



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 911 400 332
Organisasjonsform: Aksjeselskap
Foretaksnavn: OCEANEERING ROTATOR AS
Forretningsadresse: Hagen 20
4645 NODELAND

Regnskapsår

Årsregnskapets periode: 01.01.2021 - 31.12.2021

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: Arnstein Flå
Dato for fastsettelse av årsregnskapet: 21.06.2022

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, 23.08.2023



Resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Salgsinntekter	13, 18	224 455 596	305 115 772
Sum inntekter		224 455 596	305 115 772
Kostnader			
Varekostnader	18	84 505 074	113 983 467
Lønnskostnader	10, 18	90 434 893	96 085 238
Avskrivninger	6, 10	9 340 187	6 869 433
Andre driftskostnader	16, 18	8 144 262	11 865 404
Sum kostnader		192 424 416	228 803 542
Driftsresultat		32 031 180	76 312 230
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern	18	281 493	2 026 486
Andre finansinntekter	18	233 476	1 069 668
Sum finansinntekter		514 969	3 096 154
Andre finanskostnader	18	2 034 766	803 370
Sum finanskostnader		2 034 766	803 370
Netto finans		-1 519 797	2 292 784
Ordinært resultat før skattekostnad		30 511 383	78 605 014
Skattekostnad på ordinært resultat	5	6 544 189	16 940 413
Ordinært resultat etter skattekostnad		23 967 194	61 664 601
Årsresultat		23 967 194	61 664 601
Overføringer og disponeringer			
Konsernbidrag	9	22 594 858	58 876 113
Overført til/fra annen egenkapital	9	1 372 336	2 788 488
Sum overføringer og disponeringer	9	23 967 194	61 664 601



Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	5	6 195 930	6 367 210
Sum immaterielle eiendeler		6 195 930	6 367 210
Varige driftsmidler			
Tomter, bygninger og annen fast eiendom	6	20 375 164	22 617 666
Maskiner og anlegg	6	35 229 899	19 896 232
Sum varige driftsmidler		55 605 063	42 513 898
Finansielle anleggsmidler			
Investering i annet foretak i samme konsern	17	2 535	2 535
Sum finansielle anleggsmidler		2 535	2 535
Sum anleggsmidler		61 803 528	48 883 643
Omløpsmidler			
Varer			
Varelager	12	68 045 301	75 023 254
Sum varer		68 045 301	75 023 254
Fordringer			
Kundefordringer	3	60 003 080	60 502 319
Andre fordringer	4	1 066 390	1 891 444
Konsernfordringer	4	321 689 936	367 534 193
Sum fordringer		382 759 406	429 927 956
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	2	14 775 387	4 629 739
Sum bankinnskudd, kontanter og lignende		14 775 387	4 629 739
Sum omløpsmidler		465 580 094	509 580 949
SUM EIENDELER		527 383 622	558 464 592



Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	9, 11	42 000 000	42 000 000
Sum innskutt egenkapital		42 000 000	42 000 000
Opptjent egenkapital			
Annen egenkapital	9	318 816 571	317 444 235
Sum opptjent egenkapital		318 816 571	317 444 235
Sum egenkapital		360 816 571	359 444 235
Gjeld			
Langsiktig gjeld			
Andre avsetninger for forpliktelser	7	4 667 000	5 387 000
Sum avsetninger for forpliktelser		4 667 000	5 387 000
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	15	15 452 229	0
Sum annen langsiktig gjeld		15 452 229	0
Sum langsiktig gjeld		20 119 229	5 387 000
Kortsiktig gjeld			
Leverandørgjeld		9 854 702	14 756 459
Betalbar skatt	5	0	0
Skyldige offentlige avgifter	2	6 673 063	8 238 851
Kortsiktig konserngjeld	4	111 429 708	154 577 079
Annen kortsiktig gjeld		18 490 349	16 060 968
Sum kortsiktig gjeld		146 447 822	193 633 357
Sum gjeld		166 567 051	199 020 357
SUM EGENKAPITAL OG GJELD		527 383 622	558 464 592



Oceaneering Rotator AS

Annual report 2021

Board of directors' report

Annual accounts

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

Auditors' report



ANNUAL REPORT

OCEANEERING ROTATOR AS

BUSINESS YEAR 2021

GENERAL

The Company's products comprise hydraulic directional control valves, control valves for injection of chemicals, valve actuators and control systems and are sold to global oil and gas Companies and offshore contractors. All company shares are owned by Oceaneering AS, which is wholly owned by Oceaneering International Inc., USA via Oceaneering Holdings Sarl Luxembourg.

The Company operates from its owned facilities in Nodeland, Kristiansand municipality, Norway.

2021 was marked by a strong start due to several CTV project deliveries that moved out of 2020. The whole year was impacted by the global Covid19 pandemic, however the company stayed operational in this environment. Increased oil price throughout the year. While the Company managed to avoid any impact on its operations in 2021, the most visible impact was a continuous order book depletion throughout the year leading to a weak year-end backlog figure.

The Company's revenue decreased from NOK 305.1 million in 2020 to NOK 224.5 million in 2021. Operating income in 2021 was 32.0 NOK million compared to the previous year NOK 76.3 million.

The directors and officers of Oceaneering are covered under a Director & Officer's Liability Insurance (D&O). The insurance covers legal fees and expenses incurred in responding to, defending or appealing a claim.

ANNUAL ACCOUNTS

In accordance with the Norwegian Accounting Act §3-3a, it is confirmed that the financial statements are prepared on the assumption of a going concern.

The Operating Results in 2021 was NOK 32,031,180. The Result after financial income and costs was NOK 30,511,383.

The net profit for the year was NOK 23,967,194. The following appropriations are proposed:

Group contribution	NOK	22,594,858
Transferred to retained earnings	<u>NOK</u>	<u>1,372,336</u>
Total allocated	<u>NOK</u>	<u>23,967,194</u>

The total equity following above described appropriations is NOK 360,816,571 (68.4%).



The cash flow from operational activities was positive in 2021. Most of the liquidity is transferred to the group. The liquidity situation per 31.12.2020 is considered satisfactory by the board of directors. The company's financial risks are limited as most of the transactions were effectuated in Norwegian Kroner with solid customers, see note 14 in the annual accounting report.

The Board regards the income statement and balance sheet with associated notes as providing accurate information about the operations during the years and the company's position at the end of the year.

INVESTMENTS

A total of NOK 22.4 million was invested by the Company in 2021. Two machining centers and a Flexible manufacturing system with a value of 20.6 NOK million were leased to replace older machines and introducing new technology for more efficient production. One robot welding system with a value of 1.5 NOK million was invested to support further optimization of our manufacturing line.

PRODUCT DEVELOPMENT

The Company sustained its efforts on new products development in 2021. All product development is expensed and not considered as investments. The total expenses for development activities in 2021 were: 17,6 NOK million.

EMPLOYEES AND WORKING ENVIRONMENT

The Company has a fully integrated quality system according to ISO 9001:2015 and is certified by DNV GL. The Company also carries out and documents internal audits on its quality system.

The Company has an agreement and cooperates with a third-party occupational health organization.

The Board and the General Manager are of the opinion that the Company's operations involve negligible impact on the environment.

The total sick leave in 2021 was 4,0% compared to 3% in 2020. We did not experience any Days Away From Work due to Safety in 2021. Despite a higher absence rate with regards to Covid-19 pandemic and our own Covid-19 protocols, we managed to maintain a satisfactory average for the year.

The Board considered the Company's working environment as good.

FUTURE DEVELOPMENT

We still believe that a strong focus on new product developments is important to the future of the Company, so those efforts are expected to continue in 2022 and beyond. The most important focus for us will be to get new products manufacturable, so we are able to scale up without strain to the organization. Compared to 2020, we are in a new phase with new products. From qualified product to assure products are designed to manufacturing.



Going forward we need to select the best strategy for variants of new products and available markets that fits us.

The Company will continue to identify and execute opportunities to digitalize, automate and improve all processes in order to sustain our competitive advantage.

EQUALITY AND DIVERSITY

The Board is not aware that there are any circumstances which are contrary to the law on gender equality and discrimination. Oceaneering Rotator AS aims to provide a workplace where there is full gender equality and the company possesses an international corporate culture with employees from different ethnic and national backgrounds.

Oceaneering Rotator AS had 106 employees at year-end, of which 13 were female. The company operates in an industry where men represent the majority of the workforce.

Oceaneering Rotator AS is working for equality and against discrimination based on gender, pregnancy, parental leave or adoption, care leave, ethnicity, religion, philosophy of life, disability, sexual orientation, gender identity and gender expression and combinations of these.

Gender equality and non-discrimination is integrated into the company's principles, procedures and standards, and the company is working for equality and non-discrimination throughout various personnel areas; recruitment, pay- and working conditions, promotion, development opportunities, facilitation and the possibility of combining work and family life, as well as work against harassment and sexual harassment.

The work is anchored in the Board, management, elected representatives, employees and HR department. There are meetings in different forums whether they are special projects, the Working Environment Committee, management meetings, departmental meetings as well as focus groups with a minimum of four times a year. HR and employee representatives have reviewed all the company's guidelines in the various personnel policy areas.

Nodeland, May 31th, 2022


Bjørn Helliesen
Chairman of the board


Erik F. Sæstad
Board member


Magne Liane
Board member


Kjetil Utsogn
Board member


Arne Hansson
General Manager



Oceaneering Rotator AS

Income statement

	Note	<u>2021</u>	<u>2020</u>
Revenue			
Sales revenue	13, 18	<u>224 455 596</u>	<u>305 115 772</u>
Operating expenses			
Cost of goods sold	18	84 505 074	113 983 467
Payroll expenses	10, 18	90 434 893	96 085 238
Depreciation	6	9 340 187	6 869 433
	10,		
Other operating expenses	16, 18	8 144 262	11 865 404
Total operating expenses		<u>192 424 416</u>	<u>228 803 542</u>
Operating result		<u>32 031 180</u>	<u>76 312 230</u>
Financial income and expenses			
Interest income from group companies	18	281 493	2 026 486
Other financial income	18	233 476	1 069 668
Other financial expenses	18	2 034 766	803 370
Net financial items		<u>-1 519 797</u>	<u>2 292 784</u>
Ordinary result before tax		<u>30 511 383</u>	<u>78 605 014</u>
Tax on ordinary result	5	<u>6 544 189</u>	<u>16 940 413</u>
Net profit or loss for the year		<u>23 967 194</u>	<u>61 664 601</u>
Transferred to/from other equity			
Group contribution	9	22 594 858	58 876 113
Transferred to other equity		1 372 336	2 788 488
Total Transferred to/from other equity		<u>23 967 194</u>	<u>61 664 601</u>



Oceaneering Rotator AS

Balance sheet as of December 31

	Note	<u>2021</u>	<u>2020</u>
Fixed assets			
<i>Intangible assets</i>			
Deferred tax asset	5	6 195 930	6 367 210
Total intangible assets		<u>6 195 930</u>	<u>6 367 210</u>
<i>Tangible assets</i>			
Land, buildings and other real property	6	20 375 164	22 617 666
Machinery and plant	6	35 229 899	19 896 232
Total tangible assets		<u>55 605 063</u>	<u>42 513 898</u>
<i>Financial assets</i>			
Investment in subsidiaries	17	2 535	2 535
Total financial assets		<u>2 535</u>	<u>2 535</u>
Total fixed assets		<u>61 803 528</u>	<u>48 883 643</u>
Current assets			
Inventories	12	68 045 301	75 023 254
<i>Receivables</i>			
Trade receivables	3	60 003 080	60 502 319
Other receivables	4	322 756 326	369 425 637
Total accounts receivable		<u>382 759 406</u>	<u>429 927 956</u>
Cash and cash equivalents	2	14 775 387	4 629 739
Total current assets		<u>465 580 094</u>	<u>509 580 949</u>
Total assets		<u>527 383 622</u>	<u>558 464 592</u>



Oceaneering Rotator AS

Balance sheet as of December 31

	Note	2021	2020
Equity			
<i>Paid-in capital</i>			
Share capital	9, 11	42 000 000	42 000 000
Total paid-in capital		<u>42 000 000</u>	<u>42 000 000</u>
<i>Retained earnings</i>			
Other equity	9	318 816 571	317 444 235
Total retained earnings		<u>318 816 571</u>	<u>317 444 235</u>
Total equity		<u>360 816 571</u>	<u>359 444 235</u>
Liabilities			
<i>Provisions</i>			
Other provisions	7	4 667 000	5 387 000
Liabilities to financial institutions	15	15 452 229	0
Non-current liabilities		<u>20 119 229</u>	<u>5 387 000</u>
<i>Current liabilities</i>			
Trade creditors		9 854 702	14 756 459
Tax payable	5	0	0
Public duties payable	2	6 673 063	8 238 851
Other short-term liabilities	4	129 920 057	170 638 047
Total current liabilities		<u>146 447 822</u>	<u>193 633 357</u>
Total liabilities		<u>166 567 051</u>	<u>199 020 357</u>
Total equity and liabilities		<u>527 383 622</u>	<u>558 464 592</u>

31. December 2021
Nodeland, 31. May 2022

Bjørn Helliesen
Chairman of the Board

Erik Hestnes Sæstad
Member of the Board

Magne Liane
Employee Representative

Kjetil Utsogn
Employee Representative

Arne Hansson
General Manager



Oceaneering Rotator AS

Cash flow statement

	<u>2021</u>	<u>2020</u>
Cash flow from operating activities		
Profit/(loss) before tax	30 511 383	78 605 014
Taxes paid	0	0
Depreciation and amortization	9 340 187	6 869 433
Changes in inventories, trade receivables and trade payables	2 575 435	23 409 391
Changes in other current balance sheet items	-30 657 139	-76 647 725
Net cash flow from operating activities	<u>11 769 866</u>	<u>32 236 113</u>
Cash flow from investing activities		
Purchase of tangible fixed assets	-22 429 861	-1 065 000
Net cash flow investing activities	<u>-22 429 861</u>	<u>-1 065 000</u>
Cash flow from financing activities		
Proceeds from loans to credit institutions	20 626 501	0
Repayments of loans to credit institutions	-2 517 745	
Loans to/from group companies, incl. group contributions (net change)	2 696 886	-31 169 916
Net cash flow from financing activities	<u>20 805 642</u>	<u>-31 169 916</u>
Net change in cash and cash equivalents	10 145 648	1 197
Cash and cash equivalents at 01.01	4 629 739	4 628 542
Cash and cash equivalents at 31.12	<u>14 775 387</u>	<u>4 629 739</u>



Oceaneering Rotator AS

Notes 2021

Note 1 - Accounting Principles

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

Sales revenue

Revenue is recognized at the time of earning. For revenue from sale of service work, revenue is recognized at the time of delivery. For revenue from long-term manufacturing projects, revenue is recognized at the time of completion. For revenue from sale of goods, revenue is recognized at the time of delivery.

Balance sheet classification

Current assets and short term liabilities consist of receivables and payables due within one year, and items related to the inventory cycle. Other balance sheet items are classified as fixed assets / long term liabilities.

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.

Trade and other receivables

Trade receivables and other current receivables are recorded in the balance sheet at nominal value less provisions for doubtful debts. Provisions for doubtful debts are calculated on the basis of individual assessments. In addition, for the remainder of accounts receivables outstanding balances, a general provision is carried out based on expected loss.

Inventories

Inventories, which comprise of own products and purchased goods, are valued at cost according to the FIFO method or anticipated net realizable value, whichever is lower. Work in progress are valued at calculated production cost.

A deduction has been made in respect of obsolete goods.

Foreign currency translation

Transactions in foreign currency are translated at the rate applicable on the transaction date. Balance sheet items in a foreign currency are translated into NOK using the exchange rate applicable on the balance sheet date. Effects from changes in foreign currency is presented as financial income and expenses.

Property, plant and equipment

Property, plant and equipment is capitalized and depreciated over the estimated useful economic life. Direct maintenance costs are expensed as incurred, whereas improvements and upgrading are assigned to the acquisition cost and depreciated along with the asset. If carrying value of a non-current asset exceeds the estimated recoverable amount, the asset is written down to the recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value. Leased assets are reflected in the balances sheet as assets if the leasing contract is considered a financial lease.



Oceaneering Rotator AS

Notes 2021

Research and development

In accordance with the Group's accounting policy, costs for development are expensed on an ongoing basis. Grants to cover development costs are allocated to the reduction of expensed development costs.

Pensions

The company has been included in the early retirement scheme (AFP), LO/NHO - plan. Provision is made for the remaining obligation related to employees in this old plan is per year end. See note 7 for further details. The net pension cost for the period is classified as salaries and personnel costs.

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.

Cash flow statement

The cash flow statement is presented using the indirect method.

Cash and cash equivalents includes cash, bank deposits and other short term highly liquid placement with original maturities of three months or less.

Use of estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts in the profit and loss statement, the measurement of assets and liabilities and the disclosure of contingent assets and liabilities on the balance sheet date. Actual results can differ from these estimates.

Contingent losses that are probable and quantifiable is expensed as occurred.

Note 2 - Bank deposit

Bank deposits include employee's tax deductions of NOK 3 397 455 put on separate, restricted bank account for tax purpose.

Note 3 - Trade receivables

Accounts receivables consist of:

	2021	2020
Accounts receivables, face value	60 065 674	60 552 152
Provision for bad debt	-62 595	-49 833
Total	<u>60 003 080</u>	<u>60 502 319</u>

All receivables are due within one year.



Oceaneering Rotator AS

Notes 2021

Note 4 - Intercompany receivables and payables

<i>Intercompany balance consist of:</i>	2021	2020
Inter Company receivables	321 689 936	367 534 193
Inter Company payables	-111 429 708	-154 577 079
Total	210 260 228	212 957 114

Note 5 - Income taxes

<i>Income tax expenses:</i>	2021	2020
Tax payable	6 372 909	16 606 083
Change deferred tax	171 280	334 330
Total income tax expense	6 544 189	16 940 413

<i>Tax base estimation:</i>	2021	2020
Ordinary result before tax	30 511 383	78 605 014
Permanent differences	-765 067	-1 603 139
Change in temporary differences	-778 549	-1 519 679
	28 967 767	75 482 196
Group contribution	-28 967 767	-75 482 196
Tax base	0	0

<i>Temporary differences outlined</i>	2021	2020
Fixed assets	-14 107 661	-14 259 956
Inventory	-9 250 000	-9 150 000
Receivables	-62 595	-49 833
Gain and loss accounts	-76 061	-95 076
Provision for liabilities	-4 667 000	-5 387 000
Total	-28 163 316	-28 941 865

Deferred tax liability / Deferred tax asset (-) (22%) -6 195 930 -6 367 210

Explaining why total income tax expense not equal 22% of result before tax

	2021
Expected income taxes, statutory tax rate 22%	6 712 504
Permanent differences (22%)	-168 315
Income tax expense	6 544 190

Effective tax rate *) 21,45 %

*) Income tax expense in % of result before tax

<i>Tax Payable on the balance sheet</i>	2021	2020
Tax Payable	6 372 909	16 606 083
Effect of group contribution	-6 372 909	-16 606 083
Total	0	0



Oceaneering Rotator AS

Notes 2021

Note 6 - Tangible assets

	Buildings and other fixed property	Machinery, office equipment and other equipment	Land	Total
Acquisition cost 31.12.2020	51 904 760	85 465 033	5 378 178	142 747 970
Acquisition 2021	0	22 429 861	0	22 429 861
Acquisition cost 31.12.2021	51 904 760	107 894 893	5 378 178	165 177 831
Acc.depreciation 31.12.2021	-36 907 774	-72 664 994	0	-109 572 768
Net carrying amount at 31.12.2021	14 996 986	35 229 899	5 378 178	55 605 063
Depreciation for the year	2 242 502	7 097 685	0	9 340 187

Useful economic life

10-20 years

5-10 years

Amortization plan

Straight-line

Straight-line

Right of use assets for financial lease agreements amount to NOK 17,969,251 of the book value of machinery, office equipment and other equipment as at 31 December 2021. Depreciation of right of use assets in 2021 was NOK 2,657,250. NOK 20,626,501 of the additions in 2021 are related to right of use assets.

Note 7 - Guarantee liabilities

As of 31.12.21 the company has provided for a guarantee liability of kr 4 667 000 (2020: kr 5 387 000) to cover future potential claims.

Note 8 - Pensions

The company is required to have an occupational pension scheme in accordance with the Norwegian law on required occupational pension ("lov om obligatorisk tjenestepensjon"). The company's pension scheme meets the requirements of that law.

The company participates in the LO / NHO scheme, which means that all employees can choose to retire early from the age of 62. The AFP scheme is not a disability pension scheme, but a scheme that provides a lifelong supplement to the ordinary pension. Employees can choose to take out the AFP scheme from the age of 62, also in addition to working, and it provides additional earnings for work up to 67 years. The AFP scheme is a defined benefit multi-company pension scheme, and is financed through premiums that are set as a percentage of salary. There is currently no reliable measurement and allocation of obligations and funds in the scheme. For accounting purposes, the scheme is treated as a defined contribution pension scheme where premium payments are expensed on an ongoing basis and no provisions are made in the accounts. There is no fund-raising in the scheme and it is expected that the premium level will increase for the coming years.

This year's expensed pension premium for defined contribution and AFP schemes amounts to NOK 5 632 633.



Oceaneering Rotator AS

Notes 2021

Note 9 - Equity

	Share capital	Other equity	Total equity
Equity 01.01.21	42 000 000	317 444 235	359 444 235
Profit for the year	0	23 967 194	23 967 194
Group contribution	0	-22 594 858	-22 594 858
Equity 31.12.21	42 000 000	318 816 571	360 816 571

Note 10 - Wage costs, number of employees, remuneration, loans to employees and auditor's fee

Wage costs	2021	2020
Salaries	72 835 645	78 921 873
Payroll tax	11 390 973	11 923 469
Pension costs	5 632 633	5 643 974
Other payments	575 642	-404 078
Total	90 434 893	96 085 238

Company employed average of 100 FTE in 2021.

General Manager has an agreement including profit sharing. There is no obligation to pay extraordinary remuneration in the event of termination of employment. There is no obligations pertaining to options and similar rights which entitle employees to subscribe for the company's shares.

No loan or security is granted in favor of employees or members of the board of directors.

Benefits to senior executives

	General manager	Board of Directors
Salary	3 344 698	
Other remuneration	11 890	201 260

We have changed General Manager in October 2021, benefits for Christophe Reymann was 3077788, and for Arne Hansson 278800.

The company is required to have an occupational pension scheme in accordance with the Norwegian law on required occupational pension ("lov om obligatorisk tjenestepensjon"). The company's pension scheme meets the requirements of that law.

Remuneration to auditors 2021 (excl. VAT)

Fees to the company auditor (expensed group accounts in Houston)	227 000
Other related services	41 250



Oceaneering Rotator AS

Notes 2021

Note 11 - Share capital and shareholder information

Share capital consist of:

	Numbers of shares	Nominal value	Balance Value
Share capital	42 000	1 000 NOK	42 000 000

Number of shares Voting 31.12:

	Ordinary shares	Ownership	Voting rights
Oceaneering AS	42 000	100 %	100 %
Total	42 000	100 %	100 %

Note 12 - Inventories

	2021	2020
Work in progress	4 082 321	7 899 831
Raw materials and semi-finished goods	73 212 980	76 273 423
Inventory obsolescence provision	-9 250 000	-9 150 000
Total	<u>68 045 301</u>	<u>75 023 254</u>

Note 13 - Sales of goods

<i>Geographical distribution</i>	2021	2020
Norway	126 496 500	136 048 731
Export	97 959 096	169 067 041
	<u>224 455 596</u>	<u>305 115 772</u>

The revenue from the company's operation is mainly from sale of valves.

Note 14 - Financial risks

In general the company do not use financial instruments and the company's need for funding and financial support is handled through the finance department in Oceaneering International Inc. in Houston, USA.

Interest rate risk

The interest on intercompany receivables and payables are related to floating rate of interest.

Currency risk

A significant part of the company's business is based on NOK. However the company have some contracts in foreign currencies – mainly in USD. If possible the company will try to do procurement in the same currency in order to reduce the risk for changes in the exchange rate.

Liquidity risk

The cash position is comfortable and the need for cash support is arranged inter company.

Credit risk

As the company mainly do business with large and reputable companies in the oil- and gas industry, the risk related to loss on receivables is considered to be low. For several years the company has only suffered insignificant losses. We see impact of COVID-19 to have little risk.



Oceaneering Rotator AS

Notes 2021

Note 15 - Leasing liability

	2021	2020
Leasing liabilities less than 1 year	2 656 527	0
Leasing liabilities 1 to 5 year	10 091 251	0
Leasing liabilities more than 5 year	5 360 977	0
Total	<u>18 108 756</u>	<u>0</u>

Note 16 - Development costs

During the financial year, development work was carried out on electronic injection valves and other of the company's products. In accordance with the Group's policy, recognized development costs amount to MNOK 17.6.

Note 17 - Subsidiaries and associates

Company	Location	Share ownership	Voting rights
Oceaneering Grayloc Connection Systems Sdn Bhd	Malaysia	1 %	1 %

Investments - cost method

Name of company	Share capital	Number of shares	Face value	Book value
Oceaneering Grayloc Connection Systems Sdn Bhd	MYR 100		1 MYR	2 535

Note 18 - Intercompany Transactions

	2021	2020
Sales Revenue	202 570	219 483
Cost of goods sold	1 028 686	887 277
Payroll expenses	-1 503 791	-575 696
Other operating expenses	1 427 391	1 454 241
Interest income from group companies	281 493	2 026 486
Other financial income	0	1 064 969
Other financial expenses	1 051 146	0

Note 19 Events after the reporting period

The war in Ukraine create uncertainty around rawmaterial prices and deliveries. Oil prices has increased since year end, but due to long project cycle effect is not visible in short time.





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Statsautoriserte revisorer
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Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Oceaneering Rotator AS

Opinion

We have audited the financial statements of Oceaneering Rotator AS (the Company), which comprise the balance sheet as at 31 December 2021, 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 2021 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 and the general manager) 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.

Kristiansand, 21 June 2022
ERNST & YOUNG AS

The auditor's report is signed electronically

Espen Fyllingen
State Authorised Public Accountant (Norway)

Independent auditor's report - Oceaneering Rotator AS 2021

A member firm of Ernst & Young Global Limited

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Espen Fyllingen

Oppdragsansvarlig partner

På vegne av: EY

Serienummer: 9578-5999-4-2137889

IP: 145.62.xxx.xxx

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Skatteetaten

Vår dato
29.11.2019

Din/Deres dato
18.10.2019

Saksbehandler
Joakim Engebretsen

800 80 000
Skatteetaten.no

Din/Deres referanse

Telefon
92251412

Org.nr
974761076

Vår referanse
2019/6629638

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Postboks 9200 Grønland
0134 OSLO

U.off. offl. § 13, sktvl. § 3-1

OCEANEERING ROTATOR AS
Postboks 24
4685 NODELAND

Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk

Vi viser til Oceaneering Rotator AS' søknad om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering selskapet dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at engelsk språk benyttes i stedet ved utarbeidelsen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

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:

Oceaneering Rotator AS (911 400 332) er et oljeservice selskap lokalisert på Nodeland, Vest Agder. Selskapet er datterselskap av Oceaneering International Inc. som er et amerikansk børsnotert selskap med hovedkontor i Houston, Texas. Selskapet har følgende 3 døtre i Norge:

- Oceaneering AS (932 925 753)
- Oceaneering Rotator AS (911 400 332)
- Oceaneering Asset Integrity AS (965 591 095)

Oceaneering Asset Integrity AS har mottatt dispensasjon til å utarbeide årsregnskap og årsberetning på annet spåk enn norsk.

Selskapets eiere er engelskspråklige og vil ikke ha mulighet for å forstå årsregnskap og årsberetning på norsk. I tillegg er de fleste av selskapet kunder og leverandører internasjonale selskap innen oljesektoren, med engelsk som arbeidsspåk. Oceaneering Rotator AS mottar i hovedsak finansiering av morselskapet ved behov.



Basert på overnevnte vurderinger og behov ønske selskapet tillatelse til å kunne utarbeide årsregnskap og årsberetning på engelsk for Oceaneering Rotator AS.

Skattekontores 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 kommunikasjon med de fleste av kunder og leverandører skjer på engelsk. Selskapets eiere er engelskspråklige og vil ikke ha mulighet for å forstå årsregnskap og årsberetning på norsk. 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

Roar Thorbjørnsen
underdirektør
Innsats, storbedrift
Skatteetaten

Joakim Engebretsen

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.