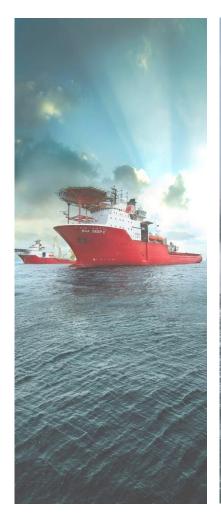


Quarterly Report Consolidated Boa Offshore AS 1Q - 2017

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CONSOLIDATED BOA OFFSHORE AS

CEO'S REPORT – 1Q 2017

General information:

The unaudited interim report is prepared in accordance with NGAAP.

Nature and location of activities:

Boa Offshore AS is the parent and the management company of the Boa Offshore Group ("Group"). The company also invests in shipping and offshore related companies. The Group is comprised of several ship owning companies within the following segments; tugboats, barges and offshore vessels. The tugboat activity, including salvaging, operates along the Norwegian coast and the North Sea. The barge fleet consists of larger barges operated internationally, and the offshore department manages offshore support vessels within construction and oil exploration, operating worldwide. The management is located in Trondheim.

Review of first quarter 2017 accounts:

Operating income in the period was mNOK 195,6 (mNOK 236,5 in the same period 2016).

EBITDA for the period was mNOK 104,6 (mNOK 63,2).

Operating expenses were mNOK 134,6 (mNOK 220,3).

Operating Profit/EBIT was mNOK 61,0 (mNOK 16,2).

Net financial items were mNOK -63,9 (mNOK 19,8).

Profit before tax was mNOK -2,9 (mNOK 36,0).

Cash flow in the period:

Net cash flow from operating activities was mNOK -25,2 (mNOK 547,3).

Net cash flow from investing activities was mNOK 3,0 (mNOK -57,6).

Net cash flow from financing activities was mNOK -5,2 (mNOK -193,8).

Net change in cash was mNOK -27,4 (mNOK 295,9).

Balance sheet 31.03.2017:

Total assets per 31.12.2017 were mNOK 3 784 (mNOK 5 090 per 31.03.2016). Interest bearing debt was mNOK 3 291 (mNOK 3 541), and the equity mNOK 260 (mNOK 1 301). The equity ratio is 6,9 %, a decrease from 7,0 % last quarter (25,6 % per 31.03.2016).

Cash and Cash equivalents per 31.03.2017 were mNOK 336 (mNOK 778 per 31.03.2016).

The value adjusted equity ratio for Boa Offshore per 31.03.2017 was 31,2 % and the NIBD/EBITDA ratio was 18,40 (EBITDA last 12 months/4 quarters).

Financial risk:

Interest risk

The Group companies are exposed to interest rate fluctuations on long-term debt. By 31.03.2017 the total of the group's interest bearing debt was mNOK 3 291 where of mNOK 569 is secured by interest rate swap agreements or fixed rates.

Currency risk

The Group companies are exposed to currency risk as revenues and costs are denominated in various currencies. Substantial parts of the earnings in the Group are in USD. However this currency risk is to a certain degree reduced by the companies also

having certain operating costs denominated in USD. The Group companies continuously monitor the currency markets and reduces currency exposure when appropriate by entering into forward agreements or other financial contracts to reduce currency risk.

Liquidity risk

The company's liquidity position of 31.03.2017 is mNOK 75 and the Groups liquidity position as per 31.03.2017 is mNOK 336. The company is financed by debt and equity. The parent company has a bond of mNOK 499 and a subordinated bond of mNOK 61 outstanding, both listed at Oslo Stock Exchange Nordic ABN. The listed bonds have maturity dates in December 2018. The total of outstanding bonds for the company was 31.03.2017 mNOK 560. The total of outstanding bonds for the group as of 31.03.2017 was mNOK 1 890. The group has in addition loan to financial institutions of mNOK 1369 with various maturities between 2019 and 2027. If the company fails to repay or refinance its loan facility additional equity financing may be required. If the current market conditions persists there is no assurance that the company, or the group, will not experience cash flow shortfall or to remain in compliance with minimum cash requirements.

Credit risk

The Group companies are exposed to the risk that the contracting parties will not have the financial means to meet their obligations. No agreements have been entered into or other financial means established to minimize the Group companies credit risk.

Events in the period – ongoing financial restructuring:

Boa Tugs AS, a 100 % owned subsidiary in the Group, has sold the tug Boa Siw. In February Boa Shipping AS, a 100 % owned subsidiary of Boa Offshore AS, received approximately USD 16 million as dividend related to a disputed cancellation of Boa Rover back in 2009. The funds have been paid into an escrow account held by Nordisk Skibsrederforening on behalf of Boa Shipping AS and will be distributed as part of a solution in the ongoing restructuring process. As a result of this, a MNOK 46 provision of losses on account receivables has been reversed and recognized in Other operating expenses.

At the end of November 2016 a proposal for a restructuring of the company's balance sheet was initiated as part of a larger restructuring for the Group. This is presented to and discussed with the Group's largest financial creditors and these discussions are progressing. The Group's loan agreements contain several financial covenants related to equity ratio, minimum cash, asset cover ratio, NIBD/EBITDA ratio, gross unsecured debt ratio and working capital. By the end of first quarter 2017, the Group is, except of Boa Barges AS, in breach with one or several of these covenants in all of its loan and bond agreements.

While these discussions are ongoing, the Group continues to operate normally in all material respects, upholding the highest level of service to all its customers and continue to honor all its external suppliers and trade creditors. Since the process was initiated, except of Boa Barges AS, no interest or amortization has been paid and will not be paid to financial or intercompany creditors during the restructuring process.

Events after the balance sheet date:

There have been no significant events after the end of the first quarter that would have material impact on the evaluation of the Group's profit and loss account or balance sheet as per 31.03.2017.

Future development:

The outlook for Boa Offshore continues to be a mixed picture. Boa Offshore's Barge and Tug segments are exposed to more industries and demand drivers than oil and gas. The Barge business currently holds a high backlog, of which a significant part is non-oil and gas related. The activity level for the Barge business is expected to remain robust and stable in the coming years based on current prospects. The Tug business is currently experiencing somewhat higher activity after some challenging quarters. Medium term outlook for the Tug business is still considered more uncertain.

The short to medium term outlook for the offshore vessel segment (OCV, SBL and AHTS) remains uncertain and challenging due to the drop in oil prices from mid-2014. A number of offshore exploration and development projects have since then been postponed or scrapped, as oil companies focus to a greater extent on cash flow due to lower oil prices.

The cost level in the oil and gas industry have adjusted accordingly and decreased as a result. A recovery in the sector can therefore most likely be seen at significantly lower oil prices than those experienced before the drop in mid-2014. However, timing and magnitude of such a recovery still remains uncertain. Despite oil prices recovering from around USD30/bbl at the beginning of 2016 and stabilizing at above USD50/bbl in the first half of 2017, tendering activity has not picked up notably yet. If oil prices remain at current levels or above, it is expected to see some increase in activity through 2017 and into 2018.

However, for certain offshore segments demand need to pick up significantly to catch up with the current oversupply of vessels.

With persistent challenging markets the Group has over the last 12 months introduced several initiatives with the aim to mitigate and improve the Groups overall competitive position and cash level. The strategy includes a cost efficient lay-up plan for the Groups AHTSs, tugs and one seismic vessel. The initiatives also include renegotiated agreements with key suppliers, cut in administrative costs, layoffs and cost cuts of sea crew. Since the previous quarterly report, Boa Deep C has been fixed on another medium term contract in West Africa and Boa Sub C has been fixed on a medium term contract in the southern part of the North Sea. Both Vessels therefore have firm commitments until late 3Q17 or early 4Q17.

Statement from the CEO:

I hereby declare that to the best of my knowledge the interim accounts for the first quarter of 2017 are prepared in accordance with NGAAP – Interim financial reporting, and that the information in the financial statements portrays a true picture of the company's assets, liabilities, financial position and result as a whole, as well as the more important risk and uncertainty factors to which the company might be exposed in the next financial period. It should be noted that the group's financial position, liquidity situation, liabilities and the principles for valuation of its assets may be affected by i.a. the ongoing restructuring process.

Trondheim, 31 May 2017

Consolidated Income Statement

Boa Offshore AS

	Note	1Q 2017	1Q 2016	FY 2016
Operating income	2	195 636	236 481	810 694
Operating cost ships		61 408	92 940	287 290
Payroll expenses		58 097	66 326	275 439
Depreciation	3	43 114	47 607	189 315
Write down on tangible assets	3	470	-640	581 947
Other operating expenses		-28 450	14 057	128 852
Operating expenses		134 639	220 290	1 462 843
Operating profit	_	60 997	16 191	-652 149
Financial income and expenses				
Interest income from group companies		1 980	2 105	7 529
Other interest income		2 869	114 170	122 902
Other financial income		19 971	14 483	57 304
Write down of other financial fixed assets		0	0	472
Interest expense to group companies		522	532	1 715
Other interest expenses		51 778	57 219	214 540
Other financial expenses		36 431	53 174	116 412
Net financial income and expenses	_	-63 911	19 833	-145 404
Operating result before tax	_	-2 915	36 023	-797 552
Tax on ordinary result		574	380	193 837
Operating result		-3 489	35 644	-991 389

Consolidated Balance Sheet

Boa Offshore AS

Assets	Note	31.03.2017	31.03.2016	31.12.2016
Fixed assets				
Intangible fixed assets				
Deferred tax asset		56 296	248 332	56 296
Total intangible assets		56 296	248 332	56 296
Tangible fixed assets				
Buildings and land	3	1 897	5 847	5 847
Ships	3	2 658 281	3 451 599	2 700 391
Equipment and other movables	3	19 493	4 678	20 112
Total tangible fixed assets		2 679 670	3 462 124	2 726 350
Financial fixed assets				
Loans to group companies		170 923	151 389	158 943
Investments in shares		1 772	3 294	1 772
Other receivables		21 670	20 413	21 801
Total financial fixed assets		194 365	175 095	182 515
Total fixed assets		2 930 331	3 885 551	2 965 161
Total fixed assets		2 930 331	3 003 331	2 903 101
Current assets				
Inventories		6 206	6 424	10 531
Debtors				
Accounts receivables		192 179	182 155	221 430
Loan to group companies		12 736	7 762	23 475
Other receivables		305 725	229 290	179 193
Total debtors		<u>510 640</u>	419 206	424 098
Investments				
Other financial instruments		357	350	357
Total investments		357	350	357
Cash and bank deposits		336 284	778 305	363 648
Total current assets		853 487	1 204 284	798 635
Total assets		3 783 818	5 089 835	3 763 796

Consolidated Balance Sheet

Boa Offshore AS

Equity and liabilities	Note	31.03.2017	31.03.2016	31.12.2016
Restricted equity				
Share capital	4	2 500	2 500	2 500
Share premium	4	74 447	74 447	74 447
Other restricted equity	4	3 106	3 106	3 106
Total restricted equity		80 053	80 053	80 053
Retained earnings				
Other equity	4	179 670	1 220 597	183 096
Total retained earnings	7	179 670	1 220 597	183 096
Total Tetained callings		177 070	1 220 377	105 070
Total equity		259 722	1 300 649	263 149
Liabilities				
Other long-term liabilities				
Bonds	5	1 890 060	2 098 240	1 890 060
Liabilities to financial institutions	5	1 369 075	1 412 417	1 374 273
Liabilities to group companies		31 366	30 000	30 843
Total of other long term liabilities		3 290 500	3 540 657	3 295 177
Current liabilities				
Trade creditors		69 115	43 774	80 582
Liabilities to group companies		19	19	1 072
Tax payable		322	0	765
Public duties payable		1 210	5 357	10 320
Other short term liabilities		162 930	199 380	112 732
Total short term liabilities		233 596	248 529	205 471
Total liabilities		3 524 096	3 789 186	3 500 648
Total equity and liabilities		3 783 818	5 089 835	3 763 796

Consolidated Cash Flow Statement

Boa Offshore AS

Cash flow from operating activities		1Q 2017	1Q 2016	FY 2016
Profit before income taxes		-2 915	36 023	-797 552
Income tax paid		-941	-4 909	-2 169
Depreciation and write-down		43 584	46 967	771 262
Loss on sale of tangible fixed assets		-105	0	3 800
Loss on sale of financial items		0	0	90
Write-down of financial fixed assets		0	0	472
Changes in inventories		4 325	6 456	2 349
Changes in trade receivables		29 251	24 765	-14 509
Changes in other receivables		-125 460	576 081	638 381
Changes in trade creditors		-11 467	-111 158	-74 350
Changes in receivables from group companies		-1 771	6 852	-14 519
Changes in other short-term liabilities		40 341	-33 748	-39 848
Ç				
Net cash flow from operating activities	A	-25 157	547 329	473 406
Cash flow from investing activities				
Sale of tangible fixed assets		8 550	0	5 793
Purchase of tangible fixed assets		-5 559	-41 513	-87 002
Sale of financial fixed assets		0	0	960
Purchase of financial fixed assets		0	-16 100	-63 000
Changes in other investments		0	0	-8
Net cash flow from investing activities	В	2 991	-57 613	-143 256
Cash flow from financing activities				
Paid in long term liabilities		-5 198	-193 812	-448 902
Net cash flow from financing activities	C	-5 198	-193 812	-448 902
Net changes in cash and cash equivalents	A+B+C	-27 364	295 904	-118 753
Cash and cash equivalent start at period		363 648	482 401	482 401
Cash and cash equivalents at end of period		336 284	778 305	363 648

Income Statement

Boa Offshore AS

	Note	1Q 2017	1Q 2016	FY 2016
Operating Income	2	58 081	68 486	284 058
Operating cost ships		922	1 363	5 175
Payroll expenses		43 053	56 516	215 551
Depreciation	3	511	461	2 031
Other operating expenses		9 676	10 296	48 305
Operating expenses	_	54 162	68 636	271 062
Operating profit		3 919	-151	12 996
Financial income and expenses				
Income from subsidiaries		0	0	1 977
Interest income from group companies		18 116	24 629	87 163
Other interest income		2 695	766	8 878
Other financial income		10 386	10 613	18 362
Write down of other financial fixed assets		0	0	850 808
Interest expense to group companies		13 968	12 176	51 891
Other interest expenses		14 568	16 351	60 169
Other financial expenses		12 726	9 448	18 129
Net financial income and expenses	_	-10 065	-1 968	-864 618
Operating result before tax	_	-6 146	-2 119	-851 622
Tax on ordinary result		0	380	200 320
Operating result		-6 146	-2 498	-1 051 942

Balance Sheet

Boa Offshore AS

Assets	Note	31.03.2017	31.03.2016	31.12.2016
Fixed assets				
Intangible fixed assets				
Deferred tax asset		0	199 838	0
Total intangible fixed assets		0	199 838	0
Tangible fixed assets				
Buildings and land	3	1 897	5 847	5 847
Vessels	3	3 992	4 439	4 162
Equipment and other movables	3	3 779	4 578	4 120
Total tangible fixed assets		9 668	14 864	14 129
Financial fixed assets				
Investments in subsidiaries		138 776	411 410	138 776
Loans to group companies		1 120 762	1 647 867	1 094 654
Investments in shares		1 522	3 044	1 522
Other receivables		19 068	16 395	18 974
Total financial fixed assets		1 280 128	2 078 716	1 253 926
Total fixed assets		1 289 797	2 293 418	1 268 055
Current assets				
Current assets				
Inventories		100	110	67
Receivables				
Trade receivables		5 823	-156	6 651
Loans to group companies		165 144	121 784	146 323
Other receivables		21 930	36 875	31 120
Total receivables		192 897	158 503	184 094
Cash and bank deposits		74 825	234 062	89 101
•		267 922	202 (75	
Total current assets		267 822	392 675	273 262
Total assets		1 557 618	2 686 094	1 541 318

Balance Sheet

Boa Offshore AS

Equity and liabilities	Note	31.03.2017	31.03.2016	31.12.2016
Restricted equity Share capital	4	2 500	2 500	2 500
Share premium	4	74 447	74 447	74 447
Other restricted equity	4	3 106	3 106	3 106
Total restricted equity	•	80 053	80 053	80 053
Datained comings				
Retained earnings Other equity	4	-54 647	1 000 943	-48 500
Total retained earnings	4	-54 647 -54 647	1 000 943	-48 500 -48 500
Total Tetamed earnings		-34 047	1 000 943	-40 300
Total equity		25 406	1 080 996	31 552
Liabilities				
Other long term liabilities				
Bonds	5	560 060	678 240	560 060
Liabilities to subsidiaries		880 062	819 864	875 826
Total other long term liabilities		1 440 122	1 498 104	1 435 886
Current liabilities				
Trade creditors		6 758	9 571	6 397
Liabilities to group companies		41 838	24 716	33 210
Tax payable		-366	-29	0
Public duties payable		884	2 652	9 216
Other short term liabilities		42 976	70 084	25 057
Total short term liabilities		92 090	106 994	73 879
Total liabilities		1 532 212	1 605 098	1 509 766
Total liabilities and equity		1 557 618	2 686 094	1 541 318

Cash Flow Statement

Boa Offshore AS

Cash flow from operating activities		1Q 2017	1Q 2016	FY 2016
Profit before income taxes		-6 146	-2 119	-851 622
Gain on investments in subsidiaries		0	0	-1 977
Income tax paid		-336	0	-482
Depreciation and write-down		511	461	2 031
Gain on sale of tangible fixed assets		-29	0	0
Loss / (gain) on sale of financial items		0	0	90
Write-down of financial fixed assets		0	0	850 808
Changes in inventories		-33	-110	-67
Changes in trade receivables		828	2 969	3 986
Changes in other receivables		8 472	9 154	-19 170
Changes in trade creditors		361	1 593	-1 581
Changes in receivables from group companies		-34 061	340 533	713 101
Changes in other short-term liabilities		9 221	-57 329	-36 641
Net cash flow from operating activities	A	-21 213	295 153	658 475
Cash flow from investing activities				
Sale of tangible fixed assets		4 029	0	0
Purchase of tangible fixed assets		-50	0	-1 133
Sale of financial fixed assets		960	0	960
Purchase of financial fixed assets		0	-16 100	-63 000
Changes in other investments		0	0	-343 030
Net cash flow from investing activities	В	4 939	-16 100	-406 203
Cash flow from financing activities				
Paid in long term liabilities		0	-146 482	-264 662
Group contribution		1 997	2 665	2 665
Net cash flow from financing activities	C	1 997	-143 817	-261 997
Not changes in each and each equivalents	A+B+C	-14 276	135 235	-9 726
Net changes in cash and cash equivalents	A+D+C	-14 276 89 101	98 827	-9 726 98 827
Cash and cash equivalent start at period		09 IUI	70 0 41	70 041
Cash and cash equivalents at end of period		74 825	234 062	89 101

Note 1 Accounting principles / general information

The quarterly report is unaudited and is prepared in compliance with NGAAP using the same principles as in the last financial year.

Miscellaneous

All figures in the notes are quoted in NOK 1 000.

Note 2 Spesification companies and segments

Consolidated - YTD 1Q 2017

		Operating		
Company	Segment	income	EBITDA	Cash 31.03
Boa OCV AS	OCV	82 731	24 505	26 190
Boa SBL AS	Seismic	11 892	1 453	46 928
Boa Barges AS	Barges	63 258	37 851	72 234
Boa Barges LLC	Barges	4 919	471	2 315
Boa Tugs AS	Tugs	15 436	-5 269	10 542
T.A. Kittilsen Shipping AS	Tugs	7 093	107	4 982
NFDS Offshore 1 AS	AHTS	0	-6 320	14 393
NFDS Offshore 2 AS	AHTS	0	-4 869	25 944
Boa Offshore AS	Other	58 081	4 430	74 825
Boa PSV AS	Other	0	-268	45 428
Other / elimination	Other	-47 773	52 490	12 503
Total		195 636	104 581	336 284

Note 3 Fixed assets - consolidated

	Vessels	Periodic mainte- nance	Equipment	Buildings and land	Sum
Acquisition cost 01.01.	4 574 471	286 777	22 958	5 847	4 890 054
Additions	2 759	2 561	-19	50	5 351
Disposals	-2 220	-8 160	0	-4 000	-14 380
Transfer	0	0	0	0	0
Acquisition cost 31.03.	4 575 010	281 179	22 939	1 897	4 881 025
					-
Accumulated depr. 01.01.	1 993 277	167 581	2 846	0	2 163 703
Disposals	-3 925	-2 009	0	0	-5 934
Transfer	0	0	0	0	0
Write-down this period	470	0	0	0	470
Depreciation this period	30 841	11 674	599	0	43 114
Accum. depr. 31.03.	2 020 663	177 246	3 445	0	2 201 354
Book value 31.03.	2 554 247	102 022	19 493	1 897	2 670 670
Dook value 31.03.	2 554 347	103 933	19 493	1 09/	2 679 670
Economic life Depreciation schedule	27-30 years 2,5-10 years Linear Linear		5 years Linear		

Lease amount on fixed assets, not included in the balance sheet, year to date:

Note 4 Shareholder's equity

Parent company

	Other				
	Share capital	Share premium	restricted equity	Other equity	Total
Equity 01.01.	2 500	74 447	3 106	-48 500	31 553
Profit of the year	0	0	0	-6 146	-6 146
Equity 31.03	2 500	74 447	3 106	-54 647	25 406

Consolidated

	Other						
	Share	Share	restricted	Other			
	capital	premium	equity	equity	Total		
Equity 01.01.	2 500	74 447	3 106	183 096	263 149		
Profit of the year	0	0	0	-3 489	-3 489		
Other changes	0	0	0	62	62		
Equity 31.03.	2 500	74 447	3 106	179 670	259 722		
_4,							

Minority share of operating result YTD	-1 367
Minority share of total equity	-5 677

Note 5 Long term liabilities

Parent company

Instalments of debt falling due more than 5 years from the balance date:

	2017	2018	2019	2020	2021	\rightarrow
Instalments	0	590 060	0	0	0	0

Consolidated

Instalments of debt falling due more than 5 years from the balance date:

	2017	2018	2019	2020	2021	\rightarrow
Instalments	241 768	1 123 204	1 053 822	380 597	68 934	420 811