

ACT.Global Marine ApS

Teglbacken 41, 8270 Høbjerg

Company reg. no. 36 91 32 82

Annual report

1 July 2016 - 30 June 2017

The annual report have been submitted and approved by the general meeting on the 5 January 2018.



Chairman of the meeting

Contents

	<u>Page</u>
Reports	
Management's report	1
Independent auditor's report	2
Management's review	
Company data	5
Management's review	6
Annual accounts 1 July 2016 - 30 June 2017	
Profit and loss account	7
Balance sheet	8
Notes	10
Accounting policies used	13

Notes to users of the English version of this document:

- This document is a translation of a Danish version of the document. In the event of any dispute regarding the interpretation of any part of the document, the Danish version of the document shall prevail.
- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points remain unchanged from the Danish version of the document. This means that for instance DKK 146.940 is the same as the English amount of DKK 146,940, and that 23,5 % is the same as the English 23.5 %.

Management's report

The board of directors and the managing director have today presented the annual report of ACT.Global Marine ApS for the financial year 1 July 2016 to 30 June 2017.

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

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 30 June 2017 and of the company's results of its activities in the financial year 1 July 2016 to 30 June 2017.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Højbjerg, 5 January 2018

Managing Director



Jens Vestergaard Jensen

Board of directors



Carsten Jensen



Geza Oskar Balint



Lars Bang Pedersen

Independent auditor's report

To the shareholders of ACT.Global Marine ApS

Opinion

We have audited the annual accounts of ACT.Global Marine ApS for the financial year 1 July 2016 to 30 June 2017, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 30 June 2017 and of the results of the company's operations for the financial year 1 July 2016 to 30 June 2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the annual accounts

The management is responsible for the preparation of annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act. The management is also responsible for such internal control as the management determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements may arise due to fraud or error and may be considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions made by users on the basis of the annual accounts.

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the 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 by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about 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 annual accounts 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 annual accounts, including the disclosures in the notes, and whether the annual accounts reflect 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 the internal control that we identify during our audit.

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

Independent auditor's report

Furthermore, it is our responsibility to consider whether the management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 5 January 2018

Grant Thornton

State Authorised Public Accountants
Company reg. no. 34 20 99 36



Ulrik Bloch-Sørensen
State Authorised Public Accountant
MNE-nr. 2913



Martin Bomholtz
State Authorised Public Accountant
MNE-nr. 34117

Company data

The company

ACT.Global Marine ApS
Teglbacken 41
8270 Højbjerg

Company reg. no.: 36 91 32 82
Established: 27 May 2015
Financial year: 1 July - 30 June

Board of directors

Carsten Jensen
Geza Oskar Balint
Lars Bang Pedersen

Managing Director

Jens Vestergaard Jensen

Auditors

Grant Thornton, Statsautoriseret Revisionspartnerselskab
Stockholmsgade 45
2100 København Ø

Management's review

The principal activities of the company

Like previous years, the principal activities has consisted of delivering services to the marine sector and other related activities.

Development in activities and financial matters

The results from ordinary activities after tax are DKK -1.621.565 The result is in accordance with management expectations.

The continued operation of the company is dependent on the loan with the parent company, ACT.Global A/S is being maintained, and that additional funds are provided in order for the company to continue its operation throughout the financial year 2017/2018.

The Parent Company has provided the company with a letter of support valid until 30 June 2018, which obliges the parent company to maintain the current loan with the company, and to provide the company with the necessary funds as may be required to ensure that the company maintains capital and liquidity levels to enable the company at all times to meet its obligations in conformity with standards of prudence generally accepted for the company's field of business.

More than half of the company's contributed capital is lost. Management expects the capital to be re-established during the next financial year.

Profit and loss account 1 July - 30 June

Amounts concerning 2016/17: DKK.

Amounts concerning 2015/16: DKK in thousands.

<u>Note</u>	<u>2016/17</u>	<u>2015/16</u>
Gross loss	-968.923	-838
2 Staff costs	-428.223	-104
Amortisation and writedown relating to intangible fixed assets	-300.000	-300
Operating profit	-1.697.146	-1.242
Other financial income	1.321	0
3 Other financial costs	-381.498	-288
Results before tax	-2.077.323	-1.530
Tax on ordinary results	455.758	333
Results for the year	-1.621.565	-1.197
Proposed distribution of the results:		
Allocated from results brought forward	-1.621.565	-1.197
Distribution in total	-1.621.565	-1.197

Balance sheet 30 June

Amounts concerning 2017: DKK.

Amounts concerning 2016: DKK in thousands.

Assets		
<u>Note</u>	<u>2017</u>	<u>2016</u>
Fixed assets		
4 Acquired concessions, patents, licenses, trademarks and similar rights	2.400.000	2.700
Intangible fixed assets in total	2.400.000	2.700
Fixed assets in total	2.400.000	2.700
Current assets		
Manufactured goods and trade goods	0	70
Inventories in total	0	70
Trade debtors	78.750	363
Deferred tax assets	788.449	333
Other debtors	964.205	955
Debtors in total	1.831.404	1.651
Available funds	5.664	5
Current assets in total	1.837.068	1.726
Assets in total	4.237.068	4.426

Balance sheet 30 June

Amounts concerning 2017: DKK.

Amounts concerning 2016: DKK in thousands.

<u>Note</u>	<u>2017</u>	<u>2016</u>
Equity and liabilities		
Equity		
5 Contributed capital	50.000	50
6 Results brought forward	-2.818.577	-1.197
Equity in total	-2.768.577	-1.147
Liabilities		
Debt to group enterprises	5.951.433	5.008
Long-term liabilities in total	5.951.433	5.008
Trade creditors	40.852	565
Debt to shareholders and management	500	0
Other debts	1.012.860	0
Short-term liabilities in total	1.054.212	565
Liabilities in total	7.005.645	5.573
Equity and liabilities in total	4.237.068	4.426

1 Information regarding the financing of the continued operations of the company**7 Contingencies**

Notes

Amounts concerning 2016/17: DKK.

Amounts concerning 2015/16: DKK in thousands.

1. Information regarding the financing of the continued operations of the company

The continued operation of the company is dependent on the loan with the parent company, ACT.Global A/S is being maintained, and that additional funds are provided in order for the company to continue its operation throughout the financial year 2017/2018.

The Parent Company has provided the company with a letter of support valid until 30 June 2018, which obliges the parent company to maintain the current loan with the company, and to provide the company with the necessary funds as may be required to ensure that the company maintains capital and liquidity levels to enable the company at all times to meet its obligations in conformity with standards of prudence generally accepted for the company's field of business.

	<u>2016/17</u>	<u>2015/16</u>
2. Staff costs		
Salaries and wages	427.599	104
Other costs for social security	624	0
	<u>428.223</u>	<u>104</u>
Average number of employees	<u>1</u>	<u>1</u>
3. Other financial costs		
Financial costs, group enterprises	367.940	274
Other financial costs	13.558	14
	<u>381.498</u>	<u>288</u>

Notes

Amounts concerning 2016/17: DKK.

Amounts concerning 2015/16: DKK in thousands.

	<u>30/6 2017</u>	<u>30/6 2016</u>
4. Acquired concessions, patents, licenses, trademarks and similar rights		
Cost 1 July 2016	3.000.000	3.000
Cost 30 June 2017	3.000.000	3.000
Amortisation and writedown 1 July 2016	-300.000	-300
Amortisation for the year	-300.000	0
Amortisation and writedown 30 June 2017	-600.000	-300
Book value 30 June 2017	2.400.000	2.700
5. Contributed capital		
Contributed capital 1 July 2016	50.000	50
	50.000	50
6. Results brought forward		
Results brought forward 1 July 2016	-1.197.012	0
Profit or loss for the year brought forward	-1.621.565	-1.197
	-2.818.577	-1.197

7. Contingencies**Joint taxation**

ACT.Global A/S, company reg. no 35035044 being the administration company, the company is subject to the Danish scheme of joint taxation and unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

The company is unlimited jointly and severally liable with the other jointly taxed companies for any obligation to withhold tax on interest, royalties and dividends.

The total tax payable under the joint taxation amounts to DKK 0.

Notes

Amounts concerning 2016/17: DKK.

Amounts concerning 2015/16: DKK in thousands.

- **Contingencies (continued)**

- **Joint taxation (continued)**

- The liability relating to obligations in connection with withholding tax on dividends, interest and royalties represents an estimated maximum of DKK 0..

Accounting policies used

The annual report for ACT.Global Marine ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

Translation of foreign currency

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials.

Debtors, creditors, and other monetary items in foreign currency are translated by using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or the recognition in the latest annual accounts of the amount owed or the liability is recognised in the profit and loss account under financial income and expenses.

The profit and loss account

Gross loss

The gross loss comprises the net turnover, changes in inventories of finished goods and work in progress, work performed for own purposes and capitalised, other operating income, and external costs.

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

Staff costs

Staff costs include salaries and wages including holiday allowances, pensions and other costs for social security etc. for staff members. Staff costs are less public reimbursements.

Depreciation, amortisation and writedown

Depreciation, amortisation and writedown comprise depreciation on, amortisation of and writedown relating to intangible fixed assets.

Net financials

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Accounting policies used

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises.

The current Danish corporate tax is allocated among the jointly taxed companies in proportion to their respective taxable income (full allocation with reimbursement of tax losses).

The balance sheet

Intangible fixed assets

Development projects, patents, and licences

Patents and licenses are measured at cost with deduction of accrued amortisation. Patents and licences are amortised on a straight-line basis over 10 years.

Inventories

Inventories are measured at cost on basis of the FIFO method. In case the net realisable value of the inventories is lower than the cost, writedown takes place to this lower value.

The cost for trade goods, raw materials, and consumables comprises the acquisition cost with the addition of the delivery costs.

Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

Available funds

Available funds comprise cash at bank and in hand.

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

According to the rules of joint taxation, ACT.Global Marine ApS is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Accounting policies used

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax assets, including the tax value of tax losses eligible for carry-over, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

Liabilities

Other liabilities are measured at amortised cost which usually corresponds to the nominal value.