

CHICAGO BRIDGE & IRON CO N V
Form 10-Q
April 24, 2014

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

FORM 10-Q

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

For the quarterly period ended March 31, 2014

OR

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

For the transition period from _____ to _____

Commission File Number 1-12815

CHICAGO BRIDGE & IRON COMPANY N.V.
Incorporated in The Netherlands IRS Identification Number: Not Applicable

Prinses Beatrixlaan 35
2595 AK The Hague
The Netherlands
31-70-3732010
(Address and telephone number of principal executive offices)

Oostduinlaan 75
2596 JJ The Hague
The Netherlands
(Former address of principal executive offices)

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

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

The number of shares outstanding of the registrant's common stock as of April 15, 2014 – 108,110,418

CHICAGO BRIDGE & IRON COMPANY N.V.

Table of Contents

| | Page |
|------------------------------------------------------------------------------------------------------|------|
| PART I—FINANCIAL INFORMATION | |
| Item 1. Condensed Consolidated Financial Statements | |
| <u>Statements of Operations Three Months Ended March 31, 2014 and 2013</u> | 3 |
| <u>Statements of Comprehensive Income Three Months Ended March 31, 2014 and 2013</u> | 4 |
| <u>Balance Sheets March 31, 2014 and December 31, 2013</u> | 5 |
| <u>Statements of Cash Flows Three Months Ended March 31, 2014 and 2013</u> | 6 |
| <u>Statements of Changes in Shareholders' Equity Three Months Ended March 31, 2014 and 2013</u> | 7 |
| <u>Notes to Condensed Consolidated Financial Statements</u> | 8 |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 26 |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u> | 38 |
| <u>Item 4. Controls and Procedures</u> | 39 |
| PART II—OTHER INFORMATION | |
| <u>Item 1. Legal Proceedings</u> | 39 |
| <u>Item 1A. Risk Factors</u> | 40 |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | 40 |
| <u>Item 3. Defaults Upon Senior Securities</u> | 40 |
| <u>Item 4. Mine Safety Disclosures</u> | 40 |
| <u>Item 5. Other Information</u> | 40 |
| <u>Item 6. Exhibits</u> | 41 |
| <u>SIGNATURES</u> | 42 |

Table of Contents

CHICAGO BRIDGE & IRON COMPANY N.V.
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (In thousands, except per share data)

| | Three Months Ended March 31, | |
|-----------------------------------------------------------|------------------------------|-------------|
| | 2014 | 2013 |
| | (Unaudited) | |
| Revenue | \$2,928,132 | \$2,251,429 |
| Cost of revenue | 2,626,730 | 2,005,285 |
| Gross profit | 301,402 | 246,144 |
| Selling and administrative expense | 119,167 | 93,968 |
| Intangibles amortization | 16,234 | 9,188 |
| Equity earnings | (4,165 |) (4,485 |
| Other operating income, net | (384 |) (297 |
| Acquisition and integration related costs | 8,067 | 61,256 |
| Income from operations | 162,483 | 86,514 |
| Interest expense | (18,887 |) (22,746 |
| Interest income | 2,060 | 1,871 |
| Income before taxes | 145,656 | 65,639 |
| Income tax expense | (42,910 |) (22,767 |
| Net income | 102,746 | 42,872 |
| Less: Net income attributable to noncontrolling interests | (13,795 |) (9,264 |
| Net income attributable to CB&I | \$88,951 | \$33,608 |
| Net income attributable to CB&I per share: | | |
| Basic | \$0.83 | \$0.33 |
| Diluted | \$0.82 | \$0.32 |
| Weighted average shares outstanding: | | |
| Basic | 107,677 | 101,802 |
| Diluted | 109,113 | 103,507 |
| Cash dividends on shares: | | |
| Amount | \$7,559 | \$5,345 |
| Per share | \$0.07 | \$0.05 |

The accompanying Notes are an integral part of these Condensed Consolidated Financial Statements.

Table of Contents

CHICAGO BRIDGE & IRON COMPANY N.V.
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (In thousands)

| | Three Months Ended March 31, | |
|--------------------------------------------------------------------------------------------|------------------------------|-----------|
| | 2014 | 2013 |
| | (Unaudited) | |
| Net income | \$102,746 | \$42,872 |
| Other comprehensive income (loss), net of tax: | | |
| Change in cumulative translation adjustment | 5,531 | (13,043) |
| Change in unrealized fair value of cash flow hedges | (990) | (1,731) |
| Change in unrecognized prior service pension credits/costs | (43) | (192) |
| Change in unrecognized actuarial pension gains/losses | 1,795 | 4,897 |
| Comprehensive income | 109,039 | 32,803 |
| Less: Net income attributable to noncontrolling interests | (13,795) | (9,264) |
| Less: Change in cumulative translation adjustment attributable to noncontrolling interests | (1,651) | (883) |
| Comprehensive income attributable to CB&I | \$93,593 | \$22,656 |

The accompanying Notes are an integral part of these Condensed Consolidated Financial Statements.

Table of Contents

CHICAGO BRIDGE & IRON COMPANY N.V.
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (In thousands)

| | March 31, 2014 (Unaudited) | December 31, 2013 |
|-------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------|
| Assets | | |
| Cash and cash equivalents (\$170,472 and \$153,485 related to variable interest entities ("VIEs")) | \$420,163 | \$420,502 |
| Accounts receivable, net (\$179,414 and \$151,241 related to VIEs) | 1,273,563 | 1,385,448 |
| Inventory | 292,019 | 302,987 |
| Costs and estimated earnings in excess of billings (\$86,920 and \$59,092 related to VIEs) | 647,878 | 566,718 |
| Deferred income taxes | 574,966 | 555,589 |
| Other current assets (\$55,059 and \$31,487 related to VIEs) | 179,358 | 158,321 |
| Total current assets | 3,387,947 | 3,389,565 |
| Equity investments | 90,867 | 101,754 |
| Property and equipment, net (\$23,954 and \$24,655 related to VIEs) | 780,122 | 788,797 |
| Deferred income taxes | 92,570 | 110,142 |
| Goodwill | 4,225,687 | 4,226,468 |
| Other intangibles, net | 611,570 | 627,723 |
| Other non-current assets | 145,313 | 145,144 |
| Total assets | \$9,334,076 | \$9,389,593 |
| Liabilities | | |
| Revolving facility debt | \$334,754 | \$115,000 |
| Current maturities of long-term debt | 100,000 | 100,000 |
| Accounts payable (\$205,014 and \$200,721 related to VIEs) | 1,156,640 | 1,157,478 |
| Accrued liabilities | 702,759 | 699,506 |
| Billings in excess of costs and estimated earnings (\$49,627 and \$29,670 related to VIEs) | 2,378,901 | 2,720,251 |
| Deferred income taxes | 6,411 | 5,389 |
| Total current liabilities | 4,679,465 | 4,797,624 |
| Long-term debt | 1,600,000 | 1,625,000 |
| Other non-current liabilities | 375,055 | 387,555 |
| Deferred income taxes | 64,438 | 71,976 |
| Total liabilities | 6,718,958 | 6,882,155 |
| Shareholders' Equity | | |
| Common stock, Euro .01 par value; shares authorized: 250,000; shares issued: 108,132 and 107,857; shares outstanding: 108,040 and 107,478 | 1,279 | 1,275 |
| Additional paid-in capital | 748,167 | 753,742 |
| Retained earnings | 1,814,801 | 1,733,409 |
| Treasury stock, at cost: 92 and 379 shares | (7,628) | (23,914) |
| Accumulated other comprehensive loss | (115,291) | (119,933) |
| Total CB&I shareholders' equity | 2,441,328 | 2,344,579 |
| Noncontrolling interests | 173,790 | 162,859 |
| Total shareholders' equity | 2,615,118 | 2,507,438 |
| Total liabilities and shareholders' equity | \$9,334,076 | \$9,389,593 |
| The accompanying Notes are an integral part of these Condensed Consolidated Financial Statements. | | |

Table of Contents

CHICAGO BRIDGE & IRON COMPANY N.V.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (In thousands)

| | Three Months Ended March | |
|--------------------------------------------------------------------------------------|--------------------------|-------------|
| | 2014 | 2013 |
| | (Unaudited) | |
| Cash Flows from Operating Activities | | |
| Net income | \$ 102,746 | \$ 42,872 |
| Adjustments to reconcile net income to net cash used in operating activities: | | |
| Depreciation and amortization | 45,625 | 28,637 |
| Deferred taxes | 6,616 | 65,309 |
| Stock-based compensation expense | 41,142 | 38,072 |
| Equity earnings | (4,165) | (4,485) |
| Gain on property and equipment transactions | (384) | (297) |
| Unrealized loss on foreign currency hedge ineffectiveness | 2,865 | 1,756 |
| Excess tax benefits from stock-based compensation | (12,930) | (10,756) |
| Changes in operating assets and liabilities: | | |
| Decrease (increase) in receivables, net | 111,885 | (153,647) |
| Change in contracts in progress, net | (422,510) | (180,030) |
| Decrease (increase) in inventory | 10,968 | (4,302) |
| Decrease in accounts payable | (838) | (28,720) |
| (Increase) decrease in other current and non-current assets | (20,401) | 22,515 |
| Decrease in accrued and other non-current liabilities | (11,923) | (137,964) |
| Decrease in equity investments | 15,237 | 351 |
| Change in other, net | (9,685) | 8,474 |
| Net cash used in operating activities | (145,752) | (312,215) |
| Cash Flows from Investing Activities | | |
| Business acquisitions, net of cash acquired | — | (1,713,333) |
| Capital expenditures | (26,485) | (14,932) |
| Proceeds from sale of property and equipment | 4,459 | 613 |
| Change in other, net | — | (24,699) |
| Net cash used in investing activities | (22,026) | (1,752,351) |
| Cash Flows from Financing Activities | | |
| Revolving facility borrowings, net | 219,754 | 116,177 |
| Term loan borrowings | — | 1,000,000 |
| Cash withdrawn from restricted cash and cash equivalents (Senior Notes) | — | 800,000 |
| Cash withdrawn from restricted cash and cash equivalents (Westinghouse-related debt) | — | 1,309,022 |
| Repayment of Westinghouse-related debt | — | (1,353,694) |
| Repayments on term loan | (25,000) | (18,750) |
| Excess tax benefits from stock-based compensation | 12,930 | 10,756 |
| Purchase of treasury stock | (54,946) | (23,764) |
| Issuance of stock | 11,586 | 14,889 |
| Dividends paid | (7,559) | (5,345) |
| Distributions to noncontrolling interests | (4,515) | (1,065) |
| Revolving facility and deferred financing costs | — | (26,987) |
| Net cash provided by financing activities | 152,250 | 1,821,239 |
| Effect of exchange rate changes on cash and cash equivalents | 15,189 | (7,242) |
| Decrease in cash and cash equivalents | (339) | (250,569) |

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| | | |
|--------------------------------------------------|-----------|-----------|
| Cash and cash equivalents, beginning of the year | 420,502 | 643,395 |
| Cash and cash equivalents, end of the period | \$420,163 | \$392,826 |

The accompanying Notes are an integral part of these Condensed Consolidated Financial Statements.

Table of Contents

CHICAGO BRIDGE & IRON COMPANY N.V.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(In thousands, except per share data)

| | Common Stock | | Additional | Retained | Treasury Stock | | Accumulated | Non - | Total |
|-----------------------------------------------------------------|--------------|------------|------------|--------------|------------------------|----------------|---------------|-------------|---------------|
| | Shares | Amount | Paid-In | Earnings | Shares | Amount | Other | controlling | Shareholders' |
| | | | Capital | | | | Comprehensive | Interests | Equity |
| | | | | | | | (Loss) | | |
| | | | | | | | Income | | |
| (Unaudited) | | | | | | | | | |
| Balance at | | | | | | | | | |
| December 31, 2013 | 107,478 | \$ 1,275 | \$ 753,742 | \$ 1,733,409 | 379 | \$(23,914) | \$(119,933) | \$ 162,859 | \$ 2,507,438 |
| Net income | — | — | — | 88,951 | — | — | — | 13,795 | 102,746 |
| Change in cumulative translation adjustment, net | — | — | — | — | — | — | 3,880 | 1,651 | 5,531 |
| Change in unrealized fair value of cash flow hedges, net | — | — | — | — | — | — | (990) | — | (990) |
| Change in unrecognized prior service pension credits/costs, net | — | — | — | — | — | — | (43) | — | (43) |
| Change in unrecognized actuarial pension gains/losses, net | — | — | — | — | — | — | 1,795 | — | 1,795 |
| Distributions to noncontrolling interests | — | — | — | — | — | — | — | (4,515) | (4,515) |
| Dividends paid (\$0.07 per share) | — | — | — | (7,559) | — | — | — | — | (7,559) |
| Stock-based compensation expense | — | — | 41,142 | — | — | — | — | — | 41,142 |
| Issuance to treasury stock | — | 4 | 22,091 | — | 275 | (22,095) | — | — | — |
| Purchase of treasury stock | (716) | — | — | — | 716 | (54,946) | — | — | (54,946) |
| Issuance of stock | 1,278 | — | (68,808) | — | (1,278) | 93,327 | — | — | 24,519 |
| Balance at March 31, 2014 | 108,040 | \$ 1,279 | \$ 748,167 | \$ 1,814,801 | 92 | \$(7,628) | \$(115,291) | \$ 173,790 | \$ 2,615,118 |
| | Common Stock | Additional | Retained | | Stock Held in Treasury | Treasury Stock | Accumulated | Non - | Total |
| | | Paid-In | Earnings | | | | Other | controlling | Shareholders' |

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| | Shares | Amount | Capital | Earnings | Shares | Amount | Shares | Amount | Comprehensive (Loss) Income | Interests | Equity |
|--------------------------------------------------------------------------------|---------|---------|-----------|-------------|--------|-----------|---------|-------------|-----------------------------------|-----------|-------------|
| (Unaudited) | | | | | | | | | | | |
| Balance at December 31, 2012 | 96,835 | \$1,190 | \$363,417 | \$1,300,742 | 316 | \$(3,031) | 4,688 | \$(193,533) | \$(101,032) | \$28,557 | \$1,396 |
| Net income | — | — | — | 33,608 | — | — | — | — | — | 9,264 | 42,872 |
| Change in cumulative translation adjustment, net | — | — | — | — | — | — | — | — | (13,926) | 883 | (13,043) |
| Change in unrealized fair value of cash flow hedges, net | — | — | — | — | — | — | — | — | (1,731) | — | (1,731) |
| Change in unrecognized prior service pension credits/costs, net | — | — | — | — | — | — | — | — | (192) | — | (192) |
| Change in unrecognized actuarial pension gains/losses, net | — | — | — | — | — | — | — | — | 4,897 | — | 4,897 |
| Distributions to noncontrolling interests | — | — | — | — | — | — | — | — | — | (1,065) | (1,065) |
| Dividends paid (\$0.05 per share) | — | — | — | (5,345) | — | — | — | — | — | — | (5,345) |
| Stock-based compensation expense | — | — | 38,072 | — | — | — | — | — | — | — | 38,072 |
| Business acquisitions | 8,893 | 85 | 398,366 | — | — | — | (2,559) | 100,125 | — | 36,665 | 535,244 |
| Issuance of treasury stock to trust | 98 | — | 896 | — | 98 | (5,245) | (98) | 4,349 | — | — | — |
| Release of trust shares | — | — | 1,537 | — | (301) | 2,537 | — | — | — | — | 4,074 |
| Purchase of treasury stock | (446) | — | — | — | — | — | 446 | (23,764) | — | — | (23,764) |
| Issuance of stock | 1,612 | — | (49,808) | — | — | — | (1,612) | 71,038 | — | — | 21,230 |
| | 106,992 | \$1,275 | \$752,480 | \$1,329,005 | 113 | \$(5,739) | 865 | \$(41,785) | \$(111,984) | \$74,304 | \$1,997,000 |

Balance at
March 31,
2013

The accompanying Notes are an integral part of these Condensed Consolidated Financial Statements.

7

Table of Contents

CHICAGO BRIDGE & IRON COMPANY N.V.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2014

(\$ and share values in thousands, except per share data)

(Unaudited)

1. ORGANIZATION AND NATURE OF OPERATIONS

Organization and Nature of Operations—Chicago Bridge & Iron Company N.V. (“CB&I” or the “Company”) provides a wide range of services, including conceptual design, technology, engineering, procurement, fabrication, modularization, construction, commissioning, maintenance, program management and environmental services to customers in the energy infrastructure market throughout the world, and is a provider of diversified government services. Our business is aligned into four principal operating groups: (1) Engineering, Construction and Maintenance, (2) Fabrication Services, (3) Technology, and (4) Environmental Solutions (formerly Government Solutions). See Note 16 for a discussion of our operating groups.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation—The accompanying unaudited interim Condensed Consolidated Financial Statements (“Financial Statements”) are prepared in accordance with the rules and regulations of the United States (“U.S.”) Securities and Exchange Commission (the “SEC”) and accounting principles generally accepted in the United States of America (“U.S. GAAP”). These Financial Statements include all wholly-owned subsidiaries and those entities which we are required to consolidate. See the “Partnering Arrangements” section of this footnote for further discussion of our consolidation policy for those entities that are not wholly-owned. We believe these Financial Statements include all adjustments, which are of a normal recurring nature, necessary for a fair presentation of our results of operations for the three months ended March 31, 2014 and 2013, our financial position as of March 31, 2014 and our cash flows for the three months ended March 31, 2014 and 2013. The December 31, 2013 Condensed Consolidated Balance Sheet was derived from our December 31, 2013 audited Consolidated Balance Sheet.

We believe the disclosures accompanying these Financial Statements are adequate to make the information presented not misleading. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the rules and regulations of the SEC for interim reporting periods. The results of operations and cash flows for the interim periods are not necessarily indicative of the results to be expected for the full year. The accompanying Financial Statements should be read in conjunction with our Consolidated Financial Statements and notes thereto included in our 2013 Annual Report on Form 10-K (“2013 Annual Report”).

Use of Estimates—The preparation of our Financial Statements in conformity with U.S. GAAP requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures of contingent assets and liabilities. We believe the most significant estimates and judgments are associated with revenue recognition for our contracts, including the recognition of incentive fees and unapproved change orders and claims; recoverability assessments that must be periodically performed with respect to long-lived tangible assets, goodwill and other intangible assets; valuation of deferred tax assets and financial instruments; the determination of liabilities related to self-insurance programs and income taxes; and consolidation determinations with respect to our partnering arrangements. If the underlying estimates and assumptions upon which our Financial Statements are based change in the future, actual amounts may differ from those included in the accompanying Financial Statements.

Revenue Recognition—Our revenue is primarily derived from long-term contracts and is generally recognized using the percentage of completion (“POC”) method, primarily based on the percentage that actual costs-to-date bear to total estimated costs to complete each contract. We follow the guidance of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Revenue Recognition Topic 605-35 for accounting policies relating to our use of the POC method, estimating costs, and revenue recognition, including the recognition of incentive fees, unapproved change orders and claims, and combining and segmenting contracts. We primarily utilize the cost-to-cost approach to estimate POC as we believe this method is less subjective than relying on assessments of physical progress. Under the cost-to-cost approach, the use of estimated costs to complete each contract is a significant variable in the process of determining recognized revenue and is a significant factor in the accounting for contracts. Significant

estimates that impact the cost to complete each contract are costs of engineering, materials, components, equipment, labor and subcontracts; labor productivity; schedule durations, including subcontract and supplier progress; liquidated damages; contract disputes, including claims; achievement of contractual performance requirements; and contingency, among others. The cumulative impact of revisions in total cost estimates during the progress of work is reflected in the period in which these changes become known, including, to the extent required, the reversal of profit recognized in prior periods and the recognition of losses expected to be incurred on contracts in progress. Due to the various estimates inherent in our contract accounting, actual results could differ from those estimates. Backlog for each of our operating groups generally consists of several hundred contracts, and although our results are impacted by changes in estimated project margins, in the current period and for the past several years, such aggregate variations have not resulted in a

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

material net impact to our income from operations. For the three months ended March 31, 2014, we had no individual projects with significant changes in estimated margins and for the three months ended March 31, 2013, individual projects with significant changes in estimated margins did not have a material net impact on our income from operations.

Our long-term contracts are awarded on a competitive bid and negotiated basis and the timing of revenue recognition may be impacted by the terms of such contracts. We use a range of contracting options, including cost-reimbursable, fixed-price and hybrid, which has both cost-reimbursable and fixed-price characteristics. Fixed-price contracts, and hybrid contracts with a more significant fixed-price component, tend to provide us with greater control over project schedule and the timing of when work is performed and costs are incurred, and accordingly, when revenue is recognized. Cost-reimbursable contracts, and hybrid contracts with a more significant cost-reimbursable component, generally provide our customers with greater influence over the timing of when we perform our work, and accordingly, such contracts often result in less predictability with respect to the timing of revenue recognition.

Contract revenue for our long-term contracts recognized under the POC method reflects the original contract price adjusted for approved change orders and estimated recoveries for incentive fees, unapproved change orders and claims. We recognize revenue associated with incentive fees when the value can be reliably estimated and recovery is probable. We recognize revenue associated with unapproved change orders and claims to the extent the related costs have been incurred, the value can be reliably estimated and recovery is probable. Our recorded incentive fees, unapproved change orders and claims reflect our best estimate of recovery amounts; however, the ultimate resolution and amounts received could differ from these estimates. See Note 15 for additional discussion of our recorded unapproved change orders, claims, incentives and other contract recoveries.

With respect to our engineering, procurement, and construction (“EPC”) services, our contracts are not segmented between types of services, such as engineering and construction, if each of the EPC components is negotiated concurrently or if the pricing of any such services is subject to the ultimate negotiation and agreement of the entire EPC contract. However, we segment an EPC contract if it includes technology or fabrication services and the technology or fabrication scope is independently negotiated and priced. In addition, an EPC contract including technology or fabrication services may be segmented if we satisfy the segmenting criteria in ASC 605-35. Revenue recorded in these situations is based on our prices and terms for similar services to third party customers. Segmenting a contract may result in different interim rates of profitability for each scope of service than if we had recognized revenue without segmenting. In some instances, we may combine contracts that are entered into in multiple phases, but are interdependent and include pricing considerations by us and the customer that are impacted by all phases of the project. Otherwise, if each phase is independent of the other and pricing considerations do not give effect to another phase, the contracts will not be combined.

Cost of revenue for our long-term contracts includes direct contract costs, such as materials and labor, and indirect costs that are attributable to contract activity. The timing of when we bill our customers is generally dependent upon advance billing terms, completion of certain phases of the work, or when services are provided. Cumulative costs and estimated earnings recognized to-date in excess of cumulative billings is reported on the Condensed Consolidated Balance Sheet (“Balance Sheet”) as costs and estimated earnings in excess of billings. Cumulative billings in excess of cumulative costs and estimated earnings recognized to-date is reported on the Balance Sheet as billings in excess of costs and estimated earnings. At March 31, 2014 and December 31, 2013, we had billings to customers on our long-term contracts of \$18,982,146 and \$16,113,591, respectively, netted within costs and estimated earnings in excess of billings, and billings to customers of \$23,115,520 and \$25,436,810, respectively, netted within billings in excess of costs and estimated earnings. Any uncollected billed revenue, including contract retentions, is reported as accounts receivable. At March 31, 2014 and December 31, 2013, accounts receivable included contract retentions of approximately \$72,400 and \$68,600, respectively. Contract retentions due beyond one year were not material at March 31, 2014 or December 31, 2013.

Revenue for our service contracts that do not satisfy the criteria for revenue recognition under the POC method is recorded at the time services are performed. Revenue associated with incentive fees for these contracts is recognized when earned. Unbilled receivables for our service contracts are recorded within accounts receivable and were \$85,980 and \$79,979 at March 31, 2014 and December 31, 2013, respectively.

Revenue for our pipe and steel fabrication and catalyst manufacturing contracts that are independent of an EPC contract, or for which we satisfy the segmentation criteria discussed above, is recognized upon shipment of the fabricated or manufactured units. During the fabrication or manufacturing process, all related direct and allocable indirect costs are capitalized as work in process inventory and such costs are recorded as cost of revenue at the time of shipment.

Our billed and unbilled revenue may be exposed to potential credit risk if our customers should encounter financial difficulties, and we maintain reserves for specifically-identified potential uncollectible receivables. At March 31, 2014 and December 31, 2013, our allowances for doubtful accounts were not material.

Other Operating Expense (Income), Net—Other operating expense (income), net, generally represents losses (gains) associated with the sale or disposition of property and equipment.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Acquisition and Integration Related Costs—For the three months ended March 31, 2014, integration-related costs of \$8,067 primarily related to facility consolidations, including the associated accrued future lease costs for vacated facilities and unutilized capacity, personnel relocation and severance-related costs, and systems integration and other integration-related costs. For the three months ended March 31, 2013, acquisition and integration related costs of \$61,256 primarily included transaction costs, professional fees, and change-in-control and severance-related costs.

Impairment of Long-Lived Assets—Goodwill is not amortized to earnings, but instead is reviewed for impairment at least annually at our reporting unit level, absent any indicators of impairment. Our Engineering, Construction and Maintenance operating group includes three reporting units, our Fabrication Services operating group includes two reporting units, and our Technology and Environmental Solutions operating groups each represent a reporting unit. We perform our annual impairment assessment during the fourth quarter of each year based upon balances as of the beginning of that year's fourth quarter. As part of our annual impairment assessment, in the fourth quarter of 2013, we performed a quantitative assessment of goodwill for each of our reporting units. We utilized an income approach (discounted cash flow method) to value our reporting units and test for impairment as we believe this is the most direct approach to incorporate the specific economic attributes and risk profiles of our reporting units into our valuation model. This is consistent with the methodology used for our annual impairment assessment in previous years. We generally do not utilize a market approach given the difficulty in identifying relevant market transactions and the volatility of markets from which transactions are derived. Based upon this quantitative assessment, no impairment charge was necessary during 2013, as the fair value of each of the reporting units acquired in 2013 exceeded their respective net book value and the fair value of all other reporting units significantly exceeded their respective net book values. During the three months ended March 31, 2014, no indicators of goodwill impairment were identified. If, based on future assessments, our goodwill is deemed to be impaired, the impairment would result in a charge to earnings in the year of impairment.

We amortize our finite-lived intangible assets on a straight-line basis with lives ranging from 2 to 20 years, absent any indicators of impairment. We review tangible assets and finite-lived intangible assets for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. If a recoverability assessment is required, the estimated future cash flow associated with the asset or asset group will be compared to the asset's carrying amount to determine if impairment exists. During the three months ended March 31, 2014, we noted no indicators of impairment. See Note 6 for further discussion regarding goodwill and other intangible assets.

Earnings Per Share ("EPS")—Basic EPS is calculated by dividing net income attributable to CB&I by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the assumed conversion of dilutive securities, consisting of restricted shares, performance shares (where performance criteria have been met), stock options and directors' deferred-fee shares. See Note 3 for calculations associated with basic and diluted EPS.

Cash Equivalents—Cash equivalents are considered to be all highly liquid securities with original maturities of three months or less.

Inventory—Inventory is recorded at the lower of cost or market and cost is determined using the first-in-first-out ("FIFO") or weighted-average cost method. The cost of inventory includes acquisition costs, production or conversion costs, and other costs incurred to bring the inventory to a current location and condition. An allowance for excess or inactive inventory is recorded based upon an analysis that considers current inventory levels, historical usage patterns, estimates of future sales expectations and salvage value. See Note 5 for additional disclosures associated with our inventory.

Foreign Currency—The nature of our business activities involves the management of various financial and market risks, including those related to changes in foreign currency exchange rates. The effects of translating financial statements of foreign operations into our reporting currency are recognized as a cumulative translation adjustment in Accumulated Other Comprehensive Income (loss) ("AOCI") which is net of tax, where applicable. Foreign currency exchange gains (losses) are included within cost of revenue and were not material for the three months ended March 31, 2014 and 2013.

Financial Instruments—We utilize derivative instruments in certain circumstances to mitigate the effects of changes in foreign currency exchange rates and interest rates, as described below:

Foreign Currency Exchange Rate Derivatives—We do not engage in currency speculation; however, we do utilize foreign currency exchange rate derivatives on an on-going basis to hedge against certain foreign currency-related operating exposures. We generally seek hedge accounting treatment for contracts used to hedge operating exposures and designate them as cash flow hedges. Therefore, gains and losses, exclusive of credit risk and forward points (which represent the time-value component of the fair value of our derivative positions), are included in AOCI until the associated underlying operating exposure impacts our earnings. Changes in the fair value of (1) credit risk and forward points, (2) instruments deemed ineffective during the period, and (3) instruments that we do not designate as cash flow hedges are recognized within cost of revenue.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Interest Rate Derivatives—During the three months ended March 31, 2014, we continued to utilize a swap arrangement to hedge against interest rate variability associated with \$454,500 of our remaining \$900,000 unsecured term loan (the “Term Loan”). The swap arrangement has been designated as a cash flow hedge as its critical terms matched those of the Term Loan at inception and through March 31, 2014. Accordingly, changes in the fair value of the swap arrangement are included in AOCI until the associated underlying exposure impacts our earnings.

For those contracts designated as cash flow hedges, we document all relationships between the derivative instruments and associated hedged items, as well as our risk-management objectives and strategy for undertaking hedge transactions. This process includes linking all derivatives to specific firm commitments or highly-probable forecasted transactions. We continually assess, at inception and on an on-going basis, the effectiveness of derivative instruments in offsetting changes in the cash flow of the designated hedged items. Hedge accounting designation is discontinued when (1) it is determined that the derivative is no longer highly effective in offsetting changes in the cash flow of the hedged item, including firm commitments or forecasted transactions, (2) the derivative is sold, terminated, exercised, or expires, (3) it is no longer probable that the forecasted transaction will occur, or (4) we determine that designating the derivative as a hedging instrument is no longer appropriate. See Note 10 for additional discussion of our financial instruments.

Income Taxes—Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis using currently enacted income tax rates for the years in which the differences are expected to reverse. A valuation allowance is provided to offset any net deferred tax assets (“DTA(s)”) if, based upon the available evidence, it is more likely than not that some or all of the DTAs will not be realized. The final realization of DTAs depends upon our ability to generate sufficient future taxable income of the appropriate character and in the appropriate jurisdictions. We provide income tax and associated interest reserves, where applicable, in situations where we have and have not received tax assessments. Tax and associated interest reserves are provided in those instances where we consider it more likely than not that additional tax will be due in excess of amounts reflected in income tax returns filed worldwide. At March 31, 2014 and December 31, 2013, our reserves totaled approximately \$14,300. If these income tax reserves are ultimately unnecessary, approximately \$11,100 would impact the effective tax rate as we are contractually indemnified for the remaining balances. We continually review our exposure to additional income tax obligations and, as further information is known or events occur, changes in our tax and interest reserves may be recorded within income tax expense and interest expense, respectively.

Partnering Arrangements—In the ordinary course of business, we execute specific projects and conduct certain operations through joint venture, consortium and other collaborative arrangements (collectively referred to as “venture(s)”). We have various ownership interests in these ventures, with such ownership typically being proportionate to our decision-making and distribution rights. The ventures generally contract directly with the third party customer; however, services may be performed directly by the ventures, or may be performed by us or our partners, or a combination thereof.

Venture net assets consist primarily of cash, working capital and property and equipment, and assets may be restricted from being used to fund obligations outside of the venture. These ventures typically have limited third-party debt or have debt that is non-recourse in nature; however, they may provide for capital calls to fund operations or require participants in the venture to provide additional financial support, including advance payment or retention letters of credit.

Each venture is assessed at inception and on an ongoing basis as to whether it qualifies as a VIE under the consolidations guidance in ASC 810. A venture generally qualifies as a VIE when it (1) meets the definition of a legal entity, (2) absorbs the operational risk of the projects being executed, creating a variable interest, and (3) lacks sufficient capital investment from the partners, potentially resulting in the venture requiring additional subordinated financial support, if necessary, to finance its future activities.

If at any time a venture qualifies as a VIE, we perform a qualitative assessment to determine whether we are the primary beneficiary of the VIE and, therefore, need to consolidate the VIE. We are the primary beneficiary if we have (1) the power to direct the economically significant activities of the VIE and (2) the right to receive benefits from, and obligation to absorb losses of, the VIE. If the venture is a VIE and we are the primary beneficiary, or we otherwise have the ability to control the venture, we consolidate the venture. If we are not determined to be the primary beneficiary of the VIE, or only have the ability to significantly influence, rather than control the venture, we do not consolidate the venture. We account for unconsolidated ventures using proportionate consolidation when we meet the applicable accounting criteria to do so and utilize the equity method otherwise. At March 31, 2014 and December 31, 2013, and for the three months ended March 31, 2014 and 2013, the results of our proportionately consolidated ventures were not material. See Note 7 for additional discussion of our material partnering arrangements.

New Accounting Standards—There are no recently issued accounting standards that we believe will have a material impact on our financial position, results of operations or cash flow.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

3. EARNINGS PER SHARE

A reconciliation of weighted average basic shares outstanding to weighted average diluted shares outstanding and the computation of basic and diluted EPS are as follows:

| | Three months ended March 31, | |
|-----------------------------------------------------------------------------|------------------------------|----------|
| | 2014 | 2013 |
| Net income attributable to CB&I | \$88,951 | \$33,608 |
| Weighted average shares outstanding—basic | 107,677 | 101,802 |
| Effect of restricted shares/performance shares/stock options ⁽¹⁾ | 1,367 | 1,633 |
| Effect of directors' deferred-fee shares | 69 | 72 |
| Weighted average shares outstanding—diluted | 109,113 | 103,507 |
| Net income attributable to CB&I per share: | | |
| Basic | \$0.83 | \$0.33 |
| Diluted | \$0.82 | \$0.32 |

⁽¹⁾ Antidilutive stock options excluded from diluted EPS were not material for the three months ended March 31, 2014 or 2013.

4. RECENT ACQUISITION

General—As more fully described in our 2013 Annual Report, on February 13, 2013 (the “Acquisition Closing Date”), we acquired The Shaw Group Inc. (“Shaw”) (the “Shaw Acquisition”, the “2013 Shaw Acquisition”, or the “Acquisition”) for a gross purchase price of \$3,340,070, comprised of \$2,851,260 in cash consideration and \$488,810 in equity consideration. The cash consideration was funded using \$1,051,260 from existing cash balances of CB&I and Shaw on the Acquisition Closing Date, and the remainder was funded using debt financing. Shaw’s unrestricted cash balance on the Acquisition Closing Date totaled \$1,137,927, and accordingly, the cash portion of our purchase price, net of cash acquired, was \$1,713,333 and our total purchase price, net of cash acquired, was \$2,202,143. The results from the Shaw Acquisition were incorporated within our expanded operating groups beginning on the Acquisition Closing Date. See Note 16 for a discussion of our operating groups.

Supplemental Pro Forma Information (Unaudited)—The following unaudited pro forma condensed combined financial information (“the pro forma financial information”) presented for the three months ended March 31, 2013 gives effect to the acquisition of Shaw by CB&I, accounted for as a business combination using the purchase method of accounting. The pro forma financial information reflects the Acquisition and related events as if they occurred on January 1, 2013, and gives effect to pro forma events that are directly attributable to the Acquisition, factually supportable, and expected to have a continuing impact on the combined results of CB&I and Shaw following the Acquisition. The pro forma financial information includes adjustments to: (1) exclude transaction costs, professional fees, and change-in-control and severance-related costs that were included in CB&I and Shaw’s historical results and are not expected to be recurring; (2) exclude the results of portions of the Shaw business that were not acquired by CB&I or are not expected to have a continuing impact; (3) include additional intangibles amortization and net interest expense associated with the Shaw Acquisition; and (4) include the pro forma results of Shaw from January 1, 2013 through the Acquisition Closing Date for the three months ended March 31, 2013. Adjustments, net of tax, included in the pro forma net income below that were of a non-recurring nature totaled approximately \$51,200 for the three months ended March 31, 2013, reflecting the elimination of financing and acquisition and integration related costs. This pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of the operating results that would have been achieved had the pro forma events taken place on the dates indicated. Further, the pro forma financial information does not purport to project the future operating results of the combined company following the Acquisition.

Three months
ended March
31, 2013

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| | |
|------------------------------------------------------|-------------|
| Pro forma revenue | \$2,744,799 |
| Pro forma net income attributable to CB&I | \$87,367 |
| Pro forma net income attributable to CB&I per share: | |
| Basic | \$0.82 |
| Diluted | \$0.81 |

12

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

5. INVENTORY

The components of inventory at March 31, 2014 and December 31, 2013 were as follows:

| | March 31, 2014 | December 31, 2013 |
|-----------------|-------------------|----------------------|
| Raw materials | \$177,035 | \$184,586 |
| Work in process | 35,041 | 31,764 |
| Finished goods | 79,943 | 86,637 |
| Total | \$292,019 | \$302,987 |

6. GOODWILL AND OTHER INTANGIBLES

Goodwill—At March 31, 2014 and December 31, 2013, our goodwill balances were \$4,225,687 and \$4,226,468, respectively, attributable to the excess of the purchase price over the fair value of net assets acquired in connection with our acquisitions:

| | Total |
|---------------------------------------------------------|-------------|
| Balance at December 31, 2013 | \$4,226,468 |
| Amortization of tax goodwill in excess of book goodwill | (1,387) |
| Foreign currency translation | 606 |
| Balance at March 31, 2014 | \$4,225,687 |

During the three months ended March 31, 2014, no indicators of goodwill impairment were identified and therefore no goodwill impairment charge was recorded. There can be no assurance that future goodwill impairment tests will not result in charges to earnings.

Other Intangible Assets—The following table provides a summary of our acquired finite-lived intangible assets at March 31, 2014 and December 31, 2013, including weighted-average useful lives for each major intangible asset class and in total:

| | March 31, 2014 | | December 31, 2013 | |
|--------------------------------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Finite-lived intangible assets (weighted average life) | | | | |
| Backlog and customer relationships (16 years) | \$380,586 | \$(42,718) | \$380,586 | \$(33,735) |
| Process technologies (15 years) | 295,885 | (95,178) | 295,726 | (90,282) |
| Tradenames (10 years) | 86,049 | (13,367) | 86,042 | (11,126) |
| Lease agreements (6 years) ⁽¹⁾ | — | — | 7,718 | (7,627) |
| Non-compete agreements (7 years) | 3,016 | (2,703) | 3,012 | (2,591) |
| Total (15 years) ⁽²⁾ | \$765,536 | \$(153,966) | \$773,084 | \$(145,361) |

⁽¹⁾ Lease agreement intangibles totaling \$7,718 became fully amortized during the three months ended March 31, 2014 and were therefore removed from the gross carrying and accumulated amortization balances above.

⁽²⁾ The decrease in intangibles during three months ended March 31, 2014 primarily related to amortization expense of \$16,234.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

7. PARTNERING ARRANGEMENTS

As discussed in Note 2, we account for our unconsolidated ventures using either proportionate consolidation or the equity method. Further, we consolidate any venture that is determined to be a VIE for which we are the primary beneficiary, or which we otherwise effectively control.

Unconsolidated Ventures (Proportionate Consolidation)—The following is a summary description of our significant unconsolidated ventures which have been accounted for using proportionate consolidation:

CBI/Zachry—We have a venture with Zachry (CB&I—50% / Zachry—50%) to perform EPC work for two liquefied natural gas (“LNG”) liquefaction trains in Freeport, Texas. Our proportionate share of the CB&I/Zachry project value is approximately \$2,600,000.

CBI/Chiyoda—We have a venture with Chiyoda (CB&I—50% / Chiyoda—50%) to perform EPC work for three LNG liquefaction trains in Hackberry, Louisiana. Our proportionate share of the CB&I/Chiyoda project value is approximately \$3,100,000.

The above noted proportionately consolidated projects did not have a material impact on our results for the three months ended March 31, 2014 or 2013, but will become more material as project activities progress.

Unconsolidated Ventures (Equity Method)—The following is a summary description of our significant unconsolidated ventures which have been accounted for using the equity method:

Chevron-Lummus Global (“CLG”)—We have a venture with Chevron (CB&I—50% / Chevron—50%), which provides licenses, basic engineering services and catalyst supply for deep conversion (e.g. hydrocracking), residual hydroprocessing and lubes processing. The venture is focused on converting/upgrading heavy/sour crude that is produced in the refinery process to more marketable products. As sufficient capital investments in CLG have been made by the venture partners, it does not qualify as a VIE. Additionally, we do not effectively control CLG and therefore do not consolidate the venture.

NET Power LLC (“NET Power”)—We have a commitment to invest cash and in-kind services in NET Power, a venture between CB&I and various other parties, formed for the purpose of developing a new fossil fuel-based power generation technology and building a demonstration unit that is intended to produce cost-effective power with little-to-no carbon dioxide emissions. Our commitment totals \$50,400 and is contingent upon demonstration of various levels of feasibility of the NET Power technology and could result in up to a 50% interest in NET Power and provide for the exclusive right to engineer, procure and construct NET Power plants. At March 31, 2014, we had cumulatively invested cash and in-kind services of approximately \$7,300 and had an approximate 10% interest in NET Power. Cash and in-kind contributions have been expensed within our equity earnings and were not material during the three months ended March 31, 2014.

Consolidated Joint Ventures—The following is a summary description of the significant joint ventures we consolidate due to their designation as VIEs for which we are the primary beneficiary:

CBI/Kentz—We have a venture with Kentz (CB&I—65% / Kentz—35%) to perform the structural, mechanical, piping, electrical and instrumentation work on, and to provide commissioning support for, three LNG trains, including associated utilities and a gas processing and compression plant, for the Gorgon LNG project, located on Barrow Island, Australia. Our CB&I/Kentz project value is approximately \$4,500,000.

CBI/Clough—We have a venture with Clough (CB&I—65% / Clough—35%) to perform the EPC work for a gas conditioning plant, nearby wellheads, and associated piping and infrastructure for the Papua New Guinea LNG project, located in the Southern Highlands of Papua New Guinea. Our CB&I/Clough project value is approximately \$2,000,000.

CB&I/AREVA—We have a venture with AREVA (CB&I—52% / AREVA—48%) to design, license and construct a mixed oxide fuel fabrication facility in Aiken, South Carolina, which will be used to convert weapons-grade plutonium into fuel for nuclear power plants for the U.S. Department of Energy. Our CB&I/AREVA project value is approximately \$5,000,000.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table presents summarized balance sheet information for our consolidated VIEs:

| | March 31, 2014 | December 31, 2013 |
|--------------------------|-------------------|----------------------|
| CBI/Kentz | | |
| Current assets | \$211,444 | \$156,974 |
| Current liabilities | \$104,940 | \$72,741 |
| CBI/Clough | | |
| Current assets | \$132,243 | \$122,179 |
| Current liabilities | \$47,401 | \$48,933 |
| CBI/AREVA | | |
| Current assets | \$69,053 | \$34,547 |
| Current liabilities | \$108,717 | \$98,478 |
| All Other ⁽¹⁾ | | |
| Current assets | \$80,700 | \$83,370 |
| Non-current assets | \$24,200 | \$24,802 |
| Total assets | \$104,900 | \$108,172 |
| Current liabilities | \$22,311 | \$26,879 |

(1) Other ventures that we consolidate due to their designation as VIEs are not individually material to our financial results and are therefore aggregated as “All Other”.

The use of these ventures exposes us to a number of risks, including the risk that our partners may be unable or unwilling to provide their share of capital investment to fund the operations of the venture or to complete their obligations to us, the venture, or ultimately, our customer. This could result in unanticipated costs to complete the projects, liquidated damages or contract disputes, including claims against our partners.

8. FACILITY REALIGNMENT LIABILITY

At March 31, 2014 and December 31, 2013, we had a facility realignment liability related to the recognition of future operating lease expense for vacated facility capacity where we remain contractually obligated to a lessor. The liability was recognized within accrued liabilities and other non-current liabilities, as applicable, based upon the anticipated timing of payment. The following table summarizes the movements in the facility realignment liability during the three months ended March 31, 2014:

| | |
|------------------------------|----------|
| Balance at December 31, 2013 | \$12,111 |
| Charges ⁽¹⁾ | 2,275 |
| Cash payments | (3,242) |
| Balance at March 31, 2014 | \$11,144 |

(1) During the three months ended March 31, 2014, charges of \$2,275 were recognized within acquisition and integration related costs related to facility consolidations and the associated accelerated lease costs for vacated facilities, primarily in our Environmental Solutions operating group. During the remainder of 2014, we are continuing to assess our facility requirements in light of the 2013 Shaw Acquisition.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

9. DEBT

Our outstanding debt at March 31, 2014 and December 31, 2013 was as follows:

| | March 31, 2014 | December 31, 2013 |
|-----------------------------------------------------------------------------------------------|-------------------|----------------------|
| Current | | |
| Revolving facility debt | \$334,754 | \$115,000 |
| Current maturities of term loan | 100,000 | 100,000 |
| Current debt | \$434,754 | \$215,000 |
| Long-Term | | |
| Term Loan: \$1,000,000 term loan (interest at LIBOR plus an applicable floating margin) | \$900,000 | \$925,000 |
| Senior Notes: \$800,000 senior notes, series A-D (fixed interest ranging from 4.15% to 5.30%) | 800,000 | 800,000 |
| Less: current maturities of term loan | (100,000) | (100,000) |
| Long-term debt | \$1,600,000 | \$1,625,000 |

Revolving Facilities—We have a five-year, \$1,350,000, committed and unsecured revolving facility (the “Revolving Facility”) with BofA, as administrative agent, and BNP Paribas Securities Corp., BBVA Compass, Credit Agricole Corporate and Investment Bank (“Credit Agricole”) and The Royal Bank of Scotland plc, each as syndication agents, which expires in October 2018. The Revolving Facility has a borrowing sublimit of \$675,000 (with financial letters of credit not to exceed \$270,000) and certain financial covenants, including a maximum leverage ratio of 3.00, a minimum fixed charge coverage ratio of 1.75, and a minimum net worth level calculated as \$1,762,124 at March 31, 2014. The Revolving Facility also includes customary restrictions regarding subsidiary indebtedness, sales of assets, liens, investments, type of business conducted, and mergers and acquisitions, and includes a trailing twelve-month limitation of \$250,000 for dividend payments and share repurchases if our leverage ratio exceeds 1.50 (unlimited if our leverage ratio is equal to or below 1.50), among other restrictions. In addition to interest on debt borrowings, we are assessed quarterly commitment fees on the unutilized portion of the facility as well as letter of credit fees on outstanding instruments. The interest, letter of credit fee, and commitment fee percentages are based upon our quarterly leverage ratio. In the event that we borrow funds under the facility, interest is assessed at either prime plus an applicable floating margin (0.5% at March 31, 2014), or LIBOR plus an applicable floating margin (1.5% at March 31, 2014). At March 31, 2014, we had no outstanding borrowings under the facility, but had \$237,550 of outstanding letters of credit, providing \$1,112,450 of available capacity. Such letters of credit are generally issued to customers in the ordinary course of business to support advance payments and performance guarantees, in lieu of retention on our contracts, or in certain cases, are issued in support of our insurance program.

We also have a five-year, \$650,000, committed and unsecured revolving credit facility (the “Second Revolving Facility”) with BofA, as administrative agent, and Credit Agricole, as syndication agent, which expires in February 2018. The Second Revolving Facility supplements our Revolving Facility, has a \$487,500 borrowing sublimit and includes financial and restrictive covenants similar to those noted above for the Revolving Facility. In addition to interest on debt borrowings, we are assessed quarterly commitment fees on the unutilized portion of the facility as well as letter of credit fees on outstanding instruments. The interest, letter of credit fee, and commitment fee percentages are based upon our quarterly leverage ratio. In the event we borrow funds under the facility, interest is assessed at either prime plus an applicable floating margin (0.5% at March 31, 2014), or LIBOR plus an applicable floating margin (1.5% at March 31, 2014). At March 31, 2014, we had \$331,000 of outstanding borrowings and \$74,665 of outstanding letters of credit under the facility, providing \$244,335 of available capacity.

During 2014, our maximum outstanding borrowings under our revolving credit facilities were \$458,000.

Term Loan—At March 31, 2014, we had \$900,000 remaining on our four-year, \$1,000,000 unsecured Term Loan with BofA as administrative agent, which was used to fund a portion of the 2013 Shaw Acquisition. Interest and principal

under the Term Loan is payable quarterly in arrears and bears interest at LIBOR plus an applicable floating margin (1.5% at March 31, 2014). However, we continue to utilize an interest rate swap to hedge against \$454,500 of the remaining \$900,000 Term Loan, which resulted in a weighted average interest rate of approximately 1.97% during the three months ended March 31, 2014, inclusive of the applicable floating margin. Future annual maturities for the Term Loan are \$75,000, \$100,000, \$150,000 and \$575,000 for the remainder of 2014, 2015, 2016, and 2017, respectively. The Term Loan includes financial and restrictive covenants similar to those noted above for the Revolving Facility.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Senior Notes—We have a series of senior notes totaling \$800,000 in the aggregate (“Senior Notes”), with Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Credit Agricole, as administrative agents, which were used to fund a portion of the 2013 Shaw Acquisition. The Senior Notes have financial and restrictive covenants similar to those noted above for the Revolving Facility. The Senior Notes include Series A through D, which contain the following terms:

Series A—Interest due semi-annually at a fixed rate of 4.15%, with principal of \$150,000 due in December 2017

Series B—Interest due semi-annually at a fixed rate of 4.57%, with principal of \$225,000 due in December 2019

Series C—Interest due semi-annually at a fixed rate of 5.15%, with principal of \$275,000 due in December 2022

Series D—Interest due semi-annually at a fixed rate of 5.30%, with principal of \$150,000 due in December 2024

Uncommitted Facilities—We also have various short-term, uncommitted revolving credit facilities across several geographic regions of approximately \$2,030,936. These facilities are generally used to provide letters of credit or bank guarantees to customers in the ordinary course of business to support advance payments and performance guarantees, in lieu of retention on our contracts. At March 31, 2014, we had \$3,754 of outstanding borrowings and \$733,484 of outstanding letters of credit under these facilities, providing \$1,293,698 of available capacity.

In addition to providing letters of credit or bank guarantees, we also issue surety bonds in the ordinary course of business to support our contract performance. At March 31, 2014, we had \$667,006 of outstanding surety bonds.

Westinghouse Bonds—As more fully described in our 2013 Annual Report, in conjunction with the 2013 Shaw Acquisition, in the first quarter of 2013, we paid approximately 128,980,000 Japanese Yen (approximately \$1,353,700) to settle bond obligations associated with Shaw's former 20% investment in Westinghouse Electric Company (“WEC”). The bond holders were repaid from proceeds of a trust account (approximately \$1,309,000) established by Shaw prior to the Acquisition Closing Date and a payment by CB&I (approximately \$44,700). The bond obligations, and the associated trust account cash, were included in the Acquisition Closing Date balance sheet.

Compliance and Other—At March 31, 2014, we were in compliance with all of our restrictive and financial covenants associated with our debt and revolving credit facilities. Capitalized interest was insignificant at March 31, 2014 and December 31, 2013.

10. FINANCIAL INSTRUMENTS**Foreign Currency Exchange Rate Derivatives**

Operating Exposures—At March 31, 2014, the notional value of our outstanding forward contracts to hedge certain foreign exchange-related operating exposures was approximately \$107,000. These contracts vary in duration, maturing up to two years from period-end. We designate certain of these hedges as cash flow hedges and accordingly, changes in their fair value are recognized in AOCI until the associated underlying operating exposure impacts our earnings. We exclude forward points, which are recognized as ineffectiveness within cost of revenue and are not material to our earnings, from our hedge assessment analysis.

Interest Rate Derivatives

Interest Rate Exposures—We continue to utilize a swap arrangement to hedge against interest rate variability associated with \$454,500 of our remaining \$900,000 Term Loan. The swap arrangement has been designated as a cash flow hedge as its critical terms matched those of the Term Loan at inception and through March 31, 2014. Accordingly, changes in the fair value of the hedge are recognized in AOCI until the associated underlying exposure impacts our earnings.

Financial Instruments Disclosures

Fair Value—Financial instruments are required to be categorized within a valuation hierarchy based upon the lowest level of input that is significant to the fair value measurement. The three levels of the valuation hierarchy are as follows:

Level 1—Fair value is based upon quoted prices in active markets. Our cash and cash equivalents are classified within Level 1 of the valuation hierarchy as they are valued at cost, which approximates fair value.

Level 2—Fair value is based upon internally-developed models that use, as their basis, readily observable market parameters. Our derivative positions are classified within Level 2 of the valuation hierarchy as they are valued using

quoted market prices for similar assets and liabilities in active markets. These level 2 derivatives are valued utilizing an income approach, which discounts future cash flow based upon current market expectations and adjusts for credit risk.

Level 3—Fair value is based upon internally-developed models that use, as their basis, significant unobservable market parameters. We did not have any Level 3 classifications at March 31, 2014 or December 31, 2013.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table presents the fair value of our cash and cash equivalents, foreign currency exchange rate derivatives and interest rate derivatives at March 31, 2014 and December 31, 2013, respectively, by valuation hierarchy and balance sheet classification:

| | March 31, 2014 | | | | December 31, 2013 | | | |
|---------------------------------|----------------|-----------|---------|-----------|-------------------|-----------|---------|-----------|
| | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 | Total |
| Assets | | | | | | | | |
| Cash and cash equivalents | \$420,163 | \$— | \$— | \$420,163 | \$420,502 | \$— | \$— | \$420,502 |
| Derivatives ⁽¹⁾ | | | | | | | | |
| Other current assets | — | 2,353 | — | 2,353 | — | 2,155 | — | 2,155 |
| Other non-current assets | — | 3,917 | — | 3,917 | — | 4,705 | — | 4,705 |
| Total assets at fair value | \$420,163 | \$6,270 | \$— | \$426,433 | \$420,502 | \$6,860 | \$— | \$427,362 |
| Liabilities | | | | | | | | |
| Derivatives | | | | | | | | |
| Accrued liabilities | \$— | \$(6,198) | \$— | \$(6,198) | \$— | \$(3,818) | \$— | \$(3,818) |
| Other non-current liabilities | — | (337) | — | (337) | — | (450) | — | (450) |
| Total liabilities at fair value | \$— | \$(6,535) | \$— | \$(6,535) | \$— | \$(4,268) | \$— | \$(4,268) |

We are exposed to credit risk on our hedging instruments associated with potential counterparty non-performance, and the fair value of our derivatives reflects this credit risk. The total level 2 assets at fair value above represent the ⁽¹⁾ maximum loss that we would incur on our outstanding hedges if the applicable counterparties failed to perform according to the hedge contracts. To help mitigate counterparty credit risk, we transact only with counterparties that are rated as investment grade or higher and monitor all counterparties on a continuous basis.

The carrying values of our accounts receivable and accounts payable approximate their fair values because of the short-term nature of these instruments. At March 31, 2014, the fair value of our Term Loan, based upon the current market rates for debt with similar credit risk and maturity, approximated its carrying value as interest is based upon LIBOR plus an applicable floating margin. Our Senior Notes are categorized within level 2 of the valuation hierarchy and had a total fair value of approximately \$779,200 at March 31, 2014, based upon the current market rates for debt with similar credit risk and maturities.

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Derivatives Disclosures

Fair Value—The following table presents the total fair value by underlying risk and balance sheet classification for derivatives designated as cash flow hedges and derivatives not designated as cash flow hedges at March 31, 2014 and December 31, 2013:

| | Asset Derivatives | | | Liability Derivatives | | |
|------------------------------------------------|--------------------------------------|---------------------------------|----------------------|-------------------------------------------|---------------------------------|----------------------|
| | Balance Sheet Classification | Fair Value March 31, 2014 | December 31, 2013 | Balance Sheet Classification | Fair Value March 31, 2014 | December 31, 2013 |
| Derivatives designated as cash flow hedges | | | | | | |
| Interest rate | Other current and non-current assets | \$3,809 | \$ 3,772 | Accrued and other non-current liabilities | \$(2,229) | \$(2,233) |
| Foreign currency | Other current and non-current assets | 44 | 861 | Accrued and other non-current liabilities | (357) | (853) |
| | | \$3,853 | \$ 4,633 | | \$(2,586) | \$(3,086) |
| Derivatives not designated as cash flow hedges | | | | | | |
| Interest rate | Other current and non-current assets | \$— | \$ — | Accrued and other non-current liabilities | \$— | \$ — |
| Foreign currency | Other current and non-current assets | 2,417 | 2,227 | Accrued and other non-current liabilities | (3,949) | (1,182) |
| | | \$2,417 | \$ 2,227 | | \$(3,949) | \$(1,182) |
| Total fair value | | \$6,270 | \$ 6,860 | | \$(6,535) | \$(4,268) |

Master Netting Arrangements (“MNAs”)—Our derivatives are executed under International Swaps and Derivatives Association MNAs, which generally allow us and our counterparties to net settle, in a single net payable or receivable, obligations due on the same day, in the same currency and for the same type of derivative instrument. We have elected the option to record all derivatives on a gross basis in our Balance Sheet. The following table presents our derivative assets and liabilities at March 31, 2014 on a gross basis and a net settlement basis:

| | Gross Amounts Recognized (i) | Gross Amounts Offset on the Balance Sheet (ii) | Net Amounts Presented on the Balance Sheet (iii) = (i) - (ii) | Gross Amounts Not Offset on the Balance Sheet (iv) Financial Instruments | Cash Collateral Received | Net Amount (v) = (iii) - (iv) |
|--------------------------|------------------------------|------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------|-------------------------------|
| Derivatives Assets: | | | | | | |
| Interest rate | \$3,809 | \$— | \$ 3,809 | \$— | \$— | \$3,809 |
| Foreign currency | 2,461 | — | 2,461 | (588) | — | 1,873 |
| Total assets | \$6,270 | \$— | \$ 6,270 | \$(588) | \$— | \$5,682 |
| Derivatives Liabilities: | | | | | | |
| Interest rate | \$(2,229) | — | \$(2,229) | — | — | (2,229) |

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| | | | | | | | | | |
|-------------------|----------|---|-----|----------|---|-------|-----|----------|---|
| Foreign currency | (4,306 |) | — | (4,306 |) | 588 | — | (3,718 |) |
| Total liabilities | \$(6,535 |) | \$— | \$(6,535 |) | \$588 | \$— | \$(5,947 |) |

19

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

AOCI/Other—The following table presents the total value, by underlying risk, recognized in other comprehensive income (“OCI”) and reclassified from AOCI to interest expense (interest rate derivatives) and cost of revenue (foreign currency derivatives) during the three months ended March 31, 2014 and 2013 for derivatives designated as cash flow hedges:

| | Amount of Gain (Loss) on Effective Derivative Portion | | | |
|--------------------------------------------|----------------------------------------------------------|-------------|--------------------------------------------------------|-----------|
| | Recognized in OCI | | Reclassified from AOCI into Earnings ⁽¹⁾ | |
| | Three months ended March 31, | | Three months ended March 31, | |
| | 2014 | 2013 | 2014 | 2013 |
| Derivatives designated as cash flow hedges | | | | |
| Interest rate | \$ (502) | \$ (1,319) | \$ (543) | \$ (166) |
| Foreign currency | (66) | (64) | 467 | (411) |
| Total | \$ (568) | \$ (1,383) | \$ (76) | \$ (577) |

⁽¹⁾ Net unrealized losses totaling \$1,441 are anticipated to be reclassified from AOCI into earnings during the next 12 months due to settlement of the associated underlying obligations.

The following table presents the total value, by underlying risk, recognized in cost of revenue for the three months ended March 31, 2014 and 2013 for foreign currency derivatives not designated as cash flow hedges:

| | Amount of Gain (Loss) Recognized in Earnings | |
|------------------------------------------------|-------------------------------------------------|--------------------------------------|
| | Three months ended March 31, 2014 | Three months ended March 31, 2013 |
| Derivatives not designated as cash flow hedges | | |
| Foreign currency | \$ 1,506 | \$ (1,854) |
| Total | \$ 1,506 | \$ (1,854) |

11. RETIREMENT BENEFITS

Our 2013 Annual Report disclosed anticipated 2014 defined benefit pension and other postretirement plan contributions of approximately \$20,235 and \$3,138, respectively. The following table provides updated contribution information for our plans at March 31, 2014:

| | Pension Plans | Other Postretirement Plans |
|--------------------------------------------------|---------------|-------------------------------|
| Contributions made through March 31, 2014 | \$9,442 | \$ 340 |
| Contributions expected for the remainder of 2014 | 10,641 | 2,354 |
| Total contributions expected for 2014 | \$20,083 | \$ 2,694 |

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table provides a breakout of the components of net periodic benefit cost associated with our defined benefit pension and other postretirement plans for the three months ended March 31, 2014 and 2013:

| | Three Months Ended March 31, | |
|---------------------------------------|------------------------------|---------|
| | 2014 | 2013 |
| Pension Plans | | |
| Service cost | \$2,351 | \$1,645 |
| Interest cost | 8,564 | 7,030 |
| Expected return on plan assets | (9,314) | (6,565) |
| Amortization of prior service credits | (120) | (115) |
| Recognized net actuarial losses | 1,181 | 1,135 |
| Net periodic benefit cost | \$2,662 | \$3,130 |
| Other Postretirement Plans | | |
| Service cost | \$259 | \$311 |
| Interest cost | 570 | 516 |
| Amortization of prior service credits | — | (67) |
| Recognized net actuarial gains | (216) | (129) |
| Net periodic benefit cost | \$613 | \$631 |

12. COMMITMENTS AND CONTINGENCIES

Legal Proceedings—We have been and may from time to time be named as a defendant in legal actions claiming damages in connection with engineering and construction projects, technology licenses, other services we provide, and other matters. These are typically claims that arise in the normal course of business, including employment-related claims and contractual disputes or claims for personal injury or property damage which occur in connection with services performed relating to project or construction sites. Contractual disputes normally involve claims relating to the timely completion of projects, performance of equipment or technologies, design or other engineering services or project construction services provided by us. We do not believe that any of our pending contractual, employment-related, personal injury or property damage claims and disputes will have a material adverse effect on our future results of operations, financial position or cash flow. See Note 15 for additional discussion of claims associated with our projects.

Asbestos Litigation—We are a defendant in lawsuits wherein plaintiffs allege exposure to asbestos due to work we may have performed at various locations. We have never been a manufacturer, distributor or supplier of asbestos products. Over the past several decades and through March 31, 2014, we have been named a defendant in lawsuits alleging exposure to asbestos involving approximately 5,400 plaintiffs and, of those claims, approximately 1,500 claims were pending and 3,900 have been closed through dismissals or settlements. Over the past several decades and through March 31, 2014, the claims alleging exposure to asbestos that have been resolved have been dismissed or settled for an average settlement amount of approximately two thousand dollars per claim. We review each case on its own merits and make accruals based upon the probability of loss and our estimates of the amount of liability and related expenses, if any. We do not believe that any unresolved asserted claims will have a material adverse effect on our future results of operations, financial position or cash flow, and at March 31, 2014, we had approximately \$4,200 accrued for liability and related expenses. With respect to unasserted asbestos claims, we cannot identify a population of potential claimants with sufficient certainty to determine the probability of a loss and to make a reasonable estimate of liability, if any. While we continue to pursue recovery for recognized and unrecognized contingent losses through insurance, indemnification arrangements or other sources, we are unable to quantify the amount, if any, that we may expect to recover because of the variability in coverage amounts, limitations and deductibles, or the viability of carriers, with respect to our insurance policies for the years in question.

Environmental Matters—Our operations are subject to extensive and changing U.S. federal, state and local laws and regulations, as well as the laws of other countries, that establish health and environmental quality standards. These standards, among others, relate to air and water pollutants and the management and disposal of hazardous substances and wastes. We are exposed to potential liability for personal injury or property damage caused by any release, spill, exposure or other accident involving such pollutants, substances or wastes.

In connection with the historical operation of our facilities, including those associated with acquired operations, substances which currently are or might be considered hazardous were used or disposed of at some sites that will or may require

Table of Contents

Chicago Bridge & Iron Company N.V.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

us to make expenditures for remediation. In addition, we have agreed to indemnify parties from whom we have purchased or to whom we have sold facilities for certain environmental liabilities arising from acts occurring before the dates those facilities were transferred.

We believe we are in compliance, in all material respects, with environmental laws and regulations and maintain insurance coverage to mitigate our exposure to environmental liabilities. We do not believe any environmental matters will have a material adverse effect on our future results of operations, financial position or cash flow. We do not anticipate we will incur material capital expenditures for environmental controls or for the investigation or remediation of environmental conditions during the remainder of 2014 or 2015.

13. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table presents changes in AOCI by component and reclassification of AOCI into earnings during the three months ended March 31, 2014:

| | Three Months Ended March 31, 2014 | | | |
|--------------------------------|------------------------------------------------|-------------------------------------------|--------------------------------------------------------|--------------|
| | Currency Translation Adjustment ⁽¹⁾ | Unrealized Fair Value Of Cash Flow Hedges | Defined Benefit Pension and Other Postretirement Plans | Total |
| Balance at December 31, 2013 | \$(46,580) | \$ 1,771 | \$ (75,124) | \$(119,933) |
| OCI before reclassifications | 3,880 | (1,027) | 1,070 | 3,923 |
| Amounts reclassified from AOCI | — | 37 | 682 | 719 |
| Net OCI | 3,880 | (990) | 1,752 | 4,642 |
| Balance at March 31, 2014 | \$(42,700) | \$ 781 | \$ (73,372) | \$(115,291) |

During the three months ended March 31, 2014, the currency translation adjustment component of AOCI was

⁽¹⁾ impacted primarily by movements in the Australian Dollar and Canadian Dollar exchange rates against the U.S. Dollar.

| AOCI Components | Amount Reclassified From AOCI |
|-----------------------------------------------------------------------|-------------------------------|
| Unrealized Fair Value Of Cash Flow Hedges ⁽¹⁾ | |
| Interest rate derivatives (interest expense) | \$543 |
| Foreign currency derivatives (cost of revenue) | (467) |
| Total, before taxes | \$76 |
| Taxes | (39) |
| Total, net of taxes | \$37 |
| Defined Benefit Pension and Other Postretirement Plans ⁽²⁾ | |
| Amortization of prior service credits | \$(120) |
| Recognized net actuarial losses | 965 |
| Total, before taxes | |