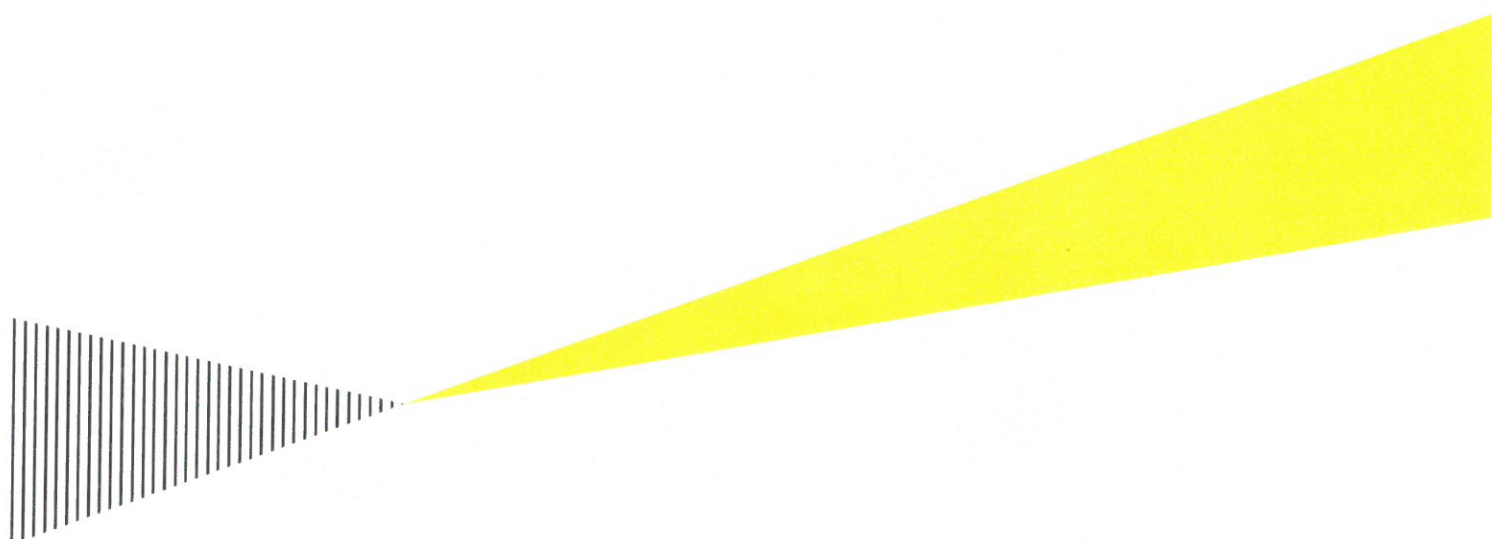


# KNOT Management Denmark A/S

c/o Danmarks Rederiforening, Amaliegade 33B, 4., 1256 Copenhagen K

CVR no. 35 80 86 55



## Annual report 2016

Approved at the annual general meeting of shareholders on 10 March 2017

Chairman:

**EY**

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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 KNOT Management 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.

Copenhagen, 10 March 2017  
Executive Board:



Hans Gundestrup  
CEO

Board of Directors:



Karl Gerhard Bråstein Dahl  
Chairman



Magnus Gudmundsen



Hans Gundestrup

## Independent auditor's report

To the shareholder of KNOT Management Denmark A/S

### Opinion

We have audited the financial statements of KNOT Management 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 a summary of significant 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.

Copenhagen, 10 March 2017  
ERNST & YOUNG  
Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28



Jens Thordahl Nøhr  
State Authorised Public Accountant



## Management's review

### Company details

Name	KNOT Management Denmark A/S c/o Danmarks Rederiforening, Amaliegade 33B, 4., 1256 Copenhagen K
Address, Postal code, City	
CVR no. Registered office	35 80 86 55 Copenhagen
Board of Directors	Karl Gerhard Bråstein Dahl, Chairman Magnus Gudmundsen Hans Gundestrup
Executive Board	Hans Gundestrup, CEO
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuths Vej 4, P.O. Box 250, 2000 Frederiksberg, Denmark
Bankers	DNB Bank Arne Jacobsens Allé 15, 2300 København S



## Management's review

### Management commentary

#### Business review

The Company's objective is to engage in administration, management and support services within the shipping business and other activities related hereto.

#### Financial review

The income statement for 2016 shows a profit of DKK 447,283 against DKK 1,066,329 last year, and the balance sheet at 31 December 2016 shows equity of DKK 1,658,810. 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	3,112,207	3,894,854
2	Staff costs	-2,433,697	-2,616,781
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-108,078	-101,673
	Profit before net financials	570,432	1,176,400
	Financial income	152,154	160,471
	Financial expenses	-140,000	-51,125
	Profit before tax	582,586	1,285,746
	Tax for the year	-135,303	-219,417
	Profit for the year	447,283	1,066,329
	Recommended appropriation of profit		
	Retained earnings	447,283	1,066,329
		447,283	1,066,329





Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK	2016	2015
	ASSETS		
	Fixed assets		
3	Property, plant and equipment		
	Other fixtures and fittings, tools and equipment	125,990	234,068
		<u>125,990</u>	<u>234,068</u>
	Investments		
	Other receivables	76,045	74,554
		<u>76,045</u>	<u>74,554</u>
	Total fixed assets	<u>202,035</u>	<u>308,622</u>
	Non-fixed assets		
	Receivables		
	Trade receivables	9,690,407	9,145,958
	Receivables from group entities	54,983	3,161
	Other receivables	177,587	103,503
	Deferred income	4,254,719	940,756
		<u>14,177,696</u>	<u>10,193,378</u>
	Cash	16,234,791	10,100,693
	Total non-fixed assets	<u>30,412,487</u>	<u>20,294,071</u>
	TOTAL ASSETS	<u>30,614,522</u>	<u>20,602,693</u>
	EQUITY AND LIABILITIES		
	Equity		
4	Share capital	500,000	500,000
	Retained earnings	1,158,810	711,527
	Total equity	<u>1,658,810</u>	<u>1,211,527</u>
	Provisions		
	Deferred tax	3,024	18,750
	Other provisions	25,000	25,000
	Total provisions	<u>28,024</u>	<u>43,750</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	7,715,677	3,040,915
	Payables to group entities	4,532,448	4,651,141
	Income taxes payable	143,987	200,667
	Other payables	16,535,576	11,454,693
		<u>28,927,688</u>	<u>19,347,416</u>
	Total liabilities other than provisions	<u>28,927,688</u>	<u>19,347,416</u>
	TOTAL EQUITY AND LIABILITIES	<u>30,614,522</u>	<u>20,602,693</u>

- 1 Accounting policies
- 5 Contractual obligations and contingencies, etc.
- 6 Collateral
- 7 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	711,527	1,211,527
Profit for the year	0	447,283	447,283
Equity at 31 December 2016	<u>500,000</u>	<u>1,158,810</u>	<u>1,658,810</u>

## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of KNOT Management Denmark A/S for 2016 has been prepared in accordance with the provisions applying to reporting class B enterprises under the Danish Financial Statements Act.

#### Changes in accounting policies

As a consequence of the amendments made to the Danish Financial Statements Act, the Company's accounting policies have been changed in the following respects compared to last year:

##### 1. Yearly reassessment of residual values of property, plant and equipment.

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.

None of the above changes impacts on the income statement or the balance sheet for 2016 or the comparative figures.

Apart from the above-mentioned changes, the accounting policies used in the preparation of the financial statements 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

#### Gross margin

The items revenue, change in inventories of finished goods and work in progress, work performed for own account and capitalised, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

#### Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, 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 Company's employees. The item is net of refunds made by public authorities.

## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation is based on the residual value of the asset at the end of its useful life and is reduced by impairment losses, if any. The depreciation period and the residual value are 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 depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. Production overheads and borrowing costs are not included in cost.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

Depreciation is provided on a straight-line basis over the expected useful lives of the assets, which are as follows:

Other fixtures and fittings, tools and equipment	3-5 years
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##### 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 and 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.

##### 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.

###### Receivables

Receivables are measured at amortised cost.

## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

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.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

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. The effective interest rate for the individual receivable or portfolio is used as discount rate.

#### Prepayments

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

#### Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

#### 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.

#### Other payables

Other payables are measured at net realisable value.

## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

DKK	<u>2016</u>	<u>2015</u>
<b>2 Staff costs</b>		
Wages/salaries	26,756,110	26,140,572
Pensions	2,687,005	1,921,287
Other social security costs	135,816	130,631
Other staff costs	51,207	54,224
Staff costs paid by third party	-27,196,441	-25,629,933
	<u>2,433,697</u>	<u>2,616,781</u>
Average number of full-time employees	<u>52</u>	<u>50</u>

### 3 Property, plant and equipment

DKK	<u>Other fixtures and fittings, tools and equipment</u>
Cost at 1 January 2016	<u>358,625</u>
Cost at 31 December 2016	<u>358,625</u>
Impairment losses and depreciation at 1 January 2016	124,557
Amortisation/depreciation in the year	<u>108,078</u>
Impairment losses and depreciation at 31 December 2016	<u>232,635</u>
Carrying amount at 31 December 2016	<u>125,990</u>

### 4 Share capital

The Company's share capital has remained DKK 500,000 in the past year.

### 5 Contractual obligations and contingencies, etc.

#### Other financial obligations

Other rent and lease liabilities:

DKK	<u>2016</u>	<u>2015</u>
Rent and lease liabilities	<u>202,786</u>	<u>497,025</u>

### 6 Collateral

The Company has not placed any assets or other as security for loans at 31 December 2016.



## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 7 Related parties

##### 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:

<u>Name</u>	<u>Domicile</u>
KNOT Management AS	Smedasundet 40, 5529 Haugesund, Norway