

Archer Offshore Denmark A/S

Tømmervej 3, 6710 Esbjerg V

CVR no. 27 96 33 15



Annual report 2016

Approved at the annual general meeting of shareholders on 11 May 2017

Chairman:



Building a better
working world



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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Archer Offshore Denmark A/S for the financial year 1 January - 31 December 2016.

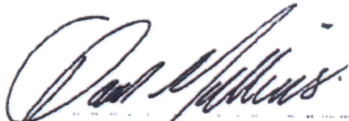
The annual report is prepared in accordance with the Danish Financial Statements Act.

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.

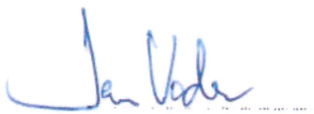
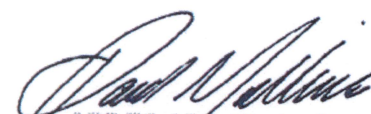
Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Esbjerg, 11 May 2017
Executive Board:


Paul Mullins

Board of Directors:


Jan Vader
Chairman
Peter Kleinbichler
Paul Mullins

Independent auditor's report

To the shareholders of Archer Offshore Denmark A/S

Opinion

We have audited the financial statements of Archer Offshore Denmark A/S for the financial year 1 January - 31 December 2016, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

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.

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 rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement 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 conclusion is 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 note 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.

Statement on Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on our procedures, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Esbjerg, 11 May 2017
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Morten Østergaard Koch
State Authorised Public Accountant



Management's review

Company details

Name	Archer Offshore Denmark A/S
Address, Postal code, City	Tømmervej 3, 6710 Esbjerg V
CVR no.	27 96 33 15
Established	7 September 2005
Registered office	Esbjerg
Financial year	1 January - 31 December
Board of Directors	Jan Vader, Chairman Peter Kleinbichler Paul Mullins
Executive Board	Paul Mullins
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Havnegade 33, 6700 Esbjerg, Denmark



Management's review

Management commentary

Business review

The Company's primary activity is to perform service tasks and trades within the oil industry and related activities, including wire line services to the oil and gas industry in the Danish offshore sector.

Financial review

The income statement for 2016 shows a profit of DKK 4,326,045 against DKK 2,881,008 last year,, and the balance sheet at 31 December 2016 shows equity of DKK 12,177,766. Management considers the Company's financial performance in the year satisfactory.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements for the period 1 January - 31 December

Income statement

Note	DKK	2016	2015
	Gross margin	42,769,455	44,227,419
2	Staff costs	-33,322,956	-36,768,608
	Amortisation/depreciation and impairment of property, plant and equipment	-3,773,362	-3,612,842
	Profit before net financials	5,673,137	3,845,969
3	Financial income	13,391	125,655
4	Financial expenses	-135,537	-192,243
	Profit before tax	5,550,991	3,779,381
5	Tax for the year	-1,224,946	-898,373
	Profit for the year	<u>4,326,045</u>	<u>2,881,008</u>
	Recommended appropriation of profit		
	Retained earnings	<u>4,326,045</u>	<u>2,881,008</u>
		<u>4,326,045</u>	<u>2,881,008</u>

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK	2016	2015
	ASSETS		
	Non-current assets		
6	Property, plant and equipment		
	Other fixtures and fittings, tools and equipment	12,781,478	8,478,564
	Leasehold improvements	76,432	114,758
		<u>12,857,910</u>	<u>8,593,322</u>
	Financial assets		
	Other receivables	211,800	193,500
		<u>211,800</u>	<u>193,500</u>
	Total non-current assets	<u>13,069,710</u>	<u>8,786,822</u>
	Current assets		
	Inventories		
	Raw materials and consumables	1,798	1,798
		<u>1,798</u>	<u>1,798</u>
	Receivables		
	Trade receivables	14,510,828	12,769,419
	Receivables from group entities	1,728,665	28,703
	Other receivables	153,790	83,406
	Prepayments	9,812	58,818
		<u>16,403,095</u>	<u>12,940,346</u>
	Total Current assets	<u>16,404,893</u>	<u>12,942,144</u>
	TOTAL ASSETS	<u>29,474,603</u>	<u>21,728,966</u>

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK	<u>2016</u>	<u>2015</u>
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	500,000	500,000
	Retained earnings	11,677,766	7,351,721
	Total equity	<u>12,177,766</u>	<u>7,851,721</u>
	Non-current liabilities		
	Deferred tax	94,000	3,000
	Total non-current liabilities	<u>94,000</u>	<u>3,000</u>
	Current liabilities		
	Trade payables	335,317	503,460
	Payables to group entities	11,507,103	7,940,789
	Income taxes payable	641,946	561,373
	Other payables	4,718,471	4,868,623
	Total current liabilities	<u>17,202,837</u>	<u>13,874,245</u>
	Total liabilities	<u>17,296,837</u>	<u>13,877,245</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>29,474,603</u></u>	<u><u>21,728,966</u></u>

- 1 Accounting policies
- 8 Contractual obligations and contingencies, etc.
- 9 Collateral
- 10 Related parties

Financial statements for the period 1 January - 31 December**Statement of changes in equity**

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2016	500,000	7,351,721	7,851,721
Transfer through appropriation of profit	0	4,326,045	4,326,045
Equity at 31 December 2016	<u>500,000</u>	<u>11,677,766</u>	<u>12,177,766</u>

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Archer Offshore Denmark A/S for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Changes in accounting policies

Effective 1 January 2016, the Company has adopted act no. 738 of 1 June 2015. This implies the following changes in the recognition and measurement:

1. In future, residual values of property, plant and equipment will be subject to annual reassessment. The Company has no significant residual values relating to property, plant and equipment other than those relating to the Company's land. Consequently, the change is made with future effect only as a change in accounting estimates with no impact on equity.

Apart from the above changes in accounting policy and new and changed presentation and disclosure requirements, which follow from act. no. 738 of 1 June 2015, the accounting policies are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Net revenue, which includes maintenance tasks with a high degree of customization and sale of commodities to the offshore industry is recognised in revenue when transfer of the most significant rewards and risks to the buyer has taken place and provided that the income can be reliably measured and payment is expected to be received.

Revenue is measured net of all types of discounts/rebates granted. Also, revenue is measured net of VAT and other indirect taxes charged on behalf of third parties.

Gross margin

With reference to section 32 of the Danish Financial Statements Act, the items 'Revenue', 'Cost of sale' and 'Other external expenses' are consolidated into one item designated 'Gross profit'.

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains or losses on the sale of non-current assets.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to distribution, sale, administration, premises, bad debts etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees. The item is net of refunds made by public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Other fixtures and fittings, tools and equipment	3-8 years
Leasehold improvements	5 years

The residual value is determined at the time of acquisition and are reassessed every year. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised. In case of changes in the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities, exchange gains and losses.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Impairment of non-current assets

Property, plant and equipment are subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation. Impairment tests are conducted in respect of individual assets or groups of assets generating separate cash flows when there are indications of impairment. The assets are written down to the higher of the value in use and net realisable value (recoverable amount) of the asset or group of assets if this is lower than the carrying amount.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Liabilities are measured at net realisable value.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

DKK	2016	2015	
2 Staff costs			
Wages/salaries	31,408,434	34,439,980	
Pensions	1,621,026	1,799,320	
Other social security costs	293,496	529,308	
	<u>33,322,956</u>	<u>36,768,608</u>	
 Average number of full-time employees	 <u>42</u>	 <u>41</u>	
3 Financial income			
Interest receivable, group entities	3,787	0	
Other financial income	9,604	125,655	
	<u>13,391</u>	<u>125,655</u>	
4 Financial expenses			
Interest expenses, group entities	96,004	171,162	
Other financial expenses	39,533	21,081	
	<u>135,537</u>	<u>192,243</u>	
5 Tax for the year			
Estimated tax charge for the year	1,133,946	1,065,373	
Deferred tax adjustments in the year	91,000	-167,000	
	<u>1,224,946</u>	<u>898,373</u>	
6 Property, plant and equipment			
	Other fixtures and fittings, tools and equipment	Leasehold improvements	Total
DKK			
Cost at 1 January 2016	16,489,488	191,631	16,681,119
Additions in the year	8,340,904	0	8,340,904
Disposals in the year	-1,383,410	0	-1,383,410
Cost at 31 December 2016	<u>23,446,982</u>	<u>191,631</u>	<u>23,638,613</u>
Impairment losses and depreciation at 1 January 2016	8,010,924	76,873	8,087,797
Amortisation/depreciation in the year	3,735,036	38,326	3,773,362
Reversal of amortisation/depreciation and impairment of disposals	-1,080,456	0	-1,080,456
Impairment losses and depreciation at 31 December 2016	<u>10,665,504</u>	<u>115,199</u>	<u>10,780,703</u>
Carrying amount at 31 December 2016	<u>12,781,478</u>	<u>76,432</u>	<u>12,857,910</u>

Financial statements for the period 1 January - 31 December

Notes to the financial statements

DKK	2016	2015
7 Share capital		
Analysis of the share capital:		
500,000 shares of DKK 1.00 nominal value each	500,000	500,000
	500,000	500,000

The Company's share capital has remained DKK 500,000 over the past 5 years.

8 Contractual obligations and contingencies, etc.

Other financial obligations

Lease liabilities totaled DKK 527 thousand at the end of 2016 (2015: 535), of which DKK 527 thousand is due for payment within one year.

The Company is included in the cash-pool scheme with other group companies, where the Company is jointly and severally liable with other group companies for claims from the bank, with the Company's receivables in the cash-pool scheme. At 31 December 2016 the Company has a balance of DKK 1,559 thousand.

9 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2016.

10 Related parties

Archer Offshore Denmark A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Archer Assets UK Ltd.	United Kingdom	Shareholding

Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

Name	Domicile
Archer Assets UK Ltd.	United Kingdom