



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 888 891 072  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: SEAWAY FALCON AS  
Forretningsadresse: Askekroken 11  
0277 OSLO

### Regnskapsår

Årsregnskapets periode: 01.01.2022 - 31.12.2022

### Konsern

Morselskap i konsern: 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: Stuart Peter Fitzgerald  
Dato for fastsettelse av årsregnskapet: 01.06.2023

### Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert  
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

*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, 05.08.2024



## Resultatregnskap

Beløp i: USD	Note	2022	2021
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Annen driftsinntekt		10 459 167	14 113 000
<b>Sum inntekter</b>		<b>10 459 167</b>	<b>14 113 000</b>
<b>Kostnader</b>			
Varekostnad		8 271 788	
Avskrivning av driftsmidler og immaterielle eiendeler		2 337 444	2 473 000
Annen driftskostnad		341 242	10 239 000
<b>Sum kostnader</b>		<b>10 950 474</b>	<b>12 712 000</b>
<b>Driftsresultat</b>		<b>-491 307</b>	<b>1 401 000</b>
<b>Finansinntekter og finanskostnader</b>			
Renteinntekt fra foretak i samme konsern		6 410	30 000
Annen finansinntekt			-33 000
<b>Sum finansinntekter</b>		<b>6 410</b>	<b>-3 000</b>
Rentekostnad til foretak i samme konsern		97 967	190 000
Annen rentekostnad			2 000
Annen finanskostnad		97 136	
<b>Sum finanskostnader</b>		<b>195 103</b>	<b>192 000</b>
<b>Netto finans</b>		<b>-188 693</b>	<b>-195 000</b>
<b>Ordinært resultat før skattekostnad</b>		<b>-680 000</b>	<b>1 206 000</b>
Skattekostnad på resultat		5 648	
<b>Ordinært resultat etter skattekostnad</b>		<b>-685 647</b>	<b>1 206 000</b>
<b>Årsresultat</b>		<b>-685 647</b>	<b>1 206 000</b>
<b>Årsresultat etter minoritetsinteresser</b>		<b>-685 647</b>	<b>1 206 000</b>
<b>Totalresultat</b>		<b>-685 647</b>	<b>1 206 000</b>
<b>Overføringer og disponeringer</b>			



## Resultatregnskap

<b>Beløp i: USD</b>	<b>Note</b>	<b>2022</b>	<b>2021</b>
Avsatt til annen egenkapital		-685 647	1 206 000
<b>Sum overføringer og disponeringer</b>		<b>-685 647</b>	<b>1 206 000</b>



### Balanse

Beløp i: USD	Note	2022	2021
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
<b>Varige driftsmidler</b>			
Skip og flytende installasjoner		15 470 964	14 112 000
Driftsløsøre, inventar o.a. utstyr		3 609	15 000
<b>Sum varige driftsmidler</b>		<b>15 474 573</b>	<b>14 127 000</b>
<b>Sum anleggsmidler</b>		<b>15 474 573</b>	<b>14 127 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Sum varer</b>		<b>982 687</b>	
<b>Fordringer</b>			
Kundefordringer		1 279 303	3 016 000
Andre kortsiktige fordringer		670 048	476 000
Konsernfordringer		3	5 755 000
<b>Sum fordringer</b>		<b>1 949 355</b>	<b>9 248 000</b>
<b>Sum omløpsmidler</b>		<b>2 932 042</b>	<b>10 597 000</b>
<b>SUM EIENDELER</b>		<b>18 406 614</b>	<b>24 724 000</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Aksjekapital		44 088	44 000
Overkurs		14 143 140	14 143 000
<b>Sum innskutt egenkapital</b>		<b>14 187 228</b>	<b>14 187 000</b>
<b>Opptjent egenkapital</b>			
Annen egenkapital		-1 550 941	-866 000



## Balanse

<b>Beløp i: USD</b>	<b>Note</b>	<b>2022</b>	<b>2021</b>
Udisponert resultat			
<b>Sum opptjent egenkapital</b>		<b>-1 550 941</b>	<b>-866 000</b>
<b>Sum egenkapital</b>		<b>12 636 287</b>	<b>13 322 000</b>
<b>Sum langsiktig gjeld</b>		<b>0</b>	<b>0</b>
<b>Kortsiktig gjeld</b>			
Leverandørgjeld		46 142	608 000
Betalbar skatt		5 648	6 000
Kortsiktig konserngjeld		3 634 918	4 541 000
Annen kortsiktig gjeld		2 083 619	6 247 000
<b>Sum kortsiktig gjeld</b>		<b>5 770 327</b>	<b>11 402 000</b>
<b>Sum gjeld</b>		<b>5 770 327</b>	<b>11 402 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>18 406 614</b>	<b>24 724 000</b>



Seaway Falcon AS

Annual Report

2022

Seaway Falcon AS – Org. no. 888 891 072



## Seaway Falcon AS

### Board of Directors' report

#### **The Business**

In February 2022 the Company changed its name from OHT Falcon AS to Seaway Falcon AS.

The Company provides heavy transport services mainly for the Oil & Gas and offshore industry, offshore renewables as well as heavy construction and other industries requiring transportation of outsize cargos. The Company's semi-submersible heavy transport vessel, Falcon, is capable of transporting some of the largest and heaviest cargos possible to transport by sea in the world today. The Company's headquarters is in Oslo, Norway.

#### **Results and Financial Position – USD thousands**

Operating revenues were 10,459 in 2022 (2021: 14,113). Operating loss was 491 (2021: operating profit 1,401). Net loss ended on 686 (2021: net profit 1,206).

Total assets amounted to 18,407 at year end 2022 (2021: 24,724). Total equity was 12,636 at year end 2022 which gives an equity ratio of 68.6%.

#### **Risk factors**

The main risk factors for the Company include market risks, operational risks and financial risks.

Market risks include risks associated with the demand and supply for the Company's services as well as political risks.

The Company's operational risks include perils particular to marine operations, including loss of cargo, capsizing, grounding, collision and loss and damage to the vessels from harsh weather conditions.

The risk of increased bunkers prices is normally secured in the freight agreements. If not, hedging contracts are employed.

The Company is exposed to financial risks such as interest rate changes and currency exchange rate fluctuations, as well as credit risk and liquidity risk related to customers and other financial counterparties being unable to honor their obligations.

#### **Going concern**

The Board of Directors assesses that the equity and liquidity situation of the Company is satisfactory based on the plans for the Company's business going forward and budgets for the coming year.

These financial statements are prepared on basis of the going concern assumption. The Board of Directors confirms that the assumption is valid.

#### **Allocation of results – USD thousands**

The Board of Directors proposes the following allocation of the years' net loss of USD 686:

Allocated to other equity: 686.

#### **Directors' and officers' liability insurance**

The Company has access to insurance policies which are in place for the Board members and the General Manager regarding their potential liability towards the business and to third parties. Such policies are purchased on an annual basis and have policy limits, terms and conditions in line with good industry standards for the market sector.



## Seaway Falcon AS

### Health, safety and environment (HSE)

The Company's objective is to ensure safe and secure operations. The business operates in compliance with national and international requirements and regulations.

There have been no oil spills in 2022.

To reduce emissions from the vessels and prepare for IMO 2020, exhaust gas scrubber was installed on Falcon in 2020.

The Company aims to be a workplace free from discrimination on the basis of gender, race or religion on matters such as pay, promotion and recruitment, and aims to offer equal opportunities to men and women.

The Company's reporting obligations under the Norwegian Transparency Act will be published before 30 June 2023.

### True and fair view

It is the view of the Board of Directors that these financial statements give a true and fair view of the results and cash flows during 2022 and the financial position at 31 December 2022.

Oslo, 31 May 2023  
Board of Directors of Seaway Falcon AS

*Stuart Fitzgerald*

Stuart Fitzgerald (May 31, 2023 14:50 GMT+1)

Stuart Fitzgerald  
Chairman

*Maria Eidesvik*

Maria Eidesvik (May 31, 2023 19:52 GMT+2)

Maria Eidesvik  
Board member

*Roald Kaper*

Roald Kaper (May 31, 2023 15:47 GMT+2)

Roald Kaper  
Board member



## Seaway Falcon AS

### Income statement

in USD 1000	Note	2022	2021
Freight revenue		10,459	14,113
<b>Total operating income</b>		<b>10,459</b>	<b>14,113</b>
Voyage expenses		-4,915	-5,411
Ship operating expenses		-3,357	-3,454
Depreciation of fixed assets	2	-2,337	-2,473
Other operating expenses	3	-341	-1,373
<b>Total operating expenses</b>		<b>-10,950</b>	<b>-12,712</b>
<b>Operating profit (-loss)</b>		<b>-491</b>	<b>1,401</b>
Interest income from group companies	4	6	30
Net foreign exchange		-97	-33
Interest expense to group companies	4	-98	-190
Other Interest expense		-	-2
<b>Net financial items</b>		<b>-189</b>	<b>-195</b>
<b>Profit (-loss) before taxes</b>		<b>-680</b>	<b>1,206</b>
Income tax expense	5	-6	-
<b>Net profit (-loss)</b>		<b>-686</b>	<b>1,206</b>



## Seaway Falcon AS

### Balance sheet

In USD 1000	Note	31.12.2022	31.12.2021
Vessels	2	15,471	14,112
Other fixed assets	2	4	15
<b>Total fixed assets</b>		<b>15,475</b>	<b>14,127</b>
<b>Total non-current assets</b>		<b>15,475</b>	<b>14,127</b>
Inventories		983	1,349
Accounts receivable		1,279	3,016
Receivables from group companies	4	-	5,755
Other receivables		670	476
<b>Total receivables</b>		<b>1,949</b>	<b>9,248</b>
<b>Total current assets</b>		<b>2,932</b>	<b>10,597</b>
<b>Total assets</b>		<b>18,407</b>	<b>24,724</b>



## Seaway Falcon AS

### Balance sheet

In USD 1000	Note	31.12.2022	31.12.2021
Share capital	6	44	44
Share premium		14,143	14,143
<b>Total paid-in capital</b>		<b>14,187</b>	<b>14,187</b>
Other equity		-1,551	-866
<b>Total retained earnings</b>		<b>-1,551</b>	<b>-866</b>
<b>Total equity</b>	<b>7</b>	<b>12,636</b>	<b>13,322</b>
Debt to group companies	4	3,635	4,541
Accounts payable		46	608
Current tax payable	5	6	6
Other current liabilities		2,084	6,247
<b>Total current liabilities</b>		<b>5,771</b>	<b>11,402</b>
<b>Total liabilities</b>		<b>5,771</b>	<b>11,402</b>
<b>Total equity and liabilities</b>		<b>18,407</b>	<b>24,724</b>


Oslo, 31 May 2023  
Board of Directors of Seaway Falcon AS

  
Stuart Fitzgerald (May 31, 2023 14:50 GMT+1)

Stuart Fitzgerald  
Chairman

  
Maria Eidesvik (May 31, 2023 19:52 GMT+2)

Maria Eidesvik  
Board member

  
Roald Kaper (May 31, 2023 15:47 GMT+2)

Roald Kaper  
Board member



## Seaway Falcon AS

### Cashflow statement

<b>in USD 1000</b>	<b>2022</b>	<b>2021</b>
Profit (-loss) before taxes	-680	1,206
Paid taxes	-6	-7
Depreciation	2,337	2,473
Change in inventories	366	-313
Change in accounts receivable	1,737	-1,896
Change in accounts payable	-562	13
Change in other current items	-713	6,575
<b>Net cash flow from operating activities</b>	<b>2,479</b>	<b>8,051</b>
Investments on vessels and other fixed assets	-3,693	-1,879
<b>Net cash flow used in investment activities</b>	<b>-3,693</b>	<b>-1,879</b>
Net payments intercompany loans	-2,698	-2,880
Net change in cash pool deposits	3,912	-3,292
<b>Net cash flow from financing activities</b>	<b>1,214</b>	<b>-6,172</b>
<b>Net change in cash and cash equivalents</b>	-	-
Cash and cash equivalents at the start of the reporting period	-	-
<b>Cash and cash equivalents at the end of the reporting period</b>	-	-



## Seaway Falcon AS

### Notes to financial statements

#### General information

In February 2022 the Company changed its name from OHT Falcon AS to Seaway Falcon AS.

#### Note 1 Accounting principles

##### **General**

These financial statements have been prepared in accordance with the 1998 Norwegian Accounting Act and generally accepted accounting principles in Norway (N-GAAP).

Unless otherwise expressed, all amounts in these notes are in USD thousands.

##### **Revenue recognition**

Revenues from voyage charters are recognized based on percentage of completion over the estimated length of each voyage, on a load-to-discharge basis. Distribution of voyage expenses are based on the same principles.

##### **Use of estimates**

The preparation of financial statements in accordance with N-GAAP requires management to make judgments, estimates and assumptions that may affect assets, liabilities, revenues, expenses and information in notes to the financial statement. Estimates are management's best assessment based on information available at the date the financial statements are authorized for issue. Actual results may differ from these estimates. Such changes will be recognized when new estimates can be determined with certainty.

##### **General rules for valuing and classifying assets and liabilities**

Current assets and short-term liabilities include items due less than one year from the balance sheet date, and items related to the operating cycle. Other assets are classified as non-current assets. Financial liabilities are presented as current if the liability is due to be settled within 12 months after the financial position date, whereas liabilities with the legal right to be settled more than 12 months after the financial position date are classified as non-current.

Current assets are valued at the lower of cost or net realizable value. Short-term debt is recorded in the balance sheet at the nominal amount at the time the debt is established. Non-current assets are valued at cost but are written down to net realizable value if a reduction in value is not expected to be of a temporary nature. Fixed assets with a limited useful life are depreciated according to a straight-line depreciation plan over its useful life.

##### **Vessels**

Vessels are stated at historical cost less accumulated depreciation and impairment losses, if any. Depreciation is calculated on a straight-line basis over the vessel's useful life, taking residual values into consideration. Impairment losses will be recognized when the vessels carrying amount exceeds its recoverable amount. Recoverable amount is the higher of net realizable value and value in use.

##### **Periodic maintenance**

Costs related to major inspections/classification (dry-docking) are recognized as part of the carrying amount of the vessels if certain recognition criteria are satisfied. The recognition is made when the dry-docking has been performed and is depreciated based on estimated time to the next dry-docking. Any remaining carrying amount of the cost of the previous inspection is derecognized.

##### **Inventory**

Inventory mainly comprise fuel and lube oils on board. Inventory is recognized at its cost. Consumption is recognized using the first-in-first-out principle.

##### **Receivables**

Current trade receivables and other receivables are recorded at their nominal value less provisions for bad or doubtful debt.



## Seaway Falcon AS

### Currency

The financial statements are presented in USD, which is the Company's functional currency. Transactions in foreign currencies are recorded at the exchange rate in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the financial position date. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

### Ordinary taxation

The Company qualifies for taxation under the Norwegian tonnage tax regime, which means operating profit and loss is exempt from taxation/non-deductible. Companies in the tonnage tax regime are paying income tax based on their interest income after deduction of financial expenses and a portion of interest expenses. A portion of net currency gains or losses are also added or deducted. These portions are calculated based on the financial assets/total assets ratio. Tonnage tax is calculated based on the vessels net tonnage and expensed as an operating expense.

### Cash flow statement

The cash flow statement is prepared based on the indirect method.

### Related parties

Information on, and transactions with, related parties are disclosed in connection with the relevant accounting item or in the appropriate place of the interim report.

### Note 2 Fixed assets

in USD 1000	Vessels	Periodic maintenance	Work in progress	Other fixed assets	Total
Cost 01.01.2022	65,208	3,423	1,871	82	70,584
Additions	-	-	3,693	-	3,693
Transfer between asset classes	2,982	2,197	-5,179	-	-
Disposal	-	-	-	-8	-8
<b>Cost 31.12.2022</b>	<b>68,190</b>	<b>5,620</b>	<b>385</b>	<b>74</b>	<b>74,269</b>
Accumulated depreciation and write down 01.01.2022	53,329	3,062	-	66	56,457
Depreciation in 2022	1,533	800	-	4	2,337
<b>Accumulated depreciation and write down 31.12.2022</b>	<b>54,862</b>	<b>3,862</b>	<b>-</b>	<b>70</b>	<b>58,794</b>
Carrying amount 31.12.2021	11,879	361	1,871	15	14,127
<b>Carrying amount 31.12.2022</b>	<b>13,328</b>	<b>1,758</b>	<b>385</b>	<b>4</b>	<b>15,475</b>
Useful life	25 years	2,5-5 years	-	5 years	
Remaining depreciation schedule	4 years	-	-	1 year	
Depreciation method	Linear	Linear	-	Linear	

Work in progress comprise procurement and advance payments for upcoming periodic maintenance and other additions on the vessel to be carried out in 2023. After this work is completed the depreciation schedule of the vessel will be reassessed.

At each Balance Sheet date, the Company assesses whether there is any indication that non-financial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of the asset's fair value less costs of disposal and its value-in-use. Where the carrying amount of an asset exceeds its recoverable value, the asset is considered impaired.

An impairment test was performed on the balances of property, plant and equipment at 31 December 2022, no impairment charges were recognised (2021: nil).



## Seaway Falcon AS

### Note 3 Employees, management benefits etc.

The Company has no employees and consequently no occupational pension scheme pursuant to the occupational pension law. The Board of Directors did not receive any directors' fees, nor are there any loans, guarantees or other security for the benefit of the Board of Directors.

Expensed fee to auditors for statutory audit services in 2022 was 2 (excl. VAT).

### Note 4 Related party transactions

#### (i) Income and expenses

In order to conduct the day-to-day business, the Company purchases services from related parties. Commercial, operational and administrative services are conducted by other companies in the same group. All transactions with related parties, including interests on any loans, are conducted on market terms under management agreements.

In 2021, technical management of the Company's vessel is performed by OHT Technical Management Ltd and crewing services by Songa Crew Management Ltd. Both these Companies are indirectly owned and controlled by Songa Corp. Songa Corp was indirectly the majority shareholder of the Company up to 1 October 2021. The table below states the total amounts for related party purchases and shows numbers for the entire year of 2021.

in USD 1000	2022	2021
Operating expenses:		
Companies in the same group	826	1,528
Finance income:		
Companies in the same group	6	30
Finance expenses:		
Companies in the same group	98	190

#### (ii) Year end balances:

in USD 1000	Receivables		Liabilities	
	31.12.2022	31.12.2021	31.12.2022	31.12.2021
Loans	-	1,843	-	4,541
Other receivables / liabilities	-	-	315	364
Net cash pool deposits	-	3,912	3,320	-

In 2021, the parent company, Seaway 7 Heavy Transport AS, is the banks counterpart and formally the owner of any cash balances in the cash pool. The Company's net cash balance in the cash pool contain total cash balances after deduction of any overdrafts. 3,912 is net deposit in a cash pool.

In 2022, the Company has entered into Subsea 7 Group's Working Capital Agreement and an automated sweeping mechanism setup, whereby any surplus funds are deposited with Subsea 7 Treasury Ltd (STL) overnight, conversely any overdrawn positions are funded by STL.



## Seaway Falcon AS

### Note 5 Taxes

in USD 1000	2022	2021
Taxable income:		
Profit before tax	-680	1,206
Effects of foreign exchange gains and losses	170	25
Effects of Norwegian tonnage tax legislation	421	-1,269
Taxable income	-89	-38
Tax expense:		
Tax payable	-	-
Change deferred tax	-18	-8
Change deferred tax not recognized	18	8
Tax expense	-	-
Tax payable in balance sheet:		
Tax payable in tax expense	-	-
Tonnage tax payable	6	6
Tax payable in balance sheet	6	6
Deferred tax 31 December:		
Tax loss carry forward	-129	-71
Restricted interests carry forward	-23	-
Temporary differences	-153	-71
Deferred tax asset	33	16
Deferred tax asset not recognized	-33	-16
Carrying amount deferred tax asset	-	-

Deferred tax asset is not recognized

### Note 6 Share capital and shareholder information

	Number of shares	in USD 1000 Share capital
Share capital 31.12.2022	100	44

The share capital in the Company consists of 100 outstanding shares, each with nominal value of NOK 3,000. The share capital amounted to NOK 300,000 equals USD 44,088 converted at historical exchange rates. All shares are fully paid and give equal rights. All shares are owned by Seaway 7 Heavy Transport AS.

The company accounts are consolidated in Seaway 7 ASA's group financial statements. Seaway 7 ASA has address Askekroken 11, 0277 Oslo, Norway. The annual report for Seaway 7 ASA can be downloaded from [www.seaway7.com](http://www.seaway7.com).

### Note 7 Equity

in USD 1000	Share capital	Share premium	Other equity	Total
Equity 01.01.2022	44	14,143	-866	13,322
Net loss 2022	-	-	-685	-685
Equity 31.12.2022	44	14,143	-1,551	12,636



## Seaway Falcon AS

### Note 8 Pledged assets and guarantees

The parent company, Seaway 7 Heavy Transport AS, entered in December 2020 into a revolving credit facility (RCF). The RCF has a three-year term counted from December 2020 and limit of USD 50 million with a step-down to USD 30 million in year three. At year-end 2021 USD 37 million were drawn under the facility. Seaway Falcon AS has provided the following security under this agreement:

- a joint and several guarantee together with Seaway 7 ASA, Seaway Eagle AS, Seaway Osprey AS, Seaway Hawk AS and Seaway Albatross AS
- first priority pledge over earnings, insurance claims, group loans, bank accounts and trade receivables
- first priority ship mortgage over the vessel Falcon

In January 2022 Seaway 7 Heavy Transport AS repaid in full the outstanding amount under its revolving credit facility and the facility was cancelled. Consequently, the joint guarantee was terminated and all pledges released. At year-end 2022, the Company has no pledged assets and guarantees.

### Note 9 Risk factors

The main risk factors for the Company include market risks, operational risks and financial risks.

Market risks include risks associated with the demand and supply for the Company's services as well as political risks.

The Company's operational risks include perils particular to marine operations, including loss of cargo, capsizing, grounding, collision and loss and damage to the vessels from harsh weather conditions.

The risk of increased bunkers prices is normally secured in the freight agreements. If not, hedging contracts are employed.

The Company is exposed to financial risks such as interest rate changes and currency exchange rate fluctuations, as well as credit risk and liquidity risk related to customers and other financial counterparties being unable to honor their obligations.

### Note 10 Subsequent events

No significant post balance sheet events have occurred.














## 2022 6509 Seaway Falcon AS-FS (final)

Final Audit Report

2023-05-31

Created:	2023-05-31
By:	Melanie Jamieson (Melanie.Jamieson@seaway7.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAfoGrOWySfBmHmMaHHNyGkNlagC7vn_5


### "2022 6509 Seaway Falcon AS-FS (final)" History


-  Document created by Melanie Jamieson (Melanie.Jamieson@seaway7.com)  
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-  Document emailed to roald.kaper@seaway7.com for signature  
2023-05-31 - 1:08:32 PM GMT
-  Email viewed by roald.kaper@seaway7.com  
2023-05-31 - 1:46:26 PM GMT
-  Signer roald.kaper@seaway7.com entered name at signing as Roald Kaper  
2023-05-31 - 1:47:40 PM GMT
-  Document e-signed by Roald Kaper (roald.kaper@seaway7.com)  
Signature Date: 2023-05-31 - 1:47:42 PM GMT - Time Source: server
-  Email viewed by stuart.fitzgerald@seaway7.com  
2023-05-31 - 1:49:56 PM GMT
-  Signer stuart.fitzgerald@seaway7.com entered name at signing as Stuart Fitzgerald  
2023-05-31 - 1:50:14 PM GMT
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Medlemmer av Den norske Revisorforening

## INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Seaway Falcon AS

### Opinion

We have audited the financial statements of Seaway Falcon AS (the Company), which comprise the balance sheet as at 31 December 2022, the income statement and statement 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 comply with applicable legal requirements and give a true and fair view of the financial position of the Company as at 31 December 2022 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 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 requirements of the relevant laws and regulations in Norway 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.

### Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors) is 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 board of directors' report contains the information required by legal requirements and 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 or that the information required by legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, 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 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



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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 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 the board of directors 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.

Oslo, 31 May 2023  
ERNST & YOUNG AS

*The auditor's report is signed electronically*

Johan Lid Nordby  
State Authorised Public Accountant (Norway)

Independent auditor's report - Seaway Falcon AS 2022

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## Johan Nordby

Statsautorisert revisor

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Skatteetaten

Vår dato 12.01.2021	Din/Deres dato 11.12.2020	Saksbehandler Nazish Fatima Mohammad
800 80 000 Skatteetaten.no	Din/Deres referanse	Telefon 901 51 930
Org.nr 974761076	Vår referanse 2020/6311559	Postadresse Postboks 9200 Grønland 0134 OSLO

U.off. offl. § 13, sctfv. § 3-1

OHT FALCON AS  
Postboks 1468 Vika  
0116 OSLO  
v/Thomas Rønningen

## Dispensasjon fra kravet om å utarbeide årsregnskap på norsk

Vi viser til deres søknad om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk for OHT FALCON AS, org.nr 888891072.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering selskapet dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk, 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.

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

Fra søknaden siteres:

"Vi søker herved om dispensasjon til å utarbeide årsregnskap og årsberetning på engelsk i henhold til regnskapsloven § 3-4 3. ledd hvor det fremgår at dispensasjon vedrørende språk kan gis ved enkeltvedtak. Det søkes om dispensasjon fra og med regnskapsåret som blir avsluttet 31. desember 2020.

Selskapet har til formål å drive offshorevirksomhet og dermed beslektet virksomhet inkludert skipsfart. Innenfor formålet er også å drive erverv, forvaltning, belåning og salg av kapitalgjenstander innenfor offshore og shippingvirksomhet.

Selskapet er datterselskap i OHT-konsernet. Konsernet driver internasjonal skipsfart og virksomhet knyttet til installasjon av vindmøller til havs. Dette er internasjonale bransjer hvor kunder, leverandører og kreditorer er avhengig av engelsk språk for å forstå virksomheten, samt dens resultater og finansielle stilling. Selskapet er notert på Euronext Growth Oslo (merkur market) med delvis spredt eierskap til internasjonale institusjonelle investorer.

Norsk versjon av årsregnskap og årsberetning vil eventuelt kun bli utarbeidet for å tilfredsstille regnskapsloven. Gitt det omfattende arbeidet en full oversettelse innebærer synes ikke nytten å forsvare ressursbruken. Vi søker derfor om dispensasjon."



## Skattekontorets 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 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, kunder og lokalsamfunnet.

Det er etter skattekontorets 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.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I dette tilfellet er det opplyst at selskapet opererer i en internasjonal bransje hvor kunder, leverandører og kreditorer er avhengig av engelsk språk for å forstå virksomheten, samt dens resultater og finansielle stilling. Selskapet er i tillegg notert på Euronext Growth Oslo med delvis spredt eierskap på internasjonale investorer. Skattekontoret finner at disse forholdene samlet tilsier at dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk kan gis.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Inger Mette Dahler  
underdirektør  
Innsats, storbedrift  
Skatteetaten

Nazish Fatima Mohammad



*Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.*