




# Annual Report 2021



PGS ASA and its subsidiaries (“PGS” or “the Company”)\* is a fully integrated marine geophysical company that provides a broad range of seismic and reservoir services, including data acquisition, imaging, interpretation, and field evaluation. Our services are provided to the oil and gas industry, as well as to the broader and emerging new energy industries, including carbon storage and offshore wind. The Company operates on a worldwide basis with headquarters in Oslo, Norway.

## CONTENTS

<b>3</b>	CEO Letter	<b>25</b>	Utilizing the Capabilities of the PGS Fleet
<b>5</b>	Business Highlights 2021	<b>27</b>	The PGS Share
<b>6</b>	Key Figures	<b>29</b>	History of PGS
<b>8</b>	Executive Team	<b>31</b>	Corporate Governance
<b>10</b>	Digital Transformation	<b>39</b>	Board of Directors
<b>14</b>	PGS New Energy	<b>42</b>	Board of Directors’ Report
<b>17</b>	Integrated Service Offering	<b>54</b>	Responsibility Statement
<b>21</b>	PGS Product Portfolio	<b>55</b>	Financial Statements

\* When the terms “PGS” and “the Company” are used in this report, these will as a main rule include both PGS ASA and its subsidiaries. However, in certain sections and paragraphs hereof, these references will only include PGS ASA as context indicates.



**Rune Olav Pedersen**  
*President and CEO*

## Dear PGS Shareholder

The seismic market declined in 2021 compared to 2020, impacted by the ongoing energy transition leading to changing behaviors among energy companies and negative effects from a persistent pandemic. PGS has competences and assets that may be of significant value in the energy transition, in which we aim to play a role. We therefore established a New Energy business unit with clear mandates to pursue technologies and opportunities in this segment. Our fully integrated service offering enabled us to improve our competitive position. We took advantage of a recovering contract market and enhanced our MultiClient performance relative to our peers. Overall, we are progressing as the leading geophysical company, while assessing and developing new business opportunities. However, the declining seismic market in 2021 has increased the risk that we will not be able to generate sufficient cash flow to repay our 2022 debt maturities as they fall due, and we will have to address this challenge during 2022. I still believe our achievements in 2021 have positioned us well for opportunities in a recovering seismic market going forward.

Total industry MultiClient revenues and investments declined in 2021, compared to 2020 and explains the weaker overall performance for our industry. However, we managed to secure acceptable pre-funding on our new MultiClient acquisition projects, and generally experienced higher interest for our geographically diversified MultiClient data library than peers. Until the third quarter we had the highest MultiClient revenues in the industry for five consecutive quarters. We benefitted from the normal seasonal MultiClient late sales upswing in the fourth quarter, but volumes disappointed compared to the opportunity basket we worked on.

A priority shift among energy companies towards more near-field exploration and 4D reservoir optimization positively impacted demand for proprietary contract work. In 2021, this came at the expense of traditional exploration activities, and we experienced a shift of capacity allocation from MultiClient to significantly more contract work. Higher demand for contract work enabled us to increase prices significantly in the second half of the year, but pricing is still at a relatively low level. More near-field exploration and 4D reservoir optimization strengthens our competitive position and we are increasingly taking advantage of our high-capacity Ramform acquisition vessels and the proprietary GeoStreamer technology. The contract market recovery in 2021 is unusual considering the more muted MultiClient market. Historically, market recoveries have started with improving MultiClient sales before contract activity and rates increase. With the generally projected increase in exploration and production spending for 2022 and feedback from our clients, we expect a stronger MultiClient market going forward.

There are two mega-trends which impacted us in 2021 and will continue to do so in the years to come, the energy transition and digitalization. We have adjusted

our strategy to make sure our core geophysical business is positioned for these mega-trends. We intend to maintain and develop our position as the leading provider of near-field exploration and production (4D) seismic. Further we are developing hybrid towed streamer and OBN solutions to include it as a part of PGS core offering. This summer we completed a combined towed streamer and node seismic survey for Lundin Energy Norway in the Barents Sea with great success, including several acquisitions records. To improve our capabilities beyond the learnings from the Lundin-survey we entered a strategic collaboration with Magseis Fairfield to position us for a growing hybrid towed streamer and OBN seismic market.

Our strategy was further adjusted to include New Energy, which defines PGS' position in the energy transition markets. We used significant time to assess where we can use our expertise and assets to offer value to clients. Carbon storage ("CS"), offshore wind and marine minerals are arenas where we expect to contribute and build business. We have already made several MultiClient data sales for CS purposes, and we are awarded two acquisition contracts for execution in 2022 for development of the Endurance and the Northern Lights CCS projects. We have an ambition of developing New Energy into a significant business unit for PGS.

We are making good progress with our digital transformation process. It is embedded as a core part of our adjusted strategy, and we intend to increase speed and penetration. During 2021 we reached an important milestone when we entered a multi-year Data Management as a Service ("DMaaS") agreement with a major customer. Under the agreement PGS will provide a Cloud based digital data asset management solution allowing the client to store, manage and access subsurface data they have licensed from PGS. Further we continue to develop, enhance, and implement results from our core digitalization projects. PGS Solis is our Cloud based MultiClient data sales platform enabling easier and quicker access to MultiClient data for our customers. Our scalable Cloud enabled imaging platform, PGS Eos, is advancing and we are already using the cloud for key processing sequences on significant surveys. We have also

established PGS Digital Factory as a companywide digitalization initiative to execute on our strategy more efficiently.

Despite all the logistical complexities the pandemic has thrown at us, we have managed to operate our vessels without material disruptions. Once again, our offshore crews have put in an extraordinary effort to make this possible. Our office employees have worked from home for extensive periods of the year and managed their tasks in an admirable way. I am impressed by the PGS organization and how it has delivered in another different and challenging year.

We continue to focus on costs and are constantly looking for new areas of cost improvements. This work continued through 2021 despite of the upward cost pressure created by the global pandemic. Our 2021 financial performance did not meet our internal forecast, mainly due to weak vessel utilization and disappointing MultiClient late sales in the fourth quarter. As a result, there is a risk that we will not be able to generate sufficient cash flow to repay our 2022 debt maturities and at the same time remain with an adequate liquidity reserve. We are working on how to address the possible liquidity shortfall. See "Financing status" section of the Board of Directors report for more details.

During 2021 the oil price has increased more than 50% and it is evident that hydrocarbons will be an important part of the energy mix as the global energy transition evolves. Offshore reserves will be vital for future supply and support demand for our marine seismic services. Listening to what our clients say regarding capital expenditure plans, including seismic spending, they expect to increase spending in 2022. Combining higher investments with our favorable position in the near-field exploration and 4D reservoir markets and the progress we are making within New Energy and digitalization to become an even better geophysical company, makes me confident that 2022 will be better than 2021.

Russia's invasion of Ukraine in late February is deeply concerning to us, with severe humanitarian consequences, and significant impact to the world's political environment and security situation. It is impossible to estimate what impact this could have on our markets and activities going forward.

**Rune Olav Pedersen**  
*President and CEO*





## BUSINESS HIGHLIGHTS 2021

**Established New Energy** business early 2021 to diversify PGS product portfolio and build a substantial market presence in the provision of subsurface data for the offshore renewables' domain or related to the ongoing energy transition

**Awarded** a multi-year 4D framework agreement by Equinor, evidencing PGS strong position in the 4D market

**Completed** the first simultaneous node and streamer acquisition contract in the Barents Sea in mid-August. During the survey PGS set several acquisition records

**Completed** a sale of the assets associated with PGS towed electro magnetic system to Ocean Floor Geophysics ("OFG")

**Entered into** a strategic collaboration with Magseis Fairfield to address the growing hybrid towed streamer and Ocean Bottom Node ("OBN") seismic market

**PGS, TGS and CGG launched** Versal – a unified seismic data ecosystem giving access to three of the world's largest MultiClient libraries, via a single log-in

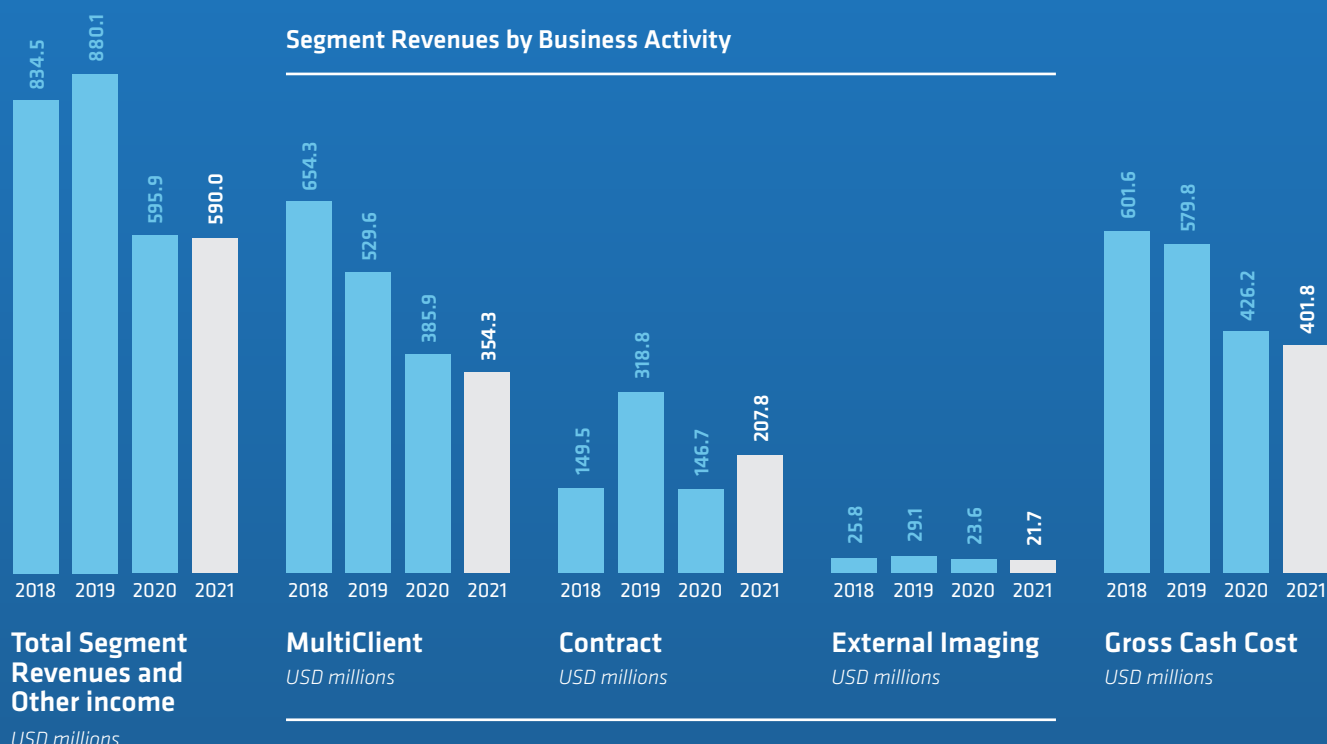
**Signed** a milestone MultiClient Data Management as a Service ("DMaaS") agreement with a major customer

## FINANCIAL CALENDAR

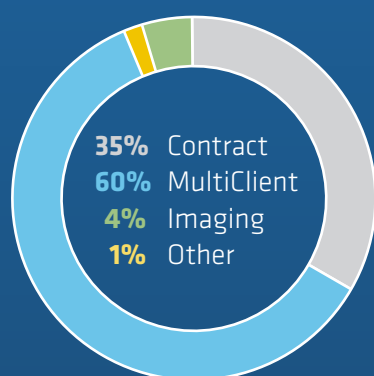
Annual General Meeting	<b>April 27, 2022</b>
Q1 2022 Revenue Update	<b>April 11, 2022</b>
Q1 2022 Earnings Release	<b>April 29, 2022</b>
Q2 2022 Revenue Update	<b>July 11, 2022</b>
Q2 2022 Earnings Release	<b>July 21, 2022</b>
Q3 2022 Revenue Update	<b>October 11, 2022</b>
Q3 2022 Earnings Release	<b>October 20, 2022</b>
Q4 2022 Revenue Update	<b>January 10, 2023</b>
Q4 2022 Earnings Release	<b>January 26, 2023</b>

# KEY FIGURES

## Segment Revenues by Business Activity



## 2021 Segment Revenue Split



## Key Financial Figures

In USD million	2021	2020	2019
<b>Profit and loss numbers Segment Reporting</b>			
Segment Revenues and Other Income	590.0	595.9	880.1
Segment EBITDA ex. other charges, net	320.2	397.7	556.1
Segment EBIT ex. impairment and other charges, net	(54.6)	12.2	96.4
<b>Profit and loss numbers As Reported</b>			
Revenues and Other Income	703.8	512.0	930.8
EBIT	(66.2)	(188.0)	54.6
Net financial items	(97.6)	(118.4)	(92.2)
Income (loss) before income tax expense	(163.8)	(306.4)	(37.6)
Income tax expense	(15.6)	(15.1)	(34.1)
Net income (loss) to equity holders	(179.4)	(321.5)	(71.7)
Basic earnings per share (\$ per share)	(0.45)	(0.85)	(0.21)
<b>Other key numbers As Reported by IFRS</b>			
Net cash provided by operating activities	326.6	366.5	474.3
Cash investment in MultiClient library	127.2	222.3	244.8
Capital expenditures (whether paid or not)	33.4	36.1	59.1
Total assets	1 792.8	2 093.8	2 301.7
Cash and cash equivalents	170.0	156.7	40.6
Net interest-bearing debt	936.4	937.6	1 007.5
Net interest-bearing debt, including lease liabilities following IFRS 16	1 051.3	1 096.2	1 204.6

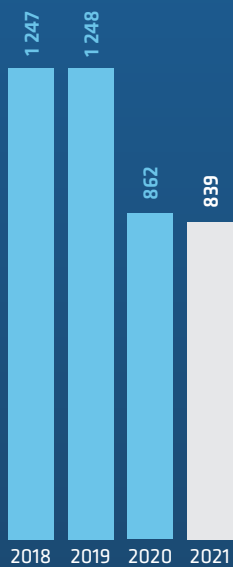
# KEY FIGURES

## People & Places

Headquartered in Oslo, Norway, PGS has offices in 12 countries around the world as of year-end 2021 and operates regional centres in Weybridge, UK and Houston, USA.



Luanda, Angola | Perth, Australia | Rio de Janeiro, Brazil | Cairo, Egypt | Accra, Ghana  
Tokyo, Japan | Almaty, Kazakhstan | Kuala Lumpur, Malaysia | Lagos, Nigeria |  
**Oslo** & Stavanger, Norway | **Weybridge**, UK | Austin & **Houston**, USA



Number of Employees  
by Year-end

# EXECUTIVE TEAM



**Rune Olav Pedersen** (1970)

*President & CEO*

**Rune** joined PGS in October 2010 and became President and CEO in 2017. Previously, he combined the roles of PGS General Counsel and Head of Legal, with responsibility for communication, strategic customer relations, marketing, and corporate development. Prior to joining PGS, he served for four years as a partner in the law firm Arntzen de Besche, specializing in oil and gas, and before that worked as an attorney and associate in the same firm. He started his career as a junior research fellow at the University of Oslo and has served as a deputy judge at district court level, in Norway. He serves as a board member of the E&P company, OKEA. Rune has a law degree from the University of Oslo, a post-graduate diploma in European competition law from Kings College London, and an MBA from London Business School.



**Gottfred Langseth** (1966)

*Executive Vice President & CFO*

**Gottfred** joined the Company in November 2003 and was appointed Executive Vice President and Chief Financial Officer in January, 2004. Before joining PGS he was Chief Financial Officer of the information technology company Ementor ASA from 2000 to 2003. Gottfred was Senior Vice President of Finance and Control at the offshore engineering and construction company Aker Maritime ASA from 1997 to 2000. He worked at Arthur Andersen Norway from 1991 to 1997. Gottfred was certified as a Norwegian state authorized public accountant in 1993 and holds a Master of Business Administration degree from the Norwegian School of Economics and Business Administration.

# EXECUTIVE TEAM



**Nathan Oliver** (1966)  
*Executive Vice President, Sales & Services*

**Nathan** joined PGS in 1993 and was appointed EVP Sales and Services in September 2020. He has served PGS globally in various locations, managing international teams in London, Houston, Singapore and KL, with regional responsibilities for Europe, West Africa, North and South America, and Asia Pacific, running a range of PGS activities from advanced imaging to MultiClient. Prior to joining PGS he worked at Digicon Geophysical. Nathan holds an MSc Geoscience from the University of Sheffield, and a BSc in Geology from Kingston University.



**Berit Osnes** (1964)  
*Executive Vice President, New Energy*

**Berit** joined PGS in 2006 and assumed her current position in April 2021. She has served in various MultiClient sales management roles, including Vice President Geophysics Europe, Africa and Middle East, Vice President MultiClient Europe, Senior Vice President MultiClient, SVP Strategic Projects and SVP Eurasia. She was also an employee-elected member of the PGS Board of Directors in 2015 and 2016. Before joining PGS she held technical management positions with Geoteam AS and Veritas DGC Ltd. Prior to this, she spent 11 years with Norsk Hydro working within field development, exploration and geophysical operations. Berit holds an MSc Geophysics from the Norwegian University of Science and Technology (NTNU).



**Rob Adams** (1976)  
*Executive Vice President, Operations*

**Rob** joined PGS in 1998, becoming EVP Operations in January 2020. He has experience from all PGS business areas, including offshore, and has carried regional responsibility for projects and teams running acquisition and processing activities in Europe, Africa, and Asia Pacific. As SVP New Ventures (2018 – 2020) he was responsible for new MultiClient projects across all continents. Rob has been involved in framing PGS initiatives for reducing turnaround and future visioning. Rob holds a BSc in Geology and Geophysics from the University of Durham.



# Digital Transformation Accelerates Strategy Execution

PGS began its digital transformation in 2019. First steps were to establish a digital transformation team responsible for overseeing and advising on the digital transformation processes and electing Google Cloud as its preferred cloud provider. The Company identified a set of target areas and initiatives for digital transformation to enable change across the business, improve sustainability, reduce costs and increase efficiency, including:

MultiClient Data in the Cloud



PGS Solis

A cloud-based sales platform that enables new sales models and allow clients to collaborate on high-quality data and achieve faster decisions and subsurface insights.


Scalable Cloud-native Imaging Platform



PGS Eos

Enabling faster processing and imaging of seismic data, using automated workflows and cloud scalability. Project focus can vary from cost, or carbon footprint to project turnaround targets, and harnesses machine learning and artificial intelligence.

Companywide Production-scale Data Analytics



PGS Digital Factory

A suite of initiatives to deliver on the PGS strategy and create tangible value by enabling Machine Learning / Artificial Intelligence to optimize costs, track trends, improve predictability and performance, reduce project turnaround time, and reveal commercial opportunities.

# PGS Solis

Access and act on data in the cloud

Data management as a service  
(DMaaS)

Flexible subscription models



## MultiClient Data in the Cloud

### *PGS Solis*

PGS has developed a cloud-based data delivery and access system, where clients can view samples and license MultiClient data. PGS Solis also enables new business opportunities such as services to manage client data in the cloud platform. In December 2021, PGS signed its first milestone multi-year Data Management as a Service (DMaaS) agreement with a major customer. Under the agreement PGS will provide a cloud-based digital data asset management solution allowing the client to store, manage and access subsurface data they have licensed from PGS. The DMaaS service seamlessly connects the end user to seismic data, with anytime access to view and download entitled data into their work environments.

PGS Solis builds and expands on Versal, a cross-industry collaboration that provides a unified ecosystem for accessing MultiClient seismic data from PGS, TGS and CGG, thereby giving access to three of the world's largest MultiClient libraries via a single log-in. In 2022 PGS will continue to develop PGS Solis further, capitalizing on customer feedback from Versal. Ultimately, these initiatives will open new commercial models and opportunities, such as applying machine learnings and artificial intelligence for deeper subsurface insights.



## PGS Eos

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Scalable cloud-native  
seismic imaging

Managing infinite resources

Faster when it counts



### Imaging in the Cloud

#### *PGS Eos*

PGS started the process of imaging seismic data in the Cloud in 2019 and ran its first commercial processing job in 2020. Cloud compute offers access to almost unlimited virtual-CPU capacity and the latest technology. With a platform that fully utilizes these benefits, PGS will have flexible and cost-efficient compute capacity to image advanced seismic measurements, with reduced capital expenditures and without capacity bottlenecks. During 2021, PGS has run several imaging jobs in the Cloud with great success.

#### Machine Learning & Artificial Intelligence

Analysis of subsurface information and metadata using machine learning and artificial intelligence is about accelerating turnaround for PGS and its clients through automation of mundane tasks. The PGS Imaging team has carried out a proof-of-concept to identify patterns in historical processing flows that can minimize testing and accelerate data delivery. Going forward, PGS will increasingly focus on the digital transformation processes to execute on the Company's strategy.



# PGS Digital Factory

Standardize, analyze, automate  
Enabling change and improving  
sustainability  
Improving cost and efficiency

## Companywide Production-scale Data Analytics

### *PGS Digital Factory*

PGS Digital Factory delivers solutions to execute on many of the Company's strategic goals. Governance is organized by a portfolio board, responsible for aligning development of digital use-cases with PGS strategy, to deliver tangible value to the Company.

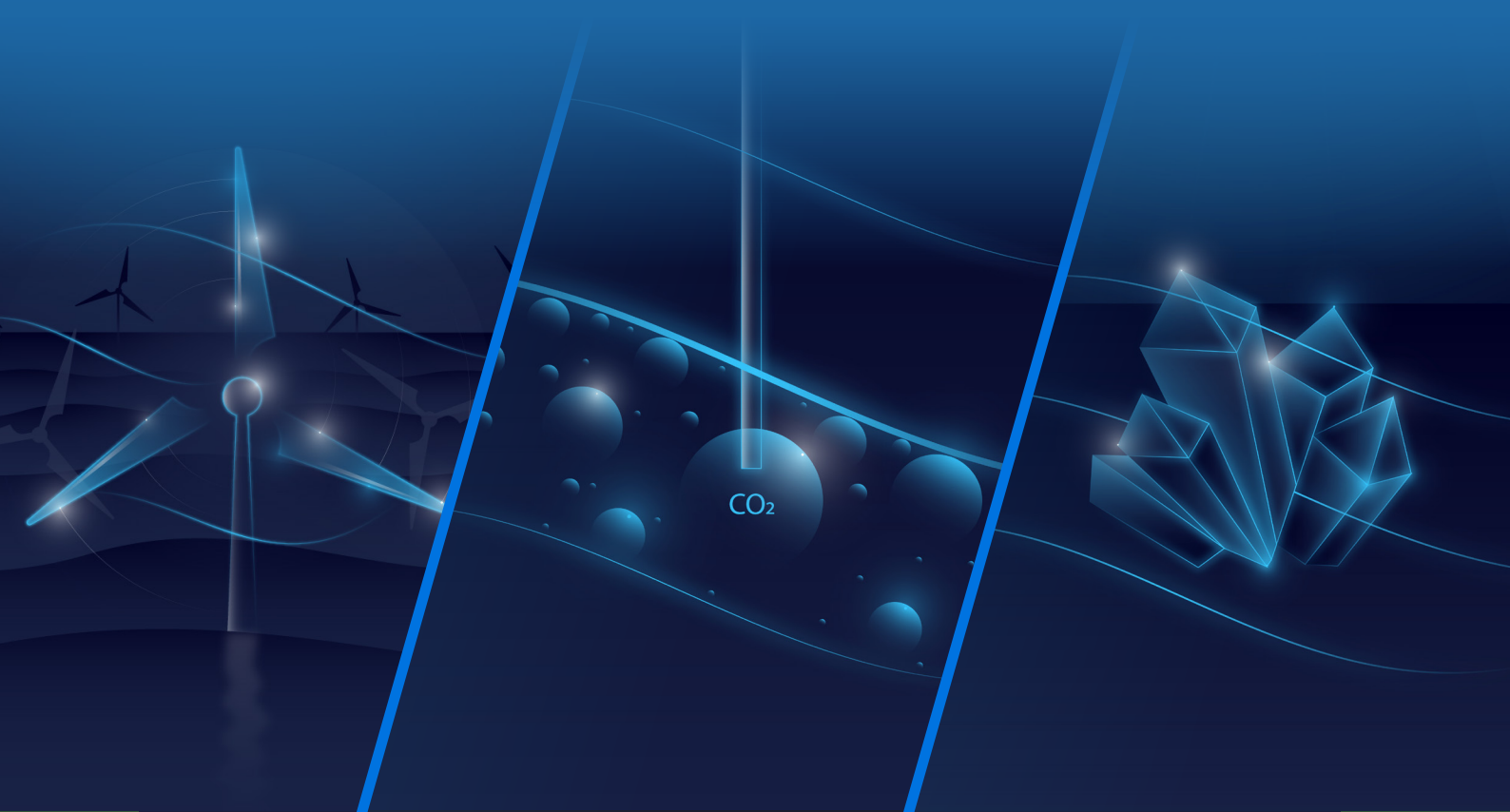
During 2020 and 2021, the Digital Factory has focused on improving vessel operations: data from across the PGS fleet are contextualized and analyzed. Improvement areas include energy efficiency, optimal vessel speed, preventive streamer maintenance, preventive eBird maintenance, and improved HSEQ for small-boat operations and use of personal protection equipment. The project has delivered tangible results that have been implemented across the fleet. In the second half of 2021, the Digital Factory expanded its footprint companywide, initiating improvement use-cases in commercial and other functions.



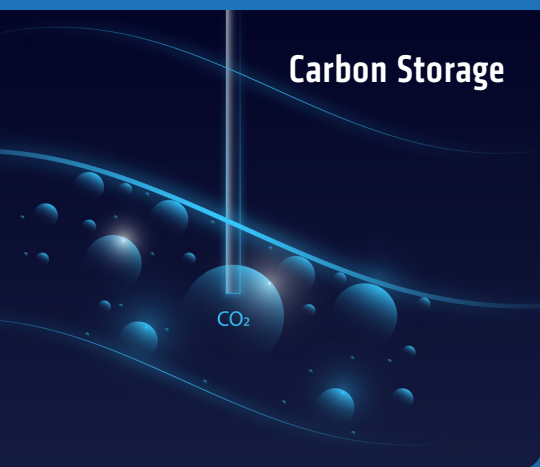
# PGS New Energy

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PGS established the New Energy business area early 2021 to diversify its product portfolio and build a substantial market presence in the provision of subsurface data for emerging markets related to the ongoing energy transition.



New energy used the initial period to assess commercial opportunities within emerging markets related to the ongoing energy transition and identify where PGS could match its assets, competence and capabilities to address industry challenges. The Company has now defined carbon storage ("CS"), offshore wind and marine minerals as markets where there is potential to build a profitable business.



CS will be essential to reduce global emissions of carbon dioxide from industrial processes. There is broad consensus that there is an abundance of geological storage in the form of depleted oil and gas fields and saline aquifers. Reliable geophysical data is fundamental in the selection of specific sites for CS. The three key attributes of safe and efficient CS developments are capacity, containment, and injectivity.

PGS has a comprehensive MultiClient data library, which can provide useful insights to geological properties over many prospective storage sites. PGS GeoStreamer data in combination with quantitative measures of reservoir quality can provide robust estimates of geological constraints and control on containment and injectivity. Reliable characterization of the overburden is required to ensure the distribution of geological faults in each area is well understood and does not present an undue containment risk.

The MultiClient data library will not cover all potential storage sites. Where new acquisition is required, PGS' modern broadband 3D GeoStreamer seismic data is especially well-suited to reliably determine subsurface properties, even in the absence of well-data. Seismic data, combined with PGS expertise in characterizing the subsurface can be used to minimize uncertainty and failure risk when selecting CS sites. Once the storage site is selected PGS' integrated business model have the capacity and capability to monitor carbon injection, storage and ensure containment over time.

During 2021 PGS made several MultiClient data sales for development of carbon storage projects. The business expanded further when the Company announced contract awards for new acquisition of seismic data for development of the Endurance and Northern Lights carbon storage projects.

Judging by the CS needs prognosed in many Carbon, Capture and Storage ("CCS") market reports, there is a significant potential for a market for new seismic acquisition and subsequent repeat 4D monitoring within the carbon storage domain to reach the net zero target set by the United Nations. PGS aims to be a leading provider of subsurface data for carbon storage applications. To get there the Company will partner with the industry to help lowering technical risks of CS developments through existing and new business models.

## Offshore Wind



One of the challenges for offshore wind is the growing geographical size of windfarm licenses and leases that could increase the time and cost of wind energy development projects. Many of the new license areas will be close to (or are larger than) 1,000 square kilometers. At this scale, detailed seabed and shallow subsurface modeling will be required over areas comparable to those found in hydrocarbon exploration. Today, even the highest resolution windfarm site surveys typically use 2D profiles, limiting severely the reliability of subsurface information to plan and profile the location. In the oil and gas industry, PGS pioneered efficient solutions for subsurface mapping with the introduction of large-scale 3D broadband seismic. Offshore wind energy projects will benefit greatly from similar efficiency gains, using proven broadband seismic such as PGS' GeoStreamer and its ultra-high-resolution modifications.

## Marine Minerals



The need for critical minerals from several industries and the energy sector is likely to grow significantly according to published reports. To get sufficient access to resources it will be important to extract marine minerals. PGS is participating in an industry consortium in Norway, under the research organization SINTEF, which is working to define best practices to characterize, quantify, and understand uncertainty for seabed mineral resource exploration. Seismic acquisition tests may include data to establish an environmental baseline for exploration for marine minerals. Marine minerals constitute a potential market for PGS; however, it will take time before it is commercially developed.

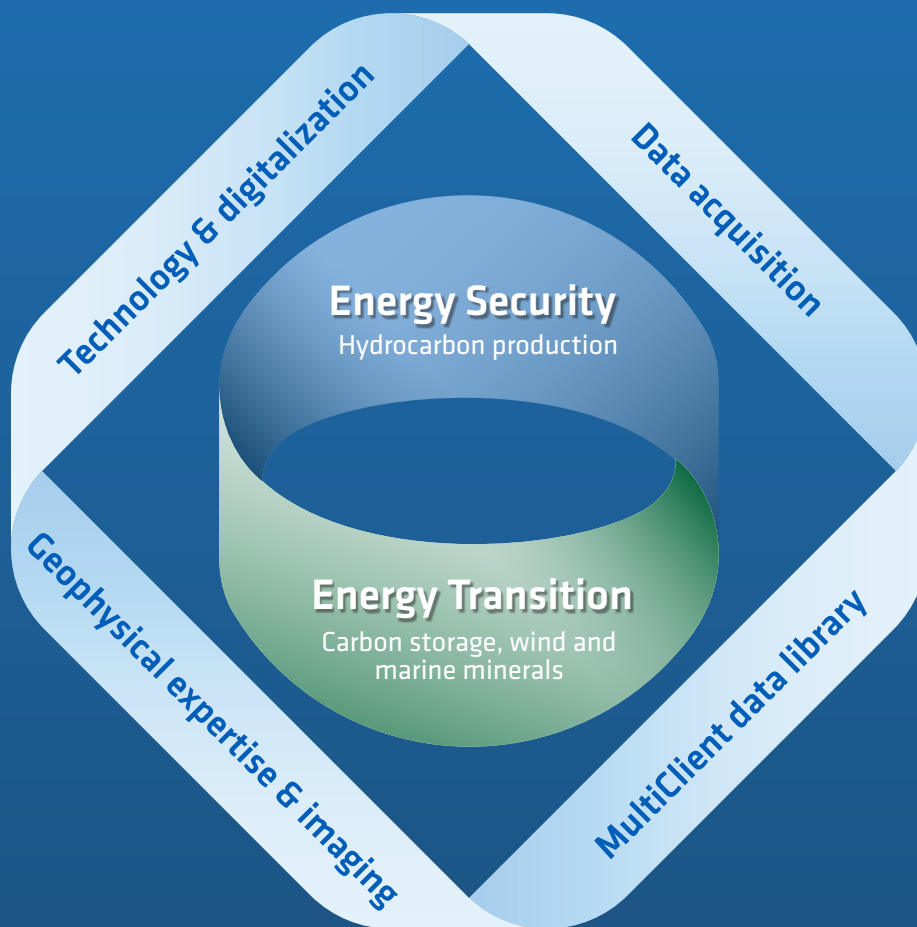
## Other Opportunities

In addition to the three identified areas CS, offshore wind and marine minerals, PGS is also evaluating opportunities within geothermal, which is regarded by many as the most reliable source of renewable energy, as well as one of the least exploited. PGS is also assessing possible business opportunities within nuclear waste disposal and environmental and oceanographic data management. These markets require expertise beyond current core skills and are considered longer-term opportunities.



# Integrated Service Offering

MultiClient | Contract | New Energy | Acquisition Fleet | Imaging



PGS is the only integrated marine seismic data acquisition and imaging company, offering a full range of towed streamer acquisition and imaging services through both the Contract and MultiClient business models. By controlling the fleet, the imaging process and technology development, PGS can tailor technology and commercial solutions to address client challenges.

### **Ensuring Energy Security**

The ongoing energy transition drives energy companies to focus on producing fields and proven hydrocarbon basins. Demand for seismic services is increasingly aimed at near-field exploration and 4D reservoir optimization to get quick returns on the energy companies' investments. Access to high-capacity vessels and differentiating technology is fundamental in the growing 4D reservoir and near-field exploration market, a market which favors the Contract business model. PGS has enjoyed an increasingly strong presence in these markets, as the PGS data library is strong on mature areas which are ideal for infrastructure lead exploration, while the Ramform acquisition platform and GeoStreamer technology are the preferred technology solution for 4D.

### **Supporting Energy Transition**

PGS established the New Energy business area early 2021 with the ambition to build a substantial and recognized presence in the offshore renewables' domain or related to the ongoing energy transition. PGS has identified carbon storage, offshore wind and marine minerals as domains where the Company's assets, competence and capabilities are a good match for current industry challenges. During 2021 PGS made several MultiClient data sales for development of carbon storage projects. The Company has announced awards of seismic data acquisition contracts for development of two flagship European projects within this area: Northern Endurance (UK) and Northern Lights (Norway) projects.

### **Flexible Business Models**

The benefits of PGS' integrated services offering go beyond improving the Company's position in the ongoing energy transition. PGS has a portfolio of MultiClient acquisition agreements with host nations and can acquire data using either the MultiClient or the Contract business model. As a result, PGS is involved in more client dialogues and able to design bespoke solutions that provide the best commercial value for clients and for PGS. If a client requests proprietary data in an area where they have recently been awarded acreage, and PGS has a permit to acquire MultiClient data, acquisition can start early. This enables the client to spend more time analyzing the data, which generally results in better well-placement and improves their chances of making a discovery. PGS' access to MultiClient agreements in many countries has made it possible to accelerate our delivery of quality seismic to energy companies.

Commercial flexibility also allows for innovative acquisition arrangements. In mature areas, smaller contract jobs can be incorporated in larger regional MultiClient surveys. Benefits to the client include access to cost efficient data and the opportunity to license seismic beyond their block boundary to get a better regional understanding of the geological structures, while PGS benefits from economies of scale and secures pre-funding for its MultiClient survey.

### **Controlling the Value Chain**

Integration strengthens PGS' control of all aspects of the seismic acquisition and imaging processes. This positively impacts everything from identification of new projects to building close client relationships, securing financial commitment and ensuring projects proceed according to plan and quality objectives.

PGS project execution is done with less need to balance the commercial drivers of third parties and subcontractors. Playing in all acquisition and imaging markets enables PGS to build order book continuity for vessels more effectively through the cycles and especially in a challenging market.

### **Reducing Cycle Time**

An integrated approach allows PGS to conduct several tasks in parallel, such as data acquisition and processing, thereby enabling efficiencies that allow the Company to decrease the time required from planning to data delivery.

### **Focusing Research and Development**

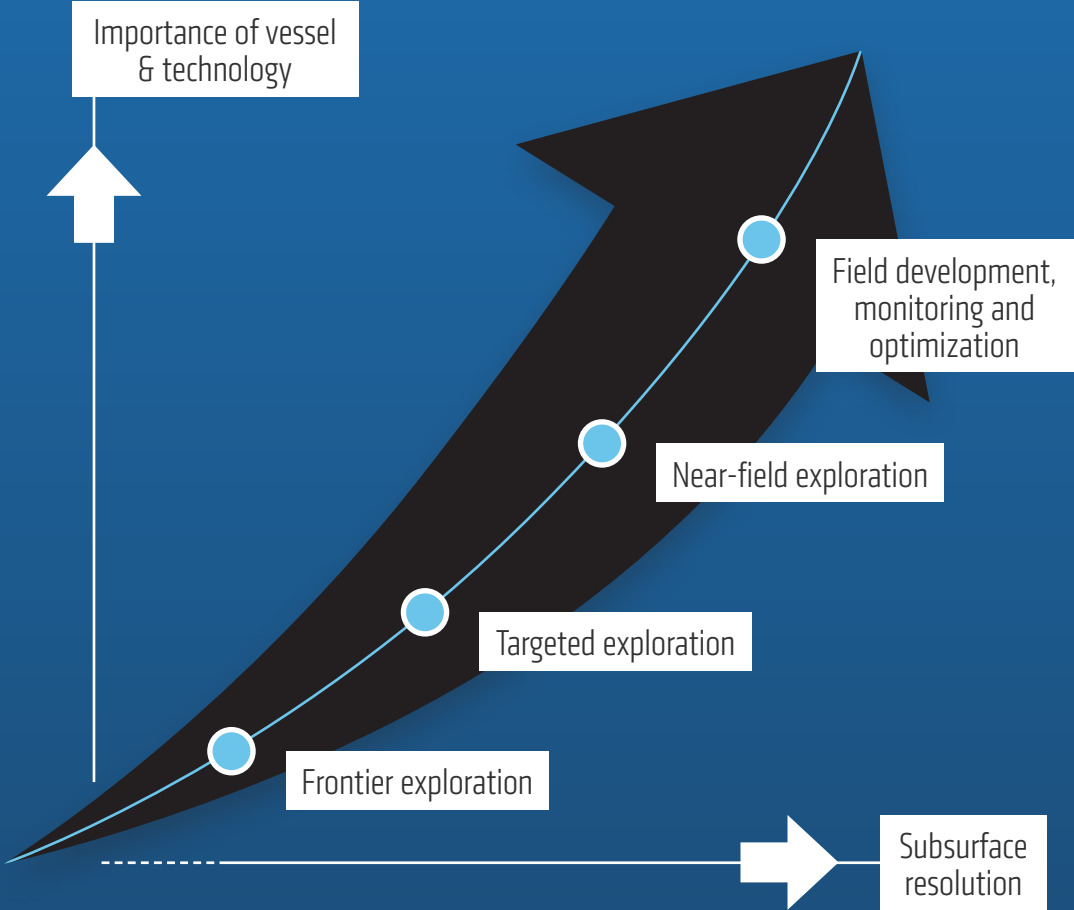
PGS is known for its unique technology. By targeting R&D expertise on vessel operations and seismic imaging challenges, the Company improves the efficiency of in-house design, development, testing and implementation of new solutions and technologies.

### **Interchangeable Assets**

Operating a fleet of industry leading 3D seismic acquisition vessels with standardized seismic equipment, including GeoStreamer technology, provides a reliable platform and flexible offering to clients. Interchangeable capacity enables PGS to effectively manage timing and permit constraints, changes of project timing and almost any survey specification. PGS vessels and streamer technology deliver reliable, timely and consistent quality of services and data, which are highly valued by many clients.

# Moving from Frontier Exploration to Reservoir Optimization

High-capacity vessels and differentiating technology are fundamental to achieving energy security and energy transition goals.



Energy companies are focusing on proven hydrocarbon basins and energy transition needs.

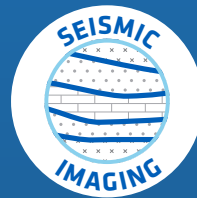




# PGS Product Portfolio

PGS provides seismic data that describes the geology beneath the ocean floor, which energy companies rely on to find oil and gas reserves worldwide. Since establishing PGS New Energy in early 2021 the Company is assessing how its expertise and assets can be used to address energy transition business opportunities.

PGS' main products and services include:



**Seismic data acquisition • MultiClient data library  
Seismic imaging • Geoscience data integration and analysis**

### Contract Acquisition Services

Contract work is seismic data acquisition under exclusive contracts directly with customers, where the client owns the acquired data. PGS delivers fast and efficient acquisition of high-quality seismic data with safe and environmentally sound operations.

Production seismic, or 4D, is a growing segment of the seismic contract market that enables energy companies to optimize resource extraction from producing fields. Operational precision, data resolution and survey repeatability are essential, and are areas where PGS excels. The value of using 4D seismic is increasingly acknowledged outside of the traditional areas of the North Sea, Brazil, and Angola. High-resolution 3D surveys are repeated at regular intervals during a producing field's life cycle, and those first acquired with GeoStreamer multisensor technology are generally repeated with multisensor. During down-cycles in the oil and gas industry, energy companies may temporarily reduce the frequency of 4D surveying to save cost and protect cash flow. Despite this, production seismic and near-field exploration deliver short-cycle return

on investment and these markets tend to be more resilient than pure exploration projects. The ongoing energy transition drives seismic demand towards infrastructure lead exploration and production as the energy companies extract more value from producing fields and existing portfolio acreage. PGS expects 4D acquisition activity to grow further.

PGS New Energy has secured several 4D baseline surveys for development of Carbon Capture and Storage ("CCS") projects. Carbon storage plays a significant role in all net zero scenarios and identification, characterization and monitoring of carbon storage sites could constitute a significant new seismic acquisition market.

### MultiClient

MultiClient data is acquired, imaged, and owned by PGS. Energy companies buy a license from PGS to use a specific data set, and a single survey is typically licensed to multiple energy companies. To build and maintain the MultiClient data library, PGS makes significant investments in developing, acquiring, and imaging new surveys. By continuously investing in the MultiClient data library the Company expands

its footprint in proven hydrocarbon basins and selective frontier areas.

The ability to identify and initiate new MultiClient programs with solid economics over the life of the data library asset is a key success criterion for the MultiClient business model. PGS de-risks new programs by securing prefunding commitments from energy companies, with a targeted prefunding level for the combined portfolio in the range of 80-120% of the capitalized MultiClient cash investment.

#### **Initiation of New MultiClient Surveys**

The MultiClient business is about having the right data, in the right place, at the right time. PGS initiates attractive new MultiClient projects by capitalizing on its existing data library, in combination with applying in-house imaging and reservoir expertise, and feedback from customers regarding exploration and production areas of interest. The PGS MultiClient data library provides information about the geology in all the world's major hydrocarbon basins. By analyzing these data, including available public or 'open file' data, PGS imaging and reservoir experts can propose extensions to the existing library and new areas of hydrocarbon resource potential that have a high likelihood of being of interest to energy companies. These findings are assessed against feedback from clients on where they see hydrocarbon potential and would like more seismic data to support their exploration and production activity.

The information is combined with an overall risk analysis of the area, such as geological prospectivity, geophysical imaging challenges, political risks, past performance of surveys in the region, and the likelihood of future license rounds or other sales trigger events to ensure the business model is robust.

A key part of the MultiClient business involves assisting governments to explore and promote their resource potential in the best way possible, noting that every country and basin requires a slightly different approach. PGS has supported many governments by providing high-quality data and advice on how to promote interest and optimize offshore hydrocarbon opportunities.

#### **MultiClient Data Library Sales**

PGS has a modern and diverse global MultiClient data library focused in largely mature areas of high oil and gas prospectivity. By accessing PGS' data library, customers can evaluate hydrocarbon potential faster, compared to acquiring and processing a new seismic survey on a proprietary basis. The rapid access to high-quality seismic data enables oil companies to assess the subsurface risks before applying for acreage in licensing rounds, guides exploration efforts, and evaluations of farm-in opportunities.

License rounds serve as important sales triggers for the PGS MultiClient data library and guide long-term investment decisions for new MultiClient data acquisition. The geographical diversity and strategic positioning of PGS global MultiClient library enables the Company to benefit from license rounds around the globe.

A large MultiClient library with continuous coverage has obvious benefits. Geology is broad scale in nature, and it is difficult to understand and predict the characteristics of a local area if it is not set in context of the larger geological system. By re-imaging existing data in the MultiClient library, PGS creates regional data sets, which make it possible to interpret and analyze a whole basin in a consistent manner. Santos Vision in Brazil, Flex Vision in the Gulf of Mexico and GeoStreamer PURE in Norway, are three such examples of re-imaged regional data sets. PGS also employs geological expertise, which is used to plan and market MultiClient projects and advise governments how to maximize the value of their subsurface acreage, from licensing and exploration through to appraisal, development and production, and now also carbon storage.

PGS MultiClient data library is orientated towards 3D, with a total 3D footprint of more than 1 100 000 square kilometers (sq. km). This is comprised of several hundred individual 3D surveys that fall into the following categories: GeoStreamer 3D acquired using multisensor technology (577 000 sq. km), Conventional 3D (329 000 sq. km) and surveys that have been combined and reprocessed which include Vision 3D (107 000 sq. km) and MegaSurveyPlus (103 000 sq. km).

PGS' MultiClient 2D library comprise approximately 590 000-line kilometers, of which approximately 70% are GeoStreamer data. In addition, the Company has more than 875 000 square kilometers of MegaSurvey, built by integration of available public data together with PGS-owned 3D data to produce large-scale geologically continuous regional 3D datasets.

PGS GeoStreamer MultiClient data can also be used to minimize uncertainty and failure risk when selecting carbon storage sites. In addition to new seismic data acquisition for development of CCS projects, PGS has made several MultiClient sales for the same purpose.

#### **Ramform Advantage**

PGS is currently operating a core acquisition fleet of Ramform vessels, comprising four Ramform Titan-class vessels, one Ramform S-class vessel and one Ramform V-class vessel. Ramform vessels have delta-shaped hulls and uniquely wide back decks, enabling safe and highly efficient seismic acquisition. The breadth of the Ramform back decks, 40 meters on the Ramform S-class and the V-class, while it is 70 meters on the Ramform Titan-class, which provides unparalleled streamer handling capabilities. The PGS fleet delivers industry leading performance in deployment, acquisition, and streamer recovery.

PGS leads the industry in HSEQ performance and aims to sustain and improve this, with a culture based on operational excellence and safety.

#### **GeoStreamer Technology**

PGS launched GeoStreamer in 2007 and has equipped all vessels with this multisensor streamer technology. Benefits of the technology include subsurface images of greater resolution, accuracy, and reliability. The streamer is towed deep, increasing the low-frequency signal content and its multisensor recording allows the accurate removal of unwanted noise that interferes with the seismic signal. The Company is evolving the technology to increase durability, while maintaining data quality. The useful life of the streamer has been increased from seven years, for the earlier design, to more than ten years for the latest version.

In 2019 PGS launched GeoStreamer X, which capitalizes on the GeoStreamer technology with an innovative acquisition configuration. Adding new azimuths to existing data offers a highly cost-efficient alternative to improve illumination and subsurface understanding versus ocean bottom node systems.

#### **Imaging Services**

PGS has the capability to run several of its imaging algorithms in the Cloud, which offers unconstrained scalability and efficiency on an almost unlimited virtual-CPU capacity. All of the Company's imaging centers globally, where the Company images all new MultiClient data acquired and provides proprietary imaging services, have the capability of using Cloud-compute. In addition, PGS uses its state-of-the-art imaging technology and innovative workflows to rejuvenate existing MultiClient library data. The Company's external imaging activities supply bespoke high-end, high-value services to a wide range of energy companies. Imaging services comprise GeoStreamer-based imaging technology, reservoir characterization, 4D processing solutions, and advanced imaging of ocean bottom node data.

#### **Geoscience data integration and analysis**

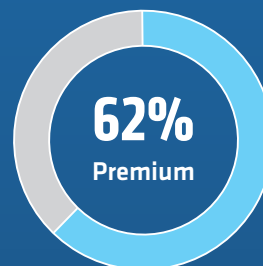
PGS' modern, broadband 3D GeoStreamer seismic data is especially well-suited to reliably determine subsurface properties, even in the absence of well-data. Seismic data in combination with PGS' highly experienced geoscientists can help clients to maximize the value of their subsurface assets, ranging from licensing and exploration through to appraisal development, production and carbon reinjection.

## Building a MultiClient Data Library for the Future



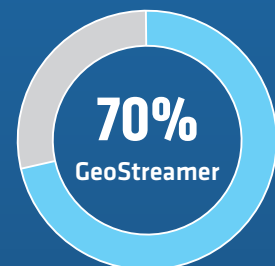
The PGS MultiClient data library contains advanced images of the subsurface that energy companies use to explore for hydrocarbons. Better data enables more effective exploration and increases the chances of success.

The library focuses on areas of high prospectivity, where clients have good potential for accessing acreage. A range of commercial models for data licensing is available, designed to suit the exploration objectives and ambitions of any oil company.



### PGS MultiClient 3D

Has a total 3D footprint of more than **1 100 000** sq. km. Premium comprises approximately **52%** GeoStreamer 3D data and **10%** 3D Vision.

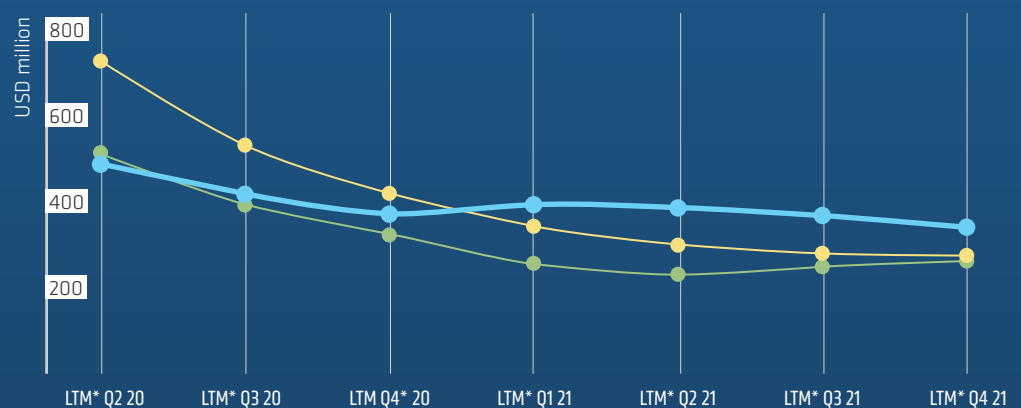


### PGS MultiClient 2D

Comprising approximately **590 000** line kilometers, of which **70%** is GeoStreamer 2D data.

### PGS MultiClient revenues during the pandemic

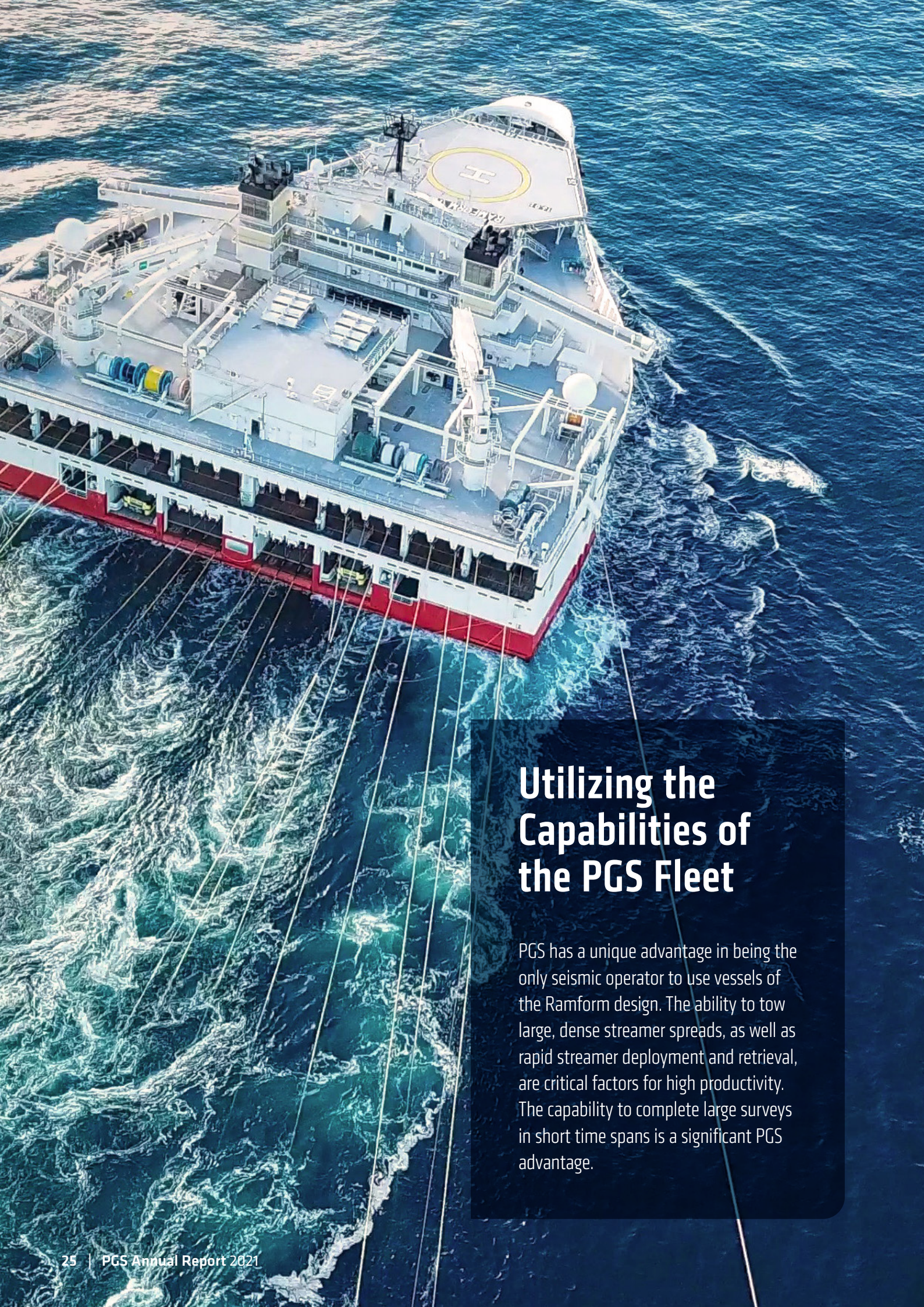
PGS has the highest MultiClient revenues since Q2 2020 and the lowest investment level. Most of PGS MultiClient library is in mature and producing basins.



PGS Company A Company B

\*Last Twelve Months ("LTM")

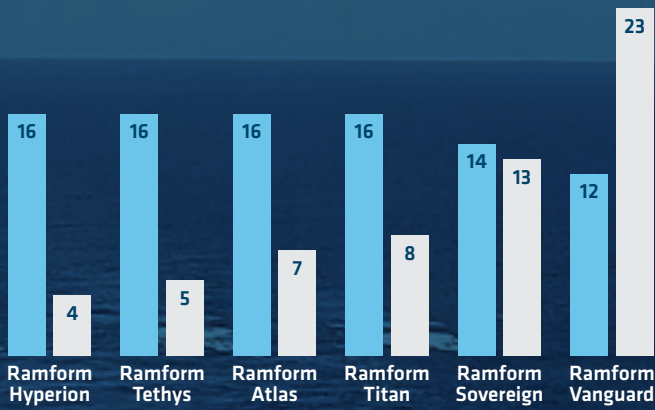




## Utilizing the Capabilities of the PGS Fleet

PGS has a unique advantage in being the only seismic operator to use vessels of the Ramform design. The ability to tow large, dense streamer spreads, as well as rapid streamer deployment and retrieval, are critical factors for high productivity. The capability to complete large surveys in short time spans is a significant PGS advantage.





Age and Streamer Count\* in PGS Core Active Fleet  
Normal Streamer Count Vessel Age (years)

\*All available streamers are GeoStreamer

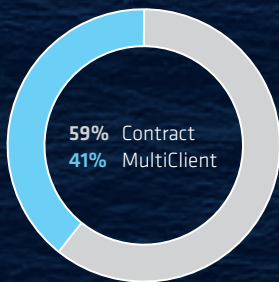


Total Recordable Case Frequency ("TRCF")\*

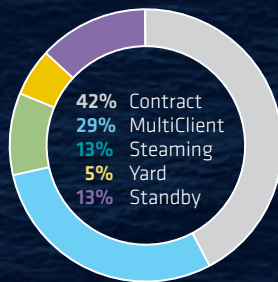
\*Per million man-hours.

Lost Time Incident Frequency ("LTIF")\*

\*Per million man-hours.



Active Vessel Time in 2021



71% Vessel Utilization in 2021

# The PGS Share

The PGS share is listed on the Oslo Stock Exchange in Norway. Approximately 33% of the Company is owned by Norwegian investors, while UK and US based investors own 25% and 18% respectively. The rest is owned by investors mainly located in other Western European countries.

## Share Facts

As of December 31, 2021 PGS, had 400 667 697 shares outstanding. Each share has a par value of NOK 3. The ticker code for PGS at the Oslo Stock Exchange is "PGS" and the shares are denominated in Norwegian kroner ("NOK"). On average, approximately 5.0 million PGS shares were traded daily on the Oslo Stock Exchange in 2021.

PGS has since it was de-listed from the New York Stock Exchange in 2007 issued and offered for trade share instruments being American Depositary Shares ("ADS"). As there has been low ADS trading volumes during recent years, the Company decided in 2021 to terminate the ADS program with effect from November 5, 2021. ADS holders will need to surrender their ADS for delivery of underlying PGS shares by May 5, 2022.

## Shareholders

PGS had 8 926 shareholders on record as of December 31, 2021, according to the Norwegian Central Securities Depository ("VPS"). As of December 31, 2021, Coltrane Asset Management was the largest PGS shareholder, owning 63.9 million shares or 16.0% of the Company. As of year-end 2021, PGS held 590 of its own shares.

## Distribution of Information and IR Activities

All Company information considered material to the capital markets is published via the Oslo Stock Exchange's news service: [www.newsweb.no](http://www.newsweb.no) and posted on the Company's website. PGS

holds public presentations in connection with quarterly earnings releases, and management has a frequent dialog with investors and participates at investor conferences.

## Analyst Coverage

As of December 31, 2021, there were 9 sell-side analysts with research coverage of PGS. An updated list of analyst coverage is published on the Company's [website](#).

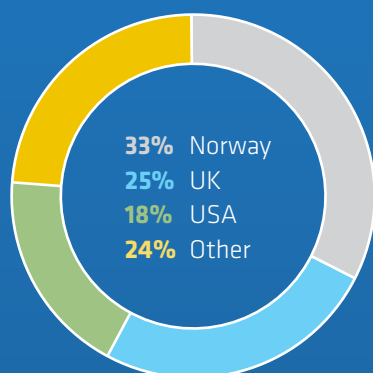
## 2022 Annual General Meeting

PGS' 2022 Annual General Meeting is scheduled for April 27. Each PGS share is entitled to one vote. Please note that Norwegian regulations stipulate that, shares must be registered in the name of a specific owner for that person (or duly authorized agent) to be allowed to vote. Shareholders who wish to attend the Annual General Meeting are requested to pre-register via the Company's registrar. The registrar's contact information follows:

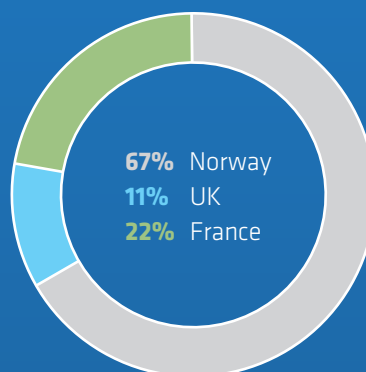
DNB Bank ASA  
Registrar Services  
PO Box 1600 Sentrum  
NO-0021 Oslo, Norway  
Phone: +47 23 26 80 20  
Email: [kua@dnb.no](mailto:kua@dnb.no)

## Corporate Credit Rating

Moody's has a 'Caa1' corporate rating on PGS with Negative Outlook, and S&P has a CCC+ corporate rating also with Negative Outlook.



Citizenship of Shareholders



PGS Sell-side Analyst Location

### 20 Largest PGS Shareholders\*

	December 31, 2021	
	Total shares	Ownership percent
Coltrane Asset Management LP	63 914 900	16.0
DNB Asset Management AS	29 024 749	7.2
M&G Investment Management Limited	26 931 374	6.7
Dimensional Fund Advisors LP	12 977 624	3.2
The Boeing Company Employee Retirement Plans Master Trust	12 885 165	3.2
Barclays Capital Inc.	7 951 764	2.0
Susquehanna International Group Ltd.	5 528 848	1.4
Monaco Asset Management SAM	5 187 082	1.3
Mats Geo AB	4 900 000	1.2
Credit Andorra	4 616 595	1.2
Andbank Wealth Management SGIIC SAU	4 311 590	1.1
Legal & General Investment Management Limited	4 213 000	1.1
Charles Schwab Investment Management, Inc.	4 171 008	1.0
Trefoil Capital Advisers	4 012 445	1.0
MH Capital A/S	3 983 490	1.0
Saxo Capital Markets UK Ltd	3 546 948	0.9
City of New York Group Trust	2 931 262	0.7
SPB A/S	2 811 435	0.7
UBS Switzerland AG (Investment Management)	2 622 999	0.7
American Century Investment Management Inc.	2 438 622	0.6
Other	191 706 797	47.8
<b>Total</b>	<b>400 667 697</b>	<b>100.0</b>

\*The data is provided by Q4 Inc. and is obtained through an analysis of beneficial ownership and fund manager information provided in replies to disclosure of ownership notices issued to all custodians in relation to the PGS share register provided by the Norwegian Central Securities Depository (VPS). Every reasonable effort has been made to verify the data, however neither PGS nor Q4 Inc. can guarantee the accuracy of the analysis.



# History of PGS

- 
- 2021** Established New Energy to leverage PGS expertise and assets, to assess market needs and develop business opportunities in the evolving energy transition. Entered a strategic collaboration with Magseis Fairfield to serve the hybrid towed streamer and OBN market. Celebrated 30 years anniversary.
  - 2020** The COVID-19 pandemic had a severe negative impact on the seismic industry and PGS reduced cost and capital expenditures significantly as a response. Rejected a non-binding bid from TGS to acquire PGS MultiClient data library.
  - 2019** Sold the *Ramform Sterling* to JOGMEC in Japan and entered into a related service agreement of up to 10 years with annual renewals. Changed name from Petroleum Geo-Services ASA to PGS ASA.
  - 2018** Sold OptoSeis to GeoSpace as a part of the strategy to divest non-core assets.
  - 2017** Took delivery of *Ramform Hyperion*. Launched initiative to centralize, simplify and streamline the organization.
  - 2016** *Ramform Tethys* was delivered, improving fleet capabilities further with excellent operational performance.
  - 2015** In an uncertain market environment PGS focused on cash flow and increased its liquidity reserve.
  - 2014** *Ramform Atlas*, the second Ramform Titan-class vessel was delivered.
  - 2013** PGS took delivery of the *Ramform Titan*, the first vessel in a series of four Ramform Titan-class ships.
  - 2012** PGS exercised options to build another two Ramform Titan-class vessels and launched Separated Wavefield Imaging (“SWIM”).
  - 2011** PGS orders two new Ramform Titan-class vessels from Mitsubishi Heavy Industries Shipbuilding Co Ltd. in Japan, with options for additionally two vessels.
  - 2010** Following sale of its Onshore business, PGS emerged as a focused marine geophysical company. PGS was reorganized into global product lines. *PGS Apollo* joined the fleet.
  - 2009** PGS took delivery of the *Ramform Sterling*.
  - 2008** PGS took delivery of the *Ramform Sovereign* and the vessel sets new industry record with deployment of 17 streamers.
  - 2007** PGS introduced the GeoStreamer, the first ever dual sensor streamer. The Company sells *Ramform Victory* to the Japanese Ministry of Economy Trade and Industry (“METI”). PGS acquired Arrow Seismic, Multi Transient Electro Magnetics (“MTEM”) and Applied Geophysical Services (“AGS”). The first dividend in PGS history was paid.

- 2006** PGS demerged its floating production by listing and distributing to shareholders the company Petrojarl ASA. PGS announces plan to build two Ramform S-class vessels.

**1997** PGS was listed on the New York Stock Exchange. PGS Production is conceived with the acquisition of Golar-Nor and the FPSOs *Petrojarl I* and *Petrojarl Foinaven*
- 2005** Pertra was sold to Talisman, and PGS became a dedicated oil services company. In December the same year a full refinancing of the Company was completed.

**1995** Ramform seismic vessel technology was introduced with delivery of the *Ramform Explorer*. From 1995 to 1999, PGS designed, built, and deployed six proprietary Ramform survey vessels and grew to become a worldwide leader in the development and industrialization of 3D marine seismic acquisition.
- 2003** PGS sold Atlantis to Sinochem. An inability to meet debt obligations made PGS file for Chapter 11 under the US Bankruptcy code in July. PGS emerged from Chapter 11 in November the same year.

**1994** Acquisition of ERC – a reservoir consultancy group.
- 2002** PGS bought into in the Varg field in the North Sea from Norsk Hydro and Statoil and established the exploration and production company Pertra.

**1993** Initial public offering on NASDAQ in the United States. With the acquisition of Tensor Inc., specialists in 3D processing and depth imaging, PGS' expanded into the data processing field.
- 2001** The Company's data management business was sold to Landmark Graphics Corporation. *Ramform Victory* tows the world's first 16 streamer spread.

**1992** PGS was incorporated as a public limited liability company, Petroleum Geo-Services ASA, and listed on Oslo Stock Exchange.
- 2000** PGS sold its subsidiary Spinnaker Exploration.

**1991** Geoteam and Precision Seismic merge to form Petroleum Geo-Services ("PGS"). Later the Company merged with Nopec. PGS' vision was to provide the most efficient acquisition of 3D marine seismic data.
- 1999** A fourth FPSO, the *Petrojarl Varg*, was bought from Saga Petroleum.

**1998** The production services business Atlantic Power was acquired. PGS added the *Ramform Banff* to the fleet of FPSO vessels.

# Corporate Governance

PGS ASA and its subsidiaries (“PGS” or the “Company”) is committed to maintaining high standards of corporate governance. We believe that effective corporate governance is essential to our Company’s success and establishes the framework by which we conduct ourselves in creating value for our shareholders and delivering services to our customers.

In accordance with the Norwegian Accounting Act section 3-3b, PGS’ Board of Directors (the “Board”) are required to annually give a statement of PGS’ corporate governance. This Corporate Governance Report 2021 is referred to in the Board’s statement and complies with section 3-3b. In accordance with the Norwegian Public Limited Liability Companies Act section 5-6 (5), this report is also presented to the shareholders at the 2022 Annual General Meeting (“AGM”) for discussion as a non-voting item.

## 1. Our Governance Model

PGS ASA is registered in Norway as a public limited liability company, and our corporate governance model is based on Norwegian corporate law, the Oslo Stock Exchange’s Issuer Rules (available on [www.euronext.com/nb/markets/oslo](http://www.euronext.com/nb/markets/oslo)), and the Norwegian Code of Practice for Corporate Governance available on [www.nues.com](http://www.nues.com) (the “NUES Recommendations”). Our governance model is suited to our Company and the industry in which we operate.

Our corporate governance principles have been adopted by our Board and are summarized below. Our website provides full versions of our basic corporate governance documents and an overview of our governance structure. These items include the Company’s Articles of Association, the Board’ Rules of Procedure, and the charters for the Company’s Audit Committee, Remuneration and Corporate Governance Committee (“Remco”), and Nomination Committee. The documents can be downloaded from [www.pgs.com](http://www.pgs.com).

## 2. Our Commitments – Sustainability and ESG

We have adopted a Code of Conduct that reflects our commitment to our shareholders, customers, employees, and other stakeholder to carry out our business with the utmost integrity. The Code of Conduct outlines both what stakeholders can expect from PGS, and what PGS expects from our employees and anyone working for PGS. PGS and its employees are also guided by our Core Values and Leadership Principles that drive desired behavior and culture. Our Code of Conduct, Core Values and Leadership Principles

are available in full on [www.pgs.com](http://www.pgs.com). During 2021, we updated our Code of Conduct, launched a Supplier Code of Conduct, amended the Core Values, and implemented the Leadership Principles.

PGS is committed to the ten principles of the United Nations Global Compact in the areas of human rights, labor, environment, and anti-corruption. The Board and the CEO actively ensure that the Company properly responds to sustainability and ESG challenges. To identify and assess actual and potential sustainability risks and opportunities for PGS, the Board and the CEO are actively involved in the Company’s assessment of material topics and the development of our strategic objectives and goals to manage them.

To identify and report on risks and opportunities associated with climate change and the energy transition PGS uses the frameworks developed by the Carbon Disclosure Project (“CDP”) and the Task Force on Climate Related Disclosures (“TCFD”).

Since 2011, PGS has published a separate sustainability and ESG report, which communicates the Company’s progress in alignment with the recommendations of the Global Reporting Initiative (“GRI”). PGS has an ambition to promote the UN Sustainable Development Goals (“SDGs”) through concrete actions and goals that are relevant for the Company’s activities and global presence. From the materiality assessment PGS has identified six of the 15 SDGs where the Company contributes. These identified goals are number 04 Quality Education, 07 Affordable and clean energy, 09 Industry, Innovation and Infrastructure, 13 Climate Action, 14 Life Below Water and 16 Peace Justice and Strong Institutions.

A more detailed account of how PGS manages sustainability risks and opportunities can be found in our annual sustainability and ESG reports and other ESG documents available at [www.pgs.com](http://www.pgs.com).

### 3. Our Business

PGS is a fully integrated marine geophysical company that provides a broad range of seismic and reservoir services, including data acquisition, imaging, interpretation, and field evaluation. Our services are provided to the oil and gas industry, as well as to the broader and emerging new energy industries, including carbon storage and offshore wind. The Company operates on a worldwide basis with headquarters in Oslo, Norway.

Our business purpose, as presented in the Company's Articles of Association, is as follows: "The business of the Company is to provide services to and participate and invest in energy related businesses."

Our business operations and product portfolio are presented in greater detail in this Annual Report.

### 4. Equity and Dividends

The shareholders' equity as of December 31, 2021 was \$245.1 million, corresponding to 14% of total assets.

As a result of a weak market over several years and the latest downturn following the outbreak of COVID-19 in 2020, combined with substantial investments in fleet renewal, Net Interest Bearing Debt excluding lease liabilities, currently at \$936.4 million, is higher than what the Board sees as beneficial for stakeholders over time. Considering experience from the downcycle and with a view that the Company's markets will continue to be cyclical in the future, the Company has adopted a strategic target to over time reduce Net Interest Bearing Debt to a level not exceeding \$500 to 600 million, assuming the current size and composition of business activities. As a result, the Company will continue to give higher priority to cash flow generation and debt reduction than business growth until it reaches a lower debt level. Early 2021, the Company successfully completed a re-negotiation of amortization and maturity profiles for its main credit facilities. The negotiated result was completed by a UK Scheme of Arrangement (the "Scheme") sanctioned by an English court and having support of almost all the Company's lenders. The agreements included the issuance of a convertible loan of NOK 116,162,097 (c. \$13 million). Per December 31, 2021, NOK 75,779,994 (c. \$8.6 million) of this loan remain outstanding, while NOK 40,382,103 had been converted into 13,460,701 new shares.

With the substantial cost reductions during 2020, the re-scheduling of amortization and maturity on interest bearing debt in 2021 and increasing revenues, the Company has been positioned to manage its debt obligations. However, due to the seismic market recovery in 2021 being slower than assumed in the debt rescheduling business plan from 2020, the Company has seen a risk that it will not generate sufficient liquidity to repay the 2022 maturities whilst also

meeting other requirements of the main credit agreements. The Company has therefore started preparations for assessing the Company's options in this respect. See "Financing status" section of the Board of Directors report for more details.

During 2021, the Company decreased its Net Interest Bearing Debt by \$ 1.2 million.

The Board continually monitors the adequacy of the Company's capital structure in light of its objectives, strategy, risk profile and outlook.

The alternative performance measure "Net Interest Bearing Debt" as used above, excludes lease liabilities recognized in accordance with IFRS 16 and is further defined in the Annual Report.

The Board has adopted a dividend policy whereby it is the intention to distribute 25 to 50 percent of annual net income as dividends over time. The Board has no general authorization to distribute dividends. Each year's dividend is decided by the AGM after a proposal from the Board.

The Company has not distributed dividends in recent years due to a weak market, operating losses and a need to maintain an adequate liquidity reserve. Going forward, the Company's capacity to pay dividend will be assessed by the Board in light of, among other things, the market outlook and the Company's equity and funding positions. Since the Company currently has Net Interest Bearing Debt which is above the targeted level, priority is given to debt reduction before resuming dividend payments. In addition, the Company is restricted in its main credit facility from proposing a dividend for 2021 and these agreements require certain conditions to be fulfilled before the Company may propose a dividend payment.

The Board is authorized to buy back up to 10 percent of the Company's share capital (treasury shares). The current authorization expires on June 30, 2022. However, a new authorization will, in line with past practice, be proposed at the next AGM. Purchase of treasury shares are subject to restrictions in the Company's main credit facility identical to those applicable for distribution of dividends.

It has been an ongoing practice of PGS shareholders to grant authorizations to the Board permitting it to increase the Company's share capital or issue convertible loans for up to 10 percent of the Company's share capital for certain defined purposes. The authorization given in 2020 was used to issue a convertible note related to the debt re-scheduling process completed in early 2021. Per December 31, 2021, the authorization given in 2021 remains unused. A new authorization in line with past practice will be proposed at the next AGM.

Separate General Meeting votes are held for (a) authorizations to increase the share capital for certain business purposes, (b) authorization to issue convertible loans and (c) authorization to acquire treasury shares. When a proposed resolution encompasses share capital increases and/or the issuance of convertible loans and/or acquisition of treasury shares for various purposes, the Company does not find it practical to hold separate votes on each element of the proposals. This is a deviation from the NUES Recommendation No. 3 where it is recommended that when the General Meeting is to consider mandates to the Board for the issue of shares for different purposes and each mandate should be considered separately by the shareholders.

#### **5. Equal Treatment of Shareholders - Transactions with Closely Related Parties**

PGS has a single share class and all shares carry the same rights. At our General Meetings, each share carries one vote. Our Board is committed to equal treatment of shareholders in all respects.

When applicable, transactions involving the Company's own shares are carried out through a stock exchange, or at prevailing stock-exchange prices if carried out in an alternative manner.

Transactions between the Company on the one hand, and shareholders, a shareholder's parent company, members of the Board, executive officers, or closely related parties of any such party (referred to as "Closely Related Parties") on the other hand shall be conducted at arm's length distance and at market terms. Material transactions between the Company and Closely Related Parties will be subject to independent valuation by third parties.

According to PGS' Code of Conduct, our employees shall not have any personal or financial interest that might conflict with those of PGS nor influence, or appear to influence judgments or actions in carrying out their responsibilities on behalf of the Company. According to the Board's Rules of Procedure, a member of our Board may not participate in discussions or decision-making as to issues in which the Director or any of its Closely Related Parties have a material personal or financial interest. The Code of Conduct and Rules of Procedure are available on [www.pgs.com](http://www.pgs.com).

#### **6. Shares and Negotiability**

The Company's shares are freely transferable and there are no restrictions imposed by the Company on ownership of or voting for shares.

The Company has since it was de-listed from the New York Stock Exchange in 2007 issued and offered for trade share instruments being American Depositary Shares ("ADS"). As there has been low ADS trading volumes during recent years, the Company decided in 2021 to terminate the ADS program with effect from November 5, 2021. ADS holders will need to surrender their ADS for delivery of underlying PGS shares by May 5, 2022.

#### **7. General Meeting**

Through participation in General Meetings, our shareholders exercise ultimate authority over the Company and, with exception of the employee elected Directors, elect the members of its Board and the chairperson of the Board.

Pursuant to the Company's Articles of Association, the notice of an AGM is distributed at least four weeks in advance of the meeting to shareholders. A copy of the calling notice with appendices will be posted on [www.pgs.com](http://www.pgs.com).

Notices convening Extraordinary General Meetings ("EGM") must be distributed at least three weeks ahead of the meeting. The Board is to call shareholders to an EGM upon a written demand by the Company's independent auditor or shareholders representing at least five percent of the share capital, or for other purposes.

Shareholders who wish to attend a General Meeting must notify the Company's registrar or PGS by the deadline stated in the meeting notice, which must be at least two working days before the General Meeting.

According to the Company's Articles of Association, documents to be considered at the General Meeting may be published on our website. The same applies to documents that, due to statutory requirements must be attached to, or included in the notice calling the General Meeting. If the documents are published in such a manner, the statutory requirements for distribution shall not apply. Nevertheless, shareholders are entitled to request that documents to be considered by the General Meeting are sent to them via regular mail.

To vote at General Meetings, in person or by proxy, a shareholder must be registered with the Norwegian Central Securities Depository ("VPS").

An owner with shares registered through a custodian has voting rights equivalent to the number of shares covered by the custodial arrangement, provided that the owner of the shares, within two working days ahead of the General Meeting, provides PGS with his or her name and address

together with written confirmation from the custodian to the effect that he or she is the beneficial owner of the shares held in custody.

Written and/or electronic voting in accordance with the Norwegian Public Limited Liability Companies Act, cf. sections 5-8 to 5-8b, shall be allowed for meetings where such method of voting is arranged by the Board. The Company will for the 2022 AGM call for a virtual meeting and will arrange for electronic voting.

Generally, all Directors normally attend the AGM together with the chairperson of the Nomination Committee and the auditor. In accordance with the Company's Articles of Association, the chairperson of the Board chairs General Meetings. This is a deviation from the NUES Recommendation No. 6 for making arrangements to ensure an independent chairperson for the General Meetings. The reason for this deviation is that the Company has found this more practical and that PGS wishes to ensure that General Meetings are chaired by a competent person having proper insight into PGS' overall operations

## 8. Nomination Committee

In line with our Articles of Association, the Company has currently a Nomination Committee comprised of four members to be elected by our shareholders at the AGM. The majority of Nomination Committee members shall qualify as independent parties, pursuant to the NUES Recommendations. The term of service shall be two years unless the General Meeting determines that the period shall be shorter.

The Nomination Committee's main responsibilities, which are set out in the Nomination Committee Mandate and Charter, are to propose nominees for election as members and chairperson of the Board and the Nomination Committee. Further, the Nomination Committee proposes remuneration to be paid to members of the Board and its committees and Nomination Committee. The remuneration is approved by the General Meeting. Annually, the Nomination Committee produces a written report containing its nominations and proposals, which is distributed in advance of each AGM.

Once a year, the Nomination Committee meets with each Director individually and discusses how the Board and its committees function and whether there is a need for changes to the Board. The Nomination Committee also keeps contact with shareholders and the Company's President & CEO ("CEO") as part of its work.

As of December 31, 2021, the Nomination Committee comprises Harald Norvik (chairperson), Terje Valebjørg, Alex Herger and Ole Jakob Hundstad. Mr. Norvik was a first time electee at the 2017 AGM as chairperson, whereas Mr.

Valebjørg was a first time electee on the 2016 AGM as a member, and Ms. Herger and Mr. Hundstad were first time electees as members at the 2019 AGM. These four individuals were all re-elected at the 2021 AGM, all for a service period ending with the 2022 AGM. The current Nomination Committee members are presented more in detail [www.pgs.com](http://www.pgs.com). Any adjustments to the Nomination Committee proposed for approval at the 2022 AGM is presented in detail in Appendix II to the 2022 AGM Calling Notice.

Shareholders who wish to propose new Board members or new members of the Nomination Committee may do so by submitting a candidate's name to PGS' investor relations staff via [www.pgs.com](http://www.pgs.com) by following the link, "Nominate a Board Member." The deadline for submissions each year is January 31. Alternatively, candidates can be proposed by letter to PGS attn. General Counsel or via email to [ir@pgs.com](mailto:ir@pgs.com). PGS does not employ any Nomination Committee members, none is a member of the Board and all proposed members to the Nomination Committee are considered to be independent from the Board and the management of the Company.

In 2021, the Nomination Committee held six physical and virtual meetings. The Nomination Committee's report on its work and recommendations is set out in Appendix II to the 2022 AGM Calling Notice.

## 9. Board – Composition and Independence

According to the Company's Articles of Association, our Board shall have from three to thirteen Directors. The period of service for members of the Board shall be one year. The Board has adopted its own Rules of Procedure that establish in more detail its roles and responsibilities, including:

- Directors' qualifications
- Requirement that a majority of the shareholder elected Directors in the Board, a majority of the shareholder elected Directors being members of the Remco, and all shareholder elected Directors being members of the Audit Committee, are considered to be independent Directors
- Annual review and determination of the independence of each Director

The composition of the Board is a reflection of the Company's commitment to protect the common interests of all shareholders and the Company's need for expertise, capacity and diversity.

As of December 31, 2021, the Board comprised five shareholder elected and three employee elected Directors. The current shareholder elected Directors are Walter Qvam (chairperson), Anne Grete Dalane, Richard Herbert, Marianne Kah and Trond Brandsrud, whilst the current employee elected Directors are Anette Valbø, Gunhild Myhr and Eivind Vesterås. The current Directors are presented more in detail [www.pgs.com](http://www.pgs.com).



pgs.com and in the Annual Report. Any adjustments to the Board proposed for approval at the 2022 AGM is presented in detail in Appendix II to the 2022 AGM Calling Notice.

As of December 31, 2021, all shareholder elected Directors are independent of the Company's management, its major business relations, and major shareholders. No shareholder elected Director may be an executive of PGS and are not permitted to perform paid consultancy work for PGS. As of December 31, 2021, all Directors, directly or indirectly, own PGS shares.

Shareholders and other interested parties may communicate directly with our shareholder elected Directors by written correspondence addressed to PGS ASA, Board (shareholder elected members), Secretary of the Board or to the Company's General Counsel Lars Ragnar van der Bijl Mysen, PO Box 251, NO-0216 Oslo, Norway. Further, the Company has on [www.pgs.com](http://www.pgs.com) posted an invitation to shareholders for discussing corporate governance or corporate responsibility matters by contacting Mr. Mysen by phone or arranging a meeting with him.

#### 10. The work of the Board

In accordance with Norwegian corporate law, our Board has overall responsibility for management of the Company, while the CEO is responsible for day-to-day management.

The Board provides oversight of the CEO's day-to-day management and company activities in general. The Board is also responsible for ensuring that appropriate management, guidelines, and control systems are in place and are followed. In cooperation with the CEO, the Board also develops clear goals, strategies and risk profile for the Company such that it generates value for its shareholders in a sustainable manner taking economic, social and environmental, aspects into consideration.

The CEO, as agreed with the chairperson of the Board, annually submits a schedule of the meetings of the Board of Directors in the upcoming calendar year. The schedule is subject to Board approval. In 2021, the Board held eight physical and virtual meetings. Due to the COVID-19 situation, most meetings were held using MS Teams or held as a hybrid of MS Teams/physical meeting. During 2021, all the shareholder-elected Directors participated in all prescheduled board meetings.

Key elements of the Rules of Procedure cover the Board's responsibilities to determine the Company's financial targets, set strategy along with the CEO and executive committees, and approve business plans, budgets, and budgetary and risk frameworks. The Board reviews at least annually the objectives, strategy and risk profile for the Company. In its supervision of the Company's business activities, the Board will seek to ensure that satisfactory

procedures are in place for monitoring and follow-up of Board-approved corporate principles and guidelines covering areas such as ethical conduct; adherence to laws, rules, and regulations; health, safety and environment; and corporate responsibility.

The Rules of Procedure also require an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The annual self-evaluation is prepared and facilitated by the Remco. An anonymous survey is carried out and the findings are discussed by the Board. The survey's findings are made available to the Nomination Committee. The chairperson of the Nomination Committee also shares with the Board relevant information for improvement of Board processes that may come up in their annual interviews with individual Directors.

Each scheduled Board meeting includes a separate session at which issues may be discussed without the presence of the Company's management.

The tasks and duties of the CEO vis-à-vis the Company's Board are also outlined in the Rules of Procedure, along with the tasks and duties of the chairperson of the Board. The CEO participates in all board meetings other than closed sessions. The Board elects a vice chairperson to chair board meetings in the chairperson's absence. The full text of the Board's Rules of Procedure is available at [www.pgs.com](http://www.pgs.com). Our governance structure is organized as described below.

Our Board is responsible for the supervision of our business activities. The Board has established an Audit Committee and a Remco to assist in organizing and carrying out its responsibilities. The mandate and charter for the Audit Committee and Remco are available at [www.pgs.com](http://www.pgs.com)

#### *The Board's Responsibilities*

Board responsibilities include:

- to appoint the Company's CEO
- to, together with the CEO operate PGS in an effective and ethical manner in order to create value for the Company's shareholders. Our Code of Conduct requires management to maintain an awareness of the risks involved in carrying out our business strategies. Personal interests must not override or conflict with the interests of PGS.

#### *The CEO's Responsibilities*

The responsibilities of the CEO include:

- Managing the day-to-day activities of the Company
- Organizing PGS' Executive Committees and the Disclosure Committee to further assist the CEO
- Under the guidance and supervision of the Board and the Audit Committee, ensuring that the Company's financial statements in all material respects fairly present

the Company's financial condition and the results of its operations. Timely disclosure of issues to the Board is also essential to the assessment of the Company's financial condition, business performance and risks.

#### *Board Committees*

As of December 31, 2021, our Audit Committee comprises Directors Anne Grethe Dalane (chairperson), Trond Brandsrud, Marianne Kah, Anette Valbø and Eivind Vesterås. All shareholder elected Director's being members of the committee are considered independent of the Company. The committee's functions are to assist the Board in its supervision of the integrity of PGS' financial statements; to monitor the independent auditor's qualifications, independence and performance; to monitor the performance of the internal audit function; and to promote and review compliance with laws and regulatory requirements.

As of December 31, 2021, Remco comprises Directors Walter Qvam (chairperson), Richard Herbert, and Gunhild Myhr. All shareholder elected Director's being members of this committee are considered independent of the Company's senior management. The function of the committee is to assist in matters relating to compensation, benefits, and perquisites of the CEO and other senior executives. Review and modification of the Company's corporate governance implemented in the Company are also committee responsibilities.

During 2021, all the shareholder-elected Directors participated in all prescheduled regular committee meetings.

In 2021, the Board also mandated one ad-hoc committee comprised by Mr. Qvam, Ms. Dalane and Mr. Brandsrud to – together with the PGS management and advisors – oversee the Company's process for managing its debt and assess options.

### **11. Risk Management and Internal Control**

The Board is responsible for ensuring that appropriate guidelines, monitoring, and internal control systems are in place. These are to include embedding risk management, designating risk ownership, and implementing risk responses and controls.

The Board has systems in place to assess that the CEO exercises appropriate and effective management. The Board's Audit Committee assesses the integrity of PGS' accounts. It also enquires about, on behalf of the Board, issues related to financial review and external audit of PGS' accounts. Further, the Board and the Audit Committee supervise and verify that effective internal control systems are in place, including systems for risk management and financial reporting.

The Board and the Audit Committee take steps to ensure that the Company's internal control functions are working as intended and that necessary measures are taken to reduce extraordinary risk exposure. Furthermore, the Board makes certain that the Company is creating value for the shareholders in a sustainable manner whilst taking ethical conduct; compliance with laws, rules and regulations; health, safety and working environment; and other environmental, social and governance (ESG) issues into account.

The Company's anti-corruption program includes a policy, manual and work instructions as to several ethical issues, periodic training, high risk area assessment and monitoring, compulsory contract wording, etc. The policy and procedures are available at [www.pgs.com](http://www.pgs.com). The program is evaluated on a regular basis by the Audit Committee.

Management maintains and regularly reviews a risk matrix setting out the main risks for the Company. These risk factors and the Company's risk mitigating activities are subject to discussion in the Board at least once a year.

Management conducts day-to-day follow-up of financial management and reporting. Management has established a structured approach to ensure that the system for Internal Control over Financial Reporting ("ICFR") is effective. ICFR includes identification and assessment of all material financial reporting risks, identifying and documenting relevant controls to address these risks, and monitoring that controls are implemented and performed. For controls that are not operationally effective at year-end, their potential financial exposure and impact on the consolidated financial statements are evaluated.

#### *Internal Audit Department*

PGS has an Internal Audit Department reporting directly to the Audit Committee on its audit planning and audit reports. The purpose of the Internal Audit Department is to perform independent, objective assurance and consulting activities that add value and improve the Company's initiatives in financial, operational and compliance areas.

The scope of work for the Internal Audit Department includes determining whether the Company's risk management, control, and governance, as designed and represented by management, are adequate and well-functioning.

The audit reports are issued to the Audit Committee. In addition, the Internal Audit Department regularly monitors and reports status of management's actions to respond to identified risks or weaknesses.



## 12. Remuneration of the Board and Executive Management

Remuneration of shareholder elected Directors is not linked to performance but is based on an annual fee and is subject to annual approval by the General Meeting. Shareholder elected Directors shall not solicit or accept specific assignments for PGS beyond their role as Directors. Shareholder elected Directors neither hold any PGS share options, restricted stock units nor performance based restricted stock units.

For details on compensation to individual Directors, please see Note 30 to the consolidated financial statements of PGS.

Remuneration payable to both employee elected and shareholder elected Directors will be proposed by the Nomination Committee according to its Mandate and Charter, and is submitted to the AGM for approval.

Executive remuneration is one of the primary tasks of Remco. The committee annually reviews the total compensation level, the mix between fixed and performance related compensation and the mix between short and long-term compensation. Remco has developed an annual schedule in order to ensure and facilitate a structured approach to the annual review of executive compensation.

Remco has with the help of an external advisor identified a specific peer group of comparable companies across relevant markets. The advisor has collected and combined information related to total compensation level and structure amongst these companies. As of Remco's latest review, the peer group consisted of 15 companies from Norway and Europe. These companies are of comparable size and have international operations in the oil & gas and oil services sectors. The peer group is subject to regular review. The Board and Remco uses this information, among other tools, to benchmark and decide on an appropriate total compensation structure for the CEO and other executives.

Compensation for the CEO adheres to the same process as that used for other executives, but is also subject to approval by the Board.

The current remuneration package for our CEO and other executives includes fixed elements and variable elements. The fixed elements consist of a base salary and other benefits such as car allowance, phone, internet and similar. The fixed elements also include a defined contribution pension scheme and an individual pension scheme. The variable elements consist of Short Term Incentive Plans which is our annual bonus scheme, and Long Term Incentive Plans which are composed of Performance Restricted Stock Units. Features of these programs include an absolute ceiling on performance-related remuneration.

For further details on the compensation structure and total compensation to the CEO and executive team members,

please see Note 30 to the consolidated financial statement of PGS, and also the Board's Senior Executive Remuneration Policy approved by the 2021 AGM available on [www.pgs.com](http://www.pgs.com), and the Board's Senior Executive Remuneration Report for 2021 set forth as Appendix VI to the 2022 AGM Calling Notice.

## 13. Information and Communications

The Board is committed to reporting financial results and other relevant information based on openness and the requirement of equal treatment of all shareholders and securities market participants. The Company complies with relevant disclosure rules and regulations. Announcements are released through a platform provided by Notified and posted on the Oslo Stock Exchange's NewsWeb service. In addition, all announcements are on [www.pgs.com](http://www.pgs.com). The Company's policy of accessibility for shareholders is also presented on the Company's website.

The Company has an investor relations function to ensure that requests for information from shareholders, analysts and other interested parties are satisfied. The Company has an active investor communication program which includes senior management attending roadshows in connection with reporting of financial results, presentations at relevant investor conferences, and availability for one-on-one meetings, both virtual and as physical meetings.

The Board and the Nomination Committee once a year invites shareholders to join in a dialog on corporate governance and corporate responsibility matters. The invitation is posted on [www.pgs.com](http://www.pgs.com) and any shareholder may initiate communication with the Company on these matters.

## 14. Takeover Bids

The Board has established guiding principles for how it will act in the event of a takeover bid. The Board will ensure that all shareholders are treated equally and seek to prevent disruptions to, or interference with, Company operations to the extent possible. In the event of a takeover bid, the Board will, in accordance with its overall responsibilities and good corporate governance, act in the best interest of shareholders and ensure that they are given sufficient information in the matter. If a takeover bid is made, the Board will issue a statement containing a recommendation as to whether the shareholders should accept or reject the offer, including an independent valuation of the offer. The Company's Articles of Association do not contain any restrictions, limitations, or defense mechanisms against acquisition of its shares.

## 15. Auditor

The Audit Committee shall support the Board in the administration and exercise of its responsibility for supervision of the work of the independent auditor, who shall keep the Board informed of all aspects of its work for

PGS. This duty includes submission of an annual plan for the audit of PGS. The auditor attends all Audit Committee meetings and, at least twice a year, meets with the Audit Committee without the presence of management. In-house policies govern the use of the auditor's services. Use of the auditor for services other than the audit of PGS requires pre-approval by the Audit Committee.

The independent auditor meets with the full Board at least once a year in connection with the preparation of the annual financial statements and, at least once a year, presents a review of PGS' financial reporting and internal control procedures for financial reporting. At least once a year, the independent auditor meets with the Board without the presence of any member of the executive management.

Remuneration paid to the auditor for mandatory and other audit services will be reported to the AGM for approval.

#### **16. Diversity, Equality and Inclusion**

The Company has clear commitments regarding Responsible Business Conduct, Equality and Diversity & Inclusion for our work force. These commitments are embedded in the Company policies and goals, which include (a) respecting fundamental human and labor rights, (b) preventing discrimination and harassment, (c) recruiting, promoting and developing individuals based on qualifications, value and potential, and (d) fostering and supporting diversity including age, nationality, gender and qualifications.

At the Board level, the Nomination Committee actively works for ensuring that there is proper diversity on gender,

age, background, experience and qualifications. The Company complies with the requirements in the Norwegian Public Limited Liabilities Act section 6-11a on gender balance.

At the management level and below, the CEO, the SVP Global HR and the Executive Vice Presidents are all actively pursuing similar goals as regards equality, diversity & inclusion among the PGS management and the entire work force.

The Company's ESG Report 2021 available on [www.pgs.com](http://www.pgs.com) identifies the more precise goals and how they have been met during the reporting period.

#### **17. Compliance with Laws, Rules, Regulations and Recommendations**

As part of PGS' Code of Conduct available on [www.pgs.com](http://www.pgs.com), PGS is inter alia committed to comply with relevant laws, rules, and regulations, as well as the Oslo Stock Exchange's Issuer Rules. In addition, PGS complies with the current recommendations set forth in the NUES Recommendations, subject only to deviations identified and justified in this report.

The Board further conducts periodic reviews of PGS' corporate governance policies and procedures, including the Board's Rules of Procedure. This process is conducted regularly and managed by Remco. Any changes to policies or procedures are presented to the Board for approval.

# Board of Directors

The Board of Directors is responsible for the administration, development, and supervision of PGS business activities.



## **Walter Qvam**

*Chairperson (Elected 2016) | Board Member since 2013 | Remuneration and Corporate Governance Committee Chairperson | Shareholding: 35 000*

**Mr. Qvam** was the president and chief executive officer of Kongsberg Group ASA, and he has held leading positions in various prominent Norwegian and international businesses in a variety of fields, including oil and gas, and shipping, (Det Norske Veritas), IT (Capgemini), transportation (the Norwegian state railway) and consultancy (Gemini Consulting). In addition to his role as chairperson of PGS, Mr. Qvam chairs the boards of the research organization SINTEF, cyber-security company mnemonic, robotics company wheel me and the digital innovation hub DigitalNorway. He is also a board member in the energy & infrastructure company CapeOmega. Mr. Qvam graduated Master of Science from the Norwegian University of Science and Technology (NTNU).



## **Anne Grethe Dalane**

*Vice Chairperson (Elected 2018) | Board Member since 2013 | Audit Committee Chairperson | Shareholding: 48 000*

**Ms. Dalane** is a senior leader at Yara International and previously held a number of senior positions at Norsk Hydro. She is currently VP Finance Data & Development. Her previous experience covers a range of fields including human resources as well as oil and gas. She has been the chief financial officer for Crop Nutrition, region director Latin America, and country manager of Argentina at Yara. She serves as a director of BW LPG. Ms. Dalane's background is in economics, and she holds a business degree from the Norwegian School of Economics NHH.



### Richard Herbert

*Board Member since 2017 | Audit Committee Member |  
Shareholding: 9 500*

**Mr. Herbert** is a petroleum geologist with 40 years of experience in the global upstream industry. His career started with Phillips Petroleum. He spent 19 years at BP, in senior international exploration and development positions in southeast Asia, Latin America, the USA, and Angola, as well as the UK North Sea. From 2003-2008 he worked for TNK-BP in Russia, as the exploration vice president and subsequently as executive vice president of technology. From 2009-13, he was exploration vice president of Talisman Energy in Canada. He returned to BP from 2013 until the end of 2016, as the chief operating officer for exploration. In 2017, he joined the board of Frontera Energy Corporation, then from 2018 until March 2021 became their chief executive officer, based in Bogota, Colombia. Richard Herbert holds a BSc in Geology from the University of Bristol in the UK.



### Marianne Kah

*Board Member since 2018 | Audit Committee Member |  
Shareholding: 28 589*

**Ms. Kah** was the Chief Economist of ConocoPhillips for 25 years retiring in November 2017. She was a member of the strategy committee of ConocoPhillips and was responsible for oil and gas market outlooks, scenario planning, and assessing disruptive risks to the company. She was also involved with planning and participating in strategy meetings with ConocoPhillips' Board of Directors. She currently serves on the Advisory Board of the University of Texas Energy Institute, and she is an adjunct senior research scholar and member of the Advisory Board of Columbia University's Center on Global Energy Policy. In 2019, Kah joined the Board of Directors in Allegheny Technologies Inc. She was past President of the U.S. Association for Energy Economics for the calendar year 2019, and currently co-chairs the Energy Roundtable for the National Association for Business Economics.



### Trond Brandsrud

*Board Member since 2019 | Audit Committee Member |  
Shareholding: 60 000*

**Mr. Brandsrud** is an advisor as well as a board member and non-executive director of several listed and private-equity-owned companies. These include Aker BP, where he chairs the audit and risk committee, and Lowell, where he chairs the Audit Committee as well as the Risk Committee and serves as a member of the audit and remuneration committees. Brandsrud has 30 years of experience in the oil and gas industry. He has served as group chief financial officer (CFO) at both Aker and Seadrill and has held a wide range of senior financial positions in Royal Dutch Shell. Recently, he has also held group CFO and CEO positions in privately-owned companies Lindorff and Lowell, in the financial services sector. He currently serves as an interim CFO of Waterise on a part-time basis. Trond Brandsrud is a Norwegian citizen and holds a master's degree from the Norwegian School of Economics (NHH).



**Anette Valbø**

Employee Elected Board Member since 2015 | Audit Committee Member | Shareholding: 7 142

**Ms. Valbø** joined PGS in 2002. Her current position is Bid Manager. She has previously held various business controller positions within Marine Contract and Operations business area. Prior to joining the Company, Ms. Valbø served in various positions within auditing and accounting in Frontline Ltd. and DNB. Ms. Valbø holds a bachelor's degree in accounting and auditing from Molde University College, Norway.



**Gunhild Myhr**

Employee Elected Board Member since 2021 | Remuneration and Corporate Governance Committee Member

**Ms. Myhr** joined PGS in 1992 and is Business Development Manager Europe/New Energy, tasked with finding opportunities for our fleet of seismic vessels, both in the external contract market and as assets in integrated PGS initiatives. She also works with government liaison and in developing growth and value potential using PGS seismic and operational technology. She has previously served in a variety of senior sales roles. Earlier, she was stationed offshore, processing seismic data on PGS vessels, and has also managed our seismic imaging center in Oslo. Gunhild holds an M.Sc. in Geophysics from the Norwegian University of Science and Technology.



**Eivind Versterås**

Employee Elected Board Member since 2021 | Audit Committee Member | Shareholding: 103 500

**Mr. Versterås** joined PGS in 2008 as a geophysicist, first offshore and then based in Oslo, analyzing both seismic and electromagnetic data. He is currently a Special Projects Manager in our Operations division. He has worked in research, operations, and sales support roles, with experience that spans from the development of technical solutions through to their introduction to the market. Since 2018, he has been the chief union representative of Tekna in our Oslo office. Eivind holds an M.Sc. in applied physics from the Norwegian University of Science and Technology.



# Board of Directors' Report

The overall offshore seismic market was weaker in 2021 than in 2020. The market started to recover from the impact of the COVID-19 pandemic during 2021, but remains challenging. PGS achieved higher revenues in 2021, adjusted for COVID-19 related government grants, primarily due to an improvement of contract revenues from increased activity levels and price recovery in the second half of the year. In addition, MultiClient late sales revenues increased by 32% compared to 2020.

PGS returned to generating positive net cash flow after debt service in 2021. However, the market recovery has been slower than assumed in the business plan used for the debt rescheduling in 2020. As a result, the maturity profile of interest-bearing debt may become challenging and PGS will need to address this in 2022.

PGS is a fully integrated marine geophysical company that provides a broad range of seismic and reservoir services, including data acquisition, imaging, interpretation, and field evaluation. The Company's services are provided to the oil and gas industry, as well as to the broader and emerging new energy industries, including carbon storage and offshore wind. The Company operates on a worldwide basis with headquarters in Oslo, Norway.

PGS is organized in four primary business units: Sales & Services, New Energy, Operations and Technology & Digitalization.

- *Sales & Services* promotes and sells all PGS' products and services to energy companies
- *New Energy* assesses and develops business opportunities within the energy transition markets where PGS can diversify its service portfolio and generate revenues
- *Technology & Digitalization* manages research and development, PGS digital transformation projects and Enterprise IT
- *Operations* manages vessel operations and marine seismic acquisition projects

## 2021 Business Highlights

PGS increased revenues in 2021, compared to 2020, when adjusted for COVID-19 related government grants. Cash flow before financing activities ended at \$155 million, an increase of 38% from 2020.

In early 2021, PGS established the New Energy business to diversify its product portfolio and build a position in the provision of subsurface data for the offshore renewables' domain or related to the ongoing energy transition. PGS identified carbon storage ("CS"), offshore wind, and marine minerals as markets where there is potential to build a profitable business. PGS made several MultiClient data sales in 2021 and has been awarded seismic acquisitions surveys relating to carbon storage late 2021 and early 2022.

Evidencing its strong position in the 4D market, PGS was awarded a multi-year 4D framework agreement by Equinor.

PGS completed its first simultaneous node and streamer seismic survey, in a contract for Lundin Energy Norway in the Barents Sea. During the survey PGS set several acquisition records.

To expand on the Company's node capabilities, PGS entered a strategic collaboration with Magseis Fairfield to address the market for seismic surveys which combines towed streamer and Ocean Bottom Node ("OBN") acquisition. The strategic collaboration has a global scope with initial focus on the North Sea, and a one-year duration with options to extend by two plus two years.

PGS completed a sale of the assets associated with its towed electromagnetic system to Ocean Floor Geophysics ("OFG"). Following the transaction, PGS owns 46% of OFG and

collaborates closely with the company, especially in developing the New Energy business.

PGS, TGS and CCG launched Versal – a unified seismic data ecosystem giving access to the MultiClient products offered by the three companies, who hold three of the world's largest MultiClient libraries, via a single log-in.

Cloud enablement of its MultiClient subsurface data library is an integral part of PGS' digital transformation journey, enabling new services and business models that generate new revenue streams. In December, PGS announced a milestone Data Management as a Service ("DMaaS") agreement with a major customer. DMaaS allows clients to easily access all their PGS data and entitlements by access to the Cloud.

### Strategy

PGS is a fully integrated marine seismic acquisition and imaging company, offering a full range of towed streamer acquisition and imaging services through both the proprietary Contract and MultiClient business models. Being in control of seismic acquisition vessels, imaging and technology, positions PGS to deliver the best and most flexible solutions to clients under any contract type.

Capital expenditures relating to the Ramform Titan-class new build program, followed by a prolonged industry downturn from 2014 to 2018 and a severe impact from the COVID-19 pandemic, has led to a level of interest-bearing debt which is higher than targeted. The Company has over this period raised equity and extended debt maturities on several occasions to manage its debt obligations. The Company's financial strategy is to prioritize cash flow and debt reduction before growth. Debt reduction will be given priority until PGS reaches a capital structure that is sustainable considering company size and market cyclicality. Net interest-bearing debt (excluding lease liabilities) was \$936.4 million at year-end 2021 and, while PGS has significantly adjusted its cost base and capital expenditures to mitigate the impact of lower revenues, the Company depends on a market recovery to carry out significant debt repayments and achieve the target of a net-debt level not exceeding \$500-600 million, excluding lease liabilities.

The PGS business strategy comprises the following key priorities:

- *Leverage integration across the PGS value chain*  
PGS aims to fully utilize the contract and the MultiClient market in combination with integrated commercial models to build vessel campaigns maximizing fleet utilization. The Company intends to capitalize on selling joint acquisition and imaging services as a complete solution to optimize margins and MultiClient pre-funding and sales.
- *Leading provider of near-field exploration and production (4D) seismic*  
The energy transition drives increasing focus towards near-field exploration and production seismic. PGS is well positioned in these market segments with the Ramform acquisition platform and GeoStreamer technology. PGS intends to improve exposure and profitability further by creating geologically driven geophysical workflows and solutions tailored towards infrastructure lead exploration, appraisal, and development. Rich azimuth illumination of GeoStreamer data, GeoStreamer X, targets exploration in mature hydrocarbon basins is being rolled out in Europe with success. PGS intends to industrialize the technology further and launch it into other core markets. PGS believes there are untapped opportunities in the hybrid streamer and OBN market and is positioned to take advantage of that.
- *Develop New Energy into a significant business unit*  
PGS has an ambition to build a substantial and recognized presence in markets within the offshore renewables' domain or related to the ongoing energy transition. PGS intends to build a business with growing revenues as fast as these opportunities materialize. PGS has identified carbon storage, offshore wind and marine minerals as domains where the Company can match its assets, competence, and capabilities to address industry challenges. Already in 2021, the Company made several MultiClient data sales related to carbon storage and secured awards of two acquisition contracts for development of the Endurance and Northern Lights CCS projects. Within offshore wind and marine minerals, PGS has commenced a process

to create and potentially execute on a market entry.

- *Increase speed and penetration of digitalization*  
PGS started on its digital transformation process in 2019 by establishing a dedicated digitalization team. Scope and speed of digitalization is accelerating and PGS is working on three main digitalization projects:
  - PGS Digital Factory - Includes a suite of initiatives to deliver on the PGS strategy and create tangible value by enabling machine learning and artificial intelligence to optimize costs, tracking trends, improving predictability and performance, reducing project execution time, and revealing commercial opportunities.
  - PGS Solis - A cloud-based MultiClient sales platform that enables new sales models and allows clients to collaborate on high-quality data and achieve faster decisions and subsurface insights.
  - PGS Eos - Enabling faster processing and imaging of seismic data, using automated workflows and cloud scalability
- *Reduce operating cost and increase efficiency*  
Fleet operations are a dominant part of the Company's cost base. PGS intends to optimize fleet cost and improve efficiency by developing and implementing new and more flexible crewing models, without negatively impacting safety. Further, the Company is increasingly taking advantage of its digital toolbox to improve operational efficiency.
- *Reduce environmental footprint from our operations*  
PGS works towards an environmental transformation of the Company's operations by delivering services with the smallest environmental footprint possible. Delivering on PGS Environment, Social and Governance ("ESG") goals is the Company's license to operate. PGS continues to develop towards its goal of a 50% reduction in CO<sub>2</sub> per Common Mid-Point ("CMP") kilometers by 2030. Further, PGS is targeting 100% renewable energy for the compute capacity used and power to the offices. For the seismic acquisition, PGS aims at minimal acoustic impact with maximum efficiency in acquisition projects, and no conflicts with fisheries or local communities where the

Company operates. PGS intends to minimize waste, and targets 100% reuse or recycle.

### Market Development and Main Businesses

PGS is one of the largest players in the global marine 3D seismic market.

The oil price has increased substantially since the low levels in 2020. However, despite encouraging fundamentals, the overall seismic market declined by approximately 6% in 2021, compared to 2020, measured by revenues for the three major seismic companies with publicly reported numbers.

With the evolving energy transition, energy companies in 2021 focused resources on near-field exploration, exploration in licensed acreage and 4D reservoir optimization. The seismic Contract business model normally serves these market segments, and the contract market benefited from the higher activity level and a recovery of pricing in the second half of 2021. PGS has a solid market share in the 4D segment with its GeoStreamer offering, as well as steerable streamers and sources, enabling high data quality and precise replication of earlier 3D surveys and baseline 4D surveys.

The MultiClient market did not show the same level of recovery and experienced a year-over-year decline in investments in new MultiClient surveys and revenues. However, companies with more MultiClient data in proven hydrocarbon basins generally experienced a better sales development than companies with an exploration oriented MultiClient portfolio.

The energy transition presents new opportunities for the seismic industry. During 2021, several seismic companies made MultiClient data sales for CCS purposes. Towards the second half of the year, the industry progressed further with several bids for acquisition of new seismic data to develop CCS projects. Two of the bids relate to the Northern Endurance and the Northern Lights projects, which were both awarded to PGS.

The average operated 3D vessel capacity in the seismic industry decreased by almost 25% in 2021 compared to 2020 and is now at levels similar to the mid-1990s. With the exception of the summer season (second and third quarter), fleet utilization was generally low in 2021, primarily since the winter-seasons have had low project activity levels for the last two years.

## Technology

PGS is concentrating its research and development efforts on areas of technology differentiation from seismic acquisition to subsurface and reservoir imaging. The Company is capitalizing on digitalization to improve its operational efficiency, reduce capital expenditures and develop new digital service offerings.

GeoStreamer, the first-ever multisensor streamer and a proprietary PGS technology, was a game changer in streamer technology and a premier example of PGS' ability to differentiate through technology innovation. GeoStreamer has affected the way marine streamer data has been used across the entire E&P life cycle, helping PGS customers to reduce exploration risk, improve the delineation of reservoir details, enable accurate reservoir characterization and facilitate better production monitoring and management. The unique design of GeoStreamer has helped PGS customers to solve some of their long-standing problems, such as creating high resolution images of the very near surface.

Separated Wavefield Imaging ("SWIM") is a technology that uniquely uses the recordings of the two complementary GeoStreamer sensors to create images with unseen resolution that significantly improve E&P companies understanding of shallow geology and drilling hazards whilst simultaneously enabling improvements in survey efficiency – an undertaking previously viewed as contradictory. With the increased focus on the very shallow overburden for wind farm site evaluations or deep-sea mineral location, techniques such as SWIM will continue to provide a critical competitive advantage to PGS.

In 2021, the Company launched PGS Ultima, a new imaging tool to provide better images faster and address another of PGS' customers long-standing challenges to have access to subsurface images for quicker decision making. PGS Ultima moves away from the traditional sequential processing to a fast simultaneous inversion process, combining velocity model building and high-end imaging in a single step. The imaging tool has the potential to reduce the time it takes from acquisition to the final image on the customer's workstation by approximately 50%.

PGS is also making significant R&D progress with seismic sources. The Company has the industry leading source steering technology, and

through new technology and improved towing configurations, PGS can deliver improved acquisition efficiency by leveraging wide source separation.

## Financial Results

Following implementation of the accounting standard for revenues, IFRS 15, in 2018, MultiClient pre-funding revenues are recognized at delivery of the final process data, which is typically significantly later than the acquisition of the seismic data.

For internal management purposes PGS continues to use the revenue recognition principle applied in previous years before implementation of IFRS 15, which is based on percentage of completion and uses this for purposes of Segment Reporting. See Note 4 in the annual financial statements for description.

The comments below relate to both the Company's primary financial statements with the adoption of IFRS 15 from January 1, 2018 ("As Reported") and segment financial information "Segment" unless otherwise stated.

In 2021, As Reported revenues and Other Income amounted to \$703.8 million, compared to \$512.0 million in 2020, an increase of \$191.8 million, or 37%. The increase is driven by completion of processing and delivery of final data for several significant MultiClient projects (where acquisition of data for the most part was completed before 2021) and increased contract revenues from allocating more vessel capacity to contract and improved rates.

2021 Segment Revenues and Other Income were \$590.0 million, compared to \$595.9 million in 2020, a decrease of \$5.9 million, or 1%. Excluding government grants received in 2020 and 2021 (see "Other Income" below) the full year 2021 Segment revenues increased by \$26.9 million, or 5%, compared to the full year 2020. The increase is driven by increased activity in the contract market at improving rates and higher MultiClient late sales, partially offset by lower investment in new MultiClient surveys and therefore lower pre-funding revenues despite increased pre-funding percentage.

Contract revenues ended at \$207.8 million, compared to \$146.7 million in 2020, an increase of \$61.1 million, or 42%, primarily due to an improving seismic contract market with rates gradually improving and significantly more capacity allocated to contract work.

As Reported MultiClient pre-funding revenues for the full year 2021 amounted to \$247.7 million, predominantly relating to completion of surveys in Africa. This was an increase of \$113.0 million, or 84%, compared to the full year 2020. The increase is a result of more surveys completed and delivered to customers in the period.

Segment MultiClient pre-funding revenues in 2021 were \$133.9 million, compared to \$218.6 million in 2020, a decrease of \$84.7 million, or 39%. The decrease is primarily driven by significantly less capacity allocated to MultiClient, as the Company experienced a reduced demand for new MultiClient surveys. Segment MultiClient pre-funding revenues for the full year 2021 were highest in North America and Africa.

Segment MultiClient pre-funding revenues as a percentage of capitalized cash investment (excluding capitalized interest) was 105% in 2021, inside the Company's targeted range of 80-120%, compared to 98% in 2020. Cash investment in the MultiClient library ended at \$127.2 million in 2021, compared to \$222.3 million in 2020, a decrease of \$95.1 million, or 43%. The lower MultiClient cash investment is mainly due to fewer vessel days allocated to MultiClient projects.

MultiClient late sales in 2021 were \$220.4 million, compared to \$167.3 million in 2020, an increase of \$53.1 million, or 32%. The increase is due to a recovery of demand for MultiClient data library in mature areas, while the market for MultiClient data library in frontier areas is still characterized by cautious spending and deferral of purchases by some customers. The Company has a diversified MultiClient library with most of the data in the world's main offshore producing hydrocarbon regions. Late sales for the full year 2021 were highest in Europe.

Total Segment MultiClient revenues (pre-funding and late sales combined) decreased by \$31.6 million or 8%, compared to 2020 and ended at \$354.3 million.

Other Income was \$6.2 million in 2021, compared to \$39.7 million in 2020, a decrease of \$33.5 million, or 84%. PGS received COVID-19 related government grants from the Norwegian State of \$38.8 million during 2020 and \$6.0 million from the US Government in 2021, which explains the lower Other Income in 2021, compared to 2020.

The fleet allocation ratio, active 3D vessel time for marine contract versus MultiClient data acquisition, was 59:41 in 2021, compared to 29:71 in 2020.

The Company closely monitors its gross cash costs. Gross cash costs are defined as the sum of reported net operating expenses (excluding depreciation, amortization, impairments, deferred steaming, net and other charges, net), the cash operating costs capitalized as investments in the MultiClient library, and capitalized development costs. In 2021 gross cash costs ended at \$401.8 million, a reduction of \$24.4 million, or 6%, compared to 2020.

During 2020 PGS, as a response to the dramatically lower revenues and activity levels caused by the COVID-19 pandemic, implemented substantial measures to reduce the annualized gross cash cost run rate by more than \$200 million. The Company stacked *PGS Apollo*, *Sanco Swift* and *Ramform Vanguard*. Further, in Q3 2020 PGS completed a comprehensive reorganization to reduce office-based personnel by approximately 40% compared to the start of the year, renegotiated terms with suppliers and implemented several other initiatives. Cost levels through most of 2020 also benefited from a weak Norwegian kroner and lower fuel prices, which have reversed in 2021. In addition, during 2021, *Ramform Vanguard* and *Sanco Swift* (source operation) were reactivated for parts of the year, adding to the gross cash cost of the Company.

Net operating expenses, which include cost of sales, expensed research and development costs, and selling, general and administrative costs, totaled \$269.8 million in 2021, compared to \$198.2 million in 2020, an increase of \$71.6 million, or 36%. The increase is primarily a result of more capacity allocated to contract work and less cost capitalized as MultiClient investment.

Full year 2021, gross research and development ("R&D") costs decreased by \$2.7 million, or 16%, compared to 2020. Capitalized development cost decreased by \$0.5 million, or 6%, compared to 2020, resulting in overall R&D net expense in 2021 being 25% lower than in 2020. The Company's R&D costs are mainly incurred to support and develop core business activities of marine seismic acquisition and imaging.

In 2021, total MultiClient amortization, As Reported, was 78% of MultiClient revenues, compared to 76% in 2020. The Company



recognized accelerated amortization of \$214.2 million on projects completed in 2021.

The Company recorded impairments on the MultiClient library of \$13.6 million in 2021, compared to \$34.9 million in 2020. The impairments in 2021 primarily relate to projects in North America, Europe and Asia. There is a risk that the current weakness in the discretionary MultiClient market may negatively impact the timing of expected future cash flows, and further impairment may arise in future periods.

Segment MultiClient amortization for 2021 decreased by \$22.1 million, or 7%, to \$274.2 million, compared to 2020. Segment MultiClient amortization as a percentage of total Segment MultiClient revenues was 77% in both 2021 and 2020.

2021 gross depreciation was \$142.4 million, a decrease of \$33.8 million, or 19%, compared to 2020. The decrease is primarily due to a generally lower investment level over recent years and impairment charges.

For Property and Equipment, the Company recorded impairments amounting to \$15.0 million in 2021, compared to \$108.4 million in 2020. The impairment in 2021 relates to two Ramform Titan-class vessels and primarily reflects a change in assumptions related to the impact of the energy transition. The impairment in 2020 reflected lower estimated recoverable value of vessels due to vessel stacking, an increased discount rate used when calculating value in use (WACC) and a downward adjustment to future expected cash flows.

The As Reported operating loss in 2021 was \$66.2 million, compared to an operating loss of \$188.0 million in 2020.

According to Segment Reporting the operation loss, excluding impairment and other charges net, in 2021 was \$54.6 million, compared to an operating profit of \$12.2 million in 2020.

For the full year 2021, the share of results from associated companies amounted to \$1.2 million, compared to a loss of \$30.0 million in 2020. The result in 2021 was primarily related to reversal of earlier impairment charges in the Azimuth Group, where PGS as of December 31, 2021 has an ownership of approximately 35%. PGS has a right, but no obligation to provide further funding

for the Azimuth Group and has no guarantees outstanding.

Gross interest expense amounted to \$98.0 million in 2021, compared to \$80.5 million in 2020, an increase of \$17.5 million, or 22%, primarily because of a mix of imputed interest costs, higher amortization of deferred loan cost and cash interest.

Other financial expense, net, of \$0.6 million in 2021 includes a gain related to extinguishment of debt of \$13.5 million and \$4.1 million of deferred debt issuance cost charged to expense. For more information on debt that has been accounted for as modification and extinguishment, see description under the section Cash Flow, Financial Position and Financing.

Income tax expense, which consists of current and deferred tax expense, was \$15.6 million in 2021, compared to \$15.1 million in 2020. There was no deferred tax expense in 2021 or in 2020. Current tax expense relates to foreign withholding tax and corporate tax on activities primarily in Africa.

PGS is subject to taxation in many jurisdictions around the world with increasingly complex tax laws. PGS has identified issues in several jurisdictions that could eventually make the Company liable to pay taxes relating to prior years in excess of the provision recognized in financial statements. Reference is made to Note 12 and 23 of this annual report for a description of significant tax contingencies.

Loss to equity holders of PGS ASA was \$179.4 million in 2021, compared to a loss of \$321.5 million in 2020.

### Cash Flow, Financial Position and Financing

Net cash provided by operating activities totaled \$326.6 million in 2021, compared to \$366.5 million in 2020. The decrease is primarily due to the significant change of activity mix from MultiClient to contract with less cash outflow classified as MultiClient investments (investment activity), partially offset by lower gross cash cost. Cash flow before financing activities was \$154.7 million in 2021, compared to \$111.9 million in 2020.

Cash and cash equivalents totaled \$170.0 million as of December 31, 2021, compared to \$156.7 million as of December 31, 2020.

On February 9, 2021, the PGS financing transaction to re-schedule debt maturities and amortizations

became effective and all interest-bearing debt, excluding lease liabilities, was re-classified from current to long-term debt, see Rescheduling of Debt below for details.

During Q1 2021, the Company issued a NOK 116.2 million 3-year 5% unsecured convertible bond ("CB"). The right to convert the bond into shares is treated as a separate derivative financial instrument and accounted for as a liability measured at fair value. The equity conversion option was at inception on February 9, 2021, valued at \$9.9 million and the debt component valued at \$3.5 million.

The difference between the initial value of the debt component and the nominal value of the CB is expensed over the life of the CB as imputed interest adjusted for conversions taking place before maturity. As of December 31, 2021, the remaining nominal amount of the CB is approximately \$8.6 million. As of December 31, 2021, the derivative financial instrument (relating to the conversion option) is valued at \$4.1 million. For further information on accounting for a conversion right in a different currency (NOK), see Note 2.

The rescheduling of the \$135 million Revolving Credit Facility ("RCF") originally due in September 2020 has been accounted for as an extinguishment due to substantially different terms. The rescheduled debt has consequently been accounted for at fair value at time of extinguishment, resulting in a gain of \$13.5 million as of February 9, 2021. The amount will be reversed over the life of the debt and in 2021 \$4.2 million was reversed as imputed interest expense included in interest on debt, gross. The other parts of the rescheduled debt have been accounted for as modification of existing agreements, resulting in a loss of \$7.7 million from the modification in Q1 2021.

There is a decrease in restricted cash from December 31, 2020, to December 31, 2021. This is caused by a revaluation to the legal deposit in Brazil related to an ongoing tax dispute for charter of vessels into Brazil, see Note 14 and 23, an increase of cash collateral on guarantees and bonds, and a decrease in retention account balances. Restricted cash of \$73.7 million includes \$39.4 million held in debt service reserve and retention accounts related to the export credit financing ("ECF") of *Ramform Titan*, *Ramform Atlas*, *Ramform Tethys* and *Ramform Hyperion*. The amounts in the retention accounts will be

used for interest payments on the ECF debt in the amortization deferral period (see below).

On December 31, 2021, the Company had approximately 51% of its net debt (excluding lease liabilities) at fixed interest rates. The weighted average cash interest rate was approximately 6.78%, including credit margins paid on the debt as of December 31, 2021, compared to 6.40 % as of December 31, 2020.

The main credit agreements are subject to a Minimum Consolidated Liquidity and a Maximum Total Net Leverage Ratio covenant. The liquidity covenant requires that the consolidated unrestricted cash and cash equivalents shall not be less than \$75 million. The Maximum Total Net Leverage covenant establishes a maximum Total Net Leverage Ratio of 4.25:1 on December 31, 2021 reducing to 3.25:1 from March 31, 2022, through December 31, 2022, and 2.75x thereafter. On December 31, 2021, the Total Net Leverage Ratio was 3.27:1.

#### Financing status

Due to the dramatic negative market change caused by the COVID-19 pandemic, PGS in 2020 renegotiated its main credit agreements. The rescheduling of debt was sanctioned in February 2021 and enabled PGS to extend its near-term maturity and amortization profile by approximately two years. Together with the implemented cost saving initiatives, the debt rescheduling strengthened PGS's liquidity profile in a challenging operating environment.

PGS remains highly leveraged and may become financially challenged should it not comply with the applicable financial maintenance covenants or ultimately fail to generate sufficient cash flow and/or refinance to address the amended amortization and maturity profiles.

The seismic market recovery in 2021 has been slower than assumed in the debt rescheduling business plan from 2020. As a result, there is a risk that the Company will not generate sufficient liquidity to repay the 2022 maturities whilst also meeting the other requirements of the main credit agreements, including the Minimum Consolidated Liquidity covenant. The Company has started preparations for assessing alternative ways to address upcoming debt maturities, including engaging advisors to assist the Company in this respect. The Company has earlier announced that there is also a risk that the required Maximum

Total Net Leverage Ratio covenant in the main credit agreements would not be met in Q1 2022 when the Maximum Total Net Leverage Ratio on March 31, 2022, steps down from 4.25:1 to 3.25:1. As of the date of this report, the Company believes however that the risk of not meeting the Total Net Leverage Ratio covenant in Q1 2022 is lower.

The Company expects to be able to manage the above-mentioned risks. However, if unsuccessful, the Company may become unable to settle maturities or amortization on the agreed payment dates or breach a financial covenant in the main credit agreements. This would represent a default under the relevant agreements. In such a case, the Company may be able to continue without repayment or acceleration if it achieves a standstill agreement (or, in the case of a financial covenant breach, a waiver) from the relevant lenders, agent or lender group. Should a payment default or financial covenant breach continue without a standstill agreement or waiver, this would be an event of default under the relevant agreements. An event of default in one facility may represent an event of default in other facilities and agreements. Upon an event of default, there is a risk that the Term Loan B lenders inter alia having a pledge over the shares in PGS Holding II Ltd (a holding company that indirectly owns and controls all material subsidiaries of the group), by 50% majority can accelerate and enforce this and other pledges over all major assets. Such enforcement would likely imply continued operations for the operating companies in the group, but there is a risk PGS ASA, as a company left without its' material subsidiaries, will then enter insolvency. The ECF lenders may also enforce their pledges, including those over the four Titan class vessels.

### Investments

In 2021, total MultiClient cash investment, excluding capitalized interest, amounted to \$127.2 million, compared to \$222.3 million in 2020, a decrease of \$95.1 million, or 43%. The decrease is primarily due to fewer vessel days allocated to MultiClient projects.

Capital expenditures, whether paid or not, totaled \$33.4 million in 2021, compared to \$36.1 million in 2020, a decrease of \$2.7 million, or 7%. The decrease is primarily a result of measures taken to reduce capital expenditures in a weaker seismic market.

### Financial Market Risk

The Company is exposed to market risks such as interest rate risk, currency exchange risk, credit risk, liquidity risk and commodity price risk, as discussed below. The Company's risk management policies are approved by the Board of Directors. The treasury function reports regularly to Company management and any breach of limits set in the policy is reported to the Board of Directors.

### Interest Rate Risk

PGS has a mixture of fixed and floating interest rate debt combined with financial instruments, such as interest rate swaps, to manage the impact of interest rate fluctuations.

As of December 31, 2021, the debt structure of PGS included \$914.9 million of floating interest rate debt, with interest rates based on up to six-month LIBOR rates, plus a margin. \$225.0 million of this floating interest debt is swapped into fixed interest by use of interest rate swaps. Fixed interest rate debt amounted to \$265.1 million. Taking the interest rate swaps into account, \$689.9 million of the Company's debt is exposed to floating interest rates while \$490.1 million has fixed interest rates. For every (hypothetical) one percentage point increase in LIBOR, the annual net interest expense of the PGS' net debt, including finance leases, would increase (with some delay) by approximately \$4.8 million.

### Currency Exchange Risk

PGS conducts business primarily in US dollars (" \$" or "USD"), but also in several other currencies, including British pounds ("GBP"), Norwegian kroner ("NOK"), Brazilian real ("BRL"), euro ("EUR"), and occasionally currencies like Egyptian Pounds ("EGP") and Nigerian Naira ("NGN"). PGS is subject to foreign currency exchange rate risk on cash flows related to sales, expenses, financing, and investment transactions in currencies other than the US dollar.

PGS predominantly sells products and services in US dollars, and to a limited extent in other currencies. In addition to USD, a significant proportion of PGS' operating expenses are incurred in NOK and GBP. Less substantial amounts are incurred in various other currencies. Thus, regarding expenses and revenues in currencies other than US dollars, such expenses will typically exceed revenues.

A stronger US dollar reduces PGS' operating expenses as reported in US dollars. It is estimated that a 10% change of the US dollar against the two most significant non-USD currencies, NOK and GBP, would have an annual impact on gross cash cost of \$10-12 million, and \$4-5 million before currency hedging.

The Company did not have any open forward contracts as of December 31, 2020 or 2021.

All interest-bearing debts are denominated in US dollars, except a convertible bond denominated in NOK.

#### **Credit Risk**

PGS' accounts receivable is primarily from multinational, integrated oil companies and independent oil and natural gas companies, including companies that are owned in whole or in part by governments. PGS manages the exposure to credit risk through ongoing credit evaluations of customers. Due to the nature of PGS' customer base, a low level of losses on accounts receivable has been incurred over the years. Due to the current market circumstances, where requests for extended credit terms may be more frequent, PGS has implemented additional processes to monitor and follow up on credit risk.

PGS has a structured approach to monitor the credit risk of the Company's banking partners, including derivatives counterparties and the institutions in which cash is held on deposit.

#### **Liquidity Risk**

As of December 31, 2021, PGS had cash and cash equivalents totaling \$170.0 million, compared to \$156.7 million as of December 31, 2020.

Based on available liquidity resources and the structure and terms of the Company's debt after implementation of the debt rescheduling in 2020 (see more details in the section "Cash Flow, Financial Position and Financing"), it is the Board's opinion that PGS remains highly leveraged and may become financially challenged should it not comply with the applicable financial maintenance covenants or ultimately fail to generate sufficient cash flow and/or refinance to address the amended amortization and maturity profiles.

The seismic market recovery in 2021 has been slower than assumed in the debt rescheduling business plan from 2020. As a result, there is a risk that the Company will not generate sufficient

liquidity to repay the 2022 maturities whilst also meeting the other requirements of the main credit agreements, including the Minimum Consolidated Liquidity covenant. The Company has started preparations for assessing the Company's options in this respect. See the description of risks above under the section "Financing status".

#### **Commodity Risk**

Operation of seismic vessels requires substantial fuel purchases, thus PGS is exposed to fuel price fluctuations. Based on the Company's fuel consumption in 2021, a 10% increase in fuel prices would increase the total annual fuel costs by approximately \$5 million. The Company seeks to pass fuel price risk to customers on a majority of contract work.

#### **Climate Risk**

PGS is exposed to both transition risk and physical risks associated with climate change. The Company has a structured approach to monitoring the development of the of the seismic exploration market and opportunities created by the transition to renewable energy sources globally. The Company's strategy is based market scenario analysis and positioning of the Company for the energy transition by establishing the 'New Energy' business unit is a core component of the strategy. The physical risks associated with climate change may directly affect both our onshore and offshore operations through increased occurrence of extreme weather conditions. The Company mitigates this risk through reducing the dependency of on-premise computing by shifting data and processing to the cloud, careful planning of our projects, and by leveraging the inherent weather resilience of our Ramform fleet and GeoStreamer technology.

#### **Operational and Other Risks**

Demand for the Company's products and services depends on the level of spending by energy companies on hydrocarbon-resource exploration, field development, and production. Spending levels are heavily influenced by oil and gas prices and energy companies' focus areas. The COVID-19 pandemic caused a major disruption in the oil market and a significant short-term reduction of the oil price. Energy companies responded by cutting their investment plans to protect cash flow, which had an immediate negative effect on seismic spending and PGS' ability to generate revenues. In addition, the ongoing

energy transition may cause structural changes in demand, e.g. related to frontier exploration.

The Company is subject to many risk factors including, but not limited to the demand for seismic services, the demand for data from the Company's MultiClient library, increased competition, the attractiveness of technology, changes in governmental regulations affecting the markets, the speed and impact of the energy transition and its effect on customer behavior, technical downtime, licenses and permits, currency and fuel price fluctuations, potential COVID-19 outbreaks on the vessels causing project delays, and operational hazards such as weather conditions.

Contracts for services are occasionally modified by mutual consent and in certain instances may be cancelled by customers on short notice without compensation. Consequently, the order book as of any particular date may not be indicative of actual operating results for any succeeding period.

### Shares, Share Capital and Dividend

As of December 31, 2021 PGS had 400,667,697 shares issued and outstanding, all of which are of the same class and carry equal voting and dividend rights. Each share has a par value of NOK 3. PGS' ordinary shares are listed on the Oslo Stock Exchange (ticker: PGS) and denominated in Norwegian kroner.

As of December 31, 2021, the Company held 590 treasury shares.

During Q1 2021 PGS issued a NOK 116.2 million 3-year 5% unsecured convertible bond (CB), which can be converted into new PGS shares at NOK 3 per share, corresponding to 38,720,699 shares, equalling 10% of the currently outstanding PGS shares. PGS will be able to require that bondholders convert the CB into shares if the PGS share price exceeds NOK 6 for 30 consecutive trading days.

As of December 31, 2021, the remaining principal outstanding amount of the CB was to NOK 75,779,994, corresponding to 25,259,998 shares if ultimately converted.

### Environment, Social and Governance ("ESG")

PGS has adopted a Code of Conduct that reflects the Company's commitment to its shareholders, customers, employees, and other stakeholder to carry out business with the utmost integrity. The Code of Conduct outlines both what stakeholders

can expect from PGS, and what PGS expects from employees and anyone working for PGS. Employees of PGS are also guided by the Company's Core Values and Leadership Principles that drive desired behavior and culture. The Code of Conduct, Core Values and Leadership Principles are available in full on [www.pgs.com](http://www.pgs.com). During 2021, PGS updated the Code of Conduct, launched a Supplier Code of Conduct, amended the Core Values, and implemented the Leadership Principles.

PGS is committed to the ten principles of the United Nations Global Compact in the areas of human rights, labor, environment, and anti-corruption. The Board of Directors and the CEO actively ensure that the Company properly responds to sustainability and ESG challenges. To identify and assess actual and potential sustainability risks and opportunities for PGS, the Board of Directors and the CEO are actively involved in the Company's assessment of material topics and the development of our strategic objectives and goals to manage them.

To identify and report on risks and opportunities associated with climate change and the energy transition PGS uses the frameworks developed by the Carbon Disclosure Project ("CDP") and the Task Force on Climate Related Disclosures ("TCFD").

Since 2011 PGS has published a separate sustainability and ESG report, which communicates the Company's progress in alignment with the recommendations of the Global Reporting Initiative ("GRI"). PGS has an ambition to promote the UN Sustainable Development Goals ("SDGs") through concrete actions and goals that are relevant for the Company's activities and global presence. From the materiality assessment PGS has identified 6 of the 15 SDGs where the Company contributes, which are number, 4-Quality Education, 7-Affordable and clean energy, 9-Industry, Innovation and Infrastructure, 13-Climate Action, 14-Life Below Water and 16-Peace Justice and Strong Institutions.

A more detailed account of how PGS manages sustainability risks and opportunities can be found in our annual sustainability and ESG reports.

### Organization

PGS had 839 and 862 regular active employees as of December 31, 2021, and 2020, respectively.

As of December 31, 2021, PGS employees represented 51 nationalities; 29% of the office-based employees are women (2% of offshore



employees are women). Among staff working in Norway, 32% are women. The Board of Directors has three male and two female shareholder elected directors and one male and two female employee-elected directors.

At the headquarters in Oslo, 26% of management positions are held by women, and 3% of women working for the Norwegian organization of PGS work part-time. PGS consciously strives to improve the gender diversity of staff through reporting and actively encouraging development and promotion of women to management roles. The primary development processes are the Performance Management, Potential Assessment and Mentoring program.

Being a global company, PGS has long-standing practice of embracing cultural diversity, and cultural sensitivity training is offered to employees.

The average monthly salary of all active regular employees as of December 2021 was \$8,525 (\$7,466 for female employees and \$8,784 for male employees) based on February 1, 2022 exchange rates.

### Board of Directors and Corporate Governance

As of December 31, 2021, the Board of Directors has the following members: Walter Qvam (chairperson), Anne Grethe Dalane, Trond Brandsrud, Richard Herbert, Marianne Kah, Anette Valbø, Gunhild Myhr and Eivind Vesterås. The latter three are employee elected Board members.

The Board has established two sub-committees: an Audit Committee that as of December 31, 2021 is comprised of Anne Grethe Dalane (chairperson), Trond Brandsrud, Marianne Kah, Anette Valbø and Eivind Vesterås, and the Remuneration and Corporate Governance Committee, that as of December 31, 2021 is consisting of Walter Qvam (chairperson), Richard Herbert and Gunhild Myhr. The committees predominantly act as preparatory bodies for the Board of Directors and assist the Directors in exercising their responsibilities.

PGS also has a Nomination Committee elected by the shareholders. As of December 31, 2021, this committee consists of Harald Norvik (chairperson), Terje Valebjørg, Alexandra Herger and Ole Jacob Hundstad.

PGS' corporate governance principles are adopted by the Board of Directors. The Board periodically

reviews these principles. Statements of the corporate governance structure are described in more detail in the corporate governance section of this annual report. The Company's articles of association, in addition to full versions of the rules of procedures for the Board of Directors, the Audit Committee charter, the Remuneration and Corporate Governance Committee charter, the Nomination Committee charter, and PGS' Code of Conduct are available on the Company's website [www.pgs.com](http://www.pgs.com) (follow the links: "About us" - "Corporate Governance").

Since 2004, PGS has maintained a compliance hotline operated by an external service provider in order to facilitate reporting of any concerns regarding inappropriate business conduct. The Company encourages use of the hotline by anyone who has concerns relating to compliance with laws and regulations, breaches of the code of conduct, fair treatment, or any other matter. Concerns can also be raised directly with the General Counsel or any Board member.

The Board of Directors and the Executive Management team of PGS Group are covered by PGS ASA's Directors and Officers Liability Insurance (D&O) placed in the international insurance market on market standard terms and conditions. The insurance comprises the directors' and officers' personal legal liabilities, including defense- and legal costs. The cover also includes employees in managerial positions or employees who become named in a claim or investigation, or is named co-defendant, and is extended to include members of the Company's steering committee, audit committee, compensation committee, litigation committee, advisory committee or other management or board committees.

### Outlook

The demand for fossil fuel and oil and gas prices has significantly recovered post the disruptions caused by the COVID-19 pandemic. In any future energy scenario, demand for oil and gas will be significant. Despite a material decline in exploration and production spending from 2014 to 2020, energy companies remained cautious in 2021 with an approximately unchanged investment level compared to the previous year. With low investment levels the discovery of new resources has decreased significantly. We believe there is a significant need for increased exploration as well

as sanctioning and developing new fields. Almost all projections for 2022 estimate a meaningful increase in capital expenditures among energy companies compared to 2021.

In the marine seismic market, there is a significant volume of contract leads and tenders for 2022. Order books and industry visibility are likely to benefit from the high tendering activity. There is a record number of 4D projects planned for 2022, which will be supportive for seismic market development.

The Board expects support for a continued recovery of the offshore seismic market with the continued importance of oil and gas in all future energy scenarios combined with a period of high oil prices due to significant under-investments in the oil and gas industry over many years. The seismic market is also likely to benefit from a significantly reduced supply side.

Russia's invasion of Ukraine is deeply concerning with severe humanitarian consequences. The war is likely to significantly impact the political and security situation, as well as energy and financial markets. At this stage it is impossible to estimate what impact the conflict could have on PGS' markets or operations. PGS has very limited direct business activity in Russia or Ukraine.

The Board emphasizes that valuations in the financial statements and forward-looking statements contained in this report are based on various assumptions made by management and the Board, depend on factors beyond our

control, and are subject to risks and uncertainties. Accordingly, actual results may differ materially.

Pursuant to section 3-3a of the Norwegian Accounting Act, the Board confirms that the 2021 financial statements have been prepared based on the going concern basis which, the Directors believe to be appropriate. As described in the "Financing status" section above there is a risk that the Company might not generate sufficient liquidity to repay the 2022 maturities whilst also meeting the other requirements of the main credit agreement. Whilst the Company expects to be able to manage the above-mentioned risks and that PGS continued operations should not be impacted, the Directors concluded that the current situation constitutes a material uncertainty related to going concern. Reference is made to the description of risk in the "Financing status" section for further information.

#### Allocation of Parent Company's result for 2021

The financial statements of the parent company, PGS ASA, are prepared and presented in accordance with generally accepted accounting principles in Norway ("NGAAP"). PGS ASA reported a net loss of NOK 3,054.9 million for 2021, compared to a net loss of NOK 3,054.9 million in 2020. PGS ASA is a holding company with no material operating activities.

The Board proposes that the net loss for 2021 of NOK 3,054,900,000 is transferred from other equity. Total shareholders' equity in PGS ASA as of December 31, 2021 was NOK 2,273,800,000 corresponding to 20% of total assets.

Oslo, March 2, 2022

#### Board of Directors

##### PGS ASA

**Walter Qvam**  
*Chairperson*

**Anne Grethe Dalane**  
*Vice Chairperson*

**Marianne Kah**  
*Board Member*

**Richard Herbert**  
*Board Member*

**Trond Brandsrud**  
*Board Member*

**Anette Valbø**  
*Board Member*

**Eivind Vesterås**  
*Board Member*

**Gunhild Myhr**  
*Board Member*

**Rune Olav Pedersen**  
*President & Chief Executive Officer*

# Responsibility Statement

Today, the Board of Directors and the Chief Executive Officer reviewed and approved the Board of Directors' report and the consolidated and separate annual financial statements for PGS ASA, for the year ending and as of December 31, 2021.

PGS ASA's consolidated financial statements have been prepared and presented in accordance with IFRSs and IFRICs as adopted by the EU and additional disclosure requirements in the Norwegian Accounting Act, and that should be used as of December 31, 2021. The separate financial statements for PGS ASA have been prepared in accordance with the Norwegian Accounting Act and Norwegian accounting standards as of December 31, 2021. The Board of Directors report for the group and the parent company is in accordance with the requirements of the Norwegian Accounting Act and Norwegian accounting standard 16, as of December 31, 2021.

To the best of our knowledge:

- The consolidated and separate annual financial statements for 2021 have been prepared in accordance with applicable accounting standards.
- The consolidated and separate annual financial statements give a true and fair view of the assets, liabilities, financial position, and result of operations as a whole as of December 31, 2021, for the group and the parent company.
- The Board of Directors' report for the group and the parent company include a true and fair review of:
  - The development and performance of the business and the position of the group and the parent company.
  - The principal risks and uncertainties the group and the parent company face.

Oslo, March 2, 2022

**Board of Directors**

**PGS ASA**

**Walter Qvam**  
*Chairperson*

**Anne Grethe Dalane**  
*Vice Chairperson*

**Marianne Kah**  
*Board Member*

**Richard Herbert**  
*Board Member*

**Trond Brandsrud**  
*Board Member*

**Anette Valbø**  
*Board Member*

**Eivind Vesterås**  
*Board Member*

**Gunhild Myhr**  
*Board Member*

**Rune Olav Pedersen**  
*President & Chief Executive Officer*



# Financial Statements 2021

# Alternative Performance Measures

As required by the European Securities and Markets Authority (“ESMA”) guidelines, the Company has defined and explained the purpose of its Alternative Performance Measures (“APMs”) in the paragraphs below.

## **Segment EBITDA, excluding other charges**

Segment EBITDA, when used by the Company, means Segment EBIT excluding other charges, impairments and loss on sale of non-current assets and depreciation and amortization. Segment EBITDA may not be comparable to other similarly titled measures from other companies. The Company has included EBITDA as a supplemental disclosure because PGS believes that the measure provides useful information regarding the Company’s ability to service debt and to fund capital expenditures and provides a helpful measure for comparing its operating performance with that of other companies.

## **Segment EBIT, excluding impairments and other charges**

PGS believes that Segment EBIT, excluding impairments and other charges, is a useful measure in that the measures provide an indication of the profitability of the Company’s operating activities for the period without regard to significant events and/or decisions in the period that are expected to occur less frequently.

## **MultiClient pre-funding level**

The MultiClient pre-funding level is calculated by dividing the MultiClient pre-funding revenues, as per segment reporting, by the cash investment in MultiClient library, as reported in the Statements of Cash Flows. PGS believes that the MultiClient pre-funding percentage is a useful measure in that it provides some indication of the extent to which the Company’s financial risk is reduced on new MultiClient investments.

## **Net interest-bearing debt**

Net interest-bearing debt is defined as the sum of non-current and current interest-bearing debt, less cash and cash equivalents and restricted cash. PGS believes that Net Interest-Bearing Debt (“NIBD”) is a useful measure because it provides an indication of the hypothetical minimum necessary debt financing to which the Company is subject at balance sheet date. The Company present NIBD including and excluding lease liabilities.

## **Liquidity reserve**

Liquidity reserve is defined as the sum of cash and cash equivalents and the un-drawn part of the Revolving Credit Facility. Management believes that liquidity reserve is a useful measure because it provides an indication of the amount of funds readily available to the Company in the very short term at balance sheet date.

## **Cash flow before financing activities**

Cash flow before financing activities is defined as the sum of net cash provided by operating activities and net cash used in investing activities, in the consolidated financial statements of cash flows

## **Segment revenues**

In accordance with the accounting standard for revenues, IFRS 15 MultiClient pre-funding revenues are generally recognized at delivery of the final processed data, which is typically later than the acquisition of the seismic data. For the purpose of its internal reporting PGS recognize MultiClient pre-funding revenue on a percentage of completion basis, and the related amortization of MultiClient library based upon the ratio of aggregate capitalized survey costs to forecasted sales.

PGS will apply IFRS 15 for its internal reporting from January 1st, 2022, and consequently pre-funding revenue on a percentage of completion basis will not be presented as segment information going forward.



# Alternative Performance Measures

## **Gross cash costs and net operating expenses**

Gross cash costs are defined as the sum of reported net operating expenses (excluding depreciation, amortization, impairments, deferred steaming, net and other charges, net) and the cash operating costs capitalized as investments in the MultiClient library as well as capitalized development costs. PGS believes that the gross cash costs figure is a useful measure because it provides an indication of the level of cash costs incurred by the Company irrespective of the extent to which the fleet is working on MultiClient projects or the extent to which its R&D expenditures qualify for capitalization.

Net operating expenses are defined as gross cash costs (as per above) less capitalized investments in the MultiClient library and capitalized development costs. PGS believes this figure is a useful measure because it provides an indication of the level of net cash costs incurred by the Company in running current period commercial activities that are not devoted to investment.

## **Order book**

Order book is defined as the aggregate estimated value of future Segment Revenues on signed customer contracts, letters of award or where all major contract terms are agreed. For long term contracted service agreements, the order book includes estimated revenues for the nearest 12- month period. PGS believes that the Order book figure is a useful measure in that it provides an indication of the amount of customer backlog and committed activity in the coming periods.

## **Capital expenditures, whether paid or not**

Capital expenditures means investments in property and equipment irrespective of whether paid in the period but excluding capitalized interest cost.

## APM Reconciliations

### Segment Reporting, Total Revenues and Other Income by service type is reconciled as follows:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Contract seismic	207.8	146.7
MultiClient pre-funding	247.7	134.7
MultiClient late sales	220.4	167.3
Imaging	21.7	23.6
Other Income	6.2	39.7
<b>Total Revenues and Other Income as reported</b>	<b>703.8</b>	<b>512.0</b>
Segment MultiClient revenue for projects not yet delivered	82.3	191.5
Segment MultiClient revenue from previous years, projects delivered	(196.1)	(107.6)
<b>Segment Total Revenues and Other Income</b>	<b>590.0</b>	<b>595.9</b>

### Segment EBITDA ex. other charges, net is reconciled as follows:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Operating profit (loss) as reported	(66.2)	(188.0)
Segment adjustment to revenues as reported	(113.8)	83.9
Other charges, net	5.6	38.7
Amortization and impairment of MultiClient library	379.0	265.5
Depreciation and amortization of non-current assets (excl. MultiClient library)	100.6	89.2
Impairment and loss on sale of non-current assets (excl. MultiClient library)	15.0	108.4
<b>Segment EBITDA ex other charges, net</b>	<b>320.2</b>	<b>397.7</b>

### Segment EBIT ex. impairment and other charges, net is reconciled as follows:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Operating profit (loss) as reported	(66.2)	(188.0)
Segment adjustment to revenues reported	(113.8)	83.9
Other charges, net	5.6	38.7
Segment adjustment to amortization as reported	91.2	(65.7)
Impairment of MultiClient library	13.6	34.9
Impairment and loss on sale of non-current assets (excl. MultiClient library)	15.0	108.4
<b>EBIT ex. impairment and other charges, net</b>	<b>(54.6)</b>	<b>12.2</b>

### Net interest bearing debt is reconciled as follows:

(In millions of US dollars)	December 31,	
	2021	2020
Cash and cash equivalents	170.0	156.7
Restricted cash (current and non-current)	73.7	76.6
Current debt and current portion of non-current debt	(162.6)	(1150.4)
Non-current debt	(1,017.5)	-
Adjustment for deferred loan costs	-	(20.5)
<b>Net interest bearing debt, excluding lease liabilities</b>	<b>(936.4)</b>	<b>(937.6)</b>
Lease liabilities current	(35.9)	(40.1)
Lease liabilities non-current	(79.0)	(118.5)
<b>Net interest bearing debt, including lease liabilities</b>	<b>(1,051.3)</b>	<b>(1,096.2)</b>

### Total capital expenditures, whether paid or not is reconciled as follows:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Seismic equipment	19.2	13.8
Vessel upgrades/yard	12.1	12.5
Compute infrastructure/ technology	1.5	8.7
Other	0.6	1.1
<b>Total capital expenditures, whether paid or not</b>	<b>33.4</b>	<b>36.1</b>
Change in working capital and capital leases	2.0	(3.3)
<b>Investment in property and equipment</b>	<b>35.4</b>	<b>32.8</b>

**Cash cost, gross and Net operating expenses are reconciled as follows:**

Year ended December 31,

(In millions of US dollars)	2021	2020
Cost of sales before investment in MultiClient library	(351.2)	(369.8)
Research and development costs before capitalized development costs	(14.5)	(17.2)
Selling, general and administrative costs	(36.1)	(39.2)
<b>Cash costs, gross</b>	<b>(401.8)</b>	<b>(426.2)</b>
Steaming deferral, net	(3.2)	(2.8)
Cash investment in MultiClient library	127.2	222.3
Capitalized development costs	8.0	8.5
<b>Net operating expenses</b>	<b>(269.8)</b>	<b>(198.2)</b>

# Financial Statements

## PGS Consolidated

Consolidated Statements of Profit and Loss	62
Consolidated Statements of Comprehensive Income	63
Consolidated Statements of Changes in Shareholders' Equity	63
Consolidated Statements of Financial Position	64
Consolidated Statements of Cash Flows	65

## Notes to the consolidated Financial Statements

Note 1	General Information about the Company and Basis of Presentation	66
Note 2	Summary of Significant Accounting Policies	66
Note 3	Critical Accounting Judgments, Estimates and Assumptions	71
Note 4	Segment Reporting	74
Note 5	Revenue from Contracts with Customers	75
Note 6	Other Income	77
Note 7	Cost of Sales	77
Note 8	Depreciation, Amortization and Impairments of Non-current Assets	77
Note 9	Other Charges, Net	78
Note 10	Interest Expense	78
Note 11	Other Financial Expense, Net	78
Note 12	Income Taxes	79
Note 13	Earnings Per Share Information	80
Note 14	Restricted Cash	81
Note 15	Accrued Revenues and Other Receivables	81
Note 16	Other Current Assets	81
Note 17	Property and Equipment	81
Note 18	MultiClient Library	83
Note 19	Other Non-Current Assets	83
Note 20	Other Intangible Assets	85
Note 21	Debt and Guarantees	85
Note 22	Financial Instruments	89
Note 23	Leases, Contingent Liabilities and Provisions	92
Note 24	Accrued Expenses and Other Current Liabilities	94
Note 25	Other Non-Current Liabilities	95
Note 26	Pension Obligations	95
Note 27	Shareholder Information	97
Note 28	Related Party Transactions	98
Note 29	Share Based Payment Programs	99
Note 30	Salaries and Other Personnel Costs, Number of Employees, and Remuneration to the Board of Directors, Executive Officers and Auditors	100
Note 31	Subsidiaries	105
Note 32	Subsequent Events	105

## PGS ASA Parent Company

Statements of Profit and Loss	107
Statements of Financial Position	108
Statements of Cash Flows	109

## Notes to the Parent Company Financial Statements

Note 1	Summary of Significant Accounting Policies	110
Note 2	Intercompany Transactions	110
Note 3	Interest Expense, Net	111
Note 4	Other Financial Items, Net	111
Note 5	Income Taxes	111
Note 6	Shares in Subsidiaries	112
Note 7	Restricted Cash	112
Note 8	Shareholders' Equity	112
Note 9	Debt and Guarantees	113
Note 10	Financial Instruments	113
Note 11	Other Long-term Liabilities	114
Note 12	Pension Obligations	114
Note 13	Accrued Expenses and Other Short-term Liabilities	115
Note 14	Salaries and Other Personnel Costs, Number of Employees, and Remuneration to the Board of Directors, Executive Officers and Auditors	115
Note 15	Subsequent Events	115



# Consolidated Financial Statements



## Consolidated Statements of Profit and Loss

(In millions of US dollars)	Note	Year ended December 31,	
		2021	2020
Revenues	5	697.8	473.2
Other income	6	6.0	38.8
<b>Total revenues and other income</b>		<b>703.8</b>	<b>512.0</b>
Cost of sales	7	(227.2)	(150.3)
Research and development costs		(6.5)	(8.7)
Selling, general and administrative costs		(36.1)	(39.2)
Amortization and impairment of MultiClient library	8	(379.0)	(265.5)
Depreciation and amortization of non-current assets (excl. MultiClient Library)	8	(100.6)	(89.2)
Impairment and loss on sale of non-current assets (excl. MultiClient library)	17	(15.0)	(108.4)
Other charges, net	9	(5.6)	(38.7)
<b>Total operating expenses</b>		<b>(770.0)</b>	<b>(700.0)</b>
<b>Operating profit (loss)/EBIT</b>		<b>(66.2)</b>	<b>(188.0)</b>
Share of results from associated companies	19	1.2	(30.0)
Interest expense	10	(99.4)	(78.4)
Other financial expense, net	11	0.6	(10.0)
<b>Income (loss) before income tax expense</b>		<b>(163.8)</b>	<b>(306.4)</b>
Income tax	12	(15.6)	(15.1)
<b>Profit (loss) for the year</b>		<b>(179.4)</b>	<b>(321.5)</b>
<b>Earnings (loss) per share, to ordinary equity holders of PGS ASA:</b>	13		
- Basic		(\$0.45)	(\$0.85)
- Diluted		(\$0.45)	(\$0.85)

## Consolidated Statements of Comprehensive Income

(In millions of US dollars)	Note	Year ended December 31,	
		2021	2020
<b>Profit (loss) for the year</b>		<b>(179.4)</b>	<b>(321.5)</b>
<b>Other comprehensive income</b>			
Actuarial gains (losses) on defined benefit pension plans	26	14.8	(7.6)
<b>Items that will not be reclassified to statements of profit and loss</b>		<b>14.8</b>	<b>(7.6)</b>
Cash flow hedges		4.6	(3.9)
Other comprehensive income (loss) from associated companies		-	-
<b>Items that may be subsequently reclassified to statements of profit and loss</b>		<b>4.6</b>	<b>(3.9)</b>
<b>Other comprehensive income (loss), net of tax</b>		<b>19.4</b>	<b>(11.5)</b>
<b>Total comprehensive income (loss) to equity holders of PGS ASA</b>		<b>(160.0)</b>	<b>(333.0)</b>

## Consolidated Statements of Changes in Shareholders' Equity

(In millions of US dollars)	Attributable to equity holders of PGS ASA				Shareholders' equity
	Share capital par value	Additional paid-in capital	Accumulated earnings	Other capital reserves	
<b>Balance as of January 1, 2020</b>	<b>138.5</b>	<b>852.5</b>	<b>(346.5)</b>	<b>(7.4)</b>	<b>637.1</b>
Profit (loss) for the period	-	-	(321.5)	-	(321.5)
Other comprehensive income (loss)	-	-	(7.6)	(3.9)	(11.5)
Share issue (a)	15.7	73.7	-	-	89.4
Share based payments	-	3.1	-	-	3.1
Share based payments, cash settled	-	(0.2)	-	-	(0.2)
<b>Balance as of December 31, 2020</b>	<b>154.2</b>	<b>929.1</b>	<b>(675.6)</b>	<b>(11.3)</b>	<b>396.4</b>
Profit (loss) for the period	-	-	(179.4)	-	(179.4)
Other comprehensive income (loss)	-	-	14.8	4.6	19.4
Share issue (b)	4.7	1.7	-	-	6.4
Share based payments	-	2.3	-	-	2.3
<b>Balance as of December 31, 2021</b>	<b>158.9</b>	<b>933.1</b>	<b>(840.2)</b>	<b>(6.7)</b>	<b>245.1</b>

(a) In Q1 2020, the Company issued 48 627 000 new shares following a private placement raising approximately NOK 850 million as equity. Transaction costs amounting to \$2.4 million are recognized against "Additional paid-in capital".

(b) The Company received conversion notices from holders of the convertible bond representing NOK 40.4 million of this bond issue, which pursuant to the bond terms were converted into 13 460 701 shares.

## Consolidated Statements of Financial Position

(In millions of US dollars)	Note	December 31,	
		2021	2020
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	22	170.0	156.7
Restricted cash	14	16.1	15.8
Accounts receivables	5, 22	134.6	100.6
Accrued revenues and other receivables	5, 15	55.9	57.3
Other current assets	16	56.4	79.2
<b>Total current assets</b>		<b>433.0</b>	<b>409.6</b>
<b>Non-current assets</b>			
Property and equipment	17	787.4	898.0
MultiClient library	18	415.6	616.1
Restricted cash	14	57.6	60.8
Other non-current assets	19	14.7	16.2
Other intangible assets	20	84.5	93.1
<b>Total non-current assets</b>		<b>1,359.8</b>	<b>1,684.2</b>
<b>Total assets</b>		<b>1,792.8</b>	<b>2,093.8</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities</b>			
Interest bearing debt	21, 22	162.6	1,150.4
Lease liabilities	21, 22	35.9	40.1
Accounts payable	22	45.3	31.2
Accrued expenses and other current liabilities	24	80.5	95.5
Deferred revenues	5	123.4	188.6
Income taxes payable	12	16.7	13.7
<b>Total current liabilities</b>		<b>464.4</b>	<b>1,519.5</b>
<b>Non-current liabilities</b>			
Interest bearing debt	21, 22	973.5	-
Lease liabilities	21, 22	79.0	118.5
Deferred tax liabilities	12	0.1	0.1
Other non-current liabilities	25	30.7	59.3
<b>Total non-current liabilities</b>		<b>1,083.3</b>	<b>177.9</b>
<b>Shareholders' equity</b>			
Share capital; par value NOK 3; issued and outstanding 400,667,697 shares	27	158.9	154.2
Additional paid-in capital	27	933.1	929.1
<b>Total paid-in capital</b>		<b>1,092.0</b>	<b>1,083.3</b>
Accumulated earnings		(840.2)	(675.6)
Other capital reserves		(6.7)	(11.3)
<b>Total shareholders' equity</b>		<b>245.1</b>	<b>396.4</b>
<b>Total liabilities and shareholders' equity</b>		<b>1,792.8</b>	<b>2,093.8</b>

Oslo, March 2, 2022

## Board of Directors

## PGS ASA

Walter Qvam  
ChairpersonAnne Grethe Dalane  
Vice ChairpersonMarianne Kah  
Board MemberRichard Herbert  
Board MemberTrond Brandsrud  
Board MemberAnette Valbø  
Board MemberEivind Vesterås  
Board MemberGunhild Myhr  
Board MemberRune Olav Pedersen  
President & Chief Executive Officer

## Consolidated Statements of Cash Flows

(In millions of US dollars)	Note	Year ended December 31,	
		2021	2020
<b>Income (loss) before income tax expense (a)</b>		<b>(163.8)</b>	<b>(306.4)</b>
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization, impairment	8	494.5	463.1
Share of results in associated companies	19	(1.1)	30.0
Interest expense	10	99.4	78.4
Loss (gain) on sale and retirement of assets		(0.3)	-
Income taxes paid	12	(11.7)	(26.8)
Other items		(0.8)	2.3
(Increase) decrease in accounts receivables, accrued revenues & other receivables		(32.8)	127.6
Increase (decrease) in deferred revenues	5	(65.2)	64.8
Increase (decrease) in accounts payable		15.2	(23.1)
Change in other current items related to operating activities		(5.5)	(47.2)
Change in other non-current items related to operating activities		(1.3)	3.8
<b>Net cash provided by operating activities</b>		<b>326.6</b>	<b>366.5</b>
Investment in MultiClient library	18	(127.3)	(222.1)
Investment in property and equipment	17	(35.4)	(32.8)
Investment in other intangible assets	20	(10.2)	(8.6)
Investment in other current -and non-current assets		-	-
Proceeds from sale and disposal of assets	17	1.0	26.6
Decrease (increase) in non-current restricted cash		-	(17.7)
<b>Net cash provided by (used in) investing activities</b>		<b>(171.9)</b>	<b>(254.6)</b>
Proceeds, net of deferred loan costs, from issuance of non-current debt/net cash payment for debt amendment a)	21	(19.5)	124.2
Interest paid on interest bearing debt		(80.8)	(73.7)
Repayment of interest bearing debt	21	-	(240.3)
Net change of drawing on the Revolving Credit Facility	21	-	170.0
Proceeds from share issue		-	91.9
Payment of lease liabilities (recognized under IFRS 16)	21, 23	(40.3)	(43.1)
Payments of leases classified as interest	23	(8.9)	(10.7)
Decrease (increase) in restricted cash related to debt service		8.1	(14.1)
<b>Net cash provided by (used in) financing activities</b>		<b>(141.4)</b>	<b>4.2</b>
Net increase (decrease) in cash and cash equivalents		13.3	116.1
Cash and cash equivalents as of January 1		156.7	40.6
<b>Cash and cash equivalents as of December 31</b>		<b>170.0</b>	<b>156.7</b>

a) For 2021, the amount represents the fees and expenses relating to the amendment of debt maturities offset by cash proceeds from the convertible bond issue

## Note 1 – General Information about the Company and Basis of Presentation

### General information

PGS ASA is a public limited liability company established under the laws of the Kingdom of Norway in 1991. Unless stated otherwise, references herein to the “Company”, the “Group” and “PGS” refer to PGS ASA and its subsidiaries.

PGS is a fully integrated marine geophysical company that provides a broad range of seismic and reservoir services, including data acquisition, imaging, interpretation, and field evaluation. Our services are provided to the oil and gas industry, as well as to the broader and emerging new energy industries, including carbon storage and offshore wind. The Company operates on a worldwide basis with headquarters in Oslo, Norway. The address is Lilleakerveien 4C, 0283 Oslo.

### Basis of presentation

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union (“EU”). IFRS as adopted by the EU differs in certain respects from IFRS as issued by the International Accounting Standards Board (“IASB”). References to IFRS hereafter should be construed as references to IFRS as adopted by the EU. The consolidated financial statements are prepared using the historical cost basis, except for certain financial assets and derivative financial instruments that have been measured at fair value. The consolidated financial statements are presented in millions of US Dollars (“\$” or “dollars”), unless otherwise indicated.

The consolidated financial statements were authorized for issue by the Board of Directors on March 2, 2022.

## Note 2 – Summary of Significant Accounting Policies

### Consolidation

#### Subsidiaries

A subsidiary is an entity (including special purpose entities) that is controlled by the Company. Control is achieved where the Company is exposed, or has rights to, variable returns from its involvement with the entity, and has the ability to affect those returns through its power, directly or indirectly, over the entity.

The consolidated financial statements include the results of the Company and all of its subsidiaries from the date that control commences to the date that control ceases.

#### Joint arrangements and investments in associated companies

An associated company is an entity over which the Company has significant influence, being the power to participate in the financial and operating policy decisions of the entity, but which does not amount to control or joint control.

A joint arrangement is a contractual arrangement whereby the Company undertakes an economic activity that is subject to joint control and requires the parties’ unanimous consent for strategic financial and operating policy decisions. A joint arrangement is classified as joint operation if the parties have rights to the assets, and obligations for the liabilities, relating to the arrangement. If the parties in the joint arrangement have rights to the net assets of the arrangement, it is classified as a joint venture.

The consolidated financial statements include the Company’s share of the post-tax results, other comprehensive income and net assets (less any impairments), of its joint ventures and associates on an equity-accounted basis from the point at which joint control or significant influence respectively commences, to the date that it ceases. Where the Company’s share of losses exceeds its interest in a joint venture or associate, the carrying amount is reduced to zero and recognition of further losses is discontinued, except to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the investment.

The Company accounts for its investment in a joint operation by recognizing its relative share of the investee’s assets, liabilities, revenues and expenses. The Company periodically reviews its net investments to determine whether there is an indication of impairment. If such indication exists, the recoverable amount of the net investment is estimated in order to determine the extent of the impairment (if any).

The Company has cooperation agreements to invest in certain MultiClient data projects with other parties, which are classified as joint operations. The Company recognizes its relative share of the investment in MultiClient data and its share of revenue, amortization and costs. When the Company performs services related to acquisition, processing or marketing to the joint operation the share of expenses attributable to its partners is recognized as part of MultiClient pre-funding revenue.

### Cash and cash equivalents and restricted cash

Cash and cash equivalents include demand deposits and all highly liquid financial instruments purchased with original maturities of three months or less. Cash and cash equivalents that are restricted from the Company’s use are presented separately in the consolidated statements of financial position and are classified as current or non-current depending on the nature of the restrictions.

### Foreign currency translation and transactions

The financial statements of subsidiaries and associates whose functional currency is not the US dollar are translated using the current exchange rate. Assets and liabilities are translated at the foreign exchange rate in effect at the period end; share par value and paid-in capital are translated at historical exchange rates; and revenues and expenses are translated at the average rate of exchange in effect during the period. Translation adjustments are recorded as a separate component in the consolidated statements of other comprehensive income.

Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation of realized and unrealized monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statements of profit and loss as other financial expense, except when recognized in the consolidated statements of other comprehensive income as qualifying cash flow hedges.

### Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment. The cost of internally generated intangible assets, other than those specified below, is expensed as incurred.

### Revenue from contracts with customers

Revenue from contracts with customers arise primarily from (i) performance of proprietary/exclusive seismic services in accordance with customer specifications and (ii) granting of licenses to the Company’s MultiClient data library. Revenue is recognized at the amount that the Company expects to be entitled to and expects to collect under the contract. If a contract has multiple performance obligations, the transaction price is allocated to each performance obligation identified in the contract on a relative stand-alone selling price basis.

Amounts received from customers in advance of the Company satisfying its performance obligations are recorded as deferred revenue. In the event most of the consideration under the contract is received more than 12 months in advance of satisfying the related performance obligation, a financing factor is accrued and included in the value of the revenue recognized upon satisfying the performance obligation.

The Company applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between satisfying the performance obligation and the payment is one year or less.



In the rare event the Company has satisfied a performance obligation and is otherwise entitled to compensation under the contract but there is a significant uncertainty as to ultimately collecting the compensation, revenue recognition is delayed until such uncertainty has been sufficiently reduced.

Where the Company have satisfied its performance obligations and has a right to consideration, an accrued revenue is recognized.

The principles applied for each of the main types of contracts with customers are described in more detail below.

#### **MultiClient late sales licenses**

The Company grants a license to a customer, which entitles the customer to a "right to use" a specifically defined portion of the MultiClient data library as it exists at that point in time. The Company's performance obligation is considered to be satisfied at the "point in time" when the customer has received the underlying data or has granted the access the licensed portion of the data.

#### **MultiClient Pre-funding licenses**

The Company typically obtains funding from a limited number of customers before a seismic survey project is completed. In return for the pre-funding, the customer typically gains the ability to direct or influence the project specifications and to access data as it is being acquired.

The Company recognizes pre-funding revenue as "right to use" licenses and the revenue is to be recognized at the point in time when the Company's performance obligation is considered to be satisfied and "right to use" license is transferred to the customer. This "point in time" depends on the specific contract, but is typically upon completion of processing of the survey and granting of access to the finished data or delivery of the finished data.

The "point in time" of satisfying the performance obligation is generally the same for both MultiClient Late Sale licenses and MultiClient Pre-funding licenses. Accordingly, revenue is generally recognized at this same "point in time" for each of these two types of licenses in accordance with IFRS 15.

#### **Proprietary sales/Marine contract sales/Imaging revenues**

The Company performs seismic services under contract in accordance with customer specifications. Such service contracts are considered to contain one performance obligation. This performance obligation is considered to be satisfied over time because the Company performs the service at the customer specification, the resultant data is owned by the customer and the Company has no alternative right to otherwise use or benefit from the resultant data. The Company recognizes proprietary/contract revenue over time as the services are performed and the Company is entitled to the compensation under the contract. Depending on nature of the contract progress is measured either based on square kilometers or time progressed. Progress for imaging services is measured based on a model taking into account both working hours and processing.

#### **Contingent revenue (uplift, transfer fees, etc.)**

MultiClient licenses typically contain clauses that require the customer to pay additional fees upon specific triggering events such as customer award of acreage (uplift) and change of ownership (transfer fee). Common to such contingent revenue, is that PGS is typically not required to provide any further data or service – the data has already been delivered. Hence, there is no further performance obligation required on the part of PGS.

The contingent consideration is recognized when the triggering event has taken place.

#### **Other services**

Customer contracts for other services are similar in nature and terms to the proprietary contract sales. Revenue is recognized over time as the Company satisfies the performance obligation and is entitled to the compensation under the contract.

#### **MultiClient library**

The MultiClient library consists of seismic data surveys which are licensed to customers on a non-exclusive basis. Costs directly incurred in acquiring, imaging and otherwise completing seismic surveys are capitalized to the MultiClient library. Costs incurred while relocating or "steaming" a vessel

or crew from one location to another and borrowing costs incurred during the acquisition and imaging phases of the survey are also capitalized to the MultiClient library.

A project remains in surveys-in-progress until imaging is complete which may be some months or up to more than a year after data acquisition ends, at which point it is transferred to completed surveys.

The Company records the costs incurred on the MultiClient library in a manner consistent with its capital investment and operating decision analysis, which generally results in each survey in the MultiClient library being recorded and evaluated separately. The cost of projects within the same political regime, with similar geological traits and that are marketed collectively are recorded and evaluated as a group by year of completion.

*Straight-line amortization* - Upon completion of a survey, straight-line amortization commences over its estimated useful life which is generally over a period of 4 years from the date it is transferred to completed surveys.

*Accelerated amortization* - Following the adoption of the straight-line amortization policy for completed surveys, recognition of impairment of library may be necessary in the event that sales on a completed survey are realized disproportionately sooner within that survey's 4-year useful life.

Further, when a project is completed and after pre-funding revenue is recognized, recognition of impairment may be necessary in the event the present value of expected Late Sales is lower than the capitalized cost of the project.

This accelerated amortization is included in "Amortization and impairment of MultiClient library" in the consolidated statements of profit and loss and specified in note 8.

*Impairment of MultiClient library* - The Company updates its sales forecast for each survey at each year-end and when an impairment indicator is deemed to exist. In the event the net book value of survey exceeds its net present value of estimated future cash flows an impairment is recorded in the amount of the excess. This impairment is included in "Amortization and impairment of MultiClient library" in the condensed consolidated statements of profit and loss and specified in note 8.

#### **Government Grants**

Government Grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

#### **Research and development costs**

Research costs are expensed as incurred. An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognized if all of the following have been demonstrated: technical and commercial feasibility of completing the intangible asset so that it will be available for use or sale; the intention to complete the intangible asset and use or sell it; the ability to use or sell the intangible asset; how the intangible asset will generate probable future economic benefits; the availability of adequate technical, financial and other resources to complete the development to use or sell the intangible asset; and the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally generated intangible assets is the sum of the expenditure incurred from the date on which the intangible asset first satisfies the recognition criteria above. All other development costs are expensed as incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortization and accumulated impairment, on the same basis as intangible assets acquired separately. Capitalized development costs are amortized on a straight-line basis over the estimated useful life of the asset.

### Patents, licenses and technology

Patents, licenses and technology are stated at cost less accumulated amortization and accumulated impairment. Amortization is calculated on a straight-line basis over the estimated period of benefit, ranging from one to fifteen years.

### Property and equipment

Property and equipment are stated at cost, excluding the costs of the day-to-day servicing, less accumulated depreciation and impairment. Depreciation is calculated on a straight-line basis over the useful life of the assets based on cost less estimated residual values. The estimated useful lives for property and equipment are as follows:

Years	
Seismic vessels	25 - 30
Seismic and operations equipment, incl. computers	3 - 15
Buildings and related leasehold improvements	1 - 10
Fixture, furniture, fittings and office computers	3 - 5
Major overhauls	3 - 7.5

Subsequent expenditures and major inspections/overhauls are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits for the Company and the cost of the item can be measured reliably. The carrying amount of replaced asset components are derecognized. All other repairs and maintenance are charged to the consolidated statements of profit and loss during the period in which they are incurred.

The assets' residual values, useful lives and method of depreciation are reviewed, and adjusted if appropriate, at least at each year-end.

Assets under construction are carried at cost, less accumulated impairment. Cost includes borrowing costs incurred during construction in accordance with the Company's accounting policy as stated below. Depreciation commences when the asset is ready for its intended use.

A component of property and equipment is derecognized upon disposal or when no future economic benefit is expected from its use or disposal. Gains and losses arising on de-recognition of assets (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statements of profit and loss in the year derecognized.

Significant spare parts are capitalized along with the assets to which they relate. Other spare parts, consumables and bunker inventory are classified as other current assets and stated at cost, less any obsolescence.

### Steaming costs

Steaming costs relate to relocating or "steaming" a vessel and its crew from one location to another. Steaming costs are deferred to the extent the probable future economic benefits from the projects to which the vessel will steam are sufficient to recover the cost of the steam. In the event the vessel steams at a significantly lower speed than normal, the number of days allocated to steaming are reduced. The recoverable steaming cost associated with MultiClient surveys is capitalized as a part of the MultiClient library (see above). Recoverable steaming cost associated with exclusive contract surveys is deferred and charged to the consolidated statements of profit and loss during the periods of data acquisition.

### Impairment of property, equipment and intangibles

The carrying amount of intangible assets and property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

Intangible assets not yet available for use are assessed for impairment annually, or whenever there is an indication that the asset may be impaired.

The recoverable amount of an asset is the greater of its fair value less costs to sell and its value in use. In assessing value in use, estimated

future cash flows are discounted to present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs.

When assessing the recoverable amount or reassessing useful economic lives, significant future developments are considered including technological, economic and market changes. The potential impact of climate change and the energy transition has been incorporated into future cash-flow projections, including management's best estimate of the effects on margins and product mix.

An impairment charge is recognized whenever the carrying amount of an asset or its CGU exceeds its recoverable amount. Impairment charges recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to that CGU, and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment charge in respect of goodwill is not subject to reversal. For other assets, an impairment charge is reversed if the circumstances that gave rise to the impairment no longer exist, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have existed had no impairment had been recognized.

### Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises the liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### Lease term

The lease term is determined on the commencement date of the lease, and corresponds to the term of the lease contract, unless the Company is reasonably certain that it will exercise contractual extensions or termination options.

#### Measurement of lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments due under the contract, less any lease incentives receivable, plus the costs of purchase or termination options if reasonably certain to be exercised. Lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the Company's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Subsequently, the carrying amount of the lease liability is increased to reflect the accumulation of interest on the liability balance, and reduced as the lease payments are charged to the liability. In addition, the carrying amount of the lease liability is remeasured to reflect contractual modifications, changes to lease payments or changes in the assessment of the lease term.

#### Measurement of right-of-use assets

Right-of-use assets are measured at cost, comprising the initial measurement of lease liability, lease payments made at the commencement date, initial direct costs and estimated restoration costs, less any lease incentives received.

Subsequently, the right-of-use asset is measured at cost, less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section *Impairment of property, equipment and intangibles*.

#### **Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

#### **Company as a lessor**

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

#### **Income taxes**

Income tax expense is comprised of current and deferred tax. Income tax is recognized in the consolidated statement of profit and loss, except to the extent that it relates to items recorded directly to the consolidated statements of other comprehensive income.

Current tax is the tax expected to be paid to or recovered from taxation authorities in respect of taxable income for the year, using tax rates enacted or substantially enacted during the period.

Deferred tax assets and liabilities are measured using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes, and the amounts used for taxation purposes. The amount of deferred tax provided is based on tax rates that are expected to apply in the year of realization or settlement, using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is not recognized on temporary differences arising from the initial recognition of goodwill, or relating to investments in subsidiaries to the extent that the temporary difference can be controlled by the Company and will probably not reverse in the foreseeable future.

Deferred tax assets are recognized only when, on the basis of all available evidence, it can be regarded as probable that there will be sufficient taxable profits in the foreseeable future against which the asset can be utilized.

Deferred tax assets and deferred tax liabilities are offset when a legally enforceable right exists to set off current tax assets against current tax liabilities, and the deferred taxes are related to the same taxable entity and the same taxation authority. Deferred tax assets and liabilities are classified as non-current in the consolidated statement of financial position.

Accounting for uncertain tax positions is described in note 3.

#### **Employee benefits**

##### **Pension obligations**

The Company's pension arrangements comprise defined benefit plans and defined contribution plans. The plans are funded through payments to insurance companies or trustee-administered funds.

A defined benefit plan is a pension plan which defines an amount of pension benefit that an employee will receive on retirement, dependent on factors such as age, years of service and compensation. The liability recognized for defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period, reduced by the fair value of plan assets. The calculation of the obligation is performed annually by a qualified actuary, using the projected unit credit method and key actuarial assumptions at the reporting date.

The amount charged to the consolidated statement of profit and loss comprises the cost of benefits accruing to employees over the year,

plus net interest expense or income, calculated by applying the liability discount rate to the net pension liability.

Past service costs are recognized immediately in the consolidated statement of profit and loss, unless they relate to plan changes which are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, past service costs are recognized on a straight-line basis over the vesting period.

Actuarial gains and losses due to current period changes in assumptions applied are recognized immediately in other comprehensive income.

For defined contribution plans, the Company pays contributions to privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid. The contributions are recognized as employee benefit expense when due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

##### **Bonus plans**

The Company recognizes a provision for bonus where contractually obliged or where there is a past practice that has created a constructive obligation.

##### **Share-based payments**

Restricted Stock Unit Plans are measured at the grant date using the current market value reduced by expected dividends paid before the vesting date, which is then further discounted.

Performance Restricted Stock Unit Plans ("PRSUs") are measured at the grant date using a Monte Carlo simulation with relative total shareholder return. The model simulates the future stock prices based on historical values over the length of the lifetime for the PRSU. The Relative TSR is calculated against a group of peer companies, where every company is ranked based on the simulations. An additional measure used is Return on Capital Employed ("ROCE").

The awards are adjusted for expected future dividends. Social security tax on the PRSU is based on the intrinsic value as of the end of the reporting period.

##### **Provision for onerous contracts**

A provision is made for legally binding obligations (contracts) whereby the unavoidable costs of fulfilling the contracts exceed the economic benefits expected to be received. All costs (including depreciation of assigned assets) directly related to contract fulfillment are included in the calculation.

##### **Interest-bearing debt and borrowings**

Interest-bearing loans are recognized initially at fair value less transaction costs. Subsequent to initial recognition, interest bearing loans are measured at amortized cost using the effective interest method. Gains and losses are recognized in the consolidated statements of profit and loss when the liabilities are derecognized as well as through the amortization process.

##### **Financial instruments**

Financial assets and financial liabilities are recognized when the Company becomes party to the contractual obligations of the relevant instrument.

The Company classifies its financial instruments in the following categories: at fair value through profit and loss, at fair value through other comprehensive income or at amortized cost. The Company determines the classification of financial instruments at initial recognition.

##### **Classification and measurement**

###### **Financial instruments at fair value through profit and loss**

This category comprises financial assets and liabilities held for trading, including all derivative instruments. Financial instruments in this category are initially recorded at fair value, and transaction costs are expensed in the consolidated statement of profit and loss. Realized and unrealized gains and losses arising from changes in the fair value are included in the consolidated statements of profit and loss in the period in which they arise.

#### **Financial instruments at fair value through other comprehensive income**

On initial recognition, an election can be made to classify investments in equity instruments at fair value through other comprehensive income. Financial instruments in this category are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income.

#### **Financial instruments at amortized cost**

Financial assets and liabilities in this category are initially recognized at fair value, and subsequently carried at amortized cost, using the effective interest method less any allowance for impairment. This category includes accounts receivable, accounts payable and loans and other borrowings.

#### **Derecognition of financial liabilities**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss as a gain. In subsequent periods the gain is amortized as added interest expense.

#### **Impairment of financial assets**

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses. For accounts receivables and contract assets, the Company uses a simplified approach in calculating expected credit losses. The Company recognizes a loss allowance using factors including aging of accounts, historical experience, customer concentration, customer creditworthiness and current industry and economic trends. An impairment loss, amounting to any difference between the carrying amount of the loss allowance and the expected credit losses at the reporting date, is recognized in the consolidated statement of profit and loss.

#### **Derivative financial instruments and hedging**

The Company uses derivative financial instruments to reduce its exposure related to fluctuations in foreign currency rates and interest rates.

Derivative instruments are recognized in the consolidated statements of financial position at their fair values. Realized and unrealized gains and losses attributable to derivative instruments that do not qualify for hedge accounting are recognized as other financial items, net, as they arise.

#### **Fair value hedges**

Fair value hedges are used to hedge currency risk on equipment purchases denominated in currencies other than USD. The change in fair value of the hedging instrument is recognized in the consolidated statements of profit and loss, together with any change in fair value of the hedged item that are attributable to the hedged risk.

When an unrecognized firm commitment is designated as a hedged item, the subsequent cumulative change in fair value of the firm commitment attributable to the hedged risk is recognized as an asset or liability with a corresponding gain or loss recognized in the consolidated statements of profit and loss.

#### **Cash flow hedges**

Cash flow hedging is used to hedge interest rate risk. Gains or losses on the hedging instrument are recognized in the consolidated statement of other comprehensive income, to the extent that the hedge is determined to be effective. All other gains or losses are recognized immediately in the consolidated statement of profit and loss.

For cash flow hedges of recognized assets or liabilities, accumulated gains or losses are transferred from other comprehensive income to the consolidated statement of profit and loss in the same period in which the hedged transaction affects the consolidated statement of profit and loss.

Hedge accounting is discontinued when a hedging instrument is derecognized due to expiry, termination or disposal. If the forecasted transaction continues to be expected to occur, the related gains or losses are retained in other comprehensive income until the transaction takes place. Any subsequent change in value is recorded directly to the consolidated statement of profit and loss.

#### **Convertible bonds**

The company have issued a convertible bond in a currency different from its functional currency. The instrument does not meet the "fixed for fixed" criteria for being accounted for as a convertible bond and is accounted for as two separate instruments. The right to convert shares are measured separately as a financial liability at fair value over profit and loss and the bond is at inception valued as the residual between the nominal value of the bond and the fair value of the option. The difference to nominal value is accounted for as interest costs.

#### **Earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the year, excluding ordinary shares purchased by the Company and held as treasury shares. Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For diluted earnings per share, dilutive potential ordinary shares are determined independently for each period presented. When the number of ordinary shares outstanding changes (e.g., share split) the weighted average number of ordinary shares outstanding during all periods presented is adjusted retrospectively. The dilutive effect of outstanding Restricted Stock Units and Performance Restricted Stock Units is reflected as additional share dilution in the computation of earnings per share.

#### **Assets held for sale**

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. The sale is highly likely if, at the reporting date, management has committed to detailed sales plans, is actively looking for a buyer and has set a reasonable selling price and the sale is highly likely to occur within a year.

Such assets are measured at the lower of their carrying amount and fair value less costs to sell. Once classified as held for sale, the non-current assets will no longer be depreciated.

#### **New and amended standards and interpretations adopted by the Company**

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2021. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

#### **Amendments to IFRS 7, IFRS 9 and IAS 39 Interest Rate Benchmark Reform**

The amendments to IFRS 9 and IAS 39 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

These amendments have no impact on the consolidated financial statements.

#### **Amendments to IAS 1 and IAS 8 Definition of Material**

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will

depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

These amendments had no impact on the consolidated financial statements.

#### **Conceptual Framework for Financial Reporting issued on 29 March 2018**

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the IASB in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards. This will affect those entities which developed their accounting policies based on the Conceptual Framework. The revised Conceptual Framework includes some new concepts, updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

These amendments had no impact on the consolidated financial statements.

#### **Amendments to IFRS 16 Covid-19 Related Rent Concessions**

On 28 May 2020, the IASB issued Covid-19-Related Rent Concessions - amendment to IFRS 16 Leases. The amendments provide relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification.

This amendment had no impact on the consolidated financial statements.

#### **Standards issued but not yet effective (which the Company has not early adopted)**

Standards and interpretations that are issued up to the date of issuance of the consolidated financial statements, but not yet effective, are disclosed below. The Company's intention is to adopt the relevant new and amended standards and interpretations when they become effective, subject to EU approval before the consolidated financial statements are issued.

#### **Amendments to IAS 1: Classification of Liabilities as Current or Non-current**

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively.

The Company is still assessing the potential impact.

#### **Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37**

In May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The amendments are effective for annual reporting periods beginning on or after 1 January 2022 but will not impact PGS since this practice already is applied prior to 2022.

The amendments are not expected to have a material impact on the Company.

#### **IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities**

As part of its 2018-2020 annual improvements to IFRS standards process the IASB issued amendment to IFRS 9. The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendments are not expected to have a material impact on the Group.

## **Note 3 – Critical Accounting Judgments, Estimates and Assumptions**

The preparation of financial statements in accordance with IFRS requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities. In many circumstances, the ultimate outcome related to the estimates, assumptions and judgments may not be known for several years after the preparation of the financial statements. Actual amounts may differ materially from these estimates due to changes in general economic conditions, changes in laws and regulations, changes in future operating plans and the inherent imprecision associated with estimates.

The key assumptions concerning the future and other key sources of significant risk at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### **Impairment of seismic vessel and equipment, MultiClient library and other intangible assets**

The carrying values of seismic vessels and equipment, MultiClient library and other intangible assets are assessed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or CGU may not be recoverable. The calculations of recoverable amounts are based upon future cash flow estimates which are discounted to present value and rely upon a number of key estimates and judgements.

#### **Discount rate**

The Company applied a pre-tax discount rate of 12% for the year ended December 31, 2021 and 2020 respectively in determining discounted cash flows in connection with the impairment evaluations of seismic vessels and equipment, intangible assets and the MultiClient library. The rates reflect the estimated weighted average cost of capital for Company activities.

#### **Impairment of seismic vessels and equipment**

The recoverable amount of seismic assets has been evaluated using value in use calculations, which is determined by discounting future cash flows to their present value. The Company has applied a range of key estimates in developing cash flow forecasts, including future contract pricing, vessel maintenance costs and its weighted average cost of capital. Cash flow forecasts have also included estimates relating to the future impact of climate change and the speed of the energy transition on Company operations.



For the purpose of impairment testing, each vessel is considered as a separate CGU and seismic equipment is allocated to the vessels.

Future cash flow estimates are based on management assumptions about demand for our products and services, future market conditions and technological developments, including the future impact of climate change. Significant and unanticipated changes in these assumptions could result in impairments in a future period.

For impairment calculations in 2021, management has assumed that revenue levels for the fleet in 2022 will be higher than the prior year. PGS expects the improved oil price, a likely global recovery from the COVID-19 pandemic, and the effects of deferred projects from 2020 and 2021 to support gradual increasing demand for seismic services in the subsequent years. From 2030, the impact of the two main energy transition scenarios has been incorporated into cash flow forecasts, as described in the section below.

Despite the impacts of the COVID-19 crisis, energy consumption is expected to continue to increase longer term with oil and gas being an important part of the energy mix as the global energy transition evolves towards a higher share of renewable energy sources. Offshore reserves will be vital for future supply and support demand for marine seismic services. PGS expects the energy transition to impact future demand for seismic, developing more towards near-field exploration and surveys over production fields for reservoir optimization and relatively less interest in frontier exploration. On that basis, management has forecasted improved ("EBIT") margins for 2 years above the historical average, then to trend towards historic margins above ~15% in the base case scenario and to trend to approximately half of the historical average in a scenario assuming a faster energy transition scenario.

#### ***Climate change and the energy transition***

The Company has considered the impact of climate change and the energy transition in preparing the financial statements. In particular, the energy transition is likely to affect future demand and pricing of geophysical services relating to oil and gas exploration and production, which in turn may affect the recoverable amount of seismic vessels and equipment.

PGS has incorporated two main scenarios for the energy transition and its potential impact into its forecasts – the base case scenario and the fast energy transition scenario.

The base case scenario is developed from the best estimates of current trends and indications of policy over the next 5 years, and assuming a steady transition from oil and gas to other sources of energy by 2050. The reduction in demand for traditional oil and gas E&P services coincides with an increase in New Energy activity, such as Carbon Capture, Utilization and Storage (CCUS) projects which are a key technology for reducing and removing CO<sub>2</sub> and achieving net zero goals.

The fast energy transition scenario incorporates the effect of more dynamic government policy and advances in technology, over an extended forecasting period to 2042. In this scenario assumptions remain the same as the base case till 2030, then a significant shift in the market is assumed to reduce, from pre-covid levels, new frontier exploration surveys by 80%, stable/slow growth for 4D surveys and a 50% reduction in demand for all other E&P related seismic surveys. The accelerated reduction in E&P projects is only partially offset by an increase in New Energy project activity. The Company assumes fewer active vessels will be operating in the seismic market based on a review of the expected economic lifetime of the world fleet.

The above scenarios have been given a 50/50 weighting. Overall, these assumptions resulted in an impairment of \$15 million for seismic vessels in the current year. As the future effect of climate change and the energy transition depends upon market, technological and legislative developments that are currently highly uncertain, subsequent changes in assumptions may result in further impairment charges or reversals in the future. The Company will continue to monitor the energy transition and will update the assumptions in the scenarios and their probabilities as new information becomes available.

#### ***Sensitivity analysis on impairment evaluation of seismic vessels and equipment***

The key assumptions used in evaluating impairment are subject to substantial uncertainty, due to the volatile nature of macro-economic factors such as future oil price, discount rate and any changes to rules and regulations around seismic exploration.

Had assumed long-term EBIT margins been 3 percentage points lower, for the remaining estimated useful life of the assets when estimating future cash flows, then impairment of the fleet would approximate \$105 million as of December 31, 2021. If EBIT margins had been 5 percentage points lower corresponding to an approximately 6 percentage points reduction of pricing, then impairment of the fleet would be approximate \$165 million as of December 31, 2021.

An increase or decrease of WACC of 2% would have resulted in an impairment of \$ 88 million or reduced impairment to zero respectively. If the fast energy transition scenario was given 100% weight, impairment would have increased by approximately \$45 million from \$15 million to \$60 million.

#### ***Forecast sales of MultiClient library***

Generally, a survey is defined as a separate CGU, but may in some cases be combined geographically adjacent and marketed combined.

At least annually, management forecasts future sales for each MultiClient library survey for purposes of determining the amount of impairment. Sales forecasts are also estimated in calculating the amount of accelerated amortization for surveys which have licensed disproportionately sooner than implied by the 4-year amortization life; and for surveys that are completed at which time prefunding revenue is recognized. In forecasting sales, management considers past experience, market developments as described above, general prospects for hydrocarbons in the area, political risk, likelihood and timing of exploration licensing rounds, existence of competitor data sets and general economic conditions. Due to the inherent difficulty in forecasting sales and future developments, it is possible that the amount of impairment and amortization could vary significantly between periods. In addition, future revenues from a survey may not be sufficient to cover the existing carrying value. To the extent the future actual revenues achieved prove to be less than forecasted, future periods will reflect lower profitability and/or impairment of MultiClient library surveys.

As MultiClient surveys generally have a shorter economic lifetime, consequently no alternative scenario similar to vessels have been prepared. Any impact on the marketability of areas is built into the assessments of the individual surveys, generally PGS have reduced the expectations for future sales in frontier areas.

#### ***Sensitivity of forecasted sales on MultiClient impairment evaluation***

Impairment of the MultiClient library for 2021 amounted to \$ 13.6 million. A 10% reduction in the sales forecast for all surveys with a net book value as of December 31, 2021 would have resulted in an additional impairment of approximately \$6 million. A 20% reduction in the sales forecast for all surveys with a net book value as of December 31, 2021 would have resulted in an additional impairment of approximately \$16 million.

#### ***Depreciation of seismic vessels and equipment***

Depreciation is based on management estimates of the future economic benefits and expected useful lives of seismic vessels and equipment. These estimates may change due to changes in market conditions including competition, technological development, use of the assets and strategic considerations.

There is a risk of seismic vessels getting stranded due to a reduction in demand for oil & gas related services. Management has in its assessment among other considered the age of the current world fleet and the assumed market development as described under the impairment section. The newest vessel has an assumed economical lifetime till 2042 and management expect the demand for services such as Carbon Capture, near field exploration and surveys over production areas to support the economic lifetime of its current fleet. Refer to impairment section for further information.

### Deferred tax assets

Deferred tax assets are recognized for unused tax losses to the extent it is probable that future taxable profit will be available against which the losses can be utilized. Significant management judgment is required to estimate the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profit in the nearer term (generally 2 to 3 years forward).

As of December 31, 2021, aggregate unrecorded deferred tax assets of the Company amount to \$430 million.

### Provision for contingencies, claims and tax litigations

The Company records accruals for contingencies, claims and other uncertain liabilities, including tax contingencies, when it is more likely than not that a liability has been incurred and the amount can be reasonably estimated. These accruals are adjusted periodically as assessments change or new or additional information becomes available. In estimating the likelihood of an unfavorable outcome, management evaluates the specific facts and circumstances in light of the related laws and regulations; advice from external counsel; and the outcome of similar cases, if any. Because of the inherent uncertainty in estimating the future outcome of such matters, it is possible that some of these matters will ultimately result in the Company incurring a material liability. See note 12 and 23 for further descriptions.

### Contingent revenue

In certain circumstances, revenues can be recognized in respect of a performance obligation that has already been fulfilled in the past. This happens when a customer is already in possession of the license for certain data and either (i) the customer is taken-over by or merged with a competitor who does not yet have the license for such data (and is thus required to pay a transfer fee), or (ii) the customer involves another partner, not already having access to the licensed data, for the exploration of a block, or (iii) customer award of acreage (uplift).

In the event of these specific contractual arrangements' judgement is required in determining when the triggering event took place and the amount to be recognized. Taking into account possible price concessions, customers re-delivery rights and collectability of the claim.

### Going Concern assumption

Pursuant to section 3-3a of the Norwegian Accounting Act, the Board confirms that the 2021 financial statements have been prepared based on the going concern basis which, the Directors believe to be appropriate. As described in "Financing status" section in the Board of Directors Report, there is a risk that the Company might not generate sufficient liquidity to repay the 2022 maturities whilst also meeting the other requirements of the main credit agreement. Whilst the Company expects to be able to manage the above-mentioned risks and that PGS continued operations should not be impacted, the Directors concluded that the current situation constitutes a material uncertainty. Reference is made to note 22 for further information.

## Note 4 – Segment Reporting

PGS has one operating segment focused on delivery of seismic data and services.

In accordance with the accounting standard for revenues, IFRS 15 MultiClient pre-funding revenues are generally recognized at delivery of the final processed data, which is typically later than the acquisition of the seismic data.

For the purpose of its internal reporting PGS recognize MultiClient pre-funding revenue on a percentage of completion basis, and the related amortization of MultiClient library based upon the ratio of aggregate capitalized survey costs to forecasted sales.

PGS will apply IFRS 15 for its internal reporting from January 1st, 2022 and consequently pre-funding revenue on a percentage of completion basis will not be presented as segment information going forward.

The table below provides a reconciliation of the Company's segment numbers ("Segment") against the financial statements prepared in accordance with IFRS ("As Reported"):

	Year ended December 31,							
	2021		2020		2021		2020	
(In millions of US dollars)	Segment Reporting		Adjustments		As Reported			
Total revenues and other income*	590.9	595.9	113.8	(83.9)	703.8	512.0		
Cost of sales	(227.2)	(150.3)	-	-	(227.2)	(150.3)		
Research and development costs	(6.5)	(8.7)	-	-	(6.5)	(8.7)		
Selling, general and administrative costs	(36.1)	(39.2)	-	-	(36.1)	(39.2)		
Amortization of MultiClient library	(274.2)	(296.3)	(91.2)	65.7	(365.4)	(230.6)		
Depreciation and amortization (excl. MultiClient library)	(100.6)	(89.2)	-	-	(100.6)	(89.2)		
<b>Operating profit/ EBIT ex impairment and other charges, net</b>	<b>54.6</b>	<b>12.2</b>	<b>22.6</b>	<b>(18.2)</b>	<b>(32.0)</b>	<b>(6.0)</b>		

\*Includes Other Income of \$6.0 million from US government grants and \$38.8 in Norwegian government grants in 2021 and 2020, respectively. See note 6.

	Year ended December 31,							
	2021		2020		2021		2020	
(In millions of US dollars)	Segment Reporting		Adjustments		As Reported			
-Contract seismic	207.8	146.7	-	-	207.8	146.7		
-MultiClient pre-funding	133.9	218.6	113.8	(83.9)	247.7	134.7		
-MultiClient late sales	220.4	167.3	-	-	220.4	167.3		
-Imaging	21.7	23.6	-	-	21.7	23.6		
-Other Income*	6.2	39.7	-	-	6.2	39.7		
<b>Total Revenues and Other Income</b>	<b>590.0</b>	<b>595.9</b>	<b>113.8</b>	<b>(83.9)</b>	<b>703.8</b>	<b>512.0</b>		

\*Includes Other Income of \$6.0 million from US government grants and \$38.8 in Norwegian government grants in 2021 and 2020, respectively. See note 6.

For the year ended December 31, 2021 MultiClient pre-funding revenues, As Reported, were higher than Segment pre-funding revenues. This difference is only related to timing of revenue recognition.

Set out below is the reconciliation of the Company's segment numbers with the amounts disclosed in revenues from contracts with customers (note 5):

	Year ended December 31,	
	2021	2020
(In millions of US dollars)		
<b>Revenues as reported in Segment disclosure*</b>	<b>584.0</b>	<b>557.1</b>
Segment MultiClient revenue for projects not yet delivered	(82.3)	(191.5)
Segment MultiClient revenue from previous years, projects delivered	196.1	107.6
<b>Revenues, As Reported</b>	<b>697.8</b>	<b>473.2</b>

\*Excluding government grants presented at Other income in note 6

The difference is related to timing of recognition of MultiClient pre-funding revenues. Refer to note 2 for further information.

Because the Company provides services worldwide to the oil and gas industry, a substantial portion of the property and equipment is mobile, and their respective locations at the end of each period are not necessarily indicative of the earnings generated by the related property and equipment during the period. Property and equipment and other non-current assets are classified based upon location of ownership. The geographic classification of statements of profit and loss items is based upon location of performance or, in the case of MultiClient seismic data sales, the geographic area covered by the data being licensed.

Geographical markets (In millions of US dollars)	Year ended December 31,			
	2021	2020	2021	2020
	Segment Reporting		As Reported	
Norway**	178.7	145.2	199.0	163.7
Asia/Pacific	70.8	76.2	92.3	91.7
Canada	68.2	22.4	71.7	23.0
Egypt	57.2	48.0	84.1	3.2
Americas* (excluding Brazil and Canada )	56.0	36.8	56.7	36.2
Angola	49.6	95.2	70.6	48.3
United Kingdom	43.8	23.3	44.8	15.5
Ukraine	30.0	-	30.0	-
Brazil	24.3	48.7	13.7	29.8
Africa (excluding Angola, South Africa)	8.7	36.9	38.3	37.6
Middle East/Other (excluding Egypt)	1.5	6.1	1.4	6.0
South Africa	1.2	57.1	1.2	57.0
<b>Total Revenues and Other Income</b>	<b>590.0</b>	<b>595.9</b>	<b>512.0</b>	<b>512.0</b>

\* Includes Other Income of \$6.0 million in government grants in 2021. See note 6.

\*\* Includes Other Income of \$38.8 million in government grants in 2020. See note 6.

Total non-current assets (a) (In millions of US dollars)	December 31,	
	2021	2020
Norway	974.6	1 038.1
Americas (excluding Brazil)	98.1	147.3
Brazil	92.5	73.4
Africa	60.8	166.0
Asia/Pacific	46.8	102.3
Middle East/Other	13.6	55.4
Europe (excluding Norway)	13.4	34.3
<b>Total</b>	<b>1 299.8</b>	<b>1 616.8</b>

(a) Consists of Property and equipment, MultiClient library, Investments in associated companies (note 19) and Other intangible assets.

## Note 5 – Revenue from Contracts with Customers

The company earns revenue from the following categories of customer contracts:

Type of goods or service (In millions of US dollars)	Year ended December 31,	
	2021	2020
Contract seismic	207.8	146.7
MultiClient pre-funding	247.7	134.7
MultiClient late sales	220.4	167.3
Imaging	21.7	23.6
Other	0.2	0.9
<b>Total revenues from contracts with customers</b>	<b>697.8</b>	<b>473.2</b>

Depending on the type of contract with the customers, the Company's performance obligation is considered to be satisfied over time or at a point in time. Performance obligations satisfied over time generally include *Contract seismic*, *Imaging services* and *MultiClient revenue* from Joint Operation partner.

Set out below is the reconciliation of the timing of revenue from contract with customers.

Timing of revenue recognition* (In millions of US dollars)	Year ended December 31,	
	2021	2020
Licenses transferred at a point in time	433.1	302.9
Services transferred over time	264.7	170.3
<b>Total revenues from contracts with customers</b>	<b>697.8</b>	<b>473.2</b>

\*Refer to section on performance obligations below

In 2021, aggregate revenues from the two largest customers accounted for 10% and 7% of the Company's consolidated revenues compared to 13% and 10% in 2020, respectively.

## Revenue from Joint Operations

The Company has cooperation agreements to invest in certain MultiClient data projects with other parties. These agreements are classified as joint operations where the parties have rights to the assets and liability of the investment. The Company generally holds an interest between 30-50%. PGS recognizes its share of the revenue. For the year ended December 31, 2021 and 2020, \$59.0 million and \$32.1 of the revenue recognized relates to projects with Joint Operations, respectively.

## Accounts receivable

(In millions of US dollars)	December 31,	
	2021	2020
Accounts receivables from contracts with customers	134.6	100.6
<b>Accounts receivables</b>	<b>134.6</b>	<b>100.6</b>

## Contract balances

Balances related to customer contracts consists of the following:

(In millions of US dollars)	December 31,		January 1,
	2021	2020	2020
Accounts receivables	134.6	100.6	167.4
Accrued revenues (note 15)	52.8	55.7	116.4
<b>Total assets from contracts with customers</b>	<b>187.4</b>	<b>156.3</b>	<b>283.8</b>
Deferred revenues	123.4	188.6	123.9
<b>Total liabilities from contracts with customers</b>	<b>123.4</b>	<b>188.6</b>	<b>123.9</b>

Trade receivables are non-interest bearing and are generally on terms of 30 to 45 days.

Accrued revenues are initially recognized for revenue earned, but not yet invoiced. This is generally related to Contract and Imaging projects where the conditions to invoice are not yet satisfied, as well as Late Sales generally to be invoiced the following month.

The increase in assets from contracts customers is mainly due to increased sales in the fourth quarter. Deferred revenues consist of revenue billed, not yet recognized. A substantial share of the balance is related to MultiClient pre-funding licenses where revenue is generally recognized at completion of the survey. The Company currently expects the majority of all deferred revenues to be recognized the following year.

The decrease in deferred revenues is due to several larger MultiClient projects delivered in 2021.

Set out below is the amount of revenue recognized from amounts included in contract liabilities at the beginning of the year:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Amounts included in contract liabilities at the beginning of the year	142.3	95.4

## Performance obligations

### Contract seismic and imaging

The performance obligation is satisfied over-time and payment is generally due monthly or upon defined project milestones.

### MultiClient Pre-funding

The performance obligation is satisfied at a point-in-time, usually by delivery of final data, and payment is generally due upon defined project milestones. The customer is usually entitled to other deliverables such as preliminary data, but these are deemed not to be distinct within the context of the contract.

Revenue the company receives from Joint Operation partners for acquisition or processing preformed is classified as MultiClient pre-funding. The ownership of data is, in most cases, joint and the partner assumes ownership, rights and obligations as the data is produced, the revenue is therefore considered as transferred over time. This amounts to \$ 35.2 million and nil for the years ended December 31, 2021 and 2020, respectively.

### MultiClient Late Sales

The performance obligation is satisfied at a point-in-time upon signing of contract and delivery of data. Payment is generally due 30-45 days after the performance obligation is satisfied. Certain contracts may contain uplift payments dependent on a condition such as the customer subsequently being awarded acreage that is covered by the MultiClient data license granted to the customer. These are considered contingent consideration and consideration is recognized when the triggering event has taken place.

The transaction price, for contracts entered into as of December 31, allocated to the remaining performance obligations (unsatisfied or partly unsatisfied) as follows:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Licenses transferred at a point in time	125.0	226.9
Services transferred over time	202.4	106.8
<b>Within one year</b>	<b>327.4</b>	<b>333.6</b>
Licenses transferred at a point in time	-	14.6
Services transferred over time	-	-
<b>More than one year</b>	<b>-</b>	<b>14.6</b>
<b>Total</b>	<b>327.4</b>	<b>348.2</b>

All ongoing MultiClient projects as of December 31, 2021 with pre-funders are expected to be completed during 2022. The timing of performance obligations is uncertain as MultiClient projects are subject to allocation of internal imaging capacity and progress.

## Note 6 – Other Income

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Government grants	6.0	38.8
<b>Total Other income</b>	<b>6.0</b>	<b>38.8</b>

PGS recorded Other Income of \$6.0 million in 2021 from government grants relating to the Covid-19 pandemic. The amount is related to the US Payroll Protection program given as a loan in 2020 and forgiven in 2021.

For the year ended 31 December, 2020 the Company recorded Covid-19 related cash support from the Norwegian Government amounting to \$38.8 million. The compensation scheme offers financial compensation to Norwegian companies which have experienced a substantial decrease in turnover as a result of the coronavirus pandemic. The Government has set up a broad, temporary compensation scheme for businesses which are experiencing a substantial decrease in turnover due to the crisis.

## Note 7 – Cost of Sales

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Vessel costs & direct project cost	(275.5)	(287.5)
New Ventures, project portfolio & Imaging	(62.3)	(80.9)
Technology/ digitalization & other	(13.5)	(1.4)
<b>Total cost of sales, gross</b>	<b>(351.3)</b>	<b>(369.8)</b>
Steaming deferral, net	(3.2)	(2.8)
Less amount capitalized to MultiClient library	127.2	222.3
<b>Total cost of sales, net</b>	<b>(227.2)</b>	<b>(150.3)</b>

## Note 8 – Depreciation, Amortization and Impairments of Non-current Assets

Amortization and impairment of the MultiClient library consist of the following:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Amortization of MultiClient library (note 18)	(151.2)	(125.4)
Accelerated amortization of MultiClient library (note 18)	(214.2)	(105.2)
Impairment of MultiClient library (note 18)	(13.6)	(34.9)
<b>Amortization and impairment of MultiClient library</b>	<b>(379.0)</b>	<b>(265.5)</b>

Impairment relates mainly to surveys where the level of previously expected sales has not materialized or are no longer probable. In 2021 approximately 30% relates to projects in North and South America and the remainder mainly Europe and Asia Pacific, compared to approximately 40% related to Africa and the remainder mainly Europe and Asia Pacific in 2020.



Amortization and depreciation of non-current assets (excluding MultiClient library) consist of the following:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Gross depreciation and amortization *	(142.4)	(176.2)
Deferred Steaming depreciation, net	(2.1)	(0.8)
Depreciation capitalized to the MultiClient library	43.9	87.8
<b>Depreciation and amortization of non-current assets (excl. MultiClient Library)</b>	<b>(100.6)</b>	<b>(89.2)</b>

\* Includes depreciation of right-of-use assets amounting to \$ 22.7 million and \$ 31.8 million for the years ended December 31, 2021 and 2020, respectively.

Impairments of non-current assets (excluding MultiClient library) consist of the following:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Impairment of property and equipment (note 17)	(15.0)	(107.4)
Impairment other intangible assets (note 20)	-	(1.0)
<b>Impairment non-current assets (excl. MultiClient Library)</b>	<b>(15.0)</b>	<b>(108.4)</b>

In 2021, PGS recorded an impairment charge of \$15.0 million on two Ramform Titan-class vessels. Reference is made to note 3 for further information.

The recoverable values of seismic vessels are sensitive to the assumed margins and duration of the current downturn as well as changes to the operation plan for vessels. Reference is made to note 3 for information on sensitivities.

## Note 9 – Other Charges, Net

Other charges, net consist of the following:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Severance cost	0.2	(22.2)
Onerous contracts with customers	(1.8)	(4.5)
Other restructuring costs and stacking	-	(12.0)
Other*	(4.0)	-
<b>Total</b>	<b>(5.6)</b>	<b>(38.7)</b>

\* In 2021 the company recognized a loss on the estimated value of an earn-out related to a 2018 sale of its fiber optic reservoir monitoring solution, OptoSeis.

## Note 10 – Interest Expense

Interest expense consists of the following:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Interest on debt, gross	(98.0)	(80.5)
Imputed interest cost on lease agreements (note 23)	(8.7)	(10.7)
Interest capitalized to the MultiClient library (note 18)	7.3	12.8
<b>Total</b>	<b>(99.4)</b>	<b>(78.4)</b>

The average interest rate used to determine the amount of interest cost eligible for capitalization was 6.8% and 6.3% for the years ended December 31, 2021 and 2020, respectively.

## Note 11 – Other Financial Expense, Net

Other financial expense, net, consists of the following:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Interest income	0.3	0.8
Currency exchange gain/loss	(1.0)	4.9
Loss related to modification of debt	(7.7)	-
Net gain related to extinguishment of debt	9.4	-
Net gain/(loss) on separate derivative financial instrument	0.9	-
Other	(1.3)	(15.7)
<b>Total</b>	<b>0.6</b>	<b>(10.0)</b>

The line "Net gain related to extinguishment of debt" includes a gain related to extinguishment of debt of \$13.5 million and \$4.1 million of deferred debt issuance cost charged to expense.

In 2021, PGS recorded a \$0.9 million gain on separate derivative financial instrument at fair value relates to the convertible bond. The derivative instrument will, until conversion, be reported as a liability (in "other current liabilities") at fair value with changes in fair value reported as gain or loss. Upon conversion, the fair value will be reported as a contribution to equity. As of December 31, 2021, the derivative financial instrument is valued at \$4.1 million.

For the year ended December 31, 2020 the line "Other" primarily relates to expensed cost for amending and extending debt.

## Note 12 – Income Taxes

Income tax consists of the following:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Current taxes	(15.6)	(15.1)
Deferred taxes	-	-
<b>Total income tax expense</b>	<b>(15.6)</b>	<b>(15.1)</b>

For the year 2021 current tax expense relates to foreign withholding tax and corporate tax on activities primarily in Africa.

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Income (loss) before income tax	(163.8)	(306.4)
Norwegian statutory rate	22%	22%
Provision for income taxes at statutory rate	36.0	67.4
<b>Increase (reduction) in income taxes from:</b>		
Effect of tax rates other than statutory tax rate in Norway	1.8	(0.1)
IFRS 15 Revenue and amortization recognized in previous years (a)	-	(0.6)
Tax exempt income within tonnage tax regimes	0.2	(0.8)
Gain/losses equity investments	0.3	(6.6)
Foreign taxes not creditable in home country	(5.2)	(7.0)
Currency effects (b)	(11.7)	11.0
Changes in unrecognized deferred tax assets	(15.3)	(85.8)
Prior period adjustments	(21.2)	6.2
Other permanent items	(0.5)	1.2
<b>Income tax</b>	<b>(15.6)</b>	<b>(15.1)</b>

- (a) Following the implementation of IFRS 15, the Company reversed revenue and amortization towards the opening balance as of January 1, 2018. Revenue and amortization previously recognized have been taken out as a permanent difference. This did not have any impact on the Balance Sheet or tax expense, as all deferred tax is currently unrecognized.
- (b) Currency effects primarily relate to translating tax positions in local currency to US dollar functional currency.

The tax effects of the Company's temporary differences are as follows:

(In millions of US dollars)	December 31,	
	2021	2020
<b>Deferred tax assets</b>		
Employee benefits	(8.1)	(8.7)
Tax loss carry-forwards	(336.0)	(313.1)
Property and equipment	(56.3)	(49.3)
Other	(36.0)	(55.3)
<b>Deferred tax assets, gross</b>	<b>(436.4)</b>	<b>(426.4)</b>
<b>Deferred tax liabilities</b>		
Property and equipment	0.3	4.0
Intangible assets	5.6	6.9
Other	0.8	1.0
<b>Deferred tax liabilities, gross</b>	<b>6.6</b>	<b>11.9</b>

(Table continued on next page)

Deferred tax assets, net	(429.8)	(414.5)
Deferred tax assets not recognized in the consolidated statements of financial position	429.9	414.6
<b>Net recognized deferred tax assets and liabilities</b>	<b>0.1</b>	<b>0.1</b>

(In millions of US dollars)	December 31,	
	2021	2020
Deferred tax assets	-	-
Deferred tax liabilities	0.1	0.1
<b>Income tax liabilities, gross</b>	<b>0.1</b>	<b>0.1</b>

Any temporary differences related to IFRS 16 is considered on a net basis. Deferred tax is recognized on temporary differences that arise when the net asset or liability changes. The amount is not material and is included in other deferred tax assets.

The Company has incurred several years of consecutive tax losses in the Norwegian tax jurisdiction, including for 2021 and the outlook for 2022 remains uncertain. Although the Company believes it will attain a satisfactory level of profitability, sufficient convincing evidence of such as required by International Accounting Standard 12 is not present.

Deferred tax assets specified by jurisdiction, both recognized and unrecognized, and tax losses including expiration periods as of December 31, 2021 are as follows:

(In millions of US dollars)	Tax losses	Expiry dates	Recognized deferred tax assets	Unrecognized deferred tax assets
Norway	1 250.7	None	-	275.1
UK	81.3	None	-	15.5
Other	178.1	Various	-	45.4
	<b>1 510.1</b>		<b>-</b>	<b>336.0</b>

It is the Company's current view that unremitted earnings from international operations in subsidiaries are expected to be reinvested indefinitely, and as a result, no withholding taxes have been provided for unremitted earnings.

With its multinational operations, the Company is subject to taxation in many jurisdictions around the world with increasingly complex tax laws. The Company has matters in several jurisdictions that could eventually make it liable for material amounts of taxes relating to prior years.

Total provision for uncertain tax positions are recognized as follows:

(In millions of US dollars)	December 31,	
	2021	2020
Other non-current liabilities	0.1	0.1
<b>Total provision for uncertain tax positions</b>	<b>0.1</b>	<b>0.1</b>

#### Tax Contingencies

The Company estimates the likelihood of unfavorable outcomes for tax contingencies amounting to approximately \$23 million as reasonably possible (20-50%) and approximately \$78 million as remote (less than 20%); these contingencies are not provided for.

This includes ongoing tax disputes related to charter of vessels into Brazil. The assessments, which seek to levy 15% withholding tax and 10% CIDE (service) tax, amount to \$35.6 million in total. See note 23 for more information.

## Note 13 – Earnings Per Share Information

Specification of average number of shares:

	Year ended December 31,	
	2021	2020
Weighted average basic shares outstanding (a)	380 510 818	380 510 818
Dilutive potential shares	1 714 603	1 714 603
<b>Weighted average diluted shares outstanding</b>	<b>382 225 421</b>	<b>382 225 421</b>

(a) Weighted average basic shares outstanding for each year is reduced by the average number of treasury shares owned by the Company during the year (see Note 27)

## Note 14 – Restricted Cash

Restricted cash consists of the following:

(In millions of US dollars)	December 31,	
	2021	2020
<b>Current:</b>		
Restricted payroll withholding taxes	3.7	4.3
Restricted cash debt service	-	6.4
Other	12.4	5.1
<b>Total restricted cash, current</b>	<b>16.1</b>	<b>15.8</b>
<b>Non-current:</b>		
Deposits disputes (note 23)	17.9	17.7
Restricted cash debt service	39.4	43.1
Other	0.3	-
<b>Total restricted cash, non-current</b>	<b>57.6</b>	<b>60.8</b>

Non-current restricted cash of \$39.4 million is held in debt service reserve and retention accounts related to the export credit financing (“ECF”) of Ramform Titan, Ramform Atlas, Ramform Tethys and Ramform Hyperion. Current other restricted cash mainly relates to deposits on various guarantees.

## Note 15 – Accrued Revenues and Other Receivables

Accrued revenues and other receivables consist of the following:

(In millions of US dollars)	December 31,	
	2021	2020
Accrued revenues	52.8	55.7
Other receivables	3.1	1.6
<b>Total</b>	<b>55.9</b>	<b>57.3</b>

## Note 16 – Other Current Assets

Other current assets consist of the following:

(In millions of US dollars)	December 31,	
	2021	2020
Prepaid operating expenses	10.8	22.6
Consumables, supplies and fuel inventory	26.8	21.8
Deferred steaming and project costs	5.0	10.2
Prepaid reinsurance	4.0	3.7
Withholding taxes and taxes receivable	8.0	2.6
Other	1.8	18.3
<b>Total</b>	<b>56.4</b>	<b>79.2</b>

## Note 17 – Property and Equipment

The changes in property and equipment are as follows:

(In millions of US dollars)	December 31,		Total
	Seismic vessels and equipment	Buildings, fixtures and furniture	
<b>Cost as of January 1, 2020</b>	<b>2,679.4</b>	<b>138.1</b>	<b>2,817.5</b>
Additions	25.2	10.9	36.1
Asset retirements	(153.0)	-	(153.0)
Reclassification/Other	(1.0)	-	(1.0)
<b>Cost as of December 31, 2020</b>	<b>2 550.6</b>	<b>149.0</b>	<b>2 699.6</b>
Additions	34.0	1.8	35.8
Asset retirements	(0.4)	-	(0.4)
IFRS 16 adjustments	-	(3.2)	(3.2)
Reclassification/Other	(0.4)	-	(0.4)
<b>Cost as of December 31, 2021</b>	<b>2 583.8</b>	<b>147.4</b>	<b>2 731.2</b>
<b>Accumulated depreciation as of January 1, 2020</b>	<b>1 507.5</b>	<b>65.0</b>	<b>1 572.5</b>
<b>Impairments as of January 1, 2020</b>	<b>112.6</b>	<b>-</b>	<b>112.6</b>

(Table continued on next page)

Depreciation	142.2	18.4	160.6
Impairments	107.4	-	107.4
Asset retirements- accumulated depreciation	(150.9)	-	(150.9)
Asset retirements- accumulated impairment	(0.6)	-	(0.6)
<b>Depreciation as of December 31, 2020</b>	<b>1 498.8</b>	<b>83.4</b>	<b>1 582.2</b>
<b>Impairments as of December 31, 2020</b>	<b>219.4</b>	<b>-</b>	<b>219.4</b>
Depreciation	109.4	18.0	127.3
Impairments	15.0	-	15.0
Asset retirements- accumulated depreciation	-	(0.2)	(0.2)
Asset retirements- accumulated impairment	-	-	-
<b>Depreciation as of December 31, 2021</b>	<b>1 608.2</b>	<b>101.2</b>	<b>1 709.3</b>
<b>Impairments as of December 31, 2021</b>	<b>234.4</b>	<b>-</b>	<b>234.4</b>
<b>Balance as of December 31, 2020</b>	<b>832.4</b>	<b>65.6</b>	<b>898.0</b>
<b>Balance as of December 31, 2021</b>	<b>741.2</b>	<b>46.3</b>	<b>787.4</b>

#### Right of Use assets included within property and equipment

For the year ended December 31, 2021 and 2020, Seismic vessels and equipment and Buildings, fixtures and furniture included the following right of use assets:

(In millions of US dollars)	Seismic vessels and equipment	Buildings, fixtures and furniture	Total
<b>Cost as of January 1, 2020</b>	<b>151.5</b>	<b>61.4</b>	<b>212.9</b>
Additions	-	0.8	0.8
Remeasurement/Other	(0.8)	4.9	4.1
Asset retirements	(7.3)	(0.8)	(8.1)
<b>Cost as of December 31, 2020</b>	<b>143.4</b>	<b>66.3</b>	<b>209.7</b>
Additions	-	0.2	0.2
Remeasurement/Other	-	0.2	0.2
Asset retirements	-	(3.9)	(3.9)
<b>Cost as of December 31, 2021</b>	<b>143.4</b>	<b>62.9</b>	<b>206.3</b>
<b>Accumulated depreciation as of January 1, 2020</b>	<b>30.2</b>	<b>13.7</b>	<b>43.9</b>
<b>Impairments as of January 1, 2020</b>	<b>-</b>	<b>-</b>	<b>-</b>
Depreciation	18.6	13.2	31.8
Impairments	61.3	-	-
Asset retirements	(7.3)	(0.4)	-
<b>Depreciation as of December 31, 2020</b>	<b>41.5</b>	<b>26.5</b>	<b>68.0</b>
<b>Impairments as of December 31, 2020</b>	<b>61.3</b>	<b>-</b>	<b>61.3</b>
Depreciation	9.2	13.5	22.7
Impairments	-	-	-
Asset retirements	-	-	-
<b>Depreciation as of December 31, 2021</b>	<b>50.7</b>	<b>40.0</b>	<b>90.7</b>
<b>Impairments as of December 31, 2021</b>	<b>61.3</b>	<b>-</b>	<b>61.3</b>
<b>Balance as of December 31, 2020</b>	<b>40.6</b>	<b>39.8</b>	<b>80.4</b>
<b>Balance as of December 31, 2021</b>	<b>31.4</b>	<b>22.9</b>	<b>54.3</b>

For more information on leases refer to note 23.

#### Impairments

Management regularly evaluates its fleet plan and capital expenditure levels in light of market conditions. In 2021 and 2020 management performed such evaluations and made decisions which resulted in impairments of certain vessels in the fleet described below. Refer to note 3 for information.

##### 2021 Impairments

PGS recorded aggregate impairment charges of \$15.0 million in 2021. The impairment primarily reflects a change in assumptions related to the impact of energy transition to PGS business, refer to note 3 for further information. The recoverable values of seismic vessels and other Company asset are sensitive to the assumed margins and cycles of the seismic industry as well as changes to operational plans. As a result, further impairments may arise in future periods.

(In millions of US dollars)	December 31,	
	2021	2020
Titan vessels	15.0	30.0
PGS Apollo (right-of-use asset)	-	44.0
Sanco Swift (right-of-use asset)	-	25.5
Ramform Viking	-	3.7
Impairment of seismic equipment	-	4.2
<b>Total impairment</b>	<b>15.0</b>	<b>107.4</b>

## Note 18 – MultiClient Library

The changes in the MultiClient library are as follows:

(In millions of US dollars)	2021	2020
<b>Balance as of January 1,</b>	<b>616.1</b>	<b>558.6</b>
Capitalized cash costs	127.2	222.3
Capitalized interest	7.3	12.8
Capitalized depreciation	43.9	87.8
Amortization expense	(151.2)	(125.4)
Accelerated amortization	(214.2)	(105.2)
Impairments (see note 7)	(13.6)	(34.9)
Other	0.1	0.1
<b>Balance as of December 31,</b>	<b>415.6</b>	<b>616.1</b>

The net carrying value of the MultiClient library, by the year of survey completion is as follows:

(In millions of US dollars)	December 31,	
	2021	2020
Completed surveys:		
Completed during 2017	-	14.1
Completed during 2018	13.9	43.8
Completed during 2019	53.6	92.1
Completed during 2020	49.3	76.3
Completed during 2021	117.7	-
<b>Completed surveys</b>	<b>234.6</b>	<b>226.3</b>
<b>Surveys in progress</b>	<b>181.0</b>	<b>389.8</b>
<b>MultiClient library</b>	<b>415.6</b>	<b>616.1</b>

## Note 19 – Other Non-Current Assets

Other non-current assets consist of the following:

(In millions of US dollars)	December 31,	
	2021	2020
Investments in associated companies (a)	12.3	9.6
Other	2.4	6.6
<b>Total</b>	<b>14.7</b>	<b>16.2</b>

(a) Specification of investments in and loans to equity accounted investments as follows:

(In millions of US dollars)	Jurisdiction	December 31, 2021		December 31, 2020	
		Net book value	Ownership	Net book value	Ownership
Azimuth II Ltd.	Bermuda	6.2	35%	5.6	35%
Ocean Floor Geophysics Inc..	Canada	3.3	46%	2.0	20%
Ocean Geo-Frontier Co. Ltd	Japan	2.3	34%	1.3	34%
Other*		0.4	-	0.7	-
<b>Total</b>		<b>12.3</b>		<b>9.6</b>	

\* Includes investment in Azimuth Ltd and Azimuth III Ltd.



PGS share of income (loss) from associated companies is as follows:

(In millions of US dollars)	Year ended December 31, 2021			Year ended December 31, 2020		
	Profit (loss) for the year	Adjustments (a)	Share of income (loss)	Profit (loss) for the year	Adjustments (a)	Share of income (loss)
Azimuth II Ltd.	0.7	-	0.7	(23.0)	(1.2)	(24.2)
Ocean Floor Geophysics Inc.	(0.5)	-	(0.5)	-	-	-
Ocean Geo-Frontier Co. Ltd	1.3	-	1.3	0.5	-	0.5
Other	(0.2)	-	(0.2)	(7.5)	1.2	(6.3)
<b>Total</b>			<b>1.2</b>			<b>(30.0)</b>

(a) Adjustments relate to accounting for exploration costs in the Azimuth companies; losses on dilution of ownership and recoverable investment value; and loss limitation entries to reflect investment balance at no less than nil.

The Company owns 35% of Azimuth Limited, 35% of Azimuth II Limited and 44% of Azimuth III Limited, which together are the holding companies of the Azimuth Group. The remaining shares are held by a majority shareholder and minority shareholder comprised of employees of Azimuth. The investments are therefore accounted for as associated companies. The Azimuth Group consists of several operating entities, which invest in Exploration and Production ("E&P") companies and exploration assets.

In 2020 the Company recognized a loss in its investment in Azimuth III of \$28.2 million based upon an assessment of recoverable value.

The Company did not make any contributions to the Azimuth Group in 2021 or 2020. During 2020 the Azimuth Group purchased data and other services from the Company for \$0.4 million.

The Company has entered into a cooperation agreement whereby the Company provides certain services to the Azimuth Group. The Azimuth Group has the right to buy, for cash and at fair value, up to 50% of any future equity settlement that the Company may receive as payment for its library or services. The Company has a right, but no obligation to provide further funding of Azimuth Group and has no guarantees outstanding.

Ocean Geo-Frontier Co. Ltd is a joint venture established in 2019 to administer services provided by the Company, and its partners, to Japan Oil, Gas and Metals National Corporation ("JOGMEC"). The Company holds a 34% share.

Ocean Floor Geophysics Inc. is a company incorporated in Canada that provides geophysics data acquisition, analysis and exploration services. It also designs, develops and sells marine geophysical sensors. The Company holds a 46% share pre-dilution and 43% share on a fully diluted basis.

The following table illustrates the summarized financial information (100% basis) as of December 31:

(In millions of US dollars)	Azimuth Limited		Ocean Floor Geophysics Inc.		Ocean Geo-Frontier Co. Ltd.	
	2021*	2020(a)	2021*	2020(a)	2021*	2020(a)
Current assets	16.2	15.9	3.9	7.1	12.0	10.5
Non-current assets	54.2	62.0	6.5	3.4	1.4	0.8
Current liabilities	16.8	16.5	3.6	3.5	7.0	5.2
Non-current liabilities	0.3	0.2	3.1	4.1	-	-
Equity	53.3	61.2	3.7	2.9	6.4	6.1
Revenue	-	-	6.0	6.1	74.9	64.5
Operating expenses	-	-	6.8	6.3	71.7	61.2
Financial (income) expenses	7.9	44.2	0.6	0.8	-	-
Income (loss) before tax	(7.9)	(44.2)	(1.4)	(1.0)	3.1	3.2
Income tax	-	-	-	-	(1.1)	(1.1)
Profit (loss) for the year	(7.9)	(44.2)	(1.4)	(1.0)	2.0	2.1
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	(7.9)	(44.2)	(1.4)	(1.0)	2.0	2.1

(a) The preliminary 2020 financial statements numbers for the Azimuth II Ltd included in the 2020 Annual report have been updated to reflect final numbers.

\* reflects preliminary numbers

The changes for the year in Investments in Associated Companies are as follows:

(In millions of US dollars)	December 31,	
	2021	2020
<b>Balance at January 1</b>	<b>9.6</b>	<b>38.1</b>
Investments	1.8	2.0
Impairment and share of results from associated companies	1.2	(30.0)
Dividend received	(0.4)	(0.5)
Other comprehensive income (loss) from associated companies	-	-
Other changes	-	-
<b>Balance at December 31</b>	<b>12.3</b>	<b>9.6</b>

## Note 20 – Other Intangible Assets

The changes in other intangible assets are summarized as follows:

(In millions of US dollars)	Patents, licenses, technology and other	Intangible assets in development	Total
<b>Cost as of January 1, 2020</b>	<b>332.5</b>	<b>37.4</b>	<b>370.0</b>
Additions to costs	-	8.5	8.5
Asset retirements	(1.0)	-	(1.0)
Asset transfers	1.0	(1.0)	-
<b>Cost as of December 31, 2020</b>	<b>332.5</b>	<b>44.9</b>	<b>377.5</b>
Additions to costs	-	10.2	10.2
Asset retirements	-	(3.8)	(3.8)
Asset transfers	-	-	-
Reclassification	-	2.1	2.1
<b>Cost as of December 31, 2021</b>	<b>332.5</b>	<b>53.4</b>	<b>386.0</b>
<b>Amortization as of January 1, 2020 (a)</b>	<b>268.8</b>	-	<b>268.8</b>
Amortization expense	15.6	-	15.6
Asset retirements	(1.0)	-	(1.0)
Impairments	1.0	-	1.0
<b>Amortization as of December 31, 2020 (a)</b>	<b>284.4</b>	-	<b>284.4</b>
Amortization expense	15.1	-	15.1
Asset retirements	-	-	-
Impairments	-	-	-
Reclassification	2.0	-	2.0
<b>Amortization as of December 31, 2021 (a)</b>	<b>301.5</b>	-	<b>301.5</b>
<b>Balance as of December 31, 2020</b>	<b>48.1</b>	<b>44.9</b>	<b>93.1</b>
<b>Balance as of December 31, 2021</b>	<b>31.0</b>	<b>53.4</b>	<b>84.5</b>
Estimated useful life	1 to 15 years		

(a) The accumulated impairment charge on intangibles other than goodwill was \$165.8 millions as of December 31, 2021.

### Impairments

PGS recorded aggregate impairment charges of \$0.2 million and \$1 million in 2021 and 2020, respectively. Impairment charges is related to technology no longer expected to be utilized.

## Note 21 – Debt and Guarantees

Interest bearing debt consists of the following:

(In millions of US dollars)	December 31,	
	2021	2020
<b>Secured:</b>		
Term loan B, Libor + 250 Basis points, due 2021	-	2.0
Term loan B, Libor + 6-700 basis points (linked to total gross leverage ratio), due 2024	873.0	520.4
Export credit financing, due 2025	109.4	109.4
Export credit financing, due 2027	189.1	189.1
Revolving credit facility, due Sep 2020	-	135.2
<b>Unsecured</b>		
Convertible bond 5%, due 2024	8.6	-
<b>Total loans and bonds, gross</b>	<b>1 180.1</b>	<b>1 170.9</b>
Less current portion	(162.6)	(1 150.4)
Less deferred loan costs, net of debt premiums	(29.6)	(20.5)
Less modification of debt treated as extinguishment	(9.3)	-
Less effect from separate derivative financial instrument convertible bond	(5.1)	-
<b>Non-current interest bearing debt</b>	<b>973.5</b>	-

(Table continued on next page)

Undrawn facilities consists of:

(In millions of US dollars)	December 31,	
	2021	2020
<b>Unsecured</b>		
Performance bond	17.3	22.8
<b>Total</b>	<b>17.3</b>	<b>22.8</b>

Summary of net interest-bearing debt:

(In millions of US dollars)	December 31,	
	2021	2020
Loans and bonds gross	(1 180.1)	(1 170.9)
Cash and cash equivalents	170.0	156.7
Restricted cash (current and non-current)	73.7	76.6
<b>Net interest bearing debt, excluding lease liabilities</b>	<b>(936.4)</b>	<b>(937.6)</b>
Lease liabilities current	(35.9)	(40.1)
Lease liabilities non-current	(79.0)	(118.5)
<b>Net interest bearing debt, including lease liabilities</b>	<b>(1 051.3)</b>	<b>(1 096.2)</b>

Reconciliation of debt arising from financing activities:

(In millions of US dollars)	Cash flows					Non-cash changes				
	January 1, 2021	Repayment of interest bearing debt	Payment of lease liabilities	Revolving Credit Facility	Net change of drawing on the issuance of non-current debt	Proceeds, net of deferred loan costs, from	Foreign exchange movement	New leases	Other	December 31, 2021
Secured debt	1 150.4	-	-	-	(25.1)	-	-	7.4	-	1 132.7
Bond debt	-	-	-	-	5.7	(0.4)	-	(1.8)	-	3.5
Lease liabilities	158.6	-	(40.3)	-	-	(1.3)	-	(2.2)	-	114.8
<b>Total liabilities from financing activities</b>	<b>1 309.0</b>	<b>-</b>	<b>(40.3)</b>	<b>-</b>	<b>(19.4)</b>	<b>(1.7)</b>	<b>-</b>	<b>3.4</b>	<b>-</b>	<b>1 251.0</b>

(In millions of US dollars)	Cash flows					Non-cash changes				
	January 1, 2020	Repayment of interest bearing debt	Payment of lease liabilities	Revolving Credit Facility	Net change of drawing on the issuance of non-current debt	Proceeds, net of deferred loan costs, from	Foreign exchange movement	New leases	Other	December 31, 2020
Secured debt	873.7	(28.3)	-	170.0	124.2	-	-	10.8	-	1 150.4
Bond debt	210.7	(212.0)	-	-	-	-	-	1.3	-	-
Lease liabilities	197.1	-	(43.1)	-	-	0.4	0.8	3.4	-	158.6
<b>Total liabilities from financing activities</b>	<b>1 281.5</b>	<b>(240.3)</b>	<b>(43.1)</b>	<b>170.0</b>	<b>124.2</b>	<b>0.4</b>	<b>0.8</b>	<b>15.5</b>	<b>-</b>	<b>1 309.0</b>

#### Credit Facility

At December 31, 2021, the Senior Secured Credit Facility (the "Credit Facility") as amended and originated in 2007 comprises of a \$873.0 million Term Loan B (the "Term Loan" or "TLB"). On February 9, 2021, Petroleum Geo-Services AS replaced PGS ASA as the Norwegian borrower, PGS Finance Inc. continues as US Borrower and PGS Holding II Ltd enters as UK Co-Borrower. Borrowings under the Credit Facility are secured by pledges of substantially all assets of the Company except assets pledged to the Export Credit Loans (see below) for which it has an indirect 2nd lien pledge capturing values exceeding the export credit loans. The TLB facility is guaranteed by all material subsidiaries except PGS Titans AS, holding the four titan-class vessels financed by four export credit loans (see below). For comparison, at December 31, 2020, the Credit Facility comprised of a \$522.4 million TLB and a fully drawn \$350.0 million Revolving Credit Facility ("RCF").

Due to the dramatic negative market change caused by the COVID-19 pandemic, PGS initiated in 2020 a process to renegotiate its main credit agreements extending its near-term debt maturities and amortization profiles to support its liquidity position (the "Transaction"). The Company was not able to agree the revised terms with all lenders ahead of when the \$135 million RCF tranche was due in September 2020. The non-payment of principal of such facility was an event of default under the RCF and TLB, with a cross default under the ECF. A required majority of lenders did enter into forbearance agreements undertaking not to take any enforcement action in connection with the ongoing default. Consequently, the Company was in default under the RCF, TLB and ECF as of December 31, 2020 and the Facilities were classified as current in the Statement of Financial Position.

As less than 100% of the RCF and TLB lenders consented to the amendments, the Company initiated a process to implement the transaction pursuant to an UK Scheme of Arrangement (the "Scheme") under English law upon approval of the English Court, after obtaining the required majority creditor consent (being minimum 75% by value and a majority in number of the total RCF and TLB voting in the Scheme). The Scheme enabled the Transaction in respect of the RCF and TLB to be implemented and bind all RCF and TLB lenders (including those who voted against or did not vote).

On February 2, 2021 the Scheme was sanctioned by an English court allowing the implementation of the financing Transaction announced on October 21, 2020 with main terms as listed below. The Scheme had support of lenders to the RCF/TLB facilities representing 95.3% by value of debt and 99.5% by number of creditors voting. The Transaction closed and took effect February 9, 2021. With the Transaction, PGS extended its near-term maturity and amortization profile under its RCF/TLB and ECF facilities by approximately two years.

The \$135 million RCF due 2020 and \$215 million RCF due 2023, and the remaining \$2 million of the TLB not extended in February 2020, due 2021 were converted into a new TLB on the same terms and conditions as the existing TLB. Petroleum Geo-Services AS replaced PGS ASA as the Norwegian borrower, PGS Finance Inc. continued as US Borrower and PGS Holding II Ltd entered as UK Co-Borrower.

The total debt under the new TLB facilities (including PIK fees and offsetting exchange of loans into the CB as described below) of \$ 873.0 million maturing in March 2024 has the following amortization profile payable pro-rata to all TLB lenders:

- \$135 million amortization payment due in September 2022
- \$200 million amortization payment due in September 2023
- \$9.2 million quarterly amortization starting March 2023.

In addition, the excess cash flow sweep for the RCF/TLB facilities was replaced by an excess liquidity sweep for any liquidity reserve in excess of \$200 million at each quarter end, with such amounts to be applied against (i) the deferred amounts under the ECF (ref below) and (ii) the \$ 135 million TLB amortization due in September 2020, until they have both been paid in full. Thereafter, any liquidity reserve in excess of \$175 million at each quarter end will be applied against the remaining TLB amortizations.

The financial maintenance covenants were amended, with the maximum Total Net Leverage Ratio to be 4.5x through June 30, 2021, 4.25x through December 31, 2021, 3.25x through December 31, 2022 and 2.75x thereafter. The minimum liquidity covenant continues to be \$ 75 million in unrestricted cash and cash equivalents with an extra reporting obligation if cash and cash equivalents falls below \$ 115 million. There are customary cure periods and provisions. For information on risk of not complying with covenants, please refer to note 22.

The margin on the TLB is based on a pricing grid as follows: if Total Gross Leverage Ratio is above 1.75:1.0 the margin is 7.0%; above 1.25:1.0 and less than or equal to 1.75:1.0, the margin is 6.50%; and less than or equal to 1.25:1.0, the margin is 6.00%. The Total Gross Leverage Ratio ("TGLR") is defined as the consolidated indebtedness, net of restricted cash held for debt service in respect of the Export Credit financing, to consolidated adjusted EBITDA less non -pre-funded MultiClient library investments. Total Net Leverage Ratio ("TNLR") as referenced above and below allows in addition for the deduction of unrestricted cash and cash equivalents from consolidated indebtedness.

If the corporate family rating from Moody's or Standard & Poor's is below B3/B- stable outlook, the credit margin on the TLB will be 7.5%. The Company may only access the minimum margin of 6% if the ratings from Moody's and Standard & Poor's are at least B2 stable and B stable, respectively. Moody's and Standard & Poor's rating as of March 8, 2022 are Caa1 and CCC+ (both with negative outlook), respectively. The Credit Facility contains financial covenants and negative covenants that restrict the Company in various ways. The facility provides that:

- The Company may not incur senior secured debt other than as replacement of existing secured debt, with certain baskets and exceptions among such being assumed debt acquired through entities merged or acquired as long as the Total Net Leverage Ratio on a proforma basis does not exceed 2.0:1.0 and such transaction is accretive (i.e., does not increase the leverage ratio proforma); and leases defined as operational leases under the definition existing prior to IFRS 16. Subject to certain baskets and exceptions, the Company may not incur further junior secured or senior unsecured debt if the total net leverage ratio exceeds 2.00:1.
- The Company may not pay dividends or similar (with certain exceptions) until February 9, 2023. Thereafter, dividend payments or similar are permitted out of cumulative distributable earnings (as defined by the agreement) as long as total net leverage ratio is not greater than 2.0:1.0. On or after March 31, 2023 if net leverage ratio is below 1.0:1.0 there is no restriction on dividend payments or similar. Cumulative distributable earnings, as defined, primarily comprises 50% of Net Income and accumulates over time starting October 1, 2019.

In addition, the Credit Facility restricts or could restrict our ability, among other things, to sell assets without the sales proceeds being reinvested in the business or used to repay debt; issue preferred shares; prepay interest and principal on other indebtedness; create liens on assets; make investments, loans, guarantees or advances; make acquisitions; engage in mergers or consolidations; enter into sale and leaseback transactions; engage in transactions with affiliates; amend material agreements governing our indebtedness; change our business; enter into agreements that restrict dividends from subsidiaries; and enter into speculative financial derivative agreements.

During 2020, and until it was converted into a TLB on February 9, 2021, the \$215 million RCF had an interest rate on drawn (borrowed) amounts based on LIBOR plus a margin and a utilization fee. The undrawn amount was subject to a commitment fee. The margin on the drawn amount was based on a leverage grid. During the first quarter of 2020 a margin of 6% was applied, whilst the margin was 6.5% for the remainder of 2020. The RCF was subject to a utilization fee based upon the total amount drawn as follows. For the two first months of 2020 a utilization fee of 0.5% was paid and from March 2020 the RCF was fully drawn and a utilization fee of 0.75% was paid. The RCF facility did in addition have a commitment fee on undrawn amounts of 40% of the applicable margin. The \$135 million non-extended RCF was subject to a margin of 3.75%, the same utilization fee as the extended RCF; and a commitment fee on the undrawn amount of 50% of the applicable margin. The extended and non-extended RCF were drawn pro rata during 2020.

The \$523 million extended and increased TLB carried a floating interest rate of LIBOR plus a margin based on the same leverage grid as the extended RCF. During the first quarter of 2021 a margin of 7.0% applied whilst for the rest of 2021 a margin of 7.5% applied to the extended TLB.

The Term Loan principal amortizing profile was 1% per annum paid quarterly during 2020, but no amortization was paid for the 3rd or 4th quarters (see above with reference to the forbearance agreement).

The rescheduling of the \$135 million RCF originally due in September 2020 has been accounted for as an extinguishment due to substantially different terms. The rescheduled debt has consequently been accounted for at fair value at time of extinguishment, resulting in a gain of \$13.5 million as of February 9, 2021. The amount will be reversed over the life of the debt and in 2021 \$4.2 million was reversed as imputed interest expense included in interest on debt, gross. The other parts of the rescheduled debt have been accounted for as modification of existing agreements, resulting in a loss of \$7.7 million from the modification in Q1 2021.

### Senior Notes

On December 23, 2016, the Company issued \$212.0 million in aggregate principal amount of 7.375% Senior Notes due 2020 (the "New Notes") as part of the Exchange Offer in an offering that was not subject to the registration requirements of the U.S. Securities Act. The New Notes were admitted to listing on the Official List of the Luxembourg Stock Exchange and to trading on the Euro MTF market of the Luxembourg Stock Exchange.

On February 7, 2020 the Senior Notes were called for redemption and were repaid in full at par value plus accrued interest on February 18, 2020.

### Export credit financing

The Export credit financing 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 \$544.2 million. The loans were incurred by the subsidiary, PGS Titans AS, for the financing of the four Ramform Titan class vessels. PGS ASA guarantees the obligations under two internal 12-year bareboat charter agreements between PGS Falcon AS and PGS Titans AS for the two vessels, the Ramform Titan and the Ramform Atlas, and guarantees the loans financing for the Ramform Tethys and the Ramform Hyperion. The loans are senior facilities secured by first priority mortgages over the vessels and fittings on board (but excluding "in sea" equipment such as streamers), pledge of the borrower's right under a debt service reserve account and assignment of insurance rights in the vessels. The loans are repaid over 12 years from inception in equal semiannual installments and each loan comprise two tranches held by JBIC and SMBC, respectively. The JBIC tranche bears a fixed interest and is repaid from the 7th to 12th year after draw down, while the SMBC tranche bears a floating interest based on 6 months Libor plus a margin and is repaid from 1st to 6th year after draw down. SMBC has received credit insurance from Nippon Export and Investment Insurance ("NEXI") and the insurance premium is paid by PGS Titans AS.

With the completion of the Transaction effective February 9, 2021, described above, the repayment profile of the loans was altered. All scheduled installments for the period September 2020 to September 2022 amounting to ~\$106 million were deferred. The original semiannual repayment profile will resume from December 2022. The deferred instalments will be repaid over four quarters starting December 2022 through September 2023. The export credit loans will share an excess liquidity sweep for any liquidity reserve in excess of \$200 million at each quarter end, with such amounts to be applied against (i) the deferred amounts under the ECF and (ii) the \$135 million TLB amortization due in September 2020, until these amounts have both been paid in full. With the transaction, PGS ASA will also guarantee the loans financing for the Ramform Titan and the Ramform Atlas, and each of PGS Holding I Ltd, PGS Holding II Ltd and Petroleum Geo-Services AS will guarantee for the loans financing for the Ramform Titan, Ramform Atlas, Ramform Tethys and Ramform Hyperion.

With the transaction, the export credit lenders have also received enhanced security by certain shared security with the TLB.

Under the deferral period the export credit financing loans will have the same financial maintenance and reporting covenants as the Credit Facility.

### Convertible Bond

As part of the Transaction closed February 9, 2021, PGS issued convertible bond of NOK 116.2 million with 3 years tenor and 5% coupon paid semi-annually. The unsecured convertible bond ("CB") has PGS ASA as borrower and can from issuance and during the life of the bond be converted into new PGS shares at NOK 3 per share (corresponding to 38,720,699 shares, equaling 10% of the then currently outstanding PGS shares). As part of the Transaction certain lenders to the RCF and TLB facilities subscribed for the CB against conversion of a corresponding amount of their existing secured loans (~NOK 67.1 million/~\$7.8 million) and for cash (~NOK 49.1 million/~\$5.7 million). PGS will be able to require that bondholders convert the CB into shares if the PGS share price exceeds NOK 6 for 30 consecutive trading days.

During 2021 bondholders representing NOK 40.4 million of the bond have converted into 13.5 million shares. As of December 31, 2021, NOK 75.8 million of the convertible bond is outstanding, which can be converted into 25.3 million shares.

The right to convert the bond into shares is treated as a separate derivative financial instrument and accounted for as a liability measured at fair value. The equity conversion option was at inception on February 9, 2021, valued at \$9.9 million and the debt component valued at \$3.5 million. The difference between the initial value of the debt component and the nominal value of the CB will be expensed over the life of the CB as imputed interest adjusted for conversions taking place before maturity. As of December 31, 2021, the remaining nominal amount of the CB is \$8.6 million. As of December 31, 2021, the derivative financial instrument (relating to the conversion option) is valued to \$5.1 million. For further information on accounting for a conversion right in a different currency (NOK), see Note 2.

### Letters of credit and guarantees

The Company has \$30.0 million uncommitted bid and performance bond facilities (\$30 million in 2020) intended for operational use. Drawings under these facilities totaled \$12.7 million and \$7.2 million as of December 31, 2021 and 2020, respectively. During 2020 and 2021, the Company was required to deposit cash collateral to cover new or amended bonds drawn under this facility. As of December 31, 2021 the Company had deposited \$12.4 million (\$5.1 million in 2020) which is included in Restricted Cash (see note 14). Drawings under this facility represent the outstanding letters of credit and similar guarantees not reflected in the accompanying consolidated statements of financial position.

PGS ASA has guaranteed the payment obligation under the lease of PGS Apollo (see note 23).

## Note 22 – Financial Instruments

### Valuation of financial instruments carried at fair value

The Company classifies financial instruments carried at fair value in the consolidated statement of financial position using the Fair Value Hierarchy.

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly.

Level 3: techniques for which all inputs which have a significant effect on the recorded fair value that is not based on observable market data.

### Nominal value and fair values of financial assets and liabilities

(In millions of US dollars)	Hierarchy Level	December 31, 2021		December 31, 2020	
		Nominal value	Fair values	Nominal value	Fair values
<b>FINANCIAL ASSETS</b>					
<b>At fair value through profit and loss</b>					
Foreign exchange contracts	2	-	-	-	-
<b>Derivatives designated as hedging instruments</b>					
Foreign exchange contracts	2	-	-	-	-
Interest rate swaps	2	-	-	-	-
<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>FINANCIAL LIABILITIES</b>					
<b>Financial liabilities at amortized cost</b>					
Debt with fixed interest rate	2	(256.5)	(257.4)	(256.5)	(256.5)
Debt with variable interest rate	2	(914.4)	(827.0)	(914.4)	(825.1)
Convertible Bond*	2	(8.6)	(7.7)	-	-
Lease liabilities	2	(114.9)	(114.9)	(158.6)	(158.6)
<b>At fair value through profit and loss</b>					
Foreign exchange contracts	2	-	-	-	-
Interest rate swaps	2	(0.5)	(0.5)	-	-
Option conversion	2	(4.1)	(4.1)	-	-
<b>Derivatives designated as hedging instruments</b>					
Foreign exchange contracts	2	-	-	-	-
Interest rate swaps	2	(2.2)	(2.2)	(6.7)	(6.7)
<b>Total</b>		<b>(1 301.7)</b>	<b>(1 213.8)</b>	<b>(1 336.2)</b>	<b>(1 246.9)</b>

\* Book value \$3.5 MUSD.

The carrying amounts of cash and cash equivalents, restricted cash, accounts receivable, accrued revenues and other receivables, other current assets, accounts payable and accrued expenses classified at amortized cost approximate their respective fair values because of the short maturities of those instruments.

The fair values of the non-current debt instruments, forward exchange contracts and interest rate swaps are estimated using quotes obtained from dealers in such financial instruments or latest quoted prices or indexes at Reuters or Bloomberg. Where market prices are not observed or quotes from dealers are not obtained, an indirect method is used by use of implied credit spread from debt instrument with similar risk characteristics.

### Financial risk management policies

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to repay or be able to refinance debt when it falls due and provide returns for shareholders such as dividends, after reaching a target net debt level (excluding lease obligations) of \$500–600 million, and work towards an optimal capital structure to reduce the cost of capital.

The management of the capital structure involves active monitoring and adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure the Company may refinance its debt, buy or issue new shares or debt instruments, sell assets or return capital to shareholders.

The Company monitors debt on the basis of the leverage ratio and other covenants in credit agreements. The Total Net Leverage Ratio ("TNLR") is calculated as the consolidated indebtedness, net of restricted cash held for debt service in respect of the Export Credit financing and unrestricted cash and cash equivalents, divided by adjusted EBITDA less non-pre-funded MultiClient library investments. The TNLR as of December 31, 2021 was 3.27x compared to the maximum covenant level of 4.25x. The covenant was suspended for December 31, 2020. The Company has earlier announced that there is a risk that the required Maximum Total Net Leverage Ratio covenant in the main credit agreements would not be met in Q1 2022 when the Maximum Total Net Leverage Ratio on March 31, 2022, steps down from 4.25:1 to 3.25:1. As of the date of this report, the Company believes however that the risk of not meeting the Total Net Leverage Ratio covenant in Q1 2022 is lower.

In addition, the Company monitors leverage based on net debt. Net debt is calculated as total debt (including short-term and non-current debt as reported in the consolidated statement of financial position) less cash and cash equivalents, including restricted cash. During 2018, taking into account



experience from the down cycle and with a view that the Company's markets will continue to be cyclical in the future, the Company has adopted a strategic target to over time reduce Net Interest-Bearing Debt to a level, excluding lease obligations, not exceeding \$500-600 million, assuming the current size and composition of business activities. As a result, the Company will give higher priority to profitability, cash flow generation and debt reduction than business growth until it reaches a lower debt level. While PGS has adjusted expenditures to mitigate the impact of lower revenues, it will need a market recovery to continue significant debt repayments.

The Company is exposed to market risks such as interest rate risk, foreign exchange rate risk, credit risk and liquidity risk. The Company's risk management policies are approved by the Board of Directors. The treasury function reports regularly to the Company management and any breach of limits set in the policy are required to be reported to the Board of Directors.

#### Interest rate risk management

The Company is subject to interest rate risk on debt, including lease liabilities. The risk is managed by using a combination of fixed -and variable rate debt, together with interest rate swaps, where appropriate, to fix or lower the borrowing costs.

	December 31, 2021		December 31, 2020	
	Notional amounts	Weighted average interest rate	Notional amounts	Weighted average interest rate
Debt at fixed interest rate	265.1	3.09%	256.5	3.03%
Debt at variable interest rate based on US dollar plus a margin	689.9	7.43%	689.4	6.64%
Variable interest rate debt with interest fixed	225.0	1.93%	225.0	1.93%

After giving effect to the Company's interest rate swaps, for every one-percentage point hypothetical increase in LIBOR, the annual net interest expense on variable rate debt, inclusive non-restricted cash holdings, would have increased by \$4.8 million and \$4.9 million approximately measured from December 31, 2021 and 2020, respectively.

#### Foreign currency risk management

The Company is exposed to currency fluctuation due to the effects of a predominantly USD based revenue stream, while the Company's operating expenses and capital expenditures are mainly denominated in USD, GBP, NOK and EUR. The Company maintains a foreign currency risk management strategy that normally uses foreign currency exchange contracts to reduce volatility in the income statement and protect against fluctuations in cash flow caused by volatility in currency exchange rates. The Company does not currently have any bank lines available to hedge currency exposures, but has used cash where possible to offset material exposures. The Company did not have any open forward contracts as of December 31, 2021 or December 31, 2020. The table shows exposures and foreign exchange contracts in currencies that the Company hedges on a regular basis.

(in millions, local currency)	December 31, 2021			December 31, 2020		
	NOK	GBP	BRL	NOK	GBP	BRL
Restricted cash	32.6	-	99.7	36.7	-	99.7
Cash held as hedges	104.3	21.9	-	89.4	29.4	-
Current assets	19.6	0.8	23.0	11.8	2.0	131.6
Current liabilities	(139.0)	(0.4)	(0.8)	(133.4)	(0.7)	(2.2)
Pension liabilities	(26.6)	(18.7)	-	(28.9)	(31.4)	-
Finance leases	(260.4)	(0.4)	(1.9)	(380.9)	(4.3)	(3.0)
Other non-current liabilities	(67.6)	(1.0)	-	-	(2.6)	-
<b>Net statements of financial position exposure</b>	<b>(337.1)</b>	<b>(2.2)</b>	<b>120.0</b>	<b>(405.3)</b>	<b>(7.6)</b>	<b>226.1</b>

Hedged committed operational cash flow and capital expenditure:

Next year	-	-	-	-	-	-
1-2 years	-	-	-	-	-	-
2-3 years	-	-	-	-	-	-
<b>Net forward commitments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Forward exchange contracts

Forward exchange contracts	-	-	-	-	-	-
<b>Net exposure</b>	<b>(337.1)</b>	<b>(2.2)</b>	<b>120.0</b>	<b>(405.3)</b>	<b>(7.6)</b>	<b>226.1</b>

The following analysis illustrates the sensitivity of changes in relevant foreign exchange rates, after the impact of hedging. All other variables remain constant. The sensitivity analysis is based on the Company's financial assets and liabilities held as of the year ended December 31, 2021 and 2020. The foreign exchange rate analysis assumes a 10% depreciation in USD.

(in millions, local currency)	December 31, 2021			December 31, 2020		
	NOK	GBP	BRL	NOK	GBP	BRL
Impact on profit before tax: Gain / (loss)	(4.2)	(0.3)	2.4	(5.3)	(1.0)	4.8

Average rate	Year end spot rate
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	2020	2020	2020	2020
USD / NOK	8.587	9.445	8.832	8.548
GBP / USD	1.377	1.284	1.350	1.365
USD / BRL	5.353	5.053	5.569	5.191

### Credit risk management

Credit risk is the risk that counterparties to financial instruments do not perform according to the terms of the contract. The approximate maximum credit exposure related to financial assets is as follows:

(In millions of US dollars)	December 31,	
	2021	2020
Cash and cash equivalents	170.0	156.7
Restricted cash (note 13)	73.7	76.6
Accounts receivable	134.6	100.6
Accrued revenues and other receivables (note 15)	55.9	57.3
<b>Total</b>	<b>434.2</b>	<b>391.2</b>

### Cash and cash equivalents

The Company continually monitors the counterparty credit risk of banking partners, including derivatives counterparties and the institutions in which cash is held on deposit.

### Accounts receivables

Trade receivables are primarily with multinational integrated oil companies and independent oil and natural gas companies, including companies owned in whole or in part by governments. As of December 31, 2021, approximately 46% of the balance relates to 5 customers, compared to 58% as of December 31, 2020.

The aging of trade receivables is as follows:

(In millions of US dollars)	December 31,	
	2021	2020
Current	89.9	88.6
Up to one month past due	21.9	2.1
Between one and two months past due	19.8	2.1
More than three months past due	8.2	12.5
Allowance for doubtful accounts	(5.2)	(4.7)
<b>Total</b>	<b>134.6</b>	<b>100.6</b>

The Company provides for expected credit losses through a loss allowance, which is based on the lifetime expected credit losses at the reporting date. The Company assesses expected credit losses using factors including aging of accounts, historical experience, customer concentration, customer creditworthiness and current industry and economic trends. The provision for expected credit losses is related to receivables more than three months past due.

For accrued revenues, the Company has assessed the collectability prior to recognizing the revenue and assessed credit risk on the same basis as trade receivables. There is no allowance related to accrued revenues as of December 31, 2021 and 2020.

The Company is also exposed to credit risk from off-balance sheet items such as agreements to provide future services to customers and counterparties on derivatives and where cash is held on deposit. The Company manages its exposure to such risks through continuous monitoring of counterparties.

### Exposure to liquidity risk

The Company tries to minimize liquidity risk through ensuring access to a diversified set of funding sources, and management of maturity profile on debt and derivatives. The Company is exposed to liquidity risk related to the following:

December 31, 2021	Nominal value	Notional value	Contractual cash flows*						
			Total	0-1 years	1-2 years	2-3 years	3-4 years	4-5 years	Thereafter
(In millions of US dollars)									
<b>Non-derivative financial liabilities</b>									
Trade payables	(45.3)	-	(45.3)	(45.3)	-	-	-	-	-
Debt with fixed interest rates	(265.1)	-	(288.9)	(20.0)	(118.6)	(60.0)	(44.6)	(27.7)	(18.1)
Debt with variable interest rates	(914.9)	-	(1,053.8)	(218.8)	(322.5)	(512.4)	-	-	-
<b>Total</b>	<b>(1,225.3)</b>	<b>-</b>	<b>(1,388.0)</b>	<b>(284.1)</b>	<b>(441.2)</b>	<b>(572.4)</b>	<b>(44.6)</b>	<b>(27.7)</b>	<b>(18.1)</b>
<b>Derivative financial assets/liabilities</b>									
Interest rate swaps hedge accounted	(2.2)	225.0	(2.2)	(2.1)	(0.1)	-	-	-	-
Forward exchange contracts used for hedging	-	-	-	-	-	-	-	-	-
Other foreign exchange contracts	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>(2.2)</b>	<b>225.0</b>	<b>(2.2)</b>	<b>(2.1)</b>	<b>(0.1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*Refer to note 20 for further information on debt classification.

December 31, 2020	Nominal value	Notional value	Contractual cash flows						
			Total	0-1 years	1-2 years	2-3 years	3-4 years	4-5 years	Thereafter
(In millions of US dollars)									
<b>Non-derivative financial liabilities</b>									
Trade payables	(31.2)	-	(31.2)	(31.2)	-	-	-	-	-
Debt with fixed interest rates	(256.5)	-	(258.8)	(258.8)	-	-	-	-	-
Debt with variable interest rates	(914.4)	-	(924.3)	(924.3)	-	-	-	-	-
<b>Total</b>	<b>(1 202.1)</b>	<b>-</b>	<b>(1 214.2)</b>	<b>(1 214.2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Derivative financial assets/liabilities</b>									
Interest rate swaps hedge accounted	(6.7)	225.0	(6.7)	(3.9)	(2.5)	(0.3)	-	-	-
Forward exchange contracts used for hedging	-	-	-	-	-	-	-	-	-
Other foreign exchange contracts	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>(6.7)</b>	<b>225.0</b>	<b>(6.7)</b>	<b>(3.9)</b>	<b>(2.5)</b>	<b>(0.3)</b>	<b>-</b>	<b>-</b>	<b>-</b>

As of December 31, 2021, the Company had cash and cash equivalents of \$170.0 million, being the total liquidity reserve, compared to cash and cash equivalents of \$156.7 million and unutilized drawings of the RCF of nil at year-end 2020. The Company does not currently have an RCF, subsequent to completion of the amendments described in note 21, the previous fully drawn RCF was converted to a Term Loan February 9, 2021.

Due to the dramatic negative market change caused by the Covid-19 pandemic, PGS in 2020 renegotiated its main credit agreements. The rescheduling of debt was sanctioned in February 2021 and enabled PGS to extend its near-term maturity and amortization profile by approximately two years. Together with the implemented cost saving initiatives, the debt rescheduling strengthened PGS's liquidity profile in a challenging operating environment. PGS remains highly leveraged and may become financially challenged should it not comply with the applicable financial maintenance covenants or ultimately fail to generate sufficient cash flow and/or refinance to address the amended amortization and maturity profiles. The seismic market recovery in 2021 has been slower than assumed in the debt rescheduling business plan from 2020. As a result, there is a risk that the Company will not generate sufficient liquidity to repay the 2022 maturities whilst also meeting the other requirements of the main credit agreements, including the Minimum Consolidated Liquidity covenant. The Company has started preparations for assessing alternative ways to address upcoming debt maturities, including engaging advisors to assist the Company in this respect. Reference also to the Board of Directors Report, in section on Financing status, for a description of related risks.

The Company expects to be able to manage the above-mentioned risks. However, if unsuccessful, the Company may become unable to settle maturities or amortization on the agreed payment dates or breach a financial covenant in the main credit agreements. This would represent a default under the relevant agreements. In such case, the Company may be able to continue without repayment or acceleration if it achieves a standstill agreement (or, in the case of a financial covenant breach, a waiver) from the relevant lenders, agent or lender group. Should a payment default or financial covenant breach continue without a standstill agreement or waiver, this would be an event of default under the relevant agreements. An event of default in one facility may represent an event of default in other facilities and agreements. Refer to note 3 for implications as to going concern assessment.

#### Interest rate hedge accounting

The Company has not excluded any components of the derivative instruments' gain or loss from the assessment of hedge effectiveness with respect to the qualifying interest rate swaps. In April 2019 the Company entered into interest rate swaps with a notional amount of \$125 million, to fix the interest rate on part of its floating rate debt. The hedges were not designated as hedging instruments and the change in fair value of these swaps was taken directly through the Income Statement. In February 2020 the Company entered into additional interest rate swaps, with a total notional amount of \$100 million, to fix the interest rate on part of its floating rate debt. All of the interest rate swaps were then designated as hedging instruments after the refinancing of the TLB in February 2020. The negative market value of the existing swaps at the time of designation was \$2.8 million, which was taken through the Income Statement, all subsequent change in fair value of these swaps were recorded in other comprehensive income as the effective portion of the designated and qualifying hedging instrument.

The interest rate swaps from 2020 and 2021 had a negative fair value of \$2.2 and \$6.8 million recorded in the Income Statement at December 31, 2021 and 2020, respectively.

#### Foreign exchange rate hedge accounting

The majority of revenues are in USD. The company previously entered into derivatives accounted for under fair value hedge relationships to hedge the currency risk. The Company has no foreign exchange rate hedging as of December 31, 2020.

#### Sensitivity analysis derivatives

The Company has no foreign exchange rate hedging using currency derivatives as of December 31, 2021 and 2020.

## Note 23 – Leases, Contingent Liabilities and Provisions

#### Company as lessee

The Company has lease contracts for various items of seismic vessels, equipment and buildings used in its operations. Leases of seismic vessels have lease terms between 2 and 10 years, while buildings and equipment generally have lease terms between 1-15 years and 1-6 years. There are several lease contracts that include extension and termination options which are further described below.

The Company also has certain leases with lease terms of 12 months or less and leases of equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(In millions of US dollars)	Seismic vessels and equipment	Buildings, fixtures and furniture	Total
<b>Balance as of January 1, 2020</b>	<b>121.3</b>	<b>47.7</b>	<b>169.0</b>
Additions (note 17)	-	0.8	0.8
Remeasurement/Other (note 17)	(0.8)	4.5	3.7
Impairment expense (note 17)	(61.3)	-	(61.3)
Depreciation expense (note 17)	(18.6)	(13.2)	(31.8)
<b>Balance as of December 31, 2020</b>	<b>40.6</b>	<b>39.8</b>	<b>80.4</b>
Additions (note 17)	-	0.2	0.2
Remeasurement/Other (note 17)	-	(3.2)	(3.2)
Impairment expense (note 17)	-	-	-
Depreciation expense (note 17)	(9.2)	(13.5)	(22.7)
<b>Balance as of December 31, 2021</b>	<b>31.4</b>	<b>23.3</b>	<b>54.7</b>

Set out below are the carrying amounts of lease liabilities and the movements during the period:

(In millions of US dollars)	2021			2020		
	Seismic vessels and equipment	Buildings, fixtures and furniture	Total	Seismic vessels and equipment	Buildings, fixtures and furniture	Total
<b>Balance as of January 1</b>	<b>106.6</b>	<b>52.0</b>	<b>158.6</b>	<b>137.4</b>	<b>59.7</b>	<b>197.1</b>
Additions	-	0.2	0.2	-	0.8	0.8
Interest	6.1	2.7	8.8	7.6	3.1	10.7
Lease payments	(32.5)	(16.7)	(49.2)	(37.3)	(16.5)	(53.8)
Remeasurements	0.2	(3.8)	(3.6)	(1.1)	4.9	3.8
<b>Balance as of December 31</b>	<b>80.4</b>	<b>34.4</b>	<b>114.8</b>	<b>106.6</b>	<b>52.0</b>	<b>158.6</b>

The maturity of lease liabilities can be analysed as follows:

(In millions of US dollars)	December 31, 2021		
	Seismic vessels and equipment	Buildings, fixtures and furniture	Total
Less than one year	31.4	10.9	42.3
One to five years	58.1	23.1	81.2
More than five years	-	5.3	5.3
<b>Total</b>	<b>89.4</b>	<b>59.8</b>	<b>128.7</b>

(In millions of US dollars)	December 31, 2020		
	Seismic vessels and equipment	Buildings, fixtures and furniture	Total
Less than one year	31.4	16.9	48.3
One to five years	89.5	32.9	122.4
More than five years	-	10.0	10.0
<b>Total</b>	<b>120.9</b>	<b>59.8</b>	<b>180.7</b>

The following are the amounts recognised in profit and loss:

(In millions of US dollars)	2021	2020
Interest on lease liabilities adopted under IFRS 16	8.8	10.7
Expenses relating to short term and low value leases	11.7	17.8
Depreciation expense of right-of-use assets	22.7	31.8
Impairment expense of right-of-use assets	-	61.3
<b>Total</b>	<b>43.2</b>	<b>121.6</b>

The Company had total cash outflows for leases of \$60.9 million in 2021, and \$71.6 million in 2020. The Company also had non-cash additions to right-of-use assets and lease liabilities of \$0.2 million in 2021 and \$0.8 million in 2020.

### Seismic support vessels

The Company leases four seismic support vessels under time-charter agreements which expire in 2024-2025. The lessor holds options to purchase each vessel from the 3rd party owner at certain times during each lease and at the end of the lease term. At the end of each lease, the 3rd party owner may also require the lessor to purchase the vessel for a pre-determined amount. Should the lessor not purchase the vessel, the 3rd party owner may require PGS to purchase the vessel for a price of \$5.5 million which is estimated to be less than fair value.

### Seismic vessels

The Company leases one 3D vessel, Sanco Swift, under a time charter agreement which expires in 2023. The Sanco Swift agreement has two 2-year renewal options.

### Sale and leaseback

In 2015, the Company entered into a sale and operating bareboat leaseback for the 3D vessel PGS Apollo. The remaining leaseback period is 4.5 years, expiring in 2025, with an option to extend for a 5-year period. PGS has the option but no obligation, to acquire the vessel after the end of year 8 (in 2023).

### Extension and termination options

Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options, irrespective of likelihood they will be exercised, that are not included in the lease term:

(In millions of US dollars)	December 31, 2021		Total
	Within five years	More than five years	
Extension options expected not to be exercised	196.6	84.5	281.1
Termination options expected to be exercised	-	-	-
<b>Total</b>	<b>196.6</b>	<b>84.5</b>	<b>281.1</b>

(In millions of US dollars)	December 31, 2020		Total
	Within five years	More than five years	
Extension options expected not to be exercised	197.7	84.5	282.2
Termination options expected to be exercised	-	-	-
<b>Total</b>	<b>197.7</b>	<b>84.5</b>	<b>282.2</b>

### Contingent liabilities

#### Brazil service tax claim on charter

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 \$33.9 million in total. The Company holds a legal deposit amounting to \$17.9 million in 2021 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.

#### Petrojarl

Following the demerger of Petrojarl (today part of Teekay) in 2006, the Company retained a joint secondary liability for certain obligations of Petrojarl. Petrojarl agreed to indemnify the Company from liabilities related to its operations. The Company remains with a joint secondary liability with Petrojarl under their FPSO service agreement with the customer for the Petrojarl Banff FPSO. The guarantee is not capped. If the claim is made and Petrojarl does not honor its obligation to indemnify PGS, it could adversely affect the Company's business, results of operation or financial condition.

## Note 24 – Accrued Expenses and Other Current Liabilities

Accrued expenses consist of the following:

(In millions of US dollars)	December 31,	
	2021	2020
Accrued employee benefits	25.5	19.3
Accrued vessel operating expenses	13.2	17.8
Provision for onerous customer contracts	11.0	9.2
Accrued Legal Expenses	10.6	12.7
Accrued Severance pay	2.2	6.1
Accrued revenue share	2.0	13.8
Accrued interest expenses	1.3	1.8
Accrued sales tax and VAT	1.0	0.6
Accrued commissions	0.6	1.1
Other	13.1	13.1
<b>Total</b>	<b>80.5</b>	<b>95.5</b>

## Note 25 – Other Non-Current Liabilities

Other non-current liabilities consist of the following:

(In millions of US dollars)	December 31,	
	2021	2020
Pension liability (note 26)	28.3	46.3
Other	2.4	13.0
<b>Total</b>	<b>30.7</b>	<b>59.3</b>

## Note 26 – Pension Obligations

### Defined benefits plans

#### Plan characteristics

The Company operates a defined benefit pension plan in the UK. The defined benefit plan was closed to new entrants in 2006 and to further vesting in 2015. The plan is administered through a pension trust which is legally separate from the Company. It is the Company's general practice to fund defined benefit plans in accordance with applicable statutory requirements.

In addition, as described in note 30, the CEO and one executive officer have an early retirement plan allowing for termination of employment without cause when the CEO or the executive officer reaches the age of 62. Full early retirement benefits are defined as 60% of the last base salary beginning in the year of retirement. The CEO is eligible for 85% of full benefits if he retires at the age of 62 and full benefits if he retires at the age of 65. The executive officer is eligible for full benefits if he retires at the age of 62. The early retirement benefits cease when the CEO and executive officer reach the age of 67.

#### Actuarial valuations and assumptions

The actuarial valuations are performed by independent actuaries in Norway and UK.

#### Risks

Actuarial valuations as applied in the consolidated financial statements are based upon financial and demographic assumptions which may be impacted by future events. Such future events include, but are not limited to, longer than expected longevity of participants, lower than expected return on investments and higher than expected inflation. Changes to assumptions may increase the liabilities or reduce the value of assets of the plan.

#### Financial impact

A summary of changes in the plans' aggregate projected benefit obligations and fair values of assets are summarized as follows:

(In millions of US dollars)	2021	2020
<b>Projected benefit obligations (PBO) as of January 1, (a)</b>	<b>232.9</b>	<b>202.3</b>
Service cost	0.2	0.1
Interest cost	3.2	4.2
Social security tax	-	-
Actuarial loss (gain), arising from changes in financial assumptions	(9.0)	37.7
Actuarial loss (gain), arising from changes in demographic assumptions	(0.5)	(16.5)
Actuarial loss (gain) due to scheme experience	2.2	(2.6)
Benefits paid	(4.0)	(3.6)
Exchange rate effects	(2.4)	11.3
<b>Projected benefit obligations (PBO) as of December 31, (a)</b>	<b>222.6</b>	<b>232.9</b>

(a) \$3.0 million and \$3.4 million arise from unfunded plans as of December 31, 2021 and 2020, respectively.

Change in fair value of pension plan assets:

(In millions of US dollars)	2021	2020
<b>Fair value of plan assets as of January 1,</b>	<b>186.6</b>	<b>163.7</b>
Expected return on plan assets	2.6	3.4
Employer contributions	3.7	3.0
Actuarial gain (loss) arising from return on plan assets	7.0	11.0
Benefits paid	(3.4)	(3.1)
Exchange rate effects	(2.2)	8.6
<b>Fair value of plan assets as of December 31,</b>	<b>194.2</b>	<b>186.6</b>

The aggregate funded status of the plans and amounts recognized in the Company's consolidated statements of financial position are summarized as follows:

(In millions of US dollars)	December 31,	
	2021	2020
Projected benefit obligation (PBO)	222.6	232.9
Fair value of plan assets	194.2	186.6
<b>Net pension liability</b>	<b>28.3</b>	<b>46.3</b>



The net amount recognized as accrued pension liability is presented as other non-current liabilities (see note 25).

The net periodic pension cost for the Company's defined benefit pension plans are summarized as follows:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Service cost	0.2	0.1
Interest cost	3.2	4.2
Expected return on plan assets/net interest cost	(2.6)	(3.4)
Social security tax	-	-
<b>Net periodic pension cost</b>	<b>0.8</b>	<b>0.9</b>

The net periodic actuarial gains and losses arising from the Company's defined benefit plans and recorded in other comprehensive income is as follows:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Actuarial gain (loss), arising from changes in financial assumptions	9.0	(37.7)
Actuarial gain (loss), arising from changes in demographic assumptions	0.5	16.5
Actuarial gain (loss) due to scheme experience	(2.2)	2.6
Actuarial gain (loss) arising from return on plan assets	7.0	11.0
<b>Net actuarial gain (loss) recognized in other comprehensive income</b>	<b>14.3</b>	<b>(7.6)</b>

**Significant actuarial assumptions:**

	2021		2020	
	Norway	UK	Norway	UK
Discount rate	1.90%	1.89%	1.70%	1.36%
Return on plan assets	-	1.89%	-	1.36%
Compensation increase	2.75%	-	2.25%	-

The discount rate assumptions used for calculating pensions reflect the rates at which the obligations could be effectively settled. Observable long-term rates on corporate bonds are used for the Norwegian and UK plans.

**Plan asset allocation**

The Company's pension plan asset allocations, by asset category, are presented by major plan group as follows:

(In millions of US dollars)	December 31,	
	2021	2020
Fair value plan assets	194.2	186.6
<b>Plan assets at fair value with quoted prices in active markets for identical assets</b>		
Equity/diversified growth funds	30%	38%
Bonds	57%	51%
Real estate	11%	9%
Other	2%	2%
<b>Total</b>	<b>100%</b>	<b>100%</b>

Management of plan assets must comply with applicable laws and regulations in Norway and the UK where the Company provides defined benefits plans. Within constraints imposed by laws and regulations, and given the assumed pension obligations and future contribution rates, assets are managed to obtain a long-term rate of return that at least reflects the chosen investment risk.

**Sensitivity**

The following table show the sensitivity to the principal assumptions of the present value of the defined benefit obligation. The sensitivities shown below are approximate and each sensitivity considers one change in isolation.

(In millions of US dollars)	Change in assumptions	Change in liabilities
Discount rate	Decrease of 1.0% p.a.	26.0%
Inflation rate	Increase of 1.0% p.a.	15.8%

The Company expects to contribute approximately \$4.6 million to its defined benefit pension plans in 2022.

**Defined contribution plans**

Substantially all employees not eligible for coverage under the defined benefit plans in Norway and the UK are eligible to participate in pension plans in accordance with local industrial, tax and social regulations. All of these plans are considered defined contribution plans. For some of the plans, subject

to statutory limitations, employees may make voluntary contributions in addition to the Company's contributions. Plan contributions made by the Company aggregated \$6.2 million and \$8.1 million for 2021 and 2020, respectively. Plan contributions made by employees aggregated \$4.1 million and \$5.1 million for 2021 and 2020, respectively.

## Note 27 – Shareholder Information

At the Annual General Meeting (“AGM”) held on April 21, 2021, authority was given for the Board of Directors to acquire treasury shares at a maximum face value of in total NOK 116,162,098. Under no circumstances can the Company acquire shares leading to an aggregate number of treasury shares exceeding 10 percent of the total number of shares.

The shares may be used to meet obligations arising from employee incentive schemes; as part of consideration payable for acquisitions made by the Company; as part of consideration for any mergers, demergers or acquisitions; by way of cancellation of the shares in part or full; to raise funds for specific investments; for the purpose of repaying loans (including convertible loans); or to strengthen the Company's capital base. The Board is free to choose the method of disposal considered expedient for such purposes. The Company's loan agreements restrict buying own shares until February 9, 2023/March 31, 2023 for other purposes than employee equity compensation plan. This exception is limited to \$10 million, plus \$10 million multiplied by number of calendar years that have commenced since February 9, 2021.

Further, the 2021 AGM authorized the Board of Directors to increase the Company's share capital by a total amount of NOK 116,162,098 through one or more subscriptions. The authorization shall be utilized in connection with potential acquisitions of companies or businesses within the oil and energy sector, including the oil service sector, settlement of obligations (including convertible loans), funding of material investments, debt repurchases or to raise funds to strengthen the Company's capital base. The authorization includes the right to increase the Company's share capital in return for non-cash contributions and the right to assume special obligations on behalf of the Company. The Board was also on the 2021 AGM authorized to issue convertible bonds at a total amount of NOK 3,500,000,000. The share capital of the Company may be increased by a total amount of NOK 116,162,098 as a result of the convertible loans being converted into equity. The right to issue convertible bonds and the right to increase the share capital is jointly capped at 10% of the share capital of the Company.

The above is authorizations are all valid until June 30, 2022 (unless earlier revoked by the 2022 AGM).

As of December 31, 2019, PGS ASA had a share capital of NOK 1,015,739,988 on 338 579 996 shares of par value NOK 3 each, all fully paid.

On February 13, 2020, the extraordinary general meeting in PGS ASA approved to issue 48,627,000 new shares following a private placement raising approximately NOK 850 million as equity (approximately \$95 million). On February 14, 2020, the registered share capital in the Company was increased to NOK 1,161,620,988 comprising of 387,206,996 shares, each with a nominal value of NOK 3 all fully paid.

As of December 31, 2020, PGS ASA had a share capital of NOK 1,161,620,988 comprising of 387,206,996 shares of par value NOK 3 each, all fully paid.

Early 2021, the Company successfully completed a re-negotiation of amortization and maturity profiles for its main credit facilities. The negotiated result was completed by a UK Scheme of Arrangement (the “Scheme”) sanctioned by an English court and having support of almost all the Company's lenders. The agreements included the issuance of a convertible loan of total NOK 116,162,097. Per December 31, 2021, NOK 75.8 million of this loan remain outstanding. During 2021 PGS ASA received conversion notices from holders of the convertible bond representing NOK 40.4 million that have been converted into 13 460 701 shares. As of December 31, 2021, PGS ASA had a share capital of NOK 1,202,003,091 comprising of 400,667,697 shares of par value NOK 3 each, all fully paid.

All shares have equal voting rights and equal rights to dividends. Any distribution of the Company's equity is dependent on the approval of the shareholders, and the ability to make distributions is limited by certain debt covenants and Norwegian Corporate Law. The ordinary shares are listed on the Oslo Stock Exchange.

The Board of Directors will not propose any dividend to the AGM in 2022 for the year ended December 31, 2021.

The Company's holding of treasury shares reconciles as follows:

	Treasury shares	% of total shares outstanding
<b>Balance as of January 1, 2020</b>	<b>1 739</b>	<b>0.00%</b>
Used to fulfill employee benefit programs in 2020 (note 29)	-	
<b>Balance as of December 31, 2020</b>	<b>1 739</b>	<b>0.00%</b>
Used to fulfill employee benefit programs in 2021 (note 29)	(1 149)	0.00%
<b>Balance as of December 31, 2021</b>	<b>590</b>	<b>0.00%</b>

The 20 largest shareholders (a) in PGS ASA were as follows:

	December 31, 2021	
	Total shares	Ownership percent
Coltrane Asset Management LP	63 914 900	16.0
DNB Asset Management AS	29 024 749	7.2
M&G Investment Management Limited	26 931 374	6.7
Dimensional Fund Advisors LP	12 977 624	3.2
The Boeing Company Employee Retirement Plans Master Trust	12 885 165	3.2
Barclays Capital Inc.	7 951 764	2.0
Susquehanna International Group Ltd.	5 528 848	1.4
Monaco Asset Management SAM	5 187 082	1.3
Mats Geo AB	4 900 000	1.2

(Table continued on next page)

Credit Andorra	4 616 595	1.2
Andbank Wealth Management SGIC SAU	4 311 590	1.1
Legal & General Investment Management Limited	4 213 000	1.1
Charles Schwab Investment Management, Inc.	4 171 008	1.0
Trefoil Capital Advisers	4 012 445	1.0
MH Capital A/S	3 983 490	1.0
Saxo Capital Markets UK Ltd	3 546 948	0.9
City of New York Group Trust	2 931 262	0.7
SPB A/S	2 811 435	0.7
UBS Switzerland AG (Investment Management)	2 622 999	0.7
American Century Investment Management Inc.	2 438 622	0.6
Other	191 706 797	47.8
<b>Total</b>	<b>400 667 697</b>	<b>100.00</b>

(a) The data in this table is provided by Q4 Inc. and is obtained through an analysis of beneficial ownership and fund manager information provided in replies to disclosure of ownership notices issued to all custodians in relation to the PGS share register provided by the Norwegian Central Securities Depository (VPS). Every reasonable effort has been made to verify the data, however neither PGS nor Q4 Inc. can guarantee the accuracy of the analysis.

Shares owned or controlled by members of the Board of Directors, Chief Executive Officer and Other Executive Officers were as follows:

	December 31, 2021	
	Total shares	Ownership percent
<b>Board of Directors</b>		
Walter Qvam, Chairperson	35 000	(a)
Anne Grethe Dalane	48 000	(a)
Marianne Kah	28 589	(a)
Richard Herbert	9 500	(a)
Trond Brandsrud	60 000	(a)
Eivind Vesterås	103 500	(a)
Anette Valbø	7 142	(a)
Gunhild Myhr	-	-
<b>Chief Executive Officer and Other Executive Officers</b>		
Rune Olav Pedersen, President and Chief Executive Officer	228 617	(a)
Gottfred Langseth, Executive Vice President and Chief Financial Officer	450 106	(a)
Rob Adams, Executive Vice President of Operations	176 703	(a)
Berit Osnes, Executive Vice President New Energy	36 186	(a)
Nathan Oliver, Executive Vice President of Sales & Services	-	-

(a) Less than 1% of the Company's shares as of December 31, 2021

## Note 28 – Related Party Transactions

The following transactions were carried out with related parties:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
<b>Sale of goods and services</b>		
Associates – MultiClient data	-	-
Associates – Other services	36.4	31.7

Transactions with related parties are mainly proceeds from sale of goods and services to Ocean Geo-Frontier Co. Ltd.

The Company has \$1.6 million and \$2.0 million in outstanding balances with related parties as of December 31, 2021 and 2020, respectively.

All transactions with related parties are priced on an arm's length basis.

Chief Executive Officer ("CEO"), other Executive Officers and Directors of the Company are also on the Board of certain customers and suppliers. As of December 31, 2021 and 2020, the Company did not have any significant outstanding balances with any of these companies.

## Note 29 – Share Based Payment Programs

RSU's and PRSU's granted under the Company's employee share-based programs are as follows:

Grant Year	Options, RSU's and PRSU's granted	Additional options granted year	Additional options granted	Description
2013	771 425	2014/2016	7 500/2 000	Restricted Stock Plan (RSU)
2014	739 500	2015/2017	2 000/17 500	Restricted Stock Plan (RSU)
2015	657 100	-	-	Restricted Stock Plan (RSU)
2015	776 100	-	-	Performance Based Restricted Stock Plan (PRSU)
2016	647 150	2018	26 200	Restricted Stock Plan (RSU)
2016	762 150	-	-	Performance Based Restricted Stock Plan (PRSU)
2017	456 320	-	-	Restricted Stock Plan (RSU)
2017	839 480	-	-	Performance Based Restricted Stock Plan (PRSU)
2018	1 746 450	-	-	Performance Based Restricted Stock Plan (PRSU)
2019	2 249 300	2020/2021	30 000/50 000	Performance Based Restricted Stock Plan (PRSU)
2020	2 399 050	-	-	Performance Based Restricted Stock Plan (PRSU)
2021	5 993 000	-	-	Performance Based Restricted Stock Plan (PRSU)

### The programs

In the period 2019-2021, the company only awarded PRSUs. Settlement of the PRSUs granted and subsequent transfer of shares to the eligible employee will take place three years after the grant subject to the Company achieving a satisfactory Total Shareholder Return ("TSR") compared to the companies in LTI Comparator Group" adjusted for dividends.

For PRSUs granted under the 2019-2021 LTI Plan, 75% of the PRSUs will settle subject to the TSR goal as outlined above and 25% subject to a goal on Return on Capital Employed ("ROCE").

### Effect on financial statements

For the years ended December 31, 2021 and 2020, the Company recognized compensation cost with a corresponding increase in shareholders' equity of \$2.5 million and \$3.1 million, respectively. Total net unrecognized compensation cost as of December 31, 2021 was \$3.1 million (PRSU's), which is expected to be recognized over a period of 3 years.

In 2021 the PRSU's did not result in any payout. For 2020, the company settled PRSU and RSU's by cash consideration. Equity was correspondingly decreased with \$0.2 million. The PRSU's did not result in any payout, the amounts relate to the RSU programs only.

The tables below detail the Company's outstanding share awards (RSU and PRSU) for the years presented.

### Year ended December 31, 2021

Grant date	RSUs as of December 31, 2020	RSUs granted 2021	RSUs forfeited 2021	RSUs released 2021	RSUs as of December 31, 2021	Weighted-average remaining contractual term
2016	13 800	-	-	(13,800)	-	-
2017	-	-	-	-	-	-
<b>Total</b>	<b>13 800</b>	<b>-</b>	<b>-</b>	<b>(13,800)</b>	<b>-</b>	<b>-</b>

Grant date	PRSUs as of December 31, 2020	PRSUs granted 2021	PRSUs forfeited 2021	PRSUs exercised 2021	PRSUs adjusted (due to performance) 2021	PRSUs as of December 31, 2021	Weighted-average remaining contractual term
2018	1 577 350	-	-	-	(1 577 350)	-	-
2019	2 158 900	50 000	(103 000)	-	-	2 105 900	0.47 years
2020	2 384 550	-	(161 000)	-	-	2 223 550	1.65 years
2021	-	5 993 000	(275 000)	-	-	5 718 000	2.37 years
<b>Total</b>	<b>6 120 800</b>	<b>6 043 000</b>	<b>(539 000)</b>	<b>-</b>	<b>(1 577 350)</b>	<b>10 047 450</b>	<b>1.82 years</b>

Year ended December 31, 2020

Grant date	RSUs as of December 31, 2019	RSUs granted 2020	RSUs forfeited 2020	RSUs released 2020	RSUs as of December 31, 2020	Weighted-average remaining contractual term
2014	7 500	-	-	(7 500)	-	-
2015	-	-	-	-	-	-
2016	23 400	-	(9 600)	-	13 800	0.64 years
2017	368 060	-	(10 100)	(357 960)	-	-
<b>Total</b>	<b>398 960</b>	<b>-</b>	<b>(19 700)</b>	<b>(365 460)</b>	<b>13 800</b>	<b>0.64 years</b>

Grant date	PRSUs as of December 31, 2019	PRSUs granted 2020	PRSUs forfeited 2020	PRSUs exercised 2020	PRSUs adjusted (due to performance) 2020	PRSUs as of December 31, 2020	Weighted-average remaining contractual term
2015	-	-	-	-	-	-	-
2016	-	-	-	-	-	-	-
2017	697 090	-	(15 150)	-	(681 940)	-	-
2018	1 650 850	-	(73 500)	-	-	1 577 350	0.44 years
2019	2 240 300	30 000	(111 400)	-	-	2 158 900	1.48 years
2020	-	2 399 050	(14 500)	-	-	2 384 550	2.64 years
<b>Total</b>	<b>4 588 240</b>	<b>2 429 050</b>	<b>(214 550)</b>	<b>-</b>	<b>(681 940)</b>	<b>6 120 800</b>	<b>1.67 years</b>

The table below details the Company's assumptions used to calculate estimated fair value at grant date:

Grant date	Options, RSU and PRSU outstanding December 31, 2021	Average exercise price	Weighted average share price at grant date	Risk free rate	Dividend yield	Volatility factor	Weighted average life	Estimated fair value at grant date (average NOK/USD per share option/RSU/PRSU)
2016 (a)	-	NOK 0	NOK 24.55	N/A	-	N/A	N/A	NOK 24.54/\$2.99
2016 (b)	-	NOK 0	NOK 24.56	N/A	-	N/A	N/A	NOK 18.99/\$2.32
2017 (a)	-	NOK 0	NOK 14.59	N/A	-	N/A	N/A	NOK 14.59/\$1.71
2017 (b)	-	NOK 0	NOK 14.59	N/A	-	N/A	N/A	NOK 10.17/\$1.19
2018 (b)	-	NOK 0	NOK 40.70	N/A	-	N/A	N/A	NOK 31.29/\$3.88
2019 (b)	2 105 900	NOK 0	NOK 13.39	N/A	-	N/A	N/A	NOK 10.50 / \$ 1.23
2020 (b)	2 223 550	NOK 0	NOK 3.40	N/A	-	N/A	N/A	NOK 2.15 / \$ 0.24
2021 (b)	5 718 000	NOK 0	NOK 5.36	N/A	-	N/A	N/A	NOK 4.03 / \$ 0.49
<b>Total</b>	<b>10 047 450</b>							

(a) Restricted Stock Units ("RSU")

(b) Performance based Restricted Stock Units ("PRSU")

The estimated fair value of the RSU and PRSU's granted are lower than the weighted average share price at the same date as the fair value calculations include adjustment for expected dividends up to vesting. In addition, the fair value of the PRSU's is reduced due to the performance conditions in the program.

### Note 30 – Salaries and Other Personnel Costs, Number of Employees, and Remuneration to the Board of Directors, Executive Officers and Auditors

Salary and social expenses that are included in cost of sales, research and development costs and selling, general and administrative costs consist of:

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Salaries and bonuses	118.5	141.9
Social security	10.5	11.0
Pension	6.1	8.1
Other benefits	13.0	14.9
<b>Total</b>	<b>148.1</b>	<b>175.9</b>

The Company had an average of 915 and 1,056 employees during the years ended December 31, 2021 and 2020, respectively.

### Chief Executive Officer (“CEO”) and Senior Executives

In 2021, the Company paid compensation to its President and CEO and other executive officers as follows:

Name	Total compensation paid in 2021 (a)				
	Fixed salary	Bonus (b)	Other benefits (c)	Total paid salary and compensation (in dollars)	Pension benefits (d)
<b>Rune Olav Pedersen</b>					
President and Chief Executive Officer	612 364	-	18 800	631 164	174 332
<b>Gottfred Langseth</b>					
Executive Vice President and Chief Financial Officer	458 588	-	24 847	483 435	99 050
<b>Nathan Oliver</b>					
Executive Vice President of Sales & Services	397 978	-	45 989	443 967	38 281
<b>Berit Osnes</b>					
Executive Vice President of New Energy (e)	307 467	-	9 751	317 218	35 594
<b>Rob Adams</b>					
Executive Vice President of Operations	396 931	-	32 749	429 680	36 670

- (a) Amounts in NOK have been translated to US Dollars using average exchange rate for 2021 of NOK/USD 8.5991.  
(b) There was no performance related bonus for 2020 and management did not receive any bonus payments in 2021  
(c) Includes items such as PRSU's/RSU's, car allowance, house allowance, telephone, internet and other minor benefits.  
(d) Contribution to defined contribution plans (Norway) and earned benefits for members of the defined benefit plan.  
(e) Berit Osnes as Executive Vice President of New Energy from 1 April 2021.

RSUs and PRSU's held by the CEO and executive officers as of December 31, 2021 were as follows:

Name	PRSUs as of December 31, 2020	PRSUs granted 2021	PRSUs forfeited 2021	PRSUs exercised 2021	PRSUs adjusted (due to performance) 2021	PRSUs as of December 31, 2021	Weighted average remaining contractual term
Rune Olav Pedersen	462 000	420 000	-	-	(126 000)	756 000	1.79
Gottfred Langseth	210 000	175 000	-	-	(60 000)	325 000	1.76
Nathan Oliver	180 000	175 000	-	-	(30 000)	325 000	1.76
Berit Osnes	149 000	125 000	-	-	(24 000)	250 000	1.97
Rob Adams	135 000	175 000	-	-	(30 000)	280 000	1.66

In 2020, the Company paid compensation to its President and CEO and other executive officers as follows:

Name	Total compensation paid in 2020 (a) (b)				
	Fixed salary	Bonus (c)	Other benefits (d)	Total paid salary and compensation (in dollars)	Pension benefits (e)
<b>Rune Olav Pedersen</b>					
President and Chief Executive Officer	464 343	116 908	21 721	602 972	138 843
<b>Gottfred Langseth</b>					
Executive Vice President and Chief Financial Officer	413 085	66 105	27 253	506 443	83 605
<b>Nathan Oliver</b>					
Executive Vice President of Sales & Services	355 091	60 095	40 726	455 912	32 578
<b>Berit Osnes</b>					
Executive Vice President of New Ventures (f)	209 672	60 095	8 935	278 703	24 341
<b>Rob Adams</b>					
Executive Vice President of Operations	372 813	40 320	73 426	486 559	36 076

- (a) Amounts in NOK have been translated to US Dollars using average exchange rate for 2020 of NOK/USD 9.400.  
(b) Amounts in GBP have been translated to US Dollars using average exchange rate for 2020 of GBP/USD 1.2820.  
(c) Received bonus is related to performance in 2019  
(d) Includes items such as PRSU's/RSU's, car allowance, house allowance, telephone, internet and other minor benefits.  
(e) Contribution to defined contribution plans (Norway) and earned benefits for members of the defined benefit plan.  
(f) Berit Osnes was Executive Vice President of New Ventures until the reorganization 1 August 2020.



RSUs and PRSUs held by the CEO and executive officers as of December 31, 2020 were as follows:

Name	RSUs as of December 31, 2019	RSUs granted 2020	RSUs forfeited 2020	RSUs released 2020	RSUs expired 2020	RSUs as of December 31, 2020	Weighted average remaining contractual term
Rune Olav Pedersen	9 000	-	-	(9 000)	-	-	-
Gottfred Langseth	9 000	-	-	(9 000)	-	-	-
Nathan Oliver	4 000	-	-	(4 000)	-	-	-
Berit Osnes	4 000	-	-	(4 000)	-	-	-
Rob Adams	3 200	-	-	(3 200)	-	-	-

Name	PRSUs as of December 31, 2019	PRSUs granted 2020	PRSUs forfeited 2020	PRSUs exercised 2020	PRSUs adjusted (due to performance) 2020	PRSUs as of December 31, 2020	Weighted average remaining contractual term
Rune Olav Pedersen	330 000	168 000	-	-	(36 000)	462 000	1.62
Gottfred Langseth	171 000	75 000	-	-	(36 000)	210 000	1.60
Nathan Oliver	111 000	75 000	-	-	(6 000)	180 000	1.79
Berit Osnes	105 000	50 000	-	-	(6 000)	149 000	1.90
Rob Adams	64 800	75 000	-	-	(4 800)	135 000	1.70

See note 27 for shares held by the Company's CEO and other executive officers and note 29 for further information on the share-based payments programs.

Rune Olav Pedersen, President and CEO of the Company, had an annual fixed salary of NOK 5,265,000 in 2021. The CEO has a mutual 6-months period of notice. The CEO is, both during and after the employment, obliged to refrain from taking employment with companies that are in direct or indirect competition with PGS. This prohibition applies for a period of two years from the termination date unless the Company sets a shorter period of time.

Other executive officers have similar provisions in their employment terms, with periods of notice of twelve months or less.

Further information on compensation of the CEO and other executive officers are provided in the Board of Directors' Policy on Remuneration to the Company's CEO and Senior Executives below.

### Board of Directors

None of our Directors has any contract with the Company providing benefits upon termination of service.

The table below provides information about our Directors and compensation for 2021:

Name	Position	Director since	Term expire	Compensation (In dollars) (a)
Walter Qvam	Chairperson	2013	2022	110 070
Anne Grethe Dalane	Vice Chairperson	2013	2022	73 380
Marianne Kah	Director	2018	2022	68 422
Richard Herbert	Director	2017	2022	67 847
Trond Brandsrud	Director	2019	2022	67 510
Eivind Vesterås	Director (Empl.rep)	2021	2023	7 752
Anette Valbø	Director (Empl.rep)	2015	2023	11 629
Gunhild Myhr	Director (Empl.rep)	2021	2023	7 752
			<b>Total</b>	<b>414 362</b>

(a) Amounts in NOK have been translated to US Dollars using average exchange rate for 2021 of NOK/USD 8.5991. None of the members or deputy members of the board received compensation from any other Group companies, except for the employee representatives. Their remuneration as employees is not included above.

The table below provides information about our Directors and compensation for 2020:

Name	Position	Director since	Term expire	Compensation (In dollars) (a)
Walter Qvam	Chairperson	2013	2021	114 000
Anne Grethe Dalane	Vice Chairperson	2013	2021	77 000
Marianne Kah	Director	2018	2021	73 500
Richard Herbert	Director	2017	2021	73 500
Trond Brandsrud	Director	2019	2021	70 500
Hege Renshus	Director (Empl.rep)	2017	2021	10 638
Anette Valbø	Director (Empl.rep)	2015	2021	10 638
Grunde Rønholt	Director (Empl.rep)	2019	2021	10 638
			<b>Total</b>	<b>440 415</b>

- (a) Amounts in NOK have been translated to US Dollars using average exchange rate for 2020 of NOK/USD 9.400. None of the members or deputy members of the board received compensation from any other Group companies, except for the employees.

See note 27 for shares held by the Company's Board of Directors.

## Board of Directors' Policy on Remuneration to the CEO and Senior Executives

### Introduction

In accordance with §6-16a of the Norwegian Public Limited Liability Companies Act, PGS ASA ("PGS" or "the Company") and its Board of Directors (the "Board") has for our President & CEO (the "CEO") and the executive officers (the "Senior Executives") established a Policy related to determination of salary and other benefits (the "Policy"). The Policy is outlined below, and was approved by the shareholders at the Annual General Meeting ("AGM") on 21 April, 2021. The Policy will apply for a four year policy period from the 2021 AGM, or until the general meeting resolving changes to the Policy if earlier.

PGS is an international company operating in the global geophysical industry. Our operations are conducted worldwide. This means that our talent pool is and needs to be diverse and international. The total compensation package for our CEO and Senior Executives will therefore need to be based on the norms in both the Norwegian labor market and the global talent market that we compete within. Whilst responding to the Company's financial ability, both the level of total compensation and the structure of the compensation package for our CEO and Senior Executives is designed to incentivize enhanced performance, achieve PGS' strategy and long-term interests, and ensure common goals and interest between the shareholders and the CEO/Senior Executives. The Policy is also designed to attract and retain highly qualified leaders with diverse backgrounds and experience. All of the above will require the use of several different instruments and components, as explained below.

### Overview of Total Compensation for the CEO and Senior Executives

The current remuneration package for our CEO and Senior Executives includes fixed elements and variable elements. The fixed elements consist of a base salary and other benefits such as car allowance, phone, internet and similar. The fixed elements also include a defined contribution pension scheme and an individual pension scheme. The variable elements consist of Short-Term Incentive Plans ("STI Plans") which is our annual bonus scheme, and Long-Term Incentive Plans ("LTI Plans") which are composed of Performance Restricted Stock Units ("PRsUs").

PGS has with the help of an external advisor identified a specific peer group of comparable companies across relevant markets. The advisor has collected, and combined information related to total compensation level and structure amongst these companies. As of December 31, 2020, the peer group consisted of 15 companies from Norway and Europe. These companies are of comparable size and have international operations in the oil & gas and oil services sectors. The peer group is subject to regular review. The Board and its Remuneration and Corporate Governance Committee ("Remco") uses this information, among other tools, to benchmark and decide on an appropriate total compensation structure for the CEO and Senior Executives. Remco and the Board evaluate the remuneration of the CEO and Senior Executives regularly. As part of its meeting schedule, Remco annually reviews the total compensation level and the mix between fixed and variable compensation. As part of this review, the mix between long- and short-term incentives, and the mix between corporate financial goals and personal performance goals are evaluated. At the beginning of each calendar year the corporate financial goals and its targets and ranges are reviewed and approved by Remco and the Board. PGS has routines for detecting and preventing conflicts of interests, and thereby ensuring a balanced determination of compensation of the CEO and Senior Executives.

Taking into account the global industry PGS is operating in and the peer group information, the total compensation of the CEO is designed to target a relative share for each component approximately as follows: 40-50% as base salary, 30-40% as target bonus payment from the STI Plan, and 20-30% as target settlement from the LTI Plan. For the Senior Executives, the target is approximately 50-60% as base salary, 25-35% as bonus payment from the STI Plan, and 10-20% as settlement from the LTI Plan. These are long-term targets, and the actual compensation and the split will depend on the Company's financial performance and other elements.

### Fixed elements

Base salary for the CEO and Senior Executives is reviewed by Remco. Base salary is approved by the Board with regards to that of the CEO, and by the CEO with regards to that of any Senior Executive.

In addition to base salary and other fixed benefits mentioned in Section 2 above, the CEO and - as of 31 December 2020 - one Senior Executive have an early retirement plan allowing for termination of employment without cause when reaching the age of 62. Full early retirement benefits are defined as 60% of the last base salary in the year of retirement. The CEO is eligible for 85% of full benefits upon retiring at the age of 62 and full benefits upon retiring at the age of 65. The other Senior Executive is eligible for full benefits upon retiring at the age of 62. The early retirement benefits cease when the CEO and the other Senior Executive reach the age of 67.

### Short Term Incentive Plans

Participation in the STI Plans and the minimum-, target- and maximum pay-out levels under such plans are determined by the Company on an annual basis. Minimum-, target- and maximum pay-out levels are annually reviewed and approved by Remco and the Board. Bonus payments under the STI Plans to the CEO and Senior Executives will be based partly on the Company and its subsidiaries achievement of one or more key performance indicators ("KPIs"), and partly on achievement of agreed goals in the individual's personal performance contract. The personal performance KPIs are related to areas such as financial, strategic, operational-, organizational, people, and ESG (environmental, social and governance). Bonus payments under the STI Plan, is for the CEO and Senior Executives over time targeted to be 85% and 57% of base salary respectively, whereas payments are capped to 150% and 100% respectively.

Separately, for incentivization purposes, the Board may award a discretionary bonus to CEO and/or Senior Executives in the event the Company is involved in major transactions that is deemed to protect or generate shareholder value and be in the Company's best long-term interests. Such discretionary bonus will be capped to 150% and 100% of base salary for the CEO and Senior Executives respectively.

### Long Term Incentive Plans

The Company's AGMs have for several years annually authorized LTI Plans in order to ensure continued long-term incentives linked to the Company's financial performance and relative share price development. The Board will annually throughout the Policy period continue to propose an LTI Plan for approval at the AGM, and will each year present the full details of the LTI Plan document.

Each LTI Plan will for all eligible employees consist solely of a pool of PRSUs that will be awarded to eligible employees following the AGM approving such plan and a given deadline in the LTI Plan. Settlement of the PRSUs will be conditioned upon the Company over a defined period from award meeting certain goals and share price related targets under one or more Key Performance Indicators (“KPIs”) set out in each LTI Plan. The KPIs, their relative weighting, and the associated pay out levels from each KPI will be designed to protect the Company’s long term-interests and create value over time. During the recent years, the KPIs in LTI Plans have been Total Shareholder Return (“TSR”) and Return On Capital Employed (“ROCE”). TSR achievement have been measured against a comparator group of companies while the ROCE has been an absolute financial target. These KPIs have been seen by the Board to be adequate metrics to gauge the protection of long-term interests for the Company and creation of shareholder value over time. The KPIs may however for each LTI Plan change depending on the Company’s financial situation and its current key strategic priorities.

The total PRSU awards under all outstanding LTI Plans and the equivalent maximum potential share settlement thereunder will not at any time exceed 5% of the Company’s share capital. The Board will for the period between an upcoming AGM and the subsequent AGM not distribute to the CEO or any Senior Executives any other share based incentives than PRSUs under the approved LTI Plans.

The full LTI Plan including the KPIs, goals, the size of the pool of PRSUs subject for award, and the LTI Plan terms and conditions will be presented in the Calling Notice for each AGM for shareholder approval.

The LTI Plan and its KPIs and goals are designed to contribute to PGS meetings its businesses strategy and to promote the Company’s long-term interests whilst taking PGS’ financial ability into account.

Upon proposing material changes during the Policy period applying from the 2021 AGM, the Company will either seek approval in an AGM or call for an Extraordinary General Meeting to solicit approval. The Company will in the calling notice describe the proposed changes and take note of shareholders’ voting over the Company’s remuneration policy and remuneration report for the previous fiscal year. Otherwise, the Board will ensure that the Policy is reviewed and presented for approval by the AGM at least every fourth year.

#### Remuneration of auditor

Fees for audit and other services provided by the Company’s auditor EY, are as follows (exclusive VAT and including out of pocket expenses):

(In millions of US dollars)	Year ended December 31,	
	2021	2020
Audit fees	1.3	1.4
Tax services	0.2	0.4
All other fees	0.1	0.1
<b>Total</b>	<b>1.6</b>	<b>1.9</b>

## Note 31 – Subsidiaries

The ownership percentage in subsidiaries as of December 31, 2021, was as follows:

Company	Jurisdiction	Shareholding and voting rights
PGS Australia Pty. Ltd.	Australia	100%
Seahouse Insurance Ltd.	Bermuda	100%
PGS Suporte Logistico e Servicos Ltda.	Brazil	100%
PGS Overseas Operation (Cyprus) Limited -under liquidation	Cyprus	90%
PGS Data Processing Middle East SAE	Egypt	100%
PGS Egypt for Petroleum Services	Egypt	100%
PGS Ghana Limited	Ghana	90%
PT Petroprima Geo-Servis Nusantara	Indonesia	94%
PGS Marine Services (Isle of Man) Ltd. -under liquidation	Isle of Man	100%
PGS Japan K.K.	Japan	100%
Petroleum Geo-Services Asia Pacific Labuan Ltd -under liquidation	Malaysia	100%
Petroleum Geo-Services Exploration (M) Sdn. Bhd.	Malaysia	100%
PGS Data Processing & Technology Sdn. Bhd.	Malaysia	100%
PGS Geophysical Nigeria Ltd.	Nigeria	100%
Petroleum Geo-Services AS	Norway	100%
PGS Shipowner AS	Norway	100%
Multiklient Invest AS	Norway	100%
PGS Falcon AS	Norway	100%
PGS Geophysical AS	Norway	100%
PGS Titans AS	Norway	100%
Natuna Ventures Pte. Ltd.	Singapore	100%
Petroleum Geo-Services Asia Pacific Pte. Ltd.	Singapore	100%
PGS Geophysical (UK) Ltd.	United Kingdom	100%
Panoceanic Energy Limited	United Kingdom	100%
Petroleum Geo-Services (UK) Ltd.	United Kingdom	100%
PGS EM Ltd.	United Kingdom	100%
PGS Exploration (UK) Ltd.	United Kingdom	100%
PGS Geophysical (Angola) Ltd.	United Kingdom	100%
PGS Pension Trustee Ltd.	United Kingdom	100%
Petroleum Geo-Services, Inc.	United States	100%
PGS Imaging, Inc.	United States	100%
PGS Finance, Inc.	United States	100%
PGS Holding I Ltd	United Kingdom	100%
PGS Holding II Ltd	United Kingdom	100%
PGS Imaging, S.A. de C.V. - under liquidation	Mexico	100%

Subsidiaries with minority interests are not considered significant and as such, are not disclosed in the consolidated statements of financial position and the consolidated statement of changes in shareholders' equity.

## Note 32 – Subsequent Events

The Company's operation is not directly impacted by the recent invasion of Ukraine. But for the PGS group there are approximately \$5 million outstanding from Ukraine and Russian customers where recoverability may be at risk. Find further information in the consolidated financial statements.



# Parent Company Financial Statements

## Statements of Profit and Loss

(In millions of NOK)	Note	Year ended December 31,	
		2021	2020
<b>Revenue</b>	2	<b>3.1</b>	<b>9.3</b>
Selling, general, administrative and other costs	2, 14	(49.1)	(45.2)
<b>Total operating expenses</b>		<b>(49.1)</b>	<b>(45.2)</b>
<b>Operating loss</b>		<b>(46.0)</b>	<b>(35.9)</b>
Interest expense, net	2, 3	(9.2)	(561.8)
Impairment, net of reversal of impairment on shares in subsidiaries/ intercompany receivables	1, 6	-	(2 974.8)
Dividends/group contributions received from subsidiaries	2	145.6	406.5
Other financial items, net	2, 4	(9.0)	111.1
<b>Income (loss) before income taxes</b>		<b>81.3</b>	<b>(3 054.9)</b>
Income tax	5	-	-
<b>Net income (loss)</b>		<b>81.3</b>	<b>(3 054.9)</b>



## Statements of Financial Position

(In millions of NOK)	Note	December 31,	
		2021	2020
<b>ASSETS</b>			
<b>Non-current assets:</b>			
Shares in subsidiaries	1, 6	2 262.8	6 486.0
Intercompany receivables	1, 2, 6	-	3 529.9
<b>Total non-current assets</b>		<b>2 262.8</b>	<b>10 015.9</b>
<b>Current assets:</b>			
Intercompany receivables	2	260.3	83.8
Other current assets		7.2	101.3
Restricted cash	7	0.5	1.2
Cash and cash equivalents	7	35.8	936.1
<b>Total current assets</b>		<b>303.9</b>	<b>1 122.5</b>
<b>Total assets</b>		<b>2 566.6</b>	<b>11 138.4</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Shareholders' equity:</b>			
Common stock; par value NOK 3; issued and outstanding 387,206,996 shares	8	1 202.0	1 161.6
Additional paid-in capital	8	5 994.4	5 958.3
Total paid in capital		7 196.4	7 119.9
Other equity	8	(4 764.9)	(4 846.1)
<b>Total shareholders' equity</b>		<b>2 431.5</b>	<b>2 273.8</b>
<b>Non-current liabilities:</b>			
Interest bearing debt	9, 10	30.5	-
Intercompany debt	1, 2	-	1 416.1
Other non-current liabilities	11	40.4	80.3
<b>Total non-current liabilities</b>		<b>70.9</b>	<b>1 496.4</b>
<b>Current liabilities:</b>			
Interest bearing debt	9, 10	-	7 295.7
Accrued expenses and other short-term liabilities	13	64.2	72.5
<b>Total current liabilities</b>		<b>64.2</b>	<b>7 368.2</b>
<b>Total liabilities and shareholders' equity</b>		<b>2 566.6</b>	<b>11 138.4</b>

Oslo, March 2, 2022

## Board of Directors

## PGS ASA

Walter Qvam  
ChairpersonAnne Grethe Dalane  
Vice ChairpersonMarianne Kah  
Board MemberRichard Herbert  
Board MemberTrond Brandsrud  
Board MemberAnette Valbø  
Board MemberEivind Vesterås  
Board MemberGunhild Myhr  
Board MemberRune Olav Pedersen  
President & Chief Executive Officer

## Statements of Cash Flows

(In millions of NOK)	Note	Year ended December 31,	
		2021	2020
<b>Cash flows provided by (used in) operating activities:</b>			
Net income (loss)		81.3	(3 054.9)
Adjustments to reconcile net income to net cash used in operating activities:			
Impairment, net of reversal of impairment of shares/intercompany receivables	6	-	2 974.8
Interest expense		-	645.2
Loss (gain) sale of subsidiaries		-	-
Dividends/group contributions	2	(145.6)	(406.5)
Foreign exchange (gain) loss, unrealized	4	(17.2)	(173.9)
Changes in current assets and current liabilities		(26.4)	(115.5)
Other items		36.1	137.1
<b>Net cash provided by (used in) operating activities</b>		<b>(71.8)</b>	<b>6.3</b>
<b>Cash flows provided by (used in) investing activities:</b>			
Investment in subsidiaries, net	2, 6	(1,038.6)	-
Received dividends from subsidiaries		145.6	406.5
Reduced (increased) intercompany receivables		17.6	(563.4)
Increased (reduced) intercompany debt		15.7	169.8
Change in restricted cash		0.7	(0.1)
<b>Net cash provided by (used in) investing activities</b>		<b>(859.0)</b>	<b>12.7</b>
<b>Cash flows provided by (used in) financing activities:</b>			
Proceeds, net of deferred loan costs, from issuance of non-current debt/net cash payment for debt amendment	9	30.5	1 140.0
Net change of drawing on the Revolving Credit Facility	9	-	1 615.9
Proceeds from share issue	8	-	828.0
Repayment of interest bearing debt	9	-	(1 995.3)
Interest paid		-	(590.9)
<b>Net cash provided by (used in) financing activities</b>		<b>30.5</b>	<b>997.7</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>(900.3)</b>	<b>1 016.7</b>
Effect of exchange rate changes on cash and cash equivalents		-	(98.1)
Cash and cash equivalents at beginning of year		936.1	17.5
<b>Cash and cash equivalents at end of year</b>		<b>35.8</b>	<b>936.1</b>

## Note 1 – Summary of Significant Accounting Policies

PGS ASA (or “the Company”) and its subsidiaries prepares its consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union, while the Company prepares its financial statements in accordance with the Norwegian Accounting Act and accounting principles generally accepted in Norway (“N GAAP”). The Company’s headquarters is at Oslo, Norway. The address is Lilleakerveien 4C, 0283 Oslo.

The Company applies the same accounting policies as described in note 2 in the notes to the consolidated financial statements where relevant, except that unrealized foreign exchange gain (loss) on non-current intercompany loans is recognized in the statements of profit and loss. The functional currency is Norwegian kroner (“NOK”) for the financial statements prepared in accordance with the Norwegian Accounting Act and accounting principles generally accepted in Norway (“N GAAP”).

Shares in subsidiaries (see note 6) are presented at cost less impairment. Impairment is recognized based upon the carrying value of the individual shares and net intercompany receivables in the subsidiaries less the estimated recoverable amount (based on discounted estimated future cash flows). If estimated recoverable amounts increase, impairment charges are reversed accordingly. There is no fixed plan for repayment of long-term intercompany receivables and payables.

The statement of cash flows is set up using the indirect method.

## Note 2 – Intercompany Transactions

PGS ASA has intercompany transactions with its subsidiaries. PGS ASA charged out management fee to PGS Geophysical AS, NOK 3.1 and NOK 9.3 million in 2021 and 2020, respectively. Guarantee fee income is NOK 3.4 million in 2021. Dividends/group contributions from subsidiaries were NOK 145.6 and NOK 406.5 million in 2021 and 2020, respectively.

In February 2021, as part of a restructure of the PGS Group, the Company contributed most of its assets and liabilities to its subsidiary Petroleum Geo-Services AS. The shares in Petroleum Geo-Services as was subsequently contributed as a capital increase in kind to PGS Holding I Ltd, a UK entity 100% owned by PGS ASA.

The contribution in kind amounted to NOK 976 429 378,- and consisted of;

- all cash and cash equivalents, except restricted cash related to employees,
- all subsidiaries except for PT Petroprima Geo-Service Nusantra,
- TLB and RCF, being all external interest-bearing debt,
- all receivables and debt to group companies as of 31.12.2020.

Following the transaction, the Company have significantly reduced its activity related to financing of subsidiaries.

Intercompany transactions in the statements of profit and loss consist of:

Subsidiaries	Year ended December 31, 2021	
	Net interest	Net Receivables/ (Liabilities)
(In millions of NOK)		
Petroleum Geo-Services AS	16.9	259.1
Petroleum Geo-Services, Inc.	-	0.2
PGS Exploration (UK) Ltd.	-	0.6
PGS Suporte Logistico e Servicos Ltda.	-	0.3
PGS Imaging, Inc.	-	0.1
Sum transactions intercompany	16.9	260.3
Accumulated impairment		-
<b>Net transactions intercompany</b>		<b>260.3</b>

Subsidiaries	Year ended December 31, 2020	
	Net interest	Net Receivables/ (Liabilities)
(In millions of NOK)		
Multiklient Invest AS	10.9	448.3
Natuna Ventures Pte. Ltd.	-	100.2
Petroleum Geo-Services AS	-	103.7
Petroleum Geo-Services, Inc.	-	515.7
Petroleum Geo-Services (UK) Ltd.	(22.1)	(251.2)
PGS Americas, Inc	-	230.8
Petroleum Geo-Services Asia Pacific Pte. Ltd.	(17.7)	(119.1)
PGS Australia PTY Ltd	-	657.7
PGS Imaging S.A. de C.V.	-	33.7
PGS Data Processing Middle East SAE (Egypt)	(6.1)	9.3
PGS Egypt for Petroleum Services	(31.8)	(565.6)
PGS EM Ltd.	73.0	947.1
PGS Exploration (M) SDN BHD	-	181.1
PGS Geophysical Nigeria Limited	-	40.8

(Table continued on next page)

PGS Exploration (UK) Ltd	(20.4)	(297.0)
PGS Falcon AS	34.3	796.2
PGS Geophysical AS	59.0	968.1
PGS Geophysical Angola	1.4	20.0
PGS Ghana Limited	-	52.8
PGS Imaging, Inc	-	185.7
PGS Japan K.K.	(3.3)	(43.4)
PGS Marine Services (Isle of Man) Ltd.	-	28.2
PGS Seismic Services Ltd.	1.4	17.6
PGS Shipowner AS	(1.2)	(67.6)
PGS Suporte Logistico e Servicos Ltda.	-	106.2
PGS Titans AS	8.7	159.6
PT Petroprima Geo-Servis Nusantara	-	520.2
Seahouse Insurance Ltd.	(5.4)	(44.5)
Other	(0.2)	(18.0)
Sum transactions intercompany	80.4	4 716.5
Accumulated impairment		(2 518.9)
<b>Net transactions intercompany</b>		<b>2 197.6</b>

### Note 3 – Interest Expense, Net

Interest expense, net, consists of:

(In millions of NOK)	Year ended December 31,	
	2021	2020
Interest income, external	0.1	2.9
Interest income, intercompany	24.3	188.9
Interest expense, external	(26.2)	(645.2)
Interest expense, intercompany	(7.4)	(108.4)
<b>Total</b>	<b>(9.2)</b>	<b>(561.8)</b>

### Note 4 – Other Financial Items, Net

Other financial items, net, consist of:

(In millions of NOK)	Year ended December 31,	
	2021	2020
Foreign currency (loss) gain, realized and unrealized	(7.4)	194.6
Guarantee fee	3.4	39.9
Other	(5.1)	(123.4)
<b>Total</b>	<b>(9.0)</b>	<b>111.1</b>

### Note 5 – Income Taxes

The income tax expense differs from the amounts computed when applying the Norwegian statutory tax rate to income before income taxes as a result of the following:

(In millions of NOK)	Year ended December 31,	
	2021	2020
Income before income taxes	81.3	(3 054.9)
Norwegian statutory tax rate	22%	22%
Provision for income taxes at the statutory rate	(17.9)	672.1
(Increase) reduction in income taxes from:		
Impairment (reversal) of shares in subsidiaries	-	(533.0)
Impairment of intercompany receivables	-	(123.1)
Other permanent items	31.6	78.2
Correction previous year	(12.8)	(6.1)
Changes in unrecognized deferred tax assets	(0.9)	(88.1)
<b>Income tax (expense) benefit</b>	<b>-</b>	<b>-</b>

(In millions of NOK)	Year ended December 31,	
	2021	2020
Temporary differences relate to:		
Pension liabilities (a)	-	4.9
Intercompany receivables	-	57.4
Other	0.0	0.2
Tax losses carried forward	1 162.1	1 100.5
Deferred tax assets, net	1 162.1	1 163.0
Deferred tax assets not recognized in the statement of financial position	(1 162.1)	(1 163.0)
<b>Net recognized Deferred tax assets</b>	<b>-</b>	<b>-</b>

(a) Change in deferred tax for actuarial gains/losses on pensions are recognized directly to shareholder's equity (see note 8 and 12).

## Note 6 – Shares in Subsidiaries

Shares in subsidiaries are recognized in PGS ASA balance sheet at cost less any impairment.

(In millions of NOK)			As of December 31, 2021		Impairments 2021	Net income 2021
	Registered office	Shareholding (a)	Book value (b)	Equity (b)		
PGS Holding I Ltd (UK)	Oslo	100%	2 263	2 252	-	-
PT Petroprima Geo-Servis Nusantara	Indonesia	93%	-	-3.1	-	-1.5
<b>Total</b>			<b>2 262.8</b>		<b>-</b>	

(a) Voting rights are equivalent to shareholding for all companies.

(b) The numbers are preliminary and statutory audit has not been completed.

As of 31 December 2021, PGS ASA has accumulated impairments related to shares in subsidiaries totaling NOK 2.7 million. This is entirely related to the company PT Petroprima Geo-Servis Nusantara.

For additional information on impairment of shares in subsidiaries and intercompany receivables, see note 1.

## Note 7 – Restricted Cash

The Group has a cash pool agreement where PGS ASA is Group Account holder and specific Norwegian and UK companies are participants with notional bank accounts. PGS ASA as the owner of the cash pool is the owner to the cash in the cash pool, whilst cash on participants notional accounts are a receivable on PGS ASA or an overdraft on the nominal account is a payable to PGS ASA.

Restricted cash consists of:

(In millions of NOK)	December 31,	
	2021	2020
Payroll withholding taxes	0.5	1.2
<b>Total</b>	<b>0.5</b>	<b>1.2</b>

## Note 8 – Shareholders' Equity

Changes in shareholders' equity for the years ended December 31, 2021 and 2020 are as follows:

(In millions of NOK)	Paid-in capital			Other equity	Shareholders' equity
	Common stock	Own shares, par value	Additional paid-in capital		
<b>Balance as of December 31, 2019</b>	<b>1 015.7</b>	<b>(0.0)</b>	<b>5 250.1</b>	<b>(1 758.8)</b>	<b>4 507.0</b>
Share issue	145.9	-	682.1	-	828.0
Employee benefit plans	-	-	1.9	-	1.9
Employee share options recharged to subsidiaries	-	-	24.2	-	24.2
Interest rate swaps (net of tax)	-	-	-	(31.6)	(31.6)
Actuarial gains and losses charged to equity (net of tax)	-	-	-	(0.8)	(0.8)
Net income (loss)	-	-	-	(3 054.9)	(3 054.9)
<b>Balance as of December 31, 2020</b>	<b>1 161.6</b>	<b>(0.0)</b>	<b>5 958.3</b>	<b>(4 846.1)</b>	<b>2 273.8</b>
Share based payments	-	-	21.7	-	21.7
Share issue*	40.4	-	14.4	-	54.8
Net income (loss)	-	-	-	81.3	81.3
<b>Balance as of December 31, 2021</b>	<b>1 202.0</b>	<b>(0.0)</b>	<b>5 994.4</b>	<b>4 764.9</b>	<b>2 431.6</b>

\* During 2021 PGS ASA received conversion notices from holders of the convertible bond representing NOK 40.4 million that have been converted into 13 460 701 shares. As of December 31, 2021, PGS ASA had a share capital of NOK 1,202,003,091 comprising of 400,667,697 shares of par value NOK 3 each, all fully paid.

## Note 9 – Debt and Guarantees

Long term debt consists of the following:

(In millions of NOK)	December 31,	
	2021	2020
<b>Secured:</b>		
Term loan B, Libor + 250 Basis points, due 2021	-	171
Term loan B, Libor + 6-700 basis points (linked to total leverage ratio ("TLR"), due 2024	-	4 448.6
Revolving credit facility, due Sep 2020	-	1 155.7
Revolving credit facility, due Sep 2023	-	1 836.2
<b>Unsecured:</b>		
Convertible bond 5%, due 2024	75.8	-
<b>Total</b>	<b>75.8</b>	<b>7 457.6</b>
Less current portion	-	(7 295.7)
Less deferred loan costs, net of debt premiums	-	(7 295.7)
Less effect from separate derivative financial instrument convertible bond	45.3	(161.9)
<b>Total non-current interest bearing debt</b>	<b>30.5</b>	<b>-</b>

Undrawn facilities consist of the following:

(In millions of NOK)	December 31,	
	2021	2020
<b>Secured:</b>		
Revolving credit facility, due 2020	-	1 493.7
<b>Unsecured:</b>		
Bank facility (NOK 50 mill)	-	50.0
Performance bond	-	84.4
<b>Total</b>	<b>-</b>	<b>1 628.0</b>

Early 2021, the Company successfully completed a re-negotiation of amortization and maturity profiles for its main credit facilities. The negotiated result was completed by a UK Scheme of Arrangement (the "Scheme") sanctioned by an English court and having support of almost all the Company's lenders. The agreements included the issuance of a convertible loan of total NOK 116,162,097. Per December 31, 2021, NOK 75.8 million of this loan remain outstanding.

The remaining interest-bearing debt have been transferred to a subsidiary as part of a restructure, refer to note 3 for further information.

For additional information see Note 21 and 22 in the consolidated financial statements.

## Note 10 – Financial Instruments

### Fair values of financial instruments

The Company classifies financial instruments carried at fair value in the consolidated statement of financial position using the Fair Value Hierarchy.

*Level 1:* quoted prices (unadjusted) in active markets for identical assets and liabilities.

*Level 2:* assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly.

*Level 3:* techniques for which all inputs which have a significant effect on the recorded fair value that is not based on observable market data.

The carrying amounts of cash and cash equivalents, restricted cash, accounts receivable, accrued revenues and other receivables, other current assets, accounts payable and accrued expenses classified at amortized cost approximate their respective fair values because of the short maturities of those instruments.

The fair values of the non-current debt instruments, forward exchange contracts and interest rate swaps are estimated using quotes obtained from dealers in such financial instruments or latest quoted prices or indexes at Reuters or Bloomberg. Where market prices are not observed or quotes from dealers are not obtained, an indirect method is used by use of implied credit spread from debt instrument with similar risk characteristics.



The carrying amounts, estimated fair values of debt and derivatives instruments including how fair value is determined are summarized as follows:

(In millions of NOK)	December 31, 2021		December 31, 2020	
	Nominal value	Fair value	Nominal value	Fair value
<b>Financial liabilities</b>				
<b>Financial liabilities at amortised cost</b>				
Debt with fixed interest rate	2	-	-	-
Debt with variable interest rate	2	-	(7 457.6)	(6 694.0)
Convertible bond *	2	(75.8)	(67.6)	-
<b>At fair value through profit and loss</b>				
Foreign exchange contracts	2	-	-	-
Interest rate swaps	2	(4.5)	(4.5)	-
Convertible bond option conversion	2	(35.9)	(35.9)	-
<b>Derivatives designated as hedging instruments</b>				
Interest rate swaps	2	-	(57.3)	(57.3)
Foreign exchange contracts	2	-	-	-
<b>Total</b>		<b>(116.1)</b>	<b>(107.9)</b>	<b>(7 514.9)</b>

#### Interest rate risk management

The Company is subject to interest rate risk on debt. The risk is managed by using a combination of fixed- and variable rate debt, together with interest rate swaps, where appropriate, to fix or lower the borrowing costs. The Company retains an interest rate swap with a notional amount of NOK 440.5 million which matures in June 2022, paying a fixed rate of 2.36% and receiving 3-month USD LIBOR. This instrument represents an economical hedge for the variable rate loan held in Petroleum Geo-Services AS, for PGS ASA this is accounted for at fair value over profit and loss.

(In millions of NOK)	December 31, 2021		December 31, 2020	
	Notional amounts	Weighted average interest rate	Notional amounts	Weighted average interest rate
Debt at fixed interest rate	75.8	5.00%	-	-
Debt at variable interest rate based on US dollar plus a margin	-	0.00%	(5 534.2)	6.89%
Variable interest rate debt with interest fixed	440.5	2.36%	(1 923.4)	1.93%

#### Exposure to liquidity risk

The Company tries to minimize liquidity risk through ensuring access to a diversified set of funding sources, and management of maturity profile on debt and derivatives.

## Note 11 – Other Long-term Liabilities

Other long-term liabilities consist of:

(In millions of NOK)	December 31,	
	2021	2020
Unrealized loss hedge contracts (note 10)	40.4	57.7
Pension liability (note 12)	-	21.7
Other non-current liabilities	-	0.9
<b>Total</b>	<b>40.4</b>	<b>80.3</b>

## Note 12 – Pension Obligations

Pension obligations are transferred to Petroleum Geoservices AS as part of a restructuring of the group. Find further information about pension obligations in the consolidated financial statements.

## Note 13 – Accrued Expenses and Other Short-term Liabilities

Accrued expenses and other short-term liabilities consist of the following:

(In millions of NOK)	December 31,	
	2021	2020
Accrued unrealized loss on hedging (note 10)	-	-
Foreign taxes	0.2	0.9
Account payables	61.1	61.7
Accrued employee benefits	0.5	2.4
Accrued interest expense	1.5	6.0
Other	0.9	1.5
<b>Total</b>	<b>64.2</b>	<b>72.5</b>

## Note 14 – Salaries and Other Personnel Costs, Number of Employees, and Remuneration to the Board of Directors, Executive Officers and Auditors

Salary and social expenses that are included in cost of sales and selling and general and administrative costs consist of:

(In millions of NOK)	Year ended December 31,	
	2021	2020
Salaries and bonus	8.9	17.8
Social security	1.3	2.3
Pension	0.2	3.0
Other benefits	0.1	0.5
<b>Total</b>	<b>10.6</b>	<b>23.6</b>

As of December 31, 2021, PGS ASA had 0 employees. Man-years were 1 and 2 for the years 2021 and 2020, respectively.

In 2021 the members of the board were compensated with NOK 3.9 million. For a full listing of Board of Directors, CEO and Other Executive Officers and their compensation, see note 28 in the consolidated financial statements.

PGS ASA has not provided loans or guarantees to the Board of Directors as of December 31, 2021.

### Remuneration of auditor

Fees for audit and other services provided by PGS ASA's auditor EY who was elected in May 2014, are as follows (exclusive VAT and inclusive out of pocket expenses):

(In millions of NOK)	Year ended December 31,	
	2021	2020
Audit fees	3.2	4.8
Fees for tax services (a)	0.3	0.2
All other fees	-	-
<b>Total</b>	<b>3.6</b>	<b>5.0</b>

(a) Include fees for tax filing services and other tax assistance.

## Note 15 – Subsequent Events

Information will come from consolidated financial statements / BoD report.

## INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of PGS ASA

## Report on the audit of the financial statements

### Opinion

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We have audited the financial statements of PGS ASA (the Company) which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company comprise of the statements of financial position as at 31 December 2021 and statement of profit and loss and statement of cash flow for the year then ended and notes to the financial statements, including a summary of significant accounting policies. The consolidated financial statements of the Group comprise of the statements of financial position as at 31 December 2021, statement of profit and loss, statement of comprehensive income, statement of cash flow and statement of changes in shareholder's equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable legal requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021 and its financial performance and cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway,
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2021 and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the audit committee.

### Basis for opinion

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We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company and the Group in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of the Company for 8 years from the election by the general meeting of the shareholders on 8 May 2014 for the accounting year 2014.

## Material uncertainty related to going concern

We draw attention to note 3 of the financial statements, which describes the risk that the Company might not generate sufficient liquidity to repay the 2022 loan maturities whilst also meeting the other requirements of the main credit agreement. These events or conditions, along with other matters as set forth in note 22, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for 2021. In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matters described below to be the key audit matters to be communicated in our report. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the financial statements.

### Impairment evaluation of MultiClient library

#### *Basis for the key audit matter*

MultiClient library accounts for \$415.6 million or approximately 23 % of total assets of the Group as at 31 December 2021. The Group performed impairment testing to determine value in use and recorded an impairment loss of \$13.6 million in 2021. Management has identified impairment indicators, including low spending on seismic activities by customers and reduction in share price. The Group uses forecasts of future sales when determining value in use. These forecasts are based on budgets and assumptions, thus requiring considerable insight and judgment by management about future market conditions and spending on exploration and production by oil and gas companies, including licensing activities and farm-ins. Impairment evaluation of MultiClient library is a key audit matter due to the significant management judgment involved and the continued uncertain market conditions.

#### *Our audit response*

We evaluated management's assessment of impairment indicators for the MultiClient library. Our audit procedures included inquiries of management, including senior sales personnel and test of controls. Our audit procedures also included analyses and evaluation of historical accuracy of prior year's forecast. We further evaluated the assumptions used in the sales forecasting process based on the current market situation, expectations about oil prices, licensing rounds and exploration activities. Furthermore, we considered the valuation methodology and the discount rate applied in the value in use model. We also tested the mathematical accuracy of the value in use calculations and performed sensitivity analysis of key assumptions. We used a valuation specialist to assist us in evaluating the calculation and components of the applied discount rate. We also assessed the Group's disclosures regarding those assumptions and the recorded impairment losses of MultiClient library. We refer to notes 3 and 8 of the consolidated financial statements.

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## Impairment evaluation of vessels and seismic equipment

### *Basis for the key audit matter*

Vessels and related seismic equipment accounts for \$741.2 million or approximately 41 % of total assets of the Group as at 31 December 2021. The Group performed impairment tests to determine the recoverable amounts and recorded an impairment loss of \$15.0 million during the year. The evaluation is sensitive to forward looking assumptions. As there are limited remaining headroom, any negative changes to these assumptions would increase the impairment further. Management has identified impairment indicators, including continued operating losses, low spending on seismic activities by customers, vessels taken out of operations and reduction in share price. The Group assessed the recoverable amount by determining value in use for each vessel. Estimating the value in use requires management judgment when estimating future revenues, operating expenses, growth rates, useful lives and capital expenditures and determining the discount rate. Management's impairment evaluation is a key audit matter due to the multiple variables and the significant management judgement involved in estimating future cash flows under the continued uncertain market conditions.

### *Our audit response*

Our procedures included assessing the assumptions and methods used by management in the impairment evaluation. We tested the key assumptions and underlying data by comparing them to external market information and historical data, and by analyzing sensitivities. We also assessed the historical accuracy of management's estimates and tested the mathematical accuracy of the impairment model. We involved a valuation specialist to assist us in evaluating the calculation and the applied discount rate. We also assessed the disclosures regarding the assumptions applied by management and verified the arithmetical accuracy of the sensitivity analysis disclosed in Note 3. We refer to notes 3 and 17 of the consolidated financial statements.

## Other information

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Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors and Chief Executive Officer) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the board of directors' report, the statement on corporate governance and the statement on corporate social responsibility contain the information required by applicable legal requirements and whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information or that the information required by applicable legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report, the statement on corporate governance and the statement on corporate social responsibility are consistent with the financial statements and contain the information required by applicable legal requirements.

## Responsibilities of management for the financial statements

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Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway and of the consolidated financial statements of the Group in accordance Independent auditor's report - PGS ASA 2021



with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or the Group, or to cease operations, or has no realistic alternative but to do so.

## **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on other legal and regulatory requirements

### Report on compliance with regulation on European Single Electronic Format (ESEF)

#### *Opinion*

As part of our audit of the financial statements of PGS ASA we have performed an assurance engagement to obtain reasonable assurance whether the financial statements included in the annual report, with the file name 213800T66DRTE6O6BV87-2021-12-31-en, has been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation given with legal basis in Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format and iXBRL tagging of the consolidated financial statements.

In our opinion, the financial statements included in the annual report have been prepared, in all material respects, in compliance with the ESEF Regulation.

#### *Management's responsibilities*

Management is responsible for the preparation of an annual report and iXBRL tagging of the consolidated financial statements that complies with the ESEF Regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary to enable the preparation of an annual report and iXBRL tagging of the consolidated financial statements that is compliant with the ESEF Regulation.

#### *Auditor's responsibilities*

Our responsibility is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation based on the evidence we have obtained. We conducted our engagement in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance that the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation.

As part of our work, we performed procedures to obtain an understanding of the company's processes for preparing its annual report in XHTML format. We evaluated the completeness and accuracy of the iXBRL tagging and assessed management's use of judgement. Our work comprised reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 7 March 2022  
ERNST & YOUNG AS

Finn Ole Edstrøm  
State Authorised Public Accountant (Norway)

Independent auditor's report - PGS ASA 2021





## PGS Annual Report 2021

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