Spyker Energy ApS

c/o Ecovis Danmark, Store Kongensgade 36,3, 1260 København K

Annual report for 2017

CVR no. 32 32 09 37

Adopted at the annual general meeting on 8 May 2018

chairman: Willem Van't Spijker

Contents

	Page
Statements	
Statement by management on the annual report	1
Independent auditor's report	2
Management´s review	
Company details	5
Management's review	6
Financial statements	
Income statement 1 January - 31 December	8
Balance sheet 31 December	9
Notes to the annual report	11
Accounting policies	13

Statement by management on the annual report

The executive board has today discussed and approved the annual report of Spyker Energy ApS for the financial year 1 January - 31 December 2017.

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

In my opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2017 and of the results of the company's operations for the financial year 1 January - 31 December 2017.

In my opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved at the annual general meeting.

Copenhagen, 6 May 2018

Executive board

Willem van't Spijker
direktør

Independent auditor's report

To the shareholder of Spyker Energy ApS

Opinion

We have audited the financial statements of Spyker Energy ApS for the financial year 1 January - 31 December 2017, which comprise income statement, balance sheet, notes and summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2017 and of the results of the company's operations for the financial year 1 January - 31 December 2017 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 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 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:

Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting 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.

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.

Independent auditor's report

Based on the work we have performed, we conclude that 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 of management's review.

Copenhagen, 6 May 2018

Ecovis Danmark
statsautoriseret revisionsinteressentskab
CVR no. 28 93 95 23

Kurt Bülow
Statsautoriseret revisor
MNE no. mne3112

Company details

The company	Spyker Energy ApS c/o Ecovis Danmark, Store Kongensgade 36,3 1260 København K	
	CVR no.:	32 32 09 37
	Reporting period:	1 January - 31 December 2017
	Domicile:	Copenhagen
Executive board	Willem van't Spijker, direktør	
Auditors	Ecovis Danmark statsautoriseret revisionsinteressentskab St. Kongensgade 36, 3.th 1264 København K	

Management's review

Business activities

The company is exploring oil and gas

Business review

The Company's income statement for the year ended 31 December shows a loss of EUR 74.453, and the balance sheet at 31 December 2017 shows equity of EUR 9.212.380.

Financial review

Spyker Energy ApS has an 8% interest in Licences 12/06 and 4/16, which contain the Broder Tuck gas/condensate and Lille John oil discoveries, resulting from the successful 2011 drilling campaign.

On 20 May 2016, the DEA confirmed the extension of the 12/06 licence for a further 30 years to enable production. Licence 4/16, a small area adjacent to 12/06 into which the Broder Tuck discovery may extend, was granted on 6 April 2016 with an expiry date of 20 May 2046, the same as licence 12/06.

It is planned that the discoveries may be developed jointly as a single project.

During the year, work continued on the detailed evaluation of the data for the Lille John oil structure to better define the operator’s range of resources. In addition, an independent 3rd party was engaged to better define the operator’s range of resources for the Broder Tuck structure. Representatives with appropriate technical expertise from all partners, as well as independent experts, are participating in this work. Preliminary work on the development of facilities and potential export routes, utilising 3rd party Danish infrastructure, if and where possible, has also continued. It is proposed to submit proposals to the Danish Energy Agency, which may include a Field Development Plan, by 1 July 2018.

The year at a glance and follow-up on expectations expressed last year

Spyker Energy plc, continues to provide the funds required to pay for the company’s capital investments and operating expenses. During the year this amounted to € 282.440. The total cumulative contributions from group as at the end of 2017 are € 9.992.975.

Spyker Energy Plc retains sufficient cash to fund Spyker Energy ApS’ commitments for the foreseeable future.

Management's review

Description of non-financial conditions

Exploration for oil and gas is an industry which has many uncertainties, technological, economic, and political. Following discovery of a resource, a period of evaluation of results is necessary to determine whether the resource is commercially viable. Large capital investments, uncertainty of yield size and production together with uncertain revenues, operating costs and other market risks beyond a company’s control, requires a significant amount of time and money to conduct such an evaluation. Even then, there is no guarantee of commercial success. In order to mitigate the risks, it is common practice for the industry to conduct exploration and production activities in joint ventures.

Income statement 1 January - 31 December

	Note	2017 EUR	2016 EUR
Other external costs		-74.453	-78.742
Gross profit		**-74.453**	**-78.742**
Profit/loss before tax		**-74.453**	**-78.742**
Tax on profit/loss for the year		0	0
Net profit/loss for the year		**-74.453**	**-78.742**

Distribution of profit

	2017 EUR	2016 EUR
Proposed distribution of profit		
Retained earnings	-74.453	-78.742
	-74.453	**-78.742**

Balance sheet 31 December

	Note	2017 EUR	2016 EUR
Assets			
Exploration and evaluation costs		9.210.200	9.031.009
Intangible assets	1	**9.210.200**	**9.031.009**
Fixed assets total		**9.210.200**	**9.031.009**
Other receivables		1.073	2.973
Receivables		**1.073**	**2.973**
Cash at bank and in hand		**28.909**	**24.976**
Current assets total		**29.982**	**27.949**
Assets total		**9.240.182**	**9.058.958**

Balance sheet 31 December

	Note	2017	2016
		EUR	EUR
Liabilities and equity			
Share capital		10.730	10.730
Retained earnings		9.201.650	8.993.663
Equity	2	**9.212.380**	**9.004.393**
Trade payables		27.802	54.565
Short-term debt		**27.802**	**54.565**
Debt total		**27.802**	**54.565**
Liabilities and equity total		**9.240.182**	**9.058.958**
Contingent assets, liabilities and other financial obligations	3		
Related parties and ownership	4		

Notes

1 Intangible assets

	Exploration and evaluation costs
Cost at 1 January 2017	9.031.009
Additions for the year	179.191
Cost at 31 December 2017	9.210.200
Carrying amount at 31 December 2017	**9.210.200**

2 Equity

	Share capital	Retained earnings	Total
Equity at 1 January 2017	10.730	8.993.663	9.004.393
Net profit/loss for the year	0	-74.453	-74.453
Constribution from group	0	282.440	282.440
Equity at 31 December 2017	**10.730**	**9.201.650**	**9.212.380**

The total cumulative contributions from group as at the end of 2017 are € 9.992.975.

The share capital consists of 80.000 shares of a nominal value of EUR 0,10. No shares carry any special rights.

3 Contingent assets, liabilities and other financial obligations

Spyker Energy ApS is jointly and severally liable with Dana Petroleum Denmark B.V., Petrogas E&P UK Limited, Petrogas Denmark ApS, Nordsofonden and Danoil Exploration A/S for the consortium's activities in the North Sea in relation to License 12/06 and 4/16. The Company's known future obligations amount to its share of the budgeted license costs of TEUR 448 in 2018.

In respect of the acquisition of Danish license 12/06, in the case of a commercial discovery, the Company agreed that it would, from the date of production, pay to the seller (Spyker Energy SAS) an overriding royalty interest equal to 5% of the buyers gross revenue generated, less any production taxes payable to the Mining Administration, from all petroleum produced from all commercial discoveries within the licence area.

Notes

4 Related parties and ownership

Controlling interest

Spyker Energy PLC, UK is the intermediate parent company.
S.E.S Holding B.V., Holland is the Immediate parent company.
Spyker Energy S.A.S France is the ultimate parent company

Ownership

According to the Company's register of shareholders, the following shareholders hold a minimum of 5% of the voting rights or a minimum of 5% of the share capital:

S.E.S. Holding B.V. Kabelweg 37, 1014 BA Amsterdam, Holland.

Accounting policies

The annual report of Spyker Energy ApS for 2017 has been prepared in accordance with the provisions of the Danish Financial Statements Act concerning reporting class B entities as well as selected provisions as regards larger entities.

The accounting policies applied are consistent with those of last year.

The annual report for 2017 is presented in EUR

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any instalments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Other external costs

Other external costs include expenses related to administration as well as office expenses, etc.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, financial expenses in respect of realised and unrealised exchange adjustments, price adjustment of securities, amortisation of mortgage loans as well as extra payments and repayment under the onaccount taxation scheme.

Accounting policies

Balance sheet

Intangible assets

Development projects, patents and licences

The Company accounts for oil and gas exploration under the successful efforts method. Exploration and evaluation ("E&E") costs are initially capitalised within intangible assets. Such E&E costs include licence acquisition costs, geological and geophysical costs, costs of drilling exploration and appraisal wells, and an appropriate share of overheads. E&E costs are capitalised and accumulated in cost pools which are not larger than a segment.

Costs relating to the exploration and evaluation of oil and gas interests are carried forward where the properties still have to be evaluated and where production of hydrocarbons has yet to commence. Costs related to such unevaluated properties are not amortised until such time as the related property has been appraisec and put on production.

If commercial reserves have been discovered, the related E&E assets are assessed for impairment and the resultant carrying value is then reclassified as oil and gas assets within property, plant and equipment, on a field by field basis.

If evaluation of the oil and gas asset leads to the conclusion that the asset is not economic, the costs incurred acquiring this asset are expensed as exploration costs. If evaluation of the oil and gas asset leads to the conclusion that the asset has economic value but the costs incurred acquiring and developing this asset exceed this value, the excess costs are expensed as exploration costs.

Exploration and evaluation assets are regarded as intangible fixed assets until it has been established whether they are associated with commercially producible reserves of hydrocarbons or not. If the efforts associated with the costs of these assets are successful, these assets are reclassified into development and/ or producing assets, which are subject to regular impairment reviews on a field by field basis. If the efforts associated with the costs of these assets are unsuccessful, the carrying cost of these assets is written off to profit or loss in accordance with the successful efforts based accounting method.

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 is impaired, an impairment loss for that individual asset is recognised.

Receivables for which there is no objective indication of individual impairment are reviewed for impairment on a portfolio basis. The portfolios are primarily composed on the basis of debtors' domicile and credit ratings in accordance with the Company's credit risk management policy. The objective indicators used for portfolios are determined based on historical loss experience.

Accounting policies

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received, using the effective interest rate of individual receivables or portfolios of receivables as discount rate.

Liabilities

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. On subsequent recognition, the financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest method. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Financial liabilities also include the capitalised residual finance lease commitment.

Other liabilities, which include trade receivables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign-exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency transactions are considered cash flow hedges, the value adjustments are taken directly to equity.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates 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 latest financial statements is recognised in the income statement as financial income or financial expenses.

Kurt Bülow

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