

Annual Report

Umoe Gruppen AS



2009



The future does not belong to the biggest or the strongest but to those who can adapt the quickest ...

2009 was not a year characterised by good accounting figures. Despite this, I'm pleased with the year as a whole and would call it successful given the economic world picture we experienced at the start of the year and the structural changes we have implemented during the year. At the beginning of 2009, our main challenges was to avoid downsizing and the enforced sale of assets and to ensure that we had enough liquid assets to withstand the shock from the rest of the world, which we did not know the full extent of at that time.

According to our view of the world in the future, Umoe has the correct structure for both rapid growth and a sound financial basis. We have considerable activities related to the operation and development of renewable energy combined with strong positions in the rich Norwegian domestic market.

The financial results of the Umoe Gruppen AS Group, which includes all of Umoe's companies, are very poor. With revenues of NOK 6,1 billion, the Group made a loss of NOK 444 million. Luckily, most of these accounting losses are due to unrealised write-downs, so that the cash flow from operating activities has changed very little and means that we ended the year with liquid assets of NOK 1,395 million.

Our 8,000 employees are still safe in their jobs, our key companies – Umoe Restaurant Group, Umoe Schat-Harding and Umoe Eiendom – achieved good results and we have the resources to carry Umoe IKT, Sønnico Installasjon and now Umoe Mandal through the turnaround operations that are currently taking place.

At Umoe, we see climate change as a business opportunity and would like to have more renewable energy operations. The year was a very important one for Umoe BioEnergy in Brazil, which changed from being a company struggling with their finances, and having poor operations and a weak management into a company with solid finances, better operations and a new management. We are now proud to say that we have 30,000 hectares of sugar cane which each year produce 230 million litres of sugar cane ethanol and reduce CO₂ emissions by around 170,000 tonnes. This is equivalent to the emissions from around 7 per cent of the cars in Norway.

Intensive project work related to solar cells was also carried out in 2009, and an organisation consisting of 30 highly qualified employees was created in order to prepare for the future production of solar cells. This project was decided winded up in May 2010 and work continues with alternative initiatives in the solar energy sector.

2009 was a very demanding but quite satisfactory year in which our skilled employees demonstrated their expertise as well as their willingness to work hard and their creativity under very demanding circumstances. The experiences gained in 2009 regarding operations, financing and reorganisation make me optimistic about the Group's future.



Jens Ulltveit-Moe
CEO

Umoe Gruppen AS

DIRECTORS' REPORT 2009

Umoe Gruppen AS is owned and controlled by Jens Ulltveit-Moe, who is one of Norway's largest private company owners. The company's registered office is at Fornebuveien 84, NO-1324 Lysaker.

Umoe Gruppen AS owns and manages a number of wholly and partly owned companies in where management also have minority shareholdings. The partly owned companies are mainly listed Norwegian companies in which Umoe is the largest owner, with a considerable minority shareholding, and exercises active long-term ownership by having representatives in the board and in other governing bodies. Umoe emphasizes to have a good, trusting cooperation with the management, employees' representatives and any other shareholders in each company. Umoe has a strong focus on safety, the environment and business ethics.

Umoe Gruppen AS has a small, highly qualified staff that exercises active ownership. These staff members are formally employed by Umoe AS. The subsidiaries have their own management and are mainly financed by their own earnings and balance sheet. There is little synergy between the individual investments in the portfolio. The individual companies' value drivers and market conditions are different. This allows flexibility and risk equalisation in the portfolio as a whole.

Umoe invests counter-cyclically in companies in mature industries with the aim of active ownership doubling the value over a five-year period. Umoe's strategy allows room for underlying assets to both increase and decrease in value and Umoe seeks to have enough equity to be able to both invest during downturns and avoid the enforced sale of assets. Umoe has been involved in maritime industries since it was established in 1984 and has also been involved in Norwegian sheltered industries since the sale of Umoe Olje og Gass (Oil & Gas) in 2000. When we cannot add new value, we consider selling. During the past two years, we have sold oil-dependent investments in order to reinvest the amounts in renewable energy. The large investment in sugar cane ethanol is the first result of this strategy.

Our investments are mainly recognised at cost and considerable added value compared to the book value has been created over time for several of the investments. Investments whose value has decreased during the year have been written down to their estimated market value at the year-end. Umoe places emphasis on maintaining a good and necessary reported financial strength. Its real financial strength will normally be, and is now, much higher than the reported one. Parts of Umoe's share portfolio is considered to be liquid assets, and taking this to account, Umoe currently has more than NOK 1 billion available for new investments.

The operations in 2009

The operations are mainly owned through the following Group companies: Sønnico Installasjon AS, Umoe BioEnergy ASA, Umoe IKT AS, Umoe Mandal AS, Umoe Restaurant Group AS, Umoe Schat-Harding Group AS, Umoe Shipping and Energy AS and Umoe Solar AS.

The Group's revenue was NOK 6,143 million in 2009 (NOK 6,447 million). Operating loss before depreciation, amortisation and write-downs was NOK -187 million (NOK 140 million). The Group made a pre-tax loss of NOK 604 million (NOK -1,833 million).

The Group's total assets amounted to NOK 5,998 million (NOK 6,914 million). The Group's book equity at the year-end came to NOK 1,839 million, equivalent to an equity ratio of 30,7 per cent. The cash flow from operating activities was NOK 141 million and NOK 378 million for Umoe Gruppen AS and the Umoe Gruppen AS Group respectively. The Board nonetheless considers the Group's liquidity as good.

2009 was a demanding year, starting off with the completion of the restructuring of Umoe Gruppen AS and Umoe AS that had begun in 2008 when Umoe AS changed its name to Umoe Gruppen and Umoe Industri AS to Umoe AS. Also all Umoe Gruppen AS's employees were transferred to Umoe AS and ownership of Umoe Solar AS was transferred from Umoe Gruppen AS to Umoe AS.

The equity in Umoe Restaurant Group AS and Umoe IKT AS was increased in order to ensure that they had sufficient financial strength. In addition, on various dates, agreements regarding temporary or permanent

changes were entered into with several of the subsidiaries' banking connections to ensure that these loans would not be defaulted on. Umoe AS increased their financial strength by NOK 200 million in August through a private placement against Umoe Gruppen AS. Furthermore, a restructuring was carried out in Umoe Schat-Harding Group AS and its equipment and service departments were demerged to form separate legal entities with their own balance sheets. Lastly, several of the companies implemented a staffing and cost programme in order to adapt to the changes in market conditions as a result of the financial crisis.

In the summer and autumn of 2009, it also became clear that Umoe BioEnergy ASA (UBE) had debts which exceeded its estimated earnings. This was due to several factors, the most important of which were delays and high operating costs, the low price of ethanol and historically large amounts of rainfall. Thus, the board of UBE decided to hire Arctic Securities to conduct an independent assessment of the company's financial position and to negotiate with the various interested parties. All the creditors received an offer to convert their debt claims into shares in the parent company, Umoe BioEnergy ASA, or to receive a cash amount that was discounted compared to the valuation. The share price for conversion was set at NOK 0.52 per share, while the cash settlement was set at NOK 0.44 per share.

In addition, Umoe AS bought the shares which Umoe Invest AS owned at that time at NOK 0.44 per share, which was the same price as the share issue price in tranches 3 and 4 of the financial restructuring. Since most of the creditors chose a cash settlement and very few minority shareholders subscribed for shares, Umoe AS ended up owning 98 per cent of the shares after the restructuring. Due to the marginal interest among the minority shareholders in participating in the share issue, the board of Umoe AS decided on 17 December to forcibly transfer the remaining shares from other shareholders to Umoe AS. Umoe AS thus owned 100 per cent of Umoe BioEnergy AS on 31 December 2009.

During the fourth quarter, Umoe AS sold its shares in Crew Gold Corporation. This led to the recognition of a loss of NOK 82 million. The shareholdings in Kverneland ASA and Intex ASA remained unchanged in 2009. However, while the Intex ASA shareholding increased in value by NOK 32 million, the market value of the Kverneland ASA shares fell by NOK 101 million.

During spring of 2010 the Norwegian Ministry of Finance announced that they would come up with proposals for changing tax rules for companies that were subject to shipping company tax. Final rules are not finalized as of mid-June, but Umoe Gruppen AS has in the financial statements assumed that these will be designed in line with the Treasury Department proposal. This has resulted in revenue recognition of previously accrued taxes and it is made new provisions in accordance with the proposed tax rules with approximately NOK 55 million.

In May 2010, it was decided to stop the ongoing project aimed at building a polysilicon factory in Canada. The reason was that the project increased to a size that Umoe could not do alone. The ability to obtain necessary equity in the market also proved to be harder than expected because of weak growth in the financial markets and the strengthening of the Canadian dollar against the Norwegian Kroner.

Financial risk

The Group is exposed to various risks such as market risks, credit risks and liquidity risks. Attempts are made to reduce unwanted risks through long-term contracts, advance payments, guarantees and having credit frameworks with recognised banks or investing surplus liquidity in various listed companies. For a more detailed overview of the various risks, refer to note 2 to the annual accounts.

The most important subsidiaries

Sønnico Installasjon AS (99%)

Sønnico Installasjon has offices in 28 locations in Norway and is one of Norway's leading companies in the fields of technical contracting and the installation of technical solutions in the telecommunications and electrical markets. Through Brattvåg Elektro AS, the company also supplies ship installations. In 2009, Sønnico Installasjon had revenue of NOK 1,269 million (NOK 1,346 million). The company made an operating profit before depreciation, amortisation and write-downs of NOK 7 million (NOK 16 million) and a pre-tax loss of NOK 22 million (NOK 10 million). The weak operating profit before depreciation, amortisation and write-

downs in 2009 was due, among other things, to a one-off provision of NOK 16 million to carry out necessary restructuring in connection with a large, long-term contract.

In 2009, the company continued its purposeful work aimed at bolstering its top line and was rewarded by the renewal of a contract with its biggest customer, Telenor. This is a three-year contract for the delivery of contractor services that includes an option to extend it for additional two years. The fact that it is long term provides opportunities to make the production of telecom services even more efficient.

The Swedish operations failed to renew an important contract with Telia Sonera. Thus, it was decided to wind up Sønnico's telecom operations in Sweden and the group is now focusing on its activities in Norway.

The market in 2009 was affected by the low level of activity in the construction industry. The company expects market conditions to improve in 2010. In addition, Sønnico Installasjon's nationwide presence means that the company is clearly visible to customers that want consistent quality and services throughout Norway.

Umoe BioEnergy ASA (100%)

Umoe BioEnergy ASA is an upstream producer of bioethanol based on sugar cane. The supply of sugar cane mainly comes from cultivation and harvesting on around 29,000 hectares of the company's own and leased areas in Paranapanema, the south-west region of the state of Sao Paulo in Brazil. The company has two industrial plants in the same area which in total are currently licensed to crush 2.6 million tonnes. The Group owns and operates its own equipment for its harvesting operations, which are almost fully mechanised. The company can produce around 220 million litres of hydrous ethanol for the Brazilian fuel market, given normal weather conditions. Umoe BioEnergy ASA had revenue of NOK 316 million (NOK 58 million). Operating profit before depreciation and amortization was NOK -207 million (NOK -167 million) and profit before tax was NOK -969 million (-504 million NOK)

In the fall of 2009 conducted Umoe BioEnergy ASA a refinancing of external debt, as is already explained above.

Following the financial restructuring, Umoe AS lent the company an additional NOK 80 million in the fourth quarter 2009. Umoe continued to finance the company's operations and increase in working capital until the production season started in mid-March 2010. In December 2009 Umoe BioEnergy ASA was taken off the Norwegian Securities Dealers' Association's OTC list. The company still has outstanding warrants that were issued in connection with the bond loan. It is currently holding talks with Brazilian banks regarding its future financing.

Umoe BioEnergy made considerable changes to its top management and board at the end of 2009. A new CEO, Ruben Approbato Machado Junior, started in November. He is a Brazilian head of industry with international experience from the chemical industry. Umoe BioEnergy ASA and its Brazilian subsidiaries also appointed a new auditor, Ernst & Young AS, in 2009.

It has been decided to gather the current production in facility number two and expand this facility's capacity to 2.6 million tonnes. The necessary development licences have been obtained. In addition, a programme that produced immediate and lasting cost cuts was carried out in January 2010. Any increase in the company's value is particularly dependent on the price of ethanol and on the cost programmes which have been implemented having the desired effects.

Umoe IKT AS (99%)

Umoe IKT and its subsidiary Umoe Itet AS deliver, operate and maintain complete technical solutions and associated services in the field of voice, data and visual communications. Umoe IKT's business concept is to be a partner in IT and telecom solutions for public and private enterprises throughout Norway. The company's solutions are based on professional expertise, an understanding of the company's customers and a local presence. Umoe IKT's Umoe Consulting and Tarantell subsidiaries have expertise in business intelligence, SAP and web development. The group is represented at 23 locations in Norway. The Umoe IKT group had revenue of NOK 1,272 million in 2009 (NOK 1,507 million) and made an operating loss before depreciation, amortisation and write-downs of NOK 10 million (a profit of NOK 14 million) and a pre-tax loss of NOK 99 million (NOK 55 million).

The reduction in revenue in 2008 continued in 2009 and put further pressure on the earnings. For this reason, additional cost adjustments were implemented in the first quarter in 2009 in order to reduce the overcapacity and adapt the company to the existing economic situation. A restructuring have also been decided to be carried out during spring 2010, and a provision of NOK 12 mill have been made to cover this.

In order to support the restructuring measures that have been carried out and are planned in the company, Umoe IKT AS's equity was increased by a total of NOK 96 million in 2009.

The Norwegian ICT market is improving. However, there have been considerable changes to the structure in demand in the various product and service areas. Thus, Umoe IKT will actively recruit employees to growth areas and adapt its costs within areas that are stagnating or declining. At the same time, a number of measures have been implemented in order to better structure, manage and communicate the company's focus on the various core areas. This work is expected to produce results in 2010.

Umoe Mandal AS (100%)

Umoe Mandal AS and its subsidiary Umoe Advanced Composites AS develop and manufacture advanced composite solutions for the maritime industry and oil and gas sector. In 2009, Umoe Mandal had revenue of NOK 210 million (NOK 478 million) and made an operating loss before depreciation, amortisation and write-downs of NOK 60 million (NOK 50 million) and a pre-tax loss of NOK 60 million (NOK 62 million).

The work of building five new Skjold-class missile torpedo boats (MTBs) and upgrading the *KNM Skjold* for the Royal Norwegian Navy continued to be the company's main activity in 2009. This contract is worth around NOK 2 billion and was 97 per cent completed on 31 December 2009. The last vessel in the series is expected to be delivered in the first half of 2011. The original plans have been considerably held up, mainly due to delays by the US supplier of the vessels' propulsion machinery. The latest tests carried out indicate that the problems linked to the propulsion machinery have been solved, which is a prerequisite for a final delivery in the first half of 2011.

Considerable delays compared to this plan will lead to additional costs and correspondingly weak results in 2010 too. In 2009, the company set aside a total of NOK 65 million as provisions for a lower estimated project margin. The company's other business areas are, however, achieving satisfactory financial results. Umoe Advanced Composites AS reinforced its position in the market in 2009 and is expected to achieve higher revenues in the future.

Since most of the work on the MTBs has been completed, the company has had to carry out a major reorganisation in the form of redundancies and dismissals. Higher revenues made by Umoe Advanced Composites AS and from projects aimed at the US Armed Forces are expected to weigh up for some of the loss of income from the Norwegian Armed Forces. If these revenues do not materialise, further measures will have to be implemented.

Umoe Restaurant Group AS (91%)

Umoe Restaurant Group AS (formerly Umoe Catering AS) is Norway's largest, and a leading Scandinavian, restaurant group with revenue in 2009 of NOK 1,892 million (NOK 1,868 million). It made an operating profit before depreciation, amortisation and write-downs of NOK 150 million (NOK 140 million) and a pre-tax loss of NOK 98.6 million (NOK 117 million). The company owns and runs the following chains: Peppes Pizza, Burger King, La Baguette, Cafe Opus, Fattigmann, Pub Compagniet and TGI Friday's. The company also owns 50 per cent of Rail Gourmet Togservice Norge AS as well as several restaurants that are not part of chains.

The group has implemented a number of wide ranging measures to improve profitability, which has led to higher profits and profit margins. Efforts have been made to sell unprofitable entities or in other ways wind them up or redesign them to make them profitable. At the same time, there has been room for further growth in the Burger King and TGI Friday's concepts, and several of these entities were opened in both Sweden and Norway last year. All the new entities are making a profit.

In order to ensure that Umoe Restaurant Group has sufficient equity, a debt of NOK 513 million was converted into equity in the summer of 2009.

The sale/restructuring of weak entities and addition of new, profitable entities as well as the efficiency programme that has been implemented are expected to have a full annual effect in 2010, which gives reason to expect further improvements in the results in 2010.

Umoe Schat-Harding Group AS (95%)

Umoe Schat-Harding has the industry's largest global service network and delivers maritime rescue equipment and services to cruise ships, offshore installations and the merchant marine. The group has a presence in 28 locations around the world through its own service stations and also has service partners in another 37 countries. Umoe Schat-Harding had revenue in 2009 of NOK 772 million (NOK 897 million). It made an operating profit before depreciation, amortisation and write-downs of NOK 34 million (NOK 54 million) and a pre-tax loss of NOK 20 million (NOK 0 million).

The service division has experienced considerable growth over the past few years. Its revenue in 2009 was also higher than in previous years and this business area's profits are good. The equipment division had to make considerable provisions for loss-making contracts in 2008. 2009 was spent finishing the manufacturing of some of these orders with low margins. Due to further cost overruns, the company had to debit the 2009 accounts with further costs linked to such projects. At the end of 2009, further provisions equal to NOK 13 million were made for estimated losses on equipment contracts. It is expected that some of 2010 will also have to be spent finishing manufacturing work on contracts with weak margins.

In 2008 and 2009, the group carried out large development projects – mainly linked to the creation of a new free-fall system for the offshore segment in the North Sea. The 2008 and 2009 accounts were debited by NOK 21 million and NOK 32 million respectively.

The Group got a major contract with ConocoPhillips in May 2010. This contract is important for strengthening the company's market position on the Norwegian continental shelf. The contract will be an important foundation for employment in Norway over the next few years. For the rest of the equipment division, it is necessary with an improvement in the number of new orders for ships to ensure the normal capacity utilization. The potential within international hook regulations may reduce such drop in revenue. The Services division has felt some minor consequences of the financial crisis, in spite of that activity somewhat slowed towards the end of 2009. Continued growth is still expected, both within existing areas, and through the business opportunities that regulatory change for the area provides.

Umoe Shipping and Energy AS (99%)

Umoe Shipping and Energy AS is the holding company for the shipping activities in the group. The company has ownership in a modern fleet of specialized LNG tankers. Ownership are accounted for as associates. Profit before tax came to NOK 350 million (NOK 1,357 million). The good result in 2008 was mainly due to the sale of the Group's interests within shuttle tankers, chemical tankers and product tankers. The result for 2009 is considerably affected by change in share price of the company's shareholding in Petroleum Geo-Services ASA and the proposal to change the previous shipping tax regime.

The group focuses on having a modern fleet on long-term contracts with first class charterers. This strategy, combined with solid project execution skills and good operation of Knutsen OAS Shipping AS has been very successful.

Transport of liquefied natural gas fits very well into the group's strategy of long-term contracts to first class charterers. The shipping company has four 138,000 m³ LNG ships in operation, all on long-term contracts. In addition, the Group has taken delivery of two 173,400 m³ LNG ships at Daewoo shipyard in Korea in the spring of 2010 and the last two will be delivered in September and November 2010. In 2007 there were signed 20 year contracts for three of the new builds with Gas Natural and Repsol YPF, and in 2009 there were signed a three year contract for the fourth new building with the same customer.

At the end of 2009 the group owned a substantial shareholding in the Petroleum Geo-Services ASA. This is in 2010 transferred to Umoe AS at market value. TS Shipping Invest AS has an option to acquire the Group's interests in LNG ships in the spring of 2011.

Umoe Solar AS (97%)

Umoe AS acquired 97% of the shares in Umoe Solar AS from Umoe Gruppen AS at the beginning of 2009. Umoe Solar Group had revenue of NOK 235 million, operating profit before depreciation and amortization of NOK -61 million and a profit before tax of NOK -71 million. Umoe Solar AS had at year-end book equity of NOK 6 million. The company is mainly funded by NOK 180 million in loans from Umoe AS.

Umoe Solar AS is a part of Umoe's commitment to renewable energy. Umoe Solar AS focused in 2009 and spring 2010 to develop a project for the construction of a new polysilicium factory. As a consequence of higher capital costs of the project, partly as a result of a stronger Canadian dollar, the international financial crisis and uncertain sales opportunities for the company's products, the project was decided closed down in May 2010. Capitalized costs related to the project were expensed in 2009.

Fornebu Lumber Company was formed as part of an overall transaction to position Umoe Solar in New Brunswick. It acquired a sawmill and 17,000 hectares of forest and took over the management of an additional 94,000 hectares of publicly owned forest. The company, which primarily delivers materials to the US housing market, was in full activity in 2009. This company provides most of the Umoe Solar group's revenue. Umoe will continue to develop the company and has successfully upgraded its production equipment in 2010.

Umoe AS – other ownership shares

Real Estate (100%)

Through its subsidiary Umoe Eiendom, Umoe owns and manages various properties, including Umoe Eiendom Vest, Umoe Sterkoder, Røyken Sentrumsutvikling and Umoe Eiendom Hovedgård. Umoe Eiendom had revenue of NOK 39 million in 2009 (NOK 67 million). The company made an operating profit before depreciation, amortisation and write-downs of NOK 23 million (NOK 21 million) and a pre-tax loss of NOK 17 million (NOK 5 million). Røyken Sentrumsutvikling manages and develops properties in Røyken municipality. The shopping centre that was completed in the autumn of 2008 was not fully leased out in 2009 and work is being carried out to ensure the centre's attractiveness and occupancy rate. The first stage of the housing project, involving a total of 77 flats, has been completed. At the year-end, 25 of these flats had not yet been sold. In addition, the company owns a 17-hectare plot of land in the Heggum-Jaksland area. In 2010, Røyken Sentrumsutvikling will continue to sell the remaining flats and consider various alternatives for the plot of land.

Ownership share of 50-100%

Umoe AS owns 80 per cent of Umoe Alu Services AS, a company that provides engineering, maintenance and newbuild services to the oil, gas and aluminium industries in Norway and abroad. Umoe Alu Services had revenue of NOK 61 million in 2009 (NOK 84 million). It achieved an operating profit before depreciation, amortisation and write-downs of NOK 5 million (NOK 7 million) and a pre-tax profit of NOK 2 million (NOK 4 million). As a consequence of the lower demand for aluminium worldwide, the company has secured orders from other types of industry for some of its operations. The company's biggest subsidiary, Umoe Karmsund, still has a satisfactory level of activity connected with the aluminium industry.

Offshore Rig Company KS (68.2 per cent) is a company whose only activity was to own and manage a platform rig. This rig has been sold in 2010 and the company will be wound up in 2010.

Partly owned companies (under 50%)

Intex Resources ASA: at the year-end, Umoe AS owned 20.1 per cent of the shares in Intex Resources ASA. These shares were recognised in the Group's accounts at NOK 36.9 million while the market value of the shareholding was NOK 54.7 million. In 2010, the company's market value has more than tripled. Umoe is represented on the company's board of directors.

Kverneland ASA: at the year-end, Umoe AS owned 31.8 per cent of this company. These shares had a market value and book value of NOK 193.3 million. In 2010, the share price has fallen by almost 10 per cent. Umoe is represented on the company's board of directors.

Petroleum Geo-Services ASA: at the year-end, the Umoe Gruppen AS owned 5.1 per cent of this company's shares. At that time, the shares had a market value of NOK 672 million. The shares are classified in the accounts as a market-based short-term investment. In 2010 the share price has fallen by 5.6%.

The year's results

The parent company, Umoe Gruppen AS, made a loss of NOK 247 million in 2009. The Board proposes settling this loss as follows:

Group contribution received	3,736,000
Group contribution paid	-1,014,308,000
Group contribution paid recognized as a share investment	1,010,544,000
Transferred from other equity	246,533,000
<u>Total transfers and allocations</u>	<u>246,532,000</u>

In accordance with the requirements stipulated by Norwegian accounting legislation, the Board confirms that the accounts have been prepared on the assumption that the Group is a going concern.

Personnel and the environment

Umoe Gruppen transferred all employees to Umoe AS in the spring of 2009, and had therefore no employee on 31 December 2009. The Group had 8,322 employees, equal to 6,277 man-years (4,794). The sickness absence rate for the Group where 3.5 per cent in 2009 (4.0 per cent). There were 96 personal injuries in 2009, most of which were linked to Umoe BioEnergy ASA's operations in Brazil. Umoe BioEnergy ASA's new management has increased the focus on safety with the aim of achieving considerable improvements in both the short and long term.

In 2009, the Group conducted a working environment survey among all the employees of its Norwegian companies and selected parts of its foreign companies. The survey, which had a high response rate, showed that the Group's working environment is good but that there are also areas that can be improved. These will be followed up.

Discrimination: the objective of the Norwegian Anti-Discrimination Act is to promote equality, ensure equal opportunities and rights and prevent discrimination on the grounds of ethnicity, ancestry, language, beliefs, etc. The Board of Umoe AS is of the opinion that ensuring that no discrimination takes place among the employees or in connection with hiring, irrespective of the level within the organisation, will strengthen the Umoe Group.

The Group strives for gender equality at the various levels in its organisation. At the year-end 2009, 28.6 per cent of the Group's employees were female while 71.4 per cent were male, while for Umoe AS it where 44 per cent females. The Group practises equal pay for equal work. Both sexes participate equally in courses and management development schemes. The Board consists of four men and one woman.

As far as the Board is aware, the individual Group companies have adapted their operations to comply with the relevant environmental requirements and orders in the various sectors in which they operate. These include a waste sorting system, a system for returning EE waste and production licences for ethanol. In addition to compliance with the various orders and requirements issued by the authorities, several of the companies have an additional focus on the environment through their energy efficiency measures, use of environmentally certified products and cooperation with suppliers to reduce the burden on the environment.

Future prospects

Growth is expected in both the Norwegian and international economy in 2010. Considerable better credit markets and a stock market that has risen by almost 80 per cent since it bottomed out, indicate that the greatest challenges are behind us but that some sectors will continue to be demanding. Umoe will monitor market developments carefully and try to ensure that its subsidiaries adapt to the economic realities and also that space is created for the industrial opportunities that may typically arise in the wake of the financial downturn that 2008/2009 has been. The owner's and management's focus is on essential measures being implemented as soon as is necessary in order to safeguard earnings and good financial developments. At the same time, great emphasis is placed on monitoring the various segments carefully so that the Group can actively participate in the restructuring operations that are expected to take place. After getting two years with challenging deficits Umoe AS will once more focus on interesting new opportunities.

Fornebu, 9 June 2010

Sign.
Johan Fr. Odfjell
Chair of the board

Sign.
Ragnhild Kierulf Ulltveit-Moe

Sign.
Harald Norvik

Sign.
Victor D. Norman

Sign.
Jens Ulltveit-Moe
Board member and CEO

Umoe Gruppen AS

Income Statement

Figures in NOK 1.000

	Note	Umoe Gruppen AS		Consolidated	
		2009	2008	2009	2008
Revenue		0	301	5 987 896	6 151 148
Other operating income		8	14 189	154 640	325 856
Total operating income	3	8	14 490	6 142 536	6 477 004
Cost of goods sold		0	0	2 576 307	2 954 398
Payroll and social expenses	4	429	22 982	2 553 102	2 384 166
Depreciation of fixed- and intangible assets	6	0	1 504	443 732	334 861
Write down of fixed- and intangible assets	6	0	0	356 229	45 567
Other operating expenses	5	871	21 209	1 200 017	998 277
Operating profit		-1 292	-31 205	-986 851	-240 265
Gain/loss/write-down/dividend subsidiaries	9	-349 942	-766 209	0	0
Share of profit/loss from associated companies	8,9	0	30 823	-61 276	-971 173
Financial income	9	296 526	217 460	815 024	158 180
Financial expenses	9	-56 564	-508 235	-370 598	-779 658
Net financial items		-109 980	-1 026 161	383 150	-1 592 651
Ordinary profit (loss) before tax		-111 272	-1 057 366	-603 701	-1 832 916
Tax income (+)/tax cost (-)	14	135 260	63 625	-129 375	-337 988
Net profit (loss) of the year	12	-246 532	-1 120 991	-474 326	-1 494 928
Minority's' share of the profit/loss				-30 596	20 769
Profit/loss for the year after minority interests				-443 730	-1 515 697
Transfers and allocations					
Group contribution - paid		-1 014 308	-352 535		
Capital injection in daughter companies		1 010 544	352 535		
Group contribution - received		3 763	0		
Transfer to (+)/from (-) other equity		246 533	1 120 991		
Total transfers and allocations	12	246 532	1 120 991		

Umoe Gruppen AS

Balance sheet

Figures in NOK 1.000

		Umoe Gruppen AS		Consolidated	
	Note	2009	2008	2009	2008
Assets					
Research and development	6	0	0	11 066	11 073
In-house developed software, other rights, etc.	6	0	0	56 882	65 584
Rental contracts	6	0	0	129 462	143 158
Deferred tax asset	14	0	0	3 842	2 765
Goodwill	6	0	0	409 675	513 060
Total intangible assets		0	0	610 927	735 640
Grounds, buildings and other real estate		0	0	666 596	960 089
Vessels, rigs and other resources		0	0	808 905	732 568
Equipment		0	8 596	354 253	362 916
Total fixed assets	6	0	8 596	1 829 754	2 055 573
Investment in subsidiaries	7	2 123 084	1 813 052	0	0
Loans to group companies		1 127 920	1 643 559	0	0
Investments in associated companies	8	0	0	321 030	388 761
Loans to associated companies		0	0	203 870	247 671
Other shares	10	0	0	40 054	393 020
Bonds		0	0	127	20
Other long-term receivables - interest-bearing		1 703	9 769	7 887	23 062
Other long-term receivables - non-interest-bearing		0	1	55 848	61 846
Total financial assets		3 252 707	3 466 381	628 816	1 114 380
Total non current assets		3 252 707	3 474 977	3 069 497	3 905 593
Inventories	11	0	0	411 112	384 083
Accounts receivable		0	4 395	630 368	760 457
Construction contracts		0	0	315 099	354 791
Short-term intercompany receivables		555 326	1 567 804	0	0
Other short-term receivables		0	2 145	177 046	162 242
Total receivables		555 326	1 574 344	1 122 513	1 277 490
Short-term investments		0	0	677 360	60 197
Bonds		0	0	1 855	101 871
Other current financial assets		15 650	0	15 691	15
Cash and cash equivalents - non-restricted		150 875	5 400	693 479	1 151 651
Cash and bank equivalents - restricted		183	1 400	6 492	33 420
Total cash and cash equivalents		166 708	6 800	1 394 877	1 347 154
Total current assets		722 034	1 581 144	2 928 502	3 008 727
Total assets		3 974 741	5 056 121	5 997 999	6 914 320

Umoe Gruppen AS

Balance sheet

Figures in NOK 1.000

	Note	Umoe Gruppen AS		Consolidated	
		2009	2008	2009	2008
Equity and debt					
Share capital		375 000	375 000	375 000	375 000
Share premium fund		250 375	250 375	250 375	250 375
Total paid-in capital	12	625 375	625 375	625 375	625 375
Other equity		979 233	1 225 765	1 111 868	1 266 075
Minority interests		0	0	101 477	163 353
Total equity	12	1 604 608	1 851 140	1 838 720	2 054 803
Liabilities					
Pension liabilities	13	0	700	52 261	52 984
Deferred tax	14	48 898	11 071	289 668	392 005
Deferred income		0	0	625	3 395
Accrual regarding associated companies	8	0	0	41 649	17 434
Other non-current liabilities		0	0	6 982	1 629
Total non-current liabilities		48 898	11 771	391 185	467 447
Current liabilities					
Bond loan		0	0	730 144	898 435
Long-term intercompany debt		1 129 483	2 449 371	0	0
Long-term interest-bearing debt		0	0	1 382 756	1 494 410
Other long-term debt		77 270	92 587	138 709	138 237
Total long-term debt	15	1 206 753	2 541 958	2 251 609	2 531 082
Short-term interest-bearing debt		0	0	80 413	126 812
Accounts payable		0	307	454 112	567 939
Tax payable	14	0	0	29 147	69 557
Provision for public duties		38	2 255	221 448	214 525
Dividends	12	0	0	4 902	13 494
Advance payments from customers		0	0	159 748	146 880
Short-term intercompany interest-bearing debt		1 113 619	488 801	0	0
Other short-term debt - non-interest-bearing		825	159 889	566 715	721 781
Total current liabilities		1 114 482	651 252	1 516 485	1 860 988
Total equity and debt		3 974 741	5 056 121	5 997 999	6 914 320

Fornebu, June 9, 2010

Sign.

Johan Fr. Odjell
Chair of the board

Sign.

Ragnhild Kierulf Ulltveit-Moe

Sign.

Harald Norvik

Sign.

Victor D. Norman

Sign.

Jens Ulltveit-Moe
Board member and CEO

Umoe Gruppen AS

Cash flow statement

Figures in NOK 1.000

	Note	Umoe Gruppen AS		Consolidated	
		2009	2008	2009	2008
Cash flow from operational activities					
Profit before taxes		-111 272	-1 057 366	-603 701	-1 832 916
Paid taxes	14	0	-1 391	-72 870	-118 186
Share of profit/loss of associated companies/ subsidiaries	8	-515 051	-1 495 694	86 088	979 173
Gain/loss from sale of fixed assets and securities		0	-30 823	855 086	-159 257
Depreciation of fixed- and intangible assets	6	0	1 504	443 732	334 861
Write down of fixed assets and financial items	6	865 000	2 261 903	-216 254	45 567
Effect of currency		0	0	6 617	70 867
Difference between expensed and net paid pensions		-700	-1 799	-3 918	-3 622
Changes to inventory, accounts payable and receivable		4 228	7 441	50 636	-84 847
Other items		-101 577	1 065 078	-167 560	367 442
Net cash flow from operational activities		140 628	748 854	377 856	-321 812
Cash flow from investment activities					
Cash inflow from sale of fixed and intangible assets	6	8 596	0	43 536	380 380
Cash outflow from purchase of fixed and intangible assets	6	0	-682	-360 102	-1 648 468
Net proceeds from sale of shares and interests in other companies		-189 711	-793 636	124 464	838 010
Net proceeds from sale of other investments (+/-)		2 021 670	-972 918	65 077	3 198
Net cash flow from investment activities		1 840 555	-1 767 236	-127 025	-426 880
Cash flow from financial activities					
Cash inflow from raising interest-bearing debt		0	2 235 374	265 746	1 964 951
Cash outflow from repayment of interest-bearing debt		-1 821 275	-1 167 632	-482 029	-1 811 304
Net payments to/from minority interests		0	0	-29 146	143 935
Cash inflow from equity issuance		0	-90 000	-8 592	-90 000
Change in equity - majority		0	0	50 913	0
Net cash flow from financing activities		-1 821 275	977 742	-203 108	207 582
Net change in cash and cash equivalents		159 908	-40 641	47 723	-620 216
Cash and cash equivalents as of January 1		6 800	47 441	1 347 154	1 967 370
Cash and cash equivalents as of December 31		166 708	6 800	1 394 877	1 347 154
Unutilized overdraft/credit facility		0	0	237 200	237 200
Liquid reserves		166 708	6 800	1 632 077	1 584 354

Umoe AS

Accounting principles

The accounts have been prepared in accordance with the Norwegian Accounting Act of 1998 and Norwegian generally accepted accounting practices (NGAAP).

Consolidation principles

The consolidated accounts include Umoe Gruppen AS and all subsidiaries in which Umoe Gruppen AS directly or indirectly owns more than 50 per cent of the voting capital and/or has a controlling interest. The subsidiaries are specified in note 7. All significant intercompany transactions and balances have been eliminated. Acquired companies are consolidated in the accounts using the acquisition method of accounting. The difference between the cost price assigned to the individual assets and the book value of net assets at the time of acquisition is added to/deducted from the assets to which the added value/shortfall in value is linked. Positive differences that cannot be so allocated are recorded as goodwill. Companies acquired during the year are consolidated in the profit and loss account from the date of acquisition. Companies that are sold during the year are consolidated in the profit and loss account through to the date of the divestment. Goodwill is amortized over its economic life.

Minority interests are shown as a separate item under equity in the balance sheet. In the profit and loss account, the minority interests' share of the profit/loss is calculated on the profit/loss after tax.

Stakes in limited liability companies and general and limited partnerships are included in the consolidated accounts at cost if the stake is less than 20 per cent and according to the equity method if the stake is between 20 and 50 per cent. In the company accounts, all ownership interests are recorded using the cost method.

Foreign subsidiaries' balance sheet items are translated at the rate applicable on the balance sheet date, while profit and loss items are translated at the average exchange rate for the year in question. Any differences in rates are recognized directly in equity as translation differences.

Principles governing revenue and cost accounting

Sales of goods and services are recorded as operating revenue at the time of delivery. In the case of long-term manufacturing contracts and construction contracts, revenue is recognized on the basis of current accounts. Costs are recorded in the same period that related income is recognized.

Construction contracts/long-term manufacturing contracts

Earned income on construction contracts is considered as earned rights vis-à-vis the principal and is classified as operating revenue in the profit and loss account. In the case of construction contracts with a long production period, this includes the management's best estimate of the profit on the project commensurate with its progress. Contract bonuses are taken to income only when their size and the fact that the bonus will be achieved can be stated with some degree of certainty. Full provision is made for expected future losses on contracts. Income accrued on construction contracts is classified as trade accounts receivable. Construction contracts in progress are recorded in the balance sheet at their estimated value less any amounts billed to the customer. Payments in excess of the estimated accrued income are recorded as advances from customers. Construction contracts in foreign currencies that are not hedged are recorded at the exchange rate on the balance sheet date.

Fixed assets

Operating equipment is recorded in the balance sheet at historical cost less straight-line depreciation over the expected technical/economic life of the asset. Land and artworks, etc, are not depreciated. Fixed assets are valued at the lower of their book value and fair value unless a fall in value is considered to be of a temporary nature. Gains on the sale of operating equipment are recorded as operating revenue and losses as other operating expenses, while gains and losses on the sale of long-term shareholdings are recorded as financial items.

Inventories

Inventories are recorded at the lowest of fair value and cost. Agricultural inventories are recognized at production cost, which includes planting, fertilization etc. These costs are amortized over the harvest period.

Other current assets

Other current assets, including shares and securities, are recorded at the lower of their fair value and cost. Market-based short-term investments that are part of a trading portfolio/liquid assets are recorded at their fair value.

Receivables and liabilities in foreign currencies

Cash and current and long-term receivables and liabilities denominated in foreign currencies are recorded in the balance sheet at the exchange rate applicable on the date when the accounts are closed. Realized and estimated foreign exchange losses are recorded as financial expenses. When the receivable or liability is hedged by way of a forward contract or other contract, the contract's exchange rate is applied.

Latent liabilities and provisions for warranties

Provisions for estimated losses are made for latent liabilities and conditional outcomes. Provisions are made for warranty obligations and for special circumstances that exist when the accounts are presented. The warranty period is normally one year, but may be up to two years for specific projects.

Leasing

Operating equipment financed by means of a financial lease is capitalized and depreciated. The purchase price, less any advance rent paid, is presented as debt and the rent paid for the lease is treated as interest on and repayment of debt. Lease expenses related to operational leasing agreements, where the risk and return is not transferred, is treated as operating expenses and recognized over the contract period.

Research and development costs

All research, development and prototype costs are expensed directly over the profit and loss account, with the exception of project-specific costs. Production moulds are classified as operating equipment and capitalized at their production cost as machinery and equipment.

Public subsidies

Subsidies received are classified as either operating subsidies or investment subsidies. Operating subsidies are recorded in the profit and loss account together with the income they are intended to increase or the costs they are intended to reduce. Investment subsidies are recorded gross in that the asset is stated at its gross cost and depreciated over its economic life. The subsidies are dealt with as deferred income and recorded in the profit and loss account as a correction to the depreciation, in line with the depreciation period.

Pension liabilities

Net pension costs, together with the effect of changes in estimates/assumptions, are in their entirety classified as payroll expenses in the profit and loss account. In the balance sheet, net pension assets in the funded schemes are classified as fixed assets, while net unfunded pension liabilities are classified under provisions for liabilities and charges. The amount for unfunded pension liabilities/net pension assets also includes the employer's national insurance contributions that will accrue/have actually been paid at the prevailing rates.

Deviations between the estimated pension liabilities/ estimated value of pension assets at the end of the previous financial year and the actuarially calculated pension liabilities/actual value of pension assets at the beginning of the year are considered in a corridor, and any deviation in excess of 10 per cent is amortized over the average remaining earnings period.

Taxes

The profit and loss account shows taxes payable and deferred tax together as the tax charge. The balance sheet shows the tax calculated on the basis of the taxable profit for the year as tax payable under current liabilities. Deferred tax/deferred tax assets are calculated on the basis of the temporary differences that exist at the year-end between values for taxation purposes and values for accounting purposes, as well as carry-forward losses for tax purposes. Tax calculated on net positive temporary differences after set-off is shown as deferred tax under long-term liabilities. The remaining part of the deferred tax assets after set-off, to the extent that it also meets the requirements for recognition in the balance sheet, is shown as a deferred tax asset under fixed assets.

Cash flow Statement

The cash flow statement is presented using the indirect method.

Notes

Note 1

Special items

2009

1st of January 2009, Umoe Gruppen AS sold 100% of the shares in Umoe Solar AS for NOK 10 mill. 97% of the shares were sold to Umoe AS. The sale was part of a restructuring of the Umoe Gruppen Group that started at the end of 2008.

By the end of 2008, Umoe Gruppen AS, through Umoe AS and Umoe Invest AS, owned 86,6% of the shares in Umoe BioEnergy ASA in addition to 61% of the bond loan issued by the company.

As a consequence of the financial restructuring in Umoe BioEnergy ASA in 2009, which is further explained in the director's report, Umoe AS, as a major creditor and owner, became important to secure a future for Umoe BioEnergy ASA. The board of directors in Umoe BioEnergy ASA chose Arctic Securities to perform an independent valuation of the company, in addition to negotiate with the owners and creditors. Based on this valuation the price was set to NOK 0,52 per share, which was paid by cash and by converting debt to equity. The creditors was also offered a cash settlement, at a price of NOK 0,44 per share. These prices was used in the following transactions.

The restructuring of Umoe BioEnergy ASA consisted of four different shares issues;
In the first issue Umoe BioEnergy ASA's debt to Umoe Invest AS was converted to equity. These shares wa then sold to Umoe AS, with a cash settlement. By doing this Umoe Invest got the same dividend as the other creditors that chose a cash settlement. The transaction was handled in accordance with The Companies Act §3-8.

In the second and third issue the bond loan in Umoe BioEnergy ASA was converted to equity.
The bond holders was offered a settlement, which gave them 0,52% of face value if they chose to get shares, and 0,44% of face value if they chose a cash settlement. Umoe AS chose to convert the debt to equity, along with 3,6% of the other bond holders. After the second issue, the third issued was only directed to Umoe AS, in order for Umoe BioEnergy ASA to get cash to pay the bond holders that wanted a cash settlement.

To make sure that all the shareholders in Umoe BioEnergy ASA were treated equally, Umoe BioEnergy ASA offered a repair issue to all other shareholders except Umoe, where 32,7 mill shares could be subscribed at a price of NOK 0,44 per share. 3,3 mill shares was subscribed. From mid November to mid December Umoe AS bought additional 2,7 mill shares at a price between NOK 0,44 and NOK 0,52 per share.

As a consequence of the financial restructuring in Umoe BioEnergy ASA, where the shares was priced at NOK 0,52 per share, Umoe AS' shares in Umoe BioEnergy ASA was written down with NOK 197,8 mill
Also the bonds owned by Umoe AS was written down with NOK 73,3 mill.

Because of the low interest for converting the bond loan to equity and the low interest in the repair issue, the board of directors in Umoe AS decided to take out the remaining minority in Umoe BioEnergy ASA 17.dec 2009.
At year end Umoe AS owned 100% of Umoe BioEnergy ASA.

2008

Umoe Gruppen AS entered an agreement of a sale of 30 percent of the outstanding shares in Knutsen OAS Shipping AS on June 17th. Umoe Shipping and Energy AS sold all shipping related activity, with exception of the LNG segment, in the same agreement. Umoe Shipping and Energy has written a call option on the LNG segment. The call option matures on January 31st 2011 and must be exercised within one month before maturity. The fair value of the option is calculated to NOK 3,4 million as of December 31st 2008.

Umoe Invest AS bought 22.2 percent of Umoe BioEnergy ASA on July 2nd. Umoe Gruppen AS obtained control over Umoe BioEnergy ASA based on the acquisitions of 19.8 percent in the first half of 2008. The company is consolidated as a subsidiary from July in the group accounts.

Umoe IKT bought 89.9 percent of Itet AS on May 31st. The stake was increased to 90.1 percent on a later stage.
Umoe IKT bought further 12.3 percent in Umoe Consulting AS. The stake is 69.2 percent after the acquisition.

Sønnico Installasjon AS sold parts of its division in Tanager for NOK 29.5 million on April 1st. The sale resulted in an accounting profit of NOK 28.7 million. Sønnico Installasjon sold its 100 percent stake in Sønnico Curotech AS on December 30th. The sale resulted in an accounting loss of NOK 42 thousand in the company and a profit of NOK 1 million in the group.
Sønnico has liquidated its engagement in Denmark in 2008.

Umoe Mandal AS demerged parts of its activities to a wholly owned subsidiary, Umoe Advanced Composite AS, with accounting effect from January 1st.

Umoe Alu Services AS bought 100 percent of the shares in FJ Montasje on January 1st.
The company also established Umoe Alu Iceland on March 12th.

Umoe AS (formerly Umoe Industri AS) increased its share in Offshore Rig Company Norway I KS through two private placements in 2008. The stake increased from 41.5 percent to 68.2 percent. The company is consolidated as a subsidiary with effect from July 1st a result of the stake, through the private placements, increasing above 50 percent.

Note 2

Financial market risk

Credit risk:

Umoe Gruppen AS mainly consist of two business areas;

- Strategic and long term investments, through its ownership in Umoe AS (formerly Umoe Industri AS)
- Shipping, through its ownership in Umoe Shipping and Energy AS

Credit risk is mainly related to the activities in Umoe AS

The Umoe AS Group assumes responsibility for construction contracts of varying duration and scope, mainly relating to the maritime industry and the Norwegian Armed Forces. The Group seeks to reduce its credit risk through agreed payments on account or the use of various types of warranties.

	Umoe Gruppen AS		Consolidated	
	2009	2008	2009	2008
Gross credit risk	1 684 949	3 227 673	1 472 317	1 796 722
of which;				
Accounts receivables	0	4 395	638 960	770 972
Construction contracts	0	0	315 099	354 791
Loans to group companies and associated companies	1 683 245	3 211 362	203 870	247 671
Other short term receivables	0	2 145	254 715	239 336
Bonds	0	0	1 982	101 871
Other long term receivables	1 704	9 771	57 691	82 080
Provision for bad debt	0	0	8 592	10 515

Loans to group companies have payment terms that means that these loans may be repaid later than one year, and due to this is classified as long term receivables.

Foreign exchange risk:

The Umoe AS Group has activities in Norway and abroad that naturally entail a foreign exchange risk due to the buying and selling of goods, services and securities.

The Group utilizes the opportunity to obtain natural hedging by borrowing in the same currencies as its revenues. In addition, the Group utilizes derivatives for hedging purposes and active position-taking.

Umoe uses market values for all its foreign currency positions, with the exception of long-term debt which is hedged through contractually agreed revenues in foreign currencies. In such cases, the part of the loan that is considered to be hedged is recorded at the rate which applied on the date when the loan was raised.

For the Umoe BioEnergy-group, which has its main operative business in Brazil, there is a currency risk between BRL/NOK. No hedging of this risk has been carried out.

Exchange rates used in the accounts:

	2009	2008
NOK/BRL - average exchange rate	3,1619	3,0822
NOK/EUR - average exchange rate	8,7414	8,2381
NOK/USD - average exchange rate	6,2929	5,6580
NOK/BRL - closing exchange rate	3,3227	2,9974
NOK/EUR - closing exchange rate	8,3055	9,7210
NOK/USD - closing exchange rate	5,7921	6,9453

Interest risk:

The Group has various interest-rate clauses linked to its loan portfolio, with lock-in periods varying from a floating rate to a fixed rate until the maturity of the loan. In addition one of the subsidiaries have entered into a swap agreement, with maturity 30.09.2011, a fixed interest rate of 5,71% and a principal of NOK 600 mill.

Refinancing risk:

The Group had long-term liabilities of NOK 2.251 mill at the end of the year. The current situation in the banking market is associated with an increased refinancing risk. The agreed repayments are approximately NOK 155 mill in 2010. The next significant repayment is related to the maturity of the bond loan issued by Umoe AS (formerly Umoe Industri AS) of NOK 730 mill in 2011.

Risk relating to the prices of raw materials

Attempts are made to hedge against the risk of fluctuations in the prices of raw materials through long-term purchase contracts and strategic agreements with suppliers and other market players.

Note 3**Revenue**

	Umoe Gruppen AS		Consolidated	
	2009	2008	2009	2008
Invoiced revenue	0	301	6 026 789	5 959 600
Change work in progress	0	0	-38 351	191 548
Gain from disposals of property, plant and equipment	0	0	10 605	159 422
Other operating income	8	14 189	143 493	166 434
Total operating income	8	14 490	6 142 536	6 477 004

Related to;

Industry	0	0	1 278 834	1 458 972
Catering	0	0	1 994 797	1 867 770
Technology, telecom and electro	0	0	2 542 127	2 853 284
Ethanol	0	0	58 621	53 824
Shipping	0	0	0	193 678
Other	8	14 490	268 157	49 476

The Group's revenue divided into geographical areas:

Norway	8	14 490	4 870 907	5 775 216
Sweden, Denmark, Iceland and Finland	0	0	210 960	211 861
Rest of Europe	0	0	393 581	388 647
America	0	0	742 229	198 489
Africa	0	0	217 736	246 725
Asia/Australia	0	0	8 068	3 692
Eliminations	0	0	-300 945	-347 626

Note 4**Payroll costs, no. of man-years, remuneration, loans to employees, etc.**

	Umoe Gruppen AS		Consolidated	
	2009	2008	2009	2008
Salaries	1 897	17 407	2 263 711	2 072 652
Employee benefit taxes	325	2 974	206 116	229 501
Pension cost	0	2 004	75 883	76 452
Other employee benefit costs	-1 793	597	7 392	5 561
Total Payroll and social expenses	429	22 982	2 553 102	2 384 166
Full time employee equivalents	0	19	6 277	5 559

Remuneration to the board, CEO and senior management of Umoe AS (figures in NOK):

Person	Position	Salary/fee	Oth. Benef.	Loan
Johan Fr. Odfjell	CB	200 000	0	0
Jens Ulltveit-Moe	D/CEO	513 820	10 149	0
Ragnhild K. Ulltveit-Moe	D	0	0	0
Harald Norvik	D	100 000	0	0
Victor D. Norman	D	125 000	0	0
Tom Ruud	SM	3 087 938	9 212	0
Jarle Roth	SM	8 408 897	13 031	0

Employees in Umoe Gruppen AS was moved to Umoe as in 2009 as part of a restructuring. The remuneration above includes payments from both Umoe AS and Umoe Gruppen AS

Senior management in Umoe Gruppen AS has a defined contribution pension plan.

Senior management in Umoe Gruppen AS normally owns shares in Umoe AS (formerly Umoe Industri AS) and Umoe Shipping and Energy AS. The shares are purchased at fair value.

Note 5**Auditor's fee**

	Umoe Gruppen AS		Consolidated	
	2009	2008	2009	2008
Audit fee	150	362	8 649	9 005
Fee for tax services	0	96	627	680
Other services	0	161	3 487	2 021

Audit fees reported above are mainly exclusive of value added tax.

Note 6

Property, plant, equipment and goodwill

Consolidated	Goodwill	Rental Contracts	Land and other real estate	Vessel, rig and other resources	Operative equipment	Equipment	Total
Acquisition cost 1.1.2009	859 331	326 451	1 132 441	27 367	1 507 134	945 652	4 798 376
Additions	0	40 433	76 802	0	139 552	103 315	360 102
Sale/disposals	0	0	-1 935	0	-28 490	-45 512	-75 937
Acquisition cost 31.12.2009	859 331	366 884	1 207 308	27 367	1 618 196	1 003 455	5 082 541
Accumulated depreciation 1.1.2009	348 125	100 218	463 378	2 415	403 490	568 210	1 885 836
Depreciation of the year	92 881	48 619	88 309	7 291	101 580	105 052	443 732
Write-down	8 650	20 636	-10 784	-4 565	336 916	5 376	356 229
Sale/disposals	0	0	-191	0	-10 469	-29 436	-40 096
Net carrying value 31.12.2009	409 675	197 411	666 596	22 226	786 679	354 253	2 436 840
Economic life	5 - 20 yr	5 - 20 yr	0-50 yr	5-25 yr	5-20 yr	3-10 yr	
Depreciation scheme	Linear	Linear	Linear	Linear	Linear	Linear	

Consolidated goodwill

	Acq cost pr 31.12.09	Goodwill pr. 1.1.09	Add/dispo 2009	Depr/Writ.d. 2009	Goodwill pr. 31.12.09
Umoe AS (formerly Umoe Industri AS)	52 793	19 300	0	-6 556	12 744
Umoe Schat-Harding Group AS	3 584	3 584	0	-741	2 843
Umoe S.-H. Boatbuilding Qingdao Co Ltd	1 859	230	0	-230	0
Umoe Schat-Harding BV	14 850	0	0	0	0
Umoe Schat-Harding Ltd.	1 872	492	0	-492	0
Umoe Schat-Harding F.E.	5 454	4 209	0	-562	3 647
Umoe Schat-Harding SL	2 492	1 437	0	-525	912
Umoe Schat-Harding s.r.o	-427	0	0	0	0
CleanHull AS	15 523	9 081	0	-5 104	3 977
Willem Pot BV	39 534	33 812	0	-4 161	29 651
Umoe Restaurant Group AS	202 230	50 804	0	-26 550	24 254
Sønnico Installasjon AS	21 436	10 616	0	-2 158	8 458
Brattvåg Elektro AS	10 258	1 725	0	-1 725	0
Umoe IKT AS	387 421	290 925	0	-38 744	252 181
Umoe Consulting AS	17 869	15 110	0	-3 540	11 570
Tarantell AS	41 326	32 367	0	-4 401	27 966
Itet AS	36 060	34 402	0	-4 128	30 274
FJ Montasje AS	1 997	1 597	0	-400	1 197
Umoe Advanced Composites AS	123	0	0	0	0
Umoe BioEnergy ASA	3 076	1 516	0	-1 516	0
Total goodwill	859 331	511 208	0	-101 533	409 675

Note 7

Shares in subsidiaries

Shares in subsidiaries owned by Umoe Gruppen

	Registered office	Own %	Voting share %	Book value
Umoe Shipping and Energy AS	Haugesund	99,1 %	99,1 %	494 018
Umoe AS (former Umoe Industri AS)	Bærum	97,8 %	97,8 %	1 613 672
Umoe Invest AS	Bærum	100,0 %	100,0 %	15 101
Kristinelunden AS	Bærum	100,0 %	100,0 %	196
USH Holding AS	Bærum	97,8 %	97,8 %	98
Total shares in subsidiaries owned by Umoe Gruppen				2 123 085

Shares in subsidiaries owned by Group companies:

	Registered office	Own %	Voting share %	Book value
Ulltveit Rederi LNG Holding AS	Haugesund	100 %	100 %	533 445
Ulltveit Rederi LNG II AS	Haugesund	100 %	100 %	150 338
Ulltveit-Moe Rederi AS	Haugesund	100 %	100 %	100
Umoe BioEnergy ASA	Bærum	100 %	100 %	466 125
Christiania Bioenergia Participacoes S.A	Brazil	100 %	100 %	0
Destilaria Paranapanema S.A	Brazil	100 %	100 %	0

Umoe Solar AS	Bærum	97 %	97 %	20 559
Fornebu Development Corporation	Canada	100 %	100 %	1 372
Fornebu Lumber Company Inc	Canada	100 %	100 %	32 545
Umoe Solar New Brunswick Inc	Canada	100 %	100 %	47 700
Umoe Solar Canada Inc	Canada	100 %	100 %	0
Umoe Solar GmbH	Germany	100 %	100 %	202
Hermod Solar Invest LTD	Spain	100 %	100 %	586
Idunn Solar Invest LTD	Spain	100 %	100 %	586
Brage Solar Invest LTD	Spain	100 %	100 %	586
Forsete Solar Invest LTD	Spain	100 %	100 %	586
Frigg Solar Invest LTD	Spain	100 %	100 %	586
Freya Solar Invest LTD	Spain	100 %	100 %	586
Gerd Solar Invest LTD	Spain	100 %	100 %	586
Heimdal Solar Invest LTD	Spain	100 %	100 %	586
Hel Solar Invest LTD	Spain	100 %	100 %	586
Hod Solar Invest LTD	Spain	100 %	100 %	586
Umoe Restaurant Group AS	Bærum	91 %	91 %	553 937
Peppes Pizza Norge AS	Bærum	100 %	100 %	699 542
Umoe Catering Cafe AS	Bærum	100 %	100 %	195 757
Umoe Konseptrestauranter AS	Bærum	100 %	100 %	70 072
King Food AS	Bærum	100 %	100 %	95 773
American Bistro Scandinavia AS	Bærum	100 %	100 %	143 842
American Bistro Sweden AB	Bærum	100 %	100 %	42 329
King Food AB	Sweden	100 %	100 %	5 023
Umoe Schat-Harding Group AS	Kvinnherad	95 %	95 %	84 428
CleanHull AS	Kvinnherad	96 %	96 %	15 000
Umoe Schat-Harding BV	Holland	100 %	100 %	5 100
Umoe Schat-Harding Boatbuilding Qingdao Co Ltd	China	100 %	100 %	19 085
Umoe Schat-Harding LSA Service (Shanghai) Co Ltd	China	100 %	100 %	834
Umoe Schat-Harding FE	Singapore	100 %	100 %	1
Umoe Schat-Harding GmbH	Germany	100 %	100 %	6 433
Umoe Schat-Harding Inc	USA	100 %	100 %	6 400
Umoe Schat-Harding LTD	England	100 %	100 %	2 064
Umoe Schat-Harding S.L	Spain	100 %	100 %	3 126
Umoe Schat-Harding s.r.o	Czech Rep.	100 %	100 %	26 761
Willem Pot B.V.	Holland	100 %	100 %	5 374
Mulder & Rijke Limited	England	100 %	100 %	2 341
Umoe IKT AS	Oslo	99 %	99 %	175 596
Umoe Consulting AS	Oslo	77 %	77 %	28 517
Umoe iTet AS	Bodø	90 %	90 %	60 326
Tarantell AS	Oslo	100 %	100 %	41 292
IP4Home AS	Bodø	100 %	100 %	110
iTet Business Solution AS	Bodø	100 %	100 %	2 110
Softspring AS	Bodø	100 %	100 %	3 296
Vestvind AS	Bergen	100 %	100 %	65
Sønnico Installasjon AS	Oslo	99 %	99 %	156 914
Brattvåg Elektro AS	Brattvåg	100 %	100 %	24 163
Sønnico Elektro Østfold AS	Fredrikstad	75 %	75 %	1 125
Sønnico Installasjon Tele Sweden AB	Sweden	100 %	100 %	8 664
Umoe Mandal AS	Mandal	100 %	100 %	145 999
Umoe Advanced Composites AS	Mandal	100 %	100 %	5 094
Umoe Eiendom AS	Bærum	100 %	100 %	121 414
Røyken Sentrumsutvikling AS	Bærum	96 %	96 %	38 334
Umoe Sterkoder AS	Kristiansund	96 %	96 %	10 589
Umoe Eiendom Hovedgård AS	Bærum	100 %	100 %	49 516
Umoe Eiendom Vest AS	Bærum	100 %	100 %	76 200
Umoe Alu Services AS	Karmøy	80 %	80 %	9 906
Umoe Alu Iceland hf	Iceland	96 %	96 %	1 370
FJ Montasje AS	Karmøy	100 %	100 %	2 500
Umoe Karmsund AS	Karmøy	100 %	100 %	9 900
Offshore Rig Company Norway I KS	Bærum	68 %	68 %	22 560

Note 8**Shares in associated companies**

Company	Shares owned	Opening balance	Reclassifications	Add/disp 2009	Profit/loss /writedown	Closing balance
Norspan LNG AS og IS	47,5 %	48 499	0	0	-4 646	43 853
Norspan LNG II AS og IS	37,5 %	14 897	0	0	-8 953	5 944
Norspan LNG III AS og IS	42,5 %	-15 897	0	0	-23 946	-39 843
Norspan LNG IV AS og IS	42,5 %	-1 148	0	0	4 814	3 666
Norspan LNG V AS og IS	45,0 %	1 933	0	0	-2 795	-862
Norspan LNG VI AS og IS	45,0 %	3 377	0	0	-1 256	2 121
Norspan LNG VII AS og IS	45,0 %	1 416	0	0	-1 153	263
Norspan LNG VIII AS og IS	50,0 %	-389	0	0	-556	-945
Kverneland ASA	31,8 %	156 068	0	0	37 288	193 356
Rail Gourmet Togservise Norge AS	50,0 %	17 035	-5 885	0	6 006	17 156
Crew Gold Corporation	36,8 %	121 606	0	-39 083	-82 523	0
Intex Resources ASA	20,1 %	23 930	14 297	0	16 444	54 671
Total associated companies - consolidated		371 327	8 412	-39 083	-61 276	279 380

Total associated companies includes a liability regarding associated companies of NOK 41.6 million.

Note 9**Financial income and financial expenses**

	Umoe Gruppen AS		Consolidated	
	2009	2008	2009	2008
Group contribution received	540 274	1 495 694		
Gain/loss from sale of subsidiaries	-24 466	0		
Write-down	-865 750	-2 261 903		
Gain/loss/write-down from subsidiaries	-349 942	-766 209		
Profit/loss from associated companies	0	0	-86 088	-305 211
Gain/loss from sale of associated companies	0	30 823	-735 671	258 570
Write-down	0	0	760 483	-924 532
Profit/loss/write-down from associated companies	0	30 823	-61 276	-971 173
Interest income - external	4 306	1 372	43 610	142 769
Interest income - intercompany	53 802	216 088	767	809
Net gain (+) from sale of securities	0	0	212 135	0
Write-down of shares (-) / reversal of write-down (+)	0	0	207 598	0
Currency gain	238 418	0	324 279	0
Other financial income	0	0	26 635	14 601
Financial income	296 526	217 460	815 024	158 180
Interest expenses – external	-3	0	-221 214	-272 114
Interest expenses – intercompany	-56 412	-85 063	-3 705	-12 675
Write-down of shares	0	0	0	-8 000
Net loss (-) from sale of securities	0	0	0	-348 254
Bonds	0	0	-53 471	-92 065
Currency loss	0	-423 172	0	-4 416
Other financial expenses	-149	0	-92 208	-42 134
Financial expenses	-56 564	-508 235	-370 598	-779 658

Note 10**Other shares**

	Registered office	Ownership %	% of votes	Book value
IT Fornebu Holding AS	Bærum	4,5 %	4,5 %	36 465
Starfish Oil Gas LTD	Brazil	0,9 %	0,9 %	2 963
Other				626
Total other shares owned by Umoe Gruppen consolidated				40 054

Note 11**Inventory**

	Umoe Gruppen AS		Consolidated	
	2009	2008	2009	2008
Raw-materials and bough semi-finished goods	0	0	305 697	242 980
Self-produced and acquired finished goods	0	0	98 123	68 488
Prepayments to suppliers for goods	0	0	77 669	77 095
Allocations for old stock	0	0	-70 377	-4 480
Total raw-materials and finished goods	0	0	411 112	384 083

Note 12**Equity**

	Share capital	Share prem. fund	Other equity	Total
Umoe Gruppen AS				
Equity pr. 31. December 2008	375 000	250 375	1 225 765	1 851 140
Profit/(loss) of the year	0	0	-246 532	-246 532
Equity pr. 31. December 2009	375 000	250 375	979 233	1 604 608

	Share capital	Share premium fund	Other equity	Minority share	Total
Umoe Gruppen - consolidated					
Equity 31. December 2008	375 000	250 375	1 266 075	163 353	2 054 803
Profit/loss for the year	0	0	-443 730	-30 596	-474 326
Dividends, purchase of minority and share issues in subsidiaries	0	0	50 913	-29 146	21 767
Forgiven bond loan (after tax)	0	0	30 896	0	30 896
Currency effect of intercompany loans	0	0	334 624	0	334 624
Currency translation effects	0	0	-126 910	-2 134	-129 044
Equity 31. December 2009	375 000	250 375	1 111 868	101 477	1 838 720

Share capital and information about shareowners

The share capital in Umoe Gruppen AS consists of two share classes:

	Post	Own shares	A-shares	B-shares	Total
JUM Holding AS (Jens Ulltveit-Moe)	D/CEO	59 %	11 250	210 000	221 250
UM Holding AS (Ragnhild K. Ulltveit-Moe)	D	20 %	0	75 000	75 000
Agnes Holding AS (controlled by Jens Ulltveit-Moe)	D/CEO	20 %	0	75 000	75 000
Hanne Kierulf		1 %	0	3 750	3 750
Total number of shares		100 %	11 250	363 750	375 000
Face value			1 000	1 000	1 000
Share capital			11 250 000	363 750 000	375 000 000

D = Director

Note 13**Pensions**

All of the Umoe Group's Norwegian companies and some of its foreign companies have pension schemes for their employees. Some of these schemes entitle the employees to a defined future benefit, but many of the companies have defined contribution schemes. The defined benefit schemes are mainly based on the pension-earning period, the pay level at retirement age and the size of the benefits payable under the Norwegian National Insurance Scheme (NIS). The company pension schemes are financed by funds built up in insurance companies.

Financial assumptions

	2009	2008
Discount rate	5,00 %	4,50 %
Estimated yield on pension assets	5,60 %	6,00 %
Salary increases	4,30 %	4,50 %
Increase in pensions	1,30 %	2,00 %
Increase in NIS basic amount (G)	4,00 %	4,25 %
Contractually agreed early retirement (AFP) – utilization rate	0% - 35%	0% - 35%

	Umoe Gruppen AS		Consolidated	
	2009	2008	2009	2008
This year's pension cost including social security tax				
Defined contribution pension costs	0	271	34 349	34 612
Present value of the year's pension earnings	0	1 424	33 236	35 272
Interest cost on incurred pension liabilities	0	648	13 550	13 683
Estimated yield on pension assets	0	-588	-11 030	-8 782
Estimate deviations and changes to pension plans	0	165	3 889	472
Administration costs	0	84	1 889	1 195
This year's pension cost	0	2 004	75 883	76 452

Pension liabilities and pension assets as at 31 December:

Estimated liabilities incurred	0	10 913	281 944	323 382
Estimated value of the pension assets	0	7 831	178 593	164 803
Net pension liabilities	0	3 082	103 351	158 579
Unamortized deviations	0	-2 382	-57 133	-108 444
Estimated pension liabilities in the balance sheet	0	700	46 218	50 135
Of which schemes with net assets	0	0	6 043	2 849
Of which schemes with net liabilities	0	700	52 261	52 984

Note 14**Taxes**

	Umoe Gruppen AS		Consolidated	
	2009	2008	2009	2008
Tax charge for the year				
Pre-tax profit/loss	-111 272	-1 057 366	-603 701	-1 832 916
Permanent differences in the results	594 397	1 284 597	-292 492	-39 666
Basis for tax payable for the year	483 125	227 231	-896 193	-1 872 582
Tax rate	28,00 %	28,00 %	38,66 %	31,80 %
Tax payable on the profit/loss for the year	135 275	63 625	-346 428	-595 393
Reversed deferred tax assets due to the upper-limit rule	0	0	324 260	255 862
Effect of changed shipping tax	0	0	-114 256	0
Other direct tax cost	0	0	9 319	-64
Other	-15	0	-2 270	1 607
Total tax	135 260	63 625	-129 375	-337 988

Tax payable in the balance sheet:

Tax payable for the year	135 260	63 625	-129 375	-337 988
Changes in and bought/sold deferred tax	-37 826	69 030	107 614	468 879
Tax payable on Group contributions received	1 463	0	0	0
Tax payable on Group contributions paid	-98 897	-131 264	0	0
Provisions made in previous years	0	0	69 557	43 630
Paid and bought/sold tax payable	0	-1 391	-72 870	-37 714
Claim on repayment of too much paid shipping tax	0	0	37 789	0
Translation differences etc	0	0	16 432	-67 250
Total tax payable	0	0	29 147	69 557

Specification of basis for deferred tax:

Total relating to short-term balance sheet items	15 650	-158 458	259 044	66 437
Total relating to long-term balance sheet items	158 985	197 998	883 449	1 313 200
Loss carried forward maturing within 5 years	0	0	0	-4 378
Loss carried forward maturing after 5 years	0	0	-2 336 261	-1 673 513
Total basis for temporary differences	174 635	39 540	-1 193 768	-298 254
Net deferred tax	48 898	11 071	-394 607	-48 983
Deferred tax on shipping tax	0	0	55 900	117 030
Reversed deferred tax assets due to the upper-limit rule	0	0	624 533	321 193
Net deferred tax in the balance sheet	48 898	11 071	285 826	389 240

Note 15**Long term debt - Umoe Gruppen AS**

	Remaining pr. 31.12.09	Remaining pr. 31.12.08
Loan from Umoe Shipping and Energy (group)	1 122 644	2 340 519
Loan from Umoe AS (formerly Umoe Industri AS) (group)	0	100 000
Loan from other group companies	6 840	8 852
Loan from related parties and associated companies	77 270	92 587
Total long term debt	1 206 754	2 541 958

Share of debt maturing later then 2014 and 2013, respectively

1 206 754 2 541 958

Long term debt - Umoe Gruppen consolidated

		Remaining pr. 31.12.09	Remaining pr. 31.12.08	
Bond loan 06/11 FRN		730 144	898 435	
Mortgage loan		1 382 756	1 478 044	
Debt to group companies and related parties		24 580	92 587	
Other long term debt		114 129	62 016	
Total long term debt		2 251 610	2 531 082	
Share of debt maturing later then 2014 and 2013, respectively		132 306	140 000	
Pledges	Umoe Gruppen AS	Consolidated		
Book value of assets pledged as security for the company's debt 31.12;	2009	2008	2009	2008
Buildings, land and quays	0	0	163 500	117 250
Machinery and equipment	0	0	343 356	268 652
Construction contracts, trade accounts receivable, inventories, etc	0	0	776 095	790 250
Securities	0	0	69 689	69 689
Total pledged assets	0	0	1 352 640	1 245 841
Off balance sheet guarantee and surety obligations	29 784	29 784	305 710	429 272

Umoe Shipping and Energy has also pledged security and guarantees in relation to the liabilities in the ship-owning companies which is presented in accordance to the net method. The total amount of guarantees was NOK 687 million (NOK 785 million in 2008). The company has also pledged guarantee for 50 percent of an interest rate swap in the amount of EUR 301 million (EUR 309 million in 2008) on behalf of Norspan LNG AS/IS and Norspan LNG II AS/IS. The company has also guaranteed for 50 percent of the interest rate swaps for Norspan LNG V AS/IS, Norspan LNG VI AS/IS and Norspan LNG VII AS/IS through the building periods, thus in total USD 705 million.

To the Annual Shareholders' Meeting of
Umoe Gruppen AS

Auditor's report for 2009

We have audited the annual financial statements of Umoe Gruppen AS as of 31 December 2009, showing a loss of NOK 246 532 000 for the Parent Company and a loss of NOK 474 326 000 for the Group. We have also audited the information in the Directors' report concerning the financial statements, the going concern assumption, and the proposal for the coverage of the loss. The financial statements comprise the financial statements for the Parent Company and the Group. The financial statements of the Parent Company comprise the balance sheet, the statements of income and cash flows as well as the accompanying notes. The financial statements of the Group comprise the consolidated balance sheet, the statements of income and cash flows as well as the accompanying notes. The regulations of the Norwegian Accounting Act and accounting standards, principles and practices generally accepted in Norway have been applied in the preparation of the financial statements of the Parent Company and the Group. These financial statements and the Directors' report are the responsibility of the Company's Board of Directors and Chief Executive Officer. Our responsibility is to express an opinion on these financial statements and on other information according to the requirements of the Norwegian Act on Auditing and Auditors.

We conducted our audit in accordance with laws, regulations and auditing standards and practices generally accepted in Norway, including the auditing standards adopted by the Norwegian Institute of Public Accountants. Those auditing standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. To the extent required by law and auditing standards, an audit also comprises a review of the management of the Company's financial affairs and its accounting and internal control systems. We believe that our audit provides a reasonable basis for our opinion.

In our opinion,

- the financial statements of the Parent Company and the Group are prepared in accordance with laws and regulations and present fairly, in all material respects the financial position of the Company and the Group as of 31 December 2009, and the results of the operations and cash flows for the year then ended, in accordance with accounting standards, principles and practices generally accepted in Norway
- the Company's management has fulfilled its duty to properly record and document the Company's accounting information as required by law and generally accepted bookkeeping practice in Norway
- the information in the Directors' report concerning the financial statements, the going concern assumption, and the proposal for the coverage of the loss is consistent with the financial statements and complies with law and regulations.

Oslo, 9 June 2010
ERNST & YOUNG AS
Bjarne Møller
State Authorised Public Accountant (Norway)
(sign.)

Note: The translation to English has been prepared for information purposes only.