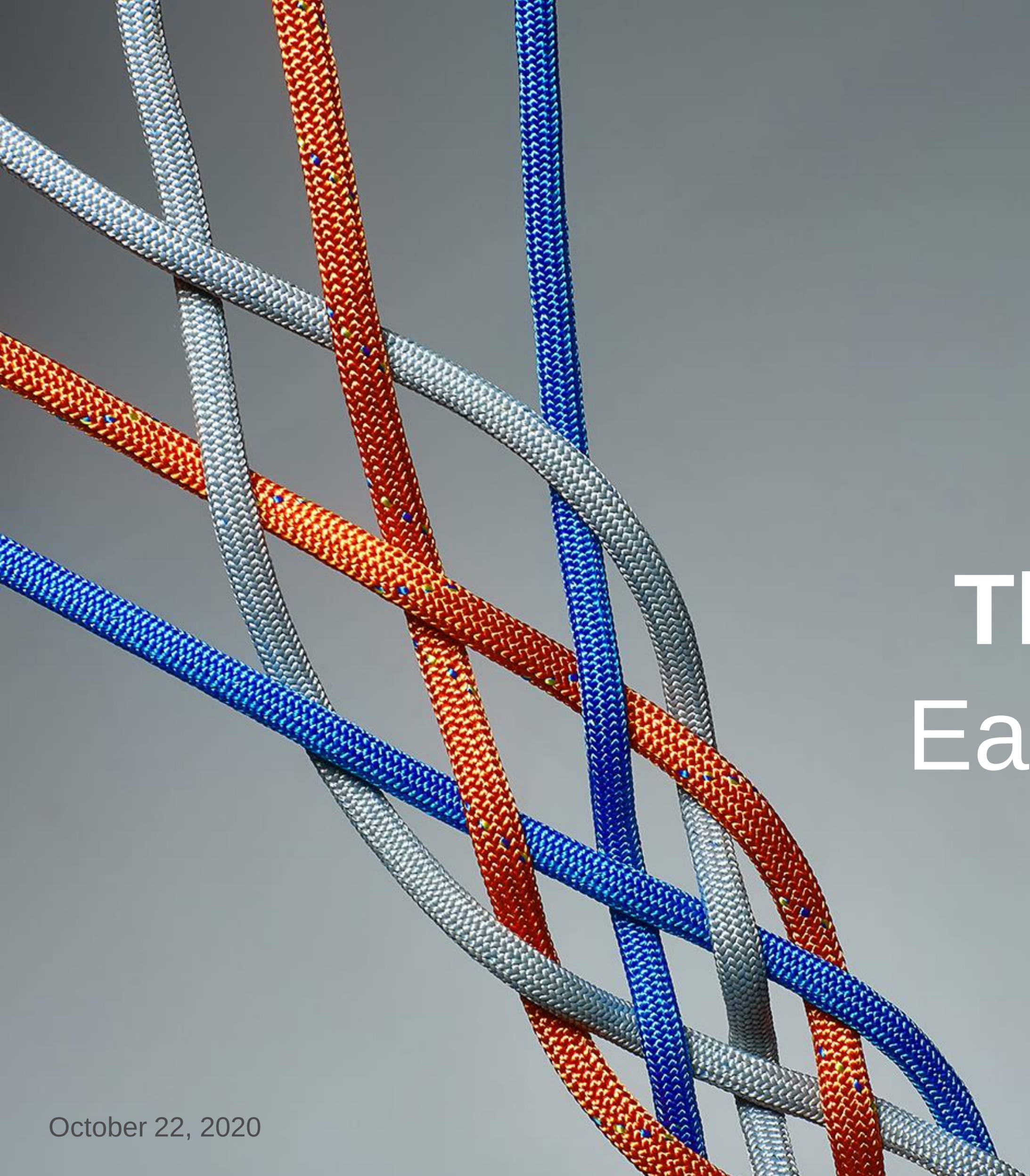


# **Third Quarter 2020**
# Earnings Presentation

October 22, 2020

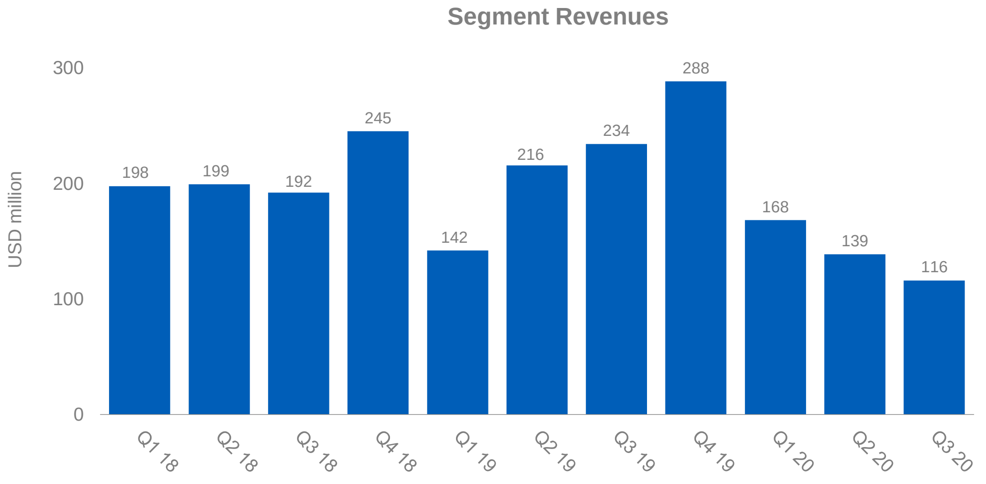
# Cautionary Statement

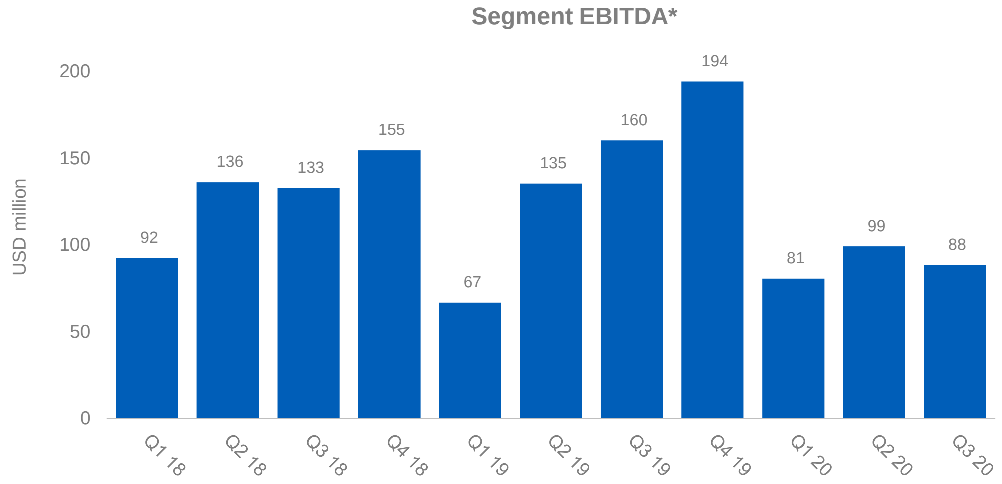
- This presentation contains forward looking information
- Forward looking information is based on management assumptions and analyses
- Actual experience may differ, and those differences may be material
- Forward looking information is subject to significant uncertainties and risks as they relate to events and/or circumstances in the future
- This presentation must be read in conjunction with the press release for the third quarter 2020 results and the disclosures therein

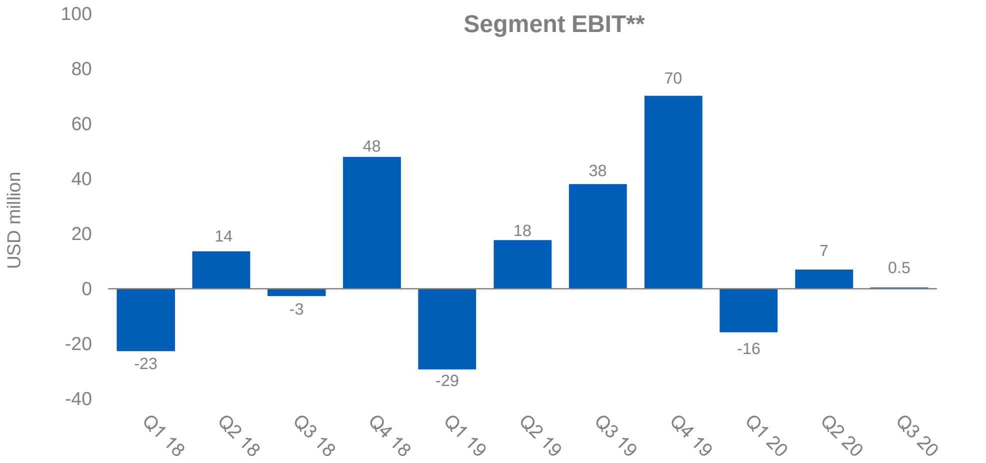
# Q3 2020 Takeaways:
# Actively Addressing a Challenging Market

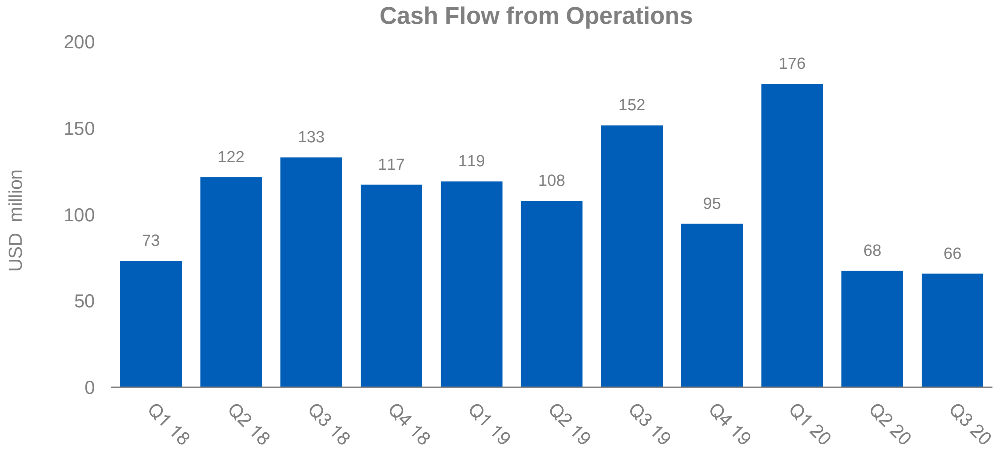
- Seismic market remained challenging in Q3
  - Revenues significantly impacted
  - Almost exclusively MultiClient acquisition
- Realizing substantial cost reductions already in Q3
  - New organization fully operational
- Signed binding agreements with majority of lenders to defer debt maturities and amortization by ~2 years
- Expect higher revenues from vessel operation and MultiClient sales going forward

# Financial Summary



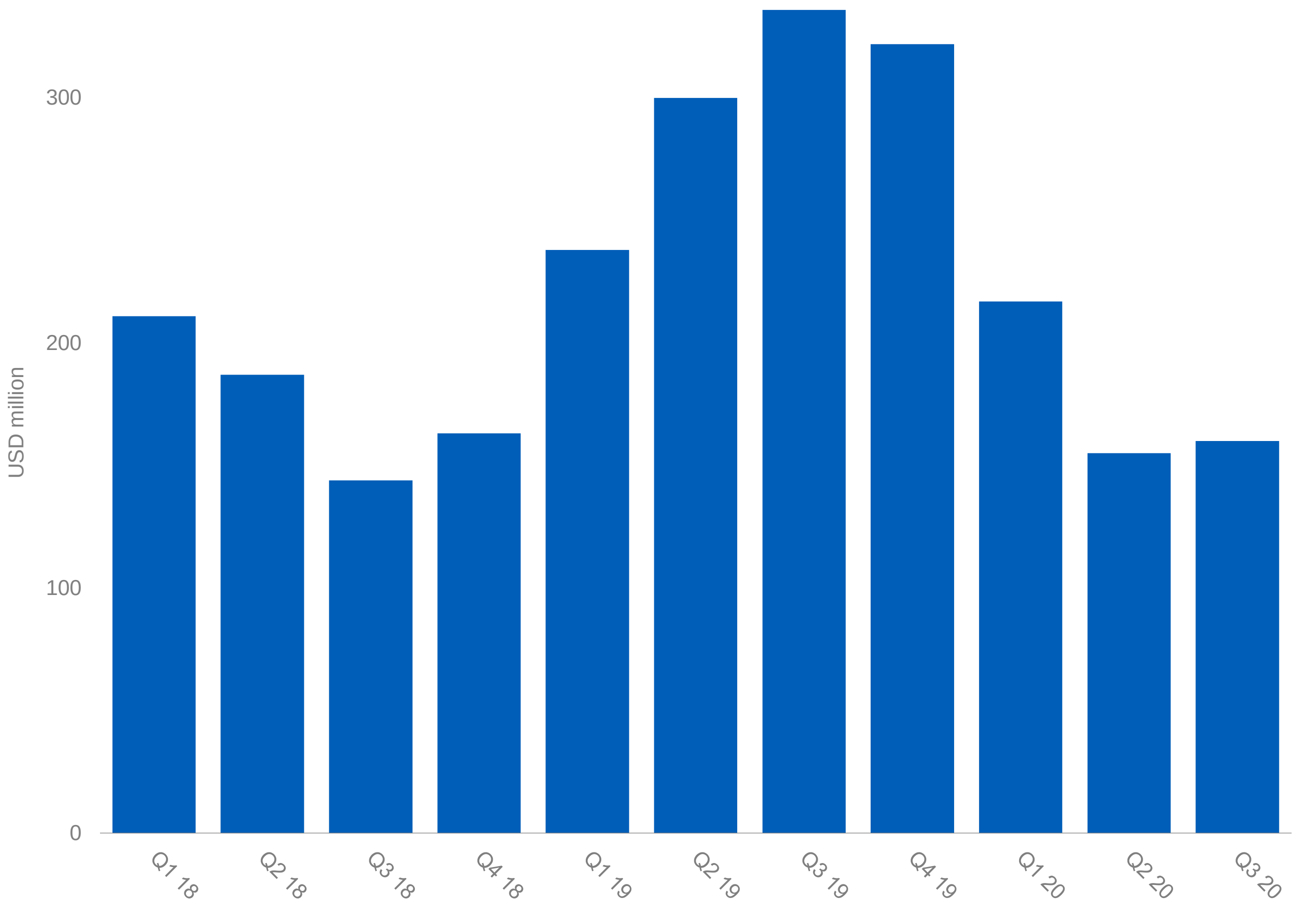




*EBITDA, when used by the Company, means EBIT excluding Other charges, impairment and loss/gain on sale of long-term assets and depreciation and amortization as defined in Note 14 of the Q3 2020 earnings release published on October 22. 2020.
**Excluding impairments and Other charges.

# Maintaining Order Book Level

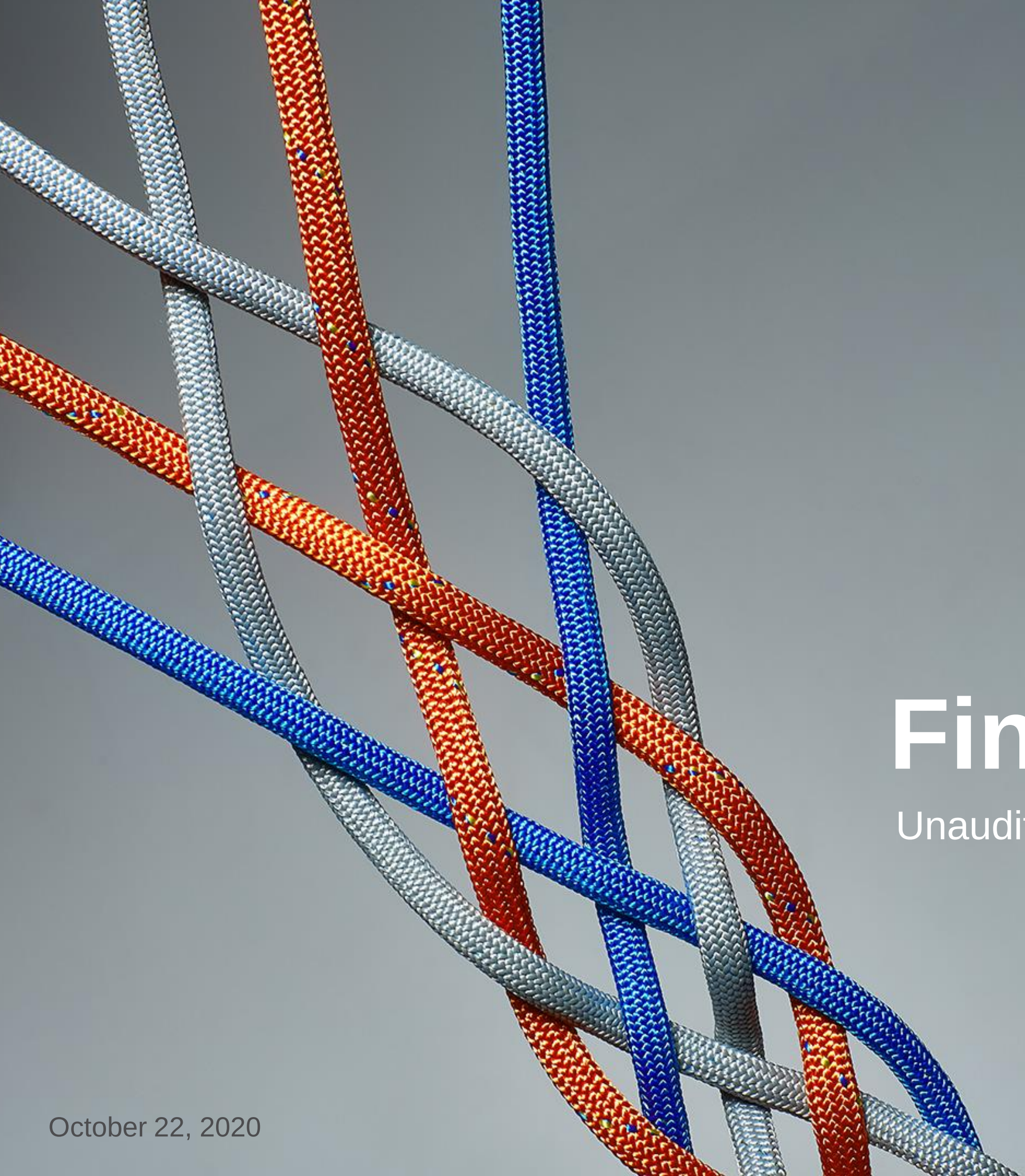



- Order book of USD 160 million at September 30, 2020
  - USD 52 million relating to MultiClient
- Vessel booking*
  - Q4 20: 11 vessel months
  - Q1 21: 6 vessel months
  - Q2 21: 1 vessel month

*As of October 14, 2020.

# 2020 Guidance

- Group gross cash cost below USD 450 million
  - Excluding ~USD 35 million restructuring costs
- MultiClient cash investments of ~USD 225 million
  - ~65% of 2020 active 3D vessel time allocated to MultiClient
- Capital expenditures below USD 40 million



# Financials

Unaudited Third Quarter 2020 Results

October 22, 2020

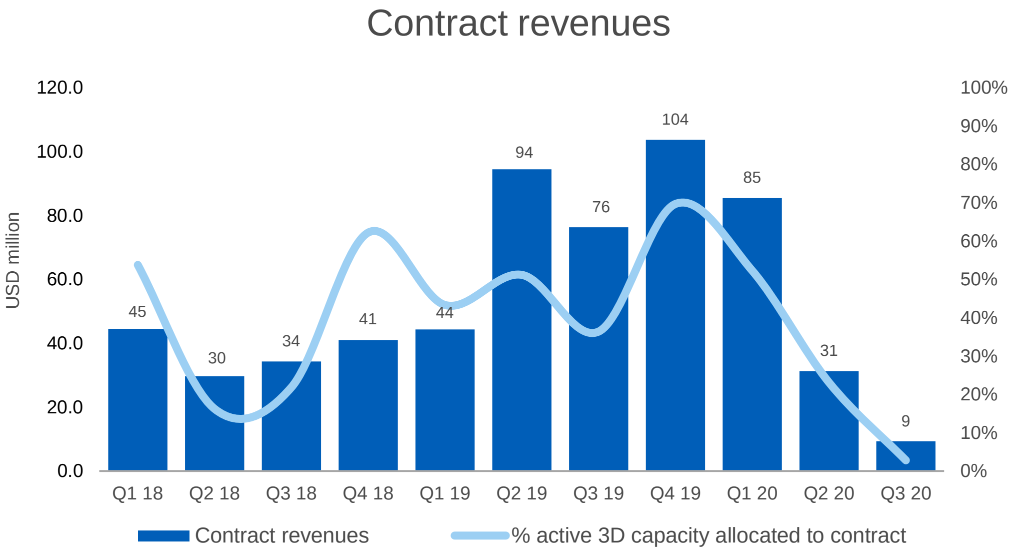
# Consolidated Key Financial Figures

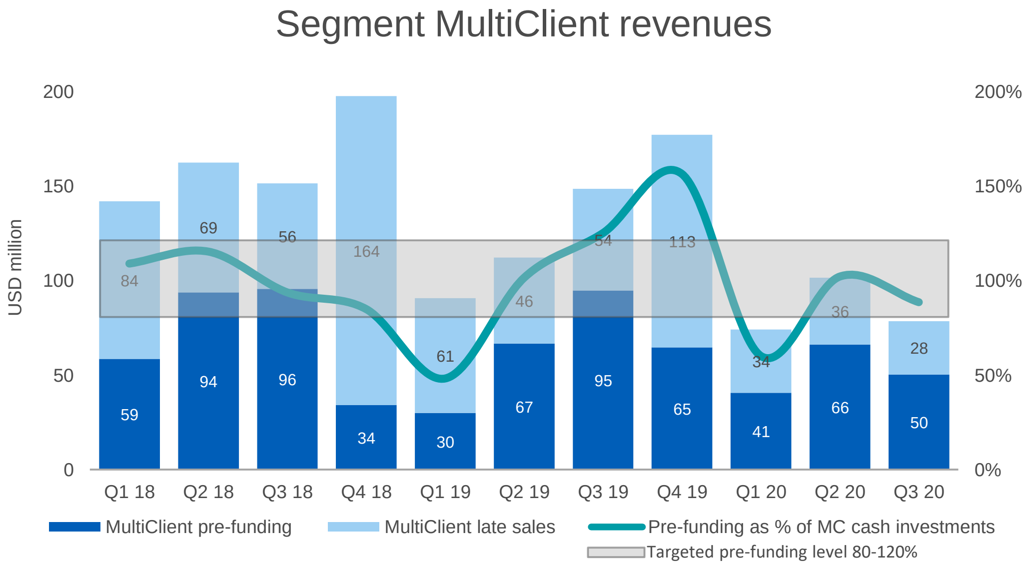
| USD million (except per share data) | Q3 2020 | Q3 2019 | Year to date 2020 | Year to date 2019 | Full year 2019 |
|---|---|---|---|---|---|
| **Profit and loss numbers Segment Reporting** | | | | | |
| Segment revenues | 116.1 | 234.2 | 423.1 | 591.7 | 880.1 |
| Segment EBITDA | 88.4 | 160.1 | 268.1 | 362.0 | 556.1 |
| Segment EBIT ex. Impairment and other charges, net | 0.5 | 37.9 | (8.3) | 26.3 | 96.4 |
| | | | | | |
| **Profit and loss numbers As Reported** | | | | | |
| Revenues and Other Income | 85.1 | 276.5 | 304.3 | 598.2 | 930.8 |
| EBIT | (4.3) | 50.3 | (166.6) | 0.4 | 54.6 |
| Net financial items, other | (24.3) | (12.9) | (87.1) | (66.7) | (92.2) |
| Income (loss) before income tax expense | (28.6) | 37.4 | (253.7) | (66.3) | (37.6) |
| Income tax expense | (4.0) | (5.9) | (7.6) | (16.3) | (34.1) |
| Net income (loss) to equity holders | (32.6) | 31.5 | (261.3) | (82.6) | (71.7) |
| Basic earnings per share ($ per share) | ($0.08) | $0.09 | ($0.69) | ($0.24) | ($0.21) |
| | | | | | |
| **Other key numbers** | | | | | |
| Net cash provided by operating activities | 65.9 | 151.9 | 309.3 | 379.5 | 474.3 |
| Cash Investment in MultiClient library | 56.8 | 75.7 | 189.2 | 203.5 | 244.8 |
| Capital expenditures (whether paid or not) | 8.4 | 10.7 | 24.7 | 41.4 | 59.1 |
| Total assets | 2,137.8 | 2,262.4 | 2,137.8 | 2,262.4 | 2,301.7 |
| Cash and cash equivalents | 193.7 | 36.0 | 193.7 | 36.0 | 40.6 |
| Net interest bearing debt | 919.7 | 1,015.9 | 919.7 | 1015.9 | 1,007.5 |
| Net interest bearing debt, including lease liabilities following IFRS 16 | 1,078.8 | 1,220.3 | 1,078.8 | 1,220.3 | 1,204.6 |

- As Reported Q3 and YTD 2020 revenues lower than Segment due to difference in when revenues are recognized
  – Difference expected to reduce substantially in Q4

The accompanying unaudited financial information has been prepared under IFRS. This information should be read in conjunction with the unaudited third quarter 2020 results, released on October 22, 2020.

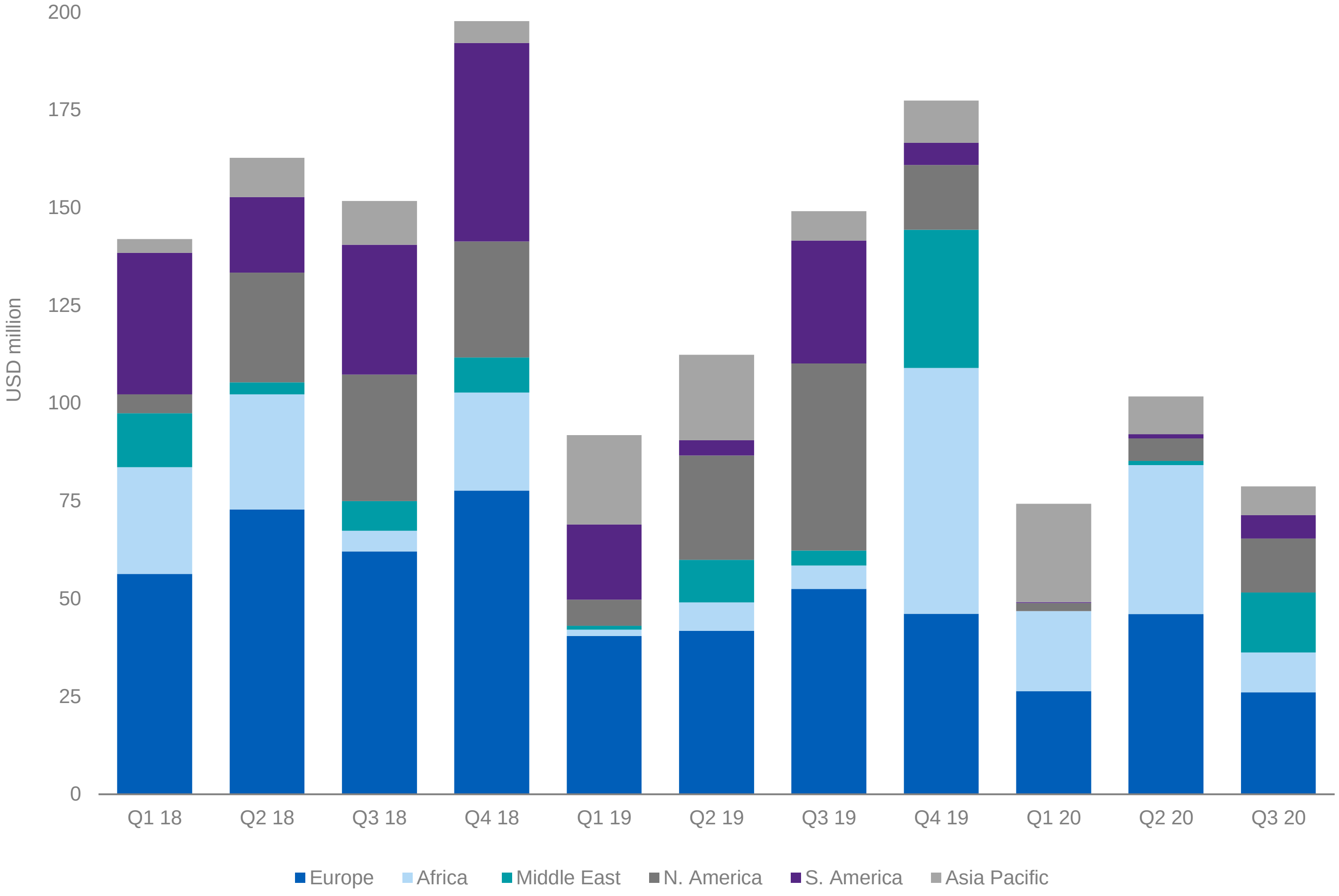
# Q3 2020 Operational Highlights




- Total Segment MultiClient revenues of USD 78.7 million
  - Pre-funding level of 89%
  - Late sales of USD 28.3 million
- Contract revenues of USD 9.3 million
  - Only 2% of total time used for Contract acquisition
- Other Income of USD 23.6 million
  - Primarily ~USD 23.2 million of government grants

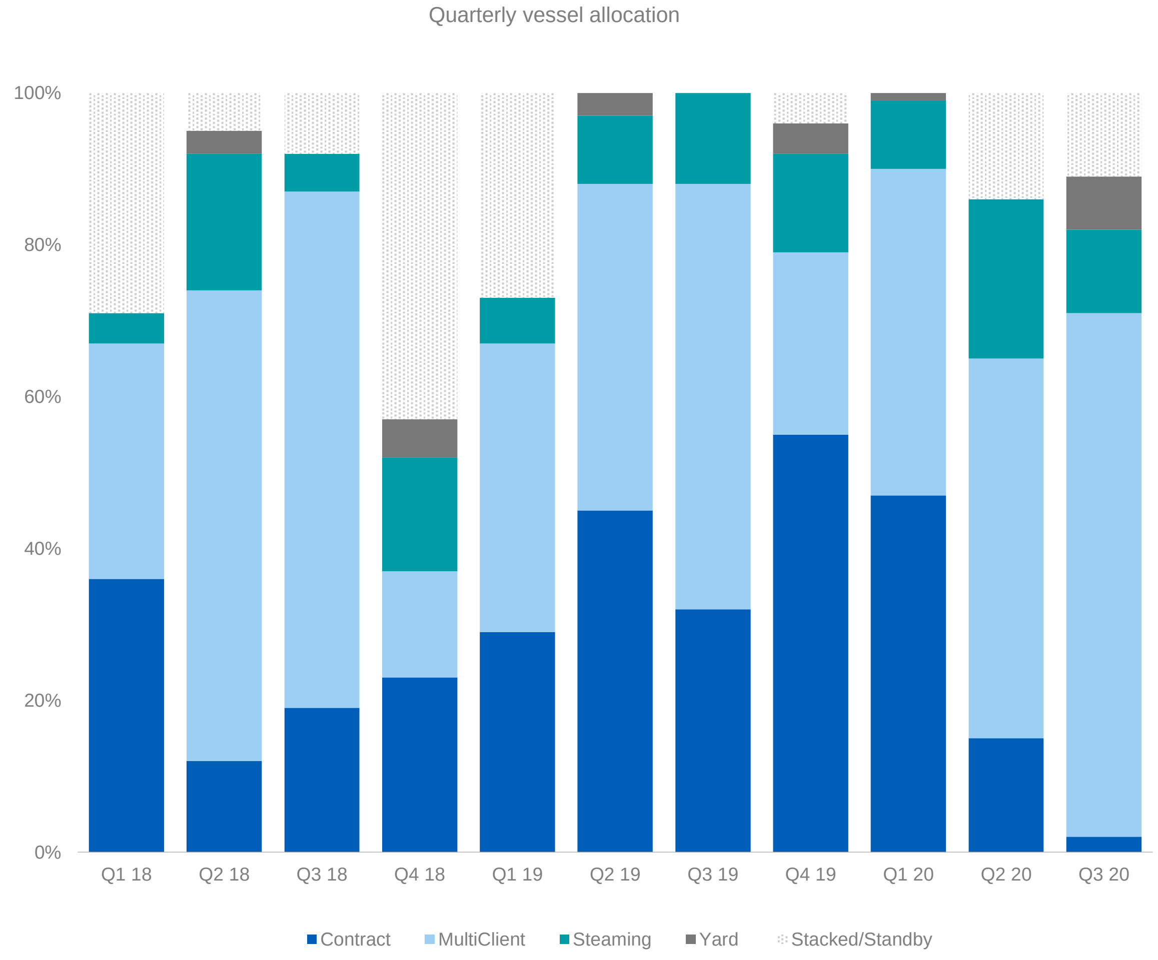
# Pre-funding and Late Sales Revenues Combined:
# **Segment MultiClient Revenues by Region**




- Middle East, Europe and North America main contributors to pre-funding revenues in Q3 2020

- Europe and South America main contributors to late sales

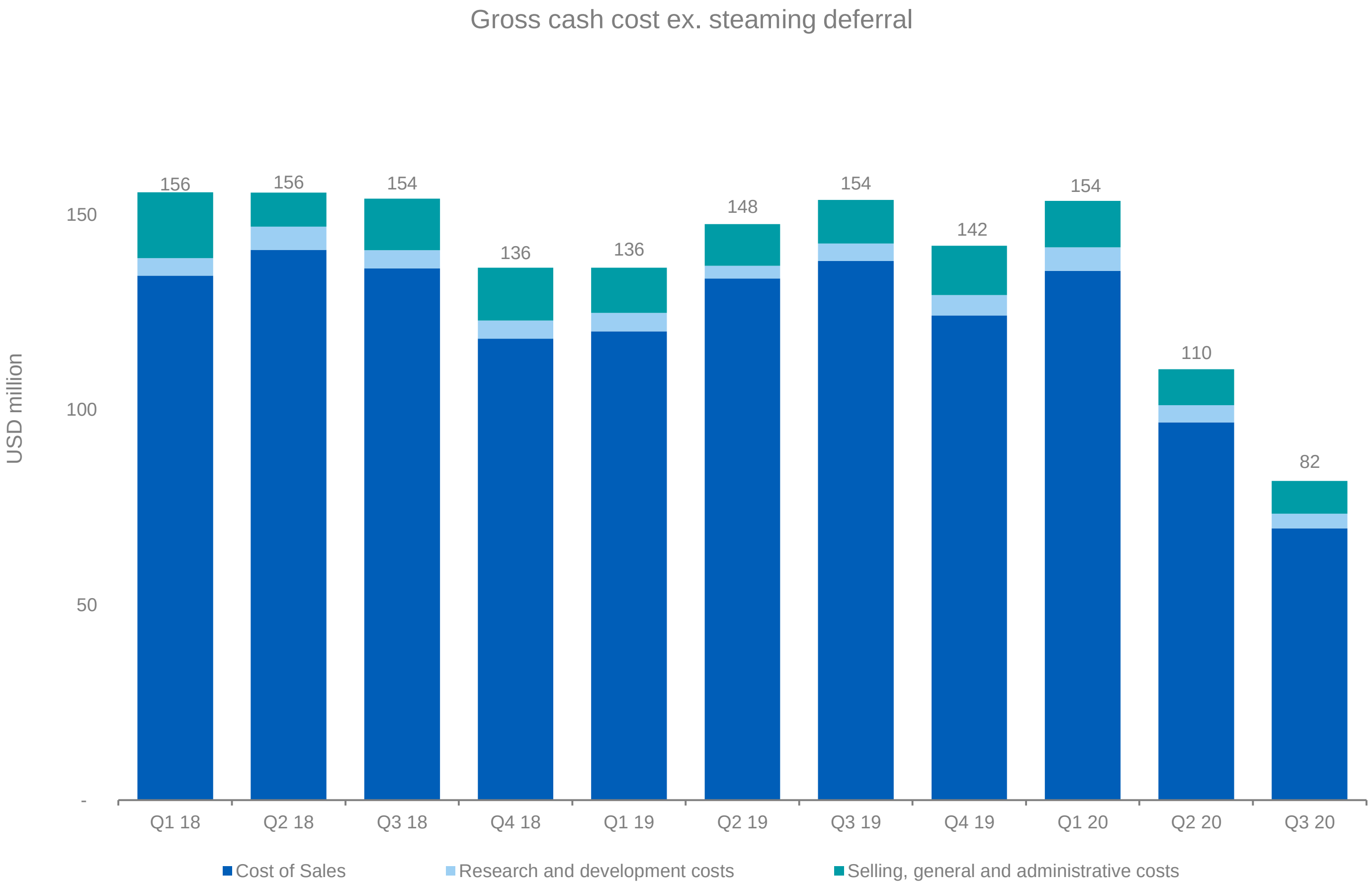
# Seismic Streamer 3D Fleet Activity in Streamer Months:
# **Vessel Allocation* and Utilization**




- 71% active vessel time in Q3 2020
- Five vessels in operation in Q3
  - Plan to keep five vessels through winter season
- Expect some standby time in Q4

* The vessel allocation excludes cold-stacked vessels.

# Cost* Focus Delivers Results




- Implemented cost reductions to achieve annualized gross cash cost run rate below USD 400 million from Q3 2020
- Substantial Q3 gross cash cost reduction
- Full year 2020 gross cash cost expected to be below USD 450 million

*Gross cash cost are defined as the sum of reported net operating expenses (excluding depreciation, amortization, impairments, deferred steaming and Other charges) and the cash operating costs capitalized as investments in the MultiClient library as well as capitalized development costs"

# Consolidated Statements of Cash Flows Summary

| USD million | Q3 2020 | Q3 2019 | Year to date 2020 | Year to date 2019 | Full year 2019 |
|---|---|---|---|---|---|
| Cash provided by operating activities | 65.9 | 151.9 | 309.3 | 379.5 | 474.3 |
| Investment in MultiClient library | (56.8) | (75.7) | (189.1) | (203.5) | (244.8) |
| Capital expenditures | (0.3) | (22.2) | (23.8) | (50.4) | (62.0) |
| Other investing activities | (2.0) | (4.4) | 18.3 | 57.4 | 54.3 |
| **Net cash flow before financing activities** | **6.8** | **49.6** | **114.7** | **183.0** | **221.8** |
| Net proceeds from issuance of debt | - | - | 124.2 | - | - |
| Interest paid on interest bearing debt | (22.0) | (14.0) | (54.6) | (42.9) | (60.9) |
| Repayment of interest bearing debt | - | (12.9) | (240.3) | (38.5) | (51.2) |
| Net change drawing on RCF | - | (5.0) | 170.0 | (95.0) | (85.0) |
| Payment of lease liabilities (recognized under IFRS 16) | (14.1) | (14.9) | (41.0) | (45.1) | (58.6) |
| (Increase) in non-current restricted cash related to debt service | (11.9) | - | (11.9) | - | - |
| Proceeds from share issue | - | - | 91.9 | - | - |
| **Net increase (decr.) in cash and cash equiv.** | **(41.2)** | **2.8** | **153.0** | **(38.5)** | **(33.9)** |
| Cash and cash equiv. at beginning of period | 234.9 | 33.2 | 40.6 | 74.5 | 74.5 |
| **Cash and cash equiv. at end of period** | **193.7** | **36.0** | 193.7 | 36.0 | **40.6** |

- Q3 2020 cash flow impacted by lower earnings
- Increase in non-current restricted cash of USD 11.9 million
  - Amounts transferred to retention accounts for ECF debt service remain on such accounts following agreement with ECF lenders not to pay September installment
  - When debt rescheduling transaction completes, funds will be used to service interest on ECF debt
- Received ~USD 23.2 million of government grants in Q3 2020

The accompanying unaudited financial information has been prepared under IFRS. This information should be read in conjunction with the unaudited third quarter 2020 results released October 22, 2020.

# Balance Sheet Key Numbers

| USD million | September 30 2020 | September 30 2019 | December 31 2019 |
|---|---|---|---|
| Total assets | 2,137.8 | 2,262.4 | 2,301.7 |
| MultiClient Library | 689.4 | 652.3 | 558.6 |
| Shareholders' equity | 452.6 | 615.9 | 637.1 |
| Cash and cash equivalents (unrestricted) | 193.7 | 36.0 | 40.6 |
| Restricted cash | 57.5 | 41.8 | 43.0 |
| Liquidity reserve | 194.1 | 216.0 | 210.6 |
| Gross interest bearing debt | 1,170.9 | 1,093.7 | 1,091.1 |
| Gross interest bearing debt, including lease liabilities following IFRS 16 | 1,330.0 | 1,298.1 | 1,288.2 |
| Net interest bearing debt | 919.7 | 1,015.9 | 1,007.5 |
| Net interest bearing debt, including lease liabilities following IFRS 16 | 1,078.8 | 1,220.3 | 1,204.6 |

- Liquidity reserve of USD 194.1 million held in cash
- All interest bearing debt, excluding lease liabilities, classified as *current* pending finalization of the debt rescheduling transaction
  - When finalized, re-classification will be reversed

The accompanying unaudited financial information has been prepared under IFRS. This information should be read in conjunction with the unaudited third quarter 2020 results released on October 22, 2020.

# Summary of Debt and Drawing Facilities
# Existing Agreements Before Rescheduling of Debt – Facilities are in Default

## As of September 30, 2020:

| Long-term Credit Lines and Interest Bearing Debt | Nominal Amount | Total Credit Line | Financial Covenants |
|---|---|---|---|
| Term Loan B ("TLB"), due March 2024<br>Libor +600-700 bps (linked to total leverage ratio – "TGLR")*<br><br>Term Loan B, due March 2021<br>Libor +250 basis points | USD 520m<br><br>USD 2m | | None, but incurrence test: total net leverage ratio ≤ 2.00x** |
| Revolving credit facility ("RCF"), due September 2023<br>Libor + margin of 450-600 bps (linked to TGLR)* + utilization fee<br><br>USD 135 million RCF due September 2020<br>Libor + margin of 325-625 bps (linked to TGLR) + utilization fee | USD 215m<br><br>USD 135m | USD 215m<br><br>USD 135m | Maintenance covenant: total net leverage ratio ≤ 2.75x** and minimum liquidity the higher of USD 75 million or 5% of net interest bearing debt |
| Japanese ECF, 12 year with semi-annual instalments. 50% fixed/ 50% floating interest rate | USD 298m | | None, but incurrence test for loan 3&4: Total leverage ratio ≤ 3.00x** and Interest coverage ratio ≥ 2.0x** |

*If rating below B3/B- (stable outlook) from Moody's or S&P, respectively, TLB margin 7.50% and RCF margin 6.50%.
**Total Net Leverage Ratio is the ratio of consolidated indebtedness (including IFRS lease liabilities) of PGS ASA net of consolidated unrestricted cash and cash equivalents and restricted cash held for debt service in respect of the Export Credit Financing divided by 12 month rolling EBITDA adjusted for non pre-funded MultiClient investments.

# Agreements to Reschedule Debt[1]

- Lock-up agreement (the “Lock-Up Agreement”)[2] with lenders representing 79.6% of the aggregate of the $350 million RCF and ~$522 million TLB
- Consent and amendment agreement (the “Consent and Amendment Agreement”)[3] with the finance parties under the ~$300 million ECF
- The Lock-Up Agreement and the Consent and Amendment Agreement outline the agreed amendments and also maintain the forbearance arrangements previously agreed
- Unless 100% of the RCF and TLB Lenders consent to the Transaction, the amendments to the RCF and TLB will be implemented pursuant to an English law scheme of arrangement upon approval of the English Court, after obtaining the necessary majority creditor consent (being 75% by value and a majority in number of the total RCF and TLB voting in the Scheme) (the “Scheme”)
- The Scheme will enable the Transaction in respect of the RCF and TLB to be implemented and bind all RCF and TLB lenders (including those who vote against or do not vote)
- To date, lenders holding a sufficient amount of RCF and TLB debt to meet the relevant Scheme approval levels have already signed the Lock-up Agreement
- The agreed amendments to the RCF, TLB and ECF facilities are inter-conditional and subject to customary conditions and remain subject to the implementation processes described above

**Notes:**
1. Reference is made to the separate release issued by the Company on October 21, 2020
2. The terms of the Lock-Up Agreement are effective immediately and subject to customary undertakings and termination events
3. The terms of the Consent and Amendment Agreement, other than the amendment terms, are effective immediately and are subject to customary termination events. The amendment terms will become effective upon the consummation of the Transactions.

# Main Terms of the Transaction

- No scheduled debt maturities until September 2022
  - The $350 million RCF[1] to be converted into a new TLB on the same terms as the 2024 TLB
  - The 5% annual amortization in 2021 and 2022 on the existing 2024 TLB is removed
  - The combined TLB facilities of ~$872 million[2] maturing in March 2024 will have following amortization profile:
    - ~$135 million amortization payment in September 2022
    - $200 million amortization payment in September 2023
    - ~$9 million quarterly amortization starting March 2023
  - ECF amortization totalling ~$106 million due over the next two years deferred and repaid over four quarters starting December 2022

- Excess liquidity sweep
  - Excess liquidity sweep for liquidity reserve above $200 million at each quarter end to be applied to the deferred amortization amounts under the ECF and the ~$135 million TLB amortization until both have been repaid
  - Thereafter, excess liquidity sweep for liquidity reserve above $175 million to applied against the remaining TLB

- Financial maintenance covenants
  - Maximum net leverage ratio of 4.5x through June 30, 2021, 4.25x through December 31, 2021, 3.25x through December 31, 2022 and 2.75x thereafter

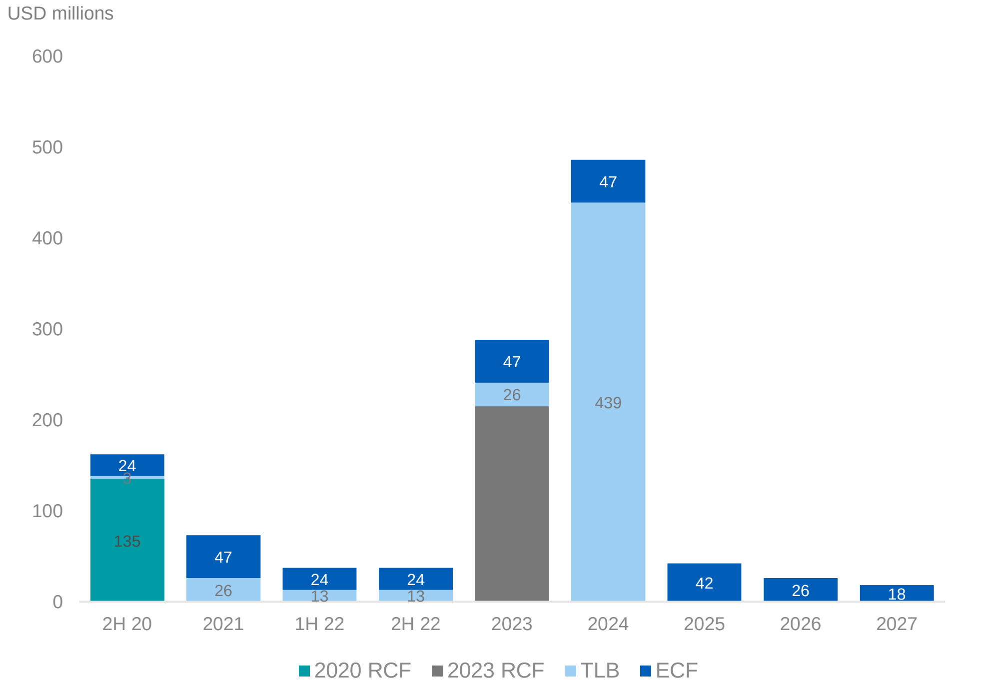
- Convertible Bond
  - Issuance of an up to ~NOK 116.2 million 3-year 5% unsecured convertible bond (the "CB") convertible into new PGS shares at NOK 3 per share (maximum of 38,720,699 shares/10% of the currently outstanding shares)
  - Lenders under the RCF and TLB facilities will have a pro rata preferential right to subscribe for the CB against conversion of a corresponding amount of their existing loans
  - Certain lenders under the TLB have undertaken to subscribe for 80% any unallocated amount for cash with a right to also subscribe for the remaining 20%
  - PGS can require that bondholders convert the CB into shares if the PGS share price exceeds NOK 6 for 30 consecutive trading days

- Other
  - Fees to lenders of up to ~$7.6 million payable in cash and up to ~$9.9 million payable in kind (excludes costs for legal and financial advisors for PGS and the lender groups)
  - Strengthening of security package

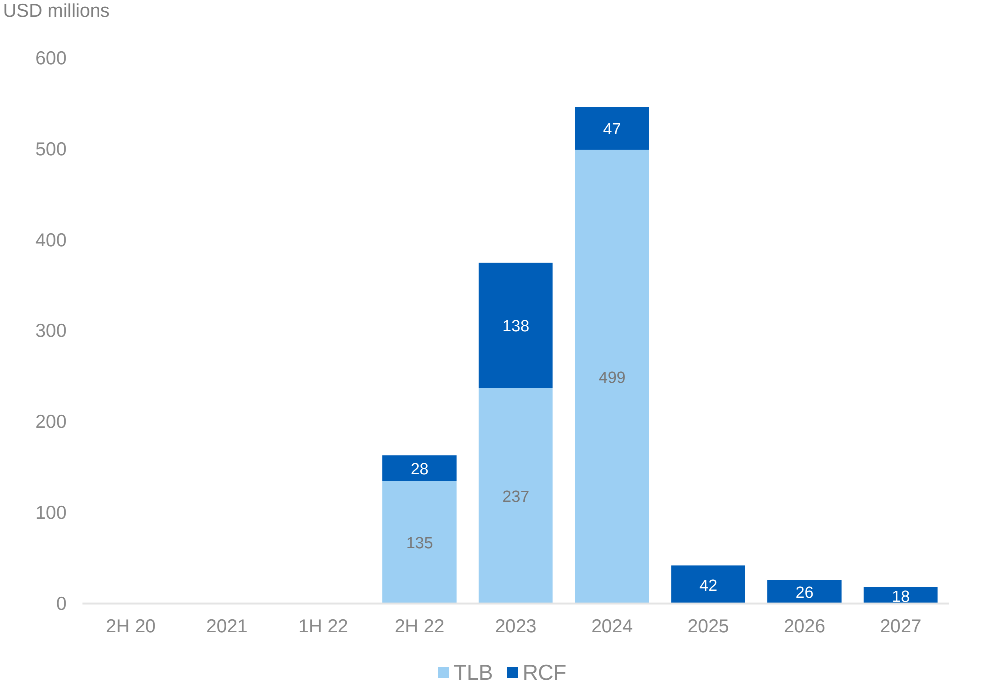
(1) $135 million maturing September 2020 and $215 maturing September 2023
(2) Subject to any increases in principal due to payment-in-kind fees and any reduction in principal due to lenders electing to exchange part of their existing debt into new convertible bonds

# Agreements to Reschedule Debt
# PGS Pro Forma Debt Repayment Profile

**Current amortization profile**




**Pro forma amortization profile** (1)




- Quarterly excess liquidity sweep above USD 200 million to TLB and ECFs until USD 135 million first amortization for TLB and deferred amortizations for ECFs are repaid in full
- Thereafter, TLB to benefit from a quarterly excess liquidity sweep above USD 175 million, which will replace the current excess cash flow sweep

**Notes:**
1. Prior to PIK fees and convertible notes issued as part of additional fees

# Agreements to Reschedule Debt

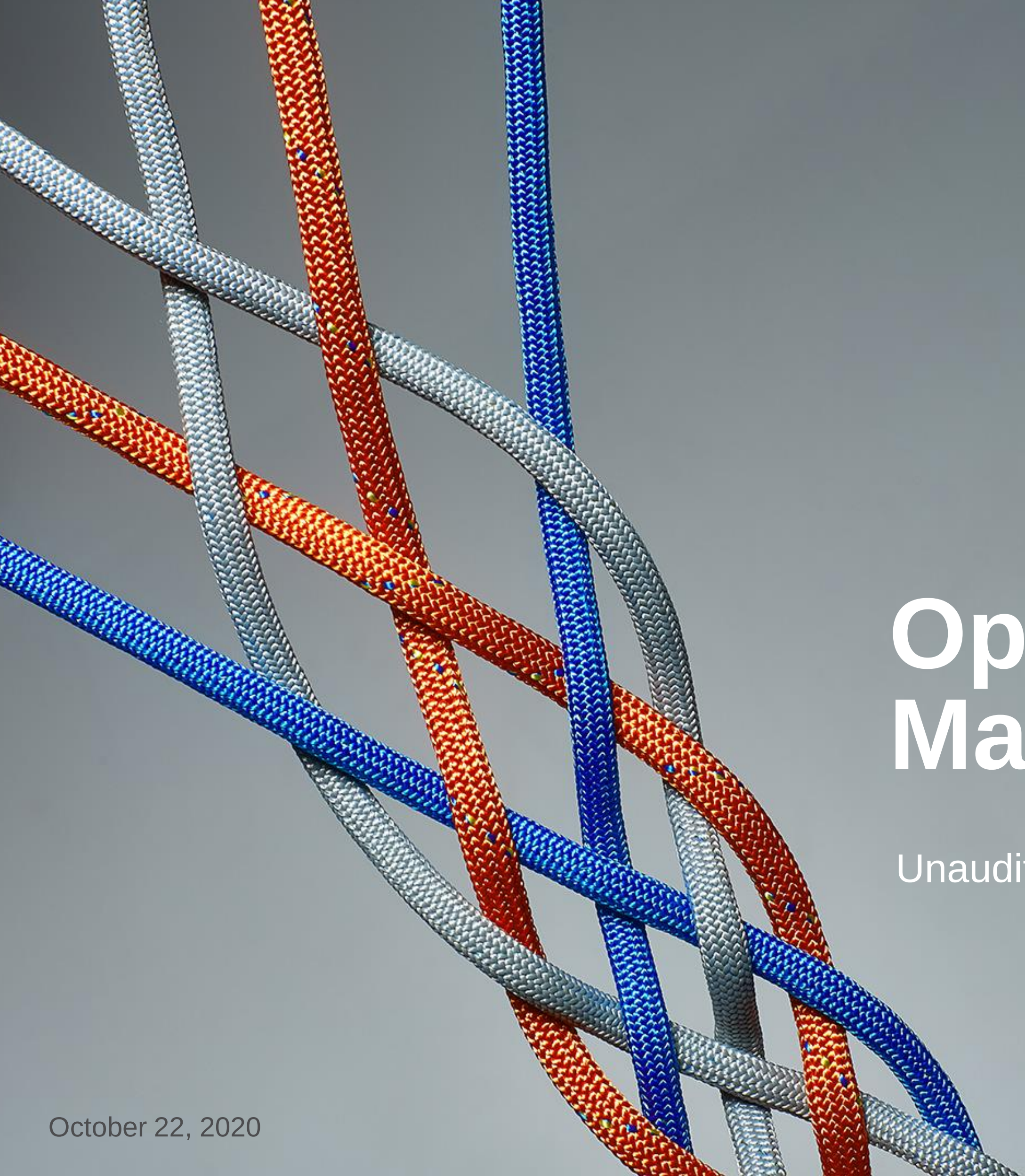
## Selected Financial Model Numbers Provided to Lenders(1)

| | 2019A | 2020E | 2021E | 2022E | 2023E | 2024E |
|---|---|---|---|---|---|---|
| Segment revenue growth | 5.5% | (28 - 34)% | 0 – 10% | 20 – 25% | 15 – 20% | Similar to 2019 |
| Avg. number of active vessels | 8 | 6.00 – 6.50 | 4.75 – 5.75 | 5.75 – 6.75 | 6.75 – 7.75 | 7 – 8 |
| Utilization | 82% | ~70 – 75% | ~85% | | | |
| Active vessel time allocation to contract vs. MC | 50/50% | ~35/65% | ~50/50% | | | |
| EBITDA margin | 63% | 65 – 68% | 61 – 63% | 63 – 65% | 65 – 67% | 65 – 67% |
| MC investment | ($245 MM) | ~($225 MM) | ($150 – 175 MM) | ($180 – 210 MM) | ($220 – 250 MM) | ($230 – 260 MM) |
| Net cash used in investing activities, excluding MC investment (2) | ($8 MM) | ~($35 MM) | ($50 – 60 MM) | ($60 – 80 MM) | ($80 – 105 MM) | ($90 – 105 MM) |
| Change in working capital (3) | ($45 MM) | ($0-20 MM) | Working capital release of $50 – 80 MM | Working capital to build as revenues grow broadly in line with 2019 normalised net working capital levels | | |
| Payment of severance and other restructuring cost | | ~($30 MM) | ~($5 MM) | Not expected to be material | | |

- To facilitate discussions with lenders PGS has shared certain financial modelling numbers with members of the Ad Hoc Committee of TLB lenders
- Pursuant to agreed cleansing mechanisms, PGS shall publicly disclose these financial model numbers
- The financial model numbers are disclosed to satisfy public disclosure obligations in respect of material non-public information that has been shared with the Ad Hoc Committee as part of the discussions
- The financial model numbers disclosed are used by the Company's management internally, based on current expectations about future events, and are subject to risks and uncertainties which relate to factors that are beyond management's ability to control or estimate precisely and that could cause actual results to differ materially from those expressed therein

**Notes:**

1. No payments relating to debt, leases or taxation are included in the above financial model numbers
2. Includes net investment in property and equipment, intangible assets and other investing cash flow such as asset sales and change of long term restricted cash
3. Includes change of accounts receivables, accrued revenues and other receivables, deferred revenues, accounts payable, as well as other current and long-term items relating to operating activities. The amount excludes provision for and payment of severance and other restructuring cost. The drop in business activities in 2020 followed by stabilisation from 2021 is expected to result in a reduction of both receivables and payables, but the effect on the receivable side is delayed due a combination of factors including (i) an agreement with a customer to pay approximately $30m in January for the pre-funding license on a survey acquired in Q1-Q2 2020 and (ii) the forecasted seasonal distribution of revenues in 2020 (which is more back-ended than the average). This results in a more moderate release of receivables in 2020 than we would otherwise expect. We expect that the seasonal distribution will return to historical levels from 2021

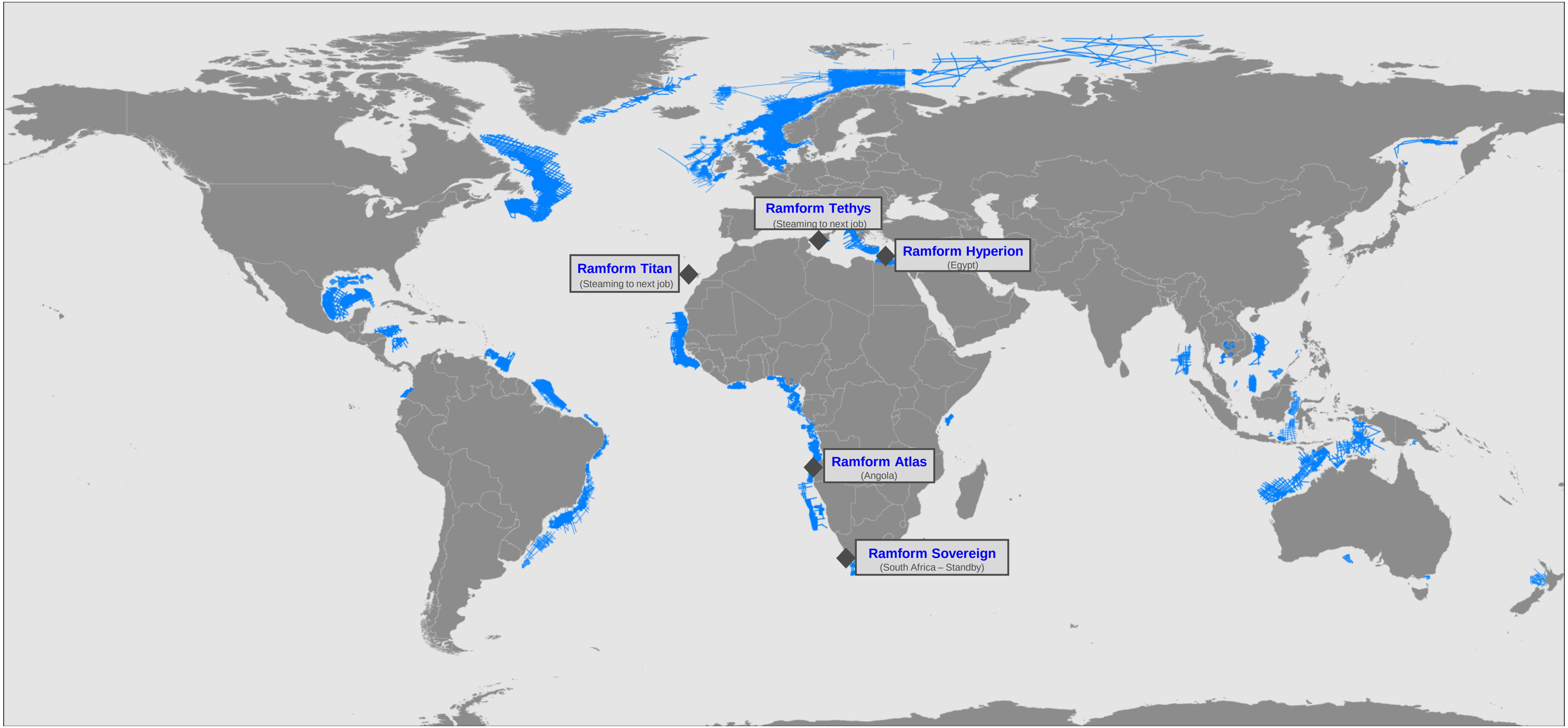


# Operational Update & Market Comments

Unaudited Third Quarter 2020 Results

October 22, 2020

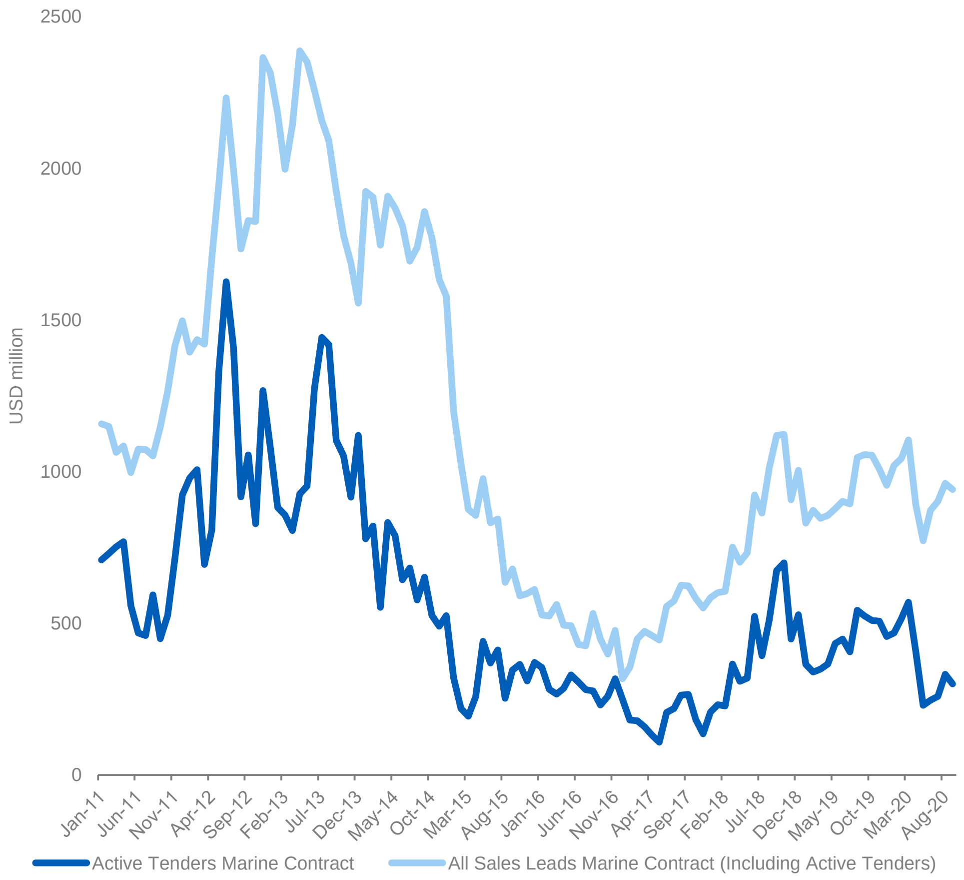
# Fleet Activity October 2020



# Integrated Service Offering Drives MultiClient Activity in 2H 2020

- The *Ramform Hyperion* mobilized for a MultiClient Campaign offshore Egypt early in Q3
- The program primarily covers held acreage awarded in recent license round
  - Acquisition commenced shortly after block ratification providing significant timing advantage
- Integrated service offering makes PGS agnostic to the MultiClient or Contract business model
  - Playing across both models delivers the best commercial value for the client and PGS
- The *Ramform Tethys* will commence acquisition imminently expanding the MultiClient campaign
- Expect to have two vessels in Egypt into Q1 2021

# Encouraging 2021 Contract Leads Volume

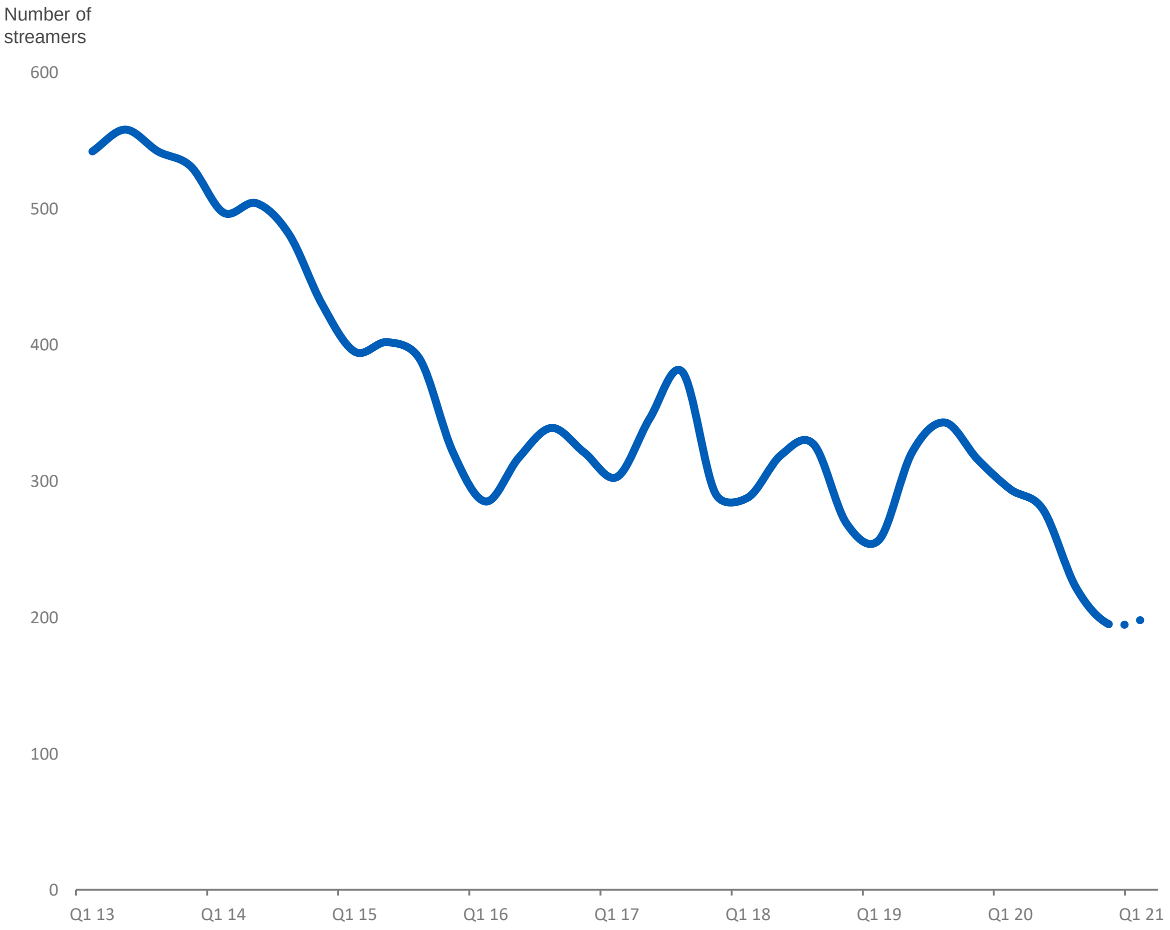



PGS In-house Contract Bids+Leads

Contract bids to go (in-house PGS) and estimated $ value of bids + risk weighted leads as of end September 2020

- Bids and leads withdrawn from the market in Q1/Q2 re-emerging for execution in 2021
- Q4 2020 contract activity expected to be low

# Lowest 3D Streamer Supply Since Mid 1990s




Source: PGS internal estimates

- Average 2020 capacity is ~20% lower vs. average 2019
- Deteriorating utilization vs. 2019 levels
- Expect below 15 vessels in operation during winter season
  - Expect moderate capacity increase for 2021 summer season

# Summary

- Seismic market remained challenging in Q3
- Realizing substantial cost reductions already in Q3
  - New organization fully operational
- Signing binding agreements with majority of lenders to defer debt maturities and amortization by ~2 years
- Expect higher revenues from vessel operation and MultiClient sales going forward

# Thank You - Questions

# Appendix
# Main Yard Stays* Next Six Months

| Vessel | When | Expected Duration | Type of Yard Stay |
|---|---|---|---|
| *Ramform Atlas* | Q1 2021 | 19 days | 7.5 year docking |

*Subject to changes

# Summary Terms of the Transaction (1)

| Heading | ECF | TLB (including former 2020 RCF and former 2023 RCF) |
|---|---|---|
| **Repayment schedule amendments** | ▪ Deferral of quarterly amortization starting from Sep-20 until and including Sep-22 (total of $106m) with regular quarterly amortizations to resume from Dec-22<br>– Deferred amounts to be repaid on earlier of (i) refinancing of $200m TLB amortization payment and (ii) four quarterly payments from Dec-22 to Sep-23 | ▪ The $135m RCF due 2020, the $215m RCF due 2023 and the c.$2m TLB due 2021 will each be converted into a new TLB on the same terms as the c.$520m 2024 TLB with the post transaction total debt under these credit facilities of c.$872m (subject to any increases in principal due to PIK (payment-in-kind) fees and any reduction in principal depending on lenders' decision to exchange part of their existing debt into new convertible bonds, in relation to which see further below) maturing in March 2024 with the following amortization profile payable pro-rata to all TLB lenders:<br>– c.$135m amortization payment due in September 2022<br>– $200m amortization payment due in September 2023<br>– c.$9m quarterly amortization starting March 2023<br>▪ Quarterly amortization payments of up to 5% per year of original principal amount of the ~$520m 2024 TLB due until December 2022 will be deferred and replaced by the new amortization schedule described above |
| **Excess liquidity sweep** | ▪ ECF to benefit from share of excess liquidity sweep together with TLB Lenders (see under TLB) | ▪ Current excess cash flow sweep to be replaced by excess liquidity sweep<br>▪ From first quarter-end post-closing to full repayment of deferred amounts for ECFs and the first c.$135m TLB amortization, quarterly excess liquidity sweep of any amount above $200m liquidity to be used to repay TLB and ECF deferred amounts (to be allocated pro rata based on outstanding amount at the time of (i) c.$135m TLB amortization due Sep-22 and (ii) accumulated deferred amortizations for ECFs)<br>▪ Following full repayment of deferred amounts for ECFs / c.$135m TLB amortization, quarterly excess liquidity sweep of any amount above $175m liquidity for repayment of TLB only<br>▪ All liquidity sweep applied against amortizations in a chronological order |

**Notes:**
1. Only main economic terms shown
2. Subject to principal reduction of up to c.$13m depending on lenders' decision to exchange part of existing debt into new convertible bonds and increase as a result of the PIK fees

# Summary Terms of the Transaction (1)

| Heading | ECF | TLB (including former 2020 RCF and former 2023 RCF) |
|---|---|---|
| **Interest** | ▪ Unchanged<br>▪ Accrued default interest waived | ▪ 2021 TLB / 2020 RCF / 2023 RCF margins amended to equal current 2024 TLB terms (see below)<br>▪ Accrued default interest waived |
| **Security** | ▪ Further strengthening of current security package through, among other things, new intermediate holding companies share pledges and enhanced asset security | |
| **Financial Covenants** | ▪ Financial covenants to apply to both TLB and ECF (the latter until repayment of the deferred amortization amount)<br>▪ $75m minimum liquidity covenant (at all times, reported quarterly)<br>▪ Quarterly net leverage covenant re-profiled as follows: i. 4.50x until 30-Jun-21 (inclusive), ii. 4.25x until 31-Dec-21 (inclusive), iii. 3.25x until 31-Dec-22 (inclusive), iv. 2.75x thereafter<br>▪ Financial covenant breach capable of cure through equity injection | |

| Applicable Margin for Term Loans[2] | | |
|---|---|---|
| **Total Gross Leverage Ratio** | ABR Loans | Term Loan LIBOR Rate Loans |
| **≤ 1.25x** | 5.00% | 6.00% |
| **> 1.25x, ≤ 1.75x** | 5.50% | 6.50% |
| **> 1.75x** | 6.00% | 7.00% |

**Notes:**
1. Only main economic terms shown
2. In addition, for so long as the corporate rating of the Norwegian Borrower is not at least B3 and B- from Moody's and S&P, respectively (in each case with a stable outlook), the Applicable Margin with respect to the Term Loans shall be 6.50% for ABR Loans and 7.50% for LIBOR Loans (it being understood that the pricing grid above will not apply). For so long as the corporate rating of the Norwegian Borrower is at least B3 and B- from Moody's and S&P, respectively (in each case with a stable outlook) but not at least B2 and B from Moody's and S&P, respectively (in each case with a stable outlook), the Applicable Margin with respect to the Term Loans shall not be lower than 5.50% for ABR Loans and 6.50% for LIBOR Loans (it being understood that if Level I in the above chart would otherwise apply, Level II shall apply instead). Each change in the Applicable Margin pursuant to the foregoing sentence with respect to the Term Loans shall be effective on and after the first Business Day following a public announcement by Moody's and/or S&P of a change in the corporate rating of the Norwegian Borrower that would give rise to any required change in the Applicable Margin with respect to the Term Loans. Notwithstanding the foregoing, for so long as the Norwegian Borrower is unable to obtain ratings, then the Applicable Margin with respect to the Term Loans shall be 6.50% for ABR Loans and 7.50% for LIBOR Loans

# Summary Terms of the Transaction [1]

| Heading | ECF | TLB (including former 2020 RCF and former 2023 RCF) |
|---|---|---|
| **Early bird fee** | ▪ 25bps early bird fee lenders who sign Consent and Amendment Agreement by applicable early bird fee deadline | ▪ 25bps early bird fee payable at closing on all amounts locked-up at closing to lenders who sign Lock-up Agreement by applicable early bird fee deadline and comply with its undertakings to support the implementation of the transaction |
| **Consent fee** | ▪ 71bps consent fee in cash | ▪ 40bps consent fee including 15bps in cash and 25bps in PIK |
| **Work fee** | | ▪ Aggregate $1.2m work fee to be shared amongst certain members of TLB ad hoc group |
| **Additional Fees** | | ▪ A choice of (i) 1% PIK fee, or (ii) 50bps PIK fee + a pro rata preferential right to subscribe with a portion of existing debt for a PGS convertible bonds (see next page) |

**Notes:**
1. Only main economic terms shown. Lenders are advised to refer to the full legal term sheet

# Convertible Bonds  Summary Terms

| Heading | Terms |
|---|---|
| **Issuer** | ▪ PGS ASA |
| **Aggregate nominal value** | ▪ Up to NOK 116,162,097 |
| **Maturity** | ▪ 3 year from issuance (at completion) |
| **Conversion price** | ▪ Conversion price NOK 3 / share (i.e. aggregate up to maximum of 38,720,699 PGS ASA shares (10% of current outstanding shares)) |
| **Conversion period** | ▪ Any time until maturity, subject to customary notice periods |
| **Issuer call** | ▪ PGS to have option to force conversion of the Convertible Bonds should the PGS share price be at NOK 6 / share or higher for 30 consecutive trading days |
| **Coupon** | ▪ 5% per annum, paid semi-annually |
| **Security** | ▪ Unsecured |
| **Backstop** | ▪ To the extent the CB is not fully subscribed, certain lenders under the TLB will (i) subscribe for 80% of the unallocated amount for cash and (ii) have the right to subscribe for the remaining 20% of the unallocated amount for cash |