



Q4

Unaudited FOURTH QUARTER and preliminary ANNUAL results 2014

"High activity compared last year"

Headlines

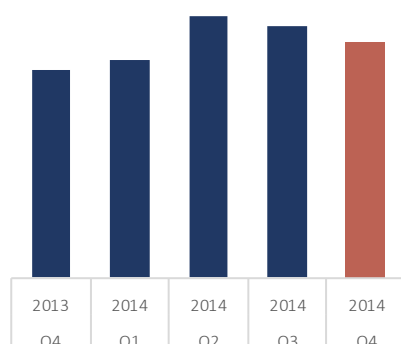


This Quarter

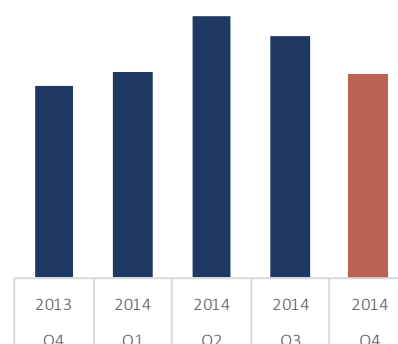
Operating Revenue	564 mNOK
EBITDA	62 mNOK

Cash Flow from Operations	73 mNOK
Order Intake*	114 mNOK
TRIF	2,4
Employees**	1 649

REVENUE



EBITDA



* includes frame agreements and exercise of options

** Employees end of quarter



Group Overview

Beerenberg (Beerenberg Holdco II AS consolidated) reports higher activity in the 4th quarter 2014 compared to last year due to increased activity in the Benarx segment and increased activity within new-build projects..

- Revenue of MNOK 564 increased 14 % q-o-q
- EBITDA MNOK 62 increased 6 % q-o-q
- EBITDA margin was reduced from 11,9% to 11,0 % q-o-q

Income Statement

Revenue was MNOK 564 in the 4th quarter, up 14% from MNOK 496 in the 4th quarter 2013. The increase from last year is mainly related to higher activity related to new-build projects. The activity on maintenance and modification has been lower in the 4th quarter compared to previous quarters and same quarter last year.

With an EBITDA of MNOK 62, the EBITDA margin was 11%, down from 11,9% in 4th quarter last year. One-off cost related to finalization of an onshore maintenance and modification contract is the main reason for the lower margin.

The earnings before tax (EBT) was MNOK 11 in the 4th quarter of 2014. The higher financial costs are in part related to finalizing and adjusting an interest hedge arrangement.

Full year revenue was MNOK 2 306, an increase of 20% compared to last year. The activity has been high throughout the year with high activity on maintenance contracts in the first half of the year and increased activity within new-build contracts in the second half.

The EBITDA for 2014 was MNOK 280, an increase from MNOK 221 last year. The EBITDA margin increased from 11,5% in 2013 to 12,4% in 2014. The increase in margin is mainly related to increased sale of products.

Net financial cost for the year includes costs related to the refinancing in 2nd quarter 2014 where Beerenberg issued a 4 year, MNOK 1 100 senior secured bond. Net financial cost for the year was MNOK 149 compared to MNOK 86 last year.

The estimated tax expense this year is MNOK 18.

Balance Sheet

Total assets at end of 2014 was MNOK 1 881. The equity ratio was 17,6 % compared to 16,3 % at the beginning of the year.

Net interest bearing debt was MNOK 939. Most of Beerenberg debt is long term as a result of the issuing of a senior secured bond in 2nd quarter 2014. The bond was listed at Oslo Stock Exchange in 3rd quarter 2014.

Net working capital was slightly reduced during the quarter.

Cash Flow

Cash flow from operations was MNOK 222 for the year 2014. Net cash flow for the year was MNOK 19.

Net investments in 2014 were MNOK 69 of which the majority relates to scaffolding.

Order Backlog & Market

The market outlook for Beerenberg is mixed. The drop in oil-price has re-enforced a number of savings initiatives related to maintenance and modification contracts which will impact the activity level going forward. However, the expected increased activity with new-build projects could offset the drop in activity in the near to medium term.

For Benarx the deliveries to new-build projects are scheduled to continue in 2015. However, potential delay or cancellation of new-build projects following the lower oil price could have a negative long term effect on the activity level.

Total order intake of MNOK 114 in 4th quarter 2014 (including uncommitted options and frame agreements)

Total order backlog of BNOK 7,9 includes uncommitted options and frame agreement. The estimated backlog is company's best estimate based on historical utilization.

HSEQ

As a result of the general downturn in the oil and gas market Beerenberg had to adjust the number of employees. At the end of 2014 Beerenberg had 1649 employees.

In fourth quarter 2014 Beerenberg recorded 2 incidents compared to 7 same period last year.

None of the incidents were according to standard rules and regulations (PTIL/NAV) defined as potentially critical.

Total recordable incident frequency (TRIF) was 5,2 measured on last twelve months basis (LTM). 4th quarter 2014 ended at 2,4 compared to 8,3 4th quarter 2013.

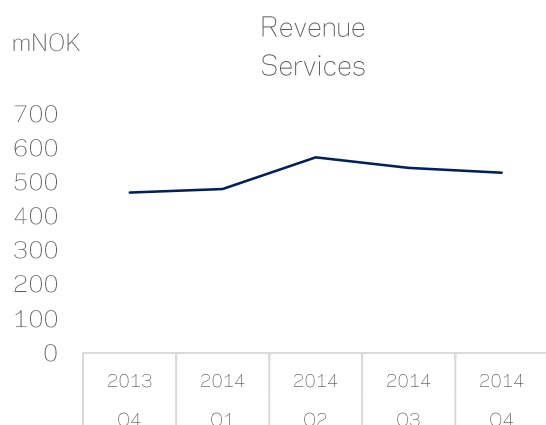
“Lower oil price increases pressure on cost efficiency”

Business Segments

From December 2014 Beerenberg has changed its organization to optimize and focus its business. As a consequence it has merged the former Cold Work Concepts and Maintenance and modification division into one segment, Services. The Benarx division which consists of advanced insulation topside and subsea remains unchanged. Proforma financials for each business segments for 2013 and 2014 are available at company website under investor relations.

Services

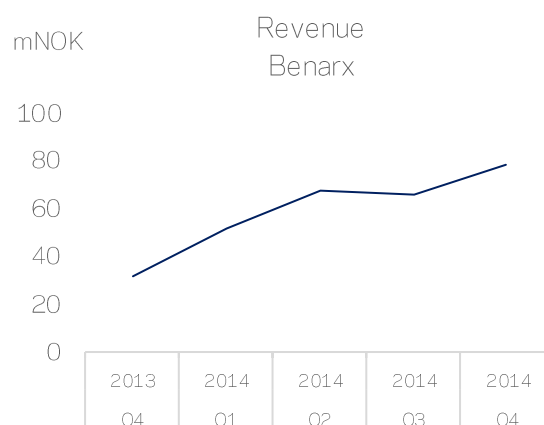
The Services segment reports an increased revenue q-o-q from MNOK 470 to MNOK 528. The increase in revenue relate to new-build projects while there has been a reduction in activity in maintenance and modification. Some of the reduction is due to seasonality where. EBITDA was MNOK 53 in Q4-2014, down from MNOK 62 in Q4-2013. One-off cost related to finalization of an onshore maintenance and modification contract is the main reason for the lower margin.



Benarx

The Benarx division (Prefabricated insulation topside and subsea) has grown over the past quarters. Revenue in the Benarx division in 4th quarter of MNOK 79 compared to MNOK 32 in 4th quarter 2013.

EBITDA and EBITDA margin ended in Q4-2014 at MNOK 10 (13 %), compared to MNOK -1,2 (-4 %) respectively in Q4-2013





FIGURES & NOTES

Figures for Beerenberg Holdco II

Condensed Consolidated Income Statement

Group Summary		Q4	Q4	YTD	YTD	FY
Amounts in NOK million	Note	2013	2014	2014	01.03 - 31.12.2013	2013 (Proforma)
Operating revenues and other income		495,9	564,3	2 306,3	1 671,4	1 926,9
Operating Expenses		437,0	502,0	2 026,0	1 479,1	1 705,5
EBITDA		59,0	62,3	280,4	192,4	221,5
Depreciation		25,4	8,2	31,1	43,4	48,4
EBITA		33,6	54,0	249,3	148,9	173,1
Amortisation		27,8	10,3	41,0	52,1	55,8
Operating profit (EBIT)		5,8	43,8	208,3	96,8	117,2
Financial expenses	4	23,0	32,5	149,3	79,8	85,7
Profit before tax (EBT)		-17,2	11,3	59,0	17,0	31,5
Estimated tax		-12,1	5,1	18,0	-8,4	-4,4
Net profit		-5,1	6,2	41,0	25,5	35,9
Profit for the period is attributable to:						
Shareholders of the parent company		-5,1	6,2	41,0	35,9	35,9
Basic earnings per share (NOK)		-0,02	0,02	0,15	0,13	0,13
<i>EBITDA margin</i>		11,9 %	11,0 %	12,2 %	11,5 %	11,5 %
<i>EBITA margin</i>		6,8 %	9,6 %	10,8 %	9,0 %	9,0 %

Condensed Consolidated Statement of Comprehensive Income

		Q4	Q4	YTD	YTD	FY
Amounts in NOK million	Note	2013	2014	2014	01.03 - 31.12.2013	2013 (Proforma)
Net profit for the period		-5,1	6,2	41,0	25,5	35,9
<i>Other comprehensive income:</i>						
Conversion differences		0,1	0,0	-0,2	-1,2	-1,4
Reclassification related to prior periods		0,0	1,5	0,0	0,0	0,0
Change in value of derivatives		-1,4	-1,6	-1,1	-0,7	-0,5
Total comprehensive income		-6,3	6,1	39,8	23,6	34,0

Condensed Consolidated Balance Sheet

Group Summary				
		Q4	Q4	FY
Amounts in NOK million	Note	31.12.2013	31.12.2014	31.12.2013
Goodwill		890,1	883,9	890,1
Intangible assets		223,6	187,2	223,6
Deferred tax assets		0,0	0,0	0,0
Buildings and other property		22,2	15,2	22,2
Machinery and equipment		144,8	184,0	144,8
Tools, Office machinery and similar assets		3,3	4,3	3,3
Financial Fixed Assets		0,0	0,0	0,0
Total non-current assets		1 284,1	1 274,5	1 284,1
Inventories		54,3	38,8	54,3
Trade Debtors		175,8	215,0	175,8
Earned Not Invoiced Revenue (WIP)		165,0	238,7	165,0
Other Short Term Receivables		24,2	22,6	24,2
Prepayments		3,7	1,1	3,7
Bank Deposit		71,9	90,6	71,9
Total Current Assets		495,0	606,9	495,0
TOTAL ASSETS		1 779,0	1 881,4	1 779,0
Share Capital		26,7	26,7	26,7
Share premium		240,3	240,3	240,3
Retained Earnings		23,6	22,2	23,6
Current year result after est. Tax		0,0	41,0	0,0
Total equity		290,6	330,2	290,6
Deferred tax		66,1	40,3	66,1
Pension Liability		8,0	7,9	8,0
Warranty		3,5	4,0	3,5
Financial Lease loan		9,5	5,7	9,5
Loan financial institutions	4	676,9	0,0	676,9
Bond	4, 6	0,0	1 024,0	0,0
Loan from parent company	4, 5	323,2	0,0	323,2
Derivatives		0,7	33,0	0,7
Total non-current liabilities		1 088,0	1 115,0	1 088,0
Current Liabilities				
Overdraft & S/T debt		43,8	0,4	43,8
Trade Creditors		71,5	137,4	71,5
Current Tax Payable		8,7	38,5	8,7
Social Security, VAT and other taxes		72,1	79,6	72,1
Accruals		99,4	66,1	99,4
Deferred Revenue		15,0	10,5	15,0
Other Current Liabilities		90,1	103,6	90,1
Total Current Liabilities		400,4	436,2	400,4
TOTAL EQUITY & LIABILITY		1 779,0	1 881,4	1 779,0

Condensed Consolidated statement of change in equity

	Share capital	Share premium	Conversion reserve	Hedging reserve	Retained earnings	Total
01. January 2014	26,7	240,3	-1,2	-0,7	25,5	290,6
Profit for the year					41,0	41,0
Other Comprehensive Income			-0,2	-1,1		-1,2
Correction of classification			1,4	0,2	-1,6	0,0
Transactions with shareholders					-0,1	-0,1
Equity as per 31.12.2014	26,7	240,3	0,0	-1,6	64,8	330,2

	Share capital	Share premium	Conversion reserve	Hedging reserve	Retained earnings	Total
01. March 2013	26,7	240,3	0,0	0,0	0,0	267,0
Profit for the year					25,5	25,5
Other Comprehensive Income			-1,2	-0,7		-1,9
Correction of classification						
Transactions with shareholders						
Equity as per 31.12.2013	26,7	240,3	-1,2	-0,7	25,5	290,6

Condensed Consolidated Statement of Cash Flow

	Note	Q4 2013	Q4 2014	YTD 2014	YTD 01.03 - 31.12.2013	FY 2013 (Proforma)
EBITDA		59,0	62,3	280,4	192,4	221,5
Taxes paid		-10,8	-4,9	-13,5	-10,4	-16,0
Change in net working capital		75,4	17,2	-44,1	-9,6	-9,1
Changes to other time restricted items		-2,2	-1,3	-1,2	-3,5	2,2
Net Cash flow from operating activities		121,4	73,4	221,6	168,9	198,7
Capex		12,2	-12,7	-68,7	-30,2	-30,2
Net cash flow from investing activities		12,2	-12,7	-68,7	-30,2	-30,2
Repayment of interest bearing debt	6	-12,7	-56,2	-1 150,8	-31,5	361,8
Purchase of shares		0,0	3,1	6,2	0,0	-702,0
Share capital		0,0	0,0	0,0	0,0	267,0
Net incoming payment from Bond		0,0	0,0	1 078,5	0,0	0,0
Interest paid		-15,1	-18,3	-68,1	-41,2	-49,1
Net cash flow from financing activities		-27,8	-71,3	-134,2	-72,7	-122,3
Total cash flow		105,7	-10,6	18,7	66,1	46,1
Opening balance net bank deposits		-33,8	101,2	71,9	5,9	25,8
Closing balance net bank deposits		71,9	90,6	90,6	71,9	71,9

Notes

Note 1 - General

Beerenberg Holdco II AS is a company domiciled in Norway. The consolidated financial statements of Beerenberg Holdco II comprise the company and its subsidiaries, together referred to as the Group. The Beerenberg Holdco II Group was established 01. March 2013, as a result of the Beerenberg Holdco II AS acquisition of all shares in Beerenberg Holding AS. Figures for FY 2013 are as a consequence also presented as pro forma figures

Beerenberg is delivering products and services to its customer in complex environments implying substantial operational risk with regards to quality, cost, time and not at least to injuries and accidents (HSE). Beerenberg works systematically to mitigate and manage risk on all levels. The annual report for 2013 provides further information on risks and uncertainties applicable to Beerenberg.

Beerenberg Holdco II AS is wholly owned by Beerenberg Holdco I AS which is wholly owned by Beerenberg Invest AS.

Shareholders	A-Shares	%	B-Shares	%	Total Shares	%
Segulah IV L.P.	802 555	80,3 %	216 058 717	81,2 %	216 861 272	81,2 %
AlpInvest Partners 2012 I B.V.	92 121	9,2 %	24 931 110	9,4 %	25 023 231	9,4 %
AlpInvest Partners 2012 II B.V.	23 319	2,3 %	6 310 883	2,4 %	6 334 202	2,4 %
Management	82 005	8,2 %	18 699 290	7,0 %	18 781 295	7,0 %
Total	1 000 000	100 %	266 000 000	100 %	267 000 000	100 %

Note 2 - Basis for preparation

The interim financial statements for the Group are prepared in accordance with International Financial Reporting Standards (IFRS) as approved by the European Union and their interpretations adopted by the International Accounting Standards Board (IASB).

The interim report does not include all the information required for full annual consolidated financial statements, and should be read in conjunction with the financial statements of the Group for 2013. The accounting policies applied in the interim financial statements is the same as those described in the annual report for 2013. The condensed consolidated interim financial statements are prepared in accordance with IAS 34 Interim Financial Reporting. The interim financial statements are unaudited.

The Annual Report for 2013 is available at www.Beerenberg.com

Note 3 - Judgments, estimates and assumptions

In applying the accounting policies, management makes judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. The estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revision to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In preparing these interim financial statement, the significant judgments made by management in applying the Group's accounting policies and the key sources of uncertainty in the estimates were consistent with those applied to the consolidated financial statements as at and for the period ended 31. December 2013.

Note 4 – Issue of Bond

A bond of MNOK 1100 was issued in Q2 2014. In the same quarter long term loans to financial institutions and long term loan from the parent company Beerenberg Holdco I AS was fully repaid. Borrowing costs for the long term loan to financial institutions was originally recognized in the balance sheet, to be amortized over the term of the loan. Since the long term loan was repaid in Q2, the remainder of the borrowing costs was also expensed as a financial cost in Q2. Similarly, negative market value of interest swap agreements tied to the long term financial loan, originally recognized directly as a component of equity by applying hedge accounting, was expensed since the criteria for hedge accounting no longer were fulfilled. These effects impacts finance costs negatively in Q2 2014 by MNOK 46.

As a result of the refinancing, financial covenants reported in Financial Statement for 2013 is no longer valid and is replaced with covenant related to Incurrence testing, and quarterly Net Total Leverage ratio test (below 9.0) starting from 31.12.2014. The Group is in compliance with the Net Total Leverage ratio test as of 31.12.2014.

Note 5 – Related party transactions

Long term loan from parent company was fully repaid in Q2 2014

Note 6 – Repurchase of Bonds

In Q4 the Group have repurchased own Bonds with face value totaling MNOK 55.

Note 7 – Revenue by Segment

From December 2014 Beerenberg has changed its organization to optimize and focus its business. As a consequence it has merged the former Cold Work Concepts and Maintenance and modification division into one segment, Services. Segment figures for Services for Q4 and YTD are for the two previous segments Cold Work Concepts and Maintenance & Modifications combined. Similarly, comparative figures for 2013 for Services are figures for Cold Work Concepts and Maintenance & Modifications combined. The Benarx business segment, which consists of advanced insulation topside and subsea, remains unchanged.

		Q4	Q4	YTD	YTD	FY
Amounts in NOK million	Note	2013	2014	2014	2013	2013
Services		470,4	527,9	2 123,0	1 835,5	1 835,5
Benarx		31,7	78,5	264,0	168,8	168,8
Eliminations		-6,1	-42,1	-80,8	-77,3	-77,3
Total		495,9	564,3	2 306,3	1 926,9	1 926,9

Note 8 – EBITDA by Segment

		Q4	Q4	YTD	YTD	FY
Amounts in NOK million	Note	2013	2014	2014	2013	2013
Services		62,3	52,6	256,1	210,7	210,7
Benarx		-1,2	10,3	27,3	18,6	18,6
Other		-2,1	-0,6	-3,0	-7,8	-7,8
Total		59,0	62,3	280,4	221,5	221,5

Note 9 – Subsequent events

No events have occurred after the reporting date that are of significant impact when considering the financial position or result in the Group as of 31.12.2014.