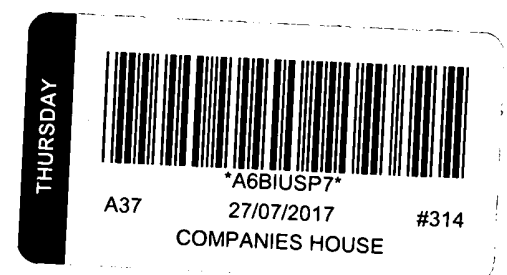

FRISCHMANN OFFSHORE LTD

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2016



FRISCHMANN OFFSHORE LTD

COMPANY INFORMATION

Directors	Dr W W Frischmann CBE A Prabhu (appointed 23 September 2015, resigned 2 November 2015)
Registered number	02097198
Registered office	5 Manchester Square London W1U 3PD
Bankers	Barclays Bank Plc 54 Lombard Street London EC3V 9EX HSBC Bank Plc 8 Victoria Street Westminster London SW1H 0NJ

FRISCHMANN OFFSHORE LTD

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FRISCHMANN OFFSHORE LTD

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2016

The director presents his report and the financial statements for the year ended 31 March 2016.

Principal activity

The principal activity of the company is that of a consultant for the design, construction and marketing of oil and gas platforms and of subsea floating production systems.

Directors

The directors who served during the year were:

Dr W W Frischmann CBE

A Prabhu (appointed 23 September 2015, resigned 2 November 2015)

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is satisfied that he gives a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

The director at the time when this Director's Report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditors are unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

FRISCHMANN OFFSHORE LTD

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2016**

Auditors

Under section 487(2) of the Companies Act 2006, Berg Kaprow Lewis LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



Dr W W Frischmann CBE
Director

Date: 26/07/2017

FRISCHMANN OFFSHORE LTD

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF FRISCHMANN OFFSHORE LTD

We have audited the financial statements of Frischmann Offshore Ltd for the year ended 31 March 2016, set out on pages 5 to 12. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2006 and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditors

As explained more fully in the Director's Responsibilities Statement on page 1, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Director's Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2016 and of its profit or loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

FRISCHMANN OFFSHORE LTD

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF FRISCHMANN OFFSHORE LTD
(CONTINUED)**

Emphasis of matter - Going Concern

In forming our opinion on the financial statements, which is not modified in this respect, we have considered the adequacy of the disclosure made in accounting policy 1.2 concerning the company's ability to continue as a going concern. The company did not trade in either the current or preceding financial year. As at 31 March 2016, it had net current liabilities and net liabilities of £677,760. Included within creditors is an amount of £684,033 owed to group undertakings and the company is dependent on the continued support of these group undertakings to allow it to meet its financial obligations as they fall due and not seeking repayment of existing loans made to this company. This indicates the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit, the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with those financial statements and this report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the director's report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Director's Report.



David Landau FCA (Senior Statutory Auditor)

for and on behalf of
Berg Kaprow Lewis LLP

Chartered Accountants
Statutory Auditor

London
Date: 27 July 2017

FRISCHMANN OFFSHORE LTD

**INCOME STATEMENT
FOR THE YEAR ENDED 31 MARCH 2016**

The company has not traded during the year or the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit or loss.

The notes on pages 8 to 12 form part of these financial statements.

FRISCHMANN OFFSHORE LTD
REGISTERED NUMBER: 02097198

BALANCE SHEET
AS AT 31 MARCH 2016

	Note	2016 £	2015 £
Current assets			
Cash at bank and in hand	6	6,273	6,327
		<u>6,273</u>	<u>6,327</u>
Creditors: amounts falling due within one year	7	(684,033)	(684,087)
Net current liabilities		<u>(677,760)</u>	<u>(677,760)</u>
Total assets less current liabilities		<u>(677,760)</u>	<u>(677,760)</u>
Net assets		<u>(677,760)</u>	<u>(677,760)</u>
Capital and reserves			
Called up share capital	9	10,000	10,000
Share premium account	10	237,599	237,599
Profit and loss account	10	(925,359)	(925,359)
		<u>(677,760)</u>	<u>(677,760)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



Dr W W Frischmann CBE
 Director

Date: 26/07/2017

The notes on pages 8 to 12 form part of these financial statements.

FRISCHMANN OFFSHORE LTD

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2016**

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 April 2014	10,000	237,599	(925,359)	(677,760)
At 1 April 2015	10,000	237,599	(925,359)	(677,760)
At 31 March 2016	10,000	237,599	(925,359)	(677,760)

The notes on pages 8 to 12 form part of these financial statements.

FRISCHMANN OFFSHORE LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

1. General information

The principal activity of Frischmann Offshore Ltd ('the company') is that of a consultant for the design, construction and marketing of oil and gas platforms and of subsea floating production systems.

The company is a private company limited by shares and is incorporated in England and Wales. The address of its Registered Office is 5 Manchester Square, London, W1U 3PD.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland ("FRS 102") and the Companies Act 2006. The date of transition to FRS 102 was 1 April 2014.

Information on the impact of first time adoption of FRS 102 is given in note 13.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared on a going concern basis which assumes that the company will continue in operational existence for the foreseeable future and will be able to meet its debts as they fall due.

The company did not trade in either the current or preceding financial year. As at 31 March 2016, it had net current liabilities and net liabilities of £677,760. Included within creditors is an amount of £684,033 owed to group undertakings and the company is dependent on the continued support of these group undertakings and its parent undertakings to allow it to meet its financial obligations as they fall due and not seeking repayment of existing loans made to this company.

The director is confident that this support will continue for at least the next 12 months from the date of signature of these accounts.

In the event that funding is withdrawn and alternative sources of funding are not available, the going concern basis would be invalid and adjustments would have to be made to reduce the value of the assets to their recoverable amount and to provide for further liabilities that might arise.

2.3 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

FRISCHMANN OFFSHORE LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

2. Accounting policies (continued)

2.4 Financial instruments

The company only enters into basic financial instruments that result in the recognition of financial assets and liabilities, like trade and other accounts receivable and payable, loans from banks and other third parties, loans and related parties and investments in non-puttable ordinary shares.

(i) Financial liabilities

Basic financial liabilities, including trade and other payables and loans from fellow group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Basic debt instruments, including basic loans, are required to be measured at amortised cost using the effective interest method. For debt instruments provided at a below-market interest rate, consideration has been given to the appropriate rate to be used in the discounting of these debt instruments. An interest rate that is considered to be appropriate, taking into account third party rates, has been adopted in the discounting of the interest free loans.

2.5 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

There are no judgements (apart from those involving estimates) which had a significant effect on amounts recognised in the financial statements.

4. Auditors' remuneration

The audit fees for the current and preceding financial year have been incurred by the parent company.

5. Employees

The company had no employees other than the director, who did not receive any remuneration (2015 - £Nil).

FRISCHMANN OFFSHORE LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2016**

6. Cash and cash equivalents

	2016 £	2015 £
Cash at bank and in hand	6,273	6,327
	<u>6,273</u>	<u>6,327</u>

7. Creditors: Amounts falling due within one year

	2016 £	2015 £
Amounts owed to group undertakings	684,033	684,087
	<u>684,033</u>	<u>684,087</u>

Amounts owed to group undertakings are unsecured and interest free, have no fixed date of repayment and are repayable on demand.

8. Financial instruments

	2016 £	2015 £
Financial liabilities		
Financial liabilities measured at amortised cost	(684,033)	(684,087)
	<u>(684,033)</u>	<u>(684,087)</u>

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings.

FRISCHMANN OFFSHORE LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2016

9. Share capital

	2016 £	2015 £
Shares classified as equity		
Allotted, called up and fully paid		
10,000 Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

There is a single class of Ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

10. Reserves

Share premium

The share premium account represents the excess of the issue price over the par value on shares issued less transaction costs arising on issue.

Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses.

11. Related party transactions

Where possible, the company has taken advantage of the exemption conferred by FRS 102 Section 33 from the requirement to disclose transactions with wholly owned group undertakings

12. Controlling party

The company is a wholly owned subsidiary of Frischmann Investment Ltd, a company registered in England and Wales.

The ultimate parent company at the year end was Frischmann Holdings Limited, a company registered in England and Wales.

Copies of the consolidated financial statements of Frischmann Holdings Limited may be obtained from the following address:

5 Manchester Square, London W1U 3PD.

FRISCHMANN OFFSHORE LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

13. First time adoption of FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements prepared under the previous UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014.

The policies adopted under the entity's previous accounting framework are not materially different to FRS 102 and there are no changes in accounting policies which reconcile the profit for the financial year ended 31 March 2015 and the total equity as at 1 April 2014 and 31 March 2015 between UK GAAP as previously reported and FRS 102.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders. The company has taken advantage of the following exemption under FRS 102 paragraph 1.12(b) on the basis that it is a qualifying entity and the ultimate parent undertaking, Frischmann Holdings Ltd, includes the equivalent disclosures in its own consolidated financial statements. The disclosure exemption is the requirement to prepare a statement of cash flows.