



## FLEX LNG Group

# Consolidated and Company Annual Report and Financial Statement 2014

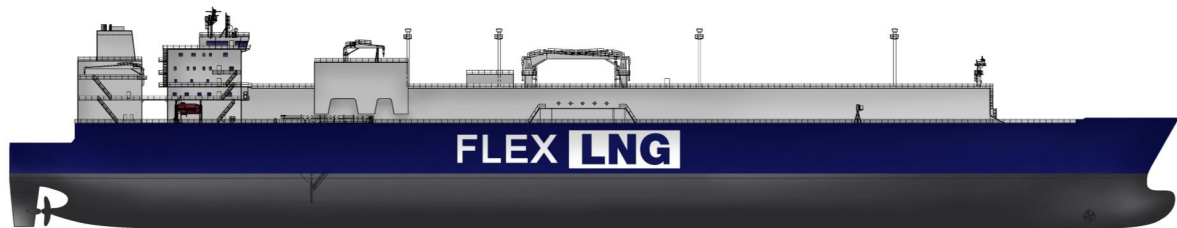


Illustration courtesy of Samsung Heavy Industries



# General Information, FLEX LNG Ltd

## Directors

David McManus (Chairman)  
Robin Bakken  
Jens Martin Jensen

## Company Secretary

Manx Secretarial Services Limited  
Jubilee Buildings, Victoria Street  
Douglas, IM1 2SH  
Isle of Man

## Registered Office

Craigmuir Chambers  
P.O. Box 71  
Road Town  
Tortola  
British Virgin Islands

## Auditors

Ernst & Young AS  
Thormøhlens gate 53 D, NO-5008 Bergen  
P.O. Box 6163 Postterminalen  
NO-5892 Bergen, Norway

## Bankers

Barclays  
Victoria Street  
Douglas, IM99 1AJ  
Isle of Man

HSBC  
165 Fleet Street  
London, EC4A 2DY  
United Kingdom

Lloyds Bank  
PO Box 328, Victory House  
Douglas, IM99 3JY  
Isle of Man

SparebankenVest  
PB 7999,  
5020 Bergen,  
Norway

## Chairman's Statement

In 2014 the Company has worked with Samsung Heavy Industries (Samsung) on the plan approval, vendor selection and design changes on the two new 174,000 m<sup>3</sup> LNG carriers. In 2015 the Company was pleased to announce that the two parties had agreed to amend the vessel specification to convert the propulsion system from DFDE to the fuel efficient 2-stroke slow speed MEGI main engines. The Company believes that the revised vessel design is ideally suited to meet the growth in demand, as new production comes on stream and as the older vessels in the LNG fleet are replaced. The MEGI propulsion system is expected to provide significant reductions in unit freight costs against both DFDE and Steam LNG carriers.

In late 2014 Geveran Trading Co Ltd (Geveran) shareholding exceeded one third of the Company's shares and Geveran issued a mandatory offer for the remaining shares in the Company. Following the closing of the offer Geveran holds in excess of 81% of the issued shares in the Company. The Company believes that the Geveran investment gives the FLEX LNG Group the opportunity to grow into a leading investment vehicle for LNG carriers. The Group currently has a flat organisation that is able to react quickly and opportunistically to target prospects within the LNG value chain. In addition the Group is able to leverage off the expertise and experience within the Frontline organisation to assist the growth in the business.

In 2014 the Group raised \$7.0m of working capital, the loan is expected to provide at least 18 months of working capital. The current belief is that this will give sufficient time to review potential opportunities and to raise additional funds as required.

I believe the Company is well placed to build an attractive position in the LNG shipping market with the newest generation of fuel efficient LNG carriers.

David McManus

Chairman

## BOARD OF DIRECTOR'S REPORT 2014

### Business update

In 2014 the Company and Samsung Heavy Industries (Samsung) have been working on plan approval, vendor selection and potential design changes on the two new 174,000 m<sup>3</sup> LNG carriers. In April 2014 Samsung notified the Company that it had agreed a sale for the six offshore LNG loading arms from the historical FLNG contracts. In July 2014 the Company received the net proceeds of \$0.5m, which has been recognised as an impairment write-back. The parties have in addition continued to discuss the choice of propulsion engines for the two LNG carriers. In February 2015 agreement was reached with Samsung to convert the propulsion system for the two LNG carriers from DFDE to the fuel efficient 2-stroke slow speed MEGI main engines.

In October 2014 Geveran Trading Co Ltd (Geveran) increased its shareholding in the Company to above one third of the outstanding shares and announced that it would make a mandatory offer for the remaining shares in the Company. The offer period closed on 18 December 2014 and at 31 December 2014 Geveran holds 81.8% of the issued shares. With the support of its major shareholders, the Company is looking to build an attractive position in the LNG shipping market with the newest generation of fuel efficient LNG carriers.

In the short term the Company has been focused on the construction of the new builds; on 31 July 2014 it signed a supervision contract for the construction phase and has been seeking charter parties for the vessels. In 2014 the Group has been in detailed discussions, with a number of parties, to secure debt finance to cover the costs during the construction phase of the vessels. On 27 October 2014 the Group entered into a loan agreement with Metrogas Holdings Inc. (Metrogas), an affiliate of Geveran, for the provision of \$7.0m of working capital.

### Funding and Going Concern

The Board believes that the going concern assumption currently remains appropriate for the Group. The Group has raised \$7.0m of working capital in the year. Given the current overhead structure and budgeted costs the Company believes that this will provide sufficient working capital to operate for at least 18 months.

### Risks

The FLEX LNG Group is currently focused on becoming a leading owner of fuel efficient LNG carrier vessels. The Group is exposed to a variety of commercial, operational and financial risks, including market risks, credit risks and liquidity risks.

The uncertainties and risks include those detailed in the 2014 accounts and as summarised below. These include: the ability to secure employment contracts on reasonable terms for the two vessels being constructed by Samsung; managing the design and construction period; obtaining delivery finance and additional working capital on reasonable terms; and the general LNG and LNG shipping market conditions and trends.

## BOARD OF DIRECTOR'S REPORT 2014 (continued)

### Risks (continued)

The Company has historically funded its operation from equity. Obtaining such financing may be subject to market risks and other risks that may influence the availability, structure and terms of such financing. In 2014 the Group has in addition raised \$7.0m of debt finance to part cover the construction phase of the vessels. Given the current overhead structure and budgeted costs the Company believes that this will provide sufficient working capital to operate for at least 18 months and on these estimates will need to raise additional funds prior to delivery. In addition there can be no assurance that construction supervision costs will be as forecast.

In all cases where the Company may require additional funding, there can be no assurance that such funds may be raised on terms that are reasonable, if at all. Additional detail on working capital requirements and an analysis of the risks to the Company are provided in accounts notes 1.4, 17, 18, and 19 and Corporate Governance section 10.

### Income Statement and Balance Sheet

The Group cash balances at 31 December were \$6.7m (2013: \$1.5m) with a net inflow of \$5.2m year to date (2013: \$4.7m outflow). In the twelve months in 2014 the operating cash outflow was \$1.3m (principally the operating loss after excluding the non cash and working capital movements), \$0.5m of capitalised costs, and \$7.0m of funds raised. The retained loss for the year was \$2.6m (2013: \$205.5m - profit), which has been transferred to reserves. The 2014 year includes; a \$0.5m impairment write-back on the sale of the loading arms, a \$0.3m (2013: \$0.4m) cost on the option schemes, \$0.3m of historical FX cost being reclassified to the income statement following the liquidation of the Norwegian Management company, and additional costs following the mandatory bid.

During the year the Company has continued to hold the investments in its subsidiaries and managed the strategic direction of the Group. The cash balances at 31 December were \$6.5m (2013: \$1.3m). In the twelve months in 2014 the operating cash outflow was \$0.4m (principally the operating loss less the non cash income statement entries), investing activities outflow \$1.4m (loans to subsidiaries) and funds raised of \$7.0m. The retained loss for the year was \$1.5m (2013: \$205.8m - profit), which has been transferred to reserves. The loss for the year includes an impairment write back of \$0.4m (2013: \$208.1m), principally on the sale of the loading arms, but reduced by a further provision on inter group loans. The Directors do not recommend the payment of a dividend.

### The Board

There have been changes in the composition of the Board during the financial year. At the 2014 AGM Mr. Ian Beveridge and Mr. Christopher Pittinger did not stand for re-election and we thank them for their significant contribution to Board discussions.

### Environmental Reporting

The Company has an objective that all activities that are performed are to be carried out so as to minimise negative impacts to people and the environment. Given the pre-commercial nature of the operations there is currently minimal corporate impact on the environment.



## BOARD OF DIRECTOR'S REPORT 2014 (continued)

### Working Environment and Personnel

At the end of 2014, FLEX LNG and its subsidiaries had in total 6 employees and consultants, 5 men and 1 woman. All personnel are employed by FLEX LNG Management Limited. There have not been any serious injuries or accidents in the current or prior year and total absence due to sickness has been minimal during the accounting year. FLEX LNG's Board of Directors currently consists of 3 men. The Company's policy prohibits unlawful discrimination against employees, on account of ethnic or national origin, age, sex or religion. Respect for the individual is the cornerstone of this policy and the Group also aims to treat its employees with dignity and respect.

### Post Balance Sheet Events

There have been no significant post balance sheet events, other than those listed in note 16.

### Corporate Governance

The Group is committed to good corporate governance; additional details may be found in the corporate governance report.

Board of Directors of FLEX LNG Ltd  
23 April 2015

David McManus (Chairman)

Robin Bakken

Jens Martin Jensen



## Responsibility statement

We confirm that, to the best of our knowledge, the financial statements for the period 1 January to 31 December 2014 have been prepared in accordance with current applicable accounting standards, and give a true and fair view of the assets, liabilities, financial position and profit or loss of the entity and the Group taken as a whole. We also confirm that the Board of Directors' Report includes a true and fair review of the development and performance of the business and the position of the entity and the Group, together with a description of the principal risks and uncertainties facing the entity and the Group.

Board of Directors of FLEX LNG Ltd  
23 April 2015

David McManus (Chairman)

Robin Bakken

Jens Martin Jensen

## Corporate Governance Report

### 1 ) Implementation and reporting on corporate governance

As a company incorporated in the British Virgin Islands ("BVI"), the Company is subject to BVI laws and regulations. Additionally, as a consequence of being listed on Oslo Axess, the Company must comply with section 3-3b) of the Norwegian Accounting Act and certain aspects of Norwegian securities law and is also obligated to adhere to the Norwegian Code of Practice for Corporate Governance (the "Code of Practice") on a "comply or explain" basis. Further, the Company has in place a Memorandum and Articles of Association, which set forth certain governance provisions. The Norwegian Accounting Act is found on [www.lovdatab.no](http://www.lovdatab.no) and the Code of Practice is found on [www.nues.no](http://www.nues.no).

The Group is committed to ensuring that high standards of corporate governance are maintained and is committed to high ethical standards in dealings with all stakeholders, including shareholders, debtors, customers, vendors and employees. Strong corporate governance principles help to ensure that the Groups' standards are applied to all its operations, and the Board has furthermore implemented a Code of Conduct and Ethics and the Company will also look to comply with the material aspects of the Code of Practice for Reporting IR Information. Additionally policies have been put in place to cover health and safety, quality and environment commitment. The Company believes that these policies broadly set out the Company's corporate social responsibility. Further information in this respect is available on [www.flexlng.com](http://www.flexlng.com).

The Board of Directors has based its corporate governance practices on the principles set out in the Code of Practice. However, since the Company is governed by BVI laws and regulations, and given the pre commercial nature of the Group's activities, certain practices are applied which deviate from some of the recommendations of the Code of Practice.

In the following sections, the Company's corporate governance policies and procedures will be explained, with reference to the principles of corporate governance as set out in the sections identified in the Code of Practice. This summary does not purport to be complete and is qualified in its entirety by the Company's Memorandum and Articles of Association, BVI and Norwegian law.

### 2 ) Business

FLEX LNG is currently focused on becoming a leading owner of fuel efficient LNG carrier vessels. The objectives are within the framework of the Company's Memorandum and Articles of Associations, which may be reviewed at [www.flexlng.com](http://www.flexlng.com). The objectives stipulated in the Memorandum and Articles of Associations are as follows: 'commercial activity relating to securing hydrocarbon feed stock for floating liquefaction projects, constructing, owning and operating floating liquefaction vessels and/or LNG vessels and sales and marketing of hydrocarbons and business in connection therewith, including investing in other companies.'

The Group operates principally through its subsidiaries. The Company is currently focused on the construction of the two LNG carrier vessels on order from Samsung, including obtaining commercial charter parties. The business principles are as follows:

- Protection of human lives and the environment and servicing our customers are the top priorities. By working with clients to jointly explore business opportunities FLEX LNG intends to develop long lasting relationships based on trust and a goal of creating economic value
- FLEX LNG will strive to provide superior shareholder returns
- FLEX LNG will aim to attract and retain highly qualified individuals through compensation packages that align employees and shareholders' interest
- Creativity and innovation spearheads the commercial and technical work conducted by FLEX LNG. In an effort to stay ahead of competition FLEX LNG will relentlessly drive for continuous improvements that permeate the FLEX LNG culture
- FLEX LNG emphasises integrity and honesty in the way it does business

### 3 ) Equity and dividends

#### *Equity*

The appropriate level of equity for the Group is evaluated by the Board on an ongoing basis, via reviews at the Board meetings. Total share capital at 31 December 2014 was USD 1,269,212.24, divided into 126,921,224 shares of USD 0.01 each. The directors believe this is currently satisfactory given the Group's business and objectives, but will be increased if the Company raises additional funds.

#### *Debt*

The Company has borrowed \$7.0m from Metrogas for the provision of working capital. The Company expects to raise additional finance to cover the construction phase for the two LNG carriers. Once on charter the debt-to-equity leverage of the LNG carriers will be dependent upon the contract structure and the debt market at that point in time.



## Corporate Governance Report (continued)

### 3 ) Equity and dividends (continued)

#### *Dividend policy*

As the Group has yet to produce stable cash flow, or to secure a commercial contract, dividends will not be considered in the near term.

#### *Equity mandates*

As a BVI company it has a 200 million maximum for the authorised number of shares per its Memorandum and Articles of Association. To issue new shares or increase the authorised number of shares, it requires an ordinary shareholder resolution and Board approval. Should the Company seek a mandate to increase the company's capital it will look to define the purpose for the mandate. The authorised and issued share capital for the Group is detailed in the annual and quarterly reports which may be viewed at [www.flexlng.com](http://www.flexlng.com).

In connection with the issuance of shares in the Company, the shareholders have (except to the extent they are waived) pre-emptive rights to the new share on a pro-rata basis. Currently, the Board has not resolved and does not intend for the Company to acquire its own shares.

### 4 ) Equal treatment of shareholders and transactions with close associates

The Company has only one share class, with identical voting rights. All shareholders are treated equally and the Articles of Association do not contain any restrictions on voting rights. Where there is a need to waive the pre-emption rights of existing shareholders this will be justified at the time of approval or where based on an existing mandate justified in the stock exchange announcement in relation to the increase. Where the Company carries out a transaction in its own shares the intention is for this to occur through the stock exchange or at prevailing stock exchange prices, to ensure equal treatment of all shareholders.

All transactions between the Group and its close associates as defined by the Group's Code of Conduct are at arm's length and market prices. The Memorandum and Articles of Associations and the Group's Code of Conduct require Board members and executive staff to disclose interests in transactions entered into with the Group. Where appropriate the Group ensures third party independent evaluation, where defined by the Code of Conduct, or determines that the transaction is on an arm's length basis and at market prices. Any transactions between the Group and close associates will be detailed as related party transactions in note 14 to the financial statements. The costs incurred are, in the Company's opinion, made at market terms.

### 5 ) Freely negotiable shares

With limited exception, all shares in the Company are freely negotiable, and the Articles of Association contain no form of restriction on the negotiability of the shares, or on voting rights.

However, as a BVI company, and to protect existing Norwegian shareholders from adverse tax consequences in Norwegian Controlled Foreign Corporations Regulations, the Group may, in accordance with the Articles of Association, deny the transfer of shares which would lead to Norwegian ownership being deemed a Controlled Foreign Company. This type of restriction is normal for British Virgin Islands and other low-tax jurisdiction companies listed on the Oslo Axess.

Furthermore, the shareholders of the Company have on the Annual General Meeting in 2014 and 2013 resolved to issue up to 100% of the remuneration for the directors for the two years as new shares in the Company, that are to be subject to a lock-up. The two share issuances covering the board remuneration for the 2014 year shall become unlocked either on the first or second anniversary after their grant.

### 6 ) General meetings

The Annual General Meeting ("AGM") is the forum for the Company's shareholders to participate in major decisions, and is held each year. The Company's Articles of Associations require 14 days notice for Annual and other Shareholder Meetings, rather than 21 days. Currently, given that the Company is pre-commercial, this shorter period is considered to be sufficient for shareholders to consider the matters being voted on. The notice for Annual and Extraordinary General Meetings shall include relevant material to enable the shareholders to make an informed decision, including the recommendation of the nomination committee and to vote separately each matter being considered, including the candidates nominated for election. The documentation will be sent to shareholders either electronically or on paper. Registration can be made in writing, telefax or by e-mail. All shareholders are entitled to speak and vote at the General Meetings. The Board of Directors shall take steps to ensure that as many shareholders as possible can exercise their rights by participating in General Meetings, for instance by setting deadlines for shareholders to give notice of their intention to attend the meeting (if any) as close to the date of the meeting as possible and by giving shareholders who are not able to attend the option to vote by proxy. The Board of the Company shall make arrangements for shareholders voting by proxy to give voting instructions on each matter to be considered at the meeting.

## Corporate Governance Report (continued)

### 6 ) General meetings (continued)

The AGM shall be organised in such a way as to facilitate dialogue between shareholders and the officers of the Company. Thus, the Board of Directors will ensure that a member of the Board and the auditor will be available to answer questions. The Board of Directors has not made arrangements for an independent Chairman for each AGM, or for the full nomination committee to be present; it believes that the Board Chairman can act independently and in the interests of shareholders. The notice of the General Meeting as well as supporting documents will be made available on the website [www.flexlng.com](http://www.flexlng.com) as well as [www.newsweb.no](http://www.newsweb.no) where the decisions from the general meetings will also be made available.

FLEX LNG strives to maintain an open and fair dialogue with its shareholders through the publishing of information, presentations and responding to questions from shareholders. The Company has not, however, taken specific measures for obtaining shareholders' proposals for matters to be proposed to the shareholders' meeting. In the view of the Company, the current shareholder structure, the shareholder representation, the policy to communicate with shareholders is sufficient to ensure that shareholders may communicate their points of view to the executive management and the Board. In addition, given the Company's current development and given the good communications with shareholders, it does not believe that it is necessary for all Directors, Nomination Committee and auditor to be physically present at the General Meetings, or for there to be an independent Chairman, and that 14 days notice is sufficient for the AGM. The Chairman, CFO, and auditor will participate in the meeting at a minimum.

### 7 ) Nomination Committee

The Company operates a nominating committee, which is responsible for identifying, recommending board candidates to the AGM and shall justify the recommendation to shareholders against the requirements in section 8) below, taking into account the interests of shareholders in general. The committee's obligations and responsibilities are established in the Company's Articles of Association and via procedures for the nomination committee, as approved by the AGM. This includes the responsibility of proposing members to the Board of Directors and members of the Nomination committee. The Nomination committee shall also propose the fee payable to the members of the Board and the members of the Nomination committee. Currently George Linardarkis, Espen Westeren and Marcus Hansson comprise the members of the Nomination Committee, are independent of the executive management and George Linardarkis, Marcus Hansson are independent of the Board. All members are elected by the shareholders for a period until the 2016 AGM and their remuneration was approved at the 2014 AGM. The Company and the Committee can be contacted if shareholders wish to discuss nominations, or to submit proposals for candidates with the committee.

### 8 ) Corporate assembly and Board of Directors: composition and independence

As a BVI registered company with 6 employees and contractors at 31 December 2014, the Company does not have a corporate assembly. Given the size of the Company this is not believed to be necessary.

The Company's Board of Directors shall contain between 3 to 9 directors pursuant to the decision of the General Meeting. The Company's Board of Directors currently comprises 3 directors, of whom all are considered independent of executive management, the composition aims to ensure that the interests of all shareholders are represented. Of the three members, no directors are associated with a shareholder with a holding exceeding 10%, other than Jens Martin Jensen. The composition of the Board of Directors, including the controls to avoid conflicts of interest, is in accordance with BVI company law, the Memorandum and Articles of Association and good corporate governance practice.

The Company endeavours to ensure that it is constituted by directors with a varied background and the necessary expertise, diversity and capacity to ensure that it can function effectively. The directors are elected by the General Meeting, for service periods of two years or such shorter period as stated in the relevant resolution. Directors may be re-elected and there is no limit on the number of terms that any one director may serve. Re-election of the current directors is due at the AGM in 2015. They may be removed by a majority vote at any time. Currently the Board has elected the Chairman, rather than the shareholders, given the Company's current development status the Company believe that this is satisfactory and that the Chairman can ensure that the board is effective in its tasks of setting and implementing the Company's direction and strategy.

The Directors are encouraged to hold shares in the Company, which the Board believes promotes a common financial interest between the members of the Board and the shareholders of the Company. In accordance with the General Meeting's resolution, the Directors received between 0% and 100% of their remuneration in shares for 2014.

All Directors participated in the 2014 Board meetings.

## Corporate Governance Report (continued)

### 8 ) Corporate assembly and Board of Directors: composition and independence (continued)

The current Board members are listed below:

#### Mr. David McManus, Chairman (61) - Independent

Mr. McManus has served on the Board since August 2011, and was elected as chairperson in September 2011. An exceptionally experienced international business leader in the Energy Sector, with strong technical and commercial skills. Previously served as Executive Vice President and Head of International Operations for Pioneer Natural Resources. Currently serving as non-executive director for a number of listed companies, namely; Hess Corporation, a large NYSE listed oil and gas company with upstream operations in North America, Europe, Africa and Asia; Rockhopper Exploration plc, a UK AIM listed exploration company with assets in the Falkland Islands; Costain plc, one of the UK's leading engineering solutions providers; and Caza Oil and Gas, a dual listed exploration and production company with assets onshore USA. Previously Chairman of Cape plc an energy service company, which has been involved as a contractor in more than 50% of the world's LNG facilities, including Sakhalin, RasGas, Qatargas, Damietta, Idku, North West Shelf, Pluto and Arzew. 39 years of experience in Technical, Commercial, Business Development, General Management and Executive roles across all aspects of the international oil and gas business, including; BG Group, ARCO, Ultramar, Shell and Fluor Corporation. Mr. McManus is a graduate of Heriott Watt University, Edinburgh.

#### Mr. Robin Bakken, Board member (40) - Independent

Mr. Bakken joined the Board in October 2014, he is a partner with the law firm BA-HR in Oslo, Norway. He has extensive experience in corporate transactions (equity capital markets and M&A), and is currently heading BA-HR's corporate practise group. Mr. Bakken specializes in securities law, company law and corporate governance, and regularly acts for issuers, investment banks and sponsors in public and private transactions. Mr. Bakken joined BA-HR in 2000, a partner from 2007. He graduated at the University of Oslo with a law degree in 2000.

#### Mr. Jens Martin Jensen, Board member (51)

Mr. Jensen joined the Board in October 2014, he has served as the Acting Chief Executive Officer of Frontline Management AS since April 2008 and was appointed as permanent Chief Executive Officer in May 2009 and served until November 2014, when he stepped down. Mr. Jensen joined Frontline in September 2004 as Commercial Director. From August 1996 to September 2004, Mr. Jensen was a partner in Island Shipbrokers in Singapore. From April 1985 to August 1996, Mr. Jensen worked in the A.P. Moller Group with postings to Singapore, Tokyo, Mexico and Denmark. Mr. Jensen completed the A.P. Moller training program in 1987. Mr. Jensen was appointed a director of Frontline Ltd. in September 2014.

The Executive Management are listed below:

#### Jostein Ueland, Chief Financial Officer (35)

Mr. Ueland is the co-founder of FLEX LNG, which was established in August 2006 and is the CFO of FLEX LNG Management. Mr. Ueland has worked within the Investment Management Division of Goldman Sachs International in London and as an Equity Research Analyst in Enskilda Securities ASA in Oslo. He has first class experience in valuing companies and was responsible for the IPO research in relation to the listing of APL ASA, Sevan Marine ASA and Odfjell Invest LTD. Mr. Ueland earned his Master's Degree in Finance from the Norwegian School of Economics and Business Administration.

#### Mr. Trym Tveitnes, PhD, Chief Technical Officer (42)

Mr. Tveitnes is the co-founder of FLEX LNG, which was established in August 2006 and is the CTO of FLEX LNG Management. Mr. Tveitnes joined FLEX LNG from a consultancy in Bergen, Norway, specialising in onshore gas transportation and distribution. Prior to this he worked for the shipping company Höegh LNG in Oslo, focusing on concept development and technical specifications in connection with the Neptune SRV project as well as within Arctic LNG transportation. Mr. Tveitnes also has experience as Senior Engineer at Det Norske Veritas working on technological qualifications of containment systems for large LNG carriers and floating LNG import terminals. Mr. Tveitnes holds a MSc. in Naval Architecture and a PhD in Hydrodynamics from the University of Glasgow.

### 9 ) The work of the Board of Directors

The Board approves an annual budget plan for the business. In addition, policies have been approved that cover the responsibilities of the Board and those of the Management of FLEX LNG Management Limited. The Company has established a Compensation and Audit Committee. Each committee contains the full Board and is chaired as follows; Compensation – Robin Bakken; and Audit – Jens Martin Jensen. The committees perform the following roles: Compensation – to review and recommend remuneration for senior management; and Audit – to review the financial reporting and controls for the Group. The audit committee will hold separate meetings with the auditor at least once a year, with the auditor inputting on the agenda items.

## Corporate Governance Report (continued)

### 9 ) The work of the Board of Directors (continued)

The Board is scheduled to meet in person between one and two times a year, and additionally approximately six times by telephone conferences, but the schedule is flexible to react to operational or strategic changes in the market and Group circumstances. In the 12 months in 2014 the Board has convened more often, and has met on two occasions. The main responsibilities of the Board cover the following main areas: strategic planning and decision making for the executive management to implement; ensure Board instructions are complied with; remain well informed on the Company's and Group financial position; production of an annual work plan; ensure the adequacy of executive management and their roles are clearly defined; annually to review the most important areas of risk exposure, including risks and controls related to financial reporting; ensuring an appropriate system of direction, risk management and internal control is established and maintained; to adopt guidelines for the frequency and policy for external financial reporting; and to agree on the dividend policy. The Board is regularly briefed on the Company's financial situation, the vessel construction and charter position, market conditions, the liquidity situation and cash flow forecast.

The Chairman of the Board of Directors carries a particular responsibility for ensuring that the Board of Directors performs its duties in a satisfactory manner and that the Board is well organised. The Board has the overall responsibility for the management of the Group and has delegated the daily management and operations to the CFO, Mr. J. Ueland, who is appointed by and serves at the discretion of the Board, and also reports to the Board. Further, the CFO of the management company is responsible for ensuring that the Company's accounts are in accordance with all applicable legislation, and that the assets of the Company are properly managed. His powers and responsibilities are defined in more detail by the Board of Directors.

The CFO is supported by the other member of the executive management team, Mr. T. Tveitnes (Chief Technical Officer). The executive management team has the collective duty to implement the Company's strategic, technical, financial and other objectives, as well as to protect and secure the Group's organisation and reputation.

In the event that the Chairman of the Board cannot attend a meeting or is conflicted in leading the work of the board, an alternate chairman will lead the meeting.

### 10 ) Risk management and internal control

The Board, in conjunction with the executive management, evaluates the risks inherent in the operations of FLEX LNG. Principal among these risks currently are; the ability to secure employment contracts on reasonable terms for the two vessels being constructed by Samsung; managing the design and construction period; obtaining finance and working capital on reasonable terms; retaining key staff, general LNG and LNG shipping market conditions and trends, and financial risk. In addition, the following risks inherent in the business plan are monitored: commodity prices, changes in the charter market; exchange rates, competition, the political, regulatory and tax environment, counterparty performance, potential growth of the business and the proposed application of new technology including the potential for vessel obsolescence. The Board, working with the Audit Committee and through the annual audit process, ensures that FLEX LNG has reliable internal controls and systems for risk management.

The Board is presented an annual budget at the end of the preceding financial year. Thereafter, the Board is presented with regular updates and a quarterly report identifying material variations from the approved budget. Explanations are obtained for material variances. The Audit Committee has the responsibility to evaluate risk exposure and internal control on an annual basis. The Board is also presented financial statements on a quarterly basis, which are reviewed with the executive management. FLEX LNG's annual accounts provide information on internal control and risk management systems as they relate to its financial reporting.

### 11 ) Remuneration of the Board of Directors

The remuneration of the members of the Board of Directors is determined annually by the General Meeting, on the basis of the Board's responsibility, expertise, time commitment and the complexity of the Group's operations, and is disclosed in note 3 to the financial statements. Through the Company's remuneration of directors, part of which has historically been in stock, the Company has encouraged directors to own shares in the Company. The remuneration is not linked to the Company's performance. No non-executive directors have been granted share options and no directors are part of the incentive programs available for the executive management and/or other employees, details in section 12 below.

As a general rule, no directors (or companies with which they are associated) shall take on specific assignments for the Company in addition to their appointment as director. If such assignments are made, it shall be disclosed to the full Board and the remuneration shall be approved by the Board. Further, all remuneration paid to each of the directors shall be described in the Annual Report. Such description shall include details of all elements of the remuneration and benefits of each member of the Board, any remuneration paid in addition to normal director's fees included.

## Corporate Governance Report (continued)

### 12 ) Remuneration of the executive personnel

The executive management's remuneration shall be determined by a convened meeting of the Board of Directors. The Board is advised by the Remuneration Committee as to the appropriate level of salary and benefits to pay. The committee shall when preparing the guidelines take into account the location of the management, the level of remuneration normal within the business of the Group, the phase of the Group's business and the characteristics of the different positions within the executive management. The guidelines shall include a summary of the characteristics of the employee option schemes and bonus schemes applicable to the Group. The process aims to link the performance related element of the remuneration, (options and bonus) to value creation for shareholders. The current option program has been approved by shareholders with the allocation to staff determined by the Remuneration Committee prior to approval by the Board. The scheme was designed to align employees with shareholder value creation and to retain persons within the Group. The guidelines for the remuneration of the executive management were communicated at the 2014 AGM. At the 2015 AGM the Company will consider how to incorporate the updated guidance on executive remuneration.

Further information on the remuneration of the executive management is contained in note 3, and options granted in note 13 to the financial statements.

### 13 ) Information and communications

FLEX LNG will ensure that the shareholders receive accurate, clear, relevant and timely information in accordance with legal requirements. Publication methods will be selected to ensure simultaneous and equal access for all equity shareholders; the information is provided in English. The Company also provides information to the market through quarterly and annual reports. Events of importance are made available to the stock market through notification to the Oslo Stock Exchange in accordance with the Stock Exchange regulations. Before the start of the year the Company publishes a summary of the key reporting and meeting dates for the following year.

The Board of Directors has adopted guidelines for the Company's reporting of financial and other information based on openness, equal treatment of all shareholders and participants in the securities market, and restrictions imposed by law. The guidelines also include information requirements to the internal treatment of important information and insider trading instructions and for the Company's contact with shareholders other than through General Meetings. Stock Exchange announcements and press releases, including the financial calendar, are also made available on the Company's website.

### 14 ) Take-overs

The Board of Directors has established guiding principles for how it will act in the event of a take-over bid. During the course of a take-over process, the Board has an independent responsibility to help ensure that shareholders are treated equally, and that the Company's business activities are not disrupted unnecessarily. The board of the target company has a particular responsibility to ensure that shareholders are given sufficient information and time to form a view of the offer. The Board of Directors and the executive management will not seek to hinder or obstruct take-over bids for the Company's shares or activities. In the event of any possible take-over or restructuring situation the Board of Directors will take particular care to protect shareholder value and the common interests of the shareholders. If an offer is made for the Company's shares, the Board of Directors shall issue a statement evaluating the offer and making a recommendation as to whether shareholders should or should not accept the offer. The Board will consider the appropriateness of arranging for a valuation by an independent expert. If the Board finds itself unable to give a recommendation to shareholders on whether or not to accept the offer, it will explain the background for not making such a recommendation. The Board of Directors will not exercise mandates or pass any resolutions to obstruct the take-over bid unless approved by the General Meeting following announcement of the bid. Any transaction that is a disposal of the Company's activities should be decided by the General Meeting. Any agreement with a bidder that acts to limit the Company's ability to arrange other bids for the Company's shares shall only be entered into where it is self-evident that such an agreement is in the common interest of the Company and its shareholders. Additionally any financial compensation should be limited to the costs the bidder has incurred in making the bid. Where agreements are entered into between the Company and the bidder that are material to the market's evaluation of the bid they will be publicly disclosed no later than at the same time as the announcement that the bid will be made is published. According to the Norwegian Securities Trading Act, a mandatory offer for the remaining shares will be triggered if a shareholder becomes the owner of more than 1/3 of the shares in the Company.

## Corporate Governance Report (continued)

### 15 ) Auditors

The auditor is appointed by the General Meeting, which also determines the auditor's fee. The auditor submits the main features of the plan for the audit of the Company to the Audit Committee on an annual basis. The auditor does not participate in meetings of the Board of Directors that deals with the annual accounts. Via the Audit Committee the auditor reviews any material changes in the Company's accounting principles, comments on any material accounting estimates and reports all material matters on which there has been disagreement between the auditor and the executive management of the Company. The Company believes the auditor does not need to be physically present at the Company's AGM given the pre-commercial nature of the Group. Annually the auditor presents to the Audit Committee a review of the Company's internal control procedures, including identified weaknesses and proposals for improvement. The Audit Committee holds a meeting with the auditor at least once a year at which no member of the executive management is present. At present, the Company believes this is sufficient given its size and enables the auditor to communicate with members of the Board. The Company's Management regularly holds meetings with the auditor, in which accounting principles and internal control routines are reviewed and discussed.

The Board of Directors have established guidelines in respect of the use of the auditor by the Company's executive management for services other than the audit. The Board of Directors shall report the remuneration paid to the auditor at the AGM, including details of the fee paid for audit work and any fees paid for other specific assignments.



## Income Statement - FLEX LNG Group & Company

Year ended 31 December

(USD, 000)

	Note	Group 2014	Group 2013	Company 2014	Company 2013
Operating revenues		0	0	0	0
Administrative expenses	3	3,040	4,528	1,904	2,269
Reversal of impairment loss	2/8	(450)	(210,000)	(426)	(208,097)
Operating (loss) / profit		(2,590)	205,472	(1,478)	205,828
Finance income	4	3	21	3	21
Finance cost	4	35	18	16	18
(Loss) / profit before tax		(2,622)	205,475	(1,491)	205,831
Income tax expense	7	13	15	0	0
(Loss) / profit after tax		(2,635)	205,460	(1,491)	205,831
(Loss) / profit for the year		(2,635)	205,460	(1,491)	205,831
Attributable to:					
Equity holders of the parent		(2,635)	205,460	(1,491)	205,831
Earnings per share (USD):					
		Group 2014	Group 2013	Company 2014	Company 2013
- Basic	5	(0.02)	1.63	(0.01)	1.63
- Diluted	5	(0.02)	1.63	(0.01)	1.63

## Statement of Comprehensive Income - FLEX LNG Group & Company

Year ended 31 December

(USD, 000)

	Note	Group 2014	Group 2013	Company 2014	Company 2013
(Loss) / profit for the year		(2,635)	205,460	(1,491)	205,831
<i>Other comprehensive income to be reclassified to profit or loss:</i>					
Exchange differences on translation		9	(51)	0	0
Total other comprehensive profit / (loss)		9	(51)	0	0
Total comprehensive (loss) / profit for the period		(2,626)	205,409	(1,491)	205,831
Attributable to:					
Equity holders of the parent		(2,626)	205,409	(1,491)	205,831



## Statement of Financial Position – FLEX LNG Group & Company

As at 31 December (USD, 000)	Note	Group 2014	Group 2013	Company 2014	Company 2013
<b>ASSETS</b>					
Non-current assets					
New building assets	8	211,064	210,525	0	0
Plant and equipment	9	3	0	0	0
Loans and investments	2	0	0	212,474	211,052
<b>Total non-current assets</b>		<b>211,067</b>	<b>210,525</b>	<b>212,474</b>	<b>211,052</b>
Current assets					
Other current assets	10	63	149	9	23
Cash and cash equivalents	11	6,731	1,524	6,489	1,312
<b>Total current assets</b>		<b>6,794</b>	<b>1,673</b>	<b>6,498</b>	<b>1,335</b>
<b>TOTAL ASSETS</b>		<b>217,861</b>	<b>212,198</b>	<b>218,972</b>	<b>212,387</b>
<b>EQUITY AND LIABILITIES</b>					
Equity					
Issued capital	12	1,269	1,264	1,269	1,264
Share premium	12	562,942	562,659	562,942	562,659
Other equity		(354,191)	(352,142)	(354,384)	(353,157)
<b>Equity attributable to equity holders of the parent</b>		<b>210,020</b>	<b>211,781</b>	<b>209,827</b>	<b>210,766</b>
<b>Total equity</b>		<b>210,020</b>	<b>211,781</b>	<b>209,827</b>	<b>210,766</b>
Non-current liabilities					
Other financial liabilities	14.3	7,000	0	7,000	0
<b>Total non-current liabilities</b>		<b>7,000</b>	<b>0</b>	<b>7,000</b>	<b>0</b>
Current liabilities					
Accounts payable		409	47	422	9
Accruals and other payables		432	370	1,723	1,612
<b>Total current liabilities</b>		<b>841</b>	<b>417</b>	<b>2,145</b>	<b>1,621</b>
<b>Total liabilities</b>		<b>7,841</b>	<b>417</b>	<b>9,145</b>	<b>1,621</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>217,861</b>	<b>212,198</b>	<b>218,972</b>	<b>212,387</b>

Board of Directors of FLEX LNG Ltd 23 April 2015

David McManus (Chairman)

Robin Bakken

Jens Martin Jensen

## Consolidated Statement of Changes in Equity – FLEX LNG Group

(figures in USD,000)

For the year ended 31 December 2014	Share capital	Share premium reserve	Retained earnings	Exchange translation reserve	Option, warrant and shares	Total to the equity owners of the parent
At 01.01.14	1,264	562,659	(362,213)	(322)	10,393	211,781
Loss for the period			(2,635)			(2,635)
Other comprehensive income				9		9
Total comprehensive income			(2,635)	9		(2,626)
Shares issued	5	283			(285)	3
Transfer to income statement on subsidiary liquidation (note <sup>1</sup> )				313		313
Share-based payment (options)					334	334
Share-based payment (shares)					215	215
At 31.12.14	1,269	562,942	(364,848)	0	10,657	210,020

For the year ended 31 December 2013	Share capital	Share premium reserve	Retained earnings	Exchange translation reserve	Option, warrant and shares	Total to the equity owners of the parent
At 01.01.13	1,254	562,288	(567,673)	(271)	10,087	5,685
Profit for the period			205,460			205,460
Other comprehensive income				(51)		(51)
Total comprehensive income			205,460	(51)		205,409
Shares issued	10	371			(381)	0
Share-based payment (options)					352	352
Share-based payment (shares)					335	335
At 31.12.13	1,264	562,659	(362,213)	(322)	10,393	211,781

Note <sup>1</sup>: Historical foreign exchange differences, on consolidation, reclassified to the income statement, following the liquidation of the Norwegian Management Company.



## Statement of Changes in Equity – FLEX LNG Ltd

(figures in USD,000)

For the year ended 31 December 2014	Share capital	Share premium reserve	Retained earnings	Exchange translation reserve	Option, warrant and shares	Total to the equity owners of the parent
At 01.01.14	1,264	562,659	(363,550)	0	10,393	210,766
Loss for the period			(1,491)			(1,491)
Total comprehensive income			(1,491)			(1,491)
Shares issued	5	283			(285)	3
Share-based payment (options)					334	334
Share-based payment (shares)					215	215
At 31.12.14	1,269	562,942	(365,041)	0	10,657	209,827

For the year ended 31 December 2013	Share capital	Share premium reserve	Retained earnings	Exchange translation reserve	Option, warrant and shares	Total to the equity owners of the parent
At 01.01.13	1,254	562,288	(569,381)	0	10,087	4,248
Profit for the period			205,831			205,831
Total comprehensive income			205,831			205,831
Shares issued	10	371			(381)	0
Share-based payment (options)					352	352
Share-based payment (shares)					335	335
At 31.12.13	1,264	562,659	(363,550)	0	10,393	210,766

## Consolidated Statement of Cash Flows - FLEX LNG Group

Year ended 31 December  
(USD, 000)

Group	Note	2014	2013
Cash flow from operating activities			
(Loss) / profit before tax		(2,622)	205,475
Adjustment to reconcile loss before tax to net cash flow			
Non Cash:			
Finance income	4	(3)	(21)
Finance expense	4	35	18
Option and warrant costs		334	352
Share based payment expense		215	335
Depreciation	9	1	32
Reversal of impairment loss	8	0	(210,000)
Realised loss on liquidation of subsidiary		313	0
Lease provision		0	(69)
Loss on asset disposal	3	0	38
Working capital adjustments:			
Decrease in prepayments		34	157
Decrease in trade and other receivables		53	166
Increase / (decrease) in trade and other payables		397	(594)
		(1,243)	(4,111)
Income taxes paid		(21)	(56)
Interest received		2	32
Interest paid		0	(18)
<b>Net cash flow from operating activities</b>		<b>(1,262)</b>	<b>(4,153)</b>
Cash flows from investing activities			
Purchase of plant and equipment	9	(4)	0
Proceeds from sale of plant and equipment		0	7
Payment on new building assets & capitalised expenditure	8	(539)	(525)
<b>Net cash flow used in investing activities</b>		<b>(543)</b>	<b>(518)</b>
Cash flows from financing activities			
Proceeds from issue of share capital	12	3	0
Proceeds from long-term borrowings		7,000	0
<b>Net cash flow used in financing activities</b>		<b>7,003</b>	<b>0</b>
Net currency translation effect		9	(51)
Net increase / (decrease) in cash and cash equivalents		5,198	(4,671)
Cash and cash equivalents at beginning of period		1,524	6,246
<b>Cash and cash equivalents at end of period</b>	<b>11</b>	<b>6,731</b>	<b>1,524</b>



## Statement of Cash Flows - FLEX LNG Ltd

Year ended 31 December  
(USD, 000)

Company	Note	2014	2013
Cash flow from operating activities			
(Loss) / profit before tax		(1,491)	205,831
Adjustment to reconcile loss before tax to net cash flow			
Non Cash:			
Finance income	4	(3)	(21)
Finance expense	4	16	18
Impairment loss / (reversal)	2/8	24	(208,097)
Option and warrant costs		334	352
Share based payment expense		215	335
Working capital adjustments:			
Decrease in prepayments		8	9
Decrease in trade and other receivables		7	0
Increase / (decrease) in trade and other payables		508	(289)
		(382)	(1,862)
Interest received		2	32
Interest paid		0	(18)
<b>Net cash flow from operating activities</b>		<b>(380)</b>	<b>(1,848)</b>
Cash flows from investing activities			
Loans and investments in subsidiaries	2	(1,446)	(2,955)
<b>Net cash flow used in investing activities</b>		<b>(1,446)</b>	<b>(2,955)</b>
Cash flows from financing activities			
Proceeds from issue of share capital	12	3	0
Proceeds from long-term borrowings		7,000	0
<b>Net cash flow used in financing activities</b>		<b>7,003</b>	<b>0</b>
Net increase / (decrease) in cash and cash equivalents		5,177	(4,803)
Cash and cash equivalents at beginning of period		1,312	6,115
<b>Cash and cash equivalents at end of period</b>	<b>11</b>	<b>6,489</b>	<b>1,312</b>

## Note 1: General information and significant accounting policies

### 1.1 Basis for preparation

FLEX LNG Ltd is a limited liability company, incorporated in the British Virgin Islands, and listed on the Oslo Axess Exchange. The Group includes four 100% owned subsidiaries, as at 31/12/14. The Group produces consolidated accounts incorporating these companies and its activities, which are focused on transportation of liquefied natural gas and related activities. The Company is currently constructing two LNG carries with a capacity of 174,000m<sup>3</sup> with Samsung, for delivery in H1 2018. The Company accounts for FLEX LNG Ltd relate to the parent company only and in the following notes it is specified when the detail relates to the consolidated Group or the parent company only. Company accounts are produced to comply with the Oslo listing requirements. Reported values are rounded to the nearest thousand (USD 000) except when otherwise indicated.

The financial statements for the period ended 31 December 2014 have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU. The financial statements were approved by the Board of Directors on 23.04.15 for issue on 24.04.15. The financial statements have been prepared on an historical cost basis, except for the valuation of options, which are accounted for at fair value. The financial statements have also been prepared on a going concern basis, additional information is included in notes 17 and 18, and includes comparative information in respect of the previous period.

The Group has implemented new and amended standards with effective date January 1, 2014, including IFRS 10 Consolidated financial statements, IFRS 11 Joint arrangement and IFRS 12 Disclosures of interest in other entities. The adoption of the new standards/amendments has had no impact on the financial position or performance of the Group or Company.

At the end of 2014, some new standards, changes in existing standards and interpretations have been issued, but have not yet become effective. The Group and Company intends to adopt those standards when they become effective. Currently the Group and Company estimate that the implementation will have no impact, or are unable to determine the impact.

### 1.2 Functional currency and presentation currency

The Group's presentation currency is USD. This is also the functional currency of all the remaining companies in the Group. Subsidiaries with a different functional currency are translated using the period end rate for balance sheet items and an average rate for the income statement. Translation differences are charged against other comprehensive income. When a foreign subsidiary is partially or completely disposed of or sold, translation differences connected to the subsidiary are recognised in the income statement.

### 1.3 Basis of consolidation

The Group's consolidated financial statements comprise FLEX LNG and companies in which it has a controlling interest. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Details on subsidiaries are provided in note 2. The financial statements of the subsidiaries are prepared for the same reporting period as the parent Company, FLEX LNG Ltd, using consistent accounting principles.

## Note 1: General information and significant accounting policies (continued)

### 1.3 Basis of consolidation (continued)

Intragroup transactions and balances, including internal profits and unrealised gains and losses, have been eliminated in full. The consolidated financial statements have been prepared under the assumption of uniform accounting principles for equal transactions and other events under equal circumstances.

### 1.4 Use of estimates and judgements when preparing the annual financial statements

The annual financial statements have been prepared in accordance with IFRS. This means that management has used estimates and assumptions that have affected the reported values for assets, liabilities, revenues, expenses, the accompanying disclosures and information on contingent liabilities. Future events and revisions to accounting estimates may lead to these estimates being changed. Changes to accounting estimates are included in the financial statements for the period in which the change occurs. If the changes also apply to future periods, the impact is spread over the current and future periods. The estimates and underlying assumptions are based on past experience and other factors perceived to be relevant and probable when the judgements were made. The judgements affect the carrying amounts of assets and liabilities when no other sources have been applied in the valuation.

The inputs to the fair value calculations are based on observable market data when available, but where this is not achievable; a degree of judgement is required in establishing fair values. The judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in these assumptions could impact the reported fair value.

### New build assets

Costs are capitalised as per note 1.8 and 1.11, as detailed in note 8. In determining the amounts that are capitalised, including the carrying amounts for historically capitalised amounts, management will make assumptions regarding future cash generation from these assets. This includes a review of broker vessel valuations, evaluations of future vessel charter rates and new build prices. Given the uncertainty surrounding the future values for these amounts, any subsequent changes in these evaluations could impact the future carrying amounts for these capitalised costs. Costs are split between the different vessels based on management's view on benefits derived from the expenses incurred. An impairment loss exists when the carrying value of the asset exceeds its recoverable.

### 1.5 Currency transactions

Foreign currency transactions are translated into the functional currency using the average exchange rates prevailing at the dates of the transactions. Monetary items are retranslated at the period end exchange rate, non-monetary items that are measured at historical cost are translated at the rate in effect on the original transaction date, and non-monetary items that are measured at fair value are translated at the exchange rate in effect at the time when the fair value was determined.

Foreign exchange gains and losses resulting from the settlement of such cash transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

## Note 1: General information and significant accounting policies (continued)

### 1.6 Segments

The Group is operating only one segment with respect to products and services. Segment reporting is thus currently not relevant. Until a Group company concludes a charter, all non-current assets are located in the country of domicile. The FLEX LNGC entities are incorporated in the Isle of Man.

### 1.7 Income tax

Current income tax assets and liabilities for the current and prior periods 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 amounts are those enacted or substantively enacted by the balance sheet date.

The Group consists of two legal entities incorporated in the British Virgin Islands and three entities in the Isle of Man.

### 1.8 Non-current assets

Non-current assets are carried at cost less accumulated depreciation and impairment adjustments, if any. When assets are sold or disposed of, the gross carrying amount and accumulated depreciation are derecognised, and any gain or loss on the sale or disposal is recognised in the income statement.

The depreciation period and method will be reviewed annually to ensure that the method and period used are in accordance with the financial realities of the fixed asset.

The gross carrying amount of non-current assets is the purchase price, including duties/taxes, borrowing costs and direct acquisition costs related to making the non-current asset ready for use. Subsequent costs, such as repair and maintenance costs, are normally recognised in the income statement as incurred. Where increased future economic benefits as a result of repair/maintenance work can be proven, such costs will be recognised in the balance sheet as additions to non-current assets.

In accordance with IAS 16, the carrying value also includes capitalised expenses directly attributable to the asset in order to bring it to the location and condition for use in the intended manner. Such expenses include compensation for employees, travel costs, consultant fees, legal costs, engineering and design costs, borrowing costs incurred to finance construction, plus other costs that are directly attributable to the assets. Capitalisation will cease once the asset is in the location and condition necessary for it to be able to operate in the manner consistent with its intended design.

On delivery the total expenditure of the vessel will be decomposed to groups of components that have different expected useful lives. The different groups of components would be depreciated over their expected useful lives.

Depreciation on plant and equipment is calculated using the straight-line method to depreciate assets over their useful life. The following periods have been used:

IT Equipment: 2 years  
Furniture and Fittings: 5 years



## Note 1: General information and significant accounting policies (continued)

### 1.9 Impairment of assets

#### Other and non-current assets

At each reporting date the Group completes an assessment of whether there is an indication that an asset may be impaired. The recoverable amount is determined separately for all assets but, if this is impossible, it is determined together with the entity to which the assets belong. An impairment loss occurs when the carrying amount exceeds the recoverable amount, which is the higher of value in use or the net sales price. The value in use is calculated using the present value of estimated future cash flows. The calculation is performed, if appropriate, at the individual vessel level.

### 1.10 Cash and cash equivalents

Cash includes cash in hand and at bank. Cash equivalents are short-term liquid investments that can be converted into cash within three months and to a known amount, and which contain insignificant risk elements.

The cash and cash equivalent amount in the cash flow statement include overdraft facilities. The cash flow statement has been prepared in accordance with the indirect method.

### 1.11 Provisions, contingent liabilities and assets

Provisions are accounted for in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets. Provisions are recognised when, and only when, the Company has an existing liability (legal or assumed) as a result of events that have taken place, it can be demonstrated as probable (more likely than not) that a financial settlement will be made as a result of the liability, and the amount can be measured reliably. Provisions are reviewed at each balance sheet date and the level reflects the best estimate of the obligation. When the time factor is insignificant, the size of the provisions will be equal to the size of the expense required for redemption from the obligation. When the time factor is significant the provisions will be equal to the net present value of future payments to cover the obligation. Increases in provisions due to the time factor will be presented as interest expenses.

Contingent liabilities are defined as;

- i. Possible obligations resulting from past events whose existence depend on future events.
- ii. Obligations that are not recognised because it is not probable that they will lead to an outflow of resources.
- iii. Obligations that cannot be measured with sufficient reliability.

Significant contingent liabilities are stated, with the exception of contingent liabilities where the probability of the liability occurring is remote.

Contingent asset are defined as;

- i. A possible asset that arises from past events, and
- ii. Whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity

## Note 1: General information and significant accounting policies (continued)

### 1.11 Provisions, contingent liabilities and assets (continued)

A contingent asset is not recognised in the annual financial statements unless realisation is virtually certain, but is disclosed if there is a certain level of probability that a benefit will accrue to the Group.

New information on the Group's positions at the balance sheet date is taken into account in the annual financial statements. Events after the balance sheet date that do not affect the Company's position at the balance sheet date, but which will affect the Group's position in the future are stated, if significant.

### 1.12 Options and share based payments – equity settled transactions

At award the fair value of the share options has been calculated using the Black-Scholes-Merton option pricing model and a Monte Carlo simulation model for the 2012 and 2013 awards.

The option cost is recognised over the period in which the performance is expected to be fulfilled, ending at the date on which the relevant employees become entitled to the award. This includes an assessment of the implicit future service requirement of the award. The expense at each reporting date is based on the Group's best estimate of the number of equity instruments that will vest. The income statement reflects the movement in the cumulative expense recognised as at the beginning and the end of the period.

Directors of the Company received part of their remuneration in the form of share-based payment transactions, where shares are issued instead of cash remuneration being paid. The value of the services is recognised at the fair value of the shares issued.

### 1.13 Borrowing costs

Where borrowing costs are directly attributable to the acquisition, construction or production of a qualifying asset, they are capitalised as part of the qualifying asset.

### 1.14 Investment in subsidiaries

Shares in the subsidiaries and loans provided to subsidiaries are evaluated at the lower of cost and fair value. When the value of estimated future cash flows is lower than the carrying value in the subsidiaries, the Company recognises impairment charges on investments in subsidiaries and intercompany loan receivables. If and when estimated recoverable amounts increase, impairments charges are reversed. There is currently no repayment schedule on the intercompany loans and no interest charged on outstanding balances.

## Note 2: Subsidiaries

The following subsidiaries are included in the consolidated financial statements:

Company	Country of registration	Main operations	Ownership share	Voting share
M-FLEX 1 Limited <sup>1</sup>	Isle of Man	Shipping	100%	100%
M-FLEX 2 Limited <sup>1</sup>	Isle of Man	Shipping	100%	100%
M-FLEX 3 Limited <sup>1</sup>	Isle of Man	Shipping	100%	100%
M-FLEX 4 Limited <sup>1</sup>	Isle of Man	Shipping	100%	100%
FLEX LNGC 1 Limited	Isle of Man	Shipping	100%	100%
FLEX LNGC 2 Limited	Isle of Man	Shipping	100%	100%
FLEX LNG Management Limited	Isle of Man	Management services	100%	100%
FLEX LNG Management (Norway) AS <sup>1</sup>	Norway	Management services	100%	100%
FLEX LNG Management (Singapore) PTE LTD <sup>1</sup>	Singapore	Management services	100%	100%
FLEX Petroleum Limited	British Virgin Islands	Holding company	100%	100%

Note <sup>1</sup>: Liquidated in 2014.

### FLEX LNG Ltd – Loans and investments in subsidiaries

Company (USD 000)	2014	2013
M-FLEX 1 Limited	0	166,143
M-FLEX 2 Limited	0	58,456
M-FLEX 3 Limited	0	57,692
M-FLEX 4 Limited	0	57,760
FLEX LNGC 1 Limited	106,237	105,526
FLEX LNGC 2 Limited	106,237	105,526
FLEX Petroleum Limited	3,807	3,783
Impairment provision	(3,807)	(343,834)
	212,474	211,052

Loans to 100% subsidiaries are unsecured, interest free and repayable on 30 days notice. It is currently not the intention of FLEX LNG to call in these loans. The loans have been used to cover stage and other payments to Samsung, capitalised costs, running costs and an allocated share of the management recharge.

Given the non trading nature of FLEX Petroleum the Company continues to hold a provision against this loan balance, with an additional \$24k being provided in the year (2013: \$9k). This adjustment has no impact at a consolidated level.

## Note 3: Administrative expenses

As detailed in note 1.8 capitalised costs include expenses covering compensation for employees, travel costs, consultant fees, legal costs, engineering and design costs, plus other costs that are directly attributable to the assets. The amounts in tables 3.1 to 3.3 are prior to this capitalisation.

## Note 3: Administrative expenses (continued)

3.1 Included in administration expenses USD,000	Group 2014	Group 2013	Company 2014	Company 2013
Depreciation	1	32	0	0
P&L on disposal of assets	0	38	0	0
Net foreign exchange differences	16	(97)	(12)	(53)
Realised loss on liquidation of subsidiary	313	0	0	0
Calculated FV of the options in the period	334	352	334	352

### 3.2 Auditors

Expensed fee to the auditors is divided into the following services (exclusive of VAT):

USD,000	Group 2014	Group 2013	Company 2014	Company 2013
Audit	43	61	35	43
Tax and other assistance	30	13	0	1
Total Auditor's fees	73	74	35	44

### 3.3 Remuneration

During 2014 FLEX LNG had three Directors, but no employees. All employees are engaged by the management company.

Staff costs USD,000	Group 2014	Group 2013	Company 2014	Company 2013
Wages and salaries	870	1,155	0	0
Social security costs	147	196	21	55
Pension costs	41	53	0	0
Termination costs	0	371	0	0
Total employee benefit expenses	1,058	1,775	21	55

Share based payments are covered in note 13. Employees are offered a fixed base salary. The management company contributes to a defined contribution pension scheme for members of staff, who are also offered additional health insurance. The number of man-labour years in 2014 was 6 (2013 – 8). The Company has incurred social security costs in relation to the payment of Directors fees in the Isle of Man and accrued costs on the option schemes.

Directors fees FLEX LNG Ltd, USD,000	Company 2014	Company 2013
<u>Current Directors</u>		
David McManus	182	200
Robin Bakken	7	0
Jens Martin Jensen	7	0
<u>Ex. Directors</u>		
Aoki Hiromichi	0	66
Eiji Wakiwaka	0	66
Ian Beveridge	58	70
Christopher Pittinger	58	70
Total Directors' fees	312	472

Between 0% and 100% of the remuneration listed above is paid via the issuance of shares by the Company. Mr. McManus in addition earned a fee of \$2,055 (2013: \$2,500) for being a member of the nomination committee.

## Note 3: Administrative expenses (continued)

### 3.3 Remuneration (continued)

All earnings and shares for Mr. Beveridge are assigned to Bernhard Schulte Investment Holding.

Executive Management USD,000	Salary	Sundry benefits	Pension	Option costs	Group Total
Jostein Ueland	275	1	14	80	370
Trym Tveitnes	275	4	14	80	373
2014	550	5	28	160	743
2013 (four staff)	1,170	45	40	283	1,538

The Executive Management receive remuneration via the management company FLEX LNG Management Limited. The amounts disclosed are the amounts recognised as an expense during the reporting period. Pension provision is provided under defined contribution schemes at 5%. Mr. Ueland and Tveitnes have contracts of employment that give a three month notice period and with additional amounts in the event of redundancy (one month of salary for each year of service on a pro rata basis). Options have been granted as follows Mr. Ueland and Tveitnes 400,000 options each (issued 07/11/12), additional details in note 13.

## Note 4: Finance costs and revenue

Finance cost	Group 2014	Group 2013	Company 2014	Company 2013
Loan interest	35	0	16	0
Arbitration funding cost	0	18	0	18
Total financial cost	35	18	16	18

Finance revenue	Group 2014	Group 2013	Company 2014	Company 2013
Interest income	3	21	3	21
Total financial revenue	3	21	3	21

## Note 5: Earnings per share

Basic earnings per share amounts are calculated by dividing the net (loss) / profit for the year by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net (loss) / profit by the weighted average number of shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the (loss) / profit and share data used in the earnings per share calculation.

## Note 5: Earnings per share (continued)

Earnings per share:	2014	2013
(Loss) / profit attributable to shareholders – Group \$'000	(2,635)	205,460
(Loss) / profit attributable to shareholders – Company \$'000	(1,491)	205,831
Weighted average number of ordinary shares	126,615,864	126,040,816
Effect of dilution:		
Share options <sup>1</sup>	0	0
Weighted average number of shares, adjusted for dilution	126,615,864	126,040,816

<sup>1</sup> the impact of the options is antidilutive and excluded in the current year and in 2013 the options were out of the money against the average share price for the period.

## Note 6: Management fees

There are no employees in FLEX LNG Ltd. A contract for management services has been entered into with FLEX LNG Management Limited. According to this agreement, FLEX LNG Management Limited will render services to the Group relating to general administration and contract management. FLEX LNG Management Limited is entitled to compensation covering all its expenses plus a mark-up. The total compensation for 2014 was \$1,662k (2013: \$2,948k). At the period end the Company owed FLEX LNG Management Limited \$1,480k (2013: \$1,406k).

## Note 7: Income tax

The Group consists of two legal entities incorporated in the BVI and three entities in the Isle of Man. Income or capital gains are not subject to taxation in the BVI, or the Isle of Man. The profits attributable to the Management Company are taxable in the United Kingdom (UK).

(USD,000)	Group 2014	Group 2013
Current income tax charge	9	18
Adjustments in respect of current income tax of previous years	4	(3)
Income tax expense reported in the income statement	13	15

(USD,000)	Company 2014	Company 2013
Current income tax charge	0	0
Adjustments in respect of current income tax of previous years	0	0
Income tax expense reported in the income statement	0	0

A reconciliation between the tax expense and the product of the accounting profit multiplied by the BVI domestic tax rate for the year ended 31 December 2014 and 2013 is as follows:

## Note 7: Income tax (continued)

(USD,000)	Group 2014	Group 2013
Accounting (loss) / profit before income tax	(2,622)	205,475
Income tax at 0% (2013:0%) – BVI	0	0
Effect of higher overseas tax rates	13	15
Effective income tax rate of 0.5% (2013: 0.0%)	13	15

(USD,000)	Company 2014	Company 2013
Accounting (loss) / profit before income tax	(1,491)	205,831
Income tax at 0% (2013:0%) – BVI	0	0
Effective income tax rate of 0% (2013: 0%)	0	0

## Note 8: New Building Assets and Capitalised Costs

(USD,000) – Group	2014	2013
At 1 January – payments on account	210,000	0
Reversal of impairment loss	0	210,000
At 31 December	210,000	210,000
At 1 January – capitalised costs	525	0
Additions	539	525
At 31 December	1,064	525
At 1 January – Total	210,525	0
Additions	539	525
Reversal of impairment loss	0	210,000
At 31 December	211,064	210,525

In 2013, following the execution of a settlement agreement, the Group entered into two new ship building contracts with Samsung for 174,000 m<sup>3</sup> LNG Carriers. As a result of the settlement agreement the parties agreed to redeploy \$210.0m from payments already made to Samsung by the FLEX LNG Group, which were used as the first instalment for the two LNG Carrier vessels. Previously on the historical contracts with Samsung, under IAS 37, the payments made had been derecognised as a contingent asset. Additionally in 2014 the Company received proceeds of \$450k from Samsung following the sales of the loading arms from the historical contracts, which had not previously been recognised as an asset, leading to a further reversal of the impairment loss in the current year.

In 2014 the Group has also capitalised \$532k (2013:\$525k) of technical staff (\$315k), travel (\$70k), legal (\$60k) and technical consultancy costs (\$87k). In addition \$7k of finance costs was also capitalised in the year (2013: \$nil). Capitalised interest is calculated as a percentage of the capitalised cost against the total costs funded by the working capital loan in the period.

## Note 8: New Building Assets and Capitalised Costs (continued)

In determining the carrying amounts for historically capitalised amounts, management will make assumptions regarding future cash generation from these assets. This includes a review of broker vessel valuations, evaluations of future vessel charter rates and new build prices. Given the uncertainty surrounding the future values for these amounts, any subsequent changes in these evaluations could impact the future carrying amounts for these capitalised costs. The group has reviewed the market prices for new builds and obtained broker valuations for the vessels and believes that the recoverable amount is such that no impairment provision is required on the vessels under construction.

## Note 9: Plant and Equipment

(USD,000) - Group

Cost	2014	2013
1 January	120	797
Additions	4	0
Disposals	(12)	(677)
31 December	112	120

(USD,000) - Group

Depreciation	2014	2013
1 January	120	720
Depreciation charge for the year	1	32
Disposals	(12)	(632)
31 December	109	120
Net book value	2014	2013
At 31 December	3	0

## Note 10: Other current assets

(USD 000)	Group 2014	Group 2013	Company 2014	Company 2013
Debtors	11	49	2	8
Prepayments	17	51	7	15
Other receivables	35	49	0	0
Total other current assets	63	149	9	23



## Note 11: Cash and cash equivalents

(USD 000)	Group 2014	Group 2013	Company 2014	Company 2013
Cash at the bank and in hand	6,731	1,524	6,489	1,312
Cash and cash equivalents in the balance sheet and cash flow statement	6,731	1,524	6,489	1,312
Overdraft facility	0	0	0	0

## Note 12: Share capital, shareholder information and dividend

Group & Company	2014	2013
Ordinary shares, nominal amount USD 0.01	126,921,224	126,365,641
Total number of shares	126,921,224	126,365,641

Group & Company	Shares (‘000)	Share Capital (USD‘000)	Share Premium (USD‘000)
Ordinary shares - Issued and fully paid:			
At 1 January 2014	126,366	1,264	562,659
Options exercised	295	3	0
Issued in lieu of remuneration	260	2	283
31 December 2014	126,921	1,269	562,942

Group & Company	Shares (‘000)	Share Capital (USD‘000)	Share Premium (USD‘000)
Ordinary shares - Issued and fully paid:			
At 1 January 2013	125,412	1,254	562,288
Issued in lieu of remuneration	954	10	371
31 December 2013	126,366	1,264	562,659

Nominal value per share is USD 0.01. All issued shares have equal voting rights and are equally entitled to dividends. During the year shares were allotted to directors of FLEX LNG to cover between 0% and 100% of their remuneration for the year. The Directors' shares for the remuneration, covering the period 01/07/2014 to 31/12/14, had not been issued at 31/12/14 and are recorded in the option, warrant and share reserves, \$94k (2013: \$164k). During the year 295,000 staff options have been exercised at a price of \$0.01 per share. The computation of earnings per share and diluted earnings per share is shown in note 5.

Other reserves: FLEX LNG has in the year recognised under other equity a credit of \$264k (2013: \$306k - credit) in relation to the options costs and shares issued by the Company.

## Note 12: Share capital, shareholder information and dividend (continued)

Main Group shareholders at 31.12.14 are: Shareholder:	Number of shares:	Ownership interest:
GEVERAN TRADING CO	103,837,979	81.8%
SKINDINAVISKA ENSKIL	5,000,000	4.0%
BNP PARIBAS <sup>1</sup>	2,835,885	2.2%
STATE STREET BANK <sup>1</sup>	2,824,550	2.2%
UBS AG LONDON	2,549,938	2.0%
JP MORGAN CHASE BANK <sup>1</sup>	1,986,000	1.6%
SEB PRIVATE BANK <sup>1</sup>	1,261,344	1.0%
JP MORGAN LUXEMBOURG <sup>1</sup>	682,800	0.6%
D MCMANUS	672,322	0.5%
MATHIAS HOLDING	500,000	0.4%
CLEARSTREAM BANKING <sup>1</sup>	482,288	0.4%
MP PENSJON	281,000	0.2%
C PITTINGER	184,579	0.2%
S PEARL	160,746	0.1%
B FJELD	155,739	0.1%
S MALM	154,297	0.1%
CITIBANK <sup>1</sup>	151,698	0.1%
SKEIE ALPHA INVEST	150,000	0.1%
R SEDAL	145,210	0.1%
PARETO SECURITIES AS	121,807	0.1%
OTHER	2,783,042	2.2%
<b>Total</b>	<b>126,921,224</b>	<b>100.0%</b>

Note<sup>1</sup> - Nominee account.

## Note 13: Share based payments

### Share-Based Payment - Group & Company

The Company has entered into a number of option scheme allocations. A summary of the scheme arrangements are described below.

Plan	Vesting Criteria	Expiry
Founders Options – 2012	Remaining options vested following the change of control for the Company in 2014, 1,200,000 options outstanding at the start of the year.	30.07.17
Staff Options – 2013	Remaining options vested following the change of control for the Company in 2014, 225,000 options outstanding at the start of the year.	06.06.17

## Note 13: Share based payments (continued)

The fair values of the options were calculated using the Black-Scholes-Merton option pricing model and a Monte Carlo simulation model. The total expensed amount in 2014 arising from the share-based payment plan was a cost of \$334k (2013: \$352k). The total expensed amount relating to the historical options schemes at 31.12.2014 was \$1,960k (2013: \$1,626k). Exercised options are covered by the issuance of new shares in the Company.

Further details of the outstanding option plans are as follows:

	01.01.14 - 31.12.14	
	Options	Weighted Average Exercise Price
Options outstanding at the beginning of year	1,425,000	USD 0.01
Exercised	(295,000)	USD 0.01
Lapsed	(300,000)	USD 0.01
Options outstanding at the end of year	830,000	USD 0.01

In relation to the outstanding options, 295,000 were exercised in the year, 300,000 lapsed and the remained 830,000 vested, but remained unexercised at the period end.

Outstanding and vested options as of 31 December 2014 are given in the table below.

	Outstanding			Vested	
	Outstanding Options per 31.12.2014	Weighted average remaining contractual Life	Weighted Average Exercise Price	Vested Options 31.12.2014	Weighted Average Exercise Price
Exercise price					
USD, 0.01	830,000	2.6	0.01	830,000	0.01
Total USD options	830,000	2.6	0.01	830,000	0.01

The employee options, subject to certain customary exceptions, require staff to be employed by the company from the date of grant to the time of exercising. The objective of the option schemes is to align the effort of employees with the future success of the Group.

During the period ended 31 December 2014 FLEX LNG agreed to issue the directors with shares covering between 0% and 100% of their remuneration. The value of the shares is based on the fair value of the services received of \$215k (2013 - \$334k). At 31 December 2014 90,809 shares (2013: 149,761 shares) with a value of \$94k had not yet been issued to the directors.

## Note 13: Share based payments (continued)

The split of shares by director was as follows;

Director	2014	2013
<u>Current directors</u>		
D McManus	111,054	244,348
R Bakken	0	0
J M Jensen	4,421	0
<u>Ex. directors</u>		
A Hiromichi <sup>1</sup>	0	127,933
E Wakiwaka <sup>1</sup>	0	63,967
I Beveridge <sup>1</sup>	53,847	131,572
C Pittinger	32,309	66,150
<b>Total</b>	<b>201,631</b>	<b>633,970</b>

Note<sup>1</sup>: These shares are issued to the company they employed by rather than to the individual.

## Note 14: Related parties

### 14.1 Shares held by current members of the Board, as at 31/12/2014

Board Member	2014	2013
David McManus	672,322	553,581
Robin Bakken	0	0
Jens Martin Jensen	0	0
<b>Total</b>	<b>672,322</b>	<b>533,581</b>

These amounts exclude the shares that had not been issued as at 31/12/2014, per note 16.1.

### 14.2 LNGC technical specifications and construction agreement

On 31 July 2014 the Company entered into a supervision agreement with Schulte Marine Concept (Hong Kong) Limited (Schulte) to cover the plan approval and supervision services on the two LNG Carriers on order from Samsung. In the twelve months to December Schulte costs of \$87k (2013: \$58k) have been capitalised on the two new build contracts. The agreement can be terminated by FLEX LNG giving notice and paying a pre-agreed termination fee. The supervision agreement with Schulte is within the normal activities of the company, on market terms, and was negotiated on an arm's length basis. Following the completion of the mandatory offer Schulte ceased being a related party, previously it held a 5% shareholding in the Company and Mr. Beveridge was a director of the Company prior to the 2015 AGM.

### 14.3 Working capital loan

On 27 October 2014 the Group entered into a loan agreement with Metrogas for the provision of \$7.0m of working capital and the loan was drawn in November 2014. The loan bears a fixed rate of interest and is secured against the shares in the two ship owning companies. Metrogas is a company indirectly controlled by trusts established by John Fredriksen for the benefit of his immediate family, as is Geveran Trading Company Limited, who holds 81.8% of the shares in the Company at the yearend. The interest cost, prior to capitalisation, was \$42k (2013: \$nil). The loan agreement is within the normal activities of the company and on market terms, and was negotiated on an arm's length basis. The loan is being used to cover working capital costs. The loan is due to be repaid by 31 December 2016.

## Note 15: Commitments and contingencies

### 15.1 Guarantees / commitments

The Company has provided guarantees in relation to the payments still due under the two shipbuilding contracts with Samsung. Under the settlement agreement \$210.0m was redeployed to be used as the first instalment for the two vessels. The remaining instalment will be due on the delivery of the vessels, \$192.4m, prior to any amounts for design change requests and sundry buyers supplies, additional details note 16.2.

### 15.2 Operating lease commitments, lessee

The UK based subsidiary has entered into a lease on commercial property. The lease has an average remaining life of 0.35 years and is denominated in GBP. The future rental payable under the leases as at 31 December 2014 is as follows;

(USD 000)	Group 2014	Group 2013
Within one year	48	146
After one year but not more than five years	0	51
<b>Total</b>	<b>48</b>	<b>197</b>

Lease payments made during the year were \$146k (2013: \$172k).

## Note 16: Subsequent events / after balance sheet date

### 16.1 Shares

On 9 January 2015 the Company issued 90,809 additional shares to cover between 60% and 100% of the current and previous Director's remuneration from 1 July 2014 to the 2014 year end.

### 16.2 Contract amendments with Samsung

In February 2015 agreement was reached with Samsung to convert the propulsion system for two LNG carriers from DFDE to the fuel efficient 2-stroke slow speed MEGI main engines. The consequence of the change is an increase in the yard price, to \$211.9m per vessel, taking into account the change in specification, including the deployment of the new engine system and exhaust gas treatment for compliance with new emissions regulations, 0.09% Boil-off Rate to maintain speed flexibility, and ballast water treatment system. The price increase is to be paid by FLEX on delivery. The expected delivery dates for the vessels have been postponed from Q1 2017 to Q1 and Q2 2018.

## Note 17: Financing

On 27 October 2014 the Group entered into a loan agreement with Metrogas for the provision of \$7.0m of working capital, which was drawn in 2014. Given the current overhead structure and budgeted costs the Company believes that this will provide sufficient working capital to operate for at least 18 months.

The Company, on current estimates, will need to raise additional working capital funds prior to delivery in 2018. In all cases where the Company requires additional funding, there can be no assurance that such funds may be raised on terms that are reasonable, if at all.

## Note 18: Going Concern

The financial statements have been prepared based on the going concern assumption, which contemplates the realisation of assets and liabilities as part of the normal course of business. Given the current overhead structure and budgeted costs the Company believes that the working capital loan will provide sufficient working capital to operate for at least 18 months. Given the current capital raising plans the Group expects to raise sufficient additional working capital to operate until delivery of the vessels.

Considering the above, the Board believes that the going concern assumption currently remains appropriate for the Group. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainties detailed in the report.

## Note 19: Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme considers the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance, in a cost effective manner.

### Currency risk

The risk that the value of monetary assets and liabilities denominated in foreign currencies will fluctuate due to changes in foreign exchange rates. The Company has historically raised its equity funding in USD, with the share price denominated in NOK, but with the proceeds being fixed into USD. The 2014 loan finance was raised in USD.

Additionally, the Group incurs some overhead costs in GBP and NOK. Historically these exposures have not been hedged. The Company's shares are traded in NOK. The NOK trading price is impacted by the underlying activities of the Group, which are primarily denominated in USD. Currency fluctuations of an investor's currency of reference relative to the NOK may also adversely affect the value of an investor's investments.

### Interest rate risk

The Group currently has interest bearing assets and liabilities. Amounts are placed on deposit for periods to secure higher returns, while balancing the need to access funds as required. The cost on the interest bearing liabilities has been raised at a fixed rate of interest.

### Liquidity risk

The Group monitors its risk to a shortage of funds using a cash modelling forecast. This model considers the maturity of payment profiles and projected cash flows required to fund the operations. Historically funds have been raised via equity issuance and loan finance. Market conditions can have a significant impact on the ability to raise equity and loan finance, while new equity financing may be dilutive to existing shareholders and loan finance which will contain covenant and other restrictions.

## Note 19: Financial risk management objectives and policies (continued)

### Liquidity risk (continued)

The Group's objective is to maintain a balance between continuity of funding and flexibility through the raising of finance from investors. The Group will need to raise additional working capital prior to the delivery for the two LNG carrier vessels that are under construction.

Upon concluding a charter contract for the LNG vessel or a contract of employment for the vessel the Company would look to raise project loan finance to cover the remaining delivery payments.

### Credit risk

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Currently the main exposure to credit risk comes from the paid-in instalments made to Samsung. Samsung has provided refund guarantees, via Hana Bank, for the \$210m instalment payment. The bank providing the refund guarantee must hold at least a credit rating of A-. Cash funds are currently held with HSBC, Lloyds, Barclays and SparebankenVest.

### Price risk

The Group is also subject, indirectly, to price risk related to the spot/short term charter market for chartering LNG carriers, but currently has not yet concluded a contract for the use of the vessels under construction. Charter rates may be uncertain and volatile and depend upon, among other things, the natural gas prices, the supply and demand for vessels, vessel obsolescence and the energy market, which the Group cannot predict. Currently, no financial instruments have been entered into to reduce this risk.

### Operational risk

Currently the Group is managing the construction phase for the vessels and has yet to secure charters for the vessels. Operational risks therefore mainly relate to expenditure being higher than forecast, decisions on the design specifications, risks to the environment and risks to the safety of staff. At a commercial level it also includes the ability to secure employment contracts on reasonable terms for the two vessels under construction; and obtaining finance and working capital on reasonable terms.

To the Annual Shareholders' Meeting in FLEX LNG Ltd

## INDEPENDENT AUDITOR'S REPORT

### Report on the Consolidated Financial Statements

We have audited the accompanying financial statements of FLEX LNG Ltd, comprising the financial statements for the Parent Company and the Group. The financial statements of the Parent Company and the Group comprise the statement of financial position as at 31 December 2014, the statements of income, comprehensive income, cash flows and changes in equity for the year then ended as well as a summary of significant accounting policies and other explanatory information

#### *Board of directors' Responsibility for the Consolidated Financial Statements*

Board of directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as board of directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the financial statements of FLEX LNG Ltd have been prepared in accordance with laws and regulations and present fairly, in all material respects, the financial position of the Parent Company and the Group as at 31 December 2014 and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Bergen, 23 April 2015

ERNST & YOUNG AS



Jørn Knutsen

State Authorized Public Accountant (Norway)