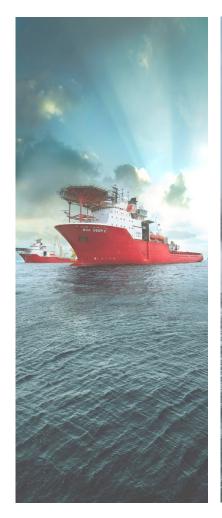


Quarterly Report Consolidated Boa Offshore AS 1Q - 2018

Org.nr. 926 265 156







CONSOLIDATED BOA OFFSHORE AS

CEO'S REPORT – 1Q 2018

General information:

The unaudited interim report is prepared in accordance with NGAAP.

Nature and location of activities:

Boa Offshore AS is the parent company of the Boa Offshore Group ("Group"). The company 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 2018 accounts:

Operating income in the period was mNOK 117,0 (mNOK 196,0 in the same period 2017).

EBITDA for the period was mNOK -2,5 (mNOK 104,6).

Operating expenses were mNOK 160,5 (mNOK 134,6).

Operating Profit/EBIT was mNOK -43,0 (mNOK 61,0).

Net financial items were mNOK -56,1 (mNOK -63,9).

Profit before tax was mNOK -99,2 (mNOK -2,9).

Cash flow in the period:

Net cash flow from operating activities was mNOK -3,1 (mNOK -25,2).

Net cash flow from investing activities incl asset sales was mNOK -20,2 (mNOK 3,0).

Net cash flow from financing activities was mNOK -12,1 (mNOK -5,2).

Net change in cash was mNOK -35,4 (mNOK -27,4).

Balance sheet 31.03.2018:

Total assets per 31.03.2018 were mNOK 3 301 (mNOK 3 784 per 31.03.2017). Interest bearing debt was mNOK 2 935 (mNOK 3 291), and the equity mNOK -167,7 (mNOK 259,7).

Cash and Cash equivalents per 31.03.2018 were mNOK 316 (mNOK 336 per 31.03.2017).

The value adjusted equity ratio for Boa Offshore per 31.03.2018 was 22,4 % and the NIBD/EBITDA ratio was 59,49 (EBITDA last 12 months/4 quarters).

The booked value of equity for the Group is lost, but there are additional values in the vessels that make the fair value of book equity positive.

Financial risk:

Interest risk

The Group companies are exposed to interest rate fluctuations on long-term debt. By 31.03.2018 the total of the group's interest bearing debt was mNOK 2 935 where of 1 600 is fixed with non-cash PIK interest and another 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 reduce currency exposure when appropriate by entering into forward agreements or other financial contracts to reduce currency risk.

Liquidity risk

The Groups liquidity position as per 31.03.2018 is mNOK 316. The parent company has a bond of mNOK 439 and a subordinated bond of mNOK 47 outstanding, both listed at Oslo Stock Exchange Nordic ABN. The total of outstanding bonds for the company was mNOK 487 of which mNOK 131 is interest bearing with non-cash PIK interest. The total of outstanding bonds for the group as of 31.03.2018 was mNOK 1 955 whereof mNOK 1 600 is interest bearing (all with non-cash PIK interest). The group has in addition loan to financial institutions of mNOK 1 335 with various maturities between 2020 and 2027.

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 after the balance sheet date:

There have been no significant events after the end of the first quarter that have material impact on the evaluation of the Group's profit and loss account or balance sheet as of 31.03.2018.

TBK Asset realization – update:

Boa Eiendom AS (Eiendom) has sold all significant assets except their Boa Unsec' bonds holding. In this this quarter Eiendom has received its part of the TBK asset realization (gross mNOK 12,0 in the end of March).

Nordenfjeldske Dampskibsselskap AS (NFDS), former Boa Investment AS and the subsidiary NFL; NFL has previously sold their shares in Helitrans AS, and a total of five helicopters are sold externally as well. The remaining helicopters are on a dry lease to Helitrans until February 2020. The lease has a three month termination clause for the lessee and also a first right to buy the helicopters. The sales process continues. The current cash position in NFDS/NFL is approximately mNOK 20.

Intercompany claims in NFL/NFDS are or will be settled as part of the process, and to the extent agreed upon with financial creditors in the respective companies.

The total distribution has so far been mNOK 57,5 and the estimated total distribution from the TBK Asset realization is unchanged and still in the range of mNOK 80-120.

Future development:

The outlook for Boa Offshore AS Group has improved sequentially on the back of increasing oil prices. However, the short-term picture is still challenging as demand is recovering from a very low level and needs to catch up with a significant overcapacity of vessels in many offshore segments. Boa Offshore's Barge and Tug segments are exposed to more industries and demand drivers than oil and gas and these two segments remain stable and relatively robust. The Tug business has since summer 2017 experienced higher activity, especially in the spot market, after a challenging year in 2016. The largest tug Boa Odin commenced a 1 + 1 year contract 1st January 2018.

The medium to longer term outlook for the OCV and SBL vessel segments have improved sequentially. On the back of increased oil prices over the last 6-12 months, it is expected to see an increase in tendering activity during second half of 2018 and 2019. This will most likely not translate into higher income before 2019-2020, and 2018 is therefore expected to be just as challenging as 2017 from an earnings perspective.

The North Sea AHTS spot market has entered summer season. Although dayrates have improved from the winter season, dayrates have yet to stabilize at higher and satisfactory levels. Despite higher activity in the North Sea, the outlook remains uncertain due to the vast overhang of idle/laid-up AHTS vessels. Boa currently has two AHTS operating in the spot marked, as the Boa Bison was re-activated in early April.

For Boa OCV AS, Boa Sub C has since the previous quarterly report been awarded a new 5 month contract with Adwen in the North Sea Offshore Wind market. The vessel commenced operations in mid-April. Boa Deep C continues working on a 6+6 months contract in West Africa and commenced work in January. The number of opportunities for new work in 2H18, 2019 and 2020 have improved somewhat sequentially. However, competition for these contracts is still relatively tough. In Boa SBL AS, Thalassa is working for EMGS and Galatea remains laid up.

Statement from the CEO:

I hereby declare that to the best of my knowledge the interim accounts for the first quarter of 2018 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.

Trondheim, 30 May 2018

Helge Kvalvil

Consolidated Income Statement

Boa Offshore AS

	Note	1Q 2018	1Q 2017	FY 2017
Operating income	2	117 413	195 636	630 785
Operating cost ships		53 079	61 408	251 517
Payroll expenses		54 533	58 097	205 774
Depreciation	3	40 579	43 114	167 284
Write down on tangible assets	3	0	470	38 470
Other operating expenses		12 266	-28 450	22 424
Operating expenses		160 457	134 639	685 469
Operating profit	_	-43 044	60 997	-54 683
Financial income and expenses				
Interest income from group companies		1 837	1 980	8 491
Other interest income		163	2 869	1 251
Other financial income		3 218	19 971	68 495
Interest expense to group companies		0	522	1 043
Other interest expenses		48 721	51 778	193 654
Other financial expenses		12 638	36 431	107 674
Net financial income and expenses	_	-56 141	-63 911	-224 134
Operating result before tax	<u> </u>	-99 185	-2 915	-278 817
Tax on ordinary result		103	574	49 616
Operating result	_	-99 288	-3 489	-328 434

Consolidated Balance Sheet

Boa Offshore AS

Assets	Note	31.03.2018	31.03.2017	31.12.2017
Fixed assets Intangible fixed assets				
Deferred tax asset		10 722	56 296	10 722
Total intangible assets		10 722	56 296	<u>10 722</u>
Tangible fixed assets				
Buildings and land	3	1 897	1 897	1 897
Ships	3	2 479 709	2 658 281	2 497 771
Equipment and other movables	3	20 507	19 493	21 226
Total tangible fixed assets		2 502 113	2 679 670	2 520 893
Financial fixed assets				
Loans to group companies		131 846	170 923	142 010
Investments in shares		1 772	1 772	1 772
Other receivables		14 788	21 670	14 801
Total financial fixed assets		148 406	194 365	158 582
Total fixed assets		2 661 241	2 930 331	2 690 198
Current assets				
Inventories		6 385	6 206	6 162
Debtors				
Accounts receivables		167 616	192 179	177 065
Loan to group companies		1 180	12 736	2 508
Other receivables		148 670	305 725	140 105
Total debtors		317 467	510 640	319 678
Investments				
Other financial instruments		362	357	362
Total investments		362	357	362
Cash and bank deposits		315 711	336 284	351 090
Total current assets		639 926	853 487	677 292
Total assets		3 301 167	3 783 818	3 367 490

Consolidated Balance Sheet

Boa Offshore AS

Equity and liabilities	Note	31.03.2018	31.03.2017	31.12.2017
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	-247 781	179 670	-149 790
Total retained earnings		-247 781	179 670	-149 790
Total equity		<u>-167 729</u>	259 722	<u>-69 737</u>
Liabilities				
Other long-term liabilities				
Bonds	5	1 955 037	1 890 060	1 926 771
Liabilities to financial institutions	5	1 334 835	1 369 075	1 339 949
Liabilities to group companies		0	31 366	0
Total of other long term liabilities		3 289 871	3 290 500	3 266 721
Current liabilities				
Trade creditors		72 861	69 115	58 547
Liabilities to group companies		510	19	1 250
Tax payable		277	322	647
Public duties payable		4 759	1 210	7 502
Other short term liabilities		100 618	162 930	102 559
Total short term liabilities		<u>179 024</u>	233 596	<u>170 506</u>
Total liabilities		3 468 895	3 524 096	3 437 227
Total equity and liabilities		3 301 167	3 783 818	3 367 490
.				

Consolidated Cash Flow Statement

Boa Offshore AS

		1Q 2018	1Q 2017	FY 2017
Cash flow from operating activities				
Profit before income taxes		-99 185	-2 915	-278 817
Payment in kind bonds (PIK-bonds)		35 215	0	143 870
Income tax paid		-308	-941	-3 677
Depreciation and write-down		40 579	43 584	205 754
Gain on sale of tangible fixed assets		0	-105	-6 430
Loss on sale of financial items		0	0	-76
Changes in inventories		-223	4 325	4 369
Changes in trade receivables		9 449	29 251	44 365
Changes in other receivables		-8 539	-125 460	43 709
Changes in trade creditors		14 314	-11 467	-22 035
Changes in receivables from group companies		10 751	-1 771	7 236
Changes in other short-term liabilities		-5 120	40 341	-14 375
Net cash flow from operating activities	A	-3 068	-25 157	123 892
Cash flow from investing activities				
Sale of tangible fixed assets		0	8 550	30 582
Purchase of tangible fixed assets		-20 246	-5 559	-20 941
Sale of financial fixed assets		0	0	960
Purchase of financial fixed assets		0	0	-5 571
Net cash flow from investing activities	В	-20 246	2 991	5 030
Cash flow from financing activities				
Paid in long term liabilities		-12 064	-5 198	-141 480
Net cash flow from financing activities	C	-12 064	-5 198	-141 480
Net changes in cash and cash equivalents	A+B+C	-35 379	-27 364	-12 558
Cash and cash equivalent start at period		351 090	363 648	363 648
Cash and cash equivalents at end of period		315 711	336 284	351 090

Income Statement

Boa Offshore AS

	Note	1Q 2018	1Q 2017	FY 2017
Operating income	2 _	-2	58 081	131 224
Operating cost ships		0	922	4 003
Payroll expenses		0	43 053	93 680
Depreciation	3	0	511	1 194
Other operating expenses		376	9 676	21 878
Operating expenses	_	376	54 162	120 755
Operating profit	_	-378	3 919	10 469
Financial income and expenses				
Income from subsidiaries		0	0	19 592
Interest income from group companies		8 853	18 116	50 001
Other interest income		18	2 695	455
Other financial income		8	10 386	265 381
Write down of other financial fixed assets		0	0	25 571
Interest expense to group companies		2 667	13 968	35 444
Other interest expenses		623	14 568	27 567
Other financial expenses		190	12 726	63 227
Net financial income and expenses	_	5 399	-10 065	183 619
Operating result before tax	_	5 021	-6 146	194 088
Tax on ordinary result		3	0	381
Operating result	<u> </u>	5 018	-6 146	193 707

Balance Sheet

Boa Offshore AS

Assets	Note	31.03.2018	31.03.2017	31.12.2017
Fixed assets Intangible fixed assets				
Tangible fixed assets				
Buildings and land	3	0	1 897	0
Vessels	3	0	3 992	0
Equipment and other movables Total tangible fixed agests	3	<u>0</u>	3 779 9 668	<u>0</u>
Total tangible fixed assets			9 008	
Financial fixed assets				
Investments in subsidiaries		487 159	138 776	487 159
Loans to group companies		536 562	1 120 762	529 054
Investments in shares		0	1 522	0
Other receivables		0	19 068	0
Total financial fixed assets		1 023 721	1 280 128	1 016 212
TD 4-16 - 1 4		1 022 521	1 200 505	1.016.212
Total fixed assets		1 023 721	1 289 797	<u>1 016 212</u>
Current assets				
Inventories		0	100	0
Receivables		_		
Trade receivables		0	5 823	63
Loans to group companies		13 598	165 144	30 211
Other receivables		3 229	21 930	3 731
Total receivables		<u>16 827</u>	<u>192 897</u>	34 004
Cash and bank deposits		18 262	74 825	21 969
Total current assets		35 090	267 822	55 973
Total assets		1 058 811	1 557 618	1 072 186

Balance Sheet

Boa Offshore AS

Equity and liabilities	Note	31.03.2018	31.03.2017	31.12.2017
Restricted equity	_	2.7 00		
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	150 225	-54 647	145 207
Total retained earnings		150 225	-54 647	145 207
Total equity		230 277	25 406	225 260
Liabilities				
Other long term liabilities				
Bonds	5	486 618	560 060	493 077
Liabilities to subsidiaries		335 821	880 062	346 983
Total other long term liabilities		822 439	1 440 122	840 060
Current liabilities				
Trade creditors		1 747	6 758	3 321
Liabilities to group companies		3 500	41 838	2 994
Tax payable		-29	-366	0
Public duties payable		55	884	319
Other short term liabilities		820	42 976	232
Total short term liabilities		6 094	92 090	6 866
Total liabilities		828 533	1 532 212	846 926
Total liabilities and equity		1 058 811	<u>1 557 618</u>	<u>1 072 186</u>

Cash Flow Statement

Boa Offshore AS

Cash flow from operating activities		1Q 2018	1Q 2017	FY 2017
or and a second				
Profit before income taxes		5 021	-6 146	194 088
Payment in kind bonds (PIK-bonds)		491	0	40 175
Loan to equity conversion		0	0	-368 383
Group internal transfer of business		0	0	37 159
Gain on investments in subsidiaries		0	0	-19 592
Income tax paid		-3	-336	-381
Depreciation and write-down		0	511	1 194
Gain on sale of tangible fixed assets		0	-29	-29
Write-down of financial fixed assets		0	0	25 571
Changes in inventories		0	-33	67
Changes in trade receivables		63	828	6 588
Changes in other receivables		502	8 472	43 716
Changes in trade creditors		-1 574	361	-3 076
Changes in receivables from group companies		-21 144	-34 061	140 250
Changes in other short-term liabilities		295	9 221	-32 057
Net cash flow from operating activities	A	-16 350	-21 213	65 291
Cash flow from investing activities				
Sale of tangible fixed assets		0	4 029	4 029
Purchase of tangible fixed assets		0	-50	-82
Sale of financial fixed assets		0	960	960
Purchase of financial fixed assets		0	0	-5 571
Net cash flow from investing activities	В	0	4 939	-664
Cash flow from financing activities				
Paid in long term liabilities		-6 950	0	-107 156
Group internal transfer of business		0	0	-26 600
Group contribution		19 592	1 997	1 997
Net cash flow from financing activities	C	12 643	1 997	-131 759
Not ahangas in each and each assistalants	A + D + C	2 707	14 274	67 120
Net changes in cash and cash equivalents Cash and cash equivalent start at period	A+B+C	-3 707 21 969	-14 276 89 101	-67 132 80 101
Cash and cash equivalent start at period		41 707	07 IVI	89 101
Cash and cash equivalents at end of period		18 262	74 825	21 969

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 2018

		Operating		
Company	Segment	income	EBITDA	Cash 31.03
Boa OCV AS	OCV	29 082	-8 338	101 881
Boa SBL AS	Seismic	12 749	1 685	51 379
Boa Barges AS	Barges	38 060	17 228	31 329
Boa Barges LLC	Barges	5 640	1 124	338
Boa Tugs AS	Tugs	23 274	1 922	18 462
T.A. Kittilsen Shipping AS	Tugs	6 254	1 622	6 662
NFDS Offshore 1 AS	AHTS	0	-8 766	22 990
NFDS Offshore 2 AS	AHTS	5 150	-7 249	13 213
Boa Offshore AS	Other	-2	-378	18 262
Boa Management AS	Other	27 137	5 088	41 727
Boa PSV AS	Other	0	-122	6
Other / elimination	Other	-29 931	-6 282	9 462
Total		117 413	-2 465	315 711

Note 3 Fixed assets - consolidated

		Periodic		Duildings	
	Vessels	mainte- nance	Equipment	Buildings and land	Sum
Acquisition cost 01.01.	4 489 370	286 893	23 773	1 897	4 801 932
Additions	44	21 798	-46	0	21 796
Disposals	0	0	0	0	0
Acquisition cost 31.03.	4 489 414	308 691	23 727	1 897	4 823 729
				_	
Accumulated depr. 01.01.	2 076 138	202 354	2 547	0	2 281 039
Disposals	-2	0	0	0	-2
Write-down this period	0	0	0	0	0
Depreciation this period	30 248	9 658	673	0	40 579
Accum. depr. 31.03.	2 106 384	212 013	3 219	0	2 321 616
Book value 31.03.	2 383 031	96 678	20 507	1 897	2 502 113
Economic life	27-30 years 2	,5-10 years	5 years		
Depreciation schedule	Linear	Linear	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	145 207	225 260
Profit of the year	2 300	74 44 7	3 100	5 018	5 018
Equity 31.03.	2 500	74 447	3 106	150 225	230 278

Consolidated

			Other		
	Share	Share	restricted	Other	
	capital	premium	equity	equity	Total
Equity 01.01.	2 500	74 447	3 106	-149 790	-69 737
Profit of the year	0	0	0	-99 288	-99 288
Other changes	0	0	0	1 297	1 297
Equity 31.12.	2 500	74 447	3 106	-247 781	-167 729

Minority share of operating result YTD

-581

Minority share of total equity

-7 867

Note 5 Long term liabilities

Parent company

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

	2018	2019	2020	2021	\rightarrow
Instalments	0	0	0	0	486 618

Consolidated

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

	2018	2019	2020	2021	\rightarrow
Instalments	15 356	20 169	2 006 377	404 350	843 618

Note 6 Consolidated income statement - summary

	1Q 2018	1Q 2017	FY 2017
Operating income	117 413	195 636	630 785
Operating expences	119 878	91 055	479 715
EBITDA	-2 465	104 581	151 070
EBITDA %	-2 %	53 %	24 %
Depreciation and write-down	40 579	43 584	205 754
EBIT	-43 044	60 997	-54 684
Net finance	-56 141	-63 911	-224 134
Pre tax profit	-99 185	-2 915	-278 818
Tax	103	574	49 616
Net profit	-99 288	-3 489	-328 434

Note 7 Interest bearing debt / equity

Key figures	31.03.18	31.03.17	31.12.17
Interest bearing debt	2 934 606	3 290 500	2 904 766
Cash and cash equivalents	315 711	336 284	351 090
Net Interest Bearing Debt (NIBD)	2 618 895	2 954 217	2 553 676
NIBD / EBITDA *	59,49	18,40	16,90
* Last four quarters			
Booked equity ratio	-5,1 %	6,9 %	-2,1 %
Value adjusted equity ratio	22,4 %	31,2 %	23,8 %