Redwave (Aberdeen) Limited **Financial Statements 31 December 2015**



WILLIAMSON & DUNN
Chartered accountant & statutory auditor 3 West Craibstone Street Aberdeen **AB11 6YW**

Financial Statements

Year ended 31 December 2015

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Strategic Report

Year ended 31 December 2015

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was the provision of personnel to the oil industry.

The directors are satisfied with the results for the year under review taking into account the level of activity of the local oil industry and are endeavouring to improve the results in the forthcoming year.

KEY PERFORMANCE INDICATORS

The management of the company regards the following to be key performance indicators that are used in order to monitor the company's progress.

	2015 £'000	2014 £'000
Gross profit	374	306
Gross profit margin	14.9%	12.4%
(Loss)Profit before tax	(35)	(56)
Net Assets	705	739

RISKS AND UNCERTAINTIES

The key risk facing the company continues to be the downturn in the level of activity of the local oil and gas industry.

To assist in the monitoring and control of the principal risks and uncertainties faced by the company it holds or issues financial instruments in order to achieve three main objectives, being:

- (a) to finance its operations;
- (b) to manage its exposure to interest and currency risks arising from its operations and from its sources of finance; and (c) for trading purposes.

In addition, various financial instruments (e.g. trade debtors, trade creditors, accruals and prepayments) arise directly from the company's operations.

This report was approved by the board of directors on 18 May 2016 and signed on behalf of the board by:

J van den Akker

Director

Registered office: 5th Floor Regent Centre Regent Road Aberdeen AB11 5NS

Directors Report

Year ended 31 December 2015

The directors present their report and the financial statements of the company for the year ended 31 December 2015.

Directors

The directors who served the company during the year were as follows:

G W M Zonneveld - Stam J van den Akker

Dividends

The directors do not recommend the payment of a dividend.

Directors responsibilities statement

The directors are responsible for preparing the strategic report, 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 Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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 judgments and accounting estimates that are reasonable and prudent;
- 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.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware
 of any relevant audit information and to establish that the company's auditor is aware of that
 information.

Directors Report (continued)

Year ended 31 December 2015

This report was approved by the board of directors on 18 May 2016 and signed on behalf of the board by:

J van den Akker Director

Registered office: 5th Floor Regent Centre Regent Road Aberdeen AB11 5NS

Independent Auditor's Report to the Shareholders of Redwave (Aberdeen) Limited

Year ended 31 December 2015

We have audited the financial statements of Redwave (Aberdeen) Limited for the year ended 31 December 2015 which comprise the statement of income and retained earnings, statement of financial position, statement of cash flows and the related notes. 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).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders 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 directors responsibilities statement, 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 strategic report and the directors 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 December 2015 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the directors report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditor's Report to the Shareholders of Redwave (Aberdeen) Limited (continued)

Year ended 31 December 2015

Matters on which we are required to report by exception

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 Tait CA (Senior Statutory Auditor)

For and on behalf of Williamson & Dunn Chartered accountant & statutory auditor 3 West Craibstone Street Aberdeen AB11 6YW

18 May 2016

Statement of Income and Retained Earnings

Year ended 31 December 2015

Turnover	Note 5	2015 £ 2,509,890	2014 £ 2,460,158
Cost of sales		2,135,088	2,153,967
Gross profit		374,802	306,191
Administrative expenses		410,082	362,533
Operating loss	6	(35,280)	(56,342)
Other interest receivable and similar income		160	110
Loss on ordinary activities before taxation		(35,120)	(56,232)
Tax on loss on ordinary activities	10	(1,553)	(6,642)
Loss for the financial year and total comprehensive income		(33,567)	(49,590)
Retained earnings at the start of the year		713,886	763,476
Retained earnings at the end of the year		680,319	713,886

All the activities of the company are from continuing operations.

The notes on pages 9 to 16 form part of these financial statements.

Statement of Financial Position

31 December 2015

		2015	5	2014
	Note	£	£	£
Fixed assets Tangible assets	11		7,340	14,300
Current assets				
Debtors	12	400,649		383,436
Cash at bank and in hand		372,913		393,500
		773,562		776,936
Creditors: amounts falling due within one year	13	75,583		52,350
Net current assets			697,979	724,586
Total assets less current liabilities			705,319	738,886
Net assets			705,319	738,886
Capital and reserves				
Called up share capital	15		25,000	25,000
Profit and loss account	16		680,319	713,886
Shareholders funds			705,319	738,886

These financial statements were approved by the board of directors and authorised for issue on 18 May 2016, and are signed on behalf of the board by:

J van den Akker

Director

Company registration number: SC120769

Statement of Cash Flows

Year ended 31 December 2015

Cash flows from operating activities	2015 £	2014 £
Loss for the financial year	(33,567)	(49,590)
Adjustments for: Depreciation of tangible assets Other interest receivable and similar income Loss on disposal of tangible assets Tax on loss on ordinary activities Accrued expenses/(income)	4,495 (160) 6,767 (1,553) 24,383	15,238 (110) - (6,642) (7,419)
Changes in: Trade and other debtors Trade and other creditors	(17,213) (1,150)	148,733 (12,104)
Cash generated from operations	(17,998)	88,106
Interest received Tax received	160 1,553	110 6,642
Net cash (used in)/from operating activities	(16,285)	94,858
Cash flows from investing activities Purchase of tangible assets Net cash used in investing activities	(4,302) (4,302)	
Net (decrease)/increase in cash and cash equivalents Cash and cash equivalents at beginning of year	(20,587) 393,500	94,858 298,642
Cash and cash equivalents at end of year	372,913	393,500

The notes on pages 9 to 16 form part of these financial statements.

Notes to the Financial Statements

Year ended 31 December 2015

1. Statement of compliance

These financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' ('FRS 102') and applicable legislation as set out in the Companies Act 2006.

These financial statements have been prepared under historical cost convention.

2. General information

Redwave (Aberdeen) Limited provide personnel to the oil industry.

The company is a private company limited by shares and is incorporated and domiciled in Scotland. The address of its registered office is 5th Floor, Regent Centre, Regent Road, Aberdeen, AB11 5NS.

These financial statements have been presented in Pound Sterling as this is the currency of the primary economic environment in which the Company operates.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis.

In preparing these financial statements, the Company has not taken advantage of any disclosure exemptions, as permitted by FRS 102 paragraph 1.12.

Going concern

These financial statements have been prepared on a going concern basis.

The current economic conditions present increased risks for all businesses. In response to such conditions, the directors have carefully considered these risks, included an assessment of uncertainty on future trading projection for a period of at least 12 months from the date of signing the financial statements, and the extent to which they might affect the preparation of the financial statements on a going concern basis.

Based on this assessment, the directors consider that the Company maintains an appropriate level of liquidity, sufficient to meet the demands of the business.

In addition, the Company's assets are assessed for recoverability on a regular basis, and the directors consider that the Company is not exposed to losses on these assets which would affect their decision to adopt the going concern basis.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and that there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as a going concern. Thus the directors have continued to adopt the going concern basis of accounting in preparing these financial statements.

Notes to the Financial Statements (continued)

Year ended 31 December 2015

3. Accounting policies (continued)

Transition to FRS 102

The entity transitioned from previous UK GAAP to FRS 102 as at 1 January 2014. Details of how FRS 102 has affected the reported financial position and financial performance is given in note 20

Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied and services rendered, stated net of discounts and of Value Added Tax.

When the outcome of a transaction involving the rendering of services can be reliably estimated, revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period.

When the outcome of a transaction involving the rendering of services cannot be reliably estimated, revenue is recognised only to the extent that expenses recognised are recoverable.

Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transactions took place. Where this is not possible to determine, income and expense items are translated using an average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are reported at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the profit or loss.

Notes to the Financial Statements (continued)

Year ended 31 December 2015

3. Accounting policies (continued)

Operating leases

Lease payments are recognised as an expense over the lease term on a straight-line basis. The aggregate benefit of lease incentives is recognised as a reduction to expense over the lease term, on a straight-line basis.

Tangible assets

Tangible assets are initially recorded at cost which is the purchase price plus any directly attributable costs. Subsequently the assets are stated at cost less any accumulated depreciation and impairment losses.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Fixtures and fittings

- 25% - 33% straight line

Tenant Improvements

- 20% straight line

Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided.

Notes to the Financial Statements (continued)

Year ended 31 December 2015

3. Accounting policies (continued)

Financial instruments

Financial assets and liabilities are recognised when the Company becomes party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which compromise cash and cash equivalents, trade and other receivables, and trade and other payables. The Company has chosen to apply the provisions of Section 11 Basic Financial Instruments and Section 12 Other Financial Instruments in full.

(i) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held with banks, other short-term highly liquid investments with original maturities of three months or less.

(ii) Trade and other receivables

Trade and other receivables are initially recognised at the transition price, including any transaction costs, and subsequently measured at amortised cost using the effective interest method, less any provisions for impairment. Amounts that are receivable within one year are measured at the undiscounted amount of the cash expected to be received, net of any impairment.

At the end of each reporting period, the Company assesses whether there is objective evidence that any receivable amount may be impaired. A provision for impairment is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the effective interest rate. The amount of the provision recognised immediately in profit or loss.

(iii) Trade and other payables

Trade and other payables are initially measured at transaction price, including any transaction costs, and subsequently measured at amortised cost using the effective interest method. Amounts that are payable within one year are measured at the undiscounted amount of the cash expected to be paid.

4. Critical accounting estimates and judgements

In preparing of the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets, liabilities and disclosure of contingent liabilities. Use of available information and application of judgement are inherent in the formation of estimates, together with past experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates.

Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual value of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

Notes to the Financial Statements (continued)

Year ended 31 December 2015

 5.	Turnover		
J .			
	Turnover arises from:	2015	2014
		£	£
	Rendering of services	2,509,890	2,460,158
	The turnover is attributable to the one principal activity of the compa by the geographical markets that substantially differ from each other i		
		2015 £	2014
	United Kingdom	204,322	£ 541,251
	Overseas	2,305,568	
		2,509,890	2,460,158
6.	Operating profit		
	Operating profit or loss is stated after charging:		
		2015 £	2014 £
	Depreciation of tangible assets	4,495	15,238
	Loss on disposal of tangible assets	6,768	_
	Foreign exchange differences Defined contribution plans expense	19,437 9,369	15,475
	Defined contribution plans expense	=	4,116
7.	Auditor's remuneration		
		2015	2014
	Fees payable for the audit of the financial statements	£ 4,350	£ 3,540
8.	Staff costs	-	
	The average number of persons employed by the company duri	ng the vear	including the
	directors, amounted to:		•
		2015	2014 No.
	Production staff	No 19	No 21
	Administrative staff	6	6
	Management staff	1	1
		26	28
	The aggregate payroll costs incurred during the year, relating to the a	hove were:	
	The aggregate payron costs incurred during the year, relating to the a	2015	2014
	Wages and salaries	£ 1,308,177	£ 1,320,958
	Social security costs	149,282	152,637
	Other pension costs	9,369	4,116
		1,466,828	1,477,711

Notes to the Financial Statements (continued)

Year ended 31 December 2015

9.	Directors remuneration		
	The directors aggregate remuneration in respect of qualifying services v	was:	
		2015	2014
	Remuneration	£ 52,663	£ 52,296
	Company contributions to defined contribution pension plans	3,342	3,182
		56,005	55,478
	The number of directors who accrued benefits under company pension	plans was as t	ollows: 2014
		No	No
	Defined contribution plans	1	1
10.	Tax on loss on ordinary activities		
	Major components of tax income		
		2015	2014
	Current tax:	£	£
	UK current tax income	_	(6,642)
	Adjustments in respect of prior periods	(1,553)	_
	Total current tax	(1,553)	(6,642)
	Tax on loss on ordinary activities	(1,553)	(6,642)
	Reconciliation of tax income		
	The tax assessed on the loss on ordinary activities for the year is higher the standard rate of corporation tax in the UK of 20% (2014: 20%).	r than (2014: I	nigher than)
		2015	2014
	Loss on ordinary activities before taxation	£ (35,120)	£ (56,232)
	Loss on ordinary activities by rate of tax Adjustment to tax charge in respect of prior periods	(7,024) (1,553)	(11,246)
	Effect of expenses not deductible for tax purposes	700	38
	Effect of capital allowances and depreciation	1,015	2,588
	Utilisation of tax losses	5,309	1,978
	Tax on loss on ordinary activities	(1,553)	(6,642)

Notes to the Financial Statements (continued)

Year ended 31 December 2015

1	1.	Tan	aible	assets

Fixtures and fittings		
	Equipment £	Total £
96,035 —	13,998 4,302	110,033 4,302
(35,842)	(13,998)	(49,840)
60,193	4,302	64,495
83,714 4,327 (31,054)	12,019 168 (12,019)	95,733 4,495 (43,073)
56,987	168	57,155
3,206	4,134	7,340
12,321	1,979	14,300
	2015 £ 264,523 38,753 30,295 — 67,078 400,649	2014 £ 143,955 101,554 33,972 6,642 97,313 383,436
	(35,842) 60,193 83,714 4,327 (31,054) 56,987 3,206	96,035

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

13. Creditors: amounts falling due within one year

	2015	2014
	£	£
Trade creditors	24,419	25,569
Accruals and deferred income	51,164	26,781
·	75,583	52,350

14. Employee benefits

Defined contribution plans

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £9,369 (2014: £4,116).

Notes to the Financial Statements (continued)

Year ended 31 December 2015

15. Called up share capital

Issued, called up and fully paid

	2015		2014	
Ordinary shares of £1 each	No	£	No	£
	25,000	25,000	25,000	25,000

16. Reserves

Profit and loss account

This reserve records retained earnings and accumulated losses.

17. Operating leases

The total future minimum lease payments under non-cancellable operating leases are as follows:

' '	2015	2014
	2010	2017
1.1.18.4	20.004	L.
Later than 1 year and not later than 5 years	23,824	30,000

18. Related party transactions

The company is owned by Nordian Fund 1 BV, a Netherlands based private equity firm, which owns Redwave BV, another Dutch company operating in the same business sector as Redwave (Aberdeen) Limited. The company had sales income from Redwave BV of £1,526,093 (2014 - £1,580,724) and at the balance sheet date the amount due by Redwave BV to the company was £38,753 (2014 - £101,544).

All transactions were at arm's length and on normal commercial terms.

19. Ultimate parent company

The ultimate parent undertaking is Nordian Fund 1 BV, a company registered in The Netherlands. Nordian Fund 1 BV consolidates the Company financial information.

Copies of the Group's financial statements may be obtained from Nordian Fund 1 BV, at their registered office which is Prins Bernhardplein 200, NL-1097 JB, Amsterdam, The Netherlands.

20. Transition to FRS 102

These are the first financial statements that comply with FRS 102. The company transitioned to FRS 102 on 1 January 2014.

No transitional adjustments were required in equity or profit or loss for the year.