

Subsea 7 S.A. Announces Fourth Quarter and Full Year 2025 Results

Luxembourg – 26 February 2026 – Subsea 7 S.A. (Oslo Børs: SUBC, ADR: SUBCY, ISIN: LU0075646355, the Company) announced today results of Subsea7 Group (the Group, Subsea7) for the fourth quarter and full year which ended 31 December 2025. Unless otherwise stated the comparative period is the full year which ended 31 December 2024.

Highlights

- Fourth quarter Adjusted EBITDA of \$477 million, up more than 50% on the prior year period, equating to a margin of 24%. Strong performances in both Subsea and Conventional and Renewables, with margins of 26% and 20% respectively.
- Full year Adjusted EBITDA of \$1,480 million, up 36% on the prior year, equating to a margin of 21%.
- Free cash flow generation in 2025 of \$1.2 billion resulting in net cash of \$21 million including lease liabilities of \$365 million.
- Dividend of NOK 13.00 per share, equating to approximately \$400 million and payable in one instalment in May 2026.
- High-quality backlog of \$13.8 billion including \$6.9 billion for execution in 2026, providing high revenue visibility on the next twelve months. A backlog of \$4.3 billion for execution in 2027, up 27% compared with the prior year equivalent.
- Guidance for full year 2026 reaffirmed, with revenue expected to be within a range of \$7.0 to 7.4 billion, with Adjusted EBITDA margin of approximately 22%.

For the period (in \$ millions, except Adjusted EBITDA margin and per share data)	Fourth Quarter		Year Ended	
	Q4 2025 Unaudited	Q4 2024 Unaudited	2025 Audited	2024 Audited
Revenue	1,962	1,869	7,086	6,837
Adjusted EBITDA ^(a)	477	315	1,480	1,090
Adjusted EBITDA margin ^(a)	24%	17%	21%	16%
Net operating income	276	126	771	446
Net income	148	26	404	217
Earnings per share – in \$ per share				
Basic	0.49	0.07	1.39	0.68
Diluted ^(b)	0.49	0.07	1.38	0.67

At (in \$ millions)	2025 31 Dec	2024 31 Dec
Backlog ^(a)	13,769	11,175
Book-to-bill ratio ^(a)	1.3x	1.2x
Cash and cash equivalents	970	575
Borrowings	(584)	(722)
Net cash/(debt) excluding lease liabilities ^(a)	386	(147)
Net cash/(debt) including lease liabilities ^(a)	21	(602)

(a) For explanations and reconciliations of Adjusted EBITDA, Adjusted EBITDA margin, Backlog, Book-to-bill ratio and Net cash/(debt) refer to the 'Alternative Performance Measures' section of the Condensed Consolidated Financial Statements.

(b) For the explanation and a reconciliation of diluted earnings per share refer to Note 7 'Earnings per share' to the Condensed Consolidated Financial Statements.

John Evans, Chief Executive Officer, said:

Subsea7 delivered a strong performance in the final quarter of 2025, resulting in Adjusted EBITDA for the full year of \$1.5 billion, up 36% on the prior year and driving free cash flow generation of \$1.2 billion. We ended the year with a solid balance sheet, with net cash of \$21 million, an improvement of \$622 million from the prior year end.

Subsea and Conventional achieved its fifth consecutive year of growth with revenue rising by 5% to \$5.8 billion in 2025 and an Adjusted EBITDA margin of 23%, up from 16% in 2024. Our Renewables business also reported solid results marking a third year of progress, with growth in Adjusted EBITDA of 9% and a margin of 17%, up from 15% last year.

From the low levels of 2020 to the healthy state of the industry in 2025, Subsea7 has benefited from an upcycle in the deepwater market, alongside growth in offshore wind. Against this industry backdrop, our differentiated strategy has enabled us to win high-quality work, achieve optimal execution, and reinforce strong relationships with key clients. We closed the year with an order book approaching \$14 billion of high-quality projects, providing excellent visibility on the years ahead and this, along with high tendering activity, support our confidence in the outlook for the Group.

Fourth quarter 2025 vessel utilisation

In the fourth quarter, our fleet remained busy with 89% utilisation of the Subsea and Conventional vessels and 84% utilisation of vessels within Renewables. *Seven Vega* transited to Türkiye and began installation of pipeline and production lines for the Sakarya Phase 2 project, while *Seven Oceans* transited to Brazil for Mero 4. *Seven Navica* completed rigid pipeline installation at Zephyrus in the US, while *Seven Arctic* was active on the Cypré project in Trinidad and Tobago. *Seven Borealis* and *Seven Pacific* worked in Angola. Also during the quarter, the final two of four PLSVs commenced new three-year contracts for Petrobras in Brazil.

In Renewables, *Seaway Alfa Lift* completed the installation of the last transition pieces at Dogger Bank C in the UK, while *Seaway Ventus* continued installing foundations at East Anglia THREE. In the US, *Seaway Aimery* completed cable lay at the Revolution project, while in Taiwan *Seaway Phoenix* continued cable lay at Hai Long and *Seaway Strashnov* underwent planned maintenance.

Fourth quarter 2025 financial review

Revenue was \$2.0 billion, up 5% when compared with the prior year period. Adjusted EBITDA of \$477 million equated to a margin of 24%, up from 17% in Q4 2024. After depreciation, amortisation and impairment charges of \$201 million, net operating income was \$276 million, equating to 14% of revenue, up from 7% in the prior year period. After net foreign exchange losses of \$50 million, net finance costs of \$20 million and an effective tax rate of 28%, net income was \$148 million.

Net cash generated from operating activities in the fourth quarter was \$797 million, including a \$420 million favourable movement in net working capital. Net cash used in investing activities was \$30 million mainly related to purchases of property, plant and equipment, while net cash used in financing activities was \$339 million including dividend payments of \$192 million and lease payments of \$77 million. During the quarter, cash and cash equivalents increased by \$424 million to \$970 million and, at 31 December 2025, net cash was \$21 million, including lease liabilities of \$365 million.

Fourth quarter order intake was \$1.9 billion comprising new awards of \$1.3 billion and escalations of \$0.6 billion resulting in a book-to-bill ratio of 1.0 times. Backlog at the end of December was \$13.8 billion, of which \$6.9 billion is expected to be executed in 2026, \$4.3 billion in 2027 and \$2.6 billion in 2028 and beyond.

Full year 2025 financial review

Revenue was \$7.1 billion, up 4% from 2024. Adjusted EBITDA of \$1,480 million equated to a margin of 21%, up from 16% in 2024. After depreciation, amortisation and impairment charges of \$710 million, net operating income was \$771 million, equating to 11% of revenue, up from 7% in 2024. After net foreign exchange losses of \$84 million, net finance costs of \$65 million and an effective tax rate of 35%, net income was \$404 million.

Net cash generated from operating activities in the full year was \$1,471 million, including a \$234 million favourable movement in net working capital. Net cash used in investing activities was \$214 million, including \$281 million related to purchases of property, plant and equipment. Net cash used in financing activities was \$874 million including dividend payments of \$376 million and lease payments of \$292 million. During the year, cash and cash equivalents increased by \$394 million to \$970 million.

At 31 December 2025, backlog was \$13.8 billion. Full year order intake was \$9.0 billion comprising new awards of \$7.0 billion and escalations of \$2.0 billion resulting in a book-to-bill ratio of 1.3 times.

Commitment to shareholder returns

At the Annual General Meeting on 12 May 2026, the Board of Directors will propose a dividend of NOK 13.00 per share, equating to approximately \$400 million, payable in May 2026. This is equivalent to an approximate dividend yield of 5%.

Guidance

While regulatory clearance for the proposed merger with Saipem S.p.A. is still in progress, management remains firmly committed to delivering ongoing projects to clients and continuing to secure new high-quality contracts.

With a robust backlog of nearly \$14 billion, we have high visibility on anticipated revenue this year of approximately \$7.0 to 7.4 billion. We expect our Adjusted EBITDA margin to continue to improve and reach approximately 22% in 2026. With a disciplined approach to reinvestment, we expect capital expenditure of \$350 to 380 million in 2026, yielding another year of significant cash generation. Overall, we are confident that the resilience of the energy market, combined with our differentiated offering and our strong track record of delivery, continues to position Subsea7 for success.

Conference Call Information

Date: 26 February 2026

Time: 11:00 UK Time, 12:00 CET

Access the webcast at subsea7.com or <https://edge.media-server.com/mmc/p/vb9jzg9r/>

Register to dial-in <https://register-conf.media-server.com/register/BI8af53d4dabbc4ad88582479f14519e6c>

For further information, please contact:

Katherine Tonks
Head of Investor Relations
Email: ir@subsea7.com
Telephone: +44 20 8210 5568

Special Note Regarding Forward-Looking Statements

This document may contain 'forward-looking statements' (within the meaning of the safe harbour provisions of the U.S. Private Securities Litigation Reform Act of 1995). These statements relate to our current expectations, beliefs, intentions, assumptions or strategies regarding the future and are subject to known and unknown risks that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward-looking statements may be identified by the use of words such as 'anticipate', 'believe', 'estimate', 'expect', 'future', 'goal', 'intend', 'likely', 'may', 'plan', 'project', 'seek', 'should', 'strategy', 'will', and similar expressions. The principal risks which could affect future operations of the Group are described in the 'Risk Management' section of the Group's Annual Report. Factors that may cause actual and future results and trends to differ materially from our forward-looking statements include (but are not limited to): (i) our ability to deliver fixed-price projects in accordance with client expectations and within the parameters of our bids, and to avoid cost overruns; (ii) our ability to collect receivables, negotiate variation orders and collect the related revenue; (iii) our ability to recover costs on significant projects; (iv) capital expenditure by oil and gas companies, which is affected by fluctuations in the price of, and demand for, crude oil and natural gas; (v) unanticipated delays or cancellation of projects included in our backlog; (vi) competition and price fluctuations in the markets and businesses in which we operate; (vii) the loss of, or deterioration in our relationship with, any significant clients; (viii) the outcome of legal proceedings or governmental inquiries; (ix) uncertainties inherent in operating internationally, including economic, political and social instability, boycotts or embargoes, labour unrest, changes in foreign governmental regulations, corruption and currency fluctuations; (x) the effects of a pandemic or epidemic or a natural disaster; (xi) liability to third parties for the failure of our joint venture partners to fulfil their obligations; (xii) changes in, or our failure to comply with, applicable laws and regulations (including regulatory measures addressing climate change); (xiii) operating hazards, including spills, environmental damage, personal or property damage and business interruptions caused by adverse weather; (xiv) equipment or mechanical failures, which could increase costs, impair revenue and result in penalties for failure to meet project completion requirements; (xv) the timely delivery of vessels on order and the timely completion of ship conversion programmes; (xvi) our ability to keep pace with technological changes and the impact of potential information technology, cyber security or data security breaches; (xvii) global availability at scale and commercial viability of suitable alternative vessel fuels; and, (xviii) the effectiveness of our disclosure controls and procedures and internal control over financial reporting. Many of these factors are beyond our ability to control or predict. Given these uncertainties, you should not place undue reliance on the forward-looking statements. Each forward-looking statement speaks only as of the date of this document. We undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Fourth Quarter 2025

Income Statement

Revenue

Revenue for the fourth quarter was \$2.0 billion, an increase of \$93 million or 5% compared to Q4 2024.

Adjusted EBITDA

Adjusted EBITDA was \$477 million, an increase of \$162 million or 51% compared to Q4 2024, resulting in an Adjusted EBITDA margin of 24% compared to 17% in the prior year. The year-on-year increase was largely driven by higher Adjusted EBITDA in the Subsea and Conventional business unit reflecting the execution of projects awarded at improved margins.

Net operating income

Net operating income was \$276 million compared to \$126 million in Q4 2024. The year-on-year increase was mainly due to high activity levels in the Subsea and Conventional business unit, partly offset by total impairment charges of \$33 million across the Group (2024: \$22 million).

Net income

Net income was \$148 million compared to \$26 million in Q4 2024. The year-on-year increase of \$121 million was mainly driven by:

- an increase in net operating income of \$150 million;
- net loss within other gains and losses of \$50 million driven by foreign exchange losses, compared to a net loss within other gains and losses of \$67 million in the prior year period

partly offset by:

- taxation of \$58 million, representing an effective tax rate of 28%, compared to \$15 million in Q4 2024.

Earnings per share

Diluted earnings per share was \$0.49 compared to \$0.07 in the same quarter last year, calculated using a weighted average number of shares of 298 million in both periods.

Business Unit Highlights

Subsea and Conventional

Revenue for the fourth quarter was \$1.6 billion, an increase of \$125 million or 9% compared to Q4 2024.

During the quarter, Murlach (UK) neared completion. Work progressed on Agogo (Angola); CRPO-153 (Saudi Arabia); Øst Frigg and Yggdrasil (Norway); Sakarya phase 2a and phase 3 (Türkiye); and Zepherus (US).

In Brazil, there were high levels of utilisation of the PLSVs. Work progressed on Mero 3&4, Búzios 8 and Búzios 9.

Net operating income was \$271 million compared to \$103 million in Q4 2024. The year-on-year increase reflected the execution of projects awarded at improved margins.

Renewables

Revenue for the fourth quarter was \$360 million, a decrease of \$38 million compared to Q4 2024.

During the quarter, Dogger Bank C (UK); and Revolution (US) neared completion. Work progressed on Baltyk II & Baltyk III cables (Poland); and East Anglia THREE and Inch Cape (UK).

Net operating income was \$39 million in Q4 2025, compared to \$38 million in Q4 2024.

Corporate

Revenue, which was mainly driven by Xodus and 4Subsea, was \$33 million. Net operating loss was \$33 million compared to \$15 million in Q4 2024, mainly driven by professional fees related to the proposed merger with Saipem S.p.A. and impairment charges of \$21 million (2024: \$1 million).

Vessel utilisation and fleet

Vessel utilisation for the fourth quarter was 88% comparable with Q4 2024. At 31 December 2025, there were 38 vessels in the Group's fleet, including 9 chartered vessels.

Cash flow

Cash flow statement

At 31 December 2025, cash and cash equivalents were \$970 million, an increase of \$424 million in the quarter. The movement in cash and cash equivalents was mainly attributable to:

- net cash generated from operating activities of \$797 million which included a favourable movement of \$420 million in net working capital partly offset by:
- net cash used in investing activities of \$30 million, mainly comprising \$65 million related to purchases of property, plant and equipment and intangible assets, partly offset by \$20 million dividends received from the Group's associate, OneSubsea; and
- net cash used in financing activities of \$339 million, which included the second instalment of \$192 million related to dividends paid to the shareholders of the parent company, payments related to lease liabilities of \$77 million and repayment of borrowings of \$46 million.

Free cash flow

During the fourth quarter, the Group generated free cash flow of \$732 million (Q4 2024: \$408 million) which is defined as net cash generated from operating activities of \$797 million (Q4 2024: \$487 million) less purchases of property, plant and equipment and intangible assets of \$65 million (Q4 2024: \$78 million).

Full Year 2025

Income Statement

Revenue

Revenue was \$7.1 billion, an increase of \$249 million or 4% compared to the prior year. The increase was due to higher activity levels in the Subsea and Conventional business unit with continued strong demand for the Group's services within the offshore oil and gas sector.

Adjusted EBITDA

Adjusted EBITDA was \$1.5 billion, an increase of \$390 million or 36% compared to the year ended 31 December 2024, resulting in an Adjusted EBITDA margin of 21% compared to 16% in the prior year. The year-on-year increase was driven by higher Adjusted EBITDA in both the Subsea and Conventional and Renewables business units reflecting high activity levels and the execution of projects awarded at improved margins.

Net operating income

Net operating income was \$771 million compared to \$446 million in the prior year.

Net operating income for the year ended 31 December 2025 was mainly driven by:

- net operating income of \$762 million in the Subsea and Conventional business unit compared to \$404 million in the year ended 31 December 2024. The year-on-year increase in profitability was mainly driven by higher activity levels and the execution of projects awarded at improved margins;
- net operating income of \$75 million in the Renewables business unit compared to net operating income of \$53 million in the prior year partly offset by:
- net operating loss of \$67 million in the Corporate business unit.

Net income

Net income was \$404 million compared to \$217 million in the prior year. The year-on-year improvement of \$188 million was mainly driven by:

- an increase in net operating income of \$325 million;
- net finance costs of \$65 million for the year ended 31 December 2025, compared with net finance costs of \$77 million in the prior year partly offset by:
- net loss within other gains and losses of \$84 million, driven by losses on non-cash foreign exchange, compared to net loss within other gains and losses of \$1 million for the year ended 31 December 2024, driven by non-cash foreign exchange gains partly offset by losses on foreign exchange; and
- taxation of \$218 million, equivalent to an effective tax rate of 35%, compared to taxation of \$152 million in the prior year, equivalent to an effective tax rate of 41%.

Earnings per share

Diluted earnings per share was \$1.38 compared to \$0.67 in the year ended 31 December 2024, calculated using a weighted average number of shares of 298 million and 300 million, respectively.

Business Unit Highlights

Subsea and Conventional

Revenue for the year ended 31 December 2025 was \$5.8 billion, an increase of \$260 million compared to the prior year.

During the year, CLOV 3 (Angola); Barossa (Australia); CRPO-80/81 and Marjan 2 (Saudi Arabia); Murlach (UK); Northern Lights Phase 1 and Ormen Lange Phase 3 (Norway); Salamanca, Sunsphear and Shenandoah (US) neared completion.

Work progressed on Ginger and Zepherus (US); CRPO-153 (Saudi Arabia); Irpa, Skarv Satellites, and Yggdrasil (Norway); Sakarya phase 2a and phase 3 (Türkiye).

In Brazil, there were high levels of utilisation of the PLSVs. Bacalhau neared completion and work progressed on Mero 3&4, Búzios 8 and Búzios 9.

Net operating income for the year ended 31 December 2025 was \$762 million compared to \$404 million in the prior year. The year-on-year increase reflected the execution of projects awarded at improved margins and the Group's share of net income in its associate, OneSubsea, of \$33 million.

Renewables

Revenue for the year ended 31 December 2025 was \$1.2 billion, flat compared to the prior year.

During the year, Dogger Bank B and Dogger Bank C (UK); He Dreiht (Germany); Revolution (US) and Yunlin and Zhong Neng (Taiwan) neared completion. Work progressed on Baltyk II & Baltyk III Cables (Poland); East Anglia THREE and Inch Cape (UK); and Hai Long (Taiwan).

Net operating income for the year ended 31 December 2025 was \$75 million, an increase of \$22 million compared to the prior year.

Corporate

Revenue, which was mainly driven by Xodus and 4Subsea, was \$113 million, compared to \$105 million in the prior year. Net operating loss was \$67 million compared to \$11 million in the prior year driven mainly by discontinuation costs of an asset related project, professional fees related to the proposed merger with Saipem S.p.A. and impairment charges of \$21 million (2024: \$1 million).

Vessel utilisation and fleet

Vessel utilisation for the year ended 31 December 2025 was 84% compared with 86% for the prior year.

Cash flow

Cash flow statement

Cash and cash equivalents were \$970 million at 31 December 2025, an increase of \$394 million in the year. The movement in cash and cash equivalents was mainly attributable to:

- net cash generated from operating activities of \$1.5 billion, which included a favourable movement of \$234 million in net working capital partly offset by:
- net cash used in investing activities of \$214 million, comprising \$281 million related to purchases of property, plant and equipment and intangible assets partly offset by \$41 million dividends received from the Group's associate, OneSubsea; and
- net cash used in financing activities of \$874 million, which included \$376 million related to dividends paid to the shareholders of the parent company, payments related to lease liabilities of \$292 million and net repayment of borrowings of \$139 million.

Free cash flow

During the year, the Group generated free cash flow of \$1.2 billion (2024: \$583 million) which is defined as net cash generated from operating activities of \$1.5 billion (2024: \$931 million) less purchases of property, plant and equipment and intangible assets of \$281 million (2024: \$349 million).

Balance Sheet at 31 December 2025

Non-current assets

Non-current assets were \$4.9 billion (31 December 2024: \$5.2 billion). The decrease of \$297 million was largely driven by a \$201 million decrease in property, plant and equipment, of which \$94 million was recognised within assets included in a disposal group classified as held for sale, and a \$91 million decrease in right-of-use assets.

Non-current liabilities

Total non-current liabilities were \$0.8 billion (31 December 2024: \$1.0 billion). The decrease of \$184 million was largely driven by \$181 million reclassified to current borrowings in line with repayment schedules.

Net current assets

Current assets were \$3.1 billion (31 December 2024: \$2.5 billion) and current liabilities were \$2.8 billion (31 December 2024: \$2.4 billion), resulting in net current assets of \$302 million (31 December 2024: \$40 million). The increase of \$262 million in the period was largely driven by:

- increase in cash and cash equivalents of \$394 million;
- increase in trade and other receivables of \$173 million;
- assets included as a disposal group classified as held for sale of \$165 million, including \$121 million reclassified from non-current assets partly offset by:
- increase in construction contract liabilities of \$309 million; and
- decrease in construction contract assets of \$172 million.

Capital employed

The Group's capital employed represented by total assets less current liabilities was \$5.2 billion (31 December 2024: \$5.2 billion).

Equity

Total equity was \$4.4 billion (31 December 2024: \$4.3 billion). The movement of \$150 million was largely driven by net income of \$404 million and net foreign currency translation gains of \$103 million, partially offset by dividends of \$368 million.

Borrowings, lease liabilities, net cash/(debt), gearing and liquidity at 31 December 2025

Borrowings

The Group's total borrowings were \$584 million (31 December 2024: \$722 million). The decrease of \$138 million was driven by scheduled repayments.

A summary of the borrowing facilities available to the Group at 31 December 2025 was as follows:

(in \$ millions)	Total facility	Drawn ^(a)	Undrawn	Maturity Date
Multi-currency revolving credit and guarantee facility	600.0	–	600.0	June 2029 ^(b)
2021 UK Export Finance (UKEF 2021) facility	225.0	(225.0)	–	February 2028
2023 UK Export Finance (UKEF 2023) facility	277.8	(277.8)	–	July 2030 ^(c)
South Korean Export Credit Agency (ECA) facility	86.0	(86.0)	–	January 2027 ^(d)
Total	1,188.8	(588.8)	600.0	

(a) Borrowings presented in the Condensed Consolidated Balance Sheet are shown net of capitalised fees of \$5.4 million, which are amortised over the period of the respective facility.

(b) The Group's multi-currency revolving credit and guarantee facility will reduce to \$500 million in June 2028 until maturity in June 2029.

(c) The UKEF 2023 facility has a five-year tenor which commenced on 11 July 2025.

(d) 90% of the facility is provided by an Export Credit Agency (ECA) and 10% by commercial banks. The maturity of the ECA tranche is January 2029 and the maturity of the commercial tranche is January 2027.

Lease liabilities

Lease liabilities were \$365 million, inclusive of amounts recognised within the disposal group classified as held for sale, a decrease of \$90 million compared to 31 December 2024. The decrease was largely driven by scheduled lease payments partially offset by increases associated with long-term vessel charters.

Net cash/(debt)

At 31 December 2025:

- net cash (excluding lease liabilities) was \$386 million compared to net debt of \$147 million at 31 December 2024; and
- net cash (including lease liabilities) was \$21 million, compared to net debt of \$602 million at 31 December 2024.

Gearing

Gross gearing (borrowings divided by total equity) was 13.1% (31 December 2024: 16.8%).

Liquidity

The Group's liquidity represented by cash and cash equivalents and undrawn borrowing facilities was \$1.6 billion (31 December 2024: \$1.3 billion).

Shareholder distributions

Dividend

A dividend of NOK 13.00 per share, paid in two equal instalments, was approved by the shareholders of Subsea 7 S.A. at the Annual General Meeting on 8 May 2025. The first instalment, equivalent to \$184 million, was paid on 22 May 2025 and the second instalment, equivalent to \$192 million was paid on 6 November 2025. The Group entered into foreign exchange forward contracts to mitigate the foreign currency exposure of the dividend. The total net dividend paid, after including the gain on foreign exchange contracts, was \$350 million.

Extraordinary General Meeting

At the Extraordinary General Meeting of Subsea 7 S.A. shareholders on 25 September 2025, the proposed combination between Subsea 7 S.A. and Saipem S.p.A. was approved. In addition, a dividend for the amount of €450 million, equating to approximately NOK 18.00 per share, based on the reference date of 25 September 2025, conditional on the completion of the merger, was approved and a further dividend of €105 million was approved, equating to approximately NOK 4.15 per share, based on the reference date of 25 September 2025, related to a permitted business divestment in accordance with the merger agreement.

Backlog

At 31 December 2025, backlog was \$13.8 billion. During the fourth quarter, order intake was \$1.9 billion representing a book-to-bill ratio of 1.0 times and included new awards of approximately \$1.3 billion and escalations of approximately \$0.6 billion.

\$11.7 billion of backlog related to the Subsea and Conventional business unit (which included \$1.3 billion related to long-term day-rate contracts for PLSVs in Brazil) and \$2.1 billion related to the Renewables business unit. \$6.9 billion of the backlog is expected to be executed in 2026, \$4.3 billion in 2027 and \$2.6 billion in 2028 and thereafter. Backlog related to associates and joint ventures is excluded from these amounts.

Risks and uncertainties

The principal risks and uncertainties which could materially adversely impact the Group's reputation, operations and/or financial performance and position are noted on pages 24 to 41 of Subsea 7 S.A.'s 2024 Annual Report. Management has considered these principal risks and uncertainties and concluded that these have not changed significantly during the year ended 31 December 2025.

Responsibility statement

We confirm that, to the best of our knowledge, the financial statements for the period 1 January 2025 to 31 December 2025 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and the Group taken as a whole. We also confirm that, to the best of our knowledge, this report together with the Subsea 7 S.A. 2024 Annual Report include a fair review of the development and performance of the business and the position of the Group, including a description of the principal risks and uncertainties facing the Group.

Kristian Siem

Chairman

John Evans

Chief Executive Officer

Subsea 7 S.A.
Condensed Consolidated Income Statement

(in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Audited	31 Dec 2024 Audited
Revenue	1,961.5	1,868.7	7,086.3	6,837.0
Operating expenses	(1,596.9)	(1,668.4)	(6,011.4)	(6,132.3)
Gross profit	364.6	200.3	1,074.9	704.7
Administrative expenses	(90.6)	(84.0)	(340.5)	(297.2)
Share of net income of associates and joint ventures	2.3	9.7	36.3	38.0
Net operating income	276.3	126.0	770.7	445.5
Finance income	8.9	4.3	22.8	24.4
Other gains and losses	(50.4)	(66.5)	(84.4)	(0.5)
Finance costs	(28.9)	(22.9)	(87.3)	(101.2)
Income before taxes	205.9	40.9	621.8	368.2
Taxation	(58.4)	(14.6)	(217.6)	(151.6)
Net income	147.5	26.3	404.2	216.6
Net income attributable to:				
Shareholders of the parent company	145.4	22.0	411.4	201.4
Non-controlling interests	2.1	4.3	(7.2)	15.2
	147.5	26.3	404.2	216.6

Earnings per share	\$ per share	\$ per share	\$ per share	\$ per share
Basic	0.49	0.07	1.39	0.68
Diluted ^(a)	0.49	0.07	1.38	0.67

(a) For the explanation and a reconciliation of diluted earnings per share refer to Note 7 'Earnings per share' to the Condensed Consolidated Financial Statements.

Subsea 7 S.A.

Condensed Consolidated Statement of Comprehensive Income

(in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Audited	31 Dec 2024 Audited
Net income	147.5	26.3	404.2	216.6
<i>Items that may be reclassified to the income statement in subsequent periods:</i>				
Net foreign currency translation gains/(losses)	8.9	(44.9)	102.5	(21.9)
Net commodity cash flow hedge (losses)/gains	(1.5)	0.6	(2.0)	(2.5)
Share of other comprehensive income/(loss) of associates and joint ventures	0.4	(4.6)	6.0	(8.4)
Tax relating to components of other comprehensive income	–	1.8	(2.0)	2.2
<i>Items that will not be reclassified to the income statement in subsequent periods:</i>				
Remeasurement (loss)/gain on defined benefit pension scheme	(0.6)	0.9	(0.6)	0.9
Tax relating to remeasurement (loss)/gain on defined benefit pension scheme	0.2	(0.2)	0.2	(0.2)
Fair value adjustment on other financial assets	–	–	0.1	–
Other comprehensive income/(loss)	7.4	(46.4)	104.2	(29.9)
Total comprehensive income/(loss)	154.9	(20.1)	508.4	186.7
Total comprehensive income/(loss) attributable to:				
Shareholders of the parent company	152.7	(23.8)	514.5	172.1
Non-controlling interests	2.2	3.7	(6.1)	14.6
	154.9	(20.1)	508.4	186.7

Subsea 7 S.A.
Condensed Consolidated Balance Sheet

(in \$ millions)	31 Dec 2025 Audited	31 Dec 2024 Audited
Assets		
Non-current assets		
Goodwill	157.0	183.7
Intangible assets	111.7	87.6
Property, plant and equipment	3,760.2	3,960.8
Right-of-use assets	309.5	400.3
Interest in associates and joint ventures	370.2	367.2
Advances and receivables	57.8	49.1
Derivative financial instruments	22.9	62.9
Other financial assets	1.1	1.1
Deferred tax assets	119.3	93.6
	4,909.7	5,206.3
Current assets		
Inventories	51.8	57.4
Trade and other receivables	836.3	663.8
Current tax assets	157.4	105.3
Derivative financial instruments	55.6	74.1
Assets included in disposal group classified as held for sale	165.2	–
Construction contracts – assets	602.1	774.1
Other accrued income and prepaid expenses	276.7	214.6
Restricted cash	6.0	9.5
Cash and cash equivalents	969.7	575.3
	3,120.8	2,474.1
Total assets	8,030.5	7,680.4
Equity		
Issued share capital	599.2	599.2
Treasury shares	(60.2)	(69.1)
Paid in surplus	2,551.5	2,545.9
Translation reserve	(533.3)	(632.7)
Other reserves	(8.5)	(17.5)
Retained earnings	1,857.6	1,824.6
Equity attributable to shareholders of the parent company	4,406.3	4,250.4
Non-controlling interests	38.5	44.6
Total equity	4,444.8	4,295.0
Liabilities		
Non-current liabilities		
Borrowings	402.4	583.8
Lease liabilities	184.9	231.1
Retirement benefit obligations	13.8	8.1
Deferred tax liabilities	121.5	87.3
Provisions	22.1	29.1
Contingent liabilities recognised	–	0.4
Derivative financial instruments	21.6	10.7
Other non-current liabilities	1.0	1.0
	767.3	951.5
Current liabilities		
Trade and other liabilities	1,501.9	1,429.2
Derivative financial instruments	30.1	35.3
Tax liabilities	113.9	125.0
Borrowings	181.3	138.2
Lease liabilities	164.9	223.8
Liabilities included in disposal group classified as held for sale	50.4	–
Provisions	55.8	63.0
Construction contracts – liabilities	701.5	392.3
Deferred revenue	18.6	27.1
	2,818.4	2,433.9
Total liabilities	3,585.7	3,385.4
Total equity and liabilities	8,030.5	7,680.4

Subsea 7 S.A.**Condensed Consolidated Statement of Changes in Equity**

For the year ended 31 December 2025

(in \$ millions)	Issued share capital	Treasury shares	Paid in surplus	Translation reserve	Other reserves	Retained earnings	Total	Non- controlling interests	Total equity
Balance at 1 January 2025	599.2	(69.1)	2,545.9	(632.7)	(17.5)	1,824.6	4,250.4	44.6	4,295.0
Comprehensive income									
Net income/(loss)	—	—	—	—	—	411.4	411.4	(7.2)	404.2
Net foreign currency translation gains	—	—	—	101.4	—	—	101.4	1.1	102.5
Net commodity cash flow hedges	—	—	—	—	(2.0)	—	(2.0)	—	(2.0)
Remeasurement loss on defined benefit pension scheme	—	—	—	—	(0.6)	—	(0.6)	—	(0.6)
Share of other comprehensive income of associates and joint ventures	—	—	—	—	6.0	—	6.0	—	6.0
Fair value adjustment on other financial assets	—	—	—	—	0.1	—	0.1	—	0.1
Tax relating to components of other comprehensive income	—	—	—	(2.0)	0.2	—	(1.8)	—	(1.8)
Total comprehensive income	—	—	—	99.4	3.7	411.4	514.5	(6.1)	508.4
Transactions with owners									
Dividends Paid	—	—	—	—	—	(368.3)	(368.3)	—	(368.3)
Share-based payments	—	—	8.7	—	—	—	8.7	—	8.7
Tax effects on share-based payments	—	—	1.0	—	—	—	1.0	—	1.0
Shares reallocated relating to share-based payments	—	8.9	—	—	—	(8.9)	—	—	—
Vesting of share-based payments	—	—	(4.1)	—	—	4.1	—	—	—
Reclassification of financial assets	—	—	—	—	5.3	(5.3)	—	—	—
Total transactions with owners	—	8.9	5.6	—	5.3	(378.4)	(358.6)	—	(358.6)
Balance at 31 December 2025	599.2	(60.2)	2,551.5	(533.3)	(8.5)	1,857.6	4,406.3	38.5	4,444.8

Subsea 7 S.A.**Condensed Consolidated Statement of Changes in Equity**

For the year ended 31 December 2024

(in \$ millions)	Issued share capital	Treasury shares	Paid in surplus	Translation reserve	Other reserves	Retained earnings	Total	Non- controlling interests	Total equity
Balance at 1 January 2024	608.6	(31.1)	2,579.7	(607.2)	(7.3)	1,780.3	4,323.0	34.1	4,357.1
Comprehensive income									
Net income	—	—	—	—	—	201.4	201.4	15.2	216.6
Net foreign currency translation losses	—	—	—	(21.3)	—	—	(21.3)	(0.6)	(21.9)
Commodity cash flow hedges	—	—	—	—	(2.5)	—	(2.5)	—	(2.5)
Remeasurement gain on defined benefit pension scheme	—	—	—	—	0.9	—	0.9	—	0.9
Share of other comprehensive loss of associate and joint ventures	—	—	—	—	(8.4)	—	(8.4)	—	(8.4)
Tax relating to components of other comprehensive income	—	—	—	2.2	(0.2)	—	2.0	—	2.0
Total comprehensive income	—	—	—	(19.1)	(10.2)	201.4	172.1	14.6	186.7
Transactions with owners									
Dividends paid	—	—	—	—	—	(163.1)	(163.1)	—	(163.1)
Share repurchased	—	(87.3)	—	—	—	—	(87.3)	—	(87.3)
Share cancellation	(9.4)	46.7	(37.3)	—	—	—	—	—	—
Share-based payments	—	—	6.2	—	—	—	6.2	—	6.2
Vesting of share-based payments	—	—	(3.3)	—	—	3.3	—	—	—
Tax effects on share-based payments	—	—	0.6	—	—	—	0.6	—	0.6
Shares reallocated relating to share-based payments	—	2.6	—	—	—	(2.6)	—	—	—
Reclassification adjustment relating to ownership interests	—	—	—	(6.4)	—	5.3	(1.1)	(4.1)	(5.2)
Total transactions with owners	(9.4)	(38.0)	(33.8)	(6.4)	—	(157.1)	(244.7)	(4.1)	(248.8)
Balance at 31 December 2024	599.2	(69.1)	2,545.9	(632.7)	(17.5)	1,824.6	4,250.4	44.6	4,295.0

Subsea 7 S.A.
Condensed Consolidated Cash Flow Statement

(in \$ millions)	Year Ended	
	31 Dec 2025 Audited	31 Dec 2024 Audited
Operating activities		
Income before taxes	621.8	368.2
Adjustments for non-cash items:		
Impairment of goodwill	17.6	6.2
Impairment of property, plant and equipment, intangible assets and right-of-use assets	13.6	15.8
Impairment of interests in associates and joint ventures	1.7	–
Depreciation and amortisation charges	679.2	622.5
Movement in foreign exchange embedded derivatives	69.2	(105.8)
Adjustments for investing and financing items:		
Share of net income of associates and joint ventures ^(a)	(38.0)	(38.0)
Net (gain)/loss on disposal of property, plant and equipment and maturity of lease liabilities	(2.4)	0.1
Remeasurement loss on business combination	–	0.9
Release of contingent consideration post measurement period	(0.3)	–
Finance income	(22.8)	(24.4)
Finance costs	87.3	101.2
Adjustments for equity items:		
Share-based payments	8.7	6.2
	1,435.6	952.9
Changes in working capital:		
Decrease in inventories	0.4	0.9
(Increase)/decrease in trade and other receivables	(199.7)	185.9
Decrease/(increase) in construction contract – assets	153.2	(338.7)
Increase in other working capital assets	(59.2)	(6.6)
(Decrease)/increase in trade and other liabilities	(10.8)	24.2
Increase in construction contract – liabilities	379.0	186.1
(Decrease)/increase in other working capital liabilities	(29.2)	3.7
Net movement in working capital	233.7	55.5
Income taxes paid	(198.6)	(77.0)
Net cash generated from operating activities	1,470.7	931.4
Cash flows used in investing activities		
Proceeds from disposal of property, plant and equipment	1.8	59.7
Purchases of property, plant and equipment and intangible assets	(281.0)	(348.7)
Investments in associates and joint ventures	–	(153.3)
Interest received	22.8	24.4
Acquisition of business (net of cash acquired)	(2.8)	–
Dividends received from associates and joint ventures	41.2	3.4
Repayment of loan by joint ventures	4.4	0.9
Net cash used in investing activities	(213.6)	(413.6)
Cash flows used in financing activities		
Interest paid	(66.3)	(75.6)
Proceeds from borrowings	50.0	170.0
Repayment of borrowings	(189.4)	(294.8)
Cost of share repurchases	–	(87.3)
Payments related to lease liabilities – principal	(266.8)	(189.6)
Payments related to lease liabilities – interest	(25.1)	(33.6)
Acquisition of shares in non-wholly owned subsidiary	–	(6.4)
Dividends paid to shareholders of the parent company	(376.2)	(162.9)
Net cash used in financing activities	(873.8)	(680.2)
Net increase/(decrease) in cash and cash equivalents	383.3	(162.4)
Cash and cash equivalents at beginning of year	575.3	750.9
Decrease/(increase) in restricted cash	3.5	(2.1)
Effect of foreign exchange rate movements on cash and cash equivalents	7.6	(11.1)
Cash and cash equivalents at end of year	969.7	575.3

(a) Share of net income of associates and joint ventures excludes an impairment charge of \$1.7 million (2024: \$nil).

1. General information

Subsea 7 S.A. is a company registered in Luxembourg whose common shares trade on the Oslo Børs and over-the-counter as American Depositary Receipts (ADRs) in the US. The address of the registered office is 412F, route d'Esch, L-1471 Luxembourg. The Condensed Consolidated Financial Statements were authorised for issue by the Board of Directors on 25 February 2026.

2. Basis of preparation

The Condensed Consolidated Financial Statements for the period from 1 January 2025 to 31 December 2025 for Subsea 7 S.A. have been prepared on a going concern basis and in accordance with International Accounting Standard (IAS) 34 'Interim Financial Reporting' as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (EU).

The Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements for the year ended 31 December 2024 which have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU.

The Condensed Consolidated Financial Statements are unaudited.

3. Accounting policies**Basis of accounting**

The accounting policies adopted in the preparation of the Condensed Consolidated Financial Statements are consistent with the Consolidated Financial Statements for the year ended 31 December 2024.

No new International Financial Reporting Standards (IFRSs) were adopted by the Group for the financial year beginning 1 January 2025. Amendments to existing IFRSs, issued with an effective date of 1 January 2025 but not yet endorsed by the EU, will be adopted by the Group following their adoption by the EU.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies which are described in the Consolidated Financial Statements for the year ended 31 December 2024, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other assumptions that management believes to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised.

Management makes accounting judgements on the following aspects of the business as described in full in the Annual Report for the year ended 31 December 2024:

- Revenue recognition
- Goodwill carrying amount
- Property, plant and equipment
- Recognition of provisions and disclosure of contingent liabilities
- Taxation

5. Seasonality

A significant portion of the Group's revenue is generated from work performed offshore. During certain periods of the year, the Group may be affected by adverse weather conditions such as hurricanes, tropical storms and rough seas, which may cause delays. In the Northern Hemisphere seasonally adverse weather occurs typically during the period from October to March, whereas in the Southern Hemisphere it typically occurs during the period from May to September. Depending on project execution, each can affect the Group's offshore operations. Periods of adverse weather conditions usually result in low levels of activity.

6. Segment information

For management and reporting purposes, the Group is organised into three business units; Subsea and Conventional, Renewables and Corporate. These business units represent the Group's operating segments and are defined as follows:

Subsea and Conventional

The Subsea and Conventional business unit includes:

- subsea umbilicals, risers and flowlines (SURF) activities related to the engineering, procurement, installation and commissioning of highly complex subsea oil and gas systems in deep waters, including the long-term contracts for PLSVs in Brazil;
- conventional services including the fabrication, installation, extension and refurbishment of fixed and floating platforms and associated pipelines in shallow water environments;
- activities associated with the provision of inspection, repair and maintenance (IRM) services, integrity management of subsea infrastructure and remote intervention support;
- activities associated with heavy lifting operations and decommissioning of redundant offshore structures;
- activities associated with carbon capture, utilisation and storage (CCUS); and
- share of net income of the Group's associate, OneSubsea.

This segment includes costs, including depreciation, amortisation and impairment charges, related to owned and long-term leased vessels, equipment and offshore personnel deployed in Subsea and Conventional activities.

Renewables

The Renewables business unit comprises activities related to the delivery of fixed offshore wind farm projects and floating wind activities. Activities include the procurement and installation of offshore wind turbine foundations and inter-array cables as well as heavy lifting operations and heavy transportation services for renewables structures. This segment includes costs, including depreciation, amortisation and impairment charges, related to owned and long-term leased vessels, equipment and offshore personnel deployed in Renewables activities.

Corporate

The Corporate business unit includes group-wide activities, and associated costs, including captive insurance activities, operational support, corporate services and costs associated with discrete events such as restructuring. The Corporate business unit also includes the results of the Group's autonomous subsidiaries, Xodus and 4Subsea, and its activities in emerging energies such as hydrogen. A significant portion of the Corporate business unit's costs are allocated to the Subsea and Conventional and Renewables business units based on a percentage of external revenue.

Summarised financial information relating to each operating segment is as follows:

For the three months ended 31 December 2025

(in \$ millions) Unaudited	Subsea and Conventional	Renewables	Corporate	Total
Revenue				
Fixed-price contracts	1,364.4	359.7	5.6	1,729.7
Day-rate contracts	204.2	–	27.6	231.8
	1,568.6	359.7	33.2	1,961.5
Net operating income/(loss)	270.5	39.1	(33.3)	276.3
Finance income				8.9
Other gains and losses				(50.4)
Finance costs				(28.9)
Income before taxes				205.9
Adjusted EBITDA ^(a)	410.4	71.9	(5.1)	477.2
Adjusted EBITDA margin ^(a)	26.2%	20.0%	(15.4%)	24.3%

For the three months ended 31 December 2024

(in \$ millions) Unaudited	Subsea and Conventional	Renewables	Corporate	Total
Revenue				
Fixed-price contracts	1,252.7	391.4	5.6	1,649.7
Day-rate contracts	191.2	6.1	21.7	219.0
	1,443.9	397.5	27.3	1,868.7
Net operating income/(loss)	103.3	37.6	(14.9)	126.0
Finance income				4.3
Other gains and losses				(66.5)
Finance costs				(22.9)
Income before taxes				40.9
Adjusted EBITDA ^(a)	239.4	84.1	(8.2)	315.3
Adjusted EBITDA margin ^(a)	16.6%	21.2%	(30.0%)	16.9%

(a) Adjusted EBITDA and Adjusted EBITDA margin are non-IFRS measures. For explanations and reconciliations of Adjusted EBITDA and Adjusted EBITDA margin refer to the 'Alternative Performance Measures' section of the Condensed Consolidated Financial Statements.

6. Segment information continued

For the year ended 31 December 2025

(in \$ millions) Unaudited	Subsea and Conventional	Renewables	Corporate	Total
Revenue				
Fixed-price contracts	4,974.0	1,214.1	18.8	6,206.9
Day-rate contracts	785.6	–	93.8	879.4
	5,759.6	1,214.1	112.6	7,086.3
Net operating income/(loss)	762.0	75.3	(66.6)	770.7
Finance income				22.8
Other gains and losses				(84.4)
Finance costs				(87.3)
Income before taxes				621.8
Adjusted EBITDA ^(a)	1,304.5	201.6	(25.7)	1,480.4
Adjusted EBITDA margin ^(a)	22.6%	16.6%	(22.8%)	20.9%

For the year ended 31 December 2024

(in \$ millions) Unaudited	Subsea and Conventional	Renewables	Corporate	Total
Revenue				
Fixed-price contracts	4,815.1	1,190.8	16.8	6,022.7
Day-rate contracts	684.9	41.6	87.8	814.3
	5,500.0	1,232.4	104.6	6,837.0
Net operating income/(loss)	403.5	53.4	(11.4)	445.5
Finance income				24.4
Other gains and losses				(0.5)
Finance costs				(101.2)
Income before taxes				368.2
Adjusted EBITDA ^(a)	897.3	185.0	7.8	1,090.1
Adjusted EBITDA margin ^(a)	16.3%	15.0%	7.5%	15.9%

(a) Adjusted EBITDA and Adjusted EBITDA margin are non-IFRS measures. For explanations and reconciliations of Adjusted EBITDA and Adjusted EBITDA margin refer to the 'Alternative Performance Measures' section of the Condensed Consolidated Financial Statements.

7. Earnings per share**Basic and diluted earnings per share**

Basic earnings per share is calculated by dividing the net income attributable to shareholders of the parent company by the weighted average number of common shares in issue during the period, excluding common shares purchased by the Group and held as treasury shares.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potentially dilutive common shares. The net income attributable to shareholders of the parent company and share data used in the calculation of basic and diluted earnings per share were as follows:

For the period (in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Audited	31 Dec 2024 Audited
Net income attributable to shareholders of the parent company	145.4	22.0	411.4	201.4
Earnings used in the calculation of diluted earnings per share	145.4	22.0	411.4	201.4

For the period (number of shares)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Audited	31 Dec 2024 Audited
Weighted average number of common shares used in the calculation of basic earnings per share	296,124,824	296,191,366	295,742,708	298,183,212
Performance shares	1,588,531	1,432,180	1,987,153	1,596,541
Weighted average number of common shares used in the calculation of diluted earnings per share	297,713,355	297,623,546	297,729,861	299,779,753

For the period (in \$ per share)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Audited	31 Dec 2024 Audited
Basic earnings per share	0.49	0.07	1.39	0.68
Diluted earnings per share	0.49	0.07	1.38	0.67

The following shares that could potentially dilute earnings per share were excluded from the calculation of diluted earnings per share due to being anti-dilutive:

For the period (number of shares)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Audited	31 Dec 2024 Audited
Performance shares	1,758,539	1,443,599	1,029,628	834,917

8. Goodwill

The movement in goodwill during the year was as follows:

(in \$ millions)	31 Dec 2025 Audited	31 Dec 2024 Audited
At year beginning	183.7	192.2
Additions	1.9	–
Assets included in disposal group classified as held for sale	(15.4)	–
Impairment charges	(17.6)	(6.2)
Exchange differences	4.4	(2.3)
At year end	157.0	183.7

On 21 February 2025, an indirect subsidiary of Subsea 7 S.A. acquired the entire share capital of Daymark Energy Advisors Inc. The transaction resulted in the recognition of a provisional amount of goodwill of \$1.9 million.

At 31 December 2025, goodwill of \$15.4 million was recognised within a disposal group classified as held for sale, as disclosed in Note 10 'Disposal group classified as held for sale' to the Condensed Consolidated Financial Statements.

9. Impairment charges

During the fourth quarter, goodwill impairment charges of \$17.6 million (Q4 2024: \$6.2 million) were recognised in the Condensed Consolidated Income Statement within operating expenses. Impairment charges of \$10.1 million related to property, plant and equipment (Q4 2024: \$14.2 million), \$2.1 million related to intangible assets (Q4 2024: \$1.6 million), and \$1.4 million related to right-of-use assets (Q4 2024: \$nil) were also recognised in the Condensed Consolidated Income Statement. In addition, impairment charges in respect of interests in associates and joint ventures of \$1.7 million (2024: \$nil) were recognised in the Condensed Consolidated Income Statement within share of net income of associates and joint ventures.

10. Disposal group classified as held for sale

The Group recognised certain assets and liabilities as a disposal group classified as held for sale as follows:

	31 Dec 2025 Audited
(in \$ millions)	
Assets	
Goodwill	15.4
Property, plant and equipment	93.8
Right-of-use assets	12.1
Inventories	6.4
Trade, other receivables, and construction contract – assets	37.5
Assets included in disposal group classified as held for sale	165.2
Liabilities	
Non-current lease liabilities	5.4
Current lease liabilities	10.0
Trade, other liabilities, and construction contract – liabilities	35.0
Liabilities included in disposal group classified as held for sale	50.4

In connection with a planned business divestment, management expect to dispose of the assets and liabilities recognised in the disposal group classified as held for sale within one year from initial classification.

11. Treasury shares

At 31 December 2025, the Company directly held 3,463,823 shares (Q3 2025: 3,986,064) as treasury shares, representing 1.16% (Q3 2025: 1.33%) of the total number of issued shares. The movement in treasury shares during the year was as follows:

	31 Dec 2025 Number of shares Audited	31 Dec 2025 in \$ millions Audited	31 Dec 2024 Number of shares Audited	31 Dec 2024 in \$ millions Audited
At year beginning	3,986,064	69.1	3,839,804	31.1
Shares repurchased	–	–	5,172,092	87.3
Shares reallocated relating to share-based payments	(522,241)	(8.9)	(331,560)	(2.6)
Shares cancelled	–	–	(4,694,272)	(46.7)
At year end	3,463,823	60.2	3,986,064	69.1

12. Commitments and contingent liabilities

Commitments

At 31 December 2025, the Group had contractual capital commitments totalling \$65.4 million (31 December 2024: \$88.4 million).

Contingent liabilities not recognised in the Condensed Consolidated Balance Sheet

The Group is subject to tax audits and receives tax assessments in a number of jurisdictions where it has, or has had, operations. The estimation of the ultimate outcome of these audits and disputed tax assessments is complex and subjective. The likely outcome of the audits and associated cash outflow, if any, may be impacted by technical uncertainty and the availability of supporting documentation.

The Group's operations in Mexico are subject to tax audits across several years. At 31 December 2025, the amount assessed by the Mexican tax authorities in relation to 2014, including penalties and interest, was MXN 3,639.3 million, equivalent to \$202.4 million (31 December 2024: MXN 3,639.3 million, equivalent to \$179.2 million). At 31 December 2025, a provision of MXN 283.5 million, equivalent to \$15.8 million was recognised within the Consolidated Balance Sheet (31 December 2024: MXN 143.1 million, equivalent to \$7.0 million). At 31 December 2025, a contingent liability of MXN 589.4 million, equivalent to \$32.8 million (31 December 2024: MXN 589.4 million, equivalent to \$29.0 million), has been disclosed related to the 2014 assessment as the disclosure criteria have been met however management and local advisors believe that the likelihood of payment is not probable.

Between 2009 and 2025, the Group's Brazilian businesses were audited and formally assessed for ICMS and federal taxes (including import duty) by the Brazilian state and federal tax authorities. The amount assessed, including penalties and interest, at 31 December 2025 amounted to BRL 966.7 million, equivalent to \$174.4 million (31 December 2024: BRL 897.0 million, equivalent to \$142.5 million). The Group has challenged these assessments. A contingent liability has been disclosed for the total amounts assessed as the disclosure criteria have been met however management believes that the likelihood of payment is not probable.

Between 2018 and 2025, the Group's Brazilian business received several labour claims. The amount assessed at 31 December 2025 amounted to BRL 155.3 million, equivalent to \$28.0 million (31 December 2024: BRL 166.3 million, equivalent to \$26.5 million). The Group has challenged these claims. A contingent liability has been disclosed for BRL 121.4 million, equivalent to \$21.9 million as the disclosure criteria have been met (31 December 2024: BRL 115.0 million, equivalent to \$18.3 million), however, management believes that the likelihood of payment is not probable. At 31 December 2025, a provision of BRL 33.9 million, equivalent to \$6.1 million was recognised within the Condensed Consolidated Balance Sheet (31 December 2024: BRL 51.3 million, equivalent to \$8.2 million), as the IAS 37 'Provisions, contingent liabilities and contingent assets' recognition criteria were met.

Contingent liabilities recognised in the Condensed Consolidated Balance Sheet

As part of the accounting for the business combination of Pioneer Lining Technology Limited, IFRS 3 required the Group to recognise a provision in respect of contingent consideration payable to a third party following the acquisition of intangible assets in 2009. Management now consider this previously recognised contingent liability to have expired. As a result, during the fourth quarter of 2025, the contingent liability of \$0.4 million (31 December 2024: \$0.4 million) was derecognised in full and recognised within the Group's Condensed Consolidated Income Statement within other gains and losses.

13. Fair value and financial instruments

The carrying values of the Group's financial assets and financial liabilities recorded at amortised cost in the Condensed Consolidated Financial Statements approximate their fair values.

Borrowings

Fair value is determined by matching the maturity profile of amounts utilised under each facility to market interest rates available to the Group for borrowings with similar security, maturity and repayment profiles. At 31 December 2025, interest charged under each facility is representative of market rates currently available to the Group and therefore the carrying amount approximates fair value.

Fair value measurements**Fair value hierarchy**

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Recurring and non-recurring fair value measurements

Recurring fair value measurements are those that IFRS require at the end of each reporting period and non-recurring fair value measurements are those that IFRS require or permit in particular circumstances.

Assets and liabilities which are measured at fair value in the Condensed Consolidated Balance Sheet and their level in the fair value hierarchy were as follows:

At (in \$ millions)	2025 31 Dec Level 1	2025 31 Dec Level 2	2025 31 Dec Level 3	2024 31 Dec Level 1	2024 31 Dec Level 2	2024 31 Dec Level 3
Recurring fair value measurements						
Financial assets:						
Financial assets measured at fair value through profit and loss – embedded derivatives	–	75.0	–	–	136.6	–
Financial assets measured at fair value through profit and loss – derivative instruments	–	3.5	–	–	0.4	–
Financial liabilities:						
Financial liabilities measured at fair value through profit and loss – embedded derivatives	–	(44.1)	–	–	(36.5)	–
Financial liabilities measured at fair value through profit and loss – derivative instruments	–	(3.0)	–	–	(6.1)	–
Financial liabilities measured at fair value through profit and loss – commodity derivatives	–	(1.3)	–	–	(0.4)	–
Financial liabilities measured at fair value through other comprehensive income – commodity derivatives	–	(3.3)	–	–	(3.0)	–
Contingent consideration	–	–	–	–	–	(0.5)

During the year ended 31 December 2025 there were no transfers between levels of the fair value hierarchy. The Group accounts for transfers between levels of the fair value hierarchy from the date of the event or change in circumstance that caused the transfer.

Non-recurring fair value measurements

In accordance with IFRS 5 'Non-current assets held for sale and discontinued operations', no impairment charges were recognised on the carrying value of assets included in a disposal group classified as held for sale. These assets were measured within Level 3 of the fair value hierarchy. Further details are disclosed in Note 10 'Disposal group classified as held for sale' to the Condensed Consolidated Financial Statements.

13. Fair value and financial instruments continued

Fair value techniques and inputs

Financial assets and liabilities mandatorily measured at fair value through profit or loss

The Group's financial assets and liabilities measured at fair value through profit or loss comprised:

- Forward foreign exchange contracts and embedded derivatives
The fair value of outstanding forward foreign exchange contracts and embedded derivatives were calculated using quoted foreign exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.

Financial assets and liabilities measured at fair value through other comprehensive income

The Group's financial assets and liabilities measured at fair value through other comprehensive income comprised:

- Commodity derivatives in designed hedge accounting relationships
The fair value of outstanding commodity contracts were calculated using quoted commodity rates matching maturities of the contracts.

Financial assets measured at fair value through other comprehensive income and designated as such at initial recognition

The Group's financial assets measured at fair value through other comprehensive income and designated as such at initial recognition comprised:

- Other financial assets
Strategic financial investments in unlisted companies are disclosed as other financial assets within non-current assets on the Condensed Consolidated Balance Sheet. Management concluded that due to the nature of these investments, there are a wide range of possible fair value measurements and in some cases, there may be insufficient recent information available to enable the Group to accurately measure fair value. Management review investments annually to ensure the carrying value can be supported by expected future cash flows and have concluded cost is considered to represent the best estimate of fair value of each investment within a range of possible outcomes.

14. Events after the reporting period

Dividend

At the Annual General Meeting on 12 May 2026, the Board of Directors will propose a dividend of NOK 13.00 per share, equating to approximately \$400 million, payable in May 2026. The proposed dividend comprises an annual dividend equating to approximately \$350 million, subject to approval at the Annual General Meeting, and an interim dividend of approximately \$50 million which was approved by the Board of Directors on 25 February 2026 and will be ratified at the Annual General Meeting.

Alternative Performance Measures (APMs)

Alternative Performance Measures (APMs) - definitions

The Group uses Alternative Performance Measures (APMs) when evaluating financial performance, financial position and cash flows which are not defined or specified under International Financial Reporting Standards (IFRS), as adopted by the EU. Management considers that these non-IFRS measures, which are not a substitute for nor superior to IFRS measures, provide stakeholders with additional information to further understand the Group's financial performance, financial position and cash flows.

APM	Description	Closest equivalent IFRS measure	Adjustments to reconcile to primary financial statements	Rationale for utilising APM
-----	-------------	---------------------------------	--	-----------------------------

Income Statement APMs

Adjusted EBITDA and Adjusted EBITDA margin	Adjusted earnings before interest, taxation, depreciation and amortisation represents net income/(loss) before additional specific items that are considered to impact the comparison of the Group's performance either period-on-period or with other businesses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by revenue, expressed as a percentage.	Net income/(loss)	Net income/(loss) adjusted to exclude depreciation and amortisation costs, including amortisation of prepaid mobilisation expenses and amortisation of intangible assets, impairment charges or impairment reversals, gains and losses on disposal of property, plant and equipment and maturity of lease liabilities, finance income, remeasurement gains and losses on business combinations, other gains and losses (including foreign exchange gains and losses, gains on disposal of subsidiaries, gains and losses resulting from remeasurement of contingent consideration, gains on distributions and bargain purchase gains on business combinations), finance costs and taxation.	Adjusted EBITDA and Adjusted EBITDA margin are important indicators of the operational strength and the performance of the Group and provide a meaningful comparative for its business units. The presentation of Adjusted EBITDA is also useful as it is similar to measures used by companies within Subsea7's peer group. Adjusted EBITDA margin may also be a useful ratio to compare performance to the Group's competitors and is widely used by shareholders and analysts. Notwithstanding the foregoing, Adjusted EBITDA and Adjusted EBITDA margin as presented by the Group may not be comparable to similarly titled measures reported by other companies.
Effective tax rate (ETR)	The effective tax rate is expressed as a percentage, calculated as the taxation expense/(credit) divided by the income/(loss) before taxes.	Taxation	n/a	Provides a useful and relevant measure of the effectiveness of the Group's tax strategy and tax planning.

Balance Sheet APM

Capital employed	Capital employed is defined as total assets less current liabilities.	No direct equivalent	Calculated as total assets less current liabilities.	Capital employed is a relevant metric for shareholders and analysts when evaluating the level of capital employed by the Group to generate income.
Net cash/(debt) excluding lease liabilities and net cash/(debt) including lease liabilities	Net cash/(debt) is defined as cash and cash equivalents less borrowings. The Group utilises both net cash/(debt) excluding lease liabilities and net cash/(debt) including lease liabilities as financial position measures.	No direct equivalent	Calculated as cash and cash equivalent less borrowings (current and non-current). The measure may exclude lease liabilities (current and non-current) or include them.	Net cash/(debt) provides a meaningful and reliable basis to evaluate financial strength and liquidity of the Group.

Cash flow APMs				
Cash conversion	Cash conversion is defined as net cash generated from/(used in) operating activities, add back income taxes paid, divided by Adjusted EBITDA.	No direct equivalent	Calculated as net cash generated from/(used in) operating activities in the Group's Consolidated Cash Flow Statement, add back income taxes paid and divided by Adjusted EBITDA.	Cash conversion is a financial management tool to determine the efficiency of the Group's ability to generate cash from its operating activities.
Free cash flow	Free cash flow is defined as net cash generated from/(used in) operating activities less purchases of property, plant and equipment and intangible assets.	No direct equivalent	Calculated as net cash generated from/(used in) operating activities from the Group's Consolidated Cash Flow Statement less purchases of property, plant and equipment and intangible assets.	Free cash flow is a relevant metric for shareholders and analysts when determining cash available to the Group to invest or potentially distribute.
Other APMs				
Backlog	Backlog represents expected future revenue from projects. Awards to associates and joint ventures are excluded from backlog figures, unless otherwise stated. Despite being a non-IFRS term, the Group recognises backlog in accordance with the requirements of IFRS 15, 'Revenue from Contracts with Customers', which represents revenue expected to be recognised in the future related to performance obligations which are unsatisfied, or partially unsatisfied, at the reporting date.	Transaction price allocated to the remaining performance obligations	n/a	Utilising the term backlog is in accordance with expected industry-wide terminology. It is similarly used by companies within Subsea7's peer group and is a helpful term for those evaluating companies within Subsea7's industry. Backlog may also be useful to compare performance with competitors and is widely used by shareholders and analysts. Notwithstanding this, backlog presented by the Group may not be comparable to similarly titled measures reported by other companies.
Order intake	Order intake represents new project awards plus escalations on existing projects.	No direct equivalent	n/a	Order intake is in accordance with expected industry-wide terminology and primarily enables the book-to-bill APM to be calculated.
Book-to-bill ratio	Book-to-bill ratio represents total order intake divided by revenue for the reporting period.	No direct equivalent	n/a	The book-to-bill metric is widely used in the energy sector by shareholders and analysts and is a helpful term for those evaluating companies within Subsea7's industry. Notwithstanding this, the book-to-bill ratio presented by the Group may not be comparable to similarly titled measures reported by other companies.

Alternative Performance Measures - calculations

1a. Reconciliation of net operating income to Adjusted EBITDA and Adjusted EBITDA margin

For the period (in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Net operating income	276.3	126.0	770.7	445.5
Depreciation, amortisation and mobilisation	169.4	166.8	679.2	622.5
Impairment of goodwill	17.6	6.2	17.6	6.2
Impairment of property, plant and equipment, intangible assets, and right-of-use assets	13.6	15.8	13.6	15.8
Impairment of investments in associates and joint ventures	1.7	–	1.7	–
Net (gain)/loss on disposal of property, plant and equipment and maturity of lease liabilities	(1.4)	0.5	(2.4)	0.1
Adjusted EBITDA	477.2	315.3	1,480.4	1,090.1
Revenue	1,961.5	1,868.7	7,086.3	6,837.0
Adjusted EBITDA margin	24.3%	16.9%	20.9%	15.9%

1b. Reconciliation of net income to Adjusted EBITDA and Adjusted EBITDA margin

For the period (in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Net income	147.5	26.3	404.2	216.6
Depreciation, amortisation and mobilisation	169.4	166.8	679.2	622.5
Impairment of goodwill	17.6	6.2	17.6	6.2
Impairment of property, plant and equipment, intangible assets, and right-of-use assets	13.6	15.8	13.6	15.8
Impairment of investments in associates and joint ventures	1.7	–	1.7	–
Net (gain)/loss on disposal of property, plant and equipment and maturity of lease liabilities	(1.4)	0.5	(2.4)	0.1
Finance income	(8.9)	(4.3)	(22.8)	(24.4)
Other gains and losses	50.4	66.5	84.4	0.5
Finance costs	28.9	22.9	87.3	101.2
Taxation	58.4	14.6	217.6	151.6
Adjusted EBITDA	477.2	315.3	1,480.4	1,090.1
Revenue	1,961.5	1,868.7	7,086.3	6,837.0
Adjusted EBITDA margin	24.3%	16.9%	20.9%	15.9%

2. Effective tax rate

For the period (in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Taxation	(58.4)	(14.6)	(217.6)	(151.6)
Income before taxation	205.9	40.9	621.8	368.2
Effective tax rate (percentage)	28.4%	35.7%	35.0%	41.2%

3. Capital employed

At (in \$ millions)	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Total assets	8,030.5	7,680.4
Current liabilities ^(a)	(2,813.0)	(2,433.9)
Capital employed	5,217.5	5,246.5

(a) Current liabilities at 31 December 2025 exclude non-current lease liabilities of \$5.4 million recognised within the disposal group classified as held for sale.

4. Net cash/(debt) excluding lease liabilities and net cash/(debt) including lease liabilities

At (in \$ millions)	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Cash and cash equivalents	969.7	575.3
Total borrowings	(583.7)	(722.0)
Net cash/(debt) excluding lease liabilities	386.0	(146.7)
Total lease liabilities ^(a)	(365.2)	(454.9)
Net cash/(debt) including lease liabilities	20.8	(601.6)

(a) Total lease liabilities at 31 December 2025 are inclusive of lease liabilities of \$15.4 million recognised within the disposal group classified as held for sale.

5. Cash conversion

For the period (in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Net cash generated from operating activities	797.4	486.8	1,470.7	931.4
Income taxes paid	59.6	22.7	198.6	77.0
Adjusted EBITDA	857.0	509.5	1,669.3	1,008.4
Cash conversion	477.2	315.3	1,480.4	1,090.1
	1.8x	1.6x	1.1x	0.9x

6. Free cash flow

For the period (in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Net cash generated from operating activities	797.4	486.8	1,470.7	931.4
Purchases of property, plant and equipment and intangible assets	(65.0)	(78.4)	(281.0)	(348.7)
Free cash flow	732.4	408.4	1,189.7	582.7

7. Backlog

IFRS 15 'Revenue from Contracts with Customers' disclosure in relation to remaining performance obligations is contained in the 'Construction contracts' note, in the Group's 2024 Annual Report. Unless otherwise stated, backlog and remaining performance obligations, as required by IFRS 15, will be the same number. Backlog by year of execution is as follows:

At (in \$ millions)	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Total backlog	13,768.9	11,174.7
Expected year of execution:		
2025	–	5,811.5
2026	6,885.8	3,355.2
2027	4,253.9	1,529.2
2028	2,129.4	478.8
2029 and thereafter	499.8	–

7b. Backlog reconciliation

(in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
At period beginning	13,910.5	11,299.5	11,174.7	10,586.8
Order intake	1,865.2	2,271.7	9,017.5	8,175.6
Revenue	(1,961.5)	(1,868.7)	(7,086.3)	(6,837.0)
Effect of foreign exchange rate movements	(45.3)	(527.8)	663.0	(750.7)
At year end	13,768.9	11,174.7	13,768.9	11,174.7

8. Order intake

For the period (in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
New project awards	1,296.7	1,803.5	7,019.3	6,719.1
Escalations on existing projects	568.5	468.2	1,998.2	1,456.5
Order intake	1,865.2	2,271.7	9,017.5	8,175.6

9. Book-to-bill ratio

For the period (in \$ millions)	Three Months Ended		Year Ended	
	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited	31 Dec 2025 Unaudited	31 Dec 2024 Unaudited
Order intake	1,865.2	2,271.7	9,017.5	8,175.6
Revenue	1,961.5	1,868.7	7,086.3	6,837.0
Book-to-bill ratio	1.0x	1.2x	1.3x	1.2x