Company Presentation

22 October 2024

TELFORD OFFSHORE

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Overview of Recent Bond Issue

Key Transaction Elements

- The Issuer, a wholly owned subsidiary of MAM Telford Holdings, Ltd and the 100% owner of the DP3 multi-purpose support vessels Telford 25, Telford 28, Telford 30, Telford 31 and Telford 34 through its ownership in Telford Offshore International Ltd, recently issued a new 5-year $200m senior secured bonds (the "**Bonds**" or the "**Bond Issue**")
- Net proceeds from the Bond Issue will go towards a one-time distribution to the Issuer's shareholders and general corporate purposes
- US investment firm Merced Capital owns 90% of the company and has been the primary investor and capital provider since 2017
- The Group is currently debt and lien free, hence the rationale behind the contemplated transaction is to rebalance and optimize the Group's capital structure
- The Bonds will be guaranteed by material subsidiaries and will benefit from a security package comprising of the material assets of the Group, including *inter alia* first priority share pledges and vessel mortgages
- Pro-forma for the Bonds, the Group will have a net leverage of 2.1x and 1.7x based on 2024E and 2025E EBITDA[1], respectively, and a net loan-to-value ratio of 47%, with the bond amortizing $17.5m semi-annually in 2025 and 2026, and $12.5m semi-annually thereafter (all amortization at 103% of par)

Sources and Uses

Sources	$m
New senior secured bond	200
Cash from balance sheet	30
Total	**230**

Uses	$m
Distribution to shareholders	193
OID	2
Transaction costs	5
Cash to balance sheet	30
Total	**230**

Pro Forma Capitalisation

$m	1 Nov 2024E[2]	Adj.	PF 1 Nov 2024E
New 1st lien senior secured bond issue	-	200	200
Total interest-bearing debt	**-**	**200**	**200**
Est. cash and cash equivalents	30	200	230
Distribution to shareholders	-	(193)	(193)
OID	-	(2)	(2)
Transaction costs	-	(5)	(5)
Cash and cash equivalents	**30**	**-**	**30**
Net interest-bearing debt	**(30)**	**200**	**170**

Key credit metrics	1. Nov 2024E	Adj.	PF 1. Nov 2024E
August 2024 LTM EBITDA	**83**		**83**
Net leverage ratio	(0.4)x		2.1x
2024E EBITDA[1]	**83**		**83**
Net leverage ratio	(0.4)x		2.1x
2025E EBITDA[1]	**100**		**100**
Net leverage ratio	(0.3)x		1.7x
Total est. EBITDA backlog (incl. options)[3]	**~300**		**~300**
Net loan-to-EBITDA backlog	(0.1)x		0.6x
Vessel values[4]	**360**		**360**
Net loan-to-value	n.a.		47%

[1] Midpoint of management estimate for 2024 and 2025 EBITDA of $80-85m and $90-110m, respectively; [2] Expected issue date for the bonds; [3] Pro forma backlog as of 1 September 2024, adjusted for the three new contracts signed in October. EBITDA calculated as vessel EBITDA (excl. SG&A). Includes both firm contracts and options; [4] Vessel values is the average of broker estimates from Clarksons and Arctic Offshore

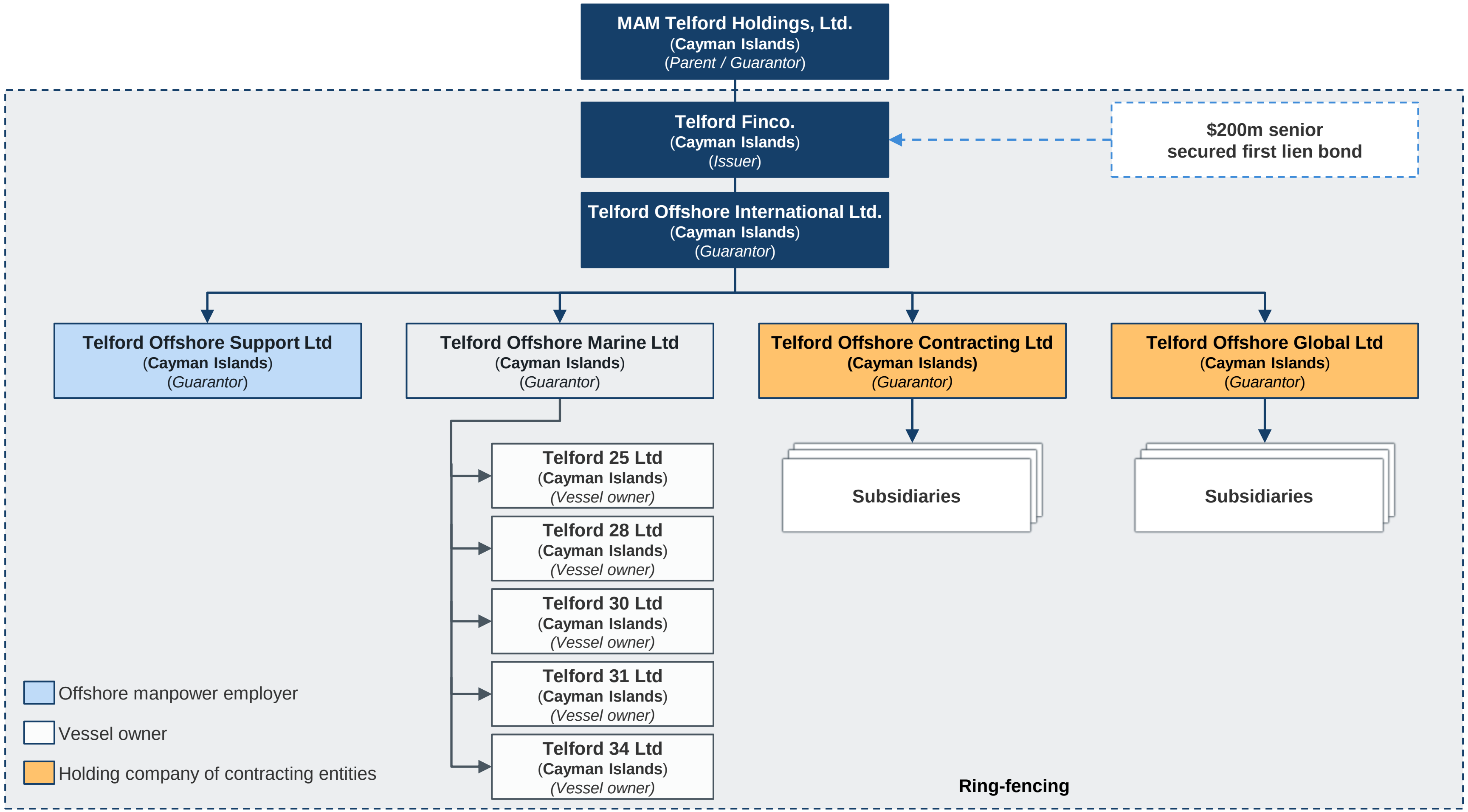
TELFORD OFFSHORE

Key Terms and Conditions

Issuer:	Telford Finco.
Parent:	MAM Telford Holdings, Ltd.
Guarantors:	The Parent, all vessel owners, charter companies and other material asset owning and operating subsidiaries
Issue Amount:	$200m
Status:	Senior secured first lien
Tenor:	5 years
Use of Proceeds:	Initial distribution to shareholders of up to $200m and general corporate purposes
Coupon Rate:	11%, payable semi-annually
Issue Price:	99% of par
Amortization:	$17.5m semi-annually in 2025 and 2026, $12.5m semi-annually thereafter. All amortization, including final balloon payment, at 103% of par
Cash Sweep:	Excess cash above $30m on each interest payment date, in minimum amount of $5m and increments of $1m (at 103% of par)
Call Options:	Make-whole 30 months, thereafter callable at par + 50/40/30% of Coupon Rate after 30/36/42 months. 103% for the last 12 months
Collateral Vessels:	The multi-purpose accommodation and support vessels Telford 25, Telford 28, Telford 30, Telford 31 and Telford 34
Security:	Standard security package including inter alia vessel mortgages, share pledges, floating charges, pledges over material accounts, assignments in earnings, insurances and intra group loans, subject to 60 BD security take-up for certain security (other than vessel mortgages and other pre-disbursement security) and guarantees provided by or over the shares of Guarantors other than the Parent
Financial Covenants:	(i) Minimum liquidity of $15m and (ii) net interest-bearing debt / EBITDA of maximum 3.5x, reducing with 0.25x every 12 months
Other Covenants:	Customary covenants including inter alia restrictions on additional financial indebtedness, liens, financial support and asset sales, and customary vessel covenants
Debt Service Retention Account:	1/6 of scheduled interest and amortization to be transferred to the DSRA every month. The DSRA shall be restricted and funds only used for debt service
Permitted Financial Indebtedness:	The Bonds, super senior RCF up to $20m (of which max $10m for working capital and max $10m for performance guarantees), customary operational baskets, $5m general basket
Permitted Distributions:	No distributions other than the initial distribution
Bondholders' Put Option:	Put option @ 101% following change of control, including if Merced Capital/its controlled investment funds cease to control more than 50%
Listing of Bonds:	Nordic ABM within 6 months following the issue date
Trustee / Governing Law:	Nordic Trustee / Norwegian law bond terms, security documents on applicable law
Joint Bookrunners:	DNB Markets and Arctic Securities

Simplified Pro-forma Structure

Simplified Structure Post the Bond Issue



Comments

- First lien bond collateral structure including:
  - Mortgages in all five vessels
  - Pledge in all shares of the issuer, guarantors and any other Material Group Companies[1]
  - Floating charges
  - Pledge in material accounts
  - Assignment in earnings
  - Assignment in insurances
  - Guarantees from the guarantors

- Additional financial indebtedness limited to:
  - Super senior revolving credit facility of up to $20m, of which $10m for performance guarantees and $10m for working capital and cash management
  - Bareboat charter of vessels (limited to one vessel at the time) against back-to-back charter out with third party customer
  - Customary operational baskets
  - A general basket of $5m

Please see page 48 for detailed organizational chart

[1] Material Group Companies as defined in the term sheet

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Key Credit Highlights

1 Market leader within multi-purpose support vessels	• World's largest owner and operator of DP3 multi-purpose support vessels, offering clients high-capacity accommodation, construction and heavy lift support, diving support and pipelaying capabilities • Highly flexible and cost efficient one-stop solution enabling clients to perform multiple work scopes with Telford's assets instead of chartering several specialized vessels • Competitively advantaged versus semi-sub accommodation units, driven by lower operating costs, lower emissions and greater flexibility
2 Robust contract backlog delivering high cash flow visibility	• Robust contract backlog of $443m[1] with an estimated EBITDA contribution of $~300m[1] provides downside protection, with outlook for several new contracts in the near-term • As of September, approximately 77% of the available contracting days from November until year-end 2026 are secured by the backlog, with advanced negotiations ongoing expected to fill close to all of remaining available days in 2025 and 2026 • Strong counterparties with customers and end clients primarily being blue chip supermajors, tier 1 EPCI[2] contractors and national oil companies
3 Tight bond structure and rapid de-leveraging	• Ringfenced bond structure with opening net leverage of 2.1x and 1.7x based on 2024E and 2025E EBITDA[3], respectively, rapid deleveraging through fixed amortizations and cash build up to illustrative negative net debt towards bond maturity • Limited forward-looking capex given recent fleet investments, leading to high FCF conversion rates and a compelling de-leveraging story • Disciplined capital allocation and prudent risk management with focus on vessel utilization over headline dayrates to ensure sustained free cash through the cycles
4 Strong underlying market outlook	• Positive and steady demand growth outlook in key focus markets of the Middle East and West Africa, supported by multi-year project pipelines from national oil companies and supermajors • Limited supply of multi-purpose support vessels globally, with no significant newbuild activity in the near term given high newbuild costs relative to vessel dayrates, limited shipyard availability and lack of financing • Recent tendering and contracting activity for Telford showcase continued dayrate momentum and clients generally being eager to secure vessel capacity

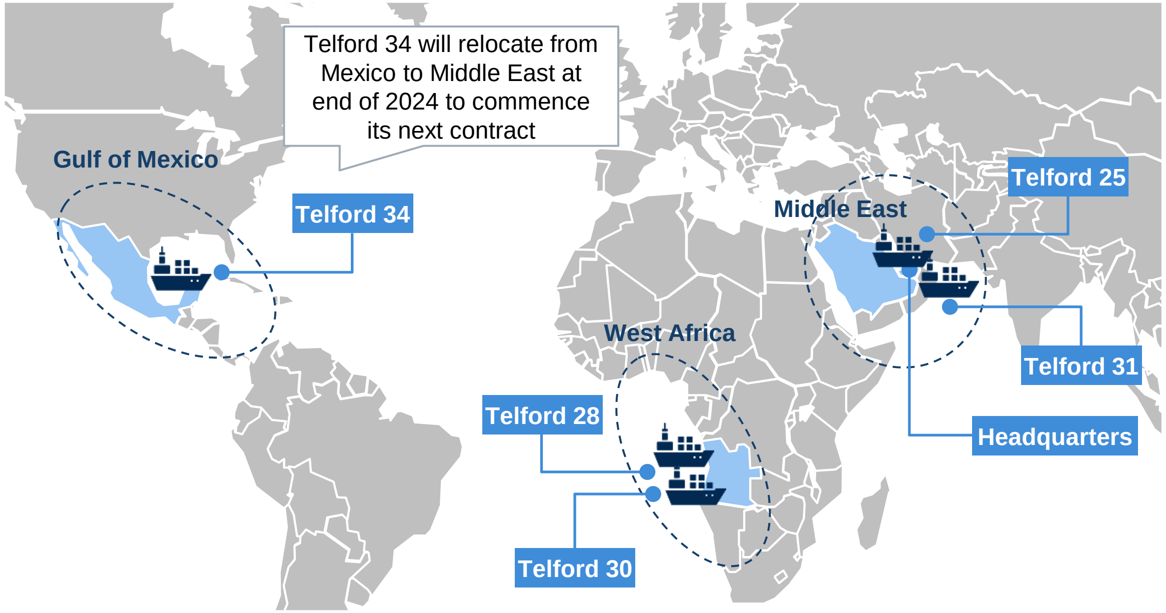
[1] Pro forma backlog as of 1 September 2024, adjusted for the three new contracts signed in October. EBITDA calculated as vessel EBITDA (excl. SG&A). Includes both firm contracts and options; [2] EPCI = Engineering, Procurement, Construction and Installation; [3] Based on midpoint of management estimate for 2024 and 2025 EBITDA of $80-85m and $90-110m, respectively

1 Largest Owner of DP3 Multi-Purpose Support Vessels Globally

At a Glance

- Largest owner and operator of DP3[1] multi-purpose support vessels in the world with a fleet of five vessels designed to offer clients flexibility through:
  - Ability to accommodate up to 700 persons on board
  - Heavy lift crane capabilities of up to 800 tonnes
  - Up to 1,500 square metres of usable deck space
  - Pipelay capability on larger vessels
  - Heave compensated gangways on all vessels
  - Ability to pivot into renewables infrastructure support
- Vessels can operate competitively in accommodation, construction, pipelay and dive support markets
  - Given versatility of the DP3 vessels, the client can complete multiple work scopes using a single unit rather than chartering several task specific vessels
- Ability to operate in benign environments globally in the offshore oil and gas ("**O&G**") market, with key focus to support the EPCI[1] market in the Middle East and the FPSO[2] market in West Africa
  - Typical end clients are blue chip companies like O&G supermajors and national oil companies ("**NOCs**") or Tier 1 EPCI contractors

Key Markets



Current countries of operations

Key Financial and Operational Metrics

$83m[3]	$443m[4]	2.1x	5	414
EBITDA	*Backlog*	*Net leverage*	*Vessels*	*Employees*
2024E	*Sept. 2024*	*PF LTM Aug. 2024*	*Sept. 2024*	*Sept. 2024*

Key Clients and End Users[5]

TotalEnergies, Azule Energy, aramco, QatarEnergy, NMDC Group, ADNOC, altera, Protexa, Rosetti Marino, North Oil Company, NewFortress energy, McDermott, Saipem

[1] DP = Dynamic Positioning; EPCI = Engineering, Procurement, Construction and Installation; [2] FPSO = Floating Production Storage and Offloading; [3] Midpoint of management estimate for 2024 EBITDA of $80-85m; [4] Pro forma backlog as of 1 September 2024, adjusted for the three new contracts signed in October. Includes both firm contracts and options; [5] North Oil Company is a JV between TotalEnergies and QatarEnergy, while Azule Energy is a JV between BP and Eni

TELFORD OFFSHORE

1 Transformation to "Telford 2.0"

"Old Telford"

History overview

2017 - 2018: Sea Trucks restructured, becoming Telford Offshore
- Merced buys ~25% of defaulted debt, becoming largest stakeholder

2018 - 2021: Multiple restructurings, Merced primary capital provider
- Merced invests additional capital in 2018 and 2019, ultimately funding and owning ~100% of the senior secured debt by 2022

2022 - 2023: Telford defaults, restructures and emerges debt-free
- Merced acquires Telford through a credit bid that extinguishes all debt and invests to stabilize operations and fund vessel upgrades

2023 - 2024: Telford pursues successful operational restructuring
- New management and board improves operations, invests in vessel upgrades and wins major contracts

Today: Telford seeks to optimize its capital structure
- Debt-free balance sheet, $443m contract backlog and substantial excess free cash flow support debt issuance

"Telford 2.0"

New Telford

- Shift in focus from EPCI[1] contracts (more project based, lump sum contracts with lower margins) to **high margin time charter (dayrate based) contracts** to blue chip clients
  - Targeting **high utilization** and **earnings visibility** rather than focusing on dayrate maximization

- Focus shifted to **key regions of MENA and West Africa** (excluding Nigeria)

- **New executive management team** with 10% ownership in Telford and collectively **over 100 years of experience** in the offshore marine industry, 75+ of which specifically in the offshore accommodation vessel space

- **90% owned by Merced Capital**, a leading US investment firm
  - Deep **knowledge and understanding of the vessels and sector**
  - **Highly committed** and showing **significant support**

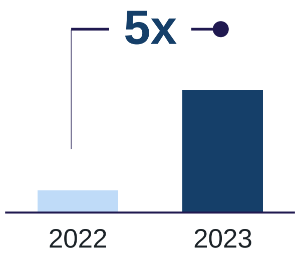
Key achievements since early 2023

>6,000

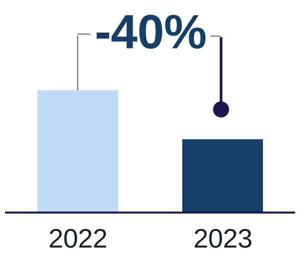
Secured vessel days of charter revenue

>$660m

New work secured



Increase in underlying EBITDA



Reduction in opex

~80%

Utilization 2023 – Sept. 2024

>$55m

Invested in fleet upgrades

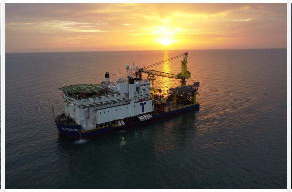
The transformation to Telford 2.0 through a new management, ownership structure and revised strategy has resulted in significant achievements since early 2023

[1] EPCI = Engineering, Procurement, Construction and Installation

TELFORD OFFSHORE

1 Attractive Fleet of Multi-purpose Support Vessels

Fleet Overview

	Telford 25	Telford 28	Telford 30	Telford 31	Telford 34
					
Key services	Accommodation, offshore construction and pipelay	Accommodation, hook up and offshore construction	Accommodation and offshore construction	Accommodation and offshore construction	Accommodation, offshore construction and pipelay
DP[1] generation	DP3	DP3	DP3	DP3	DP3
Build year	2009	2008	2007	2011	2010
Useful life	2039	2038	2037	2041	2040
Standard berths	379 POB	462 POB	336 POB	477 POB	339 POB
Maximum berths[2]	603 POB	686 POB	500 POB	701 POB	563 POB
Deck space	1,500 M^2	1,350 M^2	1,000 M^2	1,300 M^2	1,350 M^2
Crane	800 T	270 T	270 T	400 T	800 T
Heave compensated gangway	✓	✓	✓	✓	✓
Rigid pipelay	✓	-	-	-	✓
Moon pool	-	-	-	✓	✓
Next SPS due	2028	2027	2029	2026	2025
Build cost	$173m	$144m	$153m	$150m	$163m
Replacement cost	$260m	$215m	$230m	$225m	$245m

Comments

- Strategic focus on Middle East and West Africa, with vessels qualified and accepted to work for the Big 3 in the Middle East (Saudi Aramco / Qatar Energy / ADNOC)
- All vessels have >13 years of useful life left based on the assumption of 30 years of service, with possibility to extend lifespan further through maintenance and upgrades
- Around $55m invested in vessel modifications, upgrades and strategic repositioning since 2023, ensuring state-of-the-art capabilities and limited capex requirements going forward
- Current replacement cost typically 50% higher than construction cost in 2007-2010, with limited yard capacity and lack of newbuild financing expected to continue
- Lower cost base and emissions compared to the majority of competitor vessels

[1] DP = Dynamic Positioning; [2] Capacity can be increased by installing temporary living quarters, however, temporary living quarters reduce deck space

1 Flexible and Cost-Efficient Operation Enabling Single Vessel Solution For Clients

Overview of Telford's Service Offering

Service offering		Accommodation and catering	Construction and lifting	Pipelay	Diving support
Example services		• High-capacity accommodation and catering services in support of hook-up, commissioning and maintenance campaigns	• Lifting of modules, jackets and decks • Subsea installation (connections, tie-ins, crossings, installation risers and manifolds) • ROV operations	• Installation of rigid pipelines up to 60" (S-Lay) • Installation Flexible flowlines and cables up to 16" via reels and/or carousel	• Offshore diving support • Subsea connections (pipelines, manifolds, risers and spools) • Inspection and maintenance • ROV operations
Life cycle of O&G	Greenfield ~30%[1]	✓	✓	✓	✓
	Brownfield ~70%[1]	✓	✓	✓	✓
Renewables		**Flexibility to pivot into renewable services;** Providing subsea infrastructural installation (cable-lay) and accommodation support for commissioning and maintenance campaigns			
~ Share of time spent		~60%	~20%	~15%	~5%

In contrast to other accommodation operators, Telford provides a multi-service offering across the life-cycle of offshore assets which enables higher utilization

[1] Share of time currently spent split between greenfield and brownfield services

TELFORD OFFSHORE

1 Recent Work is a Testimony of the Vessels' Multi-purpose Capabilities

Customer	Aramco / McDermott	NewFortress energy	Saipem	NMDC Group / ADNOC	TotalEnergies	Azule Energy
Geography	Saudi Arabia and Qatar	Altamira, Mexico	Baleine, Ivory Coast	Abu Dhabi, UAE	Dalia, Angola	N'Goma, Angola
Vessel(s)	Telford 25	Telford 28 and 34	Telford 31	Telford 31	Telford 30	Telford 30
Services provided	Accommodation / Subsea Construction	Pipelay / Construction / Diving / Accommodation	Accommodation / Lifting Services	Subsea Construction	Accommodation	Accommodation
Duration	May 2024 – Jun 2025	Feb 2023 / Jun 2023 – Dec 2023 / Jul 2024	Jun 2023 – Dec 2023	Apr 2024 – Nov 2024	Aug 2022 – Jul 2023	Nov 2023 – Jul 2024
Commentary	McDermott worked with Telford to devise a 12-month campaign focused on utilizing the Telford 25's multi-purpose capabilities • Saudi - W2W[1] services (200POB) • Qatar - Subsea construction: Installation of ~300 subsea structures • Saudi - Large scale accommodation for 500 client personnel	Transport and installation of 2 x 20" rigid pipelines Trenching and backfilling of pipeline Saturation and air diving Accommodation support for newly installed jackup FLNG's[2]	Saipem was contracted by Eni S.p.A. to refurbish, mobilize and commission FPSO[3] Firenze in the Baleine field located in Ivory Coast Offshore accommodation for 400 client personnel over 7 months Tracked and followed the turret moored Firenze FPSO utilizing advanced target follow mode Conducted multiple lifts around and onto the FPSO utilizing the vessels 400t crane	DP3 subsea construction vessel to ADNOC standards Various subsea activities • Air diving • Installation of ~600 subsea structures • Subsea mooring installations	Accommodation for 300-350 client personnel Operated two galleys and messrooms simultaneously At client request, completed a relocation to gangway pedestal configuration in Luanda, Angola Gangway connected to spread moored FPSO's Girassol and Dalia Total uptime (excl. disconnection at client request): 94%	Accommodation for 150-270 client personnel Required gangway pedestal extension Full upgrade of DP system, which included Kongsberg's latest advanced target follow mode functionality Gangway connected to turret moored FPSO N'Goma Total uptime (excl. disconnection at client request): 99.8%

[1] W2W = Walk to Work gangway; [2] FLNG = Floating Liquefied Natural Gas; [3] FPSO = Floating Production Storage and Offloading

TELFORD OFFSHORE

1 Experienced Management Team with Aligned Interests

Management Team Consisting of Seasoned Industry Executives

Robert Duncan, *Chief Executive Officer*

- Experienced executive with 20+ years in the global offshore energy industry. Former CEO and board member of Seafox International (2007-2017) and founder/CEO of the offshore consulting company Capital Strategies Int. (2017-2023).
- At Seafox he led 2 M&A transactions totaling $725m and raised $780m through 3 debt capital market transactions, including a $225m North American high-yield bond in 2013

4.0% stake

Andy Robertson, *Chief Financial Officer*

- Andy Robertson has 25+ years' experience in the oil and gas marine industry. He spent 15 years in various finance positions in Gulf Marine Services PLC from 2008-2023, including CFO from 2021-2023. Also held finance positions in AMEC (2002-2008), P&O Ferries and Coflexip (1997-2002)
- Andy has extensive experience in raising debt and equity capital, financial restructuring and IR in the Offshore Marine sector

1.75% stake

Brendan Hunter, *Chief Operating Officer*

- Brendan Hunter has held various Senior Management, Operational and Project positions in the Offshore Marine and Services sector since coming to the United Arab Emirates
- Brendan managed the Zamil Offshore accommodation and support barges for the Saudi NOC and was an integral part of the Seafox International restructure

1.5% stake

Ben Isles, *Chief Commercial Officer*

- Ben Isles oversees commercial operations, sales and tendering, contracts and business development
- Ben joined Sea Trucks in 2008 where he held commercial roles in APAC and Middle East. He transitioned to Telford Offshore in 2018, focusing on business development in the Middle East

1.5% stake

Matthew Chaplin, *Reg. Manager, Middle East*

- Matthew Chaplin is based in Qatar and oversees all business functions including operations, commercial oversight and ongoing business development.
- Matthew has grown and led companies in the Asia Pacific and MENA regions. He has over 30 years' experience in the oil and gas industry

1.25% stake

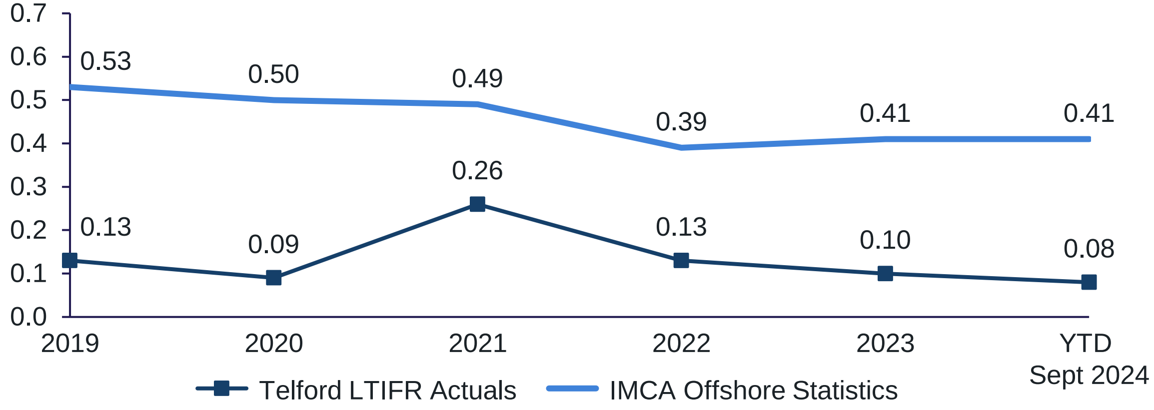
Aligned Interests

- After Merced Capital became the sole equity owner of Telford in February 2023, they commenced the work to acquire a world-class management team for the company
- In conjunction with this, Merced granted a total of 10% ownership in Telford to the new management team, ensuring alignment of interest between management and shareholders
- The management incentive program[1] is comprised of 10% of the equity, subject to a 5-year vesting schedule and only receives value after a preferred return threshold that is junior to the debt
- Hence, the management team is incentivized to remain at Telford and continue to execute at a world-class level going forward
- Multiple factors in place ensure a long-term equity commitment from Merced, including a creditor-friendly change of control provision and significant equity value that sits junior to bondholders post-transaction

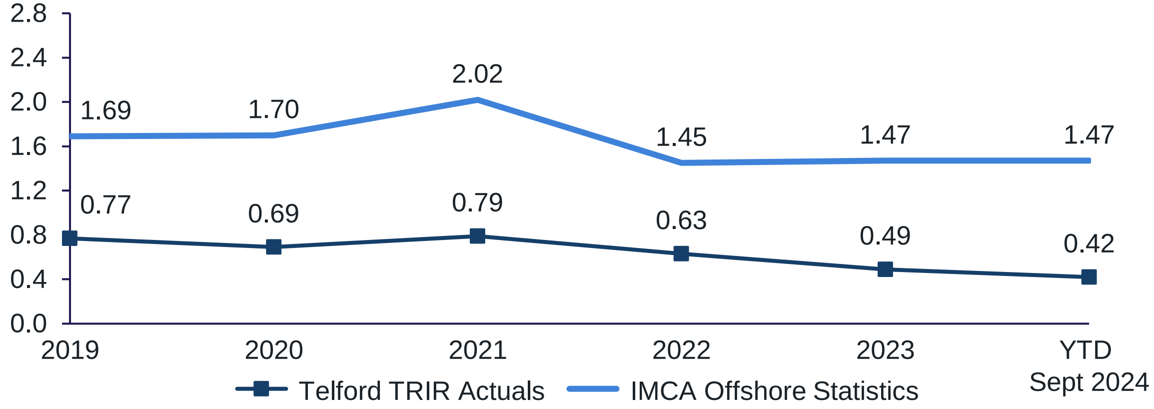
[1] Please see summary of management incentive plan on page 36

1 High Operational Standards Reflected in Strong QHSSE[1] Statistics

Lost Time Injury Frequency Rate (LTIFR)[2]



Total Recordable Incident Rate (TRIR)[3]



QHSSE Policies

Culture

The company's safety culture is the attitude, beliefs, perceptions and values that all its employees need to share in relation to safety in the workplace

Compliance

Compliance in-line with established best practice is the baseline at Telford, with a persistent focus on developing beyond industry standards

Competence Assurance

At Telford, training is used to increase the skills of its personnel. Technical skills training allows team members to mitigate potential risk at its work sites

Performance Measurement

Telford uses proven management processes to ensure the company has a firm understanding of its performance

Risk Awareness

Telford has proven processes and procedures in place to assess and control its risk exposure

Subcontractors

Telford has a strong focus on health, safety and environmental performance and expects its counterparties to have the same

[1] QHSSE = Quality, Health, Safety, Security and Environment; [2] Number of lost time injuries (fatalities + lost workday cases) per 1 million man-hours worked; [3] Total number of recordable incidents (fatalities + lost workday cases + restricted workday cases + medical treatment cases) per 1 million man-hours worked
Source: Industry statistics provided by International Marine Contractors Association ("IMCA")

1 Highly Committed Sponsor in Merced Capital

Background

Merced is a private investment firm founded in 1988 in Minneapolis, Minnesota, by the team responsible for developing Cargill's Financial Markets Department

Registered Investment Advisor regulated by the U.S. Securities and Exchange Commission, managing capital on behalf of institutional investors, including leading endowments and pension funds

Led by Vince Vertin and Joe McElroy, the investment team brings decades of experience in oil and gas, shipping, offshore services, private equity and capital markets

Operates with a flexible investment mandate, providing both debt and equity capital with adaptable holding periods – Merced has provided capital to and remained invested in leading energy companies through market cycles with unwavering commitment

Merced holds top 4 shareholder position in Hornbeck Offshore[1] and Secure Energy[2] (TSX: SES) with an investment history of 6+ and 8+ years, respectively. Additionally, Merced was a top 3 shareholder and board member of CSI Compressco[3] (NASDAQ: CCLP) with an investment history of 8+ years, a driving force behind CCLP's recent successful merger with Kodiak Gas Services[4] (NYSE: KGS) and remains a key investor in and subject to a lock-up agreement with KGS

History in Telford

Largest investor in the company since 2017 and represents 2/3 of the Board – 7+ years investment with a long-term commitment

Primary/sole provider of capital to Telford during depths of downturn and led successful financial, strategic and operational turnaround

Invested capital in **2017, 2018, 2019, 2022 and 2023**

Reached a consensual transaction **to buy equity and junior PIK bonds** from other major Telford stakeholders and extinguish 100% of the existing debt to become the **sole equity owner of Telford Offshore** in February 2023**.** Now owns 90% with management owning the remaining 10%

Dedicated substantial time, resources, and capital leading the **transformation of every facet of Telford over 7 years**

Key role in **strategic direction, capital allocation discipline and corporate governance oversight**

Invested, directly or indirectly, more than $200m since 2017 and retain illustrative equity value post-transaction of $182m[5]

Remains **fully committed to Telford** going forward

[1] Offshore support vessels; [2] Waste management for energy and industrial customers; [3] Compression-based production services to the O&G industry; [4] Provides natural gas compression services; [5] Please see page 36 for further details

1 Strategic Priorities and Risk Management

Operational priorities

- Provide superior service offering to clients through multi-purpose vessels offering a single-vessel solution
- Continuous focus on keeping a highly competitive fleet through vessel upgrades and maintenance, with newly upgraded fleet resulting in low near-term capex requirements
- Strong QHSSE performance through persistent focus on keeping operational practices above industry standards
- Reduce geopolitical risk by exiting high operational risk areas of operation
- More efficient operations and cost base from economies of scale through operational clusters in the Middle East and West Africa

Commercial priorities

- Shift focus from EPCI[1] contracts (more project based, lump sum contracts with lower margins) to high margin time charter contracts to blue chip clients in core markets, increasing utilization and earnings visibility
- Focus on contract opportunities in West Africa and MENA regions, which is considered key growth regions going forward
  - Already commenced relocation of vessels into Middle East
- Explore opportunities to manage additional vessels through management agreements, growing the business on an asset-light model

Financial priorities

- Prioritizing utilization over dayrates, adding backlog and capitalizing on best-in-class service capabilities to secure new contracts, extensions and add-on services
- Reduce counterparty risk by focusing on blue chip clients in West Africa and Middle East
- Tight bond structure with rapid de-leveraging through steep amortization while keeping sufficient liquidity on balance sheet and conservative capital allocation ensuring financial stability
- Relentless focus on the lessons learned from previous cycle, maintaining industry cost leadership and ability to reduce cost base in unfavorable conditions

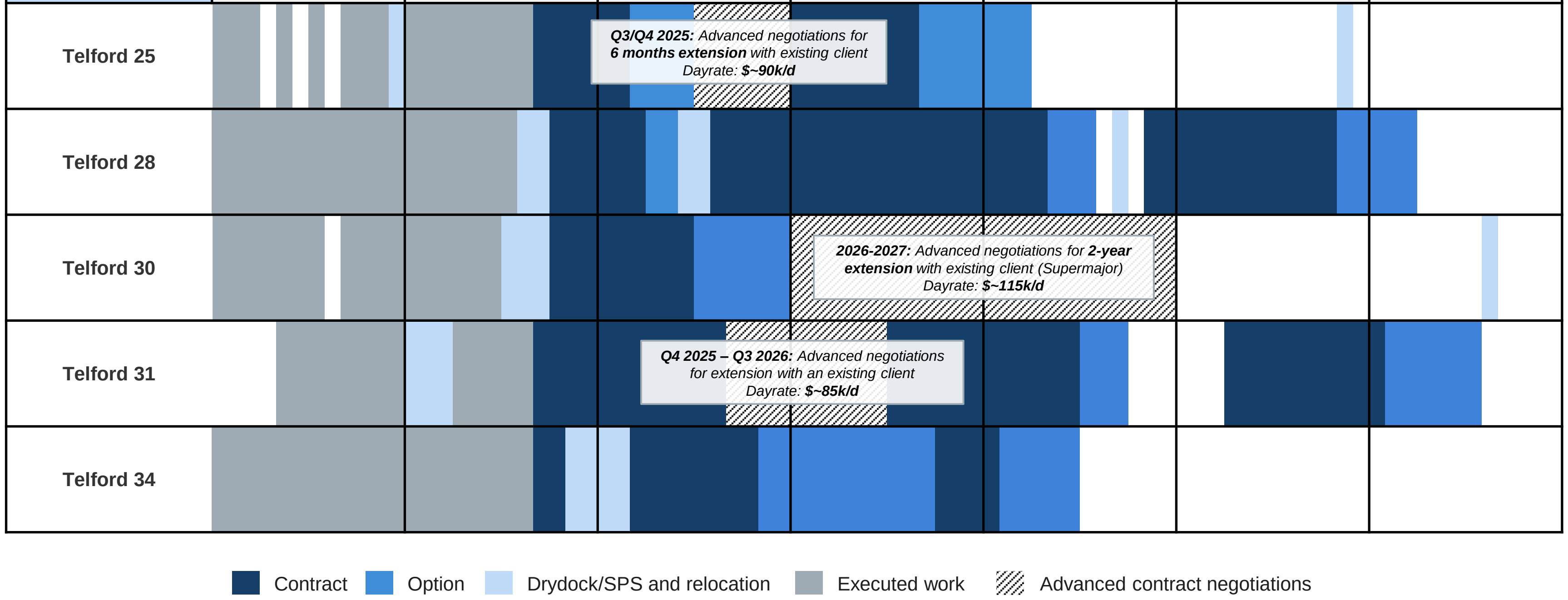
Positioned for market leadership, high fleet utilization and significant cash conversion following renewed strategy under new ownership and management

[1] EPCI = Engineering, Procurement, Construction and Installation

2 Attractive Contract Coverage with a Total Backlog of $443m[1]

Contract Coverage[2]

Share of illustrative revenue secured through firm contracts and options[3]	-	*100%*	*88%*	*69%*	*43%*	*35%*	*16%*
Vessel	**2023**	**2024**	**2025**	**2026**	**2027**	**2028**	**2029**
	Q1 Q2 Q3 Q4	Q1 Q2 Q3 Q4	Q1 Q2 Q3 Q4	Q1 Q2 Q3 Q4	Q1 Q2 Q3 Q4	Q1 Q2 Q3 Q4	Q1 Q2 Q3 Q4



Comments

- Remaining firm contract period of approximately 8.7 years across the fleet and approximately 4.3 years of options
- Total backlog of $443m[1], including options of $144m with an estimated total EBITDA contribution of $~300m, at a total blended average dayrate of $~92k/d
- Since 2023 successfully managed to minimize downtime for periods between contracts through short term spot market work, and expect this to continue in the near term as the market continues to strengthen
- Advanced ongoing dialogue for a 6-month contract extension for Telford 25, a 2-years extension for Telford 30 and a 9-months extension for Telford 31, which will make the fleet fully contracted through 2026

Backlog as of 1 September 2024[1]

$443m
Total backlog

$299m *Firm backlog*

$144m *Options*

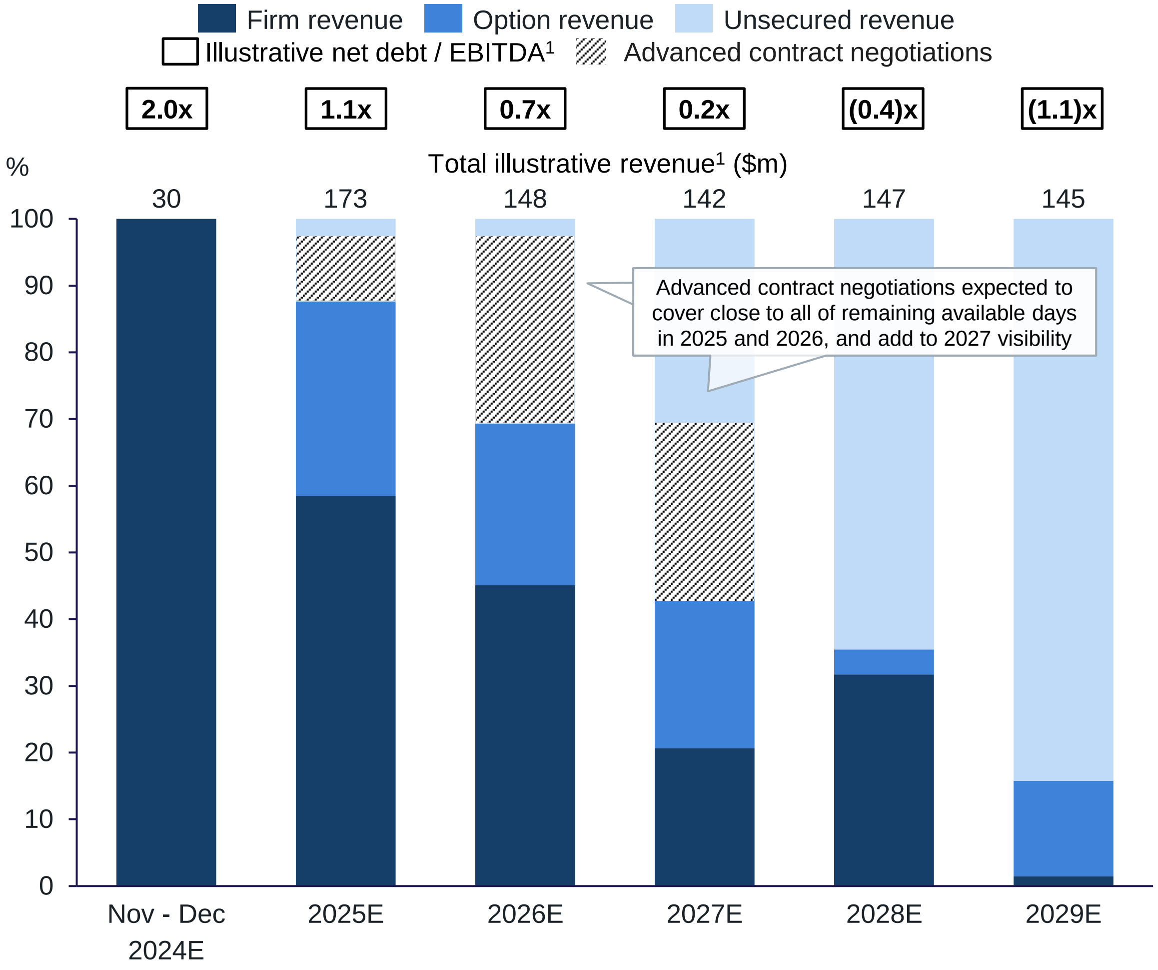
Sizeable backlog expected to generate $~300m of vessel EBITDA[1]

[1] Pro forma backlog as of 1 September 2024, adjusted for the three new contracts signed in October. EBITDA calculated as vessel EBITDA (excl. SG&A). Includes both firm contracts and options. Telford 25 option period includes 30 transit days that the company expects to be treated as option days – this is reflected throughout the investor materials; [2] Please see page 45 and 47 for summary of vessel contract terms; [3] Please see page 24 for more information and assumptions

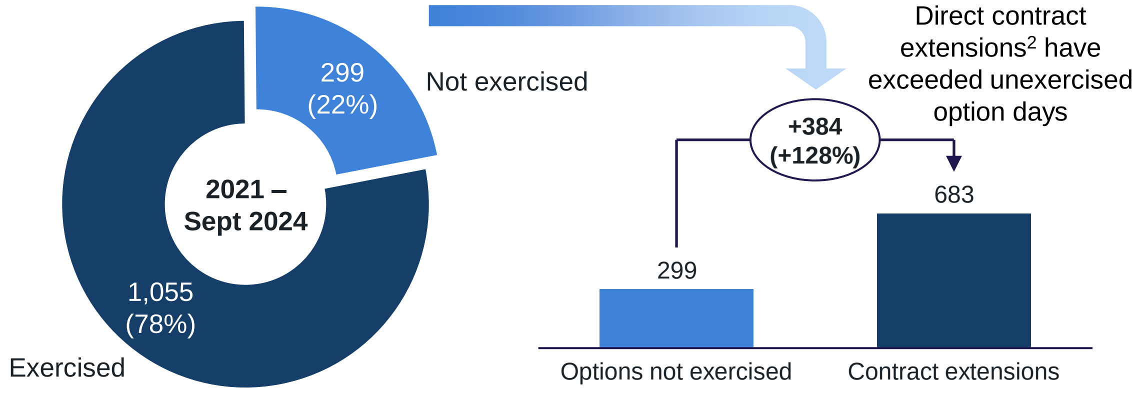
TELFORD OFFSHORE

2 Current Backlog Provides Robust Revenue Visibility

Large Share of Illustrative Revenue[1] Covered in the Medium-term



Historically, Close to 80% of Options Have Been Exercised



How clients think about firm contracts and options

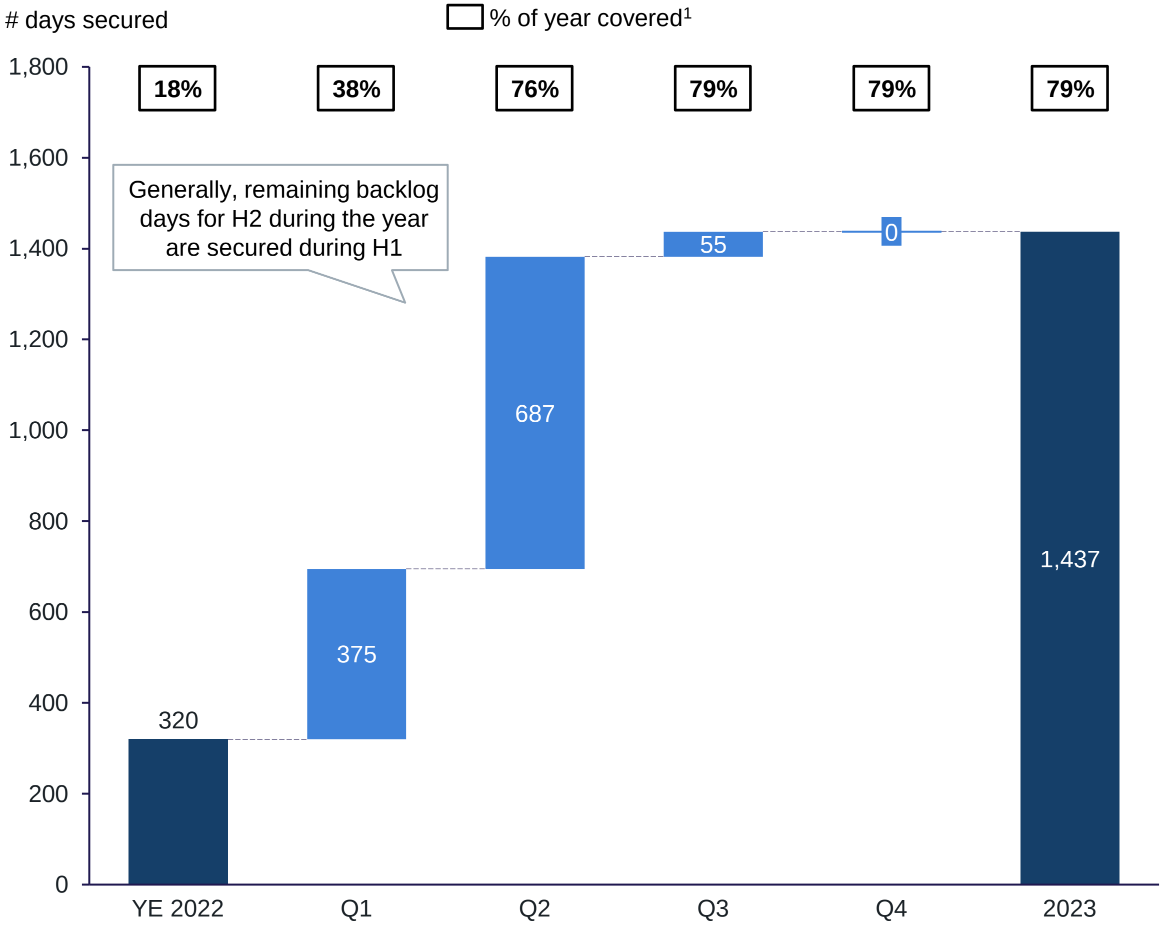
- The firm period is typically based on the client's best-case assumption, assuming optimal project execution, to avoid continued contract payments after project finalization
  - Generally, projects are rarely completed in line with the best-case assumption and clients thus secure the right-of-use for an extended period through an option to cover any delays
  - Further, it is not uncommon for clients, having utilized all options available to them, to request additional contract extensions to finalize their project
- Historically (2021 to date) 78% of total option days were exercised
  - In addition**, 683 days were added to the backlog based on mutually agreed contract extensions** beyond the original firm and option period, more than **offsetting the contracts where options were not fully utilized**

[1] Please see page 24 for more information and assumptions; [2] Contract extensions are not necessarily directly linked to the options not exercised

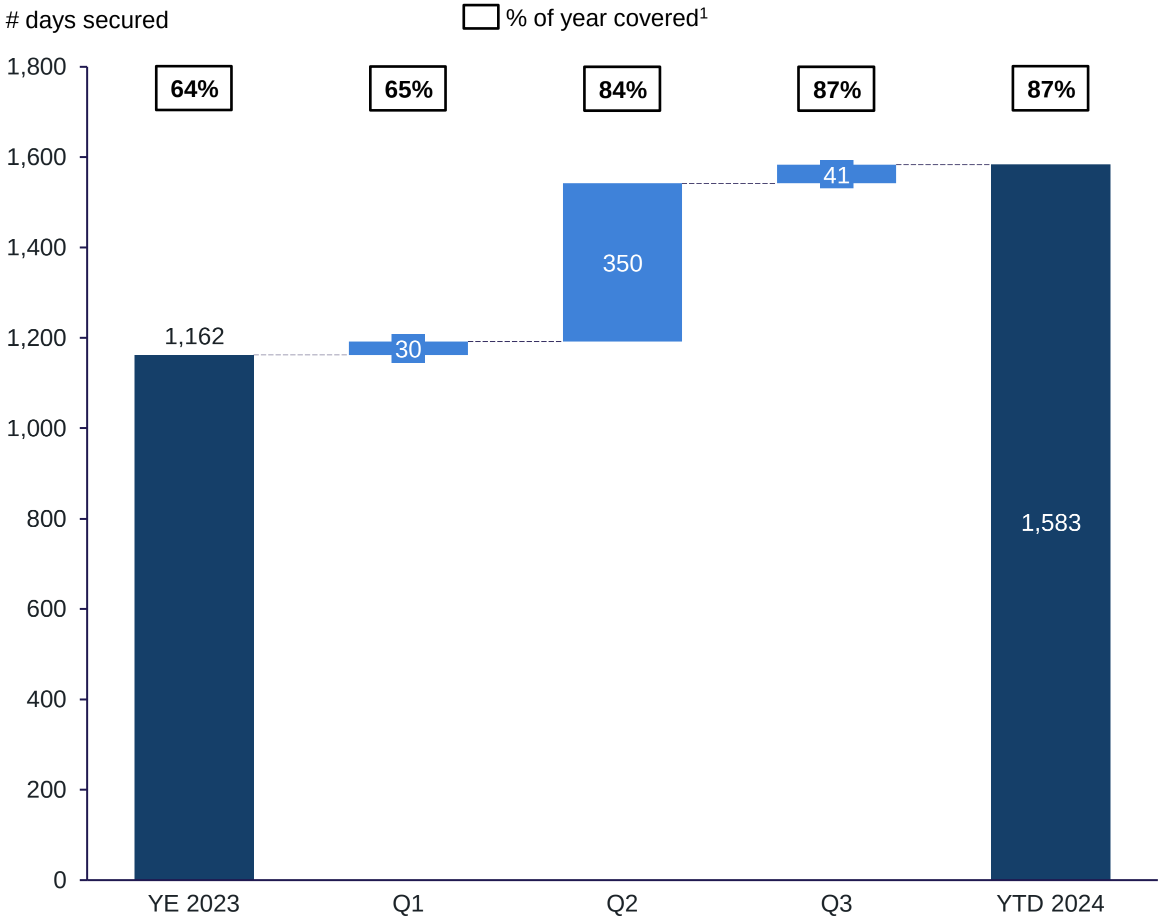
TELFORD OFFSHORE

2 Proven Ability to Secure Additional Backlog Days During the Year

Backlog Days Added During 2023



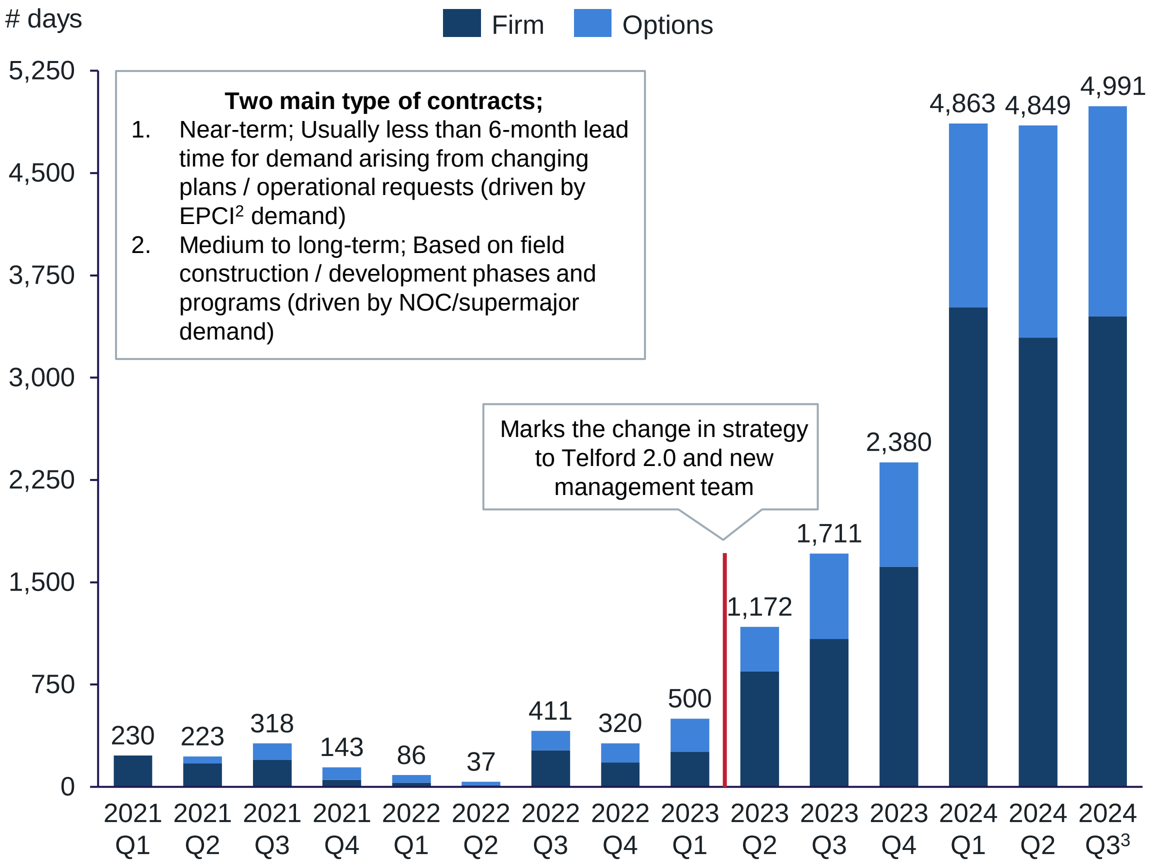
Backlog Days Added During 2024



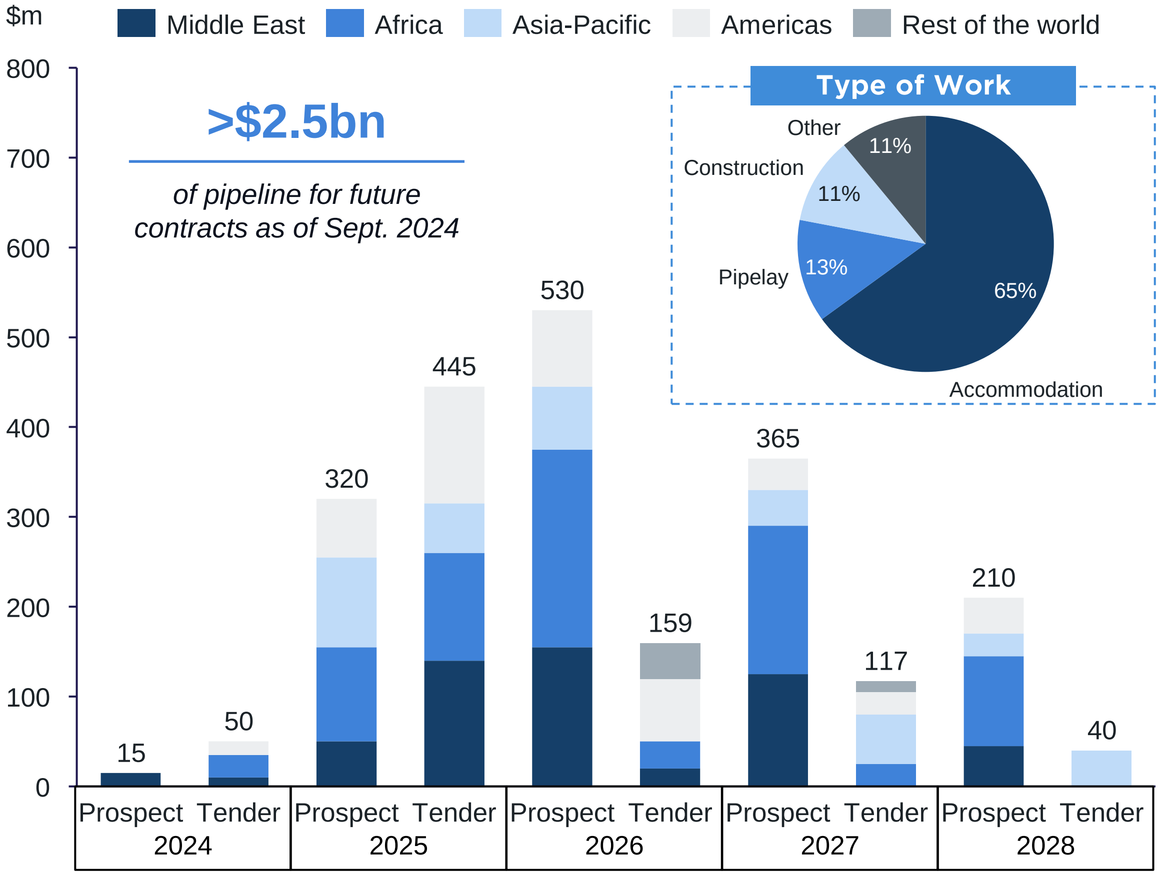
[1] Based on 365 days per vessel

2 Strong Upwards Trend in Tender Activity Underpinned by Diverse Prospects

Development in Total Backlog Since 2021[1]



Tendering Activity and Identified Prospects[4]



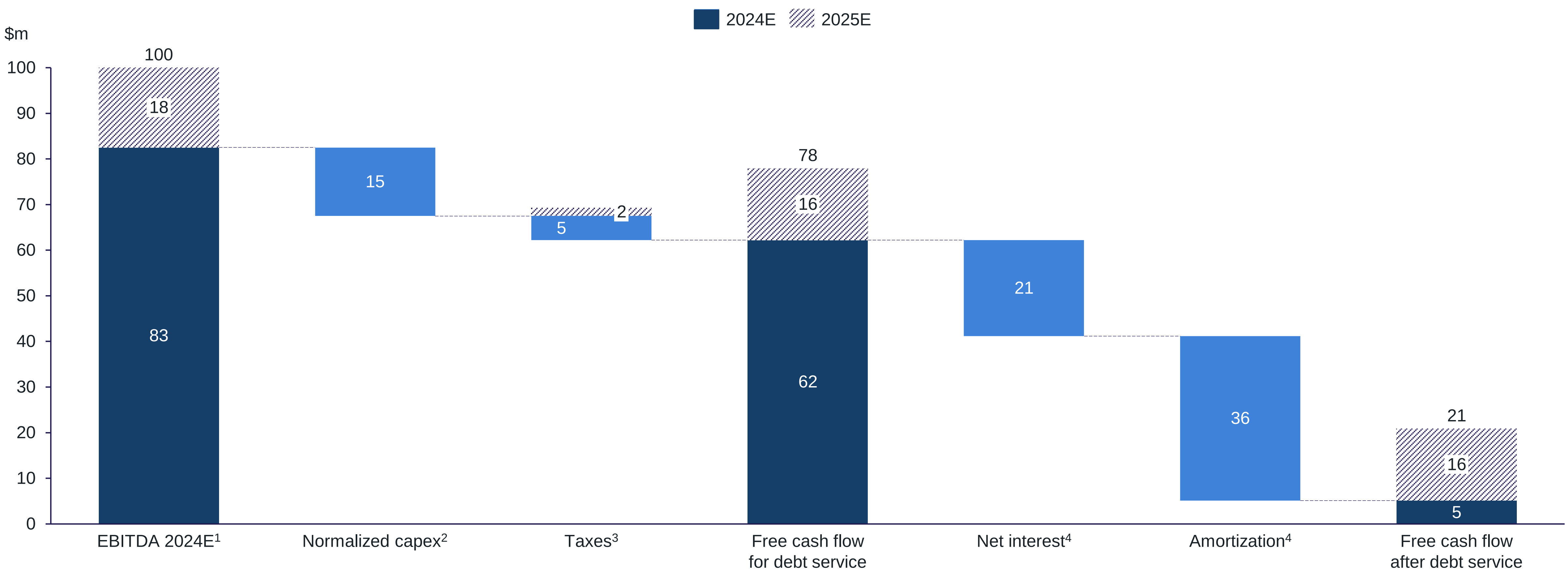
The nature of Telford's business often results in short lead times from contract award to commencement

[1] Total backlog is the sum of firm contracts and options; [2] EPCI = Engineering, Procurement, Construction and Installation; [3] Pro forma backlog as of 1 September 2024, adjusted for the three new contracts signed in October; [4] Prospect = Possible opportunity for future contract, Tender = Actual bid/commercial proposal has been submitted to client

TELFORD OFFSHORE

3 Free Cash Flow Showcases Significant Headroom After Debt Servicing

Illustrative Pro Forma Free Cash Flow Bridge (excl. Cash Sweep)



Cash build of around $5-20m per annum at 2024 and 2025 estimated run-rate

[1] Midpoint of management estimate for 2024 and 2025 EBITDA of $80-85m and $90-110m, respectively; [2] Please see page 42 for more details; [3] Assumes 4% cash tax on revenue; [4] Assumes 11% interest rate, $17.5m of semi-annual amortization in 2025 and 2026, and $12.5m of semi-annual amortization thereafter (all amortization at 103% of par)

TELFORD OFFSHORE

3 Solid EBITDA and Cash Flow Available for Debt Service

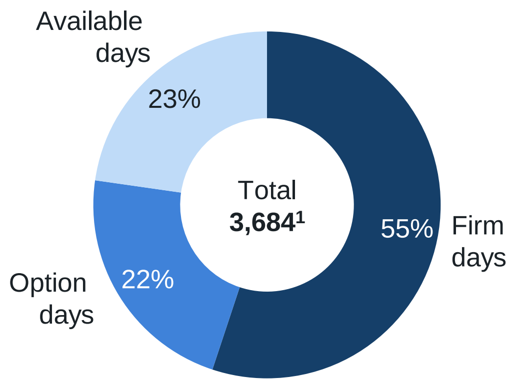
Illustrative Annual Financial Summary and Metrics (excl. Cash Sweep)

Year			Nov – Dec 2024E	2025E	2026E	2027E	2028E	2029E
Split firm / option backlog revenue			*100% / 0%*	*67% / 33%*	*65% / 35%*	*48% / 52%*	*89% / 11%*	*9% / 91%*
Average backlog dayrate	*$*		129,493	111,979	81,675	74,643	81,204	75,519
Backlog days	*#*		234	1,355	1,257	817	641	302
Backlog utilization	*%*		100%	100%	100%	100%	100%	100%
Backlog revenue	*$m*		**30**	**152**	**103**	**61**	**52**	**23**
Assumed unsecured dayrate	*$*		100,000	100,000	100,000	100,000	100,000	100,000
Unsecured available days[1]	*#*		0	270	568	1,008	1,184	1,523
Assumed utilization[2]	*%*		80%	80%	80%	80%	80%	80%
Illustrative unsecured revenue	*$m*		**-**	**22**	**45**	**81**	**95**	**122**
Total revenue	“		30	173	148	142	147	145
Opex[3]	“		(11)	(57)	(47)	(46)	(49)	(47)
Vessel EBITDA	“		**19**	**117**	**101**	**95**	**98**	**98**
SG&A	“		(3)	(15)	(15)	(15)	(15)	(15)
EBITDA	“		**16**	**102**	**86**	**80**	**83**	**83**
Capex[4]	“		(6)	(19)	(15)	(15)	(15)	(15)
Cash tax[5]	“		(1)	(7)	(6)	(6)	(6)	(6)
Free cash flow to firm	“		**9**	**76**	**65**	**60**	**62**	**62**
Interest expense[6]	“		-	(21)	(17)	(14)	(11)	(8)
Debt amortization (at 103% of par)[6]	“		-	(36)	(36)	(26)	(26)	(26)
Net cash flow	“	Opening cash	**9**	**19**	**12**	**20**	**25**	**28**
Gross debt	“		200	165	130	105	80	55
Cash	“	(30)	(39)	(58)	(70)	(91)	(116)	(144)
Net debt	“		**161**	**107**	**60**	**14**	**(36)**	**(89)**
Gross debt / LTM EBITDA	*x*		**2.4x**	**1.6x**	**1.5x**	**1.3x**	**1.0x**	**0.7x**
Net debt / LTM EBITDA	“		**2.0x**	**1.1x**	**0.7x**	**0.2x**	**(0.4)x**	**(1.1)x**
Utilization from firm contracts[1]	%		100%	56%	48%	22%	32%	2%
Utilization from options[1]	“		0%	27%	20%	23%	3%	15%
Utilization from available days[1]	“		0%	13%	25%	44%	52%	67%
Fleet utilization[1]	“		100%	97%	94%	89%	87%	83%

Comments

- Illustrative cash flow output based on backlog as of 1 September 2024 and a flat market dayrate of $100k/day and 80% utilization on unsecured available days[1]
- Backlog (firm and options) covers around 77% of available contracting days from November until the end of 2026, creating a strong foundation beyond just debt service abilities
- Solid cash flow potential at moderate market assumptions of $100k/d at 80% utilization – last 5 relevant fixtures have averaged at $120k/d

Working days split (Nov 2024 – 2026)

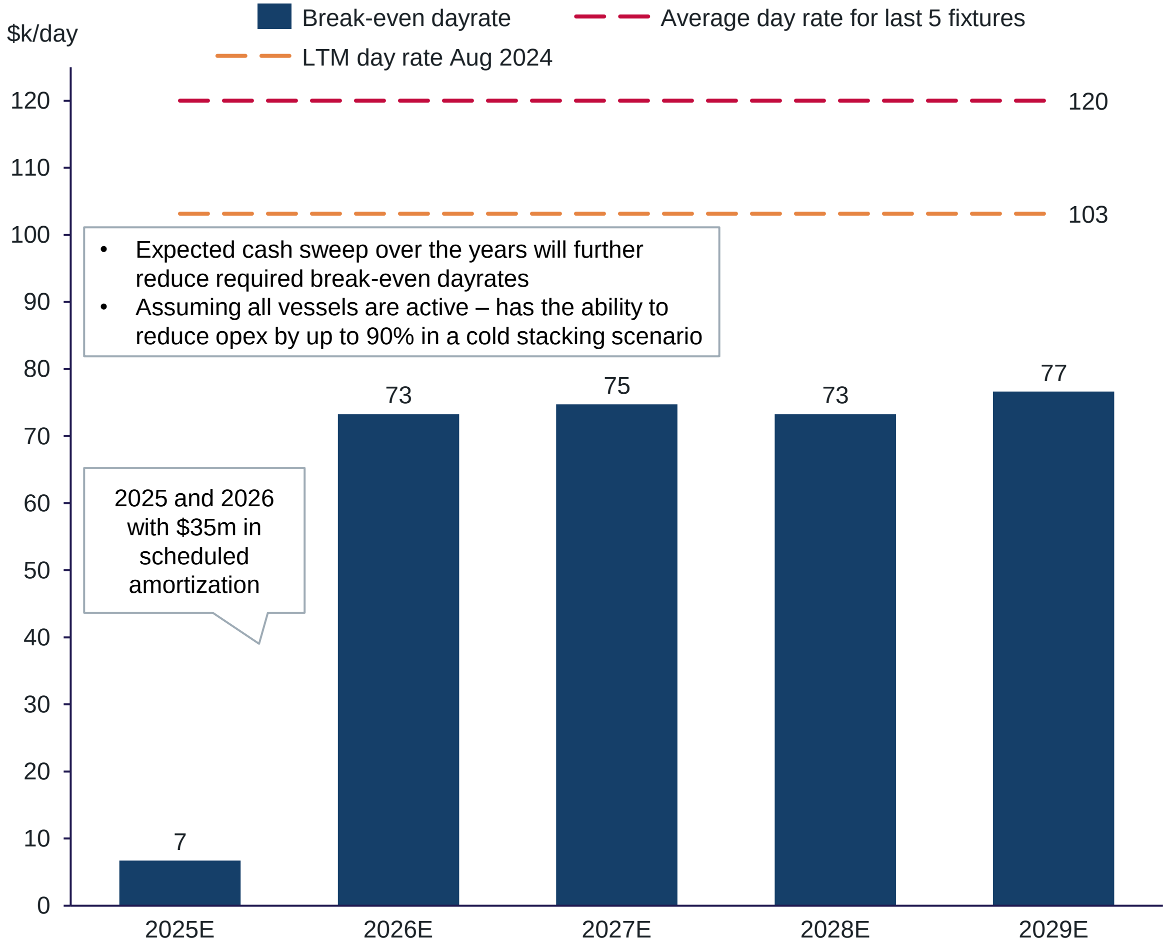


[1] Based on total 365 days per vessel per year for illustrative purposes, adjusted for backlog days and out of service days related to relocation of vessels, mobilization and drydocking/SPSs in 2024 and 2025; [2] 80% utilization to account for general offhire days between contracts; [3] Assumes contract specific opex for backlog days and $25,000/day opex for unsecured days; [4] Please see page 42 for further details; [5] Assumes 4% cash tax on revenues; [6] Assumes 11% interest rate, $17.5m of semi-annual amortization in 2025 and 2026, and $12.5m of semi-annual amortization thereafter (all amortization at 103% of par)

3 Break-Even Rates Well Below Current Dayrates

Illustrative Dayrate Required for Remaining Unsecured Days to Break-Even[1]

Year		2025E	2026E	2027E	2028E	2029E
Opex	*$m*	57	47	46	49	47
SG&A	"	15	15	15	15	15
Maintenance capex	"	19	15	15	15	15
Cash taxes	"	7	6	6	6	6
Interest	"	21	17	14	11	8
Amortization	"	36	36	26	26	26
Total cost	**"**	**154**	**136**	**121**	**121**	**116**
Costs covered by revenue from firm contracts	"	102	67	29	47	2
Costs covered by revenue from option contracts	"	51	36	32	5	21
Costs covered by backlog (firm and options)	**"**	**153**	**103**	**61**	**52**	**23**
Costs remaining to be covered	**"**	**1**	**33**	**60**	**69**	**93**
Unsecured available days	#	270	568	1,008	1,184	1,523
Assumed utilization	%	80%	80%	80%	80%	80%
Implied break-even dayrate on available days	***$k/day***	**7**	**73**	**75**	**73**	**77**
Costs covered by firm backlog	%	66%	49%	24%	38%	2%
Costs covered by option backlog	"	33%	26%	26%	5%	18%
Costs covered by backlog (firm and options)	**"**	**99%**	**76%**	**50%**	**43%**	**20%**

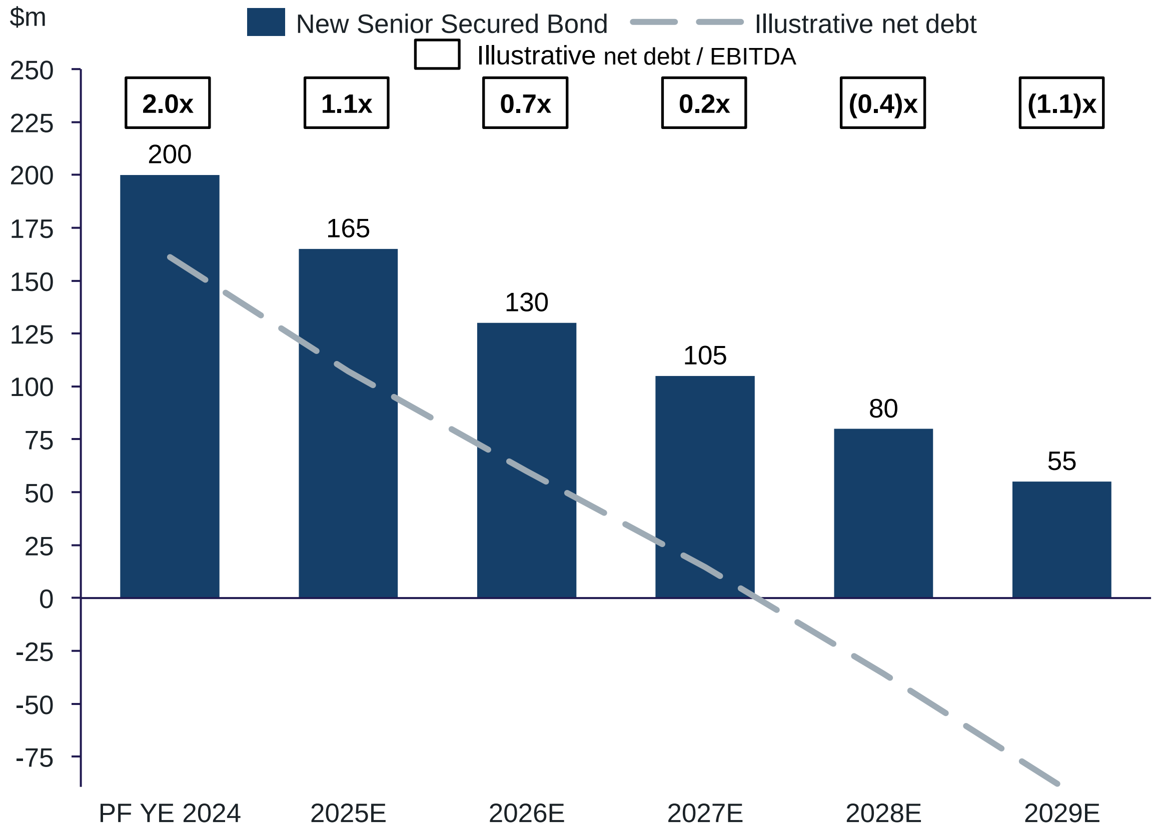


[1] All costs distributed by 365 vessel days, assuming SG&A of $15m p.a., guided capex for 2024E and 2025E and normalized maintenance capex of $15m p.a. thereafter, cash tax on revenue of 4%, Assumes 11% interest rate, $17.5m of semi-annual amortization in 2025 and 2026, and $12.5m of semi-annual amortization thereafter (all amortization at 103% of par). Multiple factors may cause cash break-even to vary, opex and maintenance capex can vary by region and may fluctuate over time with changes in demand and supply constraints

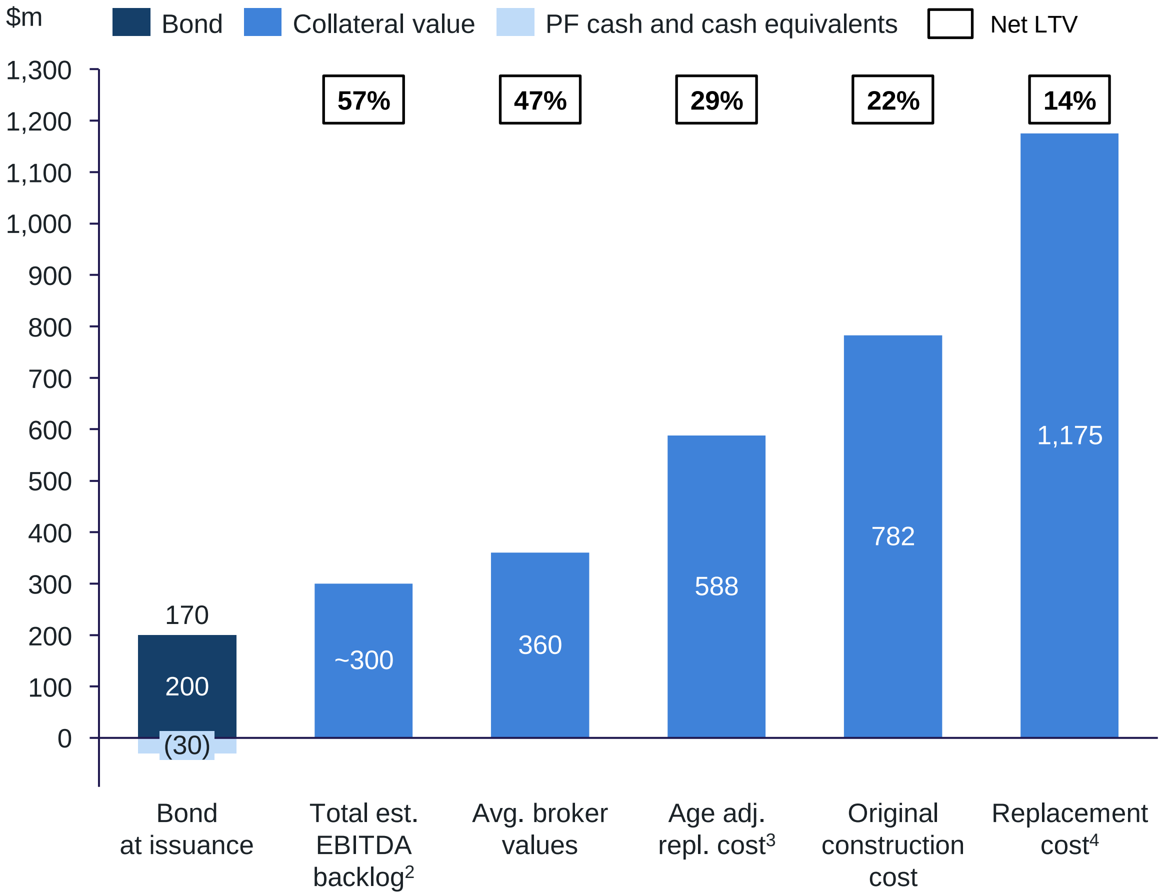
TELFORD OFFSHORE

3 Attractive Leverage and Collateral Package with Strong Deleveraging

Illustrative Debt Development[1]



Illustrative Net Loan to Value



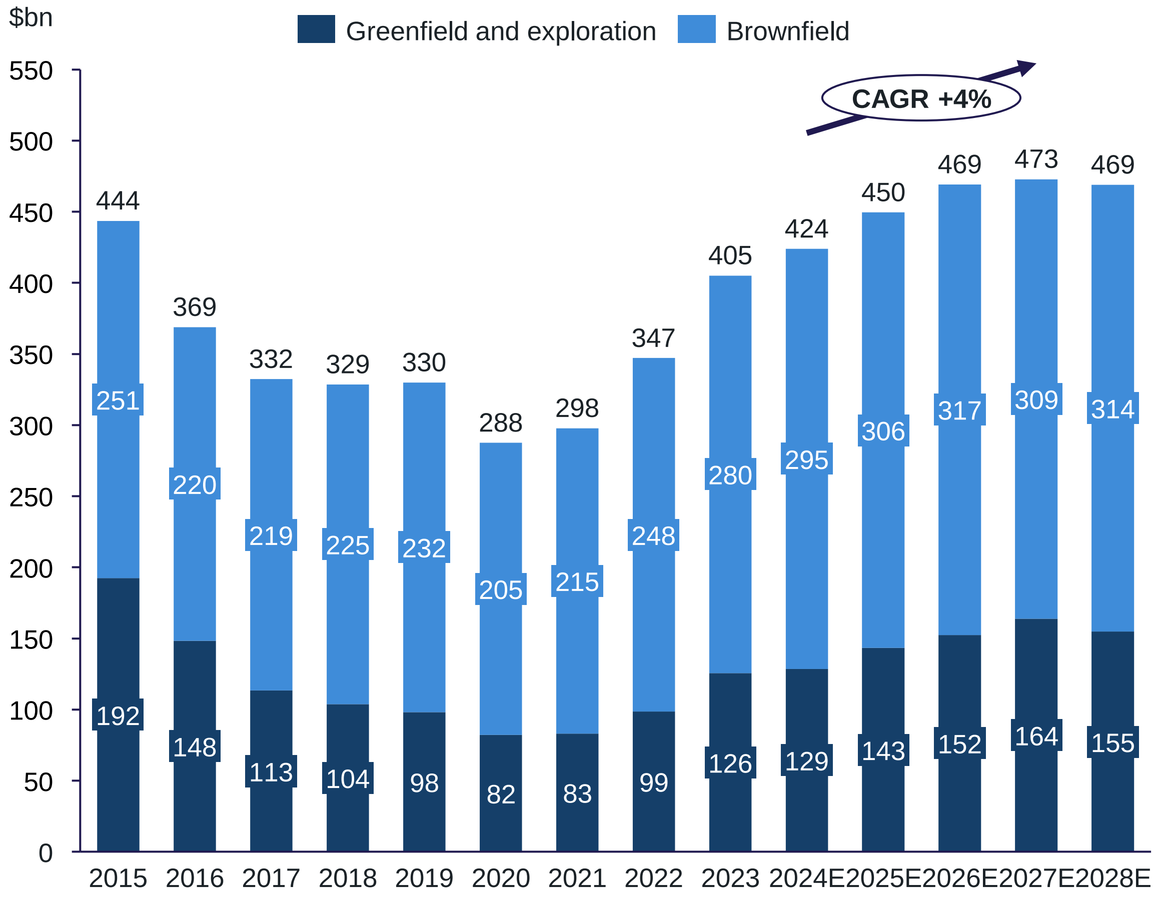
Scheduled amortization combined with the potential for significant surplus cash generation drives de-risking of the bond

[1] Based on illustrative annual free cash flow example on page 24, assuming no further dividend distribution; [2] Pro forma backlog as of 1 September 2024, adjusted for the three new contracts signed in October. EBITDA calculated as vessel EBITDA (excl. SG&A). Includes both firm contracts and options; [3] Assuming 30 years useful life and straight-line adjustment; [4] Please see page 12 for estimated replacement cost per vessel

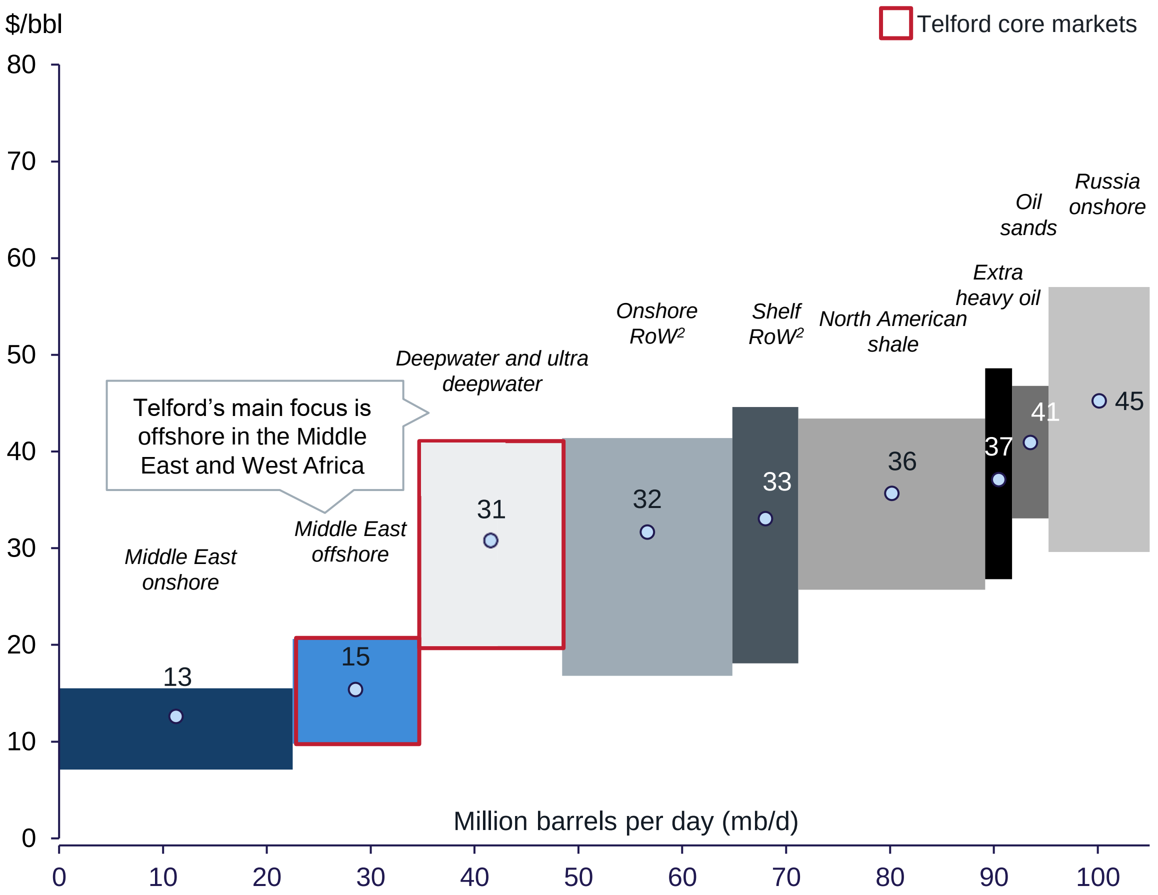
TELFORD OFFSHORE

4 Attractive Backdrop from Increasing E&P Spending and Strategic Positioning

Offshore E&P Spending



Cost of Supply for Global Remaining Liquid Resources[1]



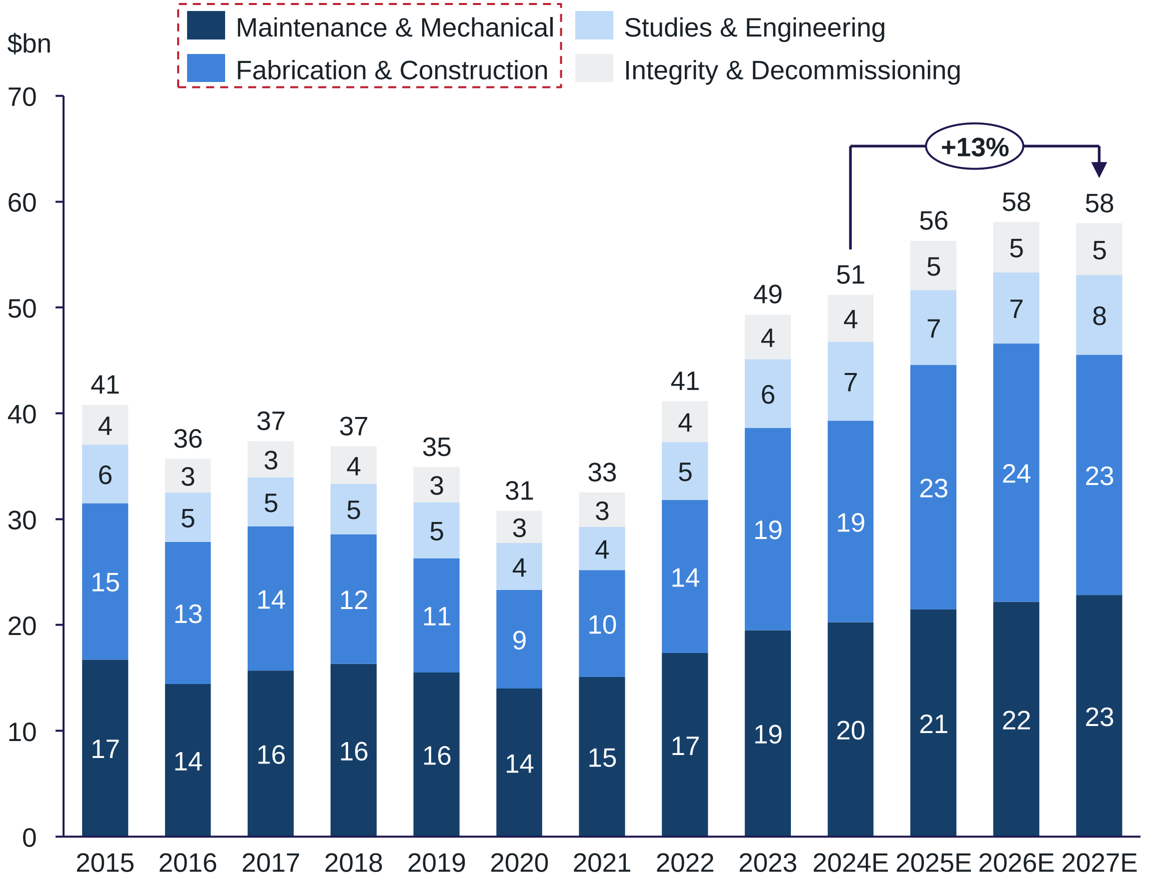
Telford is strategically positioned in key regions for future oil and gas development, with low production costs and ample remaining resources

[1] Break-even calculated as of the current year, all historical cash flow are sunk, 10% discount rate. The vertical range illustrates an 80% confidence interval for the break-even prices. Includes producing fields, ongoing development projects, discoveries and exploration assets; [2] RoW = Rest of World
Source: Rystad Energy Research and Analysis, Rystad Energy UCube

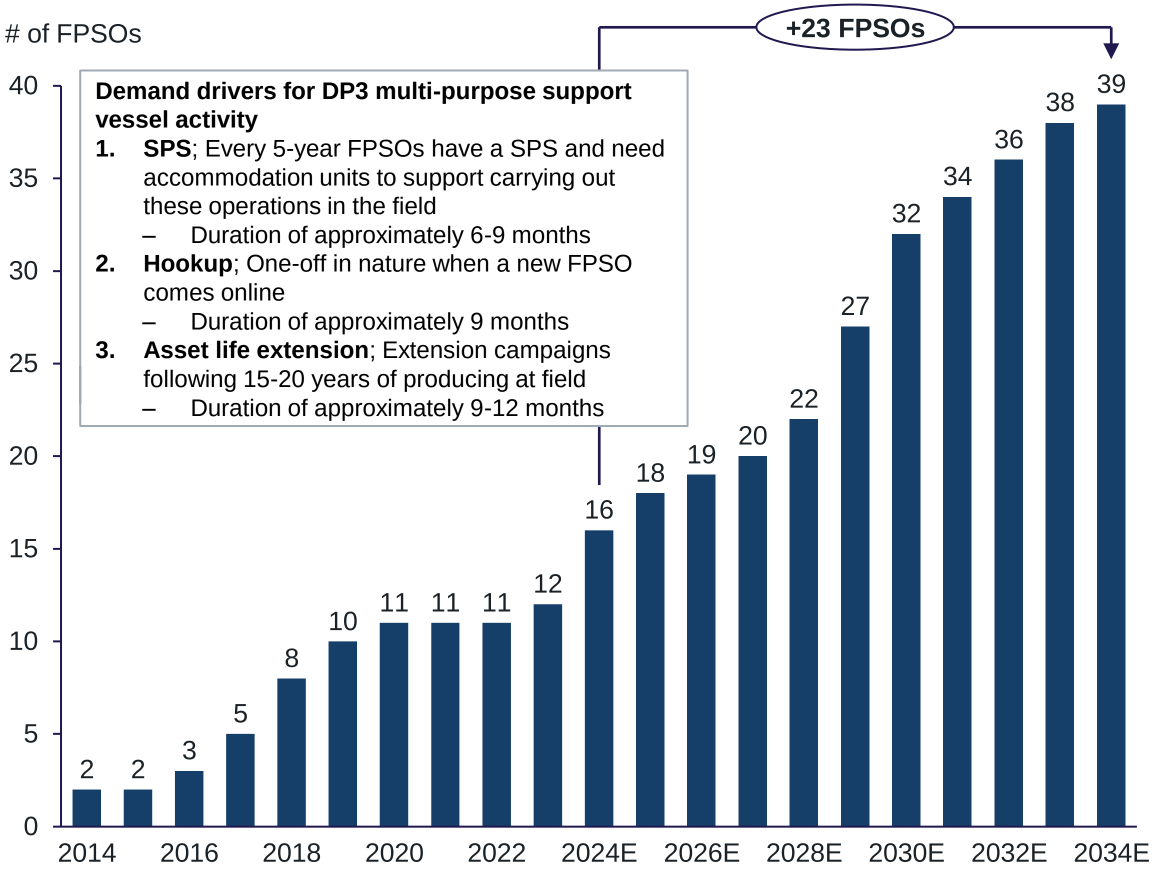
TELFORD OFFSHORE

4 Core Regions Show Promising Long-term Demand Outlook

Offshore Spend in West Africa and the Middle East



Number of FPSOs in West Africa[1]



Demand drivers for DP3 multi-purpose support vessel activity

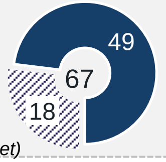
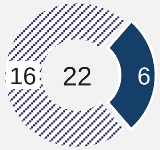
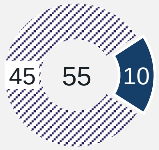
1. **SPS**; Every 5-year FPSOs have a SPS and need accommodation units to support carrying out these operations in the field
   – Duration of approximately 6-9 months
2. **Hookup**; One-off in nature when a new FPSO comes online
   – Duration of approximately 9 months
3. **Asset life extension**; Extension campaigns following 15-20 years of producing at field
   – Duration of approximately 9-12 months

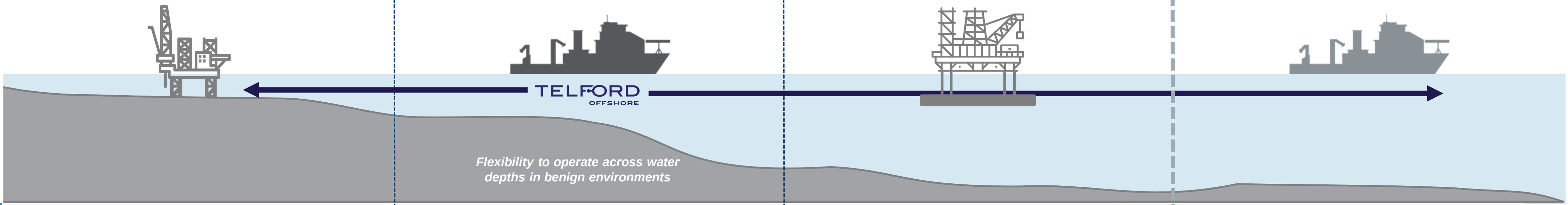
The strong increase in both offshore EPCI spending and number of FPSO awards is expected to drive vessel demand in West Africa and Middle East

[1] Number of FPSOs in West Africa and South Africa, included from estimated start-up year
Source: Rystad Energy ServiceDemandCube OilandGas

TELFORD OFFSHORE

4 Uniquely Positioned in the Accommodation / Service Space

		Accommodation Service Peers			Offshore Construction Peers
		Jack-ups	**Telford fleet**	**Other semi-subs / floaters**	**Offshore construction vessels**
Services	Accom.	✓ POB: ~150-200	✓ POB: ~300-700	✓ POB: ~300-600	
Services	Other	• Additional services typically include well services and some construction/lifting	• Telford fleet also performing construction, lifting, diving support and pipelay services	• Limited focus on other services	• Typical services: Lifting, construction and pipelay
Services	Considerations	• Limited to shallow water • Restricted and inefficient mobility • Negative impact on seabed infrastructure • Generally lower POB capacity	• Ability to operate in shallow and deep water • High mobility • Low cost base and highly fuel efficient	• Normally larger and more expensive, more dedicated to deepwater and harsh environments (e.g. Brazil, North Sea) • Primarily sole accommodation focus	• Dedicated construction vessels • Typically more expensive • Lower accommodation capacity
Market	Relevant supply[1]				
Market	Comments	• Mainly competitor to Telford in the Middle East • Typically lower likelihood of competition with less than 150 berths, implying multiple jackups required at circa $50-$60k a day to service high POB requirements that can be met by one Telford vessel	• Core markets includes Middle East and West Africa	• Large share of fleet located in harsh environments (North Sea) and high demand regions like Brazil ⇨ lower likelihood of moving into Telford main areas • Operating costs typically double that of Telford	• Likely competition from fleet located in Middle East – more unusual to meet competition from other markets



[1] Relevant supply defined based on a set of criteria including POB capacity, crane capacity and dynamic positioning, as well as subjective considerations provided by the Company. For a more detailed assessment of the breakdown to the competitive fleet, see page 30

Source: IHS Petrodata and Company considerations

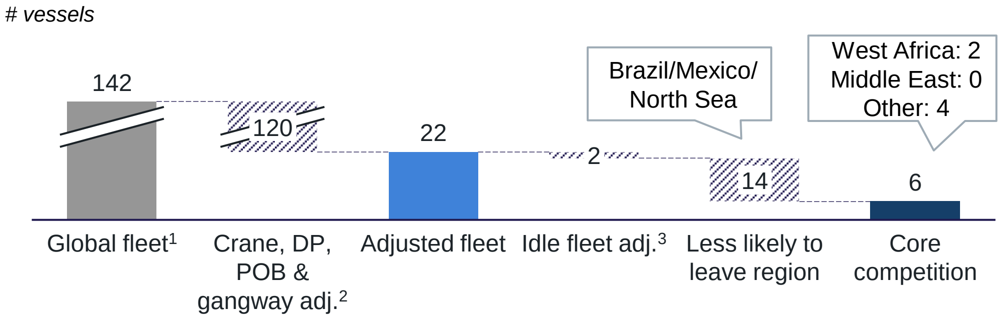
TELFORD OFFSHORE

4 Limited Competition From Comparable Vessels

Vessel Type	Breakdown of Competitive Supply	Example of Competitors	Comments

Accom. Floaters

(Monohull / Semi-sub / Barge)

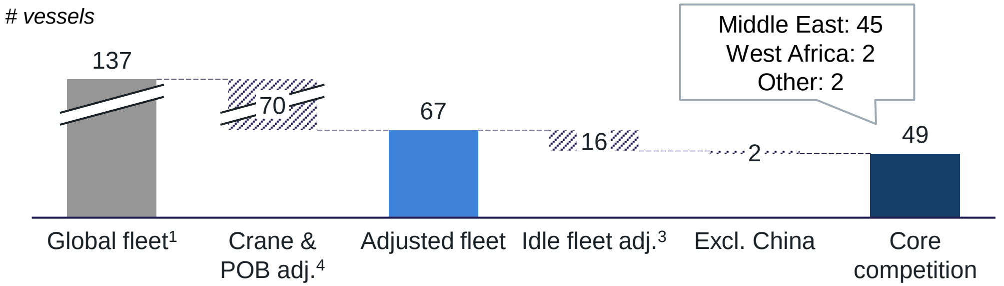


Other regions (Indirect competition): Floatel International, GranEnergia, Prosafe

Core competition: Edda Accommodation, NorTrans, Sino-Ocean

- Large share of fleet focusing on harsh environment (North Sea) and high demand regions such as Brazil with lower likelihood of moving into West Africa and Middle East
- Example of vessels Telford typically competes with in tender processes include: ***Arendal Spirit, Edda Fides, Dan Swift, Guo Hai An Hong and Temis***

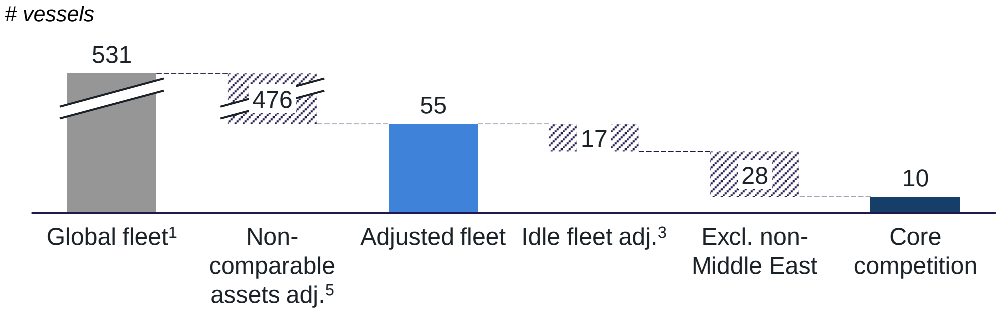
Accom. Jack-Up



Core competition: GMS, Rawabi Vallianz, Seafox, ZMI Zakher Marine International Inc.

- Typically, small jack-up lift boats with less than 150 berths have a lower likelihood of competing with Telford due to size and service offering
- Chinese supply less likely to enter Telford's key regions. Core competitive fleet of 49 assets (mainly in the Middle East)

Construction Vessel



Other regions (Indirect competition): DOF, Solstad Offshore, Volstad Maritime

Core competition: Mermaid, Viridian Maritime, POSH

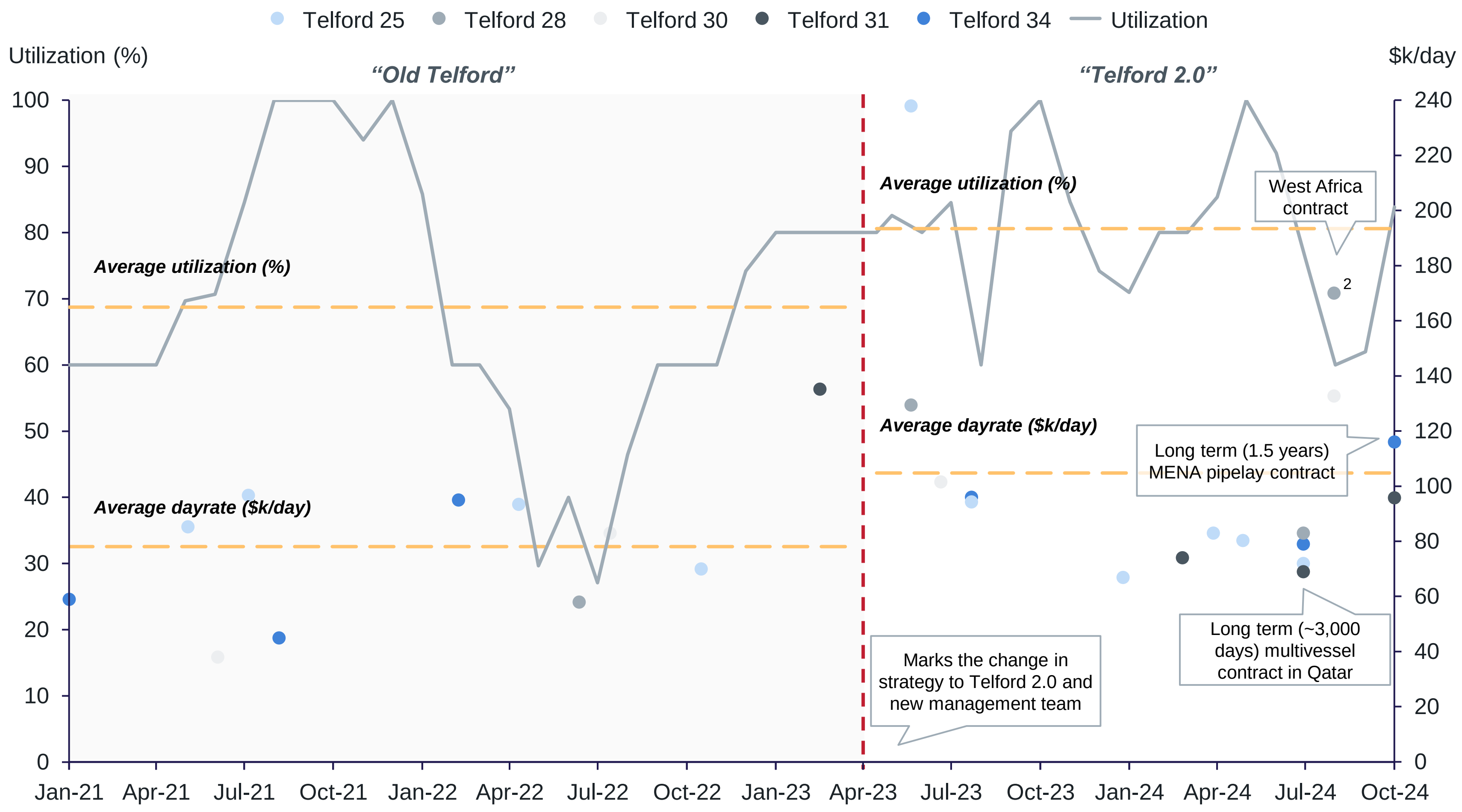
- Global fleet with approximately similar service offering and capabilities as Telford's fleet is around 50 units, of which 10 are located in the Middle East
- Even though these vessels are capable of moving around, Telford has not experienced material competition from operators not focusing on the Middle East

[1] Fleet available or in service competing in the open market. For Accom. Floaters: excluding Telford vessels. For construction vessels: only including DP2/DP3; [2] Excluding assets with crane lift capacity <= 60mt, non-DP 2/3, POB <= 300 and non-gangway; [3] Excluding cold stacking and idle units; [4] Excluding assets with crane lift capacity <= 150mt and POB < 150; [5] Excluding units owned by EPCI contractors who only use their assets for own projects; Removed vessels <80m LOA; Removed vessels with cranes <150mt and >1200Mt; additional adjustment for very high-spec deepwater subsea units which normally compete for different work
Source: IHS Petrodata and Company considerations

TELFORD OFFSHORE

4 Recent Fixtures Indicate Market Rates Currently Averaging at $125k/day

Contracted Dayrates[1] and Utilization



Comments

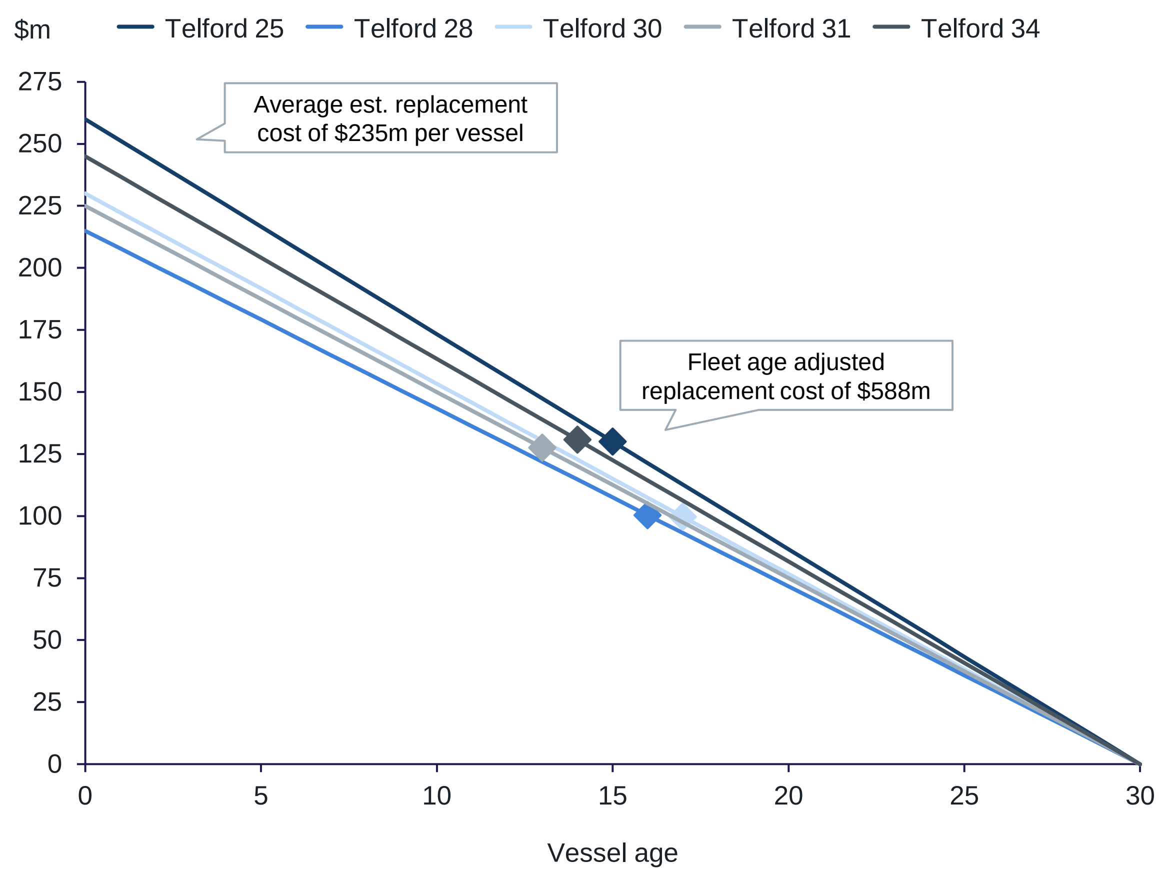
- Visible improvement in utilization on the back of revised strategy, despite downtime following vessel upgrades and repositioning
- Most recent fixtures indicate market rates, including mobilization and auxiliary services averaging at $125k/d
- Legacy contracts, secured prior to operational strategy implemented in 2023, were fixed at dayrates of approximately $80k/d for Telford 25 and Telford 30
- Time from contract award to commencement is typically less than 6 months, with notable exception being the multi-year and multi-vessel contract in Qatar commencing late 2025
- Dayrates typically higher in West Africa than Middle East due to lower number of competing vessels / other accommodation units
- Higher dayrates typically secured for pipelay contracts

[1] Including mobilization and other auxiliary revenue; [2] Includes $7.5m mobilization/demobilization fees amortized over the life of the contract

TELFORD OFFSHORE

4 Asset Values Supported by Attractive EBITDA Generation and Limited Supply

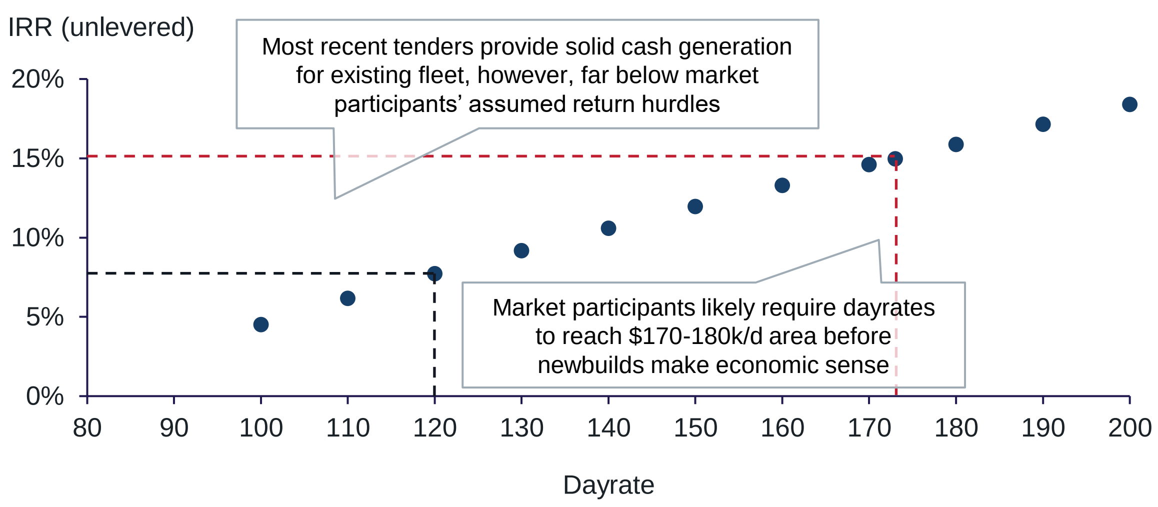
Illustrative Vessel Replacement Cost[1]



Commentary

- Limited yard capacity following increased newbuild activity within shipping and FPSOs
- Inflationary pressures within labour and equipment coupled with general supply chain constraints are driving up cost for newbuilds
- Reduced availability of yard financing requires additional equity contribution, making investments relatively less attractive
- At current dayrates, delivery time and financing terms, the risk of newbuilds being ordered is perceived as low

Illustrative IRRs for Newbuild Investment Scenarios[2]



Dayrates have to significantly improve before newbuild activity is incentivized

[1] Please see page 12 for breakdown of replacement cost per vessel; [2] IRR calculated assuming opex of $25k/d, annual maintenance capex of $3m, 4% tax rate on revenues. For illustrative purposes only

TELFORD OFFSHORE

Summary of the Investment Proposition

1. Market leader within multi-purpose support vessels

2. Robust contract backlog delivering high cash flow visibility

3. Tight bond structure and rapid de-leveraging

4. Strong underlying market outlook

TELFORD OFFSHORE

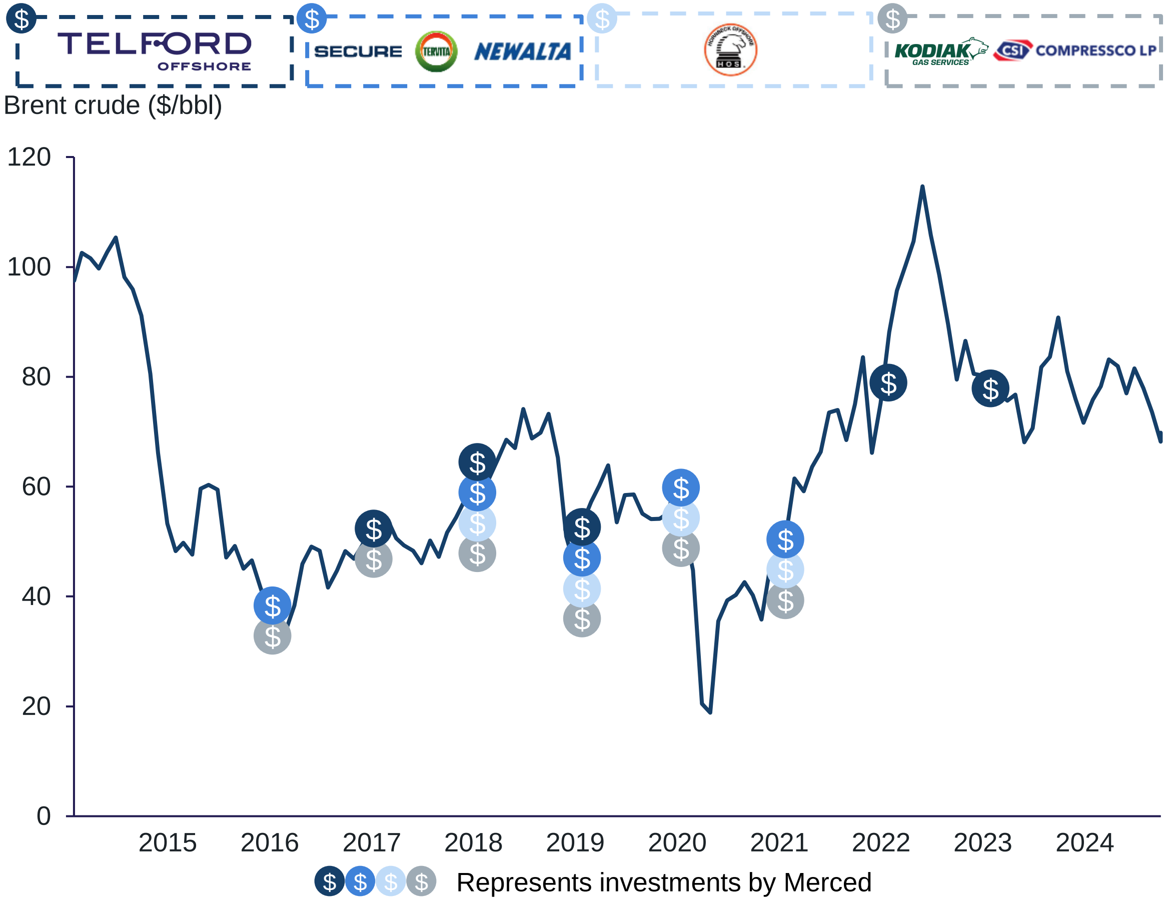
Table of Contents

Long-Term Oriented, Committed and Supportive Sponsor During Downturns

Key Investments and Support Showcasing Long-Term Commitment

- **Telford Offshore**
  - 7+ year investment (top shareholder and board member)
  - Merced was primary capital provider during depths of downturn and led successful financial, strategic and operational turnaround
- **Secure Energy**
  - 6+ year commitment (top 4 shareholder today)
  - Funded bankruptcy rights offering in 2016, invested additional debt/equity in 2018, 2019, 2020, 2021 and doubled equity stake during COVID
- **Hornbeck Offshore**
  - 6+ year investment (top 4 shareholder today)
  - Funded bankruptcy rights offering, invested additional debt/equity in 2018, 2019, 2020, 2021 and funded every rights offering available
- **CSI Compressco**
  - 8+ year investment (top 3 shareholder and board member)
  - Invested in debt/equity in 2016, 2017, 2018, 2019, 2020, 2021 during downturn
  - Joined board in July 2023 to spearhead strategic alternatives process that led to successful sale to Kodiak Gas Services, which benefitted CSI Compressco bondholders significantly
  - Equity value doubled during Board tenure and Merced has retained all equity
- Merced supported all four energy companies with increased investments during the oil market downturn and continues to see long-term value in energy and energy services companies

Historical Investment Timeline



Merced has provided capital to and remained invested in leading energy companies through market cycles with unwavering commitment

TELFORD OFFSHORE

Long-term Commitment from Merced and Management Teams

Key Factors Supporting Strong Commitment from Telford Equity Holders

- **Management committed economically and contractually**
  - Aligned incentives – Management's 10% equity MIP[1] and existing annual bonus scheme (tied to levered free cash flow) retain and motivate best-in-class team
  - Long-term commitment – MIP is subject to a 5-year vesting schedule (20% vests annually) and bonus scheme is paid annually post-audit
  - Skin in the game (junior to debt) – MIP only receives value after debt (and a preferred return threshold) and bonus scheme is paid after interest expense
- **Insiders have significant personal equity holdings and are highly committed to Telford**
  - Management: 10% ownership of Telford (inclusive of Bob Duncan's 4% ownership)
  - Bob Duncan (Board): 4% ownership
  - Vince Vertin (Board): ~13% direct and indirect ownership of Telford
  - Joe McElroy (Board): ~9% direct and indirect ownership of Telford
- **Merced contractually committed post-transaction via creditor-friendly change of control provision**
  - Upon Merced ceasing to own at least 50% of the equity, the bonds will have a 101% put option
- **Assuming an illustrative 4.5x EV / EBITDA valuation multiple, Merced and insiders retain very significant equity value junior to bondholders post transaction**
  - $203m of total equity value post-transaction
- **Provisions in MIP**
  - Call option for other investors in the event of a good leaver (FMV[2] of vested shares and lesser of FMV and issue price for unvested shares) or a bad leaver (lesser of FMV and issue price for vested and unvested shares)
  - Managements' shares are subject to transfer restrictions and may only be sold to certain affiliates or by the use of drag/tag along-rights
  - Restrictive covenants, such as non-compete, non-solicitation and non-disparagement, apply for a period after termination of employment

Illustrative Equity Value

		Post transaction	At maturity
EBITDA	*$m*	83	83
Illustrative EV/EBITDA multiple	*x*	4.5x	4.5x
Illustrative enterprise value	*$m*	**373**	**374**
Bond	"	(200)	(55)
Cash	"	30	144
Illustrative equity value	"	**203**	**463**

Illustrative Equity Value by Constituent

		Merced	Management[3]	Board[3]
Share of equity[3]	*%*	90%	10%	26%
Illustrative equity value (post transaction)	*$m*	203	203	203
Share of illustrative equity value	"	**182**	**20**	**53**
Illustrative equity value (at maturity)	"	463	463	463
Share of illustrative equity value	"	**417**	**46**	**120**

Post-transaction, Merced and management will continue to have significant skin in the game, driving continued focus and commitment to create value to all stakeholders

[1] MIP = Management incentive plan; [2] FMV = Fair Market Value; [3] Robert Duncan's ownership is included in both Management and Board

TELFORD OFFSHORE

Telford Offshore is Committed to High Standards of Corporate Governance

Telford Offshore – Overview of Corporate Governance Structure

Key governing principles

- Extensive delegation of authority matrix rolled out through the company ensuring no one person has approval authority for any material decision, with ISO Accredited management system in place subject to regular third-party audit
- Established policies for corruption, money laundering, fraud, whistleblowing and sanctions
- ISO accredited management system in place subject to regular 3rd party audit. Red list of countries maintained and regularly reviewed for jurisdictions where Telford will not do business (ie countries with sanctions; high levels of corruption)

Board of Directors

- Highly engaged board of directors, comprised of the CEO and the two managing partners in Merced, that meets monthly with the management team with standing agenda on financial, commercial and operational matters
- Board of directors responsible for setting and approving any changes to executive remuneration

Main sponsor Merced Capital subject to strict regulations and SEC examinations

- As a registered investment adviser with the Securities and Exchange Commission, Merced must adhere to strict regulations and is subject to periodic SEC examinations, which imply SEC scrutiny on the governance at Telford
- All employees are subject to a code of ethics and a compliance manual, including information security, insider trading and conflicts of interest
- Annual audits performed by EY
- Merced's fund administrator has extensive anti-money laundering policies and procedures

Telford Offshore – BoD Composition

Vince Vertin, *Chairman*

- Has more than 30 years of military and investing experience, including the past 20 years spent at Merced Capital
- Formerly at Dain Rauscher Wessels, JP Morgan and Providence
- Service as a captain in the US Marine Corps

Joe McElroy, *Board Member*

- Has more than 16 years of analytical and investing experience, including the past 9 years spent at Merced Capital
- Formerly at Merrill Lynch, Norwest Equity and CarVal
- Energy industry board experience, recently serving on the board of CSI Compressco

Robert Duncan, *Board Member*

- Former board member at Seafox International (Jack-Up ASV owner/operator), Zakher Marine International (Integrated Marine Services and Vessel Owner/Operator) and Advance Global Recruitment (Global Offshore Energy Industry Recruitment Services).
- Qualified member of the Institute of Chartered Accountants of Scotland and the Chartered Institute of Public Finance and Accountancy

TELFORD OFFSHORE

Key Events Leading to Telford 2.0

Corporate History

Q3 2017 – Q1 2018

Sea Trucks restructured and renamed Telford Offshore by 6 major creditors
- Sea Trucks owned 5 DP3 vessels and other OSVs of immaterial value (later divested)
- Merced invests in ~25% of defaulted Sea Trucks debt to become largest stakeholder (~25% stakeholder)
- Six major creditors, including Merced, exchange old debt for new debt and equity
- Telford remains highly leveraged post-restructuring

Q1 2018 – Q4 2021

Telford's 6 major stakeholders effectuate multiple restructurings but fail to sufficiently deleverage or improve operations
- Merced invests additional capital in 2017, 2018, 2019, 2022 and 2023
- Merced becomes the primary/sole capital provider to Telford
- Merced eventually owns ~100% owner of senior secured debt by 2022

Q3 2022 – Q2 2023

Telford defaults, restructures and emerges debt-free with Merced as sole owner
- Telford defaults and enters into a forbearance agreement with Merced
- Grant Thornton runs a competitive sales process and selects Merced to purchase Telford in exchange for extinguishing its debt
- Merced consensually settles with all 5 other major Telford stakeholders
- Merced invests fresh capital to stabilize operations and improve vessels
- Uncontested Cayman winding-up proceedings completed successfully with a final order from a Cayman Court after administrative resolution by a Court-appointed liquidator

Q2 2023 – Q3 2024

Debt-free Telford pursues successful operational restructuring
- Merced inserts new Board and management team led by Bob Duncan and Andy Robertson
- Management granted 10% ownership stake to align incentives
- New management dramatically improves operations, invests heavily in vessel upgrades and wins major contracts
- Telford grows backlog to $443m[1] with high-quality counterparties, generates $83m of LTM EBITDA and forecasts $90-110m of 2025 EBITDA

Today

Telford seeks to optimize its capital structure
- Debt-free balance sheet, $443m[1] contract backlog and substantial excess free cash flow support debt issuance

The successful transformation of Telford is a result of a series of corporate, operational and commercial actions initiated by Merced and existing management team

[1] Pro forma backlog as of 1 September 2024, adjusted for the three new contracts signed in October. Includes both firm contracts and options

Telford Remains Committed Towards ESG

Environmental Impact

Telford considers its environmental impact and work towards limiting their CO_2 footprint

Telford operates a fleet that is more fuel efficient compared to competing units such as DP3 Semi-Subs and Compact Semi-Sub ASVs

Telford is ISO 9001 and ISO 14001 certified, following the most renowned standards of management and environmental management

Telford is compliant with MARPOL regulations and has also established waste management processes that are followed fleet wide

Social

Keeping a high standard on human rights, decent work conditions and compensation, Telford Offshore upholds UN and international regulations and complies with local laws and regulations

Telford strictly adheres to the labor laws in the jurisdictions it operates in

Telford complies with the International Convention on Standard of Training, Certification and Watchkeeping for Seafarers (STCW)

Telford's performance in health, safety and environment is above industry standard

Governance and Ethics

Committed to the highest ethical standard, compliance and integrity

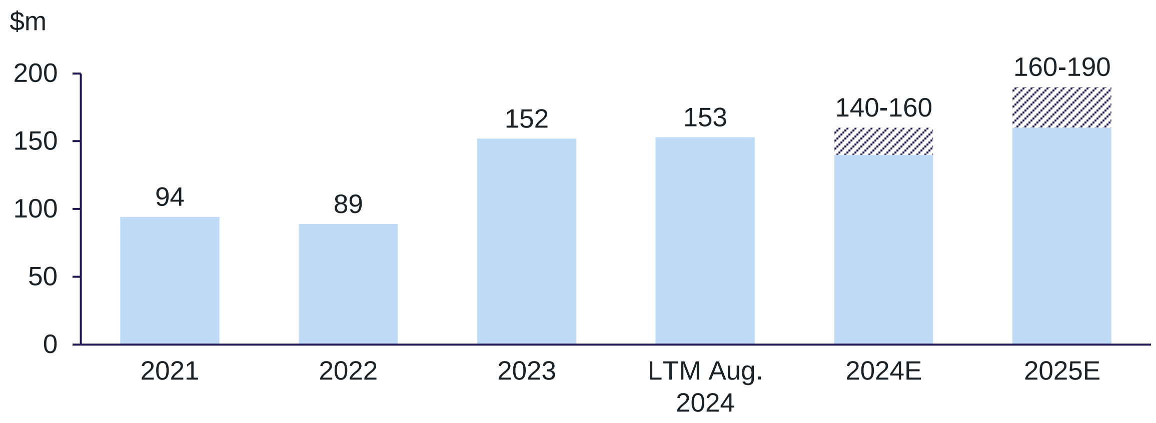
Telford has established policies for corruption, money laundering, fraud, whistleblowing and sanctions, all in line with industry practice

Telford is compliant with regulations and standards provided by International Labour Organization (ILO) and the Maritime Labour Convention (MLC)

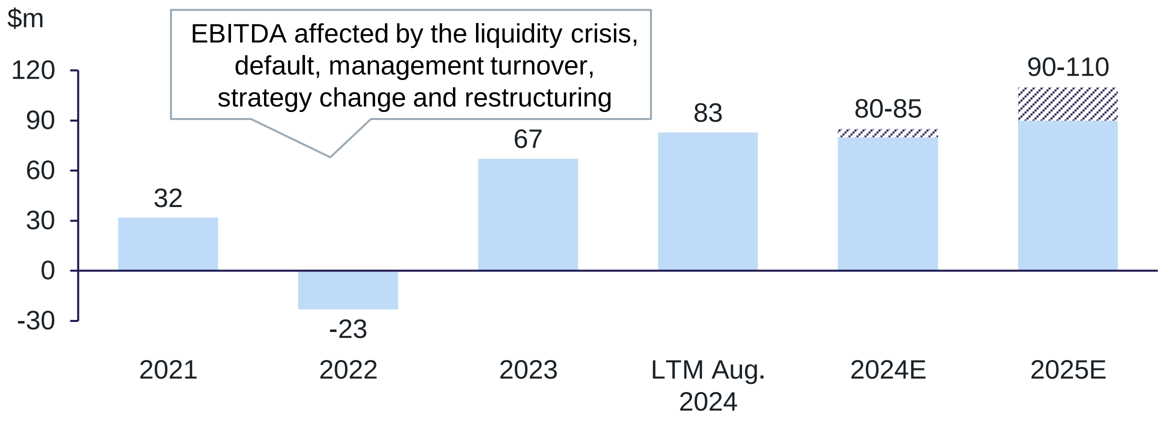
Telford engages with quality subcontractors and counterparties, performing thorough counterparty reviews before entering into agreements and keeping a red list of jurisdictions not to perform business in

High-level Financials[1]

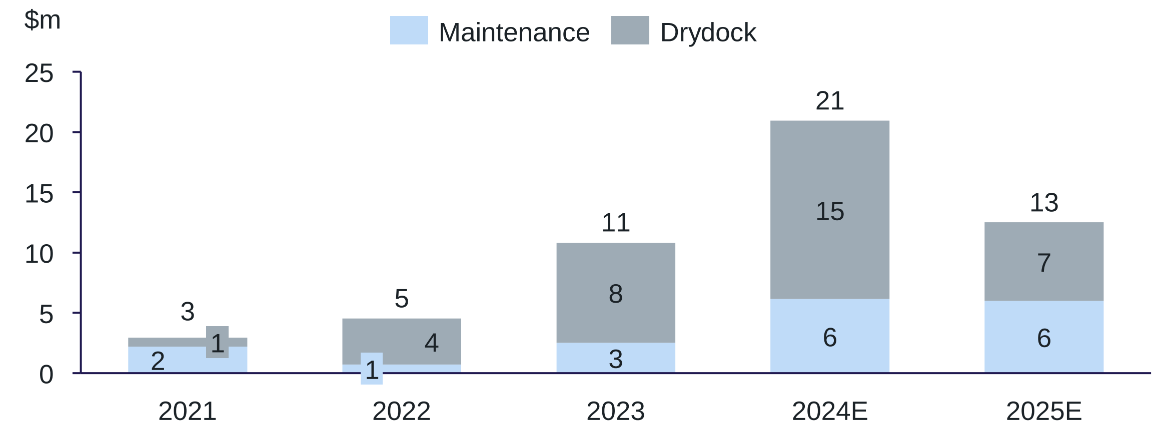
Operating Revenue



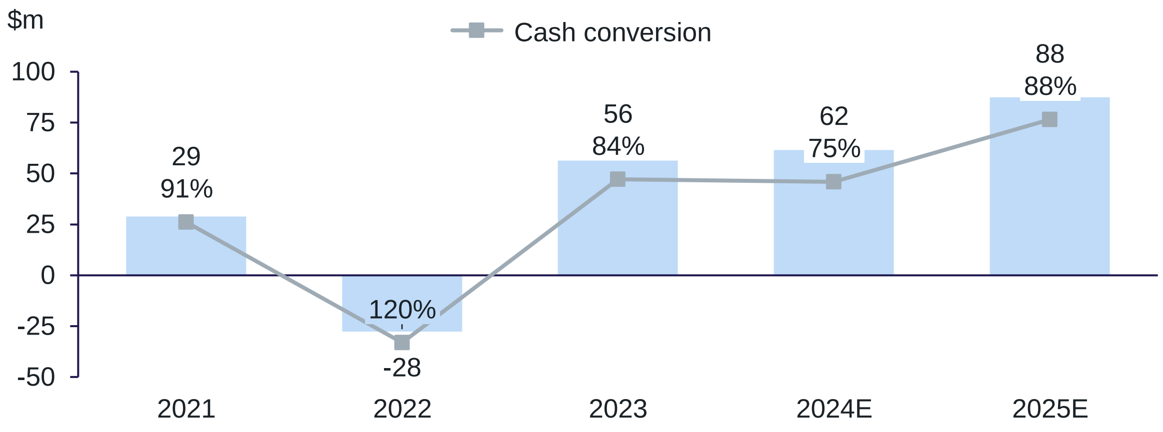
EBITDA[2]



Maintenance and Drydock Capex[3]



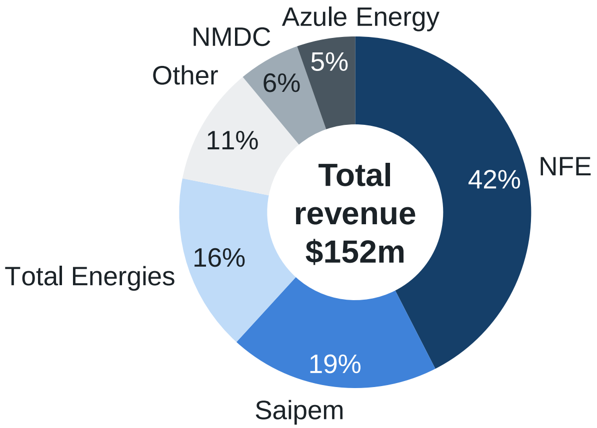
EBITDA – Maintenance and Drydock Capex[2]



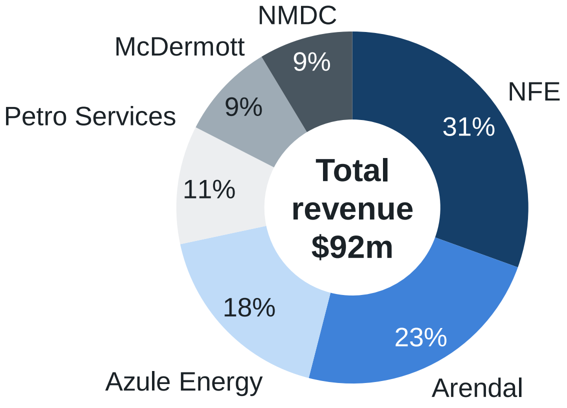
[1] 2021 numbers representing Telford Offshore Holdings Limited, 2022 representing Telford Offshore International Limited and 2023 and onwards representing MAM Telford Holdings, Ltd; [2] Based on midpoint of management estimate for 2024 and 2025 EBITDA of \$80-85m and \$90-110m, respectively; [3] Please see page 42 for full capex breakdown

Revenue Composition

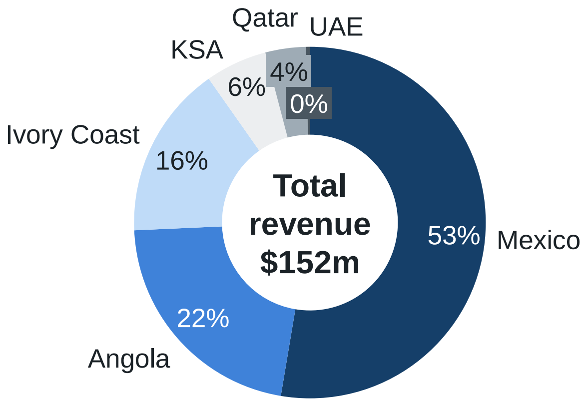
2023 Revenue by Client[1]



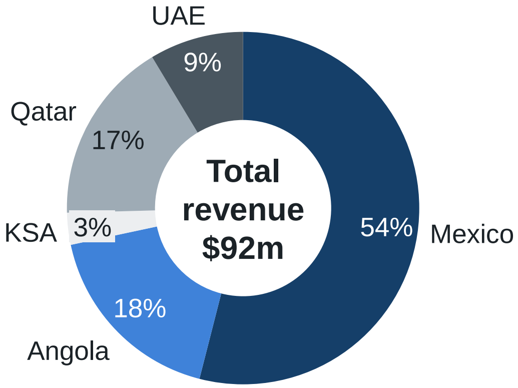
YTD August 2024 Revenue by Client[1]



2023 Revenue by Geography



YTD August 2024 Revenue by Geography

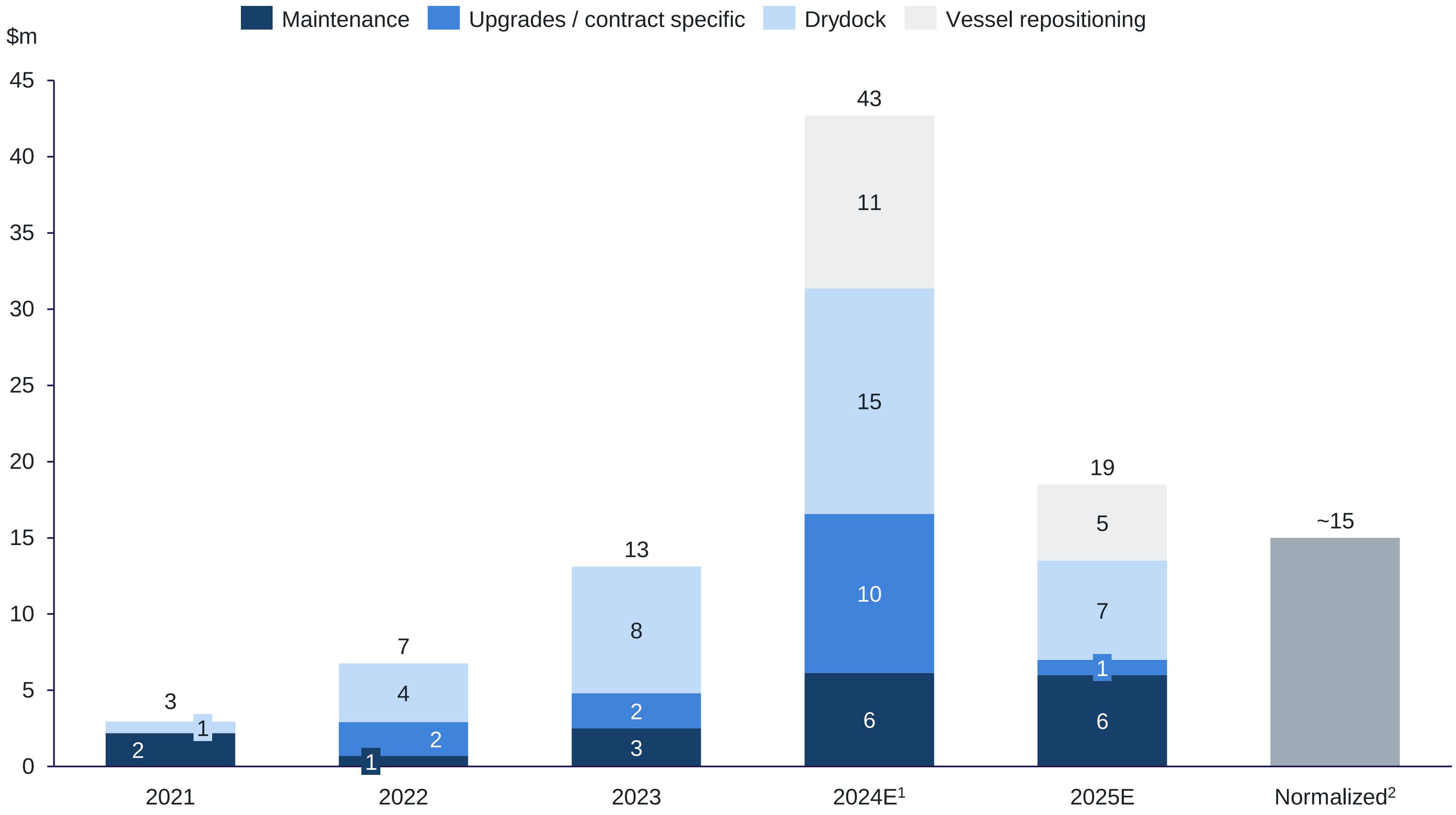


[1] Azule Energy is a JV between BP and Eni; NFE = New Fortress Energy; NMDC = National Marine Dredging Company

TELFORD OFFSHORE

Significant Recent Fleet Investments Ensuring Highly Competitive Vessels

Normalised Capex of $~15m per Annum



Comments

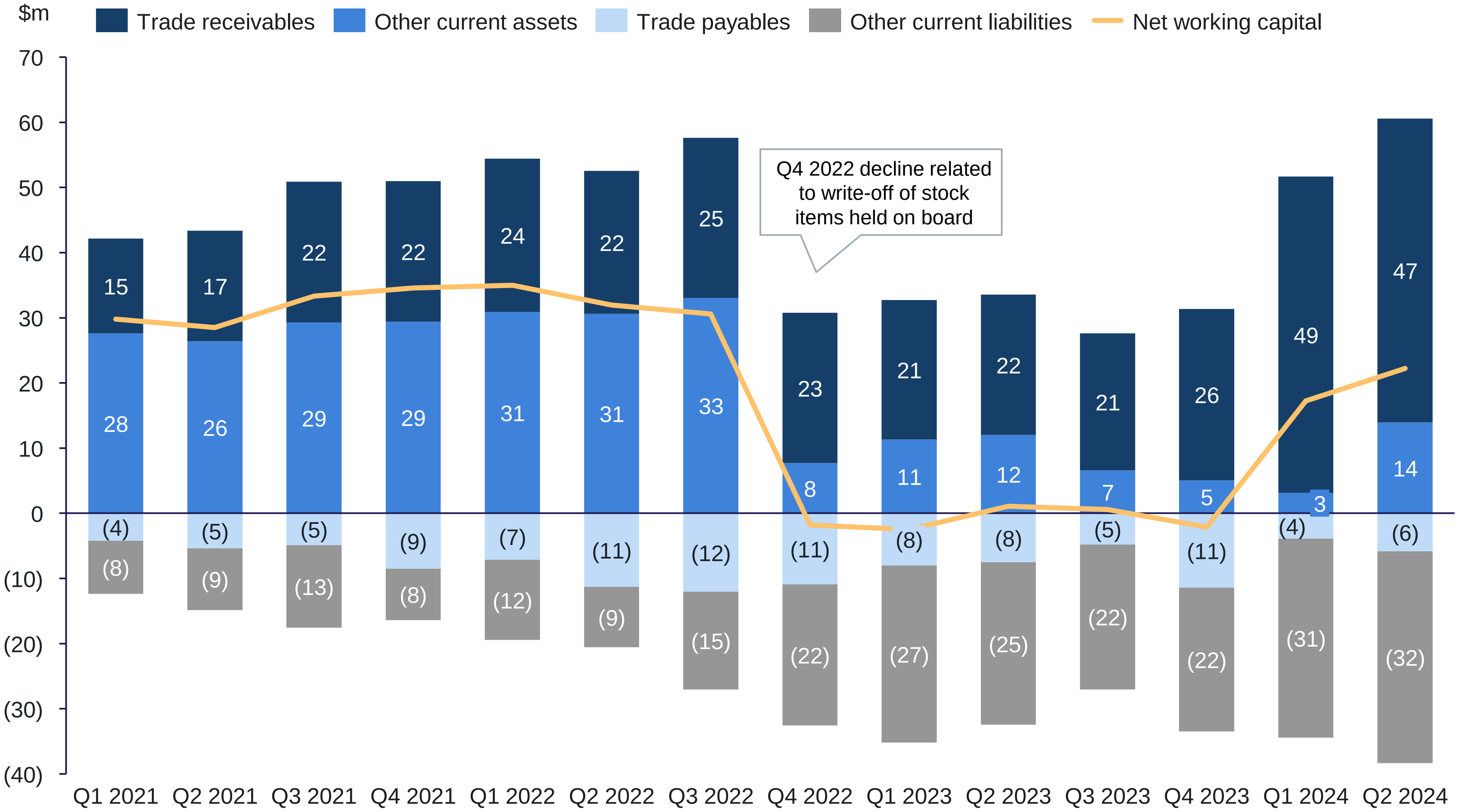
- Limited capex spend between 2019 and 2021 due to poor markets and different priorities among key shareholders, creating a capex overhang
- In line with the change in strategy and prior underinvestment, significant one-time uptick in capex in 2023 and 2024 with around $55m invested in fleet modifications, upgrades and strategic repositioning as part of the wider transformation of Telford 2.0
- Expect lower capex requirements and high cash conversion over the next years, with fleet assessed as competitive without larger future contract specific upgrades
- Expect a normalized capex of $~15m per annum, with capex related to drydocking / SPS usually around $6m per vessel, occurring every 5 years
- 2 drydockings / SPSs completed in 2024 (Telford 25 and Telford 30), with Telford 34 scheduled for 2025, Telford 31 for 2026 and Telford 28 for 2027

[1] 2024 capex includes $4.2m for vessel repositioning which has been expensed through opex; [2] Normalized capex is management's estimate of average annual capex for years after 2026. Factors that may cause actual capex in such periods to differ from this estimate includes, but is not limited to, requirements of contracts entered into in the future, unscheduled maintenance and variations in costs of carrying out capex. You should not place undue reliance on normalized capex

TELFORD OFFSHORE

Stable Working Capital Base

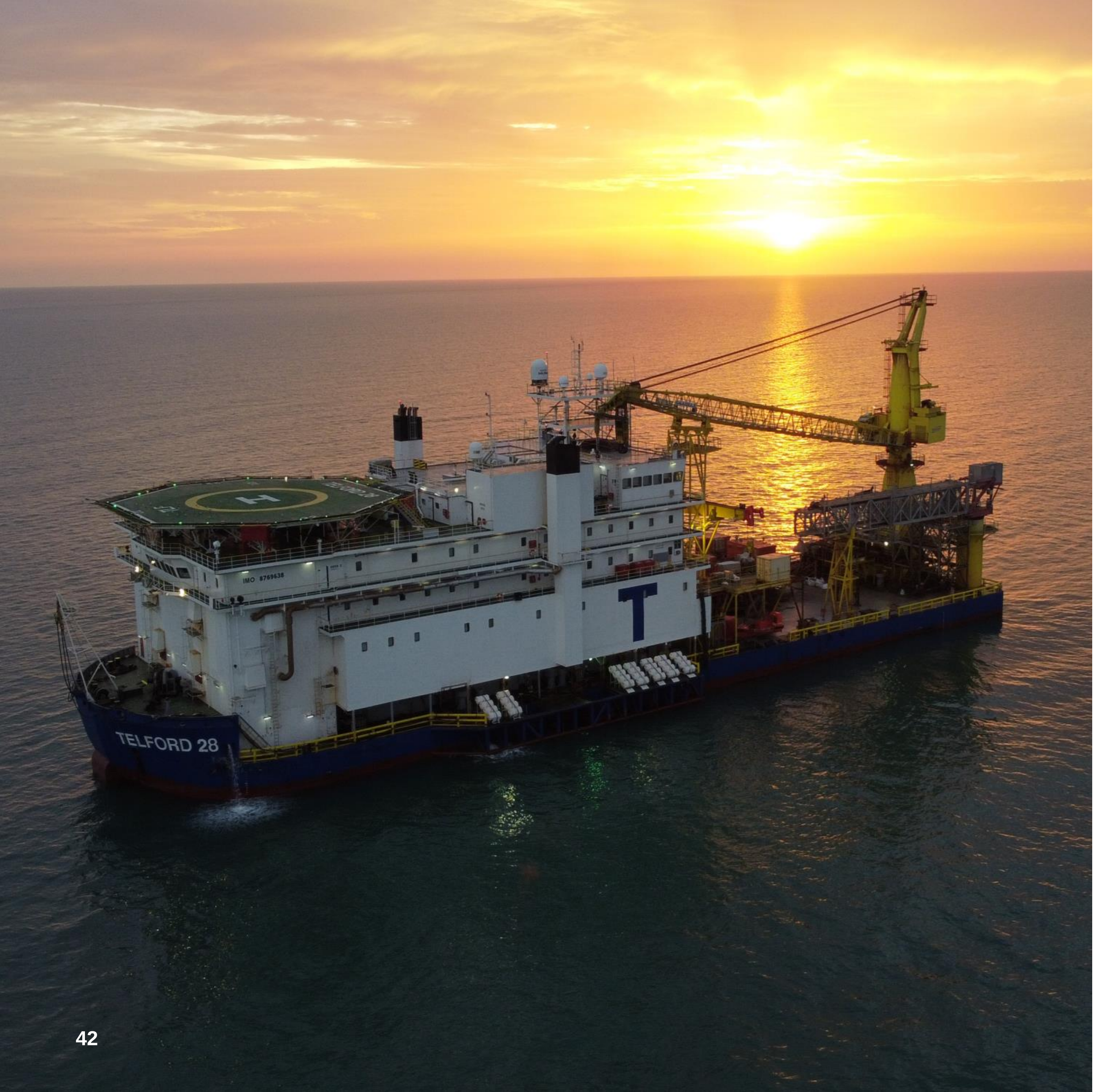
Decomposition of Working Capital Items



Comments

- August 2024 LTM average days receivable outstanding at similar levels to 2021-2022, with higher revenue driving higher receivables balance
- Shift towards blue chip clients and end users will lead to significant improvement in historical receivable collection
  - The average payment term of current contracted receivable days (based on live and upcoming contracts) is ~35 days
- August 2024 LTM average days payable outstanding ~20 days shorter compared to 2021-2023 on the back of stronger relationships with suppliers which could also allow for negotiation of rates going forward
  - The average contractual payable days is ~45 days
- 2021 and 2022 balances include up to $26m of inventory held on board, with management writing off the balance in December 2022 due to the ageing of the account
  - New purchases are expensed through the income statement, increasing transparency and cost control

TELFORD OFFSHORE



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Summary of Vessel Contract Terms (1/2)

Vessel (Area of Operation)	Key Terms
Telford 25 (Saudi Arabia)	• Firm duration: 275 days from May 2024 • Extension options: 6 x 15 days • Termination for convenience at any time. Compensation: Before on-hire, mob. fee + 30 days charter hire. After on-hire, mob. fee + charter hire for period used + 25% of unused firm period. If termination during option period, only days already used are compensated • English law; DIFC arbitration in Dubai
Telford 28 (Ivory Coast)	• Firm duration: 5 months from October 2024 • Extension options: 1 x 30 days; 1 x 16 days; 2 x 7 days • Termination for convenience at any time. Compensation: demob. fee + charter hire for period used + 80% of unused firm period. • English law; arbitration in London
Telford 30 (Angola)	• Firm duration: 1 September 2024 to 1 June 2025 • Extension options: 6 x 1 month • Termination for convenience at any time. Compensation: demob. fee + charter hire for period used + 40% of unused firm period. • English law; ICC arbitration
Telford 31 (UAE)	• Firm duration: 152 days from April 2024 • Extension option: 1 x 1 month. Further extension through to November 2024 • Termination for convenience at any time. Compensation: 100% of the charter hire for the charter period (both used and unused) • Abu Dhabi law
Telford 25, 28, 31 and 34 (Qatar)	• Multiple vessel contract in Qatar • First vessel commences in Q4 2025 • More than 3,000 days in total (firm + options) • Termination for convenience at any time. Compensation varies depending on which vessel is terminated • Qatari law

Summary of Vessel Contract Terms (2/2)

Vessel (Area of Operation)	Key Terms
Telford 25 (Qatar)	• Firm duration: 266 days (commencement window 1 January to 1 May 2026) • Extension options: up to 135 additional days • Termination for convenience at any time on 150 days notice. Compensation: 100% of applicable charter hire until demobilisation • Qatar law; arbitration in Qatar

Telford 28 (Qatar)	• Firm duration:
	    • 660 days configuration A (commencement window 1 August to 1 December 2025)
	    • 382 days configuration B (commencement window 1 September 2027 to 15 February 2028)
	• Extension options:
	    • up to 140 additional days configuration A
	    • up to 136 additional days configuration B
	• Termination for convenience at any time on 150 days notice. Compensation: 100% of applicable charter hire until demobilisation
	• Qatar law; arbitration in Qatar

Telford 31 (Qatar)	• Firm duration:
	    • 385 days campaign A (commencement window 1 July to 2 October 2026)
	    • 307 days campaign B (commencement window 1 April to 31 August 2028)
	• Extension options:
	    • up to 163 additional days campaign A
	    • up to 160 additional days campaign B
	• Termination for convenience at any time on 150 days notice. Compensation: 100% of applicable charter hire until demobilisation
	• Qatar law; arbitration in Qatar

Telford 34 (Qatar)	• Firm duration: 133 days (commencement window 1 July to 2 October 2026) • Extension options: up to 146 additional days • Termination for convenience at any time on 150 days notice. Compensation: 100% of applicable charter hire until demobilisation • Qatar law; arbitration in Qatar

Overview of Intercreditor Agreement

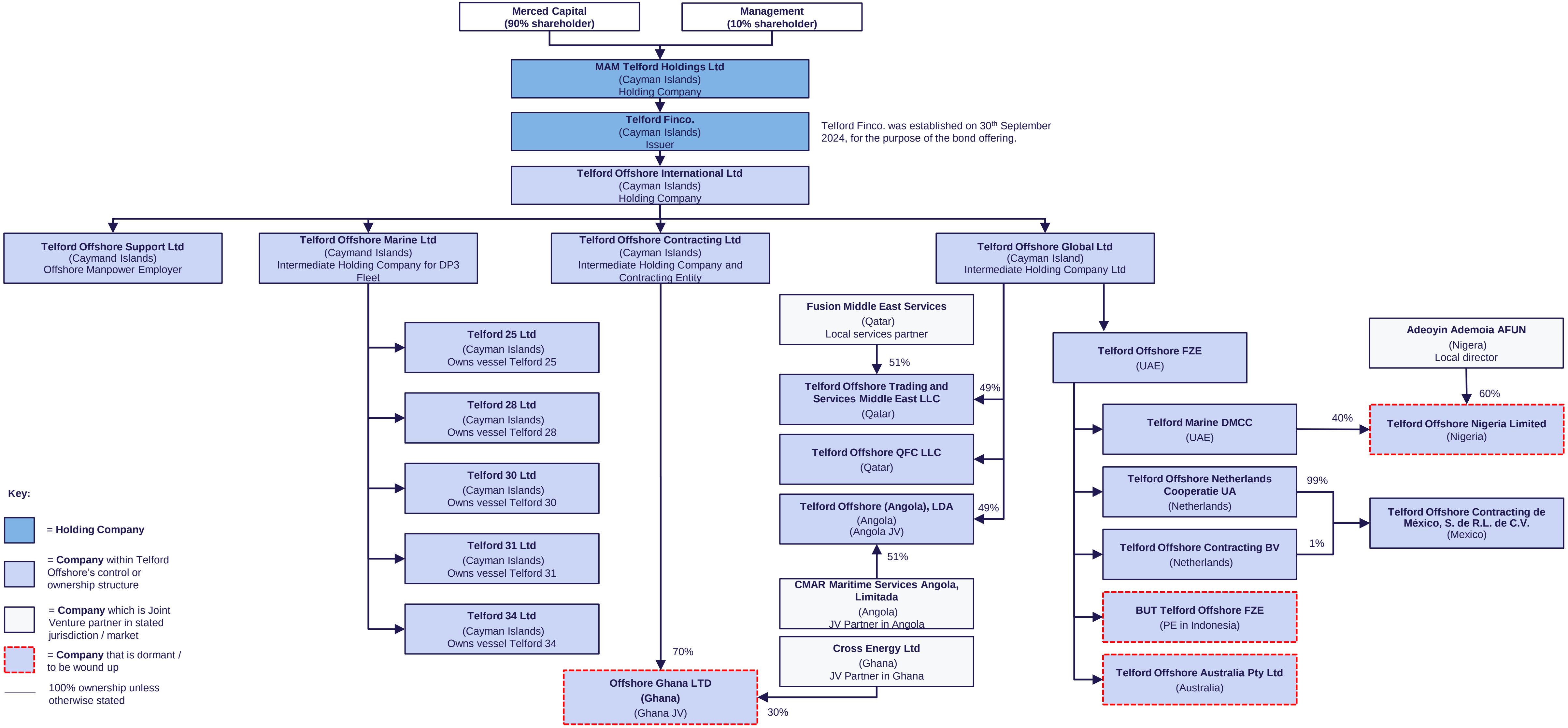
Item	Key Terms
Parties	• The Parent, the Issuer and the other intra-group debtors and intra-group creditors • Nordic Trustee AS as bond trustee on behalf of the Bondholders and security agent on behalf of the secured parties • The agent, arranger and lenders in respect of the super senior RCF (the "**Credit Facility**")
Ranking and priority:	• The Bonds and the Credit Facility shall rank pari passu in right and priority of payment, and shall participate pari passu in the Transaction Security, subject to "Application of proceeds" below • The Bondholders shall not be required to share the DSRA pledge with the Super Senior Creditors • Intra-group liabilities and shareholder loans shall be subordinated to the Bonds and the Credit Facility
Permitted payments:	• Intra-group liabilities shall be permitted to be paid from time to time when due, until an acceleration event has occurred under the Bonds or the Credit Facility • Shareholder loans shall be permitted to be paid as set out in the Bond Terms and the Credit Facility
Enforcement of Transaction Security:	• Enforcement may be initiated by the creditors under the Credit Facility ("**Super Senior Creditors**") or the Bondholders • Thereafter, enforcement instructions may be given by the Bondholders in accordance with the Bond Terms • If the Bondholders have not given enforcement instructions or appointed a financial adviser within 3 months of initiation, or the Credit Facility has not been discharged within 6 months of initiation, then the Super Senior Creditors may provide enforcement instructions. • The Super Senior Creditors may also provide enforcement instructions if a debtor is insolvent or there is a delay in the Bondholders providing instructions that may have a material adverse effect on the enforcement or potential recoveries.

Application of proceeds:	• All amounts received by the security agent under the debt documents or recovered from any Transaction Security or guarantee shall be applied in the following order of priority:
	    • amounts owing to the security agent, receivers, delegates and creditor representatives (for their own account)
	    • the Credit Facility creditors (up to a maximum of $10m for cash facilities and $10m for guarantee, performance bond or letter of credit facilities)
	    • the Bondholders

Governing law:	Norwegian law, Oslo courts
Other:	Customary provisions covering *inter alia* purchase by the Bondholders of the Credit Facility liabilities, turnover, enforcement principles, distressed and non-distressed disposals and bond trustee protections For further details, refer to the ICA principles attached to the term sheet for the Bonds

TELFORD OFFSHORE

Detailed Corporate Structure



Consolidated Statement of Comprehensive Income

$k	2021 Audited[1]	2022 Audited[2]	2023 Audited[3]	YTD August 2024 Unaudited[3]
Revenue	94,110	88,975	151,909	92,201
Cost of sales	(85,505)	(121,774)	(97,849)	(50,547)
Gross profit	**8,605**	**(32,799)**	**54,060**	**41,654**
General and administrative expenses	(8,494)	(14,867)	(22,383)	(13,147)
Loss allowances	(2,285)	(10,034)	(883)	-
Operating profit / (loss)	**(2,174)**	**(57,700)**	**30,794**	**28,507**
Impairment of investment	-	-	(7,671)	-
Finance income	-	26	707	300
Finance costs	(188)	(319)	(1,449)	(700)
Finance costs -net	(188)	(293)	(742)	(400)
Profit / (loss) before income taxes	**(2,362)**	**(57,993)**	**22,381**	**28,107**
Income tax expense	(3,363)	(3,093)	(4,105)	(1,784)
Profit / (loss) for the year	**(5,725)**	**(61,086)**	**18,276**	**26,323**
Other comprehensive income		-	-	-
Total comprehensive income for the year	**(5,725)**	**(61,086)**	**18,276**	**26,323**

[1] Telford Offshore Holdings Limited (previous TopCo, now liquidated); [2] Telford Offshore International Limited (previous TopCo, now liquidated); [3] MAM Telford Holdings, Ltd

TELFORD OFFSHORE

Consolidated Statement of Financial Position (1/2)

$k	2021 Audited[1]	2022 Audited[2]	2023 Audited[3]	YTD August 2024 Unaudited[3]
Assets				
Non-current assets				
Property, plant and equipment	243,711	216,293	194,124	197,695
Intangible assets	286	190	95	-
Right of use assets	688	602	299	-
Total non-current assets	**244,685**	**217,085**	**194,518**	**197,695**
Current assets				
Inventories	23,210	669	2,183	1,876
Trade receivables -net	21,567	23,046	26,319	43,119
Loan to related parties	6,200	-	-	-
Other current assets	1,930	1,392	939	16,809
Financial assets at amortised cost	4,246	5,646	1,928	-
Cash and cash equivalents	13,188	7,533	38,333	36,250
Total current assets	**70,341**	**38,286**	**69,702**	**98,054**
Total assets	**315,026**	**255,371**	**264,220**	**295,749**

[1] Telford Offshore Holdings Limited (previous TopCo, now liquidated); [2] Telford Offshore International Limited (previous TopCo, now liquidated); [3] MAM Telford Holdings, Ltd

TELFORD OFFSHORE

Consolidated Statement of Financial Position (2/2)

$k	2021 Audited[1]	2022 Audited[2]	2023 Audited[3]	YTD August 2024 Unaudited[3]
Equity and Liabilities				
Equity				
Share capital and premium	-	338,619	328,679	346,898
Retained accummulated losses	(50,083)	(55,808)	(116,894)	(116,894)
Total comprehensive income for the year	(5,725)	(61,086)	18,276	26,323
Net equity	**(55,808)**	**221,725**	**230,061**	**256,327**
Liabilities				
Non-current liabilities				
Provision for employees' end-of-service benefits	515	803	550	503
Lease liabilities	471	292	135	-
Total non-current liabilities	**986**	**1,095**	**685**	**503**
Current liabilities				
Loan from related parties	353,464	**-**	-	-
Trade and other payables	15,157	30,152	32,071	38,212
Lease liabilities	94	244	100	120
Current tax payable	1,133	2,155	1,303	587
Total current liabilities	**369,848**	**32,551**	**33,474**	**38,919**
Total liabilities	**370,834**	**33,646**	**34,159**	**39,422**
Total equity and liabilities	**315,026**	**255,371**	**264,220**	**295,749**

[1] Telford Offshore Holdings Limited (previous TopCo, now liquidated); [2] Telford Offshore International Limited (previous TopCo, now liquidated); [3] MAM Telford Holdings, Ltd

Consolidated Statement of Cash Flows (1/2)

$k	2021 Audited[1]	2022 Audited[2]	2023 Audited[3]	YTD August 2024 Unaudited[3]
Cash flows from operating activities				
Profit / (loss) before taxes	(2,362)	(57,993)	22,381	26,323
Adjustments to reconcile loss before income taxes to net cash provided by operating activities				
Depreciation charge for the year	33,592	34,173	35,282	25,061
Depreciation charge for right of use assets	279	261	303	133
Amortization charge on intangible assets	95	96	95	64
Employees end of service benefits	155	288	199	288
Finance costs	188	319	1,449	585
Finance income	-	(26)	(707)	(217)
Operating profit before working capital changes	**31,947**	**(22,882)**	**59,002**	**52,237**
Decrease / (increase) in inventories	(3,435)	22,541	(1,514)	(308)
(Increase) / decrease in trade receivables	6,423	(1,479)	(3,273)	(15,645)
Increase / (decrease) in other assets	(1,452)	538	453	(12,311)
(Increase) / decrease in financial assets at amortised cost	951	(1,399)	3,718	-
Increase in trade and other payables (excluding accrued interest)	226	14,994	1,919	6,718
Cash generated from operating activities	**34,660**	**12,313**	**60,305**	**30,690**
Taxation paid	(4,102)	(2,071)	(4,957)	(3,229)
Finance income received	-	26	707	217
Finance cost paid	(118)	(216)	(1,356)	(702)
Employees' end-of-service benefits paid	(1)	-	(452)	(336)
Net cash generated from operating activities	**30,439**	**10,052**	**54,247**	**26,640**

[1] Telford Offshore Holdings Limited (previous TopCo, now liquidated); [2] Telford Offshore International Limited (previous TopCo, now liquidated); [3] MAM Telford Holdings, Ltd

TELFORD OFFSHORE

Consolidated Statement of Cash Flows (2/2)

$k	2021 Audited[1]	2022 Audited[2]	2023 Audited[3]	YTD August 2024 Unaudited[3]
Cash flows from investing activities				
Payment for property plant and equipment	(2,977)	(6,755)	(13,113)	(28,723)
Cash flows from financing activities				
Loan from related parties during the year	(21,762)	(8,645)	(243)	-
New Money Facility received from shareholder	-	-	14,500	-
New Money Facility paid to shareholder	-	-	(14,500)	-
Cash from share capital	-	-	50	-
Finance charges for restructuring activities	-	-	(9,747)	-
Principal element of lease payment	(422)	(307)	(394)	-
Net cash used in financing activities	**(22,184)**	**(8,952)**	**(10,334)**	**-**
Net increase/(decrease) in cash and cash equivalents	**5,278**	**(5,655)**	**30,800**	**(2,083)**
Cash and cash equivalents at the beginning of the year	7,910	13,188	7,533	38,333
Cash and cash equivalents at the end of the year	**13,188**	**7,533**	**38,333**	**36,250**

[1] Telford Offshore Holdings Limited (previous TopCo, now liquidated); [2] Telford Offshore International Limited (previous TopCo, now liquidated); [3] MAM Telford Holdings, Ltd

TELFORD OFFSHORE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