## Appendix

This appendix forms part of the stock exchange announcement of 19 June 2018 and is prepared in accordance with the requirements of the Oslo Stock Exchange Continuing Obligations section 3.4.

## Description of AKOFS Offshore

AKOFS Offshore is a provider of vessel-based subsea well construction and intervention services to the oil and gas industry. AKOFS Offshore owns and operates the vessels Skandi Santos, Aker Wayfarer and AKOFS Seafarer. Skandi Santos and Aker Wayfarer are currently employed under contracts for Petrobras in Brazil, whilst AKOFS Seafarer recently has been awarded a long-term contract with Equinor whereby work will commence in 2020 after completed upgrade and preparation work. AKOFS Offshore had 180 employees at the end of 2017 and is wholly owned by Akastor AS.

## The transaction

The transaction comprises the sale by Akastor of 50% of its shares in AKOFS Offshore to Mitsui and MOL, who each will purchase and hold title to a 25% share portion, for a total consideration of USD 142.5 million. Agreed consideration is based on a “locked box” principle as from 31 December 2017 and agreed purchase price will be paid in cash and adjusted to account for 4% interest from 31 December 2017. The share purchase agreement is entered into on market terms, including customary representations and warranties, as well as indemnities for a limited number of items.

Closing will take place after completed restructuring, whereby certain idle operations will not be included in the AKOFS Offshore group after completed restructuring. As part of this restructuring, the parties will contribute with their existing joint ownership interests in Avium Subsea AS which will form part of the restructured AKOFS Offshore.

The cooperation between the shareholders is governed by a shareholders agreement entered into concurrently with the Share Purchase Agreement. Pursuant to this shareholders agreement the shareholders have agreed certain preferential rights in respect of the operations of AKOFS Seafarer:

- Guaranteed preferred return to Mitsui and MOL during the first six years of operations, limited to about USD 46 million.
- Subject to certain operational criteria, Akastor may claim earn-out payments during the first seven years of operation, limited to maximum USD 45 million.

Closing of the transaction is subject to approval from competition authorities, and certain other customary conditions. Closing is expected to occur during Q3 2018.

## Executive management of AKOFS Offshore

AKOFS Offshore is managed by a leader group comprised of the following individuals:

Geir Sjøberg (President & CEO)
Eivind Hansteen Høiback (Chief Financial Officer)
Rune Askeland (Senior Vice President Operations)
Tove Muravez (Vice President HR/IT/Admin)

Magne Nygård (Vice President Project & Technology)
Claus Feginn (Vice President Business Development)

## Board of Directors of AKOFS Offshore AS

The current board of AKOFS Offshore AS comprise the following directors:
Paal Espen Johnsen (Chairman)
Karl Erik Kjelstad (Director)
Fredrik N. Hunstad (Director)
Leif H. Borge (Director)

## Key financial figures

Table below shows the key financial figures for AKOFS Offshore, exclusive of operations in the existing joint venture Avium Subsea AS.

| *Amounts in USD million* | Q1 2018 | Q1 2017 | 2017 | 2016 | 2015 |
|---|---|---|---|---|---|
| ***Income statement*** | | | | | |
| Revenue | 32 | 21 | 90 | 98 | 95 |
| EBITDA | 10 | 3 | 20 | 37 | 22 |
| *EBITDA margin* | *31 %* | *15 %* | *22 %* | *38 %* | *23 %* |
| EBIT | - | (6) | (20) | (17) | (151) |
| ***Statement of financial position*** [1] | | | | | |
| Property, plant and equipment | 410 | 444 | 418 | 452 | 484 |
| Intangible assets | 22 | 21 | 21 | 21 | 20 |
| Other non-current assets | 37 | 18 | 31 | 13 | 60 |
| Cash and cash equivalent | 4 | 12 | 10 | 17 | 17 |
| Other current assets | 46 | 45 | 37 | 25 | 20 |
| **Total assets** | **519** | **540** | **516** | **528** | **601** |
| Equity | 323 | 318 | 322 | 312 | 372 |
| Finance lease liabilities | 179 | 187 | 181 | 188 | 187 |
| Other non-current liabilities | 1 | - | - | - | - |
| Other current liabilities | 17 | 35 | 14 | 28 | 42 |
| **Total equity and liabilities** | **519** | **540** | **516** | **528** | **601** |

[1] Includes external positions only.

Following closing of the transaction, Akastor will account for its 50% shareholding in AKOFS Offshore as a joint venture (inclusive of Avium Subsea AS).

## Strategic effects of the transaction

Akastor is a Norwegian oil service investment company with a portfolio of companies in the oilfield sector in addition to other smaller sized holdings. Akastor's aim is to develop and refine its portfolio companies as stand-alone enterprises, with the goal of maximizing the value potential of each entity. The partnership with Mitsui and MOL over the ownership and operation of the AKOFS Offshore group is an important strategic transaction for Akastor, but also a natural development of the cooperation established in 2016 through Mitsui's and MOL's purchase of 50% of the ownership of the vessel Skandi Santos (owned by Avium Subsea AS). Akastor believes AKOFS Offshore will benefit from the strong partnership established together with Mitsui and MOL.

### Agreements entered into with AKOFS Offshore management

Other than customary retention arrangements for defined senior employees in order to secure orderly and fast completion and transition of the transaction, no agreements have been entered into or are expected to be entered into in connection with the transaction.