

COMPANY REGISTRATION NUMBER SC243297

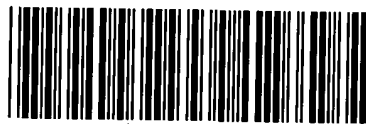


PGS EM LIMITED

REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2016

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PGS EM LIMITED
REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

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**PGS EM LIMITED
REPORT AND FINANCIAL STATEMENTS
COMPANY INFORMATION**

Directors

G Langseth

C Richards

J Midgley

Auditor

Ernst & Young LLP

Blenheim House

Fountainhall Road

Aberdeen

AB15 4DT

Registered office

c/o CMS Cameron McKenna LLP

Saltire Court

20 Castle Terrace

Edinburgh

EH1 2EN

Registered number SC243297

PGS EM LIMITED STRATEGIC REPORT

The directors present their strategic report for the year ended 31 December 2016.

Principal activities

The principal activity of the company is the continued development and commercial deployment of a system to provide geophysical services to the oil and gas industry.

The company is a member of the Petroleum Geo-Services Group ("the group"), a Norwegian registered oil services group providing geophysical services worldwide. The group provides a broad range of geophysical and reservoir services, including seismic data acquisition, processing, interpretation and field evaluation. It also possesses a substantial international MultiClient seismic data library.

Business review

The loss for the year after taxation is \$4,138,000 (2015: \$3,441,000). The directors do not recommend payment of a dividend (2015: \$nil).

The company has continued to develop towed streamer ElectroMagnetic ('EM') technology for shallow water applications. During 2015 PGS expanded the EM MultiClient library in highly prospective areas of the Barents Sea, re-processing and adding value to the data during 2016. This has resulted in renewed interest in this data and late sales have already been secured during Q2 2017.

The industry wide depressed market conditions continue to pose PGS EM Limited ("the company") with significant challenges and this has led to a continuation of the company's weak financial position. In relation to the company's ongoing funding requirements, it is still reliant on the ultimate parent company, Petroleum Geo-Services ASA. However, the company's management are optimistic that there will be a strong market for EM surveys in the foreseeable future, and feels that an uptick in interest in EM feasibility studies, surveys and MultiClient library data demonstrates this. Encouragingly, a continued increase in the inclusion of Controlled Source EM work referenced in Production Sharing Contract work commitments reinforces operators and regulators recognition of the value of the technology (recent examples include Norway and the UK).

The lawsuit between EMGS and PGS EM Limited was not resolved until April 2016, resulting in a material impact on proprietary EM acquisition in NW Europe during 2016 as planning for such surveys would generally have been well under way by this point and as a result the company was unable to secure any EM contract work during the 2016 North Sea season. The company is in discussion with various major oil companies regarding possible EM surveys in Europe as of May 2017. The group has also designed an EM and seismic survey on the North West Shelf of Australia and continues to promote pre-funding opportunities for this work. The company has received an invitation to tender on an EM feasibility study offshore Suriname, and is also working on assessing the suitability of the technology to multiple prospects in China.

PGS EM Limited has issued a call for funding through the Industry Technology Facilitator (ITF) to accelerate the development of a third party 3D EM inversion code for the benefit of the wider industry. The company believes that this will improve adoption of the technology. Four supermajors have shown a strong interest and as such more detailed discussions on the proposal are about to commence, with the potential to bring near term revenue into the company.

Interest in and acceptance of the technology and submission of commercial proposals are on the increase. Multiple EM acquisition opportunities exist and are being actively pursued in Norway, as well as others in South America, Papua New Guinea, the Netherlands, Suriname, China and the U.K. In terms of geographical split, Northern Europe and Asia Pacific are perceived as being the most lucrative areas for the company to focus its efforts, with interest in Canada, sub-Saharan Africa and South America also increasing. The long term outlook for the company is considered to be good.

PGS EM LIMITED

STRATEGIC REPORT *(continued)*

Principal risks and uncertainties of the company

From the perspective of the company, the principal risks and uncertainties are so integrated with the principal risks of the group that they are not managed separately. Accordingly, the principal risks and uncertainties of the Petroleum Geo-Services Group, which include those of the company, are discussed below.

Principal risks and uncertainties of the group

The group is exposed to adverse changes in interest rates, which is managed through financial instruments such as interest rate swaps.

A portion of the group's foreign currency exchange risk on cash flows related to sales, expenses, financing and investing transactions in currencies other than the US dollar are hedged through forward currency exchange contracts.

Credit risk relating to the group's trade receivables is relatively limited due to the nature of the customer base and the historic low level of losses on trade receivables. Ongoing credit evaluations of customers are used to manage exposure to this type of risk.

Liquidity risk is the risk that the group will encounter difficulty in meeting its financial obligations as they fall due. The Petroleum Geo-Services Group had a substantial liquidity reserve including unutilized drawings of the Revolving Credit Facility of \$271.7 million as of 31 December 2016, which can be used to meet the group's funding commitments if called upon.

By operating seismic vessels, the group is exposed to commodity risk in the form of fuel price fluctuations. The group seeks to pass fuel price risk to customers on a majority of contract work.

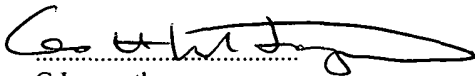
Demand for the group's products and services are heavily influenced by oil and gas prices and the focus areas of oil and gas companies' spending. The profitability of the group is subject to a number of operational risks, including increased competition, attractiveness of technology, changes in governmental regulations, licenses and permits and adverse weather conditions.

The principal risks and uncertainties of the Petroleum Geo-Services Group, which include those of the company, are discussed in more detail on pages 41 to 43 of the group's annual report.

Key performance indicators ("KPIs")

The directors of the Petroleum Geo-Services Group manage the group's operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of PGS EM Limited. The development, performance and position of the group, which includes the company, is discussed on pages 37 to 46 of the group's annual report which does not form part of this report.

Signed on behalf of the Board by:



G Langseth
Director

30 June 2017

PGS EM LIMITED DIRECTORS' REPORT

The directors present their report and the financial statements for the year ended 31 December 2016.

Results and dividends

The loss for the year after taxation is \$4,138,000 (2015: \$3,441,000). The directors do not recommend payment of a dividend (2015: \$nil).

Directors of the company

The directors who held office during the year were as follows:

G Langseth

C Richards

J Midgley

Research and development

The company contributes to the Petroleum Geo-Services Group's worldwide research and development programmes, the aims of which are the practical application and early introduction of relevant new technologies.

Employee involvement, disabled persons, health & safety

The company has developed a network for communicating with employees, including those in remote locations or at sea. Pertinent and topical information is distributed on a regular basis and channels for feedback are clearly established. Financial information is available from the parent company's web site and industry and technical news items are distributed and discussed at regular intervals.

The company will always give due consideration for job vacancies to disabled persons and, should an employee working in a harsh environment become disabled, full consideration will be given to retaining that person in alternative work wherever possible.

The company aspires to the highest standards of health, safety and regard for the environment. It participates in industry forums and maintains an active information and reporting system for areas of operation with particular risks.

Charitable and political donations

The company made no political or charitable donations during 2016 (2015: \$nil).

Going concern

In view of the net liabilities on its balance sheet, the company has received assurance from its ultimate parent company that it will continue to receive financial support for a period of at least 12 months from the signing of the accounts in order to meet its obligations as they fall due.

Information to the auditor

Each of the directors at the date of approval of this report confirms that:

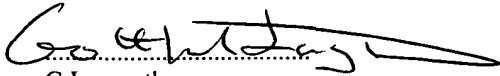
1. So far as the director is aware, there is no relevant audit information of the which the auditor is unaware; and
2. the director has taken all steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

PGS EM LIMITED
DIRECTORS' REPORT *(continued)*

Auditor

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and Ernst & Young LLP will therefore continue in office.

Signed on behalf of the Board by:

A handwritten signature in dark ink, appearing to read 'G Langseth', written over a dotted line.

G Langseth
Director

30 June 2017

PGS EM LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 apply them consistently;
- make judgements 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PGS EM LIMITED

We have audited the financial statements of PGS EM Limited for the year ended 31 December 2016 which comprise the Statement of Profit and Loss and Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 21. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities (set out on page 6), the directors are 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 Auditing Practices Board'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 directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Financial Statements 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 the 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 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements;
- The Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

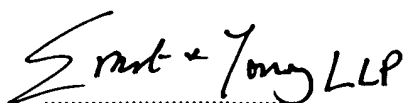
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PGS EM LIMITED
(continued)

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have identified no material misstatements in the Strategic Report or Directors' 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit



Kenneth MacLeod Hall (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor

Aberdeen

Date: 5, July 2017

PGS EM LIMITED
STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
YEAR ENDED 31 DECEMBER 2016

	Note	2016 \$ 000	2015 \$ 000
Turnover		-	-
Cost of sales		<u>(877)</u>	<u>(332)</u>
Gross loss		(877)	(332)
Administrative expenses		<u>(93)</u>	<u>(259)</u>
Operating loss	5	(970)	(591)
Interest payable	8	<u>(3,144)</u>	<u>(2,850)</u>
Loss before taxation		(4,114)	(3,441)
Taxation	9	<u>(24)</u>	<u>-</u>
Loss for the year		(4,138)	(3,441)
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive loss		<u>(4,138)</u>	<u>(3,441)</u>

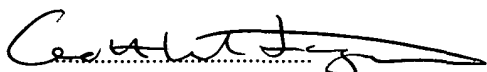
The company's results are derived from continuing operations.

The notes on pages 12 to 24 form an integral part of these financial statements.

PGS EM LIMITED
BALANCE SHEET
31 DECEMBER 2016

	Note	2016 \$ 000	2015 \$ 000
Fixed assets			
Intangible assets	10	426	504
Tangible assets	11	<u>-</u>	<u>1</u>
		426	505
Current assets			
Debtors	13	252	510
Cash at bank and in hand		<u>2</u>	<u>99</u>
		254	609
Creditors: Amounts falling due within one year	14	<u>(86,608)</u>	<u>(82,904)</u>
Net current liabilities		<u>(86,354)</u>	<u>(82,295)</u>
Total assets less current liabilities		(85,928)	(81,790)
Creditors: Amounts falling due after more than one year	15	<u>(2)</u>	<u>(2)</u>
Net liabilities		<u>(85,930)</u>	<u>(81,792)</u>
Capital and reserves			
Called up share capital	19	14,854	14,854
Profit and loss account		<u>(100,784)</u>	<u>(96,646)</u>
Shareholders' deficit		<u>(85,930)</u>	<u>(81,792)</u>

These financial statements were approved by the Board on ~~30~~³⁰ June 2017 and signed on its behalf by:



G Langseth
Director

Registered number: SC243297

PGS EM LIMITED
STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 31 DECEMBER 2016

	Share capital \$ 000	Profit and loss account \$ 000	Total \$ 000
At 1 January 2016	14,854	(96,646)	(81,792)
Loss for the year	-	(4,138)	(4,138)
Other comprehensive income	-	-	-
Total comprehensive loss	-	(4,138)	(4,138)
At 31 December 2016	14,854	(100,784)	(85,930)

	Share capital \$ 000	Profit and loss account \$ 000	Total \$ 000
At 1 January 2015	14,854	(93,205)	(78,351)
Loss for the year	-	(3,441)	(3,441)
Other comprehensive income	-	-	-
Total comprehensive loss	-	(3,441)	(3,441)
At 31 December 2015	14,854	(96,646)	(81,792)

The notes on pages 12 to 24 form an integral part of these financial statements.

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

1 General information

PGS EM Limited is developing a system to provide geophysical services to the oil and gas industry. The company is a private company and is incorporated and domiciled in England and Wales. The address of its registered office is c/o CMS Cameron McKenna LLP, Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN.

2 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of PGS EM Limited (the "company") for the year ended 31 December 2016 were authorised for issue by the board of directors on 30 June 2017 and the balance sheet was signed on the board's behalf by G Langseth.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards. The company's financial statements are presented in US dollars as this is the currency in which the company operates. All values are rounded to the nearest thousand dollars (\$000) except when otherwise indicated.

3 Accounting policies

The following accounting policies have been consistently applied in deciding the items which are considered material in relation to the financial statements.

Basis of preparation

The company has been determined to meet the criteria of a 'qualifying entity' under the definition in FRS 101. The financial statements in which the company is consolidated are available from the ultimate parent company as detailed in note 21.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2016.

Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based Payment, because the share based payment arrangement concerns the instruments of another group entity;
- the requirements of IFRS 7 Financial Instruments: Disclosures,
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement,
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
 - (ii) paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - (iii) paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

3 Accounting policies (continued)

- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member ; and
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business review section of the Strategic Report.

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of \$85,930,000 which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Petroleum Geo-Services ASA ("PGS"), the company's ultimate parent undertaking. PGS has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. The directors of the company are satisfied with the ability of PGS to meet their undertaking.

The company participates in the group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. In May 2016, PGS received consent from the required lenders of the Revolving Credit Facility ("RCF") to amend the total leverage ratio maintenance covenant ("TLR") through September 30, 2017, and in December 2016 consent was received to further amend the TLR through to December 2017, creating significantly more headroom and preserving a strong liquidity reserve. In addition, consent was received in December 2016 to extend the maturity date of the RCF to September 2020 and reduce the revolving commitments thereunder.

In the current weak market it is likely that PGS will need to make additional drawings on the RCF during the coming year, and there is a risk that the TLR may exceed the maximum during 2017. PGS expects to be able, if and when such risk becomes significant, to agree further amendments to ensure that the RCF is available for drawing or to implement other available measures, such as refinancing or raising equity capital, to avoid a covenant breach.

If PGS ultimately ends up breaching this covenant, the breach would represent an event of default under the loan agreement. In such case PGS may be able to continue to access the RCF if PGS receives a waiver of the breach or implements remedial actions acceptable to the lenders thereunder. Should a breach continue without a waiver or re-mediation by PGS, the RCF agent or a majority of the RCF banks could ultimately declare default and demand a repayment of drawings on the RCF which again would represent an event of default in most of PGS' other loan agreements and debt instruments. However, this scenario is in PGS' view highly unlikely since firstly PGS believes it has plans and available measures to avoid an event of default and secondly even in an event of default, several viable alternatives to avoid acceleration would exist.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

On the basis of their assessment of the company's financial position and available liquidity resources, including the current structure and terms of the ultimate parent company debt, the company's directors have a reasonable expectation that the company has sufficient funding and liquidity to be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

3 Accounting policies (continued)

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the USD exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into USD at the rates prevailing on the reporting period date. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation of realised and unrealised monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Taxation

Income tax expense is comprised of the sum of current tax expense (or benefit) plus the change in deferred tax liabilities and assets during the period, except for current and deferred income tax relating to items recognised in the Statement of Profit and Loss and Other Comprehensive Income, in which case the tax is also recognised in the Statement of Profit and Loss and Other Comprehensive Income.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are calculated using the liability method for all temporary differences between the carrying amount of assets and liabilities in the financial statements and for tax purposes, including tax losses carried forward.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent it is no longer probable that estimated future taxable profit will be sufficient to recover all or part of the deferred tax asset. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent it has become probable that estimated future taxable profit is sufficient to recover the deferred tax asset. The probability assessment is based on management's judgment and estimates of future taxable income, including the estimated effect of tax planning opportunities.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the estimated year of realisation or settlement, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes are related to the same taxable entity and the same taxation authority.

Tangible fixed assets and depreciation

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Depreciation is calculated on a straight-line basis over the useful life of the assets based on cost less estimated residual values. The estimated useful lives for property, plant and equipment are as follows:

	Years
Computer equipment	3
Plant and machinery	3
Fixtures and fittings	3
Assets in the course of construction	3

The assets' residual values, useful lives and method of depreciation are reviewed, and adjusted if appropriate, at least each year end.

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

3 Accounting policies (continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefit is expected from its use or disposal. Gains and losses arising on de-recognition of assets (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year derecognised.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment. The cost of internally generated intangible assets is expensed as incurred.

Patents, licenses and technology are stated at cost less accumulated amortisation and accumulated impairment. Amortisation is calculated on a straight-line basis over the estimated period of benefit, ranging from one to fifteen years.

Impairment

Tangible and intangible assets are reviewed to determine whether there is any indication of impairment. If such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. An asset's recoverable amount is the higher of (i) its fair value less cost to sell and (ii) its value in use. This determination is made for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. In assessing value in use, the estimated future cash flows are discounted to their present value using a rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the carrying amount of an asset (or cash generating unit) exceeds its recoverable amount, the carrying amount is reduced to its recoverable amount and the impairment is recognised immediately and presented separately in profit or loss.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Reversal of impairment is recognised if the circumstances that gave rise to the impairment no longer exist. The carrying amount of the asset is increased to the revised estimate of its recoverable amount. The increased carrying amount may not exceed the carrying amount that would have existed had no impairment been recognised for the asset. The reversal is presented separately in profit or loss.

Research and development

Research costs are expensed as incurred. An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if all of the following have been demonstrated: technical and commercial feasibility of completing the intangible asset so that it will be available for use or sale; the intention to complete the intangible asset and use or sell it; the ability to use or sell the intangible asset; how the intangible asset will generate probable future economic benefits; the availability of adequate technical, financial and other resources to complete the development to use or sell the intangible asset; and the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date on which the intangible asset first satisfies the recognition criteria above. All other development costs are expensed as incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment, on the same basis as intangible assets acquired separately.

Capitalised development costs are amortised on a straight-line basis over the estimated useful life of the asset.

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

3 Accounting policies (continued)

Leases

Leases in which substantially all of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Defined contribution pension plans

The company pays contributions to privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Bonus plans

The company recognizes a provision for bonus where contractually obliged or where there is a past practice that has created a constructive obligation.

Share based payments

Share options are measured at the fair value of the equity instrument at the grant date. Fair value is measured using the Black-Scholes pricing model. The expected life used in the model is based on management's best estimate and considers the effects of non-transferability, exercise restrictions and behavioural considerations. Social security tax on share options is based on the intrinsic value as of the end of the reporting period and is recorded as a liability over the option period.

Restricted Stock Unit Plans are measured at the grant date using the current market value reduced by expected dividends paid before the vesting date, which is then further discounted.

Performance Restricted Stock Unit Plans are measured at the grant date using a Monte Carlo simulation with relative total shareholder return. The model simulates the future stock prices based on historical values over the length of the lifetime for the PRSU. The Relative TSR is calculated against a group of peer companies, where every company is ranked based on the simulations. If the rank is in the 25th percentile, 0% of the performance is met, if the rank is in the 75th percentile, 100% of the performance is met. There is a linear relationship between the percentiles. The awards are adjusted for expected future dividends. Social security tax on PRSU and RSU is based on the intrinsic value as of the end of the reporting period.

Financial assets and liabilities

Financial assets and liabilities are recognised when the company becomes party to the contractual obligations of the financial instrument and are initially recognised at fair value.

Financial assets and liabilities are classified into categories as follows:

Financial assets and liabilities measured at fair value through profit or loss

This category is comprised of financial assets and liabilities held-for-trading and financial assets and liabilities designated upon initial recognition as measured at fair value through the profit or loss.

Financial assets and liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Derivatives are classified as held-for-trading unless designated as effective hedging instruments.

After initial recognition, financial assets and liabilities in this category are measured at fair value with unrealised gains and losses recognised through profit or loss.

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

3 Accounting policies (continued)

Financial assets and liabilities measured at amortised cost

This category is comprised of loans and receivables and other non-derivative financial assets and liabilities with fixed or determinable payments that are not quoted in an active market. These financial assets and liabilities are initially recognised at fair value, with additions for directly attributable transaction costs. After initial measurement, they are carried at amortised cost using the effective interest method less any allowance for impairment.

Financial assets and liabilities measured at fair value through the statement of other comprehensive income

This category is comprised of financial assets and liabilities that are non-derivatives and are either designated as available-for-sale or not classified in any of the other categories. After initial measurement, they are measured at fair value with unrealised gains or losses recognised in profit or loss. When the asset or liability is disposed of, the cumulative gain or loss previously recorded in profit or loss is reversed and recognised in profit or loss.

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations, without any deduction for transaction costs. For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market's transaction, reference to the current fair value of other instruments that are substantially the same, discounted cash flow analysis or other valuation models.

The company assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity instruments designated as available-for-sale, a significant or prolonged decline in the fair value of the instrument below its cost is an indication of impairment. If such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any previously recognised impairment - is reversed through profit or loss and recognised in profit or loss. Impairment recognised in profit or loss on equity instruments is not reversed.

Standards issued but not yet effective (which the company has not early adopted)

Standards and interpretations that are issued up to the date of issuance of the financial statements, but not yet effective, are disclosed below. The company's intention is to adopt the relevant new and amended standards and interpretations when they become effective, subject to EU approval before the financial statements are issued.

IFRS 9 Financial Instruments

IFRS 9 will eventually replace IAS 39 Financial Instruments: Recognition and Measurement. In order to expedite the replacement of IAS 39, the IASB divided the project into phases: classification and measurement, hedge accounting and impairment. New principles for impairment were published in July 2014 and the standard is now completed. The parts of IAS 39 that have not been amended as part of this project have been transferred into IFRS 9. The company will implement IFRS 9 from January 1, 2018. The standard will not have a significant effect on the company's financial statements.

IFRS 15 Revenue from Contracts with Customers

The IASB have issued a new revenue recognition standard, IFRS 15. The standard replaces existing IFRS revenue requirements. The core principle of IFRS 15 is that revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard applies to all revenue contracts and provides a model for the recognition and measurement of sales of some non-financial assets (e.g., disposals of property, plant and equipment).

PGS EM LIMITED
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3 Accounting policies (continued)

The company will implement IFRS 15 from January 1, 2018. The company has started the analysis of possible effects from implementing the standard on the company's financial statements. For proprietary and contract sales and MultiClient late sales no material effects are expected following the implementation of IFRS 15. MultiClient Pre-funding revenue on in progress multi-client surveys are currently being recognised as the services are performed. We are evaluating whether the pre-funding revenue can continue to be recognised over time under IFRS 15, or whether revenue recognition of pre-funding arrangements from multi-client surveys should be recognised at point(s) in time when seismic data is delivered to the customer, which depending on the arrangement will result in a portion of pre-funding revenue being recognised at several different points in time during the survey or (all) pre-funding revenue being recognised upon the completion of the survey. The company has not yet concluded the analysis.

IFRS 16 Leases

The new standard requires that discounted right-of-use leases be recognised in the statement of financial position as lease obligations in current and long-term liabilities and the capital value of the related leased asset recognised in Property and Equipment. The cost of the lease payments will no longer be included in cost of sales. Rather the cost of the lease will be reflected as depreciation of the capitalised asset over the lease term and as interest cost arising from the effect of discounting. As a consequence of this change, the aggregate impact to the Statement of Profit and Loss and Other Comprehensive Income over the entire lease term will be that: Cost of Sales will decrease by the amount of the lease payments no longer expensed to cost of sales; depreciation expense will increase due to the capitalisation of the leased asset yielding a net increase to operating profit. The net increase to operating profit will be offset by an increase in financial expense from the imputed interest arising from the effect of discounting. The Standard is not yet approved by the EU. The company expects to implement IFRS 16 from January 1, 2019.

Other amendments issued and not yet effective, are not applicable for the company will not have a significant impact on the financial statements.

4 Critical accounting judgements, estimates and assumptions

The preparation of financial statements in accordance with FRS 101 requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities. In many circumstances, the ultimate outcome related to the estimates, assumptions and judgments may not be known for several years after the preparation of the financial statements. Actual amounts may differ materially from these estimates due to changes in general economic conditions, changes in laws and regulations, changes in future operating plans and the inherent imprecision associated with estimates.

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent it is probable that future taxable profit will be available against which the losses can be utilised. Significant management judgment is required to estimate the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profit. The estimates of projected future taxable profit are based on a number of factors and assumptions, many of which are subjective and outside of the company's control. Accordingly, these estimates may differ significantly from year to year, and the amount ultimately realised may differ from that which has been recognised in the balance sheet.

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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5 Operating loss

Arrived at after charging/(crediting)

	2016 \$ 000	2015 \$ 000
Depreciation expense	1	2
Amortisation expense	77	77
Foreign exchange (gains)/losses	(178)	(1)
Operating lease expense – property (Note 18)	4	50
Auditor's remuneration		
- Audit of the financial statements	<u>25</u>	<u>11</u>

6 Staff costs

The aggregate payroll costs were as follows:

	2016 \$ 000	2015 \$ 000
Wages and salaries	216	227
Social security costs	24	35
Share based payments (Note 17)	17	14
Pension costs – defined contribution plan	<u>20</u>	<u>22</u>
	<u>277</u>	<u>298</u>

The average number of persons employed by the company during the year, analysed by category was as follows:

	2016 No.	2015 No.
Sales and administration	1	1
Other head office	<u>-</u>	<u>1</u>
	<u>-</u>	<u>2</u>

7 Directors' remuneration

None of the directors received any fees or remuneration for services as a director of the company during the financial year (2015: Nil).

The remuneration of the directors is paid by the parent company, which makes no recharges to the company. The directors act in a group capacity only and do not allocate specific time to the company and therefore it is not possible to make an accurate apportionment of their emoluments in respect of the company.

8 Interest payable

	2016 \$ 000	2015 \$ 000
Interest payable on group loans	<u>3,144</u>	<u>2,850</u>

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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9 Income tax

(a) Analysis of tax charged

	2016 \$ 000	2015 \$ 000
Current taxation		
UK corporation tax	24	-
Total current income tax	24	-
Deferred taxation		
Total deferred taxation	-	-
Tax expense/(receipt)	24	-

(b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 20.0% (2015 – 20.25%).

The differences are reconciled below:

	2016 \$ 000	2015 \$ 000
Loss before tax	(4,114)	(3,441)
Corporation tax at standard rate	(823)	(697)
Expenses not deductible for tax purposes	629	577
Tax losses on which no deferred tax asset has been recognised	234	176
Movements in temporary differences on which no deferred tax asset has been recognised	(45)	(57)
Group relief surrendered for nil consideration	29	1
Total tax charge	24	-

(c) Deferred tax

The company has carried forward losses as shown below that are available indefinitely to be offset against future taxable profits. Deferred tax assets have been recognised in relation to those losses and other timing differences where they satisfy the recognition criteria for deferred tax assets in line with FRS 101 'Reduced Disclosure Framework'.

	Recognised 2016 \$ 000	Unrecognised 2016 \$ 000	Recognised 2015 \$ 000	Unrecognised 2015 \$ 000
Depreciation in advance of capital allowances	-	197	-	252
Other timing differences	-	78	-	80
Unrelieved tax losses	-	10,342	-	11,411
Total	-	10,617	-	11,743

PGS EM LIMITED
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9 Income tax (continued)

The UK tax rate is in the process of being reduced to 17%. At 31 December 2016, the UK tax rates that had been substantively enacted were 19% (effective from 1 April 2017) and 17% (effective from 1 April 2020). At 31 December 2015 the equivalent rates that had been substantively enacted were 19% (effective from 1 April 2017) and 18% (effective from 1 April 2020). Due to the uncertainty around when the timing differences will be recovered, the tax rate used for the deferred tax asset calculations at the balance sheet date is 17% (2015: 18%).

10 Intangible assets

	Patents & Licences \$ 000
Cost or valuation	
At 1 January 2016	1,198
Additions	-
Disposals	-
At 31 December 2016	<u>1,198</u>
Amortisation	
At 1 January 2016	694
Amortisation charge	<u>77</u>
At 31 December 2016	<u>772</u>
Carrying amount	
At 31 December 2016	<u>426</u>
At 31 December 2015	<u>504</u>

Patents and licences are amortised over 15 years, being the period until expiry of the legal rights. The remaining amortisation period is 1 year.

PGS EM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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11 Tangible assets

	Computer equipment \$ 000	Plant & machinery \$ 000	Fixtures & fittings \$ 000	Assets in the course of construction \$ 000	Total \$ 000
Cost					
At 1 January 2016	17	548	165	391	1,121
At 31 December 2016	17	548	165	391	1,121
Depreciation					
At 1 January 2016	16	548	165	391	1,120
Charge for the year	1	-	-	-	1
At 31 December 2016	17	548	165	391	1,121
Carrying amount					
At 31 December 2016	-	-	-	-	-
At 31 December 2015	1	-	-	-	1

12 Stocks

The company carried out two MultiClient surveys during 2008, which are fully impaired. In 2016, expectations remain unchanged and the library is held at nil book value.

13 Debtors

	2016 \$ 000	2015 \$ 000
Trade debtors	3	8
Amounts receivable from group undertakings	7	415
Prepayments	-	1
VAT recoverable	188	18
Other debtors	54	68
	252	510

Amounts receivable from other group undertakings are treated as trading balances and do not bear any interest.

PGS EM LIMITED
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14 Creditors

	2016 \$ 000	2015 \$ 000
Amounts payable to ultimate parent undertaking	86,361	82,690
Amounts payable to other group undertakings	222	171
Accrued expenses	21	39
Social security and other taxes	4	4
	<u>86,608</u>	<u>82,904</u>

Amounts payable to the ultimate parent undertaking, Petroleum Geo-Services ASA, are repayable on demand and unsecured, and bear interest at 3-month LIBOR plus 3% per annum.

Amounts payable to other group undertakings are treated as trading balances and do not bear any interest.

15 Creditors due after more than one year

	2016 \$ 000	2015 \$ 000
Employee costs – share options	2	-
	<u>2</u>	<u>-</u>

16 Operating Lease commitments

Future minimum rentals receivable under non-cancellable operating leases as at 31 December are as follows:

	2016 \$'000	2015 \$'000
Within one year	14	17
After one year but within five years	11	34
More than five years	<u>-</u>	<u>-</u>

17 Share Based Payments

Share options and restricted stock unit awards in the company's ultimate parent Petroleum Geo-Services ASA ("the Company") are granted to senior executives. The share-based payment arrangements existing during the period are as follows:

For the 2010 and 2011 employee option plans, the options vest 3 and 4 years, respectively, after the date of grant for each half of the award. The options may only be exercised four times each year, during a defined period after the publication of the Company's quarterly earnings release. The latest possible exercise date for each plan is five years subsequent to the grant date. Settlement is in equity only. The options granted under the last share option program for 2011 expired in 2016.

PGS EM LIMITED
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17 Share based payments (continued)

The Restricted Stock Unit programs ("RSU") requires the participant's continued employment with the Company (or a subsidiary) and is settled three years after grant. Settlement is in equity only. Upon settlement, the participant will receive, at no charge, a number of shares in the Company which equals the number of RSUs awarded. In 2015 and 2016, the Company also granted Performance based Restricted Stock Unit programs ("PRSU"). Settlement of the PRSUs and subsequent transfer of shares to the eligible employee will take place three years later subject to achieving a satisfactory Total Shareholder Return compared to the companies in STOXX TMI Oil Equipment, Services & Distribution index, adjusted for dividends and further employment by the Company.

18 Share capital

Allotted, called up and fully paid shares

	2016		2015	
	No.	\$ 000	No.	\$ 000
Ordinary shares of £1 each	7,424,388	14,854	7,424,388	14,854

19 Related party transactions

As a wholly owned subsidiary of Petroleum Geo-Services ASA, the company has taken advantage of the exemption under paragraph 8(k) of FRS101 not to disclose transactions with other wholly owned group companies. There were no other related party transactions.

20 Foreign exchange

The financial statements are presented in US Dollars. The exchange rate applied at 31 December 2016 was 1.2283 USD to 1.0 GBP.

21 Ultimate parent undertaking

The company's immediate and ultimate parent and controlling party is Petroleum Geo-Services ASA, a company incorporated in Norway.

The smallest and largest group in which the results of the company are consolidated is that headed by Petroleum Geo-Services ASA. These financial statements are available upon request from Petroleum Geo-Services ASA, Lilleakerveien 4C, P.O. Box 251 Lilleaker, 0216 Oslo, Norway.