

Oceaneering Acquires OIS International Inspection plc, More Than Triples International Inspection Market Presence

January 16, 2003 – Houston, Texas – Oceaneering International, Inc. (NYSE:OII) announced the acquisition of OIS International Inspection plc (OISI) from Abbot Group plc (FTSE:ABG.L). OISI is a global market provider of non-destructive testing and inspection (NDT&I) services, principally to the oil and gas industry.

The Company paid approximately \$27 million in cash for OISI. The acquisition is expected to contribute \$75 million in revenues; \$5 million in earnings before interest, taxes, and depreciation; and be marginally accretive to earnings per share during 2003. Integrating OISI business operations with Oceaneering's Solus Schall Division will more than triple OII's existing international NDT&I business in the United Kingdom, West Africa, the Middle East, and the Far East.

John Huff, Chairman and Chief Executive Officer, stated, "This acquisition is an opportunity to offer technically advanced OISI capabilities to existing Solus Schall Customers. These include a proprietary integrity and asset management service and non-intrusive inspection technologies. Together, these capabilities give Customers an ability to plan and perform preventive maintenance to offshore production facilities with minimal shutdowns.

"It also affords us the opportunity to further participate in the consolidation of the oil and gas inspection industry. We began this effort in late 2001 when we acquired Gulf Coast International Inspection, Inc. The financial benefit from operating cost savings is anticipated to occur over the next two years.

"This acquisition is one of the steps we are taking to profitably reinvest our free cash flow for the purpose of growing the Company's future earnings. We expect additional announcements during this year."

Oceaneering is an advanced applied technology company that provides engineered services and hardware to Customers who operate in marine, space, and other harsh environments. The Company's services and products are marketed worldwide to oil and gas companies, government agencies, and firms in the telecommunications, aerospace, and marine engineering and construction industries.

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