



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2018 - GENERELL INFORMASJON

Enheten

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

Regnskapsår

Årsregnskapets periode:	01.01.2018 - 31.12.2018
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Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Jeroen van de Polder
Dato for fastsettelse av årsregnskapet:	29.06.2019

Grunnlag for avgivelse

År 2018: Årsregnskapet er elektronisk innlevert
År 2017: Tall er hentet fra elektronisk innlevert årsregnskap fra 2018

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	2018	2017
RESULTATREGNSKAP			
Annen driftskostnad	2		
Driftsresultat			
Finansinntekter og finanskostnader			
Annen renteinntekt		38	
Annen finansinntekt		13	
Sum finansinntekter		51	
Annen rentekostnad		5	
Annen finanskostnad		292	426
Sum finanskostnader		297	426
Netto finans		-246	-426
Ordinært resultat før skattekostnad		-246	-426
Ordinært resultat etter skattekostnad		-246	-426
Årsresultat		-246	-426
Overføringer og disponeringer			
Overføring til/fra annen egenkapital	6	-246	-426
Sum overføringer og disponeringer		-246	-426



Balanse

Beløp i: USD	Note	2018	2017
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Finansielle anleggsmidler			
Investering i datterselskap	3	285 000 000	259 000 000
Sum finansielle anleggsmidler		285 000 000	259 000 000
Sum anleggsmidler		285 000 000	259 000 000
Omløpsmidler			
Varer			
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		10 023	269
Sum bankinnskudd, kontanter og lignende		10 023	269
Sum omløpsmidler		10 023	269
SUM EIENDELER		285 010 023	259 000 269
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	5,6	933 411	621 957
Overkurs	6	284 066 589	258 378 044
Sum innskutt egenkapital		285 000 000	259 000 001
Opptjent egenkapital			
Annen egenkapital	6	-2 996	-2 750
Sum opptjent egenkapital		-2 996	-2 750
Sum egenkapital		284 997 004	258 997 251



Balanse

Beløp i: USD	Note	2018	2017
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Annen kortsiktig gjeld		13 019	3 018
Sum kortsiktig gjeld		13 019	3 018
Sum gjeld		13 019	3 018
SUM EGENKAPITAL OG GJELD		285 010 023	259 000 269



Nanna MidCo II AS er morselskap i konsern og har ikke utarbeidet konsernregnskap med bakgrunn i regnskapslovens § 3-7. Konsernspiss er Marine Innovations Group AS med forretningskontor i Egersund og Nanna MidCo II AS inngår i konsernregnskapet som er utarbeidet av dette selskapet.



Statsautoriserte revisorer
Ernst & Young AS

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

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

www.ey.no
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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 2018, the income statement, 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 2018 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.

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.



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Stavanger, 28 June 2019
ERNST & YOUNG AS

Erik Søreng
State Authorised Public Accountant (Norway)



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



Board of Directors' report 2018

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 an intermediary holding company.

Nanna Midco II AS's revenue is USD 0 in 2018. Loss for the year is USD 246.

The company's total assets at year-end amounted to USD 285 million. The company had an equity ratio close to 100 % as at 31 December 2018.

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, 27 June 2019

Leif Olle Ottosson
Chairman

Jeroen van de Polder
Board member



Financial statements section

Income statement

<i>USD</i>	Notes	2018	2017
Revenue		-	-
Cost of sales		-	-
Gross profit		-	-
Operating expenses	2	-	-
Results from operating activities		-	-
Finance income		38	-
Finance expense		(5)	-
Net foreign exchange gains & losses		13	(96)
Other expenses		(292)	(330)
Net finance costs		(246)	(426)
Profit / (loss) before tax		(246)	(426)
Income tax benefit / (expense)		-	-
Profit / (loss) for the year		(246)	(426)
Profit / (loss) attributable to:			
Transferred to other equity	6	(246)	(426)



Balance sheet

USD	Notes	31 December 2018	31 December 2017
Assets			
Financial assets	3	285,000,000	259,000,000
Total non-current assets		285,000,000	259,000,000
Cash and cash equivalents		10,023	269
Total current assets		10,023	269
Total assets		285,010,023	259,000,269
Share capital	5, 6	933,411	621,957
Share premium reserve	6	284,066,589	258,378,044
Total paid-in capital		285,000,000	259,000,001
Other equity	6	(2,996)	(2,750)
Total retained earnings		(2,996)	(2,750)
Total equity		284,997,004	258,997,251
Liabilities			
Other short-term liabilities		13,019	3,018
Total current liabilities		13,019	3,018
Total liabilities		13,019	3,018
Total equity and liabilities		285,010,023	259,000,269

31 December 2018
Egersund, 27 June 2019

Leif Olle Ottosson
Chairman

Jeroen Van De Polder
Board member



Cash flow statement

<i>USD</i>	2018	2017
Cash flows from operating activities		
Profit / (loss) for the year before tax	(246)	(426)
Items classified as investing or financing activities	246	426
Net cash from (used in) operating activities	-	-
Cash flows from investing activities		
Purchase of investments in shares and joint ventures	-	(3,500,000)
Net cash used in investing activities	-	(3,500,000)
Cash flows from financing activities		
Net change in current liabilities	10,000	(11,142)
Net finance costs	(246)	(426)
Issue/repurchase of share capital	-	3,500,000
Net cash from financing activities	9,754	3,488,432
Net increase / (decrease) in cash and cash equivalents	9,754	(11,568)
Cash and cash equivalents at 1 January	269	11,837
Cash and cash equivalents at 31 December	10,023	269



Notes to the financial statements

1. Accounting principles

The annual report is prepared according to the Norwegian Accounting Act 1998 and generally accepted accounting principles in Norway.

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 22 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.

Cash flow

The cash flow statement has been prepared using the indirect method. Interest paid are included in cash flow from financing activities.

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 2018.

3. Investment in subsidiaries and associate

Company	Location	Share ownership	Net profit	Equity	Book value
			2018	31.12.2018	31.12.2018
Navico Group AS	Egersund	100%	(353,578)	271,620,787	285,000,000



Nanna MidCo II AS

Share capital of Navico Group AS was increased during 2018 as part of the merger of C-Map intermediary holding companies into Navico Group AS.

4. Income taxes

<i>Income tax expenses</i>		
<i>USD</i>	2018	2017
This year tax effect of change in tax rate	2	4
Change in deferred tax	(2)	(4)
Total income tax expense	-	-

<i>Tax base estimation</i>		
<i>USD</i>	2018	2017
Ordinary result before tax	(246)	(426)
Tax base	(246)	(426)

<i>Temporary differences outlined</i>		
<i>USD</i>	2018	2017
Loss carry forward	(2,996)	(2,750)
Total temporary differences	(2,996)	(2,750)

Deferred income tax asset (22% in 2018, 23% in 2017)	(659)	(633)
Deferred tax asset not booked in the balance sheet	659	633
Deferred tax asset not booked in the balance sheet for the year	55	98

<i>Effective tax rate</i>		
	2018	2017
Expected income taxes, statutory tax rate 23% (24% for 2017)	(57)	(102)
This years tax effect of change in tax rate	2	4
Deferred tax asset not booked in balance sheet	55	98

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

5. Share capital and shareholder information

The authorized capital of the company amounts to NOK 7 655 000 and comprises 255 500 000 ordinary shares of NOK 0,03 each. Each share gives one vote in the general assembly.

Shareholders per 31.12.2018:

Shareholder	Ordinary shares	Ownership share	Voting rights
Nanna MidCo I AS	255,500,000	100%	100%

6. Owners equity

<i>USD</i>	Issued capital	Share premium	Other equity	Total equity
Balance at 31 December 2017	621,957	258,378,044	(2,750)	258,997,251
Share capital increase	311,454	25,688,545	-	25,999,999
Profit / (loss) for the year	-	-	(246)	(246)
Balance at 31 December 2018	933,411	284,066,589	(2,996)	284,997,004



Nanna MidCo II AS

On 30 June 2018, the share capital of the Company was increased by NOK 2,555,000 by increasing the nominal value of the Company's shares by NOK 0.01 from NOK 0.02 to NOK 0.03.

In connection with the share capital increase, a contribution of USD 0.1017612524 per share, of which NOK 0.01 per share constitutes share capital, was made. No new shares are issued in connection with the share capital increase.

Settlement of the contribution was made by the transfer of 18,200,000 preference shares and 7,800,000 ordinary shares in CM TopCo AS to the Company that were later transferred to Navico Group AS as contribution in kind in connection with the share capital increase of Navico Group AS.



Nanna MidCo II AS

Independent auditor's report