

Registered number: 5389810

DYON UK LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019



DYON UK LIMITED

CONTENTS

	Page
Company Information	1
Directors' Report	2 - 3
Statement of Directors' Responsibilities in Respect of the Directors' Report and the Financial Statements	4
Independent Auditor's Report to the Members of Dyon UK Limited	5 - 6
Statement of Comprehensive Income	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes to the Financial Statements	10 - 16

DYON UK LIMITED

COMPANY INFORMATION

Directors

R.J. Baurdoux (resigned 22 June 2020)
P.J. Waaijjer (resigned 1 April 2019)
A.F.D. Berger (appointed 1 April 2019 and resigned 22 June 2020)
C.H. de Ruyter van Steveninck (appointed 1 April 2019)
A.T. Israël (appointed 22 June 2020)
A.C. van der Weijden (appointed 22 June 2020)

Registered number

5389810

Registered office

8th Floor
100 BISHOPSGATE
London
EC2N 4AG

Independent auditor

Ernst & Young LLP
Blenheim House
Fountainhall Road
Aberdeen
AB15 4DT

DYON UK LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their annual report and the audited financial statements of Dyon UK Limited (the "Company") for the year ended 31 December 2019.

In preparing this financial report, the directors have taken advantage of the small companies exemption provided by section 414B of the Companies Act 2006, not to provide a strategic report.

Principal activity

The Company's sole activity during the year was the holding of a 100% interest in ONE-Dyas EOG Limited.

Results and dividends

The (loss) for the year, after taxation, amounted to £ (34.5) million (2018 - £50.0 million).

During the year no dividends were paid. During 2018 dividends were paid in the amount of £50.0 million (£490,196 per share). No final dividend is proposed (2018: £nil).

Political contributions

The Company made no political donations or incurred any political expenditure during the year (2018: £nil).

Going concern

The Directors have prepared the financial statements on the going concern basis which assumes that the Company will continue in operational existence for at least twelve months from the date of these financial statements. The directors are confident that current cash and intercompany financing arrangements will provide sufficient cash resources for the Company to continue as a going concern.

The directors are in receipt of a letter from the members of ONE-Dyas B.V., indicating that financial support will be made available to meet the Company's liabilities as and when they fall due, for a period of at least 12 months from the date of approval of the balance sheet.

The Company has considered the impact of COVID-19 on the annual report 2019, including the going concern assessment. As the Company is only holding an investment in a subsidiary with no activities, it might be less susceptible to the impacts of COVID-19. However, as the situation is fluid and rapidly evolving, the Company notes it is difficult to predict the full extent and duration of the impact on its business.

Post balance sheet events

As the Company has no operational activities, it is expected to be less susceptible to the impacts of COVID-19. However, as the situation is fluid and rapidly evolving, the Company notes it is difficult to predict the full extent and duration of the impact on its business.

Directors

The directors who served during the year and up to the date of signing the financial statements were:

R.J. Baurdoux (resigned 22 June 2020)
P.J. Waaljer (resigned 1 April 2019)
A.F.D. Berger (appointed 1 April 2019 and resigned 22 June 2020)
C.H. de Ruyter van Steveninck (appointed 1 April 2019)
A.T. Israël (appointed 22 June 2020)
A.C. van der Weijden (appointed 22 June 2020)

Financial risk management

As a holding company the directors do not believe that there are any financial risks facing the Company and a discussion of KPI's is not necessary to gain an understanding of the business.

DYON UK LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2019 (continued)**

Future developments

The Company will not expand its various investment interests in the UK part of the North Sea Continental Shelf.

Qualifying third party indemnity provisions

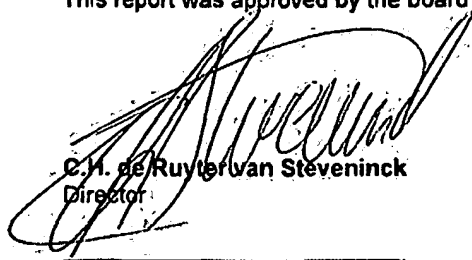
As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its directors.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director 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 auditor is aware of that information.

This report was approved by the board on 21 December and signed on its behalf.



C.M. de Ruyter van Steveninck
Director

DYON UK LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give 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 directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations or have no realistic alternative but to do so.

The directors are 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 them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The Company has considered the impact of COVID-19 on the annual report 2019, including the going concern assessment. As the Company is only holding an investment in a subsidiary with no activities, it might be less susceptible to the impacts of COVID-19. However, as the situation is fluid and rapidly evolving, the Company notes it is difficult to predict the full extent and duration of the impact on its business.

INDEPENDENT AUDIT REPORT TO THE MEMBERS OF DYON UK LIMITED

Opinion

We have audited the financial statements of DYON UK Limited for the year ended 31 December 2019 which comprise the Statement of comprehensive income, the Balance Sheet, the Statement of changes in equity and the related notes 1 to 12, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2019 and of its 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, 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.

Emphasis of matter – effects of COVID-19

We draw attention to notes 1.1 (Basis of preparation) and 12 (Post balance sheet events disclosure) in the financial statements, which describes the economic and social disruption the Company is facing as a result of Covid-19, which is impacting supply chains, consumer demand and personnel available for work. Our opinion is not modified in respect of this matter.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, 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 other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDIT REPORT TO THE MEMBERS OF DYON UK LIMITED (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine 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, the directors are 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 unless the directors either intend to liquidate the company or to cease operations, or have 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 (UK) 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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 auditor's 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.

Ernst & Young LLP

Kevin Weston (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Aberdeen
21 December 2020

DYON UK LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	2019 £000	2018 £000
Administrative expenses		(17)	(11)
Operating loss		(17)	(11)
Income from shares in group undertakings			50,000
Impairment in Investments	6	(34,527)	-
(Loss)/profit before tax		(34,544)	49,989
Tax on profit	4	3	2
(Loss)/profit for the year		(34,541)	49,991
Other comprehensive income for the year			
Total comprehensive (loss)/income for the year		(34,541)	49,991

There are no significant recognised gains or losses other than those stated above and therefore no separate statement of other comprehensive income has been prepared.

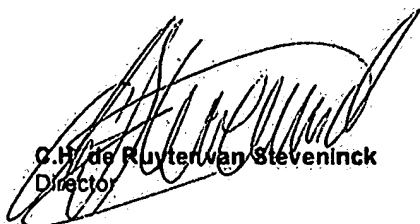
Operating results are wholly attributable to continuing operations.

The notes on pages 10 to 16 form part of these financial statements

DYON UK LIMITED**DYON UK LIMITED****BALANCE SHEET
AS AT 31 DECEMBER 2019**

	Note	2019 £000	2018 £000
Fixed assets			
Investments	6	103,574	138,101
		<u>103,574</u>	<u>138,101</u>
Current assets			
Debtors: amounts falling due within one year	7	1,595	1,602
Creditors: amounts falling due within one year	8	(290)	(283)
Net current assets		<u>1,305</u>	<u>1,319</u>
Total assets less current liabilities		<u>104,879</u>	<u>139,420</u>
Net assets		<u><u>104,879</u></u>	<u><u>139,420</u></u>
Capital and reserves			
Called up share capital	9	-	-
Share premium account	10	139,390	139,390
Profit and loss account	10	(34,511)	30
		<u>104,879</u>	<u>139,420</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 21 December 2020.


C. H. de Ruyter van Steveninck
Director

Company registration number: 5389810

The notes on pages 10 to 16 form part of these financial statements.

DYON UK LIMITED

DYON UK LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Share premium	Retained earnings	Total equity
	£000	£000	£000
At 1 January 2019	139,390	30	139,420
Comprehensive Income for the year			
(Loss) for the year	-	(34,541)	(34,541)
Total comprehensive income for the year	-	(34,541)	(34,541)
At 31 December 2019	139,390	(34,511)	104,879

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Share premium	Retained earnings	Total equity
	£000	£000	£000
At 1 January 2018	139,390	39	139,429
Comprehensive income for the year			
Profit for the year	-	49,991	49,991
Total comprehensive income for the year	-	49,991	49,991
Dividends: Equity capital (note 5)	-	(50,000)	(50,000)
Total transactions with owners	-	(50,000)	(50,000)
At 31 December 2018	139,390	30	139,420

The notes on pages 10 to 16 form part of these financial statements.

DYON UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019 (forming part of the financial statements)

1. Accounting policies

1.1 Basis of preparation of financial statements

Dyon UK Limited (the "Company") is a private company incorporated, domiciled and registered in England and Wales. The registered number is 5389810 and the registered address is 8th Floor 100 Bishopsgate, London, EC2N 4AG.

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

Going concern

The Directors have prepared the financial statements on the going concern basis which assumes that the Company will continue in operational existence for at least twelve months from the date of these financial statements. The directors are confident that current cash and intercompany financing arrangements will provide sufficient cash resources for the Company to continue as a going concern.

The directors are in receipt of a letter from the members of ONE-Dyas B.V., indicating that financial support will be made available to meet the Company's liabilities as and when they fall due, for a period of at least 12 months from the date of approval of the balance sheet.

The Company has considered the impact of COVID-19 on the annual report 2019, including the going concern assessment. As the Company is only holding an investment in a subsidiary with no activities, it might be less susceptible to the impacts of COVID-19. However, as the situation is fluid and rapidly evolving, the Company notes it is difficult to predict the full extent and duration of the impact on its business.

The following principal accounting policies have been applied:

1.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of ONE-Dyas B.V.as at 31 December 2019.

1.3 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid. Investments in unlisted Company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the Profit and Loss Account for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Gains and losses on remeasurement are recognised in profit or loss for the period.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

1. Accounting policies (continued)

1.4 Basic financial instruments

Debtors

Short term debtors are measured at transaction price. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

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.

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.

1.5 Finance costs

Finance costs are charged to the Income Statement over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.6 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

1.7 Interest income

Interest income is recognised in the Income Statement using the effective interest method.

1.8 Borrowing costs

All borrowing costs are recognised in the Income Statement in the year in which they are incurred.

1.9 Taxation

Tax is recognised in the Income Statement, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

DYON UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

2. Auditor's remuneration

	2019 £000	2018 £000
Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts	9	9

3. Employees

Staff costs were as follows:

The Company has no employees other than the directors, who did not receive any remuneration (2018: £nil).

The directors are remunerated from ONE-Dyas B.V. for their services to the group as a whole. The directors do not believe it is practical to apportion their remuneration between their services to this Company and their services as directors of the parent and fellow subsidiaries.

4. Taxation

	2019 £000	2018 £000
Corporation tax		
Current tax on (loss)/profits for the year	(3)	(2)
Total current tax	<u>(3)</u>	<u>(2)</u>
Taxation on (loss)/profit	<u>(3)</u>	<u>(2)</u>

DYON UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

4. Taxation (continued)

Factors affecting tax charge for the year

	2019 £000	2018 £000
(Loss)/Profit before tax	<u>(34,544)</u>	<u>49,989</u>
(Loss)/Profit multiplied by standard rate of corporation tax in the UK of 19.00%	<u>(6,563)</u>	<u>9,498</u>
Effects of:		
Non-taxable income	<u>6,560</u>	<u>(9,500)</u>
Total tax credit for the year	<u><u>(3)</u></u>	<u><u>(2)</u></u>

Factors that may affect future tax charges

Legislation introduced in Finance Bill 2020 repeals the previously enacted 17% rate and therefore the rate will remain at 19%.

5. Dividends

	2019 £000	2018 £000
No Interim dividend was paid during 2019 (2018: £490,196 per share)	<u>-</u>	<u>50,000</u>
	<u><u>-</u></u>	<u><u>50,000</u></u>

DYON UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

6. Fixed asset investments

	Investments in subsidiary companies
	£000
Cost	
At 1 January 2019	<u>138,101</u>
Impairment	
At 1 January 2019	-
Charge for the year	34,527
At 31 December 2019	<u>34,527</u>
Net book value	
At 31 December 2019	<u>103,574</u>
At 31 December 2018	<u>138,101</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered address and Country of Incorporation	Class of shares	Holding	Principal activity
ONE-Dyas EOG Limited	5th Floor, 1 Exchange Crescent, Conference Square, Edinburgh, EH3 8UL United Kingdom	Ordinary	100 %	Oil & Gas exploration and production

DYON UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

7. Debtors

	2019 £000	2018 £000
Tax recoverable	9	8
Amounts owed by group undertakings	1,586	1,594
	<u>1,595</u>	<u>1,602</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

8. Creditors: Amounts falling due within one year

	2019 £000	2018 £000
Accruals and deferred income	290	283
	<u>290</u>	<u>283</u>

9. Share capital

	2019 £	2018 £
Allotted, called up and fully paid		
51 (2018: 51) Ordinary shares of £1 (2018 : £1) each	51	51
51 (2018: 51) Ordinary shares of £1 (2018 : £1) each	51	51
	<u>102</u>	<u>102</u>

DYON UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

10. Reserves

Share premium

Share premium represents the amount subscribed for share capital in excess of the nominal value.

Profit and loss account

The profit and loss account represents the accumulated profits, losses and distributions of the Company.

11. Ultimate parent undertaking and controlling party

The Company is jointly owned by Dyon E&P Limited and ONE-Dyas E&P Limited. Both companies are registered in England and Wales.

ONE-Dyas E&P Limited is a subsidiary of ONE-Dyas E&P Limited. ONE-Dyas E&P Limited a subsidiary of ONE-Dyas B.V. ONE-Dyas B.V. is registered and domiciled in The Netherlands, and as such has applied exemption CA 2006 s400 not to prepare group accounts in the United Kingdom. A copy of the parent company's group financial statements can be obtained by writing to the registered office which is located at Parnassusweg 815, 1082 LZ Amsterdam.

The ultimate parent undertakings and controlling party is AtlasInvest Upstream B.V.B.A. incorporated in Belgium.

12. Post balance sheet events disclosure

As the Company has no operational activities, it is expected to be less susceptible to the impacts of COVID-19. However, as the situation is fluid and rapidly evolving, the Company notes it is difficult to predict the full extent and duration of the impact on its business.

13. Other

As a result of acceding the ONE-Dyas group's senior USD 900,000,000 borrowing base facility agreement and junior EUR 50,000,000 term facility agreement as guarantor in 2019, the Company's shares and intercompany receivables have been encumbered with various charges in favour of ABN Amro N.V. and NIBC Bank N.V. that are acting as senior and junior agent on behalf of a consortium of international banks to secure and guarantee the obligations of various group companies under these facility agreements.