QGOG Constellation S.A.

Unaudited Condensed Consolidated Interim Financial Statements as of March 31, 2016 and for the Three-month Period Then Ended and Report on Review of Interim Financial Statements

Deloitte Touche Tohmatsu Auditores Independentes

TABLE OF CONTENTS

Deloitte Touche Tohmatsu
Av. Presidente Wilson, 231 – 22º
Rio de Janeiro – RJ – 20030-905
Brasil

Tel: + 55 (21) 3981-0500
Fax:+ 55 (21) 3981-0600
www.deloitte.com.br

REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

To the Board of Directors and Shareholders of
QGOG Constellation S.A.
Luxembourg

Introduction

We have reviewed the accompanying condensed consolidated interim statement of financial position of QGOG Constellation S.A. (the "Company") as of March 31, 2016, the related condensed consolidated interim statement of operations, statement of comprehensive income, statement of changes in shareholder's equity and statement of cash flows for the three-month period then ended, and other explanatory notes.

Management is responsible for the preparation and fair presentation of this condensed consolidated interim financial information in accordance with International Accounting Standards 34 *Interim Financial Reporting* ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"). Our responsibility is to express a conclusion on this condensed consolidated interim financial information based on our review.

Scope of Review

Except for the matter described in the Basis for Qualified Conclusion paragraph below, we conducted our review in accordance with International Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* ("ISRE 2410"). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Basis for Qualified Conclusion

Partnership with Sete Brasil Participações S.A. and its subsidiaries - Investments in associates

As disclosed in Note 9, as of March 31, 2016 and for the three-month period then ended, the investees Urca Drilling B.V., Bracuhy Drilling B.V. and Mangaratiba Drilling B.V. presents shareholders' deficiency and net losses in the amounts of US$179,980 thousand and US$5,107 thousand, respectively (balances not audited and/or reviewed by independent auditors). Despite the investees shareholders' deficiency as of March 31, 2016, the Company has reduced its 15% share participation in these investees to zero.

The majority shareholder of these investees is Sete International One GmbH ("Sete International"), a subsidiary of Sete Brasil Participações S.A. ("Sete Brasil").

Sete Brasil has been facing funding and liquidity difficulties to meet its operational and financing commitments in order to complete the construction of its semi-submersible offshore drilling rigs (including those related to the aforementioned investees), and thus on April 29, 2016, Sete Brasil has decided to file for a judicial recovery request. These conditions indicates the existence of a material uncertainty that may cast significant doubt about the investees' ability to continue as a going concern.

Until the date of this report, we were unable to obtain sufficient appropriate audit evidence about the Company's investment amounts in these investees as at March 31, 2016, and the Company's share of results on these investees for the three-month period then ended. Consequently, we were unable to determine whether any adjustments or additional disclosures to the accompanying notes of these investees balances as at March 31, 2016 and for the three-month period then ended were due necessary.

Qualified Conclusion

Based on our review, except for the possible effects, if any, of the matter described in the Basis for Qualified Conclusion paragraph, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial information does not present fairly, in all material respects, the financial position of the Company as of March 31, 2016, and of its financial performance and its cash flows for the three-month period then ended in accordance with IAS 34, as issued by the IASB.

Emphasis of matter

Partnership with SBM Offshore N.V. and its subsidiaries - Contingent liability

We draw attention to Note 9 to the consolidated financial statements, which discloses the uncertainty related to the outcome of the contingent liability of the Company's investments in associates and joint ventures held with its partner, SBM Offshore N.V. and its subsidiaries, related to operations in Brazil. Our conclusion is not qualified in respect of this matter.

Other matter

The consolidated financial statements as at December 31, 2015 and for the year then ended were audited by us and our independent auditor's report dated March 17, 2016, contained the following departures from standard auditors' report:

(i) Same qualification described in the "Basis for Qualified Conclusion" paragraph above ("Partnership with Sete Brasil Participações S.A. and its subsidiaries - Investments in associates"); and

(ii) Same emphasis of matter described in the "Emphasis of matter" paragraph above ("Partnership with SBM Offshore N.V. and its subsidiaries - Contingent liability").

DELOITTE TOUCHE TOHMATSU
Auditores Independentes
Rio de Janeiro, Brazil
May 30, 2016

QGOG CONSTELLATION S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF MARCH 31, 2016
(Amounts expressed in thousands of U.S. dollars - US$)

ASSETS	Note	March 31, 2016	December 31, 2015
CURRENT ASSETS			
Cash and cash equivalents	3	224,649	154,810
Short-term investments	4	252,433	246,871
Restricted cash	5	21,757	21,744
Trade and other receivables	6	96,353	109,455
Inventories	7	187,055	179,230
Recoverable taxes	20.a	11,928	10,742
Deferred mobilization costs		12,263	12,385
Deferred tax assets	20.c	24	200
Receivables from related parties	8	1,773	1,417
Other current assets		19,914	21,930
		828,149	758,784
NON-CURRENT ASSETS			
Receivables from related parties	8	323,688	315,380
Derivatives	14	-	896
Other non-current assets		4,200	3,819
Investments	9	234,774	245,306
Deferred mobilization costs		14,561	17,583
Deferred tax assets	20.c	3,410	2,378
Property, plant and equipment, net	10	4,288,114	4,328,023
		4,868,747	4,913,385
TOTAL ASSETS		5,696,896	5,672,169
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Loans and financings	11	405,665	390,075
Payroll and related charges		24,874	36,295
Derivatives	14	23,816	24,377
Trade and other payables		28,201	26,566
Payables to related parties	8	940	623
Taxes payables	20.b	9,864	9,559
Provisions	12	4,670	4,570
Deferred revenues		65,873	56,343
Other current liabilities		58,004	59,655
		621,907	608,063
NON-CURRENT LIABILITIES			
Loans and financings	11	2,156,855	2,231,275
Payables to related parties	8	295,360	288,694
Derivatives	14	18,382	11,198
Deferred revenues		78,629	82,966
Other non-current liabilities		1,631	1,555
		2,550,857	2,615,688
TOTAL LIABILITIES		3,172,764	3,223,751
SHAREHOLDERS' EQUITY			
Share capital	15.a	63,200	63,200
Share premium	15.a	766,561	766,561
Transaction costs on issuance of shares		(9,721)	(9,721)
Reserves	15.b/d	(47,431)	(33,082)
Retained earnings		1,719,922	1,634,115
Equity attributable to the owners of the Group		2,492,531	2,421,073
Non-controlling interests	15.e	31,601	27,345
TOTAL SHAREHOLDERS' EQUITY		2,524,132	2,448,418
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		5,696,896	5,672,169

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

QGOG CONSTELLATION S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2016
(Amounts expressed in thousands of U.S. dollars - US$, except per share amounts)

	Note	2016	2015
NET OPERATING REVENUE	16	278,906	261,050
COST OF SERVICES	17	(128,604)	(137,489)
GROSS PROFIT		150,302	123,561
General and administrative expenses	17	(9,714)	(8,320)
Other income	18	78	265
Other expenses	18	(6)	(1,554)
OPERATING PROFIT		140,660	113,952
Financial income	19	3,563	2,817
Financial expenses	19	(34,464)	(28,260)
Net foreign exchange gain/(loss)	19	(11)	158
FINANCIAL EXPENSES, NET		(30,912)	(25,285)
Share of results of investments	9	(9,181)	4,198
PROFIT BEFORE TAXES		100,567	92,865
Taxes	20.d	(8,235)	(8,960)
PROFIT FOR THE PERIOD		92,332	83,905
Profit attributable to the owners of the Group		85,807	78,177
Profit attributable to non-controlling interests		6,525	5,728
Profit per share			
Basic	15.f	0.45	0.41
Diluted	15.f	0.45	0.41

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

QGOG CONSTELLATION S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2016
(Amounts expressed in thousands of U.S. dollars - US$)

	Note	2016	2015
PROFIT FOR THE PERIOD		92,332	83,905
OTHER COMPREHENSIVE LOSS			
Items that may be reclassified subsequently to profit or loss:			
Cash flow hedges fair value adjustments attributable to:			
Owners of the Group	15.d	(9,515)	(3,132)
Non-controlling interests	15.d	(2,269)	(2,563)
	14/15.d	(11,784)	(5,695)
Share of investments' other comprehensive loss	9/15.d	(10,528)	(2,725)
Foreign currency translation adjustments	15.d	5,694	(12,188)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		75,714	63,297
Comprehensive income attributable to the owners of the Group		71,458	60,132
Comprehensive income attributable to non-controlling interests		4,256	3,165

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

QGOG CONSTELLATION S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2016
(Amounts expressed in thousands of U.S. dollars - US$)

					Reserves					Equity attributable to		
	Note	Share capital	Share premium	Transaction costs on issuance of shares	Legal	Cash flow hedges fair value adjustments	Share of investments' other comprehensive loss	Foreign currency translation adjustments	Retained earnings	Owners of the Group	Non-controlling interests	Total shareholders' equity
BALANCE AS OF DECEMBER 31, 2014		63,200	766,561	(9,721)	5,683	1,208	(15,330)	3,032	1,405,712	2,220,345	7,727	2,228,072
Profit for the period		-	-	-	-	-	-	-	78,177	78,177	5,728	83,905
Other comprehensive loss for the period	15.d	-	-	-	-	(3,132)	(2,725)	(12,188)	-	(18,045)	(2,563)	(20,608)
Total comprehensive income for the period		-	-	-	-	(3,132)	(2,725)	(12,188)	78,177	60,132	3,165	63,297
BALANCE AS OF MARCH 31, 2015		63,200	766,561	(9,721)	5,683	(1,924)	(18,055)	(9,156)	1,483,889	2,280,477	10,892	2,291,369
BALANCE AS OF DECEMBER 31, 2015		63,200	766,561	(9,721)	5,683	(6,042)	(13,872)	(18,851)	1,634,115	2,421,073	27,345	2,448,418
Profit for the period		-	-	-	-	-	-	-	85,807	85,807	6,525	92,332
Other comprehensive loss for the period	15.d	-	-	-	-	(9,515)	(10,528)	5,694	-	(14,349)	(2,269)	(16,618)
Total comprehensive income for the period		-	-	-	-	(9,515)	(10,528)	5,694	85,807	71,458	4,256	75,714
BALANCE AS OF MARCH 31, 2016		63,200	766,561	(9,721)	5,683	(15,557)	(24,400)	(13,157)	1,719,922	2,492,531	31,601	2,524,132

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

QGOG CONSTELLATION S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2016
(Amounts expressed in thousands of U.S. dollars - US$)

	Note	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the period		92,332	83,905
Adjustments to reconcile profit for the period to net cash provided by operating activities:			
Depreciation of property, plant and equipment	10/17	58,491	47,971
Gain on disposal of property, plant and equipment, net	18	(37)	(127)
Share of results of investments	9	9,181	(4,198)
Recognition of deferred mobilization costs		3,096	2,808
Recognition of deferred revenues, net of taxes levied		(10,950)	(5,617)
Financial expenses on loans and financings	11.a/19	29,588	24,205
Financial income from related parties, net	8/19	(1,309)	(1,397)
Fair value loss on derivatives	14/19	2,952	2,289
Provision for employee profit sharing plan		6,249	3,824
Other financial expenses/(income), net	19	(319)	188
Provisions	12/18	-	1,517
Taxes	20.d	8,235	8,960
Changes in working capital:			
Increase in short-term investments		(4,124)	(121,644)
Decrease in trade and other receivables		14,764	8,749
Decrease/(increase) in receivables from related parties		(376)	228
Increase in inventories		(3,519)	(5,492)
Decrease/(increase) in recoverable taxes		(73)	3,046
Decrease in deferred mobilization costs		60	103
Decrease in other assets		4,582	1,488
Decrease in payroll and related charges		(19,830)	(18,336)
Increase in trade and other payables		560	3,690
Increase/(decrease) in payables to related parties		5	(8)
Decrease in taxes payables		(9,340)	(2,805)
Increase in deferred revenues		16,079	20,960
Increase in provisions		-	4
Decrease in other liabilities		(8,381)	(9,884)
Net cash provided by operating activities		187,916	44,427
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments to related parties		-	2
Proceeds from related parties	8.b	-	5,060
Capital decrease in investments	9	397	13,375
Capital contributions in investments	9	(6,444)	(144)
Acquisition of property, plant and equipment	10/24	(16,116)	(46,717)
Proceeds from sales of property, plant and equipment	18	43	164
Net cash used in investing activities		(22,120)	(28,260)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from loans and financings, net of transaction costs	11.a	-	170,000
Interest paid on loans and financings	11.a	(14,887)	(9,271)
Cash payments on derivatives	14	(7,217)	(8,387)
Restricted cash	8	(13)	25,918
Repayment of principal on loans and financings	11.a	(73,531)	(153,656)
Net cash provided by/(used in) financing activities		(95,648)	24,604
Increase in cash and cash equivalents		70,148	40,771
Cash and cash equivalents at the beginning of the period	3	154,810	147,079
Effects of exchange rate changes on the balance of cash held in foreign currencies		(309)	296
Cash and cash equivalents at the end of the period	3	224,649	188,146

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

(Amounts expressed in thousands of U.S. dollars - US$, unless otherwise stated)

1. GENERAL INFORMATION

QGOG Constellation S.A. (the "Company", or together with its subsidiaries, the "Group") was incorporated in Luxembourg on August 30, 2011, as a "*société anonyme*" (i.e., "public company limited by shares") and is indirectly controlled by members of the Queiroz Galvão family. The Company has its registered address at 40, Avenue Monterey, L-2163 Luxembourg.

The Company's objective is to hold investments in Luxembourg or foreign countries; to acquire any securities and rights through participation, contribution, underwriting firm purchase or option, negotiation or in any other way and namely to acquire patents and licenses, and other property, rights and interest in property as deemed necessary, and generally to hold, manage, develop, sell or dispose of the same, in whole or in part, for such consideration as deemed necessary, and in particular for shares or securities of any entity purchasing the same; to enter into, assist or participate in financial, commercial and other transactions, and to grant to any holding entity, subsidiary, or fellow subsidiary, or any other entity associated in any way with the Company, or the said holding entity, subsidiary or fellow subsidiary, in which the Company has a direct or indirect financial interest, any assistance, loans, advances or guarantees; to borrow and raise funds in any manner and to secure the repayment of any funds borrowed; and finally, to perform any operation that is directly or indirectly related to its purpose. The Company's fiscal year is from January 1 to December 31.

The Company holds investments in subsidiaries that charter and operate onshore and offshore drilling rigs and drillships for exploration and production entities operating mainly in Brazil. The Group currently charters onshore and offshore drilling rigs and drillships mainly to Petróleo Brasileiro S.A. ("Petrobras").

The Group's fleet is currently comprised by the following drilling rigs and drillships:

Drilling rigs and drillships	Type	Start of operations
QG-I	Onshore drilling rig	1981
QG-II (*)	Onshore drilling rig	1981
QG-III	Onshore drilling rig	1987
QG-IV (*)	Onshore drilling rig	1996
QG-V (*)	Onshore drilling rig	2011
QG-VI	Onshore drilling rig	2008
QG-VII (*)	Onshore drilling rig	2008
QG-VIII (*)	Onshore drilling rig	2011
QG-IX (*)	Onshore drilling rig	2011
Alaskan Star	Offshore drilling rig	1994
Atlantic Star	Offshore drilling rig	1997
Olinda Star	Offshore drilling rig	2009
Gold Star	Offshore drilling rig	2010
Lone Star	Offshore drilling rig	2011
Alpha Star	Offshore drilling rig	2011
Amaralina Star	Drillship	2012
Laguna Star	Drillship	2012
Brava Star	Drillship	2015

(*) As of March 31, 2016, these onshore drilling rigs were not hired under charter and service-rendering agreements, and thus the Group is seeking for new customers.

Although the Group has long-term agreements, the operations are indirectly dependent upon conditions in the oil and gas industry and, specifically, on the exploration and production expenditures of oil and gas entities. The demand for charter and service rendering agreements for drilling and related services provided to the Group's customers is influenced by, among other factors, oil and gas prices, expectations about future prices, the cost of producing and delivering oil and gas, government regulations and local and international political and economic conditions.

Brava Star drillship

On November 14, 2012, the Group entered into an agreement with Samsung Heavy Industries Co., Ltd. ("Samsung") to design, construct, complete and deliver an ultra-deepwater drillship; the Brava Star drillship.

On May 26, 2014, the Group signed a 3-year agreement to charter and render drilling services within the pre-salt area, offshore the Brazilian coast, using the Brava Star drillship to the consortium BM-S-11, which is comprised by Petrobras (consortium operator), BG E&P Brasil Ltda. and Petróleos de Portugal - Petrogal, S.A.

Samsung delivered the Brava Star drillship on May 29, 2015, and operations started on August 18, 2015.

Onshore drilling rig QG-I charter and service-rendering agreements

On March 21, 2014, the Group signed an agreement to charter and render drilling services for President Energy PLC and President Energy Paraguay S.A., with a 210-day term beginning at start of operations. The agreement aimed to drill two oil wells in Paraguay, using the onshore drilling rig QG-I. The first oil well started to be drilled in June 2014 and the agreement was terminated in January 2015.

On February 15, 2016, the Group signed an agreement to charter and render drilling services for Amerisur Resources PLC and Amerisur S.A.. The drilling operations started on April 20, 2016, and shall have a minimum term of 40 days beginning on April 15, 2016. The agreement aims to drill one oil well in Paraguay, using the onshore drilling rig QG-I.

Olinda Star offshore drilling rig charter and service-rendering agreements and scheduled 5-year survey

On July 14, 2014, the Group signed an agreement with Karoon Petróleo e Gás Ltda. ("Karoon") to charter and render drilling services in two oil wells, using the Olinda Star offshore drilling rig. The operations started on October 22, 2014. The agreement had an estimated duration of 120 days, with an extension option for another 120 days to drill two optional wells.

The charter and service-rendering agreements were extended to the first optional oil well. On April 27, 2015, Karoon notified the Group that it would not require the drilling of the second optional oil well (which would represent the fourth oil well in aggregate), pursuant to the provisions of the charter and service-rendering agreements. Such agreements expired on May 28, 2015.

On August 26, 2014, the Group signed amendments to the existing charter and service-rendering agreements with Petrobras, in which the duration of such agreements was extended by 150 days as from August 2015. These agreements would be effective after the termination of the aforementioned agreement with Karoon.

On May 29, 2015, the Olinda Star offshore drilling rig started its scheduled 5-year survey and on August 2, 2015, it returned to operate under the current charter and service-rendering agreements with Petrobras. On December 28, 2015, the charter and service-rendering agreements with Petrobras expired.

On December 21, 2015, the Group signed an agreement with Karoon to charter and render drilling services in two oil wells, with an extension option for two additional oil wells. The operations are expected to start during the third quarter of 2016 and, until then, the customer will reimburse stacking costs.

Gold Star offshore drilling rig scheduled 5-year survey

On March 20, 2015, the Gold Star offshore drilling rig interrupted its activities in order to execute its scheduled 5-year survey and on May 8, 2015, it returned to operate under the current charter and service-rendering agreements with Petrobras, which expires in February 2018.

Onshore drilling rig QG-V charter and service-rendering agreements

On April 15, 2011, the Group started the operations of the QG-V onshore drilling rig under a 4-year term charter and service-rendering agreements with Petrobras. Such agreements expired on April 14, 2015, and thus the Group is currently seeking for new customers.

Onshore drilling rig QG-II charter and service-rendering agreements

On January 3, 2011, the Group started the operations of the QG-II onshore drilling rig under a 5-year term charter and service-rendering agreements with Petrobras. Such agreements expired on January 2, 2016, and thus the Group is currently seeking for new customers.

Onshore drilling rig QG-VII charter and service-rendering agreements

On June 11, 2008, the Group started the operations of the QG-VII onshore drilling rig under a 4-year term charter and service-rendering agreements with Petrobras, with a negotiated extension by 2 more years ending June 10, 2014. On June 6, 2014, such agreements were amended, including an extension for 2 more years or less, if reported by the customer. Petrobras required the Group to anticipate its termination on July 3, 2015, but decided to deliver the onshore drilling rig and terminate the agreement on May 6, 2015. The Group does not agree with Petrobras position and claims to receive the amounts regarding the remaining contracted period until July 3, 2015. The Group is currently seeking for new customers.

Onshore drilling rig QG-IV charter and service-rendering agreements

On August 13, 2014, the Group signed agreements with Petrobras to charter and render drilling services using the QG-IV onshore drilling rig by 210 days as from the start of operations, which occurred on October 20, 2014. Such agreements expired on June 11, 2015, according to the provisions of the service-rendering agreement related to drilling in progress. The Group is currently seeking for new customers.

FPSO Cidade de Saquarema loan facility

On July 27, 2015, the Group and its partners SBM Holding Luxembourg S.à.r.l. ("SBM Lux"), Mitsubishi Corporation ("Mitsubishi") and Nippon Yusen Kabushiki Kaisha ("NYK Line"), through the joint venture Beta Lula Central S.à.r.l., signed a loan facility amounting to US$1.55 billion with a pool of international commercial banks and export credit agencies, in order to finance the construction of the FPSO Cidade de Saquarema. The loan facility was structured as a Limited Recourse Project Finance and will be repaid over a 14-year period post-completion.

Lone Star offshore drilling rig scheduled 5-year survey

On March 20, 2016, the Lone Star offshore drilling rig started its 5-year survey, which was completed on schedule, and on April 26, 2016, it returned to operate under the current charter and service-rendering agreements with Petrobras, which expires in March 2018.

Notices received by QGOG from Petrobras

On December 29, 2014, Queiroz Galvão Óleo Gás S.A. ("QGOG"), one of the Company's subsidiaries, received a notice from Petrobras, which temporarily suspended QGOG from entering into direct contracts and participating in bids for new contracts. This notice did not impact any of the existing contracts between QGOG and Petrobras. QGOG disagreed with the temporary suspension, and thus contested the suspension in order to reverse it.

On March 10, 2015, QGOG received a notice from Petrobras regarding the transfer to the Brazilian Comptroller General's Office (*Controladoria Geral da União* – CGU) of the administrative procedure, in order to avoid duplication of efforts by entities at the federal administration. Petrobras also informed that it would rely on the conclusion of CGU's administrative procedure to decide on eventual sanctions or the reversion of the temporary suspension.

On November 20, 2015, CGU decided to exclude QGOG from the administrative procedure and, subsequently on January 28, 2016, Petrobras reversed the aforementioned temporary suspension and also closed the administrative procedure against QGOG.

CADE excluded QGOG from Setal's leniency agreement

On April 28, 2015, the Administrative Counsel of Economic Defense (*Conselho Administrativo de Defesa Econômica* - CADE), the Brazilian antitrust regulator, corrected the leniency agreement disclosed on March 20, 2015, that it had entered into with Setal Engenharia Construções e Perfurações S.A. ("Setal"), SOG Óleo e Gás S.A. and certain affiliated individuals, together with related legal documentation, due to a material error, in order to exclude any and all references to QGOG in all such documents.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards 34 *Interim Financial Reporting* ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"), on a basis consistent with the significant accounting policies and critical accounting estimates disclosed in Notes 3 and 4, respectively, to the annual consolidated financial statements as of December 31, 2015 and for the year then ended.

IAS 34 requires the use of certain accounting estimates by the Company's Management. The unaudited condensed consolidated interim financial statements were prepared based on historical cost, except for certain financial assets and liabilities that are measured at fair value.

The unaudited condensed consolidated interim financial statements do not include all the information and disclosure items required in the annual consolidated financial statements. Therefore, they must be read together with the Company's annual consolidated financial statements referring the year ended December 31, 2015, which were prepared according to accounting policies, as described above. There were no changes in the accounting policies and critical accounting estimates adopted on December 31, 2015 and March 31, 2016.

The consolidated financial statements incorporate the Company and its subsidiaries. Except for the incorporation of QGOG Constellation UK Ltd. on January 8, 2016, there were no changes in the consolidated entities and investments disclosed in Note 5 to the annual consolidated financial statements as of December 31, 2015 and for the year then ended.

The following new and amended IFRS have been effective since January 1, 2016 or will be effective on January 1, 2017, 2018 and 2019 and their adoption, where applicable, did not or will not have significant effect on the Company's unaudited condensed consolidated interim financial statements:

Standard	Description	Effective date for annual period beginning on or after
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)	Amends IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures (2011) to clarify the treatment of the sale or contribution of assets from an investor to its associate or joint venture, as follows: ✓ Require full recognition in the investor's financial statements of gains and losses arising on the sale or contribution of assets that constitute a business (as defined in IFRS 3 Business Combinations); and ✓ Require the partial recognition of gains and losses where the assets do not constitute a business, i.e. a gain or loss is recognized only to the extent of the unrelated investors' interests in that associate or joint venture.	Effective date deferred indefinitely.
Editorial Corrections (various)	The IASB periodically issues Editorial Corrections and changes to IFRSs and other pronouncements. Since the beginning of calendar 2013, such corrections have been made in March 2013, September 2013, November 2013, March 2014, September 2014, December 2014, March 2015, April 2015, September 2015, and December 2015.	As minor editorial corrections, these changes are effectively immediately applicable under IFRS

Standard	Description	Effective date for annual period beginning on or after
Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)	Amends IFRS 11 Joint Arrangements to require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in IFRS 3 Business Combinations) to: ✓ Apply all of the business combinations accounting principles in IFRS 3 and other IFRSs, except for those principles that conflict with the guidance in IFRS 11; and ✓ Disclose the information required by IFRS 3 and other IFRSs for business combinations. The amendments apply both to the initial acquisition of an interest in joint operation, and the acquisition of an additional interest in a joint operation (in the latter case, previously held interests are not remeasured).	January 1, 2016
Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38)	Amends IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets to: ✓ Clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment; ✓ Introduce a rebuttable presumption that an amortisation method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated; and ✓ Add guidance that expected future reductions in the selling price of an item that was produced using an asset could indicate the expectation of technological or commercial obsolescence of the asset, which, in turn, might reflect a reduction of the future economic benefits embodied in the asset.	January 1, 2016
Equity Method in Separate Financial Statements (Amendments to IAS 27)	Amends IAS 27 Separate Financial Statements to permit investments in subsidiaries, joint ventures and associates to be optionally accounted for using the equity method in separate financial statements	January 1, 2016
Annual Improvements to IFRSs 2012-2014 Cycle	Makes amendments to the following standards: ✓ IFRS 5: Adds specific guidance for cases in which an entity reclassifies an asset from held for sale to held for distribution or vice versa and cases in which held-for-distribution accounting is discontinued; ✓ IFRS 7: Additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset, and clarification on offsetting disclosures in condensed interim financial statements; ✓ IAS 9: Clarify that the high quality corporate bonds used in estimating the discount rate for post-employment benefits should be denominated in the same currency as the benefits to be paid; and ✓ IAS 34: Clarify the meaning of 'elsewhere in the interim report' and require a cross-reference.	January 1, 2016

Standard	Description	Effective date for annual period beginning on or after
Disclosure Initiative (Amendments to IAS 1)	Amends IAS 1 Presentation of Financial Statements to address perceived impediments to preparers exercising their judgement in presenting their financial reports by making the following changes: ✓ Clarification that information should not be obscured by aggregating or by providing immaterial information, materiality considerations apply to the all parts of the financial statements, and even when a standard requires a specific disclosure, materiality considerations do apply; ✓ Clarification that the list of line items to be presented in these statements can be disaggregated and aggregated as relevant and additional guidance on subtotals in these statements and clarification that an entity's share of OCI of equity-accounted associates and joint ventures should be presented in aggregate as single line items based on whether or not it will subsequently be reclassified to profit or loss; ✓ Additional examples of possible ways of ordering the notes to clarify that understandability and comparability should be considered when determining the order of the notes and to demonstrate that the notes need not be presented in the order so far listed in paragraph 114 of IAS 1.	January 1, 2016
Recognition of Deferred Tax Assets for Unrealised Losses (Amendments to IAS 12)	Amends IAS 12 *Income Taxes* to clarify the following aspects: ✓ Unrealised losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument's holder expects to recover the carrying amount of the debt instrument by sale or by use; ✓ The carrying amount of an asset does not limit the estimation of probable future taxable profits; ✓ Estimates for future taxable profits exclude tax deductions resulting from the reversal of deductible temporary differences; and An entity assesses a deferred tax asset in combination with other deferred tax assets. Where tax law restricts the utilisation of tax losses, an entity would assess a deferred tax asset in combination with other deferred tax assets of the same type.	January 1, 2017
Disclosure Initiative (Amendments to IAS 7)	Amends IAS 7 Statement of Cash Flows to clarify that entities shall provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities.	January 1, 2017
IFRS 9 *Financial Instruments* (2014)	A finalised version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39 Financial Instruments: Recognition and Measurement. The standard contains requirements in the following areas: classification and measurement, impairment, hedge accounting and derecognition.	January 1, 2018

Standard	Description	Effective date for annual period beginning on or after
IFRS 15 *Revenue from Contracts with Customers*	IFRS 15 provides a single, principles based five-step model to be applied to all contracts with customers. The 5-steps in the model are as follows: ✓ Identify the contract with the customer; ✓ Identify the performance obligations in the contract; ✓ Determine the transaction price; ✓ Allocate the transaction price to the performance obligations in the contracts; and ✓ Recognise revenue when (or as) the entity satisfies a performance obligation.	January 1, 2018
Clarifications to IFRS 15 "Revenue from Contracts with Customers"	Amends IFRS 15 Revenue from Contracts with Customers to clarify three aspects of the standard (identifying performance obligations, principal versus agent considerations, and licensing) and to provide some transition relief for modified contracts and completed contracts.	January 1, 2018
IFRS 16 Leases	IFRS 16 specifies how an IFRS reporter will recognise, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17.	January 1, 2019

3. CASH AND CASH EQUIVALENTS

	March 31, 2016	December 31, 2015
Cash and bank deposits	148,894	42,772
Cash equivalents (*)	75,755	112,038
Total	224,649	154,810

(*) Refer to time deposits with original maturities of three months or less, which are highly liquid and can be readily converted into known cash amounts and are subject to a minimum risk of changes in value.

Cash equivalents are comprised by the following time deposits:

Financial institution	Currency	Average interest rate (per annum)	March 31, 2016	December 31, 2015
Itaú BBA Nassau	U.S. dollar	0.30%	18,873	44,417
Citibank	U.S. dollar	0.55%	56,171	56,092
Bradesco S.A. Grand Cayman	U.S. dollar	0.20%	711	11,529
Total			75,755	112,038

4. SHORT-TERM INVESTMENTS

Short-term investments	Financial institution	Currency	Average interest rate (per annum)	March 31, 2016	December 31, 2015
Time deposits (i)	HSBC Bank	U.S. dollar	0.06%	-	9,500
Time deposits (i)	Citibank	U.S. dollar	0.30%	-	8,349
Time deposits (i)	Itaú BBA Nassau	U.S. dollar	1.17%	79,562	91,439
Time deposits (i)	ING Bank	U.S. dollar	0.46%	6,868	12,477
Time deposits (i)	Bradesco Grand Cayman	U.S. dollar	1.27%	103,671	103,340
Time deposits (i)	Banco do Brasil S.A.	U.S. dollar	0.95%	-	8,058
Time deposits (i)	Deutsche Bank	U.S. dollar	0.45%	46,100	-
Repurchase agreements (iii)	HSBC Bank	Brazilian real	100% of CDI (ii)	1,449	1,279
Repurchase agreements (iii)	Bradesco S.A.	Brazilian real	100.5% of CDI (ii)	14,783	12,429
Total				252,433	246,871

(i) These investments have original maturities of more than three months, or with no fixed time for redemption.

(ii) Brazilian Interbank Deposit Certificate (Certificado de Depósito Interbancário – CDI).

(iii) Refers to agreements in which the financial institution has a commitment to repurchase the asset back from the Group in the future.

5. RESTRICTED CASH

Under certain of the Group’s project finance arrangements (Note 11), surplus cash from operations is held in designated reserve accounts, up to a level determined in relation to the future debt servicing requirements of the project finance arrangements.

These accounts refer to the financing agreements related to the construction of the Lone Star, Gold Star and Brava Star offshore drilling rigs, with original maturity of less than 12 (twelve) months (Note 11). Since the financing related to the construction of the Lone Star offshore drilling rig was fully paid on January 2015, the restricted cash account currently refers to the financing agreements related to the construction of the Gold Star and Brava Star offshore drilling rigs.

The amounts in these accounts are comprised by bank and time deposits, as follows:

Restricted cash	Financial institution	Average interest rate (per annum)	March 31, 2016	December 31, 2015
Bank deposits	Citibank N.A.	Libor minus 0.05%	9,804	9,800
Time deposits	ING Bank	0.45%	11,953	11,944
Total			21,757	21,744

6. TRADE AND OTHER RECEIVABLES

Trade receivables are mainly related to receivables from Petrobras for charter and service-rendering agreements relating to the drilling rigs and drillships used in the exploration of oil and gas in Brazil. Except for the receivables from HRT O&G Exploração e Produção de Petróleo Ltda. ("HRT") described below, historically, there have been no defaults on receivables or delays in collections and, consequently, the Group has not recorded an allowance for doubtful accounts for the years presented. The average collection period is of approximately 30 days. Details of financial risk management related to credit risk are disclosed in Note 21.c.

As of December 31, 2015, overdue accounts were mainly comprised by receivables from HRT amounting to US$2,907, for which the Group had fully recognised an allowance for doubtful accounts. Such recognition was due to the delay in collecting HRT receivables related to the QG-VIII and QG-IX onshore drilling rigs operations performed between April and June 2014. HRT contested some of the charter and service-rendering agreements' terms and decided for the non-payment. On June 30, 2014, the Group decided to terminate the agreements in accordance with its terms and conditions, with the interruption of the charter and service-rendering and then entered into a legal dispute in order to, among other objectives, collect the overdue amounts. As disclosed in Note 13.b, the aforementioned legal dispute terminated on February 17, 2016, through a court settlement agreement, and the overdue amount would be no longer received. Since the termination of the aforementioned agreements, the Group has been seeking for new customers for QG-VIII and QG-IX.

7. INVENTORIES

Inventories refer basically to materials to be used in the onshore and offshore drilling rigs and drillships operations. The amounts recognised in the consolidated statement of operations are accounted for as cost of services in the account "Materials" (Note 17).

8. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries that are part of the Group are eliminated for consolidation purposes and are not disclosed in the table below.

The consolidated intercompany balances as of March 31, 2016 and December 31, 2015, and transactions for the three-month periods ended March 31, 2016 and 2015 are as follows:

	March 31, 2016		December 31, 2015		Three-month period ended March 31, 2016	Three-month period ended March 31, 2015
	Assets	Liabilities	Assets	Liabilities	Income/ (expenses)	Income/ (expenses)
Alperton Capital Ltd. [a]	318,126	295,360	309,901	288,694	1,560	1,553
Queiroz Galvão S.A. [b]	-	904	-	590	(314)	(494)
FPSO Capixaba Venture S.A. [c]	911	-	908	-	3	2
SBM Espírito do Mar Inc. [d]	4,489	-	4,429	-	60	57
Sete Brasil Participações S.A. [e]	-	-	-	-	-	524
Beta Lula Central S.à.r.l.	-	-	-	-	-	270
Tupi Nordeste Operações Marítimas Ltda. [f]	1,203	-	1,059	-	284	451
Guará Norte Operações Marítimas Ltda. [f]	344	-	276	-	232	277
SBM Offshore do Brasil Ltda. [f]	135	-	-	-	179	-
Others	253	36	224	33	7	17
Total	325,461	296,300	316,797	289,317	2,011	2,657
Current	1,773	940	1,417	623		
Non-current	323,688	295,360	315,380	288,694		

(a) In 2010, the Group and Alperton Capital Ltd. ("Alperton") signed shareholders' and loan agreements in order to construct, charter and operate two drillships for Petrobras, the Amaralina Star and the Laguna Star drillships, through the Group's 55% interest in each of Amaralina Star Ltd. ("Amaralina") and Laguna Star Ltd. ("Laguna"), the remaining 45% of these entities shares being held by Alperton.

Under these agreements, the Group has committed to finance Alperton's 45% expenditures share on these projects.

The receivables from Alperton refer to the loans receivable bearing interest at 12% p.a., annually compounded, up to the sixth anniversary of the sub-charter agreement with Petrobras. Thereafter, the loans receivable will bear interest at 13% p.a., annually compounded. Repayment of interest and principal is scheduled to occur on a quarterly basis as from one year after the "Date of Acceptance" of the drillships by Petrobras, with the principal being repayable in quarterly installments over the 6-year term of the Petrobras charter agreement, starting from the "Date of Acceptance", provided that Amaralina and Laguna comply with the financing agreement conditions to pay dividends.

The amounts payables refer to intercompany loans provided by Alperton to Amaralina and Laguna with the same terms and conditions of the Group's receivable amounts from Alperton.

The interest income related to the receivables from Alperton are presented net of the interest expenses related to the amounts payable by Amaralina and Laguna.

The amounts of the loans receivable from Alperton are secured by:

- ✓ A pledge of Alperton's 45% shares in Amaralina and Laguna;
- ✓ An assignment of dividends payable to Alperton by Amaralina and Laguna; and
- ✓ An assignment of amounts payable to Alperton by Amaralina and Laguna.

Any cash available in Amaralina and Laguna for dividends payment will be used to repay the intercompany loans to Alperton. Amaralina and Laguna may not pay any dividends or other payables to Alperton, until the intercompany loans are fully paid. The intercompany loans may be extended in the event that the term of the charter agreement with Petrobras is extended. In this case, the new maturity date will be the end date of the extended agreement.

The Group charges a fee to Alperton for being the guarantor of Amaralina Star and Laguna Star drillships project financings and a fee for being the guarantor for importations under the Special Regime of Temporary Admission (*Regime Aduaneiro Especial de Importação e Exportação de Bens Destinados à Pesquisa e Lavra de Petróleo e Gás* - REPETRO). For the three-month periods ended March 31, 2016 and 2015, the fees charged to Alperton totaled US$1,560 and US$1,553, respectively.

Non-compliance with the agreements between the Group and Alperton could result in penalties to either entities. As of March 31, 2016, the Group was in compliance with the requirements of the respective agreements.

(b) The payable amount refers to the fee charged by QG S.A. for being the guarantor for importations under the REPETRO.

(c) Loans bearing interest at LIBOR plus 0.5% p.a., with maturity at the end of the charter agreement period between SBM Espírito do Mar B.V. and Petrobras (2022).

(d) The loan receivable from SBM Espírito do Mar Inc. bears an effective interest rate of 5.56% p.a., with maturity at the end of the charter agreement period between SBM Espírito do Mar BV and Petrobras (2022).

(e) On August 3, 2012, Angra Participações B.V. ("Angra") signed three shareholders' agreements in which the Group acquired a 15% equity interest in three special purpose entities ("SPEs"), each one owning an ultra-deepwater semi-submersible rig (Urca, Bracuhy and Mangaratiba offshore drilling rigs) in partnership with Sete Brasil Participações S.A. ("Sete Brasil"). In the same day, the partnership signed charter agreements of these offshore drilling rigs with Petrobras. The income for the three-month period ended March 31, 2015 refers to a fee charged by the Group related to the drilling rigs' project management. On December 31, 2015, the Group fully recognised an allowance for doubtful accounts for the receivables in the amount of US$3,260, due to the delay in collecting such receivables. Such allowance for doubtful accounts was increased by US$279 due to charges made until February 29, 2016. Since March 2016, the Group ceased to charge such fee in accordance to the interruption of the drilling rigs' project management service rendering.

(f) As of March 31, 2016 and December 31, 2015, the receivable amounts and the income for the three-month periods ended March 31, 2016 and 2015, from Tupi Nordeste Operações Marítimas Ltda. and Guará Norte Operações Marítimas Ltda. are related to labor costs reimbursement regarding the operation of the FPSO Cidade de Paraty and FPSO Cidade de Ilhabela, respectively. As of March 31, 2016, the receivable amount and the income for the three-month period ended March 31, 2016 from SBM Offshore do Brasil Ltda. are related to labor costs reimbursement regarding the operation of the FPSO Cidade de Maricá.

Key management personnel remuneration for the three-month periods ended March 31, 2016 and 2015, is as follows:

	Three-month period ended March 31,	
	2016	2015
Key management personnel compensation (*)	2,666	2,406

(*) Key management is defined as the statutory officers and directors of the Group.

All key management personnel compensation refers to short-term benefits.

The cash compensation for each member of key management is mainly comprised by base salary and bonus. The compensation that is paid to key management is evaluated on an annual basis considering the following primary factors: individual performance during prior year, market rates and movements and the individual's anticipated contribution to the Group's growth. Members of key management are also eligible to participate in the Group's retirement benefit plans (Note 23).

9. INVESTMENTS

	March 31, 2016							
	Number of shares (thousands)	Ownership interest (%)	Authorized share capital	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Shareholders' equity (deficiency)
Associates:								
FPSO Capixaba Venture S.A.	100	20.00%	82	700	-	44,613	57,176	(101,089)
SBM Espírito do Mar Inc.	100	20.00%	88	73	237,433	340	36,289	200,877
Urca Drilling B.V. (3)	90	15.00%	€90k	183	147	412,536	238,909	(651,115)
Bracuhy Drilling B.V. (3)	90	15.00%	€90k	1,505	4,300	165,688	252,782	(412,665)
Mangaratiba Drilling B.V. (3)	90	15.00%	€90k	42	18	39,267	99,004	(138,211)
Joint Ventures:								
Tupi Nordeste S.à.r.l.	20	20.00%	20	162,805	1,125,035	98,992	743,244	445,604
Tupi Nordeste Holding Ltd.	12	20.00%	12	7,331	-	28,549	1,837	(23,055)
Guará Norte S.à.r.l. (4)	50,200	12.75%	50,200	124,999	1,589,199	118,140	1,021,530	574,528
Guará Norte Holding Ltd. (4)	12	12.75%	12	682	7,437	16,969	-	(8,850)
Alfa Lula Alto S.à.r.l. (4)	65,200	5.00%	65,200	196,626	1,753,173	85,499	1,489,115	375,185
Alfa Lula Alto Holding Ltd. (4)	5	5.00%	12	2,202	244	1,627	3	816
Beta Lula Central S.à.r.l. (4)	65,200	5.00%	65,200	1,951	1,653,587	2,122	1,384,553	268,863
Beta Lula Central Holding Ltd. (4)	5	5.00%	12	38	244	2	29	251

	December 31, 2015							
	Number of shares (thousands)	Ownership interest (%)	Authorized share capital	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Shareholders' equity (deficiency)
Associates:								
FPSO Capixaba Venture S.A.	100	20.00%	82	3,498	-	63,929	34,938	(95,369)
SBM Espírito do Mar Inc.	100	20.00%	88	988	267,772	64,873	(5,194)	209,081
Urca Drilling B.V. (3)	90	15.00%	€90k	383	696,621	385,380	234,350	77,274
Bracuhy Drilling B.V. (3)	90	15.00%	€90k	1,596	406,680	144,624	248,698	14,954
Mangaratiba Drilling B.V. (3)	90	15.00%	€90k	95	109,330	5,199	97,443	6,783
Joint Ventures:								
Tupi Nordeste S.à.r.l.	20	20.00%	20	167,274	1,130,031	103,330	748,403	445,572
Tupi Nordeste Holding Ltd.	12	20.00%	12	12,035	2,434	29,644	-	(15,175)
Guará Norte S.à.r.l. (4)	50,200	12.75%	50,200	115,287	1,599,079	122,408	1,013,479	578,479
Guará Norte Holding Ltd. (4)	12	12.75%	12	15,590	296	21,515	-	(5,629)
Alfa Lula Alto S.à.r.l. (4)	65,200	5.00%	65,200	822	1,779,079	106,340	1,412,466	261,095
Alfa Lula Alto Holding Ltd. (4)	5	5.00%	12	30	304	-	34	300
Beta Lula Central S.à.r.l. (4)	65,200	5.00%	65,200	1,995	1,497,854	1,800	1,201,771	296,278
Beta Lula Central Holding Ltd. (4)	5	5.00%	12	30	251	-	30	251

The amounts presented in the tables above correspond to the investee's accounting balances before applying the Group's ownership interest.

	Investees' comprehensive income (loss) for the three-month period ended March 31,					
	2016			2015		
	Net income (loss)	Other comprehensive income (loss)	Total comprehensive income (loss)	Net income (loss)	Other comprehensive income (loss)	Total comprehensive income (loss)
Associates:						
FPSO Capixaba Venture S.A.	(4,408)	(1,311)	(5,719)	(6,000)	1,459	(4,541)
SBM Espírito do Mar Inc.	(8,204)	-	(8,204)	9,390	-	9,390
Urca Drilling B.V. (3)	(21,807)	(1,007)	(22,814)	(55)	(145)	(200)
Bracuhy Drilling B.V. (3)	(7,982)	(204)	(8,816)	(39)	(30)	(69)
Mangaratiba Drilling B.V. (3)	((2,299)	(121)	(2,420)	(8)	(18)	(26)
Joint Ventures:						
Tupi Nordeste S.à.r.l.	11,993	(11,961)	32	12,995	(3,128)	9,867
Tupi Nordeste Holding Ltd.	(6,230)	(1,651)	(7,881)	(6,554)	2,538	(4,016)
Guará Norte S.à.r.l. (4)	16,831	(20,781)	(3,950)	18,454	(11,533)	6,921
Guará Norte Holding Ltd. (4)	(2,783)	(432)	(3,215)	(816)	154	(662)
Alfa Lula Alto S.à.r.l. (4)	64,985	(42,713)	22,272	(13)	(28,372)	(28,385)
Alfa Lula Alto Holding Ltd. (4)	547	(16)	531	(9)	-	(9)
Beta Lula Central S.à.r.l. (4)	(38)	(56,503)	(56,541)	(10)	-	(10)
Beta Lula Central Holding Ltd. (4)	1	-	1	-	-	-

The amounts presented in the table above correspond to the investee's results and comprehensive income/(loss) before applying the Group's ownership interest.

Changes in investments

	Asset (liability) balance as of December 31, 2015	Capital contributions (2)	Capital decrease (5)	Share of results	Share of comprehensive income/ (loss)	Asset (liability) balance as of March 31, 2016
Associates:						
FPSO Capixaba Venture S.A.	(19,074)	-	-	(882)	(262)	(20,218)
SBM Espírito do Mar Inc.	41,816	-	-	(1,641)	-	40,175
Urca Drilling B.V. (3)	11,343	-	-	(11,441)	98	-
Bracuhy Drilling B.V. (3)	363	-	-	(380)	17	-
Mangaratiba Drilling B.V. (3)	1,017	-	-	(1,025)	8	-
Joint ventures:						
Tupi Nordeste S.à.r.l.	89,114	-	-	2,399	(2,392)	89,121
Tupi Nordeste Holding Ltd.	(3,035)	-	-	(1,246)	(330)	(4,611)
Guará Norte S.à.r.l. (4)	73,756	-	-	2,146	(2,650)	73,252
Guará Norte Holding Ltd. (4)	(718)	-	-	(355)	(55)	(1,128)

	Asset (liability) balance as of December 31, 2015	Capital contributions (2)	Capital decrease (5)	Share of results	Share of comprehensive income/ (loss)	Asset (liability) balance as of March 31, 2016
Alfa Lula Alto S.à.r.l. (4)	13,055	4,988	(397)	3,249(7)	(2,136)	18,759
Alfa Lula Alto Holding Ltd. (4)	15	-	-	(3)	(1)	11
Beta Lula Central S.à.r.l. (4)	14,814	1,456	-	(2)	(2,825)	13,443
Beta Lula Central Holding Ltd. (4)	13	-	-	-	-	13
Total	222,479	6,444	(397)	(9,181)	(10,528)	208,817
Total assets (investments)	245,306					234,774
Total liabilities (accumulated deficit in investments) (1)	(22,827)					(25,957)

	Asset (liability) balance as of December 31, 2014	Capital contributions (2)	Capital decrease (6)	Share of results	Share of comprehensive income (loss)	Asset (liability) balance as of March 31, 2015
Associates						
FPSO Capixaba Venture S.A.	(13,549)	-	-	(1,200)	292	(14,457)
SBM Espírito do Mar Inc.	34,193	-	-	1,878	-	36,071
Urca Drilling B.V. (3)	11,965	144	-	(9)	(22)	12,078
Bracuhy Drilling B.V. (3)	1,165	-	-	(6)	(5)	1,154
Mangaratiba Drilling B.V. (3)	1,038	-	-	(1)	(3)	1,034
Joint ventures		-				
Tupi Nordeste S.à.r.l.	74,067	-	-	2,599	(626)	76,040
Tupi Nordeste Holding Ltd.	(2,280)	-	-	(1,311)	508	(3,083)
Guará Norte S.à.r.l. (4)	79,981	-	(13,375)	2,353	(1,470)	67,489
Guará Norte Holding Ltd. (4)	101	-	-	(104)	20	17
Alfa Lula Alto S.à.r.l. (4)	1,929	-	-	(1)	(1,419)	509
Alfa Lula Alto Holding Ltd. (4)	14	-	-	-	-	14
Beta Lula Central S.à.r.l. (4)	18,383	-	-	-	-	18,383
Beta Lula Central Holding Ltd. (4)	14	-	-	-	-	14
Total	207,021	144	(13,375)	4,198	(2,725)	195,263
Total assets (investments)	222,850					212,803
Total liabilities (accumulated deficit in investments) (1)	(15,829)					(17,540)

(1) The liability to fund the deficit in FPSO Capixaba Venture S.A., Tupi Nordeste Holding Ltd. and Guará Norte Holding Ltd. is recognised in "Other current liabilities".

(2) Capital contributions have been made considering the Group's ownership interest in each partnership. Therefore, there have been no interest changes in these investees.

(3) Despite of Urca, Bracuhy and Mangaratiba shareholders'deficiency as of March 31, 2016, the carrying amounts of the investments in those associates were reduced to zero. Once the investments are reduced to zero, no additional losses will be provided for and no liabilities will be recognised whereas Angra Participações B.V. had not incurred legal or constructive obligations or made payments on behalf of such associates.

(4) The Group jointly controls the entities within the FPSOs Cidade de Ilhabela, Cidade de Maricá and Cidade de Saquarema structures with its partners, since all major financial and operational decisions require the unanimous approval of the Directors and Managers representatives of all the shareholders of these entities. The Group has the right to appoint 1 (one) of 5 (five) Managers in Luxembourg entities and 1 (one) of 4 (four) Directors in Bermuda entities. According to the shareholders agreement, the meetings of the Board of Managers and Board of Directors of Luxembourg and Bermuda entities, respectively, must have a quorum comprised by at least 1 (one) Manager or 1 (one) Director appointed by each shareholder, which means that the Manager or the Director appointed by Arazi and or Lancaster Projects Corp. must be present. The Group participates actively in the organization and execution of the operations by seconding personnel to the operating management team in agreed positions.

(5) On March 11, 2016, the Group received the amount of US$397 from Alfa Lula Alto S.à.r.l., in connection with the final tranche disbursement of the FPSO Cidade de Maricá loan facility.

(6) On January 19, 2015, the Group received the amount of US$13,375 from Guará Norte S.à.r.l., in connection with the payment made by Petrobras related to the acceptance of the FPSO Cidade de Ilhabela.

(7) FPSO Cidade de Maricá started its operations on February 7, 2016. Alfa Lula Alto S.à.r.l. classified its charter agreement with Petrobras as a financial lease agreement. Included in the amount of US$3,249 during the three-month period ended March 31, 2016 there is a gain of US$2,688 that corresponds to the share of the difference between the recognition of the present value of the minimum lease payments as revenues at the lease date of inception, and the corresponding recognition of the equipment cost in profit or loss.

The main activities of the Group's associates are as follows:

FPSO Capixaba

- ✓ FPSO Capixaba Venture S.A. ("Capixaba")'s core business is to support operations for agreements in the offshore oil and gas industry. Since March 16, 2007, Capixaba is a shareholder of a Brazilian entity, SBM Capixaba Operações Marítimas Ltda., which operates the FPSO Capixaba, currently located off the Brazilian coast and chartered to Petrobras until 2022.

- ✓ SBM Espírito do Mar Inc. ("Espírito do Mar") owns the FPSO Capixaba and its main activity is to support charter agreements in the offshore oil and gas industry.

Urca, Bracuhy and Mangaratiba offshore drilling rigs

- ✓ Urca Drilling B.V. owns the Urca semi-submersible drilling rig, which is under construction to operate in pre-salt water depths. According to the charter and service-rendering agreements currently in place, upon its construction completion and acceptance by Petrobras, Urca will be chartered to Petrobras until 2031 and QGOG will be its sole operator.

- ✓ Bracuhy Drilling B.V. owns the Bracuhy semi-submersible drilling rig, which is under construction to operate in pre-salt water depths. According to the charter and service-rendering agreements currently in place, upon its construction completion and acceptance by Petrobras, Bracuhy will be chartered to Petrobras until 2033 and QGOG will be its sole operator.

- ✓ Mangaratiba Drilling B.V. owns the Mangaratiba semi-submersible drilling rig, which is under construction to operate in pre-salt water depths. According to the charter and service-rendering agreements currently in place, upon its construction completion and acceptance by Petrobras, Mangaratiba will be chartered to Petrobras until 2034 and QGOG will be its sole operator.

Partnership with Sete Brasil

The Company, through Angra Participações B.V. ("Angra"), one of its subsidiaries, is a minority shareholder in the following associate entities with Sete Brasil's subsidiaries: Urca Drilling B.V. ("Urca"), Bracuhy Drilling B.V. ("Bracuhy") and Mangaratiba Drilling B.V. ("Mangaratiba"). The majority shareholder is Sete International One GmbH ("Sete International"), a second tier subsidiary of Sete Brasil.

The external financing foreseen in the Financial Guidelines of the Shareholders' Agreement is currently behind schedule. These financial resources are required to complete the construction of the semi-submersible drilling rigs. The delay on the achievement of such external financing indicates the existence of a material uncertainty that may cast significant doubt about the associate entities' ability to continue as a going concern.

On December, 17, 2015, Angra exercised a put option whereby it has formalized its intention to cease its ownership interest in the aforementioned associate entities, by transferring its shares to Sete International in accordance to the Shareholders' Agreement. Such transfer of shares has not occurred to date and on March 23, 2016, Angra called a binding arbitration in order to settle this issue, which is still in progress.

On April 20, 2016, the Group was informed that Sete Brasil's Extraordinary General Meeting held at that date approved Sete Brasil's petition for judicial recovery.

The audited financial statements for the year ended December 31, 2015 and the reviewed interim financial information for the three-month period ended March 31, 2016, of Urca, Bracuhy and Mangaratiba have not been issued to date.

The main activities of the Group's joint ventures are as follows:

FPSO Cidade de Paraty

- ✓ Tupi Nordeste S.à.r.l.'s main activity is to act as a sub-charter party for agreements in the offshore oil and gas industry. The entity charters the FPSO Cidade de Paraty to Petrobras until 2033, which is currently located off the Brazilian coast. Operations started in June 2013.

- ✓ Tupi Nordeste Holding Ltd.'s main activity is to support operations for agreements in the offshore oil and gas industry. This entity is a shareholder of a Brazilian entity, Tupi Nordeste Operações Marítimas Ltda., which operates the FPSO Cidade de Paraty to Petrobras until 2033.

FPSO Cidade de Ilhabela

- ✓ Guará Norte S.à.r.l.'s main activity is to act as a sub-charter party for agreements in the offshore oil and gas industry. The entity charters the FPSO Cidade de Ilhabela to Petrobras until 2034, which is currently located off the Brazilian coast. Operations started in November 2014.

- ✓ Guará Norte Holding Ltd.'s main activity is to support operations for agreements in the offshore oil and gas industry. This entity is a shareholder of a Brazilian entity, Guará Norte Operações Marítimas Ltda., which operates the FPSO Cidade de Ilhabela to Petrobras for a 20-year period.

FPSO Cidade de Maricá

- ✓ Alfa Lula Alto S.à.r.l. owns the FPSO Cidade de Maricá, which started its operations on February 7, 2016 after achieving first oil and completing a 72-hour continuous production test (Final Acceptance). On July 12, 2013, the Group entered into a 20-year agreement to charter the FPSO Cidade de Maricá to the Consortium BM-S-11. As of March 31, 2016, the Group has capital commitment amounting to US$ 0.2 million.

  On July 28, 2014, the Group and its partners SBM Lux, Mitsubishi and NYK Line, through the joint venture Alfa Lula Alto S.à.r.l., signed a loan agreement amounting to US$1.45 billion with a pool of international commercial banks, in order to finance the construction of the FPSO Cidade de Maricá. The loan agreement was structured as a Limited Recourse Project Finance and will be repaid on a quarterly basis as from April 2016 over a period ending December 2029. Until March 31, 2016, Alfa Lula Alto S.à.r.l. fully disbursed US$1.45 billion.

The financing obtained by Alfa Lula Alto S.à.r.l. in order to finance the construction of the FPSO Cidade de Maricá was structured as a Project Finance, therefore benefiting from a customary security package and, exclusively during the pre-completion period, corporate guarantees that are provided by the sponsors of the project loan, up to the limit of its participation in Alfa Lula Alto S.à.r.l..

During the pre-completion period, the financing obtained by Alfa Lula Alto S.à.r.l. is subject to financial covenants. Noncompliance with such financial covenants could constitute an event of default under the project loan, which would result in the acceleration of debt repayment and the borrower entity not being allowed to pay dividends, purchase, retire or otherwise distribute capital stock and make certain payments to related parties. The financial covenants are assessed semi-annually based on the consolidated financial statements as of December 31 and June 30 of each year.

As of December 31 and June 30, 2015, the Group was in compliance with such restrictive clauses.

Since the delivery of the FPSO Cidade de Maricá, as provided for by the loan agreement, Alfa Lula Alto S.à.r.l. has been working on fulfilling the precedent conditions and providing the necessary documentation in order to be released from such financial covenants.

✓ Alfa Lula Alto Holding Ltd.'s main activity will be to support operations for agreements in the offshore oil and gas industry. This entity is a shareholder of a Brazilian entity, Alfa Lula Alto Operações Marítimas Ltda., which will operate the FPSO Cidade de Maricá to Petrobras for a 20-year period.

<u>FPSO Cidade de Saquarema</u>

✓ Beta Lula Central S.à.r.l. owns the FPSO Cidade de Saquarema, which is expected to be delivered and start its operations in the third quarter of 2016. On July 12, 2013, the Group entered into a 20-year agreement to charter the FPSO Cidade de Saquarema to the Consortium BM-S-11. As of March 31, 2016, the Group has capital commitments amounting to US$1.6 million for the conclusion of the construction of the FPSO Cidade de Saquarema.

On July 27, 2015, the Group and its partners SBM Lux, Mitsubishi and NYK Line, through the joint venture Beta Lula Central S.à.r.l., signed a loan agreement amounting to US$1.55 billion with a pool of international commercial banks, in order to finance the construction of the FPSO Cidade de Saquarema. The loan agreement was structured as a Limited Recourse Project Finance and will be repaid on a quarterly basis as from September 2016 over a period ending June 2030. Until March 31, 2016, Beta Lula Central S.á.r.l. disbursed US$1.41 billion.

The financing obtained by Beta Lula Central S.à.r.l. in order to finance the construction of the FPSO Cidade de Saquarema was structured as a Project Finance, therefore benefiting from a customary security package and, exclusively during the pre-completion period, corporate guarantees that are provided by the sponsors of the project loan, up to the limit of its participation in Beta Lula Central S.à.r.l..

During the pre-completion period, the financing obtained by Beta Lula Central S.à.r.l. is subject to financial covenants. Noncompliance with such financial covenants could constitute an event of default under the project loan, which would result in the acceleration of debt repayment and the borrower entity not being allowed to pay dividends, purchase, retire or otherwise distribute capital stock and make certain payments to related parties.

The financial covenants consist of: (i) a minimum requirement of Consolidated Tangible Net Worth; (ii) a minimum requirement of Consolidated Cash and Cash Equivalents and Marketable Securities; (iii) Interest Cover Ratio, which requires maintenance of a minimum Consolidated Adjusted EBITDA to Consolidated Net Interest Payable ratio; (iv) Leverage Ratio, which requires a maximum ratio of Consolidated Net Total Borrowings to Consolidated Adjusted EBITDA. Consolidated refers to the Group.

The financial covenants are assessed semi-annually based on the consolidated financial statements as of December 31 and June 30 of each year. As of December 31 and June 30, 2015, the Group was in compliance with such restrictive clauses.

- ✓ Beta Lula Central Holding Ltd.’s main activity will be to support operations for agreements in the offshore oil and gas industry. This entity is a shareholder of a Brazilian entity, Beta Lula Central Operações Marítimas Ltda., which will operate the FPSO Cidade de Maricá to Petrobras for a 20-year period.

  Additionally, the Group has the right to acquire from SBM Lux an additional participation of 5% in Alfa Lula Alto S.à.r.l., Alfa Lula Alto Holding Ltd., Beta Lula Central S.à.r.l. and Beta Lula Central Holding Ltd. within fifteen days of the FPSOs final acceptance, based on the capital invested by SBM Lux plus interest of 8% p.a. The Group did not exercise such right in relation to FPSO Cidade de Maricá.

<u>Other matters regarding the Group’s investments</u>

<u>Partnership with SBM Offshore N.V. – Contingent Liability</u>

The Company, through its subsidiaries, is a minority shareholder in the following associate and joint venture entities with SBM Offshore N.V. (“SBM Offshore”) and its subsidiaries: FPSO Capixaba Venture S.A., SBM Espírito do Mar Inc., Tupi Nordeste S.à.r.l., Tupi Nordeste Holding Ltd., Guará Norte S.à.r.l, Guará Norte Holding Ltd., Alfa Lula Alto S.à.r.l., Alfa Lula Alto Holding Ltd., Beta Lula Central S.à.r.l. and Beta Lula Central Holding Ltd.. The majority shareholder is SBM Offshore.

In November 2014, SBM Offshore announced that it had reached an out-of-court settlement agreement with the Dutch Public Prosecutor’s Office (*Openbaar Ministerie*) over the inquiry into alleged improper payments to sales agents in Equatorial Guinea, Angola and Brazil in the period from 2007 through 2011, which consisted of a payment by SBM Offshore to the *Openbaar Ministerie* of US$240 million.

In February 2016, SBM Offshore announced that the United States Department of Justice (“U.S. DoJ”) had re-opened its past inquiry of SBM Offshore and had made information requests in connection with that inquiry. In May 2016, SBM Offshore announced that is cooperating with the U.S. DoJ in its enquiries.

In February 2015, SBM Offshore announced that is a party in a number of investigations of alleged improper payments to Brazilian government officials, notably by the Federal Public Prosecutor's Office (*Ministério Público Federal - MPF*), the Federal Accounts Tribunal (*Tribunal de Contas da União - TCU*) and the CGU. In March 2015, SBM Offshore announced that it had signed a Memorandum of Understanding with the CGU and the Attorney General's Office (*Advocacia Geral da União - AGU*), setting a framework between SBM Offshore, CGU and AGU for discussions on a potential mutually acceptable settlement and for the disclosure by SBM Offshore of information relevant to the CGU's investigations. As the discussions with the Brazilian authorities have not been concluded yet, it is not possible to state anything on the outcome of the investigation, but failure to comply with anti-corruption laws, once established, could give rise to criminal prosecution of individuals by Brazilian authorities, and civil claims or administrative proceedings against the companies involved. In February 2016, SBM Offshore announced that the discussions with the Brazilian authorities and Petrobras had progressed to the point where it had recorded a provision of US$245 million for a possible settlement. In May 2016, SBM Offshore announced that discussions regarding a settlement agreement are progressing, although timing and size of any potential final settlement remains to be confirmed.

As of the date of these consolidated financial statements, it is not possible to reasonably estimate the impact, if any, of this matter on the Company's consolidated financial statements, although the Company's management does not expect to incur in any losses as a result of the resolution of this matter by SBM Offshore.

10. PROPERTY, PLANT AND EQUIPMENT

		Drilling rigs and drillships in operation [2]											
		Drillships			Offshore drilling rigs								
	Drillship under construction [1]	Brava Star	Amaralina Star	Laguna Star	Alaskan Star	Atlantic Star	Alpha Star	Gold Star	Lone Star	Olinda Star	Onshore drilling rigs, equipment and bases	Corporate	Total
Cost													
Balance as of December 31, 2014	631,712	-	645,409	650,567	379,191	344,814	721,906	542,916	648,264	542,886	176,665	29,046	5,313,376
Additions	33,639	-	156	386	-	43	77	4,225	73	1,823	7,486	241	48,149
Disposals	-	-	-	-	-	-	-	-	-	-	-	(204)	(204)
Currency translation adjustments	-	-	-	-	-	-	-	-	-	-	(15,315)	(2,463)	(17,778)
Balance as of March 31, 2015	665,351	-	645,565	650,953	379,191	344,857	721,983	547,141	648,337	544,709	168,836	26,620	5,343,543
Balance as of December 31, 2015	-	691,780	652,721	657,052	379,951	346,665	722,622	586,407	673,397	558,009	150,953	24,779	5,444,336
Additions	-	440	631	614	415	575	1,942	1,591	7,364	227	2,289	28	16,116
Disposals	-	-	-	-	-	-	-	-	-	-	(9)	(22)	(31)
Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-
Currency translation adjustments	-	-	-	-	-	-	-	-	-	-	5,880	971	6,851
Balance as of March 31, 2016	-	692,220	653,352	657,666	380,366	347,240	724,564	587,998	680,761	558,236	159,113	25,756	5,467,272
Accumulated depreciation and impairment													
Balance as of December 31, 2014	-	-	(58,692)	(54,699)	(100,477)	(106,244)	(101,239)	(108,957)	(108,395)	(126,936)	(81,069)	(17,800)	(864,508)
Depreciation	-	-	(6,549)	(6,583)	(4,108)	(3,689)	(6,464)	(5,083)	(6,616)	(5,648)	(2,818)	(413)	(47,971)
Disposals	-	-	-	-	-	-	-	-	-	-	-	167	167
Currency translation adjustments	-	-	-	-	-	-	-	-	-	-	8,378	1,162	9,540
Balance as of March 31, 2015	-	-	(65,241)	(61,282)	(104,585)	(109,933)	(107,703)	(114,040)	(115,011)	(132,584)	(75,509)	(16,884)	(902,772)
Balance as of December 31, 2015 [3]		(10,418)	(84,953)	(81,079)	(116,781	(121,038)	(127,104)	(131,638)	(135,062)	(196,096)	(93,972)	(18,172)	(1,116,313)
Depreciation	-	(7,848)	(6,721)	(6,682)	(4,051)	(3,761)	(6,472)	(6,678)	(7,103)	(6,145)	(1,957)	(1,073)	(58,491)
Disposals	-	-	-	-	-	-	-	-	-	-	9	16	25
Currency translation adjustments	-	-	-	-	-	-	-	-	-	-	(3,831)	(548)	(4,379)
Balance as of March 31, 2016	-	(18,266)	(91,674)	(87,761)	(120,832)	(124,799)	(133,576)	(138,316)	(142,165)	(202,241)	(99,751)	(19,777)	(1,179,158)
Property, plant and equipment, net													
December 31, 2015 [3]	-	681,362	567,768	575,973	263,170	225,627	595,518	454,769	538,335	361,913	56,981	6,607	4,328,023
March 31, 2016	-	673,954	561,678	569,905	259,534	222,441	590,988	449,682	538,596	355,995	59,362	5,979	4,288,114
Average useful life (years)		23	25	25	23	23	28	27	26	24	17	15	

(1) As of March 31, 2015 and December 31, 2014, the balance of drillship under construction refers to the costs incurred in the Brava Star drillship construction.

Borrowing costs are capitalized based on the effective interest rates of each financing agreement. For three-month period ended March 31, 2015, borrowing costs capitalized in PP&E totaled US$3,799 (Notes 11, 14 and 24).

(2) The Group's assets that are pledged as security for financing agreements are also disclosed in Note 11.

(3) On December 31, 2015, the Group conducted an impairment test for its onshore and offshore drilling rigs and drillships. The impairment test resulted in an impairment loss recognition in the amount of US$44,585 related to the Olinda Star offshore drilling rig and US$18,527 related to seven onshore drilling rigs. The impairment loss for the offshore drilling rig was based on future market expectations for day rates in the oil and gas sector. The estimated future cash flows are primarily based on expectations regarding day rates, drilling rigs and drillships utilization and operating costs. The cash flows are estimated over the remaining useful economic lives of the drilling rigs and drillships and discounted using the weighted average cost of capital ("WACC"). The assumptions used in the estimated future cash flows were derived from unobservable data and are based on Management's judgments and assumptions available at the time of performing the impairment test. The impairment loss for onshore drilling rigs was calculated by determining fair value less costs of disposal of these assets. As of March 31, 2016, the Group did not identify events or changes in circumstances that would require an additional impairment test for the three-month period then ended.

11. LOANS AND FINANCINGS

Financial institution	Funding type	Objective	Beginning period	Maturity	Contractual interest rate	Effective interest rate	Currency	March 31, 2016	December 31, 2015
Santander, HSBC, Citibank (joint bookrunners)	Senior Notes ("Project Bond")	Refinance Alaskan Star and Atlantic Star rigs, and other corporate purposes	Jul/2011	Jul/2018	5.25%p.a.	5.55%p.a.	U.S. dollar	263,027	259,247
HSBC, BAML and Citibank (joint bookrunners)	Senior Unsecured Notes ("Corporate Bond")	Prepay working capital loans	Nov/2012	Nov/2019	6.25%p.a.	6.86%p.a.	U.S. dollar	707,273	695,653
							Subtotal - fixed interest rate	970,300	954,900
Bradesco	Loan	Working capital	Sep/2014	May/2017	Libor+3.05%p.a.	3.05%p.a.	U.S. dollar	150,967	152,197
Bradesco	Loan	Working capital	Jan/2015	Jan/2017	Libor+4.80%p.a.	5.16%p.a.	U.S. dollar	75,732	76,681
							Subtotal - variable interest rate loans	226,699	228,878
ING (leader arranger)	Financing	Gold Star rig construction(1)	Jul/2007	Dec/2017	Libor+1.15%p.a. to Libor+1.35%p.a.	1.77%p.a.	U.S. dollar	105,025	122,171
Citibank and Santander (joint leader arrangers)	Financing	Alpha Star rig construction	Apr/2011	Jul/2017	Libor+2.50%p.a.	3.61%p.a.	U.S. dollar	242,744	260,323
BNP, Citi and ING (leader arrangers) and The Norwegian Ministry of Trade and Industry ("MTI")	Financing	Amaralina Star drillship construction	May/2012	Oct/2018(2)	Libor+2.75%	4.01%p.a.	U.S. dollar	283,167	296,185
BNP, Citi and ING (leader arrangers) and The Norwegian Ministry of Trade and Industry ("MTI")	Financing	Laguna Star drillship construction	May/2012	Dec/2018(2)	Libor+2.75%	4.17%p.a.	U.S. dollar	290,577	303,407
BNP, Citi, ING and DNB and Eksportkreditt Norge ("EKN")	Financing	Brava Star drillship construction	May/2015	Sep/2020(3)	Libor+2.00%	3.73%p.a.	U.S. dollar	444,008	455,486
							Subtotal - variable interest rate financings	1,365,521	1,437,572
							Total	2,562,520	2,621,350
							Current	405,665	390,075
							Non-current	2,156,855	2,231,275

(1) The repayment proceeds of this financing derive from the charter receivables of the Lone Star offshore drilling rig.

(2) The maturity dates for MTI tranches for Amaralina Star and Laguna Star project financings are December 2020 and January 2021, respectively. Such maturity dates would be anticipated for October 2018 and December 2018, respectively, if the commercial banks do not extend the maturity date of their financings to December 2020 and January 2021, respectively.

(3) The maturity date for EKN tranche of Brava Star project financing is September 2025. Such maturity date would be anticipated for September 2020, if the commercial banks do not extend the maturity date of their financings to September 2025.

a) Changes in loans and financings

	Three-month period ended March 31, 2016	2015
Balance as of January 1	2,621,350	2,434,727
Additions (*)	-	170,000
Principal repayment	(73,531)	(153,656)
Interest capitalized	-	3,799
Interest payment	(14,887)	(9,271)
Subtotal	2,532,932	2,445,599
Interest charged through profit and loss	27,070	21,881
Transaction cost charged through profit and loss	2,059	1,817
Debt discounts charged through profit and loss	459	507
Financial expenses on loans and financings	29,588	24,205
Balance as of March 31,	2,562,520	2,469,804

(*) Working capital credit lines.

In January 2015, the Group used the remaining balance of the credit line with Bradesco amounting to US$95 million and signed another working capital credit line agreement with the same financial institution, amounting to US$75 million, with a 2-year term bearing interest rate at LIBOR plus 4.80% p.a. The Group fully used this additional credit line.

On November 21, 2014, the Company, through its subsidiary Brava Star Ltd., signed a loan agreement amounting to US$475 million with a pool of international commercial banks and export credit agencies in order to finance the construction of the Brava Star drillship. The loan agreement was structured as a Limited Recourse Project Finance to be repaid over a 5-year period bearing interest rate at LIBOR plus 2% p.a. Of such loan facility, US$464,396 (US$458,105, net of transaction costs) was disbursed on May 26, 2015, in connection to milestone payments based upon the drillship delivery by Samsung.

b) Loans and financings long term amortization schedule

Year ending December 31,	Gross amount	Transaction costs	Debt discounts	Net amount
2017	641,222	(4,786)	(1,187)	635,249
2018	513,314	(5,675)	(1,455)	506,184
2019	747,486	(2,734)	(1,191)	743,561
2020	273,046	(1,185)	-	271,861
Total	2,175,068	(14,380)	(3,833)	2,156,855

c) Covenants

The financing agreements that contain financial covenants and securities provided to lenders as described hereafter. Noncompliance with such financial covenants could constitute a Restricted Payment Trigger Event, which would lead in the borrower entity not being allowed to pay dividends, purchase, retire or otherwise distribute capital stock or make certain payments to related parties.

The financial covenants consist of: (i) a minimum requirement of Consolidated Tangible Net Worth; (ii) a minimum requirement of Consolidated Cash and Cash Equivalents and Marketable Securities; (iii) Interest Cover Ratio, which requires maintenance of a minimum Consolidated Adjusted EBITDA to Consolidated Net Interest Payable ratio (which calculations are subject to defined adjustments mainly related to borrowings to Project Finance); and (iv) Leverage Ratio, which requires a maximum ratio of Consolidated Net Total Borrowings to Consolidated Adjusted EBITDA (which calculations are subject to defined adjustments mainly related to borrowings to Project Finance). Consolidated refers to the Group.

The financial covenants are assessed semi-annually based on the consolidated financial statements as of December 31 and June 30 of each year. As of December 31 and June 30, 2015 the Group was in compliance with such restrictive clauses.

The indenture governing the Corporate Bond contains certain financial covenants that limit the Group's ability to incur in additional indebtedness. The financial covenants are measured on the four most recent fiscal quarters for which financial statements are available and consist of: (i) Unconsolidated Interest Coverage Ratio; and (ii) Consolidated Net Leverage Ratio. These financial covenants are not required to be measured on a regular basis and shall be assessed whenever additional indebtedness is envisaged to be incurred by the Group, as required under the indenture.

d) Guarantees

The financings obtained by the Group in order to finance the construction of the drilling rigs, drillships and for other corporate purposes are usually structured as Project Finance/Project Bond; therefore benefiting from a customary security package that includes guarantees such as assignment of the charter receivables, mortgages over the drilling rigs and drillships, pledges over the shares of the drilling rigs owners, charges over the relevant bank accounts held at the facility agents, including accounts into which the amounts payable under charter agreements are required to be paid, assignment of the relevant insurances along with corporate guarantees during pre-completion period. In addition, the terms of some of these financing debt instruments restrict the ability of project subsidiaries to pay dividends, incur additional debt, grant additional liens, sell or dispose assets and enter into certain acquisitions, mergers and consolidations, except as already established in such financing debt instruments.

The aforementioned conditions are applied to the following offshore drilling rigs financings: Gold Star, Alpha Star, Alaskan Star and Atlantic Star; and the Project Financing of Amaralina Star, Laguna Star and Brava Star drillships.

The Corporate Bond issued on November 9, 2012, is guaranteed by the Group on a senior unsecured basis. In addition, the Group had established an interest reserve account in favor of the collateral agent, which is fully funded by cash and/or letters of credit in an amount sufficient to provide for the payment of the next two succeeding interest payments. The Group decided to release the letter of credit related to such interest reserve account, in compliance with the Corporate Bond documentation and considering the Group's consistent deleveraging since the Corporate Bond's issuance. This release occurred on June 26, 2015.

12. PROVISIONS

In the normal course of its business, the Group engages in agreements with third parties that convey contractual obligations. The Group recognises provisions for contractual penalties that are more likely than not to be payable with respect to certain of its agreements, for which the Group's Management does not expect the payable amount to materially differ from the estimate.

	Three-month period ended March 31,	
	2016	2015
Balance as of January 1	4,570	1,551
Brava Star penalty provision addition	-	1,517
Foreign exchange rate variations	100	(83)
Balance as of March 31	4,670	2,985

13. PROVISION FOR CONTINGENCIES

a) Contingent assets

The Group has not recognised contingent assets.

b) Contingent liabilities assessed as probable losses

During the normal course of its business activities, the Group is exposed to labor, civil and tax claims. Regarding each claim or exposure, Management has assessed the probability that the matter resolution would ultimately result in a financial loss for the Group. Therefore, based on such assessment, as of December 31, 2015, provisions to cover probable losses included in "other non-current liabilities" are mainly related to labor claims (hardship and retirement) and a civil litigation with HRT regarding the early termination of the QG-VIII and QG-IX onshore drilling rigs agreements (Note 6).

In the said civil litigation, the Group pursued the collection of the invoices related to April, May and June 2014, and payment of loss and damages, while HRT pursued the repayment of the amounts previously advanced to the Group. On October 20, 2015, the Rio de Janeiro Court (*Tribunal de Justiça do Rio de Janeiro*) demanded QGOG to make a judicial deposit in the amount of R$13.2 million (corresponding to approximately US$3.3 million) related to the advance received from HRT. QGOG proceeded with the deposit.

QGOG and HRT entered into a court settlement agreement to terminate these legal disputes and on February 17, 2016, the Rio de Janeiro Court accepted the agreement in which HRT would receive R$2.3 million (US$601) from the above mentioned judicial deposit and the remaining amount would be returned to QGOG. As a result, the amount of US$601 was recorded as a loss provision as of December 31, 2015, and during the first quarter of 2016 it was paid.

As of March 31, 2016, provisions to cover probable losses included in "other non-current liabilities" are mainly related to labor claims (hardship and retirement).

Changes in loss provision for labor and civil claims are as follows:

	Three-month period ended March 31,	
	2016	2015
Balance as of January 1	1,504	1,355
Additions	25	51
Reversals	(89)	(317)
Currency translation adjustments	136	(205)
Balance as of March 31	1,576	884

c) Contingent liabilities assessed as possible losses

Based on the Group's in-house legal counsel and external legal advisors' opinions, these claims are not accrued in the consolidated financial statements and consist of labor lawsuits (mainly comprised by compensation due to work related accidents and occupational diseases) in the amount of US$10,458 (US$11,588 as of December 31, 2015), tax lawsuits in the amount of US$23,207 (US$21,061 as of December 31, 2015) and civil lawsuits in the amount of US$14 (US$26 as of December 31, 2015).

The main tax lawsuits assessed as possible losses are as follows:

i. On September 15, 2010, QGOG received a Notice of Violation issued by the tax authorities due to nonpayment of Services Tax ("ISS") in the city of Rio de Janeiro. QGOG argues, on appeal, that the operations were carried out in other municipalities and the taxes were collected under their tax jurisdictions (ISS due to the site of the service provider). As of March 31, 2016 the estimated amount involved is US$3,909 (US$3,526 as of December 31, 2015).

ii. On January 22, 2015, QGOG received a Notice of Violation issued by the Brazilian Internal Revenue Service (*Receita Federal do Brasil - RFB*) related to Social Integration Program ("PIS") and Social Investment Program ("COFINS") collected in the years 2010 and 2011. The RFB initiated a Tax Administrative Process, whereby it requires QGOG to make tax payments, due to the fact that the RFB considered that QGOG made use of improper tax credits aiming to reduce its PIS and COFINS obligations. On February 23, 2015, QGOG argued on appeal in order to contest RFB's tax assessment. As of March 31, 2016 the estimated amount involved is US$18,291 (US$16,671as of December 31, 2015).

d) Tax, labor and social security matters

The Group enters into transactions and operations that may be interpreted by third parties subjectively and/or as opposed to the Group's position. Nevertheless, the Group's actions are supported by its external legal advisors' opinion.

e) Other matters

Petrobras withholding taxes

In July 2014, the Group received letters from Petrobras informing that the RFB issued Notices of Violation against Petrobras regarding the absence of withholding income taxes from charter agreements remittances in 2008 and 2009, related to the Atlantic Star and Alaskan Star offshore drilling rigs. Petrobras indicated that is currently contesting such Notices of Violation, but if the losses on ongoing appeals are confirmed, Petrobras will seek the recoverability of such losses from its contractors, including the Group, and any penalties, interest and fees that would be required to settle the debt with the RFB. Petrobras has informed that the amount involved related to the work performed by the Group amounts to R$152 million (US$67 million), excluding penalties, interest and fees. The Group has contested Petrobras' allegations in a response letter stating that Petrobras "has no legal or commercial grounds to seek recoverability from the Group" and that "will not accept any withholding or deduction of the amounts to be received under the charter agreements". Should Petrobras fail on its appeals and, consequently, the Group receives any future charges aiming the reimbursement of Petrobras' losses, the Group will contest such charges.

14. DERIVATIVES

Under the terms of the Project Finance arrangements (Note 11), the Group is contractually required to manage its risk on variable interest rates by eliminating variable-to-fixed interest rate swaps on its long-term variable rate loans. Accordingly, in order to mitigate such risk, interest rate swaps are used to convert the variable component of interest rates to fixed rates ranging from 1.50% p.a. to 5.16% p.a.. The floating component of interest rate of all derivatives agreements is US$ LIBOR.

These swaps protect the Group from fluctuations in interest rates. As of March 31, 2016, the Group has interest rate swaps related to the loans funding Gold Star and Alpha Star offshore drilling rigs, and Amaralina Star, Laguna Star and Brava Star drillships. The swap agreements cover the expected periods of the loans and terminate between 2017 and 2020.

Information on derivative agreements

Interest rate swaps US$ LIBOR/Pre-fixed rate

Financial institution	Loans and financings objective	Payable leg interest rate (per annum)	Maturity	Notional amount Mar. 31, 2016	Notional amount Dec. 31, 2015	Fair value Mar.31, 2016	Fair value Dec. 31, 2015
ING (leader arranger)	Gold Star construction	5.16%	Jul/2017	86,383	100,640	3,361	4,435
Citibank and Santander (joint leader arranger)	Alpha Star construction	1.93%	Jul/2017	244,912	262,852	3,565	3,611
	Non-designated to hedge accounting			331,295	363,492	6,926	8,046
BNP, Citibank and ING (joint leader arranger) (*)	Amaralina Star construction	2.81%	Oct/2018	291,837	305,282	11,695	10,845
BNP, Citibank and ING (joint leader arranger) (*)	Laguna Star construction	2.90%	Dec/2018	299,978	313,249	13,113	12,065
BNP, Citi, ING and DNB (mandated leader arranger) (*)	Brava Star construction	1.79%	Sep/2020	203,661	209,021	5,081	1,693
BNP and ING (mandated leader arranger) (*)	Brava Star construction	1.84%	Sep/2020	202,464	207,792	5,383	2,030
	Designated to hedge accounting			997,940	1,035,344	35,272	26,633
	Total amount			1,329,235	1,398,836	42,198	34,679
	Non-current assets					-	896
	Current liabilities					23,816	24,377
	Non-current liabilities					18,382	11,198

	Three-month period ended March 31, 2016	Three-month period ended March 31, 2015
Balance as of January 1,	34,679	50,193
Fair value adjustments through profit and loss	2,952	2,289
Fair value adjustments through other comprehensive income(*)	11,784	5,695
Cash payments	(7,217)	(8,387)
Balance as of March 31,	42,198	49,790

(*) The Group has adopted the hedge accounting as from July 15, 2011, using derivative agreements related to Amaralina Star and Laguna Star drillships construction. The Group has adopted the hedge accounting using the derivative agreement related to Brava Star drillship construction as from June 4, 2015 (Note 21). Accordingly, the effect of the changes in the fair value of the derivative agreements designated to hedge accounting are recorded in "Other Comprehensive Income/ (Loss)".

Interest rate swap agreements exchanging variable interest rates for fixed interest rates are designated and effective as fair value hedges in respect of interest rates. During the years presented, the hedge was effective in hedging the fair value.

Derivative agreements designated as cash flow hedges

Under interest rate swap agreements, the Group agrees to exchange the differences between fixed and variable rate interest amounts calculated on agreed notional principal amounts. Such agreements enable the Group to mitigate the risk of cash flow exposures on the issued variable rate debt. The fair value of the interest rate swap at the end of the reporting period is determined by discounting the future cash flows using the yield curves, as disclosed below.

In connection with the project financings (Note 11) for the construction of Amaralina Star, Laguna Star and Brava Star drillships, the Group has a contractual commitment with the same financial institutions to contract derivatives as hedging instrument of the debt in relation to changes in LIBOR. Accordingly, the Group has swap agreements in connection with the rates, spreads, notional, terms and debt cash flows. The swap agreements were contracted in July 2011 and June 2015 and follow the related project financings terms.

15. SHAREHOLDERS' EQUITY

a. Share capital

As of March 31, 2016 and December 31, 2015, the Company's share capital amounts to US$63,200 comprised by 189,227,364 ordinary shares, with no par value, as follows:

	March 31, 2016 and December 31, 2015			
		Rights over the amounts		
Shareholders	Ordinary shares	Share capital	Share premium	Total
QGOG International	140,293,142	46,857	568,328	615,185
Constellation Coinvestment S.à.r.l.	15,570,123	5,200	63,075	68,275
Constellation Holding S.à.r.l.	17,739,099	5,925	71,861	77,786
CGPE VI L.P.	303,125	101	1,228	1,329
CIPEF VI QGOG S.à.r.l.	15,321,875	5,117	62,069	67,186
Total	189,227,364	63,200	766,561	829,761

The Company's ultimate controlling party is the Queiroz Galvão family.

b. Legal reserve

In accordance with Luxembourg Corporate Law, the shareholders of a *société anonyme* must allocate 5% of the Company's annual profit of its individual financial information, after deduction of any losses brought forward from previous years, to the minimum legal reserve. Such allocation must consider the Company's statutory financial statements prepared in accordance with Luxembourg Generally Accepted Accounting Principles ("LuxGAAP").

The above mentioned requirement will only cease when the legal reserve reaches an amount equivalent to 10% of the Company's issued share capital. Additionally, this reserve may not be distributed in the form of cash dividends, or otherwise, during the Company's existence. The appropriation to legal reserve becomes effective after approval at the general shareholders meeting.

For the year ended December 31, 2015, the Company did not constitute legal reserve due to the fact that it has no retained earnings for the year then ended in accordance with LuxGAAP.

c. Shareholders distribution policy

The form of distribution to shareholders, whether as dividends, repayment of share premium or repurchase of own shares is based upon the Company's stand-alone statutory financial statements prepared in accordance with LuxGAAP, which must comply with Luxembourg laws and regulations. Additionally, any distribution of statutory profits to the shareholders will be subject to a Luxembourg withholding tax rate of 15% (17.65% if the dividend tax is not charged to the shareholder), subject to the exceptions provided by the Luxembourg tax law or by double tax treaties concluded by the Grand Duchy of Luxembourg and the country of the shareholders tax residency. The withholding tax must be withheld from the gross distribution and paid to the Luxembourg tax authorities.

Following the Company's articles of association, the amount of the premium account presented in the LuxGAAP stand-alone statutory accounts may, for example, be used to provide for the payment of any shares which the Company may redeem from its shareholders, to offset any net realised losses or to make distributions to the shareholders, such list being a non-exhaustive list of the purposes for which the amount of the premium account may be used.

On December 21, 2015, as approved by the extraordinary general meeting of shareholders, the Company fully paid the amount of US$66,000 as partial repayment of the share premium account, as reflected in the Company's stand-alone statutory financial statements prepared in accordance with LUXGAAP. In accordance with Luxembourg tax law, the repayment of share premium was not subject to withholding tax.

For the purposes of the Company's consolidated financial statements prepared in accordance with IFRS/IASB, such payment was presented as dividends. The payment approved on an extraordinary basis is compliant with the covenants under the Group's existing financing agreements (Note 11).

d. Other Comprehensive Items (OCI)

Cash flow hedging reserve

The hedging reserve consists of the effective portion of cash flow hedging instruments related to hedged financing transactions.

Foreign currency translation adjustments reserve

The currency translation adjustments reserve is used to record exchange adjustments arising from the translation of foreign subsidiaries' financial information.

Changes in Other Comprehensive Items

Changes in comprehensive income for the three-month periods ended March 31, 2016 and 2015 are as follows:

	Cash flow hedge fair value adjustments attributable to					
	Owners of the Group	Non-controlling interests	Total	Share of investments other comprehensive loss	Currency translation adjustments	Total
Balance as of December 31, 2014	1,208	990	2,198	(15,330)	3,032	(10,100)
Fair value adjustment on:						
Derivative agreements	(3,132)	(2,563)	(5,695)	-	-	(5,695)
Joint ventures' derivative agreements	-	-	-	(3,515)	-	(3,515)
Associates' financial assets	-	-	-	(30)	-	(30)
Exchange differences:						
On investments arising during the period	-	-	-	820	-	820
Arising during the year	-	-	-	-	(12,188)	(12,188)
Balance as of March 31, 2015	(1,924)	(1,573)	(3,497)	(18,055)	(9,156)	(30,708)
Balance as of December 31, 2015	(6,042)	(1,897)	(7,939)	(13,872)	(18,851)	(40,662)
Fair value adjustment on:						
Derivative agreements	(9,515)	(2,269)	(11,784)	-	-	(11,784)
Joint ventures' derivative agreements	-	-	-	(10,003)	-	(10,003)
Associates' financial assets	-	-	-	123	-	123
Exchange differences:						
On investments arising during the period	-	-	-	(648)	-	(648)
Arising during the year	-	-	-	-	5,694	5,694
Balance as of March 31, 2016	(15,557)	(4,166)	(19,723)	(24,400)	(13,157)	(57,280)

e. Non-controlling interests

The Group's consolidated financial statements include Amaralina Cooperatief U.A., Amaralina Star Ltd., Laguna Cooperatief U.A., Laguna Star Ltd., Manisa Serviços de Petróleo Ltda., Palase C.V., Podocarpus C.V. and Tarsus Serviços de Petróleo Ltda., whose share capital is 55% owned by the Group. The portion of such entities total shareholders' equity not attributable to the Group is included in non-controlling interests.

f. Profit per share

Basic and diluted profit per share amounts are calculated by dividing the profit for the year, all from continuing operations, attributable to ordinary equity holders of the parent by the Company's weighted average number of ordinary shares outstanding during the year.

	Three-month period ended March 31,	
	2016	2015
Profit attributable to the owners of the Group	85,807	78,177
Weighted average number of ordinary shares for calculation purposes (thousands of shares) (*)	189,227	189,227
Basic and diluted profit per share	0.45	0.41

(*) The Group has no potential dilutive shares. Therefore, diluted profit per share is equal to basic profit per share.

16. NET OPERATING REVENUE

The Group's operating revenue is mainly derived from charter and service-rendering agreements. As of March 31, 2016 and 2015, Petrobras has accounted for 100% and 99%, respectively, of total revenues.

Net operating revenue is presented after the following items:

	Three-month period ended March 31,	
	2016	2015
Gross operating revenue	285,731	267,550
Taxes levied on revenue:		
Social Integration Program (PIS)	(818)	(947)
Social Investment Program (COFINS)	(3,794)	(4,369)
Services Tax (ISS)	(953)	(1,184)
Withholding Income tax (IRRF)	(1,260)	-
Net operating revenue	278,906	261,050

17. COST OF SERVICES AND OPERATING EXPENSES

	Three-month period ended March 31,					
	2016			2015		
Costs and expenses by nature	Cost of services	General and administrative expenses	Total	Cost of services	General and administrative expenses	Total
Payroll, charges and benefits	(36,710)	(6,776)	(43,486)	(48,063)	(6,094)	(54,157)
Depreciation	(58,327)	(164)	(58,491)	(47,743)	(228)	(47,971)
Materials	(13,303)	-	(13,303)	(16,458)	-	(16,458)
Maintenance	(12,270)	-	(12,270)	(14,445)	-	(14,445)
Insurance	(4,092)	-	(4,092)	(4,873)	-	(4,873)
Other (1)/(2)	(3,902)	(2,774)	(6,676)	(5,907)	(1,998)	(7,905)
	(128,604)	(9,714)	(138,318)	(137,489)	(8,320)	(145,809)

(1) Other cost of services: mainly comprised by rig boarding transportation; lodging and meals; data transmission; among others.

(2) Other general and administrative expenses: mainly comprised by transportation; information technology services; external legal advisors; auditors; advisory services; among others.

18. OTHER INCOME (EXPENSES), NET

	Three-month period ended March 31,	
	2016	2015
Revenue from sales of PP&E	43	164
Property rental	15	77
Other	20	24
Other income	78	265
Penalties (Note 12)	-	(1,517)
Cost of PP&E sold	(6)	(37)
Other expenses	(6)	(1,554)
Total income (expenses), net	72	(1,289)

19. FINANCIAL EXPENSES, NET

	Three-month period ended March 31,	
	2016	2015
Interest on short-term investments	1,334	805
Financial income from related parties	1,623	1,891
Other financial income	606	121
Financial income	3,563	2,817
Financial expenses on loans and financings	(29,588)	(24,205)
Derivative expenses	(2,952)	(2,289)
Financial expenses from related parties	(314)	(494)
Other financial expenses	(1,610)	(1,272)
Financial expenses	(34,464)	(28,260)
Foreign exchange rate variations, net	(11)	158
Financial expenses, net	(30,912)	(25,285)

20. TAXES

Most of the Group's entities are located in jurisdictions that do not charge income tax. Additionally, certain of the Company's subsidiaries operate in the Netherlands, Switzerland and Luxembourg, but none of these reported taxable income for the periods presented.

QGOG operates in Brazil, and the related taxes and contributions are as follows:

a) Recoverable taxes

	March 31, 2016	December 31, 2015
Social Security Contribution (INSS) (1)	11,928	10,742
Total	11,928	10,742

(1) Maintenance revenues generated by QGOG are subjected to Social Security Contribution over Gross Revenue (CPRB), instead of QGOG being charged of Social Contribution over payroll (INSS). Based on that, the Group recalculated the amounts of CPRB payable and INSS recoverable and on December 2015, recognized the applicable INSS credits, net of the applicable CPRB debts.

b) Taxes payables

	March 31, 2016	December 31, 2015
Income tax (IRPJ) and social contribution (CSLL)	7,490	6,999
Services Tax (ISS)	1,945	1,873
Social Integration Program (PIS) and Social Investment Program (COFINS)	429	687
Total	9,864	9,559

c) Deferred tax assets

	March 31, 2016	December 31, 2015
Income tax (IRPJ) and social contribution (CSLL) (*)	3,410	2,378
Taxes levied on revenue (PIS/COFINS/ISS)	24	200
Total	3,434	2,578
Current	24	200
Non-current	3,410	2,378

(*) Refer to temporary differences and tax loss carryforwards from QGOG's operations aiming the compensation in the foreseeable future based on reliable taxable profits estimate.

d) Effect of income tax results

The tax rate used for the three-month periods ended March 31, 2016 and 2015 reconciliations below refers to the corporate nominal tax rate of 34% in accordance with Brazilian tax legislation, jurisdiction in which QGOG (Brazilian subsidiary) operates.

The amounts reported as income tax expense in the consolidated statement of operations are reconciled from the nominal rate to the effective rate as follows:

	Three-month period ended March 31,	
	2016	2015
Profit before taxes	100,567	92,865
Income tax and social contribution at nominal rate (*)	(8,347)	(9,212)
Adjustments to derive effective tax rate:		
Non-deductible expenses	(599)	(1,307)
Deferred income tax on temporary differences	-	1,718
Other	711	(159)
Taxes	(8,235)	(8,960)
Current taxes	(8,997)	(10,678)
Deferred taxes	762	1,718

(*) Nominal tax rate applied on QGOG's profit before tax.

21. FINANCIAL INSTRUMENTS

a) General considerations

The Group manages its capital to ensure that its entities will be able to continue as a going concern while maximizing the return to shareholders through the optimization of debt and equity mix.

The Group's main financial instruments are cash and cash equivalents, short-term investments, restricted cash, trade and other receivables and payables, receivables from (payables to) related parties, loans and financings and derivatives, as follows:

		March 31, 2016		December 31, 2015	
	Category	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets					
Cash and bank deposits	Loans and receivables	148,894	148,894	42,772	42,772
Cash equivalents	Fair value through profit or loss	75,755	75,755	112,038	112,038
Short-term investments	Fair value through profit or loss	252,433	252,433	246,871	246,871
Restricted cash	Fair value through profit or loss	21,757	21,757	21,744	21,744
Trade and other receivables	Loans and receivables	96,353	96,353	109,455	109,455
Receivables from related parties	Loans and receivables	325,461	325,461	316,797	316,797
Financial liabilities					
Loans and financings	Other financial liabilities	2,562,520	2,192,789	2,621,350	2,183,821
Trade and other payables	Other financial liabilities	28,201	28,201	26,566	26,566
Payables to related parties	Other financial liabilities	296,300	296,300	289,317	289,317
Derivatives	Fair value through profit or loss	42,198	42,198	35,575	35,575

The Group has no forward agreements, options, *swaptions* (swaps with non-exercise options), flexible options, derivatives embedded in other products or exotic derivatives. The Group does not conduct derivative transactions for speculative purposes, thus reaffirming its commitment to a policy of conservative cash management.

Management believes that there is no significant risk of short-term fluctuations in the day rates of its charter agreements due to the respective agreements being long-term.

Except for loans and financings, Management also believes that the carrying amounts of the remaining financial instruments do not significantly differ from their fair value as it considers that interest rates on such instruments are not significantly different from market rates.

Additionally, the amounts of trade accounts receivables and payables reported in these consolidated financial statements do not significantly differ from their fair value due to the turnover of these accounts being of approximately 30 days.

b) Fair value hierarchy

IFRS 7 - *Financial Instruments: Disclosures* defines fair value as the value or price that would be received to sell an asset or paid to transfer a liability in a transaction between participants in an ordinary market on the measurement date. IFRS 7 clarifies that fair value shall be based on assumptions that market participants use when measuring a value or price for an asset or a liability and establishes a hierarchy that prioritizes the information considered to develop those assumptions.

The fair value hierarchy gives greater weight to available market information (i.e. observable data) and less weight to information related to data without transparency (i.e. unobservable data). Additionally, it requires that the entity consider all aspects of nonperformance risk, including the entity's own credit to measure the fair value of a liability.

IFRS 7 also establishes a 3-levels hierarchy to be used in order to measure and disclose the fair value. A categorization tool in the fair value hierarchy is based on the lowest level of "input" significant for its measurement. A description of the 3 hierarchical levels is as follows:

Level 1 - The "inputs" are determined based on prices in an active market for identical assets or liabilities at the measurement date. Additionally, the entity must be able to trade in an active market and the price cannot be adjusted by the entity.

Level 2 - The "inputs" are other than prices as determined by Level 1 that are observable for the asset or liability, directly or indirectly. The "inputs" level include two prices in an active market for similar assets or liabilities, prices in an inactive market for identical assets or liabilities, or "inputs" that are observable or can corroborate the observation of market data by correlation or other means for substantially every part of the asset or liability.

Level 3 - The "inputs" are those unobservable from minor or no market activity. These "inputs" represent management's best estimates as market participants could assign value or price for these assets or liabilities. Generally, the assets and liabilities are measured using Level 3 pricing models, discounted cash flow, or similar methods that require significant judgments or estimates.

According to IAS 39 - *Financial Instruments: Recognition and Measurement*, the Group measures its cash equivalents, short-term investments, restricted cash and derivative financial instruments at fair value. Cash equivalents, short-term investments and restricted cash are classified as Level 1, due to the fact that they are measured using market prices for identical instruments. Derivative financial instruments are classified as Level 2, due to the fact that they are measured using similar financial instruments.

<u>Financial instruments fair value measurement</u>

The Group assessed the evaluation of financial assets and liabilities in relation to its market values or its effective recoverable amount, using available information and best practices and methodologies of market valuations for each situation.

Market data information interpretation about methodologies choice requires a higher level of judgment and establishment of reasonable estimate to achieve the fair value. Consequently, the estimate presented may not necessarily indicate the amounts that maybe obtained in current market. The use of different hypothesis to fair values calculation can result in significant effect in obtained values.

The method used to assess the derivatives fair value, represented exclusively by interest rate swaps, was obtained by inputs that are observable or can corroborate the observation of market data by correlation or other means for substantially every part of the asset or liability.

For securities that has quoted price in active markets (Project Bond/ Corporate Bond), the fair value is equal to its last quoted price at the balance sheet date obtained from Bloomberg, multiplied by the number of notes in circulation.

For agreements where the current conditions are similar to those in which they originated or that do not have parameters for quotation or contract, fair values are similar to its carrying amounts.

In the evaluation carried out for the purpose of determining the fair value of assets and liabilities measured at amortized cost method, it was not considered the applicability of this adjustment, due to the following reasons:

- ✓ Trade and other receivables and payables: very short-term of maturity; and
- ✓ Loans and financings (other than Project Bond and Corporate Bond) and receivables from and payables to related parties: the fair value information has not been disclosed for these instruments because it cannot be measured reliably.

c) Financial risk management

The Group is exposed to liquidity, credit and market risks. Management believes that the Group’s main market risk refers to its exposure to interest rate risk, as discussed below.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built a liquidity risk management framework for managing the Group's short and long-term funding and liquidity management requirements. The Group manages liquidity risk by a combination of maintaining adequate reserves, banking facilities and reserve borrowing facilities (Note 11) and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Group maintains relationships with specific lenders and continually monitors its funding needs together with such lenders. The Group manages the majority of its long-term financings on a project-by-project basis. Such financings are arranged as required to support the Group's operations and growth.

The following table details the Group's liquidity analysis for its non-derivative financial liabilities and related derivative financial instruments. The table has been drawn up based on the undiscounted contractual cash inflows and outflows for the financial instruments.

When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves at the end of the reporting period:

Period	Loans and financings	Derivatives	Trade payables	Payables to related parties	Total
2016	451,368	17,357	28,201	6,433	503,359
2017	544,560	14,404	-	1,690	560,654
2018	808,753	7,442	-	5,390	821,585
2019	801,377	1,441	-	64,828	867,646
2020	280,094	646	-	430,139	710,879
Total	2,886,152	41,290	28,201	508,480	3,464,123

Credit risk

Credit risk refers to the risk that counter-party will default on its contractual obligations resulting in financial loss to the Group. Financial instruments that potentially subject the Group to concentrations of credit risk are primarily cash and cash equivalents, trade receivables and receivables from related parties. It is the Group's practice to place its cash and cash equivalents in time deposits at financial institutions with high credit ratings or at mutual funds, which invest exclusively in high quality money market instruments. The Group limits the exposure amount to any one financial institution to minimize its credit risk exposure.

For the three-month periods ended March 31, 2016 and 2015, Petrobras has accounted for 100% and 99%, respectively, of total revenues. Therefore, management considers that the credit risk arising from this concentration is minimal, considering that Petrobras is a government controlled entity with a history of full payment.

Petrobras is an independent third party of the Group and has valid agreements until 2036 (including the agreements entered into by the Group's associate and joint venture entities).

As disclosed in Note 1, following the press release issued by Petrobras on December 29, 2014, QGOG received a notice from Petrobras, which temporarily suspended it from entering into direct contracts and participating in bids for new contracts. This notice did not impact any of the existing contracts between QGOG and Petrobras. QGOG disagreed with the temporary suspension, and thus contested this suspension in order to reverse it. On November 20, 2015, the CGU decided to exclude QGOG from the administrative procedure and, subsequently, on January 28, 2016, Petrobras reversed the aforementioned temporary suspension and also closed the administrative procedure against QGOG.

The majority of the Group's fleet is hired under long-term agreements. Moreover, the Group owns an offshore fleet that can operate globally and is seeking customer diversification and internationalization as part of its strategy, capitalizing on its strong operational track record.

Market Risk (interest rate risk)

The Group is exposed to interest rate risk due to the fact that Group entities borrow funds at both fixed and variable interest rates. The Group manages such risk by maintaining an appropriate mix between fixed and variable rate borrowings and by using interest rate swap instruments. The Group is exposed to fluctuations in US$ LIBOR interest rates charged on its loans and financings (Note 11). The Group manages the interest rate risk related to the project financing agreements by eliminating variable-to-fixed interest rate swaps (Note 14).

As a result of the swaps in place at the balance sheet date, the Group's exposure to changes in interest rate expense as a result of fluctuations in US$ LIBOR is in respect of changes in fair values of the respective interest rate swaps. These interest rate swaps are held at fair value in the consolidated statement of financial position (Note 14). The fair value of these instruments is affected by factors including market expectations for future changes to US$ LIBOR. Changes to these expectations affect the value of the Group's swaps, producing effects in the consolidated statement of operations and consolidated statement of comprehensive income unless such changes are capitalized.

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the end of the reporting period and considers the effects of an increase or decrease of 0.1 percent on outstanding loans and financings and the effects of either an increase or a decrease of 0.1 percent in the interest curve (LIBOR), and its impacts in the swaps mark to market on the date of the consolidated financial statements. For variable rate liabilities (US$ LIBOR plus spread), the analysis is prepared assuming the liability amount outstanding at the end of the reporting period was outstanding for the entire period. A 0.1 percent increase or decrease in US$ LIBOR is used when reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonably possible change in interest rates.

If the US$ LIBOR had been 0.1 percent higher/lower and all other variables were held constant, the Group's comprehensive income would be impacted as follows:

Risk: interest rate variation	March 31, 2016	Scenario I [(i)]	Scenario II [(ii)]
		Increase/ (decrease) in P&L	
Variable interest rate loans (Note 10)	226,699	(227)	227
Variable interest rate financings (Note 10)	1,365,521	(1,366)	1,366
Derivatives (Note 14)	(1,329,235)	1,329	(1,329)
Total	36,286	(36)	36
		Increase/ (decrease) in OCI	
Hedge derivatives (Note 14)	(997,940)	998	(998)

(i) Increase of 0.1% in interest rate.
(ii) Decrease of 0.1% in interest rate.

d) Capital management

The Group manages its capital structure, which consists of the relation between financial debt and shareholders' equity in accordance with best market practices, as follows:

	March 31, 2016	December 31, 2015
Loans and financings [(a)]	2,562,520	2,621,350
Cash transactions [(b)]	(498,839)	(423,425)
Net debt	2,063,681	2,197,925
Shareholders' equity [(c)]	2,524,132	2,448,418
Net debt ratio [(a) + (b)] ÷ [(a) + (b) + (c)]	45%	47%

(a) Consider all loans and financings.

(b) Includes cash and cash equivalents, short-term investments and restricted cash.

(c) Includes all shareholders' equity accounts.

22. INSURANCE

As of March 31, 2016 and December 31, 2015, major assets or interests covered by insurance policies and their respective amounts are summarized below:

	March 31, 2016	December 31, 2015
Civil liability	2,542,958	2,542,958
Operating risks	5,413,410	5,358,127
Operational headquarter and others	17,613	13,426
Total	7,973,981	7,914,511

The Group's practice in relation to its insurance policies is to hire solid insurance companies with high reputation in the insurance market.

23. PENSION PLAN

The Group, through its subsidiary QGOG, offers a private defined contribution pension plan to all employees and management. Under the pension plan, up to 12% of the monthly salary is contributed by the employee and up to 6.5% by QGOG, according to the employee's seniority level. The pension plan is managed by Bradesco Vida e Previdência S.A. When employees choose to abandon the plan before the end of payments, the contributions still payable are reduced by the amount already paid by QGOG. Therefore, QGOG's only obligation to the Pension Plan is to make its specified contributions.

For the three-month periods ended March 31, 2016 and 2015, contributions payable by QGOG at rates specified by the plan rules amounted to US$660 and US$493, respectively.

24. ADDITIONAL INFORMATION ON CASH FLOWS

	Three-month period ended March 31,	
	2016	2015
Non-cash investing activities:		
Derecognition of accrued costs of the drillship under mobilization	-	(2,367)
Borrowing costs capitalized, net of hedging adjustments (Notes 10, 11 and 14)	-	3,799
	-	(1,432)

25. SEASONALITY

There is no seasonality impact over the Group's charter agreements and related drilling services.

26. SUBSEQUENT EVENTS

Lone Star offshore drilling rig scheduled 5-year survey

On March 20, 2016, the Lone Star offshore drilling rig started its 5-year survey, which was completed on schedule, and on April 26, 2016, it returned to operate under the current charter and service-rendering agreements with Petrobras, which expires in March 2018 (Note 1).

Sete Brasil´s judicial recovery

On April 20, 2016, the Group was informed that Sete Brasil's Extraordinary General Meeting held at that date approved Sete Brasil's petition for judicial recovery (Note 9).

27. APPROVAL OF UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The unaudited condensed consolidated interim financial statements were approved by the Company's management and authorized for issue on May 24, 2016.