

# Summary published in connection to the admission to trading of shares in Acergy S.A. on NASDAQ OMX Stockholm

This summary is entirely based on information available in Acergy S.A. (also referred to as the “Company” or “Acergy”) annual reports, interim reports, the company’s website, press releases from the company or information given by the Company’s primary exchange. If nothing else is stated “website” indicates the Company’s corporate website and “annual report” indicates the Company’s annual report. The Swedish FSA has not approved this summary.

## General

### Admission to trading of listed shares

OMX Treasury AB has applied for admission to trading of shares in Acergy S.A. on NASDAQ OMX Stockholm.

The company is listed on the regulated market at Oslo Stock Exchange. The Company’s latest published prospectus is dated 13<sup>th</sup> of May 2004 and is available at Oslo Stock Exchange.

### Information regarding this Summary

This summary is not part of a prospectus and is issued by OMX Treasury AB solely due to the fact that the Company’s shares are being admitted to trading on NASDAQ OMX Stockholm’s regulated market, in accordance with the Swedish Securities Market Act (2007:528) chapter 15, section 4, sub-section 1.

The Company has not been involved in preparing this summary. In accordance with the Swedish Financial Instruments Trading Act (1991:980) chapter 2, section 7, the Company will be notified by NASDAQ OMX Stockholm of the decision to admit the shares to trading on the regulated market.

All information in this summary is based on information published by the issuer.

The purpose of this summary is to provide the market with information on the Company in accordance with the Swedish Financial Instruments Trading Act (1991:980) chapter 2, section 7. The purpose is not to provide sufficient information for making investment decisions regarding the Company share. Investors shall not base investment decisions on the information in this summary. On the contrary, investment decisions shall be based on information issued by the Company as a whole.

The preparation of this summary shall not in any circumstances mean that the contents of the information on the Company would not have changed after the issuing date of the summary. This summary is not a guarantee, neither by the Company nor OMX Treasury AB, regarding future events and shall not be considered as such.

### Note to the investors

The purpose of this summary is not to be an encouragement or advice to invest in the Company. The summary shall not be distributed outside Sweden, except as such circumstances where this information does not breach any local legislation. Neither the Company nor OMX Treasury AB nor their representatives have any kind of legal liability on any breaches referred to above, irrespective of whether such limitations are known or unknown by the investor.

## ACERGY - the Company

### Group Information [Corporate website/About Us]

Acergy are a seabed-to-surface engineering and construction contractor to the offshore oil and gas industry worldwide and provide integrated services, and plan, design and deliver complex projects in harsh and challenging environments.

Acergy started in Norway as Stolt Nielsen Seaway, providing divers and remotely operated vehicles to support the exploration that opened up the North Sea in the early 1970s. By 1989 the Company had acquired an operating base in Aberdeen, Scotland, and in 1992 bought Comex Services, a French diving and construction company.

The 1990s was a decade of further expansion, as Acergy moved into both the flexible and rigid flowline markets, and the EPIC (engineering, procurement, installation and commissioning) contracting business. 1997 saw Acergy's first significant ultra-deepwater project, off the coast of West Africa, and this was soon followed by a number of acquisitions: Ceanic Corporation of Houston; 49% of NKT Flexibles in Denmark; and engineering and pipelay specialist ETPM in France.

In the year 2000 the Company became Stolt Offshore, but rapid expansion was bringing its own problems, and poor management on some projects led to operating losses. A new senior management team joined the organization in 2003 and immediately set about redefining the focus of the company onto a tighter segment of the offshore market, disposing of non-core assets, a new organizational structure and a turnaround in performance. In 2006 the company became Acergy, a name designed to reflect the changed realities of ownership, and the positive outlook for the business as a whole.

- Acergy operate internationally as one group – globally aware and locally sensitive, sharing expertise and experience to create innovative solutions
- Acergy are more than solution providers
- Acergy are solution partners – ready to make long-term investments in people, assets, know-how and relationships in support of clients.

Acergy divide their business into principal areas of operation: Subsea Umbilical Risers and Flowlines (SURF), Inspection and Maintenance and Repair (IMR) and Conventional Field Development. The Company supports operations in these areas with a highly adaptable fleet of ships and a range of additional services.

Acergy is domiciled in Luxembourg and the company's shares are listed on the regulated markets of Nasdaq and the Oslo Stock Exchange since 5<sup>th</sup> of June 1997. [Information from the Oslo stock exchange]

### Outlook [Q4 report 2008, page 5]

The macro drivers for Acergy's business are global growth in demand for energy and the needs of the clients to access reserves, often in more difficult environments. Recent global economic conditions have created a more challenging short-term market and reduced near-term visibility but the medium and long-term fundamentals of the business remain robust. The Company therefore expects to see short-term volatility but remain encouraged by the ongoing discussions with clients in West Africa and other parts of the world.

For more details please refer to inter alia annual report 2007.

### Board of directors [website, About Us/Board of Directors on 23 of Feb 2009]

- Mark Woolveridge, Chairman

- James B. Hurlock, Deputy Chairman
- Jean Cahuzac, Director
- George H. Doremus, Director
- George H. Doremus, Director
- Sir Peter Mason KBE, Director
- J. Frithjof Skouverøe, Director
- Trond Ø. Westlie, Director

**Management** [corporate website, About Us/ Management Team on 23 of Feb 2009]

- Jean Cahuzac, Chief Executive Officer
- Stuart Jackson, Chief Financial Officer
- Bruno Chabas, Chief Operating Officer
- Jean-Luc Laloë, Corporate VP M&A & Corporate Development
- Mark Preece, VP Business Development & Marketing
- Keith Tipson, Corporate VP Human Resources
- Johan Rasmussen, Corporate Vice President and General Counsel
- Allen Leatt, Chief Technology Officer
- Andrew Culwell, Corporate VP HSEQ
- Olivier Carré, VP for Acergy Africa and Mediterranean
- Jeff Champion, regional VP for Acergy Asia and Middle East in
- Tony Duncan, Regional VP for Acergy North America and Mexico
- Øyvind Mikaelson, Regional VP for Acergy Northern Europe and Canada
- Gilles Lafaye, VP for Acergy South America

**The Share** [SEC filing 20-F for FY 2007 ending 30 Nov 2007, page 89-91]

As of April 30, 2008, all of the 194,953,972 common shares were registered in the VPS, in the names of 1,534 shareholders. Excluding outstanding common shares registered in the name of Deutsche Bank Trust Company Americas as depositary for the ADSs and treasury shares, held by one of our subsidiaries, it is estimated that the free float of common shares on Oslo Børs was 152,547,531 as of April 30, 2008.

As of April 30, 2008, Acergy owned 12,333,282 of common shares, representing 6.33% of the total number of outstanding shares. As of April 30, 2008, The Company owned 879,121 of the common shares as treasury shares through the indirect subsidiary Acergy Investing Limited, representing an additional 0.45% of the total number of outstanding shares

As of April 30, 2008, options for 1,768,393 common shares have been granted to the Company's Directors and Senior Management and were still outstanding. Each of Acergy's current Directors and Senior Management, including the Regional Vice Presidents of each of the segments, holds options exercisable for shares representing less than 1.0% of outstanding common shares.

For more details please refer to inter alia annual report 2007.

**Largest Shareholders** [SEC filing 20-F for FY 2007 ending 30 Nov 2007, page 93]

Set forth below is information concerning the share ownership of all persons who beneficially owned 5.0% or more of the common share equivalents, as of February 29, 2008. The shareholders listed below do not possess voting rights that differ from any other shareholder.

<b>Name of Beneficial Owner</b>	<b>Number of common shares Owned Shares</b>	<b>Percentage of Common Owned</b>
State Street Bank	15,118,768	7.76%
FMR Corporation	11,319,355(a)	6.02%
Folketrygdfondet	10,676,500	5.34%
<b>Holdings as of March 31, 2007</b>		
FMR Corporation	19,169,155(b)	10.36%
State Street Bank	15,862,611	8.14%
Folketrygdfondet	15,000,800	7.69%
<b>Holdings as of April 21, 2006</b>		
DWS Investment GmBH	19,218,430	9.90%
GE Asset Management	18,845,293	9.80%
Artisan Partners, LP	18,752,800	9.70%

For further information please refer to the Company's public financial reports.

**Information on the financial figures** [Q4 report 2008, page 7-8 and Annual report 2009 pages 42, 44, 45]

Revenue from continuing operations\*\* for fiscal year ended November 2008 increased 5% to \$2,522.4 million (2007: \$2,406.3 million)

<b>Extract - Income Statement (in MUSD)***)</b>	<b>2006*)</b>	<b>2007**)</b>	<b>2008**)</b>
Revenue from continuing operations	N/A	2,406	2,522
Net operating income from continuing operations	N/A	352	461
Net income	N/A	135	307

<b>Extract - Balance Sheet (in MUSD) ***)</b>	<b>2006*)</b>	<b>2007**)</b>	<b>2008*)</b>
Non-Current Assets	N/A	1,025	2,522
Current Assets	N/A	1,402	461
Equity	N/A	819	207
Balance sheet Total	N/A	2,427	2,522

\*) Note: due to comparability due to discontinued operations 2006 has not been presented

\*\*) Revenue from continuing operations excludes revenue associated with the Trunkline segment, including the Mexilhao Trunkline Project in fiscal 2008 and 2007, which is classified as discontinued operations due to Acergy Piper, the sole asset in this segment, being an asset held for sale at November 30, 2008

\*\*\*) Note: 2007 and 2008 is based on twelve months ending 30<sup>th</sup> of November 2007 and 2008 respectively

[Press release, March 17, 2009]

On March 17th 2009 the Company confirmed the award of a contract valued at approximately \$825 million to SapuraAcergy Sdn Bhd for the development of the deepwater offshore Gumusut-Kakap field. For further information about the contract, please refer to the press release dated March 17, 2009.

For further information please refer to the Company's public financial reports.

The accounting principles of the key figures [corporate website,/About Us/Corporate Governance/ on 23 of Feb 2009]

As a Company incorporated in Luxembourg, and quoted on both the NASDAQ and Oslo stock exchanges, Acergy S.A. is subject to a number of different laws and regulations with respect to Corporate Governance. Acergy S.A. is fully committed to achieving the highest Corporate Governance standards at all times. The Company believes that observance of those standards is in the best interests of all stakeholders. The term "Company" refers to Acergy and its subsidiaries.

The key Corporate Governance activity currently being undertaken by the Company concerns compliance with those provisions of the Sarbanes-Oxley Act of 2002, which are applicable to foreign issuers and enforced by the US Securities and Exchange Commission (SEC).

The company's management, using the criteria set forth by the Committee of Sponsoring Organisation's of the Treadway Commission in Internal Control - Integrated Framework, believes that as of November 30, 2007 the company's internal control over financial reporting is effective.

For more details please refer to inter alia annual report 2007.

**Risks** [SEC filing 20-F for FY 2007 ending 30 Nov 2007, page 6-16]

#### Operational Risks

- Unexpected costs may adversely affect the amount the Company realize from fixed-price contracts.
- The Company may experience equipment or mechanical failures, which could increase costs, impair revenues and result in penalties for failure to meet project completion requirements.
- If the Company experience difficulties resolving claims and variation orders, this may adversely impact our cash flows and liquidity.
- The Company's business is affected by expenditures by participants in the oil and gas industry
- There might be delays or cancellation of projects included in the backlog, which may adversely affect future revenues.
- The Company may be liable to third parties for the failure of joint venture partners to fulfill their obligations.
- International operations expose the Company to political, social and economic instability in the developing countries in which the Company operates and other risks inherent in international business, any of which could increase costs, reduce future growth opportunities and thereby affect operating results.
- The Company's results may fluctuate due to adverse the weather conditions.
- The Company face competition that could have an adverse effect on operating results and financial condition.
- The Company depend on certain significant clients and long-term contracts and the loss of one or more significant clients or the failure to replace or enter into new long-term contracts could adversely affect operating results.
- The Company could be adversely affected if the Company fail to keep pace with the technological changes, and changes in technology could result in write-downs of assets.
- If the Company are unable to attract and retain skilled workers in a competitive environment, business will be adversely affected.
- The Company may experience constraints in the supply chain due to the increased current and planned expenditure increases by clients in the industry.

- The international operations expose the Company to the risk of fluctuations in currency exchange rates.
- The Company are exposed to substantial hazards, risks and delays that are inherent in the offshore services business for which liabilities may potentially exceed insurance coverage and contractual indemnity provisions.
- The Company's reputation and its ability to do business may be impaired by corrupt behaviour by any of the employees or agents or subsidiaries.

#### Financial Risks

- The Company's use of the "percentage-of-completion" method for accounting for projects could result in a reduction or elimination of previously reported profits.
- If the Company is not able to make reasonably dependable estimates, the Company would not be able to use the "percentage-of-completion" method for accounting for long-term contracts.
- The ability to service indebtedness and fund operations depends on cash flows from the subsidiaries.
- The operations are subject to a significant number of tax regimes, and changes in the legislation governing the rules implementing them or the regulator enforcing them in any one of these countries could negatively and adversely affect results of operations.
- Tax liabilities could increase as a result of changes in the Luxembourg tax regime.
- Tax liabilities could increase as a result of changes in the UK Tonnage Tax regime.
- Tax liabilities could increase as a result of adverse tax audits, enquiries or settlements
- The Company's assessment of internal control over financial reporting may identify "material the weaknesses" in the future and may result in an attestation with an adverse opinion from independent auditors, which could reduce confidence in the Company's financial statements and negatively affect the price of securities.

For further information please refer to the company's public financial reports.

#### Liquidity

It is not sure whether there at all times will be a high liquidity for the Company on NASDAQ OMX Stockholm's regulated market. The market price of the Company may fluctuate significantly depending on different factors. The market price of the Company's shares may fluctuate significantly which does not necessarily depend on the Company success of its business operations or future forecasts. Lack of liquidity may partly depend on the fact that the market prices of securities may fluctuate more on NASDAQ OMX Stockholm in this case than on those exchanges where these securities are traded more actively. NASDAQ OMX Stockholm has the ambition to have several Liquidity Providers to mitigate this risk.

#### Exchange rate

The Acergy share's exchange rate on Oslo Stock Exchange is NOK. The trading on NASDAQ OMX Stockholm will take place in SEK. The changes in exchanges rates may partly effect on the price formation of the share in NASDAQ OMX Stockholm.

#### The Company's information obligation

Acergy has no information obligation regarding the current admission to trading of the shares at NASDAQ OMX Stockholm, neither based on the Swedish Securities Markets Act nor on NASDAQ OMX Stockholms' rules of the exchange. However, by being listed on Oslo Stock Exchange's regulated market, Acergy complies with the Norwegian legislation on information

obligation and its home exchange's disclosure rules. Acergy has no obligation to disclose price sensitive information in Swedish language but Acergy normally uses Norwegian and English language with regard to its disclosure practices. Acergy's press releases and financial reports are generally available in Swedish and English language. By having Norway as home member state, Acergy is under obligation to meet Norwegian requirements on publication and storage of information in Norway's national information database for issuers (OAM) which is handled by Oslo Stock Exchange [www.newsweb.no](http://www.newsweb.no).

#### **The availability of information on ACERGY**

The company Website in English and Norwegian: <http://www.acergy-group.com/public/home>

Norwegian national storage regarding all price sensitive information published by companies whose shares are admitted to trading on a regulated market in Norway: [www.newsweb.no](http://www.newsweb.no)

#### **The availability of this summary**

This summary is supplied by NASDAQ OMX on [www.nasdaqomxtrader.com](http://www.nasdaqomxtrader.com)

#### **Information obtained from the External information sources and declaration on this summary**

The information on Acergy originates from financial reports, press releases on financial accounts published by Acergy as well as from Acergy's investor web page.

OMX Treasury AB has issued this summary which is based on information published by Acergy. In accordance with Swedish Financial Instruments Trading Act, chapter 2, section 15, OMX Treasury AB declares that it has accurately ensured, to such extent as appropriate, that the information in this summary are repeated appropriately and that no facts are omitted from the information in the summary that could result in that the repeated information in this summary would be misleading or inaccurate.

According to the Swedish Financial Instruments Trading Act, chapter 2, section 14, sub-section 3, please note that any investor who commences judicial proceedings as a result of information in this summary may be compelled to pay for a translation of the document.