



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2016 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 996 210 065
Organisasjonsform: Aksjeselskap
Foretaksnavn: GEARBULK BERGEN AS
Forretningsadresse: Damsgårdsveien 165
5160 LAKSEVÅG

Regnskapsår

Årsregnskapets periode: 01.01.2016 - 31.12.2016

Konsern

Morselskap i konsern: Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Anders Nes Hagen
Dato for fastsettelse av årsregnskapet: 11.04.2017

Grunnlag for avgivelse

År 2016: Årsregnskapet er elektronisk innlevert
År 2015: Tall er hentet fra elektronisk innlevert årsregnskap fra 2016

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

Brønnøysundregistrene, 05.11.2020



Resultatregnskap

Beløp i: NOK	Note	2016	2015
RESULTATREGNSKAP			
Inntekter			
Sales revenue	2	940 055	999 301
Sum inntekter		940 055	999 301
Kostnader			
Payroll	3,4	689 248	864 296
Other operating expenses	3	60 627	84 983
Sum kostnader		749 875	949 279
Driftsresultat		190 180	50 022
Finansinntekter og finanskostnader			
Other financial income		1 018	2 332
Sum finansinntekter		1 018	2 332
Other financial expenses		1 237	2 435
Sum finanskostnader		1 237	2 435
Netto finans		-219	-103
Ordinært resultat før skattekostnad		189 961	49 919
Tax payable	6	46 392	9 914
Ordinært resultat etter skattekostnad		143 569	40 005
Årsresultat		143 569	40 005



Balanse

Beløp i: NOK	Note	2016	2015
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Finansielle anleggsmidler			
Other receivables		0	160 603
Sum finansielle anleggsmidler		0	160 603
Sum anleggsmidler		0	160 603
Omløpsmidler			
Varer			
Fordringer			
Other receivables	7	165 288	69 898
Sum fordringer		165 288	69 898
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	5	651 876	476 238
Sum bankinnskudd, kontanter og lignende		651 876	476 238
Sum omløpsmidler		817 164	546 136
SUM EIENDELER		817 164	706 739
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	8,9	100 000	100 000
Sum innskutt egenkapital		100 000	100 000
Opptjent egenkapital			
Other equity	8	582 106	438 537
Sum opptjent egenkapital		582 106	438 537



Balanse

Beløp i: NOK	Note	2016	2015
Sum egenkapital		682 106	538 537
Gjeld			
Langsiktig gjeld			
Utsatt skatt	6	35 426	40 151
Sum avsetninger for forpliktelser		35 426	40 151
Annen langsiktig gjeld			
Sum langsiktig gjeld		35 426	40 151
Kortsiktig gjeld			
Leverandørgjeld		249	12 500
Tax payable	6	50 739	27 128
Public duties payable	5	3 429	48 038
Other current liabilities	7	45 215	40 385
Sum kortsiktig gjeld		99 632	128 051
Sum gjeld		135 058	168 202
SUM EGENKAPITAL OG GJELD		817 164	706 739



Gearbulk Bergen AS

Annual report 2016

Board of directors' report

Annual accounts

- Income statement
- Balance sheet
- Notes

Auditors' report



Gearbulk Bergen AS

Board of directors' report 2016

Gearbulk Bergen AS (in liquidation)
Address: Damsgårdsveien 165, 5160 LAKSEVÅG
Org.nr: 996210065 MVA

The business

The company's activity is hiring of Norwegian sea-going personnel to vessels operated by other Gearbulk Group companies. The company's head office is located in Bergen.

Financial result and development

Gearbulk Bergen AS sales revenue in 2016 was NOK 940 055 compared to NOK 999 301 in 2015, a decrease of 5.9 %. Result before tax was NOK 189 961 which is 3.8 times higher than in 2015 (this is due to the pension settlement from the insurance company).

Total capital was NOK 817 164 compared with NOK 706 739 last year. Equity ratio as of 31.12.2016 was 83.5% compared with 76.2% last year.

The Board considers that the annual accounts give an accurate description of Gearbulk Bergen AS's assets and liabilities, financial position and result.

Going concern

As of 31.12.2016 the general assembly has decided to liquidate Gearbulk Bergen AS. The company is therefore under liquidation at the date of financial reporting.

As a consequence of this, the company's assets and liabilities are accounted for at fair value as of 31.12.2016. The company does not have any long term debt or fixed assets as of 31.12.2016. The fair value of current assets and liabilities are valued at face value.


Work environment, equal opportunities and discrimination

The company has no employees per 31.12.2016. There are no female representatives in the Board of Directors.

The external environment

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

Bergen, April 11th, 2017
Board of Gearbulk Bergen AS



Sjur Gjerde
General Manger / Chairman



Ketil Andreassen
Board member



Gearbulk Bergen AS

Income statement

	Note	2016	2015
Revenue			
Sales revenue	2	<u>940 055</u>	<u>999 301</u>
Operating expenses			
Payroll expenses	3, 4	689 248	864 296
Other operating expenses	3	<u>60 627</u>	<u>84 983</u>
Total operating expenses		<u>749 875</u>	<u>949 279</u>
Operating result		<u>190 180</u>	<u>50 022</u>
Financial income and expenses			
Other financial income		1 018	2 332
Other financial expenses		<u>1 237</u>	<u>2 435</u>
Net financial items		<u>-219</u>	<u>-103</u>
Ordinary result before tax		<u>189 961</u>	<u>49 919</u>
Tax on ordinary result	6	<u>46 392</u>	<u>9 914</u>
Net profit or loss for the year		<u>143 569</u>	<u>40 005</u>
Allocated as follows			
Transferred to other equity	8	<u>143 569</u>	<u>40 005</u>



Gearbulk Bergen AS

Balance sheet as of December 31

	Note	2016	2015
Fixed assets			
<i>Financial assets</i>			
Other receivables		0	160 603
Total financial assets		<u>0</u>	<u>160 603</u>
Total fixed assets		<u>0</u>	<u>160 603</u>
Current assets			
<i>Receivables</i>			
Other receivables	7	<u>165 288</u>	<u>69 898</u>
Total accounts receivable		<u>165 288</u>	<u>69 898</u>
Cash and cash equivalents	5	<u>651 876</u>	<u>476 238</u>
Total current assets		<u>817 164</u>	<u>546 136</u>
Total assets		<u>817 164</u>	<u>706 739</u>

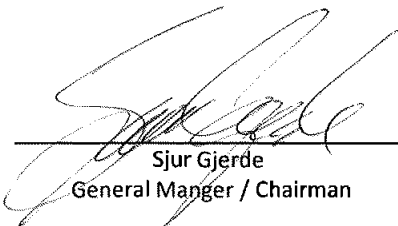


Gearbulk Bergen AS

Balance sheet as of December 31

	Note	2016	2015
Equity			
<i>Paid-in capital</i>			
Share capital	8, 9	<u>100 000</u>	<u>100 000</u>
Total paid-in capital		<u>100 000</u>	<u>100 000</u>
<i>Retained earnings</i>			
Other equity	8	<u>582 106</u>	<u>438 537</u>
Total retained earnings		<u>582 106</u>	<u>438 537</u>
Total equity		<u>682 106</u>	<u>538 537</u>
Liabilities			
<i>Provisions</i>			
Deferred tax liability	6	<u>35 426</u>	<u>40 151</u>
Total provisions		<u>35 426</u>	<u>40 151</u>
<i>Current liabilities</i>			
Trade creditors		249	12 500
Tax payable	6	50 739	27 128
Public duties payable	5	3 429	48 038
Other short-term liabilities	7	<u>45 215</u>	<u>40 385</u>
Total current liabilities		<u>99 632</u>	<u>128 051</u>
Total liabilities		<u>135 058</u>	<u>168 202</u>
Total equity and liabilities		<u>817 164</u>	<u>706 739</u>

December 31st, 2016
Bergen, April 11th, 2017


Sjur Gjerde
General Manger / Chairman


Ketil Andreassen
Board member



Gearbulk Bergen AS

Notes to the accounts for 2016

Note - 1 Accounting principles

The Financial Statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles for Small Companies.

Sales revenue

Sales revenues are recognized upon delivery. Revenue from services is recognized upon performance. Share of revenue relating to future delivery are recorded in the balance sheet and recorded as sales revenue in pace with delivery.

Balance sheet classification

Current assets and liabilities are comprised of items receivable/due within one year and items related to the inventory cycle. Other assets and liabilities are classified as long term liabilities and fixed assets.

Current assets are valued at the lower of acquisition cost and fair value. Liabilities are recognized at nominal value. Fixed assets are valued at cost. Fixed assets are recorded in the balance sheet and depreciated over the estimated useful economic life. Fixed assets are written down to recoverable amount when decreases in value are expected to be permanent.

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.

Pensions

Pension costs and pension liabilities are estimated on the basis of linear earnings and future salary. The calculation is based on assumptions of discount rate, future wage adjustments, pension and other payments from the national insurance fund, future return on pension funds and actuarial assumptions for deaths, voluntary resignation etc. Pension funds are valued at fair value and deducted from net pension liabilities in the balance sheet. Changes in the pension obligations due to changes in pension plans are recognized over the estimated average remaining service period.

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 on all differences between the book value and the tax value of assets and liabilities at the year end. Deferred tax is calculated as 24 % of temporary differences and the tax effect of tax losses carried forward.

Deferred tax assets are recorded in the balance sheet to the extent it is more likely than not that the tax assets will be utilized.

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



Gearbulk Bergen AS

Notes to the accounts for 2016

Use of estimates

The management has used estimates and assumptions in the preparation of the financial statements that have effect on 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 in accordance with the generally accepted accounting principles in Norway.

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

Note 2 - Sales of goods

Sales revenues derives from rental of Norwegian sea-going personnel to ships operated by Gearbulk group.

Note 3 - Wage costs, number of employees, remuneration, loans to employees and auditor's fee

<i>Wage costs</i>	2016	2015
Salaries	493 380	592 056
Payroll tax	75 259	96 237
Pension costs	79 543	131 546
Other payments	41 066	44 457
Total	<u>689 248</u>	<u>864 296</u>

The average number of employees in the company during the year: 0.8 labour-year.

Management remuneration

There has not been any remuneration to leading employees. No loans or guarantees have been given to the Managing Director, members of the Board of Directors or their related parties.

Auditor fee has been divided as follows	2016	2015
Audit fee	28 500	48 500

VAT is not included in the figures of auditor's fee.

Note 4 - Pensions

The Company has been obliged to have employees' pension scheme that meets the requirements in the pension act as long as there have been employees in the Company. The company's pension scheme has fulfilled the requirements of this Act.

In 2016, the Company's collective defined benefit scheme for its Norwegian sailors was settled for the current and former employees. As of December 31st, 2016 the Company has no sea-going personnel. The settlement amount from the insurance company (147 607 NOK) was received in January 2017.



Gearbulk Bergen AS

Notes to the accounts for 2016

	2016	2015
Earned pension obligations	0	1 059 341
Estimated pension obligations	0	1 059 341
Pension plan assets (market value)	0	1 071 273
Unrecognized effects of estimate deviations	0	-191 427
Payroll tax	0	5 584
Other	0	37 172
Net pension asset	0	-160 603

<i>Principal assumptions:</i>	2016	2015
Discount rate	0%	2.7%
Salary increase	0%	2.5%
Estimated return on plan assets	0%	3.3%
Expected yearly resignation	0%	8%
Pension increase	0%	0.6%
Increase of pension from the Norwegian National Insurance	0%	2.25%

The actuarial assumptions are based on assumptions of demographical factors normally used within the insurance industry.

Sea-going personnel pension

The company has established a separate pension scheme for sea-going personnel as required in the pension scheme act for sea-going personnel. Yearly contribution is 3% of gross income. In 2016, Gearbulk Bergen AS has expensed NOK 13 469 to this pension scheme.

Note 5 - Bank deposit

As of 31.12.2016 the Company has restricted cash related to employee tax of NOK 14 887.

Note 6 - Income taxes

<i>Income tax expenses</i>	2016	2015
Tax payable	50 739	27 431
Too much/little allocated in previous year(s)	378	-352
Change in deferred tax	-4 725	-17 165
Total income tax expense	46 392	9 914

<i>Tax base estimation</i>	2016	2015
Net result before tax	189 961	49 919
Change in temporary differences	12 996	51 677
Tax base	202 957	101 596
Tax payable (2016: 25%, 2015: 27%) of tax base	50 739	27 431



Gearbulk Bergen AS

Notes to the accounts for 2016

<i>Temporary differences outlined</i>	2016	2015
Pension obligations	0	160 603
Receivables	147 607	0
Net temporary differences as of 31.12	<u>147 607</u>	<u>160 603</u>
Deferred income tax liability (2016: 24%, 2015: 25%)	35 426	40 151
<i>Effective tax rate</i>	2016	
Expected income taxes, statutory tax rate 25%	47 490	
This year tax effect of change in tax rate	-1 476	
Income tax expense	<u>46 014</u>	
	25 %	

Note 7 - Intercompany balance

<i>Receivables</i>	2016	2015
Gearbulk Shipowning Ltd	17 103	62 446
Gearbulk Norway AS	0	3 918
Total	<u>17 103</u>	<u>66 364</u>
<i>Payables</i>	2016	2015
Gearbulk Norway AS	15 215	0

Note 8 - Owners equity

	Share capital	Retained earnings	Total
Owners equity 01.01.	100 000	438 537	538 537
Profit for the year	0	143 569	143 569
Owners equity 31.12.	100 000	582 106	682 106

Note 9 - Share capital and shareholder information

Share capital:

	Number of shares	Face value	Book value
Ordinary shares	1 000	100 kr	100 000

All shares are owned by Gearbulk Norway AS.

Group Financial statement of Gearbulk Norway AS is available at the main office in Bergen.

As of 31.12.2016 Gearbulk Bergen AS is in liquidation.



To the General Meeting of Gearbulk Bergen AS

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Gearbulk Bergen AS showing a profit of NOK 143,569. The financial statements comprise the balance sheet as at 31 December 2016, the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are prepared in accordance with law and regulations and give a true and fair view of the financial position of the Company as at 31 December 2016, and its financial performance for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, included 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 laws and regulations, 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

Management is responsible for the other information. The other information comprises the Board of Directors' report, but does not include the financial statements and our auditor's report thereon.

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 other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

PricewaterhouseCoopers AS, Sandviksbodene 2A, Postboks 3984 - Sandviken, NO-5835 Bergen

T: 02316, org.no.: 987 009 713 VAT, www.pwc.no

State authorised public accountants, members of The Norwegian Institute of Public Accountants, and authorised accounting firm



Independent Auditor's Report - Gearbulk Bergen AS

Responsibilities of The Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director (management) are 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. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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.

As part of an audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing (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. We 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

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Independent Auditor's Report - Gearbulk Bergen AS

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

Report on Other Legal and Regulatory Requirements


Opinion on the Board of Directors' report

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

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements Other than Audits or Reviews of Historical Financial Information, it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Bergen, 12 April 2017
PricewaterhouseCoopers


Marius Kaland Olsen
State Authorised Public Accountant



Norwegian Directorate of Taxes

Inquiries to
Torstein Kinden Helleland

Your date
24.08.2015

Our date
16.09.2015

Telephone
22078139

Your reference
Anders Hagen

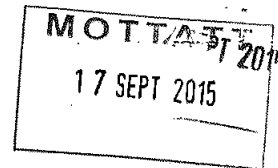
Our reference
2015/839383

GEARBULK POOL LTD
Postboks 1925 Damsgård
5828 BERGEN

Permission to prepare the annual accounts and directors' report in English language

With reference to your letter of 28 August 2015, you apply for permission to keep annual accounts and directors' report in English language. The application in question concerns the following companies;

Gearbulk Bergen AS	org. nr. 996 210 065
Gearbulk Ltd	org. nr. 929 784 308
Gearbulk Management Ltd	org. nr. 914 961 939
Gearbulk Norway AS	org. nr. 996 101 061
Gearbulk Pool Ltd	org. nr. 914 961 858
Gearbulk Shipping AS	org. nr. 961 999 960
Skipsaksjeselskapet Gearbulk AS	org. nr. 989 761 617



Conclusion

Based on a total evaluation, the view of The Directorate of Taxes is that the companies mentioned above may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph. The exemption requires that the information that the decision is based on, does not change significantly.

A copy of this letter must be sent to the Register of Company Accounts in Brønnøysund together with the financial statements. It is incumbent on the company to document by this letter that the permit is granted.

Background

The companies in the Gearbulk Holding Group are owned by Gearbulk Holding Ltd, Bermuda. The Gearbulk Holding Group is an international group of companies which owns and operates a modern fleet of open hatch vessels. The Group is highly international in the sense that it operates throughout the world. The Group uses English as working language. The annual report and financial statements are required to be prepared each year in the Norwegian language only in order to satisfy the requirements of the Norwegian Accounting Act.

Postal address
Postboks 9200 Grønland
0134 Oslo

Visiting address:
See www.skatteetaten.no
Org.nr: 996250318

Telephone
800 80 000
Telefax

E-mail: skatteetaten.no/sendepost 22 17 08 80



Permission to make the annual accounts and the directors' report in Norway in English language

According to the Norwegian Accounting Act § 3-4, third paragraph shall *"the directors' report and annual accounts ... be in Norwegian. The Ministry can in an individual decision decide that the directors' report and/or annual accounts may be in another language"*.

Ot. prp. nr. 42 (1997-1998) About Act about annual accounts etc., says the following about the purpose of the Accounting Act, refer section 1.1:

"The aim of the Government with respect to the Accounting Act is that it shall contribute towards providing informative accounts for different users of accounts. The users of accounts include investors and creditors which provide capital for the companies. Other groups include those who have an interest in knowing how the companies are operated, for example employees and the local community. The information to the capital market is an important basis for the correct pricing of financial instruments. The correct pricing of stocks is an important factor in securing the best possible allocation of resources in the economy. High quality accounts will also make it more difficult for market participants to obtain speculative gains as a result of non-publicly available information."

Hence, one of the main aims of the Accounting Act is to contribute to "informative accounts for different users of accounts". The users of the accounts will include investors, creditors, employees and the local community.

Hence, it is the view of the Ministry that it is crucial that the question of dispensation from the general rule that the annual accounts and/or directors' report should be prepared in Norwegian, not in any significant way deviate from the consideration of users of the accounts.

As mentioned above it is particularly the consideration of the users of the account information which has to be taken into consideration when considering the application for permission. In this assessment, the Directorate of Taxes has emphasized that the companies are owned by a foreign company. The working language is English, and English is the preferred language for internal and external communication. Further, the companies operate in an international branch.

Please state "our reference" (see above) in all written communication with The Norwegian Tax Authorities.

Best regards

Rune Tystad
Senior Adviser
Rettsavdelingen, foretaksskatt
Norwegian Directorate of Taxes

Torstein Kinden Helleland

This document has been electronically approved and contains therefore no handwritten signatures