</u>	<u>255 500 000</u>
Net change in cash and cash equivalents		-11 568	11 837
Cash and cash equivalents at 01.01		<u>11 837</u>	<u>0</u>
Cash and cash equivalents at 31.12		<u>269</u>	<u>11 837</u>



Nanna MidCo II AS

Notes to the accounts for 2017

USD

Note - 1 Accounting Principles

The annual report is prepared according to the Norwegian Accounting Act 1998 and generally accepted accounting principles for small companies.

Subsidiaries and investment in associate

Subsidiaries and investments in associate are valued by the cost method in the company accounts. The investment is valued as cost of acquiring shares in the subsidiary, providing that write down is not required. Write down to fair value will be carried out if the reduction in value is caused by circumstances which may not be regarded as incidental, and deemed necessary by generally accepted accounting principles. Write downs are reversed when the cause of the initial write down are no longer present.

Dividends and other distributions are recognized in the same year as appropriated in the subsidiary accounts. If dividends exceed withheld profits after acquisition, the exceeding amount represents reimbursement of invested capital, and the distribution will be subtracted from the value of the acquisition in the balance sheet.

Balance sheet classification

Net current assets comprise creditors due within one year, and entries related to goods circulation. Other entries are classified as fixed assets and/or long term creditors.

Current assets are valued at the lower of acquisition cost and fair value. Short term creditors are recognized at nominal value.

Fixed assets are valued by the cost of acquisition, in the case of non incidental reduction in value the asset will be written down to the fair value amount. Long term creditors are recognized at nominal value.

Income tax

Tax expenses in the profit and loss account comprise both tax payable for the accounting period and changes in deferred tax. Deferred tax is calculated at 23 percent on the basis of existing temporary differences between accounting profit and taxable profit together with tax deductible deficits at the year end. Temporary differences both positive and negative, are balance out within the same period. Deferred tax assets are recorded in the balance sheet to the extent it is more likely than not that the tax assets will be utilized.

To what extent group contribution not is registered in the profit and loss, the tax effect of group contribution is posted directly against the investment in the balance.

Note 2 - Wage costs, number of employees, remuneration, loans to employees and auditor's fee

At December 31, the company did not employ any employees. The company is not required to have a pension scheme.

There is no cost for audit fee in the accounts as of 2017.



Nanna MidCo II AS

Notes to the accounts for 2017

USD

Note 3 - Investment in subsidiaries and associate

Company	Location	Share owners	Net profit 2017	Equity 31.12	Book value 31.12
Navico Group AS	Egersund	100 %	-490 524	245 988 213	259 000 000

Note 4 - Income taxes

Income tax expenses **2017**

This years tax effect of change in tax rate	4
Change in deferred tax	-4
Total income tax expense	<u>0</u>

Tax base estimation **2017**

Ordinary result before tax	-426
Tax base	<u>-426</u>

Temporary differences outlined **2017**

Loss carry forward	-426
Total temporary differences	<u>-426</u>

Deferred income tax liability (23% this year, 24% last year)	-98
Deferred tax asset not booked in the balance sheet	98

Effective tax rate **2017**

Expected income taxes, statutory tax rate 24%	-102
This years tax effect of change in tax rate	4
Deferred tax asset not booked in the balance sheet	98

Due to uncertainty in future earnings, the deferred tax asset is not booked in the balance sheet.



Nanna MidCo II AS

Notes to the accounts for 2017

USD

Note 5 - Share capital and shareholder information

The authorized capital of the company amounts to NOK 5 110 000 (USD 621 957) and comprises 255 500 000 ordinary shares of NOK 0,02 each. Each share gives one vote in the general assembly.

Shareholders per 31.12:

	Ordinary shares	Ownership share	Voting rights
Nanna Midco i AS	255 500 000	100 %	100 %

Note 6 - Owners equity

	Share capital	Share premium reserve	Other equity	Total
Owners equity 31.12.16	315 101	255 184 899	-2 324	255 497 676
Issued of share capital and premium	306 856	3 193 145	0	3 500 001
Profit for the year	0	0	-426	-426
Owners equity 31.12.17	621 957	258 378 044	-2 750	258 997 251



Statsautoriserte revisorer
Ernst & Young AS

Vassbotnen 11a Forus, NO-4313 Sandnes
Postboks 8015, NO-4068 Stavanger

Foretaksregisteret: NO 976 389 387 MVA
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Medlemmer av Den norske revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Nanna MidCo II AS

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Nanna MidCo II AS, which comprise the balance sheet as at 31 December 2017, the income statement and statements of cash flows 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 2017 and its financial performance and cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for opinion

We conducted our audit in accordance with 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.

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 (management) are responsible for the other information. Our opinion on the audit of the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the 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



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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 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 the Board of Directors' report

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



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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.

Stavanger, 29 June 2018
ERNST & YOUNG AS

Erik Søreng
State Authorised Public Accountant (Norway)



The board of directors report 2017 for Nanna Midco II AS

Operations and location

Nanna Midco II AS, located in Eigersund, is an intermediate holding company in the Marine Innovations Group. The subsidiary, Navico Group AS, is located in Eigersund.

Going concern

In accordance with the Accounting Act § 3-3, we confirm that the financial statements have been prepared under the assumption of going concern.

Comments the financial statements

Nanna Midco II AS is not exposed to any specific factors influencing its business other than what is normal for a company in the industry investments in shares.

Nanna Midco II AS's revenue is USD 0 in 2017. Loss for the year is USD 426.

The company's total assets at year-end amounted to USD 259 mill. The company had an equity ratio close to 100 % as at 31 December 2017.

Work environment, equal opportunities and discrimination

At year-end, the company had no employees. The Board of Directors consists of two men.

External environment

The company's operations do not result in pollution or spillage harmful to the external environment.

Eigersund, 28 June 2018

Leif Olle Ottosson
Chairman

Jeroen van de Polder
Board member



Skattedirektoratet

Saksbehandler	Deres dato	Vår dato
Jeanette Munkvold Skovholt	16.01.2017	25.01.2017
Telefon	Deres referanse	Vår referanse
90076012	Wouter Boor	2017/59810

NANNA TOPCO AS
Nyåskaiveien 2
4374 EGRSUND

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for Nanna TopCo AS, org.nr. 917 327 173, med datterselskaper

Vi viser til deres brev av 9. januar 2017 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Nanna TopCo AS med datterselskaper;

Nanna TopCo AS,	org.nr. 917 327 173
Nanna MidCo I AS,	org.nr. 917 327 106
Nanna MidCo II AS,	org.nr. 917 327 181
Nanna BidCo AS,	org.nr. 917 327 122
Navico Holding AS,	org.nr. 917 404 208
Nanna MFN AS,	org.nr. 917 508 887
Maritime Information System AS,	org.nr. 977 524 547

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Nanna TopCo AS med datterselskaper 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

Nanna TopCo AS med datterselskaper tilbyr tjenester innen maritim elektronikk. Konsernets arbeidsspråk er engelsk. Konsernet opererer i sektorer, der engelsk er det klart dominerende språket. Morselskapets aksjonærer er utenlandske personer eller selskaper, og morselskapet henvender seg jevnlig til potensielle investorer som er basert i utlandet. All kommunikasjon med konsernets primære kunder og kreditorer foregår 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 mv., er det uttalt følgende om

Postadresse	Besøksadresse:	Sentralbord
Postboks 9200 Grønland	Se www.skatteetaten.no	800 80 000
0134 Oslo	Org.nr: 996250318	Telefaks
	E-post: skatteetaten.no/sendepost	22 17 08 60



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

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt særlig vekt på at morselskapet er eid delvis av utenlandske aksjonærer. Selskapet opererer i en internasjonal bransje, og arbeidsspråket i bransjen er engelsk. Videre er det vektlagt at alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Rune Tystad
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Jeanette Munkvold Skovholt

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer