

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2023

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-32936



HELIX ENERGY SOLUTIONS GROUP, INC.

(Exact name of registrant as specified in its charter)

Minnesota

95-3409686

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

3505 West Sam Houston Parkway North

Suite 400

Houston Texas

77043

(Address of principal executive offices)

(Zip Code)

(281) 618-0400

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, no par value	HLX	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 20, 2023, 150,711,229 shares of common stock were outstanding.

TABLE OF CONTENTS

PART I.	FINANCIAL INFORMATION	PAGE
Item 1.	Financial Statements:	3
	Condensed Consolidated Balance Sheets – September 30, 2023 (Unaudited) and December 31, 2022	3
	Condensed Consolidated Statements of Operations (Unaudited) – Three and nine months ended September 30, 2023 and 2022	4
	Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited) – Three and nine months ended September 30, 2023 and 2022	4
	Condensed Consolidated Statements of Shareholders' Equity (Unaudited) – Three and nine months ended September 30, 2023 and 2022	5
	Condensed Consolidated Statements of Cash Flows (Unaudited) – Nine months ended September 30, 2023 and 2022	6
	Notes to Condensed Consolidated Financial Statements (Unaudited)	7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	24
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	39
Item 4.	Controls and Procedures	39
PART II.	OTHER INFORMATION	40
Item 1.	Legal Proceedings	40
Item 1A.	Risk Factors	40
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	40
Item 3.	Defaults Upon Senior Securities	40
Item 4.	Mine Safety Disclosures	40
Item 5.	Other Information	40
Item 6.	Exhibits	41
	Signatures	42

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

HELIX ENERGY SOLUTIONS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

	September 30, 2023	December 31, 2022
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 168,370	\$ 186,604
Restricted cash	—	2,507
Accounts receivable, net of allowance for credit losses of \$3,297 and \$2,277, respectively	308,023	212,779
Other current assets	78,584	58,699
Total current assets	<u>554,977</u>	<u>460,589</u>
Property and equipment	3,049,952	3,016,312
Less accumulated depreciation	<u>(1,475,042)</u>	<u>(1,374,697)</u>
Property and equipment, net	1,574,910	1,641,615
Operating lease right-of-use assets	181,610	197,849
Deferred recertification and dry dock costs, net	75,778	38,778
Other assets, net	47,477	50,507
Total assets	<u>\$ 2,434,752</u>	<u>\$ 2,389,338</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 142,217	\$ 135,267
Accrued liabilities	178,118	73,574
Current maturities of long-term debt	8,749	38,200
Current operating lease liabilities	61,191	50,914
Total current liabilities	<u>390,275</u>	<u>297,955</u>
Long-term debt	218,508	225,875
Operating lease liabilities	129,455	154,686
Deferred tax liabilities	105,823	98,883
Other non-current liabilities	60,173	95,230
Total liabilities	<u>904,234</u>	<u>872,629</u>
Commitments and contingencies		
Shareholders' equity:		
Common stock, no par, 240,000 shares authorized, 150,706 and 151,935 shares issued, respectively	1,290,940	1,298,740
Retained earnings	340,783	323,288
Accumulated other comprehensive loss	<u>(101,205)</u>	<u>(105,319)</u>
Total shareholders' equity	<u>1,530,518</u>	<u>1,516,709</u>
Total liabilities and shareholders' equity	<u>\$ 2,434,752</u>	<u>\$ 2,389,338</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

HELIX ENERGY SOLUTIONS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net revenues	\$ 395,670	\$ 272,547	\$ 954,571	\$ 585,284
Cost of sales	315,125	233,332	803,493	566,032
Gross profit	80,545	39,215	151,078	19,252
Gain on disposition of assets, net	—	—	367	—
Acquisition and integration costs	—	(762)	(540)	(2,349)
Change in fair value of contingent consideration	(16,499)	(2,664)	(31,319)	(2,664)
Selling, general and administrative expenses	(27,818)	(23,563)	(71,456)	(53,966)
Income (loss) from operations	36,228	12,226	48,130	(39,727)
Equity in earnings of investment	—	78	—	8,262
Net interest expense	(4,152)	(4,644)	(12,567)	(14,617)
Other expense, net	(8,257)	(20,271)	(10,553)	(37,623)
Royalty income and other	78	348	2,116	3,286
Income (loss) before income taxes	23,897	(12,263)	27,126	(80,419)
Income tax provision	8,337	6,500	9,631	10,074
Net income (loss)	<u>\$ 15,560</u>	<u>\$ (18,763)</u>	<u>\$ 17,495</u>	<u>\$ (90,493)</u>
Earnings (loss) per share of common stock:				
Basic	<u>\$ 0.10</u>	<u>\$ (0.12)</u>	<u>\$ 0.12</u>	<u>\$ (0.60)</u>
Diluted	<u>\$ 0.10</u>	<u>\$ (0.12)</u>	<u>\$ 0.11</u>	<u>\$ (0.60)</u>
Weighted average common shares outstanding:				
Basic	<u>150,550</u>	<u>151,331</u>	<u>151,031</u>	<u>151,226</u>
Diluted	<u>153,622</u>	<u>151,331</u>	<u>153,936</u>	<u>151,226</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

HELIX ENERGY SOLUTIONS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income (loss)	\$ 15,560	\$ (18,763)	\$ 17,495	\$ (90,493)
Other comprehensive income (loss), net of tax:				
Foreign currency translation gain (loss)	(16,603)	(33,453)	4,114	(79,939)
Other comprehensive income (loss), net of tax	(16,603)	(33,453)	4,114	(79,939)
Comprehensive income (loss)	<u>\$ (1,043)</u>	<u>\$ (52,216)</u>	<u>\$ 21,609</u>	<u>\$ (170,432)</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

HELIX ENERGY SOLUTIONS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(UNAUDITED)
(in thousands)

	Common Stock		Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount			
Balance, June 30, 2023	150,810	\$ 1,291,307	\$ 325,223	\$ (84,602)	\$ 1,531,928
Net income	—	—	15,560	—	15,560
Foreign currency translation adjustments	—	—	—	(16,603)	(16,603)
Settlement of convertible debt conversion	—	(415)	—	—	(415)
Repurchases of common stock	(174)	(1,939)	—	—	(1,939)
Activity in company stock plans, net and other	70	481	—	—	481
Share-based compensation	—	1,506	—	—	1,506
Balance, September 30, 2023	<u>150,706</u>	<u>\$ 1,290,940</u>	<u>\$ 340,783</u>	<u>\$ (101,205)</u>	<u>\$ 1,530,518</u>
Balance, June 30, 2022	151,714	\$ 1,295,016	\$ 339,342	\$ (102,568)	\$ 1,531,790
Net loss	—	—	(18,763)	—	(18,763)
Foreign currency translation adjustments	—	—	—	(33,453)	(33,453)
Activity in company stock plans, net and other	94	274	—	—	274
Share-based compensation	—	2,006	—	—	2,006
Balance, September 30, 2022	<u>151,808</u>	<u>\$ 1,297,296</u>	<u>\$ 320,579</u>	<u>\$ (136,021)</u>	<u>\$ 1,481,854</u>
	Common Stock		Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount			
Balance, December 31, 2022	151,935	\$ 1,298,740	\$ 323,288	\$ (105,319)	\$ 1,516,709
Net income	—	—	17,495	—	17,495
Foreign currency translation adjustments	—	—	—	4,114	4,114
Settlement of convertible debt conversion	—	(415)	—	—	(415)
Repurchases of common stock	(1,584)	(12,068)	—	—	(12,068)
Activity in company stock plans, net and other	355	185	—	—	185
Share-based compensation	—	4,498	—	—	4,498
Balance, September 30, 2023	<u>150,706</u>	<u>\$ 1,290,940</u>	<u>\$ 340,783</u>	<u>\$ (101,205)</u>	<u>\$ 1,530,518</u>
Balance, December 31, 2021	151,124	\$ 1,292,479	\$ 411,072	\$ (56,082)	\$ 1,647,469
Net loss	—	—	(90,493)	—	(90,493)
Foreign currency translation adjustments	—	—	—	(79,939)	(79,939)
Activity in company stock plans, net and other	684	(673)	—	—	(673)
Share-based compensation	—	5,490	—	—	5,490
Balance, September 30, 2022	<u>151,808</u>	<u>\$ 1,297,296</u>	<u>\$ 320,579</u>	<u>\$ (136,021)</u>	<u>\$ 1,481,854</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

HELIX ENERGY SOLUTIONS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(in thousands)

	Nine Months Ended September 30,	
	2023	2022
Cash flows from operating activities:		
Net income (loss)	\$ 17,495	\$ (90,493)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	120,013	102,590
Amortization of debt issuance costs	1,840	1,744
Share-based compensation	4,765	5,630
Deferred income taxes	6,940	2,876
Equity in earnings of investment	—	(8,262)
Gain on disposition of assets, net	(367)	—
Unrealized foreign currency loss	11,587	38,374
Change in fair value of contingent consideration	31,319	2,664
Changes in operating assets and liabilities:		
Accounts receivable, net	(96,027)	(50,268)
Other current assets	(16,774)	(19,888)
Income tax payable, net of income tax receivable	(2,518)	1,818
Accounts payable and accrued liabilities	31,142	42,953
Deferred recertification and dry dock costs, net	(59,216)	(25,583)
Other, net	7,521	(2,759)
Net cash provided by operating activities	<u>57,720</u>	<u>1,396</u>
Cash flows from investing activities:		
Alliance acquisition, net of cash acquired	—	(112,625)
Capital expenditures	(16,165)	(4,990)
Distribution from equity investment, net	—	7,840
Proceeds from sale of assets	365	—
Net cash used in investing activities	<u>(15,800)</u>	<u>(109,775)</u>
Cash flows from financing activities:		
Payments related to convertible senior notes	(30,415)	(35,000)
Repayment of MARAD Debt	(8,333)	(7,937)
Debt issuance costs	(236)	(550)
Repurchases of common stock	(11,988)	—
Payments related to tax withholding for share-based compensation	(1,385)	(1,525)
Proceeds from issuance of ESPP shares	982	575
Net cash used in financing activities	<u>(51,375)</u>	<u>(44,437)</u>
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(11,286)	(9,537)
Net decrease in cash and cash equivalents and restricted cash	<u>(20,741)</u>	<u>(162,353)</u>
Cash and cash equivalents and restricted cash:		
Balance, beginning of year	189,111	327,127
Balance, end of period	<u>\$ 168,370</u>	<u>\$ 164,774</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

HELIX ENERGY SOLUTIONS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1 — Basis of Presentation and New Accounting Standards

The accompanying condensed consolidated financial statements include the accounts of Helix Energy Solutions Group, Inc. and its subsidiaries (collectively, “Helix”). Unless the context indicates otherwise, the terms “we,” “us” and “our” in this report refer collectively to Helix and its subsidiaries. All material intercompany accounts and transactions have been eliminated. These unaudited condensed consolidated financial statements in U.S. dollars have been prepared in accordance with instructions for the Quarterly Report on Form 10-Q required to be filed with the Securities and Exchange Commission (the “SEC”) and do not include all information and footnotes normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”).

The preparation of these financial statements requires us to make estimates and judgments that affect the amounts reported in the financial statements and the related disclosures. Actual results may differ from our estimates. We have made all adjustments, which, unless otherwise disclosed, are of normal recurring nature, that we believe are necessary for a fair presentation of the condensed consolidated balance sheets, statements of operations, statements of comprehensive loss, statements of shareholders’ equity and statements of cash flows, as applicable. The operating results for the three- and nine-month periods ended September 30, 2023 are not necessarily indicative of the results that may be expected for the year ending December 31, 2023. Our balance sheet as of December 31, 2022 included herein has been derived from the audited balance sheet as of December 31, 2022 included in our 2022 Annual Report on Form 10-K (our “2022 Form 10-K”). These unaudited condensed consolidated financial statements should be read in conjunction with the audited annual consolidated financial statements and notes thereto included in our 2022 Form 10-K.

Certain reclassifications were made to previously reported amounts in the consolidated financial statements and notes thereto to make them consistent with the current presentation format.

We do not expect any recently issued accounting standards to have a material impact on our financial position, results of operations or cash flows when they become effective.

Note 2 — Company Overview

We are an international offshore energy services company that provides specialty services to the offshore energy industry, with a focus on well intervention, robotics and decommissioning operations. Our services are centered on a three-legged business model well positioned for a global energy transition:

- *Production maximization* — our assets and methodologies are specifically designed to efficiently enhance and extend the lives of existing oil and gas reserves; we also offer an alternative to take over end-of-life reserves in preparation for their abandonment;
- *Decommissioning* — we are a full-field abandonment contractor and believe that regulatory push for plug and abandonment (“P&A”) and transition to renewable energy will facilitate the continued growth of the abandonment market; and
- *Renewable energy support* — we are an established global leader in jet trenching and provide specialty support services to offshore wind farm developments, including boulder removal and unexploded ordnance clearance.

We provide services primarily in the Gulf of Mexico, U.S. East Coast, Brazil, North Sea, Asia Pacific and West Africa regions. We expanded our service capabilities to the Gulf of Mexico shelf with the acquisition of Alliance group of companies (collectively “Alliance”) on July 1, 2022 (Note 3), which we re-branded as Helix Alliance. Our North Sea operations and our Gulf of Mexico shelf operations related to Helix Alliance are usually subject to seasonal changes in demand, which generally peaks in the summer months and declines in the winter months. Our services are segregated into four reportable business segments: Well Intervention, Robotics, Shallow Water Abandonment, which was formed in the third quarter 2022 comprising the Helix Alliance business (Note 12), and Production Facilities.

Our Well Intervention segment provides services enabling our customers to safely access subsea offshore wells for the purpose of performing production enhancement or decommissioning operations, thereby avoiding drilling new wells by extending the useful lives of existing wells and preserving the environment by preventing uncontrolled releases of oil and gas. Our well intervention vessels include the *Q4000*, the *Q5000*, the *Q7000*, the *Seawell*, the *Well Enhancer*, and two chartered monohull vessels, the *Siem Helix 1* and the *Siem Helix 2*. Our well intervention equipment includes intervention systems such as intervention riser systems (“IRs”), subsea intervention lubricators (“SILs”) and the Riserless Open-water Abandonment Module, some of which we provide on a stand-alone basis.

Our Robotics segment provides trenching, seabed clearance, offshore construction and inspection, repair and maintenance (“IRM”) services to both the oil and gas and the renewable energy markets globally, thereby assisting the delivery of clean and reliable energy and supporting the responsible transition away from a carbon-based economy. Additionally, our robotics services are used in and complement our well intervention services. Our Robotics segment includes remotely operated vehicles (“ROVs”), trenchers, the IROV boulder grab and robotics support vessels under term charters as well as spot vessels as needed. We offer our ROVs, trenchers and the IROV on a stand-alone basis or on an integrated basis with chartered robotics support vessels.

Our Shallow Water Abandonment segment provides services in support of the upstream and midstream industries predominantly in the Gulf of Mexico shelf, including offshore oilfield decommissioning and reclamation, project management, engineered solutions, intervention, maintenance, repair, heavy lift and commercial diving services. Our Shallow Water Abandonment segment includes a diversified fleet of marine assets including liftboats, offshore supply vessels (“OSVs”), dive support vessels (“DSVs”), a heavy lift derrick barge, a crew boat, P&A systems and coiled tubing systems. During the third quarter 2023, we acquired assets primarily consisting of five operable P&A systems for total consideration of \$17.6 million including \$6.0 million in cash in addition to credits towards future services offered by us.

Our Production Facilities segment includes the *Helix Producer I* (the “*HP I*”), a ship-shaped dynamically positioned floating production vessel, the Helix Fast Response System (the “*HFRS*”), which combines the *HP I*, the *Q4000* and the *Q5000* with certain well control equipment that can be deployed to respond to a well control incident, and our ownership of mature oil and gas properties (Note 13). All of our current Production Facilities activities are located in the Gulf of Mexico.

Note 3 — Alliance Acquisition

On July 1, 2022, we completed our acquisition of Alliance. The Alliance acquisition extended our energy transition strategy by adding shallow water capabilities into the growing offshore decommissioning market.

The aggregate purchase price of the Alliance acquisition was \$145.7 million, consisting of \$119.0 million of cash on hand and the acquisition-date estimated fair value of \$26.7 million of contingent consideration related to the post-closing earn-out consideration. The earn-out is payable in 2024 to the seller in the Alliance transaction in either cash or shares of our common stock pursuant to the terms of an Equity Purchase Agreement (the “Equity Purchase Agreement”) dated May 16, 2022. The earn-out is not capped and is calculated based on certain financial metrics of the Helix Alliance business for 2022 and 2023 relative to amounts as set forth in the Equity Purchase Agreement. As of September 30, 2023, the estimated fair value of contingent earn-out consideration increased to \$74.1 million and is reported in “Accrued liabilities” in the accompanying condensed consolidated balance sheet (Note 4). This increase reflects the improvements in Helix Alliance’s financial results to date as compared to the projections made at the time of the Alliance acquisition. The earn-out is to be paid in the first half of 2024 and the final amount could change based on the ultimate financial performance of Helix Alliance.

[Table of Contents](#)

The following table summarizes the final purchase consideration and the final purchase price allocation to estimated fair values of the identifiable assets acquired and liabilities assumed as of the acquisition date (in thousands):

	July 1, 2022
Cash consideration	\$ 118,961
Contingent consideration	26,700
Total fair value of consideration transferred	<u>\$ 145,661</u>
Assets acquired:	
Cash and cash equivalents	\$ 6,336
Accounts receivable	43,378
Other current assets	6,077
Property and equipment	117,321
Operating lease right-of-use assets	1,205
Intangible assets	1,500
Other assets	2,133
Total assets acquired	<u>177,950</u>
Liabilities assumed:	
Accounts payable	20,480
Accrued liabilities	3,073
Operating lease liabilities	1,205
Deferred tax liabilities	7,531
Total liabilities assumed	<u>32,289</u>
Net assets acquired	<u>\$ 145,661</u>

The pro forma summary below presents the results of operations as if the Alliance acquisition had occurred on January 1, 2022 and includes transaction accounting adjustments such as incremental depreciation and amortization expense from acquired tangible and intangible assets, elimination of interest expense on Alliance's long-term debt that was paid off in conjunction with the acquisition, and tax-related effects. The pro forma summary uses estimates and assumptions based on information available at the time. Management believes the estimates and assumptions to be reasonable; however, actual results may differ significantly from this pro forma financial information. The pro forma information does not reflect any cost savings, operating synergies or revenue enhancements that might have been achieved from combining the operations. The unaudited pro forma summary is provided for illustrative purposes only and does not purport to represent Helix's actual consolidated results of operations had the acquisition been completed as of the date presented, nor should it be considered indicative of Helix's future consolidated results of operations.

The following table summarizes the pro forma results of Helix and Alliance (in thousands):

	Nine Months Ended September 30, 2022
Revenues	\$ 665,021
Net loss	(82,282)

Note 4 — Details of Certain Accounts

Other current assets consist of the following (in thousands):

	September 30, 2023	December 31, 2022
Prepays	\$ 32,897	\$ 26,609
Contract assets (Note 9)	4,901	6,295
Deferred costs (Note 9)	29,600	13,969
Other	11,186	11,826
Total other current assets	\$ 78,584	\$ 58,699

Other assets, net consist of the following (in thousands):

	September 30, 2023	December 31, 2022
Prepaid charter ⁽¹⁾	\$ 12,544	\$ 12,544
Deferred costs (Note 9)	1,672	6,432
Other receivable ⁽²⁾	26,653	24,827
Intangible assets with finite lives, net	4,533	4,465
Other	2,075	2,239
Total other assets, net	\$ 47,477	\$ 50,507

- (1) Represents prepayments to the owner of the *Siem Helix 1* and the *Siem Helix 2* to offset certain payment obligations associated with the vessels at the end of their respective charter term.
- (2) Represents agreed-upon amounts that we are entitled to receive from Marathon Oil Corporation (“Marathon Oil”) for remaining P&A work to be performed by us on Droszky oil and gas properties we acquired from Marathon Oil in 2019.

Accrued liabilities consist of the following (in thousands):

	September 30, 2023	December 31, 2022
Accrued payroll and related benefits	\$ 59,273	\$ 41,339
Accrued interest	2,001	6,306
Income tax payable	386	479
Deferred revenue (Note 9)	18,635	9,961
Contingent consideration (Note 17)	74,073	—
Other ⁽¹⁾	23,750	15,489
Total accrued liabilities	\$ 178,118	\$ 73,574

- (1) Amount as of September 30, 2023 includes \$9.0 million in credits toward future services offered by us in exchange for the purchase of P&A equipment in the third quarter 2023 (Note 2).

Other non-current liabilities consist of the following (in thousands):

	September 30, 2023	December 31, 2022
Asset retirement obligations (Note 13)	\$ 55,542	\$ 51,956
Contingent consideration (Note 17)	—	42,754
Other ⁽¹⁾	4,631	520
Total other non-current liabilities	\$ 60,173	\$ 95,230

- (1) Amount as of September 30, 2023 includes \$2.6 million in credits toward future services offered by us in exchange for the purchase of P&A equipment in the third quarter 2023 (Note 2).

Note 5 — Leases

We charter vessels and lease facilities and equipment under non-cancelable contracts that expire on various dates through 2031. Our operating lease additions during the nine-month period ended September 30, 2023 are primarily related to the vessel charters for the *Glomar Wave* and the *Horizon Enabler* (Note 14). Our operating lease additions during the nine-month period ended September 30, 2022 are primarily related to the charter extensions for the *Siem Helix 1*, the *Siem Helix 2*, the *Grand Canyon II*, the *Grand Canyon III* and the *Shelia Bordelon*. We also sublease some of our facilities under non-cancelable sublease agreements.

The following table details the components of our lease cost (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Operating lease cost	\$ 18,836	\$ 16,088	\$ 53,189	\$ 44,348
Variable lease cost	6,058	4,488	16,223	14,035
Short-term lease cost	18,751	9,112	43,644	22,121
Sublease income	(374)	(300)	(911)	(930)
Net lease cost	<u>\$ 43,271</u>	<u>\$ 29,388</u>	<u>\$ 112,145</u>	<u>\$ 79,574</u>

Maturities of our operating lease liabilities as of September 30, 2023 are as follows (in thousands):

	Vessels	Facilities and Equipment	Total
Less than one year	\$ 66,794	\$ 6,737	\$ 73,531
One to two years	59,599	4,184	63,783
Two to three years	37,944	1,078	39,022
Three to four years	30,569	968	31,537
Four to five years	7,590	968	8,558
Over five years	—	2,086	2,086
Total lease payments	\$ 202,496	\$ 16,021	\$ 218,517
Less: imputed interest	(25,896)	(1,975)	(27,871)
Total operating lease liabilities	<u>\$ 176,600</u>	<u>\$ 14,046</u>	<u>\$ 190,646</u>
Current operating lease liabilities	\$ 55,049	\$ 6,142	\$ 61,191
Non-current operating lease liabilities	121,551	7,904	129,455
Total operating lease liabilities	<u>\$ 176,600</u>	<u>\$ 14,046</u>	<u>\$ 190,646</u>

Maturities of our operating lease liabilities as of December 31, 2022 are as follows (in thousands):

	Vessels	Facilities and Equipment	Total
Less than one year	\$ 58,063	\$ 6,603	\$ 64,666
One to two years	55,515	5,697	61,212
Two to three years	43,400	2,797	46,197
Three to four years	35,200	959	36,159
Four to five years	26,244	959	27,203
Over five years	3,041	2,783	5,824
Total lease payments	\$ 221,463	\$ 19,798	\$ 241,261
Less: imputed interest	(32,986)	(2,675)	(35,661)
Total operating lease liabilities	<u>\$ 188,477</u>	<u>\$ 17,123</u>	<u>\$ 205,600</u>
Current operating lease liabilities	\$ 45,131	\$ 5,783	\$ 50,914
Non-current operating lease liabilities	143,346	11,340	154,686
Total operating lease liabilities	<u>\$ 188,477</u>	<u>\$ 17,123</u>	<u>\$ 205,600</u>

The following table presents the weighted average remaining lease term and discount rate:

	September 30, 2023	December 31, 2022
Weighted average remaining lease term	3.3 years	4.0 years
Weighted average discount rate	8.17 %	7.84 %

The following table presents other information related to our operating leases (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Cash paid for operating lease liabilities	\$ 51,733	\$ 43,342
Right-of-use assets obtained in exchange for new operating lease liabilities	25,463	143,357

Note 6 — Long-Term Debt

Scheduled maturities of our long-term debt outstanding as of September 30, 2023 are as follows (in thousands):

	2026 Notes	MARAD Debt	Total
Less than one year	\$ —	\$ 8,749	\$ 8,749
One to two years	—	9,186	9,186
Two to three years	200,000	9,644	209,644
Three to four years	—	5,001	5,001
Gross debt	200,000	32,580	232,580
Unamortized debt issuance costs ⁽¹⁾	(3,616)	(1,707)	(5,323)
Total debt	196,384	30,873	227,257
Less current maturities	—	(8,749)	(8,749)
Long-term debt	\$ 196,384	\$ 22,124	\$ 218,508

(1) Debt issuance costs are amortized to interest expense over the term of the applicable debt agreement.

Below is a summary of certain components of our indebtedness:

Credit Agreement

On September 30, 2021 we entered into an asset-based credit agreement with Bank of America, N.A. (“Bank of America”), Wells Fargo Bank, N.A. and Zions Bancorporation and subsequently we entered into amendments to the credit agreement on July 1, 2022 and June 23, 2023 (collectively, the “Amended ABL Facility”). The Amended ABL Facility provides for a \$120 million asset-based revolving credit facility, which matures on September 30, 2026, with a springing maturity 91 days prior to the maturity of any outstanding indebtedness with a principal amount in excess of \$50 million. The Amended ABL Facility also permits us to request an increase of the facility by up to \$30 million, subject to certain conditions.

Commitments under the Amended ABL Facility are comprised of separate U.S. and U.K. revolving credit facility commitments of \$85 million and \$35 million, respectively. The Amended ABL Facility provides funding based on a borrowing base calculation that includes eligible U.S. and U.K. customer accounts receivable and cash, and provides for a \$20 million sub-limit for the issuance of letters of credit. As of September 30, 2023, we had no borrowings under the Amended ABL Facility, and our available borrowing capacity under that facility, based on the borrowing base, totaled \$110.2 million, net of \$9.8 million of letters of credit issued under that facility.

We and certain of our U.S. and U.K. subsidiaries are the current borrowers under the Amended ABL Facility, whose obligations under the Amended ABL Facility are guaranteed by those borrowers and certain other U.S. and U.K. subsidiaries, excluding Cal Dive I – Title XI, Inc. (“CDI Title XI”), Helix Offshore Services Limited and certain other enumerated subsidiaries. Other subsidiaries may be added as guarantors of the facility in the future. The Amended ABL Facility is secured by all accounts receivable and designated deposit accounts of the U.S. borrowers and guarantors, and by substantially all of the assets of the U.K. borrowers and guarantors.

U.S. borrowings under the Amended ABL Facility bear interest at the Term SOFR (also known as CME Term SOFR as administered by CME Group, Inc.) rate plus a margin of 1.50% to 2.00% or at a base rate plus a margin of 0.50% to 1.00%. U.K. borrowings under the Amended ABL Facility denominated in U.S. dollars bear interest at the Term SOFR rate with SOFR adjustment of 0.10% and U.K. borrowings denominated in the British pound bear interest at the SONIA daily rate, each plus a margin of 1.50% to 2.00%. We also pay a commitment fee of 0.375% to 0.50% per annum on the unused portion of the facility.

The Amended ABL Facility includes certain limitations on our ability to incur additional indebtedness, grant liens on assets, pay dividends and make distributions on equity interests, dispose of assets, make investments, repay certain indebtedness, engage in mergers, and other matters, in each case subject to certain exceptions. The Amended ABL Facility contains customary default provisions which, if triggered, could result in acceleration of all amounts then outstanding. The Amended ABL Facility requires us to satisfy and maintain a fixed charge coverage ratio of not less than 1.0 to 1.0 if availability is less than the greater of 10% of the borrowing base or \$12 million. The Amended ABL Facility also requires us to maintain a pro forma minimum excess availability of \$30 million for the 91 days prior to the maturity of each of our outstanding convertible senior notes and for any portion of the Alliance earn-out payment to be made in cash.

The Amended ABL Facility also (i) limits the amount of permitted debt for the deferred purchase price of property not to exceed \$50 million, and (ii) provides for potential pricing adjustments based on specific metrics and performance targets determined by us and Bank of America, as agent with respect to the Amended ABL Facility, related to environmental, social and governance (“ESG”) changes implemented by us in our business.

Convertible Senior Notes Due 2022 (“2022 Notes”)

We fully paid the \$35 million remaining principal amount of the 2022 Notes plus accrued interest by delivering cash upon maturity on May 1, 2022. The effective interest rate for the 2022 Notes was 4.8%. For the nine-month period ended September 30, 2022, total interest expense related to the 2022 Notes was \$0.6 million, primarily from coupon interest expense.

Convertible Senior Notes Due 2023 (“2023 Notes”)

The 2023 Notes matured on September 15, 2023. Upon maturity of the 2023 Notes, we paid \$29.6 million in cash to settle the conversions of \$29.2 million aggregate principal amount of the notes, plus accrued and unpaid interest. We recorded the conversion value in excess of such principal amount converted to “Common stock” in the accompanying condensed consolidated balance sheet. Notes representing the remaining \$0.8 million aggregate principal amount of the 2023 Notes were redeemed at par, plus accrued and unpaid interest.

The 2023 Notes had a coupon interest rate of 4.125% per annum and an effective interest rate of 4.8%. For the three- and nine-month periods ended September 30, 2023, total interest expense related to the 2023 Notes was \$0.3 million and \$1.0 million, respectively, primarily from coupon interest expense. For the three- and nine-month periods ended September 30, 2022, total interest expense related to the 2023 Notes was \$0.4 million and \$1.1 million, respectively, primarily from coupon interest expense.

Convertible Senior Notes Due 2026 (“2026 Notes”)

The 2026 Notes bear interest at a coupon interest rate of 6.75% per annum payable semi-annually in arrears on February 15 and August 15 of each year, beginning February 15, 2021 until maturity. The 2026 Notes mature on February 15, 2026 unless earlier converted, redeemed or repurchased by us. The 2026 Notes are convertible by their holders at any time beginning November 17, 2025 at an initial conversion rate of 143.3795 shares of our common stock per \$1,000 principal amount, which currently represents 28,675,900 potentially convertible shares at an initial conversion price of approximately \$6.97 per share of common stock. Upon conversion, we have the right to satisfy our conversion obligation by delivering cash, shares of our common stock or any combination thereof.

Prior to November 17, 2025, holders of the 2026 Notes may convert their notes if the closing price of our common stock exceeds 130% of the conversion price for at least 20 days in the period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter (share price condition) or if the trading price of the 2026 Notes is equal to or less than 97% of the conversion value of the notes during the five consecutive business days immediately after any ten consecutive trading day period (trading price condition). Holders of the 2026 Notes may also convert their notes if we make certain distributions on shares of our common stock or engage in certain corporate transactions, in which case the holders may be entitled to an increase in the conversion rate, depending on the price of our common shares and the time remaining to maturity, of up to 64.5207 shares of our common stock per \$1,000 principal amount.

On September 29, 2023, we announced that the 2026 Notes are convertible at the option of the holders from October 1, 2023 through December 31, 2023 as a result of the closing price of our common stock exceeding 130% of the conversion price for at least 20 days of the last 30 consecutive trading days in the quarter ended September 30, 2023. Should the closing share price conditions continue to be met in a future quarter for the 2026 Notes, the 2026 Notes will be convertible at their holders' option during the immediately following quarter.

Prior to August 15, 2023, the 2026 Notes were not redeemable. Beginning August 15, 2023, we may, at our option, redeem all or any portion of the 2026 Notes if the price of our common stock has been at least 130% of the conversion price for at least 20 trading days during the 30 consecutive trading day period preceding the date we provide a notice of redemption and the trading day immediately preceding such date (redemption price condition). Any redemption would be payable in cash equal to 100% of the principal amount plus accrued and unpaid interest and a "make-whole premium" calculated as the present value of all remaining scheduled interest payments. As of September 29, 2023, the 2026 Notes were redeemable based on the redemption price condition being met. Our ability to redeem the 2026 Notes in the future will be subject to meeting the redemption price condition. Holders of the 2026 Notes may convert any of their notes if we call the notes for redemption. Holders of the 2026 Notes may also require us to repurchase the notes following a "fundamental change," which includes a change of control or a termination of trading of our common stock (as defined in the indenture governing the 2026 Notes).

The indenture governing the 2026 Notes contains customary terms and covenants, including that upon certain events of default, the entire principal amount of and any accrued interest on the notes may be declared immediately due and payable. In the case of certain events of bankruptcy, insolvency or reorganization relating to us or a significant subsidiary, the principal amount of the 2026 Notes together with any accrued interest will become immediately due and payable.

The effective interest rate for the 2026 Notes is 7.6%. For each of the three- and nine-month periods ended September 30, 2023 and 2022, total interest expense related to the 2026 Notes was \$3.7 million and \$11.1 million, respectively, with coupon interest expense of \$3.4 million and \$10.1 million, respectively, and the amortization of debt issuance costs of \$0.3 million and \$1.0 million, respectively.

2026 Capped Calls

In connection with the 2026 Notes offering, we entered into capped call transactions (the "2026 Capped Calls") with three separate option counterparties. The 2026 Capped Calls are for an aggregate of 28,675,900 shares of our common stock, which corresponds to the shares into which the 2026 Notes are initially convertible. The capped call shares are subject to certain anti-dilution adjustments. Each capped call option has an initial strike price of approximately \$6.97 per share, which corresponds to the initial conversion price of the 2026 Notes, and an initial cap price of approximately \$8.42 per share. The strike and cap prices are subject to certain adjustments. The 2026 Capped Calls are intended to offset some or all of the potential dilution to Helix common shares caused by any conversion of the 2026 Notes up to the cap price. The 2026 Capped Calls can be settled in either net shares or cash at our option in components commencing December 15, 2025 and ending February 12, 2026, which could be extended under certain circumstances.

The 2026 Capped Calls are subject to either adjustment or termination upon the occurrence of specified extraordinary events affecting Helix, including a merger, tender offer, nationalization, insolvency or delisting. In addition, certain events may result in a termination of the 2026 Capped Calls, including changes in law, insolvency filings and hedging disruptions. The 2026 Capped Calls are recorded at their aggregate cost of \$10.6 million as a reduction to common stock in the shareholders' equity section of our condensed consolidated balance sheets.

MARAD Debt

In 2005, Helix's subsidiary CDI – Title XI issued its U.S. Government Guaranteed Ship Financing Bonds, Q4000 Series, to refinance the construction financing originally granted in 2002 of the Q4000 vessel (the "MARAD Debt"). The MARAD Debt is guaranteed by the U.S. government pursuant to Title XI of the Merchant Marine Act of 1936, administered by the Maritime Administration ("MARAD"). The obligation of CDI Title XI to reimburse MARAD in the event CDI Title XI fails to repay the MARAD Debt is collateralized by the Q4000 and is guaranteed 50% by us. In addition, we have agreed to bareboat charter the Q4000 from CDI Title XI for so long as the MARAD Debt remains outstanding. The MARAD Debt is payable in equal semi-annual installments, matures in February 2027 and bears interest at a rate of 4.93%. The agreements relating to the bonds and the terms and conditions of our obligations to MARAD in respect of the MARAD Debt are typical for U.S. government-guaranteed ship financing transactions, including customary restrictions on incurring additional liens on the Q4000 and trading restrictions with respect to the vessel as well as working capital requirements.

Other

In accordance with the Amended ABL Facility, the 2026 Notes and the MARAD Debt, we are required to comply with certain covenants, including minimum liquidity and a springing fixed charge coverage ratio (applicable under certain conditions that are currently not applicable) with respect to the Amended ABL Facility and the maintenance of net worth, working capital and debt-to-equity requirements with respect to the MARAD Debt. As of September 30, 2023, we were in compliance with these covenants.

The following table details the components of our net interest expense (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Interest expense	\$ 4,830	\$ 4,923	\$ 14,556	\$ 15,264
Interest income	(678)	(279)	(1,989)	(647)
Net interest expense	\$ 4,152	\$ 4,644	\$ 12,567	\$ 14,617

Note 7 — Income Taxes

We operate in multiple jurisdictions with complex tax laws subject to interpretation and judgment. We believe that our application of such laws and the tax impact thereof are reasonable and fairly presented in our condensed consolidated financial statements.

For the three- and nine-month periods ended September 30, 2023, we recognized income tax expense of \$8.3 million and \$9.6 million, respectively, resulting in effective tax rates of 34.9% and 35.5%, respectively. The effective tax rates for these periods were higher than the U.S. statutory rate primarily due to certain non-deductible expenses and non-creditable foreign income taxes. For the three- and nine-month periods ended September 30, 2022, we recognized income tax expense of \$6.5 million and \$10.1 million, respectively, resulting in effective tax rates of (53.0)% and (12.5)%, respectively. For the three- and nine-month periods ended September 30, 2022, our aggregate tax expense was greater than the aggregate tax benefit of our losses, resulting in negative effective tax rates.

Note 8 — Share Repurchase Programs

During the nine-month period ended September 30, 2023, we repurchased a total of 1,584,045 shares of our common stock for approximately \$12.0 million or an average of \$7.57 per share pursuant to a share repurchase program (the "2023 Repurchase Program") authorized by our Board of Directors (our "Board") in February 2023. Under the 2023 Repurchase Program, we are authorized to repurchase up to \$200 million issued and outstanding shares of our common stock. Concurrent with the authorization of the 2023 Repurchase Program, our Board revoked the prior authorization to repurchase shares of our common stock in an amount equal to any equity issued to our employees, officers and directors under our share-based compensation plans, including share-based awards under our existing long-term incentive plans and shares issued to our employees under our Employee Stock Purchase Plan (Note 11).

The 2023 Repurchase Program has no set expiration date. Repurchases under the 2023 Repurchase Program have been made through open market purchases in compliance with Rule 10b-18 under the Exchange Act, but may also be made through privately negotiated transactions or plans, instructions or contracts established under Rule 10b5-1 under the Exchange Act. The manner, timing and amount of any purchase will be determined by management based on an evaluation of market conditions, stock price, liquidity and other factors. The 2023 Repurchase Program does not obligate us to acquire any particular amount of common stock and may be modified or superseded at any time at our discretion. The purchase of shares by us under the 2023 Repurchase Program is at our discretion and subject to prevailing financial and market conditions. Any repurchased shares are expected to be cancelled.

Note 9 — Revenue from Contracts with Customers

Disaggregation of Revenue

Our revenues are primarily derived from short-term and long-term service contracts with customers. Our service contracts generally contain either provisions for specific time, material and equipment charges that are billed in accordance with the terms of such contracts (dayrate contracts) or lump sum payment provisions (lump sum contracts). We record revenues net of taxes collected from customers and remitted to governmental authorities. Contracts are classified as long-term if all or part of the contract is to be performed over a period extending beyond 12 months from the effective date of the contract. Long-term contracts may include multi-year agreements whereby the commitment for services in any one year may be short in duration. The following table provides information about disaggregated revenue by contract duration (in thousands):

	Well Intervention	Robotics	Shallow Water Abandonment	Production Facilities	Intercompany Eliminations	Total Revenue
Three months ended September 30, 2023						
Short-term	\$ 139,743	\$ 26,995	\$ 73,037	\$ —	\$ —	\$ 239,775
Long-term	85,624	48,651	14,235	24,469	(17,084)	155,895
Total	<u>\$ 225,367</u>	<u>\$ 75,646</u>	<u>\$ 87,272</u>	<u>\$ 24,469</u>	<u>\$ (17,084)</u>	<u>\$ 395,670</u>
Three months ended September 30, 2022						
Short-term	\$ 111,378	\$ 26,695	\$ 67,401	\$ —	\$ (135)	\$ 205,339
Long-term	32,547	29,487	—	18,448	(13,274)	67,208
Total	<u>\$ 143,925</u>	<u>\$ 56,182</u>	<u>\$ 67,401</u>	<u>\$ 18,448</u>	<u>\$ (13,409)</u>	<u>\$ 272,547</u>
Nine months ended September 30, 2023						
Short-term	\$ 293,131	\$ 100,269	\$ 196,534	\$ —	\$ (26)	\$ 589,908
Long-term	228,895	94,649	16,425	68,502	(43,808)	364,663
Total	<u>\$ 522,026</u>	<u>\$ 194,918</u>	<u>\$ 212,959</u>	<u>\$ 68,502</u>	<u>\$ (43,834)</u>	<u>\$ 954,571</u>
Nine months ended September 30, 2022						
Short-term	\$ 288,772	\$ 73,684	\$ 67,401	\$ —	\$ (770)	\$ 429,087
Long-term	67,811	69,699	—	54,420	(35,733)	156,197
Total	<u>\$ 356,583</u>	<u>\$ 143,383</u>	<u>\$ 67,401</u>	<u>\$ 54,420</u>	<u>\$ (36,503)</u>	<u>\$ 585,284</u>

Contract Balances

Contract assets are rights to consideration in exchange for services that we have provided to a customer when those rights are conditioned on our future performance. Contract assets generally consist of (i) demobilization fees recognized ratably over the contract term but invoiced upon completion of the demobilization activities and (ii) revenue recognized in excess of the amount billed to the customer for lump sum contracts when the cost-to-cost method of revenue recognition is utilized. Contract assets are reflected in “Other current assets” in the accompanying condensed consolidated balance sheets (Note 4). Contract assets were \$4.9 million as of September 30, 2023 and \$6.3 million as of December 31, 2022. We had no credit losses on our contract assets for the three- and nine-month periods ended September 30, 2023 and 2022.

Contract liabilities are obligations to provide future services to a customer for which we have already received, or have the unconditional right to receive, the consideration for those services from the customer. Contract liabilities may consist of (i) advance payments received from customers, including upfront mobilization fees allocated to a single performance obligation and recognized ratably over the contract term and/or (ii) amounts billed to the customer in excess of revenue recognized for lump sum contracts when the cost-to-cost method of revenue recognition is utilized. Contract liabilities are reflected as “Deferred revenue,” a component of “Accrued liabilities” in the accompanying condensed consolidated balance sheets (Note 4). Contract liabilities totaled \$18.6 million as of September 30, 2023 and \$10.0 million as of December 31, 2022. Revenue recognized for the three- and nine-month periods ended September 30, 2023 included \$15.2 million and \$8.4 million, respectively, that were included in the contract liability balance at the beginning of each period. Revenue recognized for the three- and nine-month periods ended September 30, 2022 included \$2.7 million and \$7.0 million, respectively, that were included in the contract liability balance at the beginning of each period.

We report the net contract asset or contract liability position on a contract-by-contract basis at the end of each reporting period.

Performance Obligations

As of September 30, 2023, \$790.0 million related to unsatisfied performance obligations was expected to be recognized as revenue in the future, with \$241.7 million, \$467.1 million and \$81.2 million in 2023, 2024 and 2025, respectively. These amounts include fixed consideration and estimated variable consideration for both wholly and partially unsatisfied performance obligations, including mobilization and demobilization fees. These amounts are derived from the specific terms of our contracts, and the expected timing for revenue recognition is based on the estimated start date and duration of each contract according to the information known at September 30, 2023.

For the three- and nine-month periods ended September 30, 2023 and 2022, revenues recognized from performance obligations satisfied (or partially satisfied) in previous periods were immaterial.

Contract Fulfillment Costs

Contract fulfillment costs consist of costs incurred in fulfilling a contract with a customer. Our contract fulfillment costs primarily relate to costs incurred for mobilization of personnel and equipment at the beginning of a contract and costs incurred for demobilization at the end of a contract. Mobilization costs are deferred and amortized ratably over the contract term (including anticipated contract extensions) based on the pattern of the provision of services to which the contract fulfillment costs relate. Demobilization costs are recognized when incurred at the end of the contract. Deferred contract costs are reflected as “Deferred costs,” a component of “Other current assets” and “Other assets, net” in the accompanying condensed consolidated balance sheets (Note 4). Our deferred contract costs totaled \$31.3 million as of September 30, 2023 and \$20.4 million as of December 31, 2022. For the three- and nine-month periods ended September 30, 2023, we recorded \$13.7 million and \$32.8 million, respectively, related to amortization of these deferred contract costs. For the three- and nine-month periods ended September 30, 2022, we recorded \$8.5 million and \$19.7 million, respectively, related to amortization of these deferred contract costs. There were no associated impairment losses for any period presented.

For additional information regarding revenue recognition, see Notes 2 and 11 to our 2022 Form 10-K.

Note 10 — Earnings Per Share

We have shares of restricted stock issued and outstanding that are currently unvested. Because holders of shares of unvested restricted stock are entitled to the same liquidation and dividend rights as the holders of our unrestricted common stock, we are required to compute earnings per share (“EPS”) under the two-class method in periods in which we have earnings. Under the two-class method, net income for each period is allocated based on the participation rights of both common shareholders and the holders of any participating securities as if earnings for the respective periods had been distributed. For periods in which we have a net loss we do not use the two-class method as holders of our restricted shares are not obligated to share in such losses.

[Table of Contents](#)

Basic EPS is computed by dividing net income allocated to common shareholders or net loss by the weighted average shares of our common stock outstanding. Diluted EPS is computed in a similar manner after considering the potential dilutive effect of share-based awards and convertible senior notes and taking the more dilutive of the two-class method and the treasury stock method or if-converted method, as applicable. The dilutive effect of share-based awards is computed using the treasury stock method, as applicable, which includes the incremental shares that would be hypothetically vested in excess of the number of shares assumed to be hypothetically repurchased with the assumed proceeds. The dilutive effect of convertible senior notes is computed using the if-converted method, which assumes conversion of the convertible senior notes into shares of our common stock at the beginning of the period, giving income recognition for the add-back of related interest expense (net of tax). The computations of the numerator (earnings or loss) and denominator (shares) to derive the basic and diluted EPS amounts presented on the face of the accompanying condensed consolidated statements of operations are as follows (in thousands):

	Three Months Ended September 30, 2023		Three Months Ended September 30, 2022	
	Income	Shares	Income	Shares
Basic:				
Net income (loss)	\$ 15,560		\$ (18,763)	
Less: Undistributed earnings allocated to participating securities	(27)		—	
Net income (loss) available to common shareholders, basic	<u>\$ 15,533</u>	<u>150,550</u>	<u>\$ (18,763)</u>	<u>151,331</u>
Diluted:				
Net income (loss) available to common shareholders, basic	\$ 15,533	150,550	\$ (18,763)	151,331
Effect of dilutive securities:				
Share-based awards other than participating securities	—	3,072	—	—
Undistributed earnings reallocated to participating securities	1	—	—	—
Net income (loss) available to common shareholders, diluted	<u>\$ 15,534</u>	<u>153,622</u>	<u>\$ (18,763)</u>	<u>151,331</u>

	Nine Months Ended September 30, 2023		Nine Months Ended September 30, 2022	
	Income	Shares	Income	Shares
Basic:				
Net income (loss)	\$ 17,495		\$ (90,493)	
Less: Undistributed earnings allocated to participating securities	(30)		—	
Net income (loss) available to common shareholders, basic	<u>\$ 17,465</u>	<u>151,031</u>	<u>\$ (90,493)</u>	<u>151,226</u>
Diluted:				
Net income (loss) available to common shareholders, basic	\$ 17,465	151,031	\$ (90,493)	151,226
Effect of dilutive securities:				
Share-based awards other than participating securities	—	2,905	—	—
Undistributed earnings reallocated to participating securities	1	—	—	—
Net income (loss) available to common shareholders, diluted	<u>\$ 17,466</u>	<u>153,936</u>	<u>\$ (90,493)</u>	<u>151,226</u>

We had net losses for the three- and nine-month periods ended September 30, 2022. Accordingly, our diluted EPS calculation for these periods excluded the dilutive effect of share-based awards because they were deemed to be anti-dilutive, meaning their inclusion would have reduced the reported net loss per share in the applicable periods. Shares that otherwise would have been included in the diluted per share calculations assuming we had earnings are as follows (in thousands):

	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2022
	Diluted shares (as reported)	151,331
Share-based awards	1,471	1,332
Total	<u>152,802</u>	<u>152,558</u>

The following potentially dilutive shares related to the 2022 Notes, the 2023 Notes and the 2026 Notes were excluded from the diluted EPS calculation as they were anti-dilutive (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
2022 Notes	—	—	—	803
2023 Notes	2,652	3,168	2,996	3,168
2026 Notes	28,676	28,676	28,676	28,676

We have outstanding restricted stock units (“RSUs”) (Note 11) as well as post-closing earn-out consideration related to the Alliance acquisition (Note 3) that can each be settled in either cash or shares of our common stock or a combination thereof, which are not included in the computation of diluted EPS as cash settlement is assumed.

Note 11 — Employee Benefit Plans

Long-Term Incentive Plan

As of September 30, 2023, there were 3.5 million shares of our common stock available for issuance under our 2005 Long-Term Incentive Plan, as amended and restated (the “2005 Incentive Plan”). During the nine-month period ended September 30, 2023, the following grants of share-based awards were made under the 2005 Incentive Plan:

Date of Grant	Award Type	Shares/Units	Grant Date Fair Value Per Share/Unit	Vesting Period
January 1, 2023 ⁽¹⁾	RSU	506,436	\$ 7.38	33% per year over three years
January 3, 2023 ⁽¹⁾	PSU	489,498	\$ 9.26	100% on December 31, 2025
January 1, 2023 ⁽²⁾	Restricted stock	9,210	\$ 7.38	100% on January 1, 2025
April 1, 2023 ⁽²⁾	Restricted stock	7,267	\$ 7.74	100% on January 1, 2025
July 1, 2023 ⁽²⁾	Restricted stock	7,622	\$ 7.38	100% on January 1, 2025

(1) Reflects grants to our executive officers.

(2) Reflects grants to certain independent members of our Board who have elected to take their quarterly fees in stock in lieu of cash.

Compensation cost for restricted stock is the product of the grant date fair value of each share and the number of shares granted and is recognized over the applicable vesting period on a straight-line basis. Forfeitures are recognized as they occur. No restricted stock awards have been granted to our executive officers or other employees since 2020. For the three- and nine-month periods ended September 30, 2023, \$0.3 million and \$1.0 million, respectively, were recognized as share-based compensation related to restricted stock. For the three- and nine-month periods ended September 30, 2022, \$0.5 million and \$1.9 million, respectively, were recognized as share-based compensation related to restricted stock.

Our performance share units (“PSUs”) granted prior to 2021 were settled solely in shares of our common stock and were accounted for as equity awards. Our PSUs granted beginning in January 2021 may be settled in either cash or shares of our common stock upon vesting at the discretion of the Compensation Committee of our Board and have been accounted for as equity awards. Those PSUs consist of two components: (i) 50% based on the performance of our common stock against peer group companies, which component contains a service and a market condition, and (ii) 50% based on cumulative total Free Cash Flow, which component contains a service and a performance condition. Free Cash Flow is calculated as cash flows from operating activities less capital expenditures, net of proceeds from sale of assets. Our PSUs cliff vest at the end of a three-year period with the maximum amount of the award being 200% of the original PSU awards and the minimum amount being zero.

For PSUs with a service and a market condition that are accounted for as equity awards, compensation cost is measured based on the grant date estimated fair value determined using a Monte Carlo simulation model and subsequently recognized over the vesting period on a straight-line basis. For PSUs with a service and a performance condition that are accounted for as equity awards, compensation cost is initially measured based on the grant date fair value. Cumulative compensation cost is subsequently adjusted at the end of each reporting period to reflect the current estimation of achieving the performance condition. For the three- and nine-month periods ended September 30, 2023, \$1.2 million and \$3.5 million, respectively, were recognized as share-based compensation related to PSUs. For the three- and nine-month periods ended September 30, 2022, \$1.5 million and \$3.6 million, respectively, were recognized as share-based compensation related to PSUs. In January 2023, based on the performance of our common stock price as compared to our performance peer group over a three-year period, 369,938 PSUs granted in 2020 vested at 77%, representing 285,778 shares of our common stock with a total market value of \$3.6 million.

Our currently outstanding RSUs may be settled in either cash or shares of our common stock upon vesting at the discretion of the Compensation Committee and have been accounted for as liability awards. Liability RSUs are measured at their estimated fair value based on the closing share price of our common stock as of each balance sheet date, and subsequent changes in the fair value of the awards are recognized in earnings for the portion of the award for which the requisite service period has elapsed. Cumulative compensation cost for vested liability RSUs equals the actual payout value upon vesting. For the three- and nine-month periods ended September 30, 2023, \$3.2 million and \$5.5 million, respectively, were recognized as compensation cost. For the three- and nine-month periods ended September 30, 2022, \$0.7 million and \$1.5 million, respectively, were recognized as compensation cost.

In 2023 and 2022, we granted fixed-value cash awards of \$6.0 million and \$5.5 million, respectively, to select management employees under the 2005 Incentive Plan. The value of these cash awards is recognized on a straight-line basis over a vesting period of three years. For the three- and nine-month periods ended September 30, 2023, \$1.1 million and \$3.5 million, respectively, were recognized as compensation cost. For the three- and nine-month periods ended September 30, 2022, \$1.1 million and \$3.2 million, respectively, were recognized as compensation cost.

Defined Contribution Plans

We sponsor a defined contribution 401(k) retirement plan (the “401(k) Plan”) in the U.S. as well as various other defined contribution plans globally. During the three- and nine-month periods ended September 30, 2023, we made contributions to our defined contribution plans totaling \$1.0 million and \$3.2 million, respectively. During the three- and nine-month periods ended September 30, 2022, we made contributions to our defined contribution plans totaling \$0.7 million and \$2.2 million, respectively.

Employee Stock Purchase Plan

We have an employee stock purchase plan (the “ESPP”). As of September 30, 2023, 1.2 million shares were available for issuance under the ESPP. The ESPP currently has a purchase limit of 260 shares per employee per purchase period.

For more information regarding our employee benefit plans, including the 2005 Incentive Plan, the 401(k) Plan and the ESPP, see Note 13 to our 2022 Form 10-K.

Note 12 — Business Segment Information

We have four reportable business segments: Well Intervention, Robotics, Shallow Water Abandonment and Production Facilities. Our U.S., U.K. and Brazil Well Intervention operating segments are aggregated into the Well Intervention segment for financial reporting purposes. We formed the Shallow Water Abandonment segment in the third quarter 2022 following the Alliance acquisition (Note 3). All material intercompany transactions between the segments have been eliminated. See Note 2 for more information on our business segments.

[Table of Contents](#)

We evaluate our performance based on operating income of each reportable segment. Certain financial data by reportable segment are summarized as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net revenues —				
Well Intervention	\$ 225,367	\$ 143,925	\$ 522,026	\$ 356,583
Robotics	75,646	56,182	194,918	143,383
Shallow Water Abandonment	87,272	67,401	212,959	67,401
Production Facilities	24,469	18,448	68,502	54,420
Intercompany eliminations	(17,084)	(13,409)	(43,834)	(36,503)
Total	<u>\$ 395,670</u>	<u>\$ 272,547</u>	<u>\$ 954,571</u>	<u>\$ 585,284</u>
Income (loss) from operations —				
Well Intervention	\$ 16,120	\$ (1,304)	\$ 11,357	\$ (55,610)
Robotics	20,665	11,708	43,226	22,854
Shallow Water Abandonment	27,624	16,320	54,208	16,320
Production Facilities	8,886	6,068	21,817	17,964
Segment operating income (loss)	73,295	32,792	130,608	1,528
Change in fair value of contingent consideration	(16,499)	—	(31,319)	—
Corporate, eliminations and other	(20,568)	(20,566)	(51,159)	(41,255)
Total	<u>\$ 36,228</u>	<u>\$ 12,226</u>	<u>\$ 48,130</u>	<u>\$ (39,727)</u>

Intercompany segment amounts are derived primarily from equipment and services provided to other business segments. Intercompany segment revenues are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Well Intervention	\$ 6,832	\$ 4,303	\$ 18,174	\$ 12,046
Robotics	10,252	8,971	25,634	24,322
Shallow Water Abandonment	—	135	26	135
Total	<u>\$ 17,084</u>	<u>\$ 13,409</u>	<u>\$ 43,834</u>	<u>\$ 36,503</u>

Segment assets are comprised of all assets attributable to each reportable segment. Corporate and other includes all assets not directly identifiable with our business segments, most notably the majority of our cash and cash equivalents. The following table reflects total assets by reportable segment (in thousands):

	September 30, 2023	December 31, 2022
Well Intervention	\$ 1,828,452	\$ 1,796,269
Robotics	190,092	192,694
Shallow Water Abandonment	247,317	206,944
Production Facilities	119,674	136,382
Corporate and other	49,217	57,049
Total	<u>\$ 2,434,752</u>	<u>\$ 2,389,338</u>

Note 13 — Asset Retirement Obligations

Our asset retirement obligations (“AROs”) relate to mature offshore oil and gas properties that we acquired with the intention to perform decommissioning work at the end of their life cycles. AROs are recorded initially at fair value and consist of estimated costs for subsea infrastructure decommissioning and P&A activities associated with our oil and gas properties. The estimated costs are discounted to present value using a credit-adjusted risk-free discount rate. After its initial recognition, an ARO liability is increased for the passage of time as accretion expense, which is a component of our depreciation and amortization expense. An ARO liability may also change based on revisions in estimated costs and/or timing to settle the obligations.

In August 2022, we acquired from MP Gulf of Mexico, LLC (“MP GOM”), a joint venture controlled by Murphy Exploration & Production Company – USA, all of MP GOM’s 62.5% interest in the Thunder Hawk Field, in exchange for the assumption of MP GOM’s abandonment obligations (initially estimated at \$23.6 million). Our AROs also include P&A costs associated with our Droszky oil and gas properties (Note 4). The following table describes the changes in our AROs (in thousands):

	2023	2022
AROs at January 1,	\$ 51,956	\$ 29,658
Liability incurred during the period	—	23,601
Accretion expense	3,586	1,465
AROs at September 30,	<u>\$ 55,542</u>	<u>\$ 54,724</u>

Note 14 — Commitments and Contingencies and Other Matters

Commitments

Our Well Intervention segment has long-term charter agreements with Siem Offshore AS for the *Siem Helix 1* and *Siem Helix 2* vessels expiring in February 2025 and February 2027, respectively, with options to extend. Our Robotics segment has vessel charters for the *Grand Canyon II*, the *Grand Canyon III*, the *Shelia Bordelon*, the *Glomar Wave* and the *Horizon Enabler*. Our time charter agreements for the *Grand Canyon II* and *Grand Canyon III* vessels expire in December 2027 and May 2028, respectively, with options to renew the *Grand Canyon III*. Our time charter agreement for the *Shelia Bordelon* in the Gulf of Mexico expires in June 2024. In January 2023, we entered into a three-year charter agreement for the *Glomar Wave* in the North Sea with options to extend. In July 2023, we entered into a new agreement to extend the *Horizon Enabler* charter until December 2025, with further options to extend.

Contingencies and Claims

Our contingent consideration liability resulting from the Alliance acquisition is subject to risk, through the remainder of the contingency period, which ends on December 31, 2023, as a result of changes in our probability weighted discounted cash flow model, which is based on internal forecasts, and changes in weighted average discount rate, which is derived from market data.

We believe that there are currently no other contingencies that would have a material adverse effect on our financial position, results of operations or cash flows.

Litigation

We are involved in various legal proceedings, some involving claims under the General Maritime Laws of the United States and the Merchant Marine Act of 1920 (commonly referred to as the Jones Act). In addition, from time to time we receive other claims, such as contract and employment-related disputes, in the normal course of business.

We are currently involved in several lawsuits filed by current and former offshore employees seeking overtime compensation. These suits are brought as collective actions and are in various stages of litigation in federal district courts. We appealed one such lawsuit to the United States Supreme Court, which issued a ruling adverse to us in the first quarter 2023 that has implications for similar lawsuits in which we are involved. In a separate lawsuit, during the third quarter 2022 the United States Court of Appeals for the Fifth Circuit issued an adverse ruling that is likely to have implications for other similar lawsuits in which we are involved. We continue to vigorously defend these lawsuits, and notwithstanding that we believe we retain valid defenses, we have established a liability in each of these matters. The final outcome of these matters remains uncertain, and the ultimate liability to us could be more or less than the liability established.

Note 15 — Statement of Cash Flow Information

We define cash and cash equivalents as cash and all highly liquid financial instruments with original maturities of three months or less. We classify cash as restricted when there are legal or contractual restrictions for its withdrawal. The following table provides supplemental cash flow information (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Interest paid	\$ 17,027	\$ 18,143
Income taxes paid ⁽¹⁾	5,209	6,631

(1) Exclusive of any income tax refunds.

Our capital additions include the acquisition of property and equipment for which payment has not been made. These non-cash capital additions were \$0.8 million at September 30, 2023 and \$0.3 million at December 31, 2022.

Non-cash investing and financing activities for the nine-month period ended September 30, 2023 included a portion of P&A equipment purchase financed by the seller in the form of credits towards future services offered by us which had an estimated fair value of \$11.6 million at the time of purchase in the third quarter 2023 (Note 2). Non-cash investing activities for the nine-month period ended September 30, 2022 included \$26.7 million in estimated fair value of contingent earn-out consideration as of July 1, 2022, the date of the Alliance acquisition (Note 3).

Note 16 — Allowance for Credit Losses

We estimate current expected credit losses on our accounts receivable at each reporting date based on our credit loss history, adjusted for current factors including global economic and business conditions, offshore energy industry and market conditions, customer mix, contract payment terms and past due accounts receivable.

The following table sets forth the activity in our allowance for credit losses (in thousands):

	2023	2022
Balance at January 1,	\$ 2,277	\$ 1,477
Additions ⁽¹⁾	1,020	710
Balance at September 30,	\$ 3,297	\$ 2,187

(1) Additions in allowance for credit losses reflect credit loss reserves during the respective periods.

Note 17 — Fair Value Measurements

Our financial instruments include cash and cash equivalents, receivables, accounts payable and long-term debt. The carrying amount of cash and cash equivalents, trade and other current receivables as well as accounts payable approximates fair value due to the short-term nature of these instruments.

[Table of Contents](#)

The following table sets forth our assets and liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy (in thousands):

	Fair Value at September 30, 2023			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent consideration	—	—	74,073	74,073

Contingent consideration liability related to the Alliance acquisition (Note 3) is measured at fair value using Level 3 unobservable inputs at the end of each reporting period. The fair value of the estimated contingent consideration is determined based on our evaluation of the probability and amount of earn-out that may be achieved based on expected future performance of Helix Alliance. The Monte Carlo simulation model is used to calculate the estimated earn-out payment, which is then discounted to present value based on the expected payment date of the contingent consideration. The changes in the fair value of contingent consideration are as follows (in thousands):

	2023
Balance at January 1,	\$ 42,754
Change in fair value	31,319
Balance at September 30,	\$ 74,073

The principal amount and estimated fair value of our long-term debt are as follows (in thousands):

	September 30, 2023		December 31, 2022	
	Principal Amount ⁽¹⁾	Fair Value ⁽²⁾	Principal Amount ⁽¹⁾	Fair Value ⁽²⁾
2023 Notes (matured September 2023)	\$ —	\$ —	\$ 30,000	\$ 31,149
2026 Notes (mature February 2026)	200,000	340,000	200,000	277,014
MARAD Debt (matures February 2027)	32,580	32,151	40,913	40,940
Total debt	<u>\$ 232,580</u>	<u>\$ 372,151</u>	<u>\$ 270,913</u>	<u>\$ 349,103</u>

- (1) Principal amount includes current maturities and excludes any related unamortized debt issuance costs. See Note 6 for additional disclosures on our long-term debt.
- (2) The estimated fair value of the 2023 Notes, the 2026 Notes and the MARAD Debt was determined using Level 2 fair value inputs under the market approach, which was determined using a third-party evaluation of the remaining average life and outstanding principal balance of the indebtedness as compared to other obligations in the marketplace with similar terms.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS AND ASSUMPTIONS

This Quarterly Report on Form 10-Q contains or incorporates by reference various statements that contain forward-looking information regarding Helix and represent our current expectations or forecasts of future events. This forward-looking information is intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995 as set forth in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements included herein or incorporated by reference herein that are predictive in nature, that depend upon or refer to future events or conditions, or that use terms and phrases such as "achieve," "anticipate," "believe," "estimate," "budget," "expect," "forecast," "plan," "project," "propose," "strategy," "predict," "envision," "hope," "intend," "will," "continue," "may," "potential," "should," "could" and similar terms and phrases are forward-looking statements although not all forward-looking statements contain such identifying words. Included in forward-looking statements are, among other things:

- statements regarding our business strategy, corporate initiatives and any other business plans, forecasts or objectives, any or all of which are subject to change;
- statements regarding projections of revenues, gross margins, expenses, earnings or losses, working capital, debt and liquidity, future operations expenditures or other financial items;
- statements regarding our backlog and commercial contracts and rates thereunder;

- statements regarding our ability to enter into, renew and/or perform commercial contracts, including the scope, timing and outcome of those contracts;
- statements regarding the spot market, the continuation of our current backlog, visibility and future utilization, our spending and cost management efforts and our ability to manage changes, oil price volatility and its effects and results on the foregoing as well as our protocols and plans;
- statements regarding energy transition and energy security;
- statements regarding our ability to identify, effect and integrate acquisitions, joint ventures or other transactions;
- statements regarding the acquisition, construction, completion, upgrades to or maintenance of vessels, systems or equipment and any anticipated costs or downtime related thereto;
- statements regarding any financing transactions or arrangements, or our ability to enter into such transactions or arrangements;
- statements regarding potential legislative, governmental, regulatory, administrative or other public body actions, requirements, permits or decisions;
- statements regarding our trade receivables and their collectability;
- statements regarding potential developments, industry trends, performance or industry ranking;
- statements regarding our ESG initiatives and the successes thereon or regarding our environmental efforts, including greenhouse gas emissions targets;
- statements regarding global, market or investor sentiment with respect to fossil fuels;
- statements regarding our existing activities in, and future expansion into, the offshore renewable energy market;
- statements regarding general economic or political conditions, whether international, national or in the regional or local markets in which we do business;
- statements regarding our human capital resources, including our ability to retain our senior management and other key employees;
- statements regarding our share repurchase authorization or program;
- statements regarding the underlying assumptions related to any projection or forward-looking statement; and
- any other statements that relate to non-historical or future information.

Although we believe that the expectations reflected in our forward-looking statements are reasonable and are based on reasonable assumptions, they do involve risks, uncertainties and other factors that could cause actual results to differ materially from those in the forward-looking statements. These factors include:

- the impact of domestic and global economic and market conditions and the future impact of such conditions on the offshore energy industry and the demand for our services;
- the general impact of oil and gas price volatility and the cyclical nature of the oil and gas market;
- the potential effects of regional tensions that have escalated or may escalate, including into conflicts or wars, and their impact on the global economy, oil and gas market, our operations, international trade, or our ability to do business with certain parties or in certain regions, and any governmental sanctions resulting therefrom;
- the results of corporate initiatives such as alliances, partnerships, joint ventures, mergers, acquisitions, divestitures and restructurings, and any earn-outs payable in connection therewith, or the determination not to pursue or effect such initiatives;
- the results of acquired properties and/or equipment;
- the impact of inflation and our ability to recoup rising costs in the rates we charge to our customers;
- the impact of our ability to secure and realize backlog, including any potential cancellation, deferral or modification of our work or contracts by our customers;
- the ability to effectively bid, renew and perform our contracts, including the impact of equipment problems or failure;
- the impact of the imposition by our customers of rate reductions, fines and penalties with respect to our operating assets;
- the performance of contracts by suppliers, customers and partners;
- the results of our continuing efforts to control costs and improve performance;
- unexpected future operations expenditures, including the amount and nature thereof;
- the effectiveness and timing of our vessel and/or system upgrades, regulatory certification and inspection as well as major maintenance items;
- operating hazards, including unexpected delays in the delivery, chartering or customer acceptance, and terms of acceptance, of our assets;
- the effect of adverse weather conditions and/or other risks associated with marine operations;

- the impact of foreign currency exchange controls, potential illiquidity of those currencies and exchange rate fluctuations;
- the effects of our indebtedness, our ability to comply with debt covenants and our ability to reduce capital commitments;
- the success of our risk management activities, including with respect to our cybersecurity initiatives;
- the effects of competition;
- the availability of capital (including any financing) to fund our business strategy and/or operations;
- the effectiveness of our ESG initiatives and disclosures;
- the impact of current and future laws and governmental regulations and how they will be interpreted or enforced, including related to fossil fuel production, decommissioning, and litigation and similar claims in which we may be involved;
- the future impact of international activity and trade agreements on our business, operations and financial condition;
- the effectiveness of any future hedging activities;
- the potential impact of a negative event related to our human capital resources, including a loss of one or more key employees;
- the impact of general, market, industry or business conditions; and
- the factors generally described in Item 1A. Risk Factors in our 2022 Form 10-K.

Our actual results could also differ materially from those anticipated in any forward-looking statements as a result of a variety of factors, including those described in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2022 Form 10-K. Should one or more of the risks or uncertainties described in this Quarterly Report occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

We caution you not to place undue reliance on forward-looking statements. Forward-looking statements are only as of the date they are made, and other than as required under the securities laws, we assume no obligation to update or revise forward-looking statements, all of which are expressly qualified by the statements in this section, or provide reasons why actual results may differ. All forward-looking statements, express or implied, included in this Quarterly Report are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. We urge you to carefully review and consider the disclosures made in this Quarterly Report and our reports filed with the SEC and incorporated by reference in our 2022 Form 10-K that attempt to advise interested parties of the risks and factors that may affect our business.

EXECUTIVE SUMMARY

Our Business

We are an international offshore energy services company that provides specialty services to the offshore energy industry, with a focus on well intervention, robotics and full-field decommissioning operations. Our services are centered on a three-legged business model well positioned for a global energy transition by maximizing production of existing oil and gas reserves, decommissioning end-of-life oil and gas fields and supporting renewable energy developments. Our well intervention fleet includes seven purpose-built well intervention vessels and 12 subsea intervention systems. Our robotics equipment includes 39 work-class ROVs, seven trenchers and the IROV boulder grab. We charter robotics support vessels on long-term, short-term, flexible and spot bases to facilitate our ROV and trenching operations. Our Shallow Water Abandonment segment includes nine liftboats, six OSVs, three DSVs, one heavy lift derrick barge, one crew boat, 20 P&A systems and six coiled tubing systems. Our Production Facilities segment includes the *HP I*, the HFRS and our ownership of mature oil and gas properties.

Economic Outlook and Industry Influences

Demand for our services is primarily influenced by the condition of the oil and gas and the renewable energy markets and, in particular, the willingness of offshore energy companies to spend on operational activities and capital projects. The performance of our business is largely affected by the prevailing market prices for oil and natural gas, which are impacted by domestic and global economic conditions, hydrocarbon production and capacity, geopolitical issues, weather, global health, and various other factors.

Oil prices have been volatile but remained robust during 2023. Global demand for oil continues to experience growth whereas supply has been negatively impacted by regional conflicts and production cuts by members of the Organization of Petroleum Exporting Countries ("OPEC") and other non-OPEC producer nations (collectively with OPEC members, "OPEC+"). We expect the current market conditions will maintain continued customer spending for the industry. Despite the current commodity price environment, there remain headwinds to commodity price stability, including those regional conflicts, further OPEC+ decisions, high inflation and in particular governments' and central banks' efforts to control inflation such as raising interest rates, which may taper economic growth, and various governmental and customer ESG initiatives and continued shifting of resource allocation to renewable energy. We expect these factors will continue to contribute to commodity price volatility with the potential to temper customer spending for oil and gas projects.

We are subject to the effects of changing prices. Inflation rates have been relatively low and stable over the previous three decades; however, inflation rates have risen significantly since 2021. Although we may be able to mitigate our exposure to price increases through the rates we charge, we bear the costs of operating and maintaining our assets, including labor and material costs as well as recertification and dry dock costs. While the cost outlook is not certain, we believe that we can manage these inflationary pressures by through the rates we charge and by actively pursuing internal cost management efforts. However, competitive market pressures may affect our ability to recoup these price increases through our rates, which may result in reductions in our operating margins and cash flows. The recent high inflation rates seen in various major economies have resulted in central banks' tightening of monetary policies. These concerns have contributed to stock market volatility as well as higher interest rates, which could provide a strained macroeconomic outlook and in turn affect energy markets.

We maximize production of existing oil and gas reserves for our customers primarily in our Well Intervention segment. Historically, drilling rigs have been the asset class used for offshore well intervention work, and rig day rates are a pricing indicator for our services. Our customers have used drilling rigs on existing long-term contracts (rig overhang) to perform well intervention work instead of new drilling activities. Current volumes of work, rig utilization rates, the day rates quoted by drilling rig contractors and existing rig overhang affect the utilization and/or rates we can achieve for our assets and services.

Over the near-term, we are seeing oil and gas companies investing in new long-cycle exploration projects in addition to maintaining and/or increasing production from their existing reserves. As historically production enhancement through well intervention is less expensive per incremental barrel of oil than exploration, we expect oil and gas companies to continue to focus on optimizing production of their existing subsea wells. We expect the fundamentals for our business will remain favorable over the longer term as the need to prolong well life in oil and gas production is the primary driver of demand for our production enhancement services. This expectation is based on multiple factors, including (1) maintaining the optimal production of a well through enhancement is fundamental to maximizing the overall economics of well production; (2) our services offer commercially viable alternatives for reducing the finding and development costs of reserves as compared to new drilling; and (3) extending the production of offshore wells not only maximizes a well's production economics but also enables the financial benefit of delaying P&A costs, which can be substantial.

We support the energy transition to renewables through our services in offshore wind farm developments, primarily including subsea cable trenching and burial as well as seabed clearance and preparation services. Demand for our services in the renewable energy market is affected by various factors, including the pace of consumer shift towards renewable energy sources, global electricity demand, technological advancements that increase the generation and/or reduce the cost of renewable energy, expansion of offshore renewable energy projects to deeper water and other regions, and government subsidies for renewable energy projects. We expect growth in our renewables services as the energy market transitions to continued renewable energy developments.

Once end-of-life oil and gas wells have depleted their production, we decommission wells and infrastructure in our Well Intervention and Shallow Water Abandonment segments. As the subsea tree base expands and ages and customers shift resources to renewable energy, the demand for P&A services should persist. Our operations service the life cycle of an oil and gas field and provide P&A and decommissioning services at the end of the life of a field as required by governmental regulations, and we believe that we have a competitive advantage in performing these services efficiently.

Backlog

We define backlog as firm commitments represented by signed contracts. As of September 30, 2023, our consolidated backlog totaled approximately \$790 million, of which \$242 million is expected to be performed over the remainder of 2023. Our various contracts with Shell globally, our contracts with Trident and Petrobras in Brazil, our contracts with Repsol globally, and our agreement for the *HP I* in the Gulf of Mexico represented approximately 57% of our total backlog as of September 30, 2023. Backlog is not necessarily a reliable indicator of revenues derived from our contracts as services are often added but may sometimes be subtracted; contracts may be renegotiated, deferred, canceled and in many cases modified while in progress; and reduced rates, fines and penalties may be imposed by our customers. Furthermore, our contracts are in certain cases cancelable without penalty. If there are cancellation fees, the amount of those fees can be substantially less than amounts reflected in backlog.

RESULTS OF OPERATIONS

Non-GAAP Financial Measures

A non-GAAP financial measure is generally defined by the SEC as a numerical measure of a company's historical or future performance, financial position or cash flows that includes or excludes amounts from the most directly comparable measure under GAAP. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to, our reported results prepared in accordance with GAAP. Users of this financial information should consider the types of events and transactions that are excluded from these measures.

We evaluate our operating performance and financial condition based on EBITDA, Adjusted EBITDA, Free Cash Flow and Net Debt. EBITDA, Adjusted EBITDA, Free Cash Flow and Net Debt are non-GAAP financial measures that are commonly used but are not recognized accounting terms under GAAP. We use EBITDA, Adjusted EBITDA, Free Cash Flow and Net Debt to monitor and facilitate internal evaluation of the performance of our business operations, to facilitate external comparison of our business results to those of others in our industry, to analyze and evaluate financial and strategic planning decisions regarding future investments and acquisitions, to plan and evaluate operating budgets, and in certain cases, to report our results to the holders of our debt as required by our debt covenants. We believe that our measures of EBITDA, Adjusted EBITDA, Free Cash Flow and Net Debt provide useful information to the public regarding our operating performance and ability to service debt and fund capital expenditures and may help our investors understand and compare our results to other companies that have different financing, capital and tax structures. Other companies may calculate their measures of EBITDA, Adjusted EBITDA, Free Cash Flow and Net Debt differently from the way we do, which may limit their usefulness as comparative measures. EBITDA, Adjusted EBITDA, Free Cash Flow and Net Debt should not be considered in isolation or as a substitute for, but instead are supplemental to, income from operations, net income, cash flows from operating activities, or other data prepared in accordance with GAAP.

We define EBITDA as earnings before income taxes, net interest expense, gain or loss on extinguishment of long-term debt, net other income or expense, and depreciation and amortization expense. Non-cash impairment losses on goodwill and other long-lived assets and non-cash gains and losses on equity investments are also added back if applicable. To arrive at our measure of Adjusted EBITDA, we exclude the gain or loss on disposition of assets, acquisition and integration costs, the change in fair value of contingent consideration and the general provision (release) for current expected credit losses, if any. We define Free Cash Flow as cash flows from operating activities less capital expenditures, net of proceeds from sale of assets. Net Debt is calculated as long-term debt including current maturities of long-term debt less cash and cash equivalents and restricted cash. In the following reconciliations, we provide amounts as reflected in the condensed consolidated financial statements unless otherwise noted.

[Table of Contents](#)

The reconciliation of our net loss to EBITDA and Adjusted EBITDA is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income (loss)	\$ 15,560	\$ (18,763)	\$ 17,495	\$ (90,493)
Adjustments:				
Income tax provision	8,337	6,500	9,631	10,074
Net interest expense	4,152	4,644	12,567	14,617
Other expense, net	8,257	20,271	10,553	37,623
Depreciation and amortization	43,249	35,944	120,013	102,590
Gain on equity investment	—	(78)	—	(8,262)
EBITDA	79,555	48,518	170,259	66,149
Adjustments:				
Gain on disposition of assets, net	—	—	(367)	—
Acquisition and integration costs	—	762	540	2,349
Change in fair value of contingent consideration	16,499	2,664	31,319	2,664
General provision for current expected credit losses	331	624	1,020	691
Adjusted EBITDA	\$ 96,385	\$ 52,568	\$ 202,771	\$ 71,853

The reconciliation of our cash flows from operating activities to Free Cash Flow is as follows (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Cash flows from operating activities	\$ 57,720	\$ 1,396
Less: Capital expenditures, net of proceeds from sale of assets	(15,800)	(4,990)
Free Cash Flow	\$ 41,920	\$ (3,594)

The reconciliation of our long-term debt to Net Debt is as follows (in thousands):

	September 30, 2023	December 31, 2022
Long-term debt including current maturities	\$ 227,257	\$ 264,075
Less: Cash and cash equivalents and restricted cash	(168,370)	(189,111)
Net Debt	\$ 58,887	\$ 74,964

Comparison of Three Months Ended September 30, 2023 and 2022

We have four reportable business segments: Well Intervention, Robotics, Shallow Water Abandonment and Production Facilities. All material intercompany transactions between the segments have been eliminated in our condensed consolidated financial statements, including our condensed consolidated results of operations. The following table details various financial and operational highlights for the periods presented (dollars in thousands):

	Three Months Ended September 30,		Increase/ (Decrease)	
	2023	2022	Amount	Percent
Net revenues —				
Well Intervention	\$ 225,367	\$ 143,925	\$ 81,442	57 %
Robotics	75,646	56,182	19,464	35 %
Shallow Water Abandonment	87,272	67,401	19,871	29 %
Production Facilities	24,469	18,448	6,021	33 %
Intercompany eliminations	(17,084)	(13,409)	(3,675)	
	<u>\$ 395,670</u>	<u>\$ 272,547</u>	<u>\$ 123,123</u>	45 %
Gross profit (loss) —				
Well Intervention	\$ 19,704	\$ 1,839	\$ 17,865	971 %
Robotics	22,707	13,514	9,193	68 %
Shallow Water Abandonment	29,235	17,381	11,854	68 %
Production Facilities	9,385	6,854	2,531	37 %
Corporate, eliminations and other	(486)	(373)	(113)	
	<u>\$ 80,545</u>	<u>\$ 39,215</u>	<u>\$ 41,330</u>	105 %
Gross margin —				
Well Intervention	9 %	1 %		
Robotics	30 %	24 %		
Shallow Water Abandonment	33 %	26 %		
Production Facilities	38 %	37 %		
Total company	20 %	14 %		
Number of vessels, Robotics assets or Shallow Water Abandonment systems ⁽¹⁾ / Utilization ⁽²⁾				
Well Intervention vessels	7 / 92 %	7 / 87 %		
Robotics assets ⁽³⁾	46 / 67 %	46 / 66 %		
Chartered Robotics vessels	6 / 97 %	5 / 98 %		
Shallow Water Abandonment vessels ⁽⁴⁾	20 / 89 %	21 / 80 %		
Shallow Water Abandonment systems ⁽⁵⁾	26 / 74 %	20 / 59 %		

- (1) Represents the number of vessels, Robotics assets or Shallow Water Abandonment systems as of the end of the period, including spot vessels and those under term charters, and excluding acquired vessels prior to their in-service dates, vessels managed on behalf of third parties and vessels or assets disposed of and/or taken out of service.
- (2) Represents the average utilization rate, which is calculated by dividing the total number of days the vessels, Robotics assets or Shallow Water Abandonment systems generated revenues by the total number of calendar days in the applicable period. Utilization rates of chartered Robotics vessels during the three-month periods ended September 30, 2023 and 2022 included 92 and 100 spot vessel days, respectively, at near full utilization.
- (3) Consists of ROVs, trenchers and the IROV boulder grab.
- (4) Consists of liftboats, OSVs, DSVs, a heavy lift derrick barge and a crew boat.
- (5) Consists of P&A systems and coiled tubing systems.

Intercompany segment amounts are derived primarily from equipment and services provided to other business segments. Intercompany segment revenues are as follows (in thousands):

	Three Months Ended September 30,		Increase/ (Decrease)
	2023	2022	
Well Intervention	\$ 6,832	\$ 4,303	\$ 2,529
Robotics	10,252	8,971	1,281
Shallow Water Abandonment	—	135	(135)
	\$ 17,084	\$ 13,409	\$ 3,675

Net Revenues. Our consolidated net revenues for the three-month period ended September 30, 2023 increased by 45% as compared to the same period in 2022, reflecting higher revenues across our business segments.

Our Well Intervention revenues increased by 57% for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher revenues on the *Q7000* and higher rates in the North Sea and Brazil. During the third quarter 2023, the *Q7000* operated throughout the quarter, achieving 88% utilization at higher rates as compared to being 59% utilized during the third quarter 2022 following scheduled regulatory maintenance. Revenues in the North Sea improved with higher day rates and a stronger British pound as compared to the third quarter 2022. Revenues in Brazil increased primarily due to higher rates as both the *Siem Helix 1* and the *Siem Helix 2* commenced long-term contracts with improved rates at the end of 2022.

Our Robotics revenues increased by 35% for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher chartered vessel and ROV activities and rates. Although chartered vessel utilization declined slightly, vessel days increased to 506 days during the third quarter 2023 as compared to 376 days during the third quarter 2022. ROV and trencher utilization increased to 67% in the third quarter 2023 from 66% during the third quarter 2022 and included 276 days of integrated vessel trenching in the third quarter 2023 as compared to 176 days in the third quarter 2022.

Our Shallow Water Abandonment revenues increased by 29% for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher vessel and system utilization and rates in the third quarter 2023. Overall vessel utilization was 89% during the third quarter 2023 as compared to 80% during the third quarter 2022. P&A systems and coiled tubing systems achieved 1,531 days of utilization, or 74%, during the third quarter 2023 as compared to 1,077 days of utilization, or 59%, during the third quarter 2022.

Our Production Facilities revenues increased by 33% for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher oil and gas production, offset in part by lower oil and gas prices during the third quarter 2023 as compared to the third quarter 2022.

Gross Profit (Loss). Our consolidated gross profit increased by \$41.3 million for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting increased segment profitability as well as the addition of Shallow Water Abandonment segment.

Our Well Intervention gross profit increased by \$17.9 million for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher segment revenues.

Our Robotics gross profit increased by \$9.2 million for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher revenues due to increased activities.

Our Shallow Water Abandonment gross profit increased by \$11.9 million for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting better operating results from Helix Alliance.

Our Production Facilities gross profit increased by \$2.5 million for the three-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher revenues.

Change in Fair Value of Contingent Consideration. The change in fair value of contingent consideration reflected increases in the estimated Alliance acquisition earn-out consideration primarily due to an improvement in Helix Alliance's results (Notes 3 and 17).

Selling, General and Administrative Expenses. Our selling, general and administrative expenses were \$27.8 million for the three-month period ended September 30, 2023 as compared to \$23.6 million for the same period in 2022, primarily reflecting higher employee compensation costs.

Net Interest Expense. Our net interest expense totaled \$4.2 million for the three-month period ended September 30, 2023 as compared to \$4.6 million for the same period in 2022, primarily reflecting the increase in interest income and the repayment of certain indebtedness (Note 6).

Other Expense, Net. Net other expense was \$8.3 million for the three-month period ended September 30, 2023 as compared to \$20.3 million for the same period in 2022, primarily reflecting a reduction in foreign currency losses related to the depreciation of the British pound primarily on U.S. dollar denominated intercompany debt in our U.K. entities.

Income Tax Provision. Income tax provision was \$8.3 million for the three-month period ended September 30, 2023 as compared to \$6.5 million for the same period in 2022. The effective tax rates for the three-month periods ended September 30, 2023 and 2022 were 34.9% and (53.0)%, respectively. These variances were primarily attributable to non-deductible expenses, non-creditable foreign income taxes and losses for which no financial statement benefits have been recognized (Note 7).

Comparison of Nine Months Ended September 30, 2023 and 2022

We have four reportable business segments: Well Intervention, Robotics, Shallow Water Abandonment and Production Facilities. All material intercompany transactions between the segments have been eliminated in our condensed consolidated financial statements, including our condensed consolidated results of operations. The following table details various financial and operational highlights for the periods presented (dollars in thousands):

	Nine Months Ended September 30,		Increase/ (Decrease)	
	2023	2022	Amount	Percent
Net revenues —				
Well Intervention	\$ 522,026	\$ 356,583	\$ 165,443	46 %
Robotics	194,918	143,383	51,535	36 %
Shallow Water Abandonment	212,959	67,401	145,558	216 %
Production Facilities	68,502	54,420	14,082	26 %
Intercompany eliminations	(43,834)	(36,503)	(7,331)	
	<u>\$ 954,571</u>	<u>\$ 585,284</u>	<u>\$ 369,287</u>	63 %
Gross profit (loss) —				
Well Intervention	\$ 22,316	\$ (45,943)	\$ 68,259	149 %
Robotics	49,238	28,631	20,607	72 %
Shallow Water Abandonment	57,725	17,381	40,344	232 %
Production Facilities	23,822	20,150	3,672	18 %
Corporate, eliminations and other	(2,023)	(967)	(1,056)	
	<u>\$ 151,078</u>	<u>\$ 19,252</u>	<u>\$ 131,826</u>	685 %
Gross margin —				
Well Intervention	4 %	(13)%		
Robotics	25 %	20 %		
Shallow Water Abandonment	27 %	26 %		
Production Facilities	35 %	37 %		
Total company	16 %	3 %		
Number of vessels, Robotics assets or Shallow Water Abandonment systems ⁽¹⁾ / Utilization ⁽²⁾				
Well Intervention vessels	7 / 85 %	7 / 74 %		
Robotics assets ⁽³⁾	46 / 60 %	46 / 52 %		
Chartered Robotics vessels	6 / 95 %	6 / 94 %		
Shallow Water Abandonment vessels ⁽⁴⁾	20 / 75 %	21 / 80 %		
Shallow Water Abandonment systems ⁽⁵⁾	26 / 74 %	20 / 59 %		

- (1) Represents the number of vessels, Robotics assets or Shallow Water Abandonment systems as of the end of the period, including spot vessels and those under term charters, and excluding acquired vessels prior to their in-service dates, vessels managed on behalf of third parties and vessels or assets disposed of and/or taken out of service.
- (2) Represents the average utilization rate, which is calculated by dividing the total number of days the vessels, Robotics assets or Shallow Water Abandonment systems generated revenues by the total number of calendar days in the applicable period. Utilization rates of chartered Robotics vessels during the nine-month periods ended September 30, 2023 and 2022 included 218 and 352 spot vessel days, respectively, at near full utilization.
- (3) Consists of ROVs, trenchers and the IROV boulder grab.
- (4) Consists of liftboats, OSVs, DSVs, a heavy lift derrick barge and a crew boat.
- (5) Consists of P&A systems and coiled tubing systems.

Intercompany segment amounts are derived primarily from equipment and services provided to other business segments. Intercompany segment revenues are as follows (in thousands):

	Nine Months Ended September 30,		Increase/ (Decrease)
	2023	2022	
Well Intervention	\$ 18,174	\$ 12,046	\$ 6,128
Robotics	25,634	24,322	1,312
Shallow Water Abandonment	26	135	(109)
	<u>\$ 43,834</u>	<u>\$ 36,503</u>	<u>\$ 7,331</u>

Net Revenues. Our consolidated net revenues for the nine-month period ended September 30, 2023 increased by 63% as compared to the same period in 2022, reflecting higher revenues across our business segments.

Our Well Intervention revenues increased by 46% for the nine-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher revenues in the North Sea and Brazil and on the Q7000, offset in part by lower revenues in the Gulf of Mexico. Revenues in the North Sea improved with stronger utilization and rates as compared to the nine-month period ended September 30, 2022. Revenues in Brazil increased primarily due to higher rates as both the *Siem Helix 1* and the *Siem Helix 2* commenced long-term contracts with improved rates at the end of 2022. Higher revenues on the Q7000 were primarily attributable to the vessel achieving higher utilization and rates during the third quarter 2023 as compared to the same period in 2022. Revenues in the Gulf of Mexico decreased primarily due to lower utilization on the Q4000 and the Q5000 as both vessels had their scheduled regulatory dry dock in 2023. This revenue decrease was partially offset by improved day rates on the Q4000.

Our Robotics revenues increased by 36% for the nine-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher utilization and rates on vessels, ROVs and trenchers. Chartered vessel days and utilization increased to 1,236 days and 95%, respectively, during the nine-month period ended September 30, 2023 as compared to 1,069 days and 94%, respectively, during the nine-month period ended September 30, 2022. ROV and trencher utilization increased to 60% in the nine-month period ended September 30, 2023 from 52% during the nine-month period ended September 30, 2022 and included 536 days of integrated vessel trenching in 2023 as compared to 323 days in 2022. Also included in the nine-month period ended September 30, 2023 were 148 days of stand-alone trencher activities on the i-Plough trencher and 83 days of utilization on the IROV boulder grab, both of which were acquired in the second half of 2022.

Our Shallow Water Abandonment revenues for the nine-month period ended September 30, 2023 reflected nine months of revenue generated by Helix Alliance with 75% utilization across 20 vessels and 4,362 days of utilization across 26 P&A systems and coiled tubing systems. Our Shallow Water Abandonment revenues for the nine-month period ended September 30, 2022 reflected three months of revenue generated by Helix Alliance since July 1, 2022 (Note 3) with 80% utilization across 21 vessels and 1,077 days of utilization across P&A systems and coiled tubing systems.

Our Production Facilities revenues for the nine-month period ended September 30, 2023 increased by 26% as compared to the same period in 2022, primarily reflecting higher oil and gas production with the contribution from our interest in the Thunder Hawk Field acquired during the third quarter 2022, offset in part by lower oil and gas prices during the nine-month period ended September 30, 2023 as compared to the same period in 2022.

Gross Profit (Loss). Our consolidated gross profit increased by \$131.8 million for the nine-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting increased segment profitability as well as the addition of Shallow Water Abandonment segment since July 1, 2022.

Our Well Intervention gross profit for the nine-month period ended September 30, 2023 was \$22.3 million as compared to a gross loss of \$45.9 million for the same period in 2022, primarily reflecting higher segment revenues.

Our Robotics gross profit increased by \$20.6 million for the nine-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher revenues due to increased activities.

Our Shallow Water Abandonment gross profit increased by \$40.3 million for the nine-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting nine months of operating results from Helix Alliance in 2023 as compared to three months of operating results in 2022.

Our Production Facilities gross profit increased by \$3.7 million for the nine-month period ended September 30, 2023 as compared to the same period in 2022, primarily reflecting higher revenues.

Acquisition and Integration Costs. Our acquisition and integration costs decreased by \$1.8 million for the nine-month period ended September 30, 2023 as compared to the same period in 2022, reflecting lower spend towards the late stage of the Alliance integration process.

Change in Fair Value of Contingent Consideration. The change in fair value of contingent consideration reflected increases in the estimated Alliance acquisition earn-out consideration primarily due to an improvement in Helix Alliance's results (Notes 3 and 17).

Selling, General and Administrative Expenses. Our selling, general and administrative expenses were \$71.5 million for the nine-month period ended September 30, 2023 as compared to \$54.0 million for the same period in 2022, primarily reflecting higher employee compensation costs and the addition of Helix Alliance.

Equity in Earnings of Investment. Equity in earnings of investment was \$8.3 million for the nine-month period ended September 30, 2022 primarily reflecting gains recognized as a result of the sale of the "Independence Hub" platform.

Net Interest Expense. Our net interest expense totaled \$12.6 million for the nine-month period ended September 30, 2023 as compared to \$14.6 million for the same period in 2022, primarily reflecting the increase in interest income and the repayment of certain indebtedness (Note 6).

Other Expense, Net. Net other expense was \$10.6 million for the nine-month period ended September 30, 2023, primarily reflecting foreign currency losses related to the devaluation of the Nigerian naira on our naira cash holdings, offset in part by foreign currency gains related to U.S. dollar denominated intercompany debt in our U.K. entities. Net other expense was \$37.6 million for the nine-month period ended September 30, 2022, primarily reflecting foreign currency losses related to U.S. dollar denominated intercompany debt in our U.K. entities.

Income Tax Provision. Income tax provision was \$9.6 million for the nine-month period ended September 30, 2023 as compared to \$10.1 million for the same period in 2022. The effective tax rates for the nine-month periods ended September 30, 2023 and 2022 were 35.5% and (12.5)%, respectively. These variances were primarily attributable to the earnings mix between our higher and lower tax rate jurisdictions as well as losses for which no financial statement benefits have been recognized (Note 7).

LIQUIDITY AND CAPITAL RESOURCES

Financial Condition and Liquidity

The following table presents certain information useful in the analysis of our financial condition and liquidity (in thousands):

	September 30, 2023	December 31, 2022
Net working capital	\$ 164,702	\$ 162,634
Long-term debt	218,508	225,875
Liquidity	278,608	284,729

Net Working Capital

Net working capital is equal to current assets minus current liabilities and includes current maturities of long-term debt. Net working capital measures short-term liquidity and is important for predicting cash flow and debt requirements.

Long-Term Debt

Long-term debt in the table above is net of unamortized debt issuance costs and excludes current maturities of \$8.7 million at September 30, 2023 and \$38.2 million at December 31, 2022. See Note 6 for information relating to our long-term debt.

Liquidity

We define liquidity as cash and cash equivalents, excluding restricted cash, plus available capacity under our credit facility. Our liquidity at September 30, 2023 included \$168.4 million of cash and cash equivalents and \$110.2 million of available borrowing capacity under the Amended ABL Facility (Note 6). Our liquidity at December 31, 2022 included \$186.6 million of cash and cash equivalents and \$98.1 million of available borrowing capacity under the Amended ABL Facility and excluded \$2.5 million of restricted cash. As of September 30, 2023, we had approximately \$15.9 million in Nigerian naira, which has been subject to currency exchange controls established by the Central Bank of Nigeria. Those exchange controls have to date limited our ability to convert our Nigerian naira into U.S. dollars.

Beginning 2022 and continuing through 2023, we have seen an improvement in the markets we serve, following the slowdown triggered by the COVID-19 pandemic, as evidenced by increases in our revenues and gross profit. We expect continued improvements in our operating performance, increases in our cash position and high availability on the Amended ABL Facility. We believe that our cash on hand, internally generated cash flows and availability under the Amended ABL Facility will be sufficient to fund our operations and service our debt over at least the next 12 months.

A period of weak industry activity may make it difficult to comply with the covenants and other restrictions in our debt agreements. Our failure to comply with the covenants and other restrictions could lead to an event of default. Decreases in our borrowing base may limit our ability to fully access the Amended ABL Facility. We currently do not anticipate borrowing under the Amended ABL Facility other than for the issuance of letters of credit.

On February 20, 2023, we announced that our Board authorized a new share repurchase program under which we are authorized to repurchase up to \$200 million issued and outstanding shares of our common stock. The 2023 Repurchase Program has no set expiration date. Repurchases under the 2023 Repurchase Program are expected to be made through open market purchases in compliance with Rule 10b-18 under the Exchange Act, privately negotiated transactions or plans, instructions or contracts established under Rule 10b5-1 under the Exchange Act. The manner, timing and amount of any purchase will be determined by management based on an evaluation of market conditions, stock price, liquidity and other factors. The 2023 Repurchase Program does not obligate us to acquire any particular amount of common stock and may be modified or superseded at any time at our discretion. The purchase of shares by us under the 2023 Repurchase Program is at our discretion and subject to prevailing financial and market conditions. Any repurchased shares are expected to be cancelled. During the nine-month period ended September 30, 2023, we repurchased a total of 1,584,045 shares of our common stock for approximately \$12.0 million pursuant to the 2023 Repurchase Program.

Cash Flows

The following table provides summary data from our condensed consolidated statements of cash flows (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Cash provided by (used in):		
Operating activities	\$ 57,720	\$ 1,396
Investing activities	(15,800)	(109,775)
Financing activities	(51,375)	(44,437)

Operating Activities

The increase in our operating cash flows for the nine-month period ended September 30, 2023 as compared to the same period in 2022 primarily reflects higher earnings, offset in part by higher regulatory recertification costs for our vessels and systems and higher working capital outflows. Regulatory recertification spend on our vessels and systems amounted to \$59.2 million and \$25.6 million, respectively, during the comparable year over year periods.

Investing Activities

Cash flows used in investing activities for the nine-month periods ended September 30, 2023 and 2022 reflect higher capital expenditures as a result of increased activity levels as well as \$6.0 million cash payment for the purchase of P&A equipment (Note 2). Cash flows used in investing activities for the nine-month periods ended September 30, 2022 also included \$112.6 million in net cash paid to acquire Alliance (Note 3).

Financing Activities

Net cash outflows from financing activities for the nine-month period ended September 30, 2023 primarily reflect the \$12.0 million repurchase of our common stock under the 2023 Repurchase Program, the principal repayment of \$8.3 million related to the MARAD Debt and \$30.4 million related to the 2023 Notes (Note 6). Net cash outflows from financing activities for the nine-month period ended September 30, 2022 primarily reflect the principal repayment of \$7.9 million related to the MARAD Debt and \$35 million related to the 2022 Notes.

Material Cash Requirements

Our material cash requirements include our obligations to repay our long-term debt, satisfy other contractual cash commitments and fund other obligations, including the payment of the Alliance earn-out consideration to the seller in the Alliance transaction.

Long-term debt and other contractual commitments

The following table summarizes the principal amount of our long-term debt and related debt service costs as well as other contractual commitments, which include commitments for property and equipment, operating lease obligations and contingent earn-out consideration, as of September 30, 2023 and the portions of those amounts that are short-term (due in less than one year) and long-term (due in one year or greater) based on their stated maturities (in thousands). Our property and equipment commitments include contractually committed amounts to purchase and service certain property and equipment (inclusive of commitments related to regulatory recertification and dry dock as discussed below) but do not include expected capital spending that is not contractually committed as of September 30, 2023.

We acquired Helix Alliance in July 2022 for total consideration that included cash plus an earn-out to the extent Helix Alliance's financial results exceed certain thresholds in 2022 and 2023 (Note 3). We reported \$74.1 million of contingent earn-out consideration in "Accrued liabilities" in the accompanying condensed consolidated balance sheet as of September 30, 2023 (Note 4), which was the estimated fair value of the expected future earn-out payment. The earn-out is based on Helix Alliance's financial performance through the end of 2023 and is expected to be paid in cash in the first half of 2024, and the final amount could change based on the ultimate financial performance of Helix Alliance.

Our 2026 Notes have certain early redemption and conversion features that could affect the timing and amount of any cash requirements. On September 29, 2023, we announced that the 2026 Notes are convertible at the option of the holders from October 1, 2023 through December 31, 2023 as a result of the closing price of our common stock exceeding 130% of the conversion price for at least 20 days of the last 30 consecutive trading days in the quarter ended September 30, 2023. Should the closing share price conditions continue to be met in a future quarter for the 2026 Notes, the 2026 Notes will be convertible at their holders' option during the immediately following quarter. We have the right to satisfy our conversion obligation by delivering cash, shares of our common stock or any combination thereof (Note 6).

	Total	Short-Term	Long-Term
MARAD debt	\$ 32,580	\$ 8,749	\$ 23,831
2026 Notes	200,000	—	200,000
Interest related to debt	36,943	15,566	21,377
Property and equipment	10,504	10,504	—
Operating leases ⁽¹⁾	357,952	119,579	238,373
Earn-out consideration	74,073	74,073	—
Total cash obligations	\$ 712,052	\$ 228,471	\$ 483,581

- (1) Operating leases include vessel charters and facility and equipment leases. At September 30, 2023, our commitment related to long-term vessel charters totaled approximately \$341.6 million, of which \$139.1 million was related to the non-lease (services) components that are not included in operating lease liabilities in the condensed consolidated balance sheet as of September 30, 2023.

Other material cash requirements

Other material cash requirements include the following:

Decommissioning. We have decommissioning obligations associated with our oil and gas properties (Note 13). Those obligations, which are presented on a discounted basis on the condensed consolidated balance sheets, approximate \$45.0 million (undiscounted) for Thunder Hawk Field oil and gas properties and \$33.5 million (undiscounted) for Droshky oil and gas properties as of September 30, 2023, none of which is expected to be paid during the next 12 months. We are entitled to receive \$30.0 million (undiscounted) from Marathon Oil as certain decommissioning obligations associated with Droshky oil and gas properties are fulfilled.

Regulatory recertification and dry dock. Our Well Intervention vessels and systems are subject to certain regulatory recertification requirements that must be satisfied in order for the vessels and systems to operate. Recertification may require dry dock and other compliance costs on a periodic basis, usually every 30 months. Although the amount and timing of these costs may vary and are dependent on the timing of the certification renewal period, they generally range between \$3.0 million to \$15.0 million per vessel and \$0.5 million to \$5.0 million per system.

We expect the sources of funds to satisfy our material cash requirements to primarily come from our ongoing operations and existing cash on hand, but may also come from availability under the Amended ABL Facility and access to capital markets.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Our discussion and analysis of our financial condition and results of operations, as reflected in the condensed consolidated financial statements and related footnotes, are prepared in conformity with GAAP. As such, we are required to make certain estimates, judgments and assumptions that have had or are reasonably likely to have a material impact on our financial condition or results of operations. We base our estimates on historical experience, available information and various other assumptions we believe to be reasonable under the circumstances. These estimates involve a significant level of estimation uncertainty and may change over time as new events occur, as more experience is acquired, as additional information is obtained and as our operating environment changes. For information regarding our critical accounting estimates, see our "Critical Accounting Estimates" as disclosed in our 2022 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a multi-national organization, we are subject to market risks associated with foreign currency exchange rates, interest rates and commodity prices.

Foreign Currency Exchange Rate Risk. Because we operate in various regions around the world, we conduct a portion of our business in currencies other than the U.S. dollar. As such, our earnings are impacted by movements in foreign currency exchange rates when (i) transactions are denominated in currencies other than the functional currency of the relevant Helix entity or (ii) the functional currency of our subsidiaries is not the U.S. dollar. In order to mitigate the effects of exchange rate risk in areas outside the U.S., we endeavor to pay a portion of our expenses in local currencies to partially offset revenues that are denominated in the same local currencies. In addition, a substantial portion of our contracts are denominated, and provide for collections from our customers, in U.S. dollars.

Assets and liabilities of our subsidiaries that do not have the U.S. dollar as their functional currency are translated using the exchange rates in effect at the balance sheet date, and changes in the exchange rates can result in translation adjustments that are reflected in "Accumulated other comprehensive loss" in the shareholders' equity section of our condensed consolidated balance sheets. For the nine-month period ended September 30, 2023, we recorded foreign currency translation gains of \$4.1 million to accumulated other comprehensive loss. Deferred taxes have not been provided on foreign currency translation adjustments as the related undistributed earnings are permanently reinvested.

When currencies other than the functional currency are to be paid or received, the resulting transaction gain or loss associated with changes in the applicable foreign currency exchange rate is recognized in the condensed consolidated statements of operations as a component of "Other income (expense), net." Foreign currency gains or losses from the remeasurement of monetary assets and liabilities as well as unsettled foreign currency transactions, including intercompany transactions that are not of a long-term investment nature, are also recognized as a component of "Other income (expense), net." For the three-month period ended September 30, 2023, we recorded net foreign currency losses of \$8.3 million, primarily reflecting foreign currency losses related to U.S. dollar denominated intercompany debt in our U.K. entities. For the nine-month period ended September 30, 2023, we recorded net foreign currency losses of \$10.6 million, primarily reflecting foreign currency losses of \$12.8 million related to the devaluation of the Nigerian naira on our naira cash holdings, offset in part by foreign currency gains related to U.S. dollar denominated intercompany debt in our U.K. entities.

Interest Rate Risk. In order to maintain a cost-effective capital structure, we borrow funds using a mix of fixed and variable rate debt. For variable rate debt, changes in interest rates could affect our future interest expense and cash flows. Alternatively for fixed rate debt, changes in interest rates may not affect our interest expense, but could result in changes in the fair value of the debt instrument prior to maturity. We currently have no exposure to interest rate risks as we have no outstanding debt subject to floating rates. However, we are subject to risks upon refinancing our debt.

Commodity Price Risk. We are exposed to market price risks related to oil and natural gas with respect to offshore oil and gas production in our Production Facilities business. Prices are volatile and unpredictable and are dependent on many factors beyond our control. See Item 1A. Risk Factors in our 2022 Form 10-K for a list of factors affecting oil and gas prices.

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures. Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of September 30, 2023. Based on this evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective as of September 30, 2023 to ensure that information that is required to be disclosed by us in the reports we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and (ii) accumulated and communicated to our management, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting. There have been no changes in our internal control over financial reporting that occurred during the three-month period ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

See Part I, Item 1, Note 12 — Litigation to the Condensed Consolidated Financial Statements, which is incorporated herein by reference.

Item 1A. Risk Factors

There have been no material changes during the period ended September 30, 2023 in our “Risk Factors” as discussed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2022.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Period	(a) Total number of shares purchased ⁽¹⁾	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs ⁽²⁾	(d) Approximate dollar value of shares that may yet be purchased under the plans or programs ⁽³⁾ (in thousands)
July 1 to July 31, 2023	—	\$ —	—	\$ 189,941
August 1 to August 31, 2023	—	—	—	189,941
September 1 to September 30, 2023	176,172	11.08	174,045	188,012
	<u>176,172</u>	<u>\$ 11.08</u>	<u>174,045</u>	

- (1) Includes shares repurchased in open-market transactions pursuant to the 2023 Repurchase Program as described in footnote (3) below and shares forfeited in satisfaction of tax obligations upon vesting of share-based awards under our existing long-term incentive plans.
- (2) Represents shares repurchased under the 2023 Repurchase Program.
- (3) On February 20, 2023, we announced that our Board authorized a new share repurchase program under which we are authorized to repurchase up to \$200 million issued and outstanding shares of our common stock. The 2023 Repurchase Program has no set expiration date. Concurrent with the authorization of the 2023 Repurchase Program, our Board revoked the prior authorization to repurchase shares of our common stock in an amount equal to any equity granted to our employees, officers and directors under our share-based compensation plans. See Note 8 to this Quarterly Report on Form 10-Q and Note 10 to our 2022 Annual Report on Form 10-K for additional information regarding our share repurchase programs.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(c) During the three-month period ended September 30, 2023, no director or “officer” of Helix adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit Number	Description	Filed or Furnished Herewith or Incorporated by Reference from the Following Documents (Registration or File Number)
3.1	2005 Amended and Restated Articles of Incorporation, as amended, of Helix Energy Solutions Group, Inc.	Exhibit 3.1 to the Current Report on Form 8-K filed on March 1, 2006 (000-22739)
3.2	Second Amended and Restated By-Laws of Helix Energy Solutions Group, Inc., as amended.	Exhibit 3.1 to the Current Report on Form 8-K filed on September 28, 2006 (001-32936)
31.1	Certification Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 by Owen Kratz, Chief Executive Officer.	Filed herewith
31.2	Certification Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 by Erik Staffeldt, Chief Financial Officer.	Filed herewith
32.1	Certification of Helix's Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith
101.INS	XBRL Instance Document.	The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document.	Filed herewith
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.	Filed herewith
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.	Filed herewith
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.	Filed herewith
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.	Filed herewith
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**HELIX ENERGY SOLUTIONS GROUP, INC.
(Registrant)**

Date: October 25, 2023

By: /s/ Owen Kratz

Owen Kratz
President and Chief Executive Officer
(Principal Executive Officer)

Date: October 25, 2023

By: /s/ Erik Staffeldt

Erik Staffeldt
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

SECTION 302 CERTIFICATION

I, Owen Kratz, the President and Chief Executive Officer of Helix Energy Solutions Group, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Helix Energy Solutions Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 25, 2023

/s/ Owen Kratz

Owen Kratz

President and Chief Executive Officer

SECTION 302 CERTIFICATION

I, Erik Staffeldt, the Executive Vice President and Chief Financial Officer of Helix Energy Solutions Group, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Helix Energy Solutions Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 25, 2023

/s/ Erik Staffeldt

Erik Staffeldt
Executive Vice President and Chief Financial Officer

CERTIFICATION OF CEO AND CFO PURSUANT TO 18 U.S.C. SECTION 1350
(As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report of Helix Energy Solutions Group, Inc. ("Helix") on Form 10-Q for the quarterly period ended September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Owen Kratz, as President and Chief Executive Officer, and Erik Staffeldt, as Executive Vice President and Chief Financial Officer, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Helix.

Date: October 25, 2023

/s/ Owen Kratz

Owen Kratz
President and Chief Executive Officer

Date: October 25, 2023

/s/ Erik Staffeldt

Erik Staffeldt
Executive Vice President and Chief Financial Officer
