

Quarterly Report Consolidated Boa Offshore AS 3Q - 2016

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CONSOLIDATED BOA OFFSHORE AS

CEO'S REPORT - 3Q 2016

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 third quarter 2016 accounts:

Operating income in the period was mNOK 168,9 (mNOK 534,2 in the same period 2015).

Operating expenses were mNOK 190,9 (mNOK 501,7).

EBITDA for the period was mNOK 25,0 (mNOK 105,1).

Operating Profit/EBIT was mNOK -22,0 (mNOK 32,5).

Net financial items were mNOK -64,7 (mNOK -50,3).

Profit before tax was mNOK -86,7 (mNOK -17,8).

Cash flow in the period:

Net cash flow from operating activities was mNOK -90,1 (mNOK 4,8).

Net cash flow from investing activities was mNOK -13,2 (mNOK -27,0).

Net cash flow from financing activities was mNOK -40,2 (mNOK -98,3).

Net change in cash was mNOK -143,5 (mNOK -120,5).

Balance sheet 30.09.2016:

Total assets per 30.09.2016 were mNOK 4 487 (mNOK 5 742 per 30.09.2015). Interest bearing debt was mNOK 3 375 (mNOK 3 772), and the equity mNOK 890 (mNOK 1 594). The equity ratio is 19,8 %, an decrease from 21,1 % last quarter (27,8 % per 30.09.2015).

Cash and Cash equivalents per 30.09.2016 were mNOK 370 (mNOK 493 per 30.09.2015).

The value adjusted equity ratio for Boa Offshore per 30.09.2016 was 36,7 % and the NIBD/EBITDA ratio was 32,0 (EBITDA last 12 months/4 quarters).

Financial risk:

Interest risk

The Group companies are exposed to interest rate fluctuations on long-term debt. By 30.09.2016 the total of the group's interest bearing debt was mNOK 3 375 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 30.09.2016 is mNOK 96 and the Groups liquidity position as per 30.09.2016 is mNOK 370. The company is financed by debt and equity. The parent company has a bond of mNOK 500 and a subordinated bond of mNOK 60 outstanding, both listed at Oslo Stock Exchange Nordic ABM. In addition a non-listed bond of mNOK 50 is outstanding. The listed bonds have maturity dates in December 2018. The total of outstanding bonds for the company was 30.09.2016 mNOK 610. The total of outstanding bonds for the group as of 30.09.2016 was mNOK 1 970. The group has in addition loan to financial institutions of mNOK 1375 with various maturities between 2019 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. Certain provisions for loss on receivables have been made in the reported figures.

Events after the balance sheet date:

During October 2016 Boa Offshore AS reached an agreement to redeem the full amount under the NOK 50 million bond loan with its creditor. The bond loan relates to accounts payable from one of the Groups suppliers and both parties agreed to terminate the loan without cash considerations. The redemption of the loan will thus reduce the net interest bearing debt of Boa Offshore AS with a total of NOK 50 million.

Boa Tugs AS, a subsidiary of Boa Offshore AS recently sold the tug Boa Loke.

Subsequent event - financial restructuring

The financial situation of the Group has become significantly worse than anticipated only a few months ago, mainly attributable to i) the OCV market having weakened much more than anticipated, ii) the sales process of the Company's two AHTSs not progressing as planned, and iii) weaker performance of the Company's tugs fleet. Consequently the Group's liquidity position is now severe, and certain liquidity covenants are expected to be breached by the end of 4Q16 or during 1Q17.

Although a net refund related to the cancellation of two MPSVs ordered at Nantong Mingde Heavy Industry of NOK 445 million was received during 1Q16, the main portion of this cash has been spent on servicing the Group's debt obligations and running the Group's business.

The Boa Group has during the last weeks worked on a proposal for a restructuring of the Group's business and balance sheet, which will be presented to and discussed with the Group's largest financial creditors, being banks and bondholders (the "Creditors"), going forward.

While such discussions will be ongoing with the Creditors, the Group will continue 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. However, during the restructuring process no interest and amortization will be paid to bondholders and intercompany creditors. Regarding service of financial debt in other group companies, this will depend on the financial position of the relevant group company.

Future development:

The outlook for Boa Offshore is 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. After increased activity in 2015, the Tug business has during 2016 experienced significantly softer market conditions.

The short to medium term outlook for the offshore vessel segment (OCV, SBL and AHTS) remains very uncertain and increasingly challenging due to the drop in oil prices from mid-2014. A number of offshore exploration and development projects have been postponed or scrapped as oil companies focus to a greater extent on cash flow due to lower oil prices. Furthermore, costs 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 lower oil prices than those before the drop in mid-2014. However, timing and magnitude of such a recovery remains uncertain. Despite oil prices recovering from around USD30/bbl at the beginning of 2016 towards USD50/bbl at present, tendering activity has not picked up.

The North Sea AHTS market is expected to remain challenging in coming years as the rig count and activity level in the North Sea has declined. On a positive note, the supply side (number of active and marketed AHTS vessels) has adjusted as vessel owners have put vessels into lay-up. Dayrates are still low and not well below sustainable levels.

With persistent challenging markets the Group has initiated several initiatives with the aim to mitigate and improve the Groups overall competitive position. The strategy includes a cost efficient lay-up plan for the Groups AHTSs, tugs and one seismic vessel. Additional vessels to be put in lay-up to reduce spot risk and increase predictability and cash flow in order to minimize risk for creditors and increase available free cash going forward. The initiatives also includes renegotiated agreements with key suppliers, cut in administrative costs both initiated and planned in addition to layoffs and cost cuts of sea crew. Moreover, the Group has initiated an active sales process for some of the Groups assets.

Statement from the CEO:

I hereby declare that to the best of my knowledge the interim accounts for the third quarter of 2016 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, liabilities and the principles for valuation of its assets may be affected by i.a. the planned restructuring process and the liquidity situation of the group companies going forward.

Trondheim, 29 November 2016

Helge Kvalvik CEO

Consolidated Income Statement

Boa Offshore AS

	Note	Q3 2016	YTD 2016	Q3 2015	YTD 2015
Operating income	2	168 937	631 728	534 197	1 335 020
Operating cost ships		65 405	219 689	321 544	815 994
Payroll expenses		66 871	210 081	98 406	256 312
Depreciation	3	46 499	141 651	49 378	132 618
Write down on tangible assets	3	528	224 888	23 191	23 191
Other operating expenses		11 622	98 293	9 168	51 397
Operating expenses	_	190 926	894 602	501 688	1 279 512
Operating profit	_	-21 989	-262 874	32 509	55 507
Financial income and expenses					
Interest income from group companies		1 825	5 499	1 997	5 963
Other interest income		2 793	118 918	1 220	2 611
Other financial income		9 240	34 135	43 221	117 415
Depreciation of other financial fixed assets		0	0	0	0
Interest expense to group companies		340	1 373	150	441
Other interest expenses		52 079	163 640	59 363	166 536
Other financial expenses		26 142	96 333	37 221	113 153
Net financial income and expenses	_	-64 702	-102 795	-50 297	-154 140
Operating result before tax	_	-86 691	-365 668	-17 788	-98 633
Tax on ordinary result		-365	267	-5	12
Operating result	_	-86 326	-365 935	-17 783	-98 645

Consolidated Balance Sheet

Boa Offshore AS

Assets	Note	30.09.2016	30.09.2015	31.12.2015
Fixed assets				
Intangible fixed assets				
Deferred tax asset		248 332	203 376	248 332
Total intangible assets		248 332	203 376	248 332
Tangible fixed assets				
Buildings and land	3	5 847	5 847	5 847
Ships	3	3 113 201	3 334 620	3 152 167
Equipment and other movables	3	6 953	8 878	5 746
Newbuilding contracts	3	0	320 304	304 677
Total tangible fixed assets		3 126 001	3 669 648	3 468 437
Financial fixed assets				
Loans to group companies		156 913	172 911	161 362
Investments in shares		3 294	3 294	3 294
Other receivables		23 495	14 958	17 917
Total financial fixed assets		183 701	191 162	182 573
Total fixed assets		3 558 034	4 064 186	3 899 342
Current assets				
Inventories		8 934	8 934	12 880
Debtors				
Accounts receivables		276 507	330 701	206 920
Loan to group companies		14 531	250	5 606
Other receivables		257 936	844 811	802 958
Total debtors		<u> </u>	1 175 762	1 015 484
Investments				
Other financial instruments		350	334	350
Total investments		350	334	350
Cash and bank deposits		370 380	492 695	482 401
Total current assets		928 637	1 677 724	1 511 115
Total assets		4 486 671	5 741 910	5 410 456

Consolidated Balance Sheet

Boa Offshore AS

Equity and liabilities	Note	30.09.2016	30.09.2015	31.12.2015
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		000 027	1 514 406	1 107 001
Other equity	4	809 827	1 514 426	1 187 981
Total retained earnings		809 827	1 514 426	1 187 981
Total aquity		889 879	1 594 478	1 268 034
Total equity		009 0/9	1 594 4/8	1 200 034
Liabilities				
Other long-term liabilities				
Bonds	5	1 970 060	2 158 190	2 127 840
Liabilities to financial institutions	5	1 374 879	1 583 977	1 588 667
Liabilities to group companies		30 000	42 584	30 984
Total of other long term liabilities		3 374 939	3 784 751	3 747 491
Current liabilities		112 (00	014.260	154.022
Trade creditors		113 609 3 946	214 368	154 932
Liabilities to group companies Tax payable		5 946 0	0 0	0 950
Public duties payable		827	8 877	11 995
Other short term liabilities		103 471	139 435	227 056
Total short term liabilities		221 852	362 681	394 932
				U/ I /UA
Total liabilities		3 596 791	4 147 431	4 142 423
			·	
Total equity and liabilities		4 486 671	5 741 910	5 410 456

Consolidated Cash Flow Statement

Boa Offshore AS

		3Q 2016	YTD 2016	3Q 2015	YTD 2015
Cash flow from operating activities					
Profit before income taxes		-86 691	-365 668	-17 788	-98 633
Income tax paid		-365	-5 328	0	-12 223
Depreciation and write-down		47 027	366 539	72 569	155 809
Gain on sale of financial items		0	0	0	-728
Currency gain/-loss		0	0	10 963	18 998
Changes in inventories		-513	3 946	3 253	-3 507
Changes in trade receivables		-20 300	-69 587	-8 109	60 690
Changes in other receivables		-13 142	594 407	-41 717	-12 588
Changes in trade creditors		-14 415	-41 323	18 012	-47 206
Changes in receivables from group companies		-7 142	-1 514	-3 992	-14 334
Changes in other short-term liabilities		4 492	-89 821	-28 390	-47 798
Changes in other accruals		960	-4 094	0	0
Net cash flow from operating activities	Α	-90 088	387 557	4 801	-1 521
Cash flow from investing activities					
Purchase of tangible fixed assets		-13 166	-77 048	-26 984	-300 763
Purchase of financial fixed assets		0	-63 000	0	-3 024
Changes in other investments		0	0	-31	189
Net cash flow from investing activities	В	-13 166	-140 048	-27 015	-303 598
Cash flow from financing activities					
Raised long term liabilities		0	0	174 190	527 848
Paid in long term liabilities		-40 245	-359 530	-284 510	-425 240
Paid in share capital		40 249 0	0	12 000	61 000
i ale in share capital		0	0	12 000	01 000
Net cash flow from financing activities	С	-40 245	-359 530	-98 320	163 607
Net changes in cash and cash equivalents	A+B+C	-143 499	-112 021	-120 534	-141 512
Cash and cash equivalent start at period	_	513 879	482 401	613 229	634 206
Cash and cash equivalents at end of period		370 380	370 380	492 695	492 695

Income Statement

Boa Offshore AS

	Note	Q3 2016	YTD 2016	Q3 2015	YTD 2015
Operating Income	2	72 953	217 210	75 441	215 260
Operating cost ships		1 313	4 042	506	2 389
Payroll expenses		55 862	168 080	67 779	184 882
Depreciation	3	473	1 407	248	745
Other operating expenses		12 930	38 171	8 985	27 995
Operating expenses	_	70 578	211 700	77 518	216 012
Operating profit	_	2 375	5 510	-2 077	-752
Financial income and expenses					
Interest income from group companies		21 345	68 853	21 531	62 065
Other interest income		2 674	5 283	967	1 371
Other financial income		5 360	17 161	6 810	28 856
Depreciation of other financial current assets		0	0	0	0
Interest expense to group companies		13 237	38 655	11 037	32 846
Other interest expenses		14 532	45 904	17 230	44 563
Other financial expenses		5 915	16 448	17 570	24 436
Net financial income and expenses	_	-4 306	-9 710	-16 529	-9 554
Operating result before tax	_	-1 931	-4 200	-18 607	-10 306
Tax on ordinary result		0	380	0	0
Operating result	_	-1 931	-4 579	-18 607	-10 306

Balance Sheet

Boa Offshore AS

Assets	Note	30.09.2016	30.09.2015	31.12.2015
Fixed assets				
Intangible fixed assets				
Deferred tax asset		199 838	204 422	199 838
Total intangible fixed assets		199 838	204 422	199 838
Tangible fixed assets				
Buildings and land	3	5 847	5 847	5 847
Vessels	3	4 332	3 884	4 597
Equipment and other movables	3	3 972	2 445	4 583
Total tangible fixed assets		14 150	12 176	15 027
Financial fixed assets				
Investments in subsidiaries		777 891	403 360	403 360
Loans to group companies		1 344 320	1 822 696	1 908 009
Investments in shares		3 044	3 044	3 044
Other receivables		19 934	10 498	14 148
Total financial fixed assets		2 145 188	2 239 598	2 328 561
Total fixed assets		2 359 177	2 456 197	2 543 426
Current assets				
Inventories		161	127	0
Receivables				
Trade receivables		4 858	6 114	2 813
Loans to group companies		124 162	96 714	94 122
Other receivables		13 608	24 994	48 276
Total receivables		142 628	127 822	145 211
Cash and bank deposits		96 465	157 651	98 827
Total current assets		239 253	285 600	244 038
Total assets		2 598 430	2 741 797	2 787 464

Balance Sheet

Boa Offshore AS

Equity and liabilities	Note	30.09.2016	30.09.2015	31.12.2015
Restricted equity Share capital	4	2 500	2 500	2 500
Share premium	4	74 447	2 300 74 447	2 300 74 447
Other restricted equity	4	3 106	3 106	3 106
Total restricted equity	•	80 053	80 053	80 053
Retained earnings	1	998 862	1 073 963	1 003 442
Other equity Total retained earnings	4	<u>998 862</u> 998 862	1073 963	1 003 442
i otai retaineu earnings		998 802	10/3903	1 003 442
Total equity		1 078 915	1 154 016	1 083 494
Liabilities				
Other long term liabilities				
Bonds	5	610 060	678 190	677 840
Liabilities to financial institutions	5	0	144 529	149 753
Liabilities to subsidiaries		832 794	693 748	731 576
Total other long term liabilities		1 442 854	1 516 467	1 559 169
Current liabilities				
Trade creditors		6 797	7 223	7 978
Liabilities to group companies		47 872	30 566	4 951
Tax payable		-29	0	0
Public duties payable		2 569	6 675	11 036
Other short term liabilities		19 454	26 851	120 836
Total short term liabilities		76 662	71 314	144 801
Total liabilities		1 519 515	1 587 781	1 703 970
Total liabilities and equity		2 598 430	2 741 797	2 787 464

Cash Flow Statement

Boa Offshore AS

		3Q 2016	YTD 2016	3Q 2015	YTD 2015
Cash flow from operating activities					
Profit before income taxes		-1 931	-4 200	-18 607	-10 306
Depreciation and write-down		473	1 407	248	745
Gain on sale of financial items		0	0	0	-728
Currency gain/-loss		0	0	10 963	10 744
Changes in inventories		-73	-161	-14	62
Changes in trade receivables		-73	-2 046	10 622	8 414
Changes in other receivables		515	28 883	-13 581	-11 801
Changes in trade creditors		-1 010	-1 181	431	2 881
Changes in receivables from group companies		345 321	677 788	-74 252	-136 428
Changes in other short-term liabilities		-111	-84 592	15 225	11 393
Net cash flow from operating activities	А	343 111	615 898	-68 964	-125 024
Cash flow from investing activities					
Cash flow from investing activities Purchase of tangible fixed assets		0	-232	-4	-602
Purchase of financial fixed assets		0	-63 000	-4 -6 700	-107 069
Changes in other investments		-343 030	-343 030	0	0
Net cash flow from investing activities	В	-343 030	-406 263	-6 704	-107 671
Cash flow from financing activities					
Raised long term liabilities		0	0	159 190	292 975
Paid in long term liabilities		0	-214 662	-30 000	-89 472
Group contribution		0	2 665	0	0
		-		-	-
Net cash flow from financing activities	С	0	-211 997	129 190	203 503
Net changes in cash and cash equivalents	A+B+C	80	-2 362	53 522	-29 192
Cash and cash equivalent start at period		96 384	98 827	104 129	186 843
cash and cash equivalent state at period		20001			
Cash and cash equivalents at end of period		96 465	96 465	157 651	157 651

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.

Events after the balance date

There have been no significant events taking place after the balance date.

Note 2 Spesification companies and segments

Consolidated - YTD 3Q 2016

L.		Operating		
Company	Segment	income	EBITDA	Cash 30.09
Boa OCV AS	OCV	190 940	-3 894	50 360
Boa SBL AS	Seismic	35 739	6 262	54 516
Boa Barges AS	Barges	91 960	60 191	13 927
Boa Barges LLC	Barges	60 073	2 966	757
Boa Tugs AS	Tugs	74 110	-7 551	11 783
T.A. Kittilsen Shipping AS	Tugs	26 147	5 391	6 047
NFDS Offshore 1 AS	AHTS	30 700	-13 912	16 723
NFDS Offshore 2 AS	AHTS	27 051	-5 078	19 340
Boa Offshore AS	Other	217 210	6 917	96 465
Boa PSV AS	Other	55 508	52 919	94 755
Other / elimination	Other	-177 710	-547	5 706
Total		631 728	103 665	370 380

Note 3 Fixed assets - consolidated

		Periodic mainte-	New- building		Buildings	
	Vessels	nance	contracts	Equipment	and land	Sum
Acquisition cost 01.01.	4 180 973	282 044	441 385	6 412	5 847	4 916 662
Additions	25 108	20 352	28 735	2 980	0	77 176
Transfer	418 031	0	-470 120	0	0	-52 089
Acquisition cost 30.09.	4 623 988	302 397	0	9 393	5 847	4 941 625
Accumulated depr. 01.01.	1 183 387	127 461	136 708	1 530	0	1 449 084
Write-down this period	225 528	-640	0	0	0	224 888
Depreciation this period	102 379	38 362	0	910	0	141 651
Accum. depr. 30.09.	1 648 001	165 183	0	2 439	0	1 815 623
Book value 30.09.	2 975 988	137 214	0	6 953	5 847	3 126 002
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	Share	restricted	Other	
	capital	premium	equity	equity	Total
Equity 01.01.	2 500	74 447	3 106	1 003 442	1 083 495
Profit of the year	0	0	0	-4 579	-4 579
Equity 30.09	2 500	74 447	3 106	998 862	1 078 915

Consolidated

	Share capital	Share premium	Other restricted equity	Other equity	Total
Equity 01.01.	2 500	74 447	3 106	1 187 981	1 268 034
Profit of the year	0	0	0	-365 935	-365 935
Paid in equity	0	0	0	0	0
Other changes	0	0	0	-12 219	-12 219
Equity 30.09.	2 500	74 447	3 106	809 827	889 880

Minority share of total equity5 452

Note 5 Long term liabilities

Parent company

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

	2016	2017	2018	2019	2020	\rightarrow
Instalments	0	0	590 060	0	50 000	0

Consolidated

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

	2016	2017	2018	2019	2020	\rightarrow
Instalments	34 452	243 060	1 123 204	1 053 822	430 597	489 804

Notes to 3Q 2016 report

Note 6 Consolidated income statement - summary

	3Q 2016	YTD 2016	3Q 2015	YTD 2015
Operating income	168 937	631 728	534 197	1 335 020
Operating expences	143 898	528 063	429 119	1 123 703
EBITDA	25 039	103 665	105 078	211 316
EBITDA %	15 %	16 %	20 %	16 %
Depreciation and write-down	47 027	366 539	72 569	155 809
EBIT	-21 989	-262 874	32 509	55 507
Net finance	-64 702	-102 795	-50 297	-154 140
Pre tax profit	-86 691	-365 668	-17 788	-98 633
Tax	-365	267	-5	12
Net profit	-86 326	-365 935	-17 783	-98 645

Note 7 Interest bearing debt / equity

Key figures	30.09.16	30.09.15	31.12.15
Interest bearing debt Cash and cash equivalents	3 374 939 370 380	3 772 167 492 695	3 746 507 482 401
Net Interest Bearing Debt (NIBD)	3 004 559	3 279 472	3 264 105
NIBD / EBITDA * * Last four quarters	32,00	10,14	16,20
Booked equity ratio	19,8 %	27,8 %	23,4 %
Value adjusted equity ratio	36,7 %	42,0 %	37,4 %