# **ERRV ApS**

Østergade 1, 2. Sal 1100 Copenhagen K

CVR no. 36 94 12 27

# **Annual report for**

01.01.2018

31.12.2018

The Annual Report was presented and adopted at the Annual General Meeting of the Company on: 23 May 2019

Chairman of the meeting

Peter Strandgaard

# Contents

Company Information	3
Management review	4
Management's Statement	5
Independent Auditor's Report	6
Statement of profit and loss	8
Balance sheet	9
Statement of changes in equity	10
Cash flow statement	11
Index of notes	12
Notes	13

# Company Information

Company ERRV ApS Østergade 1, 2. sal 1100 Copenhagen K

Company no. / CVR no. Municipality of reg. office Phone no.

36 94 12 27 Copenhagen +45 20 29 38 47

Executive Management Scott B. M. Moseley Philip Pacey Henrik Hvidt-Karlsson Zion Oved

Audit PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup

# Management review

#### Activities

ERRV's primary activity is to hold shares in the ESVAGT Group who delivers safety and support at sea.

#### **Activity 2018**

#### Result for the year

The loss for the year was MDKK -357 compared to MDKK -204 in 2017. Interest costs on loans from related parties exceeds the result from subsidiaries as in 2017. The result from subsidiaries ended slightly below expectations, however management considers the result for the year as fair, given the difficult market conditions during 2018.

### Market and activities

ERRV ApS operates primarily through its subsidiary ESVAGT, who operates within the oil & gas and wind industry primarily in the North Sea.

#### Equity

On 31 December 2018 the equity of is MDKK -442 with an equity ratio of -17.2% compared to MDKK -67 and a ratio of -2.5% in 2017.

# Loss of equity and going concern

The lenders have expressed their continuing interest in assuring that ERRV ApS can continue as a going concern and have expressed their intention not to call the loans already extended and any additional future loans that may be extended to the company, unless the liquidity position of the company is adequate to justify such repayment. The equity will be reestablished through future earnings.

# **Expectations for 2019**

Based on the subsidiary ESVAGT expects a higher activity level in the off-shore oil and gas market, mainly seen in the harsher environments i.e. West of Shetland in UK and the Barents Sea in Norway where exploration and appraisal drilling is taking place. ESVAGT also expect the Tyra re-development in Denmark will require more ERRVs. The activity level in the off-shore wind market is expected to remain positive in 2019. Therefore, our guidance for 2019 is a slightly better result compared to 2018.

# Uncertainties regarding recognition and measurement

As a natural consequence of the currently low activity in the oil and gas industry, returns on investments within the industry in general have declined and could potentially indicate the need for an impairment of the acquisition of the ESVAGT Group.

ERRV ApS regularly assess the valuation of its subsidiaries, including also impairment testing. When performing such assessments and tests, future outlooks are considered. The ERRV management expects the oil and gas industry to recover over the coming years and based upon the impairment tests performed, concludes that there is no need for impairment of the investment in subsidiaries. Management believes that the ESVAGT Group with its asset base, experience and skills is well positioned when the market recovers.

# Subsequent events

No events have occurred after 31 December 2018 which may significantly affect the financial year 2018.

#### Risks

ERRV ApS is, in the opinion of the Management, not exposed to commercial, operational or financial risks beyond what is common and natural for its business and the industry in which it operates.

# Management's Statement

The Executive Management have today considered and adopted the Annual Report of ERRV ApS for the financial year 1 January – 31 December 2018.

The Financial Statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU, and further requirements in 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 2018 and the results of the Company's operations for the financial year 1 January – 31 December 2018.

In our opinion, Management's Review includes a true and fair account of the development in the operations and financial circumstances of the Company, of the results for the year and of the financial position of the Company.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 23 May 2019

**Executive Management** 

Scou B. M. Moseley

Henrik Hvidt-Karlsson

Philip Pacey

Zion Oved

# Independent Auditor's Report

To the Shareholders of ERRV ApS

# Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2018, and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

We have audited the Financial Statements of ERRV ApS for the financial year 1 January - 31 December 2018, which comprise income statement and statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement 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.

#### 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.
- 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, 23. May 2019

**PricewaterhouseCoopers** 

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Thomas Wraae Holm

State Authorized Public Accountant

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Martin Lunden

State Authorized Public Accountant

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# Statement of profit and loss

	Notes	2018 TDKK	2017 TDKK
Other operating expenses		(526)	(336)
Operating profit		(526)	(336)
Income from subsidiaries	6	(73.239)	(7.342)
Financial expenses	4	(283.225)	(196.533)
Profit before income tax		(356.990)	(204.211)
Income tax	5	116	74
Profit for the year		(356.874)	(204.137)
Profit is attributable to:			
Owners of ERRV ApS		(356.874)	(204.137)
		(356.874)	(204.137)
Statement of comprehen income	sive		
Profit for the year		(356.874)	(204.137)
Other comprehensive income  Items that may be subsequently reclassified	l to profit or loss		
Equity movements in subsidiaries		(17.175)	35.983
Total comprehensive income for the year	r	(374.049)	(168.154)
Total comprehensive income for the year a	ttributable to		
Owners of ERRV ApS		(374.049)	(168.154)
		(374.049)	(168.154)

# Balance sheet

	Notes	2018 TDKK	2017 TDKK
Investment in subsidiaries	6	2.567.234	2.657.648
Fixed asset investments		2.567.234	2.657.648
Total non-current assets		2.567.234	2.657.648
Income tax receivable		116	74
Cash and cash equivalents		98	170
Total current assets		214	244
Total assets		2.567.448	2.657.892
Share capital	8	100	100
Retained earnings		(441.615)	(67.566)
Total equity		(441.515)	(67.466)
Loan from related parties	9	3.007.330	2.724.133
Trade payables		135	135
Payables to Group companies		1.497	1.090
Total current liabilities		3.008.963	2.725.358
Total liabilities		3.008.963	2.725.358
Total equity and liabilities		2.567.448	2.657.892

# Statement of changes in equity

	Share capital	Retained earnings	Total equity
	TDKK	TDKK	TDKK
Equity at 01.01.2017	100	100.588	100.688
Profit for the year	0	(204.137)	(204.137)
Other comprehensive income	0	35.983	35.983
Total comprehensive income for the year	0	(168.154)	(168.154)
Equity at 31.12.2017	100	(67.566)	(67.466)
Profit for the year	0	(356.874)	(356.874)
Other comprehensive income	0	(17.175)	(17.175)
Total comprehensive income for the year	0	(374.049)	(374.049)
Equity at 31.12.2018	100	(441.615)	(441.515)

# Cash flow statement

		2018	2017
	Notes	TDKK	TDKK
Profit before depreciations		(526)	(336)
Change in working capital	12	408	393
Cash flows from operating activities before financial income and expenses		(118)	57
Financial expenses paid		(27)	(70)
Income taxes paid		74	0
Net cash flow from operating activities		(72)	(13)
Investments in subsidiaries		0	(350.000)
Net cash flow from investing activities		0	(350.000)
Proceeds from loans from related parties	12	0	350.000
Cash flow from financing activities		0	350.000
Net cash flow for the year		(72)	(13)
Cash and cash equivalents, beginning of the year		170	183
Cash and cash equivalents, end of the year		98	170

The information in the cash flow statement cannot directly be reconciled to the statement of profit and loss. The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

# Index of notes

- 1. Capital position and going concern
- 2. Accounting policies
- 3. Critical accounting estimates and judgements
- 4. Financial expenses
- 5. Tax on profit for the year
- 6. Fixed asset investments
- 7. Financial assets and liabilities
- 8. Share capital
- 9. Loan from related parties
- 10. Related parties
- 11. Contingent liabilities
- 12. Cash flow statement
- 13. Financial risk management
- 14. Events after the balance sheet date

# Notes

## 1. Capital position and going concern

The purpose of ERRV ApS is to hold the shares in ESVAGT A/S. The investment had a carrying value of MDKK 2.567 at 31 December 2018 (2017: MDKK 2.658) and is mainly financed via interest bearing loans from related parties amounting to MDKK 3.007 (2017: MDKK 2.724). The income from ESVAGT A/S amounted to MDKK -73 in 2018 (2017: MDKK -7) deducting the interests on the loans from related parties amounted to MDKK 283 million resulting in a loss for the year of MDKK 357 (2017: 204 MDKK).

Impairment tests have been carried out regarding the investment in ESVAGT A/S, which did not result in any impairment.

Interests on the loans from associated companies are accruing, hence no payments of installments or interests are taking place. The lenders have expressed their continuing interest in assuring that ERRV ApS can continue as a going concern and have expressed their intention not to call the loans already extended and any additional future loans that may be extended to the company, unless the liquidity position of the company is adequate to justify such repayment.

#### 2. Accounting policies

The Annual Report for the period 1 January – 31 December 2018 comprises the financial statement of ERRV ApS and have been prepared on a going concern basis and in accordance with the international Financial Reporting Standards (IFRS) as issued by the International Accounting standards Board (IASB), as adopted by the EU and further requirements in the Danish Financial Statements Act.

### Measurement basis

The financial statements have been prepared on the historical cost basis except for derivative financial instruments which are measured at fair value.

## Adoption of new and amended standards

The IASB has issued several new or amended standards and interpretations effective for financial years beginning after 1 January 2019. Some of these have not yet been endorsed by the EU. None have material effect for ERRV ApS.

#### Foreign currency translation

# Functional and presentation currency

Items in the financial statements of each of the reporting companies of the Group are measured in the currency of the primary economic environment in which the company operates (the functional currency).

The functional currency of ERRV ApS is DKK.

The financial statements are presented in Danish Kroner (DKK). The financial statements have been rounded to the nearest thousand.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within other income or other expenses.

# Other operating expenses

Other operating expenses comprise administration, office expenses etc.

# Financial income and expenses

Financial income and expenses comprise interest income and expenses, realized and non-realized capital gains/losses on transactions in foreign currency, amortization of financial assets and liabilities etc.

#### Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

#### Investment in subsidiaries

#### Income statement

Investments in subsidiaries are recognized according to the equity method and measured at the proportionate share of the entities' net asset values calculated in accordance with the company's accounting policies.

#### Balance sheet

Investments in subsidiaries are measured at pro rata share of the subsidiaries' equity in accordance with the accounting policies of the parent company. Adjustments are made for unrealized group internal gains and losses and for remaining value of positive or negative goodwill, which is tested for impairment. Subsidiaries with negative equity are recognized at DKK 0, provided ERRV ApS has not provided guarantees or otherwise is liable for the subsidiary.

#### Equity

#### Dividend distribution

Dividends are recognized as a liability in the period in which they are adopted at the Annual General Meeting,

# Loans from related parties

Loans from related parties are initially recognized at fair value, net of transaction expenses incurred and are subsequently measured at amortized cost. Any differences between the proceeds and the redemption value are recognized in the income statement over the period of the loans using the effective interest method.

# Other liabilities

Other debt or liabilities covering trade payables and other debt are recognized at amortized cost, which is usually equivalent to the nominal value.

# Statement of cash flow

The cash flow statement shows the company's cash flows during the year distributed on operating, investing and financing activities, changes in cash and cash equivalents at the beginning and at the end of the year.

Cash flows from operating activities are calculated by the indirect method using the profit before depreciation adjusted for changes in working capital and non-cash operating items such as depreciation, amortization and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt as well as payments to and from shareholders.

#### Cash and cash equivalents

Cash and cash equivalents comprise "Cash at bank and in hand".

# Key Figures

The financial ratios have been calculated in accordance with the recommendations of the Association of Danish Financial Analysts (2015).

Invested capital including goodwill is defined as net working capital plus property, plant and equipment and intangible assets as well as accumulated amortization of goodwill, and minus other provisions and other long-term operating liabilities. Accumulated impairment losses on goodwill are not added.

Net working capital is defined as inventories, receivables and other operating current assets net of trade payables and other short-term operating liabilities. Receivables and income tax payables as well as cash are not included in net working capital.

Net interest-bearing debt is defined as interest-bearing liabilities, including income tax payable, net of interest-bearing assets, including cash and income tax receivable.

# 3. Critical accounting estimates and judgements

ERRV ApS makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### Impairment testing of investments in subsidiaries

ERRV ApS tests annually whether investments in subsidiaries has suffered any impairment, in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. Estimates are made of development in revenues, gross profits, operating margins, future capital expenditures, discount rates and growth expectations in the terminal period. These estimates are based on an assessment of current and future developments in the cash-generating units and on historical data and assumptions of future expected market developments, including expected long-term average market growth rates.

4. Financial expenses	2018 TDKK	2017 TDKK
Interest expenses to parent	26	5.6
Interest expenses to parent  Interest expenses to related parties	283.197	56 196.463
Interest expenses to retailed paintes  Interest expenses, credit institutions	203.197	130.403
Other financial expenses, including bank fees	0	13
	283.225	196.533
5. Tax on profit for the year		
Income tax:		
Tax on profit/loss for the year	(116)	(74)
Total tax for the year	(116)	(74)
Tax on profit/loss for the year can be broken down as follows:		
Current tax	(116)	(74)
Tax on profit/loss for the year	(116)	(74)
Income tax is specified as follows:	-	
Calculated 22.0% tax on profit for the year before income tax	(78.538)	(44.926)
Tax effects of:		
Non-deductible expenses	78.422	44.852
Adjustments in respect of prior years	0	0
	(116)	(74)
Effective tax rate	0,0%	0,0%

2018	2017
TDKK	TDKK
2.840.908	2.490.908
0	350.000
2.840.908	2.840.908
(183.260)	(211.900)
(73.239)	(7.342)
(17.175)	35.982
(273.674)	(183.260)
2.567.234	2.657.648
	2.840.908 0 2.840.908 (183.260) (73.239) (17.175) (273.674)

Name	Ownership and voting rights	Place of registered office
Investments in subsidiaries:		
ESVAGT A/S	100%	Denmark
ESVAGT Holdings Limited	100%	Great Britain
ESVAGT UK Limited	100%	Great Britain
ESVAGT Norge AS	100%	Norway
ESWIND A/S	100%	Denmark
ESWINDOI A/S	100%	Denmark
P/F ESVAGT-THOR	51%	Faroe Islands
Investments in Associates and Join	nt Ventures:	
EWPL Ocean ApS	50%	Denmark

On 10 December 2018 the Esvagt Group acquired 50% of the shares in EWPL Ocean ApS.

7. Financial assets and liabilities				
Carrying amount			2018 TDKK	2017 TDKK
Cash and cash equivalents			98	170
Total Financial assets at amortis	sed cost		98	170
Trade payables			135	135
			135	135
Total Financial liabilities at amo	ortised cost			
Fair values are approximately the	same as the carr	ying amounts.		
8. Share capital				
		N1 1	2018	2017
The share capital comprises of:	No shares	Nominal value	TDKK	TDKK
	100.000	1	100	100

No shares carry any special rights. There are no restrictions connected to the transferability or voting rights of the shares. All shares have been fully paid in.

All shares in ERRV ApS is owned by ERRV Holdings ApS.

# Capital management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The management monitor the share and capital structure to ensure that the company's capital resources support the strategic goals. The overall target is to have secured long-term financing with fixed interest rates at competitive rates.

# 9. Loan from related parties

2018	Principal	Effective interest rate	Currency	Maturity	Carrying amount
Fixed-rate loans	3.007 mDKK	10,000%	DKK	on demand	3.007.330
2017					
Fixed-rate loans	2.724 mDKK	10,000%	DKK	on demand	2.724.133

## 10. Related parties

The Company is included in the consolidated financial statements for its parent company ERRV Holding ApS, Østergade 1, 2nd floor, 1100 Copenhagen, Denmark.

The ultimate controlling party is ERRV Luxembourg Holdings S.à.r.l., Luxembourg.

Loans to related parties as well as intercompany accounts are recognized in the Balance Sheet account as "Loans from related parties" MDKK 3.007 (2017: MDKK 2.724) and "Payables to Group companies" TDKK 2 (2017: TDKK 1).

Interest expenses to related parties are recognized in Note 4, MDKK 283 to related parties (2017: MDKK 196) and TDKK 26 to parent (2017: TDKK 56).

# 11. Contingent liabilities

Litigation

None.

Other contingent liabilities

None.

# 12. Cash flow statement

Change in working capital	2018 TDKK	2017 TDKK
Change in trade payables	0	35
Change in payables to Group companies	408	358
	408	393
Changes in liabilities arising from financing activities Proceeds from borrowings	0	350.000
Cash flow from financing activities at 31.12.2018	0	350.000

## 13. Financial risk management

## Financial risk factors

The Financial risks of the group are managed centrally. The overall risk management guidelines and policies have been approved by the board of directors in the Group. Group finance/Treasury department identifies and evaluates exposures in close co-operation with the group's operating units. The board provides written principles for overall risk management.

#### Market risk

Foreign exchange risk

None, as all transactions are in DKK.

#### Interest rate risk

The interest rate risk arises from loans from related parties. Borrowings issued at variable rates expose the company to cash flow interest rate risk. Borrowings issued at fixed rates expose the company to fair value interest rate risk. Policy is to ensure, that at all times a minimum of 75 per cent of the total outstanding Debt is at fixed rate or effectively bears a fixed rate pursuant to a Hedging Agreement.

### Sensitivity analysis

Profit or loss isn't sensitive to higher/lower interest from borrowings and fair value changes of interest rate derivatives as a result of changes in interest rates, as all loans are issued at a fixed rate.

#### Credit risks

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating of 'BBB' are accepted. The maximum exposure corresponds to the carrying amount of cash.

# Liquidity risk

Cash flow forecasting is performed by management. The management monitors forecasts of the liquidity requirements to ensure it has sufficient cash to meet the company's operational needs. Such forecasting takes into consideration the company's debt financing plans and compliance with loan documentation. Loans from related parties, due on demand, will not be called unless the liquidity position of the company is adequate to justify repayment.

# 14. Events after the balance sheet date

Subsequent to the balance sheet date, no other events that could significantly affect the financial statements as of 31 December 2018 have occurred.