

THIRD QUARTER 2009

Financials

(Figures in brackets refer to the corresponding period of 2008)

Operating profit for the third quarter amounted to USD 77.1 million (USD 61.2 million), which is by far the best quarterly result ever for Prosafe. Utilisation of the rig fleet was 96 per cent (93 per cent), which is the main contributing factor to the improved result.

MSV *Regalia* started operation for BP Norge at the Valhall field on 12 July. Safe Scandinavia started operation for Shell at Shearwater at the end of July. All other vessels have been fully utilised in the third quarter.

Net financial costs amounted to USD 8.4 million (USD 7.9 million). In the third quarter this year, the market value of currency forwards increased by USD 10.9 million. This was partly offset by an unrealised currency loss on the NOK bond loan.

Taxes amounted to USD 2.4 million (USD 6.1 million positive), and net profit equalled USD 66.3 million (USD 59.4 million), corresponding to diluted earnings per share of USD 0.30 (USD 0.26).

Total assets at 30 September amounted to USD 1 420.3 million (USD 1 304.3 million), while the book equity ratio increased to 17.3 per cent (10.3 per cent).

The board of directors resolved on 4 November 2009 to declare an interim dividend of NOK 0.70 per share to shareholders of record as of 13 November 2009. The shares will trade ex-dividend on 11 November 2009. The dividend will be paid on 24 November 2009.

Debt financing

At the end of the third quarter 2009, Prosafe had a credit facility of USD 960 million, of which USD 860 million had been drawn.

Financial covenants in the credit facility:

- Minimum cash of USD 65 million in the group (Q3 2009: USD 108 million)
- Maximum leverage ratio of 5.0 (4.5 following the second anniversary of the loan agreement, i.e. May 2010) (Q3 2009: 3.5)
- Minimum value adjusted equity ratio of 35 per cent (Q3 2009: 55 per cent based on vessel valuation from June 2009)
- Market value vessels/total commitments above 150 per cent (Q3 2009: 247 per cent)
- Working capital (incl. unutilised credit lines with maturity in excess of 12 months) larger than zero (Q3 2009: USD 183 million)

A NOK 500 million unsecured bond issue maturing in October 2013 was completed in October 2009 (PRS 06 PRO). The proceeds will be used for refinancing and for general corporate purposes. In connection with the new bond issue, Prosafe SE bought back NOK 188.5 million in PRS02 maturing in March 2010 (NOK 222.5 million still outstanding). PRS03 with principal USD 50 million is maturing in March 2012.

Outlook

Six of the company's rigs are bareboat chartered to Interpetroleum Services, operating for Pemex offshore Mexico. *Safe Bristolia* will be operating in Mexico until end of January 2010, and will thereafter mobilise to the North Sea to commence a contract for Nexen in April 2010. The other five rigs have firm contracts as follows: *Jasminia* until December 2010, *Safe Hibernia* until May 2011, *Safe Lancia* until January 2010, *Safe Regency* until August 2013 and *Safe Britannia* until January 2013.

Safe Esbjerg is operating for Maersk Oil & Gas in the Danish North Sea until June 2011. *Safe Esbjerg* is due for a special periodic survey by May 2010.

Safe Caledonia is operating for Total in the UK North Sea until September 2010.

The contract for MSV *Regalia* at the Valhall field, which commenced in July, has a firm duration until January 2011 with an option period of six months.

Safe Astoria started an eight-month contract for Shell in the Philippines early October.

Safe Scandinavia completed its 65-day contract with Shell in the beginning of October, and is now anchored at Invergordon in the Cromarty Firth, Scotland. *Safe Scandinavia* has a firm contract with StatoilHydro, six months commencing early May 2010 and six months commencing early April 2011. StatoilHydro has the option to replace the two firm periods with a continuous 17-month contract commencing May 2010. This option must be exercised before January 2010, and is subject to vessel availability.

Safe Concordia completed its assignment in Mexico early October, and the vessel is currently being marketed for new employment.

Within the harsh and semi-harsh offshore environments where most of Prosafe's accommodation rigs operate, there is a good

supply-demand balance, and the number of new-builds to be delivered over the next few years is limited.

In the North Sea, the majority of the fixed installations are mature, and require greater maintenance and modifications to uphold production and safe operation. Increased recovery and tie-ins of satellite fields to existing installations have extended the lifetime for many fields in the North Sea. Therefore, we foresee a good outlook for modification and maintenance projects over the coming years. Prosafe has secured several contracts in the North Sea for 2010. We expect that several offshore projects in the North Sea will require additional accommodation in 2011 and 2012, and we foresee higher tender activity in the coming year.

The market for semi-submersible accommodation rigs continues to be good in Mexico, where Pemex has high activity offshore in order to keep up production of the Cantarell field.

In summary, we expect a good long-term demand for semi-submersible accommodation rigs, with growth in activity in the North Sea from 2011 and in deepwater regions.

Larnaca, 4 November 2009

Reidar Lund
Chairman

Christian Brinch

Ronny Johan Langeland

Elin Nicolaisen

Michael Raymond Parker

Christakis Pavlou

Roger Cornish

Arne Austreid
President & CEO

INCOME STATEMENT

(Unaudited figures in USD million)	Q3 09	Q2 09	Q3 08	YTD 2009	YTD 2008	2008
Operating revenues	123.7	85.9	126.0	291.2	356.9	491.1
Operating expenses	(31.5)	(26.2)	(52.8)	(89.0)	(154.4)	(210.1)
Operating profit before depreciation	92.2	59.7	73.2	202.2	202.5	281.0
Depreciation	(15.1)	(12.9)	(12.0)	(40.8)	(35.9)	(48.8)
Operating profit	77.1	46.8	61.2	161.4	166.6	232.2
Interest income	0.0	0.1	0.8	0.3	3.2	4.0
Interest expenses	(10.7)	(11.8)	(11.8)	(33.2)	(43.5)	(57.1)
Other financial items	2.3	16.3	3.1	20.2	2.9	(23.7)
Net financial items	(8.4)	4.6	(7.9)	(12.7)	(37.4)	(76.8)
Profit before taxes	68.7	51.4	53.3	148.7	129.2	155.4
Taxes	(2.4)	(8.3)	6.1	(13.0)	2.8	9.4
Net profit from continuing operations	66.3	43.1	59.4	135.7	132.0	164.8
Net profit from discontinued operations	0.0	0.0	0.0	0.0	38.0	38.0
Net profit	66.3	43.1	59.4	135.7	170.0	202.8
Earnings per share	0.30	0.19	0.26	0.61	0.74	0.88
Diluted earnings per share	0.30	0.19	0.26	0.61	0.74	0.88
EPS from continuing operations	0.30	0.19	0.26	0.61	0.57	0.72
Diluted EPS from continuing operations	0.30	0.19	0.26	0.61	0.57	0.72

STATEMENT OF COMPREHENSIVE INCOME

(Unaudited figures in USD million)	Q3 09	Q2 09	Q3 08	YTD 2009	YTD 2008	2008
Net profit for the period	66.3	43.1	59.4	135.7	170.0	202.8
Foreign currency translation	(6.2)	(2.1)	17.4	(13.3)	30.9	45.3
Revaluation hedging instruments	(3.1)	12.0	(6.8)	2.9	(5.2)	(41.5)
Revaluation shares	12.1	8.2	(86.2)	20.3	(47.4)	(68.5)
Other comprehensive income	2.8	18.1	(75.6)	9.9	(21.7)	(64.7)
Comprehensive income	69.1	61.2	(16.2)	145.6	148.3	138.1

BALANCE SHEET

(Unaudited figures in USD million)	30.09.09	30.06.09	31.12.08	30.09.08
Goodwill	226.7	226.7	226.7	226.7
Rigs	929.2	916.3	828.4	800.0
Other non-current assets	5.2	5.0	3.8	3.4
Total non-current assets	1 161.1	1 148.0	1 058.9	1 030.1
Cash and deposits	107.8	127.3	115.6	116.3
Other current assets	151.4	112.6	139.4	157.9
Total current assets	259.2	239.9	255.0	274.2
Total assets	1 420.3	1 387.9	1 313.9	1 304.3
Share capital	63.9	63.9	63.9	63.9
Other equity	182.5	126.6	60.7	70.3
Total equity	246.4	190.5	124.6	134.2
Interest-free long-term liabilities	117.5	107.8	107.9	103.4
Interest-bearing long-term debt	870.0	870.0	958.7	970.6
Total long-term liabilities	987.5	977.8	1 066.6	1 074.0
Other interest-free current liabilities	75.3	85.2	122.7	96.1
Current portion of long-term debt	111.1	134.4	0.0	0.0
Total current liabilities	186.4	219.6	122.7	96.1
Total equity and liabilities	1 420.3	1 387.9	1 313.9	1 304.3

CASH FLOW STATEMENT

(Unaudited figures in USD million)	Q3 09	Q2 09	Q3 08	YTD 2009	YTD 2008	2008
Profit before taxes continuing operations	68.7	51.4	53.3	148.7	129.2	155.4
Profit before taxes discontinued operations	0.0	0.0	0.0	0.0	46.4	46.4
Unrealised currency (gain)/loss on debt	6.1	2.9	(10.4)	11.8	(5.5)	(17.3)
Depreciation	15.1	12.9	12.0	40.8	59.7	72.6
Financial income	0.0	(0.1)	(0.8)	(0.3)	(3.2)	(4.0)
Financial costs	10.7	11.8	11.8	33.2	43.5	57.1
Change in working capital	(48.7)	(26.7)	100.4	(59.4)	(72.8)	(33.1)
Other items from operating activities	10.1	0.5	(76.3)	6.5	(14.3)	(46.1)
Net cash flow from operating activities	62.0	52.7	90.0	181.3	183.0	231.0
Acquisition of tangible assets	(28.2)	(45.8)	(67.3)	(143.0)	(333.1)	(374.4)
Proceeds from sale of tangible assets	0.0	0.0	0.0	0.0	9.5	9.5
Net effect of spin-off of subsidiary	0.0	0.0	(0.2)	0.0	562.5	562.5
Buy-back of own shares	0.0	0.0	(49.2)	0.0	(49.2)	(49.2)
Translation difference financial assets	0.0	0.0	0.0	0.0	(18.4)	(18.4)
Interests received	0.0	0.1	0.8	0.3	3.2	4.0
Net cash flow from investing activities	(28.2)	(45.7)	(115.9)	(142.7)	174.5	134.0
Proceeds from new interest-bearing debt	0.6	20.0	35.4	40.6	1 156.5	1 166.5
Repayment of interest-bearing debt	(30.0)	0.0	(0.0)	(30.0)	(1 516.2)	(1 526.2)
Dividends paid	(13.2)	(10.6)	0.0	(23.8)	0.0	0.0
Interests paid	(10.7)	(11.8)	(11.8)	(33.2)	(43.5)	(51.7)
Net cash flow from financing activities	(53.3)	(2.4)	23.6	(46.4)	(403.2)	(411.4)
Net cash flow	(19.5)	4.6	(2.3)	(7.8)	(45.7)	(46.4)
Cash and deposits at beginning of period	127.3	122.7	118.6	115.6	162.0	162.0
Cash and deposits at end of period	107.8	127.3	116.3	107.8	116.3	115.6

STATEMENT OF CHANGES IN EQUITY

(Unaudited figures in USD million)	Q3 09	Q2 09	Q3 08	YTD 2009	YTD 2008	2008
Equity at beginning of period	190.5	139.9	200.3	124.6	1 038.6	1 038.6
Comprehensive income for the period	69.1	61.2	(16.2)	145.6	148.3	138.1
Dividends	(13.2)	(10.6)	0.8	(23.8)	(993.2)	(993.2)
Costs related to split	0.0	0.0	(1.5)	0.0	(10.3)	(9.7)
Buy-back of own shares	0.0	0.0	(49.2)	0.0	(49.2)	(49.2)
Equity at end of period	246.4	190.5	134.2	246.4	134.2	124.6

NOTES TO THE INTERIM ACCOUNTS

NOTE 1: GENERAL INFORMATION

Prosafe SE is a public limited company domiciled in Larnaca, Cyprus. Prosafe SE is listed on the Oslo Stock Exchange with ticker code PRS. The consolidated financial statements for the third quarter of 2009 were authorised for issue in accordance with a resolution of the board of directors on 4 November 2009. The accounting figures are unaudited.

NOTE 2: ACCOUNTING PRINCIPLES

This interim financial report has been prepared in accordance with International Financial Reporting Standards (IFRS), including IAS 34 Interim Financial Reporting. The accounting principles adopted are consistent with those of the previous financial year.

NOTE 3: SHARES IN PROSAFE PRODUCTION PUBLIC LIMITED

The annual general meeting adopted on 14 May 2008 to distribute 90.1 per cent of the shares in Prosafe Production Public Limited to the shareholders of Prosafe SE. Distribution of these shares took place on 27 May 2008. In accordance with IFRS, no gain was recognised from this distribution. As at 30 September 2009 the company owned 25 375 142 shares in Prosafe Production Public Limited corresponding to 9.94 per cent of the shares. The shares were initially recorded at the proportion of the carrying value of the discontinued operations. At 30 September 2009 the shares are valued at the share price prevailing on this date, NOK 13.70, and the unrealised loss has been taken directly to equity. The shares in Prosafe Production Public Limited are included under 'other current assets' in the balance sheet.

KEY FIGURES	Q3 09	Q2 09	Q3 08	YTD 2009	YTD 2008	2008
Operating margin	62.3 %	54.5 %	48.6 %	55.4 %	46.7 %	47.3 %
Equity ratio	17.3 %	13.7 %	10.3 %	17.3 %	10.3 %	9.5 %
Return on equity	121.4 %	104.4 %	142.1 %	97.5 %	38.7 %	46.5 %
Net interest bearing debt (USD million)	873.3	877.1	854.3	873.3	854.3	843.1
Number of shares (1 000)	229 937	229 937	229 937	229 937	229 937	229 937
Average no. of outstanding shares (1 000)	222 935	222 935	229 013	222 935	229 554	227 667
USD/NOK exchange rate at end of period	5.78	6.38	5.83	5.78	5.83	7.00
Share price (NOK)	29.76	32.20	31.60	29.76	31.60	26.00
Share price (USD)	5.15	5.05	5.42	5.15	5.42	3.71
Market capitalisation (NOK million)	6 843	7 404	7 266	6 843	7 266	5 978
Market capitalisation (USD million)	1 184	1 160	1 246	1 184	1 246	854

NOTES TO KEY FIGURES

Operating margin = (Operating profit / Operating revenues) * 100

Equity ratio = (Equity / Total assets) * 100

Return on equity = Annualised [Net profit / Average book equity]

Net interest-bearing debt = Interest-bearing debt - Cash and deposits

SHAREHOLDERS AS AT 23.10.2009

No. of shares	Ownership
Folketrygdfondet	25 355 735 11.0 %
Pareto	12 287 361 3.7 %
GMO	8 114 338 3.5 %
Brown Brothers Harriman	8 114 116 3.5 %
Clearstream Banking (nom.)	7 484 433 3.3 %
Prosafe SE	7 001 705 3.0 %
State Street Bank & Trust (nom.)	6 933 797 3.0 %
DnBNOR	6 127 807 2.7 %
RBC Dexia (nom.)	5 230 752 2.3 %
BGL BNP Paribas	4 933 807 2.1 %
Total 10 largest	99 995 338 43.5 %

Total no. of shares: 229 936 790