

DOF ASA FINANCIAL REPORT

Q1 2013



DOF

DOF ASA

Alfabygget
5392 Storebø
NORWAY
www.dof.no

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Financial Report Q1 2013

Significant events Q1 2013

Group income for Q1 2013 totalled NOK 1,994 million (NOK 1,868 million), with an operating profit before depreciation (EBITDA) of NOK 600 million (NOK 607 million).

The average utilisation rate for the subsea fleet in Q1 was 89% (87%), with 94% (91%) for the supply fleet.

In Q1 2013, the Group has had four vessels partly or wholly on the North Sea spot market, where earnings and utilisation have been low.

Earnings reported by the subsidiary DOF Subsea have been low in the quarter, due to the drydocking of seven vessels, the repositioning of vessels and a generally low utilisation rate for the project fleet caused by the low season. Furthermore, DOF Subsea made a provision of NOK 30 million to cover a disputed variation orders on a project in Asia. DOF Subsea is currently in negotiations with the client to settle the project costs.

In January, the subsidiary DOF Rederi took delivery of the newbuilding Skandi Hugen (MRV). The vessel started on a long-term contract after delivery.

In February, DOF Subsea contracted one newbuilding from Vard in Norway, scheduled for delivery in 2015. Moreover, DOF Subsea has signed an agreement for the sale of Geobay, expected to take place during Q2 2013.

In the quarter, DOF Subsea signed a four-year contract to hire a subsea vessel from Harvey Gulf International Marine. This vessel is a newbuilding and will be delivered in mid-2013.

In January 2013, DOF Subsea issued an unsecured bond loan of NOK 1,300 million, maturing in 2018.

DOF ASA is an international group of companies involved in the ownership and operation of a fleet comprising PSV, AHTS and subsea vessels, and service companies for the subsea market. The Group's fleet is modern with an average age of approximately seven years. As of March 2013, the fleet (wholly/partly owned) comprised 75 vessels, of which 70 are in operation, one is scheduled for sale and five are newbuildings due for delivery in 2013 to 2015. The fleet comprises the following vessels: 20 AHTS vessels, 23 PSVs and 32 CSVs. In addition, the Group owns a fleet of 52 modern ROVs, including newbuildings.

The majority of DOF ASA's fleet operates on long-term contracts. As of March 2013, the nominal value of these contracts totalled NOK 17 billion or approximately NOK 38 billion including options. Contract coverage in 2013 is 82% with 56% for 2014.

Comments on first quarter operations

The Group has operations within three segments: platform support vessels (PSV), anchor handling tug supply vessels (AHTS) and Subsea. Within the PSV and AHTS segments, the majority of the Group's fleet is hired out on fixed contracts. The subsea fleet operates partly on fixed contracts and partly on contracts on the project market, where the utilisation rate of the vessels is impacted by market and seasonal fluctuations. The subsea segment includes engineering services.

PSV

The main part of the PSV fleet has been working on fixed contracts throughout the quarter and has reported an utilisation rate of 96% (94%). During Q1, the fleet comprised of 23 vessels in operation, of which 17 had operations in the North Sea and nearby areas. One vessel, Skandi Hugen, was delivered in January and started on a seven-year contract for ConocoPhillips after delivery. Two vessels have partly or wholly operated on the spot market in the North Sea, where earnings have been low. One vessel was partly off-hire due to a scheduled drydocking/rebuild during the quarter. The remaining PSV fleet operates in Brazil and Asia/Australia. During the quarter, this fleet has operated on firm contracts with high utilisation and stable operations.

AHTS

The main part of the AHTS fleet operates in Brazil, where all the vessels are on firm contracts. 5 of the 17 AHTS vessels in operation are partly owned via Aker DOF Deepwater AS (50%).

The utilisation rate for the fleet in Brazil has been close to 100%, with the exception of a few vessels partly off-hire for parts of the quarter due to preparations for drydocking and technical problems.

The other vessels operate in Asia/Australia and in the North Sea. In Asia/Australia, two vessels are on fixed contracts, one in Australia and the other in Indonesia. The vessels in the North Sea are partly on fixed contracts and partly in the spot market. One of the AHTS vessels, Skandi Stord, has completed a class drydocking and rebuild and has been on-hire one month during the quarter. The two vessels operating in the spot market have had low utilisation and earnings.

Subsea

The subsea fleet comprises 30 vessels in operation, of which the main share is owned by the subsidiary, DOF Subsea. The total utilisation rate for the subsea fleet in Q1 2013 was 89%.

The project fleet has reported a low rate of utilisation in the quarter, with 61% in January, 78% in February and 77% in March. The main reasons behind the low utilisation are repositioning of vessels, vessels off-hire between projects, maintenance/drydocks and a generally poor market in Q1 2013.

Utilisation for the vessels on firm contracts was 92% in January, 91% in February and 89% in March.

During the first quarter, Skandi Constructor sailed from the Gulf of Mexico to the North Sea and started on a long-term contract on 1 April 2013. Geosund sailed from the Mediterranean to the North Sea and has started operations on a framework contract for Statoil. The following vessels have been in drydock during the quarter: Geograph, Geobay, Geosund, Skandi Skolten, Skandi Hercules, Skandi Inspector and Skandi Acergy.

Main items in the interim accounts for Q1

- Operating income was NOK 1,994 million (NOK 1,868 million).
- Operating profit before depreciation (EBITDA) totalled NOK 600 million (NOK 607 million).
- Operating profit (EBIT) was NOK 298 million (NOK 360 million).
- Total financial expenses before unrealised gain/loss on foreign exchange and change in value of financial instruments were NOK -342 million (NOK -302 million).
- Unrealised loss on foreign exchange totalled NOK 11 million (gain of NOK 287 million) and net change in value of financial instruments was negative at NOK 27 million (positive NOK 66 million).
- The pre-tax result excluding unrealised gain/loss on currency and derivatives was NOK -45 million (NOK 58 million).
- The pre-tax result was NOK -83 million (NOK 411 million).
- Net interest-bearing debt as of 31 March 2013 totalled NOK 21,684 million (NOK 20,239 million).
- Prepaid instalments for newbuildings as of 31 March 2013 were NOK 456 million (NOK 1,644 million).
- Book equity including minority interests as of 31 March 2013 was NOK 6,763 million (NOK 6,867 million).

The Group's accounts are exposed to currency fluctuations,

partly because local currency is utilised as the functional currency in several countries where the Group is represented, and in particular in Brazil. Fluctuations in currency have been minor, with the BRL against the USD and NOK as examples. The business in Brazil hedges its long-term contracts in the same currency as its operating and financial expenses.

Approximately 51% of the Group's total long-term debt has a fixed rate of interest.

The tax costs are based on best estimate.

The net increase in long-term assets for the Group in Q1 2013 is due to delivery of one newbuilding.

The Group's net interest-bearing debt, taking into account unemployed capital, at the end of March 2013 is NOK 21,228 million (NOK 18,595 million). Unemployed capital at the end of March constitutes advance instalments on five vessels.

In 2012, the Group was instructed to make use of market value as the basis for estimating residual value for depreciation. This may result in more volatile depreciation for the Group.

Cash flow

MNOK	31.03.13	31.03.12	2012
Net cash from operating activities	65	580	1 182
Net cash from investing activities	-714	-1 206	-2 233
Net cash from financing activities	791	438	1 170
Net changes in cash and cash equivalents	141	-188	119
Cash and cash equivalents at the start of the period	2 145	2 040	2 040
Exchange gain/loss on cash and cash equivalents	0	9	-14
Cash and cash equivalents at the end of the period	2 286	1 861	2 145

Financing and capital structure

The Group's remaining commitments for vessels under construction as of March 2013 total NOK 4,003 million and cover five vessels with scheduled delivery in 2013 to 2015. A total financing package has been established for the newbuilding programme, where two of the five newbuildings have been secured long-term utilisation. One vessel, Skandi Bergen, is scheduled for operations in the subsea project market and has been secured good utilisation throughout 2013.

In January, the subsidiary DOF Subsea issued an unsecured bond loan of NOK 1,300 million maturing in 2018, of which

NOK 483.5 million has been utilised to repurchase existing loans.

Shareholders

There were no significant changes in the company shareholders during the quarter. As of 27 March 2013, the company had 3,562 shareholders. The share price as of 27 March 2013 was NOK 24.10.

The fleet/business activities

As mentioned above, the Group has taken delivery of one vessel, Skandi Huguen, the last vessel in a series of three MRVs. This vessel has also been equipped for ROV operations, to be performed by DOF Subsea.

The Group has three AHTS vessels under construction at the Vard yard in Brazil: Skandi Urca, Skandi Angra and Skandi Paraty. As previously mentioned, delivery of these vessels is delayed: delivery of Skandi Urca is expected in Q4 2013, delivery of Skandi Angra in Q1 2014 and Skandi Paraty in Q4 2014.

Estimated delivery of DOF Subsea's newbuilding, Skandi Bergen, is in June 2013.

In February, DOF Subsea contracted one newbuilding from Vard in Norway, scheduled for delivery in Q1 2015. This vessel will be well equipped for advanced subsea operations, and will have a 900-ton crane, two LARS/ROV systems and a carousel below deck, a length of 161 m, and beam of 32 m. There is also an option for a VLS tower on this newbuild.

DOF Subsea has signed a four-year charter agreement with Harvey Gulf International Marine for the newbuilding Harvey Deep-Sea, a DP-2 construction vessel. The vessel will be delivered in June 2013 and will cover DOF Subsea's planned expansion in North America.

DOF Subsea has furthermore signed an agreement for the sale of Geobay, expected to take place in May 2013.

The Group owns 20% of one AHTS, Skandi Iceman, scheduled for delivery in September 2013.

IR contact persons:

Mons S. Aase, CEO
+47 91661012 msa@dof.no
Hilde Drønen, CFO
+47 91661009 hdr@dof.no
DOF ASA, 5392 Storebø
www.dof.no

Events after balance sheet date

Skandi Seven's contract has been extended for a period of one year from April 2013.

Market/new contracts

The Group's fleet operates worldwide and the most important operating areas are the North Sea, West Africa, Brazil and Asia/Australia.

Subsea

DOF Subsea has secured a good utilisation rate for its project fleet in both Asia and the North Sea for Q2 2013.

AHTS/PSV

The Group has signed new contracts and renewed other contracts for its supply fleet in the quarter, including a four-year contract for Skandi Stolmen with Petrobras.

The North Sea spot market has been weak throughout the quarter and this trend has shown few signs of changing in the second quarter. Utilisation of the PSVs has been slightly higher than for AHTS vessels, where the market has been very volatile. As of the end of March 2013, 305 supply vessels were operating on the North Sea market, of which 121 vessels on the spot market. At the start of Q2 2013, the Group had two AHTS vessels and one PSV on the North Sea spot market.

Outlook

As of April 2013, the Group has 70 vessels in operation and the main part of the Group's fleet is engaged in long-term contracts. The company expects to see market improvements in the North Sea for AHTS vessels and PSVs during the summer season, when compared with Q1 2013.

The Board of Directors expects the subsea market to remain stable over the next 12 months.

The Group currently expects second quarter earnings to exceed earnings in the first quarter.

The Board of Directors for DOF ASA, 15 May 2013



Helge Singelstad
Chairman



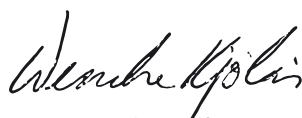
Helge Møgster
Director



Oddvar Stangeland
Director



Karoline Møgster
Director



Wenche Kjolås
Director



Mons S. Aase
CEO/Managing Director

Accounts Q1 2013

The Group's summarized profit and loss account

(MNOK)	Note	Q1 2013	Q1 2012	2012
Operating income	2	1 994	1 868	8 136
Operating expenses vessels		-1 394	-1 261	-5 346
Net gain on sale of tangible assets		-	-	210
Operating profit before depreciation EBITDA	2	600	607	3 000
Depreciation *)		-302	-247	-1 110
Write-down		-	-	-
Operating profit - EBIT	2	298	360	1 890
Net profit from associated companies		6	-	5
Financial income		17	20	71
Financial costs		-371	-343	-1 325
Net realized gain/loss on currencies		6	21	-81
Net unrealized gain/loss on currencies		-11	287	-206
Net changes in fair value of financial instruments		-27	66	-89
Net financial costs		-381	51	-1 625
Pre-tax profit		-83	411	265
Taxes	7	0	-61	85
Result		-83	350	350
Profit attributable to				
Non- controlling interest		-30	106	237
Controlling interest		-53	244	113

Comprehensive statement

(MNOK)	Q1 2013	Q1 2012	2012
Currency translation differences	141	-110	-429
Other income and costs	-15	4	1
Other comprehensive income/loss	126	-106	-428
Total comprehensive income/loss attributable to	43	244	-77
Non- controlling interest	-8	78	151
Controlling interest	52	166	-229

Profit and diluted profit per share ex non-controlling interest (NOK)	-0,48	2,20	1,02
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The Group's summarized balance sheet

(MNOK)	Note	31.03.2013	31.03.2012	31.12.2012
ASSETS				
Deferred taxes		284	154	295
Goodwill		409	396	409
Intangible assets		693	550	704
Vessel and equipments		26 702	24 889	26 179
Newbuildings		456	1 644	423
Tangible assets		27 158	26 532	26 602
Investment in affiliated companies and other shares		98	73	79
Other non-current receivables		297	264	309
Financial assets		395	336	387
Non-current assets		28 246	27 418	27 693
Accounts receivables		1 591	1 616	1 393
Other current receivables		562	726	523
Current receivables		2 152	2 342	1 915
Restricted deposits		846	936	895
Cash and cash equivalents		1 440	925	1 250
Cash and cash equivalents incl. restricted deposits	4	2 286	1 861	2 145
Current assets		4 438	4 203	4 060
Total Assets		32 685	31 622	31 754
EQUITY AND LIABILITIES				
Paid in equity		1 452	1 452	1 452
Other equity		2 368	2 709	2 318
Non-controlling interests		2 943	2 707	2 950
Equity		6 763	6 867	6 720
Deferred taxes		147	217	161
Other provisions and derivatives		430	282	413
Non-current provisions and commitments		577	499	574
Bond loan	5	4 923	3 502	4 164
Debt to credit institutions	5	16 566	16 188	16 592
Other non-current liabilities		249	299	271
Non-current liabilities		21 738	19 989	21 027
Current part of interest bearing debt	5	2 161	2 167	2 000
Accounts payable		753	1 075	683
Other current liabilities		693	1 023	750
Current liabilities		3 608	4 266	3 433
Total liabilities		25 922	24 754	25 034
Total equity and liabilities		32 685	31 622	31 754

Equity statement

(MNOK)	Paid-in capital	Retained earnings	Currency translation differences	Total	Non-controlling interest	Total equity
Balance at 01.01.2013	1 452	2 410	-92	2 318	2 950	6 720
Result /loss for the year		-53		-53	-30	-83
Other comprehensive income/loss		-8	112	77	23	126
Transaction with non-controlling interests				-	-1	-1
Balance at 31.03.2013	1 452	2 348	20	2 368	2 943	6 763
Balance at 01.01.2012	1 452	2 329	256	2 585	2 633	6 669
Change in accounting principle IAS19 Other benefits (pensions)		-39		-39	-4	-42
Adjusted balance at 01.01.2012	1 452	2 290	256	2 546	2 629	6 627
Result /loss for the year		244		244	106	350
Other comprehensive income/loss		2	-83	-81	-28	-109
Balance at 31.03.2012	1 452	2 537	173	2 710	2 707	6 867

Key figures

		Q1 2013	Q1 2012	2012
EBITDA margin ex net gain on sale of vessel	1)	30 %	33 %	34 %
EBITDA margin	2)	30 %	33 %	37 %
EBIT margin	3)	15 %	19 %	23 %
Cashflow per share	4)	2,32	2,74	15,04
Profit per share ex. non-controlling interest *)	5)	-0,48	2,20	1,02
Profit per share ex. unrealized gain/loss	6)	-0,40	-0,03	5,81
Return on net capital	7)	-1 %	5 %	5 %
Equity ratio	8)	21 %	22 %	21 %
Value adjusted equity		38 %	40 %	39 %
Net interest bearing debt		21 684	20 239	20 878
Net interest bearing debt ex. unemployed capital		21 228	18 596	20 454
No of shares		111 051 348	111 051 348	111 051 348
Outstanding number of shares		111 051 348	111 051 348	111 051 348

*) Diluted number of share is the same as number of shares.

1) Operating profit before net gain on sale of vessel and depreciation in percent of operating income.

2) Operating profit before depreciation in percent of operating income.

3) Operating profit in percent of operating income.

4) Pre-tax result + depreciation and write downs +/- unrealized gain/loss on currencies +/- net changes in fair value of financial instruments/average no of shares.

5) Result ex non-controlling interest share/average no. of shares.

6) Result incl non-controlling interest + net unrealized currency gain/loss + net changes fair value of financial instruments/average no of shares.

7) Result incl non-controlling interest/total equity.

8) Total equity/Total balance

Cash flow statement

(MNOK)	Q1 2013	Q1 2012	2012
Profit before taxes	-83	411	265
Profit/loss on disposal of tangible assets	0	0	-210
Depreciation and write offs of tangible assets	302	247	1 110
Net interest cost	354	323	1 183
Changes in accounts receivables	-198	-82	142
Changes in accounts payable	71	472	-174
Foreign exchange gain/losses	61	-273	234
Changes in other working capital	-53	-135	-133
Share of profit/loss from associates	-6	0	-5
Cash from operating activities	448	963	2 411
Net interest paid	-380	-358	-1 186
Tax paid	-3	-25	-43
Net cash from operating activities	65	580	1 182
Payments received for sale of tangible assets	0	0	819
Purchase of tangible assets	-718	-1 199	-3 047
Purchase of intangible assets	0	0	-9
Payments received for sale of shares	0	0	8
Purchase of shares and associates	0	0	-21
Payments received /purchase of other non-current receivables	3	-8	17
Net cash from investing activities	-714	-1 206	-2 233
Proceeds from borrowings	1 572	2 058	5 115
Repayment of borrowings	-782	-1 620	-3 945
Payments from non-controlling interests	1	0	0
Equity payments received	0	0	0
Net cash from financing activities	791	438	1 170
Net changes in cash and cash equivalents	141	-188	119
Cash and cash equivalents at the start of the period	2 145	2 040	2 040
Exchange gain/loss on cash and cash equivalents	0	9	-14
Cash and cash equivalents at the end of the period	2 286	1 861	2 145

Notes to the Condensed Financial statements

Note 1 General

The interim report is prepared in accordance with IAS 34 Interim Financial Reporting. The company has implemented changes to pension standard (IAS 19). Beyond this the Group has followed the same accounting policies and methods of computation as in the last annual report.

The main changes in pension standard is that the “corridor approach” may no longer be used. This means that all estimate variances must be recognised in the statement of comprehensive income in the period which they arise. The introduction of a new principle has reduced the equity at 31.12.2012 by NOK 29 mill due to the recognition of estimate variances. Comparative figures have been restated.

Figures are not audited.

Note 2 Segment information

Operating income, EBITDA and EBIT per segment

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	Q1 2013	Q1 2012	2012
Operating Income			
PSV	272	206	972
AHTS	335	309	1 291
CSV	1 387	1 353	5 873
Total	1 994	1 868	8 136
EBITDA			
PSV	108	76	386
AHTS	164	125	586
CSV	328	406	2 028
Total	600	607	3 000
EBIT			
PSV	71	53	266
AHTS	109	73	329
CSV	118	234	1 295
Total	298	360	1 890

Note 3 Events after balance date

In April the charter contract on Skandi Seven was extended with one year from April 2013.

Note 4 Cash and cash equivalent

	31.03.2013	31.03.2012	31.12.2012
Restricted cash *)	846	936	895
Cash and cash equivalent	1 440	925	1 250
Total cash and cash equivalent	2 286	1 861	2 145

*) Including restricted cash related to non-current loan from Eksportfinans.

Note 5 Interest bearing liabilities

	31.03.2013	31.03.2012	31.12.2012
Non-current interest bearing liabilities			
Bond loan	4 923	3 502	4 164
Debt to credit institutions	16 566	16 188	16 592
Total non-current interest bearing liabilities	21 489	19 690	20 756
Current interest bearing liabilities			
Bond loan	132	168	141
Debt to credit institutions	1 900	1 693	1 784
Overdraft facilities	129	306	75
Total current interest bearing liabilities	2 161	2 167	2 000
Total interest bearing liabilities	23 650	21 857	22 756
Net interest bearing liabilities			
Cash and cash equivalents	2 286	1 861	2 145
Net derivatives	-403	-243	-365
Non-current receivables	83		98
Total net interest bearing liabilities	21 684	20 239	20 878

A non-current loan has been provided by Eksportfinans and is invested as a restricted deposit in DNB. The loan is fully repaid in 2021. The cash deposit is included in restricted deposits.

Covenants regarding non-current liabilities to credit institutions:

- The Group net net asset value should be higher than 30% or higher than 20% if the contract coverage for the fleet is greater than 70%.
- The Group shall have available cash of least NOK 500 million at all times.

At month end March 2013 the Group was in compliance with it's financial covenants.

Note 6 Transaction 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 2012. There are no major changes in the type of transactions between related parties.

Note 7 Taxes

Taxes per 31 March 2013 are a preliminary estimate.

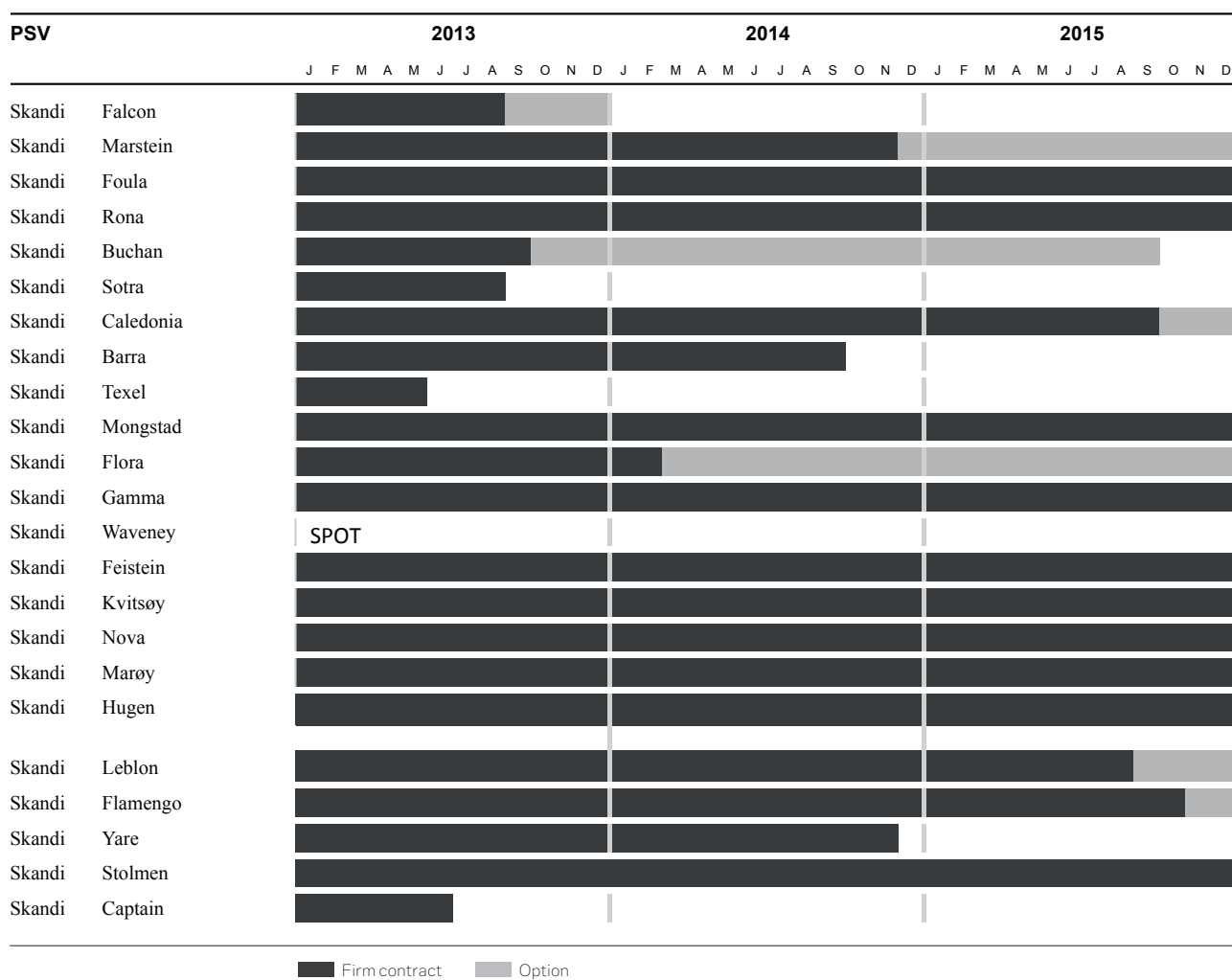
Note 8 Share capital and shareholders

Largest shareholders as of 31.03.13

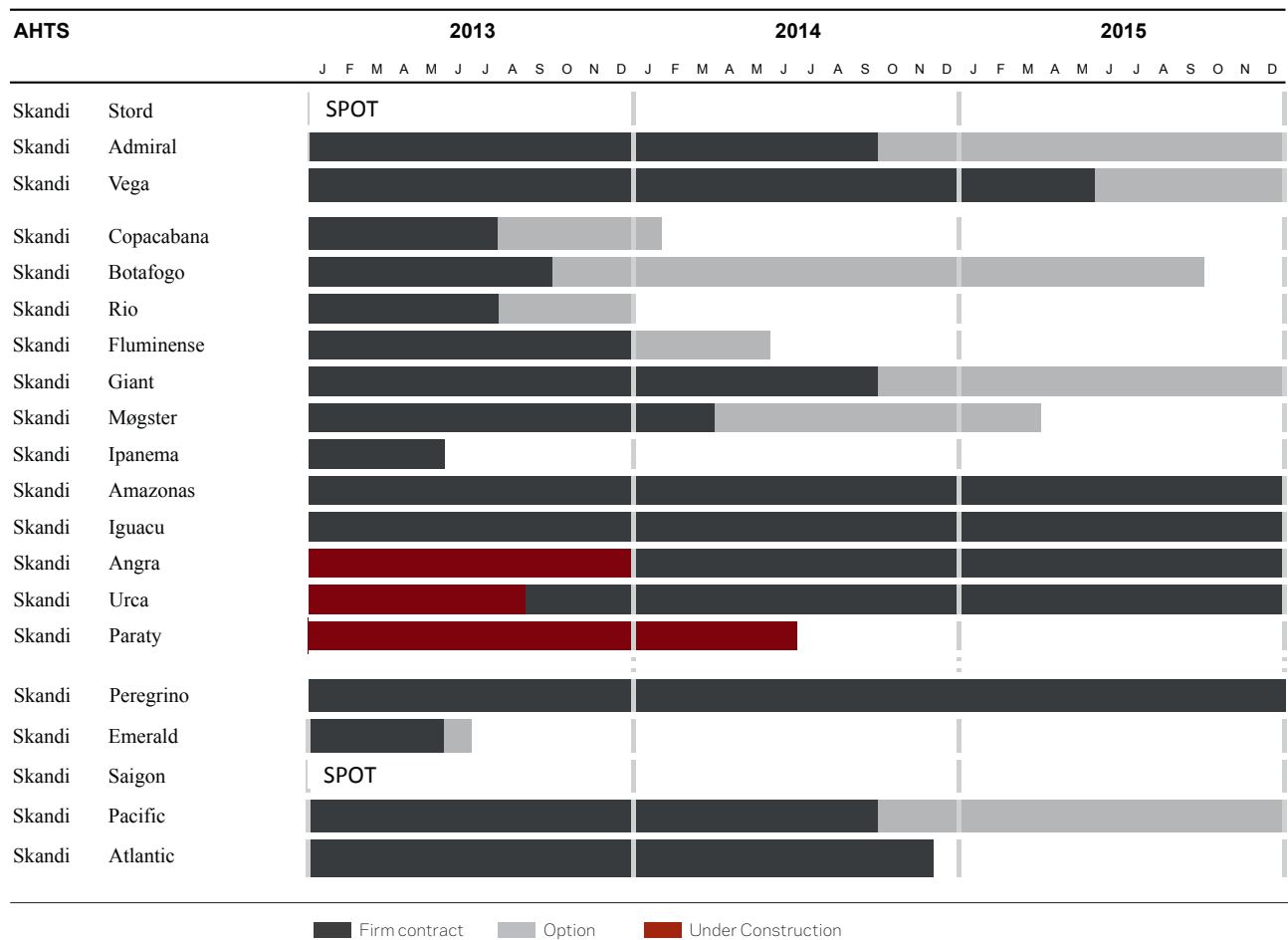
Name	No. shares	Shareholding	Voting shares
MØGSTER OFFSHORE AS	56 876 050	51,22 %	51,22 %
PARETO AKSJE NORGE	6 526 679	5,88 %	5,88 %
SKAGEN VEKST	5 762 213	5,19 %	5,19 %
ODIN OFFSHORE	2 820 553	2,54 %	2,54 %
MOMENTUM INVESTMENTS INC	2 775 702	2,50 %	2,50 %
PARETO AKTIV	2 759 470	2,48 %	2,48 %
MP PENSJON PK	2 325 600	2,09 %	2,09 %
ODIN NORGE	1 657 143	1,49 %	1,49 %
PARETO VERDI	1 465 684	1,32 %	1,32 %
VESTERFJORD AS	1 027 650	0,93 %	0,93 %
KANABUS AS	1 004 684	0,90 %	0,90 %
MOCO AS	1 002 051	0,90 %	0,90 %
ODIN MARITIM	765 247	0,69 %	0,69 %
VERDIPAPIRFONDET DNB SMB	677 202	0,61 %	0,61 %
FORSVARETS PERSONELLSERVICE	644 500	0,58 %	0,58 %
MUSTAD INDUSTRIER AS	530 000	0,48 %	0,48 %
SABARO INVESTMENTS LTD	500 000	0,45 %	0,45 %
PARETO SICAV	472 397	0,43 %	0,43 %
PACTUM AS	450 000	0,41 %	0,41 %
TERRA NORGE	348 776	0,31 %	0,31 %
Total	90 391 601	81,40 %	81,40 %
Total other shareholders	20 659 747	18,60 %	18,60 %
Total no of shares	111 051 348	100 %	100 %

Contract Coverage

PSV Contract Coverage



AHTS Contract Coverage



CSV Contract Coverage



DOF ASA

Alfabygget
5392 Storebø
NORWAY
Phone: +47 56 18 10 00
Fax: +47 56 18 10 06
management@dof.no

NORWAY

DOF Subsea AS
Thormøhlensgate 53 C
5006 Bergen
NORWAY
Phone: +47 55 25 22 00
Fax: +47 55 25 22 01
info@dofsubsea.com

DOF Subsea Norway AS
Thormøhlensgate 53 C
5006 Bergen
NORWAY
Phone: +47 55 25 22 00
Fax: +47 55 25 22 01
info@dofsubsea.com

DOF Management AS

Alfabygget
5392 Storebø
NORWAY

Thormøhlensgate 53 C
5006 Bergen
NORWAY
Phone: +47 56 18 10 00
Fax: +47 56 18 10 06
management@dof.no

ANGOLA

DOF Subsea Angola
Rua Ndumduma 56/58
Caixa postal 2469, Miramar
Luanda, Republic of Angola
Phone/Fax: +244 222 43 28 58
Mobile: +244 924 40 76 79/
+244 924 10 34 87
E-mail: angola@dofsubsea.com

AUSTRALIA

DOF Management Australia
Level 1, 441 South Road
Bentleigh, Vic. 3204
AUSTRALIA
Phone: +61 3 9556 5478
Mobile: +61 418 430 939

DOF Subsea Australia Pty Ltd
5th Floor, 181 St. Georges Tce
Perth, Wa 6000
AUSTRALIA
Phone: +61 8 9278 8700
Fax: +61 8 9278 8799
asia-pacific@dofsubsea.com

BRAZIL

NorSkan Offshore Ltda
Rua Lauro Müller, 116 - Offices 2802 to
2805 - Botafogo - Rio de Janeiro - RJ
BRAZIL - CEP: 22290-160
Phone: +55 21 2103-5700
Fax: +55 21 2103-5717
office@norskan.com.br

DOF Subsea Brasil Serviços Ltda
Rua A1, 35 - Vale Encantado - Macaê - RJ
BRAZIL - CEP: 27910-000
Phone: +55 22 2123-0100
Fax: +55 22 2123-0199
brasil@dofsubsea.com

CANADA

DOF Subsea Canada
472 Logy Bay Road
St John's, Newfoundland
Canada A1A 5C6
Phone: +1 709 576 2033
Fax: +1 709 576 2500
can@dofsubsea.com

SINGAPORE

DOF Subsea Asia Pacific Pte Ltd
460 Alexandra Road# 15-02
PSA Building, 119963
SINGAPORE
Phone: +65 6561 2780
Fax: +65 6561 2431
asia-pacific@dofsubsea.com

DOF Management Pte Ltd
460 Alexandra Road# 15-02
PSA Building, 119963
SINGAPORE
Phone: +65 6868 1001
Fax: +65 6561 2431

UNITED KINGDOM

DOF Subsea UK Ltd
Exchange No.1, 62 Market St. Aberdeen
AB11 5PJ, UNITED KINGDOM
Phone: +44 1224 614 000
Fax: +44 1224 614 001
uk@dofsubsea.com

DOF (UK) Ltd
Voyager House, 75 Waterloo Quay
Aberdeen AB11 5 DE
UNITED KINGDOM
Phone: +44 12 24 58 66 44
Fax: +44 12 24 58 65 55
info@dofman.co.uk

USA

DOF Subsea USA Inc
5335 W. Sam Houston Parkway N
Suite 390, Houston, Texas 77041
USA
Phone: +1 713 896 2500
Fax: +1 713 984 1612
info@dofsubsea.us

DOF ASA

Alfabygget
5392 Storebø
NORWAY
www.dof.no

