

2024 Earnings Release

Third Quarter

Energy Starts With Us

3rd QUARTER 2024 FINANCIAL HIGHLIGHTS

(All amounts in USD 1,000s unless noted otherwise)

| Produced financials ¹ | Q3 2024 | Q3 2023 | YTD 2024 | YTD 2023 |
|--|---------|----------|----------|----------|
| | | | | |
| Produced revenue | 500,899 | 292,523 | 942,904 | 762,499 |
| - Multi-client sales | 280,165 | 159,985 | 544,404 | 431,580 |
| - Contract sales | 220,734 | 132,537 | 398,499 | 330,919 |
| Produced EBITDA | 279,974 | 169,630 | 544,138 | 420,722 |
| - Excluding non-recurring merger costs | 296,386 | 169,630 | 569,550 | 420,722 |
| Produced Operating profit (EBIT) | 104,356 | 67,938 | 171,577 | 132,418 |
| - Excluding non-recurring merger costs | 120,768 | 67,938 | 196,989 | 132,418 |
| IFRS financials | | | | |
| Operating revenues | 451,104 | 225,447 | 827,515 | 604,930 |
| Operating profit (EBIT) | 59,917 | 26,157 | 105,115 | 42,337 |
| Net Income | 37,488 | 16,781 | 56,215 | 30,714 |
| EPS (fully diluted) (USD) | 0.19 | 0.13 | 0.33 | 0.24 |
| Organic multi-client investments | 129,371 | 113,147 | 248,200 | 331,813 |
| Inorganic multi-client investments | 426,221 | - | 426,221 | - |
| Capital expenditures | 23,787 | 12,284 | 65,497 | 37,069 |
| Free cash flow | 53,997 | 31,704 | 27,198 | 77,133 |
| Net interest-bearing debt | 425,305 | -200,247 | 425,305 | -200,247 |

- Merger with PGS completed on 1 July 2024 Q3 2024 first quarter including PGS
- Strong multi-client sales driven by a combination of solid pre-commitments for new investments and increased sales of existing data supported by material transfer fees
- Record-high OBN contract activity utilization of streamer fleet improving on high bid activity
- Continued growth in New Energy Solutions
- Full-year pro-forma organic multi-client investments lowered to USD 425-450 million as certain projects have been deferred into 2025
- Order inflow of USD 423 million during Q3 2024 total produced backlog of USD 750 million
- Significant upgrades of credit ratings by S&P and Moody's
- Robust balance sheet allows for continued dividend payment USD 0.14 per share to be paid in Q4 2024

1) Produced Financials are based on revenues measured by recognizing revenues related to multi-client projects in progress in accordance with percentage of completion. TGS bases its management reporting on produced financials, which therefore forms the basis for segment reporting. See note 4.

"Q3 2024 was the first quarter after completion of the TGS-PGS merger, and I am pleased to report revenues of half a billion dollars. We have completed the merger reorganization process, and we are ahead of schedule in realizing annual synergies of between USD 110 and 130 million. Strong multi-client revenues in the quarter were driven by a combination of robust pre-commitments to ongoing programs and strong library sales supported by material transfer fees. Further, we achieved record high utilization of our OBN crews, and the business continues its strong performance among a production-oriented client base. Although the utilization of the 3D streamer fleet has been lower than expected so far this year, we are on a positive trend based on ongoing negotiations and tenders. Finally, I'm pleased to see that our solid balance sheet and sound financial policy has prompted substantial upgrades to the credit ratings by both Moody's and S&P which puts us in good position to refinance the debt structure at attractive terms."

KRISTIAN JOHANSEN, CEO of TGS.

SEGMENT RESULTS - PRODUCED FINANCIALS

For the purpose of management reporting, TGS prepares produced financials, where sales committed prior to completion of a multi-client project are recognized on a percentage-of-completion basis, as opposed to in the IFRS accounts, where these revenues are recognized at the point of completion of the projects. The other segments are reporting under IFRS. PGS ASA ("PGS") was acquired in Q3 2024 and fully consolidated from 1 July 2024, but is not included in the results for prior periods.

Segment results

| Q3 2024 (USD 1000s) | Multi- client | Contract | New Energy Solutions | Imaging | Shared services | Eliminations | Group | |
|--|----------------------------------|------------|----------------------------|---------|-----------------|--------------|---------|--|
| Revenues | 277,354 | 290,805 | 19,435 | 26,025 | 204 | -112,924 | 500,899 | |
| Costs | 18,632 | 214,109 | 15,191 | 26,755 | 42,873 | -96,635 | 220,925 | |
| EBITDA | 258,722 | 76,696 | 4,244 | -730 | -42,669 | -16,289 | 279,974 | |
| Depreciation | | | | | | | 59,495 | |
| Straight-line amortization | of multi-client library | | | | | | 65,323 | |
| Produced accelerated am | ortization of multi-clier | nt library | | | | | 49,545 | |
| Impairment of the multi-client library | | | | | | | | |
| EBIT | | | | | | | | |
| Organic multi-client invest | Organic multi-client investments | | | | | | | |

| Q3 2023 (USD 1000s) | Multi- client | Contract | New Energy Solutions | Imaging | Shared services | Eliminations | Group | |
|-------------------------------|--|------------|----------------------------|---------|-----------------|--------------|---------|--|
| Revenues | 156,901 | 126,419 | 5,778 | 11,200 | 153 | -7,928 | 292,523 | |
| Costs | 6,670 | 83,995 | 4,307 | 8,950 | 26,039 | -7,069 | 122,892 | |
| EBITDA | 150,231 | 42,424 | 1,472 | 2,250 | -25,886 | -859 | 169,630 | |
| Depreciation | | | | | | | 20,938 | |
| Straight-line amortization | of multi-client library | | | | | | 41,449 | |
| Produced accelerated am | ortization of multi-clier | nt library | | | | | 34,642 | |
| Impairment of the multi-cl | Impairment of the multi-client library | | | | | | | |
| EBIT | | | | | | | 67,938 | |
| Organic multi-client invest | iments | | | | | | 113,147 | |

Source: TGS

The Multi-client Business Unit owns and manages the multi-client data library and develops and invests in new multiclient surveys. Driven partly by strong sales of completed data, supported by material transfer fees, and partly by high pre-funding of investments in new data, Multi-client showed a strong development in Q3 2024.

The Contract Business Unit owns and manages the vessel fleet and the inventory of Ocean Bottom Nodes (OBN). It conducts streamer and OBN seismic data acquisition services on behalf of external customers and other TGS business units. In Q3 2024, the activity level within OBN acquisition was historically high, generating revenues of USD 126.9 million (USD 126.4 million in Q3 2023, which included USD 8.8 million of equipment sales), whereof almost all came

from external customers. The remaining Contract revenue was generated by acquisition of streamer data, where approximately 41% came from external customers and the balance from ongoing multi-client surveys.

New Energy Solutions (NES) provides data and data-driven solutions to companies active within renewable energy and carbon capture and storage (CCS). The majority of the revenues are generated through service contracts, while there is a certain amount of subscription revenue and licensing of data owned by TGS that is recorded as multi-client sales. NES had a solid Q3 2024, driven mainly by higher activity related to acquisition of subsurface data for offshore wind energy developments.

The Imaging Business Unit processes seismic data both on behalf of external customers and other TGS businesses (mainly Multi-client). Imaging has developed favorably in 2024 with strong growth in order inflow and revenues. In Q3 2024, approximately 39% of Imaging revenues were generated by external customers.

Shared services consist of corporate overhead expenses in addition to certain services provided across the business units in the Group, such as technology development, data and analytics, data management, IT etc.

After accounting for shared services and elimination of internal transactions, produced revenues amounted to USD 500.9 million, up from USD 292.5 million in Q3 2023. Produced EBITDA was USD 280.0 million versus USD 169.6 million in Q3 2023, while produced operating profit (EBIT) amounted to USD 104.4 million compared to USD 67.9 million in the same quarter of last year. Note that EBITDA and EBIT includes 16.4 million of non-recurring costs in Q3 2024 related to the PGS transaction.

FINANCIAL REVIEW - IFRS

Revenues amounted to USD 451.1 million in Q3 2024, an increase of 100% from USD 225.4 million in Q3 2023, as the contribution from PGS has been consolidated from 1 July 2024. Multi-client revenues amounted to USD 230.4 million in Q3 2024, compared to USD 92.9 million in Q3 2023. Proprietary revenues increased from USD 132.5 million in Q3 2023 to USD 220.7 million in Q3 2024, with OBN projects contributing USD 126.9 million to total revenues.

Personnel costs were USD 87.5 million in the quarter compared to USD 34.4 million in Q3 2023. Other operating expenses amounted to USD 26.1 million compared to USD 17.0 million in Q3 2023. Personnel costs include USD 10.6 million of redundancy and non-recurring personnel costs. Other operating expenses include USD 5.8 million of merger integration costs related to the PGS merger. Cost of sales was USD 107.3 million in Q3 2024 compared to USD 71.5 million in Q3 2023.

Amortization and impairments of the multi-client library amounted to USD 110.8 million in Q3 2024 versus USD 55.5 million in Q3 2023. Of this, straight-line amortization was USD 65.3 million (USD 41.4 million in Q3 2023), accelerated amortization amounted to USD 44.2 million (USD 9.3 million in Q3 2023), and impairment was USD 1.3 million (USD 4.7 million in Q3 2023).

Depreciation, amortization and impairment excluding multi-client related charges was USD 59.5 million in the quarter, compared to USD 20.9 million in Q3 2023. The increase relates to the acquisition of PGS and depreciation on the vessels and other seismic equipment.

Operating profit amounted to USD 59.9 million in Q3 2024 compared to an operating profit of USD 26.2 million in the same quarter of last year.

Due to the inclusion of interest-bearing debt through the PGS merger, net financial expenses increased to USD 13.7 million from USD 0.5 million in Q3 2023. Profit before taxes amounted to USD 52.3 million in Q3 2024, compared to USD 28.5 million in the same quarter of 2023.

Tax charges were USD 14.8 million in Q3 20204 versus USD 11.7 million in Q3 2023. This resulted in a net profit for the quarter of USD 37.5 million compared to USD 16.8 million in Q3 2024.

CASH FLOW

Net cash flow from operations for the quarter totaled USD 264.9 million, compared to USD 202.5 million in Q3 2023. Net cash flow used in investment activities amounted to USD 58.9 million, including cash outflows related to organic investments in the multi-client library were USD 122.3 million, compared to USD 146.7 million in Q3 2023. Net increase in cash for Q3 2024 was USD 82.6 million (increase of USD 55.9 million in Q3 2023). Cash flow includes cash acquired as part of the PGS acquisition with USD 86.9 million, presented under investments through mergers and acquisitions.

DIVIDEND

TGS has a policy of maintaining a robust balance sheet, with a target net debt level of USD 250 to 350 million in the long-term. With a net debt level of USD 425 million following the closing of the PGS transaction, the Company has an intention of deleveraging further before increasing shareholder distribution to reflect underlying cash flow. Meanwhile, it is the Board's intention to maintain dividends around current levels, subject to changes to investment plans.

The Board of Directors has resolved to maintain the dividend at USD 0.14 per share in Q4 2024. The dividend will be paid in the form of NOK 1.53 per share on 14 November 2024. The shares will trade ex-dividend on 31 October 2024. In Q3 2024, TGS paid a cash dividend of USD 0.14 per share (NOK 1.52 per share).

OPERATIONAL REVIEW

Order inflow was USD 423 million in Q3 2024 compared to USD 355 million in Q3 2023. The order backlog increased to USD 750 million (unsatisfied or partially unsatisfied performance obligations under IFRS amounts to USD 1.3 billion) at the end of the quarter from USD 612 million (unsatisfied or partially unsatisfied performance obligations under IFRS amounts to USD 970 million) at the end of Q2 2024. The order backlog at the end of Q3 2023 was USD 475 million (unsatisfied or partially unsatisfied or partially unsatisfied performance obligations under IFRS).

Organic multi-client investments amounted to USD 129.4 million in the quarter compared to USD 113.1 million in Q3 2023. The largest multi-client projects ongoing in Q3 2024 were the Pama project in Brazil, the NWS projects in Norway, Penyu Basin in Malaysia and a joint venture OBN project in the Gulf of Mexico.

OBN activity was a record high in Q3 2024, with two active OBN operations in U.S. Gulf of Mexico, one in the North Sea and one in West Africa. The two reservoir monitoring operations in the North Sea carried on as normal, while the Gemini source was idle this quarter, after being active during the first half of the year.

New Energy Solution offshore wind site characterization activities utilized approximately one acquisition vessel in Q3 2024. Total revenues for New Energy Solutions were USD 19.4 million, compared to USD 5.8 million in Q3 2023.

OTHER ITEMS

The merger with PGS was completed on 1 July 2024. The transaction was settled by issuing 0.06829 TGS shares per PGS share owned, meaning that a total amount of 65.2 million shares were issued, increasing the total number of shares outstanding to 196.4 million. In Q3, TGS paid a dividend liability, to former PGS shareholders, of USD 18.5 million assumed as part of the PGS acquisition (compensation to PGS shareholders for dividends paid in Q1 and Q2 2024).

In late September, Moody's announced that it had upgraded the credit rating of TGS to Ba3 with stable outlook, from B2 assigned to PGS prior to completion of the merger. On 23 October, Standard & Poor announced that it has upgraded the rating to BB- with stable outlook. This is an improvement of three notches from the previous PGS rating of B-.

TGS announced its financial policy and capital structure target at its Capital Markets Day on 29 August 2024 and will look to refinance the existing debt in the near to medium term to reflect the long term capital structure target.

OUTLOOK

With continued global economic growth, energy demand is expected to increase in the coming decades. The pace of adopting alternative energy sources remains insufficient to meet ambitious transition targets. Oil and gas will therefore continue to constitute a major part of the global energy mix for the foreseeable future. Rapid depletion of existing oil and gas reserves, combined with challenges such as cost inflation, substantial environmental challenges, and political and regulatory risks associated with undeveloped reserves in many countries, emphasizes the need for sustained exploration efforts in both mature and emerging basins.

During the third quarter, the geopolitical tension in the Middle East caused significant oil price volatility and short-term outlook uncertainty in the oil and gas markets. However, it is our view that energy companies tend not to change investment plans based on short-term oil price fluctuations. The current oil price is significantly above the larger energy companies' average cash breakeven levels, supporting cash flows and growth opportunities. High-quality subsurface data is a prerequisite for enhanced production from existing fields and successful exploration campaigns in mature and unexplored areas. The combination of the increasing demand for oil and gas, strong cash flow generation by energy companies even at volatile prices and the need for subsurface data for both production and exploration supports our view of continued long-term growth opportunities for the seismic industry.

Following the merger with PGS, TGS is fully integrated and a leading provider of geoscience data and services with a full spectrum of capabilities to support energy exploration and production on a global scale. As the energy industry evolves, TGS is ideally situated to serve the entire energy market with more comprehensive advanced solutions and a wider pool of technological resources and expertise, significantly boosting its operational efficiency, innovation and customer engagement strategies. This also strongly positions TGS to take advantage of demand for high-quality seismic data through its full scope of products and services,

Through the acquisitions of PGS and Magseis Fairfield, TGS has established a substantial exposure towards the production aspect of the oil and gas value chain. Almost all of OBN and the majority of streamer acquisition contracts relate to the enhancement of current production (4D) or the potential tie-backs from adjacent areas. Moreover, the New Energy Solutions business offers attractive exposure towards strongly growing industries such solar energy, offshore wind energy and CCS.

The post-merger integration of PGS is progressing ahead of plan. Following completion of the reorganization process in Q3 2024, TGS has realized approximately USD 55 million of synergies (annual run-rate), which is USD 10 million higher than previously guided. TGS remains on track to deliver total annual run rate synergies by the end of 2025 within the guided range of USD 110–130 million.

As certain planned multi-client projects have been deferred into 2025, we now expect 2024 organic multi-client investments to be approximately USD 425-450 million pro-forma (corresponding to approximately USD 345-370 million reported, i.e. excluding the PGS contribution prior to 1 July 2024), compared to previous guidance of USD 450-500 million

Oslo, 23 October 2024

THE BOARD OF DIRECTORS of TGS ASA

ABOUT TGS

TGS provides advanced data and intelligence to companies active in the energy sector. With leading-edge technology and solutions spanning the entire energy value chain, TGS offers a comprehensive range of insights to help clients make better decisions. Our broad range of products, services and advanced data technologies, coupled with a global, extensive and diverse energy data library, make TGS a trusted partner in supporting the exploration and production of energy resources worldwide. For further information, please visit <u>www.tgs.com</u>

TGS ASA is listed on the Oslo Stock Exchange (OSLO:TGS). In addition, TGS' shares and sponsored American Depositary Shares trade on the OTCQX Best Market in the U.S. under the symbols "TGSNF" and "TGSGY".

CONTACT FOR ADDITIONAL INFORMATION

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All statements in this earnings release other than statements of historical facts are forward-looking statements, which are subject to a number of risks, uncertainties and assumptions that are difficult to predict, and are based upon assumptions as to future events that may not prove accurate. These factors include TGS' reliance on a cyclical industry and principal customers, TGS' ability to continue to expand markets for licensing of data, and TGS' ability to acquire and process data products at costs commensurate with profitability. Actual results may differ materially from those expected or projected in the forward-looking statements. TGS undertakes no responsibility or obligation to update or alter forward-looking statements.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

| (All amounts in USD 1,000s unless noted otherwise) | Note | Q3 2024 | Q3 2023 | YTD 2024 | YTD 2023 |
|--|------|---------|---------|----------|----------|
| Revenue | | 451,104 | 225,447 | 827,515 | 604,930 |
| Cost of sales - proprietary and other | 5 | 107,321 | 71,540 | 184,173 | 192,805 |
| Straight-line amortization of the multi-client library | 7 | 65,323 | 41,449 | 145,005 | 120,634 |
| Accelerated amortization of the multi-client library | 7,8 | 44,190 | 9,348 | 54,886 | 35,284 |
| Impairment of the multi-client library | 7,8 | 1,254 | 4,664 | 1,254 | 6,250 |
| Personnel costs | 5 | 87,461 | 34,376 | 151,967 | 99,450 |
| Other operating expenses | 5 | 26,143 | 16,976 | 62,626 | 49,522 |
| Depreciation, amortization and impairment | 6 | 59,495 | 20,938 | 122,490 | 58,646 |
| Total operating expenses | | 391,187 | 199,290 | 722,400 | 562,592 |
| Operating profit | | 59,917 | 26,157 | 105,115 | 42,337 |
| Financial income | | 4,264 | 1,567 | 6,848 | 5,101 |
| Financial expenses | | -17,930 | -2,020 | -26,062 | -11,890 |
| Net exchange gains/(losses) | | 6,025 | 1,018 | -5,817 | 296 |
| Results from equity accounted investments | | - | 1,797 | - | 465 |
| Net financial items | | -7,641 | 2,362 | -25,031 | -6,028 |
| Profit before taxes | | 52,276 | 28,519 | 80,087 | 36,309 |
| Taxes | 9 | 14,788 | 11,738 | 23,872 | 5,596 |
| Net Income | | 37,488 | 16,781 | 56,215 | 30,714 |
| Farrings per abore (USD) | | 0.19 | 0.13 | 0.33 | 0.25 |
| Earnings per share (USD) | | | | | |
| Earnings per share, diluted (USD) | | 0.19 | 0.13 | 0.33 | 0.24 |
| Other comprehensive income: | | | | | |
| Exchange differences on translation of foreign operations | 6 | 94 | -558 | -24 | -643 |
| Other comprehensive income - items that will not be reclassed to profit and loss | | 5,326 | - | 5,326 | - |
| Total comprehensive income for the period | | 42,907 | 16,224 | 61,517 | 30,071 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| (All amounts in USD 1,000s unless otherwise noted) | Note | 30-Sept 2024 | 30-Sept 2023 | 31-Dec 2023 |
|--|------|-----------------|-----------------|----------------|
| Goodwill | 8 | 560,069 | 384,649 | 384,649 |
| Intangible assets: Multi-client library | 7,8 | 1,226,363 | 744,991 | 753,084 |
| Other intangible assets | | 160,926 | 71,107 | 73,020 |
| Deferred tax assets | 9,11 | 245,628 | 90,086 | 67,895 |
| Buildings, machinery and equipment | | 859,379 | 138,095 | 131,970 |
| Right-of-use-asset | | 130,146 | 54,738 | 78,184 |
| Other non-current assets | | 61,793 | 17,649 | 24,679 |
| Restricted cash | 10 | 32,517 | - | - |
| Total non-current assets | | 3,276,821 | 1,501,315 | 1,513,479 |
| Accounts receivable | | 218,011 | 169,921 | 93,712 |
| Accrued revenues | | 211,726 | 86,531 | 63,217 |
| Other current assets | | 159,434 | 106,120 | 89,265 |
| Cash and cash equivalents | 10 | 213,751 | 200,247 | 196,741 |
| Restricted cash | 10 | 4,620 | - | - |
| Total current assets | | 807,541 | 562,819 | 442,935 |
| Total assets | | 4,084,362 | 2,064,134 | 1,956,414 |
| Share capital | | 5,936 | 4,406 | 4,406 |
| Other equity | | 2,065,052 | 1,297,416 | 1,271,170 |
| Total equity | | 2,070,988 | 1,301,822 | 1,275,576 |
| Long-term interest bearing debt | 10 | 676,331 | - | - |
| Other non-current liabilities | | 48,285 | 45,149 | 41,210 |
| Non-current lease liabilities | | 51,580 | 30,939 | 41,331 |
| Deferred tax liability | | 45,177 | 21,701 | 16,426 |
| Total non-current liabilities | | 821,372 | 97,789 | 98,967 |
| Short-term interest bearing debt | 10 | 42,000 | - | - |
| Accounts payable and debt to partners | | 206,470 | 161,963 | 95,049 |
| Taxes payable, withheld payroll tax, social security and VAT | | 91,258 | 71,959 | 78,377 |
| Current lease liabilities | | 103,832 | 30,510 | 43,877 |
| Deferred revenue | | 513,587 | 279,582 | 276,064 |
| Other current liabilities | | 234,855 | 120,508 | 88,506 |
| Total current liabilities | | 1,192,002 | 664,522 | 581,872 |
| Total liabilities | | 2,013,374 | 762,311 | 680,838 |
| Total equity and liabilities | | 4,084,362 | 2,064,134 | 1,956,414 |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

| (All amounts in USD 1,000s unless otherwise noted) | Note | Q3 2024 | Q3 2023 | YTD 2024 | YTD 2023 |
|---|------|---------------------|------------|--------------------|----------|
| Operating activities | | | | | |
| Profit before taxes | | 52,276 | 28,519 | 80,087 | 36,30 |
| Depreciation / amortization / impairment | | 170,262 | 76,398 | 323,635 | 220,81 |
| Changes in accounts receivable and accrued revenues | | 6,343 | -9,865 | -31,708 | -16,13 |
| Changes in other receivables | | 32,842 | -7,151 | 35,041 | -15,33 |
| Changes in balance sheet items | | 6,354 | 122,680 | 56,861 | 234,44 |
| Paid taxes | | -3,159 | -8,072 | -16,530 | -22,97 |
| Net cash flows from operating activities | | 264,918 | 202,509 | 447,386 | 437,12 |
| | | | | | |
| Investing activities | | 22 707 | 10.004 | GE 407 | 27.00 |
| Investments in tangible and intangible assets | | -23,787 -122,343 | -12,284 | -65,497 | -37,06 |
| Investments in multi-client library Investments through mergers and acquisitions | 11 | -122,343 86,831 | -146,697 | -246,225 86,831 | -288,32 |
| Interest received | | 363 | - 1,272 | 3,191 | 4,47 |
| Net change in interest bearing receivables | | 505 | 1,272 | -58,200 | 4,47 |
| Net cash flows used in investing activities | | -58,936 | -157,709 | -279,900 | -320,92 |
| | | 00,000 | 101,100 | 210,000 | 020,02 |
| Financing activities | | | | | |
| Loan proceeds | 10 | 72,029 | - | 130,229 | |
| Loan repayment | 10 | -84,000 | -45,000 | -84,000 | -44,74 |
| Interest paid | | -35,631 | -1,574 | -41,694 | -5,42 |
| Dividend payments | 3 | -27,458 | -17,430 | -64,103 | -52,47 |
| Repayment of lease liabilities | | -29,523 | -11,522 | -69,963 | -33,64 |
| Acquisition of shares | | - | - | - | -54,38 |
| Paid in equity | | - | 86,616 | - | 86,61 |
| Purchase of own shares | | -287 | - | -287 | |
| Payment of previous PGS dividend liability | 11 | -18,500 | - | -18,500 | |
| Net cash flows from/ (used in) financing activities | | -123,370 | 11,090 | -148,318 | -104,06 |
| Net change in cash and cash equivalents | | 82,612 | 55,890 | 19,168 | 12,14 |
| Cash and cash equivalents at the beginning of period | | 125,021 | 143,920 | 196,741 | 188,45 |
| Net unrealized currency gains / (losses) | | 6,118 | 433 | -2,156 | -34 |
| Cash and cash equivalents at the end of period | | 213,753 | 200,247 | 213,753 | 200,24 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ending September 30, 2024

| (All amounts in USD 1,000s unless noted otherwise) | Share Capital | Treasury Shares | Share Premium | Other Paid-In Capital | Currency Translation Reserve | Retained Earnings | Non- controlling interest | Total Equity |
|--|------------------|--------------------|------------------|-----------------------------|------------------------------------|----------------------|---------------------------------|-----------------|
| Opening balance 1 January 2024 | 4,406 | -16 | 623,965 | 45,248 | -23,085 | 624,590 | 468 | 1,275,576 |
| Net income | - | - | - | - | - | 56,215 | - | 56,215 |
| Other comprehensive income | | | | | - | 5,326 | - | 5,326 |
| Translation effect | - | - | - | - | -24 | - | - | -24 |
| Total Comprehensive income | - | - | - | - | -24 | 61,541 | - | 61,518 |
| Distribution of treasury shares | - | - | - | - | - | 785 | - | 786 |
| Purchase of own shares | - | -1 | - | - | - | -286 | | -287 |
| Cancellation of treasury shares held | -7 | 7 | - | - | - | - | - | - |
| Capital increase | 1,533 | - | 793,179 | - | - | -88 | - | 794,624 |
| Cost of equity-settled long-term incentives | 3 | - | - | - | - | 2,872 | - | 2,875 |
| Dividends | - | - | - | - | - | -64,103 | - | -64,103 |
| Closing balance as of 30 September 2024 | 5,936 | -10 | 1,417,145 | 45,248 | -23,108 | 625,311 | 468 | 2,070,988 |

For the nine months ending September 30, 2023

| (All amounts in USD 1,000s unless noted otherwise) | Share Capital | Treasury Shares | Share Premium | Other Paid-In Capital | Currency Translation Reserve | Retained Earnings | Non- controlling interest | Total Equity |
|--|------------------|--------------------|------------------|-----------------------------|------------------------------------|----------------------|---------------------------------|-----------------|
| Opening balance 1 January 2023 | 4,259 | -18 | 537,583 | 45,248 | -22,539 | 671,373 | 3,856 | 1,239,763 |
| Net income | - | - | - | - | - | 30,714 | - | 30,714 |
| Translation effect | - | - | - | - | -643 | - | - | -643 |
| Total Comprehensive income | - | - | - | - | -643 | 30,714 | - | 30,070 |
| Distribution of treasury shares | - | 1 | - | - | - | 595 | - | 596 |
| Cancellation of treasury shares held | - | - | - | - | - | 263 | - | 263 |
| Capital Increase | 145 | - | 86,471 | - | - | - | - | 86,616 |
| Acquisition of Magseis ASA | - | - | - | - | - | -2,031 | -3,389 | -5,419 |
| Cost of equity-settled long-term incentive plans | 2 | - | - | - | - | 2,407 | - | 2,410 |
| Dividends | - | - | - | - | - | -52,476 | - | -52,476 |
| Closing balance as of 30 September 2023 | 4,406 | -16 | 624,054 | 45,248 | -23,182 | 650,845 | 468 | 1,301,822 |

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Note 1 General information

TGS ASA is a public limited company listed on the Oslo Stock Exchange. The address of its registered office is Askekroken 11, 0277 Oslo, Norway. References to TGS or the Group include TGS ASA and its subsidiaries, unless the context requires otherwise.

Note 2 Basis for Preparation

The condensed consolidated financial statements of TGS have been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by EU and additional requirements in the Norwegian Securities Trading Act. The condensed consolidated financial statements do not include all the information and disclosures required by IFRS® Accounting Standards for a complete set of financial statements and should be read in conjunction with TGS' Annual Report for 2023, which is available at <u>www.tgs.com</u>.

The same accounting policies and methods of computation are followed in the condensed consolidated financial statements as compared with the annual financial statements for 2023, except for note 4 - Segment information. The condensed consolidated financial statements are unaudited and were authorized for issue by the board of directors on 23 October 2024.

In preparing these consolidated interim financial statements, management has made judgements and estimates about the future, that affect the application of accounting policies and the reported amounts of assets and liabilities, income, and expense. Actual results may differ from these estimates. The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those described in the last annual financial statements, except for the determination of the fair value of the net assets acquired as part of the transaction with PGS ASA (refer to note 11, Business Combinations).

Note 3 Share capital and equity

| Ordinary shares | Number of shares |
|----------------------|------------------|
| 1 January 2024 | 131,280,458 |
| Net change in period | 65,120,362 |
| 30 September 2024 | 196,400,820 |

| Treasury shares | Number of shares |
|----------------------|------------------|
| 1 January 2024 | 418,630 |
| Net change in period | - 230,856 |
| 30 September 2024 | 187,774 |

In Q3 2024, TGS issued 65.2 million shares in relation with the PGS merger, which is the significant change in the period related to ordinary shares, see note 11.

The Annual General Meeting on 28 June 2024 renewed the Board of Directors' authorizations to distribute quarterly dividends on the basis of the 2023 annual financial statements and to repurchase up to 10% of share capital. The authorizations are valid until 30 June 2025, unless renewed in a General Meeting prior to that date.

The Board of Directors has resolved to maintain the dividend at USD 0.14 per share in Q4 2024. The dividend will be paid in the form of NOK 1.53 per share on 14 November 2024. The share will trade ex-dividend on 31 October 2024.

In Q3 2024, TGS paid a cash dividend of USD 0.14 per share (NOK 1.51 per share). In addition, TGS paid the PGS shareholders a compensation of approximately USD 18.5 million for dividends paid in Q1 and Q2 2024.

| Larg | est Shareholders as of 30 September 2024 | Country | Account type | No. of shares | Share |
|-------|--|----------------|--------------|---------------|-------|
| 1. | FOLKETRYGDFONDET | Norway | Ordinary | 14,976,220 | 7.6 % |
| 2. | Brown Brothers Harriman (Lux.) SCA | Luxembourg | Nominee | 11,185,821 | 5.7 % |
| 3. | The Bank of New York Mellon | United States | Nominee | 6,675,100 | 3.4 % |
| 4. | PARETO AKSJE NORGE VERDIPAPIRFOND | Norway | Ordinary | 5,782,695 | 2.9 % |
| 5. | State Street Bank and Trust Comp | United States | Nominee | 5,134,503 | 2.6 % |
| 6. | Interactive Brokers LLC | United States | Nominee | 4,741,429 | 2.4 % |
| 7. | JPMorgan Chase Bank, N.A., London | United Kingdom | Nominee | 4,605,868 | 2.3 % |
| 8. | BNP Paribas | Spain | Nominee | 4,455,010 | 2.3 % |
| 9. | JPMorgan Chase Bank, N.A., London | United Kingdom | Nominee | 4,292,119 | 2.2 % |
| 10. | Morgan Stanley & Co. LLC | United States | Nominee | 3,899,235 | 2.0 % |
| 10 la | irgest | | | 65,748,000 | 33% |
| Tota | I Shares Outstanding * | | | 196,213,046 | 100% |

| Average number of shares outstanding for current quarter * | |
|--|-------------|
| Average number of shares outstanding during the quarter | 196,155,982 |
| Average number of shares fully diluted during the quarter | 197,206,407 |

*Shares outstanding net of treasury shares per 30 September 2024 (187 774 TGS shares), composed of average outstanding TGS shares during the quarter.

| Share price information | |
|---|--------|
| Share price 30 September 2024 (NOK) | 99.25 |
| Market capitalization 30 September 2024 (NOK million) | 19,493 |

Note 4 Segment information

TGS reports monthly management information to Executive Management (chief operating decision maker) based on defined operating business units based on the nature of the products and services sold. Where appropriate, these operating business units are aggregated into reportable segments that form the basis of the monthly management reporting. The reportable segments are divided into five overall business units: Multi-client, Contract, New Energy Solutions, Imaging and Shared Services. The Group does not allocate all cost items to its reportable business units during the year.

In accordance with IFRS 15, multi-client pre-funding revenues (revenues committed prior to completion of a project) are not longer recognized under the previously applied percentage-of-completion ("POC") method. Instead, all such revenues are generally recognized at the "point in time" when the customer receives access to, or delivery of, the finished data which often will take place a year or more after the acquisition of data due to the time required to complete data processing.

Following the merger with PGS, management has re-assessed its composition of segments, and the information reported to Executive Management. For multi-client pre-funding revenue and accelerated amortization management reviews reporting on a Produced basis. The measurement basis of segment profit is EBITDA (Earnings before interest, tax, depreciation and amortization), as it reflects the performance of the different Segments, and as such is relevant for understanding the Group's performance.

| (All amounts in USD 1,000s) | Multi- client | Contract | New Energy Solutions | Imaging | Shared services | Elim. | Produced Q3 2024 | Adjust. | IFRS Q3 2024 |
|-----------------------------------|-------------------|-----------------|----------------------------|---------|-----------------|-----------|---------------------|----------|-----------------|
| Revenues | 277,354 | 290,805 | 19,435 | 26,025 | 204 | (112,924) | 500,899 | (49,795) | 451,104 |
| Costs | 18,632 | 214,109 | 15,191 | 26,755 | 42,873 | (96,635) | 220,925 | | 220,925 |
| EBITDA | 258,722 | 76,696 | 4,244 | (730) | (42,669) | (16,289) | 279,974 | | |
| Depreciation | | | | | | | 59,495 | | 59,495 |
| Straight-line amortization of mu | ulti-client libra | ary | | | | | 65,323 | | 65,323 |
| Produced accelerated amortization | ation of multi | -client library | | | | | 49,545 | (5,356) | 44,189 |
| Impairment of multi-client libra | ry | | | | | | 1,254 | | 1,254 |
| Operating profit (EBIT) | | | | | | | 104,356 | (44,439) | 59,917 |
| MCL investments | | | | | | | 129,371 | | 129,371 |
| Capital expenditures | | | | | | | 23,787 | | 23,787 |

| (All amounts in USD 1,000s) | Multi- client | Contract | New Energy Solutions | Imaging | Shared services | Elim. | Produced Q3 2023 | Adjust. | IFRS Q3 2023 |
|-----------------------------------|-------------------|-----------------|----------------------------|---------|-----------------|---------|---------------------|----------|-----------------|
| Revenues | 156,901 | 126,419 | 5,778 | 11,200 | 153 | (7,928) | 292,523 | (67,076) | 225,447 |
| Costs | 6,670 | 83,995 | 3,736 | 8,950 | 26,039 | (6,498) | 122,892 | | 122,892 |
| EBITDA | 150,231 | 42,424 | 2,042 | 2,250 | (25,886) | (1,430) | 169,630 | | |
| Depreciation | | | | | | | 20,938 | | 20,938 |
| Straight-line amortization of mu | ulti-client libra | ary | | | | | 41,449 | | 41,449 |
| Produced accelerated amortiza | ation of multi | -client library | | | | | 34,642 | (25,294) | 9,348 |
| Impairment of the multi-client li | ibrary | | | | | | 4,664 | | 4,664 |
| Operating profit (EBIT) | | | | | | | 67,938 | (41,782) | 26,157 |
| MCL investments | | | | | | | 113,147 | | 113,147 |
| Capital expenditures | | | | | | | 12,284 | | 12,284 |

| (All amounts in USD 1,000s) | Multi- client | Contract | New Energy Solutions | Imaging | Shared services | Elim. | Produced YTD 2024 | Adjust. | IFRS YTD 2024 |
|-----------------------------------|-------------------|-----------------|----------------------------|---------|-----------------|-----------|----------------------|-----------|------------------|
| Revenues | 534,772 | 453,132 | 32,344 | 48,505 | 585 | (126,434) | 942,904 | (115,389) | 827,515 |
| Costs | 28,760 | 315,089 | 24,419 | 47,681 | 95,243 | (112,427) | 398,766 | | 398,766 |
| EBITDA | 506,012 | 138,043 | 7,925 | 824 | (94,658) | (14,007) | 544,138 | | |
| Depreciation | | | | | | | 122,490 | | 122,490 |
| Straight-line amortization of mu | ulti-client libra | ary | | | | | 145,005 | | 145,005 |
| Produced accelerated amortization | ation of multi | -client library | | | | | 103,812 | (48,926) | 54,886 |
| Impairment of the multi-client li | ibrary | | | | | | 1,254 | | 1,254 |
| Operating profit (EBIT) | | | | | | | 171,577 | (115,389) | 105,115 |
| MCL investments | | | | | | | 248,200 | | 248,200 |
| Capital expenditures | | | | | | | 65,497 | | 65,497 |

| (All amounts in USD 1,000s) | Multi- client | Contract | New Energy Solutions | Imaging | Shared services | Elim. | Produced YTD 2023 | Adjust. | IFRS YTD 2023 |
|-----------------------------------|------------------|-----------------|----------------------------|---------|-----------------|----------|----------------------|-----------|------------------|
| Revenues | 425,246 | 337,046 | 13,815 | 34,564 | 534 | (48,705) | 762,499 | (157,569) | 604,930 |
| Costs | 19,287 | 245,715 | 12,989 | 30,795 | 78,579 | (45,589) | 341,777 | | 341,777 |
| EBITDA | 405,959 | 91,331 | 826 | 3,769 | (78,046) | (3,116) | 420,722 | | |
| Depreciation | | | | | | | 58,647 | | 58,647 |
| Straight-line amortization of mu | ulti-client libr | ary | | | | | 120,634 | | 120,634 |
| Produced accelerated amortization | ation of multi | -client library | | | | | 102,774 | (67,490) | 35,284 |
| Impairment of the multi-client I | ibrary | | | | | | 6,250 | | 6,250 |
| Operating profit (EBIT) | | | | | | | 132,418 | (115,374) | 42,337 |
| MCL investments | | | | | | | 331,813 | | 331,813 |
| Capital expenditures | | | | | | | 37,069 | | 37,069 |

Note 5 Net operating expenses

| (All amounts in USD 1,000s) | Q3 2024 | Q3 2023 | YTD 2024 | YTD 2023 |
|---|---------|---------|----------|----------|
| Cost of sales including investments in multi-client library | 162,217 | 69,560 | 244,587 | 197,609 |
| Personnel costs | 95,366 | 43,096 | 176,309 | 126,405 |
| Other operating costs | 31,467 | 21,442 | 79,614 | 65,944 |
| Operating expenses, gross | 289,050 | 134,098 | 500,509 | 389,958 |
| Steaming deferral, net | 10,918 | 1,980 | 5,400 | 9,442 |
| Capitalized investment in multi-client library | -73,182 | -7,169 | -88,541 | -37,606 |
| Capitalized development and other costs | -5,861 | -6,017 | -18,603 | -20,016 |
| Net operating expenses | 220,925 | 122,892 | 398,765 | 341,777 |

Gross operating expenses were USD 289.1 million in Q3 2024, compared to USD 134.1 million in Q3 2023. Gross operating expenses are USD 500.5 million year-to-date in 2024 compared to USD 390.0 million in 2023. The significant increase is relates to the consolidation of PGS from 1 July 2024. The increase in capitalized investment in multi-client library in the quarter relates to 3D vessel capacity used for multi-client data acquisition.

Note 6 Depreciation, amortization and impairment

| (All amounts in USD 1,000s) | Q3 2024 | Q3 2023 | YTD 2024 | YTD 2023 |
|---|---------|---------|----------|----------|
| Depreciation of non-current assets | 49,138 | 16,867 | 101,946 | 46,396 |
| Amortization of non-current assets (excl. multi-client library) | 7,376 | 4,071 | 17,563 | 12,250 |
| Impairment of non-current assets (excl. multi-client library) | 2,981 | - | 2,981 | - |
| Total | 59,495 | 20,938 | 122,490 | 58,646 |
| | | | | |
| (All amounts in USD 1,000s) | Q3 2024 | Q3 2023 | YTD 2024 | YTD 2023 |
| Gross depreciation | 61,315 | 20,089 | 117,831 | 55,494 |
| Deferred Steaming depreciation, net | -3,000 | - | -3,000 | - |
| Depreciation capitalized to the multi-client library | -9,177 | -3,222 | -12,885 | -9,098 |
| Total | 49,138 | 16,867 | 101,946 | 46,396 |

The increase in the quarter relates to the acquisition of PGS and depreciation of the vessels and other seismic equipment. TGS incurred an impairment of right-of-use assets of USD 3.0 million in Q3 2024, related to onerous office leases as a result of the PGS integration.

Note 7 Multi-client library

| (All amounts in USD millions) | 30-Sep-24 | 30-Sep-23 | YTD 2024 | YTD 2023 |
|------------------------------------|-----------|-----------|----------|----------|
| Opening balance net book value | 781.5 | 687.3 | 753.1 | 575.3 |
| Inorganic multi-client investments | 426.2 | - | 426.2 | - |
| Organic multi-client investments | 129.4 | 113.1 | 248.2 | 331.8 |
| Amortization and impairment | -110.8 | -55.5 | -201.1 | -162.2 |
| Closing balance net book value | 1,226.4 | 745.0 | 1,226.4 | 745.0 |
| | | | | |
| Net MC revenues | 230.4 | 92.9 | 429.0 | 274.0 |
| Amort. in % of net MC revs. | 48% | 60% | 47% | 59% |

Multi-client library consists of assets from both Multi-client and Digital Energy Solution segments. Inorganic multi-client investments acquired through the PGS business combination.

Note 8 Evaluation of estimates and assumptions

Multi-client library, Vessels and Goodwill

TGS reviews the carrying value of its multi-client libraries, vessels and goodwill when there are events and changes in circumstances that indicate that the carrying value of these assets may not be recoverable. TGS has not identified any impairment triggers in 2024, expect for project specific cost overruns and changes in sales forecasts. Goodwill is tested annually for impairment, as per IAS 36.

Key inputs and assumptions in the impairment model have been revisited as part of the process of evaluating whether any impairment triggers have been identified.

The underlying estimates that form the basis for the sales forecast depend on a number of variables, such as the number of oil and gas exploration and production (E&P) companies operating in the area with potential interest in the data, overall E&P spending, expectations regarding hydrocarbons in the area, oil price, whether licenses will be awarded in the future, expected farm-ins to licenses, relinquishments, etc. These variables are subject to underlying uncertainties.

Management has evaluated the carrying amount of the net assets of the Group in respect of the market capitalization, changes in interest rates and assumptions applied in the WACC, as well as the developments and expected developments in the oil price. The developments through Q3 2024 did not reveal any new factors considered to trigger an impairment analysis. Following internal reporting from TGS business units, evidence available does not indicate that the economic performance of multi-client libraries or the related sales forecasts are worse, or significantly changed, from the assumptions utilized in the impairment tests during the preceding quarter. Notwithstanding the above, the Group has charged impairments of USD 1.3 million in the quarter, mainly due to a decrease of sales forecasts in certain areas. A significant portion of goodwill and multi-client library was assumed through a business combination following merger with PGS for which fair value of net assets acquired in Q3 2024.

Note 9 Tax

TGS reports tax charges in accordance with the Accounting Standard IAS 12. Taxes are computed based on the USD value of the appropriate tax provisions according to local tax regulations. The tax charges are influenced not only by local profits, but also by fluctuations in exchange rates between the respective local currencies and USD. This computation makes it difficult to predict tax charges on a quarterly or annual basis.

In Q3 2024 the tax positions changed significantly following the PGS transaction where we have recognized USD 144 million in deferred tax assets related to tax loss carried forward.

TGS' corporate income tax rate is a weighted average rate primarily based on the tax rates of Norway (22%), Brazil (34%) and the US (21%). The tax expense for Q3 2024 was USD 14.8 million (USD 11.7 million in Q3 2023),

corresponding to a tax rate of 28.3% (41.2% in Q3 2023). Year-to-date the tax expense is USD 23.9 million (USD 5.6 million year-to-date 2023), with a tax rate of 29.8% (15.4% in 2023).

Tax exposure

TGS operates in a range of tax jurisdictions with complex considerations and legislation concerning both indirect and direct taxation, including Brazil and Argentina. Thus, uncertainties exist related to reported tax liabilities and exposures. Recognized taxes (both direct and indirect) are based on all known and available information and represent TGS' best estimate as of the date of reporting.

The jurisdictions in which TGS operates are also subject to changing tax regulations which may impact assessments, for instance concerning the recoverability of credits. Furthermore, tax authorities may challenge the calculation of both taxes and credits from prior periods. Such processes and proceedings may result in changes to previously reported and calculated tax positions, which in turn may lead to TGS having to recognize operating or financial expenses in the period of change.

Tax Contingencies

The Company has ongoing tax disputes related to charter of vessels into Brazil. The assessments, which inter alia seek to levy 15% withholding tax and 10% CIDE (service) tax, amount to USD 40.9 million in total. The Company holds a legal deposit amounting to USD 18.4 million, initially made in Q4 2020 to challenge one of the disputes in court. The deposit is held in an interest-bearing bank account with a commercial bank. Since the Company considers it more likely than not that these contingencies will be resolved in its favor, no provision has been made for any portion of the exposure.

Note 10 Liquidity and financing

Cash and cash equivalents were USD 213.8 million in Q3 2024 compared to USD 200.2 million in Q3 2023. The long term part of restricted cash of USD 32.6 million is held in debt service reserve and retention accounts related to the ECF loans for Ramform Titan, Ramform Atlas, Ramform Tethys and Ramform Hyperion.

| (All amounts in USD 1,000s) | 30-Sep-24 |
|--|-----------|
| Revolving credit facility | 128,513 |
| Export credit financing, due 2025 | 20,790 |
| Export credit financing, due 2027 | 76,890 |
| Senior notes, coupon 13.5%, due 2027 | 450,000 |
| Total loans and bonds, nominal | 676,193 |
| Net adjustment from business combination, less amortized cost adjustment | 42,138 |
| Interest bearing debt | 718,331 |
| Long term | 676,331 |
| Short term | 42,000 |

TGS had no interest bearing debt as of 31 December 2023 or 30 September 2023. Net adjustment from business combinations, less amortized cost adjustment of USD 42.1 million is related to the purchase price allocation in combination to the PGS merger.

| (All amounts in USD 1,000s) | 30-Sep-24 | 30-Sep-23 |
|--|-----------|-----------|
| Loans and bonds, nominal | 676,193 | - |
| Cash and cash equivalents | -213,751 | -200,247 |
| Restricted cash | -37,137 | _ |
| Net interest bearing debt, excluding lease | 425,305 | -200,247 |
| Current lease liabilities | 103,832 | 30,510 |
| Non-current lease liabilities | 51,580 | 30,939 |
| Net interest bearing debt, including lease | 580,717 | -138,798 |

Export credit facilities (ECF)

As a result of the acquisition of PGS, the group assumed various Export Credit Financing("ECF)" obligations. The ECF arrangement comprises four loans each with Japan Bank for International Cooperation ("JBIC") and Sumitomo Mitsui Banking Corporation ("SMBC"), with an aggregate value at inception of USD 544.2 million. The loans were incurred by PGS Titans AS, for the financing of the four Ramform Titan class vessels (Ramform Titan, Ramform Atlas, Ramform Tethys and Ramform Hyperion). The loans are repaid over 12 years from inception in equal semiannual installments, and each loan comprised two tranches held by JBIC and SMBC, respectively. All SMBC tranches have previously been fully repaid. The JBIC tranche bears a fixed interest and is repaid from the 7th to 12th year after draw-down.

Revolving credit facility (RCF)

On 9 February 2023, TGS entered into an amended and restated revolving credit facility (RCF) which provides for borrowings, on a revolving basis, of up to USD 150 million with an interest rate of SOFR +3.0% per annum. A temporary increase of USD 100 million for a period of 15 months under the RCF became effective as of 1 July 2024.

Financial covenants:

- Equity Ratio > 50 percent
- Leverage Ratio: Net interest-bearing debt/EBITDA for relevant period must be at or below 1.00
- · Liquidity: The Liquidity of the group at all times must be at least USD 75 million
- Operational Capex: EBITDA minus Operational Capex must be above zero

The Operational Capex covenant will only be tested if liquidity on the relevant testing date is below USD 100 million

Bonds (USD 450 million)

On 31 March 2023, Petroleum Geo-Services AS, now a subsidiary of TGS ASA following the acquisition of PGS, issued bonds of USD 450 million at 98% of par (the "Bonds"). The Bonds have a 4-year tenor, maturing 31 March 2027, with a coupon of 13.5% paid semiannually. The Bonds are non-callable for 2 years and can thereafter be called at 106.75 per cent of par between 31 March 2025 and 29 September 2025, 105.06 per cent of par between 30 September 2025

and 30 March 2026, 103.38 per cent of par between 31 March 2026 and 29 September 2026, and thereafter 100.50 percent of par. The Bond terms have restrictions on incurrence of further indebtedness, but with certain baskets and exceptions.

Financial covenants:

Financial covenants for the bond are measured at Petroleum Geo-Services AS level. The bonds have a minimum liquidity covenant of USD 50 million and a maximum leverage ratio (Net Interest-Bearing Debt to last twelve months IFRS EBITDA) of 3.00:1 from Q1 2023 to Q4 2024 and 2.50:1 thereafter.

TGS complies with all financial covenants as of 30 September 2024.

Note 11 Business combinations

On 1 July 2024, TGS announced that the TGS and PGS merger was formally completed. The combination of the two companies establishes the premier energy data company, creating a stronger and more diversified geophysical company and data provider to the energy value chain, driven by technology and innovation. The combined entity will offer a robust position in all verticals: multi-client, acquisition, imaging and new energy.

In the three months to 30 September 2024, PGS contributed revenue of USD 190 million and operating profit of USD 59 million to the Group's results. If the acquisition had occurred on 1 January 2024, management estimates that consolidated revenue for the period would have been USD 1,157 million, and consolidated profit for the period would have been USD 90 million. In determined these amounts, management has assumed that the fair value adjustments, determined provisionally that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2024.

| Purchase price | 01-Jul 2024 |
|---|----------------|
| Share price TGS (NOK) | 129.6 |
| New TGS shares (million) | 65.2 |
| Share capital (USD million) | 1.5 |
| Share premium (USD million) | 793.2 |
| Purchase price Equity (USD million) | 794.7 |
| Settlement of pre-existing relationship (USD million) | 49.4 |
| Total Consideration transferred (USD million) | 844.1 |

In Q3, TGS paid a dividend liability, to former PGS shareholders, of USD 18.5 million assumed as part of the PGS acquisition.

| Identifiable assets acquired and liabilities (all amounts in USD millions) | 01-Jul 2024 |
|--|----------------|
| Property and equipment | 766.0 |
| Multi-client library | 426.2 |
| Intangible assets and other non-current assets | 100.0 |
| Deferred tax assets | 160.3 |
| Cash and cash equivalents | 86.8 |
| Restricted cash | 60.0 |
| Receivables, accrued revenue and other current assets | 310.9 |
| Debt and lease liabilities | (742.5) |
| Deferred tax liabilities | (14.0) |
| Payables, accrued expenses, deferred revenue and other current liabilities | (485.0) |
| Total identifiable net assets acquired | 668.7 |

| Goodwill (all amounts in USD millions) | 01-Jul 2024 |
|---|----------------|
| Total consideration transferred (USD million) | 844.1 |
| Total identifiable net assets acquired | -668.7 |
| Goodwill | 175.4 |

The goodwill arising from the acquisition consists mainly of synergies from combining the operations of TGS and PGS and the assembled workforce.

TGS incurred total transaction related costs of USD 7.9 million, consisting of legal fees, fees to financial advisors and due diligence costs. USD 7.8 million was included in operating expenses whereof USD 0.7 million was recognized in Q3 and USD 0.1 million have been recorded in equity.

If new information is obtained within one year of the date of acquisition, relating to facts or circumstances that existed at the date of acquisition that requires adjustments to the above amounts, or relating to additional provisions that existed at the date of acquisition, then the accounting for the acquisition will be revised.

DEFINITIONS – ALTERNATIVE PERFORMANCE MEASURES

TGS' financial information is prepared in accordance with IFRS Accounting Standards as adopted by the EU. In addition, TGS provides alternative performance measures to enhance the understanding of TGS' performance. The alternative performance measures presented by TGS may be determined or calculated differently by other companies.

Multi-client Sales

Multi-client sales are defined as revenues related to licensing multi-client data to customers. The vast majority of multiclient sales are related to perpetual licenses, but can also be related to time-restricted subscriptions. Revenue is recognized at the point in time when the licenses are transferred to the customers, which would typically be upon completion of processing of the surveys and granting of access to the finished surveys or delivery of the finished data, independent of services delivered to clients during the project phase.

Contract Sales

Contract sales are defined as revenues related to services that TGS performs on behalf of customers. Revenues are recognized over time, normally on a percentage of completion basis.

Produced Revenue/Produced Multi-client Sales

Produced revenue is calculated measuring the part of multi-client sales committed prior to completion of a project on a percentage of completion basis. Other revenue categories are measured in accordance with IFRS as described above.

EBIT (Operating Profit)

Earnings before interest and tax is an important measure for TGS as it provides an indication of the profitability of the operating ac tivities. The EBIT margin presented is defined as EBIT (Operating Profit) divided by revenues.

EBITDA

EBITDA means earnings before interest, taxes, depreciation, amortization and impairment. TGS uses EBITDA because it is useful when evaluating operating profitability as it excludes amortization, depreciation and impairments related to investments that occurred in the past. Also, the measure is useful when comparing the Group's performance to other companies.

| (All amounts in USD 1,000s) | Q3 2024 | Q3 2023 | YTD 2024 | YTD 2023 |
|---|---------|---------|----------|----------|
| Net income | 37,488 | 16,781 | 56,215 | 30,714 |
| Taxes | 14,788 | 11,738 | 23,872 | 5,596 |
| Net financial items | 7,641 | -2,362 | 25,031 | 6,028 |
| Depreciation, amortization and impairment | 59,495 | 20,938 | 122,490 | 58,646 |
| Amortization and impairment of multi-client library | 110,767 | 55,461 | 201,145 | 162,168 |
| EBITDA | 230,179 | 102,555 | 428,753 | 263,152 |

Produced Accelerated Amortization

Produced Accelerated amortization of multi-client library is calculated on percentage of completion basis.

Return on average capital employed

Return on average capital employed (ROACE) shows the profitability compared to the capital that is employed by TGS, and it is calculated as operating profit (12 months trailing) divided by the average of the opening and closing capital employed for a period of time.

Capital employed is calculated as equity plus net interest-bearing debt. Net interest-bearing debt is defined as interest bearing debt minus cash and cash equivalents. TGS uses the ROACE measure as it provides useful information about the performance under evaluation.

| (All amounts in USD 1,000s) | 30-Sep-24 | 30-Sep-23 |
|---------------------------------------|-----------|-----------|
| Equity | 2,070,988 | 1,301,822 |
| Net interest-bearing debt | 425,305 | -200,247 |
| Capital employed | 2,496,293 | 1,101,575 |
| Average capital employed | 1,836,262 | 1,007,407 |
| Operating profit (12 months trailing) | 116,046 | 106,963 |
| ROACE | 6% | 11% |

Free cash flow

Free cash flow when calculated by TGS is Cash flow from operational activities, minus cash from investing activities, minus interest and lease payments and excluding impact from investing activities related to Mergers and Acquisitions.

| Free cash flow | 53,997 | 31.704 | 27.198 | 77.133 |
|--|---------|----------|----------|----------|
| Excluding Investments through mergers and acquisitions | -86,831 | - | -28,631 | - |
| Less interest and lease payments | -65,154 | -13,096 | -111,657 | -39,073 |
| Net cash flow from investing activities | -58,936 | -157,709 | -279,900 | -320,920 |
| Net cash flow from operating activities | 264,918 | 202,509 | 447,386 | 437,126 |
| (All amounts in USD 1,000s) | Q3 2024 | Q3 2023 | YTD 2024 | YTD 2023 |

Order Inflow

Order inflow is defined as the aggregate value of new customer contracts entered into in a given period

Order Backlog

Order backlog is defined as the aggregate unrecognized value of all customer contracts as of a given date.

Net interest bearing debt

Net interest-bearing debt is defined as the nominal amount of interest-bearing debt, less cash and cash equivalents and restricted cash. Net interest- bearing debt is reconciled in Note 10 above.

Oslo, 23 October 2024

THE BOARD OF DIRECTORS of TGS ASA

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Anne Grethe Dalane Board member

Svein Harald Øygard Board member

Luis Araujo Board member

Maard

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