

# **Mærsk Innovator Norge A/S**

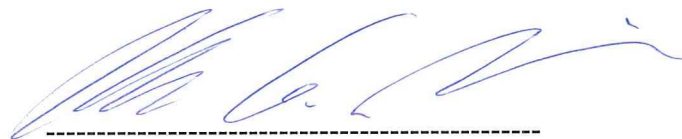
Esplanaden 50  
1263 Copenhagen K  
Company Reg. No. 27234054

## **Annual Report 2016**

(Financial year No. 14)

As adopted by the Company at the Annual General Meeting

15 June 2017



Klaus Greven Kristensen

## **Content Page**

Statement of the Board of Directors and Management	1
Independent Auditors' Report	2
Management's Review	5
Accounting Policies	9
Income Statement	13
Balance Sheet	14
Equity statement	16
Notes	17

## Statement of the Board of Directors and Management

The Board of Directors and the Management have today discussed and approved the annual report for 2016 of Mærsk Innovator Norge A/S.

The annual report has been prepared in accordance with the Danish Financial Statements Act.


In our opinion, the Financial Statements provide a true and fair view of the Company's assets, liabilities, and financial position 31 December 2016 and of the results of the Company's operations for the financial year 2016.

It is also our opinion that the Management review includes a true and fair view of the development in the Company's operations and financial conditions, the results for the year and financial position.

We recommend that the annual report be approved at the Annual General Meeting.

Copenhagen, 15 June 2017

Management:

  
\_\_\_\_\_  
Per Gøbel

Board of Directors:

  
\_\_\_\_\_  
Angela Durkin  
(Chairman)  
\_\_\_\_\_  
Marianne Sørensen Henriksen  
\_\_\_\_\_  
Klaus Greven Kristensen

## **Independent Auditor's Report**

To the shareholder of Mærsk Innovator Norge A/S

### ***Opinion***

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2016, and of the results of the Company's operations for the financial year 1 January - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Mærsk Innovator Norge A/S for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

### ***Basis for Opinion***

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, 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.

### ***Statement on Management's Review***

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, 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 Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

## Independent Auditor's Report

### *Management's Responsibilities for the Financial Statements*

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, 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 in preparing the financial statements 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 and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

## Independent Auditor's Report

- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Copenhagen, 15 June 2017

### **PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

CVR No 33771231



Jesper Hansen

State Authorised Public Accountant



Tommy Borggaard Nielsen

State Authorised Public Accountant

## **Management's Review**

### **Company details**

Mærsk Innovator Norge A/S  
Esplanaden 50  
1263 Copenhagen K

Company Reg. No.:	27234054
Date of incorporation:	27 June 2003
Registered office:	Copenhagen
Financial year:	1 January 2016 - 31 December 2016

### **Board of Directors**

Angela Durkin (Chairman)  
Marianne Sørensen Henriksen  
Klaus Greven Kristensen

### **Management**

Per Gøbel

### **Auditors**

**PricewaterhouseCoopers**  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

### **Annual General Meeting**

Annual General Meeting will be held 15 June 2017.

## Management's Review

### Financial Highlights and Key Figures

USD ('000)	2016	2015	2014	2013	2012
------------	------	------	------	------	------

#### Financial Highlights

Revenue	113,508	117,868	148,140	157,410	137,484
Result before financial items	10,283	6,210	8,882	10,781	6,476
Financial items, net	252	1,649	(1,564)	(1,428)	962
Result before tax	10,535	7,859	7,318	9,353	7,438
<b>Result for the year</b>	<b>5,468</b>	<b>5,529</b>	<b>5,342</b>	<b>6,202</b>	<b>5,355</b>

Total assets	32,760	28,999	40,426	39,454	41,497
<b>Total equity</b> (incl. proposed dividend)	<b>14,777</b>	<b>16,309</b>	<b>17,780</b>	<b>18,438</b>	<b>16,236</b>

#### Key Figures

Operating margin	9.1%	5.3%	6.0%	6.8%	4.7%
Return on invested capital	62.7%	34.5%	46.7%	59.8%	41.4%
Liquidity ratio	187.1%	254.0%	186.3%	202.6%	169.1%
Equity ratio	45.1%	56.2%	44.0%	46.7%	39.1%
Return on equity	35.2%	32.4%	29.5%	35.8%	33.4%



## **Management's Review**

### **The Company's main activities**

The Company's main activity is offshore drilling activity on the leased rig Mærsk Innovator. The Company is engaged in drilling activities in the Norwegian sector of the North Sea through a registered branch in Norway.

### **Development in activities and finances**

The result for the year amounts to USD 5,468k (2015: USD 5,529k) which is higher than managements expectations. For 2017 management expect a result lower than 2016.

### **Particular risks**

#### **Financial exposure**

The Company's revenue is mainly denominated in USD and NOK, while costs are in USD, NOK and other currencies. The currency exposure is not considered to be significant.

The Company has a small concentration of customers, but is not considered to have any credit risks.

### **Statutory statement on Corporate Social Responsibility in accordance with section 99a of the Danish Financial Statements Act**

Please refer to the separate Sustainability Report 2016 of the ultimate parent company A. P. Møller - Mærsk A/S on the sustainability website at <http://bit.ly/2mX1Api>.

### **Sustainability**

At Maersk Drilling, we firmly believe that by conducting our operations through sustainable practices, we ensure a sound and viable business for the future. We have a responsibility to the people who work for Maersk Drilling, but also to the people and the environment which are affected by our company. Our major focus area is safety, but we also put much effort into the areas of e.g. local content as well as environment and climate. Please refer to our online Sustainability Report 2016 at <http://www.maerskdrilling.com/>, in which we provide a complete overview of Maersk Drilling's work with sustainability and our sustainability performance.

## **Safety**

It is our belief that fundamentally, safety is an active decision and the result of a serious commitment from all employees in Maersk Drilling, and we have an ambition of reaching zero incidents by 2018. Our people and the environment will only be safe with the right systems, procedures, technology, and a strong safety culture.

## **Local content**

Training and developing the talent of local employees, assigning our third party code of conduct to local suppliers and transferring knowledge to local communities all continue to be a priority for Maersk Drilling. We want to move beyond compliance with local content requirements and to increase shared value by proactively engaging with stakeholders.

## **Environment & climate**

Discharges, air emissions, and how we manage chemicals and waste are our primary focus areas when it comes to minimising the environmental impact of our operations. We work with our customers, local communities and internationally recognised bodies to ensure that environmental factors are integrated into our business principles and into operational practices.

## **Statutory statement regarding the underrepresented gender in accordance with section 99b of the Danish Financial Statements Act**

The composition of the company's board meets the requirements on diversity among the company's shareholder-appointed board members with respect to the under-represented gender.

With regard to Mærsk Innovator Norge A/S' employees formally employed with Rederiet A.P. Møller A/S, it has been decided to adhere to the group policy which was adopted at the Board Meeting in A.P. Møller - Mærsk A/S on 21 February 2013 with the aim to increase the share of the under-represented gender on the company's other management levels (Link to policy: <http://mrsk.co/174tNiF>). In accordance with this policy, Mærsk Innovator Norge A/S has taken steps to look into how the company can attract qualified women to relevant management positions. In addition, this is a focus area when identifying candidates to key positions. For activities and results obtained in the financial year 1 January - 31 December 2016, refer to <http://mrsk.co/174tNiF>.

## **Financial Statements 1 January - 31 December**

### **Accounting policies**

The Financial Statements of Mærsk Innovator Norge A/S for 2016 have been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

In accordance with Sections 86(4) and 96(3) of the Danish Financial Statements Act, cash flow statement and note concerning fee to auditors appointed by the Company in the Annual General Meeting are omitted as this information is included in the consolidated Financial Statements for A.P. Møller - Mærsk A/S.

The accounting policies are unchanged from last year.

### **Recognition and measurement**

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised costs are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, write-downs and provisions and reversals as a result of changes in accounting estimates of amounts previously recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

## **Financial Statements 1 January - 31 December**

### **Accounting policies**

#### **Income statement**

##### **Revenue**

Revenue from drilling activities, which are typically carried out under long-term agreements with fixed day rates, revenue is recognised for the operating time related to the financial year.

##### **Other external cost**

Other external costs comprise expenses incurred during the year for bare boat hire of the rigs (operating lease), repair and maintenance, catering, hired crew and administrative costs.

##### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

##### **Tax on result for the year**

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the result for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity. The Company is part of A.P. Møller Holding A/S' joint taxation. The current Danish income tax is allocated among the jointly taxed companies proportionally to their taxable income (full allocation with refund concerning tax losses).

### **Balance sheet**

#### **Receivables**

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable.

#### **Prepayments**

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

#### **Dividend**

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

## **Financial Statements 1 January - 31 December**

### **Accounting policies**

#### **Balance sheet**

##### **Current tax receivables and liabilities**

Current tax liabilities and current tax receivables are recognized in the balance sheet as calculated tax on the taxable income adjusted for tax on prior years' taxable income and paid on account taxes.

##### **Provisions**

Provisions are recognised when the company has a current legal or constructive obligation, and if the amount can be measured reliably. Provisions are recognised on the basis of best estimates.

##### **Financial debt**

Other debts are recognised at amortised cost, which, essentially corresponds to the nominal value.

### **Translation policies**

Transactions in foreign currencies are translated at the exchange rates at the date of the transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

USD is used as functional currency and as presentation currency because the majority of transactions are in U.S. dollars. At 31 December 2016 the exchange rate DKK/USD was 705.50 (2015: 683.00).

## Financial Statements 1 January - 31 December

### Accounting policies

#### Segment information

Segmental disclosures are provided on the geographical markets. Segment information is based on the Company's internal financial management.

#### Financial highlights

The financial highlights have been defined as follows:

Operating margin	$\frac{\text{Profit/loss before financial items} \times 100}{\text{Revenue}}$
Return on invested capital	$\frac{\text{Profit/loss before financial items} \times 100}{\text{Average invested capital}^1}$
Liquidity ratio	$\frac{\text{Total current assets} \times 100}{\text{Short-term liabilities}}$
Equity ratio	$\frac{\text{End year equity} \times 100}{\text{End year total assets}}$
Return on equity	$\frac{\text{Ordinary profit/loss after tax} \times 100}{\text{Average equity}}$

---

<sup>1</sup> Average invested capital is calculated excluding cash and cash equivalents, shares and non-interest bearing debt.

## Financial Statements 1 January - 31 December

### Income statement

Note		2016	2015
		USD ('000)	USD ('000)
1	Revenue	113,508	117,868
	Other external costs	(103,225)	(111,658)
	<b>Result before financial items</b>	<b>10,283</b>	<b>6,210</b>
2	Financial income	705	2,279
3	Financial expenses	(453)	(630)
	<b>Result before tax</b>	<b>10,535</b>	<b>7,859</b>
4	Tax on result for the year	(5,067)	(2,330)
	<b>Result for the year</b>	<b>5,468</b>	<b>5,529</b>

### Appropriation

Proposed dividend	9,000	7,000
Retained earnings	(3,532)	(1,471)
	<b>5,468</b>	<b>5,529</b>

## Financial Statements 1 January - 31 December

### Balance sheet

Note	ASSETS	2016	2015
		USD ('000)	USD ('000)
	<b>Current assets</b>		
	<b>Receivables</b>		
	Trade receivables	19,059	9,367
	Receivables from group enterprises	13,517	18,448
	Other receivables	110	794
5	Prepayments, etc.	56	375
	<b>Total receivables</b>	<b>32,742</b>	<b>28,984</b>
	<b>Cash and bank balances</b>	<b>18</b>	<b>15</b>
	<b>Total current assets</b>	<b>32,760</b>	<b>28,999</b>
	<b>TOTAL ASSETS</b>	<b>32,760</b>	<b>28,999</b>



## Financial Statements 1 January - 31 December

### Balance sheet

Note	EQUITY AND LIABILITIES	2016 USD ('000)	2015 USD ('000)
	<b>Equity</b>		
	Share capital	91	91
	Retained earnings	5,686	9,218
	Proposed dividend	9,000	7,000
	<b>Total equity</b>	<b>14,777</b>	<b>16,309</b>
	<b>Provisions</b>		
6	Other provisions	470	1,272
		<b>470</b>	<b>1,272</b>
	<b>Short-term liabilities</b>		
	Trade payables	3,595	2,500
	Payables to group enterprises	10,308	7,962
	Current tax payables	3,442	928
	Other payables	168	28
		<b>17,513</b>	<b>11,418</b>
	<b>Total liabilities</b>	<b>17,983</b>	<b>12,690</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>32,760</b>	<b>28,999</b>
7	<b>Commitments and contingent liabilities, etc.</b>		
8	<b>Employee remuneration</b>		
9	<b>Related parties</b>		
10	<b>Shareholders</b>		
11	<b>Consolidation</b>		
12	<b>Events after the balance sheet date</b>		

## Financial Statements 1 January - 31 December

### Equity statement

USD ('000)	Share- capital	Retained earnings	Proposed dividend	Total
Equity 1 January 2015	91	10,689	7,000	17,780
Dividend to shareholder	0	0	(7,000)	(7,000)
Result for the year	0	(1,471)	7,000	5,529
<b>Equity 1 January 2016</b>	<b>91</b>	<b>9,218</b>	<b>7,000</b>	<b>16,309</b>
Dividend to shareholder	0	0	(7,000)	(7,000)
Result for the year	0	(3,532)	9,000	5,468
<b>Equity 31 December 2016</b>	<b>91</b>	<b>5,686</b>	<b>9,000</b>	<b>14,777</b>

The share capital comprises 500 shares of DKK 1,000. No shares hold special rights. There has been no changes to the share capital during the past five financial years.

## Financial Statements 1 January - 31 December

### Notes

		2016 USD ('000)	2015 USD ('000)
<b>1</b>	<b>Revenue</b>		
	Revenue, Norway	113,508	117,868
		<b>113,508</b>	<b>117,868</b>
<b>2</b>	<b>Financial income</b>		
	Interest income from group enterprises	72	35
	Exchange gain from group enterprises	633	2,244
		<b>705</b>	<b>2,279</b>
<b>3</b>	<b>Financial expenses</b>		
	Interest expenses to group enterprises	(159)	0
	Exchange loss to group enterprises	(294)	(630)
		<b>(453)</b>	<b>(630)</b>
<b>4</b>	<b>Tax on the result of the year</b>		
	Tax for the year	(3,046)	(2,122)
	Adjustments to prior years tax for the year	(2,021)	(208)
		<b>(5,067)</b>	<b>(2,330)</b>

## Financial Statements 1 January - 31 December

### Notes

**5      Prepayments, etc.**

Current assets, prepayments USD 56k (2015: USD 375k) include advance payments for next year for insurance.

**6      Other provisions**

Provisions relate to operational costs and claims, pensions etc. for occurred events, but where the costs are subject to uncertainty. Provisions are recognised at Management's best estimate.

**7      Commitments and contingent liabilities, etc.**

**Operating lease commitments**

The Company has entered into operating lease contracts with an average annual lease of USD 65m (2015: USD 65m). The lease contracts expire after 17 months and include total nominal rest lease payments of USD 94m (2015: USD 160m).

**Contingent liabilities**

The Company is jointly taxed with all other Danish companies in the A.P. Møller Holding Group. As a fully owned subsidiary, the Company has unlimited and joint liability together with the other companies under joint taxation for Danish company tax, withholding taxes on dividends, interest and royalties within the jointly taxed companies.

**8      Employee remuneration**

Mærsk Innovator Norge A/S has not had employees in 2016 and 2015. Personnel are hired from affiliates in the A.P. Møller - Mærsk Group. The Board of Directors has not been remunerated.

## Financial Statements 1 January - 31 December

### Notes

#### 9 Related parties

The following related parties have a controlling interest in Mærsk Innovator Norge A/S;

The A.P. Møller og Hustru Chastine Mc-Kinney Møllers Fond til almene formaal, Copenhagen, Denmark and A.P. Møller Holding A/S has control over the Maersk Group.

Other related parties with dominant influence include;

- A.P. Møller - Mærsk A/S, Esplanaden 50, 1098 Copenhagen K.
- Maersk Drilling A/S, Esplanaden 50, 1098 Copenhagen K. The parent company

#### Other related parties

Subsidiaries and affiliates to A.P. Møller - Mærsk A/S.

Related parties also include the Board of Directors and leading employees and their family members. Related parties also include companies in which the above persons have significant interests.

#### 10 Shareholders

The Company has registered the following shareholder holding minimum 5% of the voting share capital or minimum 5% of the nominal share capital:

Maersk Drilling A/S  
Esplanaden 50  
1098 Copenhagen K

#### 11 Consolidation

The consolidated financial statements of A.P. Møller - Mærsk A/S, Esplanaden 50, 1098 Copenhagen can be obtained by contacting this company or at its website <http://www.maersk.dk>. The consolidated financial statements of A.P. Møller - Holding A/S can be obtained by contacting this company.

#### 12 Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.