

CAUTIONARY STATEMENT

This presentation contains forward looking information. Forward looking information is based on management assumptions and analysis. Actual experience may differ, and those differences may be material. Forward looking information is subject to uncertainties and risks. This presentation must be read in conjunction with the Company's financial statement.

AGENDA

- Company Overview
- Financials
- Market Outlook & Focus Going Forward

COMPANY OVERVIEW

Solutions Provider to Oil & Gas and Offshore Renewables



- Providing vertically integrated solutions for Mexican offshore market
- FSV Cobos & Icacos starting operations Q1 2015 (6 year charter + options)
- 50% interest in new large build OSV together with Pacific radiance Ltd.



- Offshore Installation Equipment
- Handling, Transport & Storage Services
- Modular & Easy Transport
- One design concept for onshore & offshore operations



- Providing full design and engineering
- Concept and consultancy
- Execution management
- 140 engineers strong

Our Mission

Providing solution driven services by combining our engineering and equipment capabilities into a single service in accordance with clients request













SELECTION OF KEY FINANCIALS

Shipping segment

- Three CSVs and one LV through joint ventures:
 - CSV Bourbon Oceanteam 101.
 - CSV North Ocean 102
 - CSV Southern Ocean
 - LV North Ocean 105
- Solid clients: Oceaneering/BP Angola, Fugro TSM, McDermott



SOLUTIONS

REVENUE USD 9.2M Backlog USD 37 million

Solutions segment

- Focus on Oil & Gas and Offshore Renewable markets
- KCI The Engineers
- Marine Asset division RentOcean

DOT Shipping

- Joint venture focused on growing Mexico Offshore Market
- Two FSVs under construction
- One OSV under construction

SHIPPING – Highlights

- Oceaneering exercised both one year options on CSV Bourbon Oceanteam 101 extending charter to Feb 2017
- CSV BO 101, North Ocean 102 and North Ocean 105 fully utilized
- CSV Southern Ocean is 100 per cent consolidated from the first quarter due to change in control effective from 2014
- <u>DOT Shipping</u> ordered 2 FSV's; both vessels have 6 years contract, are fully financed and will start operations Q1 2015
- <u>DOT Shipping</u> announced 50% interest in new large build OSV for Mexico



CSV Southern Ocean at GWF field Australia laying umbilical

SHIPPING – Backlog





SOLUTIONS – Engineering & Marine Assets Highlights

RentOcean - Marine Assets

- Awarded long-term contract by Van Oord for supply of 3000T onshore turntable
- Awarded long-term contract for supply of <u>second</u> 4000T turntable to LS Cable
- RentOcean 's 4000T Turntables used for loading power cable on Hanjin Pioneer, Donghae South Korea
- OceanWind awarded long-term storage and handling contract by Eneco
- Sale of burial equipment

KCI - Engineering

KCI worked on multi discipline service contracts:

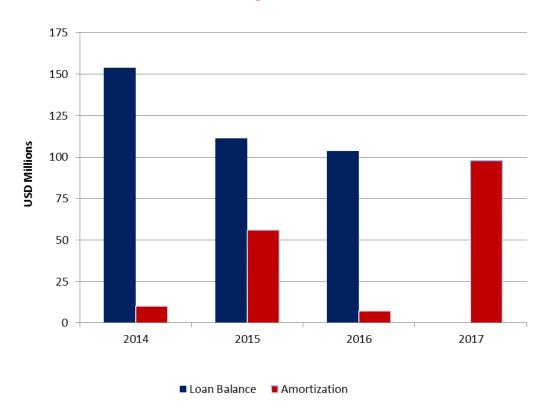
- Onshore gas field development for 3 well sites for Vermillion Netherlands
- Design of 33m high weather vane for municipality Haarlemmermeer
- Design of portal with buildin powered quadrant for RentOcean
- Design of 3000T onshore turntable for RentOcean





FINANCIALS

DEBT - Maturity Profile



EBITDA to date

• USD 8.1 million equal 44% of revenue

Cash position

- USD 15.3 million (101, 102 & 105 cash level is not on the IFRS line)
- In process of refinancing Marine Assets to improve cash position and facilitate growth

Net financial

USD 3.7 million

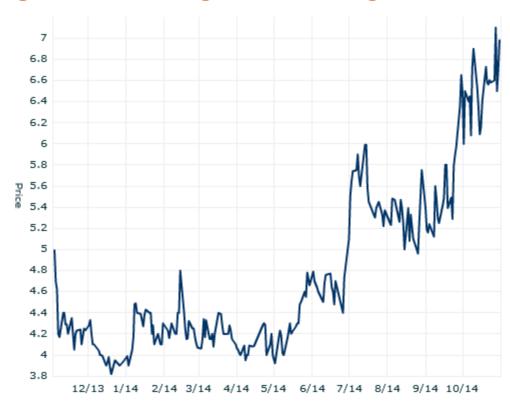
Loan redemption

USD 8.1 million

Key Financial Covenants

- Book equity: > 35%
- Market adj. Equity ratio: > 25%
- Gearing ratio: < 6.00x during first 2 years,
- < 5.50x during year 3, < 5.00x thereafter
- Debt service coverage ratio: > 1.00x
- No dividends
- Change of control put option at 100%

SHARE PRICE DEVELOPMENT



Share development:

• A positive increase 2013 / 2014

FMV developments

Stable value of modern fleet, high-end deep water assets

Booked equity

- 49%
- USD 146 million (after 10% share buy back)

Market capitalization

NOK 203 million (29.6 m shares@ NOK 6.85)

Free cash flow

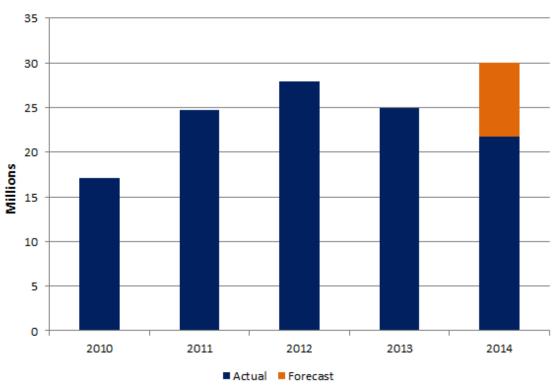
- steady, positive cash flow from existing operations
- Continues investments

Consensus among credit analysts

- Steady operations
- · Key credit metrics remain overall stable
- Strong market outlooks

HISTORICAL EBITDA DEVELOPMENT

KEY FINANCIAL FIGURES (USD MILLION)



P&L REPORT END Q3 2014

Figures in USD '000	Q3 2014	Q3 2013
Revenue	15 386	7 034
Total operating revenues	15 386	7 034
Net income from joint ventures and associates	3 022	4 304
Operating costs General & administration Deprecation Write off	(4 926) (5 415) (2 541)	(3 475) (3 913) (1 136) (5)
Total operating expenses	(12 881)	(8 529)
Operating profit (loss)	5 528	2 809
Net finance	(3 745)	(3 383)
Ordinary profit (loss) before taxes	1 782	(574)
Corporate income tax		(1 457)
Net result	1 782	883

Figures in USD '000	Cum Q3 2014	Cum Q3 2013
Revenue	42 482	29 245
Total operating revenues	42 482	29 245
Net income from joint ventures and associates	8 756	16 109
Operating costs	(13 404)	(11 632)
General & administration	(16 135)	(12 168)
Deprecation	(7 477)	(3 440)
Write off assets	(94)	(48)
Total operating expenses	(37 110)	(27 288)
Operating profit (loss)	14 129	7 751
Net finance	(11 571)	(9 342)
Ordinary profit (loss) before taxes	2 558	(1 591)
Corporate income tax	227	1 571
Corporate income tax	221	1 37 1
Net result	2 785	(20)

BALANCE SHEET Q3 2014

Figures in USD '000	30.09.2014	31.12.2013		
Assets				
Intangible assets	20 177	20 724		
Tangible assets	275 857	139 021		
Total non current assets	296 034	159 745		
Receivables	31 964	48 529		
Cash and cash equivalents Total current assets	15 262 47 226	6 240 54 769		
Total assets	343 260	214 515		

Figures in USD '000	30.09.2014	31.12.2013		
Equity and liabilities				
Total equity	168 625	108 315		
	440 =0=			
Total non current liabilities	112 785	86 840		
First year instalments	43 100	101		
Other current liabilities	18 750	19 260		
Total current liabilities	61 850	19 361		
Total liabilities	174 635	106 201		
Total equity and liabilities	343 260	214 515		

Book value of equity is 49 %



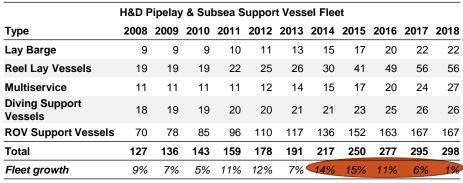


MARKET OUTLOOK & FOCUS GOING FORWARD

Subsea & Support fleet utilisation expected to decline up to 2016 but long term demand growing

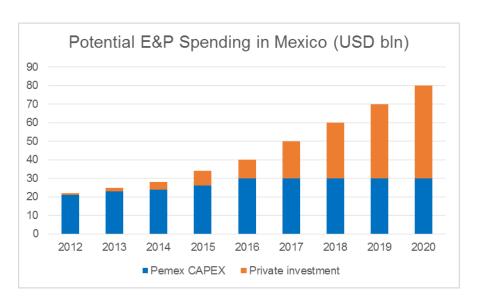


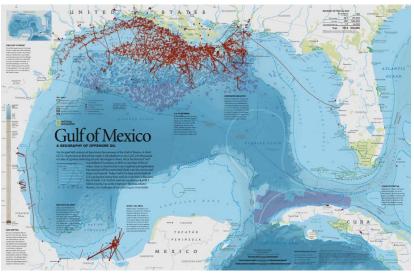
 Oceanteam's CSV fleet fully covered up to 2017/ 2018



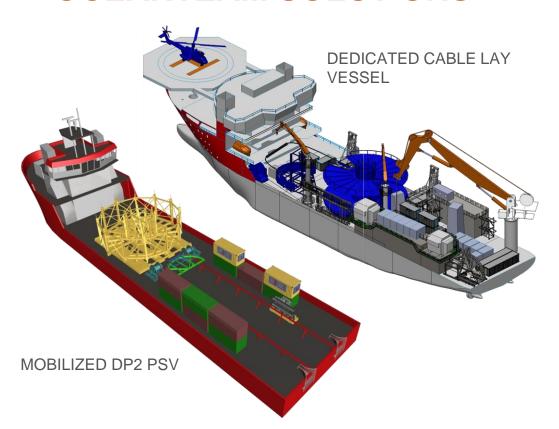
Age profile for H&D Pipelay & Subsea Support Vessels											
Туре	< '75	'75- '79	'80- '84	'85- '89	'90- '94	'95- '99	'00- '04	'05- '09	'10- '14	'15+	Total
Lay Barge	2	3	1	2	-	-	1	2		4	15
Reel Lay Vessels	-	2	6	-	-	1	4	5	20	18	56
Multiservice	-	-	-	-	-	4	4	5	3	11	27
Diving Support Vessels	-	-	4	2	1	2	-	8	6	3	26
ROV Support Vessels	-	2	-	-	3	11	24	44	63	20	167
Total	2	7	11	4	4	18	33	64	92	56	291

Mexican growth E&P spending and replacement of tonnage will drive demand for new generation OSVs





OCEANTEAM SOLUTIONS



Providing spread solutions based on generic vessel solutions:

Including:

- Engineering Services & Know How
- Equipment
- Operators
- Transport & Storage
- Service Level Agreements

Cost reduction for clients:

- CAPEX
- OPEX
- Risk

OCEANTEAM SOLUTIONS – Track Record

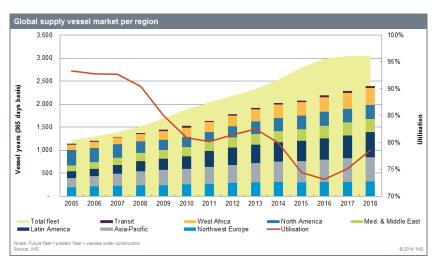


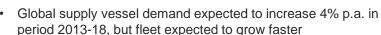
Spread Solution provided: 2000T demountable turntable, a loading tower with buildin 15T tensioner and operators for Ceona's Polar Onyx

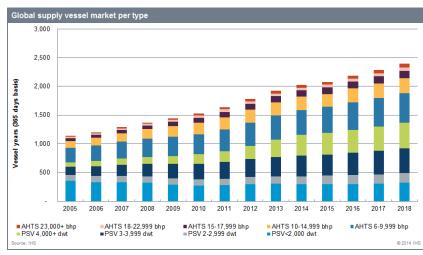


Spread Solution provided: 2x 4000T demountable turntables, a loading tower, with engineering services and operators on the CLV Hanjin Pioneer for end client LS Cable

Supply Vessel fleet growing faster than demand with highest growth expected for high capacity vessels





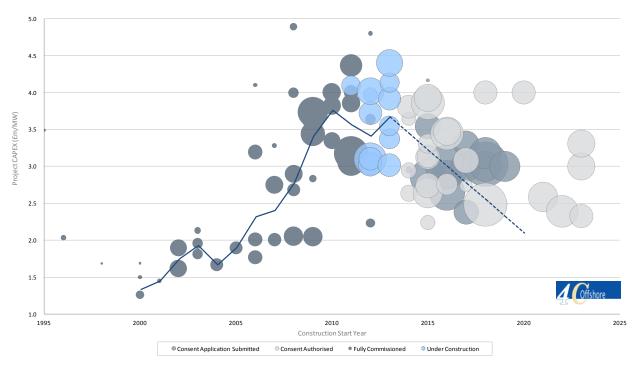


 Highest demand growth expected for high capacity vessels (CAGR 2013-18 PSV 4,00t+ 8% and AHTS 23,000t+ 7%)



Strong growth in Offshore Renewable market with focus on cutting installation and maintenance costs

DEVELOPERS FORECAST REDUCED CAPEX AND REQUIRE INNOVATIONS



Increasing Number of opportunities in cabling market







FOCUS GOING FORWARD

- Optimize capital structure to maximize value and facilitate growth
- Continue to grow fleet of high-end OSVs through joint ventures backed by strong contract coverage
- Focus on growing Mexican market through DOT Shipping and Grupo Diavaz
- Increase added value by effectively combining engineering, marine assets and fleet: Oceanteam Solutions
- Continue investments to optimize and expand pool of marine assets



THANK YOU!



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