



SIEM INDUSTRIES

PRESS RELEASE

For Immediate Release

SIEM INDUSTRIES INC.

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NOTICE OF CHANGE OF CONTROL

U.S.\$275,000,000 Zero Coupon Secured Limited Recourse Exchangeable Bonds due 2017
(ISIN NO 001 0372776; Common Code: 030435958)
(the “**Bonds**”)

GEORGE TOWN, GRAND CAYMAN, 20 January 2011 – SIEM INDUSTRIES INC. hereby gives NOTICE to the holders of the Bonds (the “**Bondholders**”) that: (1) the scheme of arrangement (the “**Scheme of Arrangement**”) relating to the combination of Subsea 7 Inc. (“**Subsea 7**”) and Acergy S.A. (the “**Combination**”) became effective on 7 January 2011, whereupon Acergy S.A. was renamed Subsea 7 S.A.; and (2) Subsea 7 S.A. transferred all of the outstanding share capital it held in Subsea 7 to Acergy Holdings (Gibraltar) Limited (“**Acergy Holdings**”) (the “**Acergy Holdings Capital Contribution**”) on 10 January 2011.

Unless otherwise defined herein, capitalised terms shall have the same meaning as given to such terms in the Prospectus dated 11 July 2007.

For purposes of the Bonds, each of the Combination and the Acergy Holdings Capital Contribution constitutes a separate Change of Control. Both Changes of Control are being announced pursuant to Condition 6(g)(*Change of Control*).

As a result of these Changes of Control, Bondholders may exercise their Exchange Rights as provided in the Conditions or may exercise their right to require redemption of their Bonds pursuant to Condition 7(e)(*Redemption at the option of Bondholders upon Change of Control*).

Pursuant to Condition 6(g), we hereby notify the Bondholders that:

- (1) the Exchange Price prior to the occurrence of the Changes of Control described herein was U.S.\$28.1772 per Ordinary Share and each U.S.\$100,000 in principal amount of Bonds would entitle the Bondholder thereof to receive, subject as provided in the Conditions, 3,548.969 Ordinary Shares;
- (2) the Change of Control Exchange Price applicable pursuant to Condition 6(b)(x) during the Change of Control Period shall be U.S.\$25.4424 per Ordinary Share;
- (3) the closing price of the Ordinary Shares as derived from the Oslo Stock Exchange at 7 January 2011 (being the “Scheme Record Time” for the purposes of the Scheme of Arrangement and the latest practicable date prior to the date of this Change of Control Notice) was U.S.\$26.8411;
- (4) the last day of the Change of Control Period will be 21 March 2011; and
- (5) the Change of Control Put Date will be 4 April 2011.

If a Bondholder elects to exercise its Exchange Rights following the Changes of Control described herein, Siem Industries will, subject to its right to make a Cash Alternative Election, issue or deliver to such Bondholder a number of Ordinary Shares per Bond as determined by dividing the principal amount of the Bond by the Exchange Price in effect on the Exchange Date as adjusted by Condition 6. The Bondholder will receive the relevant number of common shares in Subsea 7 S.A. (the “**New Shares**”) (together with any cash payment in lieu of any entitlement to a fraction of a New Share) to which such Bondholder would have been entitled pursuant to the terms of the Scheme of Arrangement had its Ordinary Shares so exchanged been Scheme Shares at the Scheme Record Time.

As of the date hereof, the Change of Control Exchange Price translates to an effective conversion price into New Shares of U.S.\$23.8896 and the current Exchange Price translates to an effective exchange price into New Shares of U.S.\$26.4575.

New Shares delivered to Bondholders exercising their Exchange Rights will be delivered in electronic form through the facilities of the Norwegian Securities Deposit System (*Verdipapirsentralen*) (the “**VPS**”) to such VPS Account as specified by the Bondholder in the relevant Exchange Notice.

For further information, please contact Michael Delouche as follows:

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GIVEN for and on behalf of Siem Industries Inc. this 20 January 2011.

This notice does not constitute an offer to sell, or the solicitation of offers to buy, any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offer, solicitation or sale would be unlawful.