



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 888 131 442
Organisasjonsform: Aksjeselskap
Foretaksnavn: DOF SUBSEA NORWAY AS
Forretningsadresse: Thormøhlens gate 53C
5006 BERGEN

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: Forenklet IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Knut Søråsdekkan
Dato for fastsettelse av årsregnskapet: 26.06.2023

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, 29.05.2026



Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Operating income	4,14	885 259 000	482 751 000
Sum inntekter		885 259 000	482 751 000
Kostnader			
Time charter vessel	14	166 372 000	84 863 000
Purchase of goods and services	14	465 604 000	272 116 000
Payroll expenses	6	86 218 000	61 419 000
Depreciation	9	7 346 000	6 225 000
Other expenses	14	39 899 000	32 514 000
Sum kostnader		765 439 000	457 137 000
Driftsresultat		119 820 000	25 614 000
Finansinntekter og finanskostnader			
Annen renteinntekt		1 273 000	189 000
Realized gain on financial instruments		8 767 000	5 588 000
Sum finansinntekter		10 040 000	5 777 000
Financial expenses		7 971 000	980 000
Unrealized loss on financial instruments		2 007 000	6 330 000
Rounding error			-1 000
Sum finanskostnader		9 978 000	7 309 000
Netto finans		62 000	-1 532 000
Ordinært resultat før skattekostnad		119 882 000	24 082 000
Tax expenses	8	-7 456 000	21 946 000
Ordinært resultat etter skattekostnad		127 338 000	2 136 000
Årsresultat		127 338 000	2 136 000



Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	8	30 947 000	
Sum immaterielle eiendeler		30 947 000	
Varige driftsmidler			
Machinery and Systems	10	4 292 000	8 291 000
Office Equipment	10	587 000	307 000
Right of Use Asset	10	11 827 000	4 432 000
Sum varige driftsmidler		16 706 000	13 030 000
Sum anleggsmidler		47 653 000	13 030 000
Omløpsmidler			
Varer			
Fordringer			
Trade receivables		64 868 000	129 693 000
Accrued uninvoiced income	5	44 951 000	35 606 000
Other current receivables		10 646 000	1 128 000
Konsernfordringer		244 597 000	84 620 000
Sum fordringer		365 062 000	251 047 000
Sum omløpsmidler		365 062 000	251 047 000
SUM EIENDELER		412 715 000	264 077 000
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	13	235 830 000	235 830 000
Sum innskutt egenkapital		235 830 000	235 830 000



Balanse

Beløp i: NOK	Note	2022	2021
Opptjent egenkapital			
Udekket tap	13	12 994 000	139 627 000
Sum opptjent egenkapital		-12 994 000	-139 627 000
Sum egenkapital		222 836 000	96 203 000
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Langsiktig konserngjeld	10,14	7 535 000	
Other non-current liabilities	10	1 047 000	2 435 000
Sum annen langsiktig gjeld		8 582 000	2 435 000
Sum langsiktig gjeld		8 582 000	2 435 000
Kortsiktig gjeld			
Leverandørgjeld		22 505 000	1 355 000
Public duties payable		5 016 000	2 068 000
Kortsiktig konserngjeld	10,14	146 682 000	132 662 000
Other current liabilities	10	7 094 000	29 354 000
Sum kortsiktig gjeld		181 297 000	165 439 000
Sum gjeld		189 879 000	167 874 000
SUM EGENKAPITAL OG GJELD		412 715 000	264 077 000



To the General Meeting of DOF Subsea Norway AS

Independent Auditor's Report

Opinion

We have audited the financial statements of DOF Subsea Norway AS (the Company), which comprise the statement of financial position as at 31 December 2022, the statement of comprehensive income and statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by 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

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

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

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

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

PricewaterhouseCoopers AS, Sandviksbodene 2A, Postboks 3984 - Sandviken, NO-5835 Bergen
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Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with simplified application of International Accounting Standards according to the Norwegian Accounting Act section 3-9, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Bergen, 26 June 2023

PricewaterhouseCoopers AS

Marius Kaland Olsen
State Authorised Public Accountant
(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

Signers:

Name	Method	Date
Olsen, Marius Kaland	BANKID	2023-06-26 21:00

This document package contains:

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



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.



DOF SUBSEA NORWAY AS

ANNUAL REPORT 2022



DOF Subsea Norway AS Directors' Report 2022

DOF Subsea Norway AS (the Company) is part of the DOF Group ASA (the Group), and was founded in April 2005. During the years of operation, the Company has been a provider of subsea services. The Company's headquarter is located in Bergen, Norway.

The O&G markets have continued to improve in 2022, and there has also been an increased demand for vessels within the renewable markets. The Group achieved an average utilisation of its fleet of 86% through the year, and significant better performance compared to previous year especially within the Subsea IMR project segment. The Group has further maintained its strong position within environmental and social sustainability, including investing in systems and equipment to improve environmental performance.

The Group had, since 2nd quarter 2020, been in negotiations with the financial creditors to secure a sustainable refinancing solution for the Group. A Restructuring Agreement (RA) was signed in June 2022 with the secured lenders and the bondholders, which among others included conversion of debt of approximately NOK 6 billion and new loan facilities for the Group. The RA was implemented and completed on 22 March 2023.

Business Concept and Vision

DOF Subsea Norway AS (the Company) is a vendor of subsea services and is performing advanced seabed mapping, subsea inspection and subsea construction services from state-of-the-art DP vessels with the latest available technology with competent and experienced project and marine manning.

The Company is a part of the DOF Subsea Group and has developed a long-term strategy aligned with the Group's strategy and vision: 'The DOF Group is a trusted and leading partner, delivering services globally for a sustainable utilisation of offshore energy and other resources.'

The Company is part of the DOF Subsea Atlantic Region. This Business Area consists of five operating legal entities in the DOF Subsea Group located in UK, Angola and Ghana, in addition to Norway.

Operational Events 2022

During 2022, the Company completed one FSV contract for an international company in Angola utilising Skandi Seven. The FSV contract was extended to end November 2023.

The Company has also during the year completed phase 1 of the offshore installation of mooring and the Hywind Tampen floating wind turbines via the Aker Solutions (former Kværner)/DOF Subsea (KDS) Joint Venture to Equinor. The vessels Skandi Skansen and Skandi Iceman were used for this project.

Furthermore, the Company had several decommissioning projects for Norwegian and Irish clients, utilising the vessels Skandi Acergy, Skandi Hera and Skandi Constructor.

In addition, the Company has worked under the 5 years IMR frame agreement for ConocoPhillips on the Ekofisk field, utilising Skandi Huguen.

Shareholders

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

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

Human Resources

The Company's business and operation of the vessels are administered from the offices at Thormøhlens gate 53C Bergen.

It is a set goal for the DOF Group, as well as for the Company, to offer an equal opportunity workplace. Traditionally, the vessel crews are dominated by men, and the Company has set an objective to gradually increase the number and the portion of the female sea workers. The Board has not required the Company to take any specific initiative in addition to the set objective.

Social and environmental sustainability

Having sustainable operations is important for the Company. The successful balance between social, environmental and economic elements allows the Company to develop 'Sustainable Operations'. This ensures that the Company remains commercially feasible, socially acceptable and works within the capacity of the external environment.

The Company acts responsibly and ethically everywhere it operates, and the Company's operations and decisions



are guided by the values – Respect, Integrity, Teamwork, Excellence – RITE – and above all we are Safe. This ensures honest, fair and equitable operations, protecting and building the Group's reputation.

'Safe the RITE way' is the guiding philosophy by which the Company safeguards its people, external environment, vessels, and subsea assets. 'Safe the RITE way' is the umbrella for the safety program which brings together core values and connects them to strategic areas for sustainable operations.

The Company is guided by the articles of association, the Corporate Governance and Company policies, combined with the Group's Code of Business Conduct, ensuring that the Company's operations consider the interests of all stakeholders.

The Company promotes transparency and standard disclosure of information relating to key sustainability aspects. As part of this, the Group reports key environmental performances through the Carbon Disclosure Project and the Global Reporting Initiative.

For detailed reporting on social and environmental sustainability, please find the DOF Subsea Integrated Annual Report on www.dofsubsea.com.

Employees

The employees are the Company's most important resource. Human Resources are recognized as the key business enabler, and the Company is committed to continuously improve the process which support managing the Company's human capital.

The global oil and gas industry has experienced several years with downturn, but the industry showed signs of improvement in 2022. Demand has started to increase and the demand for employees are gradually increasing.

The market is still challenging with regards to contract terms and rates, and the Board of Directors is continuously monitoring the need for the Company to adapt its capacity. The aim going forward will be to keep the capability to maintain the Company's flexible workforce and to retain core competencies.

Equal Opportunities and Anti-discrimination

The Company has a high focus on diversity and equal opportunities. The Board of Directors supports the

promotion of diversity among the Company's employees and has a clear goal of employing the best employees based on their attitude, skills and qualifications.

The Company strives to create equal opportunities for all employees, regardless of their ethnic, background, nationality, descent, colour, language, religion, lifestyle or gender. The Company has a zero-tolerance policy for workplace harassment.

Human Rights and Labor Standards

The Company embraces practices consistent with international human rights and operates its business in compliance with fundamental as well as local labor standards. The Company's policies and standards are based on International Labor Organization (ILO) conventions and they prohibit any use of forced or child labour. The Company recognizes and respects employees' right to freely associate, organize and bargain collectively and the Company's policies are compliant with working hour's requirements as established by local laws.

Several initiatives have been taken during the year to ensure that slavery and human trafficking are not occurring within the supply chain nor in any part of the Group's activities. The Group's human rights and slavery statement is available on the Group's website. In 2022, Amnesty International ranked DOF in the top five global companies based in the Nordics with the best score related to human rights and responsible employer.

Business Integrity and Ethics

Integrity is the core of the Company's business model, both from an internal and external perspective. As one of our governing core values, we continue to focus on integrity throughout our organisation. This ensures sound business practices and decisions determined and executed in accordance with the Code of Business Conduct, promoting everyone to display professional competence, due-diligence, confidentiality and professional behaviour at all times and in everything they do on behalf of the Company.

Anti-corruption and anti-bribery

The Company has a zero tolerance to bribery and corruption. The policy is to conduct all business in an honest and ethical manner. The Code of Business Conduct sets clear expectations for all employees and is supplemented by internal training. It is the Board of Directors' intention that the Company shall be recognized by a high ethical standard.



DOF Subsea Norway AS

The Group's anticorruption and anti-bribery measures are regularly evaluated in order to ensure that sufficient measures are in place.

Compliance to Law

The Company acknowledges, for its internal and external stakeholders, the importance of being a reliable partner, and that is why compliance is a key topic. For the Company, compliance with law and industry standard is important.

External environment

The Group's environmental management system ensures that the operations are effectively managed, and that continuous improvement of environmental performance is achieved. The energy efficiency program of the Group is continuously challenged with the aim to improve environmental performance. During 2022, the focus on energy efficiency has increased by implementing Key Performance Indicators (KPIs) related to environmental performance, e.g. energy consumption and CO₂ emissions. During the year, there have been one loss of secondary containment spills that exceeded the 50-litre threshold to environment in the Group. The DOF Group's total volume of all spills during 2022 was 3,575 litres, whereby 2,112 litres was considered loss of secondary containment.

Climate Change & Emissions to Air

The Company has a number of processes which ensure that direct and indirect activities that influence policy are consistent with Group's overall approach to climate change. Defining and measuring environmental sustainability risks associated with business activities is important for the Company. Investments in systems and equipment have been made in order to record, understand and improve environmental performance. This has been achieved through SEEMP, ISO 14001 and the Carbon Disclosure Project (CDP). Since 2010, the DOF Group has reported key environmental performance through the Carbon Disclosure Project (CDP) and the reporting has directly influenced the development of our Business Management System and the programs established to manage our environmental performance. Through continued focus on technologically advanced vessels and improved environmental culture on all levels of the organization, the Group and the Company strives to achieve the objective of a reduction in CO₂ emissions through reduced fuel consumption.

Continuous improvement of our operations

It is the view of the Board of Directors that continuous improvement helps to reduce risk, improve performance and align ways of working. Through the Group's improvement program, the Company has streamlined and systematised its improvement work. Based on thorough planning, improvement projects have been carried out through the Company's value chain, focusing on standardisation and improved efficiency. The improvement initiatives will continue in 2023.

Health, Safety and Working Environment

During the year the strong COVID measures were brought into normalisation and COVID-19 outbreak treated like influenza-like infection and guided by the Company's medical protocols and HR handbooks. The Group has facilitated "working from home" for all onshore employees, and the Company has entered into agreements with employees which in effect stipulates that every employee has the opportunity to work up to two days per week from home. There has been regular communication to employees with recommendations for physical and mental well-being. The Company has established a HSEQ-system that is founded on Group policies. During the year, the Company once again followed up with very good scores from the annual DNV audit. The Company worked hard throughout 2022 to improve records and plans. Although the adverse market situation has challenged the cost awareness in the company, Health, Environment and Safety still have the highest priority. If any conflict arises between HSE and commercial interests HSE is given priority. The Company focuses to reduce any negative environmental effect from the Company's operations, and annual environmental targets are set and measured. Total sick-leave in 2022 for the entities in the DOF Subsea Atlantic region overall has been 1.79 %.

Alignment towards Norwegian Transparency Act

On 1st of July 2022 the Norwegian Transparency Act entered into force and DOF has been part of the official hearing process on the new law and given concrete proposal on practical means to obey the intension of Transparency Act based on our experience on how we deal with fundamental human rights and decent working conditions globally. The organisation is aligned and prepared for the new requirements. The Group's Transparency Act statement is published on the DOF's website www.dof.com.



DOF Subsea Norway AS

Amounts in NOK thousand

Financial performance

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

The activity in 2022 has been higher than the previous years due to market conditions, resulting in an increase in operating income of 83%. The Company achieved an operating income for the fiscal year 2022 of NOK 885 259 thousand (NOK 482 751 thousand). From 2021, all offshore employees have been employed in the sister company DOF Subsea Norway Offshore AS, and hired in to DOF Subsea Norway AS projects, resulting in a reduced amount of employees in the Company, and increased purchase of services. Total operating expenses at year end were NOK 758 093 thousand (NOK 450 912 thousand). Total operating profit before depreciation (EBITDA) was NOK 127 166 thousand (NOK 31 839 thousand). Net financial result was NOK 62 thousand (NOK -1 532 thousand).

Profit before tax was NOK 119 882 thousand (NOK 24 082 thousand) and profit after tax was NOK 127 338 thousand (NOK 2 136 thousand). Other comprehensive income for the year was NOK 0 thousand (NOK 0 thousand). Total comprehensive income for the year was NOK 127 338 thousand (NOK 2 136 thousand).

The Company's total assets amounted to NOK 412 715 thousand (NOK 264 077 thousand), where total non-current assets amounted to NOK 47 653 thousand (NOK 13 030 thousand). Total current assets were NOK 365 062 thousand (NOK 251 047 thousand).

The Company's total equity was NOK 222 836 thousand (NOK 96 203 thousand). Total liabilities was NOK 189 879 thousand (NOK 167 874 thousand), of which total current liabilities were NOK 181 297 thousand (NOK 165 439 thousand) and non current liabilities were NOK 8 582 thousand (NOK 2 435 thousand).

The Company's net cash flow from operations was NOK 17 336 thousand (NOK -126 377 thousand). Net cash flow from investing activities was NOK -13 613 thousand (NOK -3 623 thousand). Net cash flow from financing activities was NOK -3 723 thousand (NOK 130 000 thousand). As a result, the Company's net cash flow for the year was NOK 0 thousand (NOK 0 thousand).

The Company is part of the Group's cash pool system. The cash pool accounts equal to NOK 121 359 thousand at year end

2022 presented as current receivable from Group companies compared to current liability to Group companies in 2021 (NOK -106 028 thousand).

The Board believes that the information presented in the Directors' report provides a true and fair view of the Company's assets and liabilities, financial position and performance and the Board is continuously evaluating the cash flow and equity situation in the Company.

Financial Market Risk

A portion of the Company's income in 2022 was denominated in foreign currencies. The Norwegian kroner (NOK) have been volatile during the year against the major income currencies, such as USD and GBP.

The Company does not have financial exposure to the changes in the raw materials market for such products as oil and refined-oil products, and to the extent the Company has exposure to such risk it is intended minimised through escalation clauses in the contracts.

The oil price is important for the global demand for the vessels within the subsea industry. The decline in oil price in the years before 2021 decreased the demand for Subsea Services, but with the increase in oil price through 2021 and into 2022 the demand for Subsea Services increased again. Since May 2022, the oil price come down slightly but is still at a high level – supporting a continued good market for Subsea Services.

The Company's trade debtors are primarily large companies and subsea contractors. The portion of receivables that were uncollectable is immaterial and the Board evaluates that the Company's customers have the financial strength to meet their obligations. The Company has a risk related to working capital derived from delayed collection of receivables.

The Company does not take part in any agreements related to interest hedges or foreign exchange hedges.

Please refer to note 3 for further information about the Company's financial market risks.



2022 | DOF Subsea Norway AS Annual Report

DOF Subsea Norway AS

Going Concern

The financial statements are prepared on the assumption of going concern. The Company's and the Group's financial position has since 2019 not been sustainable and standstill agreements with the financial creditors have been applicable for the debt since 2nd Quarter 2020. The RA with the financial creditors was signed in June 2022 and the restructuring was completed in March 2023. Based on the 12 months budget and that the restructuring of the Group is now done, the Board is of the opinion that the Company is in compliance with going concern.

Transfer of profit

The Company's profit for the year was NOK 127 338 thousand (NOK 2 136 thousand). The Board proposes to transfer the profit of NOK 127 338 thousand to accumulated loss reducing the accumulated loss with the same amount.

Events after the period end

On the 23rd of February 2023 the bondholders meeting in each of the DOFSUB07, DOFSUB08 and DOFSUB09 bond issues approved the required changes to the Restructuring Agreement following the commencement of bankruptcy proceeding in DOF ASA.

On the 22nd of March 2023 the restructuring of Group was completed including effectuating of new loan facilities in DOF Subsea Group and conversion of approximately NOK 3 billion of bond loans to equity. From 22 June 2023 shares in DOF Group ASA was re-listed and traded on Oslo Stock Exchange.



DOF Subsea Norway AS

Amounts in NOK thousand

Outlook

The Board is expecting the market in the Subsea/IMR and Renewables market segments to improve in 2023. The risk of lower utilization of the Company's equipment and personnel is considered small.

The business strategy for 2023 is to adapt the Company's business to the market situation. Tendering activity is given high priority, along with continued cost focus and work to retain and develop competence. There is also a focus on repeat business from existing customers, and achieve optimal utilization of the Company's equipment and personnel resources. In addition, the Company will focus on strengthening the cooperation with the companies within the DOF Group in order to increase efficiency and quality of services. The Company will continue to develop and optimize utilization of its resources.


The Company's activity in the beginning of 2023 has been higher than the corresponding period in 2022. The Company is continuously evaluating the organization structure and the manning based on updated market forecasts.

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


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

Bergen, 26 June 2023


The Board of DOF Subsea Norway AS


Marianne Møgster (Jun 26, 2023 18:25 GMT+2)


Marianne Møgster
Chairman

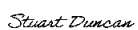

Hilde Drønen (Jun 26, 2023 19:15 GMT+2)


Hilde Drønen
Member of the board


Martin Lundberg (Jun 26, 2023 19:06 GMT+2)

Martin Lundberg
Member of the board


Stig Hammer
Member of the board


Stuart John Mathew Duncan
Member of the board


Jan Kristian Haukeland
General Manager



2022 | DOF Subsea Norway AS Financial Statements

DOF Subsea Norway AS

Amounts in NOK thousand

Financial statements

DOF SUBSEA NORWAY AS



DOF Subsea Norway AS

Amounts in NOK thousand

Statement of comprehensive income

	Note	2022	2021
Operating income and operating expenses			
Operating income	4, 14	885 259	482 751
Total operating income		885 259	482 751
Time charter vessel	14	-166 372	-84 863
Purchase of goods and services	14	-465 604	-272 116
Payroll expenses	6	-86 218	-61 419
Other expenses	14	-39 899	-32 514
Total operating expenses		-758 093	-450 912
Operating profit before depreciation (EBITDA)		127 166	31 839
Depreciation	9	-7 346	-6 225
Operating profit (EBIT)		119 820	25 614
Financial income		1 273	189
Financial expenses		-7 971	-980
Realized gain / loss on financial instruments		8 767	5 588
Unrealized gain / loss on financial instruments		-2 007	-6 330
Net financial income / loss	7	62	-1 532
Profit / loss before tax		119 882	24 082
Tax expenses	8	7 456	-21 946
Profit / loss for the year		127 338	2 136
Other comprehensive income		-	-
Total comprehensive income		127 338	2 136



2022 | DOF Subsea Norway AS Financial Statements

DOF Subsea Norway AS

Amounts in NOK thousand

Statement of financial position

	Note	2022	2021
Assets			
Tangible assets	9	16 706	13 030
Deferred tax assets	8	30 947	-
Total non-current assets		47 653	13 030
Trade receivables		64 868	129 693
Accrued un invoiced income	5	44 951	35 606
Current receivables from Group companies	11, 14	244 597	84 620
Other current receivables		10 646	1 128
Total current assets		365 062	251 047
Total assets		412 715	264 077




DOF Subsea Norway AS

Amounts in NOK thousand


	Note	2022	2021
Equity and liabilities			
Share capital	13	235 830	235 830
Total paid-in capital		235 830	235 830
Accumulated loss	13	-12 994	-139 627
Total equity		222 836	96 203
Non-current liabilities to Group companies	10, 14	7 535	-
Other non-current liabilities	10	1 047	2 435
Non-current liabilities		8 582	2 435
Trade payables		22 505	1 355
Public duties payable		5 016	2 068
Current liabilities to Group companies	10, 14	146 682	132 662
Other current liabilities	10	7 094	29 354
Current liabilities		181 297	165 439
Total liabilities		189 879	167 874
Total equity and liabilities		412 715	264 077

Bergen, 26 June 2023


The Board of DOF Subsea Norway AS


Marianne Møgster (Jun 26, 2023 18:25 GMT+2)

Marianne Møgster
Chairman


Hilde Drønen (Jun 26, 2023 19:15 GMT+2)

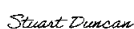
Hilde Drønen
Member of the board


Martin Lundberg (Jun 26, 2023 19:06 GMT+2)

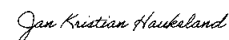
Martin Lundberg
Member of the board



Stig Hammer
Member of the board



Stuart John Mathew Duncan
Member of the board



Jan Kristian Haukeland
General Manager



2022 | DOF Subsea Norway AS Financial Statements

DOF Subsea Norway AS

Amounts in NOK thousand

Statement of cash flow

	Note	2022	2021
Operating profit (EBIT)		119 820	25 614
Depreciation	9	7 346	6 225
Change in trade receivables		64 825	-86 770
Change in trade payables		21 150	-6 260
Change in other working capital		-171 671	-41 708
Exchange rate effect on operating activities		6 760	-741
Cash flows from operating activities		48 230	-103 640
Interest received		1 273	189
Interest paid		-7 971	-980
Tax paid		-24 196	-21 946
Net cash flows from operating activities		17 336	-126 377
Purchase of tangible assets	9	-13 613	-3 623
Net cash flows from investment activities		-13 613	-3 623
Principal payment of lease liabilities	10	-3 723	-
Capital increase	13	-	130 000
Net cash flows from financing activities		-3 723	130 000
Net change in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of the period		-	-
Cash and cash equivalents at the end of the period		-	-



Notes to the financial statements

DOF SUBSEA NORWAY AS



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Notes to the financial statements

1. Corporate information

DOF Subsea Norway AS (the Company) was founded on 15.04.2005. The Company is a vendor of subsea services and is performing advanced seafloor mapping, subsea inspection and subsea construction services from state-of-the-art DP vessels with the latest available technology and highly competent and experienced project and marine manning.

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

DOF Subsea Norway AS is 100% owned by DOF Subsea Atlantic AS, a fully owned subsidiary of DOF Subsea AS.

2. Accounting policies

Summary of significant accounting principles

The financial statements of the Company have been prepared in accordance with the Norwegian Accounting Act § 3-9 and Finance Ministry's prescribed regulations on simplified IFRS. Principally this means that recognition and measurement complies with the International Financial Reporting Standards (IFRS) and presentation and note disclosures are in accordance with the Norwegian Accounting Act and generally accepted accounting principles. The fiscal year is the same as the calendar year.

Going concern

The financial statements for the Company have been prepared on the basis of going concern assumption in accordance with the Norwegian Accounting Act § 3-3a.

The going concern assumption is based on the refinancing that was completed on 22nd March 2023, strong operational performance and the contract coverage. Approximately NOK 5.2 billion of debt in the ultimate parent company, DOF Group ASA, was converted into equity. NOK 3.1 billion of the NOK 5.2 billion has been given effect on equity in DOF Subsea Group.

Group companies

DOF ASA Group are defined as DOF Group ASA and its subsidiaries excluding companies within the subsidiary DOF Subsea Group. DOF Subsea Group are defined as DOF Subsea AS and its subsidiaries.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers, who are identified as the Board of Directors. The chief operating decision-makers are responsible for allocating resources and assessing performance of the operating segments. The Company operates in one business segment: Subsea/IMR projects.

Conversion of foreign currency

a) Foreign currency The functional currency is NOK. The statements are presented in Norwegian Kroner (thousand).

b) Transactions and balances Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the conversion at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive income as financial income or expenses.

Classification of assets and liabilities

Assets are classified as current assets when: -the asset forms part of the entity's operating cycle, and is expected to be realized or consumed over the course of the entity's normal operations; or -the asset is held for trading; or -the asset is expected to be realized within 12 months of balance sheet date.

All other assets are classified as non-current assets.

Liabilities are classified as short-term when:

-the liability forms part of the entity's service cycle, and is expected to be settled in the course of normal production time; or

-liability is held for trading; or

-the entity does not have an unconditional right to postpone settlement of the liability until at least 12 months after balance sheet date.

All other liabilities are classified as non-current.

Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected within one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Contract asset are classified on a separate line as receivables. A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade receivables are recognized initially at nominal amount. An impairment analysis is performed at each reporting period to measure expected credit losses.

Tangible assets

Tangible assets are recognised at cost less accumulated depreciation and accumulated impairment loss. The cost of tangible assets comprises its purchase price and any directly attributable costs of bringing the asset to working condition.

The carrying amount of an asset in the statement of financial position represents the cost less accumulated depreciation and any impairment charges. If significant, the total expenditures are separated into separate groups of components which have different expected useful lives.

Depreciation is calculated on a straight-line basis over the useful life of the asset. Depreciable amount equals historical cost less residual value.

Depreciation commences when the asset is ready for use. The useful lives of tangible assets and the depreciation method are reviewed periodically in order to ensure that the method and period of depreciation are consistent with the expected pattern of financial benefits from the assets.

When tangible assets are sold or retired, their cost and accumulated depreciation and accumulated impairment loss are derecognised and any gain or loss resulting from their disposal is included in the income statement.

Impairment of assets

All assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its



recoverable amount, an impairment loss is recognised in the income statement.

The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of disposal, while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Recoverable amounts are estimated for individual assets or, if this is not possible, for the cash-generating unit. The value in use is determined on the basis of the total estimated discounted cash flow, excluding financing expenses and taxes. In determining impairment, management must make material judgments and estimates to determine whether the discounted cash flows generated by those assets are less than their carrying values, including determining the appropriate discount rate to use. The data necessary for the execution of the impairment test are based on management's estimates of future cash flows, which require estimates to be made for e.g. future day rates, utilization rates and profit margins.

The assumptions used in these cash flows are consistent with internal forecasts. Reversals of impairment losses recognised in previous years are recorded when there is an indication that the impairment losses recognised for the asset no longer exist or have decreased. The reversal is recorded in the income statement.

Leases

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2020. The right of use assets is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If ownership of the right of use assets transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. Lease income from operating leases where the Group is a lessor is recognised as operating revenue on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

Revenue recognition

The Company recognises income in line with the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Operating revenues from services are recognized in proportion to the work performed and is shown net of discounts, value-added tax and other taxes on gross rates.

Some contracts are based on daily rates while others are lump sum/ fixed price contracts. For lump sum projects, contract revenue and expenses are recognised over time in accordance with the stage of completion of a contract. The stage of completion is calculated by dividing contract costs incurred to date by total estimated contract costs. Revenue is recognised in line with the stage of completion.

The method relies on the Company's ability to estimate future costs in an accurate manner over the remaining life of a project. The process

requires judgement, and changes to estimates or unexpected costs resulting in fluctuations in revenue recognition and probability. Cost forecasts are reviewed on a continuous basis and the project accounts are updated in a monthly project manager's report as a result of these reviews. The reviews monitor actual cost of work performed project to date, the estimate cost to complete and the estimate cost at completion. This enables a reliable estimate for the likely outcome in terms of profitability of each project.

As contract revenue, costs and the resulting profit are recognised as the work is performed, costs incurred relating to future activities are deferred and recognised as an asset in the consolidated statement of financial position. Conversely, where revenue is received in advance of costs being incurred, a deferred liability is recognised in the consolidated statement of financial position.

Where the outcome of a project cannot be reliably measured, revenue will be recognised only to the extent that costs are recoverable. Where it is probable that contract costs will not be recovered, it is only costs incurred that are recognised in the consolidated statement of comprehensive income.

Defined contribution plan

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual, or voluntary basis. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Current and deferred income tax

The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. Deferred tax is calculated at relevant tax rates on the basis of the temporary differences which exist between accounting and tax values, and any carry-forward losses for tax purposes at the year-end. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been eliminated. The disclosure of deferred tax benefits on net tax reducing differences which have not been eliminated, and carry-forward losses, is based on estimated future earnings. Deferred tax and tax benefits which may be shown in the statement of financial position are presented net. Deferred tax is reflected at nominal value.

Tax reduction on group contributions given and tax on group contribution received, booked as a reduction of cost price or taken directly to equity, are booked directly against tax in the balance sheet (offset against payable taxes if the group contribution has affected payable taxes, and offset against deferred taxes if the group contribution has affected deferred taxes).

Group contribution is booked in the year when it is approved by the annual general meeting.

Events after the balance sheet date

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

Use of estimates



DOF Subsea Norway AS

Amounts in NOK thousand

The preparation of financial statements in conformity with Norwegian accounting act § 3-9 and Finance Ministry's prescribed regulations from November 3, 2014 on simplified IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Changes in accounting estimates are recognized for the period in which they occurred. If the changes also apply to future periods, the effect of the change is distributed over current and future periods.

Statement of cash flows

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

New standards, amendments and interpretations not yet adopted

New standards and amendments mandatory for annual reporting periods after 31 December 2022 is expected to not be significant for the Company.

3. Financial risk management

The Company's operations include various types of financial risk: market risk (including foreign exchange risk and price risk), credit risk and liquidity risk. The Company's governing risk management strategy focuses on the predictability of the capital markets and seeks to minimize the potential negative effects of the Company's financial results and is handled through the Group parent company DOF Subsea AS and the parent Company DOF Subsea Atlantic AS. The Company consider at all times use of financial derivatives to hedge against certain types of risk.

The Company's risk management is conducted in line with guidelines approved by the Board of Directors in DOF Subsea Group. Accordingly, financial risk is identified, evaluated and hedged if appropriate. The Company has limited direct exposure to changes in raw material prices.

Foreign exchange risk

The Company operates globally and is exposed to foreign exchange risk arising from various currency exposures, basically with respect to USD, NOK and GBP. Foreign exchange risk arises from future commercial transactions, contractual obligations, liabilities and investments in foreign operations. A substantial portion of expenses are in the same currency as revenues, but a greater portion of expenses payable are denominated in NOK.

The Company's reporting currency is NOK. Foreign exchange risk arises when future commercial transactions, contractual obligations and liabilities are denominated in a currency that is not a subsidiaries functional currency. The Company aims to achieve a natural hedge between cash inflows and cash outflows and manages remaining foreign exchange risk arising from commercial transactions, assets and liabilities by forward contracts and similar instrument as appropriate.

Credit and liquidity risk

Credit and liquidity risk arises from cash and cash equivalents and deposit with banks as well as credit exposures to clients. The Company has a policy that limits the amount of credit exposure to any single financial institution and bank and has limited concentration of credit risk towards single financial institution.

Credit exposures are mainly to customers that traditionally have good

financial capability to meet their obligations and high credit rating. The Company's credit risk to clients is therefore considered as low and historical losses have been low.

Liquidity risk management implies maintaining sufficient cash, available funding through committed credit facilities and the ability to close market positions.

Capital structure and equity

The Company's business is capital intensive and the Company may need to raise additional funds through public or private debt or equity financing to execute the Company's strategy and to fund capital expenditures. The main objective in managing the Company's capital structure is to ensure that the Company maintains the best possible credit rating, thereby achieving favourable terms and conditions for the long-term funding of the Company's operations and investments. The Company manages its capital structure and carries out all necessary changes, based on continuous assessments of the economic conditions under which the operations take place. The Company has routines to report cash flow forecasts on a regular basis in order to monitor the Company's future cash positions.

The equity of the Company is positive as of year end 2022 with NOK 222 836 thousand (NOK 96 203 thousand).



2022 | DOF Subsea Norway AS Financial Statements

DOF Subsea Norway AS

Amounts in NOK thousand

4. Operating income and segment information

Operating Income	2022	2021
Sales income	558 812	371 509
Revenue on internal services	326 447	111 242
Total operating income	885 259	482 751

The Company operates in one business segment, "Subsea/IMR projects".

The business conduct is though spread on geographical regions where the risk and expected return are different. The Company divides its business into geographical regions dependent on the nationality of the customer.

Geographical distribution of operating income	2022	2021
Europe and West Africa (ex. Norway)	492 359	326 786
Norway	387 578	154 346
Americas	5 258	1 619
Others	64	-
Total operating income	885 259	482 751

5. Long term contracts

Balance sheet value of projects	2022	2021
Accrued income, not invoiced	44 951	35 606

There is a mixed portfolio of the contracts, where some are based on daily rates and some others are lump sum/fixed price contracts. Lump sum contract income is recognized in accordance with the stage of completion of the contract. Most of the revenue accrued at year end was invoiced and settled during the first quarter of 2023.

6. Payroll expenses, number of employees, remunerations, loans etc.

Payroll expenses	2022	2021
Salaries/wages	45 301	50 510
Social security fees	7 691	6 185
Pension expenses	5 447	1 683
Public grants	-1 353	-1 167
Other remuneration	29 132	4 209
Total payroll expenses	86 218	61 419
Average number of employees	48	41

Remuneration to executives	General manager
Salaries	2 810
Board fee	-
Other remuneration	36



DOF Subsea Norway AS

Amounts in NOK thousand

No loans or securities have been granted to the general manager, the Board or other related parties.

Specification of auditor's fee (excl. VAT)	2022	2021
Statutory audit	435	262
Other assurance services	48	15
Tax advisory services	-	45
Total fees to the auditor	483	322

7. Financial income and expenses

Financial income and expenses	2022	2021
Interest income	1 273	189
Financial income	1 273	189
Interest expenses	-7 856	-581
Guarantee fees to parent company	-83	-399
Other financial expenses	-32	-
Financial expenses	-7 971	-980
Realized gain/loss on currencies	8 767	5 588
Realized gain/loss on financial instruments	8 767	5 588
Unrealized gain/loss on currencies	-2 007	-6 330
Unrealized gain/loss on financial instruments	-2 007	-6 330
Net financial income/loss	62	-1 532

8. Tax

Income tax expense	2022	2021
Change in deferred tax	31 652	-
Withholding taxes and other business taxes	-24 196	-21 875
Income tax expense	7 456	-21 875
Reconciliation of nominal and effective tax rate:	2022	2021
Profit before tax	119 882	24 082
Tax estimated by use of domestic tax rates 22%	-26 374	-5 298
Tax effect of:		
Expenses not deductible for tax purposes	1	5
Utilisation of previously unrecognised tax losses	58 025	5 293
Withholding taxes and other business taxes	-24 196	-21 875
Income tax expense	7 456	-21 875



2022 | DOF Subsea Norway AS Financial Statements

DOF Subsea Norway AS

Amounts in NOK thousand

	2022	2021
Basis for deferred tax		
Fixed assets	-4 554	-2 334
Book value of Leasing Assets net of Lease liability	46	-323
Trade receivables	-27 968	-28 724
Gain/loss account	1 311	1 639
Total temporary differences	-31 165	-29 742
Temporary differences not included as deferred tax (+)	31 165	29 742
Total temporary differences included as deferred tax	-	-
Tax loss carried forward	-349 430	-450 157
Tax loss not included as deferred tax asset	208 761	450 157
Tax loss included as deferred tax asset (-)	-140 669	-
Basis for calculating deferred tax / tax asset (-)	-140 669	-
Deferred tax	-	-
Deferred tax asset	-30 947	-
Total deferred tax / tax asset (-) recognised in the statement of financial position	-30 947	-

Deferred tax asset are recorded in the balance sheet on the basis of the extent that it is probably that there will be sufficient future earnings available against which the loss or deductible can be utilised. Earnings have continued to improve during 2022. Contracts entered into in 2022 have also a longer duration than previous years, which gives better visibility of future earnings. This development has provided the basis for booking of an increase in deferred tax asset of NOK 31 652 thousand per 31.12.2022. The company did not recognise deferred tax assets in 2021.

9. Tangible assets

2022	Machinery and Systems	Office Equipment	Right of Use Asset	Total
Cost at 01.01	77 131	6 124	14 476	97 731
Additions	-	435	13 178	13 613
Modification of lease	-	-	-11 432	-11 432
Cost at 31.12	77 131	6 559	16 222	99 912
Depreciation at 01.01	68 839	5 818	10 044	84 701
Depreciation for the year	4 000	154	3 192	7 346
Modification of lease	-	-	-8 841	-8 841
Depreciation at 31.12	72 839	5 972	4 395	83 206
Impairment at 01.01	-	-	-	-
Impairment for the year	-	-	-	-
Impairment at 31.12	-	-	-	-
Book value at 31.12	4 292	587	11 827	16 706
Asset lifetime (years)	1-10 years	1-5 years	5-50 years	
Depreciation schedule	Linear	Linear	Linear	



DOF Subsea Norway AS

Amounts in NOK thousand

2021	Machinery and Systems	Office Equipment	Right of Use Asset	Total
Cost at 01.01	73 814	5 817	14 476	94 108
Additions	3 316	307	-	3 623
Disposals				
Cost at 31.12	77 131	6 124	14 476	97 731
Depreciation at 01.01	65 917	5 817	6 741	78 476
Depreciation for the year	2 922	-	3 303	6 225
Depreciation eliminated on disposals				
Depreciation at 31.12	68 839	5 818	10 044	84 701
Impairment at 01.01	-	-	-	-
Impairment for the year	-	-	-	-
Impairment at 31.12	-	-	-	-
Book value at 31.12	8 291	307	4 432	13 030
Asset lifetime (years)	1-10 years	1-5 years	5-50 years	
Depreciation schedule	Linear	Linear	Linear	

10. Leasing

Assets held under finance leases are shown in note 9 Tangible Assets. As of 31 December 2022, non-current lease liability was NOK 8 414 (NOK 2 435). As of 31 December 2022, current lease liability was NOK 3 458 (NOK 2 320). Repayment of lease debt is presented below:

Year	2023	2024	2025	2026	2027	After 2027	Total
Repayment of lease debt	3 458	3 770	3 007	1 637	-	-	11 872

11. Cash and cash equivalents

DOF Subsea Norway AS is covered by the Group cash pooling system agreement in which DOF Subsea AS is the formal account holder. For further reading about liquidity risk, please refer to note 3 'Financial risk management'.

	2022	2021
Bank deposits*	-	-
Cash pooling system deposit DOF Subsea AS**	121 359	-106 028

* The Company has no restricted deposits at year end. Withheld employee taxes are secured by bank guarantee as of 2022.

** The Company is part of the Group's cash pooling system and has at all times access to cash available in the Group's cash pool. For further reading about liquidity risk, please refer to note 3 'Financial risk management'. Pricing on deposits in the respective currencies is based on the Group's internal transfer pricing policy. The amounts in the cash pooling system deposit of the DOF Subsea Group are recognised as current receivables from/liabilities to Group companies.



DOF Subsea Norway AS

Amounts in NOK thousand

12. Guarantees

DOF Subsea Norway AS has at year end a bank guarantee of NOK 15 000 thousand in Nordea to ensure employee tax deduction and national insurance contributions.

The Group has commitments to clients to ensure proper performance of construction contracts. These commitments are mainly parent company guarantees or counter guarantees given by banks. The guarantees are limited to fulfillment of the contract and are released after delivery of the project. In some cases there is a warranty period after delivery of the project. Normally this warranty will have duration of 12-24 months.

13. Share capital and share information

Share capital:

The share capital in the Company at 31.12.2022 was NOK 235 830 thousand comprising 112 300 shares, each with a nominal value of NOK 2 100.

Shareholder overview:

At 31 December 2022 the shareholders in the Company (no shares owned by senior executives or Board Members, including share ownership via close relatives and companies) were as follows:

Shareholders at 31.12.2022	Number of shares	Total
DOF Subsea Atlantic AS	112 300	100 %
Total	112 300	100 %

Board of directors	Title
Marianne Møgster	Chairman of the board
Hilde Drønen	Member of the board
Martin Lundberg	Member of the board
Stig Hammer	Member of the board
Stuart John Mathew Duncan	Member of the board
Jan Kristian Haukeland	General Manager

Share capital	Number of shares	Share capital
Share capital 01.01.2022	112 300	235 830
Share capital 31.12.2022	112 300	235 830

Changes in shareholder's equity	Share capital	Share premium	Other paid-in Capital	Accumulated loss	Total
Equity at 31.12.2021	235 830	-	-	-139 627	96 203
Group contribution paid	-	-	-	-3 203	-3 203
Group contribution received	-	-	-	2 498	2 498
Profit for the year	-	-	-	127 338	127 338
Equity at 31.12.2022	235 830	-	-	-12 994	222 836

In 2022 the Board of Directors approved group contributions of NOK 3 203 thousand and NOK 239 thousand to the group companies DOF Subsea Norway Offshore AS and DOF Subsea Atlantic AS. Group contributions with tax effect was received from the same entities.

The Board of Directors in DOF Subsea Norway Offshore AS propose to the annual General Meeting in 2023 that a group contribution with tax effect of NOK 14 601 thousand is distributed to DOF Subsea Norway AS.



DOF Subsea Norway AS

Amounts in NOK thousand

14. Related parties

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

DOF Subsea Norway AS is owned 100% by DOF Subsea Atlantic AS, and DOF Subsea Atlantic AS is 100% owned by DOF Subsea AS.

DOF ASA is the sole shareholder in DOF Subsea AS with a 100 % holding.

	2022	2021
Operating income		
DOF Subsea Group	286 244	65 001
DOF ASA Group	40 203	46 241
Total operating income	326 447	111 242
Operating expenses		
DOF Subsea Group	376 147	196 881
DOF ASA Group	69 363	58 898
Total operating expenses	445 510	255 779

Remuneration to executives is disclosed in note 6, and balance with Group companies is specified in the financial statement.

Services that are provided to Group companies are mostly related to personnel hire on the projects as well as equipment hire. Purchase of goods and services from Group companies consists mainly of chartered vessels and ROVs, which are hired in to support execution of the subsea projects.

	2022	2021
Current receivables from Group companies		
DOF Subsea Group	114 269	56 485
Cash pooling system deposit DOF Subsea AS	121 359	-
DOF ASA Group	8 969	28 135
Total current receivables from Group companies	244 597	84 620
Current liabilities to Group companies		
DOF Subsea Group	143 626	25 194
Cash pooling system deposit DOF Subsea AS	-	106 028
DOF ASA Group	3 056	1 439
Total current liabilities to Group companies	146 682	132 662

All balances arising from sales/purchases of goods/services from Group companies are current.

	2022	2021
Non-current liabilities to Group companies		
DOF Subsea Group	7 535	-
Total non-current liabilities to Group companies	7 535	-
Assets placed as security for DOF Subsea AS		
Trade debtors	64 868	129 693
Total assets placed as security for DOF Subsea AS	64 868	129 693



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Amounts in NOK thousand

15. Events occurring after the balance sheet date

On the 23rd of February 2023 the bondholders meeting in each of the DOFSUB07, DOFSUB08 and DOFSUB09 bond issues approved the required changes to the Restructuring Agreement following the commencement of bankruptcy proceeding in DOF ASA.

On the 22nd of March 2023 the restructuring of Group was completed including effectuating of new loan facilities in DOF Subsea Group and conversion of approximately NOK 3 billion of bond loans to equity.

From 22 June 2023 shares in DOF Group ASA was re-listed and traded on Oslo Stock Exchange.



DOF Subsea Norway AS

Amounts in NOK thousand



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DOF Subsea Norway AS

Amounts in NOK thousand






DOF SUBSEA NORWAY AS Annual Report 2022

Final Audit Report

2023-06-26

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-  Document e-signed by Marianne Møgster (marianne.mogster@dof.com)
Signature Date: 2023-06-26 - 4:25:19 PM GMT - Time Source: server
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MOTTAT



Skattedirektoratet

Saksbehandler Torstein Kinden Helleland	Deres dato 21.12.2010	Vår dato 04.01.2011
Telefon 22078139	Deres referanse Petter O. Pharo	Vår referanse 2009/276917

DOF Subsea Holding
Thormøhlens gt. 53 C
5006 BERGEN

Dispensasjon fra kravet om utarbeidelse av årsregnskap og årsberetning på norsk språk

Det vises til brev av 21. desember 2010 samt telefonsamtaler i sakens anledning. Det søkes om tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for selskapene listet opp i uthevet skrift nedenfor.

Bakgrunn

DOF Subsea Holding AS eier DOF Subsea AS med 100 %. DOF Subsea Holding AS er igjen eid med 51 % av DOF ASA og 49 % av First Reserve Corporation hjemmehørende i Luxemburg. Dette selskapet er igjen eid av det amerikanske selskapet First Reserve Corporation. DOF Subsea Holding AS og DOF Subsea AS fikk i vedtak av 17. juni 2009 (2009/276917) tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk.

Selskapene det her søkes om dispensasjon for er enten hel eller del eid av DOF Subsea AS eller inngår i et Joint venture med DOF Subsea AS. Aksjonærstrukturen er således begrenset. Selskapene driver virksomhet innen internasjonal shipping og subsea service. Selskapene har engelsk som arbeidsspråk. De aller fleste av selskapenes kunder, leverandører og andre brukere av regnskapet har engelsk som sitt naturlige språk. Dette gjelder også selskapenes långivere.

Det er en engelsk språklig versjon som utarbeides og benyttet for alle praktiske formål både internt og eksternt, mens den norske oversettelsen kun utarbeides for å tilfredsstille regnskapslovens krav. Nytteten i forhold til kostnaden ved å utarbeide et norsk årsregnskap og årsberetning, vurderes derfor som liten. Det søkes derfor om dispensasjon.

Selskaper eid 100 % av DOF Subsea AS

Det søkes om dispensasjon for følgende heleide selskaper:

DOF Subsea Norway AS	org.nr. 888 131 442
Geo Rederi AS	org.nr. 988 562 300
Geo Rederi II AS	org.nr. 987 722 231
Geoconsult AS	org.nr. 988 131 393
DOFCON AS	org.nr. 989 583 395
DOF Subsea Rederi II AS	org.nr. 995 921 723
Geosund AS	org.nr. 992 067 942
CSL Norge AS	org.nr. 994 192 841

CSL Norge AS er 100 % eid av CSL UK Ltd som igjen er eid 100 % av DOF Subsea AS.

Postadresse	Besøksadresse	Sentralbord
Postboks 9200 Grønland	Se www.skatteetaten.no	800 80 000
0134 Oslo	Org. nr: 996250318	Telefaks
For elektronisk henvendelse se www.skatteetaten.no		22 17 08 60



Selskaper del eid av DOF Subsea AS gjennom et brasiliansk selskap
Det søkes om dispensasjon for følgende del eide selskaper:

Geograph Shipping II AS	org.nr. 895 276 502
DOF Subsea Shipowning AS	org.nr. 995 251 582
DOF Subsea Rederi AS	org.nr. 995 251 558
Geoholm AS	org.nr. 995 251 647
Skandi Neptun AS	org.nr. 992 318 155
DOF Subsea ROV AS	org.nr. 992 755 717

DOF Subsea Rederi AS er morselskapet for selskapene nevnt her og eier disse 100 %. DOF Subsea Rederi AS er eid av det brasilianske holding selskapet Norskan Offshore S.A. DOF Subsea AS har en eierandel på 38 % i dette selskapet. Eierandelen vil bli økt til 100 %. Regnskapsmessig blir selskapene behandlet som datterselskaper og blir konsolidert i regnskapet til DOF Subsea AS.

Selskaper som inngår i Joint venture mellom DOF Subsea AS og Technip Norge AS
Det søkes om dispensasjon for følgende selskaper:

TECHDOF DA	org.nr. 992 546 034
DOFCON Brasil AS	org.nr. 991 562 214
DOFTECH DA	org.nr. 991 652 086

TECHDOF DA eier 100 % av DOFCON Brasil AS. TECHDOF DA og DOFTECH DA er eid av DOF Subsea Rederi AS og Technip Norge AS med 50 % hver. Eierskapet blir administrert gjennom Technip France i Frankrike, noe som innebærer at regnskapene utarbeides på engelsk.

Skattedirektoratets vurdering og konklusjon

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 m.v., 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 og lokalsamfunnet. Offentlige myndigheter må også anses som en sentral regnskapsbruker, idet ulike myndigheter, som lignings- og tilsynsmyndigheter, benytter regnskapene som et verktøy i sin kontrollvirksomhet.



Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir negativt berørt ved en eventuell dispensasjon.


Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. Det fremgår av søknaden at selskapene har en begrenset aksjonærstruktur. Selskapene opererer inne en bransje med sterk internasjonal karakter og arbeidsspråket er engelsk. Alle sentrale aktører innen de bransjer selskapene driver, antas å måtte beherske og benytte engelsk språk.

Skattedirektoratet gir på bakgrunn av en helhetsvurdering de overnevnte selskaper 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.

Vennligst oppgi vår referanse ved henvendelser i anledning saken.

Med hilsen


Jan Hoelstad
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet


Torstein Kinden Helleland