



**CONNECTING
WHAT'S NEEDED
WITH
WHAT'S NEXT™**



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Forward-Looking Statements

Statements we make in this presentation that express a belief, expectation, or intention are forward looking. Forward-looking statements are generally accompanied by words such as “estimate,” “project,” “predict,” “believe,” “expect,” “anticipate,” “plan,” “forecast,” “budget,” “goal,” or other words that convey the uncertainty of future events or outcomes. These forward-looking statements are based on our current information and expectations that involve a number of risks, uncertainties, and assumptions. Among the factors that could cause the actual results to differ materially from those indicated in the forward-looking statements are: industry conditions, prices of crude oil and natural gas, our ability to obtain and the timing of new projects, and changes in competitive factors. Should one or more of these risks or uncertainties materialize, or should the assumptions underlying the forward-looking statements prove incorrect, actual outcomes could vary materially from those indicated.

For additional information regarding these and other factors, see our periodic filings with the Securities and Exchange Commission, including our most recent Reports on Forms 10-K and 10-Q.


Why OII?

- Global Provider of Diversified Services and Products in All Phases of the Offshore Oilfield Life Cycle
- Strong Balance Sheet and Cash Flow
- Continue to Maintain or Grow Our Market Positions
- Return Capital to Our Shareholders
- Experienced Management Team
- Longer Term, Deepwater is Still Critical to Reserve Replenishment

About Oceaneering – Five Operating Segments

- ROV
- Subsea Products
- Subsea Projects
- Asset Integrity
- Advanced Technologies

About OII – In All Phases of Offshore Oilfield Life Cycle

PHASE	EXPLORATION	DEVELOPMENT	PRODUCTION	DECOMMISSIONING
% Oil Revenue	10%	50%	35%	5%
#1 Market Driver	# of Operating Floating Drilling Rigs	# Subsea Tree Installations	# Subsea Trees In Service	# of Field Abandonments
Business Segment Product and Service Revenue Streams	 <ul style="list-style-type: none"> • ROV • Survey (SP) • Tooling (SSP) 	 <ul style="list-style-type: none"> • ROV • Survey (SP) • Tooling (SSP) • IWOCS – Installation & Workover Control Systems (SSP) • Subsea Hardware (SSP) • Umbilicals (SSP) • Vessel-based Installation Services (SP) • Inspection Services (AI) 	 <ul style="list-style-type: none"> • ROV • Tooling (SSP) • IWOCS (SSP) • Subsea Hardware (SSP) • Vessel-based Inspection, Maintenance & Repair Services (SP) • Inspection Services (AI) 	 <ul style="list-style-type: none"> • ROV • Tooling (SSP) • IWOCS (SSP)

ROV = Remotely Operated Vehicles

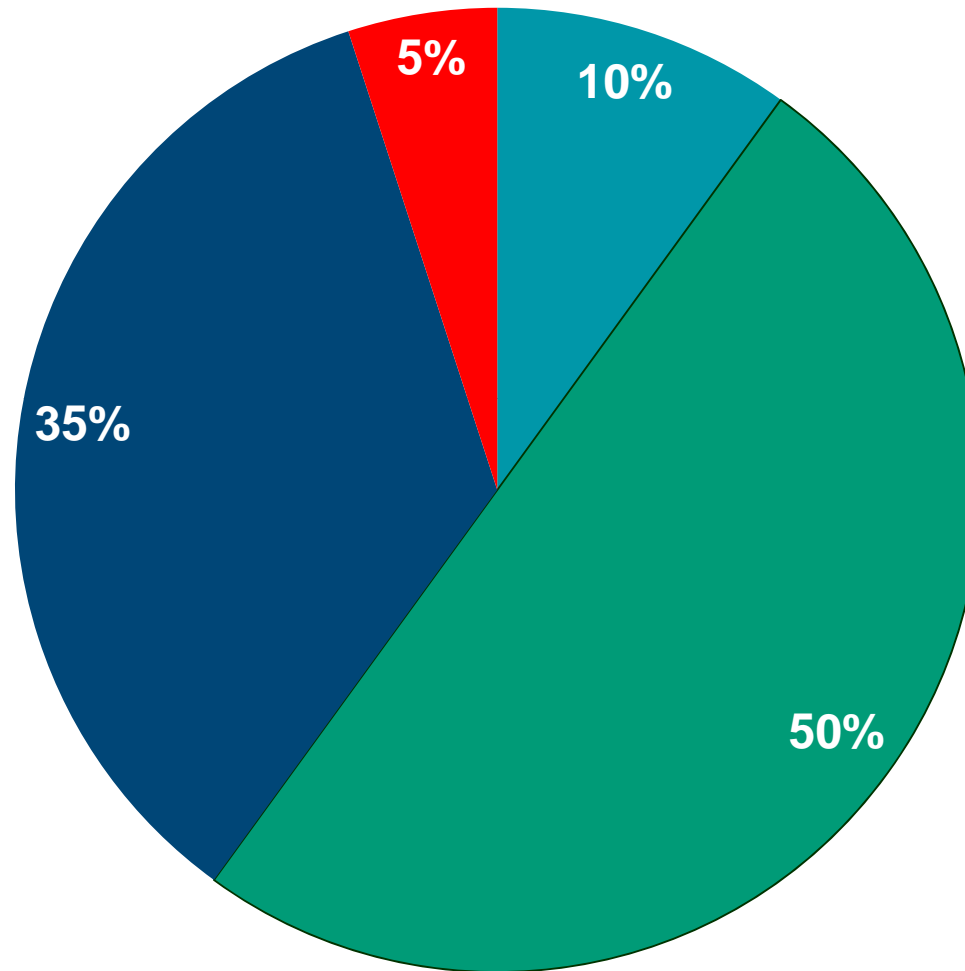
SSP = Subsea Products

SP = Subsea Projects

AI = Asset Integrity

Largest Exposure is in Field Development

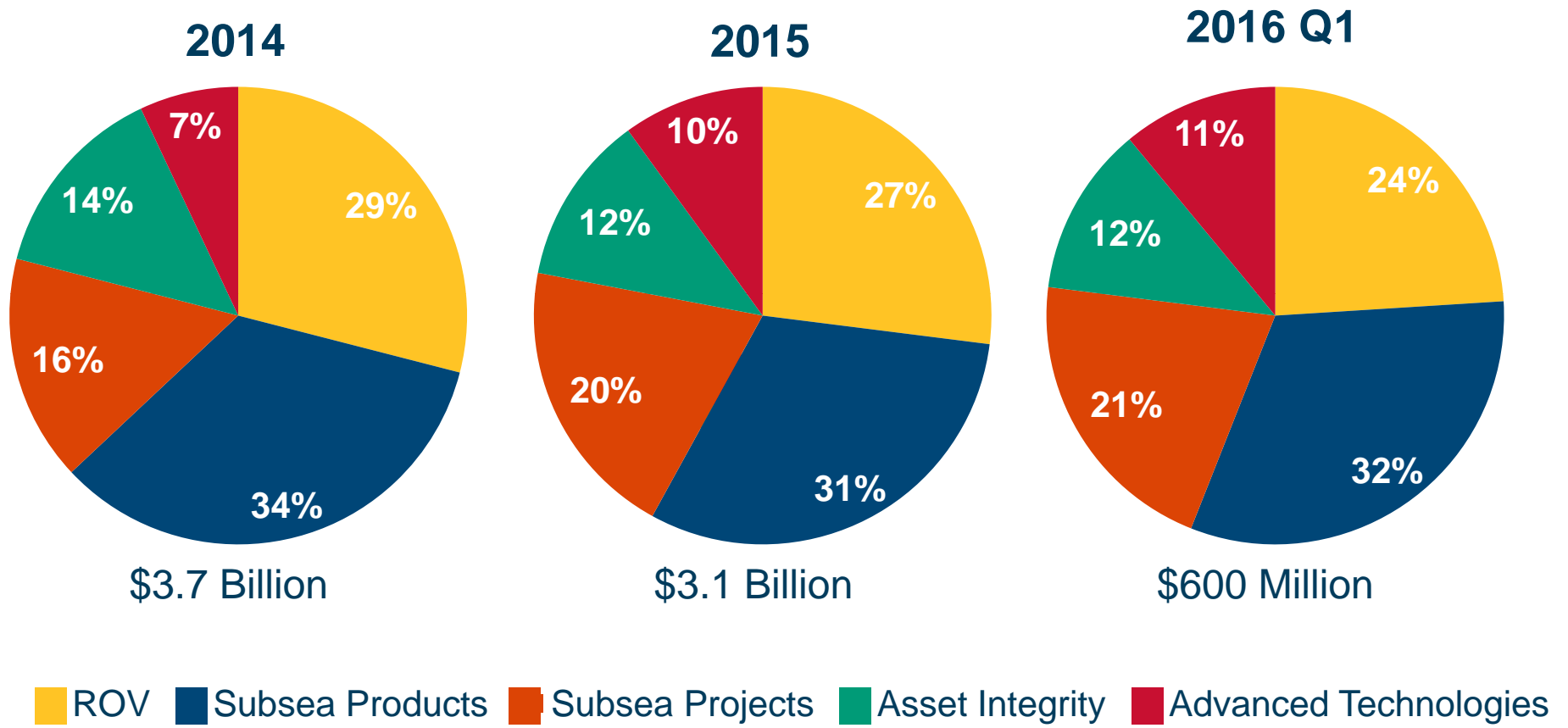
Revenue Mix



■ Exploration ■ Development ■ Production ■ Decommissioning

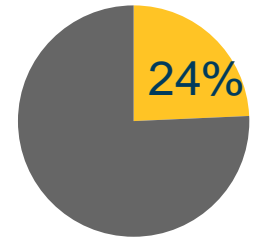
Source: OII Estimates: 2015

Revenue by Business Segment



2015

REMOTELY OPERATED VEHICLES

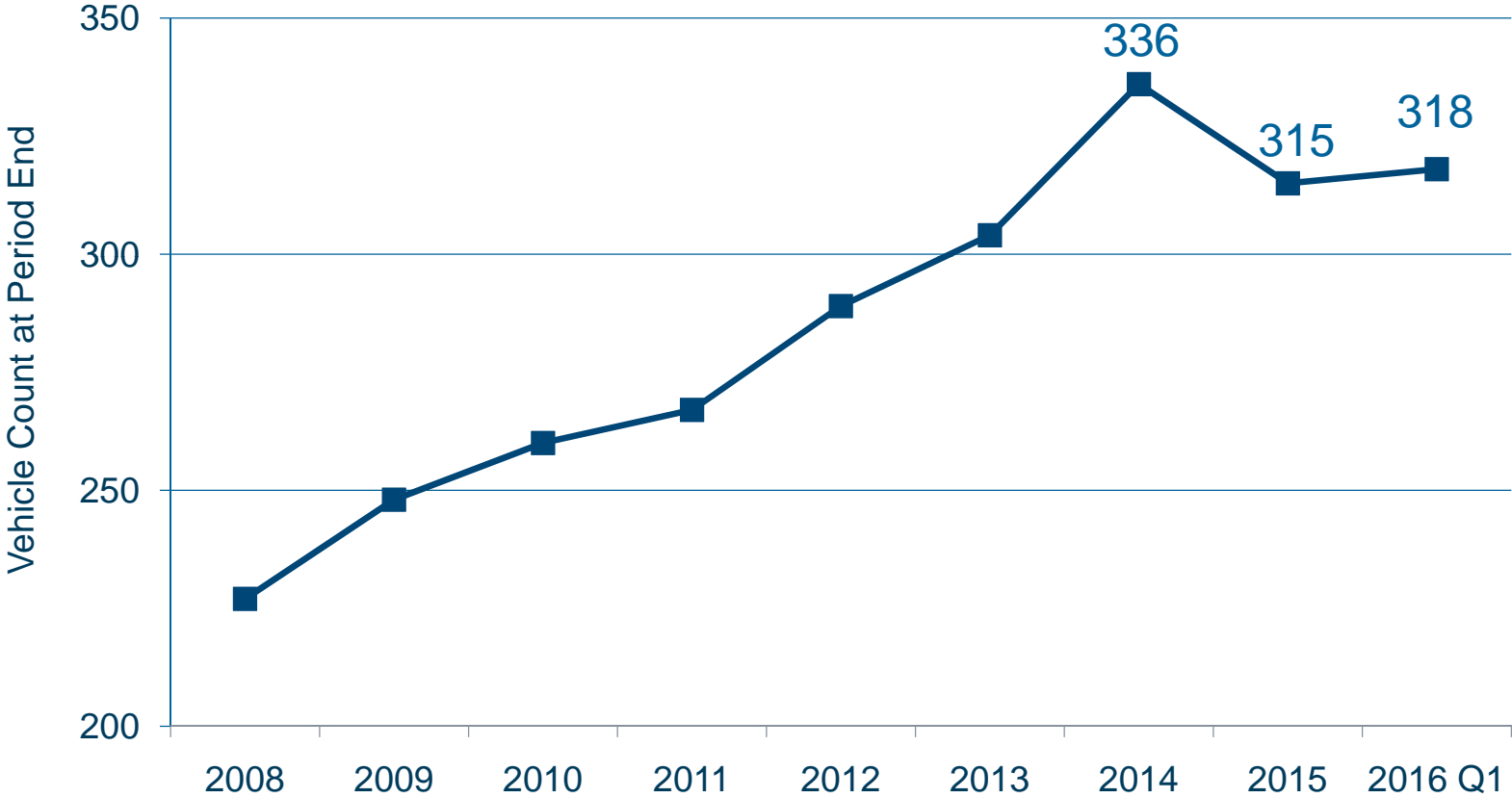


Revenue Contribution
Q1 2016



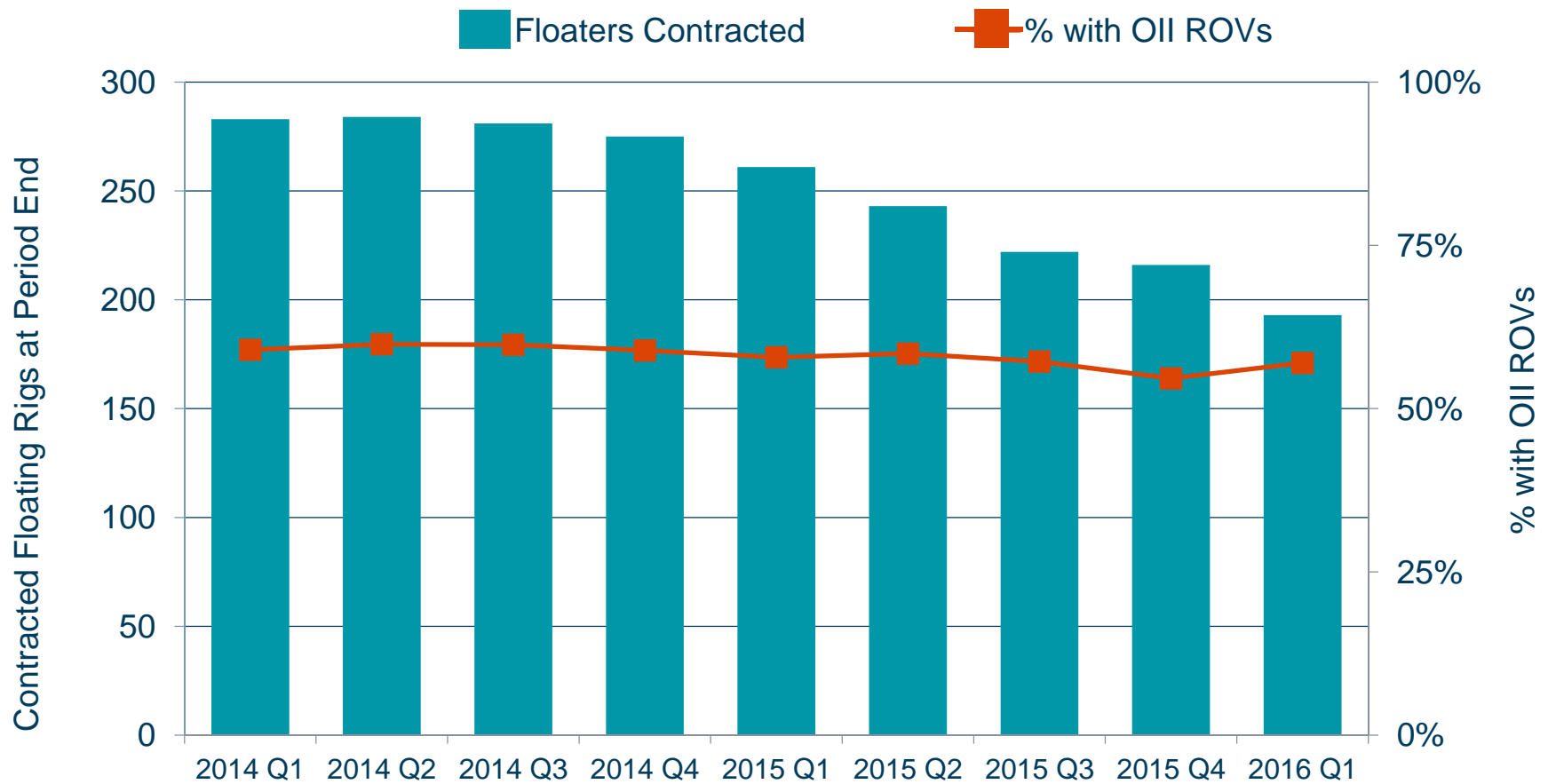
Oceaneering ROV Fleet Size

318 ROVs as of March 2016



Floating Rig Demand History

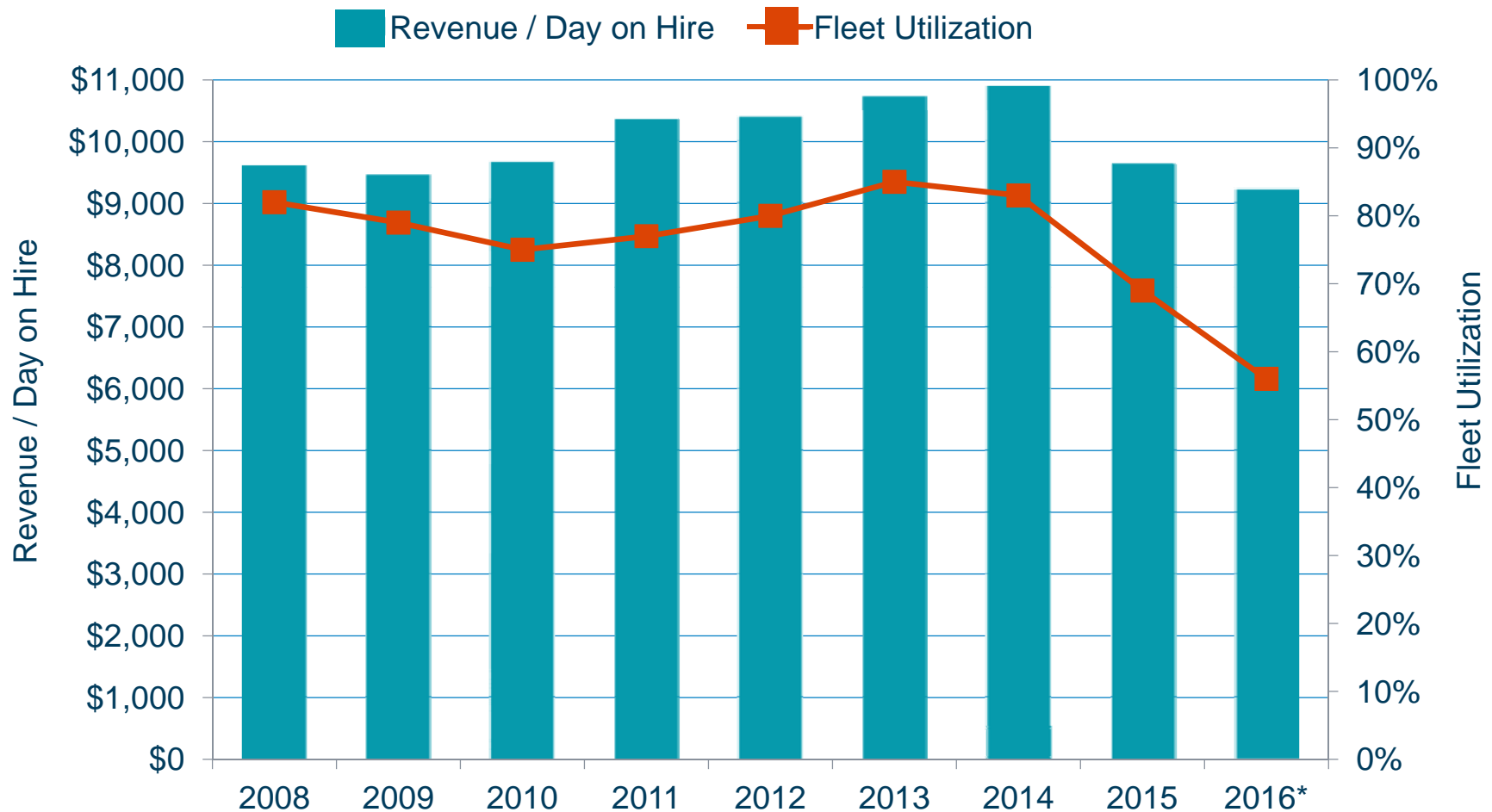
Oceanering 57% Market Share as of March 31, 2016



Source: IHS-Petrodata, March 31, 2016

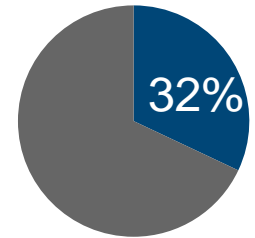
Oceaneering ROV Pricing and Fleet Utilization

56% Fleet Utilization as of March 2016



* YTD March 2016

SUBSEA PRODUCTS



Revenue Contribution
Q1 2016



Tooling & Subsea
Work Systems



Umbilicals



Installation and
Workover Control
Systems

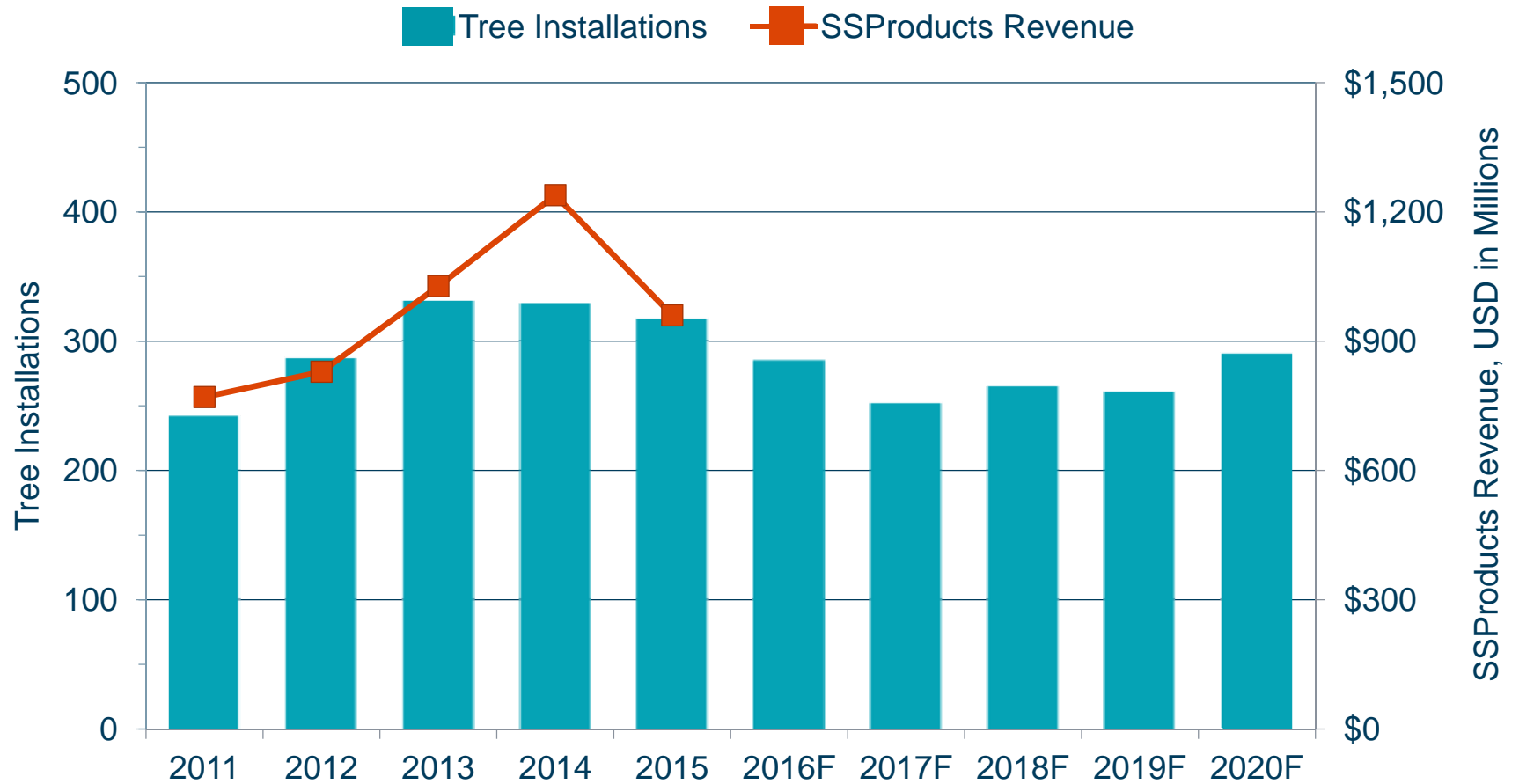


Subsea Hardware

Subsea Products

- Required for Every Subsea Completion
- Product Line Categories
 - Service Technology and Rentals – IWOCS and Tooling
 - Subsea Distribution – Umbilicals and Field Development Hardware
 - Connections – Grayloc Connectors and Pipeline Repair Systems
 - Flow Control Solutions – BOP Control Spares and Rotator Valves
- Highly Engineered
- Worldwide Coverage

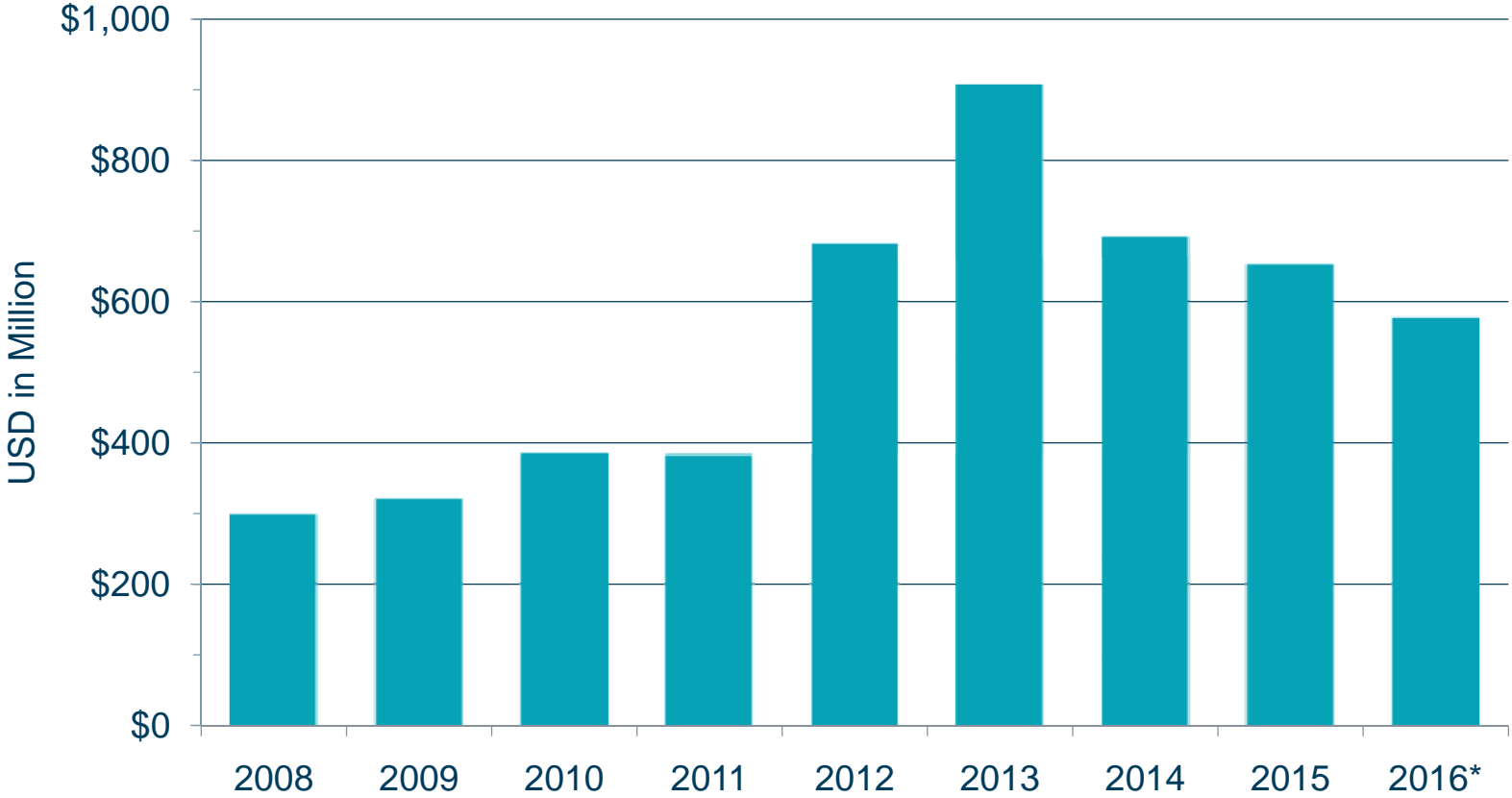
Subsea Installations Forecast



Source: Quest Offshore, February 2016

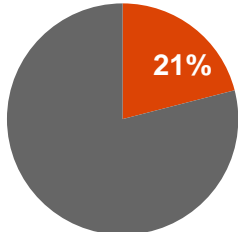
Subsea Products Backlog

At Period End



* March 2016

SUBSEA PROJECTS



Revenue Contribution
Q1 2016



Diving



Deepwater



Subsea Projects Overview

Assets Available for this Market

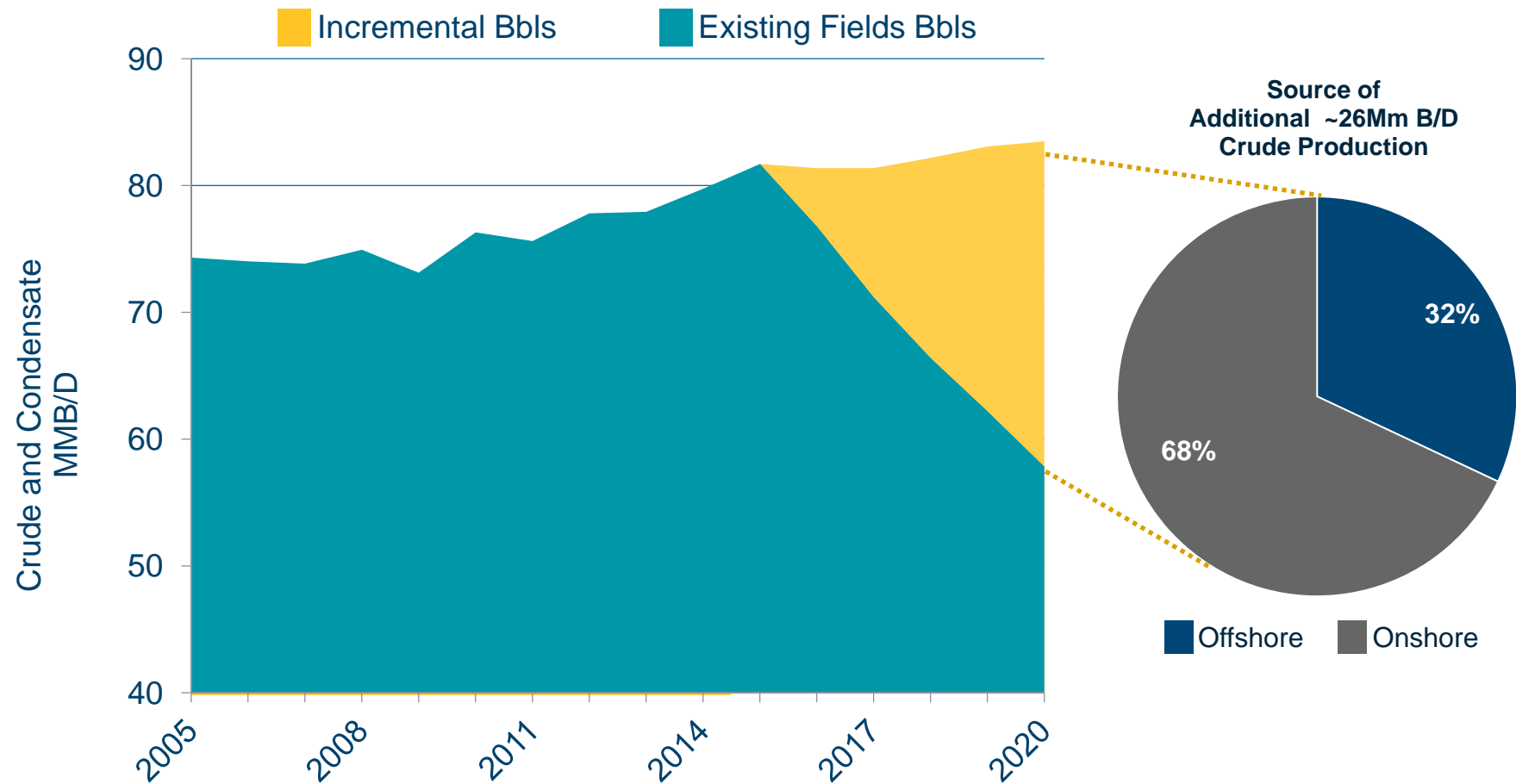
- GOM Shallow Water Installation and IRM
 - 4 Oceaneering Vessels, Diving Support
 - 3 Saturation Diving Systems
- Deepwater Installation and IRM
 - 6 Chartered Vessels, DP
 - 2 Oceaneering Vessels, DP
 - 1 Oceaneering Vessel, DP, delivery at the end of 2016
- Global Data Solutions
 - including AIRSIS, acquired in 2014
- Survey/AUV Services - C&C Technologies
 - acquired in 2015

Leveraged to Deepwater

- Projects Take Years to Develop
- Largely Oil Reservoirs
 - with High Production Flow Rates
- Well Capitalized Customer Base
 - ~50% Revenue from E&P Majors in Prior 3 Years
- Investment Based on Long-Term Commodity Price

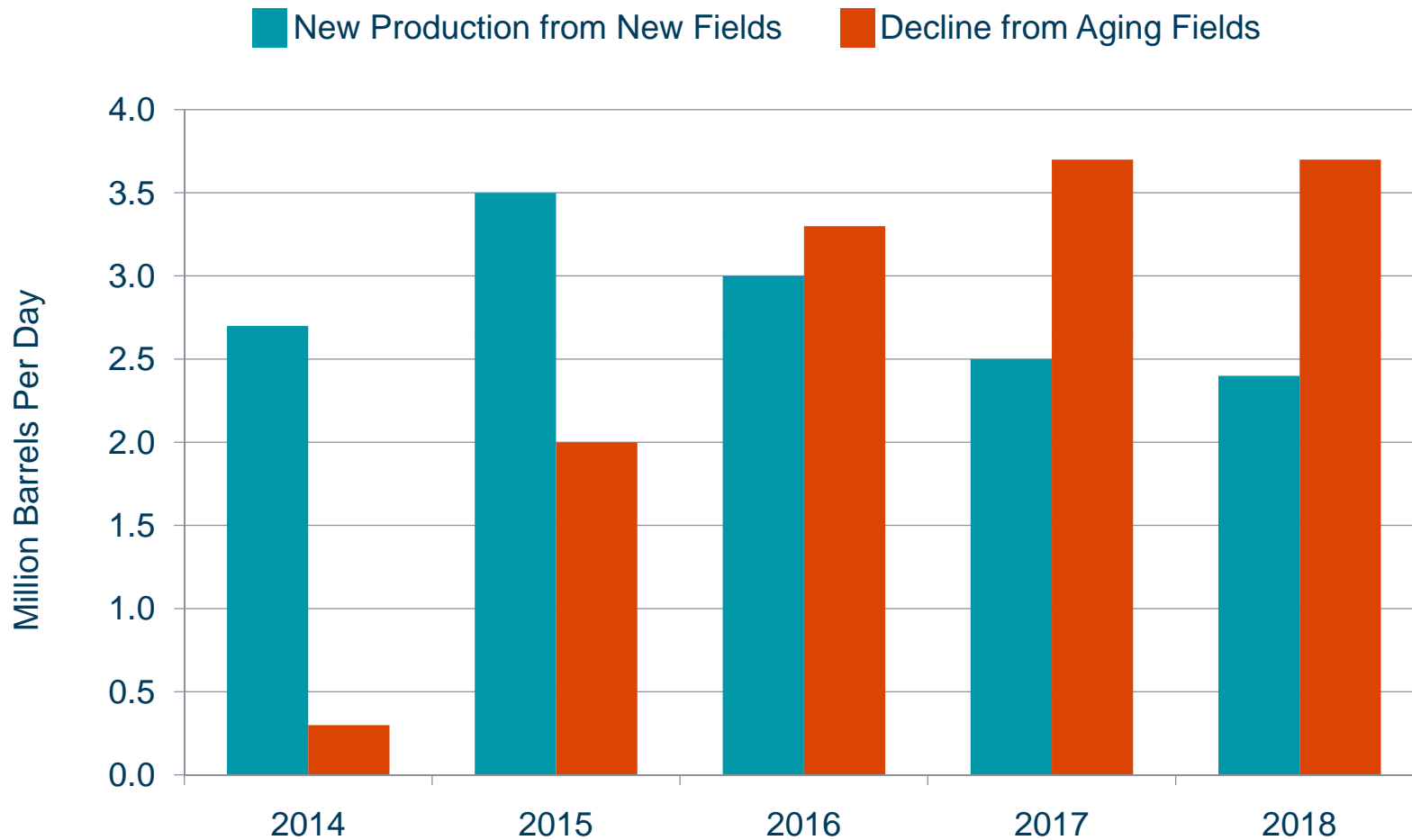
Long Term: Offshore is Essential

Deepwater Remains Significant



Source: Morgan Stanley Research , Wood Mackenzie, Rystad Energy, and Company Data – March 2016

Expect Extended Declines from Producing Fields



Inverting Balance presented by Bloomberg; Source data from Rystad

Strong Balance Sheet and Liquidity

Capital Sources and Allocations

- Liquidity (at end of First Quarter 2016)
 - \$371 Million of Cash
 - \$500 Million Undrawn Revolving Credit Facility, Expiring October 2020
 - Only \$19 Million of Debt Maturities Until October 2018

- Organic Capital Expenditures
 - Expect to Range From \$125 Million to \$175 Million in 2016

- Dividends
 - Expect to Continue the Quarterly Dividend of \$0.27 Per Share – Subject to Anticipated EPS Levels and Board Approval

- Acquisitions
 - Continue to Consider Investments that Augment Our Service or Product Offerings

- Consider Share Repurchases

Free Cash Flow (Through the Cycle)

(USD in millions, except for Earnings per Share amounts)

“Free Cash Flow” (FCF) is a non-GAAP financial measurement. FCF represents cash flow provided by operating activities less organic capital expenditures (i.e., purchases of property and equipment other than those in business acquisitions. Management believes that this is an important measure because it represents funds available to reduce debt and pursue opportunities that enhance shareholder value, such as making acquisitions and returning cash to shareholders through dividends or share repurchases.

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
Earnings Per Share	2.16	2.66	3.42	4.00	2.34
Net Income	235.7	289.0	371.5	428.3	231.0
Depreciation & Amortization	151.2	176.5	202.2	229.8	241.2
Other Changes in Cash from Operating Activities	<u>(98.3)</u>	<u>(27.7)</u>	<u>(42.3)</u>	<u>63.7</u>	<u>88.2</u>
Cash from Operating Activities	288.6	437.8	531.4	721.8	560.4
Purchases of Property & Equipment	<u>(235.0)</u>	<u>(300.6)</u>	<u>(382.5)</u>	<u>(386.9)</u>	<u>(200.0)</u>
Free Cash Flow	<u><u>53.5</u></u>	<u><u>137.2</u></u>	<u><u>148.9</u></u>	<u><u>334.9</u></u>	<u><u>360.4</u></u>

2016 Free Cash Flow Illustration \$1.00 EPS

(USD in millions)

	<u>2016</u>
Net Income	<u>\$ 100</u>
Cash Flow Provided by Operating Activities	\$ 340
Purchases of Property and Equipment	(150)
	<hr/>
Free Cash Flow	<u>\$ 190</u>

2016 Outlook

- Shaping Up to be a Challenging Year
- Aligning our Operations with Current Activity
- Forecasting Declines in Each Oilfield Segment, Most Notably:
 - ROV, Outlook Remains Cloudy
 - Subsea Products, Margins to Weaken Throughout the Year
 - Subsea Projects, Impacted by Angola, although expecting some Seasonal Uptick
- 2Q16 vs 1Q16 Operational Results Flat to Down

Conclusion

- Longer Term, Deepwater is Still Critical to Reserve Replenishment
- Global Provider in All Phases of Offshore Oilfield Life Cycle, with a Deepwater Focus
- Further Differentiate with Integrated Solutions
- Strong Liquidity and Cash Flow
- Maintain or Grow Our Market Positions
- Emerge from the Current Cycle Ready for the Upturn



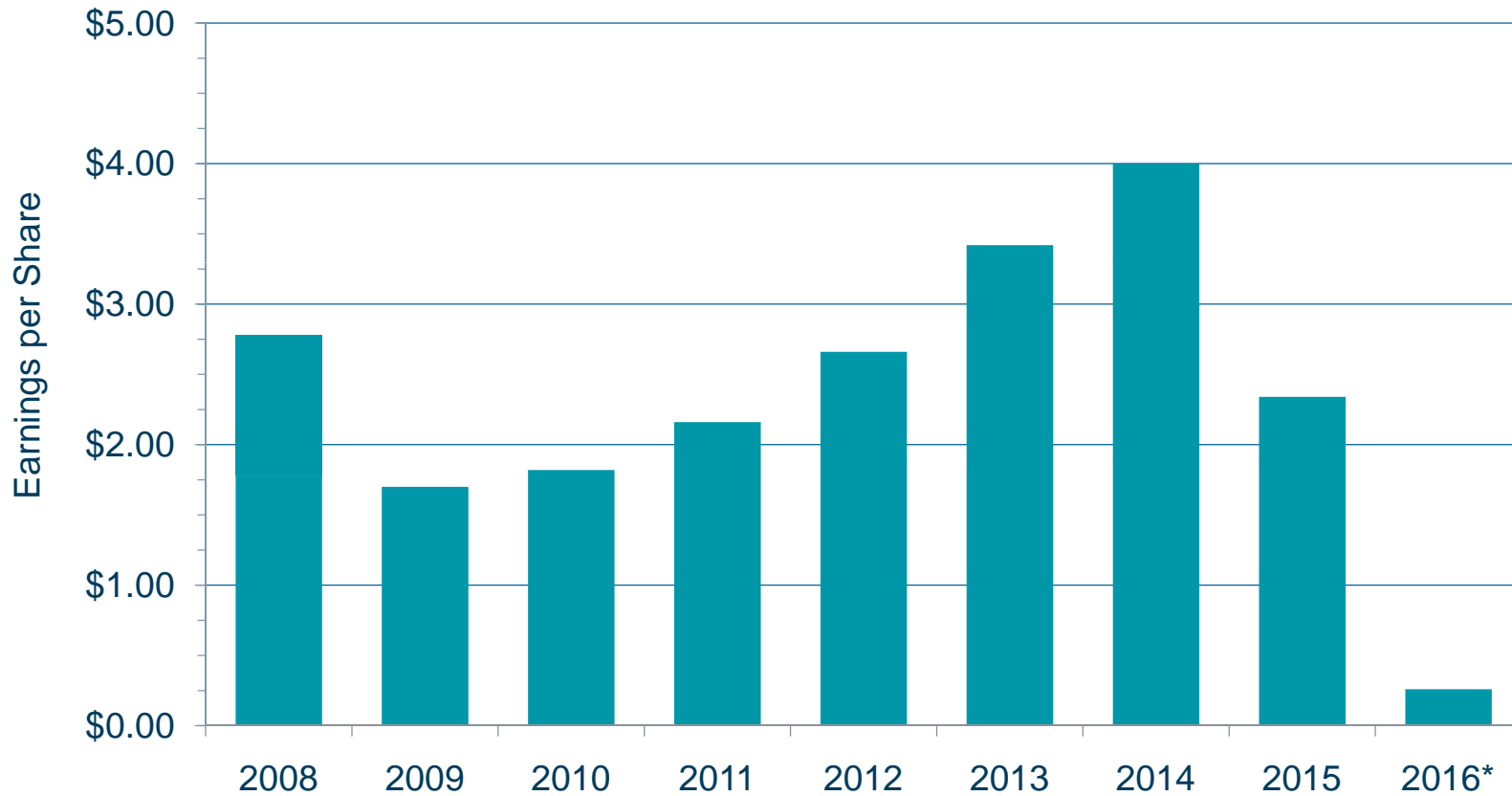
OCEANEERING



**SUPPLEMENTAL
FINANCIAL
INFORMATION**

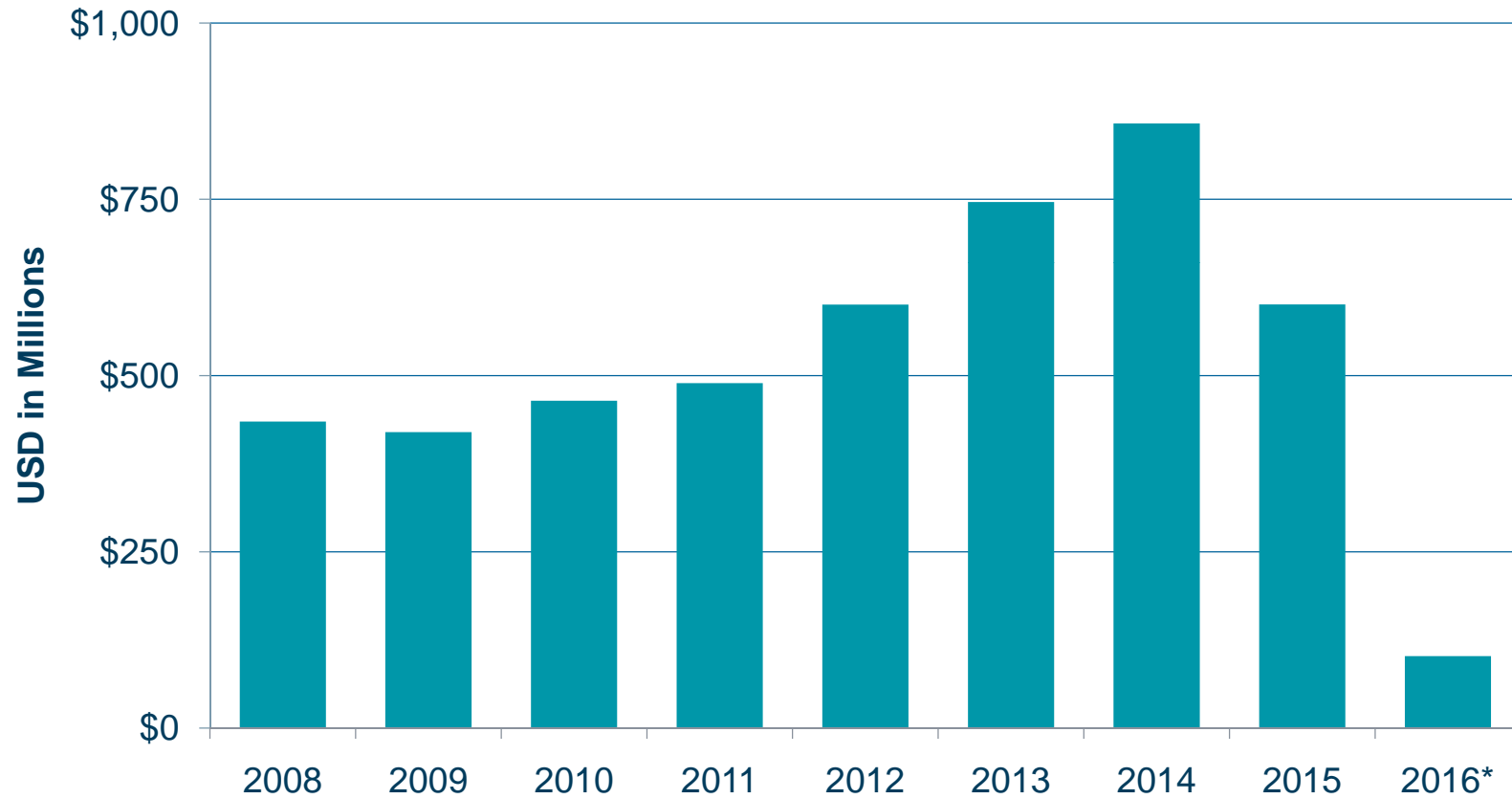
Earnings Per Share

2016 Q1 - \$0.26; 2015 - \$2.34



* First Quarter 2016

EBITDA



* First Quarter 2016


EBITDA Reconciliation to Net Income

(USD in millions)

Earnings before interest, taxes, depreciation and amortization (EBITDA) is a non-GAAP financial measurement. Oceaneering's management uses EBITDA because we believe that this measurement is a widely accepted financial indicator used by investors and analysts to analyze and compare companies on the basis of operating performance, and that this measurement may be used by some investors and others to make informed investment decisions. You should not consider EBITDA in isolation from or as a substitute for net income or cash flow measures prepared in accordance with generally accepted accounting principles or as a measure of profitability or liquidity. EBITDA calculations by one company may not be comparable to EBITDA calculations made by another company. The following table provides a reconciliation between net income (a GAAP financial measure) and EBITDA (a non-GAAP financial measure) for Oceaneering's historical and projected results on a consolidated basis for the periods indicated:

Period Ended	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>Q1 2015</u>	<u>Q1 2016</u>
Net Income	235.7	289.0	371.5	428.3	231.0	69.5	25.1
Depreciation & Amortization	<u>151.2</u>	<u>176.5</u>	<u>202.2</u>	<u>229.8</u>	<u>241.2</u>	<u>58.0</u>	<u>59.8</u>
Subtotal	386.9	465.5	573.7	658.1	472.2	127.5	84.9
Interest Expense/Income, Net	.2	2.3	1.7	4.4	23.4	5.6	5.8
Income Tax Expense	<u>102.2</u>	<u>132.9</u>	<u>170.8</u>	<u>195.2</u>	<u>105.3</u>	<u>31.7</u>	<u>11.4</u>
EBITDA	<u>489.3</u>	<u>600.7</u>	<u>746.2</u>	<u>857.7</u>	<u>600.9</u>	<u>164.8</u>	<u>102.1</u>

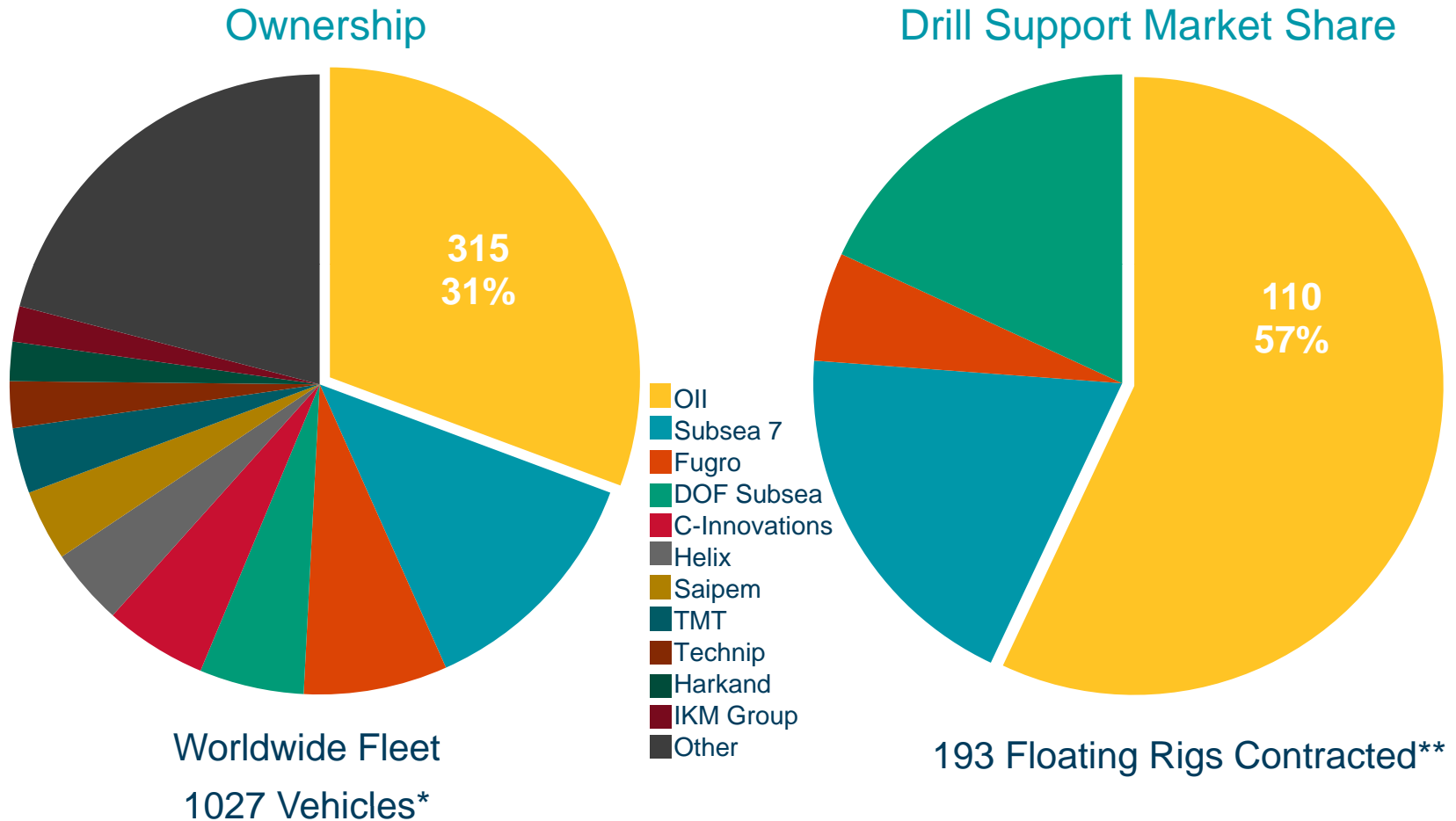
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SUPPLEMENTAL
MARKET
INFORMATION

Oceaneering ROV Leading Market Position

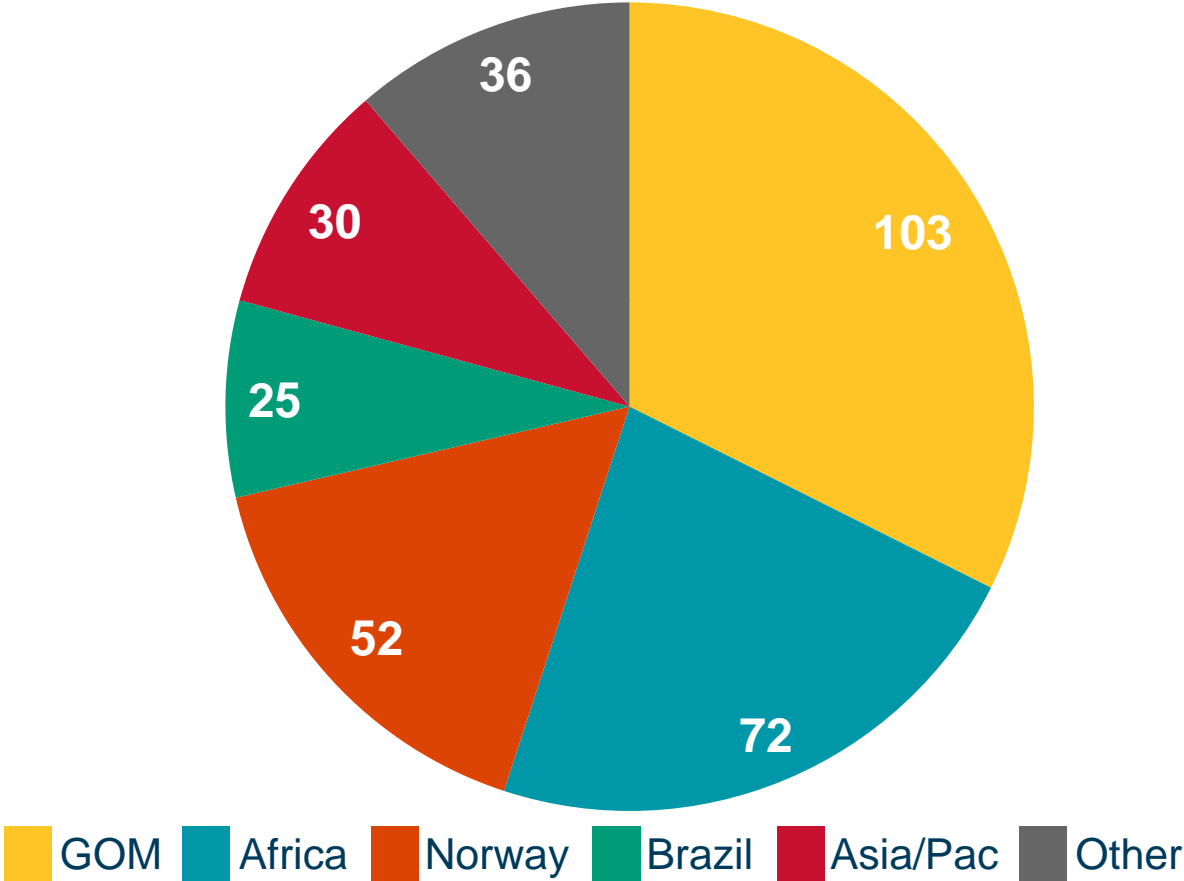
Remotely Operated Vehicles



Source: *Oil Estimates - December 2015; **IHS Petrodata and Oil Estimates – March 31, 2016

Oceaneering ROV Fleet

Geographic Profile – March 2016

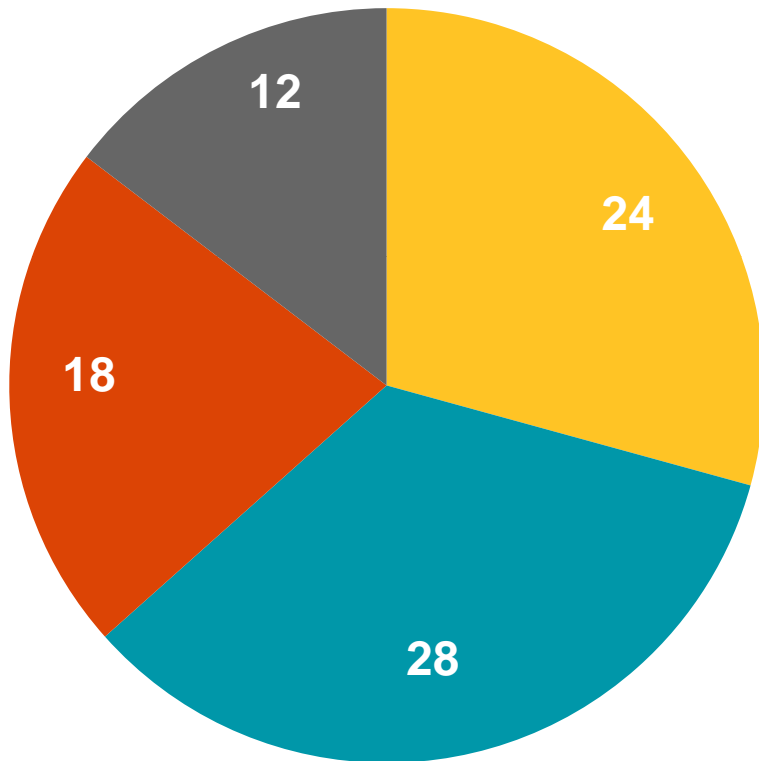


318 Vehicles

Oceaneering ROVs on Vessels

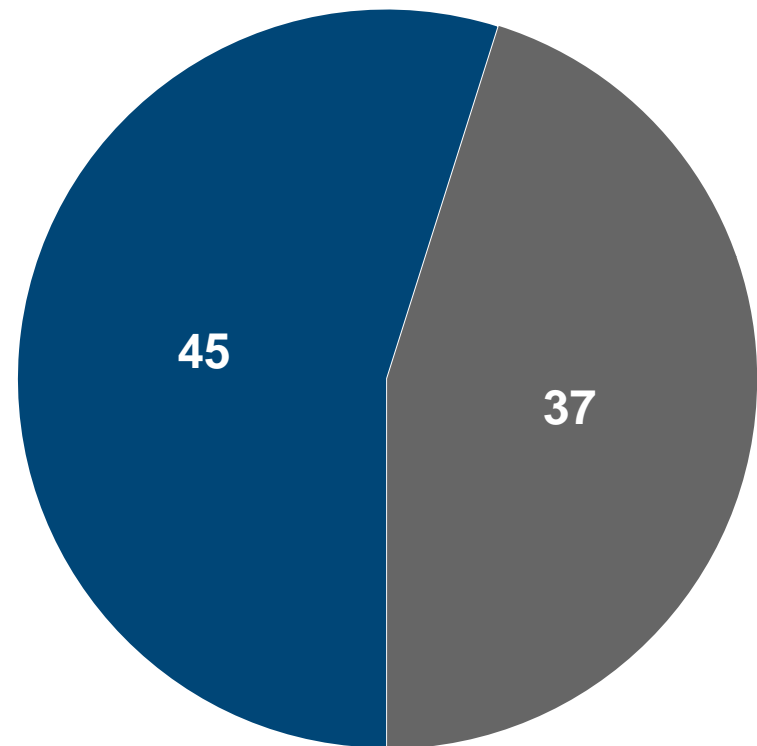
March 2016

Locations



GOM Africa Norway Other

Customers



Operators Contractors

82 Vehicles

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