

INTERIM RESULTS:  
**SECOND QUARTER - 2006**



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INTERNATIONAL MARITIME EXCHANGE

30 August 2006

**International Maritime Exchange ASA**

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## Quarterly highlights

- The total number of trades in the second quarter through Imarex was 2 022 (1 136). A total of 47 732 lots were traded (39 069), with a nominal trade value of USD 1 115 million (668)
- Revenues declined by 7 % to NOK 18.3 million in the second quarter of 2006 from NOK 19.7 million last year. Revenues in the quarter was down due to poor overall trading conditions in lower and less volatile shipping markets, reduced fees for tankers and dry bulk, and an adverse effect of a lower USD exchange rate. Fees from bunkers fuel oil trading are not yet significant
- Loss after taxes of NOK 4.9 million in the second quarter of 2006 (-1.9), reflecting lower revenue
- The number of exchange and clearing members was 134, an increase of 43 % year-on-year
- The merger between Imarex and NOS is expected to close on 1 September
- The acquisition of the power derivatives broker M3 was closed in July
- Acquisition of the commodity research firm Nena in June (final closing pending)
- In the third quarter to date, trading values for tankers and dry bulk are 69 % above the corresponding trading values for the total second quarter. This should imply a higher revenue level for Imarex in the third quarter

## Significant strategic developments

The second quarter was eventful in terms of structural initiatives, with the most notable being the merger between **International Maritime Exchange ASA** and **NOS ASA**, and the acquisitions of M-Tre Holding AS with its wholly owned subsidiary **M-Tre Nordic AS** – the leading Nordic power derivatives broker – and **Nena AS** - a power and emission research and analysis firm.

The merged **IMAREX NOS ASA** will create a stronger financial and strategic platform than the two companies could have achieved separately. The new organisation will focus on further strengthening its position as a leading market place for maritime derivatives, power derivatives and commodity clearing services.

The recent acquisitions are evidence of the company's ambitions to build a leading multi-commodity market place and clearing house. IMAREX NOS will continue to expand into market places where ocean freight – directly or indirectly – plays a key role in the commodity value chain. The company expects to continue being an active consolidator, adding growth through mergers, acquisitions, joint ventures and/or alliances to the organic growth opportunities.

The merger between Imarex and NOS is expected to be effective on or around 1 September.

NOS reported revenues of NOK 25.5 million in the second quarter 2006 (16.5), and NOK 47.3 million for the first half year. The profit before tax was NOK 4.0 million (10.6) in the quarter and NOK 14.0 million for the first half year (23.2). The results reflect NOS' current businesses in both freight and financial clearing.

Imarex and NOS have prepared *pro forma* income statements and balance sheets for the merged company after the sale of NOS Finans Clearing ASA for 2005 and the first half of 2006. The *pro forma* figures do not include the acquisitions of M3 and Nena. The *pro forma* accounts can be found at the end of this interim report.

M3 and Nena add electricity and emissions broking and research to the product offering of the merged company. M3 is the leading player in the Nordic market, with close to a one-third share of the OTC power derivatives market, and many of the largest power generators, commodity traders and banks on the customer list. The company recently also entered the emissions trading market. For the first half of 2006, M3 had revenues of NOK 8.6 million, and a profit before tax of NOK 5.0 million. The acquisition was formally closed in July, and M3 will be consolidated in the results for the third quarter.

In June, the company also agreed to acquire all outstanding shares in Nena AS, an Oslo-based research firm specialising in European Power and CO<sub>2</sub>-emissions. For the first half of 2006, Nena had revenues of NOK 4.9 million, and a profit before tax of NOK 1.3 million. The transaction is pending final closing, and Nena will be consolidated with effect from the closing date.

The merger with NOS and the acquisitions of M3 and Nena are expected to be fully consolidated for the fourth quarter 2006.

## Weak financial development in the second quarter

In terms of number of trades and nominal trade value, the growth continued for Imarex in the second quarter of 2006. Compared with the same period last year, the number of trades increased by 78 % to 2 022, whereas the number of lots traded increased by 22 % to 47 732 and the nominal trade value by 67 % to USD 1 115 million. The number of exchange and clearing members rose by 43 % year-on-year, and stood at 134 at the end of the quarter (94).

The quarter had overall poor trading conditions with generally low and less volatile underlying shipping markets. Despite increase in tradings statistics year-on-year, the Imarex Group's operating revenue declined by 7 % to NOK 18.3 million (19.7). This decline is explained by reduced fees for tankers and dry bulk, and an adverse effect of a lower USD exchange rate. Fees from bunkers fuel oil trading are not yet significant.

Total operating costs increased by NOK 2.9 million to NOK 24.2 million in the second quarter (21.3), and the operating result fell to NOK -5.9 million (-1.6). The increase in costs is mainly explained by increased payroll expenses due to a greater headcount of 38.5 (29). Payroll expenses include NOK 3.1 million related to employee options exercised in the quarter. The company has no further outstanding options. Clearing costs declined to NOK 7.0 million (8.3), whereas other operating expenses increased to NOK 6.9 million (5.7).

Transaction costs related to the NOS merger have been booked as pre-payments and will be charged directly to equity. Transaction costs relating to the acquisitions of M-Tre Holding AS and Nena AS have been charged to the profit and loss account.

Net financial items for the quarter were NOK -0.1 million (0.6), which include NOK 0.3 million in equity contribution from the 20 % ownership in NOS ASA (please refer to Note 3), and the net loss for the period was NOK 4.9 million (1.9).

Imarex has experienced strong growth in trade volumes and value in July and August. Per 30 August, the value of trades in the third quarter is USD 1 572 million, which is 41 % higher than the trade value in the whole second quarter. For tankers and dry bulk – which has the highest revenue impact for Imarex – trading values for the third quarter up to 30 August were USD 1 343 million, which is 69 % higher than the reported figures for the whole second quarter.

## Group key figures

IFRS, figures in NOK 1,000	Q2 06	Q2 05	YTD 06	YTD 05	FY 2005
<b>Operating revenue</b>	<b>18 314</b>	<b>19 721</b>	<b>43 938</b>	<b>49 396</b>	<b>104 482</b>
Clearing costs	6 989	8 271	15 796	18 264	37 578
Payroll expense	9 705	6 251	19 091	17 494	34 220
Depreciation	695	600	1 492	1 088	2 497
Other operating expenses	6 870	5 699	13 781	9 660	22 199
<b>Operating result</b>	<b>-5 941</b>	<b>-1 628</b>	<b>-6 222</b>	<b>2 890</b>	<b>7 988</b>
<i>Operating margin</i>	<i>-32.4 %</i>	<i>-8.3 %</i>	<i>-14.2 %</i>	<i>5.9 %</i>	<i>7.6 %</i>
Ordinary result before tax	-6 021	-1 063	-5 091	4 624	11 238
<b>Result for the period</b>	<b>-4 937</b>	<b>-1 863</b>	<b>-4 421</b>	<b>1 059</b>	<b>7 488</b>
<i>Profit margin</i>	<i>-27.0 %</i>	<i>-9.4 %</i>	<i>-10.1 %</i>	<i>2.1 %</i>	<i>7.2 %</i>
Earnings per share					
Basic	-0.62	-0.27	-0.52	0.15	1.07
Diluted	-0.62	-0.26	-0.52	0.15	1.05
Total assets	155 087	174 124	155 087	174 124	186 745
Total equity	145 515	161 182	145 515	161 182	172 493
<i>Equity ratio</i>	<i>93.8 %</i>	<i>92.6 %</i>	<i>93.8 %</i>	<i>92.6 %</i>	<i>92.4 %</i>

## Continued growth in exchange and clearing member base

At the end of June 2006, Imarex had 134 direct trading and clearing members, which is an increase of 43 % compared to the end of the second quarter 2005. In the second quarter isolated, the company added 11 new members. The quarter was a breakthrough for the dry bulk desk, as C Transport, Charbon & Fuels and Korean Hanjin Shipping joined the exchange.

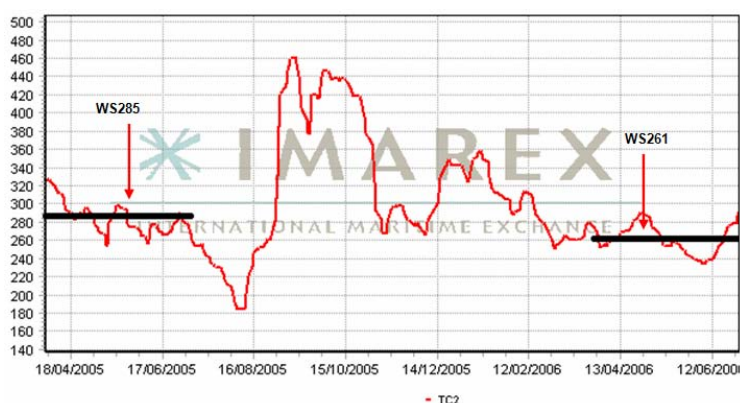
Other new members include Man Financial and Macquarie Bank, both major commodity and financial derivatives participants. The Japanese trading house Mitsui Oil (Asia), the Clarksons Hedge Fund and American Eagle Tankers (AET) also joined as members.

## Trading Statistics

	Q2 06	Q2 05	YTD 06	YTD 05	FY 2005
<b>Total</b>					
# Trades	2 022	1 136	4 166	2 813	6 256
Lots (k/tons + days)	47 732	39 069	99 146	90 861	188 728
Value (\$m)	1 115	668	2 331	1 604	3 341
<b>Tankers</b>					
# Trades	1 563	1 054	3 210	2 647	5 663
Lots (1 000 tonnes)	23 256	25 445	54 601	66 832	135 993
Value (\$m)	422	372	951	1 009	2 217
<b>Dry Bulk</b>					
# Trades	317	82	634	166	570
Lots (days)	22 620	13 624	41 339	24 029	52 475
Value (\$m)	374	296	654	596	1 067
<b>Bunker Fuel Oil</b>					
# Trades	120		300		23
Lots (1 000 tonnes)	942		2 293		260
Value (\$m)	305		712		57
<b>Options</b>					
# Trades	22		22		
Lots (k/tons + days)	915		915		
Value (\$m)	15		15		

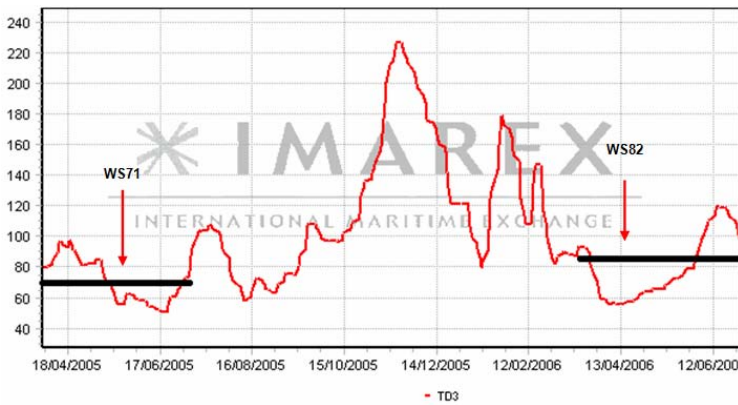
### Tanker market:

Freight rates on the TC2 route (clean product tanker with 37,000 metric tonnes of clean product sailing from Rotterdam to New York) fell 8 % in the second quarter of 2006 compared to the same period in 2005. Average freight rates on TC2 were WS261 compared to WS285 in the second quarter of 2005. Generally, lower freight rate levels translate into lower commission for Imarex as commissions are earned as a percentage of the nominal value of a trade.



Tanker freight rates on the main dirty tanker market between the Arabian Gulf and Asia rose 15 % from WS71 to WS82 compared to Q205 on the TD3 route (Very Large Crude carrier sailing between Saudi Arabia and Japan with 260 000 tonnes of non-heat crude).

However the market in the second quarter, became a new low point in clean tanker rates following a steadily declining market during the preceding three quarters



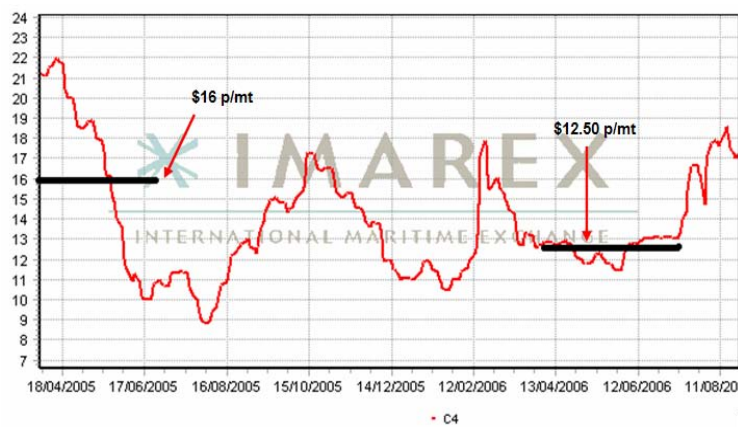
Both TC2 and TD3 experienced major upswings in the third quarter of 2005. These increases in freight rates have been repeated to a lesser extent so far in the third quarter of 2006.

A total of 23 256 tanker derivatives contracts (-9 %) were traded in 1 563 transactions (+48 %). The number of lots per trade thus declined by 38 %, which reflects the slump in freight rates following the strong market in the second quarter of 2006.

The nominal value of trades increased by 13 % to USD 422 million, and the average nominal value per trade thus declined by 24 % to USD 270 000.

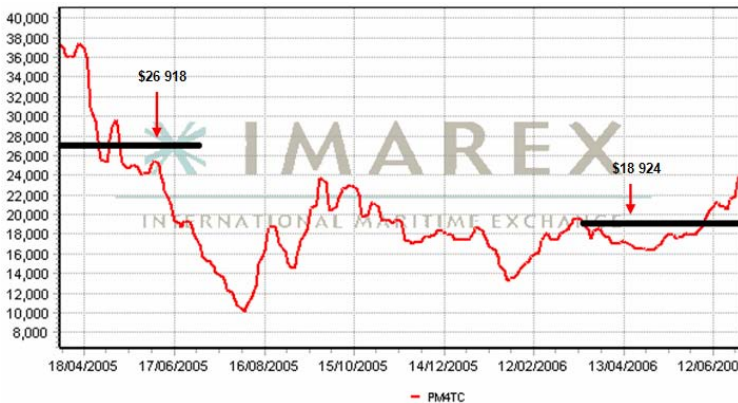
The nominal value of trades increased by

### Dry bulk market:



Freight rates on all the main dry bulk routes fell substantially between the second quarter of 2005 and the same period in 2006. The main Capesize route C4 (Capesize bulk carrier sailing from South Africa to Rotterdam with 150 000 metric tonnes of coal) dropped from just over \$16 per tonne in the second quarter of 2005 to \$12.68 per tonne in the same period in 2006.

Capesize trading in Q3 has gathered speed however, as renewed Chinese demand for aggregates and steel moved freight rates up to the highest levels seen since the bull market of 2004.



This has translated into strong rates in the Atlantic as tonnage is employed in the Pacific, reducing Atlantic vessel supply.

The main panamax contract PM4TC (an index basket of four main panamax bulk carrier routes) also saw much lower levels in the second quarter of 2006 compared to the same period last year.

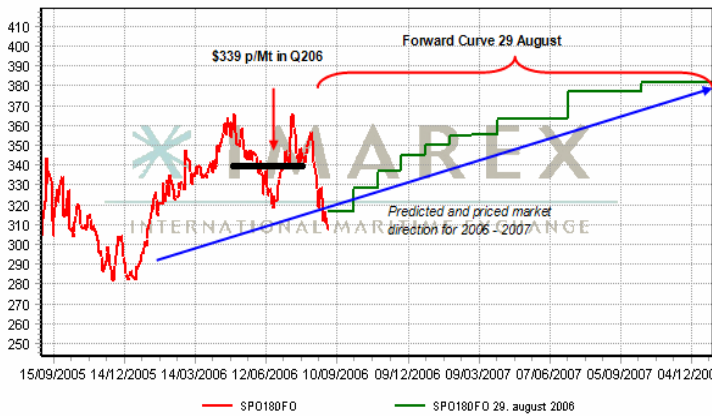
Average freight rates for the quarter dropped by 30 %, from close to \$27 000 per day in the second quarter of 2005 to just short of \$19 000 in the same period in 2006.

The panamax bulk carrier market has also seen increased activity so far in the third quarter of 2006, with the panamax market enjoying strong freight rates on renewed import demands from Europe and the USA.

Overall, a total of 22 620 dry bulk charter days (1 lot equals 1 day) were traded in the second quarter, which was an increase of 66 % over the second quarter 2005. However, the nominal trade value increased by a more modest 26 % to USD 374 million. Notably, the number of trades more than tripled to 317, meaning that the number of lots (days) per trade declined by 57 % to 71 days while the average transaction size declined by 67 % to USD 1.18 million.

### Bunker fuel oil market:

Bunker fuel oil derivatives were listed for trading on Imarex in December 2005. Fuel derivatives are frequently traded in liquid market centres around the world, and Imarex is in the process of investing in systems and manpower to capture market share in Europe and Asia.



A total of 942 lots (contracts) traded in 120 separate transactions at a value of USD 305 million during the second quarter. It should be noted that for fuel derivatives Imarex commissions are a fixed sum per lot as opposed to percentages of nominal trade values as is the case in freight derivatives.

Volatile crude oil prices around the world caused up to 14 % spot price volatility in fuel oil prices both in Europe and in Singapore. However the underlying medium term trend is positive as the Calendar 08 contract currently trades at record high of around USD 380 per tonne.

## Group profit and loss account

IFRS, figures in NOK 1,000	Q2 06	Q2 05	YTD 06	YTD 05	FY 2005
<b>Operating revenue</b>	<b>18 318</b>	<b>19 721</b>	<b>43 938</b>	<b>49 396</b>	<b>104 482</b>
Clearing costs	6 989	8 271	15 796	18 264	37 578
Payroll expense	9 705	6 251	19 091	17 494	34 220
Depreciation	695	600	1 492	1 088	2 497
Other operating expenses	6 870	5 699	13 781	9 660	22 199
<b>Operating result</b>	<b>-5 941</b>	<b>-1 628</b>	<b>-6 222</b>	<b>2 890</b>	<b>7 988</b>
Net financial items	-80	565	1 131	1 734	3 250
<b>Ordinary result before tax</b>	<b>-6 021</b>	<b>-1 083</b>	<b>-5 091</b>	<b>4 624</b>	<b>11 238</b>
Tax on ordinary result	1 084	-800	670	3 565	-3 750
<b>Result for the period</b>	<b>-4 937</b>	<b>-1 863</b>	<b>-4 421</b>	<b>1 059</b>	<b>7 488</b>

## Group balance sheet

IFRS, figures in NOK 1,000	30.06.06	30.06.05	31.12.05
<b>Assets</b>			
Intangible fixed assets	16 785	5 465	4 981
Tangible fixed assets	4 822	3 264	4 500
Financial fixed assets	47 338	39 959	65 744
<b>Total non-current assets</b>	<b>68 945</b>	<b>48 688</b>	<b>75 225</b>
Accounts receivable	21 147	14 738	16 085
Liquid funds	64 995	110 699	95 435
<b>Total current assets</b>	<b>86 142</b>	<b>125 437</b>	<b>111 520</b>
<b>Total assets</b>	<b>155 087</b>	<b>174 125</b>	<b>186 745</b>
<b>Equity and liabilities</b>			
Total paid-in capital	109 766	104 179	109 766
Other equity	35 749	56 411	62 727
<b>Total equity</b>	<b>145 515</b>	<b>160 590</b>	<b>172 493</b>
Company taxes	-670	1 120	
Current liabilities	10 242	12 415	14 252
<b>Total current liabilities</b>	<b>9 572</b>	<b>13 535</b>	<b>14 252</b>
<b>Total equity and liabilities</b>	<b>155 087</b>	<b>174 125</b>	<b>186 745</b>

\* The carrying amount of negative goodwill is not recognised. Negative goodwill does not satisfy the definition of liabilities in accordance with IFRS 3.

## Business Areas

The Imarex group is engaged in two different lines of business, maritime freight derivatives and maritime communication software.

### Maritime Freight Derivatives

International Maritime Exchange ASA is the world's only regulated marketplace for freight derivatives. Maritime freight derivatives had operating revenue of NOK 18.3 million in the second quarter of 2006, down from 19.7 million. Operating loss was NOK 5.2 million, compared to operating profit of NOK 2.7 million. The Singapore subsidiary reported operating revenues of NOK 1.2 million and an operating loss of NOK 2.4 million. The U.S. subsidiary had revenues of NOK 0.3 million and an operating loss of NOK 0.1 million.

IFRS, figures in NOK 1,000	Q2 06	Q2 05	YTD 06	YTD 05	FY 2005
Operating revenue	18 318	19 721	43 938	49 396	104 482
Operating result	-5 180	2 681	-4 580	4 636	11 610
<b>Operating revenue per country (without group eliminations)</b>					
Norway	18 311	17 167	43 926	45 767	97 568
Singapore	1 229	2 554	1 940	3 629	6 914
U.S.A.	271	0	815	0	0
Sum	19 811	19 721	46 681	49 396	104 482
<b>Operating result per country</b>					
Norway	-2 668	3 463	- 1 377	5 133	11 909
Singapore	-2 447	-782	-3 471	-497	174
U.S.A.	-65	0	268	0	-473
Sum	-5 180	2 681	-4 580	4 636	11 610
<b>Total assets per country</b>					
Norway	167 418	155 177	167 418	155 177	164 374
Singapore	10 135	5 904	10 135	5 904	9 988
U.S.A.	595	0	595	0	1 017
Sum	178 148	161 081	178 148	161 081	175 379
<b>Total current liabilities per country</b>					
Norway	31 981	50 407	31 981	50 407	31 114
Singapore	13 370	1 254	13 370	1 254	9 660
U.S.A.	494	0	494	0	1 181
Sum	45 845	51 661	45 845	51 661	41 955

### Maritime Communication Software (Laycan Solutions AS)

The group's maritime communication software business is done in the wholly owned subsidiary Laycan Solutions AS, which has activities only in Norway. Laycan Solutions AS was acquired in 2004. The company has not had any revenues in 2006. The last quarter's operating loss was NOK 0.8 million.

IFRS, figures in NOK 1,000	Q2 06	Q2 05	YTD 06	YTD 05	FY 2005
Operating revenue	0	0	0	0	0
Operating result	-761	-1 053	-1 642	-1 746	-3 622
Total assets	4 845	3 030	4 845	3 030	5 055
Total current liabilities	7 235	21 801	7 235	21 801	5 805

## Group cash flow statement

IFRS, figures in NOK 1,000	Q2 06	Q2 05	YTD 06	FY 2005
<b>Cash flow from operating activities</b>				
Ordinary result before taxes	-6 021	-1 083	-5 091	11 238
Depreciation	695	600	1 492	2 497
Revaluation of negative goodwill				
Taxes paid				-1 120
Cost of employee options	-1 021	2 447	247	5 940
Difference between pension premiums paid and pension expense	173		423	696
Change in accounts receivable	-6 718	50 701	-5 062	6 463
Change in accounts payable	783	-1 025	1 246	-8 145
Change in other short-term operating assets and liabilities	-5 960	-13 625	-7 437	-2 085
<b>Net cash flow from operating activities (A)</b>	<b>-18 069</b>	<b>38 015</b>	<b>-14 182</b>	<b>15 484</b>
<b>Cash flow from investing activities</b>				
Investment in subsidiaries			-1 455	
Purchase of tangible fixed assets	-480	-355	-1 695	-3 645
Purchase of shares, net of purchased cash and cash equivalents			-10 925	-33 367
<b>Net cash flow from investing activities (B)</b>	<b>-480</b>	<b>-355</b>	<b>-14 075</b>	<b>-37 012</b>
<b>Cash flow from financing activities</b>				
Share issue proceeds	2 003		-2 183	34 677
Change in short-term interest bearing debt				
Change in long-term interest bearing debt				
Dividends paid		-15 000		-39 507
<b>Net cash flow from financing activities (C)</b>	<b>2 003</b>	<b>-15 000</b>	<b>-2 183</b>	<b>-4 830</b>
<b>Net change in cash and cash equivalents in the period</b>	<b>-16 546</b>	<b>22 660</b>	<b>-30 440</b>	<b>-26 358</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>81 541</b>	<b>88 039</b>	<b>95 435</b>	<b>121 793</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>64 995</b>	<b>110 699</b>	<b>64 995</b>	<b>95 435</b>

## Statement of changes in equity

IFRS, figures in NOK 1,000	30.06.06	31.12.05	31.12.04
<b>Opening equity</b>	172 493	133 254	6 082
Dividends paid		(39 487)	
Changes in value of shares as held for sale	(30 738)	30 738	
Change in paid in equity	(2 182)	34 677	69 007
Added value NOS	9 067		
Equity increase related to employee options	1 242	5 940	
Exchange rate change	54	(117)	
Profit for the period	(4 421)	7 488	58 165
<b>Closing equity</b>	<b>145 515</b>	<b>172 493</b>	<b>133 254</b>

## Restated group profit and loss account for Q1 06

The first quarter 2006 profit and loss has been recalculated. The change compared to previously presented figures is internal group elimination of NOK 1.2 million between operating revenues and clearing cost, both brought down. The change has no effect on the result for the first quarter of 2006.

IFRS, figures in NOK 1,000	Q1 06	Q1 05	FY 2005
<b>Operating revenue</b>	<b>25 620</b>	<b>29 675</b>	<b>104 482</b>
Clearing costs	8 807	9 993	37 578
Payroll expense	9 386	10 715	34 220
Depreciation	797	488	2 497
Other operating expenses	6 911	3 961	22 199
<b>Operating result</b>	<b>-281</b>	<b>4 518</b>	<b>7 988</b>
Net financial items	1 211	1 169	3 250
<b>Ordinary result before tax</b>	<b>930</b>	<b>5 687</b>	<b>11 238</b>
Tax on ordinary result	0	2 765	3 750
<b>Result for the period</b>	<b>930</b>	<b>2 922</b>	<b>7 488</b>

### 1. Basis for preparation – accounting principles applied in this report

This report has been prepared in accordance with International Financial Reporting standards (IFRS) and the standard for interim reporting (IAS 34).

### 2. Employee benefits

#### Share-based payment transactions

Employees of the Group have received remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions). Options for altogether 145,000 shares were exercised by employees of the Imarex group in the period from 15 to 30 June 2006. Due to the internal restructuring of the group in connection with the merger with NOS ASA, the company was not able to issue new shares until these transactions have been completed. The company's 58,500 treasury shares were therefore sold to the employees pursuant to the options programme and the remaining options were settled with a cash payment based on the average closing price of the Imarex share on 13, 14, 15, 16 and 19 June, which was NOK 85.50. The strike price was NOK 50.00 per share less dividends paid in 2005 of NOK 2.17 and NOK 3.50 per share, i.e NOK 44.33 per share. The expiry price, used when calculating the actual cost for the share option program, ranged from NOK 85.00 to NOK 87.00, depending on the exercise date. A cost of NOK 3,075,286 has been booked under personnel cost in the second quarter of 2006. All costs relating to this programme have now been booked.

As of 30 June 2006 the company has no outstanding employee share options.

#### Employee incentive programme

The Board of Directors has decided to allocate 21.6 % of the profit before taxes for 2006 for International Maritime Exchange ASA, Imarex Asia Pte. Ltd. and Imarex, Inc. to a joint bonus pool. This bonus will be allocated based on parameters regarding the performance of the companies, the team in question and each individual involved. The bonus allocation includes social costs and other related allowances. The applicable profit before taxes for each company excludes any direct or indirect effects from group consolidation, the employee options programme, and investments in shares and new business areas.

#### Pensions

The company established a defined contribution plan for all their employees in 2005. The cost for the second quarter in 2006 is NOK 173,000. According to IAS 19, the entity's obligation for each period is determined by the amounts to be contributed for that period and there are no further obligations for the company.

### 3. Shares in NOS

Imarex owns 20 % of the shares in NOS ASA, this is classified as an investment in an associate and accounted for by the equity method according to IAS 28.

The difference between the equity in NOS and the cost of shares is calculated to NOK 12.2 million, based on a preliminary evaluation of cost distributed to identified intangible assets and goodwill. The distribution results in a depreciation for the second quarter of NOK 0.4 million, and a booked value of the shares of NOK 55.2 million as of 30 June 2006.

### 4. Events after the balance sheet date (Q2/06)

#### Acquisition of M-Tre Holding AS and M-Tre Nordic AS

On 4 July 2006 Imarex acquired all the outstanding shares of M-Tre Holding AS and its wholly owned subsidiary, the leading Nordic power derivatives broker, M-Tre Nordic AS.

In the first half of 2006, M3 had revenues of NOK 8.6 million and a profit before taxes of NOK 5.0 million.

### Acquisition of Nena AS

A share purchase agreement was entered into with the owners of Nena AS on 21 June 2006. The acquisition will be closed as soon as all the closing conditions have been fulfilled.

In the first half of 2006, Nena had revenues of NOK 4.9 million and a profit before taxes of NOK 1.3 million.

### Completion of merger with Imarex Oil Services AS

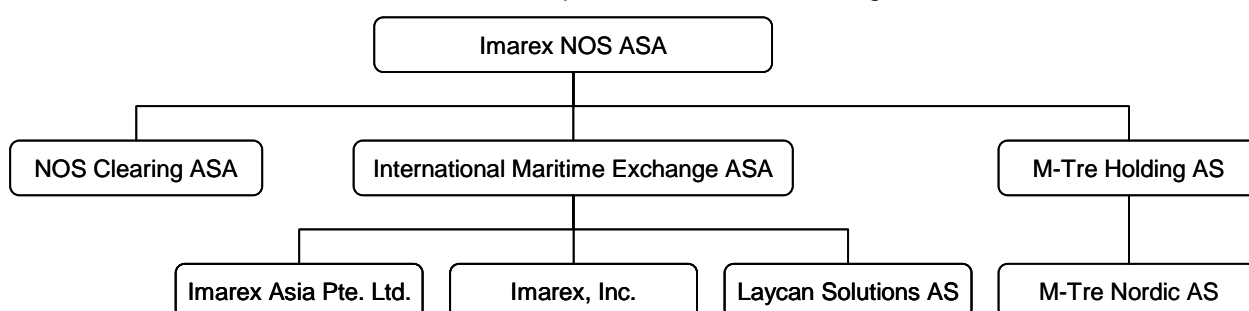
In August 2006 Imarex Oil Services AS was merged into International Maritime Exchange ASA.

### Approval of Merger Plan with NOS ASA

A merger plan with NOS ASA was entered into on 19 May 2006 and Extraordinary General Meetings in NOS ASA and International Maritime Exchange ASA unanimously approved the merger plan on 26 June. The merger is expected to be closed on 1 September 2006.

### Restructuring

The group will be reorganised so that the market place business is transferred to a wholly owned subsidiary of the Company. This is expected to be completed on 31 August 2006. Following the merger with NOS ASA and the related transactions, but before the acquisition of Nena AS the legal structure will be as follows.



## **5. Employees**

The number of employees in the group increased from 36.5 at the end of the first quarter of 2006 to 38.5 at the end of the second quarter.

## **6. Treasury shares**

During the first quarter the company acquired 58 500 of its own shares at an average cost of NOK 71.56. All these shares were sold to employees at a price of NOK 44.33 per share as partial settlement of the employee share options programme which ended on 30 June 2006.

## Accounting principles

This report has been prepared in accordance with International Financial Reporting Standards (IFRS) and the standard for interim reporting (IAS34).

### Consolidation principles

The consolidated group accounts include, in addition to International Maritime Exchange ASA, the following subsidiaries:

Laycan Solutions AS (Oslo)	(100 %)
Imarex Oil Services AS (Oslo)	(100 %)
Imarex Asia Pte. Ltd. (Singapore)	(100 %)
Imarex, Inc. (Houston, Texas)	(100 %)
Imarex 1 ASA (Oslo)	(100 %)
Imarex 2 ASA (Oslo)	(100 %)

The consolidated accounts have been prepared according to homogeneous principles, where subsidiaries follow the same accounting principles as the mother company.

NOS ASA (Oslo)	(20 %)
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NOS ASA has been consolidated into Imarex Group according to the equity method according to IAS 28.

### Sales revenues and operating expenses

Revenue from commissions is accounted for at the time of a contractual agreement for future freight being entered into between two parties.

### Classification and evaluation of balance sheet items

Current assets and short term debts include items which fall due within one year, as well as items related to invoices not yet due. Other items have been classified as fixed assets and long term debts.

Current assets are valued at the lower of acquisition cost or realisable value. Short term debt is reported at par value in the balance as per the time of acquisition.

Financial asset are measured according to IAS 39, at their fair value, without any deduction for transaction costs it may incur on sale or other disposal, except for investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured.

Fixed assets are valued at acquisition cost, but are depreciated to realisable value, when gradual loss of value is not considered to be temporary. Long term debt is reported at par value in the balance as per the time of acquisition.

### Shares in subsidiary companies

Shares in newly established and newly acquired subsidiaries are valued according to the cost method in the company's accounts.

### Customer invoices

Commission invoices are accounted for in full, with no provisions for bad debt.

### Foreign currency

Foreign currency reserves are converted to NOK at the exchange rate prevailing on the balance sheet date.

### Fixed assets

Fixed assets are listed in the balance sheet and are depreciated according to the 'straight line principle' over the expected life of each asset. Direct maintenance costs related to fixed assets are accounted for on a continuous basis, whilst investments and improvements of fixed assets are added to the cost price of the asset, and capitalised in line with the asset.

### **Research and development**

Costs associated with research and development (R&D) are reported in the balance sheet, providing a future commercial value can be derived from the development of an identifiable intangible asset. If this is not the case, R&D costs are accounted for on a continuous basis. R&D costs accounted for in the balance sheet of the Group are in their entirety related to capitalised R&D in subsidiary Laycan Solutions AS, acquired on December 28, 2004. R&D costs accounted for in the balance sheet are depreciated on a straight line basis through the life cycle of the asset.

### **Pensions**

The Company has established a defined contribution plan for all their employees in the third quarter of 2005. The plan is given with effect from January 1, 2005. According to IAS 19, the entity's obligation for each period is determined by the amounts to be contributed for that period and there are no further obligations for the company.

### **Taxation**

Tax costs in the accounts include both taxes falling due within the period, changes in deferred taxation and taxation of inter-company contributions to consolidated accounts. Deferred taxation is calculated at 28 %, based on the temporary differences which exist between accountable and taxable values, as well as taxable losses carried forward at the end of the reporting period. Tax-increasing or tax-reducing temporary differences which are reversed, or can be reversed in the same period, have been netted. Net deferred taxation is not reported in the balance sheet.

### **Use of estimates**

In accordance with prudent accounting practices in preparation of the accounts, the company's management utilises prudent estimates and assumptions which affect the accounts and the valuation of assets and liabilities.

### **Share option scheme / share based payments**

Under IFRS, fair value of share options at the allocation date are charged against profit and loss over the vesting period of the options.

There is currently no share option programme. All cost connected to the programme that expired on 30 June 2006 have been booked as personnel cost over the period the programme was running.

## **1. Basis for preparation**

The following table sets forth *pro forma* combined financial data in accordance with IFRS for the year ended 31 December 2005 in addition to the half year ended 30 June 2006. The *pro forma* combined financial data have been derived from the financial statements of Imarex, as adjusted to illustrate the effect on the Company's consolidated results due to the Merger with NOS in 2006, as if the Merger had occurred on 1 January 2005.

The reader should read the following *pro forma* financial data in conjunction with the Company's consolidated IFRS financial statements and the notes thereto.

The *pro forma* financial data does not reflect the Company's actual results of operation and is not necessarily indicative of the results that would have been attained if the Company's Merger with NOS had occurred on 1 January 2005.

The *pro forma* financial figures have been prepared based on the following assumptions and adjustments:

- The *pro forma* financial information has been prepared assuming that the Company's Merger with NOS was undertaken on 1 January 2005 and that NOS was consolidated on a 100% basis from this date;
- The *pro forma* financial information has been prepared assuming that the internal reorganization in International Maritime Exchange ASA has been completed;
- The *pro forma* financial information also takes account for NOS Finans Clearing ASA having been sold to Verdipapirsentralen Holding ASA with effect from 1 January 2005;
- The *pro forma* financial information has been prepared based on the Company's historical IFRS financial statements as adjusted for the acquisition in the manner described above.

## Pro forma profit and loss accounts excluding M3 and NENA

The table below shows the *pro forma* profit and loss account for the first half of 2006:

H1 2006 (NOK 1,000)	Imarex IFRS	NOS GAAP	Consolidated before adjustment	Note	Pro forma adjustment	Consolidated after adjustment
Operating revenues	43 938	47 346	91 284	2, 3	-43 728	47 556
Operating expenses	50 160	42 167	92 327	1, 2, 3, 5, 6	-26 303	66 024
<b>Operating profit before interest and tax</b>	<b>-6 222</b>	<b>5 179</b>	<b>-1 043</b>		<b>-17 425</b>	<b>-18 468</b>
<b>Net financial items</b>	<b>1 131</b>	<b>8 875</b>	<b>10 006</b>	4, 2	<b>-1 777</b>	<b>8 229</b>
<b>Profit before taxes</b>	<b>-5 091</b>	<b>14 054</b>	<b>8 963</b>	3	<b>-19 202</b>	<b>-10 239</b>
Taxes	-670	3 935	3 265		-5 005	-1 740
<b>Net profit after tax</b>	<b>-4 421</b>	<b>10 119</b>	<b>5 698</b>		<b>-14 197</b>	<b>-8 499</b>
<b>EPS</b>						<b>-0.82</b>
<b>DEPS</b>						<b>-0.82</b>

The table below shows the *pro forma* profit and loss account for the full year ended 31 December 2005:

2005 (NOK 1,000)	Imarex IFRS	NOS GAAP	Consolidated before adjustment	Note	Pro forma adjustment	Consolidated after adjustment
Operating revenues	104 482	103 647	208 129	2,3	(74 637)	133 492
Operating expenses	96 494	51 751	148 245	1,2,3,5	(39 558)	108 687
<b>Operating profit before interest and tax</b>	<b>7 988</b>	<b>51 896</b>	<b>59 884</b>		<b>(35 079)</b>	<b>24 805</b>
<b>Net financial items</b>	<b>3 250</b>	<b>26 749</b>	<b>29 999</b>	4	<b>1 258</b>	<b>31 257</b>
<b>Profit before taxes</b>	<b>11 238</b>	<b>78 645</b>	<b>89 883</b>	3	<b>(33 821)</b>	<b>56 062</b>
Taxes	3 750	21 881	25 631		(9 470)	16 161
<b>Net profit after tax</b>	<b>7 488</b>	<b>56 764</b>	<b>64 252</b>		<b>(24 351)</b>	<b>39 901</b>
<b>EPS</b>						<b>3.93</b>
<b>DEPS</b>						<b>3.91</b>

### NOTES

The *pro forma* financial figures have been prepared for information purposes only.

The *pro forma* adjustments of the profit and loss account consist of:

1. Recalculation of pension costs in NOS from NGAAP to IFRS. For 2005 pension cost is reduced with TNOK 160, for 1H (first half year) 2006 the pension cost is increased with TNOK 220.
2. Elimination of intercompany transactions. Operating revenue and expenses are reduced in 2005 with TNOK 38,747 and for 1H 2006 with TNOK 16,262. Further on net financial items in 1H 2006 is reduced with TNOK 1,327.
3. Income and expenses related to NOS Finans Clearing ASA sold to VPS is removed in the *pro forma* accounts. Operating revenues are reduced for 2005 with TNOK 35,890, and for 1H with TNOK 27,466. Operating expenses are reduced for 2005 with TNOK 9 381 and for 1H with TNOK 5,333. Profit before taxes are reduced for 2005 with TNOK 25,484, and for 1H 2006 with TNOK 22,700.
4. The net liquidity effect of the transaction is calculated with estimated interest and allocated to the *pro forma* figures. Net financial items is increased for 2005 with TNOK 233 and for 1H 2006 with TNOK 117.
5. Depreciation on identified excess values in the merger transaction have been allocated to the *pro forma* figures. Depreciation is increased for 2005 with TNOK 8,730 and for 1H 2006 with TNOK 4,365.
6. Costs related to the merger have been expensed in the financial statements of NOS in 1H 2006. Operating expenses is reduced with TNOK 9,292 in the *pro forma* figures.

## Pro forma balance sheet excluding M3 and NENA

The table below shows the *pro forma* balance sheet as of 30 June 2006:

As at 30 June 2006 (NOK 1,000)	Imarex	NOS	Consolidated before adjustment	Note	Pro forma adjustment	Consolidated after adjustment
<i>Assets</i>						
Intangible fixed assets	13 949	-	13 949	f	106 693	120 642
Tangible fixed assets	4 822	32 004	36 826		(31 243)	5 583
Financial assets	50 174	2 969	53 143	a, c	(35 912)	16 799
<b>Total non current assets</b>	<b>68 945</b>	<b>34 973</b>	<b>103 918</b>		<b>39 539</b>	<b>143 024</b>
Account receivables and other short term receivables	21 147	20 626	41 773		4 565	46 338
Cash and bank deposits	64 995	226 631	291 626	e, f, g	10 853	302 480
<b>Total current assets</b>	<b>86 142</b>	<b>247 257</b>	<b>333 499</b>		<b>15 418</b>	<b>348 819</b>
<b>Total assets</b>	<b>155 087</b>	<b>282 230</b>	<b>437 317</b>		<b>54 951</b>	<b>491 843</b>
<i>Equity</i>						
Paid in capital	109 766	107 944	217 710	a, d, f, g	132 416	351 866
Retained earnings	35 749	114 399	150 148	d	(115 521)	34 627
<b>Total equity</b>	<b>145 515</b>	<b>222 343</b>	<b>367 858</b>		<b>16 895</b>	<b>386 493</b>
<i>Liabilities</i>						
Total long-term liabilities	-	2 336	2 336		14 389	14 725
Total current liabilities	9 572	57 552	67 124	a, b, c	23 674	88 626
<b>Total liabilities</b>	<b>9 572</b>	<b>59 888</b>	<b>69 460</b>		<b>38 063</b>	<b>105 351</b>
<b>Total equity and liabilities</b>	<b>155 087</b>	<b>282 231</b>	<b>437 498</b>		<b>54 958</b>	<b>491 843</b>

### NOTES

The proforma adjustments of the balance sheet consist of:

- Recalculation of pension liability in NOS from NGAAP to IFRS. The pension liability is increased with TNOK 6,227.
- 28 % calculated tax effect of *pro forma* adjustments in the profit and loss accounts. Current liabilities have been reduced with TNOK 1,740.
- The *pro forma* balance sheet is adjusted for the value of NOS' open foreign currency positions as per 30 June 2006. Total liabilities and total assets are increased with TNOK 7,873.
- Debt and accounts receivable between the companies has been eliminated in the *pro forma* balance sheet and the removal of Imarex shares in NOS before the Merger. Equity has been reduced with TNOK 55,450.
- Adjustment for sale of NOS Finans Clearing ASA to VPS has been made. The sale to VPS has no equity effect, but cash has been increased with TNOK 175,623.
- The Merger including issuance of shares to previous shareholders in NOS is adjusted using NOK 86 as the value per issued share (being the closing price of the Imarex shares on 19 June 2006). The share price will be adjusted to the share price on the date for the completion of the merger, being on or about 1 September 2006. Main effects are increased intangible assets with TNOK 259,364, cash reduced with TNOK 82 095 and equity increased with TNOK 160,350. The equity is adjusted for estimated costs in connection with the issuance of shares. Identifiable immaterial assets and fixed asset have an added value of NOK 51 million while the remaining assets are calculated as goodwill.
- The balance sheet is adjusted for redemption of shares in connection with settlement for the sale of NOS Finans Clearing ASA to Verdipapirsentralen Holding ASA. Cash and equity has been reduced with TNOK 82,675.