

## Forward looking statement



Certain statements in this presentation are not historical facts and are "forward-looking." Examples of such forward-looking statements might include, but are not limited to:

- projections or expectations of revenues, income (or loss), earnings (or loss) per share, dividends, capital structure or other financial items or ratios;
- statements of our plans, objectives or goals, including those related to products or services;
- statements of future economic performance; and
- statements of assumptions underlying such statements.
- Words such as "believes," "anticipates," "expects," "estimates", "intends" and "plans" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.
- By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. You should be aware that a number of
- important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements, including our ability to execute our restructuring and cost reduction program.
- When relying on forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, especially in light of the political, economic, social and legal environment in which we operate. Such forward-looking statements speak only as of the date on which they are made, and we do not undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. We do not make any representation, warranty or prediction that the results anticipated by such forward looking statements will be achieved, and such forward-looking statements represent, in each case, only one of many possible scenarios and should not be viewed as the most likely or standard scenario.



## 1. Company overview

## Integra at a glance





Consolidated Revenue 2006 - \$546MM Adjusted EBITDA 2006 -\$96MM<sup>(1)</sup> Total Assets as of 31 December 2006 – \$1,234MM

## **Drilling, Workover** and IPM

## Market Share (2) **Key Services**

§ 2.3%

Drilling

Workovers

- Integrated Project Management
- **Drilling Tools and Technology** Services

## Personnel (4) Key Statistics 2006 (6)

- Ca. 8,100 employees
- 44 active drilling rigs
- 43 active workover rigs
- 473.8 th meters drilled
- 1,057 workover operations

#### Key Customers













## TOTAL

## **Formation Evaluation**

- 15.9%
- 2-D, 3-D surveys
- Production logging
- Perforation
- Seismic processing and interpretation
- Ca. 4,500 employees
- 124 logging crews (7)
- 52 seismic crews (8)
- 15.4 th km 2-D seismic (6)
- 5.7 th sq km 3-D seismic (6)
- 7.2 th logging operations







## **OFS Equipment Manufacturing**

- 67.8%<sup>(3)</sup>
- Heavy drilling rigs
- Cementing fleet
- Other equipment
- Ca. 2,700 employees
- 5 new rigs completed
- 16 rigs modernized
- 6 cementing complexes











- (1) Adjusted EBITDA represents profit (loss) before interest income (expenses), exchange gains (losses), income taxes, gain on acquisition of subsidiaries, loss on disposal of property, plant and equipment, depreciation and amortization, share-based compensation and minority interest
- (2) Based on Douglas-Westwood estimates of revenues, incl. in-house OFS units of Russian oil majors. Under Douglas-Westwood classification, drilling tools are included in OFS Equipment Manufacturing, while Integra includes results of its drilling tools subsidiary (BI) into Drilling, Workover and IPM segment
- Market for selected equipment, consisting of heavy drilling rigs, down-hole motors, turbines and cementing equipment
- Personnel data as of 30 September 2006
- (6) Excluding associates SNGF, NNGF, including Azimut (8) 46 seismic crews excl. associates (7) 46 logging crews excl associates

## **Country-wide Presence**





Source: Company data as of December, 2006

(1) Including Azimuth

## **Investment Highlights**



### Leadership position in **Russian OFS**

- § Independent OFS company with broad client base
- § #1 heavy drilling rigs producer
- § Leading drilling and workover company
- § Presence in all of Russia's onshore oil provinces and service segments
- § Commitment to high **HSE** standards

#### Significant M&A upside

- § Ongoing consolidation in the sector
- § 14 acquisitions in 2 years
- § Access to unique M&A opportunities and capital
- § Experienced M&A team

#### Attractive underdeveloped market

- § Russia is world's largest oil & gas producer
- § Upstream capex by top-5 Russian oil producers up by 47% in 2005
- § OFS market undersupplied and underinvested
- § Reduced sensitivity to oil prices given tax system





### Basis for organic growth

- § Prudent capital investments
- § Expected synergies and economies of scale
- § Focus on execution







**O**-

#### Strong governance

- § International board with experienced non-executive directors
- § Western corporate governance practices



#### **Experienced and motivated** management

- § Extensive industry / Russian experience
- § Alignment of incentives with own money at stake
- § Long standing relationships with customers

### Diverse product and service offering

- § Full range of onshore OFS products
- § Unique manufacturing capabilities
- § Integrated project management services





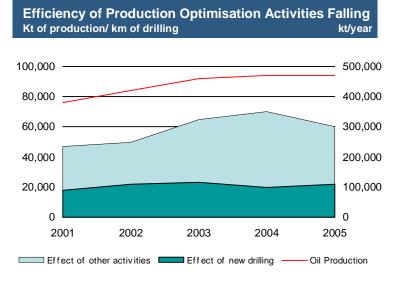
## 2. Strong market fundamentals

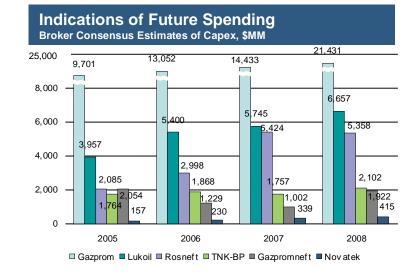
## Sector E&P spending increasing



Depleting	Reserves			
	Avg Company		% of Total	Start of
Company	Watercut 9M06, %	Major Producing Fields	Production	Production
LUKOIL	80%	Tevlinsko- Russinskoe	13%	1986
		Vatyeganskoye	9%	1983
		Povkhovskoye	7%	1978
Rosneft	77%	Priobskoye	29%	1988
TNK-BP	87%	Samotlorskoye	40%	1969
Gazprom Neft	78%	Sugmutskoye	29%	1976
		Sporishevskoye	12%	1976
Tatneft	83%	Romashkinskoye	60%	1948

Big Projects Expected to Come on Stream				
Field	Region	Recoverable Reserves MM boe		
Vankorskoye	East Siberia	2,329		
Verkhnechonskoe	East Siberia	2,097		
Talakanskoye	East Siberia	893		
Salym	West Siberia	812		
Trebs	Timano-Pechora	392		
Titov	Timano-Pechora	344		





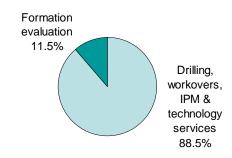
Source: RPI, CDU-TEK, Wood Mackenzie, Factiva, company reports, FactSet

## **Attractive Growth of the OFS Market**

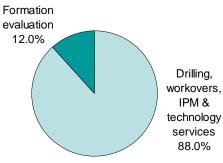


## Addressable OFS Market Structure (Excluding Manufacturing)(1)

2011E



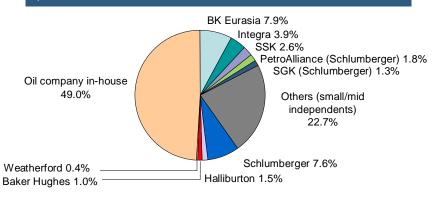




Total 2006E: \$11.4Bn

Total 2011E: \$14.1Bn (real) \$22.5Bn (nominal<sup>(2)</sup>)

## Total OFS Market in 2006 Excluding Manufacturing: \$11.4 Bn



Integra's	Diversifie	ed Produc	t Offering

	INTEGRA	салоі	SSK	S SKE	Schimberger	нашвитом
Seismic	ü	û	û	û	ü	û
Logging	ü	û	û	û	ü	ü
Drilling	ü	û <sup>(3)</sup>	ü	ü	ü	û
Workover	ü	ü	ü	ü	ü	û
IPM	ü	û	û	û	ü	ü
Manufacturi ng	ü	û	û	û	û	û
Key	Diverse	Diverse	Rosneft,	LUKOIL	Diverse	Diverse

Source: Douglas-Westwood, Press reports, Company

- (1) Douglas-Westwood includes both drilling equipment and drilling tools in the manufacturing segment of the OFS market, not shown here
- Using DW's assumption of 10% p.a. OFS price inflation
- (3) According to DW report, CAT Oil also provides cementing services, but not conventional drilling

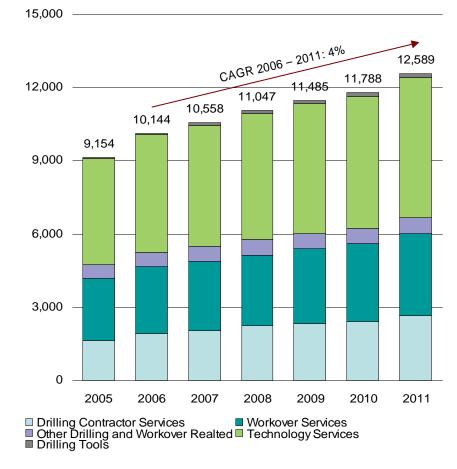
# Drilling, Workover and IPM Industry Overview



#### **Market Trends**

- § Era of easy oil is gone (even in Russia)
  - § Most easy-to-drill, easy-to-produce fields developed and depleting
  - § Limited scope for further output growth through optimisation
- § State policies encourage development
  - § Tax holidays in East Siberia and for depleted fields
  - § Rapid development of infrastructure
- § Historically extensive wellcount a solid foundation for drilling/workover
- § Oil companies' profits less sensitive to oil price fluctuations as compared with other countries
  - § According to equity market analysts, only 10-15% of proceeds from crude sales at Urals above \$25/bbl accrue to oil producers

## Drilling, Workover, IPM, Technology and Drilling Tools Market<sup>(1)</sup> \$MM. in Real 2006 Prices



Source: Douglas-Westwood

 IPM services are included within Drilling, Workover and Technology Services and not identified separately

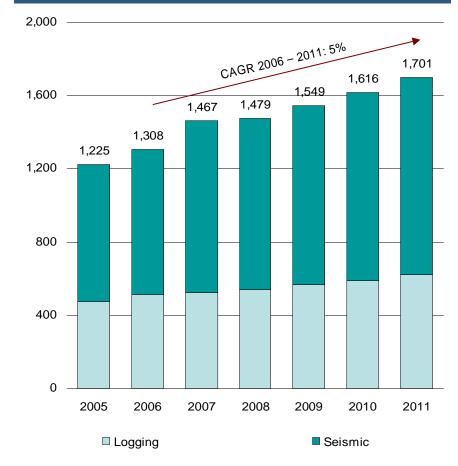
# Formation Evaluation Industry Overview



#### **Market Trends**

- § New provinces and fields being developed
  - § Companies actively working on reserve replacement and production growth
  - § Cash-rich balance sheets allow for increased investments in exploration
- § Reserves now as important (or even more) as production
  - § Russian companies realizing addition of reserves brings value
- § Underinvestment in exploration in 2002-2005
- § Shift to 3D seismic from 2D
- § State investing funds in geological studies/ seismic
  - § Ca. \$5Bn to be spent on oil & gas geology surveys until 2020, excl. exploration drilling

## Logging and Seismic Market \$MM, in Real 2006 Prices



Source: Douglas-Westwood, Ministry of Natural Resources

# OFS Equipment Manufacturing Industry Overview

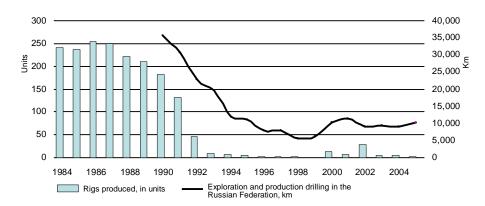


## Russia's Drilling Fleet Age As of 1 January 2006

500
400
300
200
427
494
338
233
233
200
>20 years 15-20 years 10-15 years 5-10 years <5 years

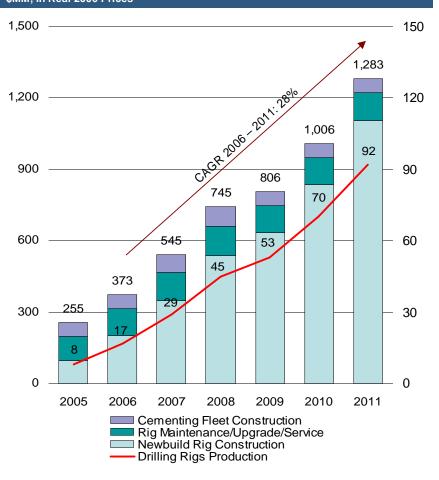
Source: Union of Russian producers of OFS equipment

## Historical Production of Heavy Rigs by the State vs. Oil Sector Drilling As of 1 January 2006



Source: CDU TEK, Union of Oil & Gas Equipment Manufacturers

## OFS Equipment Manufacturing Market (2) \$MM, in Real 2006 Prices



Source: Douglas-Westwood

(2) For the purpose of this presentation OFS equipment manufacturing market comprises only of the stated above 3 segments



## 3. Integra: Strategy of Growth

## **Strategy of Growth**



## Corporate

- § Grow market share through value added acquisitions and organic investments, technology
- Focus on integration and increase efficiency of acquired operations

## **Services**

- § Offer more value added oilfield services
- § Continue to optimise oilfield service and product offering



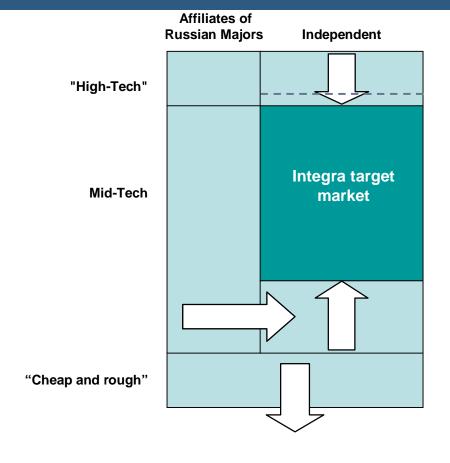
## Manufacturing

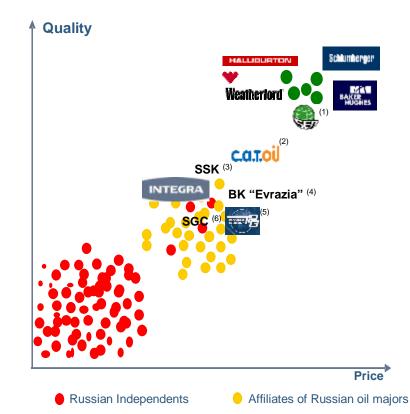
- Expand business by increasing the volume of equipment produced, applying new technology and marketing proactively
- Increase presence in equipment repair and leasing services

## Integra Target Market: "Sweet Spot"



## **Market Structure and Players**





- International Service Providers
- (1) Smith Eurasia Group. Acquired by Integra in August 2006
- (2) CAT Oil is the niche player focused on hydro fracturing
- (3) Siberian Service Company Former Yukos drilling subsidiary
- (4) Former LUKOIL Drilling
- (5) TyumenPromGeophysics. Subsidiary of Schlumberger
- (6) Siberian Geophysics Company. Subsidiary of Schlumberger

Source: Company

## Outsourcing and spin-off of OFS units

## **M&A** opportunity for independents



## **Key Trends**

#### **Past**

§ Until recently, service functions in the Russian oil&gas industry were performed in-house by oil producers

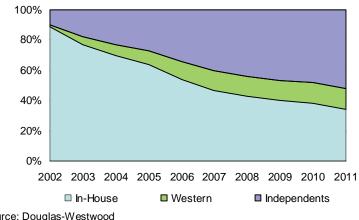
#### **Present**

- § Traditional vertically integrated OFS industry is now expanding horizontally
- § Oil & gas majors spinning off service arms (e.g. LUKOIL)
- § Small independents consolidating

#### **Trend**

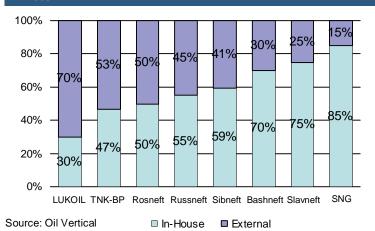
- § Creation of major drilling & service companies
- § Opportunities to capture former in-house contractors volumes
- § Benefits of scale becoming a differentiating factor among independents

#### Share of In-House Service Providers to Decline



Source: Douglas-Westwood

#### **High Level of In-house OFS Still Dominates** In 2005



Source: Douglas-Westwood, Company

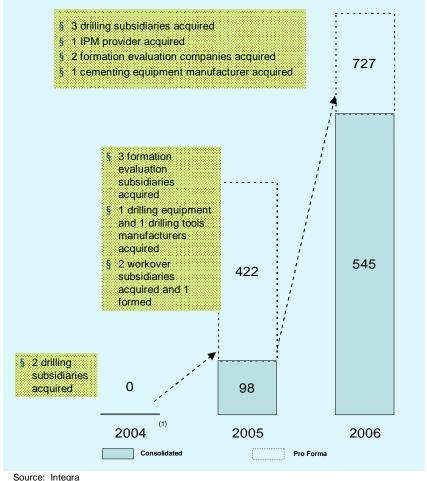
## Consolidator Advantage



#### Selected Acquisitions' Rationale

- § Drilling, workover and IPM
  - § PNBK: Reinforce presence in West Siberia, Volga Urals and Kazakhstan
  - § BI: Get exposure to fast-growing and high-margin drilling tools market
  - § Smith: Bring in exceptional management team; penetrate high-margin IPM and technology services segments; potential for cross-selling
- § Formation evaluation
  - **TNGF**: Enhance footprint in the high-margin fast growing seismic market
  - § Azimuth: Diversify exposure to seismic market by expansion to Kazakhstan
- § Equipment manufacturing
  - § **URBO**: Acquire a leading player in the Russian heavy drilling rigs market

## Integra's Consolidated Revenue



No operations in 2004

## **M&A Process**



## Sourcing of Opportunities

- Extensive relationships and market screening through top management
- Ability to offer a well structured and defined transaction process
- Established procedures of screening and selecting opportunities
- Financing capability

## Execution & Integration

- Dedicated M&A team
- Established controls and diligence procedures
- Established integration process
- Implementation of Integra systems and processes

## Providing Strategic Platform

- Providing management support for acquired assets
- Fit with Integra strategy
- Complementary assets, people and technologies

## **Expected Synergies**

- Economies of scale
- Improved utilisation
- Investment in capex and overall modernisation
- Integrated offering capability/crossselling
- Supply chain management and procurement being formed
- Technology and people
- Sales and marketing platform being formed

# Fit with Strategy AND Control or Path to Control AND Ability to Integrate

# Undervalued AND /OR Synergies AND /OR Potential for Material Growth AND /OR Compared Positively with Organic Growth Opportunities

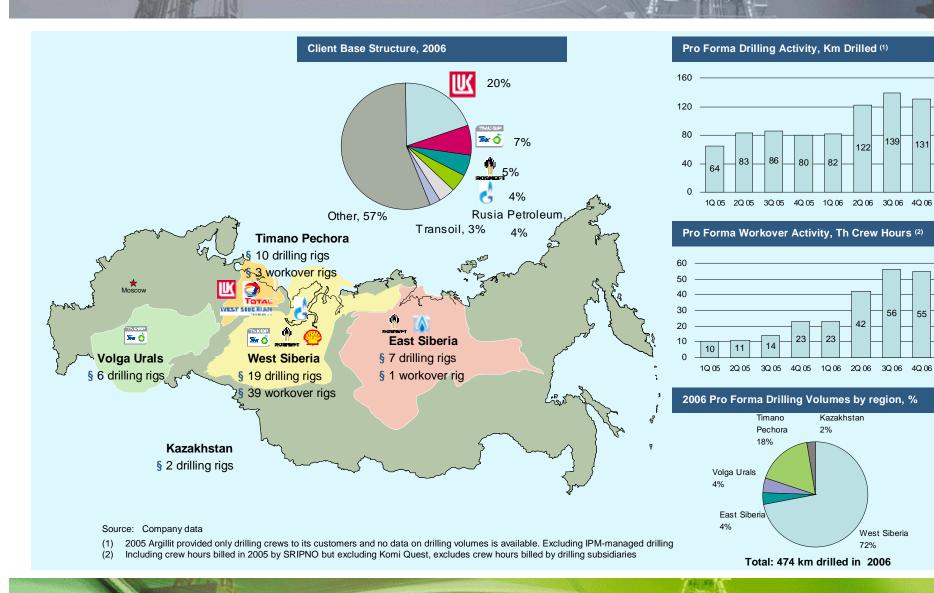


## 4. Leading OFS Position

## **Drilling and Workover Consistent growth**



West Siberia



## IPM: A High Value-Added Service



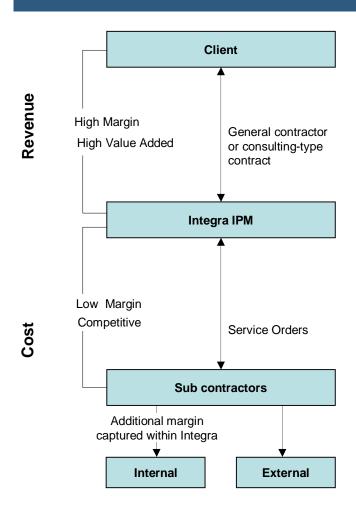
## **Description**

- § Project management/ general contractor service
- § High margin, high value added business
- § Increasing demand for turn key solutions from clients due to
  - § Lack of in-house expertise
  - § High technology offering
- § Limited competition and price elasticity
- § Cross-selling opportunities

## **Examples**

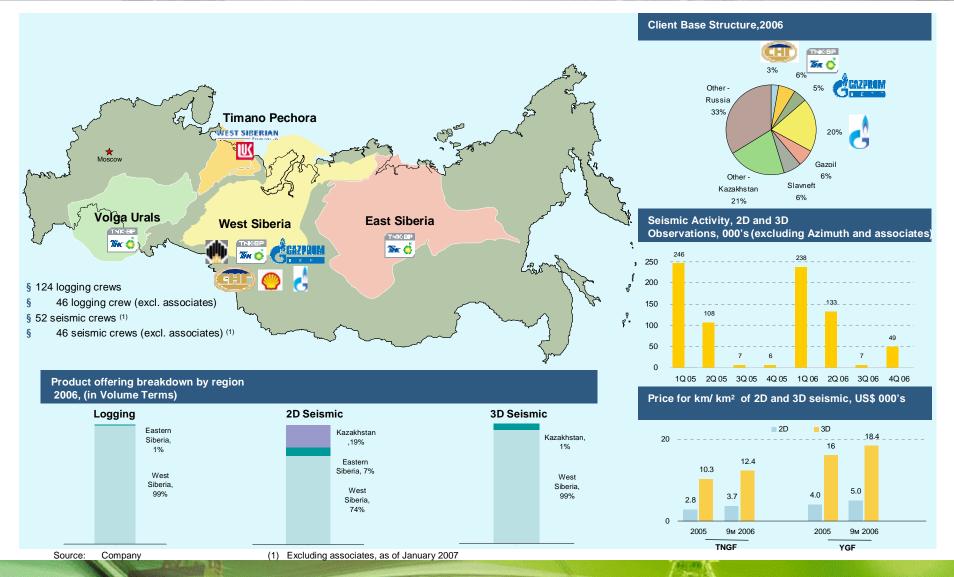
- § Contract with a gas producer
  - § Drilling of 11 wells over 3 years
  - § Design, preparation, control, quality check
  - § Overall project management
- § Tender won from an oil major
  - § Drilling of 19 wells in 2007
  - § Major development project in East Siberia

#### **IPM Contract Structure**



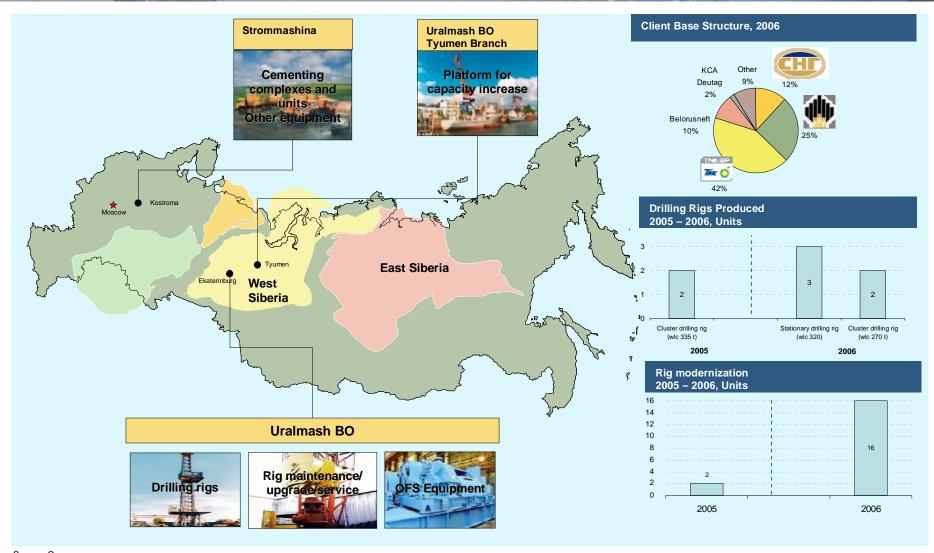
# Formation Evaluation Market Leading Performance





# **Equipment Manufacturing Capturing the Opportunity**





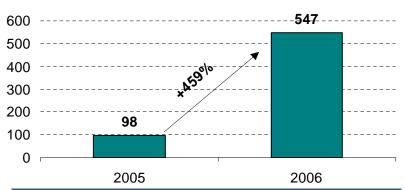


## 4. Financial Performance

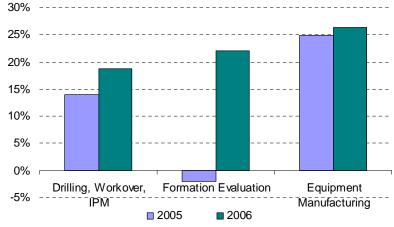
# Financial Performance Strong organic and non-organic growth



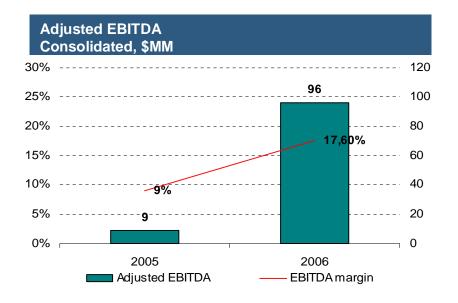




## Adjusted EBITDA Margins by division %



Source: Company data



- § Dramatic growth in consolidated financials due to acquisitions
- § Group EBITDA margin of 17.6%
  - § Drilling, Workover and IPM: 18.8%
  - § Formation Evaluation: 22.1%
  - § Manufacturing: 26.3%

## **Investment Programme and Contract Backlog**

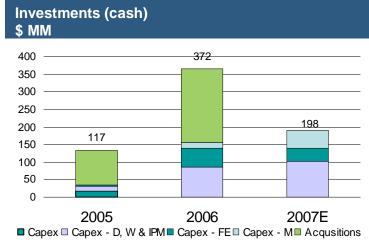


#### **Comments**

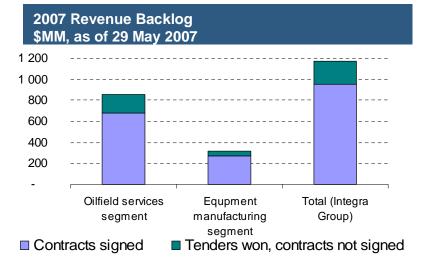
- § US\$162MM invested in Capex in 2006
- § Over US\$190MM envisaged for 2007E
- § Mostly of development nature to increase production capacity and to improve quality of service / reduce maintenance costs
- § To be financed with IPO proceeds, operating cashflows, and debt

#### Comments

- § To date, Integra has contracted a substantial amount of its 2007 work plan in all three segments of operation. Signed contracts are estimated at US\$950 MM
- § Beyond contracts, company has a backlog of tenders won but contracts not signed-US\$224 MM



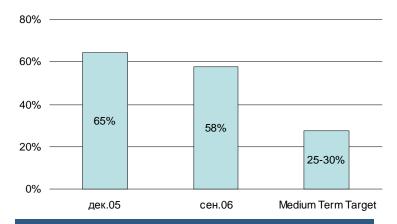
Source: Company data



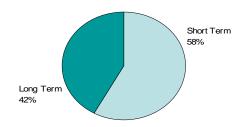
## Capital Structure



## Target Gearing: Net Debt/(Net Debt + Equity)



#### **Debt Portfolio Overview**



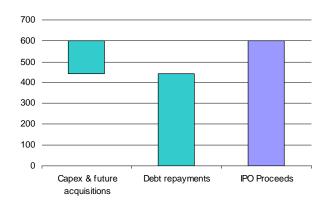
Total gross debt: \$586.5MM as of 31 December 2006. Total gross debt: c\$254MM as of 16 April 2006<sup>(1)</sup>

Source: Integra

- (1) Unaudited data
- (2) Cash and deposits as of 16 April 2007 is c\$220MM.

- § Target leverage 25-30%
- § Focus on
  - § Increasing debt maturity
  - § Matching currency with revenue (Rub)
  - § Repaying/ refinancing higher cost debt
  - § Using IPO proceeds to decrease leverage

## Use of IPO proceeds US\$ MM



Source: Integra



# 4. Board, Management and Shareholder Structure

## **Board and Shareholder Structure**



#### **Board of Directors**



- · Founder and former CEO, Khanty Mansiysk Oil Corporation (KMOC)
- · Founder and President, J Fitzgibbons LLC and Brookline Partners LLC

Chairman John B. Fitzgibbons

#### losif Bakaleinik

- First VP of SUAL
- Former first VP of TNK, head of economy and finance block

#### John W. Kennedy

- Chairman, Vetco Int. and Wellstream Int. Ltd
- · Former Executive VP. Halliburton

#### Neil Gaskell

- Former Group Treasurer, Shell
- Former Executive Director, Shell International

#### J.Robert Maguire

Former co-head and MD of Global Oil and Gas Group at Morgan Stanley

#### Felix Lubashevsky, CEO

 Former Executive VP Oilfield services and Supply Chain Management, TNK-BP

Non-executive director

Non-executive director

Non-executive director

Non-executive director

#### **Corporate committees**

**Audit Committee** Neil Gaskell

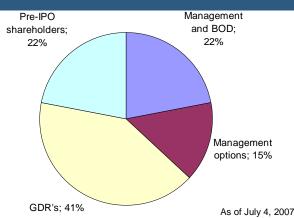
**Board Level** 

Compensation Committee losif Bakaleynik

#### Company Level

Executive Committee						
Financial Committee A. Polevoy	Investment Committee E. Shevchenko	Contract Control Committee D. Shulman	Operational Committee F. Lubashevsky			

## Post-IPO Shareholder structure (fully diluted)



Source: Company data

## **Experienced Management Team**





FELIX LUBASHEVSKY CEO

- Former Executive Vice President, Oilfield Services and Supply Chain Management, TNK-BP
- Graduate of Plekhanov Russian Academy of Economics with a degree in Economical Cybernetics



MARK SADYKHOV EVP – OFS

- Founder and President, Smith Eurasia
- Graduate of Azerbaijan Oil and Chemistry Institute with a degree in Petroleum Engineering



ALEX POLEVOY
CFO

- Former CFO of NYSE listed Mechel Group
- Former Head of Corporate Audit of TNK-BP
- Former head of Monitoring and Control Group with the BoD of TNK
- Former CFO of Upstream Operations for Yukos
- Graduate of Northern Alberta Institute of Technology, Canada



VITALY TKACHEV EVP Equipment Manufacturing

- Former First VP, Head of Downstream in TNK
- Former General Director OrenburgNeft
- Former president ONAKO
- Graduate of Kiev Institute of Civil Aviation Engineers with a degree in Engineering



ELENA SHEVCHENKO EVP, Strategy and Business Development

- Former Executive Vice-President for Business Services, Khanty-Mansiysk Oil Corporation (KMOC)
- Graduate of Russian Oil and Gas Academy named after Gubkin with a degree in Geology and Geophysics



DMITRY SHULMAN EVP, Business Services

- Former VP, Security, JSC Rosneft
- Former Deputy
   Management
   Board Chairman,
   JSC CB
   Stroikredit;
- Graduate of Khabarovsk High school of Ministry of Internal Affaires with a degree in Law



STEPHEN POLAKOFF General Counsel

- Former Head of Legal Department of Deutsche Bank's Moscow office
- Graduate of Colgate University in Hamilton, New York. Juris doctorate degree of Georgetown University Law School, Washington D.C















## **Extensive Organisational Support**



