DOF Group ASA

Q4 2024 Financial Report

Report distribution & webcast:

The Q4 2024 financial report for DOF Group ASA is to be presented on 24th of February 2025. A webcast will be held at 14:00 (CET) and will be available on the Company website: www.dof.com. All materials, including an investor presentation, will be available on the same website.

The interim consolidated financial statements have not been subject to audit or review.

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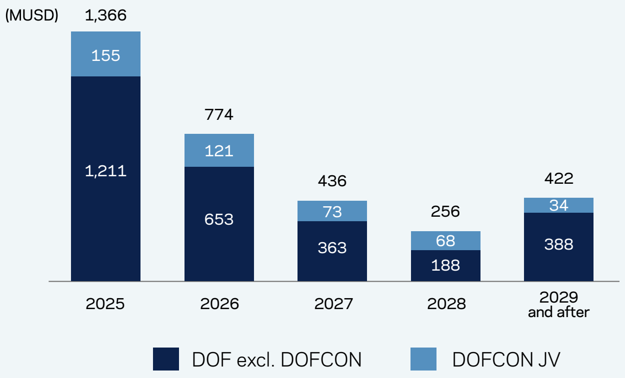
Key highlights

Key figures

	Management reporting		Financial reporting	
AMOUNT IN USD MILLION	Q4 2024	Q4 2023	Q4 2024	Q4 2023
Operating revenue	445	319	410	296
Net gain (loss) on sale of tangible assets	1	6	1	6
EBITDA	152	115	136	96
EBIT	190	196	177	188
Profit (loss)	96	250	96	250
NIBD (Net interest bearing debt)	1 378	1 365	1 051	1 022
EBITDA margin	34%	36%	33%	32%
Equity ratio	43%	34%	47%	39%

- **DOF Denmark transaction closed November 1st.**
- The Group delivered EBITDA of USD 519 million excluding DOF Denmark and gain on sale of assets, against a guidance range of USD 510-520 million at the latest quarterly presentation.
- EBITDA contribution from the subsea regions in 2024 totalling at USD 134 million, compared to USD 88 million in 2023.
- Strong cash flow from operating activities of USD 201 million (USD 90 million) in the quarter.
- The NIBD/LTM EBITDA by year-end excluding DOF Denmark is 2.1x (2.8x).
- The refinancing of the Group is on schedule to successfully close in Q1 2025 allowing quarterly dividend distribution.
- First dividend payment in Q2 2025 of USD 0.3 per share.
- The board will at the annual general meeting seek authority to implement a share buy-back program.
- Firm backlog by end December is USD 3.25 billion (USD 1.94 billion), including backlog for DOF Denmark of USD 730 million.
- DOF Group Backlog (end quarter):



Note: all numbers commented above are based on management reporting and include DOF Denmark unless otherwise specified.

Statement from the CEO

Closing of the DOF Denmark transaction during Q4 marks a significant milestone in DOF's history. Not only do we add 22 high-end vessels to the DOF fleet, but also the competence and experience of new colleagues. Together we will benefit from increased scale, capabilities and reach and continue to deliver world-class offshore and subsea services.

The 4th quarter of 2024 is another quarter of solid performance, and the full-year EBITDA of USD 519 million excluding DOF Denmark and gain on sale of assets ends at the upper end of our guidance. The good result is driven by excellent performance across segments, including a particularly strong EBITDA contribution from the subsea regions of USD 134 million for the full year. DOF Denmark saw some one-off effects related to transits and vessel upgrades that will partly continue into the first half of 2025 before we will be able to fully enjoy the potential of the new additions to the DOF fleet going forward.

I am further pleased to see that the overall backlog and contract coverage in 2025 is strong, and that we continue to build backlog at attractive terms thanks to our world-class organisation with global placing power. The tender activity remains high, as seen in Brazil with multiple ongoing tenders and in general a high activity level among many of our clients.

The refinancing process progress as planned, and we remain confident to conclude it during the 1st quarter of 2025 allowing us to start dividend payments.

The EBITDA guidance for 2025 is in the range of USD 720 – 800 million.

Mons S. Aase
CEO

This is DOF

No matter where DOF operates in the world, safety is held as the highest priority.

DOF is a leading provider of integrated subsea and marine services to the global offshore energy market. Established in Austevoll in 1981, DOF has continued a proud tradition of delivering safe and quality services to our customers.

USD
3.25
billion
backlog as of Q4'24

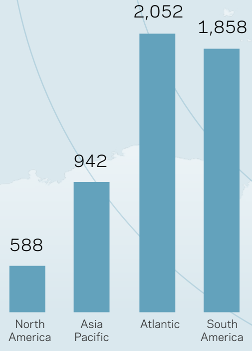
77[1]
vessels
in fleet

6
operating
continents

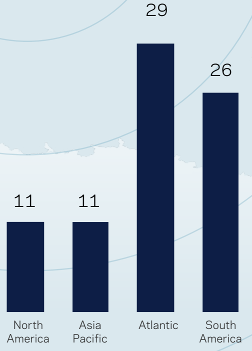
5,440
employees

Norway
headquartered

+40
years
operational history



Employees per region



Vessel per region

[1] 65 owned vessels, 4 vessels hired in and 8 vessels under management.

ESG

DOF has reported in the areas of sustainability to the GRI standards measuring economic, environment, and social aspects since 2014. This, along with our participation in Carbon Disclosure Project over the last thirteen years, has driven engagement with stakeholder groups and improved management and performance in these areas. For the Annual Report 2024, the Group will report in accordance to the Corporate Sustainability Reporting Directive (CSRD).

Q4 summary

During the quarter, there has been an increased number of incidents compared to last quarter. The total recordable injury rate of 2.90 (2.44) per million man-hours is up from last quarter. There were five Medical Treatment Cases in the quarter. There were seven Lost Time Injuries in the quarter and the lost-time injury frequency rate of 1.09 (0.68) per million man-hours is up from previous quarter. Despite increased number of incidents, the incidents are with a low risk factor, although the incidents are low risk, measures are put in place to stop the increasing trend.

The number of NCRs and audits are stable, although there are small variations. There have been no fines or non-monetary sanctions due to non-compliance.

There were no spills above 50 litres in the quarter.

The people headcount per end of quarter was 5,440 (4,260) and absence rate due to sickness was 4.2% (3.3%). There were no data privacy breaches. DOF takes any report of harassment very seriously and currently there are ongoing reviews of such cases reported in via our Ethics Helpline. In the quarter, two cases have been concluded as confirmed harassment case (one reported in previous quarter, but concluded in Q4). The large increase in headcount is due to the inclusion of DOF Denmark.

Report of the Board of Directors

DOF Denmark transaction closed 1st of November 2024

On 1st of November 2024 the acquisition of DOF Denmark was closed. The accounts include the contributions from entities encompassed by the acquisition from 1st of November 2024 and the year-end balance sheet fully reflects all assets and liabilities of the DOF Denmark financial silo.

On closing, a new loan of USD 500 million was drawn to partly pay the cash consideration to the seller. 61,569,664 new shares were also issued during the quarter, increasing the total number of outstanding shares in the company to 246,278,655 shares. The seller of DOF Denmark now holds 25% of the total shares outstanding.

For further information on the opening balance of the purchased company, please see note 3.

Key figures - Management reporting

AMOUNT IN MUSD	DOF Subsea	Norskan[1]	DOF Rederi	DOF Denmark	Corporate/ management	Group[2]
Operating revenue	322	68	28	46	37	445
Net gain on sale of tangible assets	1	-	-	-	-	1
Operating result before depreciation and impairment - EBITDA	**123**	**17**	**11**	**7**	**-2**	**152**
Depreciation	-39	-6	-6	-13	-1	-61
Impairment (-)/Reversal of impairment	54	24	20	-	-	98
Operating result - EBIT	**138**	**35**	**26**	**-6**	**-3**	**190**
EBITDA margin	38%	24%	41%	15%	-16%	34%
EBIT margin	43%	52%	93%	-13%	-8%	43%

1) Norskan include both ship owning and vessel management activities.
2) Internal transactions adjusted in the Group numbers.

The segment reporting reflects the Group's operational performance from the main subsidiaries of the Company. The five segments are: DOF Subsea Group (incl. the 50% share in the DOFCON JV), DOF Rederi AS (incl. Iceman AS), DOF Denmark, Norskan Offshore Ltda., and Corporate & Vessel Management.

The main part of the Group's fleet owned by DOF Rederi, DOF Denmark and Norskan operates on firm time charter (TC) contracts or in the spot market, while the fleet owned by DOF Subsea (excl. the DOFCON fleet) partly operates on time charter contracts, project contracts, frame agreements, or lump sum contracts with various durations. The scope executed by the Group's subsea vessels and parts of the AHTS fleet includes among others survey, IMR, construction, mooring, decommissioning, and SURF in the oil & gas and renewable markets.

DOF Subsea Group

DOF Subsea Group ("DOF Subsea") owns 22 subsea vessels (including the DOFCON fleet) and has in the quarter hired in four vessels from external owners on term contracts. The overall utilisation of the DOF Subsea fleet has been 96% (89%) in the quarter. Skandi Constructor was in transit to undertake class docking towards the end of the quarter.

The total revenues from Subsea project contracts represented 82% of DOF Subsea's revenue and totals USD 265 million (USD 193 million) in the quarter. The DOF Subsea's operations are managed from four regions: the Atlantic Region, the Asia-Pacific Region, the North America Region, and the South America Region (mainly Brazil).

The **Atlantic region** has operated in total seven vessels fully or partly in the quarter. Skandi Acergy has continued operating at the Tortue field in West Africa. Skandi Seven has been fully utilised on a long-term FSV contract in Angola. This contract has been extended by two years from the end of November 2024. Several vessels have been working on projects across the North Sea and West Africa. Maersk Installer has been utilised on a project in West Africa through the quarter.

The performance in **Asia-Pacific region** has been very strong in the quarter with full utilisation across the fleet. Skandi Singapore has provided IMR vessel services under a frame agreement and Skandi Hercules has been doing decommissioning services for various clients. Both vessels with full utilisation and very good client feedback on the projects conducted. Skandi Hawk and Skandi Darwin have continued operating on firm contracts in the Philippines and Australia respectively.

The activity in the **North America region** has been high in the period utilising the two 3rd party JAC chartered vessels on various projects in the Gulf of Mexico. The Chloe Candies worked the entire period on a large Seismic Ocean Botton Node project, while the Connor Bordelon conducted IMR, survey and intervention tasks for several operators. The region has further been serving the long-terms contracts with ExxonMobil in Guyana utilising the Havila Phoenix and the Skandi Constructor. Skandi Constructor transited to Las Palmas towards the end of the quarter for class docking. The Skandi Skansen is working as a replacement vessel until Skandi Constructor returns to Guyana. Skandi Vinland remains on the long-term contract with Cenovus in Canada.

The **Brazil region** has shown continued strong performance on the Survey and Inspection project, PIDF, with Petrobras. This project has utilised four vessels in the quarter; Stril Explorer, Skandi Carla, Geoholm and Skandi Achiever. Skandi Salvador continued working with a tier-1 contractor with strong performance.

Tendering activities in Brazil is very high with Petrobras' AHTS and RSV tenders.

The **DOFCON JV fleet** achieved a utilisation of 95% (82%) in the quarter and all vessels are committed on firm contracts with Petrobras. DOFCON is expected to have stable operations and improved earnings going forward due to the new 3-year contracts for the Skandi Vitoria and Skandi Niteroi commencing in 4th quarter 2025.

Norskan Offshore
Norskan owns nine AHTS vessels. All nine are built in Brazil and the majority are equipped with ROVs. Norskan is further the vessel manager for the Group's fleet operating in Brazil which currently represent 23 vessels. Norskan achieved an average utilisation for its own fleet of 91% (96%) in the quarter, and all vessels are working on firm contracts with Petrobras. Skandi Rio commenced its new contract for Petrobras during the quarter.

DOF Rederi & Iceman
The DOF Rederi fleet currently includes six PSVs, two AHTS, and four CSVs, and has achieved a utilisation of 83% (86%) in the quarter. The entire DOF Rederi fleet is currently on firm contracts. Skandi Feistein was awarded an 18-month contract with a further 18-month option period with an international oil company in Australia. The vessel was in dock undertaking its class renewal docking in the quarter and commenced on the new contract directly after the docking. Skandi Vega had a breakdown during the quarter which affected the utilisation.

DOF Denmark
The DOF Denmark fleet consists of 22 vessels and one newbuild to be delivered in 2027.

The building process of the newbuild is going forward as planned, and the yard started steel cutting in the beginning of January 2025. The vessel will upon completion commence on a contract for Cenovus Energy in Canada with a 15-year firm period.

The utilisation of the DOF Denmark fleet was 65% for the two months after closing of the transaction with full technical uptime.

One large subsea construction vessel and six AHTS vessels have been in the North Sea Spot market during the quarter and one subsea construction vessel commenced a long-term contract in Romania. Four vessels have undertaken long transits during the quarter being repositioned to new regions after ending work in Pacific Ocean and commencing new contracts in Brazil.

The Skandi Implementer, working in Mexico, was terminated by the owner after a payment default by the client. The vessel will be fitted with DOF ROVs and pursue opportunities in the global subsea market.

Skandi Involver has been fitted with DOF ROVs and has in January 2025 commenced a long-term contract in Brazil.

Financial summary

Financial reporting Q4 - Highlights

The Group has a global operation with the main exposure to USD, and a reporting currency in USD. Most of the Norwegian companies in the Group have adjusted the functional currency to USD accordingly but for some of the Brazilian companies the functional currency is still in BRL which impact the financial result via unrealised currency gain or loss due to movements between BRL and USD.

The figures below represent the Group's consolidated accounts based on Financial Reporting including DOF Denmark from the 1st of November.

Q4 2024 (MUSD)	Q4 2024	Q4 2023
Operating revenue	410	296
Operating expenses	-289	-210
Share of net profit from joint ventures	13	3
Net gain on sale of tangible assets	1	6
EBITDA	136	96
Depreciation	-49	-36
Impairment/reversal of impairment	90	128
EBIT	177	188
Net interest income and costs	-23	-20
Net currency and derivatives	-74	37
Profit before taxes	79	205
Taxes	17	45
Profit	96	250

The 4th quarter of 2024 is stronger than the corresponding quarter in 2023 in terms of revenues and EBITDA. This is primarily due to very strong performance in DOF Subsea. The net result from the DOFCON JV is higher versus last year mainly due to Skandi Buzios being back on hire. The depreciations are slightly higher than last year mainly due to higher booked values of tangible assets after reversal of impairments and inclusion of the DOF Denmark fleet.

The increase in the net interest costs to USD -23 million (USD -20 million) due to the increased debt from the DOF Denmark transaction, partly offset by lower underlying interest rates. The net currency loss of USD -74 million (USD 37 million) mainly represent unrealised currency loss on the USD loan facilities in Norskan where BRL are the functional currency. The unrealised currency gain/loss has no cash impact. The secured loan facilities in Norskan are drawn in USD while the loan facility in DOF Rederi, Skandi Hera and the DOF Subsea convertible bond loan are drawn in NOK.

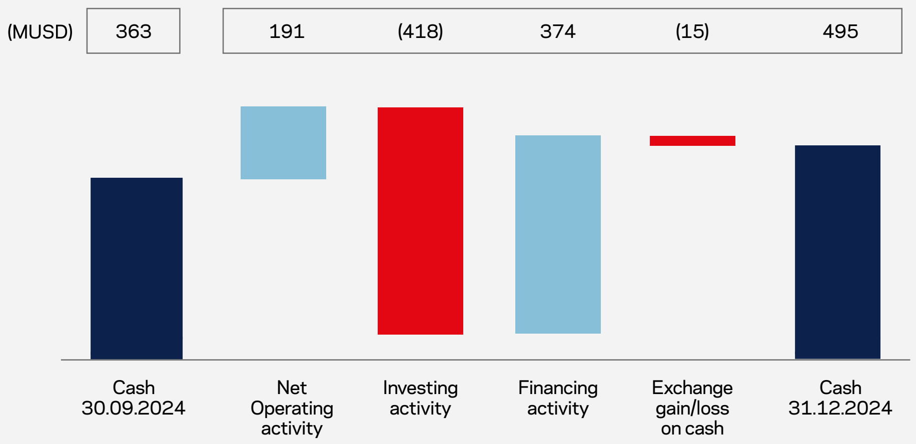
The tax costs mainly comprise of withholding tax on activity in certain regions' corporate tax and recognition of tax loss carried forward on the balance sheet.

Cash flow from operating activities

Q4 2024 (MUSD)	Q4 2024	Q4 2023
Operating result	177	188
Depreciation and amortisation	-41	-92
Gain (loss) on disposal of tangible assets	-1	-6
Share of net income from associates and joint ventures	-13	-3
Dividend received from joint ventures	50	3
Amortisation of contract costs	6	4
Changes in working capital	36	-18
Cash from operating activities	213	75
Net interest and finance cost, and taxes paid	-22	-31
Net cash from operating activities	191	44

The cash flow from operations is strong in the quarter. High operational activity, reduced working capital and USD 50 million in dividend from the DOFCON JV are the primary contributors.

Cash flow Q4 2024



The cash flow from investing activities is mainly related to the DOF Denmark closing and maintenance capex of the fleet. Financing activities include USD 500 million drawdown of new debt, offset by USD 108 million as repayment of the Group's secured debt and lease payments of USD 9 million. The lease payments are mainly payments to external vessel owners and include contractual commitment on two long-term lease contracts. The vessel Skandi Installer is no longer a lease liability as the vessel is now owned within the Group.

Balance sheet

(MUSD)	31.12.2024	31.12.2023
Non-current assets	2 803	2 032
Current assets	486	369
Cash and cash equivalents	495	280
Total assets	**3 783**	**2 681**
Equity	1 772	1 034
Non-current liabilities	1 521	1 320
Current liabilities	490	327
Total equity and liabilities	**3 783**	**2 681**
Net interest bearing debt (NIBD)	1 051	1 022
Net interest bearing debt (NIBD) excl. effect IFRS 16	1 016	981

The Group's balance sheet by end of December 2024 has an equity ratio of 47% (39%) and an increase in the Net interest-bearing debt of USD 30 million.

The non-current assets include vessels and subsea equipment, contract costs, the JV investment and other long-term assets. Of the total non-current assets, USD 2,549 million (USD 1,811 million) represent vessels and the shares in DOFCON JV. The largest portion of the increase is due to inclusion of the DOF Denmark fleet. USD 27 million (USD 36 million) represents contract costs which are amortised during the various contract periods. USD 95 million (USD 85 million) represents a shareholder loan to DOFCON JV included in other long-term assets.

The non-current liabilities include secured liabilities of USD 1,410 million (USD 1,201 million), bond loan of USD 53 million (USD 72 million) and lease liabilities and other debt of USD 58 million (USD 46 million), included in interest bearing debt. Lease liabilities are mainly related to vessels hired in from external owners. Of the current liabilities, USD 143 million (USD 72 million) represent 12 months amortisation of the secured debt and USD 23 million (USD 22 million) represent lease debt. Other short-term debt has increased due to higher activity.

Financial reporting 2024 - Highlights

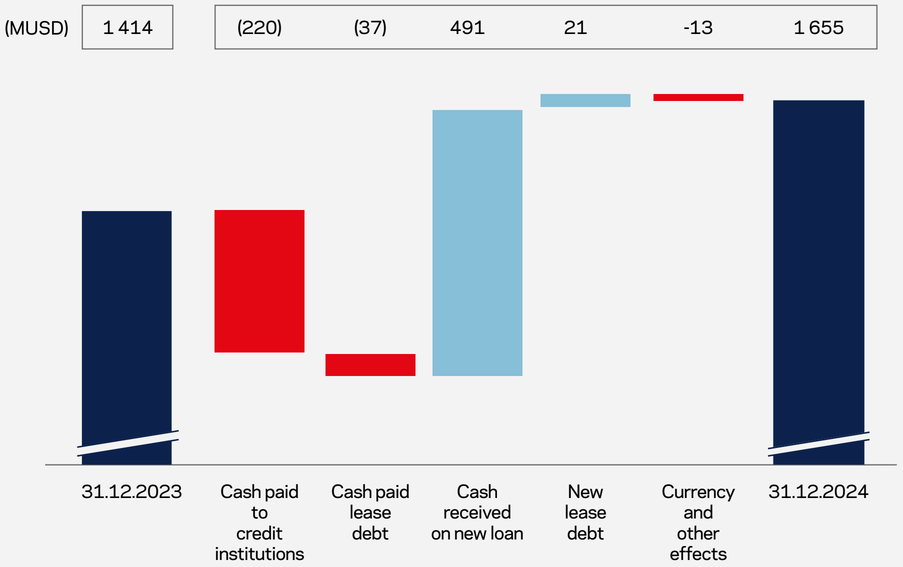
(MUSD)	2024	2023
Operating revenue	1 385	1 129
Net gain on sale of tangible assets	2	7
EBITDA	**475**	**384**
Depreciation and impairment	-160	-120
Impairment/reversal of impairment	98	157
EBIT	**413**	**420**
Net interest income and costs	-84	-85
Net currency and derivatives	-145	16
Profit before taxes	**184**	**351**
Taxes	-6	15
Profit	**178**	**367**

The positive development in revenues and EBITDA has continued through 2024 with revenues going from USD 1,129 million in 2023 to USD 1,385 million in 2024 and EBITDA from USD 384 million to USD 475 million.

Financing and Capital Structure

The Group's total interest-bearing debt at the end of the quarter is USD 1,655 million of which USD 1,553 million represent secured debt to credit institutions, USD 53 million as bond debt in DOF Subsea and USD 49 million as lease debt (related to right-of-use assets and sub leases). Approximately 90% of the Group's debt is drawn in USD and the remaining debt is drawn in NOK.

Total interest bearing debt 31.12.2023 - 31.12.2024



In the 4th quarter a new loan facility of USD 500 million has been drawn to partly fund the acquisition of DOF Denmark. The new loan facility in DOF Denmark is for a period of 3 years, is done at market terms and is non-recourse to DOF Group ASA. The rest of the cash consideration for the acquisition was funded by the surplus liquidity from the equity issues in the Company.

The debt in DOF Subsea Brasil Ltda towards BNDES on the vessels Skandi Salvador was fully repaid in the quarter. This vessel has no other debt.

The DOFCON JV paid USD 50 million in dividend to each of its two owners resulting in a cash sweep paid to the creditors in the DOF Subsea silo, distributed as per the respective loan facility agreements.

The Group is currently financed in siloes with material limitations. Among other on free float of liquidity and shareholder distribution.

The Group is working on a more comprehensive refinancing of the portion of the debt that matures in January 2026 with the target to achieve a leaner financial structure and to position the Company to pay dividends. This is expected to close during Q1 2025.

Shareholders

The Company's share capital by end December was NOK 615,696,637.50 divided into 246,278,655 shares. The share capital has increased by 61,569,664 shares as part of the consideration to the seller in the DOF Denmark transaction.

By end December the share price was NOK 84.50 per share and at the date of this report the share price is NOK 91.40 per share. See further details on the 20 largest shareholders in Note 16 to the accounts.

Subsequent events

The Group has terminated one contract and been awarded new contracts after balance date. See further details in note 15.

Outlook

After completion of the DOF Denmark transaction, the DOF Group now comprises a workforce of more than 5,400 employees with 77 modern offshore & subsea vessels (65 owned), one newbuild on order, and engineering capacity that strengthens the Group's integrated service offering and position towards a strong oil & gas market and a growing offshore wind market.

DOF and DOF Denmark current operations are both strategically and geographically complementary, and future growth ambitions are strongly aligned. Hence the combined group will become a leading offshore service provider with comprehensive scale and a wide range of services across all continents. For DOF this is an immediate fleet expansion without need for substantial newbuild lead time, and with significantly lower investment requirement per vessel.

The markets remain strong and the Group is well positioned towards an expected increased demand for the Group's assets and services both in the oil and gas market and the renewable markets.

DOF Group ASA,
23rd of February 2025

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Accounts
Q4 2024

Consolidated Statement of Profit or Loss

AMOUNTS IN USD MILLION	Note	Q4 2024	Q4 2023	2024	2023
Operating revenue	5	410	296	1 385	1 129
Operating expenses	9	-289	-210	-956	-791
Share of net profit from joint ventures and associates	10	13	3	43	39
Net gain (loss) on sale of tangible assets		1	6	2	7
Operating profit before depreciation and impairment - EBITDA		136	96	475	384
Depreciation	8	-49	-36	-160	-120
Impairment (-)/reversal of impairment	8	90	128	98	157
Operating profit - EBIT		177	188	413	420
Financial income		8	8	29	27
Financial costs		-31	-28	-113	-112
Net realised currency gain (loss)		-7	2	-18	-101
Net unrealised currency gain (loss)		-67	35	-127	118
Net financial costs		-97	17	-229	-69
Profit (loss) before taxes		79	205	184	351
Taxes income (cost)		17	45	-6	15
Profit (loss) for the period		96	250	178	367
Profit attributable to					
Non-controlling interest		-	4	-	4
Controlling interest		96	246	178	363
Diluted earnings per share (USD)	7	0.43	1.39	0.91	2.16

Consolidated Statement of Comprehensive Income

	Note	Q4 2024	Q4 2023	2024	2023
Profit (loss) for the period		96	250	178	367
Items that will be subsequently reclassified to profit or loss					
Currency translation differences		-11	20	-2	21
Cash flow hedge		1	-	2	2
Share of other comprehensive income of joint ventures	10	1	1	2	3
Other comprehensive income/loss net of tax		-10	20	3	25
Total comprehensive income/loss		86	270	181	392
Total comprehensive income/loss net attributable to					
Non-controlling interest		-	6	-	4
Controlling interest		86	265	181	388

Consolidated Balance Sheet

AMOUNTS IN USD MILLION	Note	31.12.2024	31.12.2023
ASSETS			
Tangible assets	8	2 238	1 495
Contract costs	9	27	36
Goodwill		3	-
Deferred tax assets		113	68
Investment in joint ventures and associated companies	10	311	316
Other non-current assets		110	117
Total non-current assets		2 803	2 032
Trade receivables		389	290
Other current assets		96	79
Current assets		486	369
Restricted deposits		76	80
Unrestricted cash and cash equivalents		419	200
Cash and cash equivalents	11	495	280
Total current assets		980	649
Total Assets		3 783	2 681
EQUITY AND LIABILITIES			
Share capital		59	42
Other equity		1 713	983
Non-controlling interests		-	9
Total equity		1 772	1 034
Bond loan		53	72
Debt to credit institutions	12	1 410	1 201
Lease liabilities	12, 13	26	46
Other non-current liabilities		31	-
Non-current liabilities		1 521	1 320
Current portion of debt	12	145	75
Current portion lease liabilities	12, 13	23	22
Trade payables		219	156
Other current liabilities		103	73
Current liabilities		490	327
Total liabilities		2 011	1 646
Total equity and liabilities		3 783	2 681

Consolidated Statement of Cash Flows

AMOUNTS IN USD MILLION	Q4 2024	Q4 2023	2024	2023
Operating result	177	188	413	420
Depreciation and impairment	-41	-92	62	-37
Gain (loss) on disposal of tangible assets	-1	-6	-2	-7
Share of net income from associates and joint ventures	-13	-3	-43	-39
Dividend received from joint ventures	50	3	50	3
Amortisation of contract costs	6	4	23	12
Changes in trade receivable	35	-41	-13	-76
Changes in trade payable	4	4	23	14
Changes in other working capital	-3	19	-15	-32
Cash from operating activities	213	75	498	258
Interest received	9	4	20	13
Interest cost and finance costs paid	-27	-28	-99	-128
Taxes paid	-4	-7	-26	-28
Net cash from operating activities	191	44	393	115
Payments received for sale of tangible assets	2	25	39	39
Purchase of tangible assets	-34	-39	-97	-97
Purchase of contract costs	-5	-9	-19	-27
Payment of acquisition, net of cash	172	-	172	2
Payment received on sale of shares	-	-	-	1
Purchase of shares	-557	-	-567	-
Net cash from non-current receivables	4	6	11	8
Net cash from investing activities	-418	-17	-462	-74
Proceeds from borrowings	491	23	491	23
Repayment of debt to financial institutions	-107	-60	-220	-172
Repayment of lease liabilities	-9	-6	-37	-16
Restricted cash net of debt	-	-	-	91
Payout of non-controlling interest	-	-	-	-14
Share issue	-1	-	74	43
Dividend paid	-	-	-1	-4
Net cash from financing activities	374	-43	307	-49
Net changes in cash and cash equivalents	147	-17	239	-8
Cash included restricted cash at the start of the period	363	292	280	287
Exchange gain/loss on cash and cash equivalents	-15	4	-24	1
Cash included restricted cash at the end of the period	495	280	495	280

Restricted cash amounts to USD 76 million (USD 80 million) and is included in the cash.

Restricted cash, previously offset against debt to credit institutions has been reclassified to cash in March 2023. The cash effects of the reclassification is reflected in the financing activities.

For further information, please see note 11 “Cash and cash equivalents”.

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Consolidated Statement of Equity

AMOUNTS IN USD MILLION	Share capital	Other equity -contributed capital	Other equity - Cash flow hedge	Other equity	Total other equity	Non-controlling interest	Total equity
Balance at 01.01.2024	42	555	-7	434	983	9	1 034
Result (loss) for the period				178	178	-	178
Other comprehensive income/loss			2	-	3	-	3
Total comprehensive income for the period	-	-	2	178	181	-	181
Share issue	2	565			565		567
Dividend					-	-1	-1
Changes in non-controlling interest				-	-	-8	-8
Other changes				-1	-1		-1
Total transactions with the owners	2	565	-	-1	564	-9	557
							-
Balance at 31.12.2024	44	1 120	-4	613	1 729	-	1 772
Balance at 01.01.2023	-		-8	37	29	8	37
Adjustment impairment 01.01.2023				27	27		27
Restated opening balance at 01.01.2023	-	-	-8	64	56	8	64
Result (loss) for the period				363	363	4	367
Other comprehensive income/loss			2	23	25	1	25
Total comprehensive income for the period	-	-	2	386	388	4	392
Debt conversion	38	517			517		554
Payout of non-controlling interest *)				-14	-14		-14
Share issues	4	38			38		43
Dividend paid					-	-3	-3
Other adjustment				-1	-1	-	-1
Total transactions with the owners	42	555	-	-16	539	-3	578
Balance at 31.12.2023	42	555	-7	434	983	9	1 034

*) Related to exercised option share Iceman.

Key Figures

AMOUNTS IN USD MILLION		Q4 2024	Q4 2023	2024	2023
EBITDA margin ex net gain on sale of vessel	1)	33%	30%	34%	33%
EBITDA margin	2)	33%	32%	34%	34%
EBIT margin	3)	43%	63%	30%	37%
Profit per share (USD)	4)	0.43	1.39	0.91	2.16
Return on net capital	5)			10%	35%
Equity ratio	6)			47%	39%
Net interest bearing debt				1 051	1 022
Net interest bearing debt excl. effect of IFRS 16				1 016	981
Average number of shares in the period		224 863 120	176 649 218	194 802 379	168 021 488
Outstanding number of shares period end		246 278 655	176 649 218	246 278 655	176 649 218

1) Operating profit before depreciation excluded net gain on sale of vessel in percent of operating income.
2) Operating profit before depreciation in percent of operating income.
3) Operating profit in percent of operating income.
4) Result /potential average no. of shares.
5) Result incl non-controlling interest/total equity
6) Total equity/total balance

Notes to the Accounts
Q4 2024

Note 1 General

DOF Group ASA (the "Company") and its subsidiaries (together, the "Group") own and operate a fleet of PSV, AHTS, subsea vessels and service companies offering services to the subsea market worldwide.

The Company is domiciled in Norway. The head office is located at Storebø in the municipality of Austevoll, Norway.

These condensed interim financial statements have not been audited.

Basis of preparation

This Financial Report has been prepared in accordance with IAS 34, 'Interim financial reporting'. The Financial Report does not include all the information and disclosure required in the annual financial statements, and should be read in conjunction with the Group's Annual Report for 2023. The accounting principles is the same as applied in the Annual report for 2023.

Presentation currency changed from NOK to USD from year 2024

The Group has a global operation with the main currency in USD and from 2024 the presentation currency is changed from NOK to USD.

In addition, some of the Norwegian companies in the Group has changed their functional currency to USD as from 2024.

Comparable accounts for the year 2023 are restated to USD.

Estimates and judgements

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31st of December 2023, with the exception of changes in estimates that are required in determining the provision for income taxes.

Note 2 Restated accounts 2022 and 2023

Reference is made to the stock exchange notice published by the Financial Supervisory Authority of Norway (Finanstilsynet) on the 22nd of January 2025, regarding their review of certain matters related to DOF's financial reporting for 2022 and 2023.

Finanstilsynet's assessment is that the principles applied to measure the recoverable amount of the company's vessels were not in accordance with the requirements of IAS 36 'Impairment of Assets' in the annual financial statements for 2022. DOF takes Finanstilsynet's assessment under advisement. Due to the significant uncertainty and complexity in calculation of decarbonisation cost in the impairment model, the Group had established a scenario model to reflect the uncertainty in the cash flows. The calculation of the present value was not free from systematic bias and did not reflect the expected present value of the future cash flows in line with IAS 36.

The adjusted value in use calculations for 31.12.2022 have used a scenario model that weights two different cost scenarios for decarbonisation with a 50% probability where a weighted average is used as the value in the value in use calculation. Effect of this change is an increase of book value of vessels in 2022 of NOK 266 million equivalent to USD 27 million.

The impact has effect on comparable figures for the Financial Statement for 2023. DOF has restated the opening balance as of 1st of January 2023, and updated depreciation and impairment for 2023.

The net change to the opening balance as of 1st of January 2023 is an increase in book value of vessels and equity by USD 27 million. Effect to comparable figures for 2023 is a net negative effect in depreciation, impairment and reversal of impairment of USD -25 million and OCI of USD -2 million.

The changes made have no impact on reported figures for 2024.

	Result effect		Result effect	
EFFECT RESTATING OF THE ACCOUNTS YEAR 2022 AND 2023	2022	2022	Q4 2023	2023
ALL AMOUNT IN MILLION	*NOK*	*USD*	*USD*	*USD*
Depreciation		-	-	-1
Impairment	-250	-25	-3	-3
Reversal of impairment	516	52	-9	-21
Profit (loss) for the period	266	27	-12	-25
Other comprehensive income				-2
Total comprehensive income	266	27	-12	-27

	Reported		Restated	
CONSOLIDATED STATEMENT OF PROFIT OR LOSS (MUSD)	Q4 2023	2023	Q4 2023	2023
Operating revenue	296	1 129	296	1 129
Operating profit before depreciation and impairment - EBITDA	96	384	96	384
Depreciation	-36	-119	-36	-120
Impairment (-)/Reversal of impairment	140	181	128	157
Operating profit - EBIT	200	446	188	420
Net financial costs	17	-69	17	-69
Profit (loss) before taxes	217	377	205	351
Taxes income (cost)	45	15	45	15
Profit (loss) for the period	263	392	250	367
Other comprehensive income net of tax	22	27	20	25
Total comprehensive income net of tax	284	419	270	392

	Reported		Restated	
CONSOLIDATED STATEMENT OF BALANCE SHEET (MUSD)	31.12.2022	31.12.2023	31.12.2022	31.12.2023
Tangible assets	1 302	1 495	1 329	1 495
Other non-current assets	401	537	401	537
Total non-current assets	1 703	2 032	1 730	2 032
Current assets	560	649	560	649
Total assets	2 263	2 681	2 290	2 681
Equity	37	1 034	64	1 034
Non-current liabilities	28	1 320	28	1 320
Current liabilities	2 197	327	2 197	327
Total equity and liabilities	2 263	2 681	2 290	2 681

Note 3 Acquisition of DOF Denmark A/S

On the 2nd of July 2024 DOF Group ASA entered into an agreement to acquire 100% of the shares in Maersk Supply Service A/S (MSS), renamed to DOF Denmark A/S, to further enhance its position as a major integrated offshore service provider. DOF Denmark A/S is a leading provider of marine services for offshore energy sectors. The entire fleet comprises 13 anchor handling vessels, 8 subsea support vessels, one cable layer vessel along with one new build contract. DOF Denmark A/S specialises in towing, mooring, and installing floating units and employs around 1,400 offshore and 260 onshore staff.

The combined company is a leading offshore service provider with comprehensive scale and a wide range of services across all continents in the offshore energy industries. The current operations are both strategically and geographically complementary, and future growth ambitions are strongly aligned.

The transaction was closed on the 1st of November 2024 and was done through DOF Group ASA subsidiary, DOF Offshore Holding Denmark ApS. The consideration transferred was a combination of USD 577 million in cash and 61,569,664 new shares in DOF Group ASA at a value of USD 493 million, in total price of USD 1,050 million.

The transaction is accounted for as a business combination under IFRS 3 `Business Combinations` that requires the acquiree's identifiable assets and liabilities to be recognised at their fair values as of the acquisition date 1st of November 2024. The purchase price allocation ("PPA") has been recog-nosied, separate from goodwill, the identifiable assets and the liabilities assumed. All vessels acquired has been allocated to the new segment.

ACQUISITION OF DOF DENMARK A/S (MUSD)	
Cash payments	556
Shares in DOF Group ASA	493
Total price	1 050

On closing of the transaction 61,569,664 new shares were issued as part of the consideration paid for DOF Denmark A/S. The fair value of the shares USD 493 million was based on the published share price on 1st of November 2024 of NOK 87.91 per share. Issue costs of USD 1 million has been directly attributable to the issue of the shares have been netted against the shares issue.

In addition a new loan of USD 500 million was drawn to partly pay the cash consideration of the seller.

Note 3 Acquisition of DOF Denmark A/S (continued)

The assets and liabilities recognised as a result of the acquisition are as follows:

(MUSD)	Fair value
Vessels	842
Right of use assets	1
Deferred tax assets	12
Other non-current assets	1
Trade receivable	86
Inventory	6
Other current receivable	10
Cash and cash equivalents	172
Total assets	1 131
Deferred tax liabilities	3
Lease liabilities	1
Provisions	10
Trade payable	40
Other current liabilities	30
Total liabilities	84
Net identifiable assets acquired	1 047
Goodwill (tax goodwill)	3
Net assets acquired	1 050

USD 836 million of the purchase price has been allocated to vessels. Net present value of existing contracts with clients, USD 16 million, has been included in the value of the vessels and is presented as tangible assets in the balance sheet. The contract values will be amortised over the contract period and be presented as part of depreciation in the statement of profit or loss. A significant part of the acquired contracts with clients will end during 2025 and 2026. Deferred tax liability of USD 3 million has been calculated on excess values on vessels outside tonnage tax regimes. Goodwill is related to the deferred tax effects.

Current assets and liabilities are all related to the ordinary operation of DOF Denmark.

The acquisition has contributed a profit (loss) to the Group from 1st of November to 31st of December as follows:

PROFIT (LOSS) (MUSD)	Nov-Dec 2024
Operating revenue	46
Operating profit before depreciation and impairment - EBITDA	7
Operating profit - EBIT	-6
Net financial costs	-7
Taxes income (cost)	1
Profit (loss) for the period	-13

If the acquisition had occurred on 1st of January 2024, DOF Groups consolidated pro-forma profit at year-end 2024 would have been as follows; Revenue USD 1,698 million, Ebitda USD 608 million and Profit (loss) before taxes USD 266 million.

The PPA, the proforma profit (loss) for 2024 and post-acquisition transactions are accounted for in accordance with DOF's accounting principles and policies. In cases where there have been different accounting principles and policies, restatement to DOF's accounting principles has been made.

Acquisition consideration - cash outflow

(MUSD)	Fair value
Outflow of cash to acquires subsidiary, net of cash acquired;	
Cash consideration	556
Balance acquired - cash and cash equivalents	-172
Net outflow of cash - investing activities	384

Acquisition related costs

Acquisition related costs of USD 5 million that was not directly attributable to the issues of shares are included in administrative expenses in the statement of profit or loss and in the operation cash flow in the statement for cash flows.

Note 4 Management reporting

The reporting below is presented according to internal management reporting, based on the proportional consolidation method of accounting of jointly controlled companies. The bridge between the management reporting and the figures reported in the financial statement is presented below.

Statement of Profit or Loss (MUSD)	Q4 2024 Management reporting	Q4 2024 Reconciliation to equity method	Q4 2024 Financial reporting	Q4 2023 Management reporting	Q4 2023 Reconciliation to equity method	Q4 2023 Financial reporting
Operating revenue	445	-36	410	319	-22	296
Operating expenses	-295	6	-289	-210	-	-210
Net profit from joint ventures and associates	-	13	13	-	3	3
Net gain on sale of tangible assets	1	-	1	6	-	6
Operating profit before depreciation and impairment - EBITDA	152	-16	136	115	-19	96
Depreciation	-60	12	-49	-47	11	-36
Impairment (-)/reversal of impairment	98	-8	90	128	-	128
Operating profit - EBIT	190	-13	177	196	-8	188
Financial income	7	1	8	5	2	8
Financial costs	-35	4	-31	-29	2	-28
Net realised gain/loss on currencies	-16	9	-7	2	-	2
Net unrealised gain/loss on currencies	-67	-	-67	37	-2	35
Net financial costs	-111	14	-97	15	3	17
Profit (loss) before taxes	78	1	79	210	-5	205
Taxes	18	-1	17	40	5	45
Profit (loss)	96	-	96	250	-	250

Statement of Profit or Loss (MUSD)	Total year 2024 Management reporting	Total year 2024 Reconciliation to equity method	Total year 2024 Financial reporting	Total year 2023 Management reporting	Total year 2023 Reconciliation to equity method	Total year 2023 Financial reporting
Operating revenue	1 513	-128	1 385	1 265	-136	1 129
Operating expenses	-987	31	-956	-809	18	-791
Net profit from joint ventures and associates	-	43	43	-	39	39
Net gain on sale of tangible assets	2	-	2	7	-	7
Operating profit before depreciation and impairment - EBITDA	529	-53	475	463	-79	384
Depreciation	-205	44	-160	-156	36	-120
Impairment	134	-36	98	157	-	157
Operating profit - EBIT	458	-45	413	464	-43	420
Financial income	24	5	29	25	2	27
Financial costs	-127	14	-113	-126	14	-112
Net realised gain/loss on currencies	-27	9	-18	-101	-	-101
Net unrealised gain/loss on currencies	-133	6	-127	118	-	118
Net changes in fair value of financial instruments	-	-	-	-	-	-
Net financial costs	-263	34	-229	-85	15	-69
Profit (loss) before taxes	195	-11	184	379	-28	351
Taxes	-17	11	-6	-12	28	15
Profit (loss)	178	-	178	367	-	367

Balance sheet (MUSD)	Balance 31.12.2024 Management reporting	Balance 31.12.2024 Reconciliation to equity method	Balance 31.12.2024 Financial reporting	Balance 31.12.2023 Management reporting	Balance 31.12.2023 Reconciliation to equity method	Balance 31.12.2023 Financial reporting
ASSETS						
Tangible assets	2 883	-645	2 238	2 137	-642	1 495
Contract costs	30	-2	27	43	-7	36
Goodwill	3	-	3	-	-	-
Deferred taxes	113	-	113	74	-6	68
Investment in joint ventures and associated companies	-	311	311	-	316	316
Other non-current assets	16	94	110	29	88	117
Total non-current assets	3 045	-242	2 803	2 283	-251	2 032
Receivables and other currents assets	511	-26	486	401	-32	369
Cash and cash equivalents	541	-46	495	353	-73	280
Total current assets	1 052	-72	980	754	-105	649
Total assets	4 097	-314	3 783	3 037	-356	2 681
EQUITY AND LIABILITIES						
Equity	1 772	-	1 772	1 034	-	1 034
Non-current liabilities	1 759	-237	1 521	1 603	-283	1 320
Current liabilities	566	-76	490	400	-73	327
Total liabilities	2 325	-314	2 011	2 003	-356	1 646
Total equity and liabilities	4 097	-314	3 783	3 037	-356	2 681
Net interest bearing liabilities	1 378	-327	1 051	1 365	-343	1 022

Note 5 Segment information - management reporting

A new segment reporting has been implemented from 01.01.2023 to better reflect the Group's operational strategy and to better present the performance from the subsidiaries of the Group. The new segments are the following:

- DOF Subsea Group (including the 50% share in the DOFCON JV) - subsea engineering and shipowning
- DOF Rederi (including a SPC owning one vessel, Skandi Iceman) - shipowning
- Norskan Offshore Ltda - shipowning and vessel management
- DOF Denmark - shipowning and vessel management, from 1st of November 2024
- Corporate and vessels management

The segment is based on the management reporting, see note 4.

Q4 2024	DOF Subsea	Norskan	DOF Rederi	DOF Denmark	Corporate/ management	Group
Operating revenue	322	68	28	46	37	445
Operating expenses	-200	-51	-16	-39	-39	-295
Share of net income of joint ventures						-
Gain/loss of on sale of tangible assets	1			-		1
Operating profit before depreciation and impairment - EBITDA	123	17	11	7	-2	152
Depreciation	-39	-6	-6	-13	-1	-61
Impairment (-) /reversal of impairment	54	24	20			98
Operating profit - EBIT	138	35	26	-6	-3	190

Total year 2024	DOF Subsea	Norskan	DOF Rederi	DOF Denmark	Corporate/ management	Group
Operating revenue	1 138	263	118	46	67	1 513
Operating expenses	-717	-202	-70	-39	-73	-987
Share of net income of joint ventures	-					-
Gain/loss of on sale of tangible assets	2		1	-	-	2
Operating profit before depreciation and impairment - EBITDA	422	61	49	7	-6	529
Depreciation	-151	-23	-20	-13	-2	-205
Impairment (-) /reversal of impairment	84	29	21			134
Operating profit - EBIT	356	67	50	-6	-8	458

Q4 2023	DOF Subsea	Norskan	DOF Rederi	DOF Denmark	Corporate/ management	Group
Operating revenue	240	71	26		12	319
Operating expenses	-166	-48	-15		-10	-210
Share of net income of joint ventures	-	-	-		1	-
Gain/loss of on sale of tangible assets	2	-	4		-	6
Operating profit before depreciation and impairment - EBITDA	76	23	15	-	2	115
Depreciation	-36	-6	-6		-	-47
Impairment (-) /reversal of impairment	89	5	34		-	128
Operating profit - EBIT	129	21	43	-	1	195

Total year 2023	DOF Subsea	Norskan	DOF Rederi	DOF Rederi	Corporate/ management	Group
Operating revenue	971	249	109		44	1 265
Operating expenses	-624	-185	-65		-43	-809
Share of net income of joint ventures	-	-	-		-	-
Gain/loss of on sale of tangible assets	3	-	4		-	7
Operating profit before depreciation and impairment - EBITDA	351	65	48	-	1	463
Depreciation	-109	-23	-23		-2	-156
Impairment (-) /reversal of impairment	109	5	44		-	157
Operating profit - EBIT	351	46	69	-	-1	464

Note 6 Operating Revenue

The Group's revenue from contracts with customers has been disaggregated and presented in the table below;

Operating Revenue	Q4 2024	Q4 2023	2024	2023
Lump sum contracts	31	33	71	41
Day rate contracts	379	264	1 314	1 087
Other revenue				7
Total	410	296	1 385	1 135

Note 7 Earnings per share

Earnings per share are calculated based on the number of shares after conversion of debt to equity approved in the General Meeting at the 22nd of March 2023. This number of shares has been used as demonitor, as the formal number of shares in the period, does not give relevant information. No adjustments has been made for interest expenses on debt that has subsequently been converted to equity.

Basis for calculation of earning per share	Q4 2024	Q4 2023	2024	2023
Profit (loss) for the year after non-controlling interest (USD million)	96	246	178	363
Earnings per share for parent company shareholders (USD)	0.43	1.39	0.91	2.16
Diluted average number of shares	224 863 120	176 649 218	194 802 379	168 021 488

Note 8 Tangible assets

2024	Vessels and periodic maintenance	ROV	Operating equipment	Newbuild	Asset "Right of use"	Total
Book value at 01.01.2024	1 386	47	22		40	1 495
Addition	76	25	-1	-	45	146
Addition from acquisition	836		-	7	1	844
Disposal	-36	-1	-1		-29	-67
Depreciation	-121	-12	-3		-24	-160
Impairment loss						-
Reversal of impairment	96		3			98
Currency translation differences	-110	-3	-2	-	-1	-116
Book value at 31.12.2024	2 127	56	18	7	31	2 238

2023	Vessels and periodic maintenance	ROV	Operating equipment	Newbuild	Asset "Right of use"	Total
Book value at 01.01.2023	1 234	50	24		22	1 329
Addition	120	14	6		25	165
Disposal	-34	-3	-3		-1	-40
Depreciation	-96	-11	-5		-8	-120
Impairment loss	-3					-3
Reversal of impairment	160					160
Currency translation differences	6	-2	-		1	5
Book value at 31.12.2023	1 386	48	22	-	39	1 495

Note 8 Tangible assets (continued)

Disposal

The following vessels are sold and delivered to new owners per 31.12.2024; Skandi Captain in Q1 2024 and Skandi Gamma in Q2 2024.

Total gain in sale of tangible assets amounts to USD 2 million and includes sale of ROV and other equipment.

Right-of-use asset

Net booked value of right-of-use assets at the 31.12.2024 consists of vessels with USD 13 million and property with USD 18 million.

Impairment/reversal of impairment

An indicator test has been carried out for the fleet. Observed changes in the market and in the marked rates for the vessels have been reflected in the budgets and in the long-term forecasts for the Group. The assumptions for WACC have been assessed and a new WACC has been set in the range of 10.4% - 11.5% (9.2% - 11.2%).

The Group completed the acquisition of Maersk Supply Service A/S (renamed to DOF Denmark A/S) on the 1st of November 2024. The indicator test for the acquired vessels concludes that there are no significant changes in the assumptions to the values calculated in the Purchase Price Allocation (PPA) that was prepared on the date of acquisition. For further information about the acquisition, see note 3.

Based on changes in assumptions, a new impairment/reversal of impairment assessment has been done. Total net reversal of impairment amounts to USD 90 million in Q4 2024 and USD 98 million in total 2024.

The Group uses "value in use" as recoverable amount in the impairment assessments. "Value in use" was used as recoverable amount in the annual report for 2023 and the same model was used for calculation at end of Q4 2024. The value-in-use calculations are calculated based on the budget for the coming year and forecasts for four further years, approved by the board in December. After year 5, earnings are based on the Group's expectations for long-term contract rates, utilisation, operating costs and capex.

See note 2 about changes in the impairment model with effect for the comparable figures for 2023 as a result of Finanstilsynets review of the Groups impairment model.

Note 9 Contract Cost

MUSD	31.12.2024	31.12.2023
Net booked value 01.01.	36	19
Additions	18	27
Amortisation	-22	-12
Currency translation differences	-5	2
Net booked value closing balance	27	36

Note 10 Investment in Joint Ventures and Associated companies

The Company's investment in joint venture and associates as of 31.12.2024;

Joint ventures	Ownership
DOFCON Brasil AS with subsidiaries	50%
KDS JV AS	50%

Associated companies	
Semar AS	42%

Effect of application of IFRS 11 on investments in joint ventures MUSD	31.12.2024	31.12.2023
Opening balance 01.01	316	362
Addition	-	-
Profit (loss)	43	39
Profit (loss) through OCI	2	3
Dividend	-50	-88
Closing balance	311	316

Reversal of impairment in DOFCON JV was recognised in Q4 2024 with USD 8 million and total year USD 36 million.

Note 11 Cash and Cash Equivalents

MUSD	31.12.2024	31.12.2023
Restricted cash	76	80
Unrestricted cash and cash equivalent	419	200
Total cash and cash equivalent	495	280

Restricted cash consist of cash only available for specific purposes. A portion of this cash serves as security for outstanding debt following enforcements of account pledges.

Cash pool arrangement

The Group has cash pooling arrangements whereby cash surpluses and overdrafts residing in the Group companies bank accounts are pooled together to create a net surplus. The liquidity is made available through the cash pooling for the Companies in the Group to meet their obligations. The bank accounts in the cash pool consists of accounts in various currencies that on a currency basis can be in surplus or overdraft. Only the master accounts, (nominated in NOK) in each of the cash pools hierarchies are classified as bank deposits and included in the table above. The total cash pool can never be in net overdraft. No overdraft facilities are connected to the cash pools.

Surplus cash transferred to the Group's cash pool will be available at all times to meet the Group's financial obligations at any time. Some subsidiaries are not part of the cash pool structure. While surplus cash in these companies is included in unrestricted cash, it is not necessarily available on demand, as access may be subject to legal, regulatory or operational constraints. These funds can come available to the rest of the Group through loans or dividends, subject to applicable approvals. Total cash in these subsidiaries are USD 71 million and are included in unrestricted cash and cash equivalents.

Note 12 Interest bearing liabilities

Financial covenants in loan agreements

After completion of the financial restructuring of the Group, new loan facilities have been established including changes in the financial covenants. The most important financial covenants in the new loan agreements are the following:

DOF Subsea Group (excluding DOF Subsea Brasil Ltda.)

- The DOF Subsea Group shall have available cash of at least NOK 600 million on each testing date.
- DOF Subsea Group shall have positive working capital (current assets less current liabilities excluded current portion of debt to credit institutions), on each testing date.
- DOF Subsea Group`s Interest Coverage Ratio (EBITDA / interest payable in period) shall be no less than the level set out that period. The Interest coverage ratios are the following: From March 24-Dec 24, 2.50x and from March 25-Dec 25, 3.25x.
- Fair value (based on 2 brokers valuations) for the vessels shall be at least 100% of the total outstanding loans related to the vessels. From March 2024 105% and from March 2025 110%.
- Testing date is set to be the last day in each quarter.

DOF Rederi AS

- DOF Rederi AS shall have available cash of at least NOK 175 million.
- DOF Rederi AS shall have positive working capital (current assets less current liabilities excluded current portion of debt to credit institutions), on each testing date.
- DOF Rederi AS Interest Coverage Ratio (EBITDA / interest payable in period) shall be no less than the level set out that period. The interest coverage ratios are the following: From March-24-Dec 24, 3.50x and from Mars 25-Dec 25, 5.0x.
- Fair value (based on 2 brokers valuations) for the vessels shall be at least 100% of the total outstanding loans related to the vessels. From March 2024 105% and from March 2025 110%.
- Testing date is set to be the last day in each quarter.

Norskan Offshore Ltda.

- Norskan Offshore shall have available cash of at least USD 7 million until Aug 24, from Sep 24 USD 16 million.
- Norskan Interest Coverage Ratio (EBITDA / interest payable in period) shall be no less than the level set out that period. The interest coverage ratios are the following: From June 23-Dec 24 1.25x, from March-25 to June 25, 1.5x and from June 25-Dec 25, 1.75x.
- Fair value (based on 2 brokers valuations) for the vessels shall be at least in range of 63% to 77% of the total outstanding loans related to the vessels.
- Testing date is set to be the last day in each quarter.

The main financial covenants for the loan facilities for the Skandi Hera, the Skandi Darwin and the Skandi Iceman are minimum cash, fair value of the vessels and minimum equity ratio of the borrower.

The DOF Subsea Group has further the following financial covenants as guarantor for two facilities in the joint venture with TechnipFMC:

- The DOF Subsea Group shall have value adjusted equity to value adjusted assets of at least 30%.
- The DOF Subsea Group shall have a minimum book equity of NOK 3,000 million.
- The DOF Subsea Group shall have positive working capital at all times, excl. current portion of debt to credit institutions.
- The DOF Subsea Group shall have free cash of minimum NOK 500 million.

DOF Denmark

- The consolidated balance of DOF Denmark A/S and its subsidiaries shall at all times be at least USD 40 million.
- The aggregate fair market value of the vessels shall at all times be at least 166% of the outstanding facility amount.
- Ebitda to debt service shall exceed 1.15x at the end of each relevant period.
- Leverage ratio (total debt/Ebitda, 12-months rolling): 31 Dec 2024 max 3.50x, Mar-Dec 2025 max 3.00x, thereafter max 2.5x.
- DOF Denmark A/S shall maintain positive working capital (current assets minus current liabilities, excluding the current posting of debt to credit institutions) on each testing date.
- Testing date is set to be the last day in each quarter.

At the 31st of December 2024 the interest bearing liabilities are as follows:

Non current interest bearing liabilities	31.12.2024	31.12.2023
Bond loan	53	72
Debt to credit institutions	1 410	1 201
Lease liabilities *)	26	46
Total non current interest bearing liabilities	1 490	1 320
Current interest bearing liabilities		
Bond loan		-
Debt to credit institutions	143	72
Lease liabilities *)	23	22
Total current interest bearing liabilities	166	94
Total interest bearing liabilities	1 655	1 414
Receivable sub-lease	14	27
Other interest bearing receivables	96	85
Cash and cash equivalents	495	280
Total net interest bearing liabilities	1 051	1 022
Net effect of IFRS 16 Lease	36	41
Total net interest bearing liabilities excluded IFRS 16 Lease	1 016	981

*) Lease liabilities are related to right-of-use assets and sub-leases.

Current interest bearing debt in the balance sheet included accrued interest expenses of USD 2 million. Accrued interest expenses are excluded in the figures above.

Reconciliation changes in borrowings

Changes in total liabilities over a period consists of both cash effects (proceeds and repayments) and non-cash effects (amortisations and currency translations effects). The following are the changes in the Group's borrowings:

			Non-cash changes				
	Balance 31.12.2023	Cash flows	New lease liabilities	Acquisition DOF Denmark	Amortiation and other effects	Currency effects	Balance 31.12.2024
Interest bearing liabilities							
Bond loan	72	-16				-3	53
Debt to credit institutions	1 274	287			2	-10	1 553
Lease liabilities	68	-37	48	-27		-3	49
Total interest bearing liabilities	1 414	234	48	-27	2	-16	1 655

Loan divided on currency

At the 31st of December 2024 the liabilities are divided on currencies:

	USD	Ratio %
USD	1 494	90%
NOK	144	9%
Other currencies	17	1%
Total	1 655	100%

Note 13 Lease Liabilities

The Group has in the quarter hired in four vessels where two vessels are on long-term contracts.

At end of December total financial lease liabilities amounts to USD 49 million which is related to lease of two vessels and offices.

MUSD			31.12.2024	31.12.2023
Financial lease vessels			26	38
Havila Phoenix	3-year contract	from Apr 2023		
Stril Explorer	3-year contract	from Oct 2023		
Financial lease offices and equipment			23	29
Total lease liabilities			49	68

Note 14 Transactions with Related Parties

Transactions with related parties are governed by market terms and conditions in accordance with the "arm's length principle". The transactions are described in the Annual report for 2023.

Note 15 Subsequent Events

Contracts

DOF was awarded two subsea contract awards for offshore execution in 2025 in the APAC region, including saturation diving services utilising DSV Skandi Singapore in Malaysian waters for a duration of 30 days, and construction support services utilising one of DOF's multipurpose vessels in Indonesia for a duration of seven weeks. The awards have an estimated combined value of over USD 30 million.

Following a client payment default, DOF terminated the contract for Skandi Implementer with the client in Mexico. Following the contract termination development, two new contract awards for Skandi Implementer were secured for subsea construction projects in the Gulf of Mexico with a total expected duration of two months. As part of the mobilisation, DOF will integrate two of its own ROVs on the vessel.

Note 16 Share capital and share information

Shareholders at 31.12.2024	Holding	Stake
DANSKE BANK A/S	61 649 390	25.03%
GEVERAN TRADING COMPANY LTD	24 184 937	9.82%
FOLKETRYGDFONDET	16 258 846	6.60%
STATE STREET BANK AND TRUST COMP	10 970 734	4.45%
THE BANK OF NEW YORK MELLON	10 795 207	4.38%
VERDIPAPIRFOND ODIN NORGE	8 225 275	3.34%
SIEM INDUSTRIES S.A.	8 049 714	3.27%
SONGA CAPITAL AS	7 706 304	3.13%
EUROCLEAR BANK S.A./N.V.	4 609 748	1.87%
MØGSTER OFFSHORE AS	3 997 173	1.62%
VERDIPAPIRFONDET DNB NORGE	3 892 200	1.58%
JPMORGAN CHASE BANK, N.A., LONDON	3 632 312	1.47%
MP PENSJON PK	2 900 795	1.18%
MAGNUS LEONARD ROTH	2 821 560	1.15%
J.P. MORGAN SE	2 041 870	0.83%
VERDIPAPIRFONDET KLP AKSJENORGE IN	2 003 000	0.81%
SURFSIDE HOLDING AS	1 900 000	0.77%
VERDIPAPIRFONDET HEIMDAL HØYRENTE	1 900 000	0.77%
CITIBANK EUROPE PLC	1 713 101	0.70%
FRØY KAPITAL AS	1 692 130	0.69%
Total	180 944 296	73.47%
Other shareholders	65 334 359	26.53%
Total no. of shares	246 278 655	100%

Performance measurements definitions

The Group's financial information is prepared in accordance with international financial reporting standards (IFRS). In addition the Group discloses alternative performance measures as a supplement to the financial statement prepared in accordance with IFRS. Such performance measures are used to provide an enhanced insight into the operating performance, financing and future prospects of the company and are frequently used by securities analysts, investors and other interested parties.

The definitions of these measures are as follows:

Financial reporting – Financial Reporting according to IFRS.

Management reporting – Investments in joint ventures (JV) is consolidated on gross basis in the income statement and the statement of financial position. See the Groups note 2 for presentation of the bridge between the management reporting and the financial reporting.

EBITDA – Is defined as profit (loss) before depreciation, impairment, amortisation of financial items, net financial costs and tax income (cost). EBITDA is measure which is useful for assessing the profitability of its operations, as it is based on variable costs and excludes depreciation, impairment and amortise costs of financial items. EBITDA is also important in evaluating performance relative to competitors.

EBIT – Operating profit (earnings) before net financial costs and taxes.

Interest bearing debt – Total of current and non-current borrowings.

Net interest bearing debt – Is defined as Interest bearing debt less current and non-current interest-bearing receivables and cash and cash equivalents. The use of the term "net debt" does not necessarily mean cash included in the calculation are available to settle debts if included in the term. See the Groups Accounts note 10 for presentation of net interest bearing debt.

Net interest-bearing debt is a non-IFRS measure for the financial leverage of the Group, a financial APM the Group intends to apply in relation to its capacity for dividend distribution and/or for doing investments, when and if the Group will be able to carry out its dividend distribution and/or investments policy.

Debt ratio – Net interest bearing debt divided on total equity and debt.

In addition the Group has the following performance indicators:

Utilisation – Utilisation of vessel numbers is based on actual available days including days at yard for periodical maintenance, upgrading, transit or idle time between contracts.

Contract Backlog – Sum of undiscounted revenue related to secured contracts in the future and optional contract extensions as determined by the client. Contract coverage related to master service agreements (MSA's) within the CSV segment, includes only confirmed purchase order.

Supplemental information
Reporting last five quarters

The supplemental information below is presented according to management reporting, based on the proportionate consolidation method. Proportionate consolidation method implies full consolidation for subsidiaries, and consolidation of 50% of the comprehensive income and financial position for the joint ventures.

On the 1st of November 2024 the acquisition of DOF Denmark was closed. The accounts for Q4 2024 include the contributions from entities encompassed by the acquisition from 1st of November 2024 and the year-end balance sheet fully reflects all assets and liabilities of the DOF Denmark financial silo.

Consolidated Statement of Profit or Loss

AMOUNTS IN USD MILLION	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023
Operating revenue	445	376	361	330	319
Operating expenses	-295	-235	-240	-217	-210
Share of net profit of joint ventures and associates	-	-	-	-	-
Net gain (loss) on sale of tangible assets	1	-	1	1	6
Operating profit before depreciation and impairment - EBITDA	152	141	122	114	115
Depreciation	-60	-53	-47	-44	-47
Impairment (-) / Reversal of impairment	98	-	36	-	128
Operating profit - EBIT	190	88	111	70	196
Financial income	7	7	5	5	5
Financial costs	-35	-29	-32	-31	-29
Net realised gain (loss) on currencies	-16	-4	-2	-5	2
Net unrealised gain (loss) on currencies	-67	17	-62	-21	37
Net financial costs	-111	-9	-91	-52	15
Profit (loss) before taxes	78	79	20	18	211
Taxes	18	-9	-13	-13	40
Profit (loss) for the period	96	69	6	6	250
Profit attributable to					
Non-controlling interest	-	-	-	-	4
Controlling interest	96	69	6	6	246

Consolidated Balance Sheet

AMOUNTS IN USD MILLION	31.12.2024	30.09.2024	30.06.2024	31.03.2024	31.12.2023
ASSETS					
Tangible assets	2 883	2 057	2 076	2 124	2 137
Contract costs	30	35	41	42	43
Goodwill	3				
Deferred tax assets	113	64	63	68	74
Investment in joint ventures and associated companies	-	-	-	-	-
Other non-current assets	16	21	23	27	29
Total non-current assets	3 045	2 177	2 203	2 261	2 283
Receivables and other current assets	511	460	429	421	401
Cash and cash equivalents	541	450	355	350	353
Current assets	1 052	910	784	771	754
Total assets	4 097	3 087	2 987	3 032	3 037
EQUITY AND LIABILITIES					
Share capital	59	42	42	42	42
Other equity	1 713	1 152	1 002	978	983
Non-controlling interests	-	-	1	9	9
Total equity	1 772	1 195	1 045	1 029	1 034
Non-current liabilities	1 759	1 451	1 502	1 573	1 603
Current liabilities	566	441	440	430	400
Total liabilities	2 325	1 892	1 941	2 003	2 003
Total equity and liabilities	4 097	3 087	2 987	3 032	3 037
Net interest bearing liabilities excluded effect of IFRS 16	1 343	1 072	1 208	1 273	1 320

Consolidated Statement of Cash Flows

AMOUNTS IN USD MILLION	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023
Operating result	190	88	111	70	196
Depreciation and impairment	-38	53	11	44	-81
Gain (loss) on disposal of tangible assets	-1	-	-1	-1	-6
Share of net income from associates and joint ventures	-	-	-	-	-3
Dividend received	-	-	-	-	3
Amortisation of contract costs	7	9	5	7	5
Changes in trade receivables	36	-32	2	-22	-40
Changes in trade payable	9	-5	4	23	-
Changes in other working capital	-1	13	-13	-12	16
Cash from operating activities	201	124	119	110	90
Interest received	11	4	5	3	1
Interest cost and finance costs paid	-31	-24	-31	-26	-25
Taxes paid	-5	-6	-9	-9	-10
Net cash from operating activities	176	98	84	78	57
Payments received for sale of tangible assets	2	-	27	10	25
Purchase of tangible assets	-36	-24	-18	-30	-45
Purchase of contract costs	-5	-1	-7	-6	-9
Payment of acquisition, net of cash	172	-	-	-	-
Purchase of shares	-557	-1	-7	-2	-
Net cash from non-current receivables	4	2	2	2	6
Net cash from investing activities	-421	-24	-2	-26	-22
Proceeds from borrowings	491	-	-	-	23
Repayment of debt to financial institutions	-122	-44	-63	-41	-73
Repayment of lease liabilities	-9	-11	-10	-7	-6
Share issue	-1	75	-	-	-
Dividend paid	-	-1	-	-	-
Net cash from financing activities	359	19	-74	-48	-56
Net changes in cash and cash equivalents	115	93	8	4	-22
Cash and cash equivalents at start of the period	450	355	350	353	371
Exchange gain/loss on cash and cash equivalents	-24	2	-4	-7	4
Cash and cash equivalents at the end of the period	541	450	355	350	353

Key Figures

AMOUNTS IN USD MILLION	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023
EBITDA margin excluded net gain on sale of tangible assets	34%	37%	34%	34%	34%
EBITDA margin	34%	37%	34%	35%	36%
EBIT margin	43%	23%	31%	21%	61%
Profit per share	0.43	0.38	0.04	0.03	1.39
Book value equity per share (USD)	7.88	6.49	5.91	5.77	5.80
Net interest bearing debt excluded effect of IFRS 16 (USD million)	1 343	1 072	1 208	1 273	1 320
Potential average number of shares	224 863 120	184 008 141	176 649 218	176 649 218	176 649 218

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