Akastor ASA Fourth Quarter Results 2020

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Fornebu | 11 February 2021



Presenters and agenda





Øyvind Paaske Chief Financial Officer Group highlights

Portfolio highlights

Financial update

Q&A session



2020 key takeaways

Portfolio

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 Business model proven resilient, with strong service contribution despite challenging market conditions
 Adaption of cost base through 2020
 Good progress on ongoing projects through year
 Continued good contribution from non-oil markets within single equipment in 2020, however low backlog per year end
Good attention and pipeline of opportunities within digital solutions
Continuous assessment of M&A opportunities through the year
 COVID-19 has created challenges for operations. Strict procedures in place to mitigate effects.
 Strong utilization on Brazilian fleet, however affected by two COVID- 19 outbreaks on Wayfarer during year
 Contract for Skandi Santos extended twice in 2020, now running to November 2021
Commencement of AKOFS Seafarer in 4Q
 Negative impact on business following COVID-19 and oil price decline. Positive momentum seen in Q4, with increase in contractors
 Merged with Fircroft in 3Q, creating a leading global technical workforce solution provider
 AGR contributing positive EBITDA, despite decline in revenues. Strong book-to-bill in 4Q. Focus on growing software business.

Transactions



Slide 3



4Q 2020 highlights



- Revenue of NOK 973 million, 37 percent decline year-on-year
 - Revenue of NOK 818 million from MHWirth
 - Revenue of NOK 286 million from AKOFS Offshore (not consolidated)
- EBITDA of NOK 57 million, 63 percent decline year-on-year
 - EBITDA of NOK 85 million from MHWirth
 - EBITDA of NOK 66 million from AKOFS Offshore (not consolidated)
- Net cash flow from operating activities of NOK 467 million, driven by reduction of net working capital in MHWirth
- Net interest-bearing debt of NOK 1.4 billion, including NOK 426 million of net bank debt in DDW Offshore (consolidated into Akastor from 4Q)
- MHWirth received notification of award of a contract for delivery of a drilling equipment package to Guangzhou Marine Geological Survey (GMGS). The contract is for delivery of topside drilling equipment and has a contract value of about USD 80 million. Signing of final contract expected to take place in 1Q 2021



Portfolio companies highlights



Akastor portfolio composition

Industrial investments

mhwirth	100% Leading global provider of first-class drilling systems, products and services	
AKOFS Offshore	50% Global provider of subsea well construction and intervention services	
agr	64% ¹⁾ Global provider of well design and drilling project management, HSEQ, reservoir and field management services	
	100% Supplier of vapour recovery technology, systems and services to O&G installations	

Financial investments



Global manpower specialist within Oil & Gas, ICT, Renewables, Chemicals, Mining, Life Sciences, Automative and Construction sectors



USD 75m preferred equity

100%3)

5.6%

International drilling, well service and engineering company



Company owning 5 mid-sized AHTS vessels



North Sea Drilling Contractor

1) Economic interest | 100% legal ownership

2) Economic interest

3) As from October 9th, 2020





Portfolio Highlights 4Q 2020 (1 of 2)

💢 mhwirth

Drilling equipment

Projects

- Keppel FELS units with 91% and 80% progress booked per end of 4Q. Unit #2 formally suspended in December, with limited progress expected in 2021
- Decline in revenues compared with previous quarters, driven by progress schedule
- MH awarded drilling equipment package to to Guangzhou Marine Geological Survey (GMGS) in December, ongoing contract negotiations (project not included in order intake in 4Q)
- Newbuild market expected to remain challenging going forward

- Products

- Increased revenues in Q4 compared to Q3 driven by deliveries in period
- Low order backlog in segment per end of quarter, as market continue to be affected by low investment levels among clients
- Non-oil business constituted 69% of single equipment sale in 2020 (vs. 40% in 2019)







Lifecycle services, spares and components

DLS ----

- 45 active rigs in quarter, up from 44 per 3Q. Number of active rigs expected to increase through first half of 2021 based on current contract situation
- The DLS business continues to create a solid basis for MHWirth with good medium to long term growth opportunities
- Total DLS revenues for 2020 on par with 2019 level, despite reduction in number of rigs, highlighting resilient business model
- 10% of 2020 revenue from non-oil business



Digital Technology

- Positive momentum in quarter, with increased interest from clients and strong pipeline
- Two new control system upgrades closed in quarter, enabling potential for DEAL on longer term
- beAware software commercialized and offered to clients (interface for collecting and sharing of op. data)
- Good progress and dialog with clients regarding new developments, including customer funded projects





🕱 mhwirth

Portfolio Highlights 4Q 2020 (2 of 2)





Key value drivers for our main portfolio assets



Financial update



Financial highlights 4Q 2020

NOK million	4Q 2020	4Q 2019	FY 2020	FY 2019
Revenue	973	1 557	4 577	5 361
EBITDA	57	153	331	492
EBIT	-23	88	53	222
Net financials	-33	63	-436	-30
Profit (loss) before tax	-56	152	-383	191
Tax income (expense)	-80	-20	-92	-44
Profit (loss) from continuing operations	-136	132	-475	147
Net profit (loss) from disc. operations	1	-13	-115	-54
Profit (loss) for the period	-135	119	-591	93
Order intake	844	1 168	3 789	5 250
Order backlog	2 375	3 166	2 375	3 166
NCOA	527	611	527	611
Net Capital Employed	4 995	5 085	4 995	5 085

4Q 2020 highlights

- Revenue decline of 37 percent year-on-year mainly driven by reduced activity in MHWirth, primarily within Project and Products
- EBITDA down 63 percent year-on-year, driven by reduced revenue compared to last year
- Depreciation and amortization of NOK 80 million in 4Q

 Net financial items of negative NOK 33 million in total include non-cash items from financial investments of negative NOK 55 million and net foreign exchange effect of positive NOK 72 million



Key financials reconciliation

Revenue (NOK million)	4Q 2020	4Q 2019	FY 2020	FY 2019
MHWirth	818	1 219	3 760	4 442
AGR	138	221	637	573
Cool Sorption	2	75	132	239
Other	17	21	53	115
Elimination	-2	21	-5	-8
Reported Group revenue	973	1 557	4 577	5 361
AKOFS Offshore (100%)	286	306	1 000	1 093

EBITDA (NOK million)	4Q 2020	4Q 2019	FY 2020	FY 2019
MHWirth	85	148	401	497
AGR	4	12	31	14
Cool Sorption	0	2	6	19
Other	-32	-10	-107	-38
Reported Group EBITDA	57	153	331	492
AKOFS Offshore (100%)	66	145	414	560

Net financial items (NOK million)	4Q 2020	4Q 2019	FY 2020	FY 2019
Odfjell Drilling	42	43	45	134
Awilco Drilling	6	1	-33	-39
NES Global Talent	19	20	-49	87
DDW Offshore	-60	-59	-140	-124
AKOFS Offshore	-51	-3	-117	-35
Contribution from financial investments	-45	2	-293	22
Net interest exp. on external borrowings	-24	-19	-74	-67
Net interest exp. on lease liabilities	-8	-9	-34	-34
Net foreign exchange gain (loss)	72	3	27	-30
Other financial income (expenses)	-27	86	-61	79
Net financial items	-33	63	-436	-30

 Odfjell Drilling: the result of NOK 42 million includes cash interests of NOK 9 million, PIK interests of NOK 9 million and positive valuation effects on the warrant structure of NOK 16 million

- AKOFS Offshore: negative result represents 50% of the company's net loss in period
- DDW Offshore: negative result driven by adjustment of vessel values booked pre-closing of transaction



Cash flow and net debt position



4Q 2020 highlights

- Net debt decreased by NOK 141 million in quarter, to NOK 1 471 million
- Positive operating cash flow driven by decreased working capital in MHWirth
- Consolidation of DDW Offshore increasing net debt with NOK 457 million per closing of transaction
- "Other" includes positive foreign exchange effect of NOK 228 million
- Liquidity reserve of NOK 1.7 billion per end of quarter

NOK million	4Q 2020
Non-current bank debt	455
Current bank debt	1 119
Non-recourse AGR debt	173
Cash and cash equivalents	-275
Net debt	1471
AKOFS receivable	-94
Other receivables	-21
Net interest-bearing debt (NIBD)	1 357

Net Capital Employed as per 4Q 2020

NOK million





MHWirth



Highlights 4Q 2020

- Project & Products revenues were NOK 269 million, a decrease of 49% compared to last year
- DLS & DT revenues were NOK 549 million, a decrease of 21% compared to last year
- EBITDA of NOK 85 million (10.4% margin)
- Order backlog and order intake for the fourth quarter amounted to NOK 1.8 billion and NOK 0.6 billion, respectively
- Low backlog within Project & Products per end of 4Q poses a challenge on a short-term basis and remain a key priority for MHWirth



Installed base per 4Q 2020

2016

2017

2018

2019





40 19 10 20 20 20 30 20 40 20

Quarterly development in revenues and EBITDA margin

Akastor © | February 2021

2020

AKOFS Offshore



Highlights 4Q 2020

- Revenues and EBITDA of NOK 286 million and NOK 66 million, respectively
- Skandi Santos contract extended to November 2021
- Revenue utilization for Aker Wayfarer affected by COVID-19 outbreak onboard vessel, resulting in 8 days of downtime. Skandi Santos with engine break-down, resulting in 14 days of downtime.
- Difference versus 4Q 2019 explained by revised terms for Skandi Santos after expiry of long-term contract in Q1 2020 and lower utilization in quarter, partly mitigated by commencement of AKOFS Seafarer



Fleet overview





NES Fircroft



Recent development

- NES merged with Fircroft in Q3 to create leading global technical workforce solutions organization, ongoing integration and synergy realization according to plan
- Market remains challenging, however with increased activity and uptick in number of contractors since October
- LTM pro-forma revenues per December 2020 around 25% lower than one year ago, however with good momentum in business
- Akastor holds ~15% economic interest in the combined NES Fircroft



1) FY end 31st October. Figures presented on 100% basis. Revenue figures in graph pro-forma adjusted to include Fircroft

Award winning workforce solution specialist



AKASTOR

Other industrial holdings



- Other industrial holdings reported pro-forma consolidated revenue and EBITDA of NOK 140 million and NOK 4 million, respectively
- AGR: Revenues and EBITDA of NOK 138 million and NOK 4 million, respectively
- Cool Sorption: Revenues and EBITDA of NOK 2 million and NOK 0 million, respectively. Revenues in quarter affected by reversal of revenue booked in previous quarters related to the Njord project, however without margin effect.

Quarterly development in revenues and EBITDA-margin¹⁾



1) Figures for Other industrial holdings include AGR and Cool Sorption







Appendix



Selected transactions since inception in 2014



1) Pref shares USD 75m + warrants 2) cash gain 3) Plus earnout of max USD 65m



ODL preferred equity and warrant instrument



Preferred equity structure

Instrument description:

- 5% cash dividend + 5% PIK per annum (semi-annual payment)
- Call price: 125% year 2, 120% year 3, 115% year 4, 110% year 5, 105% year 6, 100% thereafter
- Cash dividend step-up: 8.0% p.a. from year 7 and an additional 1.0% step-up per year until a maximum cash dividend of 10.0% p.a.
- Commitment fee of USD 5.75 million paid in 2Q 2019
- Certain rights and covenants¹⁾ in favor of Akastor

Instrument payment profile:

USDm	2018e	2019 e	2020e	2021e	2022e	2023e	2024e	2025e	2026e
Cash Dividend	2.2	3.9	4.1	4.3	4.5	4.8	8.0	9.5	11.0
Acc. PIK	77.2	81.1	85.2	89.5	94.1	98.8	103.8	109.1	114.6
Call price incl. PIK		99.9	100.2	100.8	101.6	102.6	103.8	109.1	114.6
Dividend	5 %	5 %	5 %	5 %	5 %	5 %	8%	9%	10 %
PIK interest	5 %	5 %	5 %	5 %	5 %	5 %	5 %	5 %	5 %
Call price	n.a.	125 %	120 %	115 %	110 %	105 %	100 %	100 %	100 %

1) The agreement contain several covenants, including but not limited to an obligation not to pay dividends or other distributions exceeding 50% of the net profit from the preceding year (unless a similar portion of the preference capital is repaid prior to the distribution), and in any case not pay dividends or make distributions after year 6. Also the agreement includes a change of control covenant pertaining to restructurings with the effect that Odfjell Partner's shareholding falls below 25%

Warrant structure

Instrument description:

 The total warrant issue comprise six tranches with 987,500 warrants per tranche, amounting to a total 5,925,000 warrants.
 Furthermore, one warrant can be exercised for one share (1-to-1 ratio) for a price of USD 0.01 per share. Maximum number of share allocation if share price in ODL has increased with 20% p.a.



 Schedule 4.2: If any warrants remain unexercised at the ultimate exercise date in 2024, the holder will receive a number of shares determined linearly according to:

Remaining warrants $\times \frac{Max[(Share price @ 31 May 2024) - 36]}{(107.5 - 36)}$



Condensed Consolidated Income Statement

	Fourth	Fourth Quarter		<i>l</i> ear
NOK million	2020	2019	2020	2019
Revenues and other income	973	1 557	4 577	5 361
Operating expenses	-916	-1 404	-4 246	-4 870
EBITDA	57	153	331	492
Depreciation, amortization and impairment	-80	-64	-278	-270
Operating profit (loss)	-23	88	53	222
Net financial items	-33	63	-436	-30
Profit (loss) before tax	-56	152	-383	191
Tax income (expense)	-80	-20	-92	-44
Profit (loss) from continuing operations	-136	132	-475	147
Net profit (loss) from discontinued operations	1	-13	-115	-54
Profit (loss) for the period	-135	119	-591	93
Attributable to:				
Equity holders of Akastor ASA	-130	119	-588	100
Non-controlling interests	-4	0	-3	-7



Condensed Consolidated Statement of Financial Position

	December 31	December 31
NOK million	2020	2019
Deferred tax asset	323	388
Intangible assets	1 595	1 593
Property, plant and equipment	1 017	760
Right-of-Use assets	468	537
Other non-current assets	29	65
Non-current interest bearing receivables	115	201
Non-current finance lease receivables	15	16
Equity accounted investees and other Investments	2 533	2 695
Total non-current assets	6 094	6 256
Current operating assets	2 765	3 758
Current finance lease receivables	7	9
Cash and cash equivalents	275	555
Total current assets	3 047	4 322
Total assets	9 141	10 578
Equity attributable to equity holders of Akastor ASA	3 651	4 353
Non-controlling interests	11	18
Total equity	3 662	4 371
Deferred tax liabilities	10	11
Employee benefit obligations	388	359
Other non-current liabilities and provisions	528	542
Non-current borrowings	628	1 444
Non-current lease liabilities	433	516
Total non-current liabilities	1 986	2 873
Current operating liabilities and provisions	2 214	3 169
Current borrowings	1 119	3
Current lease liabilities	159	160
Total current liabilities	3 492	3 333
Total liabilities and equity	9 141	10 578



Condensed Consolidated Statement of Cash flows

	Fourth Qu	arter	Full Yea	ar
NOK million	2020	2019	2020	2019
Profit (loss) for the period	-135	119	-591	93
(Profit) loss for the period – discontinued operations	-1	13	115	54
Depreciation, amortization and impairment – continuing operations	80	64	278	270
Other adjustments for non-cash items and changes in operating assets and liabilities	523	322	408	-11
Net cash from operating activities	467	519	211	406
Acquisition of property, plant and equipment	-9	-44	-29	-56
Payments for capitalized development	-8	-22	-38	-71
Acquisition of subsidiaries, net of cash	37	1	37	-236
Payments of contingent considerations from divestments	-0	-2	-77	-209
Cash flow from other investing activities	-44	421	-112	17
Net cash from investing activities	-24	354	-219	-555
Changes in external borrowings	-525	-527	-89	667
Principal payments of lease liabilities	-34	-42	-139	-151
Cash flow from other financing activities	0	0	2	1
Net cash from financing activities	-559	-568	-227	517
Effect of exchange rate changes on cash and cash equivalents	108	30	-45	-11
Net increase (decrease) in cash and cash equivalents	-8	334	-280	357
Cash and cash equivalents at the beginning of the period	283	221	555	198
Cash and cash equivalents at the end of the period	275	555	275	555



Alternative Performance Measures (1 of 2)

Akastor discloses alternative performance measures as a supplement to the consolidated financial statements prepared in accordance with IFRS. Such performance measures are used to provide an enhanced insight into the operating performance, financing abilities and future prospects of the group.

These measures are calculated in a consistent and transparent manner and are intended to provide enhanced comparability of the performance from period to period. It is Akastor's experience that these measures are frequently used by securities analysts, investors and other interested parties.

- EBITDA earnings before interest, tax, depreciation and amortization, corresponding to "Operating profit before depreciation, amortization and impairment" in the consolidated income statemen
- EBIT earnings before interest and tax, corresponding to "Operating profit (loss)" in the consolidated income statement
- Capex and R&D capitalization a measure of expenditure on PPE or intangible assets that qualify for capitalization
- Order intake represents the estimated contract value from the contracts or orders that are entered into or committed in the reporting period
- Order backlog represents the remaining unearned contract value from the contracts or orders that are already entered into or committed at the reporting date. The backlog does not include options on existing contracts or contract value from short-cycled service orders

- Net current operating assets (NCOA) a measure of working capital. It is calculated by current operating assets minus current operating liabilities, excluding financial assets or financial liabilities related to hedging activities
- Net capital employed (NCE) a measure of all assets employed in the operation of a business. It is calculated by net current operating assets added by non-current assets and finance lease receivables minus deferred tax liabilities, employee benefit obligations, other non-current liabilities and total lease liabilities
- Gross debt sum of current and non-current borrowings, which do not include lease liabilities
- Net debt gross debt minus cash and cash equivalents
- Net interest-bearing debt (NIBD) net debt minus non-current and current interest bearing receivables
- Equity ratio a measure of investment leverage, calculated as total equity divided by total assets at the reporting date
- Liquidity reserve comprises cash and cash equivalents and undrawn committed credit facilities



Alternative Performance Measures (2 of 2)

NOK million	December 31 2020	December 31 2019
Non-current borrowings	628	1 444
Current borrowings	1 119	3
Gross debt	1 746	1 448
Less: Cash and cash equivalents	275	555
Net debt	1 471	893
Less: Non-current interest-bearing receivables Net interest-bearing debt (NIBD)	115 1 357	201 692
Net interest-bearing debt (NIDD)	1 357	692

NOK million	December 31 2020	December 31 2019
Total equity	3 662	4 371
Divided by Total assets	9 141	10 578
Equity ratio	40%	41%
Cash and cash equivalents	275	555
Undrawn committed credit facilities	1 467	1 320
Liquidity reserve	1 742	1875

NOK million	December 31 2020	December 31 2019
Current operating assets	2 765	3 758
Less: Current operating liabilities	2 214	3 169
Derivative financial instruments	24	(22)
Net current operating assets (NCOA)	527	611
Plus:		
Total non-current assets	6 094	6 256
Current finance lease receivables	7	9
Less: Non-current interest bearing receivables	115	201
Deferred tax liabilities	10	11
Employee benefit obligations	388	359
Other non-current liabilities	528	542
Total lease liabilities	592	677
Net capital employed (NCE)	4 995	5 085



Key figures

AKASTOR GROUP

NOK million	4Q 19	1Q 20	2Q 20	3Q 20	4Q 20	FY20
Revenue and other income	1 557	1 424	1 254	926	973	4 577
EBITDA	153	137	71	66	57	331
EBIT	88	71	2	3	-23	53
CAPEX and R&D capitalization	66	19	17	46	23	105
NCOA	611	1 135	1 114	1031	527	527
Net capital employed	5 085	5 798	5 626	5 529	4 995	4 995
Order intake	1 168	1 137	1 165	643	844	3 789
Order backlog	3 166	3 005	2 838	2 540	2 375	2 375
Employees	2 272	2 270	2 113	1 939	1947	1 947



Split per Company (1 of 4)

MHWIRTH

NOK million	4Q 19	1Q 20	2Q 20	3Q 20	4Q 20	FY20
Revenue and other income	1 219	1 154	1 052	735	818	3 760
EBITDA	148	136	110	71	85	401
EBIT	98	82	53	20	30	184
CAPEX and R&D capitalization	64	16	14	44	20	94
NCOA	736	1 268	1 275	1 175	692	692
Net capital employed	2 908	3 613	3 443	3 333	2 795	2 795
Order intake	848	931	1 037	504	556	3 029
Order backlog	2 582	2 476	2 384	2 140	1 849	1 849
Employees	1 766	1 808	1 691	1 587	1 581	1 581

Note: Step Oiltools is consolidated as part of MHWirth from 1Q 2020, historical figures have been restated



Split per Company (2 of 4)

AKOFS OFFSHORE ¹⁾

NOK million	4Q 19	1Q 20	2Q 20	3Q 20	4Q 20	FY20
Revenue and other income	306	304	201	209	286	1 000
EBITDA	145	175	83	90	66	414
EBIT	64	94	1	13	-243	-134
CAPEX and R&D capitalization	234	71	90	24	27	213
NCOA	49	205	166	346	344	344
Net capital employed	3 734	4 190	4 083	4 199	3 744	3 744
Order intake	0	177	0	0	89	266
Order backlog	5 013	5 203	4 783	4 514	3 827	3 827
Employees	311	297	299	301	294	294

¹⁾ Figures presented on a 100% basis. Akastor's share of net profit from the joint venture is presented as part of "net financial items"

Split per Company (3 of 4)

AGR

NOK million	4Q 19	1Q 20	2Q 20	3Q 20	4Q 20	FY20
Revenue and other income	221	217	157	125	138	637
EBITDA	12	17	5	4	4	31
EBIT	7	13	1	1	-2	13
CAPEX and R&D capitalization	2	2	2	2	3	10
NCOA	12	9	-7	-12	-7	-7
Net capital employed	170	171	152	147	148	148
Order intake	254	196	91	73	258	618
Order backlog	502	481	415	362	483	483
Employees	438	389	362	297	319	319



Split per Company (4 of 4)

OTHER HOLDINGS

NOK million	4Q 19	1Q 20	2Q 20	3Q 20	4Q 20	FY20
Revenue and other income	96	53	47	67	19	186
EBITDA	-7	-16	-45	-10	-32	-102
EBIT	-17	-24	-53	-18	-50	-145
CAPEX and R&D capitalization	0	0	0	0	0	1
NCOA	-137	-142	-154	-131	-158	-158
Net capital employed	957	910	852	876	990	990
Order intake	66	10	37	65	30	142
Order backlog	82	48	38	38	43	43
Employees	68	73	60	55	47	47

Note: Other holdings has been restated to exclude Step Oiltools which is consolidated into MHWirth



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