UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information of TGS ASA and its consolidated subsidiaries ("TGS") is presented to illustrate the effect of TGS's merger with PGS ASA ("PGS" and such merger, the "Merger") on the historical results of operations of TGS. The following unaudited pro forma condensed combined financial information and related notes (the "unaudited Pro Forma Financial Information") are based on the historical consolidated financial statements of TGS and PGS, and have been prepared to reflect the Merger. The pro forma adjustments related to the Merger include:

- the alignment of PGS financial information under IFRS Accounting standards as adopted by the European Union ("IFRS") to the TGS accounting policies in accordance with IFRS;

- the impact of preliminary fair value adjustments to the underlying assets and liabilities of PGS; and

- elimination of inter-company income statement transactions between TGS and PGS.

The unaudited Pro Forma Financial Information should be read in conjunction with (i) TGS's audited consolidated financial statements and related notes as of and for the year ended 2023, (ii) TGS's unaudited condensed consolidated interim financial statements and related notes as of and for the three and nine months ended September 30, 2024 and 2023, (iii) PGS's audited consolidated financial statements and related notes as of and for the year ended 2023 and (iv) PGS's unaudited condensed consolidated interim financial statements and related notes as of and for the three and six months ended June 30, 2024 and 2023 and (v) PGS's unaudited condensed consolidated financial statements and related notes as of and for the three and nine months ended September 2023, together with the accompanying notes to the unaudited Pro forma Financial Information. You may request copies of such financial statements of TGS and PGS by contacting TGS's Investor Relations at investor@tgs.com.

The unaudited Pro Forma Financial Information has not been prepared in accordance with the requirements of Regulation S-X under the Securities Exchange Act of 1934, as amended, the regulation of the European Union (EU) 2017/1129, U.S. GAAP or IFRS.

The unaudited Pro Forma Financial Information is unaudited and presented for illustrative purposes only and does not purport to represent what the statements of operations would have been had the Merger had occurred on the assumed dates, nor is it indicative of the future operating results of TGS. In addition, future results may differ significantly from those reflected in the pro forma statement of operations. Pro forma adjustments included therein are based upon available information and assumptions that management believes are reasonable.

Unaudited Pro Forma Condensed Combined Statement of Profit or Loss
Nine Months Ended September 30, 2024

Nine months ended September 30, 2024 ($ in millions)	TGS Historical	PGS Reclassified[2]	Accounting policy alignments[3]	Notes	PPA adjustments[4]	Notes	Intercompany eliminations[4]	Notes	Proforma Combined
Revenue	**827.5**	**359.8**	—			—	**(30.7)**	***Note 5.1***	**1,156.6**
Cost of sales - proprietary and other	184.2	134.3	17.2	*Note 3.1*	—		(16.5)	*Note 5.1*	319.2
Straight-line amortization of the multi-client library	145.0	69.0	(29.4)	*Note 3.1*	1.8	*Note 4.1*	—		186.4
Accelerated amortization of the multi-client library	54.9	28.5	—		—		—		83.4
Impairment of the multi-client library	1.3	—	—		—		—		1.3
Personnel costs	152.0	70.0	7.1	*Note 3.1*	(8.8)	*Note 4.5*	(4.7)	*Note 5.1*	215.6
Other operating expenses	62.6	14.2	—		(13.1)	*Note 4.6*	—		63.7
Depreciation, amortization and impairment	122.5	41.2	5.1	*Note 3.1*	1.3	*Note 4.2*	(3.4)	*Nore 5.1*	166.7
Total operating expenses	**722.4**	**357.2**	—		**(18.8)**		**(24.5)**		**1,036.3**
Operating profit/(loss)	**105.1**	**2.6**	—		**18.8**		**(6.2)**		**120.4**
Financial income	6.8	7.3	—		—		—		14.1
Financial expenses	(26.1)	(49.2)	—		12.0	*Note 4.3*	—		(63.2)
Results from equity accounted investment		—	—		—		—		—
Net exchange gains/(losses)	(5.8)	(1.6)	—		—		—		(7.4)
Net financial items	**(25.0)**	**(43.5)**	—		**12.0**		—		**(56.5)**
Profit/(loss) before taxes	**80.1**	**(40.9)**	—		**30.9**		**(6.2)**		**63.9**
Taxes	23.9	12.6	—		2.5	*Note 4.4* *Note 4.5*			39.0
Net Income/(loss)	**56.2**	**(53.5)**	—		**28.3**		**(6.2)**		**24.9**
Earnings per share ($)	0.37								0.13
Earnings per share, diluted ($)	0.37								0.13
Basic weighted average shares (millions)	152.6				43.5	*Note 6.1*			196.2
Diluted weighted average shares(millions)	153.8				43.5	*Note 6.1*			197.2

Unaudited Pro Forma Condensed Combined Statement of Profit or Loss
Nine Months Ended September 30, 2023

Nine months ended September 30, 2023 ($ in millions)	TGS Historical	PGS Reclassified[2]	Accounting policy alignments[3]	Notes	PPA adjustments[4]	Notes	Intercompany eliminations[4]	Notes	Proforma Combined
Revenue	**604.9**	**456.4**	—		—		**(48.8)**	**Note 5.1**	**1,012.6**
Cost of sales - proprietary and other	192.8	140.8	29.9	*Note 3.1*	—		(22.3)	Note 5.1	341.2
Straight-line amortization of the multi-client library	120.6	122.8	(51.1)	*Note 3.1*	18.0	*Note 4.1*	—		210.4
Accelerated amortization of the multi-client library	35.3	35.7	—		—		—		71.0
Impairment of the multi-client library	6.3	—	—		—		—		6.3
Personnel costs	99.5	75.7	12.3	*Note 3.1*	8.8	*Note 4.5*	(9.1)	Note 5.1	187.1
Other operating expenses	49.5	16.4	—		13.1	*Note 4.6*		—	79.0
Depreciation, amortization and impairment	58.6	50.5	8.9	*Note 3.1*	1.9	*Note 4.2*	(6.6)	Note 5.1	113.4
Total operating expenses	**562.6**	**441.9**			**41.8**		**(38.0)**		**1,008.3**
Operating profit/(loss)	**42.3**	**14.5**			**(41.8)**		**(10.8)**		**4.2**
Financial income	5.1	15.5	—	—	—	—	—	—	20.6
Financial expenses	(11.9)	(96.5)	—		18.6	*Note 4.3*			(89.8)
Results from equity accounted investment	0.5	0.6	—	—	—	—	—		1.1
Net exchange gains/(losses)	0.3	2.4	—	—	—	—	—		2.7
Net financial items	**(6.0)**	**(78.0)**		—	**18.6**		—		**(65.4)**
Profit/(loss) before taxes	**36.3**	**(63.5)**	—		**(23.2)**		**(10.8)**		**(61.2)**
Taxes	5.6	11.4			(3.1)	*Note 4.5*			13.9
Net Income/(loss)	**30.7**	**(74.9)**			**(20.1)**		**(10.8)**		**(75.1)**
Earnings per share ($)	0.25								(0.40)
Earnings per share, diluted ($)	0.24								(0.39)
Basic weighted average shares (millions)	124.7				65.2	*Note 6.1*			190.0
Diluted weighted average shares(millions)	125.5				65.2	*Note 6.1*			190.8

Unaudited Pro Forma Condensed Combined Statement of Profit or Loss
Year Ended December 31, 2023

Year ended December 31, 2023 ($ in millions)	**TGS Historical**	**PGS Reclassified**[2]	**Accounting policy alignments**[3]	**Notes**	**PPA adjustments**[4]	**Notes**	**Intercompany eliminations**[4]	**Notes**	**Proforma Combined**
Revenue	**794.3**	**721.5**	—				**(67.9)**	***Note 5.1***	**1,447.9**
Cost of sales - proprietary and other	217.4	202.1	41.2	*Note 3.1*			(33.0)	*Note 5.1*	427.8
Straight-line amortization of the multi-client library	163.5	162.1	(70.5)	*Note 3.1*	21.7	*Note 4.1*	—		276.7
Accelerated amortization of the multi-client library	62.6	58.3	—		—	-	—		120.9
Impairment of the multi-client library	7.6	—	—		—		—		7.6
Personnel costs	131.0	110.3	17.1	*Note 3.1*	8.8	*Note 4.5*	(12.7)	*Note 5.1*	254.5
Other operating expenses	62.0	21.2	—		13.1	*Note 4.6*	—		96.3
Depreciation, amortization and impairment	96.9	70.1	12.2	*Note 3.1*	2.6	*Note 4.2*	(9.1)	*Note 5.1*	172.8
Total operating expenses	**741.0**	624.1	—		**46.2**		**(54.8)**		**1,356.6**
Operating profit/(loss)	**53.3**	**97.4**		—	**(46.2)**		**(13.2)**		**91.2**
Financial income	11.7	20.1	—		—		—		31.8
Financial expenses	**(17.8)**	**(123.8)**	—		**24.9**	***Note 4.3***	—		**(116.7)**
Results from equity accounted investment	0.5	1.7	—		—		—		2.2
Net exchange gains/(losses)	4.3	(0.9)	—		—		—		3.4
Net financial items	**(1.4)**	**(102.9)**	—		**24.9**		—		**(79.4)**
Profit/(loss) before taxes	**51.9**	**(5.5)**	—		**(21.3)**	—	**(13.2)**		**11.8**
Taxes	30.2	9.0	—		(2.8)	*Note 4.4* *Note 4.5*			36.4
Net Income/(loss)	**21.6**	**(14.5)**	—		**(18.5)**		**(13.2)**		**(24.6)**
Earnings per share ($)	0.17								(0.13)
Earnings per share, diluted ($)	0.17								(0.13)
Basic weighted average shares (millions)	126.3				65.2	*Note 6.1*			191.5
Diluted weighted average shares (millions)	127.2				65.2	*Note 6.1*			192.4

Notes to the unaudited Pro Forma Condensed Combined Financial Information

Note 1 Basis of preparation

On July 1, 2024, TGS announced that the Merger was formally completed and PGS was consolidated from that point in time. Upon completion of the transaction, TGS issued 65.2 million common shares to the former shareholders of PGS in accordance with the merger agreement.

A pro forma balance sheet is not presented as PGS is already reflected in the historical condensed consolidated statements of financial position as of September 30, 2024.

The historical TGS statement of profit or loss for the nine months ended September 30, 2024, already reflects 3 months of post-acquisition performance and therefore that pro forma statement only includes the incremental amounts for the pre-acquisition period from January 1, 2024 to June 30, 2024.

The Pro Forma Financial Information does not reflect any adjustment for liabilities or related costs of any integration and similar activities, or benefits, including potential synergies that may be derived in future periods, from the merger.

In note 3 we describe the alignment of PGS financial information under IFRS to the TGS accounting policies in accordance with IFRS.

The transaction is accounted for as a business combination using the acquisition method of accounting in accordance with IFRS 3, with TGS as the acquirer and PGS as the acquiree. The impact of the preliminary fair value adjustments to the underlying assets and liabilities of PGS is described in note 4.

Eliminations of intercompany transactions between TGS and PGS, are disclosed in note 5.

Note 2 Reclassification

Certain reclassifications have been made to the historical financial information of PGS to align to the presentation of TGS as follows.

Six months ended June 30, 2024 ($ in millions) *Note 2 references*	**PGS Historical**	**Cost of sales** *Note 2.1*	**R&D and SG&A** *Note 2.1 & 2.2*	**Amortization and impairment of MC library** *Note 2.3*	**Depreciation and impairment** *Note 2.4*	**Net financials** *Note 2.5*	**PGS reclassified**
Total revenues and other income	**359.8**						**359.8**
Cost of sales	189.5	(189.5)					—
Cost of sales-proprietary and other		134.3					134.3
Straight-line amortization of multi-client library				69.0			69.0
Accelerated amortization of the multi-client library				28.5			28.5
Impairment of the multi-client library							—
Personnel costs		55.2	14.8				70.0
Other operating expenses			14.2				14.2
Depredation, amortization and impairment					41.2		41.2
Research and development costs	3.6		(3.6)				—
Selling, general and administrative costs	25.4		(25.4)				—
Amortization and impairment of MultiClient library	97.5			(97.5)			—
Depredation and amortization of non-current assets (excl. MultiClient library)	41.2				(41.2)		—
Impairment and gain/(loss) on sale of non-current assets (excl. MultiClient library)	—						—
Other charges, net	—						—
Total operating expenses	**357.2**	—	—	—	—	—	**357.2**
Operating profit/(loss)	**2.6**						**2.6**
Financial income	—					7.3	7.3
Financial expenses						(49.2)	(49.2)
Net exchange gains/(losses)						(1.6)	(1.6)
Interest expense	(48.8)					48.8	—
Other financial expense, net	5.3					(5.3)	—
Results from equity accounted investment	—						—
Net financial items	**(43.5)**						**(43.5)**
Income/(loss) before income tax expense	**(40.9)**	—	—	—	—	—	**(40.9)**
Income tax	(12.6)						(12.6)
Net income /(loss)	**(53.5)**						**(53.5)**

Nine months ended September 30, 2023 ($ in millions) *Note 2 references*	PGS Historical	Cost of sales *Note 2.1*	R&D and SG&A *Note 2.1 & 2.2*	Amortization and impairment of MC library *Note 2.3*	Depreciation and impairment *Note 2.4*	Net financials *Note 2.5*	PGS reclassified
Total revenues and other income	**456.4**						**456.4**
Cost of sales	1,987	(198.7)					—
Cost of sales-proprietary and other		140.8					140.8
Straight-line amortization of multi-client library				122.8			122.8
Accelerated amortization of the multi-client library				35.7			35.7
Impairment of the multi-client library							—
Personnel costs		57.9	17.8				75.7
Other operating expenses			16.4				16.4
Depredation, amortization and impairment					50.5		50.5
Research and development costs	4.4		(4.4)				—
Selling, general and administrative costs	29.9		(29.9)				—
Amortization and impairment of MultiClient library	158.5			(158.5)			—
Depredation and amortization of non-current assets (excl. MultiClient library)	44.2				(44.2)		—
Impairment and gain/(loss) on sale of non-current assets (excl. MultiClient library)	6.3				(6.3)		—
Other charges, net	(0.1)		0.1				—
Total operating expenses	**441.9**	—	—	—	—	—	**441.9**
Operating profit/(loss)	**14.5**						**14.5**
Financial income	—					15.5	15.5
Financial expenses						(96.5)	(96.5)
Net exchange gains/(losses)						2.4	2.4
Interest expense	(83.2)					83.2	—
Other financial expense, net	4.6					(4.6)	—
Results from equity accounted investment	0.6						0.6
Net financial items	**(78.0)**						**(78.0)**
Income/(loss) before income tax expense	**(63.5)**	—	—	—	—	—	**(63.5)**
Income tax	(11.4)						(11.4)
Net income /(loss)	**(74.9)**						**(74.9)**

Year ended December 31, 2023 ($ in millions) *Note 2 references*	PGS Historical	Cost of sales *Note 2.1*	R&D and SG&A *Note 2.1 & 2.2*	Amortization and impairment of MC library *Note 2.3*	Depreciation and impairment *Note 2.4*	Net financials *Note 2.5*	PGS reclassified
Total revenues and other income	**721.5**						**721.5**
Cost of sales	285.8	(285.8)					—
Cost of sales-proprietary and other		202.1					202.1
Straight-line amortization of multi-client library				162.1			162.1
Accelerated amortization of the multi-client library				58.3			58.3
Impairment of the multi-client library							—
Personnel costs		83.7	26.6				110.3
Other operating expenses			21.2				21.2
Depredation, amortization and impairment					70.1		70.1
Research and development costs	5.9		(5.9)				—
Selling, general and administrative costs	42.0		(42.0)				—
Amortization and impairment of MultiClient library	220.4			(220.4)			
Depredation and amortization of non-current assets (excl. MultiClient library)	63.5				(63.5)		
Impairment and gain/(loss) on sale of non-current assets (excl. MultiClient library)	6.6				(6.6)		
Other charges, net	(0.1)		0.1				
Total operating expenses	**624.1**						**624.1**
Operating profit/(loss)	**97.4**						**97.4**
Financial income	—					20.1	20.1
Financial expenses						(123.8)	(123.8)
Net exchange gains/(losses)						(0.9)	(0.9)
Interest expense	(110.1)					110.1	—
Other financial expense, net	5.5					(5.5)	—
Results from equity accounted investment	1.7						1.7
Net financial items	**(102.9)**						**(102.9)**
Income/(loss) before income tax expense	**(5.5)**						**(5.5)**
Income tax	(9.0)						(9.0)
Net income /(loss)	**(14.5)**						**(14.5)**

Total revenues and other income

Total revenues and other income of PGS reflects revenues of $359.3 million and other income of $0.5 million for the six months ended June 30, 2024, revenues of $455.8 million and other income of $0.6 million for the nine months ended September 30, 2023 and revenues of $720.7 million and other income of $0.8 million for the year ended December 31, 2023, and have been reclassified for each of the periods presented as revenue to conform to TGS's presentation.

Note 2.1 Cost of sales and selling, general and administrative costs (SG&A)

TGS classifies personnel costs by nature. Accordingly, a reclassification of PGS's personnel costs which have been presented by function and included in cost of sales and administration expenses is required. Personnel costs from PGS financial statements have been reclassified from cost of sales and selling, general and administrative costs.

For the first nine months ended September 30, 2024, $55.2 million and $14.8 million have been allocated to personnel costs from costs of sales and SG&A, respectively. For the first nine months ended September 30, 2023 this amounted to $57.9 million and $17.8 million, respectively, and for the year ended 2023 this amounted to $83.7 million and $26.6 million, respectively.

Note 2.2 Research and development costs, SG&A and other charges, net

TGS does not present research and development costs as a separate financial statement line item. Accordingly, an adjustment is required to present such costs by their nature. This amount to $3.6 million in the first nine months ended September 30, 2024, $4.4 million for the first nine months ended September 30, 2023, and for the full year of 2023 this amounted to $5.9 million.

SG&A and other charges, net, which are not allocated to personnel costs, have been reclassified to other operating expenses.

Note 2.3 Amortization and impairment of MultiClient library

TGS presents the straight-line and accelerated amortization and impairment of the multi-client library as separate financial statement line items. Accordingly, reclassifications are required to confirm PGS's historical financial statement information to TGS's presentation.

For the first nine months ended September 30, 2024, $69.0 million was allocated to straight-line amortization and $28.5 to accelerated amortization of the multi-client library. In the comparable period of 2023, $122.8 million was allocated to straight-line amortization and $35.7 to accelerated amortization of the multi-client library. In 2023 $162.1 million have been allocated to Straight-line amortization and $58.3 million to accelerated amortization of the multi-client library.

Note 2.4 Depreciation and amortization of non-current assets (excl. MultiClient library) and Impairment and gain/(loss) on sale of non-current assets (excl. MultiClient library)

TGS presents depreciation, amortization and impairment on a single line item for long-lived assets, excluding the multi-client library. Accordingly, a reclassification is required to PGS's historical financial information to TGS's presentation.

Note 2.5 Interest expense, share of results from associated companies and other financial expense, net

In reporting net financial expenses, TGS disaggregates interest expense and other financial expense, net into financial income, financial expenses and net exchange gains/(losses). Accordingly, adjustments are required to confirm PGS's historical financial statements to TGS's presentation. Similarly, TGS has not separately disclosed interest expense which it includes within financial expenses.

Note 3 Accounting policy alignments

Note 3.1) Joint partner share agreements

Adjustments are made to align PGS's accounting policies to those of TGS related to joint partner share agreements. PGS capitalizes 100% of incurred cost as part of a multi-client survey while recognizing an amortization based on the partners interest in the survey. In contrast, TGS capitalizes only its share of the cost of a multi-client survey conducted through partner share agreements. To the extent TGS incurs costs on behalf of a partner, TGS typically invoices the partner for its proportionate share, including cost of sales – proprietary and other, personnel costs, other operating expenses and depreciation, amortization and impairment.

Note 4 PPA adjustments

Purchase price allocation (PPA)

A preliminary purchase price allocations have been performed for the Merger included in TGS's unaudited condensed consolidated interim financial statements and related notes as of and for the three and nine months ended September 30, 2024, for the purpose of the pro forma financial information the PPA were prepared to give effect to the Merger as if it had been completed on January 1, 2023 for all periods.

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

Goodwill ($ in millions)	
Total consideration transferred	844.1
Total identifiable net assets acquired	(668.7)
Goodwill	**175.4**

The preliminary allocation of purchase consideration to estimated fair value of identifiable net assets acquired is as follows:

Identifiable assets acquired and liabilities ($ in millions)		Note 4 references
Property and equipment	766.0	*Note 4.2*
Multi-client library	426.2	*Note 4.1*
Intangible assets and other non-current assets	100.0	
Deferred tax assets	160.3	*Note 4.4*
Cash and cash equivalents	86.8	
Restricted cash	60.0	
Receivables, accrued revenue and other current assets	310.9	
Debt and lease liabilities	(742.5)	*Note 4.3*
Deferred tax liabilities	(14.0)	*Note 4.4*
Payables, accrued expenses, deferred revenue and other current liabilities	(485.0)	
Total identifiable net assets acquired	**668.7**	

Incremental depreciation/amortization of fair value adjustments from PPA ($ in millions)	Nine months ended 2024	Nine months ended 2023	Year ended 2023	Note 4 References
Straight-line amortization of multi-client library	1.8	18.0	21.7	*Note 4.1*
Depreciation, amortization and impairment	1.3	1.9	2.6	*Note 4.2*
Financial expenses	(12.0)	(18.6)	(24.9)	*Note 4.3*
Taxes	0.6	(1.1)	(0.9)	*Note 4.4*

Note 4.1 Straight-line amortization of multi-client library

The fair value adjustments related to the multi-client library amount to $101.6 million, of which $67.6 million relates to work in progress projects, and the remaining $33.9 million relates to finished projects. None of the work in process projects has been finalized in the period of January 1, 2023 until September 30, 2024 and therefore no amortization has been recorded for these multi-client libraries.

Adjustments to straight-line amortization as a result of the PPA for the nine months ended September 30, 2024 and 2023 were $1.8 million and $18 million, respectively, and was $21.7 million for 2023.

All amortization is related to completed surveys and the useful life of the assets have been determined based on the survey completion year, and the surveys have been amortization over periods from 6 to 42 months.

Note 4.2 Depreciation, amortization and impairment

Fair value adjustments of $6.5 million have been allocated to reflect acquired right-of-use assets at fair value which are depreciated over 30 months. Adjustments to Depreciation, amortization and impairment as a result of the PPA for the first nine months ended September 30, 2024 and 2023, was $1.3 million and $1.9 million respectively and was $2.6 million for 2023.

Note 4.3 Financial expenses

As part of the PPA, $68.0 million has been allocated to increase the carrying value of debt and liabilities which is amortized using the effective interest method over periods from 30 to 33 months. Adjustments to financial expenses as a result of the PPA for the first nine months ended September 30, 2024 and 2023 were $12.0 million and $18.6 million respectively and was $24.9 million for 2023.

Note 4.4 Taxes

These amounts reflect the tax effect on the adjustments discussed in notes 4.1, 4.2, 4.3 and 4.5. The tax rate used is based on the applicable statutory tax rate and is between 22% and 27%, depending on the jurisdiction.

Previously unrecognized deferred tax assets related to tax losses carried forward in PGS, of $144 million, were recognized as part of the purchase price accounting. In the period of 2023 net taxable result has been zero in Norway and for the first nine months ended September 30, 2023 and 2024 taxable result in Norway has been negative. No effect of this asset has been recognized in unaudited pro forma condensed consolidated statement of profit or loss in any of the periods.

Note 4.5 Settlement of performance based restricted stock units (PRSUS) in PGS

The proforma adjustment of $8.8 million reflects the estimated salary cost for the settlement of the long-term incentive plans (the LTI Plans), in which employees in PGS have been granted performance based restricted stock units (PRSUs). PRSUs awarded to the employees under the LTI Plans were settled in full upon completion of the Merger. The Costs were recognized in PGS's historical financial statements in the six months ended June 30, 2024. For the purposes of preparing the pro forma financial information, these costs, including their tax effects of $1.9 million have been assumed to have been incurred on January 1, 2023.

The transaction is pushed into the start of the 2023 pro forma financials and adjusted out of the nine months ended September 30, 2024 pro forma financials.

Note 4.6 Transaction costs – other operating expenses

The transaction cost consists primarily of external cost to financial and legal advisors, which was triggered by the transaction. The transaction costs of $13,1 million incurred in TGS's and PGS's historical financial statements for the nine months ended September 30, 2024 are expensed in the pro forma condensed consolidated statement of profit or loss as other operating expense in 2023.

Note 5 Intercompany eliminations

The adjustments below represent the elimination of transactions between TGS and PGS. Revenue recognized in PGS for joint projects between PGS and TGS has been eliminated along with related operating expenses in the unaudited pro forma condensed consolidated statement of profit or loss.

Note 5.1 Eliminations

For the first nine months ended September 30, 2024, the pro forma elimination decreases revenue by $30.7 million and decreases cost of sales by $16.5 million, personnel cost of $4.7 million and depreciation, amortization and impairment by $3.3 million.

For the first nine months ended September 30, 2023, The pro forma elimination decreases revenue by $48.8 million and decreases cost of sales by $22.2 million, personnel cost of $9.1 million and depreciation, amortization and impairment by $6.6 million.

For the full year of 2023, the pro forma elimination decreases sales by $67.9 million and decreases cost of sales by $33.0 million, personnel cost of $12.7 million and depreciation, amortization and impairment by $9.1 million.

No tax effect on intercompany eliminations as PGS have tax losses in the relevant periods.

Note 6 Earnings per share

The weighted average number of TGS ordinary shares used in computing basic earnings per share has been calculated using the weighted average number of TGS ordinary shares issued and outstanding during the period and the 65.2 million shares issued to former PGS shareholders, giving effect to the exchange ratio of 0.06829, which was established in the merger agreement. For the nine months ended September 30, 2024, the adjustment is 43.5 million weighted average number of shares, which represents two out of the three quarters of 2024, as such the weighted average shares in the period.

For the nine months ended September 30, 2024, the TGS pro forma basic earnings per share was calculated using 196.2 million weighted average shares, which reflects the 152.6 million weighted average of TGS ordinary shares issued and outstanding for the period and the adjustment of 43.5 million weighted average number of shares, as described above.

For the nine months ended September 30, 2023, the TGS pro forma basic earnings per share was calculated using 190.0 million weighted average shares, which reflects the 124.7 million weighted average of TGS ordinary shares issued and outstanding for the period and the 65.2 million shares issued to former PGS shareholders upon closing of the merger

For the year ended December 31, 2023, the TGS pro forma basic earnings per share was calculated using 191.5 million weighted average shares, which reflects the 126.3 million weighted average of TGS ordinary shares issued and outstanding for the period and the 65.2 million shares issued to former PGS shareholders upon closing of the merger.

For the nine months ended September 30, 2024, the 197.2 million weighted average number of TGS ordinary shares used in computing diluted earnings per share has been calculated using the 196.2 million basic average number of TGS ordinary shares as per paragraph above, adjusted for the dilutive impact of 1 million shares relevant to TGS. For the nine months ended September 30, 2023, the 190.8 million weighted average number of TGS ordinary shares used in computing diluted earnings per share has been calculated using the 190.0 million basic average number of TGS ordinary shares as per paragraph above, adjusted for the dilutive impact of 0.8 million shares relevant to TGS. For the year ended December 31, 2023, the 192.4 million weighted average number of TGS ordinary shares used in computing diluted earnings per share has been calculated using the 191.5 million basic average number of TGS ordinary shares as per paragraph above, adjusted for the dilutive impact of 0.9 million shares relevant to TGS.

PROPOSED REFINANCING TRANSACTIONS

On November 18, 2024, TGS ASA (the "Company") announced the launch of an offering (the "Offering") of Senior Secured Notes with an expected aggregate principal amount of $550.0 million and maturity in 2030 (the "Notes"). In connection with the Offering, the Company also expects to enter into a new super senior secured credit facilities agreement, which the Company expects will include (i) a revolving credit facility permitting borrowings of up to $150.0 million (the "New Revolving Credit Facility"), (ii) one or more guarantee facilities, which may be utilized by way of issue of letters of credit, bank guarantees and bid and performance bonds of up to $20.0 million (which may be expanded up to $30.0 million under certain circumstances) and (iii) an amortizing delayed draw term loan of $45.0 million (the "New Term Loan A").

The Company intends to use the proceeds from the Offering, together with cash on hand and restricted cash and borrowings under the New Term Loan A, (i) to redeem the entire outstanding amount of the 13.50% senior secured bonds due 2027 issued by Petroleum Geo-Services AS (the "2027 Bonds") at a redemption price of 109.5% of the principal amount thereof, plus accrued and unpaid interest to, but excluding the redemption date, in accordance with the indenture governing the 2027 Bonds, (ii) to prepay any outstanding amounts drawn under the Company's $250.0 million revolving credit facility (the "Existing Revolving Credit Facility") and cancel the Existing Revolving Credit Facility in full, (iii) to prepay any outstanding amounts under certain loan agreements between, among others, PGS Titans AS, as borrower, and Japan Bank for International Cooperation, as lender (the "ECF Loans") and terminate the ECF Loans on or prior to the 90th day following the issue date of the Notes (the "Issue Date"), and (iv) to pay fees, costs, premiums and expenses incurred in connection therewith (together with the Offering, the "Transactions").

The table below sets forth the Company's expected sources and uses of funds from the Transactions as if the Transactions had occurred on September 30, 2024. Actual amounts will vary from estimated amounts depending on several factors, including the actual completion date of the Transactions, differences between estimated and actual cash and cash equivalents on the Company's balance sheet on the Issue Date, differences between estimated and actual fees, costs, premiums and expenses and the amount of accrued interest under the 2027 Bonds on the Issue Date. Accordingly, the amounts below may vary.

The Transactions are subject to a number of conditions, and there can be no assurance that the Transactions, including the Offering, will be completed on the terms and timing described herein or at all. You are encouraged to not place undue reliance on such descriptions, as changes may be made after the date hereof.

Sources	**($ in millions)**	**Uses**	**($ in millions)**
Notes due 2030[1]	550.0	Repayment of borrowings under Existing Revolving Credit Facility[3]	128.5
New Revolving Credit Facility	—		
New Term Loan A	45.0	Repayment of 2027 Bonds[4]	450.0
Cash from balance sheet	97.1	Repayment of ECF Loans[5]	97.7
Restricted cash reserve for ECF Loans[2]	32.5	Fees, premiums and accrued and unpaid interest[6]	48.3
Total	724.5	**Total**	724.5

(1) Reflects gross proceeds from the sale of the Notes, assuming the Notes will be issued at par, and does not take into account any discounts and commissions and estimated offering expenses.

(2) Excludes $4.6 million of current restricted cash. All amounts under the restricted cash reserve for the ECF Loans will no longer be restricted cash upon, and will be used to fund a portion of, the repayment and termination of the ECF Loans.

(3) As of November 15, 2024, amounts outstanding under the Existing Revolving Credit Facility remain unchanged and were $128.5 million. In connection with the issuance of the Notes and entry into the New Credit Facilities, the Existing Revolving Credit Facility will be repaid in full and terminated.

(4) Reflects nominal value of 2027 Bonds as of September 30, 2024.

(5) As of November 15, 2024, amounts outstanding under the ECF Loans remain unchanged and were $97.7 million. Following the closing of the Offering, the Company intends to prepay any outstanding amounts under the ECF Loans and terminate the ECF Loans on or prior to the 90th day following the Issue Date. The ECF Loans are expected to be repaid using the New Term Loan A, which will be reflected as a delayed draw, together with restricted cash and cash on hand.

(6) Represents $10.4 million in interest and $42.8 million in make-whole premium related to the conditional redemption of the 2027 Bonds to be paid at the redemption date (assuming a redemption date of December 3, 2024), $2.0 million in interest related to the repayment of the Existing

Revolving Credit Facility (assuming an Issue Date of December 3, 2024) and $0.5 million in prepayment premium for early redemption of ECF Loans and $1.0 million in accrued interest on the ECF Loans (assuming a redemption date of December 3, 2024) and subtracting $8.4 million of payments made into the restricted cash accounts for the ECF Loans between September 30, 2024 and December 3, 2024. Does not include any discounts and commissions and estimated offering expenses payable by the Company in connection with the issuance of the Notes.

Important notice

These materials are for information purposes only and does not constitute a prospectus or any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction. These materials also does not constitute an offer to purchase or the solicitation of an offer to purchase any security in the United States, the United Kingdom or any other jurisdiction, nor do they constitute a notice of redemption under the indenture governing the 2027 Bonds. The distribution of these materials into certain jurisdictions may be restricted by law. Persons into whose possession these materials come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

These materials include "forward-looking" statements within the meaning of applicable securities laws. Any such statements reflect the current views of the Company about further events and financial performance. No assurances can be given that such events or performance will occur as projected and actual results may differ materially from these projections. All statements in these materials other than statements of historical fact are forward-looking statements, which are subject to a number of risks, uncertainties and assumptions that are difficult to predict and are based upon assumptions as to future events that may not prove accurate. These factors include volatile market conditions, investment opportunities in new and existing markets, demand for licensing of data within the energy industry, operational challenges, and reliance on a cyclical industry and principal customers. Actual results may differ materially from those expected or projected in the forward-looking statements. The Company undertakes no responsibility or obligation to update or alter forward-looking statements for any reason.

This information is subject to the disclosure requirements pursuant to section 5-12 the Norwegian Securities Trading Act.