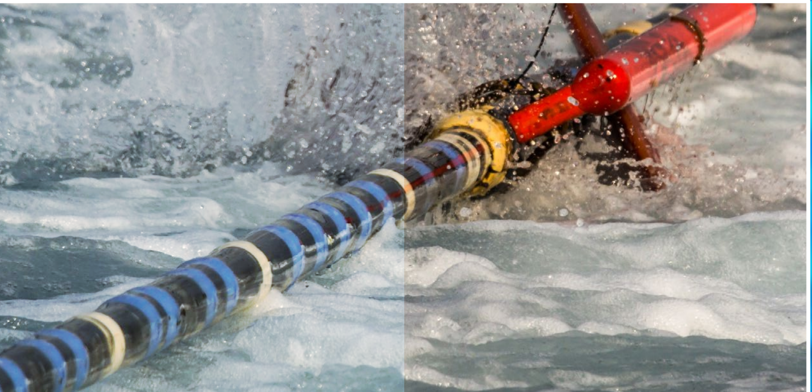
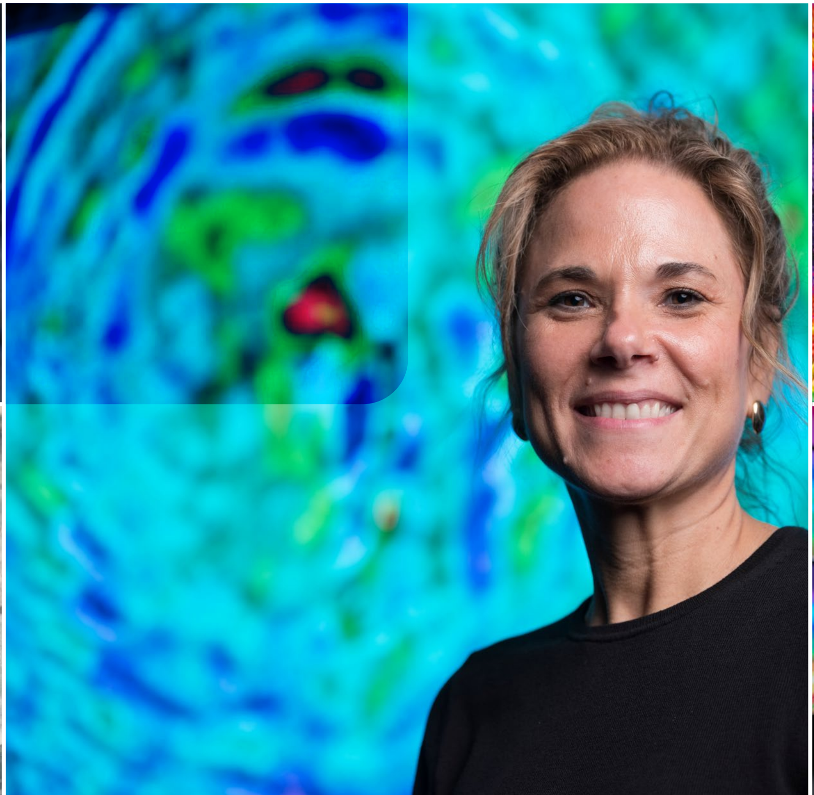
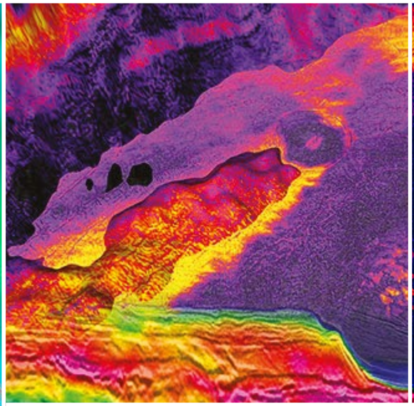
TGS

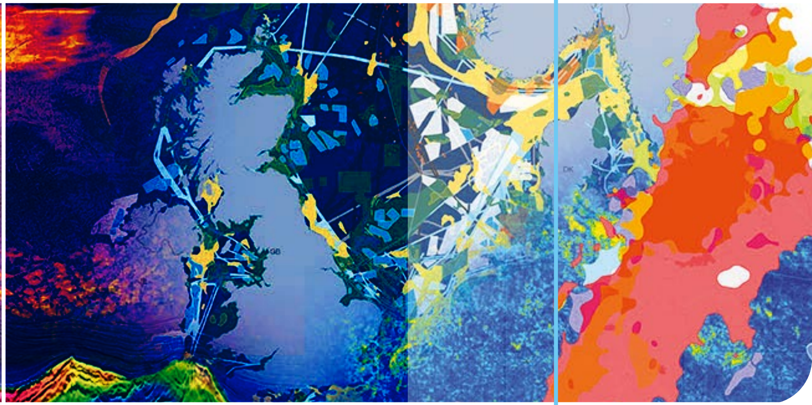
Energy Starts With Us

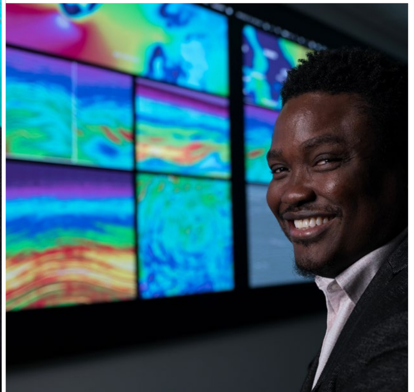
Annual Report
2024



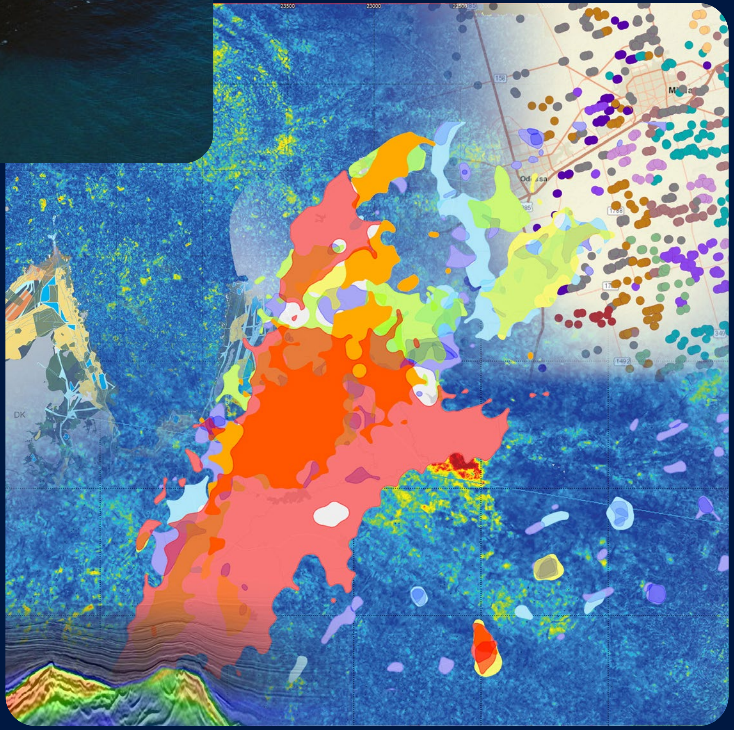








Start reading



We are a leading integrated energy data and services provider, offering advanced technology and solutions across the energy value chain. With a global, diverse data library and acquisition capabilities, TGS empowers clients to make informed decisions, supporting energy exploration and production worldwide.

Go to contents

Contents

Sections Board of Directors, Governance and Sustainability constitute the 2024 Report of the Board of Directors.

Letter to shareholders

2024 was a transformational year for TGS

We successfully completed the acquisition of PGS while also achieving our business goals, positioning our Company as the leading, fully integrated energy data Company with offerings across the energy data value chain. With an eight percent pro-forma revenue growth and a 23 percent increase in our pro-forma operating profit, we returned over USD 90 million to shareholders through dividends. Our reputation for quality and focus on safety contributed to an increase in our backlog of close to 40 percent. We have a strong foundation, and by adapting to the evolving energy data market trends, we will further develop our foundation by successfully executing on our strategic pillars of Value, Resilience and Knowledge.

Go back

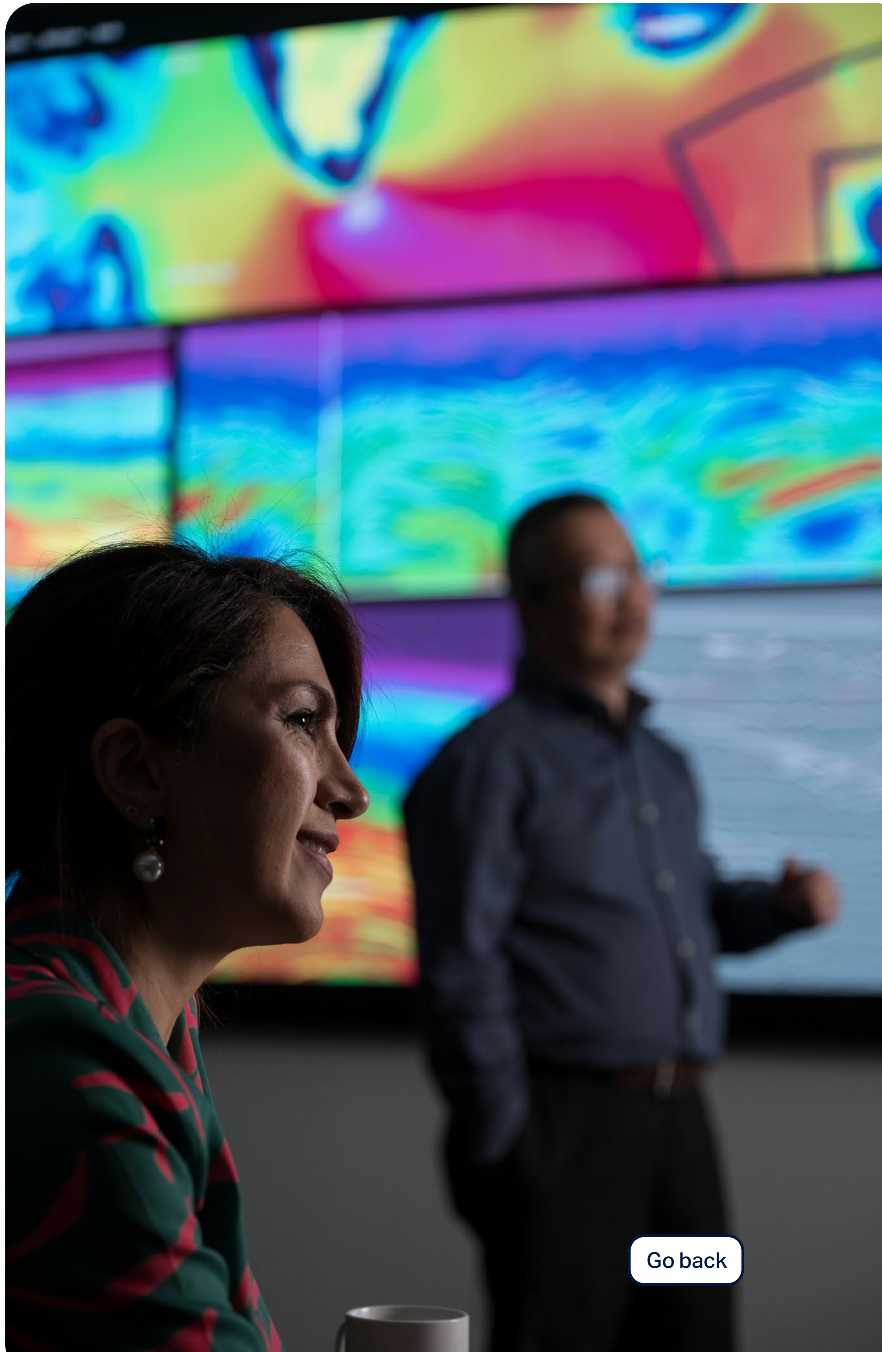
In September 2023, we announced our intention to acquire PGS to establish a global, fully integrated energy data Company. By incorporating a fleet of high-capacity seismic streamer vessels, a large and complementary multi-client data library and best-in-class solutions for the new energy industry, as well as imaging and technology expertise, we expanded our product portfolio to cover the complete geoscience value chain.

The competition authorities conducted a thorough assessment of the proposed acquisition, and after nine months we finally received clearance on 11 June, allowing us to close the transaction on 1 July. Thorough planning, combined with our experience from previous M&A transactions, enabled us to hit the ground running with an efficient and effective integration process. We announced a new executive team on the first day, combining the strengths and expertise of both companies, bringing together a wealth of experience and fresh perspectives to enhance TGS' performance. Direct reports to the executives and their organizations were selected and implemented during July and August, and by the end of Q3, our new organization was in place.

We have identified integration synergies in the range of USD 110-130 million. The main items include personnel cost savings, refinancing debt to reduce interest expenses, improved vessel utilization from a larger and high-graded multi-client portfolio, and other costs such as office co-location, consolidated data management solutions and implementation of a more efficient ERP system. We initially guided a synergy run rate of approximately USD 60 million by the end of 2024 and the full amount by the end of 2025. We are well ahead of plan with a swift and successful people process and early refinancing.

In parallel with the integration process, we developed a strategy for the new Company, based on our strategic pillars of Value, Resilience and Knowledge. To create Value, TGS intends to enhance the Company's leading position in key basins, capitalize on our unique integrated structure to build strategic relationships with clients and governments, and become the clients' preferred imaging partner. We are building Resilience by continuing diversification into new energy markets, setting new standards for HSE and sustainability, and maintaining a strong balance sheet, cost efficiency and scalability. TGS is accelerating Knowledge by developing technology across the value chain, extracting incremental information from AI applications, and being the preferred employer in the energy data industry.

TGS delivered strong financial performance in 2024, with pro-forma revenues exceeding USD 1.8 billion and a pro-forma EBITDA of USD 961 million. Although the utilization of our seismic streamer vessels was below target levels while pricing remained robust. Our OBN activity was in line with our expectations, despite competition from companies seeking market share. In the multi-client segment, we achieved a sales-to-investment ratio of 2.2x, above our target of 2x. Our New Energy Solutions reported strong growth from a more diversified product portfolio, and our Imaging business performed as expected. The strong financial results highlight the uniqueness of our management team and the organization we have built.



Beyond our robust operational and financial performance, we made significant progress in our technology developments. We announced a four-year license agreement with Shell for our Imaging AnyWare software suite, which opens opportunities for strategic collaboration and underscores our commitment to leveraging advanced technology to enhance data processing and analytical capabilities. We were honored with ExxonMobil's 2024 Supplier Innovation Award for our groundbreaking Gemini Enhanced Frequency Source technology, which represents a breakthrough in seismic data acquisition. To collaborate on scientific research and technology development activities in Brazil we signed a memorandum of understanding with Petrobras. Our strong technology portfolio and ability to develop new solutions further improve sales and help clients make more informed decisions.

Looking ahead, strong capital discipline among energy companies is expected to continue as the upcycle extends. Offshore spending is projected to increase slightly in 2025, making it a more favorable segment than the overall plateauing E&P investment level. With approximately 30 percent of our revenues linked to production activities we have improved our resilience. However, exploration remains important for our business and mid- to longer term we expect increased investments in exploration to replace existing reserves and meet future energy demand.

During the fourth quarter, we announced several streamer contract awards scheduled for execution in the first half of 2025. A larger and high-graded portfolio of multi-client projects combined with more contract work, will improve our streamer vessel utilization in 2025. Our OBN business started 2025 similarly to 2024, with some idle time. Visibility is improving, however we expect to see a similar OBN activity development through 2025 as we experienced last year.

I am extremely proud of all TGS employees and their ability to stay focused on their jobs during this period of transformation, demonstrating teamwork and passion to deliver strong results for TGS. I would also like to recognize the support of our customers. I am very pleased to see customers welcome our integrated approach to meeting their energy data needs, with multiple examples of integrated and long-term agreements secured during 2024.

An overwhelming majority of our shareholders voted in favor of our strategic move to become a fully integrated energy data Company. Our financial performance is off to a good start. However, we need to convince the capital market that our strategy delivers strong cash flow to provide attractive shareholder returns. I would like to thank all of you for your support and I am confident that we will realize the intrinsic value of TGS.

An overwhelming majority of our shareholders voted in favor of our strategic move to become a fully integrated energy data Company.

Kristian Johansen
CEO TGS

Letter to shareholders is based on pro-forma produced financials, prepared by TGS used to evaluate the combined Company after the merger between TGS and PGS. For more information related to Produced financial information refer to the Alternative Performance Measures section.

Financial highlights

All amounts in USD 1,000s unless noted otherwise	2024	2023	2022	2021	2020
Revenue	1,318,174	794,297	716,633	518,689	360,001
EBIT	195,538	53,268	132,034	(72,331)	(228,919)
Pre-tax profit	147,491	51,876	128,865	(85,087)	(223,389)
Net income	94,215	21,646	87,967	(75,985)	(167,498)
EBIT margin	15%	7%	18%	(14%)	(64%)
Net income margin	7%	3%	12%	(15%)	(47%)
Return on average capital employed[1]	11%	5%	13%	(7%)	(20%)
Earnings per share	0.58	0.18	0.75	(0.65)	(1.43)
Earnings per share fully diluted	0.57	0.17	0.74	(0.65)	(1.43)
Total assets	4,037,784	1,956,414	1,838,897	1,629,827	2,008,818
Shareholders' equity	2,075,632	1,275,576	1,239,763	1,115,328	1,268,657
Equity ratio	51%	65%	67%	68%	63%
Dividend per share (paid in year)	USD 0.56	USD 0.56	USD 0.56	USD 0.56	USD 0.75
Dividend (paid in year)	91,573	70,605	66,136	65,524	87,783
Share buy-back	-	-	7,015	15,689	6,601
Multi-Client Library ending balance net book value	1,196,804	753,076	575,337	704,868	965,551

[1] Return on average capital employed = EBIT/Average capital employed. Capital employed = Equity + Net interest-bearing debt

1,318,174

Revenue

94,215

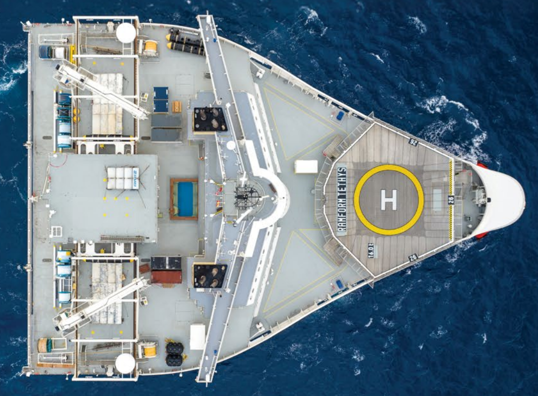
Net income

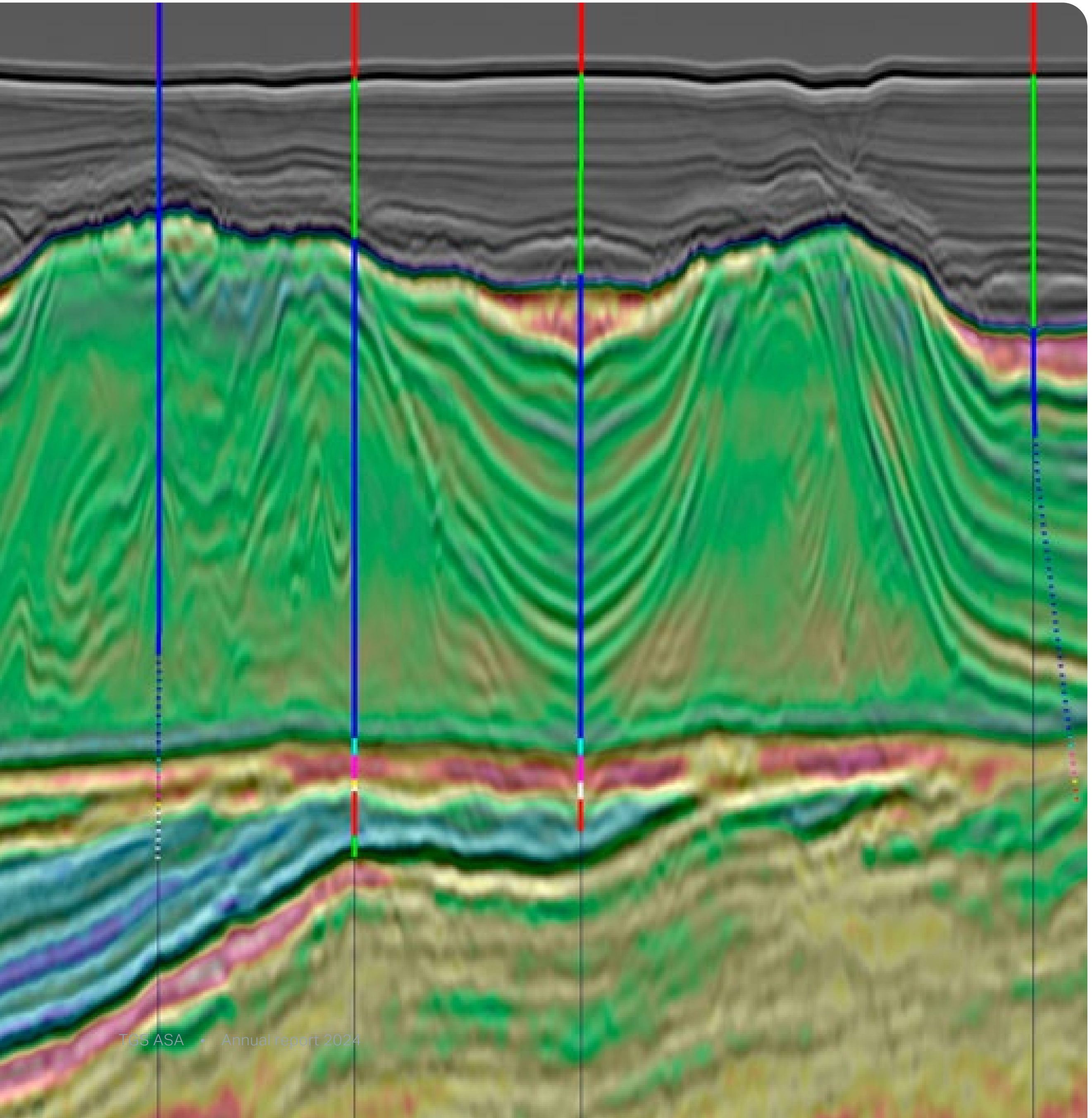
4,037,784

Total assets

Our Company

We are a leading provider of advanced data and intelligence to companies across the energy data value chain for oil and gas, carbon storage, offshore wind, solar and geothermal.





This is TGS

We are a leading integrated energy data and services provider, offering advanced technology and solutions across the energy value chain. With a global, diverse data library and acquisition capabilities, TGS empowers clients to make informed decisions, supporting energy exploration and production worldwide.

For more than 40 years, we have built a strong foundation as a global leader in delivering diverse energy data and insights. Our proven technology, innovative spirit and commitment to customer service position us as a key player in the evolving energy landscape. Embracing a future-focused vision, we invest in long-term opportunities that contribute to safeguarding energy security and reducing carbon emissions. Our competitive edge stems from our integrated service offering, safety record, innovation, top-notch talent, expertise, quality data and exceptional service. TGS ensures the right energy data is delivered at the right time, empowering our customers to make informed, data-driven decisions. With a clear focus on energy data rooted in geoscience, we provide valuable insights, superior imaging and the anticipation of operational challenges, guiding decisions before drilling or infrastructure development across the energy value chain.

By increasingly leveraging machine learning, high performance compute, cloud-based applications and strategic partnerships, we deliver superior data solutions and insights. TGS remains at the forefront, driving visionary excellence in the energy industry.

Business Activities

Our business activities are organized in the following segments:

Contract

We acquire proprietary Ocean Bottom Node (OBN) and towed streamer data for clients with leading edge acquisition technologies and state-of-the-art equipment.

Multi-client

We initiate, acquire, process, market and sell energy data to multiple customers on a non-exclusive basis (multi-client). We either own or have exclusive licensing rights to the data and sell these to customers under license agreements. In addition to seismic data, our multi-client library includes several other types of geoscience data such as gravity, magnetics, seep, geothermal, electromagnetic, multibeam and well data.

New Energy Solutions (NES)

We provide valuable market intelligence, data acquisition and integrated solutions for our clients in the CCUS, offshore wind and solar markets. TGS' data-driven solutions and accessible data platforms helps make better decisions, thus reducing costs, risks, and cycle times.

Imaging

We leverage cutting-edge geophysical, digital and high-performance computing technologies to deliver advanced geophysical solutions tailored to the needs of energy companies. Our offerings include high-resolution subsurface imaging products that leverage our proprietary processing and imaging workflows, and our extensive multi-client data library.

Operations

Responsible for the safe and efficient delivery of all our marine seismic acquisition projects and for managing our owned and chartered fleet and equipment inventory.

Shared Services

Consist of corporate services in addition to certain services provided across business segments, such as technology development, data and analytics, data management and information technology.

Approximately 90 percent of the revenues are generated from our Contract and Multi-client segments.

Contract

Through our Contract business segment, we acquire and deliver proprietary seismic data to energy companies for their exclusive ownership and use. We meet the customers' requirements for efficient acquisition and cost-effective delivery of high-quality energy data, while maintaining safe and environmentally sound operations.

We acquire proprietary seismic contract data by either (i) using our high-capacity 3D seismic Ramform vessels equipped with the unique GeoStreamer® technology or (ii) using our leading edge OBN technology and operational expertise.

OBN technology is more frequently used in mature areas over producing fields, and approximately 95% of the OBN contract acquisition work was driven by production activities in 2023 and 2024.

Operational precision, data resolution and survey repeatability are essential for reservoir monitoring, and OBN data has higher fidelity on these aspects relative to streamer seismic. However, the cost of OBN acquisition is significantly higher than a streamer survey, where operational efficiency and production rates are much higher and well suited for large-scale exploration activity. In regions where the geology is extremely complex, or if the client wants the best possible data quality, OBN is the preferred choice.

Production seismic, or 4D, is also relevant for the streamer seismic contract business and since 2020 on average 40% of our streamer contract work is production based. Production seismic and infrastructure led exploration deliver short-cycle return on investment, and these markets tend to be more resilient than exploration projects.

Multi-client

Through our multi-client business segment, we develop, invest in, promote and sell data licenses to energy companies for their non-exclusive use of the licensed multi-client data.

The ability to identify and initiate new multi-client programs with solid economics over the life of the data library asset is a key success criterion for the multi-client business model. We de-risk new programs by securing pre-funding commitments from energy companies, with a target to cover most of the investment during the data acquisition and imaging phases. We are targeting a sales-to-investment ratio[1] of 2x and over the last twelve months we are above the target. We work closely with energy companies, local governments and geoscience specialists to address each survey's specific challenges and have implemented processes to help us acquire the right data to meet our clients' needs.

We have a modern, diversified and global multi-client data library. Our library comprises of more than 3.1 million square kilometers of 3D seismic data, more than 6.3 million line kilometers of 2D seismic data and approximately 9.5 million digital onshore well logs. Our extensive data library includes seismic data, magnetic and gravity data, multi-beam and coring, digital well logs and

[1] Ratio is measured on produced accounting principles (segment information)

production data, wind energy data, data to identify carbon storage opportunities and other data related to the renewables sector. This rapid access to high quality seismic data enables oil companies to assess subsurface risks before applying for licenses over open acreage, support drilling decisions or guide nearfield exploration efforts in more mature areas. License rounds serve as important sales triggers for our multi-client library and guide long-term investment decisions for new 2D and 3D data. The geographical diversity and unique positioning of our global multi-client library enables us to benefit from license rounds around the world.

Following completion of the TGS-PGS merger, and the earlier decisions by SLB and Viridien to exit the marine seismic acquisition market, we are the only remaining fully integrated seismic streamer and OBN Company with extensive multi-client, contract and imaging operations. Full vertical integration allows us to control all aspects of the process of identifying new multi-client projects, supplying the vessel capacity needed and obtaining the financial backing to ensure projects go ahead on a preferred timeline.

New Energy Solutions

Through a combination of organic and inorganic growth, our NES business segment has been established as a provider of market intelligence, data acquisition and integrated solutions, to energy transition related markets, such as offshore wind, solar and carbon storage.

Through the acquisition of 4C Offshore Ltd. in 2021, we established TGS as a leading provider of market intelligence data for the offshore wind industry, in addition to providing cable consultancy and bespoke report services. In 2022 we acquired Prediktor AS, where we offer asset management solutions through our PowerView asset management software to optimize plant and portfolio performance for utility-scale solar. Our DataGateway digital solution, uses our energy data management system to collect operational energy data and make it available in real-time, enabling TGS' clients to optimize their asset performance for both oil and gas and renewables assets.

Early in the overall project life cycle for offshore wind and CCUS projects, we provide subsurface imaging solutions leveraging our multi-client data. For offshore wind projects we provide crucial wind and metocean data, using both the multi-client and proprietary business models. Both the imaging solutions using our multi-client data, and the wind and metocean offering, allow our clients to significantly reduce invest decision risks early in the project life cycle.

The TGS - PGS merger has enabled us to integrate our site characterization offering in both the wind and CCUS market. Using our Ultra-High Resolution 3D (UHR-3D) technology and advanced Imaging solutions we deliver superior subsurface imaging to support, for example, wind turbine location selection and cable routing selection. Using the UHR-3D offering, our clients have better data early-on in the project lifecycle, to make better informed data driven investment decisions and reduce overall project timelines and risk.

Imaging

The Imaging business segment processes data both on behalf of the multi-client business segment and external customers. Most of the data processed is newly acquired, but we also reprocess existing data sets using modern technologies, thus repurposing and rejuvenating older surveys.

Many of the imaging technologies applied are developed and refined in-house by a highly qualified employee base. We are increasingly using artificial intelligence and machine learning techniques to continuously improve the technology and reduce time-to-market. As imaging of seismic data is compute intensive, we control substantial high-performance computing capacity, partly through capacity on our own premises and increasingly through frame agreements with external cloud vendors. This provides us with unconstrained scalability and allows us to run several advanced data processing workstreams in parallel, at the same time as it reduces capital intensity and unit costs.

Our imaging capabilities cover all relevant data types, including marine 2D, 3D and 4D data, OBN data and onshore data. We also provide a wide range of advanced imaging technologies, such as the proprietary GeoStreamer® based imaging technology, Full Waveform Inversion technology, Distributed Acoustic Sensing processing, $2D_{CUBED}$, multiple prediction and attenuation tools, reservoir characterization solutions and 4D oriented processing solutions.

Finally, we are licensing our proprietary imaging software, Imaging AnyWare™ to third parties. In 2024 we entered into a long-term agreement with Shell for licensing and further development of Imaging AnyWare™.

In addition to imaging capacity used for internal multi-client projects, we do a substantial amount of work directly on behalf of external customers. External imaging activities are directed towards supplying high-end, high-value services to a wide range of exploration and production companies.

Operations

All our marine seismic acquisition projects and vessel operations, including QHSE performance, fleet planning and equipment inventory are managed by Operations. We have a productive core fleet of seven high-end seismic acquisition vessels, of which four belongs to the Ramform Titan-class, the largest and most powerful seismic vessels in the world with an average age of approximately nine years. All our vessels deliver industry-leading performance in deployment, acquisition, streamer recovery and QHSE.

When acquiring streamer seismic data, we deploy our unique GeoStreamer® multi-sensor streamer technology, which provides high-end quality data with less image noise, wider bandwidth and higher resolution, compared to conventional streamers. All TGS' seismic vessels are equipped with GeoStreamer®. In addition to delivering superior seismic data quality, GeoStreamer® significantly widens the operational window in which data acquisition can be performed, due to its ability to be towed deeper in the water compared to conventional streamers. The Ramform fleet completed 2024 without a single LTI or HiPo onboard the vessels.

The vessel capacity used for OBN is mostly chartered from third parties. There are two types of vessels used in our OBN business. Node-handling vessels are used to deploy the node grid, either by node-on-a-rope or by using remotely operated vehicles. Source vessels are used to generate the seismic signals recorded by the nodes. TGS has an inventory of more than 30,000 high-end nodes with the capacity to operate four projects in parallel. We control approximately 35% of capacity used in the deepwater OBN market and approximately 20% in the overall global OBN market.

Shared Services

While our business segments are reported as profit centers, Shared Services and Operations are cost centers. Shared Services consists of services performed internally across the Group, such as Finance, Legal, People & Culture and Sustainability & Compliance. Shared Services also comprises the Technology department, which in addition to being responsible for Enterprise IT and data management, develops technology and solutions on behalf of the other business segments or for the Group as a whole, including software development, data analytics, artificial intelligence and machine learning.

Imaging AnyWare™ is a fully integrated enterprise-class software for advanced seismic data processing and imaging. Used globally across geological basins, its modern architecture and efficient geophysical algorithms ensure enhanced operational efficiency.

Go back

Our Vision

To enable energy for all

Our Mission

We drive vital, data-driven solutions and knowledge for society's evolving energy needs

Our Values

The purpose of our Values is to provide a moral and ethical compass to assist and guide us in business situations that arise every day. These standards apply to all our activities in every market that we serve

We are responsible to our customers

Two things differentiate us: quality products and world class customer service. Quality is our trademark. We will constantly strive to understand customer expectations and meet those expectations, both promptly and profitably. Our commitment to quality must be apparent in every product and service we sell. Service to our customers, whether internal or external, must be accurate, reliable and respectful.

Our single greatest asset is our employee base

We respect the dignity and recognize the merit of each and every employee. We will provide our workforce the ability to achieve excellence every day in a safe and healthy working environment with equal opportunity for employment, development and advancement. We support the International Labour Organization's Declaration on Fundamental Principles and Rights at Work and the International Bill of Human Rights. We expect the highest levels of personal conduct from our entire workforce, regardless of position, and across our value chain. Honesty, integrity, and fairness form the cornerstones of relationships inside and outside the Company.

We are responsible to the communities in which we live and work and to the world community

We will be good citizens. We recognize the need for global energy security and sustainable energy development. Our operations will be conducted in a safe and responsible manner, while mitigating climate impact and protecting the environment and natural resources. As a signatory to the UN Global Compact and supporter of the Universal Declaration on Human Rights, we respect the freedom and rights of the communities in which we operate and support civic improvements and better health, safety and education for all.

We are responsible to our shareholders

Our business must make a profit. Growth is fundamental to our success. We will continue to expand our product and service offerings to the benefit of future shareholder value. When we operate according to these principles, the shareholders should realize a fair return.

Executive leadership

Kristian Johansen

Chief Executive Officer

Kristian joined TGS in 2010 as Chief Financial Officer and became Chief Operating Officer in early 2015 before being appointed Chief Executive Officer in March 2016. Prior to joining TGS, Kristian was the Executive Vice President and CFO of EDB Business Partner in Oslo (now Tietoevry). Kristian also has experience from executive and board positions in the construction, banking and oil industries. He currently serves as a non-executive Director of Valaris LTD, International Seaways Inc. and is the former Chairman of the EnerGeo Alliance. A native of Norway, Kristian earned his undergraduate and master's degrees in business administration from the University of New Mexico in 1998 and 1999. Kristian is a Norwegian citizen and currently resides in Houston, Texas.

Sven Børre Larsen

Chief Financial Officer

With over 20 years of experience in financial management within the energy sector, Sven Børre oversees TGS' financial strategies to enhance our market leadership and support sustainable growth. Sven Børre served as Chief Financial Officer of TGS from 2015 until 2019 when he assumed the position of Head of Strategy and M&A. He re-assumed the role of Chief Financial Officer in August 2021. Before joining TGS in 2015, he was Chief Financial Officer of Prosafe, the world's leading owner and operator of semi-submersible accommodation vessels for the offshore oil and gas industry. Sven Børre was also Chief Financial Officer of Prosafe Production, one of the world's leading FPSO contractors. He holds an M.S. degree in business from Nord University (formerly Bodø Graduate School of Business) in Norway. He is a Norwegian citizen and currently resides in Oslo, Norway.

David Hajovsky

EVP Multi-client

Bringing over 15 years of experience in the energy sector, David leads TGS' global multi-client strategies and initiatives. David joined TGS in 2017 as Director of Business Development in Western Hemisphere. David served as EVP Western Hemisphere since 2021 and has held other regional VP roles managing the Latin America business and Africa, Mediterranean, Middle East and Asia Pacific business prior to becoming EVP Multi-client. Currently, David serves as a board member for the National Ocean Industries Association (NOIA). Prior to joining TGS, he spent nearly nine years with PGS in Houston, working in both the Onshore and Marine groups. David received his M.B.A. (with distinction) from Robert Gordon University in 2011 and his B.S. degree in microbiology from The University of Texas in 2005. David is a US citizen and currently resides in Houston, Texas.

Nathan Oliver

EVP Contract

With a career spanning over three decades in the energy sector, including leadership roles in multi-client, contract and imaging across the globe, Nathan leads TGS' contract acquisition strategies and initiatives. Nathan Oliver joined PGS in 1993 and served as PGS' EVP Sales & Services since 2020. He has held various leadership roles managing international teams in London, Oslo, Houston, Singapore, and Kuala Lumpur, with regional responsibilities for Europe, West Africa, North and South America, and Asia Pacific. Before joining PGS, he worked at Digicon Geophysical. Nathan holds an MSc in geoscience from the University of Sheffield and a BSc in geology from Kingston University. Nathan has a dual citizenship, British and American, and currently resides in Houston, Texas.

Will Ashby

EVP New Energy Solutions

With over 25 years of experience in the energy sector, Will leads TGS' New Energy Solutions covering wind, CCUS and solar, including 4C Offshore and Prediktor. Will joined TGS in 2011 with the acquisition of Stingray Geophysical. He has served TGS in several leadership roles, including M&A, Finance, Investor Relations, HR, Marketing, EVP North America & Onshore, EVP Eastern Hemisphere, and Chief Integration Officer. Prior to TGS, Will held various business and finance roles in BP, QinetiQ and a number of start-up companies. Will received M.A. (with honors) and B.A. (with honors) degrees in geography from the University of Oxford in 1997. Will is a UK citizen and currently resides in Hampshire.

Wadii El Karkouri

EVP Imaging & Technology

With over 25 years of leadership experience in the energy and technology industries, Wadii drives innovation and technological advancements in seismic processing, data analytics and digitalization across the Company. Prior to joining TGS, he served in a range of leadership roles in SLB in the US, Africa, Asia, Europe and the Middle East, including Global Vice-President WesternGeco Geosolutions and Global Vice President WesternGeco Sales & Commercial, as well as managing executive relationships with global energy companies at AWS as a Global Sales Director AWS Energy and Utilities. Wadii is a Moroccan citizen and currently resides in Houston, Texas.

Whitney Eaton

EVP Sustainability & Communication

With over 15 years of legal and leadership experience within compliance, sustainability, HR and IT, Whitney leads TGS' sustainability and communication strategies, overseeing the marketing, sustainability, and compliance teams. Whitney joined TGS in 2014 as Corporate Compliance Director and joined the Executive Team in 2021. Prior to TGS, she has advised global organizations as both in-house compliance counsel and at a global law firm. Currently she also serves as the Chair of the board for the Sustainable Seas Initiative. She received her Juris Doctor degree from the University of Richmond School of Law and her B.A. in public communication with university honors from American University. Whitney is a US citizen and currently resides in Houston, Texas.

Kristin Omreng

EVP People & Culture

Bringing nearly 20 years of HR and organizational development experience, managing and developing global organizations in the energy industry, Kristin leads the initiatives that enhance TGS' people and culture strategies. She joined PGS as SVP Global Human Resources in 2020, and prior to that held leadership roles within several global organizations overseeing HR, IT, facilities, communication and legal, including over seven years at Aker Solutions. She holds a Masters of Business and Economics from the Norwegian School of Management, and an additional degree in Entrepreneurship from Boston University. Kristin is a Norwegian citizen and currently resides in Oslo, Norway.

Tana Pool

EVP Legal

With over three decades of legal experience through her work as General Counsel in both the energy and construction industries and with several global law firms, Tana provides strategic legal guidance to support TGS' operations and growth. She joined TGS in 2013 and her background includes a combination of legal and accounting experience, with significant knowledge of the energy sector. She received her B.B.A. degree in accounting in 1982 from Texas Tech University and her J.D. degree from the University of Houston Law Center in 1992. She is also licensed as a Certified Public Accountant. Tana is a US citizen and currently resides in Houston, Texas.

Carel Hooijkaas

EVP Operations

With over 25 years of experience in the oilfield services and equipment industry. Carel leads TGS' New Energy Solutions covering wind, solar and carbon capture and storage, as well as 4C Offshore and Prediktor. He previously served as TGS' EVP Acquisition following the TGS acquisition of Magseis Fairfield in 2023. Carel served as the CEO of Magseis Fairfield from 2019 to 2023, and held numerous leadership roles in SLB, including President WesternGeco, Vice President Integrated Project Management and Production Management for Europe & Africa, and Vice President for WesternGeco's Global Marine business. Carel started his career at Schlumberger as Navigation Shift Leader onboard seismic acquisition vessels. He holds a M.Sc. in measurement and control from Delft University of Technology in the Netherlands. Carel is a Dutch citizen and currently resides in Houston, Texas.

Investor relations

TGS shareholder facts

Symbol: TGS
Listing: Euronext Oslo

ADR: TGSGY and TGSNF (traded on the OTCQX market in the U.S.)

Analyst coverage: 11 firms, for detailed list see www.tgs.com

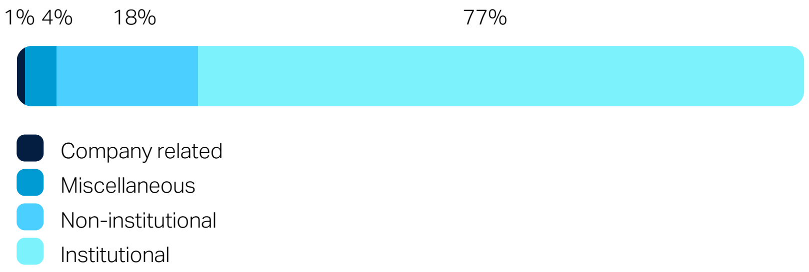
Average daily trading volume in 2024: 566,740 shares

	2024	2023	2022	2021	2020
Market Value at 31 December (USD 1000s)	**1,964,010**	1,706,114	1,654,148	1,113,490	1,821,570
Shareholder Equity at 31 December (USD 1000s)	**2,075,632**	1,275,576	1,239,763	1,115,328	1,374,270
Shares Outstanding 31 December	**196,400,820**	131,280,458	124,927,439	117,441,118	117,303,399
of which Treasury Shares 31 December	**187,774**	418,630	496,424	1,334,261	75,000
Volume Traded on the OSE	**141,684,907**	136,691,159	125,595,223	79,876,573	117,026,183
Average Daily Trading volume	**566,740**	537,269	496,424	316,971	466,240
Share Price at 31 December (NOK)	**113.4**	132.2	131.0	84.6	132.7
Share Price High (NOK at close)	**138.8**	205.0	172.5	162.0	237.6
Share Price Low (NOK at close)	**95.8**	120.3	86.3	77.7	85.0
Earnings per Share (Fully Diluted)	**0.57**	0.17	0.75	(0.65)	(1.43)
Dividend per Share (paid in year) (USD)	**0.56**	0.56	0.56	0.56	0.75
Yield (% closing price at day of announcement)[1]	**5.32%**	3.83%	4.28%	4.58%	4.51%
Market Price/Equity per Share (P/B)	**0.95**	1.34	1.33	1.00	1.44

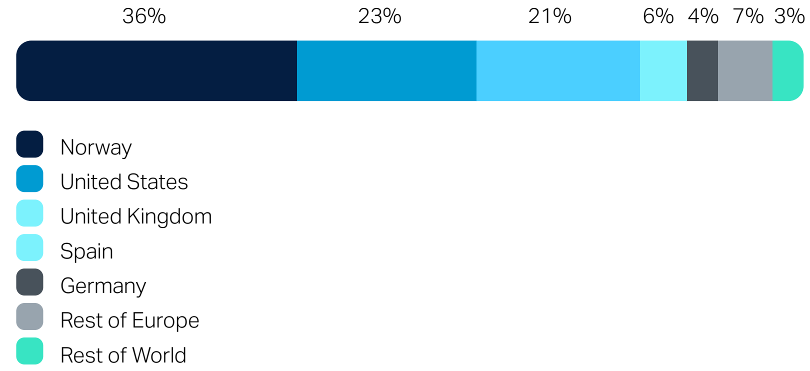
[1] Average annualized yield at the day of announcement of quarterly dividends

Distribution of share holdings[1]

TGS shareholder composition



TGS institutional shareholder composition



[1] Based on location of beneficial owners at 31/12/2024
Source: Nasdaq Advisory Services

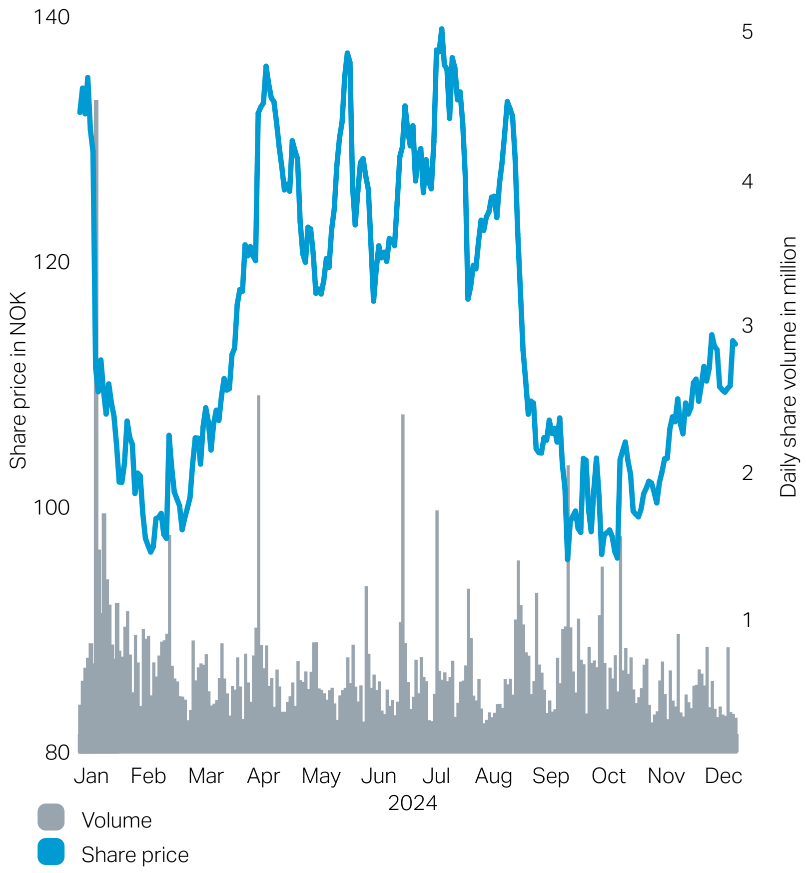
Stock performance

TGS is listed on Euronext Oslo and also has an American Depository Receipt (ADR) facility managed by The Bank of New York Mellon, which trades on OTCQX in the U.S.

During 2024, the TGS share price declined 14.2 percent (9.6 percent adjusted for dividends), closing at NOK 113.4 (30 December 2024).

The TGS share was volatile though the year, with a weak start after publication of the Q4 2023 revenue update in early January, where multi-client sales were weaker than expected. The increasing oil price during the first quarter provided positive sentiment to the energy sector and conversely the Q1 revenue update was well received in the market in early April driving the share price above NOK 130. During the summer the share price was trading in the interval of NOK 120 and up towards NOK 140. During the second half of the year a declining oil price caused a negative momentum for the oil- and oil service sectors. Towards the end of the year TGS and its main competitor Shearwater reported several contract awards, which increased investor confidence of an improving energy data market in 2025, compared to 2024. The TGS share closed the year at NOK 113.4, and including dividends paid during the year the share closed at NOK 119.5.

TGS share price development and trading volumes in 2024



Capital distribution to shareholders

TGS is constantly evaluating the best use of its cash flow from operations for continued shareholder growth. TGS uses cash for organic investments in its multi-client library, historically providing healthy returns. In addition, the Company from time to time uses cash for inorganic investment opportunities. This can include the acquisition of third-party libraries or complementary businesses that adds value to the TGS product offering.

It is the ambition of TGS to pay a cash dividend that is in line with its long-term underlying cash flow. When deciding the dividend amount, the TGS Board of Directors will consider expected cash flow, investment plans, financing requirements and a level of financial flexibility that is appropriate for the TGS business model.

In 2024 TGS completed the acquisition of PGS, which added interest-bearing debt to the balance sheet. TGS has a policy of maintaining a robust balance sheet, with a target net debt level of USD 250 to 350 million in the long-term. With a net debt level of USD 500 million by year-end 2024, the Company has an intention of deleveraging further before increasing shareholder distribution to reflect underlying cash flow.

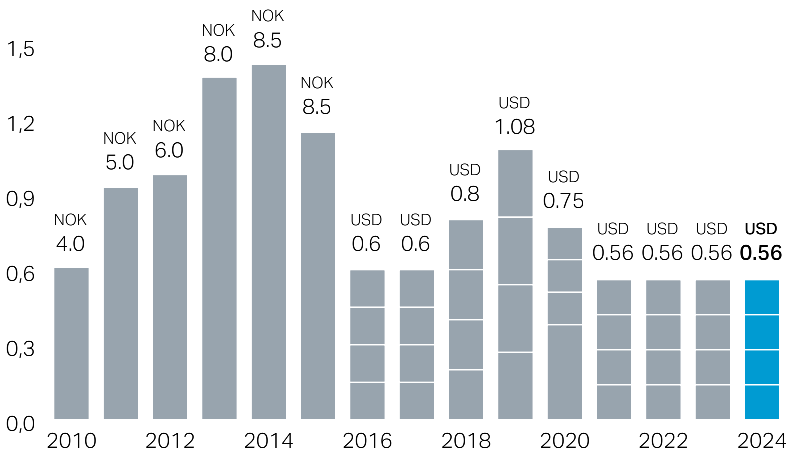
From 2016, TGS started paying quarterly dividends in accordance with the resolution made by the Annual General Meeting on 6 May 2015 and renewed on 28 June 2024. The aim is to keep a stable quarterly dividend through the year, but the actual level paid will be subject to continuous evaluation of the underlying development of the Company and the market.

The ex-dividend date will normally be seven days after the announcement of the dividend in connection with the release of the quarterly financial statements, with the payment date 14 days after the ex-dividend date.

In 2024, TGS paid quarterly dividends of USD 0.14 in each of the quarters, amounting to USD 0.56 per share (NOK 6.03 per share) for the year.

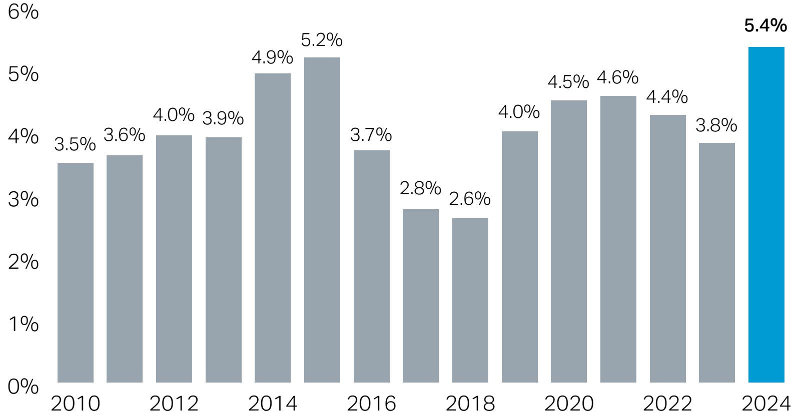
On 20 February 2025 TGS announced that the Board of Directors had resolved to pay a quarterly dividend of USD 0.155 in Q1 2025, an increase of 11%, compared to the quarterly run-rate during 2024. The quarterly dividend was paid on 13 March 2025.

Dividend per share[1] (2010-2024)



[1] Quarterly dividends defined in USD from 2016. Historical NOK dividends converted to USD using FX rate on ex-dividend date.

Dividend yield[2] (2010-2024)



[2] 2016 - 2024 Dividend Yield annualized based on the weighted yield at the time of announcement of quarterly dividends

Investor relations at TGS

TGS focuses on providing accurate and timely information to the capital market and shareholders. The Company has a dedicated person responsible for investor relations. Communication with financial stakeholders is maintained though regular roadshows, investor conferences and investor meetings in Europe and North America. TGS has an investor section on its website where financial information and presentations are available.

The full-year financial reporting calendar is available on the TGS website. Six working days after end of each quarter TGS publishes an operational update, which includes a seismic vessel allocation, utilization of the OBN crews and multi-client investment.

The full quarterly financial statements are published 3-7 weeks after quarter-end. The CEO and the CFO presents the results though a webcast on the same day as they are released. All presentation materials are published on the TGS website and on Euronext Oslo's newswire www.newsweb.no.

The general shareholders meeting for TGS are held virtually. In the calling notice we describe how you can vote in advance or give proxy before the meeting. If shareholders vote in advance or give a proxy, shareholders can still log into the virtual Annual General Meeting to follow and ask questions.

Documents concerning matters to be considered at the annual general shareholder meeting are made available on the Company's website and www.newsweb.no prior to the event.

The world's largest Global Data Library

Our primary business provides energy data and intelligence to companies and investors across energy markets. We offer the world's largest energy data library, including seismic data, magnetic and gravity data, multi-beam and coring, digital well log and production data, wind energy data, data to identify CCUS opportunities and other types of renewable data.

Board of Directors

TGS is a fully integrated energy data Company with offerings across the value chain. The diverse product portfolio serves several purposes including exploration and production of oil and gas, renewable energy and Carbon Capture, Utilization and Storage (CCUS). A robust balance sheet combined with solid cash flow generation capabilities enables us to return cash to shareholders at the same time as we invest in growth and reduce debt.

Board of Directors' report

TGS ASA and its subsidiaries ("TGS" or the "Group") provide advanced data and intelligence to companies active in the energy sector. With leading-edge technology and solutions spanning the entire energy value chain, TGS offers a comprehensive range of insights to help clients make better decisions. Our broad range of products and advanced data technologies, coupled with a global, extensive and diverse energy data library, make TGS a trusted partner in supporting the exploration and production of energy resources worldwide. The corporate headquarters of TGS ASA is in Oslo, Norway. Its primary subsidiary, TGS-NOPEC Geophysical Company, is based in Houston, Texas, U.S. TGS also has regional offices in London, Rio de Janeiro, Perth, Calgary, Lowestoft, Fredrikstad, and country specific offices elsewhere depending on project and sales activity.

Business segments

TGS' business is organized in the following segments:

- **Contract**: Acquires proprietary OBN and towed streamer data for clients with leading edge acquisition technologies and state-of-the-art equipment.

- **Multi-client**: Initiates, acquires, markets and sells energy data to multiple customers on a non-exclusive basis (multi-client). TGS either owns or has exclusive licensing rights to the data and sells these to customers under license agreements. In addition to seismic data, TGS' multi-client library includes several other types of geoscience data, such as gravity, magnetics, seep, geothermal, electromagnetic, multibeam and well data.

- **New Energy Solutions (NES)**: Provides market intelligence, data acquisition and integrated solutions, for TGS' clients in the CCUS, offshore wind and solar markets. TGS' data-driven solutions and accessible data platforms helps make better decisions, thus reducing costs, risks, and cycle times

- **Imaging**: Leverages cutting-edge geophysical, digital and high-performance computing technologies to deliver advanced geophysical solutions tailored to the needs of energy companies. TGS' offerings include high-resolution subsurface imaging products that leverage the Company's proprietary processing and imaging workflows, and extensive multi-client data library.

- **Operations**: Is responsible for the safe and efficient delivery of all TGS' marine seismic acquisition projects and for managing owned and chartered vessels and equipment inventory.

- **Shared Services**: Consist of corporate services in addition to certain services provided across business segments, such as technology development, data and analytics, data management and information technology.

2024 highlights

- Successfully completed the merger of PGS to become the leading, fully integrated energy data Company with offerings across the value chain.
- Delivered on business goals, while completing the merger integration process, and increased revenues by 66 percent and operating profit by 267%
- Free cash flow ended at USD 200.3 million, supporting dividends to shareholders of USD 91.6 million.
- Realized merger synergy effects quicker than planned by completing organizational integration and successful refinancing of the balance sheet following the merger with PGS.
- Listed on the OTCQX market in the U.S to provide recognition and engagement among a larger base of U.S. investors.
- Entered a four-year licensing agreement with Shell for TGS Imaging Anyware software suite, providing opportunities for strategic collaboration and underscores TGS' commitment to harnessing advanced processing technology.
- Honored with ExxonMobil's 2024 supplier innovation award for Gemini enhanced frequency source technology.
- Launched PAMA, a vast multi-client project in Brazil, leveraging TGS integrated business model to maximize value creation.
- Significant improvement in credit ratings from Moody's and S&P compared to the legacy PGS ratings.
- Several contract awards in Q4, providing improved visibility for first half 2025.

Business strategy

TGS' strategy is centered around the three pillars of Value, Resilience and Knowledge. The Company aims at capturing the Value that is inherent in the vast multi-client data library, the world-class 3D vessel fleet and the leading OBN position. We focus on Resilience to maintain and enhance the counter-cyclical qualities of the business by making sure we are diversified, cost efficient and financially robust, and we build on the Knowledge of our skilled workforce to create growth through technology leadership.

17 December 2024, TGS is the recipient of ExxonMobil's 2024 Supplier Innovation Award. This honor recognizes TGS for its groundbreaking Gemini Enhanced Frequency Source technology, which offers a breakthrough in seismic data acquisition by providing unparalleled low-frequency bandwidth and enhanced operational efficiency, offering simplicity of operation that reduces Health, Safety, and Environmental (HSE) exposure for crews and enables more efficient operations.

- **Value**. Through world class assets, such as our global multi-client data library, our modern and capable 3D streamer vessel fleet and high-end OBN inventory, combined with a proven track-record in service delivery, TGS is well positioned to capture value and margin across the value chain. Several strategic initiatives have been launched to maximize the value-potential and to nurture agility and competitiveness across all service and product offerings. Moreover, we are enhancing the one-stop-shop experience for clients and other external stakeholders by creating seamless integration between products, services and technologies, leading to improved quality, shorter cycle-time and reduced cost.

- **Resilience**. Acknowledging the cyclical nature of the energy data industry, it is important to run a resilient business that is robust independent of market conditions with the ability to capitalize on changing market conditions. The key components of a resilient business are a horizontally and vertically integrated offering, a flexible and scalable cost structure and a solid balance sheet. The acquisitions of Magseis Fairfield and PGS has not only established TGS as the only fully integrated player in the global market for geophysical and geological services but has created a more diversified business covering a larger part of our clients' value chain. While TGS historically was mostly exposed to the exploration phase, the Group now estimates that approximately 30 percent of revenues comes from production activities, through 4D seismic. The development of the NES business segment has extended our exposure beyond oil and gas, to include renewable energy and CCUS. Cost efficiency, flexibility and scalability have always been important ingredients of our strategic approach. We have a cost base that is positively correlated with the business environment. The goal is to ensure high resource utilization at all points of the cycle, meaning that we, to a varying degree, will also rely on third-party vessel capacity, high-performance computing in the cloud and external contractors. We have always maintained a robust balance sheet and strong liquidity. This ensures that we remain financially healthy at all points of the cycles and positions us to make counter-cyclical investments during periods with low input cost and less competition. Consequently, we have implemented a prudent financial policy and a disciplined capital allocation strategy.

- **Knowledge**. Knowledge and technology are building blocks for creating long-term growth potential. We want to lead technology development from acquisition to imaging to reservoir characterization. The homogenous acquisition fleet of vessels with the GeoStreamer® multi-sensor technology, our OBN technology and strong operational track record in conducting advanced data acquisition projects provide a competitive edge and enables us to offer differentiated services to our customers. Our state-of-the-art advanced imaging technologies and high-performing computing capacity, both on-premise and in the cloud, further enhance our service offerings. There is significant potential in adopting artificial intelligence and machine learning techniques both for generating more business opportunities, by extracting more knowledge out of existing data, and by making key processes more cost and time efficient. As knowledge is an important success factor, being the preferred employer in the industry continues to be an important strategic goal for TGS. We focus on training and development of employees to continuously improve their knowledge base and provide a dynamic and professionally challenging work environment.

Mergers and acquisitions

On 1 July 2024, after receiving final clearance from competition authorities and fulfilling all of the merger conditions, TGS completed the merger with PGS. This marked the first day of the merged TGS, thereby uniting robust financial performance, exceptional customer service with operational excellence, cutting edge technology and innovation.

Financial results, financial position and capitalization

All financial statements in this report are presented on a going concern basis in accordance with the Norwegian Accounting Act section 2-2, and the Board of Directors (the "Board") confirms that the prerequisites for a going concern assumption are indeed present.

Revenues related to multi-client data are, in accordance with IFRS Accounting Standards, recognized at the point of delivery of completed data to the customer, leading to relatively high volatility in results quarterly and annually.

Revenues in 2024 amounted to USD 1,318.2 million, up 66% compared to the USD 794.3 million recognized in 2023. The increase is driven by growth in revenues resulting from the consolidation of PGS from 1 July 2024. Cost of sales was USD 322.5 million, compared to 217.4 million in 2023.

Impairments resulting from a reduction in value-in-use caused by the recognition of revenues ahead of the schedule implied by the straight-line amortization scheme are referred to as accelerated amortization. In 2024, accelerated amortization amounted to USD 103.9 million versus USD 62.6 million in 2023. Straight-line amortization for 2024 totaled USD 204.9 million, up from USD 163.5 million in 2023. The increase is mainly caused by the full-year impact of straight-line amortization from the multi-client library acquired in the PGS transaction. Impairments of the multi-client library (excluding accelerated amortization) amounted to USD 4.6 million, compared to USD 7.6 million in 2023

Other operating expenses were USD 92.6 million in 2024 compared to USD 62.0 million in 2023. Personnel costs amounted to USD 208.9 million in 2024 versus USD 131.0 million in 2023. In 2024, amortization and impairments of the multi-client library were USD 313.4 million versus USD 233.7 million in 2023. Of this, impairments (excluding accelerated amortization) accounted for USD 4.6 million, compared to USD 7.6 million in 2023.

Operating profit for 2024 was USD 195.5 million, corresponding to a margin of 15%, compared to an operating profit of USD 53.3 million (7% margin) for 2023.

Net financial items amounted to USD -48.0 million in 2024, compared to USD -1.4 million in 2023. The increase was caused by the inclusion of PGS' debt at completion of the merger.

Net profit before taxes was USD 147.5 million versus USD 51.9 million in 2023.

Tax expenses amounted to USD 53.3 million, corresponding to an effective tax rate of 36 percent. In 2023, tax costs amounted to USD 30.2 million, implying a tax rate of 58 percent. Although the tax rate came down in 2024, it was still above normal due to withholding taxes and taxable income outside of Norway.

Net profit after tax was USD 94.2 million, compared to USD 21.7 million in 2023.

At year-end 2024, cash and cash equivalents amounted to USD 122.8 million, down from USD 196.7 million at the end of 2023. The Company had USD 649.5 million in interest-bearing debt after the refinancing that was completed in Q4 2024 (please refer to Note 22 in the consolidated financial statements for further details). At the end of 2023, the group had no interest-bearing debt.

TGS held current assets of USD 829.0 million and current liabilities of USD 1,265.0 million on 31 December 2024. On 31 December 2023, current assets were USD 442.9 million and current liabilities were USD 581.9 million.

As of 31 December 2024, total equity amounted to USD 2,075.6 million, compared to USD 1,275.6 million in 2023, corresponding to an equity ratio of 51 percent (65 percent in 2023). The increase in equity is primarily related to the share issuance in relation to the merger with PGS in July 2024.

TGS is listed on the Oslo Stock Exchange. The Company had a market capitalization of USD 2.0 billion as of 31 December 2024.

TGS issued 65.1 million new shares (net) in 2024 mainly related to settlement of the PGS transaction. The Board does not expect to issue more shares in 2025 other than shares issued as part of employee long-term incentive programs.

Cash flow from operations, investments, financing and dividends

TGS had cash flow from operating activities of USD 628.7 million in 2024, compared to USD 584.7 million in 2023.

Cash flow from investing activities amounted to USD -399.7 million in 2024, versus USD -428.1 million in 2023.

Cash flow used in financing activities was USD -293.7 million in 2024, compared to USD -152.0 million in 2023. The increase relates to paid interest, dividends to shareholders and repayment of lease liabilities, in addition to net refinancing effects.

The Annual General Meeting held on 28 June 2024 resolved to renew the Board' authorization to distribute quarterly dividends.

In 2024, TGS paid dividends of USD 0.56 per share (USD 91.6 million in total), the same as in 2023 (USD 70.8 million in total).

The quarterly dividend has been kept stable at USD 0.14 per share since Q2 2020. On 20 February 2025, TGS announced that the Board resolved to increase the dividend to USD 0.155 per share from Q1 2025. The quarterly dividend was paid on 13 March 2025.

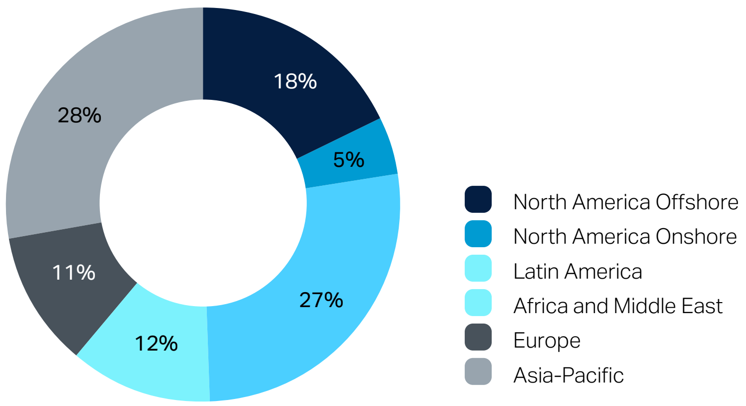
Shareholders value metrics

All amounts in USD 1,000s	2024	2023
Revenues (MUSD)	1,318.2	794.3
Operating Profit (MUSD)	195.6	53.3
Operating Margin	15%	7%
Earnings Per Share Fully Diluted (EPS) (USD)	0.52	0.17
Net Multi-client Revenues / Average Net Book Value Ratio of Multi-client Library	71%	57%
Return on Average Capital Employed (ROACE)	11%	5%
Free Cash Flow	200.3	154.3
Shareholders Equity / Total Assets	51%	65%

Multi-client activities

The Group reduced organic investments in new multi-client data to USD 348.6 million in 2024 from USD 402.4 million in 2023. Approximately 94% of multi-client investments related to new acquisitions and processing of seismic data, 3% related to investments in geological products, and 3% went into data and insights related to offshore wind and carbon capture, utilization and storage (CCUS).

Distibution of seismic multi-client investments



Multi-client revenues are revenues from customer commitments made prior to completion of data acquisition and processing, as well as sale of completed data from the multi-client library. During 2024 TGS experienced solid interest for both new multi-client acquisition programs and vintage data from the multi-client library. Total multi-client sales amounted to USD 676.0 million compared to USD 375.3 million in 2023. The increase is mainly caused by the merger with PGS, but there also was growth adjusted for the impact from the merger, driven by higher sales of vintage data from multi-client libraries of the two respective companies.

Contract activities

The Contract segment, which acquires OBN and streamer data on behalf of both external customers and other TGS business units, generates the majority of the Contract revenues for the Group.

In 2024, this amounted to USD 563.8 million in addition to USD 152.5 million of internal revenues related to services provided for TGS-owned multi-client projects. In 2023, external revenues were USD 386.8 million and internal revenues were USD 27.3 million. The growth is mainly caused by the inclusion of the PGS operations from 1 July 2024.

The OBN market showed robust performance in 2024, with a significant increase in activity and utilization in the second half of the year. Streamer contract activity remained at a flat level compared to the average in 2023. Utilization of vessel capacity ended at approximately 68%, below the approximately 85% level which is considered full utilization, when adjusted for steaming and yard time. Tenders for streamer contract work increased significantly over the summer, which led to a significant increase in the streamer acquisition backlog during the fourth quarter of 2024.

New Energy Solutions activities

New Energy Solutions (NES) provides data and data-driven solutions to companies active within renewable energy and CCUS. The majority of the revenues are generated through service contracts, while there is a certain amount of subscription revenues and licensing of data owned by TGS that is recorded as multi-client sales.

Total NES revenue in 2024 was USD 41.7 million, 70 percent higher than the USD 24.5 million generated in 2023. Of this, USD 29.3 million was contract revenues, compared to USD 13.4 million in 2023.

The strong growth in demand for the products and services supplied by NES is expected to continue in the coming years, based the forecasts for investments in renewable energy and CCUS in the next couple of decades.

Imaging activities

The Imaging Business Unit processes seismic data both on behalf of external customers and other TGS businesses (mainly multi-client). These activities generated USD 35.6 million of external revenues and USD 42.4 million in internal revenue in 2024, compared to USD 16.2 million in external revenue and USD 29.1 million in internal revenue last year.

The imaging market continues to improve from a growing acquisition market and a higher multi-client investment level.

Risk management and internal control

TGS' activities are heavily dependent on the capital spending budgets of E&P companies in the oil and gas industry. These budgets are, in turn, largely a function of actual and/or expected shifts in oil and gas prices. Consequently, TGS' activities, opportunities and profitability are linked to the fluctuations in these prices. Under TGS' business model, discretionary investments in new multi-client projects and capital expenditures related to assets are the largest use of the Group's cash. These investments can relatively quickly be scaled down if market conditions worsen, thus reducing negative impacts on the Group's cash flow.

The multi-client library, which consists of data that TGS licenses to multiple customers, is the Group's largest asset. The surveys that are in progress are subject to the risk of delays and cost overruns. Having conducted multi-client surveys for more than four decades, TGS has built up expertise and tools to manage projects and mitigate risk factors. As the surveys are completed, they are still subject to commercial risk. At times, TGS will have to impair the values of surveys if the future potential licensing potential is reduced due to market conditions, regulatory changes, lack of exploration success in the relevant area, changes in customers' strategic priorities etc.

TGS incurs significant annual capital expenditures related to a streamer renewal program, vessel maintenance and equipment purchases. TGS has processes and tools to reduce risk and optimize these purchases. Capital expenditures can be reduced relatively quickly if market conditions deteriorate.

As a leading provider of ocean bottom node and streamer data acquisition services through the Contract segment, TGS is exposed to operational risks, such as bad weather, water currents, equipment failure and accidents. Although these risks are partly mitigated in the customer contracts, they could have a negative impact on profitability if materializing.

TGS is exposed to financial risks such as currency, liquidity and credit risk. The exposure to currency risk is low as most of revenues, costs and capital expenditure are in USD. However, some monetary assets and liabilities are denominated in other currencies, mainly NOK, GBP and BRL.

Liquidity risk arises from a lack of correlation between free cash flow and financial commitments. As of 31 December 2024, TGS held current assets of USD 829.0 million, of which cash and cash equivalents represented USD 122.8 million, and current liabilities were USD 1,265.0 million, of this USD 532.2 million relates to deferred revenues.

Most of TGS' interest-bearing debt has a fixed interest rate. Of the nominal interest-bearing debt (excluding deferred loan cost) of USD 661 million, USD 25 million has a floating interest rate.

The Board considers the liquidity and interest rate risks of the Group to be low. TGS is exposed to credit risk through sales and receivables and uses its best efforts to manage this risk by monitoring receivables and implementing credit checks and other actions as deemed appropriate. A significant part of excess cash is held in cash pools or placed in bank deposits.

The Group's maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets, such as accounts receivable, other short-term receivables and other non-current assets. TGS evaluates the concentration of risk with respect to account receivables as low due to the Group's credit rating policies and because clients are mainly large energy companies, considered to be financially sound. TGS is highly focused on maintaining adequate internal controls.

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

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

TGS is exposed to commodity risk from owning and operating a fleet of seismic vessels, which requires substantial fuel purchases, thus TGS is exposed to fuel price fluctuations. The Company seeks to pass fuel price risk to clients and achieves this on most of the contracts.

TGS is exposed to different types of climate-related risks, which are addressed by the Board's sustainability strategy.

Reference is made to Note 17 of the Consolidated Financial Statements and to the more detailed information on risk management and internal control in the Corporate Governance section of the Annual Report.

Financing and liquidity

On 3 December 2024, TGS issued a senior secured bond of USD 550 million at 100 percent of par (the "Bonds"). The Bonds have a 5-year tenor, maturing 15 January 2030, with a coupon of 8.5 percent paid semiannually. At any time prior to 15 January 2027 TGS may at its own option redeem during each twelve-month period commencing with the issue date up to 10 percent of the then outstanding aggregate principal amount of the Bonds at a redemption price equal to 103 percent of the principal amount of the Bonds redeemed, plus accrued and unpaid interest. After 15 January 2027 and for the next year the Bonds can be called at 104.25 percent percent of par, then 102.125 percent of par for the subsequent year and then at 100 percent of par from 15 January 2029 and thereafter.

The proceeds from the Bonds, together with cash on balance sheet, were used to repay a USD 450 million senior secured bond maturing in 2027 and approximately USD 130 million which was drawn on the previous revolving credit facility (RCF) maturing in 2026.

A new USD 150 million revolving credit facility maturing in 2029 and a new USD 45 million Term Loan A (TLA) loan maturing in 2027 were committed to at the same time as the Bonds were issued. The RCF was drawn with USD 25 million as part of the settlement of previously existing debt. Both facilities have an interest rate of SOFR + 2.75%[1]. Proceeds from the Term Loan A together with restricted cash tied to Japanese Export Credit Facilities were used to repay the Japanese Export Credit Facilities on 28 February 2025.

Cash and cash equivalents totaled USD 122.8 million as of 31 December, 2024, compared to USD 196.7 million as of 31 December, 2023.

Organization, working environment and equal opportunity

TGS had a global workforce of 1,841 employees at year-end 2024, compared to 873 employees at year-end 2023. The increase is mainly due to completion of the merger with PGS.

The Group has operational offices in the United States (39% of employees), Norway (28%), and the United Kingdom (12%), with additional offices in Canada, Brazil, Australia, Egypt, and Malaysia. The employee base represents more than 40 nationalities.

The Board generally considers the working environment in the Group to be good. A key focus in 2024 was the post-merger integration following the completion of the PGS transaction. The new management team was announced when the merger closed on 1 July. Leaders on level 2 and 3 were selected during July and August, and the rest of the organization was defined by the end of Q3 2024. Retention of key employees remained paramount during the integration of the workforce and the Board emphasizes the importance of employee engagement during this process.

The Board and Management believe that the diversity of the employee base is a core strength of TGS, with initiatives in place to enhance gender balance further and attract a younger and even more diverse workforce. Employees of diverse genders, ethnicity and nationality are provided with equal opportunity and treated fairly within the Group.

[1] Margin follows a rating grid: if rating Ba2/BB or higher 2.50%, Ba3 / BB- 2.75%, B1 / B+ 3.00%, B2 / B 3.25%, B3 or B- or lower 3.50%.

At the end of 2024, women comprised 28 percent of the onshore workforce in the Group, compared to 23 percent in 2023. TGS has active initiatives in place to improve gender balance further. Leadership development programs have been designed to support gender balance and generational transitions and to ensure knowledge transfer across all levels of the organization.

The Board consists of three women and five men, in accordance with the 40 percent gender balance for Norwegian boards, which gradually applies from 1 January 2024.

Health, Safety and Environment

TGS is fully committed to providing a safe and healthy work environment by implementing policies, procedures and practices that lead the industry. Further, TGS' field operations are covered within our Company Management System are certified under ISO9001:2015, 14001:2015, 45001:2018, and 27001:2024. TGS vessels successfully completed all internal and external ISM/ ISO audits as per the audit plan, with no detentions or non-conformities, and TGS achieved full compliance with vessel and land crew HSE audit requirements. All seven Port State Control Inspections conducted resulted in zero findings and no deficiencies. In September, TGS successfully completed the annual Company audit with no recorded non-conformities, conducted by the Classification Society (DNV) and focused on maintaining the Company's Document of Compliance (DoC), ISO certification and Crew Manning Certificate.

As a strong supporter of environmental sustainability, TGS is fully committed to safeguarding and maintaining the environment in which we operate and live and collaborating with key stakeholders to help identify, understand and mitigate potential environmental risks associated with geophysical research. TGS partners with local governments, regulatory authorities, and customers throughout all phases of projects, from planning through completion, to ensure compliance with relevant laws and local regulations and address concerns from local communities.

TGS actively participates in several industry associations and collaborations aimed at identifying and implementing environmentally focused solutions. TGS works with its suppliers, vessel owners and geophysical contractors to ensure they implement standards and practices that meet TGS' sustainability program criteria. In 2024, TGS' environmental efforts included implementing energy efficiency measures in vessel operations aimed at reducing fuel consumption, achieving zero reportable spills to the environment, and reporting 47.7 metrics tons of marine debris removal efforts to EnerGeo's Sustainable Sease Initiative.

More detailed information on TGS' QHSE initiatives may be found in the Sustainability Report, included as a separate section of the Annual Report and on TGS' website through our dedicated sustainability webpage.

Board structure and Corporate Governance

As of 31 December 2024, the Board of Directors consists of eight shareholder elected directors, each serving a term up until the annual general meeting (AGM) in 2025, and all classified as independent. The Board has two-sub committees: The Audit Committee, consisting of four members, and the Compensation Committee, consisting of four members. Effective from the AGM in 2025, the Board will, subject to the AGM's approval of a global representation agreement, be supplemented by three additional directors elected by and among the employees of TGS globally. These employee-elected directors will serve as regular directors for a period of two years until the AGM in 2027.

TGS has an independent Nomination Committee consisting of four members elected by the shareholders.

TGS emphasizes independence and integrity in all matters relating to the Board, management and its shareholders.

The Group conducts an active compliance program designed to continually inform and educate employees on ethical and legal issues. TGS employs a Board-appointed compliance officer who reports quarterly on the Group's compliance activities and objectives.

TGS bases its corporate governance policies and practices on the Norwegian Code of Practice for Corporate Governance issued on 14 October 2021 found at www.nues.no. The Board believes that TGS complies in all areas relating to the Code of Practice and will address compliance with any subsequent amendments. A more detailed description of how TGS complies with the Code of Practice and the Norwegian Accounting Act's requirements for reporting on corporate governance is included in the Report on Corporate Governance included in this Annual Report and on TGS' website at www.tgs.com.

Salary and other compensation

TGS compensates its employees according to market conditions that are reviewed on an annual basis by the Compensation Committee. Compensation includes base salary, insurance and retirement benefits programs, a profit-sharing bonus plan based on the Group's performance and, in certain cases, equity-based, long-term incentive awards. For further details, please refer to section 12 of the Report on Corporate Governance and the 2024 Management Remuneration Report published on TGS' website at www.tgs.com.

The members of the Board do not participate in any bonus plan, profit-sharing plan or stock incentive plan. In recent years, the directors' compensation has been composed of both a fixed fee and a number of restricted TGS shares. The remuneration is not related to the Group's financial result. The Board and management is covered under a Director and Officers (D & O) liability insurance. TGS don't have any loans to senior officers or other shareholders.

Reference is made to Note 11 of the Consolidated Financial Statements for details on the remuneration for 2024.

Significant litigation

The Board is regularly updated on significant litigation matters. As a result, at each Board meeting, the Board receives an update on any material developments in the matters described in Note 26 to the Consolidated Financial Statements. The Audit Committee also receives an update on a quarterly basis regarding other less significant potential and pending litigation matters.

Outlook

As global economic growth continues, energy demand is projected to rise in the coming decades. However, the adoption of alternative energy sources is not progressing quickly enough to achieve ambitious transition goals. As a result, oil and gas will remain a significant component of the global energy mix for the foreseeable future. The swift decline of existing oil and gas reserves, coupled with challenges such as high costs, significant environmental concerns, and political and regulatory risks tied to undeveloped reserves in many regions, highlights the ongoing need for exploration efforts in both established and emerging basins.

High-quality subsurface data is crucial for enhanced production from existing fields and for carrying out successful exploration campaigns in both mature and unexplored regions. The rising demand for oil and gas, the robust cash flow generation by energy companies, and the essential role of subsurface data in exploration and production all support a positive long-term growth outlook for the seismic industry. Exploration and production spending is expected to be flat in 2025, as oil and gas companies are likely to continue focusing on capital discipline and short-cycle investments.

TGS is a leading, fully integrated provider of geoscience data and services, delivering a comprehensive range of capabilities to support energy exploration and production worldwide. As the energy industry continues to evolve, TGS is well-positioned to serve the entire market with advanced, more extensive solutions and a broader array of technological resources and expertise. This strengthens its operational efficiency, drives innovation, and enhances customer engagement strategies.

Through the acquisitions of PGS and Magseis Fairfield, TGS has significantly expanded its involvement in the production segment of the oil and gas value chain. Nearly all of TGS' OBN activities and around 40 percent of its streamer acquisition contracts are focused on enhancing existing oil and gas production (4D) or facilitating potential tiebacks from nearby fields. Additionally, the New Energy Solutions business provides valuable exposure to fast-growing sectors, including solar energy, offshore wind energy, and CCUS.

The post-merger integration of PGS is advancing quicker than anticipated. With the reorganization process concluded in Q3 2024 and the refinancing process in Q4 2024, TGS has already achieved approximately USD 100 million in synergies on an annual run-rate basis. TGS remains ahead of schedule to achieve the total annual run-rate synergies within the projected range of USD 110–130 million by the end of 2025.

These forward-looking statements reflect current views about future events and are, by their nature, subject to significant risks, uncertainties and assumptions that are difficult to predict because they relate to events and depend on circumstances that will occur in the future.

Annual result of the Parent Company and allocation of result

In 2024, revenues of the Parent Company increased by 20% to USD 192.6 million from USD 160.6 million in 2023. Operating profit amounted to USD 55.1 million compared to USD 35.6 million in 2023. The increase was caused mainly by increased sales. Net profit for 2024 was USD 27.9 million compared to net loss of USD 2.7 million in 2023. The Board proposes that the Parent Company's net profit of USD 27.9 million to be allocated fully to retained earnings.

Weybridge, 19 March 2025

Christopher Finlayson Chair of Board of Directors	Luis Araujo Board Member	Bettina Bachmann Board Member
Anne Grethe Dalane Board Member	Maurice Nessim Board Member	Trond Brandsrud Board Member
Svein Harald Øygard Board Member	Emeliana Rice-Oxley Board Member	Kristian Johansen Chief Executive Officer

Board of Directors

Christopher Finlayson

Chairperson

Mr. Finlayson is a geologist and petroleum engineer by training, with over 45 years of technical and commercial experience in the oil and gas industry. He joined Shell in 1977 and, during his career, held various leadership roles in exploration and production and liquefied natural gas around the world. Mr. Finlayson served as the Chief Executive Officer and Executive Director of BG Group plc from 2013 to 2014, after joining BG Group in 2010. During the period between 2014 and 2022, he served as Chairman of the Board of two listed exploration and production companies – InterOil Corporation (acquired in 2017) and Siccar Point Energy Ltd. (acquired in 2022). Mr. Finlayson currently serves on the Board of the Abu Dhabi National Energy Company (TAQA). He is a Fellow of the Energy Institute. He was first elected as a Director of TGS in 2019 and as Chairperson in 2022.

Competencies

- Management: General, Risk, Stakeholders
- Other: Energy Sector, Safety, Investor and Capital Management
- ESG: Environmental, Social and Governance

Luis Araujo

Independent Director

Mr. Araujo has over 40 years of experience in the energy and oil and gas industries, holding the positions as Chief Executive Officer of Aker Solutions from 2014 to 2021 and other senior level positions in Aker Solutions, Wellstream, ABB, FMC Technologies, Vetco Gray and Technip FMC throughout his career. He currently serves as the Chairman of the Board of OceanPact Serviços Marítimos S.A. and Chairman of the Board of CRC Evans. He is also a Board member of Akastor ASA. Mr. Araujo served as a non-executive director of Magseis Fairfield ASA from 2019 until TGS acquired a majority equity interest in Magseis Fairfield in 2022. Mr. Araujo was first elected as a Director of TGS in 2023.

Competencies

- Management: General, Risk, Stakeholders
- Other: Energy Sector, Safety, Investor and Capital Management, Technology and Digitalization
- ESG: Environmental, Social and Governance

Bettina Bachmann

Independent Director

Ms. Bachmann has over 35 years of experience as a senior energy and technology leader, beginning her career in 1983 with Shell. During her tenure with Shell, she held a variety of business technical and leadership roles in exploration and development with Shell, working in the Middle East, Africa and Europe, including as Shell's Vice President for Subsurface and Wells Software in Production from 2009 until 2019. Since 2019, she has been a Managing Director of TwoB Consulting GmbH. She also serves as a non-executive Board member of Geoteric. Ms. Bachmann has served as a member of the technical advisory Board of EV Private Equity and as a non-executive director of Magseis Fairfield ASA, now a subsidiary of TGS. Ms. Bachmann was first elected as a Director of TGS in 2023.

Competencies

- Management: General, Risk, Project, Stakeholders
- Other: Energy Sector, Geoscience, Safety, Technology and Digitalization
- ESG: Environmental, Social and Governance

Trond Brandsrud

Independent Director

Mr. Brandsrud has over 40 years of financial experience, with 30 years in the oil and gas industry. Prior to TGS' merger with PGS, he served from 2019 as a member of the Board and Audit Committee of PGS. Since 2016, he has been a non-executive director and chair of the Audit and Risk Committee for AkerBP and since 2023, a non-executive director of Aker Horizons. Since 2019, he has also served as a non-executive director, chair of the Audit Committee and member of the Risk and Remuneration Committees of Lowell, and he has been the chair of Lowell Finans AS since 2021. He has served as a member of the Board of Waterise since 2022. From 2018 to 2019, he was the Nordic Chief Executive Officer and member of the Group Executive Committee of the Lowell Group. From 2017 to 2018, he served as Chief Executive Officer of a group of businesses carved out from Intrum and Lindorff and ultimately sold to Lowell, and from 2016 to 2017, he served as the Group Chief Financial Officer of Lindorff. Mr. Brandsrud served as Chief Financial Officer of the Aker Group from 2010 to 2015 and Seadrill from 2007 to 2010. From 1983 to 2006, he held various senior level positions with Shell, including the role as European E&P Finance Director. Mr. Brandsrud was first elected director of TGS in 2024.

Competencies

- Management: General, Risk, Financial, Stakeholders
- Other: Energy Sector, Geoscience, Safety, Investor and Capital Management
- ESG: Environmental, Social and Governance

Anne Grethe Dalane

Independent Director

Ms. Dalane has 40 years of business and finance experience, serving in various senior positions in both Yara International (from 2003 to 2023) and Hydro (from 1984 to 2003). During her tenure with Yara, she served as VP Finance Improvement Projects from 2018 to 2023 and other senior level financial, business and human resources roles before that. Prior to TGS' merger with PGS, Ms. Dalane served from 2013 as a member of the Board of PGS, most recently serving as Vice Chair and head of the Audit Committee. She also serves as a member of the Nomination Committee of Elkem ASA (since 2023) and as a member of the Board and Audit Committee of Arendal Fossekompani ASA (since 2022). Since 2013, she has served as a member of the Board of BW LPG Ltd. Ms. Dalane was first elected director of TGS in 2024.

Competencies

- Management: General, Risk, Financial, Stakeholders
- Other: Energy Sector, Geoscience, Safety, Investor and Capital Management
- ESG: Environmental, Social and Governance

Maurice Nessim

Independent Director

Mr. Nessim currently serves as the President and Chief Executive Officer of Ultrasound Associates USA, LLC, joining in January 2022. From 1995 to 2022, he served in various leadership roles with SLB, a global technology Company focused on energy innovation. Most recently, from 2015 to 2022, he was the President of WesternGeco, an SLB Company and one of the largest global geophysical companies. In addition to his corporate roles, Mr. Nessim has served as the President of the Society of Exploration Geophysicists (SEG) and as the Chairman of the International Association of Geophysical Contractors (now known as the Energeo Alliance). He was first elected as a Director of TGS in 2023.

Competencies

- Management: General, Risk, Stakeholders
- Other: Energy Sector, Geoscience, Safety, Technology and Digitalization
- ESG: Environmental, Social and Governance

Emeliana Rice-Oxley

Independent Director

Ms. Rice-Oxley is a global energy executive with 35 years' experience in the oil and gas exploration industry. From 2016 to 2022, she served as Vice President, Exploration Upstream for Petronas, before that as Vice President Exploration Malaysia and Senior General Manager Malaysia. She started her career in 1986 with Shell, serving over 25 years, initially in various technical and team leader roles and subsequently as Manager Exploration Portfolio & Planning, Asia Pacific and Manager Hydrocarbon Maturation, US Onshore & Latin America. Ms. Rice-Oxley currently serves as a member of the Board and Chairman of the Sustainability Committee of Affin Bank Berhad (since 2023) and a member of the Board and the Nominating and Remuneration Committees for Hibiscus Petroleum Berhad (since 2022). Prior to TGS' merger with PGS, she also served as a member of the Board and Audit Committee of PGS (from 2023). Ms. Rice-Oxley was first elected Director of TGS in 2024.

Competencies

- Management: General, Risk, Project, Stakeholders
- Other: Energy Sector, Geoscience, Safety, Technology and Digitalization
- ESG: Environmental, Social and Governance

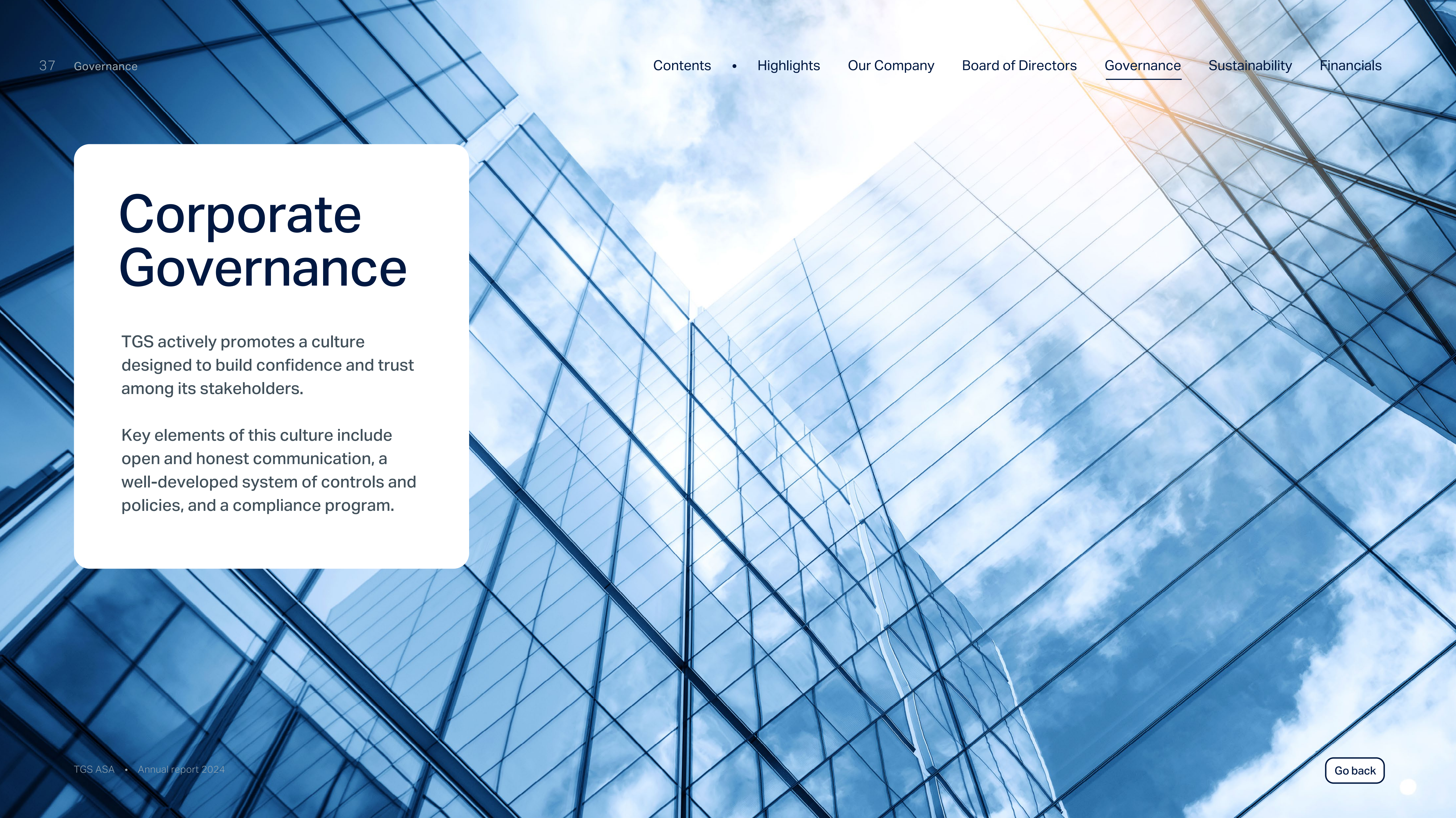
Svein Harald Øygard

Independent Director

Mr. Øygard is a business owner, investor and independent advisor, with substantial expertise in the finance and energy industries. From 1983 to the mid-1990s, Mr. Øygard worked within the Norwegian Ministry of Finance and Parliament, lastly as Deputy Minister of Finance. From the mid-1990s, Mr. Øygard held various prominent positions within McKinsey Company, including Global Knowledge Leader Oil & Gas from 2010 to 2014. In 2009, Mr. Øygard served as the Interim Central Bank Governor of the Icelandic Central Bank. From mid-2016, he was the co-founder and Chairman of DBO Energy, which divested assets into the 3R Petroleum initial public offering and subsequently merged with Maha Energy. He is also the co-founder of two private energy transition companies in Brazil and serves on the Board of several other privately held companies. Mr. Øygard serves as Chairman of the Board of Norwegian Air Shuttle ASA (since 2021) and as the Chairman of the Board of DOF Group ASA (since 2023). He is also a director of Maha Energy AB (since 2023). He was first elected as a Director of TGS in 2021.

Competencies

- Management: General, Risk, Financial, Stakeholders
- Other: Energy Sector, Safety, Investor and Capital Management
- ESG: Environmental, Social and Governance



Corporate Governance

TGS actively promotes a culture designed to build confidence and trust among its stakeholders.

Key elements of this culture include open and honest communication, a well-developed system of controls and policies, and a compliance program.

1. Implementation and reporting on Corporate Governance

TGS ASA ("TGS" or the "Company") is registered in Norway as a public limited liability Company, and our corporate governance model is based on Norwegian corporate law, the Oslo Stock Exchange's Issuer Rules available on www.euronext.com/nb/markets/oslo and the Norwegian Code of Practice for Corporate Governance available on www.nues.com , dated 14 October 2021 (the "Code of Practice"). TGS actively promotes a culture designed to build confidence and trust among its stakeholders. Key elements of this culture include open and honest communication, a well-developed system of controls and policies, and a compliance program.

TGS complies with the rules and regulations, and it is the opinion of the Board of Directors (Board) that TGS complies with the Code of Practice. This Report on Corporate Governance details how TGS operates in accordance with each of the topics covered by the Code of Practice. Furthermore, in accordance with the Norwegian Accounting Act, section 2-9, an account of the principles and practices related to corporate governance is included in the Board's Report in this Annual Report.

The Company emphasizes independence and integrity in all matters between its Board, management and shareholders. These same principles of independence and integrity also apply in business relations with all interest groups, including customers, suppliers and other business partners.

Code of Conduct

The TGS Statement of Values and its Code of Conduct, available on the TGS website at www.tgs.com, define the ethical behavior and fair business conduct that is expected of members of our Board and all employees. These documents form the foundation of TGS' compliance program, which is managed by a compliance officer appointed by the Board. TGS' compliance program continually informs and educates employees on ethical issues. Each employee of the Company must read and acknowledge our Code of Conduct, Statement of Values, and Policy on Insider Trading on an annual basis and complete a related training course that includes components on anticorruption and antibribery, trade controls and sanctions, human rights and modern slavery, as well as discrimination and harassment. In addition, all high-risk third parties working for the Company complete an annual anticorruption compliance training and certification program.

It is important for the Company to be aware of potential problems as early as possible, and the Code of Conduct requires employees to report any known or suspected ethical irregularities. TGS has in place appropriate whistleblower procedures for individuals to report concerns of non-compliance, including a hotline that allows for anonymous reporting and assurances that no retaliation will be levied against employees who file reports or cooperate in investigations of misconduct. A more detailed description of our compliance program is also included in our Sustainability Report, which is included in the Annual Report and can also be found on the TGS website.

Corporate Social Responsibility

TGS believes that sustainable business practices are fully compatible with successful business conduct. TGS' long-standing Statement of Values recognizes that the Company is responsible to a number of stakeholder groups and describes the principles to which the Company adheres. A more detailed description of TGS' sustainability practices is included in the Sustainability Report, which is included in the Annual Report and can also be found on the TGS website.

2. Business

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

The business objective of TGS defined in the Company's Articles of Association states that the principal business of the Company is in the provision of data, information and knowledge, together with technology, services and products, to the energy industry. The Company's Articles of Association are published in the Corporate Governance section of the Investor Center on the TGS website, and further information about TGS' operations may be found in the Board's Report and the Annual Report for 2024, as well as the TGS website.

3. Equity and dividends

As of 31 December 2024, total equity amounted to USD 2,075,632 thousand (including a share capital of USD 5,936 thousand). This corresponds to an equity ratio of 51%, which the Board considers to be satisfactory. The adequacy of the Company's capital is monitored closely with respect to the Company's objectives, strategy and risk profile.

Because of the highly cyclical nature of the energy services industry, the Board remains convinced that the Company's business model, strong balance sheet and cash position are essential to its financial health, risk management and future growth. It is the ambition of TGS to pay a quarterly cash dividend in line with its long-term underlying cash flow. When deciding the quarterly dividend amount, the Board will consider factors such as expected cash flow, investment plans, financing requirements and a level of financial flexibility that is appropriate for the TGS business model. The aim is to keep a stable quarterly dividend in U.S. dollars throughout the year, but the actual level paid will be subject to continuous evaluation of the underlying development of the Company and the market.

The ex-dividend date will normally be seven days after the announcement of the dividend in connection with the release of quarterly financial statements, with the payment date 14 days after the ex-dividend date. In addition to paying a cash dividend, TGS may also buy back its own shares as part of its plan to distribute capital to shareholders, subject to authorization from the Annual General Meeting (AGM).

TGS has paid quarterly dividends since 2016 based on authorization from the AGM.

The Board is currently authorized to buy back up to 10% of the nominal value of the Company's share capital. In addition, the Board has authorization to increase the Company's share capital or issue convertible bonds for up to 10% of the Company's share capital, currently NOK 4,906,832 for the purposes of potential acquisitions, organic growth and strengthening the Company's balance sheet. The authorizations are valid until the 2025 AGM, but no later than 30 June 2025. In accordance with past practice, new authorizations to increase the share capital or issue convertible bonds for certain business purposes and to acquire own shares will be proposed for separate votes at the next AGM. When a proposed resolution encompasses share capital increases and/or the issuance of convertible bonds or the acquisition of the Company's own shares for various purposes, the Company does not find it practical to hold separate votes on each element of the proposals for different purposes. This deviates from Recommendation No. 3 under the Code of Practice where it is recommended that when the AGM considers mandates to the Board for the issuance of shares or purchase of own shares for different purposes, each mandate should be considered separately by the meeting.

For further information on these shareholder authorizations, please refer to Note 14 of the Consolidated Financial Statements, which are included in the Company's Annual Report for 2024 available on the TGS website.

4. Equal treatment of shareholders and transactions with related parties

The Company has only one class of shares. All shares have one vote each and otherwise equal rights in all respects.

TGS may, from time to time, buy back shares under authorizations given by the AGM. Such shares may, inter alia, be held in treasury or canceled, used as transaction consideration or to settle employees' long-term incentive programs. The Company held 187,774 treasury shares on 31 December 2024. When applicable, transactions involving the Company's own shares are carried out through the Oslo Stock Exchange or at prevailing stock exchange prices if carried out in any other way.

During 2024, the Company increased its share capital by NOK 16,341,419,25 in connection with (i) the issuance of 65,238,150 shares as consideration shares issued in connection with the completion of the merger transaction with PGS ASA on 1 July 2024 and (ii) the issuance of shares pursuant to the Company's long-term incentive programs. For further information, refer to Note 12 of the Company's Consolidated Financial Statements. In addition to shares issued in connection with the foregoing and the Company's long-term incentive programs, the Board may, from time to time, issue new shares under authorizations given by the AGM. For such issuances, the Board may depart from the preemptive right of existing shareholders if justified by the interest of the Company and the shareholders. A justification will be publicly disclosed should the Board choose to authorize a waiver of its preemptive rights in connection with a share issue.

Any transaction with close associates is required to be conducted on market terms. Information about transactions with related parties is also disclosed in Note 16 of the Consolidated Financial Statements. The Board has implemented guidelines to ensure that employees inform their manager and/or the Board if they have a material interest, directly or indirectly, in any agreement entered into by the Company.

5. Freely negotiable shares

All TGS shares carry equal rights and are freely transferable. The Company has not imposed any restrictions on ownership or voting of shares.

6. General meetings

The AGM is the Company's ultimate corporate body. The Board the Nomination Committee and the Chief Executive Officer are typically present at the AGM, as well as the Company's auditor. The minutes from the AGM and any Extraordinary General Meeting (EGM) are made available on the Company's website shortly after the date of the AGM or EGM, as applicable, and are also available for inspection at the Company's corporate offices in Norway.

The 2025 AGM will be held on 8 May 2025. The notices for the AGM and any EGM and all supporting documentation are made available on the Company's website no later than three weeks in advance of the meeting. The notice is also mailed (post or email) to registered shareholders.

In accordance with the Company's Articles of Association, the deadline for shareholders to notify the Company of their intention to attend a General Meeting is no later than two days before the day of the meeting.

Each General Meeting appoints a chairperson for the meeting. The Board seeks to facilitate the appointment of an independent chairperson.

General Meetings are open to all shareholders, and any shareholder not in attendance may appoint a proxy to vote on their behalf. Proxy forms are made available together with the notice of the meeting and allow for separate voting instructions to be given for each matter to be considered. The Company also facilitates for advance voting. The notice to the General Meeting will provide information about whether the shareholders may vote in advance in writing and about the guidelines that apply to such voting.

In accordance with the Norwegian Public Limited Liability Companies Act (NPLLCA), the AGM is required to approve the annual financial statements, the Board's report and the distribution of dividends. The AGM must also address the Board statement and report on remuneration for senior executive personnel, as well as the Corporate Governance Report. Shareholders are also given the opportunity to vote separately for each candidate nominated for election to the Board. Any other matters to be covered at the AGM will follow from the notice.

The last AGM was on 28 June 2024, the minutes from which are available on the Company's website. Following the merger transaction with PGS ASA, an EGM was held for, inter alia, the election of members of the Board on 25 July 2024, the minutes from which are also available on the Company's website.

7. Nomination Committee

According to the Company's Articles of Association, the Company has a Nomination Committee that is responsible for the nomination of members to the Board and the recommended remuneration payable to the directors. The AGM stipulates guidelines for the duties of the Nomination Committee and determines the Nomination Committee's own remuneration.

The Nomination Committee consists of a chairperson and up to four members elected by and among the shareholders. The members serve for a period of two years. None of the members serve on the Board or as an employee of the Company.

Shareholders who wish to propose new Board members or new members of the Nomination Committee may do so by submitting a candidate's name to any member of the Nomination Committee or to the Chairman of the Board in early January or February so that such input may be taken into account in the upcoming nominations process.

As part of its work, the Nomination Committee meets at least annually with the Board and members of the executive management.

The Committee also consults selected shareholders to ensure that its recommendations have their support. In accordance with Section 6 above, the Nomination Committee's recommendations and report of its work are made available in accordance with the 21-day deadline for the notice calling the AGM.

8. Board: Composition and independence

As of 31 December 2024, the Board consists of eight members, all of whom are deemed independent of TGS' management, major shareholders and material business contacts.

The members of the Board are proposed by the Nomination Committee and elected by the AGM for a term of one year until the next AGM. The Chairman of the Board is also elected by the AGM.

The members of the Board balance experience from the geoscience industry and the general energy industry with broader industrial, financial and management experience. A biography of each Board member can be found in the Annual Report and on the TGS website.

In accordance with Norwegian law, the Company will add three employee-elected members to the Board in May 2025 following the AGM. The employee members will be elected from the global workforce, subject to the AGM's approval of the global group board representation agreement.

Information on shares in TGS held by members of the Board can be found in Note 11 of the Consolidated Financial Statements and in the remuneration report.

9. The work of the Board

The Board is responsible for the overall management and supervision of the Company. The Board is responsible for establishing control systems and ensuring that TGS operates in compliance with laws and regulations and TGS' Statement of Values and Code of Conduct. The Company has established policies and procedures to identify and manage risks, and the Board evaluates the overall risk management systems on a regular basis. The Board also evaluates the Company's objectives, strategies and risk profile at least once per year. The Board emphasizes the safeguarding of the interests of all shareholders, as well as the interests of TGS' other stakeholders.

The Board prepares an annual plan for its work, emphasizing goals, strategies, company performance and execution.

The Board operates under specific rules of procedure, which define the duties, tasks and responsibilities of the Board and individual members of the Board. The Board also states guidelines for the CEO's work and duties of oversight by the Board.

The Board carries out an annual evaluation of its own performance, working arrangements and competence. The assessment is made available to the Nomination Committee. The Board also carries out an annual evaluation of the CEO's performance.

The Board conducted a total of eight meetings in 2024. Anne Grethe Dalane was unable to attend one of the meetings. All other directors (including former directors) attended all meetings. In addition, certain matters are, when deemed appropriate, considered by the Board in writing.

Board Committees

The Board has established two committees to monitor and guide certain activities: the Audit Committee and the Compensation Committee. Each committee operates under a defined charter that may be viewed at: https://www.tgs.com/investor-center/corporate-governance/rights-responsibilities-tgs-governing-bodies.

Audit Committee

The Audit Committee is appointed by the Board, and its primary responsibility is to supervise the Company's internal controls over financial reporting and to ensure the independence and quality of performance of the Company's external auditor. Further, the responsibility of the committee is to ensure that the annual accounts provide a fair and accurate picture of the financial results and financial condition of the Company in accordance with generally accepted accounting practices. The Audit Committee receives reports on the work of the external auditor and the results of the audit, including the significant risks in the financial statements and the treatment thereof in the audit report, as well as auditor's assessment of internal control weaknesses. The Audit Committee charter, updated in May 2022, incorporates the requirements of the new Auditors Act and reflects the enhanced role of the Audit Committee in respect of financial reporting, internal control and risk management and auditor interaction, consistent with the general description set forth in this paragraph.

As of 31 December 2024, the members of the Audit Committee are:

- Anne Grethe Dalane, Chair
- Luis Araujo
- Trond Brandsrud
- Svein Harald Øygard

The Audit Committee conducted a total of seven meetings in 2024, and all members (including former members) attended all meetings during the period of time they served on the Board.

Compensation Committee

The Compensation Committee reviews the compensation practices of TGS and its peer group and makes proposals to the Board on the employment terms and conditions and total remuneration of the CEO and other executive personnel. The Compensation Committee also reviews salary and staff development issues and monitors the progress against diversity and inclusion targets and equal pay.

As of 31 December 2024, the members of the Compensation Committee are:

- Bettina Bachmann, Chair
- Luis Araujo
- Maurice Nessim
- Emeliana Rice-Oxley

The Compensation Committee conducted a total of seven meetings in 2024. All members (including former members) attended all meetings during the period of time they served on the Board.

10. Risk Management and Internal Control

The Board monitors TGS' risk exposure and oversees the Company's internal controls and systems for risk management to ensure they are appropriate for the Company's activities. The Company continually strives to maintain and improve its internal control processes and systems for risk management and regularly reports on these matters to the Board. TGS' internal control over financial reporting framework is based on the principles outlined in the Committee of Sponsoring Organizations of Treadwell Commission (COSO) Enterprise Risk Management framework.

The Company's executive management carries out an annual risk evaluation process to assess total enterprise risk in the Company. Through risk workshops involving key TGS employees, executive management identifies strategic, operational, financial, legal and people risk factors at the enterprise level, and evaluates these risks based upon their likelihood of occurrence, significance of impact and current mitigation factors. Action plans are developed to manage those significant risk factors where further action may be needed, with updates relevant to those risks and mitigation strategies provided to the Board throughout the year. The Board provides input as to the key risk factors and considers the need for any further measures in relation to the risk factors identified through its annual review on risk management and internal controls.

The Company's Audit Committee oversees the routines related to financial risk management, financial reporting and related internal controls. The Audit Committee receives regular reports from management regarding the assessment of the internal control environment pertaining to financial reporting and proposed changes and improvements. The Company continually assesses the adequacy of the internal control systems in place.

TGS has established an internal audit department reporting directly to the Audit Committee on its audit planning and audit reports. The purpose of the internal audit department is to perform independent, objective assurance and consulting activities that add value and improve the Company's initiatives in financial, operational and compliance areas. The scope of work for the internal audit department includes determining whether the Company's risk management, control, and governance, as designed and represented by management, are adequate and well-functioning. The audit reports are issued to the Audit Committee. In addition, the internal audit department regularly monitors and reports status of management's actions to respond to identified risks or weaknesses.

TGS has a separate legal department, managed by the corporate General Counsel who reports to the CEO. Procedures and guidelines are in place to ensure that the legal department is involved in matters that could represent a material legal risk for the Company, including entering into material agreements and managing claims, disputes and litigation. The Company has standard policies for contract terms and conditions.

TGS is committed to fair business conduct and compliance with all legal and ethical requirements and standards of the industries in which TGS operates and the communities in which TGS employees live and work. TGS considers its values, culture and environment key elements in its continued success as a Company.

11. Remuneration of the Board

The remuneration of the Board is designed to attract and retain an optimal Board structure in a competitive environment. The directors' compensation is recommended by the Nomination Committee and determined by the shareholders at the AGM each year.

In recent years, the directors' compensation has comprised both a fixed fee and an amount of restricted TGS common shares. The remuneration is not related to the Company's financial results. Note 11 of the Consolidated Financial Statements details the directors' remuneration for 2024. TGS believes the remuneration reflects the Board's responsibility, expertise, time commitment and the complexity of the Company's activities.

No member of the Board has taken on specific assignments for the Company in addition to his/her appointment as a member of the Board or committees of the Board.

12. Remuneration of executive personnel

Pursuant to the NPLLCA, section 6-16a, the Board prepares guidelines for executive remuneration. In accordance with this, TGS has prepared a remuneration policy that is released alongside the Annual Report and is available for download at the TGS website. TGS' current remuneration policy was approved by shareholders during the 2023 AGM. No material deviations to the current remuneration policy were made in 2024, with the exception of a modification to the performance metrics used for the 2024 Performance Share Unit Plan, which is within the Board's discretion under the remuneration policy. See further details in the Executive Management Remuneration Report for 2024.

A renewed remuneration policy will be submitted for approval at the 2025 AGM, with such policy to apply for the next four years. The policy describes TGS' remuneration policy statement regarding executive remuneration, including the connection of performance-related remuneration to shareholder value creation and the Company's financial performance over time.

In addition, pursuant to section 6-16b of the NPLLCA, the Board has prepared a report on senior executive remuneration results and assessments during 2024. The Executive Management Remuneration Report is released alongside the Annual Report and is available on the TGS website.

Reference is made to the policy, the Report and Note 11 of the Company's Consolidated Financial Statements for details regarding remuneration of the CEO and other executive personnel.

The Compensation Committee of the Board is responsible for reviewing executive remuneration and making recommendations to the Board. The Board ensures that remuneration objectives reflect the convergence of the financial interests of executive personnel and shareholders.

The CEO proposes the compensation packages (excluding his own) for all executives for Compensation Committee review and Board approval. The CEO's package is proposed by the Chair to the Compensation Committee and is based on performance assessed against pre-defined goals. The Compensation Committee proposes the CEO's compensation package to the Board for final review and approval. This includes the CEO's target bonus, which is specifically set by the Board.

13. Information and communications

TGS' investor relations (IR) policy is designed to inform the stock market and stakeholders of the Company's activities and status in a timely and accurate manner in compliance with applicable listing rules. The Company submits quarterly and annual financial reports to the Oslo Stock Exchange. In addition, any interim information of significance for assessing the Company's value is distributed as stock exchange announcements through Newsweb. This information is also available on the Company's website.

The Company uses the Code of Practice for reporting of IR information issued by Oslo Stock Exchange and the Norwegian Investor Relations Association (NIRA) as a guideline for IR reporting. Announcements are published in English only, and the Company has been granted exemption from the Norwegian Tax Authority to publish its Annual Report in English only.

The Company's quarterly earnings presentations are recorded and made available as webcasts or slide presentations in real time. The Company also makes presentations and conducts roadshows throughout the year to inform existing and potential investors about TGS.

The financial calendar setting out the dates for the coming year's interim reports and General Meetings for shareholders is posted on the TGS website.

14. Takeovers

The Board has established guiding principles for how it will act in the event that a takeover bid is received.

During the course of a takeover process, the Board and management of both the party making the offer and TGS are responsible for ensuring that shareholders in TGS are treated equally and business activities are not disrupted unnecessarily. The Board is particularly responsible for ensuring that shareholders are given both sufficient information and time to assess the offer.

The Board will not hinder or obstruct takeover bids for the Company's activities or shares.

In the event of a takeover bid for the Company's shares, the Board will not exercise mandates or pass any resolutions with the intention of obstructing the takeover bid unless this is approved by the General Meeting following announcement of the bid.

Any agreement with the bidder that limits the Company's ability to arrange other bids for TGS shares will only be entered into where such agreement is considered to be in the common interest of TGS and its shareholders. This also applies to any agreement for the payment of financial compensation to the bidder if the bid does not proceed. The terms of any agreements entered into between the Company and the bidder that are material to the market's evaluation of the bid will be publicly disclosed no later than the time of the announcement of the bid.

If an offer is made for TGS' shares, the Board will issue a statement evaluating the offer and, where appropriate, make a recommendation as to whether shareholders should accept the offer. The Board's statement will set out whether the views expressed are unanimous. The Board will arrange for a valuation of TGS from an independent expert, the conclusion of which will be made public no later than at the time of the public disclosure of the Board's statement. This will also apply if the bidder is a major shareholder, a member of the Board or executive management, close associates of such individuals or anyone who has recently held such a position. Any such valuation will either be appended to the Board's statement, be reproduced in the statement or be referred to in the statement.

Any transaction that is, in effect, a disposal of the Company's total activities will be decided by a General Meeting.

15. Auditor

The Board has determined the procedure for the external auditor's regular reporting to the Board. The auditor attends at least one meeting each year with the Audit Committee of the Board and the Board of Directors in executive session where the Company's management is not represented. In addition, the auditor participates in meetings of the Board relating to the preliminary annual financial statements. If there are any significant changes from the preliminary accounts, the auditor will also participate in the meeting that approves the annual financial statements. The audit engagement partner is also present in all Audit Committee meetings and, in 2024, the auditor participated in all Audit Committee meetings.

The Company's external auditor presents to the Audit Committee the primary features of the plan for the execution of the audit, and reports on the key accounting principles and estimates and the results of the audit to the Audit Committee and the Board of Directors. The auditor also presents any internal control weaknesses and improvement opportunities to the Audit Committee and the Board.

TGS has established guidelines for the use of the external auditor for services other than auditing. The Audit Committee receives an annual summary from the external auditor of services other than auditing that have been provided to TGS. The auditor also presents any threats to his/her independence and documents measures implemented to reduce these as required by the Audit and Auditors Act, Section 5a-3 3. The external auditor provides the Audit Committee with an annual written confirmation of independence. The Board reports the remuneration paid to the auditor at the AGM, including details of the fee paid for audit work and any fees paid for other assignments.

The auditor's fee is determined at the AGM. Refer to Note 11 of the Consolidated Financial Statements for auditor's compensation for 2024.

The auditor is required to attend a General Meeting if the business to be transacted is of such a nature that the auditor's attendance must be considered necessary. In addition, the auditor is, in any case, entitled to participate in the General Meeting.

In accordance with applicable accounting regulations, the Company is required to tender its audit services each ten years. The Company's current auditor will be subject to a tender process after the 2028 annual audit and can be reappointed through that process for up to another ten years. The Company is required to rotate its auditor after twenty years with the same audit firm.

16. Human rights

The Company has clear commitments regarding human rights and ensuring equitable opportunities for all in our value chain. These commitments are embedded in the Company policies and goals, which include (a) respecting fundamental human and labor rights, (b) preventing discrimination and harassment, (c) recruiting, promoting and developing individuals based on qualifications, value and potential, and (d) fostering and supporting diversity including age, nationality, gender and qualifications.

At the Board level, the Nomination Committee actively works to ensure that there is proper diversity on gender, age, background, experience and qualifications of Board members. The Company complies with the requirements in the NPLLCA, section 6-11a, regarding gender balance.

The CEO and executive management all actively promote and embed these commitments among the entire work force.

The Company's Sustainability Report 2024, included as part of the annual report and available on www.tgs.com, provides more details related to TGS' actions and efforts related to human rights and ensuring equity and inclusion in the workplace. TGS' reporting in accordance with the Norwegian Equality and Anti-Discrimination Act may be found on its website at www.tgs.com.

Sustainability report

TGS' integrated offering, driven by leading-edge technology, a broad range of products and an extensive energy data library, makes us a trusted partner to our clients in the exploration and production of energy resources worldwide.

I. Introduction

A. TGS at a glance

TGS is a leading provider of advanced data and intelligence solutions to companies across the energy data value chain, primarily in the oil and gas industry and some energy transition industries such as carbon capture, utilization and storage (CCUS), offshore wind, solar and geothermal. TGS' integrated offering, driven by leading-edge technology, a broad range of products and an extensive energy data library, makes us a trusted partner to our clients in the exploration and production of energy resources worldwide.

On 1 July 2024, TGS ASA completed its merger with PGS ASA. As part of the merger, TGS took on ownership of a fleet of high-end Ramform vessels and GeoStreamer® technology, adding to our advanced marine acquisition operations that already included ocean-bottom nodes (OBN). In addition, TGS' office and field-based workforce increased to approximately 1,800 employees, with headquarters in Oslo, Norway, and Houston, Texas, U.S. Our other main offices are in the UK, Egypt, Brazil, Kuala Lumpur, and Perth, with additional employees located in other cities around the globe.

Our extensive, global data library includes seismic data, magnetic and gravity data, multi-beam and coring, digital well logs and production data, wind energy data, data to identify CCUS opportunities and other data related to the renewables sector. Our seismic data library has modern 3D coverage in all significant offshore hydrocarbon provinces of the world. TGS now manages a fleet of seven active high-end Ramform designed 3D seismic vessels with an average age of 15 years capable of towing 12 or more streamers, with two earlier generation Ramform 3D vessels cold stacked. TGS is also a leading OBN provider, owning approximately 30,000 high-end OBNs and operating four OBN crews.

Go back

B. Basis for preparation

1. Frameworks and data selection

The sustainability statements are prepared in compliance with the EU Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS) issued by the European Financial Reporting Advisory Group (EFRAG).

All the data points that have been assessed as material according to our double materiality assessment (DMA) are included in the relevant Environmental (E), Social (S), and Governance (G) sections in this report. TGS follows the ESRS recommendations regarding phase in periods for disclosure requirements E1-9, E4-6, E5-6, S1-7, S1-8, and S1-12 and is not deviating from the time horizons set forth in the ESRS definitions.

Norwegian Transparency Act and UK Modern Slavery Act

Human rights related reporting, including disclosures required by the Norwegian Transparency Act 2021 and the UK Modern Slavery Act 2015 are included/provided in the following sections within this report:

- **Organization and Supply Chain:** Our Approach to Sustainability (I.C)
- **Policies:** TGS Policies (IV.A.2)
- **Identifying, Assessing, Managing, and Remediating Adverse Impacts and Risks:**
  - **In Our Workforce:** Our Workforce (III.A)
  - **In Our Supply Chain:** Workers in the Value Chain (III.B) and Management of Supply Chain (IV.A.6)
  - **In Affected Communities:** Affected Communities (III.C)
- **Reporting and Managing Concerns:** Whistleblower Protection (IV.A.5)

The human rights related disclosures are prepared based on information collected from all consolidated entities in TGS. TGS' Code of Conduct and Human Rights Policy sets out the Company's position on human rights in all operations, including the opposition to all forms of modern slavery. Further information about the Company's human rights management approach is available on https://www.tgs.com/sustainability/people. TGS' Modern Slavery Transparency Statement is approved and signed by the Board of Directors of the parent Company TGS ASA.

2. Incorporation of ESRS requirements by reference

TGS relies upon statements made in other sections of our 2024 Annual Report, Corporate Governance Report, and Remuneration Report to supplement and address relevant ESRS requirements. Relevant sections have been noted with reference to the document and page numbers where information is incorporated by reference. This includes:

- Incorporation of additional information related to TGS' strategy, business model, inputs, outputs, outcomes presented in the "This is TGS" section of our 2024 Annual Report.
- Revenue by business segments is presented in Note 6 to the consolidated financial statements in our 2024 Annual Report.
- Additional information on the roles and description of TGS' governance bodies presented in in the Corporate Governance Section of our 2024 Annual Report.
- Additional information on the integration of sustainability in performance incentive schemes is described in our 2024 Remuneration Report available on www.tgs.com.

A content index with the ESRS Disclosure Requirements that are covered by the sustainability statement is included in the Appendix.

3. Consolidation

The sustainability statement covers the period 1 January to 31 December and encompasses the same entities as the Group consolidated financial statements. Thus, for ESRS disclosure requirements related to TGS' own operations, the reporting include the parent Company, TGS ASA, and subsidiaries controlled by TGS ASA during that time period. Associates and joint ventures are not included as own operations. New operations or operations acquired are included from the date TGS obtained control. The former PGS group is included from the acquisition date of 1 July 2024. Where relevant for annual comparison purposes, we also voluntarily report the same metrics that are inclusive of acquired operations for the year in full in the 2024 proforma data column.

Sustainability information that relates to non-consolidated entities, including business relationships in the upstream or downstream value chain and partner share arrangements, is clearly identified as such. TGS is not omitting information corresponding to intellectual property, know-how or the results of innovation, nor is the Company making an exemption from disclosure as provided in articles 19a(3) or 29a(3) of Directive 2013/34/EU.

Consolidation of all quantitative ESG data follows the principles above, unless otherwise specified in the accounting policy next to each reported data point in the tables in sections Environment, Social, and Governance.

4. Key accounting estimates and adjustments

As a result of the TGS-PGS merger, data for this report came from each Company's respective systems. Metrics for climate change, energy, pollution, resource use and waste, and certain data on biodiversity are collected using the Company Management Systems, InSite and UniSea, along with recording systems Havian, Vessel log and Høglund. Fuel consumption data is verified by DNV through the DCS, and used alongside our carbon accounting software, Persefoni, to provide emissions data. Metrics for health and safety of TGS' own workforce are also collected using the Company Management Systems mentioned above, which includes incident reporting, and the Company's emergency response system, CIM. Workforce metrics relating to TGS' own workforce are collected from the respective HRIS systems, Cornerstone and Workday, and TGS' employee engagement survey, Qualtrics. Data for workers in the value chain and affected communities are based on TGS' due diligence processes and data collected from the business areas, procurement teams, and TGS' Compliance and Internal Audit's overview of alerts reported to line management, supporting staff functions, and TGS' Compliance Hotline. Additional metrics are calculated by corporate functions based on third party data. In 2025, TGS is continuing to integrate and consolidate duplicative systems used for data collection and analysis by the respective companies (i.e., HRIS, HSE, etc.) as well as improve tracking of data related to key sustainability metrics to avoid having to use estimates.

Calculation factors used are listed in the appendix together with references. We use assessments and estimates for the reporting of some data points, e.g. our scope 3 emissions. We regularly reassess our use of estimates and judgements based on experience, the development of ESG reporting, and a number of other factors. For further information on the key estimates, judgements, and assumptions applied, please refer to the pages with quantitative ESG data tables.

5. Reporting changes

TGS' 2024 sustainability report has been prepared in compliance with CSRD and ESRS. TGS' assessment and presentation of material sustainability matters were updated in 2025 due to the TGS-PGS merger and guidance issued by EFRAG. Based on an improved understanding of ESRS definitions of consumers and end users, S4 (Consumers and End-Users) is no longer considered a material topic as TGS does not have a material impact on and is not exposed to material risks associated with individuals who consume goods for personal use.

The presentation of material impacts, risks and opportunities (IROs) in relation to each ESRS topical standard in the Materiality assessment section is changed to better distinguish between actual and potential impacts, and to improve alignment of sustainability related risks. Further discussions of the specific changes to the impacts, risks and opportunities determined to be material in the 2024 double materiality assessment may be found in the Double Materiality section (I.C).

TGS has not included metrics from prior years due to the material impact and deviation in relation to metrics from prior years as a result of the TGS-PGS merger. Sustainability metrics and indicators that were presented in the sustainability statements in 2023, but that are considered not relevant for material IROs, have been removed from this report.

6. Risk Management and internal controls over sustainability reporting

During 2024, TGS regularly assessed risk and controls over its sustainability reporting process. The sustainability reporting process was discussed and reviewed with the Board of Directors and the Audit Committee and discussed with TGS' external auditors who provide limited assurance over the sustainability statement.

TGS is exposed to risks associated with incomplete or inconsistent reporting on sustainability topics and the alignment of accounting methods and practices between TGS and PGS. There are also risks related to the accuracy of data inputs and manual errors in the reporting process from aggregating data from multiple systems into the corporate disclosure management system and integrating multiple data sources as a result of the TGS-PGS merger.

TGS has implemented controls based on the assessment of risks in the sustainability reporting, including review controls for quantitative and qualitative data in the sustainability report by relevant business areas, group functions and TGS' Sustainability and Quality department, as well as access controls and automated input controls in the sustainability reporting system, Position Green.

7. External review

TGS' external auditors perform testing on TGS' sustainability reporting as part of the limited assurance provided over the Company's sustainability statements. The assurance activities performed by the external auditor are described in the Independent Sustainability Auditor's Limited Assurance Report in the Appendix.

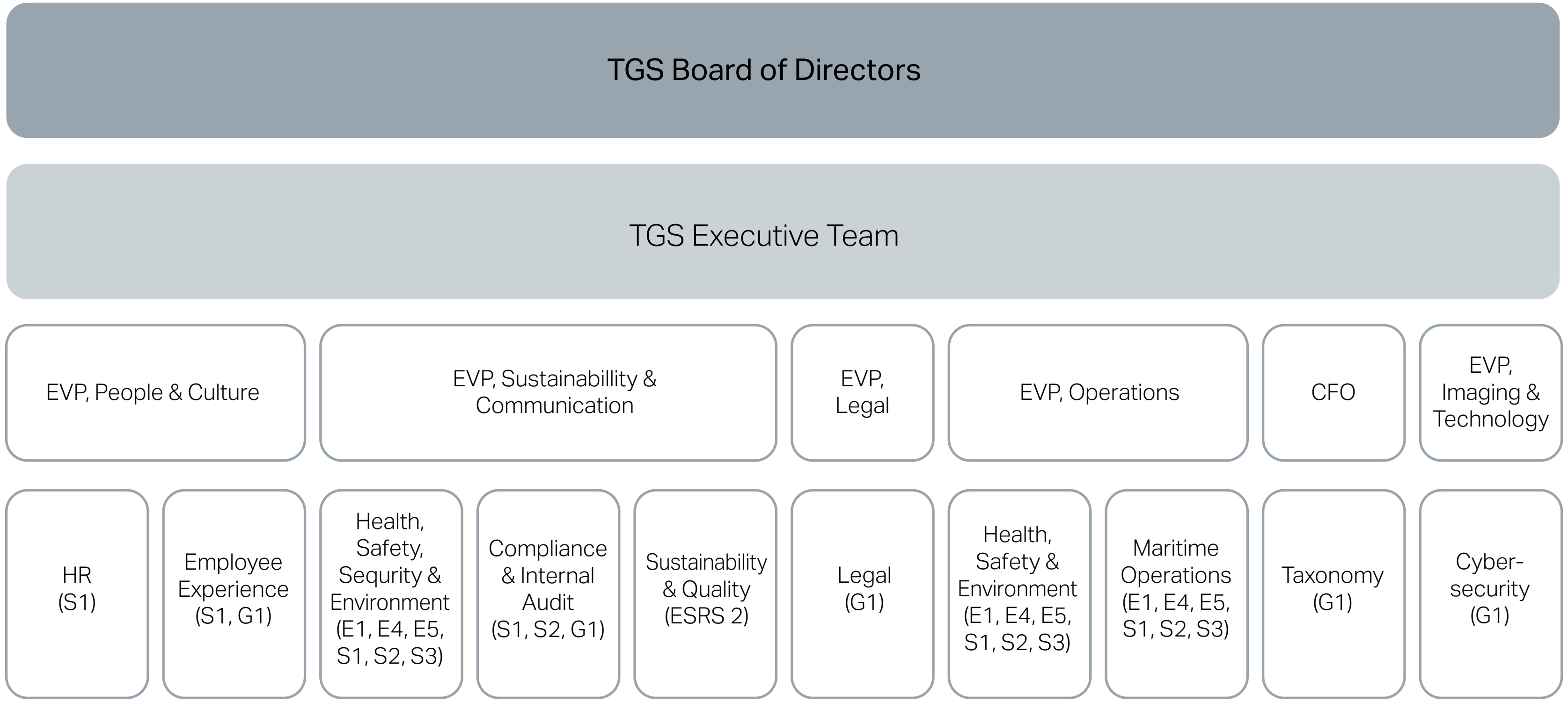
C. Our approach to sustainability

1. Sustainability Governance

a. Role of administrative, management and supervisory bodies

TGS' administrative, management and supervisory bodies include TGS' Board of Directors, which is comprised of eight independent directors elected by shareholders on an annual basis, and TGS' Executive Team, which includes the CEO and nine executives employed by TGS. In 2025, TGS will also be electing three employee representatives to serve on the Board of Directors.

The Executive Team is responsible for developing and implementing TGS sustainability strategy and is overseen by TGS Board of Directors, who provide input and approve the strategy. The Board of Directors provide strategic guidance on TGS' sustainability strategy and input on material sustainability impacts, risks and opportunities, and ensures TGS' Executive Team addresses and manages these considerations in their implementation of the strategy. TGS' Audit Committee oversees TGS' corporate enterprise risk management process and its sustainability reporting in accordance with the previously mentioned frameworks.



Sustainability-related competencies are assessed, developed and integrated across TGS' Board of Directors and Executive Team in accordance with their roles and prior experience. TGS' Board collectively offers expertise and guidance on environmental, social and governance compliance and risk management in relation to material sustainability matters, including legal and regulatory compliance, supply chain management culture development, working with local communities, operational health and safety, workforce development, and climate and biodiversity impacts. Where needed, the Board will also consult with internal and external experts to share industry trends, advise on potential risks, opportunities and impacts, and augment understanding of sustainability topics.

The Executive Team is responsible for execution of TGS' sustainability strategy. Many of these sustainability-related impacts, risks and opportunities are incorporated in the Company's commercial, operational and workforce strategies and managed by departments within TGS and members of the Executive Team. As outlined in the following chart, multiple departments at TGS, such as Sustainability and Quality, Health, Safety, Security and Environment, Operations, People and Culture, Cybersecurity, Legal, Finance, Compliance and Internal Audit, play critical roles and are accountable for specific aspects of TGS sustainability strategy.

For the composition, experience, and diversity of the Executive Team and Board of Directors, see the Executive Leadership section (p.15-17) and Board of Directors section (p.34-36) of the Annual Report. For additional information the roles and responsibilities of the Board of Directors, see sections 8-10 (p.41-42) of the Corporate Governance Report in the Annual Report.

b. Information provided to and sustainability matters addressed by administrative, management and supervisory bodies

The Executive Team and Board of Directors hold multiple sessions throughout the year to discuss the various sustainability impacts, risks, opportunities (IRO) relevant to the business and value chain. The relevant departments share specific strategies around key areas (i.e., cybersecurity, health and safety, workforce development) and progress against these action plans. TGS has not set measurable, outcome-oriented or timebound targets for material IROs; however, the Executive Team tracks sustainability performance and evolving materiality through overseeing the Company's different functions and uses relevant information in strategic decision-making.

The Board of Directors receives regular reports and provides input on material sustainability issues. On a quarterly basis, the board receives updates on health, safety and environment (HSE) statistics, compliance matters, vessel and operations update, business and commercial performance, financial matters, employee engagement, development and workforce matters. At least twice a year, the board reviews corporate strategy, remuneration process, and enterprise risk management. On at least an annual basis, the board reviews the annual report, sustainability statement, double materiality assessment, corporate governance practices, and emerging regulations. Other topics related to material sustainability matters, such as cybersecurity, are discussed by the Board as required.

TGS' Board of Directors is responsible for the execution of TGS' Remuneration policy, based upon the advice of the Compensation Committee. In 2024, TGS long-term incentive program included health and safety key performance indicators (zero fatalities and permanent injuries, total recordable case frequency), employee engagement and workforce key performance indicators, and environmental key performance indicators (zero reportable spills, emissions strategy). Our carbon footprint materially changed as a result of the TGS-PGS merger, our realistic steps to setting an attainable net-zero strategy are to be assessed in 2025 as we combine the activities as one organization. As such, TGS did not factor climate-related considerations into our remuneration in 2024. For a further understanding of the key elements of our remuneration policy and the proportion of variable remuneration dependent on sustainability-related key performance indicators, see the 2024 Remuneration Report and TGS Remuneration Policy, both available at www.tgs.com.

2. Sustainability strategy

a. Business model & value chain

TGS' fully integrated offering of seismic streamer and OBN with extensive multi-client, contract and imaging operations makes us a trusted partner to our clients in the exploration and production of energy resources worldwide. Following the TGS-PGS merger, TGS' business is organized into the following segments:

- **Contract**: We acquire proprietary contract data for clients by state-of-the-art seismic vessels equipped with advanced steerable multi-sensor GeoStreamer® technology and/or leading edge OBN acquisition technology.

- **Multi-client**: We initiate, acquire, process, market and sell seismic data sets to multiple customers on a non-exclusive basis (multi-client). We either own or have exclusive licensing rights to the seismic data and sell these to customers under license agreements. In addition to seismic data, our geophysical library includes gravity, magnetics, seep, geothermal, controlled source electromagnetic, multibeam data, and well data.

- **New Energy Solutions**: We provide valuable insights for the energy transition toward more sustainable energy systems, focusing on CCUS, offshore wind, solar energy, deep sea minerals and geothermal markets. TGS' data-driven solutions and accessible data platforms help reduce costs, risks, and cycle times, helping customers and partners meet their carbon reduction goals.

- **Imaging**: We employ the latest processing technologies to deliver the imaging products demanded by energy companies through our extensive multi-client data library and proprietary processing.

- **Operations**: We are responsible for the safe and efficient delivery of all our marine seismic acquisition projects and for managing our owned and chartered fleet and equipment inventory.

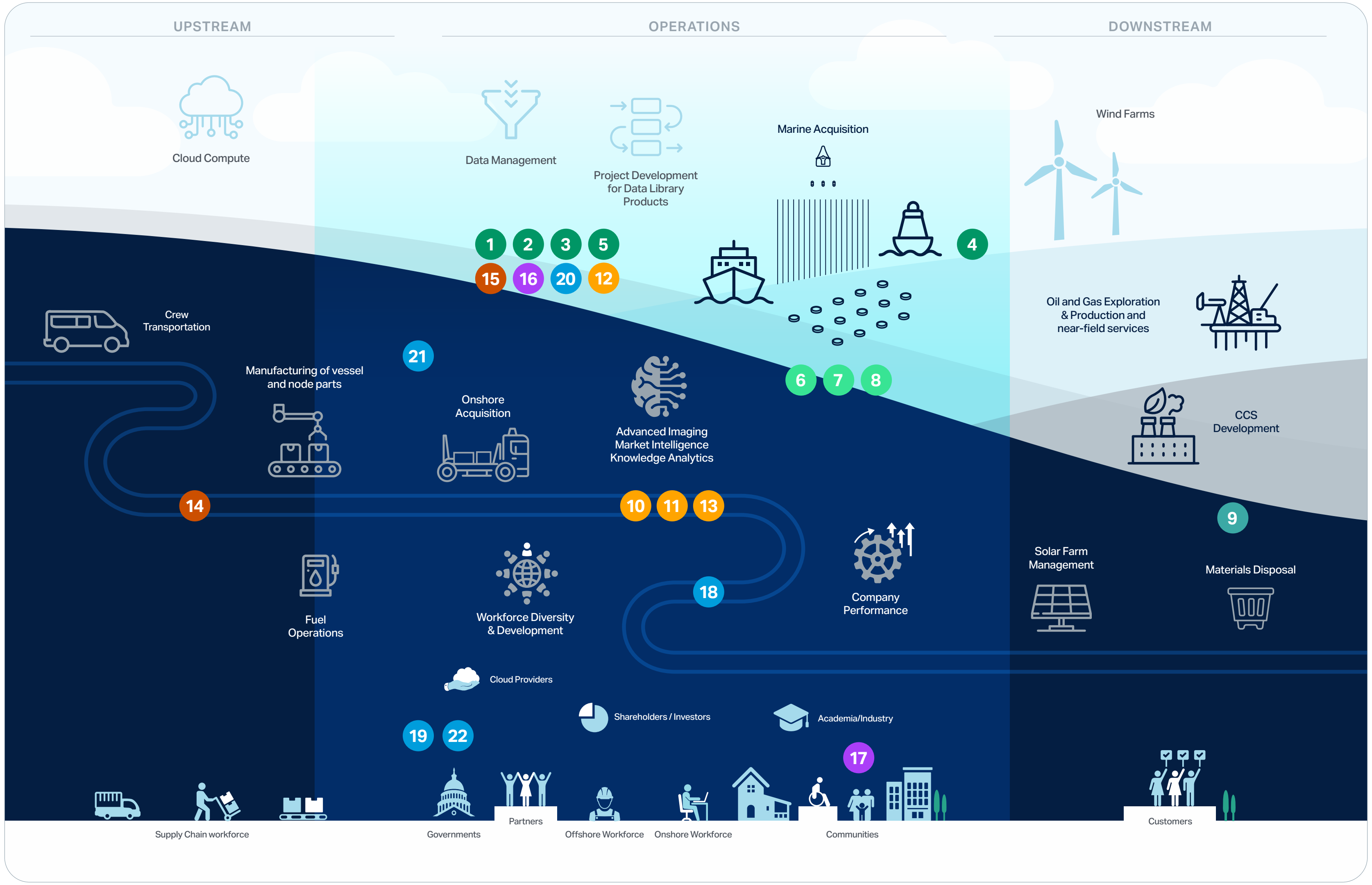
- **Shared Services**: Shared services consist of corporate over-head expenses in addition to certain services provided across business units, such as technology development, data and analytics, data management and information technology.

The majority of our revenues are generated from our Contract and Multi-Client segments. We acquire seismic contract data by either (i) using the high-capacity 3D seismic Ramform vessels equipped with unique GeoStreamer® technology or (ii) using our leading edge OBN technology and operational expertise. Our acquisition services are used in both mature and developed fields as well as emerging or frontier regions, and we operate worldwide, supporting a diversified client base consisting of a wide range of international, national and independent energy companies who operate in one or more of the following sectors: hydrocarbons sector, wind, solar, CCUS. TGS is active in the hydrocarbons sector (oil and gas) and the majority of its revenue (>95%) relates to providing energy data and intelligence services that support hydrocarbon exploration and production; however, as our services support exploration of both oil and gas, we are unable to disaggre-gate revenues from oil or from gas.

TGS' supply chain includes multiple different types of key/main suppliers:

- **Vessel Providers**: TGS may charter or contract for vessel services to conduct some of our marine acquisition operations
- **Marine Operations Suppliers**: These suppliers support TGS' marine acquisition services as technology providers, crew providers, environmental permitting companies, transport providers, fuel providers, etc.
- **Onshore Operations Suppliers**: These suppliers support TGS' onshore acquisition services from providers of the acquisition equipment, crew providers, environmental permitting companies, transport providers, fuel providers, etc.
- **In-Country Support**: These suppliers, agents, and third parties are retained to assist with in-country relationships and operations for projects, whether its customs brokers, port agents, local partners, environmental impact providers, local community or government liaisons, etc.
- **Manufacturing Suppliers**: These suppliers manufacture the equipment used in TGS' operations, including nodes, streamers, and vessel parts
- **Technology & Cloud Suppliers**: These suppliers provide cloud compute, ML, IT and technology services
- **Industry Partners**: These are industry peers that TGS will partner with on projects.

Please see the Highlights (p. 4-7) and This is TGS sections (p. 9-14) of the Annual Report for further details regarding TGS' business, operations, strategy, and performance in 2024.



Impacts, Risks & Opportunities

Climate Change (E1)

1. Energy Use & Related Emissions – Negative Impact
2. Emissions and Carbon Taxes - Risk
3. Climate Impact to Field Operations - Risk
4. New Energy Solutions - Opportunity
5. Transition to Net Zero GHG Emissions - Risk

Biodiversity & Ecosystem (E4)

6. Potential Ecosystem Disruption from Marine Operations – Negative Impact
7. Spill Potential in Field Operations – Negative Impact and Risk
8. Compliance with Environmental Permits – Risk

Resource Use & Circular Economy (E5)

9. Battery Disposal – Negative Impact and Risk

Own Workforce (S1)

10. Equity in the Workplace – Negative Impact and Risk
11. Compensation and Total Rewards – Positive Impact and Opportunity
12. Safe and Healthy Working Environment – Negative Impact and Risk
13. Development and Advancement of Workforce – Positive Impact and Opportunity

Workers in the Value Chain (S2)

14. Human Rights in Supply Chain – Negative Impact
15. Health & Safety in the Supply Chain – Negative Impact and Risk

Affected Communities (S3)

16. Disruption to Local Communities – Negative Impact and Risk
17. Economic Advancement of Local Communities – Positive Impact and Opportunity

Governance & Business Conduct (G1)

18. TGS Culture – Positive Impact and Opportunity
19. Compliance with the Law – Negative Impact and Risk
20. Cybersecurity Threat – Negative Impact and Risk
21. Supply Chain Management – Negative Impact and Risk
22. Whistleblower Protection – Negative Impact

b. Interests & views of stakeholders

TGS engages with stakeholders to gain feedback on and understand the material social, health, safety, environmental, and economic impacts associated with our activities and business relationships. We incorporate the feedback from our stakeholder dialogues at the management, corporate and business area levels into our strategy and formation of action plans. These inputs are also reflected in reporting to TGS Executive Team and Board of Directors.

Our key stakeholders include those identified in our value chain: our customers, our workforce, local communities in which we operate, governments, suppliers, investors and industry groups.

Stakeholder Group	Types of Engagement	Purpose of Engagement	Areas of Focus	Outcomes of Engagement
Customers	• Customer due diligence exercises and audits on material sustainability matters (compliance, HSE, cybersecurity, supply chain, human rights) • Participation in customer supply chain forums, HSE workshops, customer strategy meetings, TGS forums for customers • Alignment with customer policies and procedures, including Supplier Code of Conduct, HSSE, Compliance, Human rights, and other relevant policies.	TGS engages with these stakeholders to ensure the services and products we are providing are meeting customers' needs and are best-in-class in the industry	• Business Conduct • Health & Safety • Environmental Impact • Human Rights • Supply Chain Management	Our engagement with customers helps inform our strategy to ensure: • Our commitment to providing high-quality products and world-class customer service • We conduct our operations in a safe, healthy, and sustainable manner while protecting the environment and natural resources • We operate in accordance with the law and with zero tolerance for corruption or bribery
Workforce	• Annual engagement survey and periodic pulse surveys • Global, regional, and business unit townhalls and forums • Round-table sessions with Executive Leaders • Business unit strategy sessions • Direct and indirect feedback provided through managers and leaders	TGS engages with its workforce to ensure we meet these objectives: • Providing a safe, healthy, and inclusive work environment with the opportunity to achieve excellence • Strong leadership that implements a Company strategy aimed at long-term success • Ensuring fair and equitable compensation and benefits • Equal opportunity for employment, development and advancement	• Health & Safety • Corporate Culture • Equal Treatment and Opportunities • Working Conditions • Social Responsibility • Business Conduct	TGS Executive Team and broader business unit leadership teams actively participate in open forums with employees. In addition, the Board of Directors visits each major office at least once a year and holds an open forum with employees. Engagement survey and pulse survey results are analyzed based upon department, location, and other key workforce demographics with the aim of creating and implementing action plans.

Stakeholder Group	Types of Engagement	Purpose of Engagement	Areas of Focus	Outcomes of Engagement
Local Communities	• As part of project planning and permitting, TGS will engage with local communities and fishery organizations that may be impacted to address concerns • TGS provides resources, training, and services back to communities as part of their projects and operations in the region • At a corporate level, TGS supports and encourages employee involvement in charitable and community organizations where their offices are located	This engagement allows TGS to understand the needs and address the potential social and environmental impact our operations may have on the community, as well as foster a positive relationship with communities through education programs or other initiatives. While affected communities may not directly provide input on our Company's strategy or business model, the interactions we have with these communities and regions on our projects affect how we conduct our project operations and the resources and efforts we allocate in areas.	• Environmental Impact • Economic Development • Business Conduct • Social Responsibility	Engaging with our local communities helps shape our projects and operations by ensuring we are protecting the environment and natural resources critical to those communities, as well as providing the necessary training and local resources to advance economic development and growth.
Government	As TGS has direct relationships with governments in many of the regions in which it operates, feedback is provided directly to the Company. In other regions, feedback is obtained more indirectly through regulatory frameworks and industry groups.	The purpose of this activity is to ensure regulatory compliance, anticipate any changes in policy and highlight how TGS can support their ongoing Energy needs.	• Health & Safety • Environmental Impact • Working Conditions • Business Conduct • Supply Chain Management	Government engagement ensures TGS compliance with applicable laws and regulations as well as development of energy strategies and local content programs that support local government needs.
Industry Groups	TGS works with and through industry groups including EnerGeo Alliance, NOIA, IOGP, Norwegian Shipowners Association, etc. This involvement includes sitting on the boards and in committees of these groups, actively participating in industry events, providing research, data and funding to support initiatives.	The purpose of this stakeholder engagement is setting industry standards, solving industry-wide issues, and collaborating on industry-wide initiatives	• Health & Safety • Environmental Impact • Working Conditions • Business Conduct • Economic Development • Supply Chain Management	We are able to utilize the industry learnings and collaborations to advance and improve our own strategies and actions related to health and safety, environment, workforce engagement, and other key sustainability areas.
Investors	TGS has numerous forums and opportunities for shareholders to provide feedback, including through investor roadshows, one-on-one meetings, analyst surveys and questionnaires, and direct communication with our investor relations department.	As TGS is a publicly traded Company, it carries obligations to its shareholders to ensure the Company is operating in a way the shareholders deem satisfactory	• Business Conduct • Health & Safety • Environmental Impact • Social Responsibility	We incorporate investor feedback when shaping our commercial, remuneration and sustainability strategies and actions.
Suppliers	TGS conducts due diligence and collects metrics from suppliers on material sustainability issues related to HSE, compliance, cybersecurity, human rights, and workforce policies and practices to ensure alignment with our programs. Depending upon the nature of services, suppliers and their workers will receive training on key sustainability issues (HSE, operations, compliance).	Engagement with these stakeholders is critical to ensure TGS' commercial, sustainability and operational objectives are aligned and achieved.	• Health & Safety • Environmental Impact • Working Conditions • Business Conduct • Supply Chain Management	The Company utilizes the supply chain due diligence and inputs to assess their ability to comply with our commercial, operational, and sustainability standards and programs, as well as evaluate risk to our operations and opportunity for further collaboration.

c. Sustainability in TGS' strategy

Operating sustainably and responsibly underpins TGS' strategy, which is centered around:

Value

We are focused on capturing value for TGS and our customers, government partners and shareholders by creating seamless integration between products, services and technologies, leading to improved quality, shorter cycle-time and reduced cost. We create value to our customers and shareholders by ensuring our operations and projects are properly managed to identify and mitigate risks, whether that is commercial, financial, health and safety, human rights, environmental, legal, or compliance risk.

Resilience

We are focused on ensuring resiliency for TGS and the communities in which we operate by extending our exposure beyond hydrocarbons to include renewable energy and CCUS and supporting the various energy development efforts in the countries in which we operate. We expect global energy consumption to continue to increase in the longer term with oil and gas remaining an important part of the energy mix while the global energy transition continues to evolve. Offshore reserves will be vital for future energy supply, supporting demand for marine seismic services. Over time we anticipate that the demand for products and services relating to exploration for oil and gas will gradually decline, but the pace and magnitude of the demand shift from hydrocarbons to renewables remains uncertain and difficult to predict. At the same time, the energy transition also presents new markets for our services, and TGS' New Energy Solutions business unit is capitalizing on our expertise and assets to develop products and services for our clients in the energy transition sector.

Being proactive in our industry-leading health, safety and environmental efforts builds resilience within our operations and workforce and mitigates potential impacts on the environment. Our operations are exposed to extreme weather and other hazardous conditions as well as subject to risks of injury to personnel and loss of equipment. We have implemented and maintain a robust health, safety and environment program that manages our responsibility for the health and safety of our employees and the environments in which we operate. Systems for reporting and tracking the occupational health of our employees are in place in our business units. Company-wide initiatives focus on the further development of our environmental management systems. We consider each employee to be a vital contributor to health, safety and environment in our Company, and we are fully committed to our health, safety and environment program.

Knowledge

We are focused on building knowledge within our workforce as well as within our industry and communities. We provide opportunities for our workforce to develop and advance through internships, technical training programs, and professional development opportunities to continuously improve the knowledge base. We provide a dynamic and professionally challenging work environment to foster an engaged workforce.

Knowledge and technology are key for creating long-term growth potential as we aim to lead technology development from acquisition to imaging to reservoir characterization. The homogenous acquisition fleet of vessels with GeoStreamer® multi-sensor technology and our OBN technology allow TGS to offer differentiated services to our customers. We also see significant potential in adopting artificial intelligence and machine learning techniques both for generating more business opportunities by extracting more knowledge out of the data and by making key processes more cost and time efficient by automation.

In 2024, as part of the TGS-PGS merger and integration, TGS established employee working groups to review the strategies and business operations of their respective areas (imaging, technology, human resources, legal, finance, multi-client, operations, sustainability, etc.) and develop proposed integration strategies and plans. While this process was led by leadership from both companies, over a hundred employees were involved in this process with hundreds more providing input. This formed the foundation for TGS' current strategy.

More information on how the sustainability actions we implement support our strategy and priorities around capturing value, ensuring resiliency and building knowledge and the involvement of stakeholders in that process can be found within the Environment (II), Social (III) and Governance (IV) sections of this report.

D. Double materiality assessment

1. Outcome

TGS' 2024 double materiality assessment is based upon the recently combined organization following the TGS-PGS merger and covers the assets and operations of the merged organization and entities owned (>50%) by TGS ASA post-closing.

TGS is planning for the integration to continue to take place through most of 2025, as processes, systems and tools are being re-evaluated in light of the new strategy and operations. Updates to TGS' prior double-materiality assessment are predominantly due to the impact of the TGS-PGS merger, specifically:

- TGS now owns and operates seven active seismic vessels and charters two vessels to conduct both multi-client and proprietary acquisition. In addition, the Company enters into short-term charters for support vessels mainly related to OBN projects on a case-by-case basis.
- TGS workforce almost doubled in size, and its demographics have shifted such that ~30% of the workforce is offshore crew. The Company also added a small percentage of office-based employees in Malaysia, Nigeria, Egypt and Angola.
- TGS has increased its Imaging and Technology offerings and advanced its technology portfolio.

Identification

In the first few months following the TGS-PGS merger, the Company held multiple strategy and business review sessions to develop new Company-wide and business-unit-wide strategies to account for the new Company and operations. TGS' strategy was presented to stakeholders at the Capital Markets Day at the end of August and TGS' Board of Directors reviewed the business unit strategies in October.

A Sustainability working group was also established that included employees from both TGS and PGS involved in sustainability, quality, health and safety, and operations for the respective companies. This group held several sessions evaluating each Company's HSE and sustainability strategies, risk assessments and operations to determine the new strategy going forward.

This group evaluated prior double materiality and enterprise risk assessments by the respective companies and held meetings with the key departments and business units involved in various aspects of implementation of the sustainability initiatives. This included Operations, Compliance and Internal Audit, Legal, Business Development and Commercial groups, Supply Chain, Maritime and Fuel Management, and People & Culture.

Key areas of focus include climate change, biodiversity, labor conditions, and regulatory changes, all of which influence financial performance. These are assessed to understand how they create financial risks, such as increased operational costs, regulatory penalties, and reputational damage. At the same time financial opportunities are explored, such as cost savings from energy efficiency, new revenue streams and enhanced investor confidence. This ensures the connections between these aspects are considered as part of the identification exercise.

A total of 55 environmental, social, and governance (ESG) impacts, risks, and opportunities, were identified as relevant to the Company's value chain described above.

Assessment and prioritization

This information culminated in an assessment and calibration of the identified impacts, risks and opportunities in light of the new Company strategy, financial and operational size of the Company, and value chain. For our upstream value chain, we focused on the key suppliers and took into consideration the nature and geographic location of their operations. For our downstream value chain, we focused on our direct customers.

We held several internal workshops that included representatives from HSSE, Sustainability & Quality, People & Culture, and Compliance & Internal Audit to assess this information and create a preliminary prioritization of material impacts, risks and opportunities. This was presented and discussed with the Board and Executive Team in October for their input and approval. From this analysis, TGS assessed 18 impacts, 13 risks and five opportunities to be material:

- **Environmental (E1, E4, E5):** Key risks relate to climate regulations, biodiversity impacts, and resource use, including emissions-related costs, ecosystem disruptions, and waste management challenges. Opportunities exist in renewable energy expansion and improved sustainability practices to mitigate environmental impacts. E2 is not considered material as the material pollution aspects are covered in E1 and E4. E3 is not considered material as TGS does not have a material impact on, and is not exposed to material risks associated with, removal or extraction of items from the marine environment or removal and use of water in its operations.

- **Social (S1, S2, S3):** Identified risks include workplace inequity, worker safety, and community disruptions, while positive impacts stem from diversity initiatives, workforce development, and economic contributions to local communities. Strengthening health, safety, and human rights protections is critical. S4, Consumers and end users are not considered a material topic, as TGS does not have a material impact on, and is not exposed to material risks associated with, individuals who consume goods.

- **Governance (G1):** Business risks center on legal compliance, cybersecurity, supply chain oversight, and whistleblower protections. A strong corporate culture and transparent compliance programs contribute positively to long-term business resilience.

TGS' Sustainability Report includes separate chapters on all material sustainability topics covered by ESRS that discuss our approach to addressing each material impact, risk and opportunity (IRO). In addition, TGS has included one Company-specific sustainability topic: cybersecurity. A detailed breakdown of these risks, opportunities, and impacts is provided in the accompanying table, and those with an asterisk identify ones that were added as being material in 2024.

	Material IRO	Description
Environment - Climate Change (E1)		
Risk	Emissions & Carbon Taxes	The potential risk of additional taxes and new penalties imposed upon the Company in the medium- and long-term in relation to the operation of TGS vessels or chartering of third-party vessels due to implementation emissions or carbon tax laws and regulations.
Risk	Climate impacts to field operations	Changing climate/weather negatively impacting onshore and offshore seismic acquisition operations (heat, hurricanes, flooding), which increases the risk of delays to projects or additional project costs in the medium- and long-term.
Opportunity	New Energy Solutions	The opportunity for the Company in the short-, medium-, and long-term to expand of services offerings, and thus increased revenue, through supporting the development and production of wind, solar and CCUS.
Negative Impact (Actual)	Energy Use & Related Emissions	The impact to the environment related to emissions from marine acquisition operations (Scope 1 and 3), and on-premise data center operations (Scope 2) in the short-, medium-, and long-term. The fuel and electricity consumed by these operations, where not sourced through renewable resources, emit carbon and other greenhouse gases into the air.
Risk	Transition Operations to Net-zero GHG emissions	Increased geophysical surveying costs and capital investments by the Company in the medium- and long-term due to the cost of GHG emission reduction efforts (e.g., cost of technology, cost of cleaner fuel types etc.)

	Material IRO	Description
Environment - Biodiversity & Ecosystems (E4)		
Negative Impact (Potential)	Potential Ecosystem Disruption from Marine Operations	The potential risk of disruption to mammal migration paths or spawning groups or introduction of a non-native species, in the short- and medium-term, if proper mitigation measures are not imposed and followed when conducting seismic vessel operations, either with TGS own vessels or through third party vessels.
Negative Impact (Potential)	Spill Potential in Field Operations	Spill potential exists for field operations in the in the short-, medium-, and long-term. This would have a negative impact on the marine ecosystem as it could cause water pollution, damage to the local environment, and potentially nearby communities, which would be highly impactful to marine life and ecosystems were it to materialize.
Risk	Spill Potential in Field Operations	There is a financial risk to the Company related to potential fines, penalties, lawsuits, remediation costs, and reputational damage in the short-, medium-, and long-term associated with failure to implement operational procedures and HSSE practices to prevent spills from vessel or onshore operations, which would cause water pollution, damage to the local environment, and potentially nearby communities.
Risk	Compliance with Environmental Permits	The risk and increased cost to the Company related to potential penalties, fines, permit costs, remediation efforts in the short- and medium-term if marine and onshore operations fail to comply with environmental permits and increased environmental regulations and permitting requirements. This includes compliance with environmental laws related to biodiversity, waste management, pollution, etc.

	Material IRO	Description
Environment - Resource Use & Circular Economy (E5)		
Negative Impact (Potential)	Battery disposal	The potential negative impact to the environment in the short- and medium-term for failure to properly dispose of or recycle batteries used in node operations includes pollution through the additional waste generated.
Risk	Battery disposal	There is a risk to the Company of increased costs related to potential lawsuits, fines, penalties, and reputational damage in the short- and medium-term if TGS fails to implement properly recycling, repurposing and disposal practices for the batteries used in node operations risk of fines and penalties.
Social – Workforce (S1)		
Negative Impact (Potential)	Equity in the Workplace	Without effective measures to prevent unlawful bias, prejudice and harassment, the Company risks fostering a discriminatory work environment. This has the potential to lead to unequal opportunities to underrepresented groups, which hinder diversity, and negatively affect employee morale, retention and organizational growth in the short-, medium-, and long-term.
Risk	Equity in the Workforce	The potential cost related to remediation, fines, penalties, and reputational damage, as well as increased costs due to turnover, to the Company in the short- and medium-term should it fail to provide a workforce free from unlawful bias, prejudice and harassment ensure that women and other underrepresented groups are given equal opportunity for development and advancement. There is also a related opportunity for the Company to recruit and retain key talent as well as grow and prosper by providing a workplace free of unlawful bias, prejudice and harassment and continually working to improve diversity within the organization to ensure that women and other underrepresented groups are given equal opportunity for development and advancement.
Positive Impact (Actual)	Compensation and Total Rewards	Market-competitive compensation structure and total rewards packages (benefits, pension, etc.) directly impacts employee quality of life and living standards in the short- and medium-term. Conversely, failing to maintain these programs has a potential negative impact to employee quality of life, wellbeing and living standards.

	Material IRO	Description
Opportunity	Compensation and Total Rewards	The provision of fair and market-competitive benefits to the TGS workforce helps retain key employees, thus reducing costs associated with employee turnover, and increases the opportunity for the recruitment of new talent in the short- and medium-term.
Negative Impact (Potential)	Safe & Healthy Working Environment	Failure to ensure a safe and healthy work environment can negatively affect employees and their families in the short- and medium-term as it will increase the risk of injury or potential fatalities, particularly in offshore operations. Conversely, implementing and ensuring a robust and transparent health and safety program minimizes potential negative impacts to employees and their families by preventing injuries and has the potential to improve industry practices by sharing and applying standards and practices.
Risk	Safe and Healthy Working Environment	The potential risk to the Company of potential costs, reputational damage, and workforce morale in the short- and medium- term related to a human injury in operations should the Company fail to have a robust health and safety program.
Positive Impact (Potential)	Development and Advancement of Workforce	The provision of technical, professional and career training and development resources and opportunities to our workforce has the potential to positively impact our employees by improving and expanding their expertise, skills and knowledge and advancing their careers in the short- and medium-term. Conversely, failing to adequately train and develop our workforce has a potential negative impact to employee engagement and advancement.
Opportunity	Development and Advancement of Workforce	The provision of technical, professional and career training and development resources and opportunities to our workforce helps retain key employees, increases opportunity for recruitment of new talent, and creates a more engaged workforce which leads to lower turnover rates, reduced costs, and a workforce invested in the Company's success in the short- and medium-term.

	Material IRO	Description
Social - Workers in the Value Chain (S2)		
Negative Impact (Potential)	Human Rights in Supply Chain	The impact on workers in the value chain, including wellbeing and performance, should the Company not implement appropriate measures to ensure our supply chain complies with human rights laws and provides workforces free of discrimination and harassment.
Negative Impact (Potential)	Health & Safety in the Supply Chain	**Note**: The workers we refer to herein are S2 workers in the value chain who are contractors and subcontractors providing services on land/marine field operations. Failure to ensure a safe and healthy work environment during geophysical operations (either on TGS vessels or those chartered through a third party) can negatively affect workers in the value chain supporting those operations and their families in the short- and medium-term as it will increase the risk of injury or potential fatalities, particularly in offshore operations. Conversely, implementing and ensuring a robust and transparent health and safety program, particularly in seismic operations, minimizes potential negative impacts to these workers and their families by preventing injuries and has the potential to improve industry practices by sharing and applying standards and practices.
Risk	Health & Safety in the Supply Chain	The potential risk to the Company of potential additional costs and reputational damage in the short- and medium-term related to a human injury or human rights issue in the supply chain's workforce that occurs during our acquisition operations.

	Material IRO	Description
Social - Affected Communities (S3)		
Negative Impact (Potential)	Disruption to Local Communities	The potential impact to the local communities in the short- and medium-term, including indigenous people, fishing communities, landowners and other stakeholders that may occur when conducting (temporary) acquisition operations.
Risk	Disruption to Local Communities	Financial risk to the Company in terms of potential additional costs and project delays that may occur in the medium-term when conducting acquisition operations if there are disruptions from local communities, including indigenous people, landowners and other stakeholders. This may include delaying permits due to additional hearings that could delay or hinder projects, and the implementation of additional measures or remediation, both of which would increase costs and impact project performance and potential revenue.
Positive Impact (Potential)	Economic Advancement of Local Communities	The positive impact to local communities in the medium- and long-term through the provision of jobs, technical and professional training, community development, and environmental projects undertaken by the Company as part of seismic acquisition projects in Africa, Latin America and Asia Pacific.
Opportunity	Economic Advancement of Local Communities	The provision of jobs, training, other local resources to local communities, and supporting energy development within the country, enhances TGS' partnership and connections in countries and regions. Strengthening partnerships with local communities and governments provides for more business opportunities and growth in the short- and medium-term.

	Material IRO	Description
Governance - Business Conduct (G1)		
Positive Impact (Potential)	TGS Culture	Maintaining and fostering a unified, strong corporate culture and alignment enhances the ability for the Company to successfully implement its strategy and objectives and to perform successfully and has a positive impact on employee wellbeing and productivity in the short- and medium-term. It boosts collaboration, attracts new talent to the organization and allows TGS employees to be adaptable to change. TGS' culture positively impacts key stakeholders, including shareholders by increasing profitability, customers by successfully delivering on projects, and workforce through engagement. On the other hand, a poorly defined and fragmented corporate culture could potentially have a negative impact on the Company's corporate culture.
Opportunity	TGS Culture	TGS' culture drives TGS' success as it helps ensure the Company is able to successfully deliver on projects, and keep the workforce engaged. This reduces project inefficiencies and delays and improves retention and reduces turnover in the short- and medium-term.
Negative Impact (Potential)	Compliance with the Law	Failing to implement a strong and effective compliance program and whistleblower protection that ensure ethical business practices and compliance with the laws applicable to the Company (anticorruption, antitrust, trade controls, insider trading, tax, etc.) has the potential negative impact of directly or indirectly contributing to violations of the law in the short- and medium- term. Any failure to comply in this area will erode trust in the Company and have the potential to directly impact the value chain in the long term.
Risk	Compliance with the Law	The potential risk to the Company related to potential costs, reputational damage, and remediation efforts in the short- and medium-term for failing to implement a strong and effective compliance program and whistleblower protection that ensure ethical business practices and compliance with the laws applicable to the Company (anticorruption, antitrust, trade controls, insider trading, tax, etc.)

	Material IRO	Description
Negative Impact (Potential)	Cybersecurity Threat	TGS provides and manages exploration and development data, software, and data management services for governments and customers. This data is considered commercially valuable and confidential for customers as it relates to their own exploration and development strategies, and it provides monetary revenue for governments. TGS also provides software that supports clients' ability to manage energy infrastructure and interpret and manage their own seismic data. Finally, TGS' vessels and land operations are managed using technology. The potential negative impact if TGS does not implement a robust cybersecurity program and is subject to a data breach or cyberattack could put customer or government commercial data at risk, affect the software TGS provides, impact vessel operations, or put employee data at risk in the short-, medium-, and long-term.
Risk	Cybersecurity Threat	The potential risk to the Company in the short- and medium-term should it fail to implement a robust cybersecurity program and is subject to a data breach or cyberattack could include increased costs, reputational damage, and remediation efforts.
Negative Impact (Potential)	Supply Chain Management	The potential negative impact on ESG factors in the short-, medium- and long-term if TGS does not manage its suppliers with regards to sustainability, health and safety, environment, compliance with the laws, and human rights.
Risk	Supply Chain Management	The potential risk to the Company related to additional costs and reputational damage in the short- and medium-term should it fail to properly manage its suppliers with regards to sustainability, health and safety, environment, compliance with the laws, and human rights, and ensure that they abide by TGS policies and practices and the law.
Negative Impact (Potential)	Whistleblower Protection	The lack of proper policies and procedures to whistleblower protection and investigation and remediation related to whistleblower reports can negatively impact employees, the whistleblower, and other external stakeholders by failing to prevent retaliation or remediation of the issue and hindering compliance in the workplace in the short-, medium-, and long-term. Conversely, providing clear and transparent practices and procedures related to whistleblower protection and investigation and remediation of reports has the potential to minimize potential negative impacts to the workforce through increased trust, remediation of issues and prevention of future non-compliance.

Pollution (E2). The double materiality assessment included an evaluation of pollution-related impacts, risks and opportunities across our onshore and marine field operations and broader value chain. We utilized environmental data and operational performance metrics to assess actual and potential impacts from our seismic operations, including from potential spills or discharge and GHG-related emissions. No consultations with affected stakeholders were conducted as part of this materiality assessment process. The material pollution aspects of our operations are related to our climate-related IROs and biodiversity and ecosystem IROs and addressed within those sections of the report.

Water and Marine Resources (E3). We evaluated our operations and value chain to identify water and marine-related IROs, taking into account onshore and marine project operations' use of water. The removal or extraction of items from the marine environment or removal and use of water in its operations is not a key aspect of seismic operations. No consultations with affected stakeholders were conducted as part of this materiality assessment process. We address our potential impact, risks and opportunities related to the marine environment in the biodiversity and ecosystem section of the report.

Due to the TGS-PGS merger, additional ESRS guidance issued in 2024, and updated 2024 double materiality methodology outlined above, we have removed the following impacts, risks and opportunities previously identified as being material in 2023 assessment:

- Business model
- Transition to renewable energy sources
- Vessel and equipment optimization
- Removal of marine debris

2. Methodology & assumptions

The assessment methodology relies on input from internal subject matter experts across key group functions, including climate, environment, social responsibility, health and safety, communication, investor relations, compensation and benefits, diversity, inclusion and belonging, compliance, and enterprise risk management. Each business area contributes to the identification and evaluation of sustainability-related impacts, risks, and opportunities. All elements are assessed as unmitigated, which is a change to the 2023 assessment methodology.

Stakeholder perspectives are indirectly integrated into the assessment, which is updated annually. This year we did not directly consult with external stakeholders to review the outcome of the materiality assessment; however, we have included insights from our business areas colleagues, who have continuous dialogue with key stakeholders and a good overview of their interests and views. We also incorporated feedback received from interactions with external sustainability experts, and from users of TGS' sustainability disclosures.

Impact materiality is assessed in terms of likelihood and severity of positive and negative sustainability impacts from TGS' own operations and/or business relationships in the upstream and downstream value chain. We assessed the unmitigated impact based upon: (i) how severe would be on the environment or people, (ii) how widespread in terms of people, communities or sites, and (iii) ability to remediate the impact; (iv) how likely it would to occur or if it was an actual impact; and (v) if there the impact was relevant to human rights. For potential impacts, we assessed the likelihood of its occurrence. Based upon their aggregate likelihood and severity ratings, the impacts were determined to either be material or not material.

Financial materiality is assessed in terms of unmitigated risk of negative reputational, financial or commercial consequences for TGS that are associated with sustainability topics, as well as potential sustainability-related opportunities for TGS. The materiality of risks and opportunities is assessed based on the unmitigated likelihood and magnitude of anticipated effects on TGS' performance, financial position, potential liability, and market reaction, as well as taking into account where in the value chain the risk or opportunity would occur and the time horizon for the risk or opportunity. Quantification of monetary terms was supplemented with qualitative assessments to a high degree due to the complexity of defining exact values for potential risk and opportunity scenarios. Based upon their aggregate likelihood and magnitude ratings, the risks and opportunities were determined to either be material or not material.

TGS is updating its enterprise risk management evaluation in 2025, which is designed to assess all enterprise level risks to the organization (strategy, operations, people, financial and legal) in terms of likelihood to occur in the short term and severity of impact should it occur, taking into account existing Company mitigation measures. Going forward, TGS will calibrate the findings from the double materiality assessment with our enterprise risk management evaluation.

II. Environment

A. EU Taxonomy

The EU Taxonomy Regulation is a framework that defines which economic activities are environmentally sustainable and sets criteria for measuring and reporting their performance. TGS is reporting on revenue (turnover), capital expenditure and operating expenses associated with taxonomy-eligible and taxonomy-aligned activities in accordance with regulation EU (2020/852) and its delegated acts.

Identifying eligible activities

TGS has identified one activity that has been assessed for alignment with the criteria for climate change mitigation and one activity that has been assessed for alignment with climate change adaptation.

Underground permanent geological storage of CO_2 (CCM 5.12)

The permanent storage of captured CO_2 in appropriate underground geological formations is an eligible activity under the taxonomy. TGS acquires, processes and licenses subsurface geophysical data for the purpose of identifying underground permanent storage for captured CO_2 in appropriate underground geological formations onshore and offshore.

Close to market research, development and innovation (CCA 9.2)

Activities related to the research, applied research and experimental development of solutions, processes, technologies, business models and other products dedicated to climate change adaptation are eligible and enabling activities under the taxonomy. TGS' business model in the offshore wind industry is aimed at collecting wind and metocean data using solar-powered floating Light Detection and Ranging (LiDAR) buoys, which is then licensed to prospective offshore wind developers to aid them in planning, bidding and installing their potential offshore wind farms. TGS also provides offshore wind intelligence through datasets, insights and expert support for the full lifecycle of offshore wind projects through its TGS 4C Offshore service offerings. Finally, TGS carries out wind surveys using innovative seismic acquisition techniques to understand below-ground risks for offshore wind developments by providing subsurface data and geological knowledge.

Determining if eligible activities are aligned with taxonomy criteria

These eligible activities are then assessed against the criteria.

Underground permanent geological storage of CO_2 (CCM 5.12)

TGS' acquisition, processing and licensing of subsurface data and software solutions for CO_2 storage meet the substantial contribution criteria of characterization and assessment of potential storage and complex areas.

TGS' acquisition, processing licensing of subsurface data specifically for CO_2 storage meet the DNSH criteria for all environmental objectives as they are within normal, lawful operations, comply with emission permits to air and water, have performed environmental impact assessments and taken necessary action required, and climate related risk and vulnerability assessment performed. TGS' licensing of previously acquired multi-client data for hydrocarbon exploration and development does not meet the Do No Significant Harm (DNSH) criteria.

Close to market research, development and innovation (CCA 9.2)

TGS' New Energy Solutions activities related to acquisition and licensing of wind and metocean data obtained from LiDAR buoys, provision of offshore wind intelligence through TGS 4C Offshore, and seismic acquisition wind surveys meet the substantial contribution criteria of removing information, financial, technological and capacity barriers to adaptation through new or improved solutions, technologies, products, processes or business models.

These activities meet the DNSH criteria for all environmental objectives as they are not related to fossil fuel extraction, transport or use. Where there are potential risks to marine water, circular economy, and biodiversity and ecosystem as part of LiDAR buoy or seismic wind acquisition surveys, these are assessed within the required permits for offshore wind surveys, to which TGS complies. The provision of offshore wind intelligence through TGS 4C Offshore does not have an impact on marine water, circular economy, biodiversity and ecosystem, or pollution as it involves the provision of market intelligence and data services.

Compliance with minimum safeguards

TGS' activities are carried out in compliance with the minimum safeguards. TGS has implemented due diligence processes based on the OECD Guidelines and cover labor rights for own workers and workers in the value chain. Due diligence processes related to bribery, taxation and fair competition are integrated in the compliance system and covered by TGS' Code of Conduct applicable to all employees. In 2024, there were no signs of non-compliance with minimum safeguards, lack of response or collaboration with a National Contact Point, or liability of TGS companies in respect for breaches of any these topics. Further details on our due diligence processes, training, and outcomes may be found in the sections on Our Workforce, Workers in the Value Chain, Affected Communities, and Business Conduct.

Measuring performance

TGS' activities are linked to the boundaries of the reporting entity as defined by IFRS and described in the consolidated financial statements in TGS' Annual Report. In combination, the below indicators are intended by the taxonomy to express the Company's activities that qualify as environmentally sustainable.

Proportion of turnover from products or services associated with taxonomy-aligned economic activities – disclosure covering year 2024

2024				Substantial Contribution Criteria						DNSH criteria ('Does Not Significantly Harm')										
Economic Activities	Code(s)	**Turnover**	Proportion of Turnover, year N	Climate Change Mitigation	Climate Change Adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and eco-systems	Climate Change Mitigation	Climate Change Adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Minimum Safeguards	Taxonomy-aligned proportion of turn-over year N-1	Category (enabling activity)	Category (transitional activity)
Text		(USD in thousands)	%	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Underground Permanent Storage of CO_2	CCM 5.12	3,059	-	Y	N	N/EL	N/EL	N/EL	N/EL	-	Y	Y	N/A	Y	Y	Y	1%		
Close to market research, development and innovation	CCA 9.2	31,987	2%	N	Y	N/EL	N/EL	N/EL	N/EL	Y	-	Y	Y	Y	Y	Y	1%	E	
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		35,046	3%	1%	1%	-	-	-	-								2%		
Of which enabling		31,987	2%	2%	-	-	-	-	-								1%		
Of which transitional		-	-	-															
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL										
Tunover of Taxonmy-eligible but not environmentally sustainable (not-Taxonomy-aligned) (A.2)		-	-	-	-	-	-	-	-								-		
A. Turnover of Taxonomy eligible activities (A.1+A.2)		35,046	3%	1%	1%	-	-	-	-								2%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy non-eligible activities		1,283,128	97%																
Total (A+B)		**1,318,174**	**100%**																

Proportion of CapEx from products or services associated with taxonomy-aligned economic activities – disclosure covering year 2024

2024				Substantial Contribution Criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities	Code(s)	**Capex**	Proportion of Capex, year N	Climate Change Mitigation	Climate Change Adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and eco-systems	Climate Change Mitigation	Climate Change Adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Minimum Safeguards	Taxonomy-aligned proportion of CapEx year N-1	Category (enabling activity)	Category (transitional activity)
Text		(USD in thousands)	%	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Underground Permanent Storage of CO_2	CCM 5.12	-	-	Y	N	N/EL	N/EL	N/EL	N/EL	-	Y	Y	N/A	Y	Y	Y	<1%		
Close to market research, development and innovation	CCA 9.2	7,114	<1%	N	Y	N/EL	N/EL	N/EL	N/EL	Y	-	Y	Y	Y	Y	Y	2%	E	
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		7,114	-	-	2%	-	-	-	-								-		
Of which enabling		7,114	<1%	-	<1%	-	-	-	-								2%		
Of which transitional			-	-															
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL										
CapEx of Taxonmy-eligible but not environmentally sustainable (not-Taxonomy-aligned) (A.2)		-	-	-	-	-	-	-	-								-		
A. CapEx of Taxonomy eligible activities (A.1+A.2)		7,114	-	-	2%	-	-	-	-								-		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy-non-eligible activities		1,995,738	100%																
Total (A+B)		**2,002,852**	**100%**																

Proportion of Opex from products or services associated with taxonomy-aligned economic activities – disclosure covering year 2024

2024				Substantial Contribution Criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities	Code(s)	**OpEx**	Proportion of Turnover, year N	Climate Change Mitigation	Climate Change Adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and eco-systems	Climate Change Mitigation	Climate Change Adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Minimum Safeguards	Taxonomy-aligned proportion of OpEx year N-1	Category (enabling activity)	Category (transitional activity)
Text		(USD in thousands)	%	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Underground Permanent Storage of CO_2	CCM 5.12	-	-	Y	N	N/EL	N/EL	N/EL	N/EL	-	Y	Y	N/A	Y	Y	Y	1%		
Close to market research, development and innovation	CCA 9.2	1	<1%	N	Y	N/EL	N/EL	N/EL	N/EL	Y	-	Y	Y	Y	Y	Y	-	E	
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		1	-	-	2%	-	-	-	-								-		
Of which enabling		1	<1%	-	<1%	-	-	-	-								-		
Of which transitional			-	-															
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL										
OpEx of Taxonmy-eligible but not environmentally sustainable (not-Taxonomy-aligned) (A.2)		-	-	-	-	-	-	-	-								-		
A. OpEx of Taxonomy eligible activities (A.1+A.2)		1	-	-	2%	-	-	-	-								-		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy-non-eligible activities		194,317,712	100%																
Total (A+B)		**194,317,712**	**100%**																

Exposure to nuclear and fossil gas related activities

Row	Nuclear energy related activities	
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No

Row	Fossil gas related activities	
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	No
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No

B. Climate change (E1)

1. Transition plan

TGS' strategy to address climate impact is influenced by the following key factors: impact of market conditions and the oil price, shifts in customer behavior, advancements in technology, and changes in legislation and policy. TGS regularly reviews and adjusts its strategy to mitigate and account for the impacts of these key factors.

In 2024, TGS revised its double materiality assessment to conform to the CSRD and ESRS. We are also in the planning stages of conducting a climate change resilience analysis and developing a transition plan following the TGS-PGS merger to avoid the most severe consequences for the environment, society, the economy, and our business. Our mitigation plan includes the ongoing strategy of continuing our multi-client business, with greater coverage because of the TGS-PGS merger, while continuing to drive for operational and energy efficiency. In 2021, TGS modified its strategy to diversify its business and revenue stream to serve carbon capture and storage, wind energy and solar energy, and it has seen organic and inorganic commercial growth in these areas. In addition to adjusting its commercial model, TGS has taken actions to address the climate impact of how it operates by working to improve the energy efficiency of its data center, partnering with carbon neutral cloud providers, and collaborating with the industry on the climate impact of its acquisition operations.

TGS has not set measurable, outcome-oriented or timebound targets as defined in the ESRS related to its climate impact and emissions; however, TGS monitors its performance using climate and energy-related qualitative and quantitative performance indicators and uses this to inform our strategic decision-making. In 2025, TGS will reassess emissions baselines and climate strategy to account for the significant growth and operational developments the organization has undergone the past two years. This includes reassessment of emissions goals previously set prior to the TGS-PGS merger and acquisition of Magseis Fairfield, which have a material effect on TGS' emissions. When these objectives were originally set in 2021, TGS did not own vessels or have any long-term vessel commitments, and TGS did not have material Scope 1 emissions.

2. Climate-related IROs

TGS identifies and measures its climate impacts through its understanding of its GHG emissions and energy usage from our operations and from material parts of its value chain, as well as through indirect input from key stakeholders, including customers, partners, suppliers and industry groups like the Norwegian Shipowners Association and the EnerGeo Alliance.

As an energy data Company, TGS' business and strategy is influenced by the energy mix and how that will affect our customers' plans and operations. TGS has not conducted a climate-related scenario analysis; however we took into account projected energy demand and supply scenarios, which are impacted by climate scenarios, as well as how our customers react and respond to that information and how our products and services can serve different aspects of the energy value chain to identify and assess potential climate-related impacts, risks and opportunities.

Climate related physical risks refer to the impact on business performance by climate related acute and/or chronic changes in variations in sea levels, storm patterns and intensities as well as temperatures. Such risks can result in disruption to field operations and supply chain (upstream supply chain) and delays in delivering data to our clients (downstream supply chain). TGS is working to assess the potential consequences and necessary mitigating actions, and plans needed to adapt for climate change; however, TGS' project development process already includes assessment of weather-related risks based upon modeling and implementation of necessary mitigation measures.

Climate change adaptation and the transition to a 1.5-degree economy provide both opportunities and risks to TGS. The transition can lead to stricter regulations and more ambitious climate targets that may drive costs associated with and timing of TGS operations. Other portions of TGS' business may benefit from such trends, as it will increase the demand and value of TGS' New Energy Solutions offerings.

Taking into account the impact of the TGS-PGS merger, in 2025, TGS will further update its climate-related physical impacts and transition risks and opportunities to identify and assess potential climate-related physical impacts, transition risks and opportunities, the potential time horizons, the potential impact to TGS' business and assets. Note 1 to the consolidated financial statement in the Annual Report discusses climate risk with respect to our financial statement.

In 2024, through its revised DMA, TGS identified the following material Climate Change Impacts, Risks and Opportunities (IROs).

- **Emissions & Carbon Taxes (climate-related transition risk):** The risk of additional taxes and new penalties imposed upon the Company in relation to the operation of our vessels or chartering of third-party vessels due to implementation emissions or carbon tax laws and regulations.

- **Climate Change Impacts to Field Operations (climate-related physical risk):** Changing climate/weather may negatively impact onshore and offshore seismic acquisition operations (heat-waves, hurricanes, flooding), which increases the risk of delays to projects and additional costs.

- **New Energy Solutions (climate-related transition opportunity):** The opportunity to the Company related to the expansion of services offerings that support the development and production of wind, solar and CCUS.

- **Transitioning Operations to Net-Zero GHG Emissions (climate-related transition risk):** Increased geophysical surveying costs/capital investments by the Company due to cost of GHG emission reduction efforts (e.g., cost of cleaner fuel types etc.).

- **Energy Use & Related Emissions (climate-related physical risk):** The impact to the environment related to emissions from our acquisition operations (Scope 1 and 3), and our on-premise data center operations (Scope 2). The fuel and electricity consumed by these operations, where not sourced through renewable resources, emit carbon and other greenhouse gases into the air.

Impacts, Risks & Opportunities

Climate Change (E1)

1. Energy Use & Related Emissions – Negative Impact
2. Emissions and Carbon Taxes - Risk
3. Climate Impact to Field Operations - Risk
4. New Energy Solutions - Opportunity
5. Transition to Net Zero GHG Emissions - Risk

3. Policies and actions

Policy

TGS' QHSSE Policy, as set forth in TGS Policies (IV.A.2), outlines TGS' strategy for addressing climate related impacts and risks in its operations. It commits to protecting the environment in which we live and work by conducting our operations sustainably and responsibly. It confirms active support of the UN's Global Compact and Sustainable Development Goals, and Climate-Related Financial Disclosures. The policy commits to i) planning and conducting TGS' work to minimize the impact on marine life, habitats & local communities, including full participation in the Sustainable Seas initiative, ii) ensuring the responsible use of energy and minimizing emission of CO_2 and other pollutants, iii) preventing pollution through minimizing waste and ensuring safe handling & responsible disposal, iv) encouraging the development and diffusion of technologies that minimize its environmental impact. TGS engages with a broad set of stakeholders on climate related issues, including industry organizations such as the EnerGeo Alliance, clients, and local stakeholders in countries where we have significant operations.

2024 Actions

TGS' 2024 climate change mitigation objectives were to i) derive vessel fuel consumption into GHG emissions for all field projects, ii) continue to reduce emissions, in alignment with the Paris Agreement and IMOs 2025 net zero strategy, iii) reduce vessel energy consumption by progressing 3 key initiatives, iv) explore alternative fuels by conducting a biofuel test on a TGS-owned vessel in Q1 2024, and ensuring any future TGS vessel builds will have a dual fuel option, v) conduct a UHR-3D project in the Gulf of Mexico for underground permanent storage of CO_2, and vi) supply solar power to Houston's energy grid through our HOHQ office solar panels. The following table describes the actual or expected outcomes of the objectives and activities.

Objectives	Status	Comment
Derive vessel fuel consumption into GHG emissions for all field projects	Achieved	See table 'Gross Scope 1, 2, and 3 and total GHG Emissions'. Fuel consumption across all field operations were converted into GHG emissions. Monitoring fuel consumption data to understand fuel efficiency and the Company's carbon footprint is a critical step for setting emission baselines and targets for reduction.
Reduce vessel energy consumption by progressing 3 key initiatives	Achieved	i) TGS implemented engine performance optimizations by balancing engine load against the number of engines onboard, resulting in enhanced power output while reducing fuel consumption. ii) TGS saved energy consumption by using a variable frequency drive, which optimized the stopping and starting of fans, pumps, and other equipment in the engine room. iii) TGS deployed propeller boss cap fins on the Ramform Hyperion and Tethys, reducing the propeller hub vortex and achieving a 40 percent fuel reduction at 12 knots. These efforts improve energy efficiency in our operations
Explore alternative fuels by conducting a biofuel test on a TGS-owned vessel in Q1 2024	Achieved	Prior to the merger, PGS tested 100% HVO (Hydrotreated vegetable oil, a biofuel) on a T-class vessel. The test used HVO with WtW emissions of 4.2 gCO_2eq/MJ (compared to VLSFO's 91.6 gCO_2eq/MJ) which facilitates the transition to renewable energy. The test was successful and in the long-term, TGS aims for future vessel builds will incorporate a dual fuel option.
Conduct a 3D UHR-3D project in the Gulf of Mexico for underground permanent storage of CO_2	Achieved	UHR-3D project was successfully completed in the Gulf of Mexico to support customers' efforts develop carbon capture and storage sites
Supply solar power to Houston's energy grid through our HOHQ office solar panels	Achieved	The HOHQ office solar panels generated 781,604 kWh of energy which facilitates the transition to renewable energy.

In addition to the objectives outlined above, TGS undertook several climate adaptation activities by i) providing asset management software for wind farms and solar installation through the TGS Prediktor PowerView platform, ii) acquiring multi-client floating LiDAR wind and metocean data to support wind farm developments, iii) monitoring the Company Management System (CMS) to oversee and avoid potential non-compliances with environmental permits, iv) achieving ISO 14001:2015 recertification of the Company's environmental management system, and v) continuing our reporting efforts to organizations like the Carbon Disclosure Project and S&P Global's Corporate Sustainability Assessment.

2025 Objectives

In 2025, TGS will reassess its GHG emission strategy and objectives to account for the significant growth and development the organization has undergone since the acquisition of physical assets (Ocean Bottom Nodes) through the Magseis Fairfield acquisition, and a fleet of modern seismic vessels through the TGS-PGS merger. The ability to implement GHG emission reduction efforts requires significant investment in technology research and development as well as capital expenditure to retrofit vessels and modify equipment.

4. Metrics Related to Climate Change

a. Energy Consumption & Mix

Category	Metric	Unit	2024	2024 proforma
Energy Consumption and Production	Consumption of Purchased or Acquired Electricity from Fossil Sources	MWh	31,186.10	41,581.46
	Consumption from Petroleum Products (Fuel)	MWh	853,015.81	1,354,812.44
	Consumption from Nuclear Sources	MWh	-	-
	Consumption of Purchased or Acquired Electricity, Heat, Steam and Cooling from Renewable Sources	MWh	3,909.22	5,212.29
	Consumption of Self-Generated Non-fossil Fuel Renewable Energy	MWh	-	-
	Renewable Energy Produced	MWh	780	780
	Total Fossil Energy Consumption	MWh	884,201.91	1,396,393.9
	Total Energy Consumption	MWh	888,111.13	1,401,606.19
Energy Intensity	Total Energy Consumption intensity: Net Revenue	MWh per $1M USD	673.74	1,063.29

Accounting principles

Consumption of purchased or acquired electricity calculated in Persefoni using annual electricity consumption in MWh by TGS office and data management location. Fuel consumption from petroleum products is calculated from daily fuel consumption by TGS-owned and long-term chartered vessels and their chase and support vessels. Purchased Electricity From Renewable Sources include our locations in Norway and Brazil, which are powered through hydropower, and our Houston Operational Headquarter office which is powered by 100% renewable energy. Renewable Energy Produced includes power generated and provided back to the Texas energy grid via TGS' solar panel canopy at its Houston Operational Headquarter office in Texas. Except for Renewable Energy Produced, the values in 2024 column are based upon estimates derived from the annual energy consumption to account for the period of TGS control of acquired operations and entities.

b. Gross Scope 1, 2, and 3 and total GHG Emissions

Category	Metric	Unit	2024	2024 proforma
CO_2e Emissions	Scope 1	thousands of metric tonnes	256.33	416.11
	Scope 2 (location based)	thousands of metric tonnes	10.85	12.58
	Scope 2 (market based)	thousands of metric tonnes	10.93	13.34
	Scope 2 emission by Country: US	thousands of metric tonnes	10.25	11.46
	Scope 2 emission by Country: UK	thousands of metric tonnes	<1	<1
	Scope 2 emission by Country: Norway	thousands of metric tonnes	<1	<1
	Scope 2 emission by Country: Brazil	thousands of metric tonnes	<1	<1
	Scope 2 emission by Country: Canada	thousands of metric tonnes	<1	<1
	Scope 2 emission by Country: Australia	thousands of metric tonnes	<1	<1
	Scope 2 emission by Country: Other	thousands of metric tonnes	<1	<1
	Total Scope 1 and Scope 2 (location-based)	thousands of metric tonnes	267.18	428.69
	Total Scope 1 and Scope 2 (market-based)	thousands of metric tonnes	267.26	429.45
	Scope 3, Category 1: Upstream transportation and distribution	thousands of metric tonnes	126.95	144.86
	Scope 3, Category 2: Capital Goods	Thousands of metric tonnes	7.61	10.15
	Scope 3, Category 3: Fuel- and energy- related activities (not included in scope 1 or scope 2)	thousands of metric tonnes	59.91	80.60
	Scope 3, Category 6: Business Travel	thousands of metric tonnes	7.45	9.93
	Total Scope 3	thousands of metric tonnes	201.92	245.54
	Total GHG Emissions: using location-based for Scope 2	Thousands of metric tonnes	469.09	674.23
	Total GHG Emissions: using market-based for Scope 2	Thousands of metric tonnes	469.17	674.992
	GHG Emission Intensity: Net revenue (location-based)	per $1M USD	355.86	511.49
	GHG Emission Intensity: Net revenue (market-based)	per $1M USD	355.93	512.07

Accounting principles

For information on the factors used in these calculations, please see Table 4 in the appendix.

Scope 1. Most of TGS' energy consumption stems from combustion of marine fuel to power vessels. These GHG emissions are classified as either Scope 1 (fuel-based mobile combustion) or Scope 3 emissions (purchased goods and services). TGS' proprietary and internal multi-client operational GHG emissions are classified as Scope 1 because the vessels are either leased directly to (long-term charter agreements) or owned and controlled by TGS, who has both financial and operational control. We include and report all vessel emissions produced through joint operations involving Company-owned or long-term chartered vessels. All other onshore and marine geophysical operations are classified under Scope 3 because they are acquired by geophysical contractors that specialize in, and own/provide, the equipment and personnel necessary for land and marine geophysical operations. TGS tracks 100% of emissions resulting from joint operations where TGS is an operating partner. Further, TGS does not have operational control over the vessels, employees, and equipment of the companies that provide acquisition services for TGS. Emissions from chase and support vessels supporting TGS-owned or long-term chartered seismic vessels are classified as Scope 1, and vessels that support contracted seismic vessels are classified as Scope 3. None of TGS' Scope 1 emissions are from regulated emissions trading schemes.

Daily fuel consumption figures for TGS-owned Company vehicles, corporate travel (flights), long-term chartered vessels, contracted vessels, and onshore seismic vehicles and equipment are converted to GHG emissions using a carbon accounting platform called Persefoni. Persefoni calculates emissions from fuel consumption or distance traveled using UK DEFRA 2024 conversion factors and the IPCC Fourth Assessment Report (AR4) for global warming potential. GHG emissions reported for marine operations (Tank-to-Wake or TtW) include mobilization and all vessels used in the survey (primary, chase, support vessels etc.). Well-to-Tank (WtT) emissions are also reported, and CO_2e figures are derived from daily fuel consumption by applying UK DEFRA 2024 factors for WtT Marine Gas Oil emissions. GHG Emissions reported for onshore operations include mobilization and all vehicles (ATV/UTV, passenger vehicles, pick-up trucks, seismic vibrators etc.). LiDAR buoy GHG emissions are generated by the vessels that were used for deploying the buoy and performing maintenance at sea.

Daily TtW fuel consumption figures for TGS-owned vessels and their support & chase vessels are converted to GHG emissions using emission factors from Annex II of the FuelEU Maritime regulations. Likewise, WtT emissions are derived from fuel consumption by applying WtT factors from Annex II of the FuelEU Maritime regulations. WtT emissions for TGS-owned, long-term chartered, and contracted vessels are reported under Scope 3 Category 3. WtT emissions for these vessels are calculated from daily fuel consumption.

Scope 2. TGS tracks electricity consumption for its office and data centers, and those emissions are reported under Scope 2. The majority of the electricity consumption data used to calculate emissions is provided through a landlord rather than directly from the utility Company, as TGS leases and shares most of its office locations with other tenants. Energy consumption for data processing and high-performance computing is responsible for the bulk of the GHG emissions related to the generation of purchased energy. Location-based emissions are derived from electricity consumption through Persefoni (3rd party carbon accounting system) using IEA International Electricity Factors and the IPCC Fourth Assessment Report (AR4) for global warming potential. Apart from TGS' Weybridge UK office, whereby a conversion factor is provided directly by the utility provider through a contractual instrument, market-based emissions are calculated from electricity consumption using Grid-based factors by office location from national sources such as UK DEFRA, US EPA, and the Norwegian Water Resources & Energy Directorate. TGS' Scope 2 market-based emissions exclude 3 office locations (Brazil, Nigeria, and Egypt), which only contribute a small percentage of TGS total Scope 2 emissions.

Scope 3. Cradle-to-gate emissions from purchased goods and services are reported under Scope 3 Category 1. This category includes calculated TtW emissions derived from daily fuel consumption from vessels that TGS does not own or contract through long-term charters (100% of which is calculated from fuel consumption data provided by suppliers), emissions derived from daily fuel consumption from assets used by contractors who acquire onshore seismic data for TGS (100% of which is calculated from fuel consumption data provided by suppliers), and emissions estimated from purchased goods and services or provided directly by the vendor or supplier (100% of which is estimated using primary data obtained from suppliers and value chain partners).

Scope 3 Category 6 emissions were calculated in Persefoni using a distance-based method for air travel tracked through the Company's travel system. 100% of the data that was used to calculate air travel emissions was provided as primary data by our travel management supplier. Due to the 2024 integration process, not all travel was tracked through this system, and the above number is estimated to represent approximately 60% of the Company's total commercial air travel emissions. TGS will implement a travel management system to track all Company travel in 2025 for more accurate calculation of air travel emissions.Values in 2024 column for Scope 3 emissions include estimates derived from the annual emissions data to account for the period of TGS control of acquired operations and entities.

Scope 3, Category 4 and 7 through 15 emissions are not material or not applicable to TGS. Due to the TGS-PGS integration, calculation of Scope 3 Category 5 emissions is not achievable for 2024. TGS will endeavor to calculate this figure for 2025 and report in subsequent sustainability reports. Approximately ~90% of TGS Scope 3 emissions are calculated using primary data.

GHG intensity (per USD million in 2024) is based upon net revenue set forth in the total net revenue listed in Note 4 of the consolidated financial statement in the Annual Report and total Scope 1, 2 and 3 emissions 2024 set forth in the chart.

TGS does not generate material biogenic CO_2 emissions from biomass combustion or biodegradation.

C. Biodiversity & Ecosystems (E4)

1. Biodiversity-related IROs

TGS' field operations do not involve leasing or ownership over the sites in which it conducts its seismic operations, and the duration of our field activities range from a couple of weeks to several months. Despite the temporary nature of our field operations, these activities may have a potential impact on biodiversity and ecosystems through clearing of brush when creating paths for onshore geophysical surveys, vessels potentially introducing non-native species to an area, major spills to the environment, or disruption of wildlife sensitive areas and migration paths.

In assessing and identifying the potential material impacts, risks and opportunities related to biodiversity and ecosystems, we took into account the risks and requirements of the environmental laws, rules and regulations applicable to our operations, as well as those set forth in local permit requirements and input provided by stakeholders in the respective permit processes. We considered environmental studies performed on our projects as well as related to our industry. Finally, we assess the geography and local features of where we conduct our operations, our ability to remediate, and the potential liability related to potential negative impacts. We conducted this evaluation at a consolidated, Company-wide level and did not specifically assess site locations. TGS has not yet developed a transition plan or conducted a resilience analysis of our business specifically in relation to biodiversity and ecosystems transition, physical or systematic risks, nor have we identified any dependencies on biodiversity and ecosystems with respect to the field activities that TGS carries out.

TGS recognizes that if proper mitigation measures are not imposed or enforced, its marine operations could disrupt mammal migration paths or spawning groups, result in spills or introduce non-native species to the environment. Our activities have been, and continue to be, subject to stringent environmental regulations and a rigorous permitting process ahead of any seismic or other field project. These regulations and permit requirements ensure that any potential impacts to marine life, marine habitats and other users of the oceans are controlled and within limits that prevent any significant or long-term impacts. To that extent, TGS is fully committed to protecting the biodiversity and ecosystems in the areas in which we live and work by conducting its operations in a sustainable and responsible manner. The organization strives to lead the industry in minimizing its potential impacts on biodiversity and ecosystems to as low as reasonably practicable, and TGS is dedicated to the continual improvement of environmental programs and standards across the industry. TGS has not set measurable, outcome-oriented or timebound targets as defined in the ESRS related to biodiversity and ecosystems; instead, TGS monitors its performance using biodiversity-related qualitative and quantitative performance indicators and uses these to inform our strategic decision-making.

TGS executives participated in annual site engagement aboard the Fulmar Explorer in Galveston, Texas, November 2024.

As part of TGS' operational planning and environmental strategy, the environmental policy prohibits geophysical surveying activities over World Heritage Sites and other protected areas, and we work to minimize potential impacts on biodiversity and ecosystems by incorporating climate and other environmental risk assessments into business and operational strategies.

In 2024, through its revised DMA, TGS identified the following material Biodiversity and Ecosystem Impacts, Risks and Opportunities (IROs). No consultations with affected stakeholders were conducted as part of this materiality assessment process.

- **Potential Ecosystem Disruption from Marine Operations (impact):** The potential risk of disruption to mammal migration paths or spawning groups or introduction of a non-native species if proper mitigation measures are not imposed and followed when conducting our seismic vessel operations, either with our own vessels or through third party vessels.
- **Spill Potential in Field Operations (impact, risk):** Spill potential exists for field operations. This would have a negative impact on the marine ecosystem and could be highly impactful to marine life and ecosystems were it to materialize. There is a financial risk to the Company (fines, penalties, lawsuits, remediation costs, reputational damage) associated with failure to implement operational procedures and HSSE practices to prevent spills from vessel or onshore operations, which would cause water pollution, damage to the local environment, and potentially nearby communities.
- **Compliance with Environmental Permits (risk):** The risk and increased cost to the Company (penalties, fines, permit costs, remediation efforts) if marine and onshore operations fail to comply with environmental permits and increased environmental regulations and permitting requirements. This includes compliance with environmental laws related to biodiversity, waste management, pollution, etc.

Impacts, Risks & Opportunities

Biodiversity & Ecosystem (E4)

- 6 Potential Ecosystem Disruption from Marine Operations – Negative Impact
- 7 Spill Potential in Field Operations – Negative Impact and Risk
- 8 Compliance with Environmental Permits – Risk

2. Policies & Actions

Policies

TGS' QHSSE policy states that TGS i) will plan and conduct our work to minimize the impact on marine life, habitats & local communities, including full participation in the Sustainable Seas Initiative, ii) will prevent pollution through minimizing waste and ensuring safe handling & responsible disposal, and iii) will encourage the development and diffusion of technologies that minimize our environmental impact. The policy also reaffirms TGS' commitment to the UN Global Compact and the UN Sustainable Development Goals (SDGs), including those related to marine life and biodiversity. The policy also states that we will hold critical suppliers and contractors to the same standards.

TGS' Supplier Code of Conduct states that all suppliers and sub-suppliers shall work according to internationally recognized environmental management principles and practices and aim for continuous improvement towards best practices. All suppliers and sub-suppliers shall comply with applicable environmental legislation and permits, and work to achieve resource efficiency, including reducing energy, water and material consumption.

More information on these policies may be found in TGS Policies (IV.A.2) section of this report, and they are available through at www.tgs.com.

2024 Actions

TGS' 2024 biodiversity & ecosystems objective was to achieve zero reportable quantity spills to the environment during our field operations. We recognize that, depending on the quantity and type of liquid spilled to the environment, this type of event could have negative impacts on biodiversity, ecosystems and local communities. By maintaining a zero reportable quantity spill objective, TGS raises awareness for vessel operators and personnel on the associated risks and mitigation measures, and the objective acts as a preventative measure against the possibility of a significant future spill and pollution event.

Objectives	Status	Comment
Zero reportable quantity spills to the environment (annual objective)	Achieved	In 2024, there were zero reportable quantity spills to the onshore or offshore environment. To ensure compliance with the International Convention for the Prevention of Pollution from Ships (MARPOL), the Company requires all vessels to report any spill to TGS, regardless of quantity and substance, and whether the spill entered the marine environment or was contained onboard a vessel. Spills that meet the reportable quantity threshold, which depend upon the location of the spill and type of spill to the environment, are reported to the relevant environmental or government authorities who authorize TGS' geophysical activities. Likewise, all spills to the onshore environment during seismic operations are tracked and reported to TGS.

In addition to the objective outlined above, TGS undertook several activities to address our potential biodiversity impacts, including enforcing and abiding by a range of mitigation measures stipulated through permit requirements, environmental impact assessments, or in accordance with the UK's Joint Nature Conservation Committee (JNCC) standards. TGS' marine field activities are required to abide by strict environmental regulations and permit requirements. This generally includes the need for TGS to commission environmental impact assessments to identify marine mammal migration paths, spawning grounds, sanctuary areas or other ecologically sensitive locations that may be present in and around the survey area. TGS engages with stakeholders, such as fisheries and local communities, to understand their concerns and ensure ongoing communication throughout the duration of the seismic surveys. During the acquisition phase of a survey, TGS employs protected species observers (PSOs) and utilizes passive acoustic monitoring (PAM) to ensure that our field operations do not have a negative effect on cetaceans, turtles, marine mammals, etc. TGS also employs both third party and full-time HSE Advisors who are tasked with managing all aspects of health, safety and the environment onboard their respective vessels, ensuring that full compliance with all environmental regulations and permit stipulations is achieved. In 2024, TGS did not operate in marine biodiversity sensitive areas, and our activities did not impact threatened species. TGS did not use biodiversity offsets in addition to prevention and mitigation measures already implemented.

TGS' onshore field activities are also governed by strict environmental regulations and permit requirements. TGS engages with local communities to discuss potential environmental impacts, as

TGS recognizes the importance of collaborating with local communities, stakeholders and landowners to understand their concerns and ensure minimal disturbance to their land. In planning its onshore seismic operations in Canada and the United States, TGS has continuously implemented a range of environmental mitigation measures and precautions beyond those set by law or regulation, including i) utilizing LiDAR imagery to identify environmentally sensitive areas, chart routes of least or minimal impact and avoid tree cutting and vegetation disturbance, ii) washing equipment to mitigate the potential spread of invasive species, iii) abiding by any potential timing restriction related to wildlife migration periods, iv) blocking certain access points to recreational traffic within the survey area to allow vegetation to regenerate, and v) carrying out reclamation programs to rehabilitate areas disturbed by vehicles operations. In 2024, TGS did not operate in onshore biodiversity sensitive areas, and its onshore activities did not result in material impacts to threatened species or result in land degradation, desertification or soil sealing.

TGS requires all vessel contractors to comply with all applicable environmental laws and regulations and undergo audits from the International Marine Contractors Association or Offshore Vessel Inspection Database (IMCA or OVID). These audits are conducted by trained and accredited third-party auditors and inspectors who evaluate compliance with all applicable health, safety and environmental regulations and industry requirements, and ensure that all required health, safety and environmental permits and certificates are valid. TGS also conducts additional HSE inspections and audits throughout the acquisition phase of a seismic survey. In 2024, TGS chartered 26 vessels, and they were all compliant with TGS' audit requirement that vessels must be audited through IMCA or OVID at least once every 12 months.

TGS supports EnerGeo's Sustainable Seas Initiative, which is a marine debris removal and reporting initiative. In 2024, over 47 metric tons (~105,000 pounds) of debris were removed from the marine environment through TGS marine geophysical surveys. This initiative is an industry-wide effort to remove and collect ocean debris and fishing gear discarded by others that our vessels come across when conducting marine seismic surveys. This debris is removed from the marine environment to reduce the harm it presents to ocean life, such as turtles, birds, mammals or fish with the goal of creating and promoting a healthier marine environment and ecosystem. Since 2021, TGS has required all vessels on TGS projects to report their marine debris removal efforts to EnerGeo and TGS, on a project-by-project basis.

For additional information on how TGS engages with local communities in relation to its operations and incorporates their input into our projects, see Affected Communities section (IV.C)

2025 Objectives

In 2025, TGS will continue to participate in and support EnerGeo's Sustainable Seas Initiative. We will also continue to track all spills to the environment and have set a revised spill target of zero level 2 or greater spills to the environment for our marine operations (limited impact oil spills between 100 – 1000+ liters >12 nautical miles from shore, and limited impact oil spills between 10 – 100+ liters within 12 nautical files from shore). For onshore operations, the spill target of zero reportable quantity spills to the environment will remain in 2025.

3. Metrics related to biodiversity

Category	Metric	Unit	2024	2024 proforma
Site	Sites owned, leased or managed in biodiversity sensitive areas	number	-	-
Spills	Total Reportable Spills: All Operations (onshore and offshore)	number	-	-
	Total Reportable Spills: Marine Operations	number	-	-
	Total Reportable Spills: Onshore Operations	number	-	-

Accounting principles

All spills are tracked through TGS' Company Management Systems (UniSea or InSite). TGS verified that none of its activities took place in biodiversity sensitive areas by overlaying its 2024 field acquisition areas over World Heritage Sites, Natura protection areas and Key Biodiversity Areas (KBA) data in a Geographic Information System.

D. Resource use and circular economy (E5)

1. Resource use-related IROs

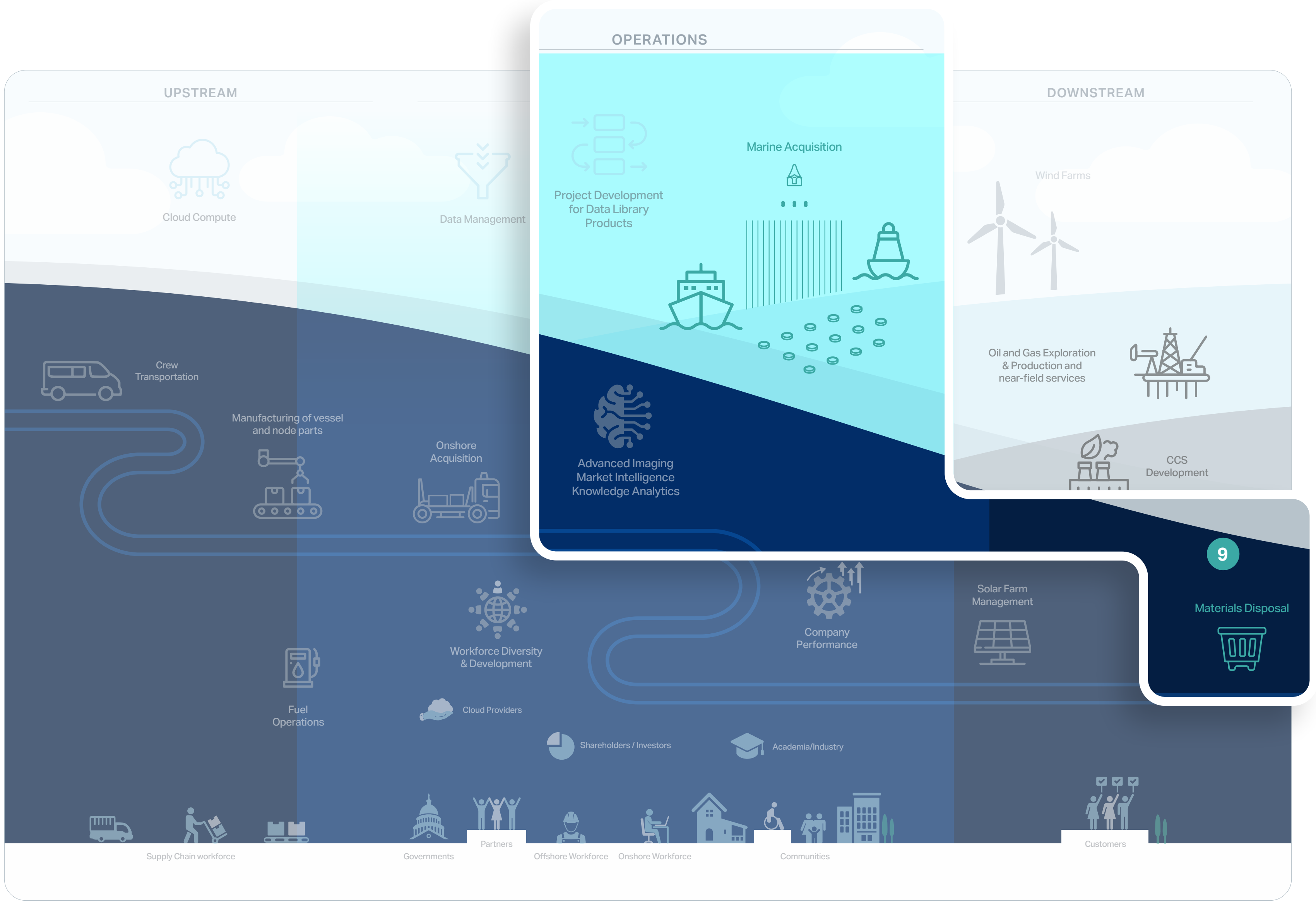
To understand and assess our potential impacts, risks and opportunities related to resource use and circular economy, we took into account waste laws, rules and regulations applicable to our operations, particularly those involving batteries; our ability to reuse or recycle equipment in our operations; and our ability to remediate and the potential liability related to negative impacts under the law. TGS has not yet screened its assets and activities in relation to resource inflows, resource outflows and waste following the TGS-PGS merger, nor has the Company set measurable, outcome-oriented or timebound targets as defined in the ESRS related to resource use and circular economy. TGS has not undertaken direct consultations with affected communities specifically on resource use and circular economy impacts; however, how TGS engages with affected communities on its projects and with respect to its operations may be found in the Affected Communities section (IV.C.). TGS monitors its performance using relevant qualitative and quantitative performance indicators and uses these to inform our strategic decision-making related to resource use and circular economy.

TGS' OBN technology is powered by either lithium primary (single use) or lithium-ion (rechargeable) batteries. The type of battery used in a nodal system is dependent on the node technology, water depth, geophysical targets and survey duration.

- **Battery disposal (impact):** The potential negative impact to the environment in the short- and medium-term for failure to properly dispose of or recycle batteries used in node operations includes pollution through the additional waste generated.

- **Battery disposal (risk):** There is a risk to the Company of increased costs (lawsuits, fines, penalties) and reputational damage if TGS fails to implement properly recycling, repurposing and disposal practices for the batteries used in node operations risk of fines and penalties.

A TGS crew member sorts through marine debris recovered onboard a seismic vessel.



Impacts, Risks & Opportunities

Resource Use & Circular Economy (E5)

9 Battery Disposal – Negative Impact and Risk

2. Policies & Actions

TGS' QHSSE Policy states that TGS shall i) prevent pollution through minimizing waste and ensuring safe handling & responsible disposal, and ii) Encourage the development and diffusion of technologies that minimize our environmental impact. TGS' Supplier Code of Conduct states that i) TGS is committed to providing a safe, healthy and sustainable workplace for our employees, contractors, vendors, and clients while protecting the environment in which we live and work, which is also expected from our contractors, suppliers and vendors, and ii) TGS, its contractors, vendors and suppliers shall understand the environmental impacts of their operations and continually work to identify ways to minimize waste, emissions and discharge from its operations, products and services. More information on these policies may be found in TGS Policies (IV.A.2) section of this report, and they are publicly available at www.tgs.com.

2024 Actions

TGS' 2024 objective for resource use and circular economy was to recycle 100% of the batteries that power our OBN technology.

Objectives	Status	Comment
Recycle 100% of the batteries (lithium primary and lithium ion) power TGS' OBN technology	Achieved	TGS recycled 100% of the batteries powering its OBN technology. These batteries were either depleted (lithium primary batteries, non-rechargeable) or no longer usable (lithium ion, end of lifecycle). 98.1% of the batteries were recycled out of our Houston Eight Ninety office and warehouse through a Company that specializes in electronics recycling, and the other 1.9% were disposed of through a facility in Norway that specializes in decontaminating and stabilizing lithium primary batteries so that the battery's metals and plastics can be extracted and recycled. No lithium primary or lithium-ion battery powering TGS' nodal technology was improperly disposed of.

In addition to the objective outlined above, TGS has implemented battery waste management procedures and safety data sheets outlining proper storage and handling, lithium battery hazards, risks and mitigations and transport procedures in the CMS. In TGS field operations, waste management plans are developed for each project and recyclable materials are segregated and properly disposed of in accordance with permit stipulations and/or local requirements.

2025 Objectives

In 2025, TGS will review its waste management procedures and standards to include additional waste streams, improve waste management, and consolidate waste metrics to supplement reporting. Further, TGS continues to ensure that 100% of all OBN lithium primary and lithium-ion batteries at the end of their lifecycle continue to be recycled, thereby meeting the policy commitment to prevent pollution through minimizing waste.

3. Metrics and targets related to biodiversity

Category	Metric	Unit	2024	2024 proforma
Waste	Ocean Bottom Node batteries (lithium primary or lithium-ion) recycled	Metric tons	46.53	46.53
	Waste delivered to shore from TGS-owned seismic vessels	Cubic meter	1,488.88	2,978.54
	Office waste recycled	Metric tons	10.79	29.34

Accounting principles

Our Supply Chain department tracks the OBN battery disposal process and waste certificates. They report the total weight recycled along with the facility details. TGS-owned seismic vessel waste is tracked in cubic meters in UniSea. Office waste for Oslo, Rio, and Weybridge locations is monitored monthly via SharePoint.

Office waste recycled includes annual waste recycled for TGS' offices located in Houston (Eight Ninety Office & Warehouse), Oslo, Rio, and Weybridge. These totals are based upon, and calculated from, the amount of monthly recycled waste totals tracked and reported by the aforementioned office locations. The values in 2024 column are based upon estimates derived from annual waste data to account for the period of TGS control of acquired operations and entities.

Due to the TGS-PGS integration, TGS does not have consolidated or centralized metrics for non-recycled waste, and this is something TGS is working to address in 2025.

III. Social

TGS defines its workforce as employees and contractors who are working directly under the TGS Company management system, typically on a TGS worksite or long-term hire vessel. Workers in the value chain are defined as supply chain workers and contractors working on TGS projects in which a third party has operational control.

The Company workforce is composed of highly qualified professionals in seismic data acquisition, processing, imaging, marketing and sales, research and development, data science and administration. The business and operations are supported by a supply chain that includes both global and local suppliers, some of which are used regularly and others that are used infrequently or ad-hoc. The seismic equipment installed onboard TGS vessels is reliant on a specialized supply chain of equipment and component manufacturers that provide parts and equipment according to our designs and specifications.

TGS vessels are supported by a supply chain that covers the operation and maintenance of the fleet over time. Work is done on a daily basis with global and local suppliers to ensure that our vessels have adequate supplies of fuel, food, consumables, spare parts, and access to approved facilities to manage the waste that is generated onboard. Operations in a survey area may last for weeks or months, during which time we are dependent on local suppliers for fuel, food, consumables, accommodation, transport, and other services that may be required.

The majority of the goods and services we purchase come from countries that are considered to have high standards of rule of law, including de facto adherence to human and labor rights. When procuring goods and services in the countries of operation, TGS contributes directly to the local community. While almost five percent of Company payments have been made to entities in countries that are evaluated as a high-risk exposure (corruption), 85 percent of these payments are made to counterparties subject to our continuous monitoring.

TGS have been contracting our maritime (non-seismic) crew from the same renowned Norwegian shipping Company for more than 15 years. This Company is subject to well-established workers' protection regulations and to the Norwegian Transparency Act. When TGS vessels operate in Brazil, Canada, or Australia, maritime crew are hired locally, as required by national rules on "local content", under an employee-centric process driven by the local regulators and workers' organizations and supporting the local workforce.

The Company offices and data processing centers rely on a supply chain that provides essential computer hardware and software, as well as general office supplies and consumables. These resources are purchased from suppliers within the countries where the Company operates.

Embedding respect for human and labor rights

TGS believe it is essential to respect and protect Human Rights in all countries the Company operates. TGS' Human Rights Policy commits to abiding by applicable domestic laws concerning non-interference in our workers' rights to form or join a trade union, conducting our business in accordance with United Nations Guiding Principles on Business and Human Rights and the ten principles set forth in the United Nations Global Compact, and respecting all internationally recognized human rights standards including the International Bill of Human Rights and the International Labor Organization (ILO) declaration on fundamental principles and rights at work. In addition to these international commitments, TGS also adheres to the standards outlined in the UK Modern Slavery Act and the Norwegian Transparency Act.

The TGS Code of Conduct and Supplier Code of Conduct encourage our employees, business partners and third parties the Company engages with to aspire to high ethical standards and to always act consistently with our principles. All forms of forced labor and other human rights violations are unacceptable.

Identifying and assessing adverse impacts

Due to the global nature of TGS' operations, the Company may be exposed to human rights risks both within its operations and indirectly within the supply chain through third parties or suppliers.

Following a value chain analysis that takes into account stakeholder and the context and location of services and operations to be performed, TGS identified and assessed potential adverse impacts on salient Human and Labor Rights that could arise from the Company's operations aligned with detailed guidance from UN and OECD.

TGS assessed the human and labor rights enunciated in the International Bill of Human Rights and the ILO's core conventions on fundamental principles and rights at work, to identify (i) activities within our operations, or products or services via the supply chain or business partners, that can have a more than remote possibility of causing, contributing toward, or being directly linked to an adverse impact on fundamental human rights and decent working conditions, and; (ii) from those identified activities, the groups that would potentially be affected.

Within TGS operations and the assessed value chain there is very limited exposure to the risk of forced or compulsory labor due to the highly regulated sector in which TGS operates and the high skill level required work in the sector. TGS has also assessed that no part of the operation has a significant risk of child labor for the same stated reasons. The manufacturing goods we procure consist of highly technical components assembled in the U.S. and Europe, where stringent labor laws are enforced. Additionally, the vessels we charter undergo rigorous due diligence, including inspections of facilities, working conditions, and contracts, in line with maritime due diligence requirements and industry checklists.

While our exposure to child or forced labor is inherently low due to our stable workforce and the technical nature of our supply chain, we remain vigilant. Supplier risk assessments, regular audits, and continuous monitoring help us evaluate our risk profile and adapt mitigation strategies as needed. We also engage with industry stakeholders and regulatory bodies to stay ahead of evolving risks.

TGS has not set measurable, outcome-oriented or timebound targets as defined in the ESRS related to our Workforce, Workers in the Value Chain or Affected Communities. Instead, TGS monitors its performance using relevant qualitative and quantitative performance social indicators and uses these to inform our strategic decision-making related to our Workforce, Workers in the Value Chain, and Affected Communities.

A. Workforce (S1)

1. Own workforce-related IROs

In 2024, through its revised DMA, TGS identified the following material Impacts, Risks and Opportunities (IROs) related to our Workforce:

- **Safe & Healthy Working Environment (impact, risk):** Failure to ensure a safe and healthy work environment can negatively affect employees and their families as it will increase the risk of injury or potential fatalities, particularly in offshore operations. Conversely, implementing and ensuring a robust and transparent health and safety program minimizes potential negative impacts to employees and their families by preventing injuries and has the potential to improve industry practices by sharing and applying standards and practices. There is also a potential risk to the Company (cost, reputation, workforce) related to a human injury in operations should the Company fail to have a robust health and safety program.

- **Compensation and Total Rewards (impact, opportunity):** Our market-competitive compensation structure and total rewards packages (benefits, pension, etc.) directly impact our employee's quality of life and living standards. In addition, the provision of fair and market-competitive benefits to the TGS workforce helps retain key employees and increases opportunity for recruitment of new talent. Conversely, failing to maintain this has a potential negative impact to employee quality of life, wellbeing and living standards.

- **Development and Advancement of Workforce (impact, opportunity):** The provision of technical, professional and career training and development resources and opportunities to the workforce has the potential to positively impact our employees by improving and expanding their expertise, skills and knowledge and advancing their careers. It also provides an opportunity for the Company to retain key employees, increases the opportunity for recruitment of new talent, and creates a more engaged workforce which lead to lower turnover rates, reduced costs, and a workforce invested in the Company's success. Conversely, failing to adequately train and develop the workforce has the potential negative impact to employee engagement and advancement.

- **Equity in the Workplace (impact, risk):** Without effective measures to prevent unlawful bias, prejudice and harassment, the Company risks fostering a discriminatory work environment. This has the potential to lead to unequal opportunities for underrepresented groups, which hinder diversity, and negatively affect employee morale, retention and organizational growth. In addition, the cost related to remediation, fines, penalties, and reputational damage, as well as increased costs due to turnover, to the Company should it fail to provide a workforce free from unlawful bias, prejudice and harassment ensure that women and other underrepresented groups are given equal opportunity for development and advancement. There is also a related opportunity for the Company to recruit and retain key talent as well as grow and prosper by providing a workplace free of unlawful bias, prejudice and harassment and continually working to improve diversity within the organization to ensure that women and other underrepresented groups are given equal opportunity for development and advancement.

Impacts, Risks & Opportunities

Own Workforce (S1)

- 10 Equity in the Workplace – Negative Impact and Risk
- 11 Compensation and Total Rewards – Positive Impact and Opportunity
- 12 Safe and Healthy Working Environment – Negative Impact and Risk
- 13 Development and Advancement of Workforce – Positive Impact and Opportunity

2. Policies & Actions

a. Human & Labor rights

Policies

TGS expects the workplace to be free of unlawful bias, prejudice and harassment, and for employment decisions to be made on merit and not on the basis of race, color, national origin, religion, sex, disability or any other status protected by law. The TGS Code of Conduct and employee handbooks prohibit discrimination and harassment including sexual harassment, in the workplace. Employees are empowered to let the offender know their inappropriate behavior is not tolerated and there are multiple mechanisms to report potential violations.

Understanding and preventing human rights abuses in the workplace is a key part of TGS annual compliance training for all employees.

As noted in the introduction to the Social section, TGS sets forth its human and labor rights expectations in the TGS Code of Conduct and Human Rights policy, which prohibit the use of forced labor, child labor or human trafficking in any of its offices, operations or supply chain. Understanding and preventing human rights abuses in the workplace is a key part of TGS annual compliance training for all employees. These policies also set forth TGS' commitment to abiding by labor laws and respecting national and local laws on freedom of association in the communities in which business is done, and the right of all people to join or not join a trade union to bargain collectively.

As discussed further in Protection of Whistleblowers (IV.A.5), TGS provides multiple avenues for employees to report potential discrimination and harassment concerns or seek advice, including the TGS publicly available compliance hotline, which allows for anonymous reporting.

Further information related to these policies may be found in TGS Policies (IV.A.2).

Actions

TGS is committed to compensating its employees fairly and in accordance with all applicable labor laws. The TGS compensation philosophy is set forth in the TGS Remuneration Policy available at www.tgs.com. To ensure pay equity, TGS' compensation structure is based upon a salary structure aligned to standard job classifications and updated annually to account for changes in market conditions. Employee compensation includes base salary, insurance and retirement benefits programs and a profit-sharing bonus plan tied to the Company's financial and strategic performance and, in certain cases, stock-based, long-term incentive awards.

To enhance work-life balance across the organization TGS has implemented a 4:1 working model (four days in the office and a nominated day working from home each week) to provide employees with flexibility to manage their work styles and personal commitments. This approach reflects our commitment to employee well-being by fostering a healthier and more productive work environment while supporting diverse needs.

June 2024 recipient of TGS' Catch of the Fleet (COTF) award. COTF is an HSE reporting initiative that acknowledges individuals for their exceptional reporting efforts, showcasing exemplary reports to drive continual improvement.

b. Health & Safety

Policies

TGS' QHSSE policy, as set forth in TGS Policies (IV.A.2), outlines TGS' commitment to providing and ensuring a safe, secure and healthy working environment. Pursuant to this policy, TGS will consult and engage with employees, contractors and visitors on health and safety matters; delegate health & safety duties and resources throughout the organization and hold all staff accountable for their safety performance; empower and encourage employees to stop any unsafe work; prohibit the possession and consumption of illegal substances and alcohol at worksites; and promote good health and well-being for all employees. TGS' safe operating procedures and guidelines are outlined in the Company Management System (CMS), designed to comply with or surpass all applicable legal requirements and, where no requirements are specified, to adhere to industry standards and best practices. TGS holds ISO 9001:2015 (Quality Management System), ISO 14001:2018 (Environmental Management System), and ISO 45001:2018 (Occupational Health & Safety Management System) certificates. The CMS' scope covers all TGS operations and applies to all office- and field-based employees, and to all contractors in the value chain providing services for land and marine geophysical operations.

2024 Actions

To ensure the effectiveness of TGS' QHSSE program, TGS monitors and assesses its performance by tracking and reviewing leading and lagging QHSSE performance indicators. TGS' QHSSE departments ensure that adequate details on incidents and other operational events are captured in the CMS, and that root causes, action items and lessons learned are identified and properly implemented and communicated. TGS requires that all near-miss, and high-potential (HIPO) events are reported to identify and share lessons learned, to ensure adequate mitigation measures were implemented, and to safeguard personnel, assets and the environment. TGS also actively engages with relevant trade associations, such as the EnerGeo Alliance and the International Association of Oil & Gas Producers (IOGP), as well as competent governmental authorities, to develop, implement, and continuously update and improve our QHSE standards and system. Lastly, TGS' safety program and CMS are continuously assessed via annual ISO audits and periodic client CMS audits and all audit findings are reviewed and addressed, ensuring that the Company's CMS continues to function effectively.

The information gathered above allows TGS to understand which roles in the organization and which activities place employees at risk of harm and to focus on improving practices to further miti-gate or avoid risk.

Prior to commencing field operations, TGS' Operations business unit produces and reviews project Health, Safety, Security and Environmental (HSSE) related documents, including HSSE project plans, hazard assessments, crew HSSE plans and emergency preparedness documents. Workforce-related risks are identified and risk-assessed against the Company's risk assessment matrix, and risks that are deemed to be high must be mitigated to 'as low as reasonably practicable' before activities can be carried out. TGS-owned, long-term chartered, and contracted vessels undergo periodic inspections and audits to ensure that the vessels it uses in its operations are fully suitable. Likewise, all onshore seismic operations must perform field audits and inspections before and during operations.

TGS' 2024 health & safety objectives focused on (i) a combined Total Recordable Case Frequency (TRCF, per 1 million exposure hours) <2.24, (ii) an Hours per Safety Input Factor (HSIF) <22 for its proprietary OBN operations, (iii) for TGS' Executive team to conduct at least one field visit and one site inspection, (iv) recognizing a contractor and a supplier for the 2023 QHSE Excellence Award, and (v) zero fatalities or permanent injuries.

Objectives	Status	Comment
TRCF <2.24	Achieved	TGS achieved a TRCF of 1.64.
HSIF <22 for Proprietary OBN Operations	Achieved	TGS achieved an HSIF value of 12.77.
Executive Field Visits and Site Inspections	Achieved	The Executive team visited several vessels in 2024 and conducted at least 1 site inspection in a TGS office, warehouse or data management center.
Contractor and Service Provider 2023 QHSE Excellence Awards	Achieved	TGS recognized 1 service provider and 1 contractor for their outstanding 2023 HSE performance while contracting or providing services for the Company.
0 Fatalities or Permanent Injuries (FPI)	Not achieved	This objective was part of TGS' long-term incentive plan (LTIP) for TGS' Executive team.

In addition to the objectives outlined above, TGS introduced and executed a revamped emergency and security response program across its office and field operations following the TGS-PGS merger. The initiative included training approximately 100 employees to manage and respond to both office and field emergencies. Additionally, all emergency response documents in the CMS were reviewed and updated. In November 2024, TGS successfully conducted an annual full-scale security and emergency response exercise, which was overseen by an external third party and is mandated annually by the International Ship and Port Facility Security (ISPS) code.

Other actions encompassed the development of a CMS integration and implementation plan after the TGS-PGS merger, with the process of implementation of that plan continuing into 2025. TGS also implemented the Field Support Advisor (FSA) program to elevate the QHSSE competence of both current and future leaders engaged in marine operations. The FSA program provides a comprehensive and immersive learning experience to enhance QHSSE skills and knowledge in the field. 19 employees participated in the global program onboard TGS-owned or long-term chartered vessels in 2024.

In January 2024, TGS launched the 'Catch of the Fleet' initiative across its marine operations, which involves a monthly review of health and safety reports submitted by marine field crews to identify, showcase, and recognize exemplary reporting efforts. Following the TGS-PGS merger, TGS continued the collaboration with International SOS and the "BeWell" health-check program, which delivered over 1,000 voluntary physical and mental health evaluations by medical professionals to TGS' marine field employees and contractors on TGS-owned vessels. Finally, TGS Executive team members conducted annual field engagement and site QHSSE inspections for office and field operations.

2025 Objectives

TGS aims to complete the integration and implementation of the new CMS, as well as to review and update TGS' Business Continuity Plan to ensure that the Company is prepared to prevent, respond to, and recover from business continuity threats. TGS will continue to monitor employee health & wellbeing through surveys of office and field-based employees. HSSE training will also be provided to all our field- and office-based employees, with a goal to achieve a >98 percent completion rate for assigned training modules.

We will continue to evaluate our HSSE performance by monitoring our TRCF in office and field operations to keep the level below 2024 as well as focusing on zero Fatalities and Permanent Impairment (FPI) incidents in our 2025 operations.

c. Equal Treatment and Equal Opportunities for All

Policies

As set forth in TGS' Code of Conduct, TGS values diversity and is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices. TGS expects that all relationships among people in the workplace will be business-like and free of unlawful bias or prejudice. It is TGS' policy to ensure equal employment opportunity without discrimination on the basis of race, color, national origin, religion, gender, age, disability, sexual orientation, marital status, or any other status protected by law.

The Company expects the workforce to treat everyone they come into contact with through work or work-related activities with courtesy and respect. TGS does not tolerate harassment or any verbal or physical conduct that is humiliating, intimidating, disrupts others' work performance or creates a hostile work environment, and violence or threats of violence are forbidden at TGS. Feedback, criticism, and challenge should always be delivered in an appropriate and respectful manner.

Actions

Investing in diversity at TGS involves a comprehensive approach that goes beyond just allocating a budget. Our strategy includes:

- **Learning and Development Programs**: The Company currently dedicates resources to create and enhance programs that focus on the professional growth of diverse groups within the Company. The TGS Inclusive Workplace 2024 training was the third most completed training across the organization.

- **Mentoring Initiatives**: TGS continues to invest in mentoring programs to support and guide employees from various backgrounds, ensuring they have the tools and support needed to succeed. In 2024, TGS continued the prior PGS CoachHub initiative, which provides one-on-one career coaching to employees in the organization.

- **Representation in Development Programs**: Investment ensures that all development programs have good representation from diverse groups, promoting inclusivity at every level.

- **Forums and Roundtables**: Including initiatives like the Global Women's Forum, a quarterly event to discuss gender-relevant topics with both internal and external speakers, and local diversity and inclusion roundtables, both launched in 2024 following the close of the PGS merger. These platforms are crucial for fostering dialogue and sharing experiences.

- **Integration into People Strategies**: The investment is also about integrating diversity and inclusion into all our people processes, starting with the integration of the two workforces in 2024. This means embedding these principles into our leadership practices and Company culture.

- **Promotion of World Mental Health Day**: People leaders companywide were provided with information on ways they can support employees.

Each year, employees undergo training on TGS policies prohibiting discrimination, harassment, bullying and retaliation in the workplace, as well as explaining how to report incidents of misconduct. These trainings educate employees on how to promote a diverse and more inclusive working environment and help them understand unconscious bias. As part of this training, each employee certifies that they have read and understood the rules and discrimination and harassment policies outlined in the TGS Code of Conduct.

As discussed in the Engaging with our Workforce section (III.A.2.e), TGS tracks the effectiveness of actions by conducting an engagement survey across its workforce, assessing their awareness, understanding, trust in raising issues to leadership, their manager, or through other means.

Fairness and equity are guiding principles for the TGS total compensation approach for employees. As set forth under section Human and Labor Rights (III.A.2.a), the Company has adopted an approach which aims to ensure that employees are compensated fairly and equitably for their work by considering key factors including performance, experience and market value.

The Company expects the workforce to treat everyone they come into contact with through work or work-related activities with courtesy and respect.

d. Training & Development

Policies

TGS requires a formal performance dialog between the employee and their manager to be held at least once a year where goals, performance and development needs are reviewed with outcomes being recorded for future reference. Managers are expected to use predictable and consistent criteria across time and employees with continuous, honest and open feedback on goals, performance, and behavior throughout the performance management cycle. Goal attainment and overall performance is reviewed both by the manager and a wider group to ensure fairness and consistency in the process. Employees are encouraged to bring issues of fairness in the performance management process up with their manager's manager.

TGS celebrates National Intern Day with our hardworking, dedicated group of 2024 interns, which was our largest in Company history

Actions

TGS conducts an annual performance review process to empower employees and managers to focus on meaningful performance and development conversations throughout the year, and ensure employees continue to develop the necessary skills to grow and set goals around personal growth and alignment with corporate strategy. In addition to an overall employee rating, employees are evaluated against leadership competencies which provide a framework for managers and employees to evaluate performance and development needs, leading to targeted training opportunities.

TGS is committed to fostering continuous learning and professional development through high-quality, targeted training opportunities. Employees have access to an extensive training catalog via Cornerstone, including LinkedIn Learning courses and in-person training sessions. Additionally, TGS partners with a portfolio of trusted vendors and training providers to ensure impactful and relevant skill development.

To support future talent and industry growth, TGS also offers a structured internship program, reinforcing our commitment to knowledge-sharing and long-term workforce sustainability, helping interns gain real-world experience while contributing fresh perspectives to our business. Interns also benefit from cross-training and the guidance of both a buddy and a mentor. TGS are proud to invest in this mutually beneficial exchange of knowledge, creating a stronger and more innovative workplace for everyone involved.

e. Engaging with our workforce

The Company ensures regular and structured engagement with its workforce and workers' representatives across key stages to address actual and potential impacts, and set performance objectives:

Stages of engagement

Workforce feedback from various workers' representatives is sought during key organizational planning stages, such as policy development, workplace changes, or strategic initiatives. Engagement continues during the rollout of initiatives to address any emerging concerns in real-time. Follow-up engagement occurs to assess the outcomes and identify areas for improvement.

Type of engagement

There are formal channels of engagement through town halls, focus groups, engagement surveys, and regular consultations with workers' representatives. Quarterly meetings are recorded, and pre-submitted questions and live questions are answered by the CEO and Executive Team. TGS also utilizes information channels and ongoing two-way communication, such as team discussions, direct feedback mechanisms, and open-door policies. Finally, channels like the Compliance Hotline and HR grievance procedures ensure employees can report concerns confidentially.

In 2024, 89 percent of employees responded to TGS' 2024 Engagement Survey and TGS achieved a 68 percent engagement rating. TGS management are reviewing the findings with the workforce in order to set action plans to address key areas high-lighted within the results and ensure the Company moves forward together. The survey includes themes related to identified IRO's including total compensation and development and advancement of the workforce providing TGS with feedback on the effectiveness of actions put in place.

Frequency of engagement

Certain types of engagement occur on a regularly scheduled basis with town halls and consultations with workers' representatives occur on at least a quarterly basis. TGS' engagement survey is conducted on an annual basis with periodic follow-up pulse surveys throughout the year.

Other forms of engagement are ongoing throughout the year and readily available at all times, such as the feedback mechanisms, grievance reporting, and team discussions. Focus groups are conducted to capture workforce sentiment and identify areas of impact on a periodic basis.

By engaging across these stages with a combination of formal and informal approaches and maintaining regular touchpoints, the Company ensures that workforce perspectives are continuously integrated into decision-making processes and organizational improvements.

The most senior roles within TGS with operational responsibility for ensuring engagement and integrating its results into the Company's approach are the CEO and the Executive Team.
TGS' People & Culture business unit is responsible for ensuring engagement across the workforce, including initiatives that foster employee participation, feedback loops, and engagement surveys to assess effectiveness. TGS' Sustainability & Communications business group ensures structured communication channels and transparency in engagement processes, ensuring alignment with corporate sustainability and external communication strategies.

The Company facilitates capacity-building through regular surveys and structured communication channels to assess and enhance engagement, gathering input from employees to continuously improve the approach.

Voicing concerns

The Company adopts a proactive and structured approach to addressing and remedying grievances, concerns, and compliance issues within its workforce. TGS has established multiple accessible channels globally and locally to ensure employees can voice concerns effectively and safely.

This multifaceted approach ensures transparency, accessibility, and responsiveness while aligning with the Company's commitment to remedying any material negative impacts. The Company has specific channels in place for its workforce to raise concerns or needs, including:

- **Compliance Hotline**: Available globally via web intake or telephone to internal and external stakeholders for reporting grievances and compliance issues and allows for anonymous reporting.
- **HR Grievance Procedure**: Each major geographical unit has an HR department handling grievance procedure.
- **Designated Safety Representatives (DSR)**: In offshore environments, streamer vessels have nominated DSRs who collate reporting of concerns of unsafe acts outside the formal system. The DSR attends safety training in order to escalate concerns if necessary.
- **Designated office HSE representatives**: Available in each office location to address/assist with health, safety and environmental concerns.
- **Company Management System**: Can be used by TGS' workforce to raise and log/report concerns related to health, safety, quality, security and the environment.

Incidents, complaints and severe human rights impacts

Metric	Unit	2024
Number of incidents, including discrimination and harassment	number	2
Number of complaints filed through channels for own workers to raise concerns	number	4
Number of complaints filed for own workers to raise concerns to the National Contact Points for OECD Multinational Enterprises	number	-
Number of severe human rights incidents connected to the Company's workforce	number	-
Amount of fines, penalties and compensation as a result of incidents of discrimination and harassment	monetary	-
Amount of fines, penalties and compensation for severe human rights issues in own workforce	monetary	-

Accounting principles

The number of incidents and complaints is based upon those reported to the Compliance or Legal departments, whether directly, through the management line, via the Whistleblowing channel, or through external bodies.

3. Characteristics of workforce

a. Workforce metrics & targets

Category	Metric	Unit	2024
Board	Board members	number	8
	Employee representatives on Board	number	-
	Independent Board Members	number / percentage	8 / 100%
	Women On Board	Number / percentage	3 /37.5%
TGS Global Workforce	TGS Global Workforce	number	1841
	Permanent employees	number	1788
	Temporary employees	number	53
	Non-guaranteed-hours employees	number	-
	Global Workforce By Country: United States	Number / percentage	546 / 31%
	Global Workforce By Country: Singapore	Number / percentage	444 / 25%
	Global Workforce By Country: Norway	Number / percentage	412 / 23%
	Global Workforce By Country: United Kingdom	Number / percentage	254 / 14%
	Global Workforce working Offshore	Number / percentage	533 / 30%
Employee Turnover	Employees Turnover: Total	number	214
	Employee Turnover: Total	percentage	12%

Accounting principles

TGS Global Workforce includes TGS' own workforce and contractors who operate under the TGS Management System umbrella, this includes contractors on TGS owned vessels or long-term charter vessels. Due to the TGS-PGS merger and integration, the number above are derived from absolute numbers of employees are taken from the legacy HR systems, Workday and Cornerstone, and consolidated into a master sheet.

Employee numbers are reported at the end of the reporting period and represent the headcount. Employee Turnover represents combined voluntary and involuntary turnover of permanent employees for 2024 and reflects the impact of the TGS-PGS merger.

The Global Workforce by Country is the percentage of the workforce that is based out of a TGS office in that country and, for our offshore crew, from which country they receive pay.

TGS' offshore operations operate globally, and the Global Workforce working Offshore represents those employees who are part of TGS' vessel crews.

Total number of employees is also listed in Note 11 of the consolidated financial statement in the Annual Report.

b. Diversity metrics

Category	Metric	Unit	2024
DEI: Gender	Women in Global Workforce	percentage	20%
	Female Permanent Employees	percentage	20%
	Female Temporary Employees	percentage	9%
	Female Non-Guaranteed Hours Employees	percentage	0%
	Top Management Positions by gender	male count / female count/other/ND	51 / 19 / 0 / 0
	Top Management Positions by Gender	male percentage / female percentage/ other percentage/ND percentage	73% / 27% 0% / 0%
DEI: Age	Global Workforce Percentage by Age: Less than 30 years old	percentage	4.7%
	Global Workforce Percentage by Age: Between 30 to 50 years old	percentage	52.6%
	Global Workforce Percentage by Age: Older than 50 years	percentage	42.7%

Accounting principles

Due to the TGS-PGS merger and integration, the number above are derived from absolute numbers of employees taken from the legacy HR systems, Workday and Cornerstone, and consolidated into a master sheet. Employee numbers are reported at the end of the reporting period and represent the headcount. Top management positions include the Executive Team and their direct reports.

c. Pay gap & compensation metrics

Metric	Unit	2024
Pay Gap: Global Workforce	average pay between female and male employees as a percentage of male employees	78%
Pay Gap: US Workforce	average pay between female and male employees as a percentage of male employees	82%
Pay Gap: UK Workforce	average pay between female and male employees as a percentage of male employees	79%
Pay Gap: Norway Workforce	average pay between female and male employees as a percentage of male employees	82%
CEO total remuneration compared to median employee total remuneration	ratio	15.1:1
CEO base salary compared to median employee base salary	ratio	7.5:1
Global Workforce paid adequate wages	percentage	100%
Global Workforce covered by social protection	percentage	100%

Accounting principles

Due to the TGS-PGS merger and integration, the number above are derived from absolute numbers of employees are taken from the legacy HR systems, Workday and Cornerstone, and consolidated into a master sheet. CEO total remuneration includes the base salary and bonus awarded that year. Average employee total remuneration includes base salary and bonus awarded.

Pay gap calculations are based upon average pay by gender, without accounting for position, market differences, tenure or experience.

d. Health & Safety metrics

Category	Metric	Unit	2024	2024 proforma
Health & Safety	Percentage of data coverage as percentage of employee work hours for injury and illness	percentage	100	100
	Percentage of data coverage as percentage of contractor work hours for injury and illness	percentage	100	100
QHSE Manage-ment System	Global Workforce covered by QHSE Management System	percentage	100	100
	Global Workforce covered by audited QHSE Management System	percentage	100	100
Fatalities	Fatalities: Employees	number	-	-
	Fatalities: Contractors	number	1	1
	Fatalities: Company (Employees & Contractors)	number	1	1
	Fatalities: Fatal Accident Rate (Employees & Contractors)	per million work hours	0.16	0.11
Exposure Hours	Total Exposure Hours: Employees	hours	5,093,123	8,050,555
	Total Exposure Hours: Contractors	hours	1,084,436	1,084,436
	Total Exposure Hours: Company Total	hours	6,177,559	9,134,991
Total Recordable Case Frequency	Total Recordable Cases: Company (Employees & Contractors)	per million work hours	12	15
	Total Recordable Case Frequency Rate: Company (Employees & Contractors).	per million work hours	1.94	1.64
	Total Recordable Case Frequency Rate: Employees	per million work hours	0.98	0.75
	Total Recordable Case Frequency Rate: Contractors	per million work hours	6.45	8.30
	Number of recordable work-related accidents: Employees	number	5	6
	Number of cases of recordable work-related illness: Employees	number	-	-
	Number of cases of recordable work-related illness: Contractors	number	1	1
Lost Time Incident	Total Lost Time Incidents/Injuries: Company (Employees & Contractors)	per million work hours	3	3
	Total Lost Time Incident/Injuries Rate: Company (Employees & Contractors)	per million work hours	0.49	0.33
	Total Lost Time Incident/Injuries Rate: Employees	per million work hours	-	-
	Total Lost Time Incident/Injuries Rate: Contractors	per million work hours	2.76	2.76
Lost Days	Total Days Lost Due to Work-related Injuries and Accidents: Company (Employees & Contractors)	days	355	355
	Total Days Lost Due to Work-related Injuries and Accidents: Employees	days	106	106
	Total Days Lost Due to Work-related Injuries and Accidents: Contractors	days	249	249
Motor Vehicle Accidents	Motor Vehicle Accident Rate: Company (Employees + Contractors)	per million miles	-	-
	Total Miles (Onshore seismic operations)	miles	324,015	324,015

Accounting principles

Data is derived from the two legacy TGS Company Management Systems (UniSea and InSite) and its Learning Management System (Cornerstone).

e. Training & Development metrics & targets

Category	Metric	Unit	2024	2024 proforma
Training & Development	Annual Performance / Career Development Review Process Participation	Total participation in performance reviews %	98.7%	89%
	Annual Performance / Career Development Review Process Participation	Percentage of women who participated in performance reviews	97.5%	90%
	Annual Performance / Career Development Review Process Participation	Percentage of men who participated in performance reviews	99.1%	86%
	Annual Performance / Career Development Review Process Participation	Agreed total number of performance and career development reviews	873	1997
	Global Workforce Training Hours	hours	13,801	23,470
	Average Training Hours per Employee	hours per employee	7.5	12.7
	Average Training Hours per Female Employee	hours per employee	5.0	9.1
	Average Training Hours per Male Employee	hours per employee	7.0	11.6
	Average Training Hours per Gender Not Disclosed Employee	hours per employee	14.0	14.5

Accounting principles

The Annual Performance Review Process occurs in Q1. The data above represents the TGS workforce that participated in the 2024 Annual Performance Review process, which occurred in Q1 2024, and is based upon TGS' HR system, Workday.

Training hours data is derived from the two legacy training systems, Mimir & Cornerstone. Average training hours by gender are estimated based upon the Company's gender percentages.

B. Workers in the Value Chain (S2)

1. Workers in the Value Chain-related IROs

The impacts, risks and opportunities related to workers in our value chain are based upon the value chain and supplier categories identified in the Sustainability Strategy section of this report (I.C.2) and discussed in the introduction to the Social section (III).

- **Health & Safety in the Supply Chain (impact, risk):** Note: The workers referred to herein are S2 workers in the value chain who are contractors and subcontractors providing services on land/marine filed operations. Failure to ensure a safe and healthy work environment on our geophysical operations (either TGS vessels or those chartered through a third party) can negatively affect workers in our value chain supporting those operations and their families as it will increase the risk of injury or potential fatalities, particularly in the Company's offshore operations. The potential risk to the Company (cost, reputation, workforce) related to a human injury or human rights issue in our supply chain's workforce that occurs during acquisition operations. Conversely, implementing and ensuring a robust and transparent health and safety program, particularly in seismic operations, minimizing potential negative impacts for workers and their families by providing preventing injuries and has the potential to improve industry practices by sharing and applying standards and practices.
- **Human Rights in Supply Chain (impact):** The potential impact on workers in the value chain, including wellbeing and performance, should the Company not implement appropriate measures to ensure the supply chain complies with human rights laws and provides workforces free of discrimination and harassment.

Impacts, Risks & Opportunities

Workers in the Value Chain (S2)

- 14 Human Rights in Supply Chain – Negative Impact
- 15 Health & Safety in the Supply Chain – Negative Impact and Risk

2. Policies & Actions

Our process for setting policies is inclusive, leveraging insights from diverse stakeholders. TGS works closely with suppliers through Supplier Relationship Management processes, inspections, and audits. The Company also collaborates with organizations like the Norwegian Shipowners Association (NSA), EnerGeo (the global trade association for the energy geoscience industry), and leverage global expertise through participation in UN and OECD workshops.

Health & safety in the supply chain

Many of the policies, actions and objectives related to health and safety discussed in TGS' Workforce section (III.A.2.b) apply to workers in the supply chain. This includes the QHSSE Policy, which commits to minimizing health and safety risk supply chain workers face throughout our operations. The actions, such as the Catch of the Fleet initiative and the offshore crew wellness program, apply to both our workforce and value chain workers in our offshore operations. The health and safety objectives related to TRCF, and fatalities incorporate contractors and subcontractors providing services in our land and marine field operations.

TGS also engages with its service providers, suppliers, clients and subcontractors in producing and reviewing project Health, Safety, Security and Environmental (HSSE) related documents, including HSE project plans, hazard assessments, crew HSE plans and emergency preparedness documents, prior to commencing field operations. In 2024, TGS audited several of its subcontractors to verify the effectiveness and implementation of their management systems.

The fatality reported in III.A.4 Health & Safety metrics involved a contractor who fell overboard and was lost at sea while on a local fishing vessel that was supporting TGS' marine field operation. The individual was not directly contracted to or by TGS. TGS cooperated with local authorities in responding to this incident and conducted a thorough investigation. All local and project stakeholders were kept informed throughout the process, and TGS implemented additional mitigation measures to safeguard personnel.

The risk of negative health and safety impact to workers in the value chain is managed through TGS' supply chain management and detailed selection criteria covering key health and safety aspects based upon TGS' QHSSE policy. All hired vessels are subject to health and safety inspection to ensure risk in this area is understood and mitigated, and operators are also subject to audit as part of due diligence. Information from these processes, along with information from health and safety groups within global trade associations, such as EnerGeo Alliance, form TGS' approach to health and safety risk in the value chain

Human rights in the supply chain

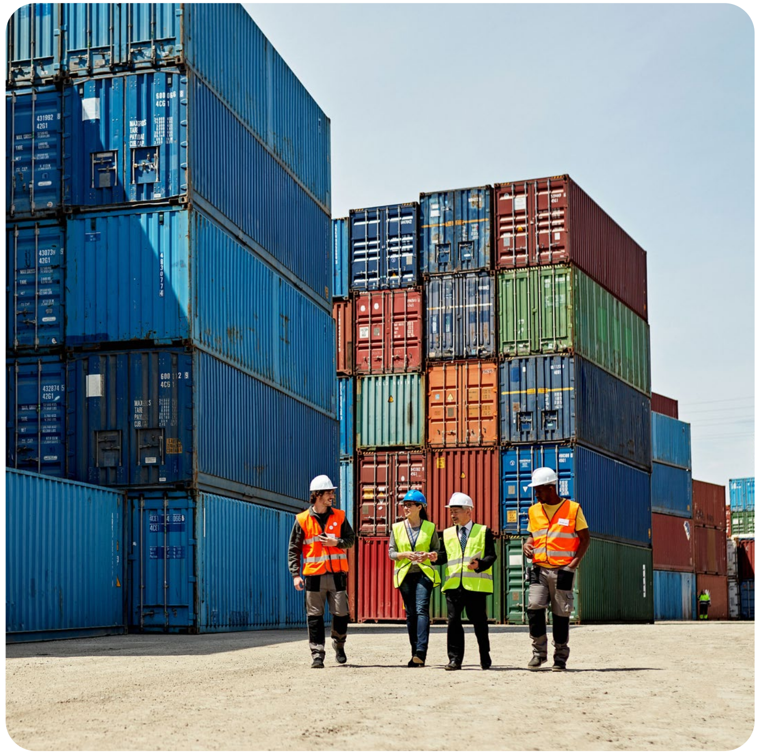
As mentioned at the outset of the Social section of this report (III), TGS' Supplier Code of Conduct and Human Rights policy include comprehensive provisions addressing critical issues such as worker safety, precarious work, human trafficking, forced labor, and child labor. These provisions explicitly require suppliers to uphold safe and healthy working conditions, prohibit exploitative labor practices, and ensure that all forms of forced or child labor are eliminated. They also outline outlines the Company's commitment to conducting business in alignment with human and labor laws, as well as the United Nations Guiding Principles on Business and Human Rights and the ten principles of the United Nations Global Compact, the International Bill of Human Rights and the International Labour Organisation Declaration on Fundamental Principles and Rights at Work.

TGS' Whistleblower Policy and practices, discussed in the Protection of Whistleblowers section (IV.A.5) applies to workers int the value chain and sets out reporting methods along with non-retaliation requirements.

TGS contractors, vendors, suppliers, and consultants are expected to respect human rights and adhere to these policies when providing services to or acting on behalf of TGS. In 2024 there have been no severe Human Rights issues reported in connection to the upstream and downstream value chain.

TGS' third-party regulatory compliance due diligence standard, establishes a framework for conducting compliance due diligence on third parties to ensure that all engagements adhere to applicable legal, regulatory, and ethical standards, thereby mitigating compliance risks associated with third-party relationships.

Due Diligence: Expanding our due diligence processes to additional first tier suppliers as well as second tier in our most exposed operations is expected to lead to a more comprehensive assessment of supply chain. This initiative, planned for implementation over the next 12–18 months, will enhance TGS' ability to identify and mitigate potential risks early, ensuring alignment with our commitment to ethical and responsible practices throughout the value chain. It will further help us to understand where to focus our resources to avoid or mitigate risks.



Training & Awareness: Increasing oversight to ensure our principles are effectively communicated and implemented by employees of high-risk suppliers will drive greater awareness and understanding of human rights and compliance requirements. This effort, expected to be rolled out in phases over the next two years, will integrate targeted inquiries into due diligence processes and include these topics in audits and inspections. This initiative is expected to further reduce the likelihood of human rights breaches.

Monitoring and Reporting: Developing robust dashboards that integrate data from multiple sources, including supplier due diligence, payment insights, industry and country-specific risks, and external indicators like UN data and the Corruption Perceptions Index, will be a key focus through 2025.

By leveraging these diverse data sets, TGS will have enhanced ability to assess and manage risk effectively. By this timeline, the aim is to have a fully operational system that provides a holistic view of supply chain risks, enabling improved decision-making and proactive risk management. Continuous refinement of these systems will ensure the supply chain remains resilient and aligned with global ethical standards

3. Engaging with value chain workers

The products that TGS creates (energy data and related intelligence) are not textiles or goods that are mass produced in factories or warehouse settings. TGS does acquire data in regions that may rank higher on the Global Slavery Index, but to do so, the Company relies upon skilled and certified workers provided through a limited number of qualified suppliers that provide our Company with goods, such as streamers and nodes and services, providers of computer facilities or ship agents, that have been vetted by TGS and with whom TGS has worked with around the globe. These qualified suppliers are subject to the TGS' due diligence process and contractual obligations outlined above. Although having limited direct view into the experiences of workers in the supply chain, TGS actively take steps to incorporate their perspectives into decisions and activities aimed at managing actual and potential impacts.

This includes engaging with suppliers through our Supplier Management Relationship process, where senior management meet with supplier representatives to discuss key issues and opportunities for improvement. TGS also conduct audits and inspections to assess working conditions and compliance with our standards. For maritime operations, where there is a high risk of health and safety incidents, very close contact is maintained throughout all phases of the project, from initial engagement to post-mortem reviews. This includes physical inspections, tailored training, and direct meetings with operational value chain workers. Additionally, guidance is sought from relevant external exchange information and best practices with peers, such as the NSA and EnerGeo. These activities enable us to gain valuable insights and ensure that our approach to managing value chain impacts aligns with global expectations and the needs of workers.

Engagement with value chain workers occurs at various stages and involves different types and frequencies depending on the stakeholder and their relevance or risk profile. Engagement with external organizations, such as the United Nations, OECD, and professional associations, is continuous, enabling the Company to seek guidance, share experiences, and stay aligned with international best practices. For suppliers participating in TGS projects, engagement may be quite close and span from project planning through execution to completion and lessons learnt. While we do not engage directly with all third parties, we prioritize interactions with those that are critical to our business operations or identified as having an elevated exposure to human and labor rights risks. This includes key suppliers of essential equipment (such as streamers and nodes), chartered vessels, and shipyards. For these high-priority third parties, we maintain regular communication, with engagement occurring on a quarterly to annual basis, depending on the nature of the relationship and the associated risk level. This targeted approach ensures meaningful engagement where it is most impactful and supports TGS' commitment to upholding human rights across our value chain.

The operational responsibility for ensuring engagement with workers, particularly on human rights issues, is shared across several key functions within the Company. For health, safety, and other human rights matters related to offshore operations, Senior Management in Operations leads these efforts, ensuring close engagement with employees to address salient risks. For broader supplier-related issues, including those within the global supply chain, management within the Global Supply Chain function oversees supplier relationships and the implementation of measures to uphold human rights standards. Additionally, the Compliance function works collaboratively with these and other departments to progressively roll out initiatives aimed at evaluating human rights risks across the value chain. This includes supporting the establishment of appropriate measures to prevent, mitigate, and, where necessary, remediate adverse impacts. Capacity-building activities, including training and resources, are provided to relevant staff to ensure they are equipped with the skills needed to undertake effective engagement and integrate insights into the Company's overall approach.

4. Remediation and channels to raise concern

As discussed in Protection of Whistleblowers (IV.A.5), TGS' Whistleblower Policy applies to workers in the value chain, and the different channels available, including to external stakeholders such as workers in the value chain, to raise concerns and how those concerns are addressed.

Transparency is prioritized by sharing sufficient information with complainants about the status and outcomes of their reports while maintaining confidentiality and, where applicable, addressing any public interest. Outcomes are aligned with internationally recognized human rights principles, reflecting the Company's commitment to ethical practices.

The Company leverages insights from the channel to support continuous learning, identifying trends and root causes to improve reporting mechanisms and prevent future impacts. Furthermore, the Company emphasizes dialogue with complainants as a means to reach agreed solutions, avoiding unilateral determinations and fostering collaborative resolution processes.

In case TGS may have caused or contributed to an identified adverse negative impact on an issue, TGS will provide remedy. In cases where TGS has not caused or contributed to an impact but may still be linked to this impact through a business partner, TGS may still take a role in remediating. For example, to the extent practical the Company may use our leverage on the business partner to incentivize starting a remediation process. Where relevant, information may also be provided which can facilitate investigations or dialogue. In the event of more extreme cases enforcement authorities may need to be informed.

The appropriate process to enable remediation depends upon several factors such as legal obligations, the nature of the negative adverse impact and where the adverse impact occurs. For example, if the impact occurs through the supply chain, TGS may conduct meetings, provide training or assistance, cease cooperation, engage in legal procedures and/or claim compensation.

TGS requires suppliers to share its Supplier Code of Conduct with employees and inform them about the Compliance Hotline. Currently, no formal mechanism assesses worker awareness or trust in these channels. From 2025, TGS plans to enhance engagement with high-risk third parties and gather worker feedback during audits and incorporate worker feedback into evaluations to improve trust and awareness of these channels.

C. Affected communities (S3)

1. Affected communities-related IROs

The impacts, risks and opportunities related to workers in our value chain are based upon the value chain and supplier categories identified in the Sustainability Strategy section of this report (I.C.2) and discussed in the introduction to the Social section (III).

- **Disruption to Local Communities (impact, risk):** The potential impact to the local communities, including indigenous people, fishing communities, landowners and other stakeholders that may occur when conducting (temporary) acquisition operations. There is also a potential financial risk to the Company (cost, time) that may occur when conducting acquisition operations if there are disruptions from local communities, including indigenous people, landowners and other stakeholders. This may include delaying permits due to additional hearings that could delay or hinder projects, and the implementation of additional measures or remediation, both of which would increase costs and impact project performance and potential revenue.
- **Economic Advancement of Local Communities (impact, opportunity):** The positive impact to local communities through the provision of jobs, technical and professional training, community development, and environmental projects undertaken by the Company as part of our seismic acquisition projects in Africa, Latin America and Asia Pacific. Further, the provision of jobs, training, other local resources to local communities, and supporting energy development within the country, enhances TGS' partnership and connections in countries and regions. Strengthening partnerships with local communities and governments provides for more business opportunities and growth.

Impacts, Risks & Opportunities

Affected Communities (S3)

- 16 Disruption to Local Communities – Negative Impact and Risk
- 17 Economic Advancement of Local Communities – Positive Impact and Opportunity

2. Policies & Actions

Policies

TGS has several policies that govern how it operates and its interactions with the communities, including those discussed in TGS Policies (IV.A.2) and in the other Social sections (III.A and III.B) of this report. This includes the Human Rights policy, in which TGS commits to conducting business in a manner that respects the rights and dignity of all people; respecting the human rights of people in communities that may be affected by Company activities; ensuring there are measures in place to detect and mitigate any adverse effects on human rights caused by Company operations, including working directly with the governments of the communities in which the Company has operations; and maintaining engagement with the communities in which the Company conducts operations for the duration of the project, focusing on any human rights impacts that may result from those operations. TGS' commitment to planning and conducting work in a manner to minimize the impact on affected communities is reinforced in TGS' QHSSE Policy. TGS' Supplier Code of Conduct includes the commitment for TGS' supply chain to respect all internationally recognized human rights, and to strive to contribute to the general wellbeing of the communities in which the Company operates.

With respect to Minorities and Indigenous People's Rights, TGS' Code of Conduct further provides:

- All suppliers and sub-suppliers shall respect the special importance of the social, cultural, religious and spiritual values and practices of minorities, indigenous and tribal peoples and their relationship with waters, land or territories, and to the extent your work affects these peoples, together with TGS undertake a process to minimize and mange such effects.
- All suppliers and sub-suppliers shall also respect the local community and work according to internationally recognized principles together with TGS, seeking to prevent and mitigate adverse impact on the local community.

TGS' Charitable Contributions Policy outlines the TGS' charitable contributions principles and provides mechanisms for TGS to support local charitable organizations and recognize and contribute to employees' efforts to support local charitable organizations

Actions

Although TGS does not have specific measurable outcome-oriented targets TGS has implemented various qualitative measures to monitor performance and potential impacts on local communities, which are tailored to affected communities based upon location-specific permit requirements, EIA and community engagement efforts.

Marine Geophysical Operations

- Community Notifications: TGS issues Notices to Mariners in local ports and fishing hubs, detailing vessel activity, survey areas, towed equipment, timelines, and contact information.
- Risk & Fishing Assessments: Pre-survey risk assessments evaluate potential impacts on fisheries and communities, considering seasonality, fishing activity, past survey reports, and expert consultation.

TGS employees volunteered at YMCA Camp Cullen in Fall 2024.

- Liaison Officers: Fisheries (FLOs) or Community Liaison Officers (CLOs), often locally sourced, engage with fishermen and community members to communicate survey details and ensure safety.
- Guidelines & Standards: TGS follows its Fisheries Management Guideline and 04-HSE-021 Communication, Participation & Consultation Standard for responsible engagement.

Environmental Impact Assessments (EIAs)

- TGS commissions project-specific EIAs through specialized consultants for multi-client surveys. Identified community or fisheries impacts are addressed with reviewed and implemented mitigation measures.

Onshore Geophysical Surveys

- TGS engages landowners and local communities based on potential impacts, discussing project scope, timing, and concerns. In Canada, engagement extends to representatives on Indian Reserves.

These actions demonstrate TGS' commitment to proactive impact mitigation, transparent communication, and responsible operations.

TGS is committed to supporting local, nonprofit community organizations and charities that focus their services on people and are dedicated to (i) providing access to healthcare, medical services and helping to fight disease; (ii) assisting underprivileged, underrepresented or at-risk communities or groups; (iii) providing humanitarian aid or disaster relief; (iv) addressing environmental issues; or (v) promoting geophysics and geoscience educational experiences to children. TGS also actively supports reputable charitable programs and organizations that serve people in need in countries where TGS has offices or projects by providing ongoing financial donations, as well as encouraging employees to donate their time and energy to help those in society who are less fortunate.

In 2024, TGS continued a Student Sponsorship Program with ANPG (Agência Nacional de Petróleo, Gás e Biocombustíveis). This plan aims to establish and instruct the procedure that should be observed in the mechanism of awarding sponsorship with scholarships via "Students Funds of Multi-client Projects". Further, ANPG requested that TGS support the renovation of an old church in Luanda. TGS will maintain its existing impact mitigation efforts, adapting to project needs.

TGS is planning to develop a module for tracking and assessing the effectiveness of its community-related actions in 2025 within the Company Management System.

3. Engaging with affected communities

TGS operates globally and is committed to making a positive impact on the local communities in which it conducts business. The Company promotes economic development and energy security while creating employment opportunities, providing training, and supporting local resources. TGS recognizes the importance of engaging with local communities, including indigenous groups, fishing communities, landowners, and other stakeholders. This commitment includes addressing local concerns, adhering to local laws, traditions, and customs, and mitigating any negative impacts resulting from its operations.

For TGS onshore and offshore projects, TGS identifies the relevant local stakeholders, whether that is local communities, indigenous people, fishing communities or landowners and creates an engagement plan specific to that project. Where TGS provides resources and training to communities, TGS has due diligence and compliance policies that must be followed to ensure that the programs and funds are provided to the intended groups and communities for the intended purpose.

Engagement with local communities occurs before and during field operations. External stakeholders may provide feedback on a particular project through designated commercial channels or throughout the permitting process for that project in the form of hearings and meetings. The permitting process for projects has designated feedback mechanisms for affected stakeholders to raise concerns about a particular project's impact on a local community.

The TGS operations managers and project developers have operational responsibility for ensuring that this engagement takes place and for escalating to appropriate leadership if the situation arises. TGS is proactive in its dealings with local communities before it begins its operations as well as during operations such that any issues are dealt with before they arise. Effectiveness in local community relations is qualitatively evaluated based upon several factors:

- Renewal of country agreements or permits by government in a process that includes input from local stakeholders and communities.
- Direct feedback from communities regarding local projects or community outreach.
- Reports from engagement activities are reviewed by the project team as evidence of engagement with the local communities and information from these reports is reviewed.
- Whether there is litigation or public outcry from local groups that hinder the ability to operate.

TGS engages with local communities that may be vulnerable to our activities via face-to-face/in-person meetings. Typically, these meetings are held as townhalls where the affected community is invited to attend, participate, ask questions, provide feedback etc. During the meetings, TGS provides information on the activities it will be performing, their potential impacts, and how they will be mitigated. For our marine operations, TGS may meet with local seaside villagers and communities that may be affected by our activities, particularly where activities may concern local fishermen. This type of consultation and community engagement is common in countries like Brazil. For onshore geophysical operations, TGS engages with landowners and potentially affected communities.

TGS actively considers feedback from affected communities and works collaboratively with permitting organizations to address concerns. TGS engagement is aimed at confirming mitigation activities for the project with feedback having the potential to add to or amend these mitigations.

TGS employees collected 370 pounds of goods and delivered it to the Houston Food Bank after the major Houston Texas windstorm in May 2024.

4. Remediation and channels to raise concern

Local communities have multiple channels to provide feedback either directly or indirectly. This could be through local project forums, through government comment periods set by regulation, NGOs, directly to TGS, via social media or through our website. In addition, TGS works with local communities in key areas and obtains feedback through those organizations and/or the governments supporting or assisting those organizations. Further, the permitting process for projects has designated feedback mechanisms for affected stakeholders to raise concerns about a particular project's impact on the local community. Finally, TGS requires its contractors on projects to abide by TGS policies and procedures and to report any non-compliance to TGS.

The Protection of Whistleblowers section (IV.A.5) details TGS' Whistleblower Policy and the different channels available to external stakeholders, including individuals in affected communities, to raise concerns and how those concerns are addressed. Additionally, the Company supports the availability of international reporting mechanisms, such as the OECD Guidelines for Multinational Enterprises complaint system, which is accessible to all stakeholders in the value chain. TGS did not have any significant matters reported from local communities through these channels.

Effectiveness and trust of this process is assessed in the same way as engagement effectiveness in the previous section.

Go back

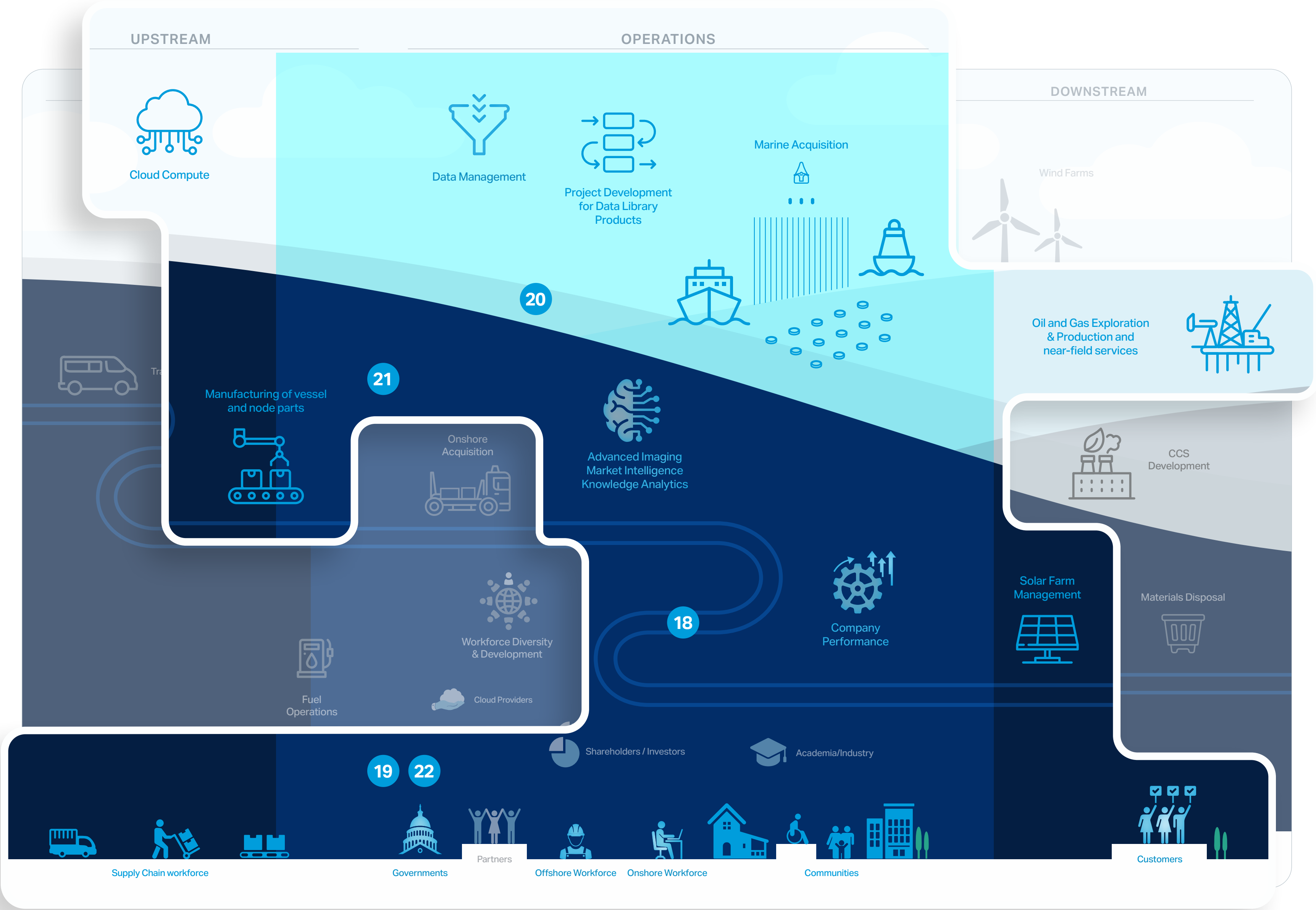
IV. Governance

A. Business Conduct (G1)

1. Business Conduct IROs

TGS is a publicly traded Company that operates globally and serves a customer base of international energy companies, all of which are subject to many international laws, standards and requirements. Our headquarters are based in Norway and the US, and our workforce includes office-based employees in Europe, America, Latin America, Africa, Australia and Asia-Pacific, as well as offshore crew who operate our vessels around the world. Our permits and government contracts across the globe involve interaction and dealing with governments, government agencies and state-owned companies. These were key considerations when assessing the material impacts, risks and opportunities related to TGS' business conduct.

- **TGS Culture (impact, opportunity):** Maintaining and fostering a unified, strong corporate culture and alignment enhances the ability for the Company to successfully implement our strategy and objectives and our ability to perform successfully and has a positive impact on employee wellbeing and productivity. It boosts collaboration, attracts new talent to the organization and allows TGS employees to be adaptable to change. TGS' culture positively impacts our key stakeholders, including shareholders, by increasing profitability, customers by successfully delivering on projects, and our workforce through engagement. TGS' culture drives TGS' success as it helps ensure the Company is able to successfully deliver on projects, and keep our workforce engaged. This reduces project inefficiencies and delays and improves retention and reduces turnover.
- **Compliance with the Law (impact, risk):** Failing to implement a strong and effective compliance program and whistleblower protection that ensure ethical business practices and compliance with the laws applicable to the Company (anticorruption, antitrust, trade controls, insider trading, tax, etc.) has the potential negative impact of directly or indirectly contributing to violations of the law. Any failure to comply in this area will erode trust in the Company and have a potential direct impact the value chain. The potential risk to the Company (cost, reputation, remediation) of failing to implement a strong and effective compliance program and whistleblower protection that ensure ethical business practices and compliance with the laws applicable to the Company (anticorruption, antitrust, trade controls, insider trading, tax, etc.)
- **Cybersecurity Threat (impact, risk):** TGS provides and manages exploration and development data, software, and data management services for governments and our customers. This data is considered commercially valuable and confidential for our customers as it relates to their own exploration and development strategies, and it provides monetary revenue for governments. TGS also provides software that supports clients' ability to manage energy infrastructure and interpret and manage their own seismic data. Finally, TGS' vessels and land operations are managed using technology. The potential negative impact if TGS does not implement a robust cybersecurity program and is subject to a data breach or cyberattack could put customer or government commercial data at risk, affect the Company provided software, impact vessel operations, or put employee data at risk. The potential risk to the Company should it fail to implement a robust cybersecurity program and is subject to a data breach or cyberattack could include increased costs, reputational damage, remediation efforts, etc.
- **Supply Chain Management (impact, risk):** The potential negative impact on ESG factors if TGS does not manage its suppliers with regards to sustainability, health and safety, environment, compliance with the laws, and human rights. The potential risk to the Company (cost, reputation) of failing to properly manage its suppliers with regards to sustainability, health and safety, environment, compliance with the laws, and human rights, and ensure that they abide by TGS policies and practices and the law.
- **Whistleblower Protection (impact):** The lack of proper policies and procedures to whistleblower protection and investigation and remediation related to whistleblower reports can negatively impact employees, the whistleblower, and other external stakeholders by failing to prevent retaliation or remediation of the issue and hindering compliance in the workplace. Conversely, providing clear and transparent practices and procedures related to whistleblower protection and investigation and remediation of reports has the potential to minimize potential negative impacts to the workforce through increased trust, remediation of issues and prevention of future non-compliance.



Impacts, Risks & Opportunities

Governance & Business Conduct (G1)

- **18** TGS Culture – Positive Impact and Opportunity
- **19** Compliance with the Law – Negative Impact and Risk
- **20** Cybersecurity Threat – Negative Impact and Risk
- **21** Supply Chain Management – Negative Impact and Risk
- **22** Whistleblower Protection – Negative Impact

2. TGS Policies

Compliance with laws, rules, and regulations is a fundamental part of the TGS Code of Conduct and how we conduct our business. The TGS Code of Conduct establishes the Company's commitment to legal compliance, ethical behavior, sustainability, and social responsibility across all operations. The Code emphasizes personal responsibility in adhering to its principles and relevant laws, with leaders expected to exemplify and enforce these standards within their teams. To assist in ethical decision-making, TGS provides resources such as an Ethical Decision Tree and encourages open communication through various channels, including direct supervisors, the Compliance Department, and an anonymous hotline. The Company maintains a strict non-retaliation policy to protect individuals who report concerns in good faith.

The Code encompasses policies on equality and diversity, harassment and intimidation, human rights, health and safety, conflicts of interest, anti-corruption, and environmental responsibility. These policies are designed to guide behavior within the Company and in interactions with external stakeholders, including suppliers, consultants, business partners, and local communities. TGS mandates compliance with applicable laws and ethical standards throughout its value chain and across all geographies where it operates. The Company also outlines specific procedures for reporting violations and the consequences of breaches, reinforcing its dedication to maintaining a culture of integrity and accountability.

TGS' administrative, management, and supervisory bodies regularly discuss aspects of corporate culture, focusing on themes such as honesty, integrity, accountability, and respect for others. These principles are communicated company-wide and are integral to TGS' operations. Leaders are expected to model and promote this culture, ensuring that all activities within their areas of responsibility align with the Code, Company policies, and applicable laws.

Employees are educated on compliance risks, as well as on TGS policies and procedures, and on key topics within our Code of Conduct, through in-person workshops and mandatory e-learning sessions that employees must complete each year. All employees, including TGS' Executive Team, are required to complete TGS' annual compliance training, which includes components on anti-corruption and anti-bribery, trade controls and sanctions, human rights and modern slavery, non-retaliation, discrimination and harassment, as well as how and where to report instances of non-compliance. Members of TGS' Board of Directors receive annual training provided by external counsel on key areas related to business conduct, including anti-corruption and anti-bribery, human and labor rights, fraud and internal controls, and the legal obligations of directors.

The following chart outlines the key policies that govern TGS business conduct, both internally and externally, across all our operations and value chain. These policies are all available on the TGS website

Policy	Scope	Governance	Key Topics
Code of Conduct	All TGS operations, including all officers, directors, employees, and hired contractors within TGS, as well as agents acting on the Company's behalf	• Approved by TGS Board of Directors • EVP, Sustainability & Communication responsible for implementation	• Compliance with the law • Anti-corruption and anti-bribery • Human and labor rights • Equal treatment and opportunity • Discrimination and harassment • Whistleblower protection • Thirty-party management • Modern slavery and child labor • Fraud and internal controls • Anti-money laundering • Antitrust and fair competition • Information security • Health, safety and security • Environment • Community interactions
Human Rights Policy	All TGS operations, including all officers, directors, employees, and hired contractors within TGS.	• Approved by TGS CEO • EVP, Sustainability & Communication responsible for implementation	• Equal treatment and opportunity • Discrimination and harassment • Collective bargaining and trade unions • Modern slavery and child labor • Whistleblower protection • Respecting local communities
Anti-Corruption Policy	All TGS operations, including all officers, directors, employees, and hired contractors within TGS, as well as contractors, suppliers and agents acting on the Company's behalf	• Approved by EVP, Sustainability & Communication • Compliance & Internal Audit responsible for implementation	• Bribery, kickbacks and illegal payments • Gifts and entertainment • Facilitation payments • Political contributions • Social welfare contributions • Fraud and accounting
QHSSE Policy	All TGS operations, including all officers, directors, employees, and hired contractors within TGS, as well as contractors, suppliers and agents acting on the Company's behalf	• Approved by TGS CEO • VP, Corporate HSSE & Director, Sustainability & Quality responsible for implementation	• Health and Safety • Climate and Environment • Security • Quality • ISO 45001 • ISO 14001 • ISO 9001
Whistleblower Policy	All TGS operations, including all officers, directors, employees, and hired contractors within TGS, as well as agents acting on the Company's behalf	• Approved by TGS CEO • EVP, Sustainability & Communication responsible for implementation	• Channels for reporting • Investigation process • Retaliation
Supplier Code of Conduct	All suppliers engaged by TGS and its subsidiaries	• Approved by VP, Global Supply Chain • Global Supply Chain responsible for implementation	• Compliance with the law • Anti-corruption and anti-bribery • Human and labor rights • Respecting local communities • Information security • Health, safety and security • Environment • Anti-money laundering • Antitrust and fair competition • Fraud and accounting

3. Corporate culture

At TGS, corporate culture is built and continuously shaped through our strong vision and mission statements, which guide our collective purpose and values. Regular town hall meetings and transparent business unit updates ensure open communication and alignment across all teams. Employee-driven initiatives, such as social events, sports activities, and environmental competitions, foster engagement and collaboration. Additionally, our commitment to ethical standards is reinforced through regular training on our Code of Conduct, creating a shared sense of responsibility and integrity across the organization.

Our principles of conduct are founded in our core values and leadership principles and frequently reinforced by communication from TGS Leadership. To ensure all employees understand and uphold our expected culture and behavior, training programs are provided and require annual confirmation that the Code of Conduct has been read and understood.

4. Anti-corruption & anti-bribery

TGS recognizes that preventing bribery and corruption in its operations is essential in today's business environment. Our anti-corruption program reflects the Company's promise to its shareholders, customers, and other stakeholders to operate legally and ethically. It is based on best practices and standards. These include the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, relevant sections of the Norwegian Penal Code, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business, and the anti-bribery and anti-corruption laws of the various countries in which TGS operates or conducts projects.

TGS has a variety of policies and procedures to ensure compliance with anti-corruption laws, including the TGS Anti-corruption Policy and Supplier Code of Conduct, as well as procedures that address training and social welfare provided as part of government obligations, engagement of high-risk third parties, giving or receiving gifts or entertainment. The TGS Anti-corruption policy expressly prohibits bribery, kickbacks and other illegal payments, as well as facilitation payments and political contributions on behalf of the Company.

Taking the Company's context and stakeholders' interests into account, an anti-corruption risk assessment is maintained that highlights areas of exposure. This analysis includes a review of the scope of the project; the countries in which it will take place; the use of any partners, consultants, suppliers or vendors; and the necessary mitigation measures to combat the corruption risk. Our anti-corruption program is designed to mitigate these risks and meet all relevant legal requirements. Management and the Audit Committee receive reports of the results of compliance monitoring against the Anti-corruption program on a regular basis.

A comprehensive training program is provided that ensures new hires understand the risks and our requirements. All employees receive annual e-learning, and exposed groups receive tailored

TGS Project Owner completed the Oslo Marathon on 21 September 2024.

in-person training. The functions within the Company most exposed to corruption and bribery risks include employees and teams in management, sales, bidding and procurement as their roles may involve managing large transactions, negotiating contracts, or interacting with external parties such as vendors, clients, or regulators. TGS also provides annual training for our most exposed business partners.

In 2024 TGS significantly improved our supplier monitoring capabilities with the adoption of a tool for automated and continuous screening of our critical suppliers that provides regular updates on risk indicators, such as sanctions, beneficial ownership and adverse media-articles. In 2025, TGS will further advance our monitoring capabilities by combining real time data from TGS' supplier registry, accounts payables data, automated monitoring and risk indicators such as party type and country.

The Company has established clear procedures to promptly, independently, and objectively investigate incidents related to business conduct, including cases of corruption and bribery. These procedures are designed to ensure impartiality and thoroughness, leveraging independent oversight and well-defined protocols to manage investigations. A dedicated team or third-party specialists may be engaged to maintain transparency and objectivity. Additionally, mechanisms such as whistleblower protections and confidential reporting channels are in place to encourage the reporting of such incidents without fear of retaliation, fostering a culture of accountability and ethical behavior. Refer to the Protection of Whistleblowers section (IV.A.5) in this report for more information on TGS' procedures for investigating incidents.

Incidents of corruption and bribery

Metric	Unit	2024
Percentage of functions-at-risk covered by anti-corruption training program	percentage	100%
Number of convictions of violation of anti-corruption and anti-bribery laws	number	-
Fines or penalties for violation of anticorruption or antibribery laws	USD Millions	-
Number of confirmed incidents of corruption or bribery	Number	-
Number of confirmed incidents in which own workers were dismissed or disciplined for corruption or bribery-related incidents	Number	-
Number of confirmed incidents relating to contracts with business partners that were terminated or not renewed due to violations related to corruption or bribery	Number	-

Accounting principles

The number of incidents include both confirmed and suspected cases of corruption or bribery reported to the Compliance or Legal departments—whether directly, through the management line, via the Whistleblowing channel, or through external bodies.

5. Protection of whistleblowers

As set forth in the TGS Whistleblower Policy, TGS provides employees and external stakeholders, including customers, suppliers, partners, or others, the TGS Compliance hotline, which is publicly available and allows for anonymous reporting, to report potential non-compliance.

The team investigating matters raised through these channels operate independently from the chain of management involved in the matter to ensure objectivity, impartiality, and integrity in the investigative process. The investigation team is normally composed of resources reporting directly to a neutral oversight body, such as the Compliance, Legal, or Audit Committee. This separation eliminates potential conflicts of interest and safeguards the investigation from undue influence or bias by individuals or groups connected to the incident. By maintaining independence, the investigators can focus solely on uncovering the facts and upholding the organization's commitment to transparency and accountability. All reports made, along with any related information, are kept strictly confidential in accordance with applicable laws and TGS policies. Management and the Audit Committee receive reports of the results of compliance monitoring against the Anti-corruption program on a quarterly basis.

The TGS Code of Conduct expressly prohibits retaliation against those who report or cooperate in an investigation. TGS mandatory training for all employees includes the topic of Non-retaliation. Any threat or act of retaliation against TGS Employees will be treated as a serious violation of the Code of Conduct.

6. Management of Supply Chain

Assessing risk

TGS identifies and assesses actual and potential adverse impacts associated with its operations, products or services using an approach in line with the United Nations Guiding Principles on Business and Human Rights, the UN Global Compact, the OECD Guidelines for Multinational Enterprises, and the related OECD Guidelines.

To understand where these risks may potentially occur, TGS has performed context-, stakeholder-, and value chain analyses and identified the activities which may pose a risk to particular groups or targets. These analyses consider various perspectives, such as:

- The Company business model and market,
- The nature, scale, and complexity of TGS operations,
- The Company's position in the value chain, and
- The locations and sectors of operation.

Due diligence

Various dimensions are considered during the assessment of suppliers, such as compliance and integrity risk and the third-party type, as well as understanding their ownership structure, directors, business relationships, use of sub-contractors, and reviewing their policies and procedures related to compliance, anti-corruption, human rights, health and safety, environment, etc. For example, environmental and social issues have been assessed as potential salient risks for our third-party vessel providers, while corruption risk may be more relevant when engaging a third party in sales and business development activities. This assessment is the first step in our due diligence process and is also the basis for the scope and extent of control activities we apply before entering into a new relationship or when regularly re-evaluate existing ones. In some instances, TGS also recur to country performance indexes to assess the exposure associated with a particular country of operations or of Company registration, financial or bank operations, and we utilize geospatial data provided by the United Nations, the Sustainability Development Goals (SDG) Index initiative and Transparency International.

Cease, prevent and mitigate adverse impacts

In order to prevent, cease and mitigate issues though the supply chain, we have implemented lifecycle controls for when we establish a business relationship, how we maintain commercial relationships, and when we terminate the engagement. While the purpose of controls applied when we establish a business relationship is mostly to prevent or avoid risk, the purpose of our regular monitoring is to prevent, detect and mitigate potential (future) adverse impacts. TGS continues to implement contractual language with suppliers and vendors to expressly require suppliers and vendors to comply with laws and TGS policies related to anti-corruption, human rights, environment, etc., and to ensure their supply chains do the same in their work for TGS. TGS requires suppliers and vendors to notify TGS of any potential or actual violation of these laws in their operations and to adhere to TGS' Supplier Code of Conduct and TGS' Human Rights Policy. TGS' also requires third parties, suppliers and vendors to certify compliance with TGS' Supplier Code of Conduct, which expressly addresses key areas such as compliance with the law, anti-corruption, human rights, health and safety, and environmental practices.

In case an adverse impact occurs, our remediation process includes action plans in which mitigation actions are identified and implemented. These mitigations may range from terminating the relationship to working with the third party to ensure change and improvements.

Monitoring

To ensure that our efforts to address relevant risks or adverse impacts are effective in practice, we have implemented several mechanisms to monitor third-party compliance and integrity. This includes both activities, such as Supplier Relationship Management, which closely monitors our key partners, and metrics such as the number of new suppliers, type of provided goods or services, payments, country, due diligence checks, annual certifications, and audits.

In addition, we monitor detection indicators such as accidents and reports of non-compliance. The basis for this is our strong culture of behaving with integrity and honesty in all aspects of our business. This further means transparency, whereby our employees have a culture to stop and report inappropriate behavior and activities.

TGS internal and external stakeholders, including suppliers, can report potential non-compliance with the law or the TGS Code of Conduct or other applicable policies through the TGS hotline, which is publicly available and allows for anonymous reporting, as well as to the TGS Compliance department.

Communicate how impacts are addressed

We identify any changes in relevant issues over time by regularly updating our context, stakeholder, and value chain analyses, which include evaluations of environment, social and governance indicators and potential adverse impacts. We communicate the results of our assessments and mitigation actions with our relevant employees and third parties through multiple means such as the Supplier Code of Conduct, updated contracts or purchase order requirements, training, and relationship meetings. Regular reports of statistics, issues and status on matters are presented to TGS Executive Team, and cases of higher significance are also presented to TGS' Audit Committee.

Provide for or cooperate in remediation

In case TGS may have caused or contributed to an identified adverse negative impact related to these issues, TGS will provide a remedy. In cases where TGS has not caused or contributed to an impact but may still be linked to this impact through a business partner, TGS may still take a role in remediating. For example, to the extent practical we may use our leverage on the business partner to incentivize starting a remediation process. Where relevant, we may also provide information which can facilitate investigations or dialogue. In the event of more extreme cases, we may need to report to enforcement authorities.

The appropriate process to enable remediation depends upon several factors such as legal obligations, the nature of the negative adverse impact and where the adverse impact occurs. For example, if the adverse impact occurs within our own operations, it may trigger a review of our risk assessment and/or of our remediation mechanisms, while if the impact occurs through our supply chain, we may conduct meetings, provide training or assistance, cease cooperation, engage in legal procedures and/or claim compensation.

Payment practices

As a result of the 2024 merger, TGS is in the process of aligning the payment practices and systems of both legacy entities. As of December 2024, TGS' standard payment terms and general terms & conditions for goods and services are available at https://www.tgs.com/sustainability/suppliers-and-vendors. Invoices are registered with a due date and payments are automated to meet the agreed date. The Company performs monthly reviews of accounts payables.

These controls ensure that we meet our requirements in the Code of Conduct, which are that we will comply with applicable laws and act in an ethical, sustainable, and socially responsible manner in all of TGS' operations. The Code of Conduct is a statement of our expectations and requirements for ethical conduct.

Metric	Unit	2024
The average time the Company takes to pay an invoice from the date when the contractual or statutory term of payment starts	Number of days	43 days
Number of legal proceedings currently outstanding for late payments	number	-

Accounting principles

Going forward, the standard payment terms have been aligned to 45 days, except in some situations or projects where our customers have payment terms longer than 45 days and we align our terms with those. The above represents suppliers who were invoiced and whose payments were processed through the respective ERP systems, SAP and IFS, by the respective companies.

7. Cybersecurity

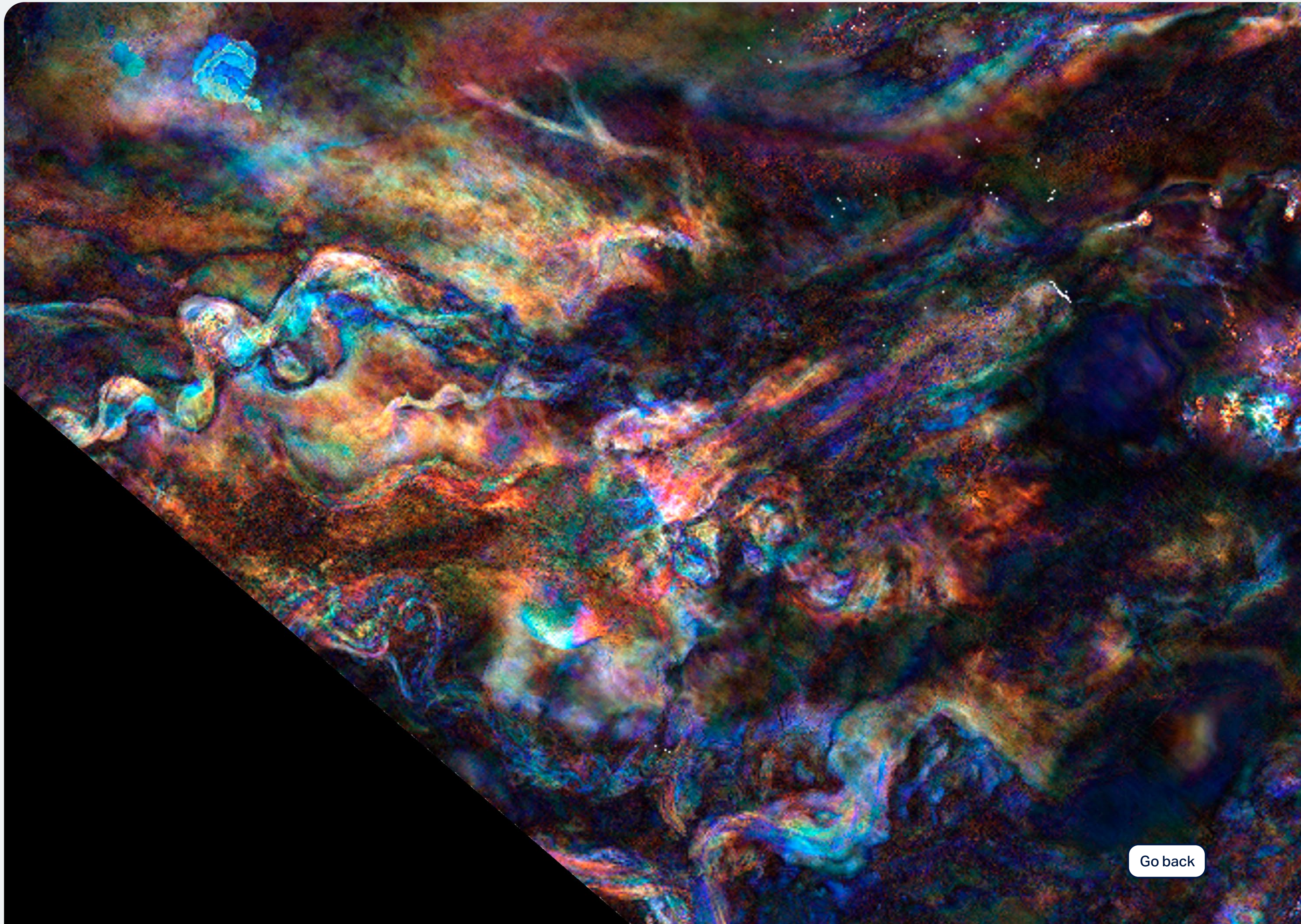
Following the TGS-PGS merger, TGS has combined the security strategies of both companies into the best practice going forward and is pursuing a strategy of international standards and certification to provide the best possible assurance for all stakeholders and to ensure that compliance efforts are as effective as possible. TGS plans to expand the ISO 27001 certification received by PGS in June 2024 to its full enterprise IT operations in 2025.

TGS has consolidated on an XDR solution provided by Microsoft, the top-tier E5 Security, that has been rolled out to both informational technology (IT) and operational technology (OT) infrastructure environments, to ensure the visibility TGS needs to detect and respond to incidents in an expedient manner. Network security has been consolidated on Palo Alto Technologies and Next-Generation Firewalls and TGS is in the process of segmenting networks to ensure clients/internet-facing systems are segregated from servers and vulnerable assets. While implementing VLAN segmentation, site segmentation is in place to limit the blast radius of any compromise at remote sites. Perimeter security is another basic component of our defense-in-depth strategy.

TGS has partnered with Rapid7 for security operations center support and both Rapid7 and Unit 42 of Palo Alto for incident response to ensure the absolute highest quality of support for critical matters. TGS is continuing its strategy to manage End Of Life systems in a proactive manner to reduce vulnerabilities and exposure with systems continuously being replaced to ensure risk mitigation.

TGS has performed penetration testing to ensure that any exposure is understood and managed and has had an independent 3rd party (Cybervadis) evaluate of our security posture, with a rating of Mature.

V. Appendices



Go back

1. Disclosure requirements & incorporation by reference

The following tables list all of the ESRS disclosure requirements in ESRS 2 and the seven topical standards which are material to TGS, and which have guided the preparation of our sustainability statements.

We have omitted all the disclosure requirements in the topical standards E2, E3, and S4 as these are below our materiality thresholds.

The tables can be used to navigate the information relating to a specific disclosure requirement in the sustainability statements. The tables also show where we have placed information relating to a specific disclosure requirement that lies outside of the sustainability statements and is 'incorporated by reference' to either the management's review or the financial statements within this annual report, or to the remuneration report published as a separate report. In cases where we do not yet have any information related to a disclosure requirement, no reference is made.

Section	Disclosure Requirement	Section / Report	Page
General Information	ESRS 2	I	47-66
General Basis for Preparation	BP-1	I.B.	49-51
Disclosures in Relation to Specific Circumstances	BP-2	I.B.	50-51
Datapoints that derive from other EU legislation	BP-2	I.B.	49
The role of the administrative, management and supervisory bodies	GOV-1	I.C.1 2024 Corporate Governance Report	52-53
Information provided to and sustainability matters addressed by the business' administrative, management and supervisory bodies	GOV-2	I.C.1	53
Integration of sustainability-related performance in incentive schemes	GOV-3	I.C.1 2024 Remuneration Report	53
Statement on due diligence in TGS	GOV-4	V.3	131
Risk management and internal controls over sustainability reporting	GOV-5	I.B	51
Sustainability in TGS' strategy	SBM-1	I.C.2	59
Interests and views of stakeholders	SBM-2	I.C.2	57-58
Material impacts, risks and opportunities and their nteraction with strategy and business	SBM-3	I.D	62-65
Description of process to identify and assess material impacts, risks and opportunities	IRO-1	I.D	60-61
Disclosure requirements in ESRS covered by the undertaking's sustainability statement	IRO-1	V.1	127-129

Section	Disclosure Requirement	Section / Report	Page
Environment – Climate Change	**ESRS E1**	**II.B**	**74-80**
Transition plan for climate change mitigation	E1-1	II. B.1	74
Climate-related material impacts, risks and opportunities	ESRS 2, SBM-3	II. B.2	75
Policies related to climate change mitigation and adaption	E1-2	II.B.3	77
Actions and resources related to climate change policies	E1-3	II.B.3	77-78
Targets related to climate change mitigation and adaptation	E1-4	II.B.1	74
Energy consumption and mix	E1-5	II. B.4	78
Gross Scopes 1, 2, and 3 and total GHG emissions	E1-6	II.B.4	79
GHG removals and GHG mitigation projects financed through carbon credits	E1-7	-	-
Internal Carbon Pricing	E1-8	-	-
Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	E1-9	-	-
Environment – Biodiversity & Ecosystem	**ESRS E4**	**II.C**	**81-85**
Transition plan and consideration of biodiversity and ecosystems in strategy and business model	E4-1	II.C.1	81
Biodiversity and Ecosystem-related material impacts, risks and opportunities	ESRS 2, SBM-3	II.C.1	82
Policies related to biodiversity and ecosystem	E4-2	II.C.2	84
Actions and resources related to biodiversity and ecosystem	E4-3	II.C.2	84-85
Targets related to biodiversity and ecosystem	E4-4	II.C.1	81
Metrics related to biodiversity and ecosystem	E4-5	II.C.3	85
Anticipated financial effects from biodiversity and ecosystem-related risks and opportunities	E4-6	-	-

Section	Disclosure Requirement	Section / Report	Page
Environment – Resource Use & Circular Economy	**ESRS E5**	**II.D**	**86-89**
Resource use and circular economy-related material impacts, risks and opportunities	ESRS 2, SBM-3	II.D.1	86
Policies related to resource use and circular economy	E5-1	II.D.2	88
Actions and resources related to resource use and circular economy	E5-2	II.D.2	88
Targets related to resource use and circular economy	E5-3	II.D.1	86
Metrics related to resource use and circular economy	E5-4; E5-5	II.D.3	89
Anticipated financial effects from resource use and circular economy -related risks and opportunities	E5-6	-	-
Social – Own Workforce	**ESRS S1**	**III.A**	**93-105**
Own Workforce-related material impacts, risks and opportunities	ESRS 2, SBM-3	III.Intro; III.A.1	91-93
Policies related to own workforce	S1-1	III.A.2	95
Process for engaging with own workforce and workers' representatives about impacts	S1-2	III.A.2	99-100
Process to remediate negative impacts and channels for own workers to raise concerns	S1-3	III.A.2	101
Taking action on material impacts, risks and opportunities related to own workforce	S1-4	III.A.2	95-99
Targets related to material impacts, risks and opportunities related to own workforce	S1-5	III.Intro	92
Characteristics of workforce	S1-6	III. A.3	102-105
Characteristics of non-employee workers in workforce	S1-7	-	-
Collective bargaining coverage and social dialogue	S1-8	-	-
Diversity metrics	S1-9	III.A.3	103

Section	Disclosure Requirement	Section / Report	Page
Adequate wages	S1-10	III.A.3	103
Social protection	S1-11	III.A.3	103
Persons with disabilities	S1-12	-	-
Training and skills development metrics	S1-13	III.A.3	105
Health and safety metrics	S1-14	III.A.3	104
Work-life balance	S1-15	III.A.3	103
Compensation metrics (pay gap and total compensation)	S1-16	III.A.3	103
Incidents, complaints and severe human rights impacts	S1-17	III.A.2	101
Social – Workers in the Value Chain	ESRS S2	III.B	106-110
Worker in the value chain-related material impacts, risks and opportunities	ESRS 2, SBM-3	III.Intro; III.B.1	106
Policies related to workers in the value chain	S2-1	III.B.2	108
Process for engaging with workers in the value chain about impacts	S2-2	III.B.3	109-110
Process to remediate negative impacts and channels for workers in the value chain to raise concerns	S2-3	III.B.4	110
Taking action on material impacts, risks and opportunities related to workers in the value chain	S2-4	III.B.2	108-109
Targets related to material impacts, risks and opportunities related to workers in the value chain	S2-5	III.Intro	92

Section	Disclosure Requirement	Section / Report	Page
Social – Affected Communities	ESRS S3	III.C	111-115
Affected communities-related material impacts, risks and opportunities	ESRS 2, SBM-3	III.Intro; III.C.1	111
Policies related to affected communities	S3-1	III.C.2	113
Process for engaging with affected communities about impacts	S3-2	III.C.3	114-115
Process to remediate negative impacts and channels for affected communities to raise concerns	S3-3	III.C.4	115
Taking action on material impacts, risks and opportunities related to affected communities	S3-4	III.C.2	113-114
Targets related to material impacts, risks and opportunities related to affected communities	S3-5	III.Intro	92
Governance – Business Conduct	ESRS G1	IV	116-124
The role of administrative, supervisory and management bodies	ESRS2, GOV-1	I.C.1	52-53
Business Conduct-related material impacts, risks and opportunities	ESRS2, SBM-3	IV. A.1	117
Business Conduct and corporate culture policies	G1-1	IV.A.2	119-120
Management of relationships with suppliers	G1-2	IV. A.6	123-124
Prevention and detection of corruption and bribery	G1-3	IV.A.4	121-122
Incidents of corruption and bribery	G1-4	IV. A.4	122
Political influence and lobbying activities	G1-5	-	-
Payment practices	G1-6	-	-

2. Index of omitted European sustainability reporting standards

Reference	ESRS Name	Reason for Omitting
Environment		
E1-7	GHG Removals and GHG mitigation projects financed through carbon credits	Not applicable
E1-8	Internal Carbon Priding	Not applicable
E1-9	Anticipated financial effects from material physical and transition risks and potential climate change opportunities	Phase-in requirement
E2	Pollution	The material pollution aspects of our operations are related to our climate-related IROs and biodiversity and ecosystem IROs and addressed within those sections of the report. The report, therefore, omits ESRS E2-1 through ESRS E2-5
E3	Water and Marine Resources	The removal or extraction of items from the marine environment or removal and use of water in its operations is not a key aspect of seismic operations. We address our potential impact, risks and opportunities related to the marine environment in the biodiversity and ecosystem section of the report. The report, therefore omits ESRS E3-1 through ESRS E3-5
E4-6	Anticipated financial effects from impacts, risks and opportunities related to biodiversity and ecosystem	Phase-in requirement
E5-6	Anticipated financial effects from impacts, risks and opportunities related to resource use and circular economy	Phase-in requirement

Reference	ESRS Name	Reason for Omitting
Social		
S1-7	Characteristics of non-employee workers in workforce	Phase-in requirement
S1-8	Collective bargaining coverage and social dialogue	Phase-in requirement
S1-12	Persons with disabilities	Phase-in requirement
S4	Consumers and end-users	TGS has not identified any material IROs related to consumers and end-users and therefore omits ESRS S4-1 through S4-5
Governance		
G1-5	Political influence and lobbying activities	Not material
G1-6	Payment Practices	Not material

3. Statement on sustainability due diligence

The table below provides a map to where in our sustainability statements we provide information about our due diligence process, including how we apply the main aspects and steps of our due diligence process.

Core elements of due diligence	Section in Sustainability Report
a) Embedding due diligence in governance, strategy and business model	Introduction (I), Social (III), Governance (IV)
b) Engaging with affected stakeholders in all key steps of the due diligence	Introduction (I), Environment (II), Social (III), Governance (IV)
c) Identifying and assessing adverse impacts	Introduction (I), Environment (II), Social (III), Governance (IV)
d) Taking actions to address those adverse impacts	Environment (II), Social (III), Governance (IV)
e) Tracking the effectiveness of these efforts and communicating	Environment (II), Social (III), Governance (IV)

4. Calculation factors

The table below shows references for calculation factors used in the 2024 data set

Section	Data Point	Factor	Comment	Reference	Publication Name
II.B.4	Scope 1 emissions	Mobile combustion, fuel-based: fuel type	TGS-owned vessels, Tank-to-Wake	Annex II, default emission factors, Fuel EU Maritime Regulations	Regulation (EU) 2023/1805
II.B.4	Scope 1 emissions	Mobile combustion, fuel-based: fuel type	Long-term chartered vessels, Tank-to-Wake	UK Department for Environment, Food & Rural Affairs (DEFRA)	UK government GHG conversion factors for Company reporting, 2024
II.B.4	Scope 1 emissions	Mobile combustion, distance-based & vehicle type	Company-owned vehicles	UK Department for Environment, Food & Rural Affairs (DEFRA)	UK government GHG conversion factors for Company reporting, 2024
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Location-based, US-entities	US Environmental Protection Agency (EPA)	US EPA - eGRID 2022 State (Publication Year 2024)
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Location-based, UK-entities	UK Department for Environment, Food & Rural Affairs (DEFRA)	UK government GHG conversion factors for Company reporting, 2024
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Location-based, Norway-entities	International Energy Agency (EIA)	IEA International Electricity Factors (2022 Grid Year)
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Location-based, Africa-entities	International Energy Agency (EIA)	IEA International Electricity Factors 2024 (2022 Grid Year)
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Location-based, Brazil-entities	International Energy Agency (EIA)	IEA International Electricity Factors 2024 (2022 Grid Year)
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Location-based, Australia-entities	AU Dept. of Climate Change, Energy, the Environment and Water	Australian National Greenhouse Accounts (NGA) Factors 2024
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Location-based, Canada-entities	Government of Canada Greenhouse Gas Inventory	Canada 2024 NIR - Generation Factors (2022 grid year - preliminary)
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Market-based, US-entities	US Environmental Protection Agency (EPA)	US EPA - eGRID 2022 State (Publication Year 2024)

Section	Data Point	Factor	Comment	Reference	Publication Name
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Market-based, UK, except Weybridge office	Greenhouse gas reporting: conversion factors 2024	UK Government GHG Conversion Factors for Company Reporting
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Market-based, Weybridge office	Contractual instrument with electricity provider	Contractual instrument with electricity provider
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Market-based, Norway-entities	The Norwegian Water Resources and Energy Directorate (NVE)	NVE website
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Market-based, Canada-entities	Government of Canada Greenhouse Gas Inventory	Emission factors and reference values: version 2.0, May 2024
II.B.4	Scope 2 emissions	Carbon emissions from power purchased	Market-based, Australia-entities	Australian national Greenhouse Gas Factors	Table 1 - indirect emissions from purchased electricity from a grid
II.B.4	Scope 3, Category 1 emissions	Purchased goods & services	Contracted vessels, Tank-to-Wake	UK Department for Environment, Food & Rural Affairs (DEFRA)	UK government GHG conversion factors for Company reporting, 2024
II.B.4	Scope 3, Category 1 emissions	Purchased goods & services – spend based	Vendor and supplier spend by NAICS supply chain greenhouse gas emissions	United States Environmental Protection Agency (EPA)	Supply Chain GHG Emission Factors v1.3.0 NAICS CO_2e USD 2022
II.B.4	Scope 3, Category 3 emissions	Fuel- and energy-related activities	TGS-owned vessels, Well-to-Tank	Annex II, default emission factors, Fuel EU Maritime Regulations	Regulation (EU) 2023/1805
II.B.4	Scope 3, Category 3 emissions	Fuel- and energy-related activities	Long-term chartered & contracted vessels, Well-to-Tank	UK Department for Environment, Food & Rural Affairs (DEFRA)	UK government GHG conversion factors for Company reporting, 2024
II.B.4	Scope 3, Category 6 emissions	Business travel	Commercial air travel, distance-based	UK Department for Environment, Food & Rural Affairs (DEFRA)	UK government GHG conversion factors for Company reporting, 2024

KPMG AS
Sørkedalsveien 6
P.O. Box 7000 Majorstuen
N-0306 Oslo

Telephone +47 45 40 40 63
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the General Meeting of TGS ASA

Independent Sustainability Auditor’s Limited Assurance Report

Limited Assurance Conclusion

We have conducted a limited assurance engagement on the consolidated sustainability statement of TGS ASA (the «Group»), included in the Sustainability chapter of the Board of Directors' report (the «Sustainability Statement»), as at 31 December 2024 and for the year then ended.

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Sustainability Statement is not prepared, in all material respects, in accordance with the Norwegian Accounting Act section 2-3, including:

- compliance with the European Sustainability Reporting Standards (ESRS), including that the process carried out by the Group to identify the information reported in the Sustainability Statement (the «Process») is in accordance with the description set out in the section I. Introduction subsection D. Double Materiality Assessment; and

- compliance of the disclosures in the section II. Environment subsection A. EU Taxonomy of the Sustainability Statement with Article 8 of EU Regulation 2020/852 (the «Taxonomy Regulation»).

Basis for Conclusion

We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance engagements other than audits or reviews of historical financial information («ISAE 3000 (Revised)»), issued by the International Auditing and Assurance Standards Board.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion. Our responsibilities under this standard are further described in the *Sustainability Auditor’s Responsibilities* section of our report.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements as required by relevant laws and regulations in Norway and the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Other Matter

As described in the Basis for Preparation of the Sustainability Statement, the Group reports voluntary metrics including data of acquired operations for the full year in the 2024 proforma data column . This information was not subject to our assurance engagement. Our conclusion is not modified in respect of this matter.

Responsibilities for the Sustainability Statement

The Board of Directors and the Managing Director (Management) are responsible for designing and implementing a process to identify the information reported in the Sustainability Statement in accordance with the ESRS and for disclosing this Process in section I. Introduction subsection D. Double Materiality Assessment of the Sustainability Statement. This responsibility includes:

- understanding the context in which the Group's activities and business relationships take place and developing an understanding of its affected stakeholders;

- the identification of the actual and potential impacts (both negative and positive) related to sustainability matters, as well as risks and opportunities that affect, or could reasonably be expected to affect, the Group's financial position, financial performance, cash flows, access to finance or cost of capital over the short-, medium-, or long-term;

- the assessment of the materiality of the identified impacts, risks and opportunities related to sustainability matters by selecting and applying appropriate thresholds; and
- making assumptions that are reasonable in the circumstances.

Management is further responsible for the preparation of the Sustainability Statement, in accordance with the Norwegian Accounting Act section 2-3, including:

- compliance with the ESRS;
- preparing the disclosures in section II. Environment subsection A. EU Taxonomy of the Sustainability Statement, in compliance with the Taxonomy Regulation;
- designing, implementing and maintaining such internal control that Management determines is necessary to enable the preparation of the Sustainability Statement that is free from material misstatement, whether due to fraud or error; and
- the selection and application of appropriate sustainability reporting methods and making assumptions and estimates that are reasonable in the circumstances.

Inherent limitations in preparing the Sustainability Statement

In reporting forward-looking information in accordance with ESRS, Management is required to prepare the forward-looking information on the basis of disclosed assumptions about events that may occur in the future and possible future actions by the Group. Actual outcomes are likely to be different since anticipated events frequently do not occur as expected.

Sustainability Auditor's Responsibilities

Our responsibility is to plan and perform the assurance engagement to obtain limited assurance about whether the Sustainability Statement is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence decisions of users taken on the basis of the Sustainability Statement as a whole.

As part of a limited assurance engagement in accordance with ISAE 3000 (Revised) we exercise professional judgement and maintain professional scepticism throughout the engagement.

Our responsibilities in respect of the Sustainability Statement, in relation to the Process, include:

- Obtaining an understanding of the Process, but not for the purpose of providing a conclusion on the effectiveness of the Process, including the outcome of the Process;
- Considering whether the information identified addresses the applicable disclosure requirements of the ESRS; and
- Designing and performing procedures to evaluate whether the Process is consistent with the Group's description of its Process set out in section I. Introduction subsection D. Double Materiality Assessment.

Our other responsibilities in respect of the Sustainability Statement include:

- Identifying where material misstatements are likely to arise, whether due to fraud or error; and
- Designing and performing procedures responsive to where material misstatements are likely to arise in the Sustainability Statement. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Summary of the Work Performed

A limited assurance engagement involves performing procedures to obtain evidence about the Sustainability Statement. The procedures in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance

KPMG

engagement been performed.

The nature, timing and extent of procedures selected depend on professional judgement, including the identification of disclosures where material misstatements are likely to arise in the Sustainability Statement, whether due to fraud or error.

In conducting our limited assurance engagement, with respect to the Process, we:

- Obtained an understanding of the Process by:
  - performing inquiries to understand the sources of the information used by management (e.g., stakeholder engagement, business plans and strategy documents); and
  - reviewing the Group's internal documentation of its Process; and
- Evaluated whether the evidence obtained from our procedures with respect to the Process implemented by the Group was consistent with the description of the Process set out in section I. Introduction subsection D. Double Materiality Assessment.

In conducting our limited assurance engagement, with respect to the Sustainability Statement, we:

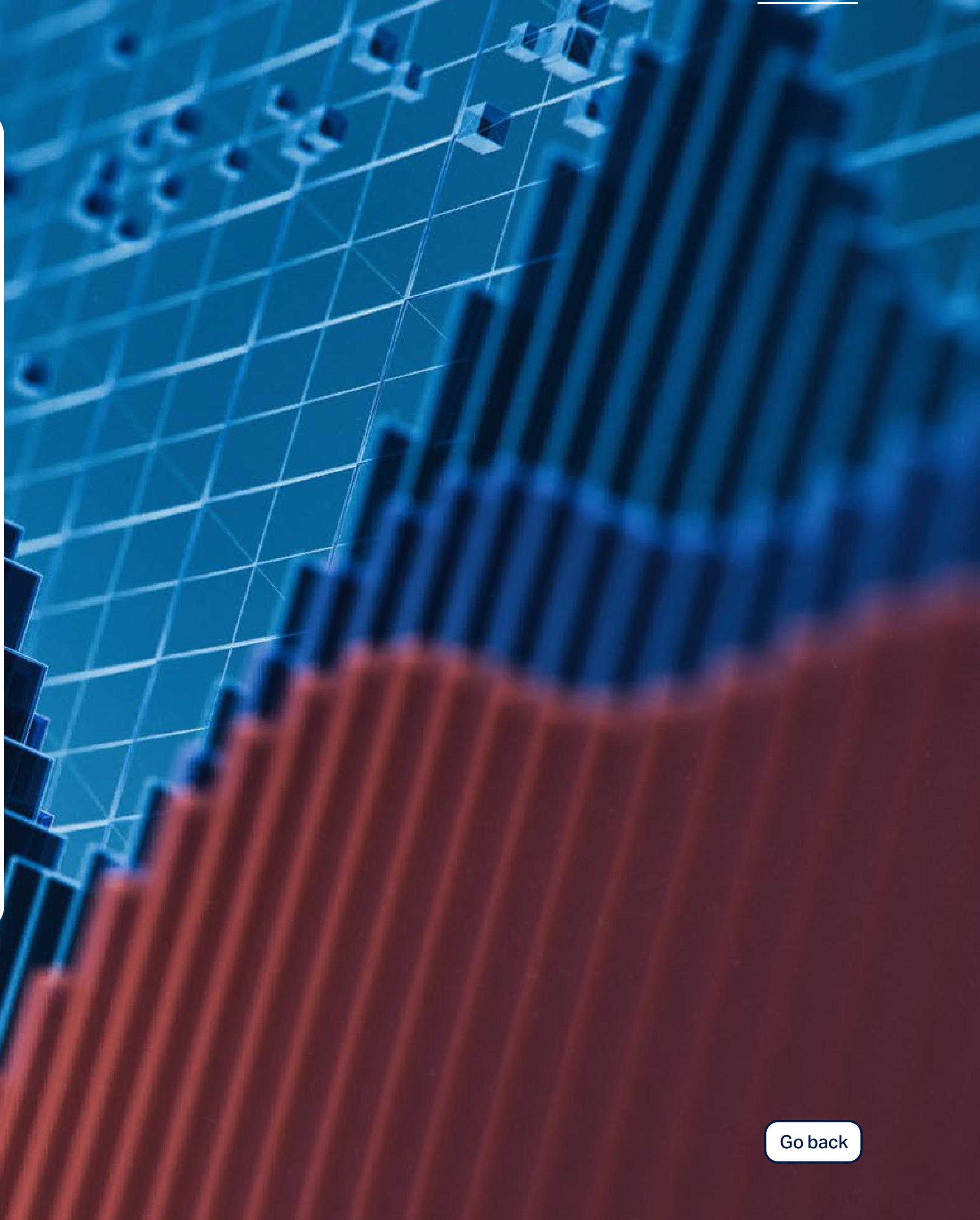
- Obtained an understanding of the Group's reporting processes relevant to the preparation of its Sustainability Statement by:
  - Obtaining an understanding of the Group's control environment, processes and information system relevant to the preparation of the Sustainability Statement, but not for the purpose of providing a conclusion on the effectiveness of the Group's internal control; and
  - Obtaining an understanding of the Group's risk assessment process;
- Evaluated whether the information identified by the Process is included in the Sustainability Statement;
- Evaluated whether the structure and the presentation of the Sustainability Statement is in accordance with the ESRS;
- Performed inquiries of relevant personnel on selected information in the Sustainability Statement;
- Performed substantive assurance procedures on selected information in the Sustainability Statement;
- Where applicable, compared disclosures in the Sustainability Statement with the corresponding disclosures in the financial statements and other sections of the Board of Directors' report;
- Evaluated the methods, assumptions and data for developing estimates and forward-looking information;
- Obtained an understanding of the Group's process to identify taxonomy-eligible and taxonomy-aligned economic activities and the corresponding disclosures in the Sustainability Statement;
- Evaluated whether information about the identified taxonomy-eligible and taxonomy-aligned economic activities is included in the Sustainability Statement; and
- Performed inquiries of relevant personnel and substantive procedures on selected taxonomy disclosures included in the Sustainability Statement.

Weybridge, 19 March 2025
KPMG AS

Dave Vijfvinkel
State Authorised Public Accountant – Sustainability Auditor

Financial statements

The Company's integrated and flexible business model ensures that we are continuing to generate healthy cash flow during periods of challenging market conditions.



Consolidated financial statements

Consolidated statement of total comprehensive income

Year ended 31 December (All amounts in USD 1,000s)	Note	2024	2023
Revenues	4, 6, 19	1,318,174	794,297
Cost of sales	5	322,491	217,417
Straight-line amortization of the multi-client library	9, 19	204,854	163,451
Accelerated amortization of the multi-client library	9, 19	103,927	62,599
Impairment of the multi-client library	9, 10, 19	4,645	7,622
Personnel costs	11	208,948	131,041
Other operating expenses		92,574	61,958
Depreciation, amortization and impairment	7, 8, 9	185,198	96,942
Total operating expenses		1,122,636	741,029
Operating profit		195,538	53,268
Financial income	25	8,444	11,651
Financial expenses	25	(44,242)	(17,769)
Results from equity accounted investments	25	(3,066)	465
Net exchange gains/(losses)	25	(9,183)	4,261
Net financial items		(48,047)	(1,392)
Profit before taxes		147,491	51,876
Taxes	26	53,275	30,229
Net income		94,215	21,646

Year ended 31 December (All amounts in USD 1,000s)	Note	2024	2023
Other comprehensive income			
Acturial gains / (loss) on defined benefit pension plans		(1,769)	-
Exchange differences on translation of foreign operations		(436)	(546)
Other comprehensive income / (loss), net of tax		(2,205)	(546)
Total comprehensive income/(loss) for the period		92,010	21,101
Net income attributable to the owners of the parent		94,215	21,646
Total comprehensive income attributable to the owners of the parent		92,010	21,101
Earnings per share (USD)	13	0.58	0.17
Earnings per share, diluted (USD)	13	0.57	0.17

Consolidated balance sheet

As of 31 December (All amounts in USD 1,000s)	Note	2024	2023
Assets			
Goodwill	3, 9, 10	560,069	384,649
Intangible assets: Multi-client library	3, 9, 10	1,196,804	753,084
Other intangible assets	9, 10	161,057	73,020
Deferred tax assets	26	249,735	67,895
Property and equipment	7	851,798	131,970
Right-of-use asset	8	150,208	78,438
Other non-current assets	18, 24	39,109	24,424
Total non-current assets		3,208,779	1,513,479
Current assets			
Accounts receivable	17, 20	301,392	93,712
Accrued revenues	17, 20	211,962	63,217
Other current assets	21	155,059	89,265
Restricted cash	15	37,793	-
Cash and cash equivalents	15	122,799	196,741
Total current assets		829,005	442,935
Total assets		4,037,784	1,956,414

As of 31 December (All amounts in USD 1,000s)	Note	2024	2023
Equity			
Share capital	14	5,936	4,406
Treasury shares	14	(10)	(16)
Share premium	14	1,417,145	623,965
Other paid-in equity		45,248	45,248
Other equity		606,846	601,505
Equity attributable to owners of the parent		2,075,164	1,275,108
Non-controlling interests		468	468
Total equity		2,075,632	1,275,576
Liabilities			
Long-term interest bearing debt	22	561,216	-
Other non-current liabilities	18	28,856	41,210
Non-current Lease liabilities	8	61,355	41,331
Deferred tax liability	26	45,756	16,426
Total non-current liabilities		697,183	98,967
Short-term interest bearing debt	22	88,266	-
Accounts payable and debt to partners	21	208,878	95,049
Taxes payable	26	62,206	5,464
Withheld payroll tax, social security and VAT		59,409	72,913
Current lease liabilities	8	109,538	43,877
Deferred revenue	4	532,192	276,064
Other current liabilities	21	204,480	88,506
Total current liabilities		1,264,969	581,872
Total liabilities		1,962,152	680,838
Total equity and liabilities		4,037,784	1,956,414

Weybridge, 19 March 2025

Christopher Finlayson Chair of Board of Directors	Luis Araujo Board Member	Bettina Bachmann Board Member
Anne Grethe Dalane Board Member	Maurice Nessim Board Member	Trond Brandsrud Board Member
Svein Harald Øygard Board Member	Emeliana Rice-Oxley Board Member	Kristian Johansen Chief Executive Officer

Consolidated statement of changes in equity

	Share Capital (par value at NOK 0.25)	Treasury Shares	Share Premium	Other Paid-in Capital	Foreign Currency Translation Reserve	Retained Earnings	Total	Non-controlling Interest	Total Equity
Opening balance 1 January 2024	4,406	(16)	623,965	45,248	(23,085)	624,590	1,275,108	468	1,275,576
Net income	-	-	-	-	-	94,215	94,215	-	94,215
Other comprehensive income	-	-	-	-	(436)	(1,769)	(2,205)	-	(2,205)
Total comprehensive income	-	-	-	-	(436)	92,446	92,010	-	92,010
Distribution of treasury shares	-	-	-	-	-	785	786	-	786
Purchase of own shares	-	(1)				(286)	(287)		(287)
Cancellation of treasury shares held	(7)	7					-		-
Capital Increase	1,533	-	793,179	-	-	(88)	794,624	-	794,624
Cost of equity-settled long term incentive plans	3	-	-	-	-	4,492	4,495	-	4,495
Dividends	-	-	-	-	-	(91,573)	(91,573)	-	(91,573)
Balance 31 December 2024	5,936	(10)	1,417,145	45,248	(23,520)	630,366	2,075,164	468	2,075,632
Opening balance 1 January 2023	4,259	(18)	537,583	45,248	(22,539)	671,373	1,235,907	3,856	1,239,763
Net income	-	-	-	-	-	21,646	21,646	-	21,646
Other comprehensive income	-	-	-	-	(546)	-	(546)	-	(546)
Total comprehensive income	-	-	-	-	(546)	21,646	21,101	-	21,101
Distribution of treasury shares	-	1	-	-	-	666	667	-	667
Capital Increase	145	-	86,382	-	-	-	86,527	-	86,527
Acquisition of Magseis ASA	-	-	-	-	-	(2,031)	(2,031)	(3,389)	(5,419)
Cost of equity-settled long term incentive plans	2	-	-	-	-	3,540	3,542	-	3,542
Dividends	-	-	-	-	-	(70,605)	(70,605)	-	(70,605)
Balance 31 December 2023	4,406	(16)	623,965	45,248	(23,085)	624,590	1,275,108	468	1,275,576

Consolidated statement of cash flows

Year ended 31 December (All amounts in USD 1,000s)	Note	2024	2023
Operating activities:			
Profit before taxes		147,491	51,876
Depreciation/amortization/impairment		498,623	330,613
Changes in accounts receivables and accrued revenues		(115,325)	83,391
Changes in other receivables		40,295	(9,132)
Changes in other balance sheet items		90,254	160,097
Paid taxes	29	(32,622)	(32,193)
Net cash flows from operating activities		628,716	584,652
Cash flow from investing activities			
Investments in tangible and intangible assets		(103,911)	(47,853)
Investments in multi-client library		(331,571)	(390,348)
Investments through mergers and acquisitions	3	86,831	2,233
Interest received		7,102	7,889
Net change in interest-bearing receivables		(58,200)	-
Net cash flows used in investing activities		(399,749)	(428,079)

Year ended 31 December (All amounts in USD 1,000s)	Note	2024	2023
Cash flow from financing activities			
Loan proceeds	22	705,229	-
Loan repayment	22	(717,199)	(44,748)
Transaction cost related to loans	22	(8,855)	-
Interest paid		(59,785)	(7,838)
Dividend payments	15	(91,573)	(70,605)
Repayment of lease liabilities	8	(102,740)	(60,952)
Acquisition of shares	3	-	(54,385)
Paid in equity		-	86,527
Purchase of own shares		(287)	1
Payment of previous PGS dividend liability	3	(18,500)	-
Net cash flow used in financing activities		(293,710)	(152,000)
Net change in cash and cash equivalents		(64,743)	4,573
Cash and cash equivalents at the beginning of the period	16	196,741	188,452
Net unrealized currency gains/(losses)		(9,198)	3,715
Cash and cash equivalents at the end of the period	16	122,799	196,741

Notes to the consolidated financial statements

Note 01 General accounting policies

General information

TGS ASA ("the Parent Company") is a public limited liability Company incorporated in Norway on 21 August 1996. The address of its registered office is Lilleakerveien 4C, 0283 Oslo, Norway. TGS ASA is listed on the Oslo Stock Exchange under the trading symbol "TGS".

TGS ASA and its subsidiaries ("TGS" or "the Group") provide advanced data and intelligence to companies active in the energy sector. With leading-edge technology and solutions spanning the entire energy value chain, TGS offers a comprehensive range of insights to help clients make better decisions. Our broad range of products and advanced data technologies, coupled with a global, extensive and diverse energy data library, make TGS a trusted partner in supporting the exploration and production of energy resources worldwide. The consolidated financial statements of TGS were authorized by the Board of Directors on 19 March 2025.

Basis of preparation

The consolidated financial statements of TGS have been prepared in accordance with IFRS® Accounting Standards as adopted by the European Union (EU) (IFRS) and the additional requirements of the Norwegian Accounting Act, in effect as of 31 December 2024 and consist of the consolidated statement of total comprehensive income, the consolidated balance sheet, the consolidated statement of cash flows, the consolidated statement of changes in equity and notes to the consolidated financial statements. The consolidated financial statements have been prepared on a historical cost basis, with some exceptions where fair value measurement is applied. These exceptions are specifically disclosed in the material accounting policies section or respective notes.

The material accounting policies described in these consolidated financial statements have been applied consistently to all periods presented. Certain amounts in the comparable years have been restated or reclassified to conform to current year presentation. All amounts in the consolidated financial statements are denominated in USD thousands, unless otherwise specified. The subtotals and totals in some of the tables in the notes may not equal the sum of the amounts shown in the primary financial statements due to rounding.

Presentation currency

TGS presents its consolidated financial statements in USD. The majority of TGS' revenues and expenses are denominated in USD, and USD is the functional currency for all material entities in the Group.

Foreign currency

Transactions in foreign currency are translated to the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated into functional currency using the spot rates at the date of the balance sheet. Foreign exchange gains and losses are recognized as net exchange gains/(losses) in the consolidated statement of total comprehensive income.

Summary of material accounting policies

Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customers at an amount which reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Multi-client sales

Multi-client sales signed prior to completion of a survey and sales of unfinished data (i.e., contracts entered into after commencement of a survey, but prior to data being ready for delivery) are considered to be "right to use licenses" under IFRS 15, meaning that all revenue related to these contracts is recognized at the point in time when the license is transferred to the customer, which would typically be upon completion of processing of the survey and granting of access to the finished survey or delivery of the finished data, independent of services delivered to clients during the project phase. The Group has generally concluded that it is the principal in its revenue arrangements, as it typically controls the goods or services before transferring them to the customer.

Revenue for sale of finished data is recognized at a point in time, generally upon delivery of the final processed data (i.e., when the client has gained access to the data under a binding agreement). Through the binding agreement the customer is granted a non-exclusive license to use the finished data.

Revenue Sharing Arrangements

From time to time, TGS enters into contracts where revenue is shared with governments or other parties (see Joint Arrangements below). Such revenue is recognized on a net basis in accordance with applicable recognition principles.

Contract sales

Revenue from proprietary contracts, where TGS delivers services for the exclusive benefit of the customer, is recognized over time, normally on a percentage of completion basis. Depending on the nature of the contract, progress is measured according to the acquired and processed volume of data in relation to the total size of the project, or time progressed.

Contingent revenues

Multi-client licenses typically contain clauses that require the customer to pay additional fees upon specific triggering events such as customer award of acreage or change of ownership. These contingent revenues do not contain any requirements to provide any further data or services, as the related data has already been delivered and the performance obligation has been satisfied. The contingent consideration is recognized when the triggering event has taken place.

Cost of sales

Cost of sales consists of direct costs, including vessel and project costs, relocation of vessels and crew, processing and delivery of geoscientific data, less costs capitalized to the Multi-client library.

Multi-client library

The multi-client library includes completed and in-progress geophysical and geological data. As well as certain other data types, to be licensed on a non-exclusive basis mainly to oil and gas companies. The costs directly attributable to data acquisition and processing are capitalized and included in the library value. These costs include mainly costs related to vessels, equipment, payroll and hardware/software. Data acquisition costs include mobilization costs incurred when relocating vessels, equipment and crew to the survey areas. The library also includes the cost of data purchased from third parties, as well as capitalised borrowing costs. The library of finished data is presented at cost reduced by accumulated amortization and impairment.

Straight-line amortization

After a project is completed, it is amortized on a straight-line basis. The straight-line amortization is assigned over the expected useful life, which for most marine projects is four years. For most onshore projects, the expected useful life after completion of a project is seven years.

Accelerated amortization of seismic data

No revenue is recognized until the point in time when the license is transferred to the customer, which would typically be upon completion of processing of the survey and granting of access to the finished survey or delivery of the finished data. When a project is completed and after multi-client sales are recognized, an impairment charge may be necessary in the event recoverable value (present value of expected future sales) is lower than net book value of the survey (capitalized cost of the survey). This type of impairment is referred to as "accelerated amortization", as opposed to impairments caused by reduced cash flow forecasts, which is referred to as "impairments" in TGS' accounts.

Following the adoption of the straight-line amortization policy for completed surveys, recognition of accelerated amortization of a library may be necessary in the event that sales for a survey are realized disproportionately sooner than implied by the straight-line profile over the survey's useful life.

Amortization Policy on Well Data Products

The library of multi-client well logs and other types of geological data is presented at cost, reduced by accumulated amortization. Amortization is recorded as a straight-line amortization over seven years.

Joint arrangements and investments in associates

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

A joint arrangement is a contractual arrangement where TGS has joint control with another party. A joint arrangement is classified as joint venture if the parties have rights to the net assets of the arrangement.

Associates and joint ventures are initially recognised in the statement of financial position at cost. Subsequently, associates are accounted using the equity method, where the Group's share of the post-acquisition profits are recognised in the income statement. Where the Group's share of losses exceeds its interest in an associate, the carrying amount is reduced to zero.

For certain multi-client library projects, TGS invests in the project together with other parties and has cooperation agreements whereby revenues and costs will be shared with other companies. These agreements are initiated and agreed similar to joint operations where both parties have rights to the assets and share in the liabilities. TGS recognizes its share of the investment in the multi-client library, its share of revenues from the sale of the multi-client survey, related amortization and expenses. When TGS has the right to market and sell the surveys, TGS enters into the license contracts with customers and invoices and collects payments from the customers. Accounts receivables under these arrangements are presented on a net basis. Similarly, when a partner holds the right to market and sell the project and is the party responsible for invoicing and collection from the customers, TGS only recognizes its share of the related accounts receivables.

Business combinations and goodwill

When TGS acquires a business, it assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions at the acquisition date. This involves recognizing identifiable assets (including previously unrecognized intangible assets) and liabilities (only certain contingent liabilities are recognised) of the purchased business at fair value.

Goodwill is initially measured at cost and is only allocated to the majority's share, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized as a bargain purchase gain in the profit and loss account.

After initial recognition, goodwill is measured at cost less any accumulated impairment charges. For the purpose of impairment testing, goodwill from a business combination is, from the acquisition date, allocated to each of TGS' cash generating units (CGUs) that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of TGS are assigned to those units. Each unit, or group of units to which the goodwill is allocated, represents the lowest level within TGS at which the goodwill is monitored for internal management purposes.

Should part of an operation carrying goodwill be disposed of, goodwill associated with the disposed operation is then included in book value of the operation when determining the gain or loss on the disposal. The goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be reduced.

Impairment is determined for goodwill by assessing the recoverable amount of the CGU, or group of CGUs, to which the goodwill relates. Where the recoverable amount of the CGU (or group of CGUs) is less than the book value of the CGU (or group of CGUs) to which goodwill has been allocated, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Tangible non-current assets

Tangible non-current assets are presented at historical cost less accumulated depreciation and accumulated impairment charges. Purchases which are expected to have a technical and economic life of more than one year are capitalized as tangible non-current assets. Depreciation begins when the assets are available for use.

The estimated useful lives for property and equipment are as follows:

Seismic vessels	25–30
Seismic equipment	3–15
Buildings and leasehold improvements	1–10
Furniture, fittings and office computers	3–5
Major overhauls	3–7.5

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

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

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

Impairment of non-financial assets

In assessing value in use, the estimated future cash flows calculated in USD are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

TGS bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of TGS' CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit and loss in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, TGS estimates the assets or the CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment charge was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, or the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Provisions and contingencies

Provisions are made when TGS has a current obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are possible obligations caused by a past event where the existence of the liability depends on the occurrence, or not, of a future event. An existing obligation, in which it is not likely that the entity will have to dispose economic benefits, or where the obligation cannot be measured with sufficient reliability, is considered a contingent liability. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of outflows is remote. A contingent asset is not recognized in the financial statement but disclosed if it is probable that it will be an inflow of economic benefits for TGS.

Income taxes

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where TGS operates and generates taxable income.

Current income tax relates to foreign withholding tax and corporate tax on profits in certain countries where PGS has executed projects or made significant multi-client sales, primarily in Africa and South America.

Deferred tax

Deferred tax is provided using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their respective carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities have been recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, the carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to offset current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable Company and the same taxation authority. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognized outside of the profit and loss account are correspondingly recognized outside of the profit and loss account. Deferred tax items are recognized in parallel to the underlying transaction either in OCI or directly in equity.

The Parent Company and other Norwegian subsidiaries pays their tax obligation in NOK. Fluctuations between the NOK and the USD thus impact the USD denominated financial statements. Also, other legal entities that do not have their tax base in USD are exposed to changes in the USD versus the tax base-currency rates. Effects within the current year are classified as tax expense.

Tax positions subject to uncertainty are identified and assessed either individually or in groups based on estimates of the probabilities that the tax authorities will accept or reject a certain treatment. Where it is assessed that it is not probable the tax authorities will accept an uncertain tax treatment, the effect of the uncertainty is reflected in the calculation of the taxable profit, tax bases, unused tax losses or credits, or tax rates. The effect of the uncertainty is calculated by applying the most appropriate method (most likely amount or expected value). Changes in circumstances are assessed and reflected at each reporting date.

Share-based payments

Key employees of TGS receive remuneration in the form of share-based payments pursuant to which employees render services as consideration for Performance Share Units (PSUs) and Restricted Share Units (RSUs).

The cost of the equity-settled transactions (PSUs and RSUs) is measured by reference to the fair value at the date on which they are granted. The fair value is determined by an external valuator using an appropriate pricing model (2024: Monte Carlo Simulation).

The expense of the equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting date). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and TGS' best estimate of the number of the equity instruments that will ultimately vest. The Consolidated Statement of Comprehensive Income for a period represents the movement in cumulative expense recognized at the beginning and end of that period. No expense is recognized for awards that do not ultimately vest. The dilutive effect of outstanding unvested PSUs and RSUs is reflected as additional share dilution in the computation of diluted earnings per share.

Financial assets

The Group's financial assets are accounts receivables, other receivables, restricted cash and cash and cash equivalents. On initial recognition the financial assets are classified at fair value. Based on the nature of these assets and how they are managed, the group has evaluated that these qualify for the criteria in IFRS 9 for classification as measured at amortized cost.

Cash and cash equivalents in the balance sheet comprise cash in bank accounts and on hand and short-term deposits with an original maturity of three months or less.

Restricted cash comprises cash balances that are not available for general use by the Group due to contractual, regulatory, or legal restrictions. These balances include amounts held in escrow accounts, deposits pledged as collateral for borrowings, and funds set aside for specific obligations. Restricted cash is classified as either current or non-current assets based on the expected timing of its release.

Financial liabilities

The Group has financial liabilities measured at amortized cost. Financial liabilities at amortized cost consist largely of interest-bearing debt, accounts payable and debt to partners. These obligations are initially recognized at fair value less transaction cost, and subsequently measured at amortized cost by using the effective interest method. The Group has no financial liabilities at fair value through profit and loss (FVTPL).

Pensions

TGS operates a combination of defined contribution plans and defined benefit plans for its employees.

Defined contribution plans

TGS operates defined-contribution plans in Norway, UK, USA (401k) and Australia where the Group covers the superannuation. Contributions are expensed to the income statement as they become payable.

Defined benefit plans

TGS sponsors defined benefit plans for eligible employees. These defined benefit plans are funded by trustee-administered funds that are legally separated from the Group.

The Group's asset or obligation in respect of defined benefit plans is calculated separately for each plan, by calculating the present value of the defined benefit obligation at the end of the reporting period and deducting the fair value of plan assets. The calculation of the obligation is performed annually by a qualified actuary, using the projected unit credit method and key actuarial assumptions at the reporting date. Where the calculation results in a potential asset to the Group, an asset is recognized to the extent that TGS is able to recover the surplus, either through reduced contributions in the future or through refunds from the plan.

The amount charged to the income statement comprises the cost of benefits accruing to employees over the year plus net interest expense or income, calculated by applying the liability discount rate to the net pension liability.

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

Leases

As a lessee:

The Group mainly leases offices, vessels and data centres. At the lease commencement date, the Group recognizes a lease liability and corresponding right-of-use asset for all lease agreements in which it is the lessee, except for short-term leases (defined as twelve months or less) and low value assets, for which the Group recognizes the lease payments as other operating expenses in the statement of profit and loss when they incur.

The Group measures the lease liability at the present value of the lease payments for the right to use the underlying asset during the lease term that are not paid at the commencement date, by using the Group's incremental borrowing rate. The lease term represents the non-cancellable period of the lease, together with periods covered by an option either to extend or to terminate the lease when the Group is reasonably certain to exercise this option.

The lease payments included in the measurement comprise of:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Amount expected to be payable by TGS under residual value guarantees;
- The exercise price of a purchase option, if TGS is reasonably certain to exercise that option;
- Payments of penalties for terminating the lease, if the lease term reflects TGS exercising an option to terminate the lease.

The Group does not include variable lease payments in the lease liability. Instead, the Group recognises these variable lease expenses in the profit and loss account.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect adjustments in lease payments due to an adjustment in a relevant index or rate.

The Group measures the right-of-use asset at cost, less any accumulated depreciation and impairment losses, adjusted for any remeasurement of lease liabilities.

Climate-related risks

Based on climate scenarios provided by the International Energy Agency (IEA), the Group expects reasonably steady operational conditions in the medium term. More transformative changes to the global energy supply are expected to materialise towards 2040, where fossil fuel supply in the global energy mix is expected to decline in relative and nominal terms, with natural gas as a potential exception. Climate-related risks to the Group therefore include market effects from changing demand for oil and gas, increased cost of capital, evolving laws and regulations, disruptive technology, as well as physical effects of climate change.

When preparing the consolidated financial statements, the Group considers climate-related risks, where these could potentially impact reported amounts materially. The areas in which the Group has assessed climate-related risks at the end of 2024 are included in the individual notes including note 9 intangible assets.

Changes in accounting policy and disclosures

No standards, amendments, IFRSs or IFRIC interpretations that are effective from 1 January 2024 had impact on the consolidated financial statements of TGS. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective. There are no IFRSs or IFRIC interpretations that are not yet effective that the Group currently expects will have a material impact on TGS' financial statements going forward.

Note 02 Significant accounting judgements, estimates and assumptions

Use of judgements and estimates

In the process of applying TGS' accounting principles, management is required to make estimates, judgments and assumptions that affect the amounts of assets, liabilities, income and expenses reported in the consolidated financial statements and accompanying notes. Actual results may differ from these estimates.

Significant accounting judgments mainly relates to items that is disclosed in section "assumption and estimation uncertainties".

Measurement of fair value

Several of TGS' accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Management has oversight on all significant fair value measurements, which includes regular identification and review of significant unobservable inputs. Where necessary, TGS will engage the services of independent specialists to support key fair value inputs.

When measuring the fair value of an asset or liability, the Group uses observable market data when possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: Techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Further information about the assumptions made in measuring fair values is included in the respective notes:

- Share-based payments – Note 12
- Acquisition of subsidiary – Note 3 and 23

Assumptions and estimation uncertainties

Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. The results of which will form the basis for making judgments on carrying values of assets and liabilities that are not readily apparent from other sources. Such judgements are reviewed on an ongoing basis and any revisions to estimates are recognised prospectively.

The key sources of judgment and estimation of uncertainties at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment evaluation of non-current assets

TGS reviews the carrying value of its multi-client library, other intangible assets and property and equipment when there are events and changes in circumstances that the carrying value of these assets may not be recoverable. If impairment triggers are identified, the Group estimates the value-in-use based on discounted estimated future sales forecasts. The underlying factors that drive the estimated sales forecast include the number of oil and gas exploration and production (E&P) companies operating in the relevant areas that could potentially be interested in the data, overall E&P spending, expectations regarding hydrocarbons in the relevant areas, whether licenses will be awarded in the future, expected farm-ins to licenses, relinquishments, etc. Local corporate tax rates and sales costs are applied. Changes in these estimates could materially affect the estimated future sales forecasts.

Further, the Weighted Average Cost of Capital (WACC) is used to discount such sales forecasts. The key judgement involved in the determination of WACC is the country-specific risk premiums which impact the rate used for particular library projects.

Where impairment triggers are identified, the forecasts of future cash flows are evaluated, and any impairments are recognized in the period they occur.

For details about the book value, amortization and impairment of the multi-client library, other intangible assets and property and equipment, see Notes 7, 8, 9 and 10.

TGS tests the value of its goodwill on an annual basis or when there are indicators that the carrying amount may not be recoverable. This requires an estimation of the value-in-use or fair value less cost of disposal of the Group of CGUs. The greatest of which being the recoverable amount.

Estimating the value-in-use requires an estimate of future cash flows for that Group of CGUs as well as an appropriate discount factor. Variables such as estimated future revenues, margins and estimated long-term growth are the key drivers for the basis of the value in use calculations. Future cash flows also depend on general development in E&P spending, the number of market participants and technological developments.

For details about goodwill and impairment, see Note 9 and 10.

Deferred tax assets, liabilities and uncertain tax positions

TGS operates in a range of tax jurisdictions with complex considerations and legislation concerning both indirect and direct taxation, including that of Brazil and Argentina. Because of this, there is a degree of uncertainty related to reported tax liabilities and exposures. Tax assets and liabilities (both direct and indirect) are reported and assessed based on all known and available information and represent TGS best estimate.

The jurisdictions in which TGS operates are further subject to changing tax regulations which may impact various assessments. An example of this includes the determination of the recoverability of credits. In addition, tax authorities may challenge prior period tax and tax credit lodgements made by the Group. These could result in changes to previously reported and calculated tax positions, which may impact TGS results in each period.

For details about uncertain tax positions and tax contingencies, see Note 24.

Deferred tax assets are recognized for temporary deductible differences and carry forward tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing, any expiration of tax losses to be carried forwards, and level of future taxable profits together with future tax planning strategies.

For details about deferred tax assets, see Note 26.

Contingent revenue

The recognition of contingent revenues on customers' subsequent change of ownership or award of acreage, depends on specific contractual arrangements and judgement is required in determining the date of the triggering event and the amount that should be recognised. TGS considers contract specifics, enforceability, possible price concessions, past practice and collectability when making this assessment.

Business combinations and goodwill

When TGS acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions at the acquisition date. This involves recognizing identifiable assets (including previously unrecognized intangible assets) and liabilities (including contingent liabilities but excluding future restructuring) of the purchased business at fair value.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to fair value of the contingent consideration, which is deemed to be an asset or liability, will be recognized in the profit and loss account. If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for in equity. In instances where the contingent consideration does not fall within the scope of IFRS 9, it is measured at fair value at each reporting date and changes in fair value will be recognized in the profit and loss account.

Goodwill is initially measured at cost and is only allocated to the majority's share, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized as a bargain purchase gain in the profit and loss account.

After initial recognition, goodwill is measured at cost less any accumulated impairment charges. For the purpose of impairment testing, goodwill from a business combination is, from the acquisition date, allocated to each of TGS' CGU that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of TGS are assigned to those units. Each unit, or group of units to which the goodwill is allocated, represents the lowest level within TGS at which the goodwill is monitored for internal management purposes.

Should part of an operation carrying goodwill be disposed of, goodwill associated with the disposed operation is then included in book value of the operation when determining the gain or loss on the disposal. The goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be reduced.

Impairment is determined for goodwill by assessing the recoverable amount of the CGU, or group of CGUs, to which the goodwill relates. Where the recoverable amount of the CGU (or group of CGUs) is less than the book value of the CGU (or group of CGUs) to which goodwill has been allocated, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Note 03 Business combinations

PGS ASA

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

In the six months to 31 December 2024, PGS contributed revenues of USD 340 million and operating profit of USD 51 million to the Group's results. If the acquisition had occurred on 1 January 2024, management estimates that consolidated revenues for the period would have been USD 1,647 million, and consolidated operating profit for the period would have been USD 210 million. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2024.

Purchase price

	1 Jul 2024
Share price TGS (NOK)	129.6
New TGS shares (million)	65.2
Share capital (USD million)	1.5
Share premium (USD million)	793.2
Purchase price Equity (USD million)	794.7
Settlement of pre-existing relationship (USD million)	53.9
Total Consideration transferred (USD million)	848.6

The settlement of pre-existing relationship is the net amount of the debt, receivable and payables between TGS and PGS as of 1 July 2024.

In Q3 2024, TGS paid a dividend liability, to former PGS shareholders, of USD 18.5 million assumed as part of the PGS acquisition.

Identifiable assets acquired and liabilities assumed

(All amounts in USD millions)	1 Jul 2024
Property and equipment	766.0
Multi-client library	426.2
Intangible assets and other non-current assets	100.0
Deferred tax assets	160.3
Cash and cash equivalents	86.8
Restricted cash	60.0
Receivables, accrued revenues and other current assets	310.9
Debt and lease liabilities	(742.5)
Deferred tax liabilities	(14.0)
Payables, accrued expenses, deferred revenues and other current liabilities	(480.5)
Total identifiable net assets acquired	673.2

	1 Jul 2024
Total consideration transferred	848.6
Total identifiable net assets acquired	(673.2)
Goodwill	175.4

The goodwill arising from the acquisition consists mainly of synergies and expected future sales from combining the multi-client operations of TGS and PGS.

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

Note 04 Revenue from contracts with customers

The Group's revenue from contracts with customers has been disaggregated and presented in the table below:

Revenue type

(All amounts in USD 1,000s)	2024	2023
Multi-client sales	676,222	366,076
Contract sales	563,828	386,774
New Energy Solution sales	41,722	24,488
Imaging sales	36,402	16,958
Total	1,318,174	794,297

Revenues above is based on TGS operating segments Multi-client, Contract, New Energy Solutions and Imaging revenues.

Payment terms

Payment terms for sale of unfinished data vary for each contract and are generally paid in portions over a longer period with 30 days payment terms. Payment terms for finished data and contract sales are mainly 30-60 days.

Other terms

The Group's refund liability, return liability and warranties are considered limited, and the Group has not recognized any such liabilities in the consolidated balance sheet.

Remaining performance obligations unsatisfied or partly unsatisfied are as of year-end:

Performance obligations unsatisfied at year end

(All amounts in USD 1,000s)	2024	2023
Expected to be recognized within 12 months	453,200	477,370
Expected to be recognized after 12 months	324,750	361,118
Total	777,951	838,488

The following table provides information about account receivables, account payables, contract assets and contract liabilities from contracts with customers.

Receivables, contract assets and contract liabilities

(All amounts in USD 1,000s)	2024	2023
Account Receivables	301,392	93,712
Accrued revenues (Contract asset)	211,962	63,217
Accounts payable and debt to partners	(208,878)	(95,049)
Deferred revenue (Contract liabilities)	(532,192)	(276,064)

Contract liabilities

(All amounts in USD 1,000s)	2024	2023
At 1 January	(276 064)	(126,462)
Addition through business combinations	(270 925)	-
Deferred during the year	(152 787)	(223,120)
Recognized as revenue during the year	167 584	73,517
At 31 December	(532 192)	(276,064)

The contract liabilities primarily relate to advance consideration received from customers for multi-client- and contract revenues, for which revenue is recognized point in time and over time respectively.

The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised goods or service and the payment if the payment term is one year or less. Further the Group applies the practical expedient to immediately expense costs to obtain a contract if the amortization period of the asset that would have been recognized is one year or less. Costs to obtain and costs to fulfill contracts are not considered significant by the Group, and these are therefore not capitalized.

Revenue sharing:

TGS enters into multi-client contracts with other companies whereby revenue is shared proportionally and presented net (see Note 19). In some cases, TGS enters into multi-client contracts where a portion of revenue is shared with governments and/or selling agents in certain countries. The table below provides the breakdown for 2024 and 2023.

(All amounts in USD 1,000s)	2024	2023
Gross revenues from sales	1,548,208	903,975
Revenue sharing	(230,034)	(109,678)
Revenues	1,318,174	794,297

Note 05 Cost of sales

(All amounts in USD 1,000s)	2024	2023
Charter hire, vessel costs and other direct project costs	208,891	118,645
Fuel cost	50,943	32,505
Crew cost	28,853	22,040
Other cost of sales	117,595	52,119
Total cost of sales, gross	406,281	225,308
Capitalized cost of sales	(94,358)	(14,245)
Steaming deferral, net	10,567	6,353
Total cost of sales, net	322,491	217,417

Cost of sales relates to contract work on behalf of customers and is mainly generated in the Contract business unit from OBN- and streamer Acquisition work. The increase from 2023 is mainly due to consolidation of PGS from Q3 2024.

Note 06 Segment information

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

Following the merger with PGS, management has re-assessed its composition of segments, and the information reported to Executive Management. The previously reported segment Acquisition is now Contract which now also includes streamer acquisition, and the previously reported segment Digital Energy Solutions is now New Energy Solutions, where we have allocated some of the services to multi-client and shared services.

In accordance with IFRS 15, multi-client pre-funding revenues (revenues committed prior to completion of a project) are generally recognized at the "point in time" when the customer receives access to, or delivery of, the finished data which often will take place a year or more after the acquisition of data due to the time required to complete data processing. For multi-client pre-funding revenues and accelerated amortization management reviews reporting on a Produced basis, which is based on the percentage of completion (POC) method. The measurement basis of segment profit is EBITDA (Earnings before net financial items, tax, depreciation, amortization and impairment), as it reflects the performance of the different Segments, and as such is relevant for understanding the Group's performance.

The contract segment accounts for the majority of the intercompany services. The Produced adjustments for POC revenues and accelerated amortization relate solely to the multi-client segment.

2024

(All amounts in USD 1,000s)	Multi-client	Contract	New Energy Solutions	Imaging	Shared services	Elimination	Produced 2024	Adjustments	IFRS 2024
Revenues	793,297	563,828	41,722	35,634	768	-	1,435,249	(117,075)	1,318,174
Inter-segment revenue		152,494	-	42,428	-	(194,922)			
Costs	44,831	511,398	32,169	71,437	135,843	(171,666)	624,013	-	624,013
EBITDA	748,466	204,924	9,553	6,625	(135,075)	(23,256)	811,237	(117,075)	694,162
Depreciation							185,198	-	185,198
Straight-line amortization of multi-client library							204,854	-	204,854
Produced accelerated amortization of multi-client library							153,378	(49,451)	103,927
Impairment of the multi-client library							4,645	-	4,645
Operating profit (EBIT)							263,162	(67,624)	195,538

2023

(All amounts in USD 1,000s)	Multi-client	Contract	New Energy Solutions	Imaging	Shared services	Elimination	Produced 2023	Adjustments	IFRS 2023
Revenues	540,220	386,774	24,488	16,236	722	-	968,440	(174,144)	794,296
Inter-segment revenue		27,282	-	29,072	-	(56,354)			
Costs	27,452	281,668	18,732	39,630	98,504	(55,571)	410,414	-	410,414
EBITDA	512,768	132,388	5,755	5,679	(97,782)	(782)	558,026	(174,144)	383,882
Depreciation							96,943	-	96,943
Straight-line amortization of multi-client library							163,451	-	163,451
Produced accelerated amortization of multi-client library							111,028	(48,429)	62,599
Impairment of the multi-client library							7,622	-	7,622
Operating profit (EBIT)							178,983	(125,715)	53,268

Note 07 Property and equipment

2024

(All amounts in USD 1,000s)	Seismic vessels and equipment	Buildings[4]	Total
Cost as of 1 January 2024	289,994	10,880	300,874
Additions through business combination[1]	704,792	12,366	717,158
Additions	94,156	453	94,608
Disposals	(17,128)	(134)	(17,262)
Reclassification[2]	(9,256)	(23)	(9,279)
Cost as of 31 December 2024	1,062,558	23,542	1,086,099
Accumulative depreciation as of 1 January 2024	162,205	6,697	168,902
Depreciation for the year	65,188	1,941	67,129
Accumulated depreciation on disposals	(13,366)	(138)	(13,505)
Capitalized to the multi-client library[3]	11,773	2	11,773
Accumulated depreciation as of 31 December 2024	225,800	8,501	234,302
Net book value as of 31 December 2024	836,757	15,040	851,798

[1] Acquisition of PGS
[2] Mainly reclass from inventory
[3] Capitalized directly as multi-client library, and is not part of the depreciation charges recognized in the statement of Statement of Comprehensive Income
[4] Mainly leasehold improvements

2023

(All amounts in USD 1,000s)	Seismic vessels and equipment[4]	Buildings[5]	Total
Cost as of 1 January 2023	281,591	10,809	292,400
Additions	28,132	71	28,203
Disposals[1]	(14,616)	-	(14,616)
Reclassification[2]	(5,113)	-	(5,113)
Cost as of 31 December 2023	289,994	10,880	300,872
Accumulative depreciation as of 1 January 2023	140,965	6,335	147,300
Depreciation for the year	27,452	424	27,876
Accumulated depreciation on disposals	(6,881)	-	(6,881)
Depreciation capitalized to the multi-client library[3]	555	34	589
Reclassification	114	(96)	18
Accumulated depreciation as of 31 December 2023	162,205	6,697	168,902
Net book value as of 31 December 2023	127,789	4,183	131,970

[1] Mainly reclass from inventory
[2] Gains on disposals during the year were recognized by USD 2.4 million
[3] Capitalized directly as multi-client library, and is not part of the depreciation charges recognized in the statement of Statement of Comprehensive Income
[4] Includes seismic equipment (nodes)
[5] Mainly leasehold improvements

Note 08 Leases

Leases as a lessee

The Group mainly holds vessels, office and data center leases. These leases run for a period between one to eleven years. The Group has applied the exemption in IFRS 16 and not capitalized leases of low-value assets or short-term leases.

Right-of-use asset

(All amounts in USD 1,000s)	Office leases	Data centers	Vessels	Total
Balance at 1 January 2024	23,680	8,578	46,180	78,438
Additions through business combination	23,066	-	19,222	42,288
Additions	8,949	7,885	78,405	95,240
Impairments	(4,355)	-	-	(4,355)
Adjustments	(2,432)	(221)	41,012	38,359
Depreciation	(10,382)	(7,044)	(82,336)	(99,762)
Balance at 31 December 2024	38,527	9,198	102,483	150,208

(All amounts in USD 1,000s)	Office leases	Data centers	Vessels	Total
Balance at 1 January 2023	30,210	4,763	24,645	59,619
Additions	1,152	9,333	63,574	74,059
Adjustments	(2,119)	2,812	9,343	10,036
Depreciation	(5,564)	(8,330)	(51,382)	(65,276)
Balance at 31 December 2023	23,680	8,578	46,180	78,438

Amounts recognized in profit or loss

(All amounts in USD 1,000s)	2024	2023
Interest on lease liability	11,503	4,716
Expense related to short-term leases	141,687	109,515
Expense related to leases of low-value asset, excluding short-term leases of low-value assets	3,159	4,050
Variable lease payments	2,172	1,557
Impairments of right-of-use assets	4,355	-
Depreciation charge for the year [1]	96,694	60,224

[1] Depreciation charge for the year in the above table has been reduced with depreciations capitalized, and hence not directly expensed as depreciations in the Statement of Comprehensive Income.

Amounts recognized in the statement of cash flow

(All amounts in USD 1,000s)	2024	2023
Total cash outflow for leases	102,740	60,952

Some leases include extension options exercisable near the end of the lease term. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options, also, the group re-assesses options or other lease modifications at period end.

The following table sets out a maturity analysis of lease payables, showing the undiscounted lease payments to be paid after reporting date.

Maturity analysis - lease payables

(All amounts in USD 1,000s)	2024	2023
Less than one year	112,283	46,906
One to five years	67,966	40,122
More than five years	4,378	4,429
Total undiscounted lease payments	184,627	91,457
Discount effect	(13,734)	(6,249)
Lease liability as of 31 December	170,893	85,207

Lease liability

(All amounts in USD 1,000s)	2024	2023
Current	109,538	43,877
Non-current	61,355	41,331
Lease liability as of 31 December	170,893	85,207

Note 09 Intangible assets

2024

(All amounts in USD 1,000s)	Goodwill	Multi-client library	Multi-client library in progress	Other Intangible assets	Total
Cost as of 1 January 2024	435,264	6,022,193	408,391	197,974	7,063,822
Additions through business combination[1]	175,420	158,605	267,674	78,798	680,498
Additions[2]	-	3,411	327,454	34,579	365,445
Transfers	-	250,468	(250,468)	-	-
Cost as of 31 December 2024	610,684	6,434,679	753,051	311,351	8,109,765
Accumulative depreciation as of 1 January 2024	50,615	5,657,122	20,378	124,954	5,853,069
Straight-line amortization	-	155,397	49,456	22,175	227,029
Accelerated amortization	-	80,797	23,130	-	103,927
Impairments		4,037	608	-	4,645
Transfers	-	8,220	(8,220)		-
Amortization capitalized to the multi-client library[3]	-	-	-	3,165	3,165
Accumulated depreciation as of 31 December 2024	50,615	5,905,574	85,352	150,293	6,191,835
Net book value as of 31 December 2024	560,069	529,105	667,699	161,057	1,917,930
Useful life		4 to 7 years		3 to 15 years	

[1] Additions through business combination relate to the acquisition of PGS ASA.
[2] Additions to other intangible assets are internally developed software.
[3] Capitalized directly to multi-client library and is not part of the depreciation charges recognized in the Statement of Comprehensive Income.

2023

(All amounts in USD 1,000s)	Goodwill	Multi-client Library	Multi-client Library in Progress	Other Intangible Assets	Total
Cost as of 1 January 2023	435,264	5,828,793	190,372	175,912	6,630,341
Additions[1]	-	21,435	389,985	22,061	433,480
Transfers	-	171,966	(171,966)	-	-
Cost as of 31 December 2023	435,264	6,022,193	408,391	197,974	7,063,822
Accumulated amortization and impairment as of 1 January 2023	50,615	5,426,031	17,797	110,107	5,604,550
Amortization for the year	-	163,451	-	11,682	175,134
Accelerated amortization / Impairment for the year	-	61,309	8,912	-	70,221
Transfers		6,331	(6,331)		-
Amortization capitalized to the multi-client library[3]	-	-	-	3,164	3,164
Accumulated amortization and impairment as of 31 December 2023	50,615	5,657,122	20,378	124,954	5,853,069
Net book value as of 31 December 2023	384,649	365,071	388,013	73,020	1,210,753
Useful life		4 to 7 years		3 to 15 years	

[1] Additions to other intangible assets are internally developed software.
[2] Capitalized directly as multi-client library and is not part of the depreciation charges recognized in the Statement of Comprehensive Income.

Note 10 Impairment evaluation of non-current assets

Multi-client library and seismic vessels

TGS reviews the carrying value of its multi-client libraries, seismic vessels and equipment when there are events and changes in circumstances that indicate that the carrying value of these assets may not be recoverable. TGS has not identified any impairment triggers in 2024, except for multi-client project specific cost overruns and changes in sales forecasts.

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

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

Management has evaluated the carrying amount of the net assets of the Group in respect of the market capitalization, changes in interest rates and assumptions applied in the WACC, as well as the developments and expected developments in the oil price. The developments through 2024 did not reveal any new factors considered to trigger an impairment analysis. Following internal reporting from TGS business units, evidence available does not indicate that the economic performance of multi-client libraries, vessel utilization, pricing or the related sales forecasts are worse, or significantly changed, from the assumptions utilized in the impairment tests during the preceding year. Notwithstanding the above, the group has charged impairments of USD 4.6 million during 2024 (2023: USD 7.6 million), on certain projects, mainly related to cost increases or decreases of future sales forecast.

Goodwill

In accordance with IFRS, TGS tests goodwill for impairment annually at year-end, or more frequently if there are indications that goodwill might be impaired. A group of cash generating units (CGU) should be impaired if the carrying amount is higher than the recoverable amount. The recoverable amount is the higher amount of the fair value and the value in use of a group of CGUs. The carrying amount is the carrying amount of all PPE, right of use assets, intangibles, multi-client library, net working capital and goodwill allocated to the group of CGUs. Goodwill acquired through business combinations has been allocated to a group of cash generating units, presented in the table below as an aggregation of CGU's grouped by TGS management reporting structure:

(All amounts in USD 1,000s)	Multi-client	Contract	New Energy Solutions	Total
Net book value as of 31 December 2023	264,934	69,216	50,499	384,649
Reclassification[1]	23,443	-	(23,443)	-
Additions through business combinations	175,420	-	-	175,420
Net book value as of 31 December 2024	463,797	69,216	27,056	560,069
WACC post-tax	11.98%	10.42%	10.42%	

[1]Relates to goodwill on well data which now is reported under Multi-client reporting segment

Based on the impairment testing performed, no goodwill impairment has been recognized during 2024 (2023: USD 0 million).

In assessing value in use, the estimated future cash flows both from the current multi-client library and expected future investments in both contract and multi-client are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The post-tax rate is calculated based on the local tax rates in the relevant tax jurisdictions and applying an average of the relevant country risks for the groups of CGUs as specified in the table above. TGS bases its impairment calculation on detailed budgets and forecasts, which are prepared separately for each of TGS' group of CGUs to which the individual assets are allocated. Currently a long-term growth rate of 0% is applied.

The impairment calculations are most sensitive to the changes in the sales forecast and future contract revenues, which depend on both the expected investments and expected returns of investments for multi-client projects. These factors are mainly influenced by future E&P spending and demand for TGS' products and services. A change in the expected sales forecast or contract revenues can significantly impact on the impairment review for a group of CGUs. The impact will depend on the current value in use and carrying value of the relevant group of CGUs. In addition, the impairment calculations are sensitive to changes in WACC, as well as expected cost levels and expected developments of working capital. The following provides a sensitivity analysis as to these inputs:

- 10 percent reduction of expected return of multi-client investments would lead to no impairment
- 20 percent reduction of expected return of multi-client investments would lead to an impairment of USD 106 million
- 5 percent reduction in sales in NES & Contract would lead to an impairment of USD 25 million
- 10 percent reduction in sales in NES & Contract would lead to an impairment of USD 110 million
- 2.5% increase in WACC would lead to an impairment of USD 62 million
- 5% increase in WACC would lead to an impairment of USD 143 million

Management does not see any other reasonable changes in the key assumptions that would cause the value in use to be lower than it's carrying value.

Note 11 Personnel costs / number of employees / remuneration to Executive Management, Board of Directors and Auditors

Personnel costs

(All amounts in USD 1,000s)	2024	2023
Payroll	204,241	139,245
Social security costs	20,350	11,721
Pension costs	10,270	4,587
Other employee related costs	14,217	6,523
Salaries capitalized to developed software	(18,628)	(15,960)
Cost of RSU/PSU	4,864	4,069
Salaries capitalized to multi-client library	(26,366)	(19,145)
Personnel costs	208,948	131,040

The number of employees as of 31 December 2024 was 1,841 versus 873 as of 31 December 2023.

Cash bonus plans

In 2024, TGS had in place a Short-Term Incentive Bonus Plan that was funded by allocating 8% of budgeted Produced EBIT. Employees are generally eligible to participate in the bonus plan after being employed for six months. The bonus is payable quarterly, and the amount paid is based on actual Produced EBIT for the quarter. An individual employee's relative share of the bonus pool is based on level of responsibility, individual contribution, performance versus previous year goals, and benchmark data. All bonuses earned in respect of the 2024 bonus plan have been paid or accrued as of 31 December 2024. More information on the Short-Term Incentive is provided in the 2024 Management Remuneration Report, published contemporaneously with the Annual Report.

Executive Management stock incentives

The following table provides the stock, incentive stock units (in form of Performance Share Units (PSUs) and/or Restricted Share Units (RSUs) and related warrants held by executive management:

Executive Management 2024

(All amounts in USD 1,000s)	No. of Shares Held 31 Dec 2024	Incentive stocks awarded in 2024	Total balance of free-standing warrants related to unvested incentive stock units
Kristian Johansen (CEO)	186,032	108,333	238,063
Sven Borre Larsen (CFO)	58,998	54,000	110,730
Carel Hooijkaas (EVP New Energy Solutions)	38,158	49,000	75,730
David Hajovsky (EVP Multi-client)	22,957	49,000	102,460
Tana Pool (EVP Legal)	58,128	49,000	102,460
Whitney Eaton (EVP Communications & Sustainability)	9,869	49,000	102,460
Wadii El Karkouri (EVP Imaging & Technology)	-	49,000	49,000
Nathan Oliver (EVP Contract)	3,513	49,000	49,000
Robert Adams (EVP Operations)	3,594	49,000	49,000
Kristin Omreng (EVP People & Culture)	2,230	49,000	49,000

The tables below show total paid compensation to executive management in 2024:

(All amounts in USD 1,000s)	Salary	Bonuses	Other benefits[2]	Payments from long-term incentive plans[3]	Pension	Total remune-rations
Kristian Johansen (CEO)	772	700	70	157	21	1,720
Sven Børre Larsen (CFO)[1]	375	178	14	55	13	635
Carel Hooijkaas (EVP New Energy Solutions)	416	184	23	79	21	723
David Hajovsky (EVP Multi-client)	359	222	23	63	14	681
Tana Pool (EVP Legal)	385	191	19	63	20	678
Whitney Eaton (EVP Communications & Sustainability)	313	129	22	63	13	540
Wadii El Karkouri (EVP Imaging & Technology)[4]	305	149	265	-	13	732
Nathan Oliver (EVP Contract)[4]	186	231	27	422	7	873
Robert Adams (EVP Operations)[4]	178	-	19	-	17	214
Kristin Omreng (EVP People & Culture)[4]	106	-	10	-	9	125
Josef Heim (EVP Imaging & Technology)[5]	70	64	3	-	8	145
Jan Schoolmeesters (EVP New Energy Solutions)[1,5]	193	103	2	-	6	304

1 Compensation is paid in NOK, with the USD equivalent determined based on the average exchange rate during the year.
2 Other benefits include certain benefits provided to all employees (Company-paid life insurance and welfare insurance). Other benefits also include certain expatriate benefits for applicable executives.
3 Represents the value of shares issued during 2024 with respect to the 2021 Long-Term Incentive Plan, which vested in 2024
4 Mr. El Karkouri joined the Executive Team in April 2024 and Mr. Oliver, Mr. Adams, and Mrs. Omreng joined the Executive Team in July 2024 as part of the merger with PGS.
5 Mr Heim served on the Executive team until April 2024, and Mr Schoolmeesters served on the Executive team until July 1, 2024.

The amounts set forth in the table above reflect amounts paid to the executives during the year. Compensation is only reflected for the period of time that the executive served as an executive of the Group. With respect to bonus amounts, the Short-Term Incentive Bonus Plan is paid on a quarterly basis following reporting of the quarterly results. Therefore, bonuses paid in 2024 reflect bonus amounts earned for the fourth quarter of 2023 and the first three quarters of 2024.

The tables below show total compensation to executive management in 2023:

(All amounts in USD 1,000s)	Salary	Bonuses	Other benefits[2]	Payments from long-term incentive plans[3]	Pension	Total remune-rations
Kristian Johansen (CEO)	747	610	67	202	20	1 646
Sven Børre Larsen (CFO)[1]	374	151	14	32	14	585
Carel Hooijkaas (EVP Acquisition)[5,6]	397	304	52	127	12	892
David Hajovsky (EVP West Hemisphere)	339	180	19	19	14	571
Tana Pool (EVP Legal)	373	165	15	81	20	654
Whitney Eaton (EVP People & Sustainability)	299	103	19	19	12	452
Jan Schoolmeesters (EVP New Energy Solutions)[1]	379	164	6	78	14	641
William Ashby (EVP Eastern Hemisphere)[2]	323	159	2	76	23	583
Joef Heim (EVP Imaging & Technology)[5]	258	106	19	31	20	434

1 Compensation is paid in NOK, with the USD equivalent determined based on the average exchange rate during the year.
2 Compensation is paid in GBP, with the USD equivalent determined based on the average exchange rate during the year.
3 Other benefits include certain benefits provided to all employees (Company-paid life insurance and welfare insurance). Other benefits also include certain expatriate benefits for applicable executives.
4 Represents the value of shares issued during 2023 with respect to the 2020 Long-Term Incentive Plan, which vested in 2023.
5 Mr. Hooijkaas joined the Executive Team in January 2023 and Mr. Heim joined the Executive Team in February 2023.
6 In 2023, Mr. Hooijkaas was awarded 18,025 TGS shares, to vest over three years (40%, 40%, 20%) from 2023-2025, as part of the implementation of the Magseis Fairfield 2022 Long-Term Incentive plan following the close of the acquisition of Magseis Fairfield. 7,210 shares from the Magseis Fairfield Long-Term Incentive plan vested in 2023 with the remainder to vest in 2024 (7,210 shares) and 2025 (3,605 shares).

The amounts set forth in the table above reflect amounts paid to the executive during 2023. With respect to bonus amounts, the Short-Term Incentive Bonus Plan is paid on a quarterly basis following reporting of the quarterly results. Therefore, bonuses paid in 2023 reflect bonus amounts for the fourth quarter of 2022 and the first three quarters of 2023.

TGS awards its executive and senior leadership teams Long-Term Incentives with performance metrics measured over a three-year period. In 2024, performance share units (PSUs) were issued to the executive and senior leader-ship teams under the 2024 Long-Term Incentive Plan. The plan and status versus performance metrics is further described in the management remuneration report. The 2024 plan is settled in TGS common shares, and each PSU represents the right to receive one common share. The total number of shares issuable is determined based upon the Group's achievement against the performance metrics, with the payout ranging from 0 percent to 100 percent of the PSUs awarded. The 2024 plan also provides for the issuance of RSUs to non-executive key employees, as further described in the 2024 Management Remuneration Report.

Termination benefits

The CEO and certain other executives have employment agreements that provide for certain benefits upon termination of employment. Current members of the Executive Management Team with employment contracts that include an entitlement to severance pay in the event of termination of employment by the Company without cause or for good reason, or termination of employment following a change-of-control. In those circumstances, these individuals are entitled to severance pay equal to 1x their highest annual base salary in effect during the three years that immediately precede the date of termination from the expiration of the notice period, or 1x current annual Company base salary in effect at the time of termination, or 2x prior base salary in a former role. Except in the event of a change-in-control where it is paid as a lump sum, the severance pay will be paid out over the following one-year period.

Board of Directors fees and other fees

The following set forth the compensation paid to the Board of Directors:

Board of Directors fees 2024

(All amounts in USD 1,000s)	Director's fee[1]	Value of Shares Received[2]	Total Remunerations
Christopher Geoffrey Finlayson (Chair of the Board)	62	38	100
Anne Grethe Dalane (Director from July 2024)	-	20	20
Svein Harald Øygard (Director)	19	20	39
Emeliana Dallan Rice-Oxley (Director from July 2024)	-	20	20
Luis Araujo (Director)	19	20	39
Bettina Bachmann (Director)	22	20	42
Maurice Nessim (Director)	19	20	39
Trond Brandsrud (Director from July 2024)	-	20	20
Grethe Kristin Moen (Director until July 2024)	27	-	27
Irene Egset (Director until July 2024)	31	-	31

[1] The table includes Directors fees paid during the year. Directors receive fees on a biannual basis as decided by the AGM, payable in NOK. Deviations in individual fees are related to the timing of the bi-annual payments.
[2] In August 2024, each of the Directors, other than the Chairman, received 2,000 restricted shares in TGS. The Chair received 3,700 restricted shares in TGS.

Board of Directors fees 2023

(All amounts in USD 1,000s)	Director's fee[1]	Value of Shares Received[2]	Total Remunerations
Christopher Geoffrey Finlayson (Chair of the Board)	131	43	174
Irene Egset (Director)[3]	43	21	64
Svein Harald Øygard (Director)	37	21	58
Grethe Kristin Moen (Director)	37	21	58
Luis Araujo (Director)	20	21	41
Bettina Bachmann (Director)[3]	20	21	41
Maurice Nessim (Director)	20	21	41
Mark Leonard (Director until May 2023)	23	-	23

[1] The table includes Directors fees paid during the year. Directors receive fees on a biannual basis as decided by the AGM, payable in NOK. Deviations in individual fees are related to the timing of the bi-annual payments.
[2] In August 2023, each of the Directors, other than the Chairman, received 1,650 restricted shares in TGS. The Chair received 3,300 restricted shares in TGS.
[3] Includes fee from being Chair of the Compensation Comittee (Ms. Bachmann) and the Audit Commitee (Ms. Egset)

Board of Directors stock ownership

(All amounts in USD 1,000s)	No. of Restricted Shares Received during 2024	No. of Shares Held 31 Dec 2024
Christopher Geoffrey Finlayson (Chair of the Board)	3,700	33,000
Luis Araujo (Director)	2,000	3,650
Bettina Bachmann (Director)	2,000	5,780
Trond Brandsrud (Director)	2,000	9,511
Anne Grethe Dalane (Director)	2,000	6,985
Maurice Nessim (Director)	2,000	3,650
Svein Harald Øygard (Director)	2,000	66,950
Emeliana Rice-Oxley (Director)	2,000	2,000

Compensation to the members of the Nomination Committee

Compensation to the members of the Nomination Committee[1]

(All amounts in USD 1,000s)	2024	2023
Glen Ole Rødland (Chair)	28	21
Henry H. Hamilton III	-	13
Christina Stray	-	13
Ole Jakob Hundstad	11	-

[1] The table shows compensation paid during the year. The members of the committee receive compensation per meeting held, and the amounts are paid in NOK.

Audit fee

Audit and other services

(All amounts in USD 1,000s)	2024	2023
Statutory audit	2,825	1,614
Other assurance services	847	37
Tax advisory services	257	-
Other non-audit services	421	75
Total fees	4,351	1,726

[1] Other assurance services mainly relates to reviews conducted for interim financial statements and limited assurance over the sustainability reporting
[2] Other non-audit services mainly relates to services in relation to the refinancing
[3] USD 3,712 thousand of the total fee above relates to KPMG. All amounts are exclusive of VAT.

Note 12 Share-based payments

Since 2015, TGS has issued awards of incentive stock units to its executive management, senior leadership team and other non-executive key employees. From 2015 to 2024, TGS awarded a limited number of performance share units (PSUs) to executive management, while a limited amount of restricted share units (RSUs) was awarded to non-executive key employees other than the executive management. In 2022, 2023 and 2024, TGS awarded PSUs to members of the senior leadership team. The awards are settled in common shares of TGS, and each of the PSUs and RSUs represent the right to receive the maximum of one common share. The PSUs and the RSUs vest three years after the date of grant. During 2024, the 2021 PSU and RSU awards vested, and in 2023, the 2020 PSU and RSU awards vested.

In 2024, TGS awarded a total of 933,233 PSUs to members of the executive and senior leadership teams. The actual number of shares to be received by holders of the 2024 PSUs are dependent on three performance metrics which are measured for the period 1 January 2024 through 31 December 2026 (2023 plan: 1 January 2023 through 31 December 2025):
- Relative total shareholder return
- Absolute total shareholder return
- Health, social and environmental (HSE) metrics and sustainability metric

PSUs program for 2023 and 2022 had the following performance metrics:
- Relative return on average capital employed
- Absolute return on average capital employed
- Health, social and environmental (HSE) metrics and sustainability metric

The performance metrics are described in more detail in the management remuneration report. The payout percentage for the PSUs will depend on the Group's achievement when all the performance metrics are fully earned, with payout ranging from 0 percent to 100 percent, 60 percent is the base case. If fully earned at 100 percent payout, a total of 925,533 (remaining at 31 December 2024) PSUs would vest (2023 plan: 475,560 PSUs remaining at 31 December 2024). The fair value of the PSUs granted in 2024 is measured based on the market value at the grant date and expensed over the vesting period.

The holders of the RSUs are eligible to receive one share per RSU on the vesting date, and the fair value of the RSUs granted in 2024 is measured based on the market value on the grant day. A total of 925,400 RSUs were granted in 2024. (2023 plan: 259,100 RSUs.)

The expense recognized for incentive stock units awarded, which is considered expense for employee services during the year, is shown in the following table:

(All amounts in USD 1,000s)	2024	2023
Expense arising from equity-settled share-based payment plans	4,520	3,532

The fair value of share-based payments is assumed equal to the share price at grant date.

The following table illustrates the number of outstanding share-based payments (No.) and weighted average exercise prices (WAEP) of, and movements in, RSUs and PSUs:

	2024 No.	WAEP (NOK) [1]	2023 No.	WAEP (NOK) [1]
Expected outstanding at 1 January	1,143,747	0.25	1,184,180	0.25
Granted during the year	1,956,676	0.25	820,240	0.25
Adjusted quantity due to performance metrics	(428,273)		(688,671)	
Forfeited during the year	(179,501)		(40,025)	
Exercised during the year	(160,460)	0.25	(131,977)	0.25
Corrected during the year	16,040		-	
Expected outstanding at 31 December	2,348,229	0.25	1,143,747	0.25

[1] The WAEP for the incentive stock units is the par value of each share of stock, which must be paid by the holder of the units.

The weighted average remaining contractual life for the long-term incentive plans outstanding on 31 December 2024 is 1.71 years (2023: 1.61 years).

The weighted average fair value of the PSUs and RSUs granted during 2024 was NOK 93.0 per share. The weighted average fair value of the PSUs and RSUs granted during 2023 was NOK 136.6 per share.

The RSU and PSU plan is equity-settled and the fair values are measured at grant date.

The liabilities, Social Security taxes, arising from the plans amounted to USD 0.30 million as of 31 December 2024 (2023: USD 0.29 million).

Expected outstanding PSUs and RSUs as of 31 December 2024:

No. of PSUs/RSUs	Exercise dates	Holders	Price/ conditions	Granted
117,900	See below[1]	Key employees	Fair market value (FMV) of a share including expected dividends	9 August 2022
175,530	See below[2]	Executive management	Fair market value (FMV) of a share including expected dividends, adjusted for performance criteria	9 August 2022
296,443	See below[3]	Key employees	Fair market value (FMV) of a share including expected dividends	8 August 2023
285,336	See below[4]	Executive management	Fair market value (FMV) of a share including expected dividends, adjusted for performance criteria	8 August 2023
917,700	See below[5]	Key employees	Fair market value (FMV) of a share including expected dividends	27 November 2024
555,320	See below[6]	Executive management	Fair market value (FMV) of a share including expected dividends, adjusted for performance criteria	27 November 2024
2,348,229				

[1] The holders will receive maximum one share per unit on 9 August 2025.
[2] The holders will receive maximum one share per unit on 9 August 2025, subject to determination of payout percentage ranging from 0 percent to 100 percent.
[3] The holders will receive maximum one share per unit on 8 August 2026.
[4] The holders will receive maximum one share per unit on 8 August 2026, subject to determination of payout percentage ranging from 0 percent to 100 percent.
[5] The holders will receive maximum one share per unit on 27 November 2027.
[6] The holders will receive maximum one share per unit on 27 November 2027, subject to determination of payout percentage ranging from 0 percent to 100 percent.

Note 13 Earnings per share

Basic earnings per share are calculated by dividing net profit for the year attributable to ordinary equity holders of TGS by the weighted average number of ordinary shares outstanding (net of treasury shares) during the year. Diluted earnings per share is calculated by dividing the net profit attributable to ordinary equity holders of TGS by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares (RSUs and PSUs) into ordinary shares. The following reflects the income and share data used in the basic and diluted earnings per share computations:

(All amounts in USD 1,000s)	2024	2023
Net profit attributable to ordinary equity holders of the Parent	94,215	21,646
Weighted average number of ordinary shares (excluding treasury shares) for basic earnings per share	163,618	126,275
Effect of dilution	1,223	891
Weighted average number of ordinary shares (excluding treasury shares) adjusted for effect of dilution	164,840	127,166
Basic earnings per share (USD)	0.58	0.17
Diluted earnings per share (USD)	0.57	0.17

Note 14 Equity and shareholders' authorizations

Ordinary shares issued and fully paid	Number of shares	USD 1,000s
1 Janaury 2023	124,927,439	4,259
Issued 5 September 2023 for cash on vesting of PSU and RSU	103,020	2
Capital Increase 20 September 2023	6,250,000	145
31 December 2023	131,280,458	4,406
Cancellation of treasury shares 9 January 2024	(245,315)	(7)
Capital increase 1 July 2024 (PGS merger)	65,238,150	1,533
Issued 4 September 2024 for cash on vesting of PSU and RSU	127,527	3
31 December 2024	196,400,820	5,936

Treasury shares

TGS, from time to time, buys back shares under authorizations given by the shareholders. The shares may be held in treasury, used as payment in M&A transactions, used in relation to exercise of employees' stock options or eventually cancelled. As of 31 December 2024, TGS held 187,774 treasury shares, 0.10 percent of the total shares issued (2023: 418,630 shares, 0.32 percent). The following table shows the movement of treasury shareholdings:

	Number of shares	USD 1,000s
1 Janaury 2023	458,515	18
10 May 2023 treasury shares distributed for vesting of employee stock options	(26,685)	(1)
31 August 2023 treasury shares distributed to Board members	(13,200)	-
31 December 2023	418,630	16
9 January 2024, treasury shares cancelled	(245,315)	(7)
26 April 2024, treasury shares distributed for vesting of employee stock options	(26,557)	-
13 August 2024, treasury shares distributed to Board members	(17,700)	-
23 August 2024 - 5 September 2024, treasury shares bought back	58,716	1
31 December 2024	187,774	10

Shareholders’ authorization to the Board to increase share capital in the Group and to issue convertible loans

By resolution of the Extraordinary General Meeting (EGM) held 25 July 2024, the Board is authorized to, on behalf of the Group, increase share capital of the Group by up to NOK 4,906,832 through one or more issuances of new shares or bonus issues. The subscription price and other subscription terms will be determined by the Board. The capital increase may be paid in cash, by set-off or by other contributions in kind. The authorization includes the right to incur special obligations on behalf of the Group, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act. The shareholders’ pre-emptive rights pursuant to Sections 10-4, cf. Section 10-5 of the Norwegian Public Limited Liability Companies Act, to subscribe for any new shares may be deviated from by the Board. The authorization encompasses share capital increases in connection with mergers, cf. section 13-5 of the Norwegian Public Limited Liability Companies Act. The authorization is valid until the Annual General Meeting in 2025, but no later than 30 June 2025. The authorization replaces previously granted authorizations to issue new shares.

By resolution of the EGM held 25 July 2024, the Board is also granted the authorization to issue loans for a total amount of up to NOK 2,250,000,000 with the right to require shares to be issued (convertible loans). The share capital may be increased by up to NOK 4,906,832 provided that the combined number of shares that are issued pursuant to this authorization and the authorization to increase the share capital will not exceed 10 percent of the Group’s current share capital. The subscription price and other subscription terms will be determined by the Board. The shareholders’ pre-emptive rights pursuant to section 11-4 of the Norwegian Public Limited Companies Act, cf. sections 10-4 and 10-5, may be deviated from by the Board. The authorization is valid until the Annual General Meeting in 2025, but no later than 30 June 2025. The authorization replaces previously granted authorizations to issue convertible loans.

In addition, by resolution of the EGM held 25 July 2024, the issuance of maximum 1,900,000 shares, supported by free-standing warrants, to executives and key employees pursuant to the TGS 2024 Long-Term Incentive Plan (2024 LTIP), was approved.

The Group did not issue any convertible loans between 25 July 2024 and 31 December 2024.

Shareholders’ authorization to the Board to buy back shares in the Group

By resolution of the EGM held 25 July 2024, the Board is authorized to acquire, on behalf of the Group, the Group’s own shares up to 10 percent of the nominal value of Group’s share capital, which pursuant to the current nominal value is up to NOK 4,906,832. The limitations are adjusted in the event of share consolidation, share splits and similar transactions. The lowest price to be paid per share shall be the nominal value and the highest price to be paid per share shall be NOK 500 (subject to adjustments in the event of share consolidation, share splits, and similar transactions). Acquisition and sale of the Company’s own shares can take place in the manner that the Board considers to be in the Group’s best interest. The authorization can be used one or several times. The authorization is valid until the AGM in 2025, however no longer than until 30 June 2025. The authorization replaces previously granted authorizations to acquire own shares.

The Group acquired 58,716 shares for treasury between 25 July 2024 and 31 December 2024 pursuant to the above authorization. After 31 December 2024, until the date of authorization of these financial statements (20 March 2025), TGS did not acquire additional shares.

Shareholders’ authorization to the Board to distribute dividends

The AGM held 28 June 2024 renewed the Board of Directors’ authorization to distribute quarterly dividends on the basis of the 2023 financial statements. The authorization shall be valid until the Group’s AGM in 2025, but no later than 30 June 2025.

- On 7 May 2024, the Board of Directors resolved to pay a quarterly dividend of the NOK equivalent of USD 0.14 per share (NOK 1.52) to the shareholders.
- On 17 July 2024, the Board of Directors resolved to pay a quarterly dividend of the NOK equivalent of USD 0.14 per share (NOK 1.51) to the shareholders.
- On 23 October 2024, the Board of Directors resolved to pay a quarterly dividend of the NOK equivalent of USD 0.14 per share (NOK 1.53) to the shareholders.
- On 19 February 2025, the Board of Directors resolved to pay a quarterly dividend of the NOK equivalent of USD 0.155 per share (NOK 1.73) to the shareholders.

The 20 largest shareholders as of 31 December 2024 as registered with VPS:

	Name	Country	Shares	%
1	Folketrygdfondet	Norway	15,604,180	8.0%
2	Fidelity International	United Kingdom	13,931,319	7.1%
3	Pareto Asset Management AS	Norway	9,055,335	4.6%
4	DNB Asset Management AS	Norway	8,236,943	4.2%
5	The Vanguard Group, Inc.	United States	7,388,577	3.8%
6	azValor Asset Management SGIIC, SAU	Spain	5,202,417	2.7%
7	KLP Fondsforvaltning AS	Norway	4,674,075	2.4%
8	BlackRock Institutional Trust Company, N.A.	United States	4,254,715	2.2%
9	T. Rowe Price International Ltd	United Kingdom	4,080,549	2.1%
10	Fidelity Management & Research Company LLC	United States	3,486,400	1.8%
11	Intesa Sanpaolo S.p.A.	Italy	3,421,105	1.7%
12	Brightlight Capital Management LP	United States	3,230,103	1.6%
13	Templeton Investment Counsel, L.L.C.	United States	3,013,984	1.5%
14	Cobas Asset Management, SGIIC, SA	Spain	2,756,676	1.4%
15	Dimensional Fund Advisors, L.P.	United States	2,365,674	1.2%
16	M&G Investment Management Ltd.	United Kingdom	2,334,513	1.2%
17	ODIN Forvaltning AS	Norway	2,274,194	1.2%
18	Beutel, Goodman & Company Ltd.	Canada	2,216,164	1.1%
19	Storebrand Kapitalforvaltning AS	Norway	2,010,053	1.0%
20	Foord Asset Management (Singapore) Pte. Ltd.	Singapore	1,910,216	1.0%
	20 largest		101,447,192	51.7%
	Total number of shares, par value of NOK 0.25		196,400,820	100.0%

Note 15 Cash and cash equivalents and restricted cash

Cash and cash equivalents include demand deposits and high liquid instruments purchased with maturities of three months or less.

Cash and cash equivalents and restricted cash

(All amounts in USD 1,000s)	2024	2023
Cash and cash equivalents	122,799	196,741
Restricted cash deposits	37,793	-
Total cash bank deposits	160,593	196,741

The bank deposits are mainly denominated in USD. See note 17 where we have listed cash balances in other currencies.

Restricted cash of USD 32.7 million is held in debt service reserve and retention accounts related to the ECF loans for Ramform Titan, Ramform Atlas, Ramform Tethys and Ramform Hyperion, which was released in Q1 2025 when TGS repaid the ECF loan, please refer to Note 22 for further information. Other restricted cash deposits relates to employee tax withholdings in Norway.

Note 16 Related parties

Transactions with related parties are mainly proceeds from sale of goods and services to Ocean Geo-Frontier Co. Ltd. Such goods and services are administered by Ocean Geo-Frontier on behalf of the Company and its partners and invoiced by Ocean Geo-Frontier to the external end customer, Japan Oil, Gas and Metals National Corporation (JOGMEC), these transactions amounted to USD 17.1 million in 2024. All transactions with related parties are priced on an arm's length basis.

See Note 11 for further information regarding the remuneration to the Board of Directors and to the Executive Management. See Note 3 for Business Combinations.

See Note 23 for further information about the subsidiaries. Internal transactions are eliminated in the consolidated financial statements and do not represent transactions with related parties.

Note 17 Financial risk management objectives and policies

Valuation of financial instruments carried at fair value

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

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

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

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

Financial risk management policies

The goals for TGS' capital management of funds held are to:
- Protect and preserve investment principal
- Provide liquidity and
- Return a market rate of return or better

It is the ambition of TGS to pay a cash dividend that is in line with its long-term underlying cash flow. When deciding the dividend amount, the TGS Board of Directors will consider expected cash flow, investment plans, financing requirements and a level of financial flexibility that is appropriate for the TGS business model.

The aim will be to keep a stable quarterly dividend in US dollars through the year, but the actual level paid will be subject to continuous evaluation of the underlying development of the Group, its financial position and the market.

TGS monitors debt based on net debt basis and aim at net interest-bearing debt of USD 250-350 million.
31 December 2024 net debt was USD 500.4 million. Additional distribution to shareholders can come though buyback and/or increased dividend to manage net debt withing indicated range. Net debt is calculated as total debt (including short-term and non-current debt as reported in the consolidated statement of financial position) less cash and cash equivalents, including restricted cash.

Fair value of financial Instruments

		2024		2023	
(All amounts in USD 1,000s)	Hierarchy Level	Nominal value	Fair value	Nominal value	Fair value
Financial liabilities at amortized cost					
Debt with fixed interest rate	1,2	(636,024)	(652,913)	-	-
Debt with variable interest rate	2	(25,000)	(25,000)	-	-
Lease liabilities	2	(170,893)	(170,893)	(85,087)	(87,200)
Total		(831,917)	(848,806)	(85,087)	(87,200)

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

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

The primary risks arising from the financial risk management are market risk, liquidity risk and credit risk.

Market risk

Currency and interest risk is the relevant market risk for the Company.

The Group is exposed to currency fluctuation due to the effects of a predominantly USD based revenue stream, while the Group operating expenses and capital expenditures are mainly denominated in USD, GBP and NOK. The Group holds cash balances in numerous currencies, arising further foreign currency exchange risk. The below table summarizes the impact on profit and loss of a 10% increase/decrease in the USD/FX rate.

Currency	Balance in USD	Gain/(loss) of 10% movement
AOA	104,549	8,938
ARS	157,367	14,306
AUD	1,671,190	153,210
BRL	8,423,106	755,082
CAD	1,751,546	159,130
COP	49,997	4,502
DKK	29,876	2,723
EGP	1,270,772	115,650
EUR	2,394,464	217,716
GBP	3,180,224	289,480
GHS	3,206	289
IDR	271,510	24,665
INR	770,334	70,297
JPY	38,320	3,196
KWD	389	35
MXN	82,229	7,623
MYR	2,559,763	232,581
NAD	3,516	299
NGN	2,349,010	213,743
NOK	9,696,596	873,540
NZD	646	59
PLN	73	7
SEK	10,924	977
SGD	14,717	1,306
TRY	1	-
ZAR	568,415	51,674
Grand Total	35,402,739	3,201,029

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

	2024		2023	
(All amounts in USD 1,000s)	Notional amounts	Weighted average interest rate	Notional amounts	Weighted average interest rate
Debt at fixed interest rate	636,024	7.80%	-	-
Debt at variable interest rate based on US dollar plus a margin	25,000	7.06%	-	-

For every one-percentage point hypothetical increase in SOFR, the annual net interest expense on variable rate debt, inclusive non-restricted cash holdings, would have increased / (decreased) by approximately USD (1.0) million and USD (2.0) million measured from 31 December 2024 and 2023, respectively.

Liquidity risk

Liquidity risk arises from a lack of correlation between cash flow from operations and financial commitments. Per The Group tries to minimize liquidity risk through ensuring access to a diversified set of funding sources, and management of maturity profile on debt. The Group is exposed to liquidity risk related to the following:

Financial liabilities December 31, 2024

			Contractual cash flows						
(All amounts in USD 1,000s)	Nominal value	Notional value	Total	0-1 years	1-2 years	2-3 years	3-4 years	4-5 years	Thereafter
Trade payables and debt to partners	(208,878)	-	(208,878)	(208,878)	-	-	-	-	-
Debt with fixed interest rates	(636,024)	-	(636,024)	(86,024)	-	-		-	(550,000)
Debt with variable interest rates	(25,000)	-	(25,000)					(25,000)	-
Total	(869,902)		(869,902)	(294,902)	-	-	-	(25,000)	(550,000)

Financial liabilities December 31, 2023

			Contractual cash flows						
(All amounts in USD 1,000s)	Nominal value	Notional value	Total	0-1 years	1-2 years	2-3 years	3-4 years	4-5 years	Thereafter
Trade payables and debt to partners	(95,049)	-	(95,049)	(95,049)	-	-	-	-	-
Debt with fixed interest rates	-	-	-	-	-	-	-	-	-
Debt with variable interest rates	-	-	-	-	-	-	-	-	-
Total	(95,049)	-	(95,049)	(95,049)	-	-	-	-	-

See Note 8 for maturity analysis for lease payables.

During 2024, TGS secured USD 745 million of new debt consisting of a USD 550 million Senior Secured Notes, USD 150 million Revolving Credit Facility and a USD 45 million term loan A. With USD 550 million notes and USD 25 million of drawn of the debt raised together with cash on balance sheet were used to repay USD 633.2 million of drawn debt, including make whole premium in Q4. A further USD 86 million was repaid 28 February 2025, by utilizing restricted cash tied to the loan repaid and by drawing USD 45 million of term loan A (included in the USD 745 million above). These transactions reduced the overall debt amount and extended the debt maturity profile, thereby reducing the near-term refinancing risk significantly.

Cash flow effects for the full year of 2024 were loan proceeds of approximately USD 705 million, which consist of USD 575 million of debt in refinancing in addition to approximately USD 130 million drawn on the previously existing RCF. In addition to loan repayment in Q4, TGS repaid external debt in Q3 related to previous PGS debt.

As of 31 December 2024, TGS had cash and cash equivalents amounted to USD 122.8 million, compared to USD 196.7 million as of 31 December 2023. Net interest-bearing debt amounted to USD 500.4 million on 31 December 2024, compared to a negative USD 196.7 million (equal cash holding) as of 31 December 2023.

Credit risk

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

(All amounts in USD 1,000s)	2024	2023
Financial assets		
Accounts receivable	301,392	93,712
Accrued revenues	211,962	63,217
Restricted cash	37,793	-
Cash and cash equivalents	122,799	196,741
Total financial assets	673,946	353,670

With regards to cash and cash equivalents and restricted cash, the Group continually monitors the counterparty credit risk of banking partners, including institutions in which cash is held on deposit.

For details of the accounts receivable and accrued revenues, please refer to Note 20.

Note 18 Other non-current assets and liabilities

Other non-current assets

(All amounts in USD 1,000s)	2024	2023
Restricted cash	25,434	9,879
Investments in associated companies	6,292	5,486
Other non-current assets	7,383	9,059
Total other non-current assets	39,109	24,424

Restricted cash

TGS has deposits related to a dispute with tax authorities over the municipal services tax (ISS) in Brazil. The availability of the funds is contingent on the resolution of the court proceedings and this is not expected in the near-term future. Refer to Note 24 for more information.

Other non-current liabilities

(All amounts in USD 1,000s)	2024	2023
Non-current portion of project liabilities contingent on sales	22,640	32,165
Provision for asset purchase agreement	-	7,760
Other Non-current liabilities	6,216	1,285
Total other non-current liabilities	28,856	41,210

Project liabilities contingent on future sales

As of 31 December 2024, TGS has entered certain agreements with suppliers whereby a obligation will arise contingent on future sales. No obligation will arise until these future sales occur. Provision related to these variable agreements totalled USD 24.5 million in 2024 (2023: USD 40.0 million). These liabilities were recognized in the balance sheet, USD 22.6 million as non-current and USD 1.8 million as current liabilities, based on when the sales triggering the contingencies are expected to be recognized.

Provision for asset purchase agreement

On 2 March 2022 TGS' subsidiary Magseis Fairfield AS executed an asset purchase agreement. This agreement included a clause contingent on the use of the equipment in offshore seismic surveys. The liability is recognised based on our best estimate of the future utilization of the equipment and the expected variable payout. As of 31 December 2024, no projects using the equipment have been awarded and TGS will pay a minimum earnout fee in 2025 which is classified as other current liabilities.

Note 19 Joint operations

As part of its multi-client business, TGS invests in some of the multi-client projects as joint operations. Projects considered as joint operations are typically seismic projects organized between two parties where a vessel owning Company provides the vessel used to acquire the data, while TGS provides the data processing services. Both parties have rights to the assets and liabilities relating to these arrangements and share the costs of the project.

TGS has not established any material legal entities together with other companies with the purpose of acquiring a seismic project. The table below shows TGS' share of revenues, amortization, impairment, and net book value of the multi-client library at year-end for projects considered as joint operations:

(All amounts in USD 1,000s)	2024	2023
Revenue joint operations (projects invoiced by TGS)	431,486	185,726
Revenue allocated to partners (projects invoiced by TGS)	(171,043)	(83,099)
Net revenue (projects invoiced by TGS)	260,443	102,626
Revenue allocated to TGS from partners (projects invoiced by partner)	45,616	83,222
Net revenue joint operations	306,059	185,848
Amortization	100,477	67,600
Impairment	41,473	46,822
Net book value of multi-client library (joint operations) at 31 December (recognized by TGS)	283,938	362,602

Note 20 Accounts receivables and other current receivables

Accounts receivables are measured at transaction price less any amounts of expected credit losses.

The amount of revenues for projects not yet invoiced is presented as accrued revenues in the balance sheet.

Other short-term receivables consist primarily of prepayments made for multi-client projects during the seismic data acquisition phase.

For certain multi-client library projects, TGS has cooperation agreements pursuant to which revenues are shared with other companies and/or governments. In such situations, accounts receivable and accrued revenues are presented net for projects where TGS issues the license agreement and is responsible for invoicing. See Note 4 for a breakdown of gross revenues and revenues allocated to other parties and Note 19 for gross revenues and revenues allocated to other parties from projects considered as joint operations.

In cases where extended payment terms have been agreed, the implied interest is reflected in the stated amount.

(All amounts in USD 1,000s)	2024	2023
Accounts receivables	308,597	100,215
- Provision for expected credit losses	(7,205)	(6,503)
Accounts receivables - net	301,392	93,712
Accrued revenues	211,962	63,217
Account receivable and accrued revenues	513,353	156,929

The aging of the accounts receivables are as follows:

	Total	Not due	< 30 days	30–60 days	60–90 days	Over 90 days
2024	308,597	221,761	49,088	(531)	4,758	33,520
2023	100,215	72,516	(1,522)	8,419	5,997	14,805

TGS applies the simplified approach when calculating expected credit losses. When calculating expected credit loss. TGS takes into account the aging of the outstanding amounts and other relevant information.

TGS has a credit assessment and payment terms policy. Credit assessments are required when signing or renegotiating a new master license agreement or supplemental license, changes occur in credit rating, payment terms on prior sales are not met due to potential financial difficulties, or insight or information indicates that an existing client is in a difficult financial situation. TGS uses D&B as credit rating provider. When the credit rating is at a low level, an approval from the area Executive Vice President or the CFO will be required.

Provisions for accounts receivables are based on an individual assessment and calculated expected credit losses.

Movements on TGS' provision for expected credit losses of accounts receivables are as follows:

(All amounts in USD 1,000s)	2024	2023
Balance at 1 January	6,503	7,697
Net remeasurement of loss allowance	702	(1,174)
Amounts written off	-	(21)
Balance at 31 December	7,205	6,503

The provision for expected credit losses has been included in "Other operating expense" in the statement of comprehensive income. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

For a description of credit risk, see Note 17.

Note 21 Current Liabilities and other current assets

Current liabilities

(All amounts in USD 1,000s)	2024	2023
Accounts payable	130,544	47,389
Debt to partners	78,334	47,660
Short-term interest-bearing debt	88,266	-
Lease liabilities	109,538	43,877
Deferred revenue (contract liabilities)	532,192	276,064
Accrued expenses	103,167	48,120
Other current liabilities	101,313	40,386
Taxes payable	62,206	5,464
Withheld payroll tax, social security and VAT	59,409	72,913
Total current liabilities	1,264,969	581,872

Accounts payables are non-interest-bearing and are normally settled on 30-days terms. Contract liabilities relate to deferred revenue, see Note 4 for further details.

Other current assets

(All amounts in USD 1,000s)	2024	2023
Inventory	42 767	12 565
Prepaid project costs	40 538	21 558
Indirect and corporate tax assets	25 677	40 304
Other current assets	46 077	14 838
Total other current assets	155 059	89 265

Note 22 Debt and guarantees

Interest bearing liabilities

(All amounts in USD 1,000s)	Year of maturity	Face value	2024	2023
Opening balance 1 January 2024			-	-
Revolving credit facility	2029	25,000	22,148	-
Export credit financing	2025	86,025	84,617	-
Senior notes, coupon 8.5%	2030	550,000	542,717	-
Total		661,025	649,483	-
Long term			561,216	-
Short term			88,266	-

(All amounts in USD 1,000s)	2024	2023
Loans and bonds, nominal	661,025	-
Cash and cash equivalents	(122,799)	(196,741)
Restricted cash	(37,793)	-
Net interest bearing debt, excluding lease	500,432	(196,741)
Current lease liabilities	109,538	43,877
Non-current lease liabilities	61,355	41,331
Net interest bearing debt, including lease	671,326	(111,534)

In Q4 2024 the group had cash outflow related to the refinancing process of net USD 67.9 million which includes settlement of the previously existing RCF and PGS Notes included call premium, transaction costs and accrued interest. Transaction costs of approximately USD 14.0 million related to the Bond, RCF and TLA were capitalized in the quarter, whereof USD 8.9 million was paid in Q4 2024.

Export credit facilities (ECF)

As a result of the acquisition of PGS, the group assumed various Export Credit Financing (ECF) obligations. The ECF arrangement comprises four loans each with Japan Bank for International Cooperation (JBIC) and Sumitomo Mitsui Banking Corporation (SMBC). The loans were incurred by PGS Titans AS, for the financing of the four Ramform Titan class vessels (Ramform Titan, Ramform Atlas, Ramform Tethys and Ramform Hyperion). The loans are repaid over 12 years from inception in equal semiannual installments, and each loan comprised two tranches held by JBIC and SMBC, respectively. All SMBC tranches have previously been fully repaid. The JBIC tranche bears a fixed interest and is repaid from the 7^{th} to 12^{th} year after draw-down. The remaining part of the ECF was fully repaid in Q1 2025. Funds to repay the ECF was a mix of release of restricted cash linked to the repayment agreement of the ECF vessels, a USD 45 million term loan (Term loan A) and cash on balance sheet. The "Term loan A" will have a 3-year tenor with an amortization feature in the last two years of the loan.

Senior secured notes (Bonds)

On 3 December 2024, TGS ASA issued bonds of USD 550 million (the "Bonds"). The Bonds have a 5-year tenor, maturing 15 January 2030, with a coupon of 8.5% paid semiannually. The bonds are secured in a pari passu structure and subordinated in right of payment to the USD 150 million Super Senior Revolving Credit Facility (RCF) and the USD 45 million Super Senior Term Loan A Facility. Proceeds from these facilities are used to repay previously existing debt facilities, thereby reducing TGS' interest expense significantly.

Revolving credit facility (RCF)

In connection with the bond offering, the group entered into a new super senior secured revolving credit facilities (RCF) which provides for borrowings, on a revolving basis, of up to USD 150 million with an interest rate of SOFR + a margin pro annum dependent on the Company credit rating. The following Company credit rating grid applies; Ba2/BB or higher margin 2.50%; Ba3/BB- 2.75%; B1/B+ 3.0 percent, B2/B 3.25 percent and B3 or B- or lower 3.5 percent. With a Company credit rating as of 31 December, 2024, of Ba2/BB- the margin is 2.75 percent.

Term loan A (TLA)

As announced in the refinancing, the group secured an delayed draw term loan of USD 45 million (Term Loan A) with amortization feature that will be effective in the last two years of the loan. The term loan was drawn in Q1 2025 and were fully utilized in the repayment of the ECF loans. The loan has a 3-year tenor with an interest rate of SOFR + a margin equal to the RCF.

Financial covenants

The RCF and TLA have a maximum leverage ratio (Net Interest-Bearing Debt, excluding lease to last twelve months Produced EBITDA) of 3.0:1.

TGS complies with all financial covenants as of 31 December 2024.

Guarantees

As of 31 December 2024, the Group has provided guarantees of USD 17.8 million (2023: USD 5.3 million). The guarantees are in different currencies and the number is translated into USD using the exchange rate at the balance sheet date.

Note 23 Subsidiaries

Company name	Country of incorporation	Shareholding and voting power
TGS ASA	Norway	Parent Company
TGS AP Investments AS	Norway	100%
TGS AS	Norway	100%
TGS NES AS	Norway	100%
OBS MC Investments I AS	Norway	100%
Carmot Seismic AS	Norway	100%
TGS Prediktor AS	Norway	100%
Magseis Fairfield AS	Norway	100%
Magseis Operations AS	Norway	100%
TGS NewCo AS	Norway	100%
PGS Geophysical AS	Norway	100%
Petroleum Geo-Services AS	Norway	100%
PGS Shipowner AS	Norway	100%
Multiklient Invest AS	Norway	100%
PGS Falcon AS	Norway	100%
PGS Titans AS	Norway	100%
TGS Geophysical Investments, Ltd.	UK	100%
Spectrum Geo Ltd	UK	100%
TGS Geophysical Company (UK) Ltd	UK	100%
TGS 4C Offshore Ltd.	UK	100%
NS Investments One (UK) Ltd.	UK	100%
Magseis FF (UK) Ltd.	UK	100%
WGP Group Ltd.	UK	100%
PGS Holding I Ltd	UK	100%
PGS Holding II Ltd	UK	100%

Company name	Country of incorporation	Shareholding and voting power
Petroleum Geo Services (UK) Ltd	UK	100%
PGS Exploration (UK) Ltd	UK	100%
PGS Geophysical (Angola) Ltd	UK	100%
Panoceanic Energy Ltd	UK	100%
PGS Pension Trustee Ltd	UK	100%
PGS Seismic Services Ltd	UK	100%
TGS-NOPEC Geophysical Company	USA	100%
A2D Technologies, Inc.	USA	100%
Parallel Data Systems, LLC	USA	100%
Volant Solutions Inc.	USA	100%
Digital Petrodata LLC	USA	100%
TGS Alaska Company	USA	100%
TGS Mexico Contracting LLC	USA	100%
Lasser, Inc.	USA	100%
Spectrum Geo, Inc.	USA	100%
Magseis FF LLC	USA	100%
TGS Crewing LLC	USA	100%
PGS Finance, Inc. (US)	USA	100%
Petroleum Geo-Services, Inc (US)	USA	100%
TGS do Brasil Ltda	Brazil	100%
Magseis Do Brasil Ltda.	Brazil	100%
PGS Suporte Logistico e Servicos Ltda	Brazil	100%
TGS-NOPEC Geophysical Company PTY, Ltd.	Australia	100%
Spectrum Geo PTY, Ltd.	Australia	100%
Spectrum Geo Australia PTY, Ltd	Australia	100%

Company name	Country of incorporation	Shareholding and voting power
PGS Australia Pty. Ltd	Australia	100%
Spectrum Geo PTE, Ltd.	Singapore	100%
Magseis Singapore Services PTE, Ltd.	Singapore	100%
Petroleum Geo Services Asia Pacific Pte. Ltd	Singapore	100%
Magseis Malaysia Sdn. Bhd.	Malaysia	100%
Petroleum Geo-Services Exploration (M) Sdn Bhd	Malaysia	100%
PGS Data Processing & Technology Sdn. Bhd.	Malaysia	100%
PT Petroprima Geo-Servis Nusantara	Indonesia	94%
PT TGS Geophysical Indonesia	Indonesia	100%
TGS Canada Ltd.	Canada	100%
TGS Canada Corp.	Canada	100%
NOPEC Geophysical Company S. de R.L. de C.V.	Mexico	100%
Spectrum Geo S.A. de C.V.	Mexico	100%
PGS Imaging, S.A. de C.V. (Mexico)	Mexico	100%
Spectrum Geo Panama LLC	Panama	100%
TGS FJ Geophysical (Ghana) Ltd.	Ghana	90%
PGS Ghana Ltd	Ghana	90%
Seahouse Insurance Ltd.	Bermuda	100%
TGS Geophysical Nigeria Ltd	Nigeria	100%
PGS Japan K.K	Japan	100%
TGS Geophysical Egypt SP	Egypt	100%
PGS Data Processing Middle East SAE	Egypt	100%
PGS Egypt for Petroleum Services LLC (Egypt)	Egypt	100%

Subsidiaries with minority interests are not considered significant and as such, are not disclosed in the consolidated balance sheet and the consolidated statement of changes in shareholders' equity.

Note 24 Contingent liabilities

Brazil tax disputes

TGS has ongoing tax disputes related to charter of vessels into Brazil. The assessments, which inter alia seek to levy 15 percent withholding tax and 10 percent CIDE (service) tax, amount to USD 47.8 million in total.

PGS Suporte Logistico e Servicio Ltda (PGS Brazil) holds a legal deposit amounting to USD 16.3 million, initially made in Q4 2020 to challenge one of the disputes relating to CIDE in court.

TGS do Brasil Ltda (TGS Brazil), formerly known as Spectrum Geo do Brasil Servicos Geofisicos Ltda, filed a declaratory action in the Brazilian courts to challenge the imposition of ISS on seismic licensing transactions in July 2017. During the pendency of the declaratory action (i.e., from 2017 forward), TGS has deposited into the court the amounts of ISS assessed on any licensing transactions. A favorable judgment was rendered by the court in June 2023. The Municipality filed an appeal, which was granted by the Appellate Court in June 2024. TGS filed special and extraordinary appeals in September 2024, and the estimated time until final judgment is 2 years. The total accumulated amount deposited as of 31 December 2024 is USD 9.3 million.

The deposits in the two mentioned cases are held in interest-bearing bank accounts with a commercial bank and are presented as non-current restricted cash in the financial statement.

As the Company considers it more likely than not that these contingencies will be resolved in its favor, no provision has been made for any portion of the exposure.

Note 25 Financial items

(All amounts in USD 1,000s)	2024	2023
Interest income	7,102	7,889
Other financial income	1,345	3,762
Results from equity accounted investments	(3,066)	465
Total financial income	5,381	12,116
Interest expense	(40,615)	(10,583)
Capitalized Interest to multi-client[1]	5,047	-
Other financial expenses	(8,677)	(7,185)
Total financial expenses	(44,246)	(17,769)
Exchange gains	111,966	97,869
Exchange loss	(121,149)	(93,609)
Net exchange gains/(losses)	(9,183)	4,261
Net financial items	(48,047)	(1,392)

Capitalized interest relates only to work-in-progress projects for the multi-client segment.

Note 26 Tax expense

(All amounts in USD 1,000s)	2024	2023
Profit before taxes		
Norway	(10,398)	11,181
Outside Norway	157,890	40,694
Total profit before taxes	147,491	51,876
Current taxes		
Norway	8,638	(2,852)
Outside Norway	49,085	27,168
Total current taxes	57,723	24,316
Changes in deferred taxes		
Norway	12,609	5,669
Outside Norway	(18,349)	1,530
Changes in deferred taxes	(5,739)	7,199
Adjustments in respect of current income tax of previous years and estimates		
Norway	1,923	(657)
Outside Norway	(632)	(628)
Total adjustments in respect of current income tax of previous years and estimates	1,291	(1,285)
Income tax expense reported in the income statement	53,275	30,229

(All amounts in USD 1,000s)	2024	2023
Profit before taxes	147,491	51,876
Expected income taxes according to corporate income		
Tax cost in Norway (22% tax rate)	32,446	11,413
Tax cost outside Norway (tax rate different from 22%)	5,960	(3,184)
Adjustment in respect of current income tax of previous years	-	(1,285)
Adjustment in respect of deferred tax of previous years	(1,697)	4,969
Change in deferred tax asset not recognized	(9,171)	6,245
Withholding taxes and overseas taxes	21,008	13,470
Non-deductible expenses	7,035	(1,625)
Currency effects	(2,811)	228
Tax exempt income within tonnage tax regimes net of vessel impairments	504	-
Income tax expense	53,275	30,229
Effective tax rate in %	36%	58%

Comments on selected line items in the preceding table

Tax rates different from the norwegian tax rate

The tax rates for subsidiaries outside Norway are different than the Norwegian tax rate of 22 percent (2023: 22 percent tax rate). The tax rates in the jurisdictions where TGS operates are between 17 percent and 36 percent.

Withholding tax

Depending on the jurisdiction, corporate income tax is due on the subsidiary's actual profits, and withholding tax is levied on a deemed profit basis or revenue basis (simplified calculation in lieu of profits tax). Where the Group's activities are subject to withholding taxes, these are normally deducted by the customer who pays the taxes directly to the local tax authorities in the name of the Group.

Deferred tax asset not recognized

Deferred tax assets based on unused tax losses carried forward are not recognized when TGS cannot demonstrate that it is probable that taxable profit will be available against which the losses carried forward can be utilized. TGS has unused tax losses and deductible temporary differences of USD 180.9 million (2023: USD 48.1 million) where no deferred tax assets were recognized in the balance sheet.

Non-deductible expenses

Non-deductible expenses consist of various types of expenses and payments of various local taxes, which are not deductible for tax purposes in the tax jurisdictions where TGS operates.

Currency effects

TGS entities that do not have their tax base in USD are exposed to changes in the USD/tax base-currency rates. Effects within the current year are classified as tax expense.

Tax effect of temporary differences and tax loss carryforwards as of 31 December

	2024	2023
Differences that give rise to a deferred asset or a deferred tax liability:		
Multi-client library/well logs	(53,353)	(61,358)
Fixed assets	19,378	48,545
Goodwill and intangibles	(13,371)	(10,161)
Accruals	5,362	25,346
Accounts receivables	(14)	(11)
Other long-term items	323	-
Lease asset vs. Liability	981	1,030
Tax losses carried forward	324,927	81,985
Interest limitation carried forward	31,388	-
Deferred revenue	34,619	10,220
Other	34,680	3,973
Deferred tax asset not recognized in the balance sheet	(180,942)	(48,100)
Basis deferred tax asset (liability)	203,978	51,469
Of which:		
Deferred tax asset	249,734	146,735
Deferred tax liability	45,756	95,266

Change in net deferred tax asset/ (liability)

	2024	2023
As of 1 January	51,469	59,066
Recognized in profit or loss	(5,739)	7,199
Changes through business combinations	147,098	-
Foreign currency translation effects and other effects	(328)	(398)
As of 31 December	203,978	51,469

Comments on selected line items in the preceding table

Recognition of deferred tax assets on tax losses carried forward

Deferred tax assets are capitalized to the extent it is probable that TGS will have taxable profits and the carry-forward tax losses can be utilized. Deferred tax assets on carry-forward tax losses which are recognized are mainly related to UK and Norway. With reference to Note 24 the Group notes uncertainties concerning the tax balances, in particular in Brazil. The information reported is based on the information available to the Group as at the date of these financial statements.

Temporary differences Group's subsidiaries

No deferred tax has been recognized in respect of temporary differences related to unremitted earnings of the Group's subsidiaries where remittance is not contemplated and where the timing of distribution is within the control of the Group.

OECD Pillar two model rules

The group is within the scope of the OECD Pillar Two model rules. Pillar Two legislation was enacted in Norway, the jurisdiction in which TGS ASA is incorporated, and has come into effect from 1 January 2024. Under the legislation, the group is liable to pay a top-up tax for the difference between its GloBE effective tax rate per jurisdiction and the 15% minimum rate.

The group expects that the new regulations will not have a material effect for TGS and no Pillar Two income taxes have been recognized.

Note 27 Pension obligations

Defined benefits plans

Plan characteristics

The Company operates a defined benefit pension plan in the UK. The defined benefit plan was closed to new entrants in 2006 and to further vesting in 2015. The plan is administered through a pension trust which is legally separate from the Company. It is the Company's general practice to fund defined benefit plans in accordance with applicable statutory requirements.

Actuarial valuations and assumptions

The actuarial valuations are performed by independent actuaries in Norway and UK.

Risks

Actuarial valuations as applied in the consolidated financial statements are based upon financial and demographic assumptions which may be impacted by future events. Such future events include, but are not limited to, longer than expected longevity of participants, lower than expected return on investments and higher than expected inflation. Changes to assumptions may increase the liabilities or reduce the value of assets of the plan.

Financial impact

A summary of changes in the plans' aggregate projected benefit obligations and fair values of assets are summarized as follows:

(All amounts in USD 1,000s)	2024	2023
Defined benefit obligations (DBO) as of January 1	-	-
Addition through business combinations	126,100	-
Service cost	67	-
Interest cost	3,035	-
Actuarial loss (gain), arising from changes in financial assumptions	(7,918)	-
Actuarial loss (gain), arising from changes in demographic assumptions	(135)	-
Actuarial loss (gain) due to scheme experience	577	-
Benefits paid	(1,965)	-
Exchange rate effects	(1,191)	-
Defined benefit obligations (DBO) as of December 31	118,571	-

Change in fair value of pension plan assets:

(All amounts in USD 1,000s)	2024	2023
Fair value of plan assets as of January 1,	-	-
Addition through business combinations	139,300	
Expected return on plan assets	3,404	-
Actuarial gain (loss) arising from return on plan assets	(9,245)	-
Benefits paid	(1,961)	-
Exchange rate effects	(790)	-
Fair value of plan assets as of December 31,	130,708	-

The aggregate funded status of the plans and amounts recognized in the Company's consolidated statements of financial position are summarized as follows:

(All amounts in USD 1,000s)	2024	2023
Projected benefit obligation (PBO)	118,571	-
Fair value of plan assets	130,708	-
Net pension liability	(12,138)	-

Net periodic pension cost for the Company's defined benefit pension plans are summarized as follows:

(All amounts in USD 1,000s)	2024	2023
Service cost	67	-
Interest cost	3,035	-
Expected return on plan assets/net interest cost	(3,404)	-
Net periodic pension cost	(302)	-

Net periodic actuarial gains and losses arising from the Company's defined benefit plans and recorded in other comprehensive income is as follows:

(All amounts in USD 1,000s)	2024	2023
Actuarial gain (loss), arising from changes in financial assumptions	7,918	-
Actuarial loss (gain), arising from changes in demographic assumptions	135	-
Actuarial gain (loss) due to scheme experience	(577)	-
Actuarial gain (loss) arising from return on plan assets	(9,245)	-
Net actuarial gain (loss) recognized in other comprehensive income	(1,769)	-

Significant actuarial assumptions:

	2024		2023	
(All amounts in USD 1,000s)	Norway	UK	Norway	UK
Discount rate	3.90%	5.40%	-	-
Return on plan assets		5.40%		-
Compensation increase	4.00%		-	

Plan asset allocation:

(All amounts in USD 1,000s)	2024	2023
Fair value plan assets	130,700	-

Plan assets at fair value with quoted prices in active markets for identical assets	2024	2023
Equity/diversified growth funds	8%	-
Bonds	84%	-
Real estate	2%	-
Other	6%	-
Total	100%	-

	Change in assumptions	Change in liabilities
Discount rate	Decrease of 1.0% p.a.	16.8%
Inflation rate	Increase of 1.0% p.a.	10.9%

Note 28 Events after the balance sheet date

On 28 February 2025, TGS repaid the Export Credit Facility loan of USD 86 million by drawing the new term loan A of USD 45 million, utilizing restricted cash related to the loan and cash from balance sheet. This transaction reduced the overall debt amount and extended the debt maturity profile.

Parent Company financial statements

Parent Company income statement

Year ended 31 December (All amounts in USD 1,000s)	Note	2024	2023
Revenue	5	192,586	160,588
Revenue		192,586	160,588
Cost of sales		93	2,318
Straight-line amortization of the multi-client library	3	62,580	63,643
Accelerated amortization and Impairment of the multi-client library	3	29,860	32,802
Personnel costs	6	9,871	7,918
Other operating expenses		31,362	16,599
Depreciation, amortization and impairment	2, 3, 4	3,738	1,746
Total operating expenses		137,504	125,026
Operating profit		55,082	35,562
Financial income	16	16,405	19,350
Financial expenses	16	(56,133)	(42,124)
Exchange gains/(losses)	16	(62,993)	(15,673)
Net financial items		(102,722)	(38,447)
Profit before taxes		(47,639)	(2,886)
Tax expense	17	(75,535)	(188)
Net income/ (loss)		27,895	(2,698)

Parent Company comprehensive income statement

Year ended 31 December (All amounts in USD 1,000s)	Note	2024	2023
Net income/ (loss)		27,895	(2,698)
Other comprehensive income, net of tax		-	-
Total comprehensive income/(loss) for the period		27,895	(2,698)

Parent Company balance sheet

As of 31 December (All amounts in USD 1,000s)	Note	2024	2023
Assets			
Non-current assets			
Intangible assets: Multi-client library	3	294,634	301,152
Deferred tax assets	17	23,705	-
Right-of-use assets	4	2,302	4,354
Property and equipment	2	2,771	3,318
Investments in subsidiaries	9	1,518,616	393,690
Total non-current assets		1,842,028	702,514
Current assets			
Accounts receivable	11	22,169	21,540
Accrued revenue	11	26,895	15,225
Current receivables group companies	12	673,238	440,951
Other current assets		1,630	2,939
Cash and cash equivalents	10	1,424	10,597
Total current assets		725,356	491,252
Total assets		2,567,384	1,193,766

As of 31 December (All amounts in USD 1,000s)	Note	2024	2023
Equity and liabilities			
Equity			
Share capital	7, 8	5,935	4,406
Treasury shares held	7, 8	(10)	(17)
Share premium	8	871,984	170,377
Retained earnings	8	64,500	32,325
Total equity		942,408	207,091
Non-current liabilities			
Long-term interest bearing debt	14	561,216	-
Non-current lease liabilities	4	2,984	3,822
Deferred tax liability	17	-	51,890
Total non-current liabilities		564,200	55,712
Current liabilities			
Short-term interest-bearing debt	14	3,648	-
Accounts payable and debt to partners		20,324	10,975
Current liabilities group companies	12	899,302	817,090
Taxes payable	17	-	-
Withheld payroll tax, social security and VAT		602	1,095
Current lease liabilities	4	606	634
Deferred revenues	5	118,611	94,256
Other current liabilities	13	17,682	6,913
Total current liabilities		1,060,776	930,963
Total liabilities		1,624,976	986,675
Total equity and liabilities		2,567,385	1,193,766

Weybridge, 19 March 2025

Christopher Finlayson Chair of Board of Directors	Luis Araujo Board Member	Bettina Bachmann Board Member
Anne Grethe Dalane Board Member	Maurice Nessim Board Member	Trond Brandsrud Board Member
Svein Harald Øygard Board Member	Emeliana Rice-Oxley Board Member	Kristian Johansen Chief Executive Officer

Parent Company cash flow statement

Year ended 31 December (All amounts in USD 1,000s)	Note	2024	2023
Operating activities:			
Profit before taxes		(47,639)	(2,886)
Depreciation/amortization/impairment	3	96,178	98,192
Changes in accounts receivables and accrued revenues		(12,299)	(11,799)
Changes in other receivables		1,309	(1,253)
Changes in accounts payable and debt to partners		9,349	4,702
Changes in other balance sheet items		135,535	90,770
Paid taxes		-	(224)
Net cash flows from operating activities		182,433	177,502
Investing activities:			
Investments in tangible and intangible assets		(928)	(1,770)
Investments in multi-client library	3	(73,282)	(159,302)
Interest received		7,366	8,486
Loan granted to related parties[1]		(595,531)	-
Net cash flows used in investing activities		(662,375)	(152,586)

Year ended 31 December (All amounts in USD 1,000s)	Note	2024	2023
Financing activites:			
Loan proceeds	14	705,229	-
Loan repayment[2]		(128,513)	-
Transaction cost related to loans	14	(8,855)	-
Interest paid		(4,456)	(37,740)
Dividend payments	7	(91,573)	(70,605)
Repayment of lease liabilities	4	(776)	(740)
Acquisition of shares	8	-	(54,385)
Paid-in equity		-	86,527
Purchase of own shares	7	(287)	-
Net cash flows used in financing activites		470,769	(76,943)
Net change in cash and cash equivalents		(9,173)	(52,027)
Cash and cash equivalents at the beginning of period		10,597	62,624
Cash and cash equivalents at the end of period		1,424	10,597

[1] Relates to intercompany loan to PGS entity in regards with the PGS refinancing
[2] Relates to downpayment of the previously existing RCF held by TGS ASA

Notes to the Parent Company financial statements

Note 01 General accounting policies

General information

TGS ASA ("Company") is a public limited liability Company incorporated in Norway on 21 August 1996. The address of its registered office is Lilleakerveien 4C, 0283 Oslo, Norway. TGS ASA is listed on the Oslo Stock Exchange under the trading symbol "TGS".

The Company's financial statements were authorized by the Board of Directors on 19 March 2025 and to be approved by the Annual Ggeneral Meeting on 8 May 2025.

TGS has been granted exemption from the Norwegian Tax Authority to publish its Annual Report in English only.

The Parent Company, TGS ASA, reports its financial results in USD, which is the Company's functional currency.

The financial statements are prepared in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act. The financial statements have been prepared on the assumption of a going concern in accordance with section 2-2 of the Norwegian Accounting Act. The Company, as used in these financial statements, is the Parent Company under the Consolidated Financial Statements also included in this Annual Report. The notes are an integral part of the financial statements.

Summary of significant accounting policies

Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customers at an amount which reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Multi-client sales

Multi-client sales signed prior to completion of a survey and sales of unfinished data (i.e., contracts entered into after commencement of a survey, but prior to data being ready for delivery) are considered to be "right to use licenses" under IFRS 15, meaning that all revenue related to these contracts is recognized at the point in time when the license is transferred to the customer, which would typically be upon completion of processing of the survey and granting of access to the finished survey or delivery of the finished data, independent of services delivered to clients during the project phase. The Group has generally concluded that it is the principal in its revenue arrangements, as it typically controls the goods or services before transferring them to the customer.

Revenue for sale of finished data is recognized at a point in time, generally upon delivery of the final processed data (i.e., when the client has gained access to the data under a binding agreement). Through the binding agreement the customer is granted a non-exclusive license to use the finished data.

Revenue Sharing Arrangements

From time to time, TGS enters into contracts where revenue is shared with governments or other parties (see Joint Arrangements below). Such revenue is recognized on a net basis in accordance with applicable recognition principles.

Contract sales

Revenue from proprietary contracts, where TGS delivers services for the exclusive benefit of the customer, is recognized over time, normally on a percentage of completion basis. Depending on the nature of the contract, progress is measured according to the acquired and processed volume of data in relation to the total size of the project, or time progressed.

Contingent revenues

Multi-client licenses typically contain clauses that require the customer to pay additional fees upon specific triggering events such as customer award of acreage and change of ownership. These contingent revenues do not contain any requirements to provide any further data or services, as the related data has already been delivered and the performance obligation has been satisfied. The contingent consideration is recognized when the triggering event has taken place.

Multi-client library
The multi-client library includes completed and in-progress geophysical and geological data to be licensed on a non-exclusive basis to oil companies. The costs directly attributable to data acquisition and processing are capitalized and included in the library value. Costs directly attributable to data acquisition and processing includes mainly vessel costs, payroll and hardware/software costs. Data acquisition costs include mobilization costs incurred when relocating vessels to the survey areas. The library also includes the cost of data purchased from third parties. The library of finished multi-client seismic data and interpretations is presented at cost reduced by accumulated amortization and impairment.

Straight-line amortization
After a project is completed, a straight-line amortization is applied. The straight-line amortization is assigned over the expected useful life, which for most marine projects is four years. For most onshore projects, the expected useful life after completion of a project is seven years.

Accelerated Amortization of Seismic Data
No amortization is recognized until the point in time when the license is transferred to the customer, which would typically be upon completion of processing of the survey and granting of access to the finished survey or delivery of the finished data. When a project is completed and after multi-client sales are recognized, recognition of accelerated amortization may be necessary in the event recoverable value (present value of expected future sales) is lower than net book value of the survey (capitalized cost of the survey). This type of impairment is referred to as “accelerated amortization”, as opposed to impairments caused by reduced cash flow forecasts, which is referred to as “impairments” in TGS’ accounts.

Following the adoption of the straight-line amortization policy for completed surveys, recognition of accelerated amortization of a library may be necessary in the event that sales for a survey are realized disproportionately sooner than implied by the straight-line profile over the survey’s useful life.

Amortization Policy on Seismic Data Purchased from Third Parties
When purchasing seismic data from third parties, a straight-line amortization over the remaining useful life of the data is recognized. The straight-line amortization is based on the cost of the seismic data recognized on the date of the purchase.

Similarly, with acquired seismic data, accelerated amortization of the library may be necessary in the event that sales on a survey are realized disproportionately sooner within that survey’s useful life.

Joint arrangements
For certain multi-client library projects, TGS invests in the project with other parties and has cooperation agreements whereby revenues and costs will be shared with other companies. These agreements are initiated and agreed as joint operations where both parties have rights to the assets and share in the liabilities. TGS recognizes its share of the investment in the multi-client library, its share of revenues from the sale of the multi-client survey, related amortization and expenses. When TGS has a right to market and sell the seismic project, TGS enters into the license contracts with customers and invoices and collects payments from the customers. Accounts receivables under these arrangements are presented on a net basis, with the portion due to the partner being presented as debt to partners. Similarly, when a partner holds the right to market and sell the project and is the party responsible for invoicing and collection from the customers, TGS only recognizes its net share of the related accounts receivables.

Impairment of non-financial assets
In assessing value in use, the estimated future cash flows calculated in USD are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

TGS bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of TGS’ CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit or loss in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, TGS estimates the assets or the CGU’s recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, or the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

Provisions and contingencies
Provisions are made when TGS has a current obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are possible obligations as a result of a past event where the existence of the liability depends on the occurrence, or not, of a future event. An existing obligation, in which it is not likely that the entity will have to dispose economic benefits, or where the obligation cannot be measured with sufficient reliability, is also considered a contingent liability. Contingent liabilities are not recognized in the financial statements, but are disclosed unless the possibility of outflows is remote. A contingent asset is not recognized in the financial statement but disclosed if it is probable that it will be an inflow of economic benefits for TGS.

Income taxes

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where TGS operates and generates taxable income.

Deferred tax

Deferred tax is provided using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities have been recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable Company and the same taxation authority. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognized outside of the profit and loss account are correspondingly recognized outside of the profit and loss account. Deferred tax items are recognized in parallel to the underlying transaction either in OCI or directly in equity.

The Parent Company pays its tax obligation in NOK and the fluctuations between the NOK and the USD impact the financial items.

Tax positions subject to uncertainty are identified and assessed either individually or in groups based on an estimate of the probability that the tax authorities will accept or reject a certain treatment. Where it is assessed that it is not probable the tax authorities will accept an uncertain tax treatment, the effect of the uncertainty is reflected in the calculation of the taxable profit, tax bases, unused tax losses or credits, or tax rates. The effect of the uncertainty is calculated by applying the most appropriate method (most likely amount or expected value). Changes in circumstances are assessed and reflected at each reporting date.

Financial assets

The Company's financial assets are accounts receivables, other receivables and cash and cash equivalents. On initial recognition the financial asset is classified at fair value. Based on the nature of these assets and how they are managed, the Company has evaluated that these qualify for the criteria in IFRS 9 for classification as measured at amortized cost.

Cash and cash equivalents in the balance sheet comprise cash in bank accounts and on hand and short-term deposits with an original maturity of three months or less.

Financial liabilities

The Company has financial liabilities measured at amortized cost. Financial liabilities at amortized cost consist of accounts payable, interest-bearing debt and debt to partners. These obligations are initially recognized at fair value less transaction costs, and subsequently measured at amortized cost by using the effective interest method. The Company has no financial liabilities at fair value through profit and loss (FVTPL).

Pensions

TGS operates defined-contribution plans in Norway where the Group covers the superannuation. Contributions are expensed to the income statement as they become payable.

Investments in subsidiaries and associated companies

Investments in subsidiaries are valued at cost in the Company's financial statements. The investment is valued as cost of the shares in the subsidiary, less any impairment losses. An impairment loss is recognized if the impairment is not considered temporary, in accordance with IFRS accounting standards.

Dividends, group contributions and other distributions from subsidiaries are recognized in the same year as they are recognized in the financial statement of the provider, TGS are applying the exemption in the simplified IFRS regulation to account this in accordance with Norwegian Accounting Act.

Significant accounting judgments, estimates and assumptions

In the process of applying the Company's accounting principles, management is required to make estimates, judgments and assumptions that affect the amount reported in the financial statements and accompanying notes. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which will form the basis for making judgments on carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The key sources of judgment and estimation of uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment evaluation of multi-client data libraries

TGS performed impairment reviews and determined the value in use of the multi-client library during 2024. The Company estimated value in use based on discounted estimated future cash flows. The underlying estimates that form the basis for the cash flows depend on variables such as the number of oil and gas exploration and production (E&P) companies operating in the area that would be interested in the data, the overall E&P spending, expectations regarding hydrocarbons in the sector, whether licenses to perform exploration in the sectors exist or will be given in the future, expected farm-ins to licenses, relinquishments, etc. Changes in these estimates may potentially affect the estimated amount of future materially. The revenue estimates are evaluated on a regular basis and impairments are recognized in the period they occur.

Note 02 Tangible non-current assets

2024

All amounts in USD 1,000s	Property and equipment
Acquisition cost and depreciation:	
Cost as of 1 January 2024	11,606
Additions	928
Disposals	516
Cost as of 31 December 2024	12,018
Accumulated depreciation as of 1 January 2024	8,288
Depreciation for the year	1,475
Accumulated depreciation on disposals [1]	516
Accumulated depreciation as of 31 December 2024	9,247
Net book value as of 31 December 2024	2,771
Straight-line depreciation percentage	14%–33.3%
Useful life	3–7 years

[1] Profit on disposals during the year was USD 0

2023

All amounts in USD 1,000s	Property and equipment
Acquisition cost and depreciation:	
Cost as of 1 January 2023	10,555
Additions	1,109
Disposals	58
Cost as of 31 December 2023	11,606
Accumulated depreciation as of 1 January 2023	7,198
Depreciation for the year	1,090
Accumulated depreciation on disposals	-
Accumulated depreciation as of 31 December 2023	8,288
Net book value as of 31 December 2023	3,318
Straight-line depreciation percentage	14%–33.3%
Useful life	3–7 years

Note 03 Intangible assets: Multi-client library

2024

All amounts in USD 1,000s	Multi-client Library
Acquisition cost and depreciation:	
Cost as of 1 January 2024	3,501,879
Additions	85,901
Cost as of 31 December 2024	3,587,780
Accumulated depreciation as of 1 January 2024	3,200,727
Amortization for the year	62,580
Impairment for the year	29,839
Accumulated amortization and impairment as of 31 December 2024	3,293,146
Net book value as of 31 December 2024	294,634
Useful life	4–7 years

2023

All amounts in USD 1,000s	Multi-client Library
Acquisition cost and depreciation:	
Cost as of 1 January 2023	3,342,577
Additions	159,302
Cost as of 31 December 2023	3,501,879
Accumulated amortization as of 1 January 2023	3,104,282
Amortization for the year	63,643
Impairment for the year	32,802
Accumulated amortization and impairment as of 31 December 2023	3,200,727
Net book value as of 31 December 2023	301,152
Useful life	4–7 years

Note 04 Leases

The Company mainly holds an office lease and the lease expires 30 June 2030. The Company has applied the exemption in IFRS 16 and not capitalized leases of low-value assets or short-term leases.

Right-of-use asset

All amounts in USD 1,000s	Total
Balance at 1 January 2024	4,354
Additions	211
Impairments [1]	1,638
Depreciation	624
Balance at 31 December 2024	2,302

[1] Impairment relates to onerous office lease as a result of the PGS integration

Right-of-use asset

All amounts in USD 1,000s	Total
Balance at 1 January 2023	4,078
Additions	661
Adjustments	272
Depreciation	656
Balance at 31 December 2023	4,354

Amounts recognized in profit or loss

All amounts in USD 1,000s	2024	2023
Interest on lease liability	149	158
Expense related to short-term leases	79	107
Expense related to leases of low-value asset, excluding short-term leases of low-value assets	443	384
Variable lease payments	139	405
Depreciation charge for the year	624	656

Amounts recognized in the statement of cash flow

All amounts in USD 1,000s	2024	2023
Total cash outflow for leases	776	740

Maturity analysis - lease payables

All amounts in USD 1,000s	2024	2023
Less than one year	734	765
One to five years	2,932	2,944
More than five years	366	1,102
Total undiscounted lease payments	4,033	4,812
Discount effect	(443)	(355)
Lease liability as of 31 December	3,590	4,457

Lease liability

All amounts in USD 1,000s	2024	2023
Current	606	634
Non-current	2,984	3,822
Lease liability as of 31 December	3,590	4,457

Note 05 Revenue from contracts with customers

The Company's revenue from contracts with customers has been disaggregated and presented in the table below:

Revenue type

All amounts in USD 1,000s	2024	2023
Multi-client sales	185,869	157,769
Proprietary	6,717	2,819
Total	192,586	160,588

Payment terms

Payment terms for sale of unfinished data vary for each contract and are generally paid in portions over a longer period with 30 days payment terms. Payment terms for finished data and proprietary sales are mainly 30 days.

Other terms

The Company's refund liability, return liability and warranties are considered limited, and the Company has not recognized any such liabilities in the consolidated balance sheet.

The following table provides information about receivables, payables, contract assets and contract liabilities from contracts with customers.

Receivables, contract assets and contract liabilities

All amounts in USD 1,000s	2024	2023
Account Receivables	22,169	21,540
Accrued unbilled revenue (Contract asset)	26,895	15,225
Accounts payable and debt to partners	(20,324)	(10,975)
Deferred revenue (Contract liabilities)	(118,611)	(94,256)

Contract liabilities

All amounts in USD 1,000s	2024	2023
At 1 January	(94,256)	(56,974)
Deferred during the year	(79,362)	(83,471)
Recognized as revenue during the year	55,007	46,189
Effect of change from gross to net	-	-
At 31 December	(118,611)	(94,256)

Note 06 Salaries/number of employees/benefits/ pensions

All amounts in USD 1,000s	2024	2023
Payroll	7,942	6,208
Social security costs	1,180	1,043
Pension costs	372	301
Other employee related costs	377	369
Salaries capitalized	-	(3)
Personnel costs	9,871	7,918
Number of employees at 31 December	43	34
Average number of employees	39	34

As of 31 December 2024, the Company had 43 employees: 25 male employees and 18 female employees.

The Company are obliged to provide an employment pension plan for all employees. TGS ASA has a defined contribution plan that fulfill the requirements of the Norwegian law.

Auditor Fees

All amounts in USD 1,000s	2024	2023
KPMG		
Statutory audit	444	371
Other attestation services	831	16
Other services outside the audit scope	370	75
Total fees	1,645	462

[1]All amounts are exclusive VAT.
[2]Other assurance services mainly relates to reviews conducted for interim financial statements and limited assurance over the sustainability reporting
[3]Other non-audit services mainly relates to services in relation to the refinancing

Information about remuneration of the Board of Directors and the executive management is included in Note 11 in the consolidated financial statements.
For information about share-based payment plans, see Note 12 to the consolidated financial statements.

Note 07 Share capital and shareholder information

The share capital of TGS ASA as of 31 December 2024 was USD 5,935,405.00 , NOK 49,100,205.00 consisting of 196,400,820 ordinary shares at NOK 0.25 per share. The Company's shares have equal voting rights.

For information of treasury shares, shareholders' authorization and the 20 largest shareholders, see Note 14 to the consolidated financial statements.

For ownership of by the Executive Management and the Board of Directors see Note 11 in Group and the Management Remuneration Report.

Note 08 Equity reconciliation

Equity reconciliation

All amounts in USD 1,000s	Share Capital	Treasury shares	Share premium	Retained Earnings	Total Equity
Balance 1 January 2024	4,406	(17)	170,377	32,325	207,091
Purchase of treasury shares		(1)		(286)	(287)
Treasury shares distributed		-		213	213
Capital increase	1,533		793,179	(127)	794,585
Cancellation of treasury shares held	(7)	7			-
Cost of equity-settled long-term incentive plans	3			4,480	4,483
Dividends			(91,573)		(91,573)
Profit/(loss) for the year				27,895	27,895
Balance 31 December 2024	5,935	(10)	871,984	64,499	942,408

The Annual General Meeting held 28 June 2024 authorized the Board of Directors to distribute quarterly dividends based on the 2023 financial statements. The authorization shall be valid until the Company's next Annual General Meeting.

On 19 February 2025, the Board of Directors resolved to pay a quarterly dividend of the NOK equivalent of USD 0.155 per shares (NOK 1.73) to the shareholders. Capital increase relates to the acquisition of PGS ASA which was completed on 1 July 2024 with increase of 65.2 million new shares.

Equity reconciliation

All amounts in USD 1,000s	Share Capital	Treasury shares	Share premium	Retained Earnings	Total Equity
Balance 1 January 2023	4,258	(18)	154,600	30,824	189,665
Treasury shares distributed		1		666	667
Capital increase	145		86,382	-	86,527
Cost of equity-settled long-term incentive plans	2			3,532	3,535
Dividends			(70,605)		(70,605)
Profit/(loss) for the year				(2,698)	(2,698)
Balance 31 December 2023	4,406	(17)	170,377	32,325	207,091

Note 09 Investments in subsidiaries

As of 31 December 2024, the Parent Company had the following investments in subsidiaries:

All amounts in USD 1,000s	Registered office	Shareholding and voting power	Book value
TGS NES AS	Oslo, Norway	100%	52,030
TGS AP Investments AS	Oslo, Norway	100%	51,752
TGS AS[2]	Oslo, Norway	100%	375,179
Magseis Fairfield AS	Oslo, Norway	100%	225,309
TGS NewCO AS[1]	Oslo, Norway	100%	771,875
TGS Geophysical Investments Ltd.	Surbiton, UK	100%	100
TGS Geophysical Company (UK) Ltd.	Surbiton, UK	100%	-
TGS-NOPEC Geophysical Company PTY Ltd	Perth, Australia	100%	-
TGS do Brasil Ltda.	Rio de Janeiro, Brazil	14%	9,900
TGS Canada Corp.	Calgary, Canada	100%	32,471
Nopec Geophysical Company, S. de R.L. de C.V.	Mexico City, Mexico	90%	-
Balance sheet value			1,518,616

[1] TGS NewCo AS increase relates to merger receivable in connection with the merger with PGS ASA completed in 2024, see Note 3 – Business combinations in the consolidated financial statements.
[2] TGS AS increase from last year relates to settlement of a merger receivable related to the Spectrum acquisition in 2019.

The Parent Company has indirectly 100% voting rights in Nopec Geophysical Company, S. de R.L. de C.V and TGS do Brazil Ltda., where the remaining percentages of the shares are owned indirectly.

Note 10 Restrictions on bank accounts

Cash and cash equivalents include demand deposits and high liquid instruments purchased with maturities of three months or less. As of 31 December 2024. USD 1.3 million of cash and cash equivalents are restricted to meet the liability arising from payroll taxes withheld (2023: USD 1.5 million)

Note 11 Accounts receivable and other receivables

All amounts in USD 1,000s	2024	2023
Accounts receivable	22,169	21,540
Accrued revenue	26,895	15,225
Current receivables group companies	673,238	440,951
Total receivables	722,301	477,716

The Company has made bad debt provisions of USD 0 million in 2024 (2023: USD 0 million). Realized losses on accounts receivables in 2024 amounted to USD 0 million (2023: USD 0 million).

Note 12 Current receivables and liabilities group companies

Company	2024		2023	
All amounts in USD 1,000s	Receivables	Liabilities	Receivables	Liabilities
TGS AP Investments AS	-	(12,561)	9,838	-
Magseis Fairfield AS	47,742	-	46,419	-
Magseis Operations AS	-	(19,173)	-	-
4C Offshore Limited	-	-	16	-
Aceca Norge AS	-	-	-	(281)
TGS NES AS	-	(3,408)	1,032	-
Prediktor AS	30	-	21	-
TGS AS	-	(7,268)	362,075	-
TGS-NOPEC Geophysical Company	-	(827,716)	-	(811,619)
Magseis FF LLC	3,171	-	-	-
WGP Group Ltd	211	-		-
A2D Technologies Inc.	-	-	198	-
TGS Geophysical Company (UK) Ltd.	-	-	-	(42)
TGS-NOPEC Geophysical Company PTY Ltd	-	(3,293)	3,318	-
TGS-NOPEC Geophysical Company Pte	-	-	36	-
TGS AP Investments AS Sucursal Arg.	7,019	-	10,660	-
TGS-Petrodata Off Svc Ltd.	815	-	753	-
OBS MC Investments I AS	2,901	-	4,605	-
TGS Canada Corp.	-	(19,632)	-	(2,784)

Company	2024		2023	
All amounts in USD 1,000s	Receivables	Liabilities	Receivables	Liabilities
TGS Geo. Inv. Ltd.	-	-	-	-
TGS CGG Master JV	-	-	-	(2,353)
Marine Exp. Partners AS	-	-	(1)	-
NOPEC Geophysical Company S.deR.L.d	360	-	360	-
Calibre Seismic Company	-	(10)	-	(10)
Carmot Seismic AS	-	-	-	-
Spectrum Geo Inc	-	-	67	-
Spectrum Geo S.A.de C.V. (Mexico)	25	-	24	-
Magseis Singapore PTE LTD	47	-	-	-
Spectrum Geo do Brasil Servicos	-	-	1,320	-
Spectrum ASA Sucursal Argentina	211	-	204	-
TGS do Brasil Ltda	1,438	-	4	-
TGS Geophyisca Ghana Ltd	-	-	4	-
Spectrum Geo AS (FMCS AS)	-	-	(4)	-
PGS Geo-Services AS	584,926	-	-	-
PGS Geophysical AS	10,600	-	-	-
PGS Geo-Services Exp (M)Sdn Bhd	-	(6,241)	-	-
Multi-klient Invest AS	13,743	-	-	-
TGS NewCo AS	-	-	-	(1)
Total	673,238	(899,302)	440,951	(817,090)

Realized losses on intercompany receivables in 2024 amounted to USD 0 million (2023: USD 0 million).

Note 13 Other current liabilities

All amounts in USD 1,000s	2024	2023
Accrued project costs	11,707	3,656
Other accrued expenses	5,975	3,257
Total other current liabilities	17,682	6,913

Note 14 Debt & guarantees

Debt:

All amounts in USD 1,000s	Year of maturity	Face value	31-Dec-24	31-Dec-23
Revolving credit facility	2029	25,000	22,148	-
Senior notes, coupon 8.5%	2030	550,000	542,717	-
Total		575,000	564,865	-
Long term			561,216	-
Short term			3,648	-

In Q4 2024 the group had cash outflow related to the refinancing process of net USD 67.9 million which includes settlement of the existing RCF and PGS Notes included call premium, transaction costs and accrued interest.

The difference between face value and book value relates to debt issuance costs and accrued interest in the period. Transaction costs of approximately USD 14.0 million related to the Bond, RCF and TLA were capitalized in the quarter, whereof USD 8.9 million was paid in Q4 2024.

Senior secured notes (Bonds)

On 3 December 2024, TGS ASA issued bonds of USD 550 million (the "Bonds"). The Bonds have a 5-year tenor, maturing 15 January 2030, with a coupon of 8.5 percent paid semiannually. The bonds are secured in a pari passu structure and subordinated in right of payment to the USD 150 million Super Senior Revolving Credit Facility (RCF) and the USD 45 million Super Senior Term Loan A Facility. Proceeds from these facilities are used to repay all the debt facilities from legacy PGS, thereby reducing TGS' interest expense significantly.

Revolving credit facility (RCF)

In connection with the bond offering, the group entered into a new super senior secured revolving credit facilities (RCF) which provides for borrowings, on a revolving basis, of up to USD 150 million with an interest rate of SOFR + a margin pro annum dependent on the Company credit rating. The following Company credit rating grid applies; Ba2/BB or higher margin 2.50%; Ba3/BB- 2.75%; B1/B+ 3.0 percent, B2/B 3.25 percent and B3 or B- or lower 3.5 percent. With a Company credit rating as of 31 December, 2024, of Ba2/BB- the margin is 2.75 percent.

Term loan A (TLA)

As announced in the refinancing, TGS ASA secured an amortizing delayed draw term loan of USD 45 million (Term Loan A). The term loan was drawn in Q1 2025 and were fully utilized in the repayment of ECF loans. The loan has a 3-year tenor with an interest rate of SOFR + a margin equal to the RCF.

Financial covenants

The RCF and TLA have a maximum leverage ratio (Net Interest-Bearing Debt, excluding lease to last twelve months Produced EBITDA) of 3.0:1 which is measured at TGS group level.

TGS complies with all financial covenants as of 31 December 2024.

Bank guarantees:

As of 31 December 2024, the Company has nine active guarantees in different currencies, converted to USD 3.8 million (2023: USD 2.8 million).

Note 15 Related parties

TGS ASA refinanced the previously existing PGS debt in 2024, as such have a significant increase of intercompany receivables with Petroleum Geo-Services AS, for further information please see Note 12. Other than that, no material transactions took place during 2024 with related parties, other than operating business transactions between the companies in the TGS Group. All companies within TGS are 100% owned, directly or indirectly, by the Company, except for Calibre Seismic Company (50%), Spectrum Geopex Egypt Ltd (50%), TGS-Petrodata Offshore Services Ltd (49%) and TGS FJ Geophysical (Ghana) Ltd (90%). Business transactions between the entities of TGS were performed according to arm's length principles. The main business transactions for TGS ASA can be aggregated as follows:

All amounts in USD 1,000s	2024	2023
Data processing costs	7,257	16,571
Brokerage fees	8,182	3,228
Management fees	9,739	14,122

For information about intercompany interest income and expense, see Note 16.

The Company has no liabilities in form of mortgages of entities within the TGS Group. For information about guarantees, see Note 14.

For a specification of intercompany receivables and liabilities, see Note 12.

Note 16 Financial items

All amounts in USD 1,000s	2024	2023
Interest income	2,323	2,486
Interest income subsidiaries	11,698	6,000
Other financial income	2,385	10,864
Total financial income	16,405	19,351
Interest expense	(4,456)	(277)
Interest expense subsidiaries	(45,912)	(37,463)
Other financial expenses	(5,766)	(4,384)
Total financial expense	(56,133)	(42,124)
Net exchange gains/ (losses)	(62,993)	(15,673)
Net financial items	(102,722)	(38,447)

Note 17 Tax expense

Current tax:

All amounts in USD 1,000s	2024	2023
Profit/(loss) before taxes	(47,639)	(2,886)
Permanent differences	(310,608)	(1,794)
Changes in temporary differences	318,084	13,261
Tax loss carried forward	25,518	-
Currency exchange effects on base for current tax	14,645	(6,596)
Basis for current tax	-	1,985

Total tax expense for the year:

All amounts in USD 1,000s	2024	2023
Deferred tax - changes	(75,535)	(2,481)
Adjustment in respect of current income tax of previous year	-	1,541
Tax effect of group relief	-	752
Total tax expense for the year	(75,535)	(188)
Effective average tax rate	159%	7%

Specification of basis for deferred taxes:
Temporary differences:

All amounts in USD 1,000s	2024	2023
Multi-client library	27,836	11,830
Accruals	(2,400)	(2,220)
Interest deduction carried forward	(24,324)	(3,967)
Other	(1,467)	(352)
Merger receivable[1]	-	312,438
Tax loss carried forward	(107,384)	(81,866)
Total	(107,739)	235,863
Deferred tax liability/(asset) based on temporary differences	(23,705)	51,890
Deferred tax liability/(asset) recognized	(23,705)	51,890

[1] Merger receivable with TGS AS was settled in 2024.

Explanation of total tax expense versus nominal tax rate on pre-tax profit:

All amounts in USD 1,000s	2024	2023
Tax calculated using nominal tax rate on pre-tax profit	(10,481)	(635)
Adjustment of tax of previous years	-	1,541
Changes in deferred tax asset/liability	(68,334)	945
Effect of permanent differences	-	(1,340)
Witholding tax	-	752
Exchange gain/loss reported as tax expense	3,280	(1,452)
Total tax expense recorded in income statement	(75,535)	(188)

Note 18 Financial risk management

Market risk

Currency and interest risk is considered as the relevant market risk for the Company. Functional currency for the Company is USD. Substantial portions of TGS' revenues and costs are in US dollars, except for personnel and administrative costs. Due to this, the Company's operational exposure to exchange fluctuations is low. However, as the Company pays taxes in Norwegian kroner to Norwegian Tax Authorities and dividends to shareholders in Norwegian kroner, fluctuations between the NOK and the USD impact currency exchange gains or losses on tax expense and financial items.

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

Liquidity risk

Liquidity risk arises from lack of correlation between cash flow from operations and financial commitments. As of balance sheet date, the Company held current assets of USD 725.4 million (2023: USD 491.3 million), of which cash and cash equivalents represent USD 1.4 million, and current liabilities of USD 1,060.8 million (2023: USD 931.0 million), of which debt to subsidiaries represents USD 899.3 million.

See Note 14 for more information related to the debt financing. As of 31 December 2024, TGS considers the liquidity risk to be low as the group have an undrawn part of the revolving credit facility of USD 125 million.

Credit risk

All placements of excess cash are bank deposits. The Company is exposed to credit risk through sales and use best efforts to manage this risk. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. TGS considers the risk with respect to account receivables as low due to the Company's credit rating policies and because the clients are mainly large oil and gas companies, considered to be financially sound.

Note 19 Events after the balance sheet date

On 28 February 2025, TGS repaid the Export Credit Facility loan of USD 86 million by drawing the new term loan A of USD 45 million, utilizing restricted cash related to the loan and cash from balance sheet. This transaction reduced the overall debt amount and extended the debt maturity profile.

Responsibility statement

Confirmation from the Board and CEO

We confirm, to the best of our knowledge that the financial statements for the period 1 January to 31 December 2024 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the entity and the Group taken as a whole. We also confirm that this report of the Board with references to the notes to the accounts and the Corporate Governance section of the Annual Report includes a true and fair review of the development and performance of the business and the position of TGS, together with a description of the principal risks and uncertainties facing the Group.

We further confirm to the best of our knowledge that the 2024 sustainability statement has been prepared in accordance with and meets the information requirements of the Norwegian Accounting Act, the European Sustainability Reporting Standards (ESRS) and EU Taxonomy (Article 8 of EU regulation 2020/852).

Weybridge, 19 March 2025

Board of Directors
TGS ASA

Christopher Finlayson
Chair of Board of Directors

Luis Araujo
Board Member

Bettina Bachmann
Board Member

Anne Grethe Dalane
Board Member

Maurice Nessim
Board Member

Trond Brandsrud
Board Member

Svein Harald Øygard
Board Member

Emeliana Rice-Oxley
Board Member

Kristian Johansen
Chief Executive Officer

KPMG AS
Sørkedalsveien 6
P.O. Box 7000 Majorstuen
N-0306 Oslo

Telephone +47 45 40 40 63
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the General Meeting of TGS ASA

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of TGS ASA, which comprise:

- the financial statements of the parent company TGS ASA (the Company), which comprise the balance sheet as at 31 December 2024, the income statement, statement of other comprehensive income and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of TGS ASA and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 31 December 2024, the consolidated statement of total comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the Audit Committee.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company and the Group as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of TGS ASA for 7 years from the election by the general meeting of the shareholders on 8 May 2018 for the accounting year 2018.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

Refer to the consolidated financial statements Note 1 General Accounting Policies and Note 4 Revenue from Contracts with Customers.

The key audit matter	*How the matter was addressed in our audit*
For the year ended 31 December 2024, the Group reported revenues of USD 1 318 million, of which USD 676 million pertained to multi-client sales and USD 564 million to contract sales. Under IFRS 15, revenue from multi-client sales is recognized at a point in time upon delivery of the finished multi-client data license to the customer. For contract sales, revenue is recognized over time based on the progress of the service delivered exclusively to the customer. Revenue recognition in accordance with IFRS 15 can be complex and there is a risk revenue may be recognized in the incorrect period due to several factors including but not limited to: • The magnitude of individual contracts, contracts with multiple deliveries and performance obligations; and • The assessment as to the timing of the fulfilment of performance obligations. Revenue recognition for multi-client sales and contract sales in accordance with IFRS 15 was considered to be a key audit matter due to the complexity and significance of individual contracts.	We evaluated management's processes and controls over revenue recognition. We assessed the consistency in application of the Group's revenue recognition principles across the Group. We inspected significant contracts entered into during the period to assess accuracy of accounting treatment in accordance with IFRS 15. We tested of a sample of accrued and deferred revenue balances to confirm existence and accuracy of the balances. We tested a sample of mutli-client sales recognized subsequent to period end to assess the completeness of the revenue recognized in the period. Further, for a sample of contracts pertaining to multi-client sales, we assessed the appropriateness of the timing of revenue recognition in accordance with IFRS 15 based on the deliveries of multi-client data. We assessed the revenue recognition for contract sales by evaluating the project progress for projects being in-progress at balance sheet date. We also assessed the adequacy and appropriateness of the disclosures in the Consolidated financial statements related to revenues from contracts with customers.

Recoverable amount of the multi-client library

Refer to the consolidated financial statements Note 1 General Accounting Policies, Note 2 Significant Accounting Judgements, Estimates and Assumptions, Note 9 Intangible Assets and Note 10 Impairment Evaluation of Non-Current Assets.

The key audit matter	*How the matter was addressed in our audit*
As at 31 December 2024, the Group has reported a multi-client library balance of USD 1 197 million under Intangible assets in the Consolidated financial statements. Management uses judgment in determining whether the carrying amount of the multi-client library exceeds the recoverable amount by making assumptions related to expected future cash flows. There is significant inherent uncertainty in forecasting future sales of the multi-client library which is impacted by the overall exploration and production spending within the oil and gas industry, interest in specific regions, whether licenses to perform exploration in the various regions exist or will be awarded in the future, changes in the geo-political environment and other factors. Changes in key assumptions impacting future cashflows can significantly impact impairment assessments and conclusions. Due to the potential impact on the financial statements given the significance of the multi-client library balance and the judgment required when assessing forecasted cash flows, the assessment of the carrying amount of the multi-client library is considered to be a key audit matter. An impairment of USD 5 million was recorded in 2024 related to the multi-client library.	We inspected management's impairment indicator assessment and considered whether further indicators should have been assessed based on our knowledge of the business, its operating environment, industry knowledge, current market conditions and other information obtained during the audit. For a sample of multi-client libraries we assessed the respective impairment model, which includes key assumptions such as forecasted sales. As part of our procedures we: • Performed retrospective reviews to assess accuracy of management's estimates; • Tested sensitivity of movement in key assumptions; • Inspected supporting documents and assessing the basis for key assumptions; and • Challenged the forecasted sales, underlying market assumptions, approved budgets, and other factors which could affect forecasts. We evaluated, with assistance from our valuation specialists, the method used, the discount rates applied and the mathematical accuracy of the impairment models. Further, we evaluated the adequacy and appropriateness of the disclosures in the Consolidated financial statements with particular reference to the disclosures describing the inherent uncertainty in the estimates and the related sensitivities.

Acquisition of PGS ASA

Refer to the consolidated financial statements Note 1 General Accounting Policies and Note 3 Business Combinations.

The key audit matter	*How the matter was addressed in our audit*
On 1 July 2024, the Group acquired 100% of the shares in PGS ASA (PGS), which was accounted for as a business combination in accordance with IFRS 3. IFRS 3 requires the Group to measure the identifiable assets acquired and the liabilities assumed at their fair values. The acquired business consists of a number of areas of operations with global spread. The assets acquired include property and equipment primarily related to vessels, intangible assets pertaining multi-client libraries and deferred tax assets primarily related to recognition of unused tax losses. The liabilities assumed include mainly interest-bearing debt. There is inherent uncertainty in the assumptions used for estimating fair values of the tangible and intangible assets including the vessels and the multi-client library acquired. Future cash inflows are dependent on a number of macro-economic factors related to oil and gas exploration activity which in turn is driven by oil prices and more recently, increased focus on energy security as well as developments in technology within the sector. The total consideration transferred for PGS' net assets was USD 844 million, which was allocated to net assets acquired (USD 669 million) and goodwill (USD 175 million). Of the purchase price, USD 766 million was allocated to property and equipment, USD 426 million to the multi-client library, USD 160 million to deferred tax assets, USD 743 million to debt and lease liabilities and USD 59 million to other assets and liabilities. Due to the significance of the transaction and the judgement involved in measurement of the fair value of the assets acquired and the liabilities assumed, this is considered a key audit matter.	We have read and assessed the merger plan dated 25 October 2023 and other relevant documents to establish the date of the acquisition in order to obtain external confirmation of the purchase price and to identify other factors pertaining to the transaction which may impact the financial statements. We compared share price information used by management to external market sources to determine the purchase price. We examined key assumptions used in determining the fair values of the net assets acquired and assessed the reasonableness of these assumptions. We evaluated, with assistance from our valuation specialists, the valuation methods used, the discount rates applied, and the mathematical accuracy of the valuation models prepared by the Group and its external advisors in relation to the purchase price allocation. We assessed the fair value of the identified assets by challenging management on the valuation methods applied and key assumptions, including the consideration of potential revenue streams, underlying market assumptions, approved budgets, and other factors which could affect forecasts. We assessed the completeness of liabilities identified and the assessments of fair value prepared by management through inquiry and specific audit procedures over selected account balances. Further, we evaluated the adequacy and appropriateness of the disclosures in the Consolidated financial statements with particular reference to the disclosure describing the business combination.

KPMG

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Our opinion on the Board of Director's report applies correspondingly to the statement on Corporate Governance.

Our opinion on whether the Board of Directors' report contains the information required by applicable statutory requirements, does not cover the Sustainability Statement, on which a separate assurance report is issued.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with simplified application of international accounting standards according to the Norwegian Accounting Act section 3-9, and for the preparation and true and fair view of the consolidated financial statements of the Group in accordance with IFRS Accounting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the

KPMG

related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Report on Compliance with Requirement on European Single Electronic Format (ESEF)

Opinion
As part of the audit of the financial statements of TGS ASA, we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name "549300NUPLAXPB0WYH90-2024-12-31-en", have been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format, and iXBRL tagging of the consolidated financial statements.

In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF regulation.

Management's Responsibilities
Management is responsible for the preparation of the annual report in compliance with the ESEF regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.

Auditor's Responsibilities
Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in compliance with ESEF. We conduct our work in compliance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in compliance with the ESEF Regulation.

As part of our work, we have performed procedures to obtain an understanding of the Company's processes for preparing the financial statements in compliance with the ESEF Regulation. We examine whether the financial statements are presented in XHTML-format. We evaluate the completeness and accuracy of the iXBRL tagging of the consolidated financial statements and assess management's use of judgement. Our procedures include reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Weybridge, 19 March 2025
KPMG AS

Dave Vijfvinkel
State Authorised Public Accountant

Alternative Performance Measures

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

Multi-client Sales

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

Contract Sales

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

Produced Revenue/Produced Multi-client Sales

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

EBIT (Operating Profit)

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

EBITDA

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

All amounts in USD 1,000s	2024	2023
Net income	94,215	21,646
Taxes	53,275	30,229
Net financial items	48,047	1,392
Depreciation, amortization and impairment	185,198	96,942
Amortization and impairment of multi-client library	313,425	233,671
EBITDA	694,162	383,881

Produced Accelerated Amortization

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

Return on average capital employed

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

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

All amounts in USD 1,000s	2024	2023
Equity	2,075,632	1,275,576
Net interest bearing debt	500,432	(196,741)
Capital employed	2,576,064	1,078,835
Average capital employed	1,821,678	1,087,447
Operating profit (12 months trailing)	195,538	53,268
ROACE	11%	5%

Free cash flow

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

All amounts in USD 1,000s	2024	2023
Net cash flow from operating activities	628,716	584,652
Net cash flow from investing activities	(399,749)	(428,079)
Excluding Investments through mergers and acquisitions	(28,631)	(2,233)
Free cash flow	200,336	154,340

Order Inflow

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

Order backlog

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

Net interest-bearing debt

Net interest-bearing debt is defined as the nominal amount of interest-bearing debt, less cash and cash equivalents and restricted cash. Net interest- bearing debt is reconciled in Note 22 in the consolidated financial statements.

TGS office locations

Houston, Texas | USA
10451 Clay Road
Houston, Texas 77041
Tel: +1 713 860 2100
Fax: +1 713 334 3308

Calgary, Alberta | Canada
Suite 720 335 8th Ave SW
Calgary, Alberta T2P 1C9
Tel: +1 403 781 1700

Rio de Janeiro, Centro | Brazil
Av. Presidente Wilson No. 231
Offices 2401 & 2402
Rio de Janeiro, CEP 20.030-021
Tel: +55 21 3995 3328

Weybridge | UK
4 The Heights, Brooklands
Weybridge, Surrey KT13 0NY
Tel: +44 (0) 1932 376000

Lowestoft | UK
OrbisEnergy Centre
Wilde Street
Lowestoft, NR32 1XH
Tel: +44 (0) 1502 307037

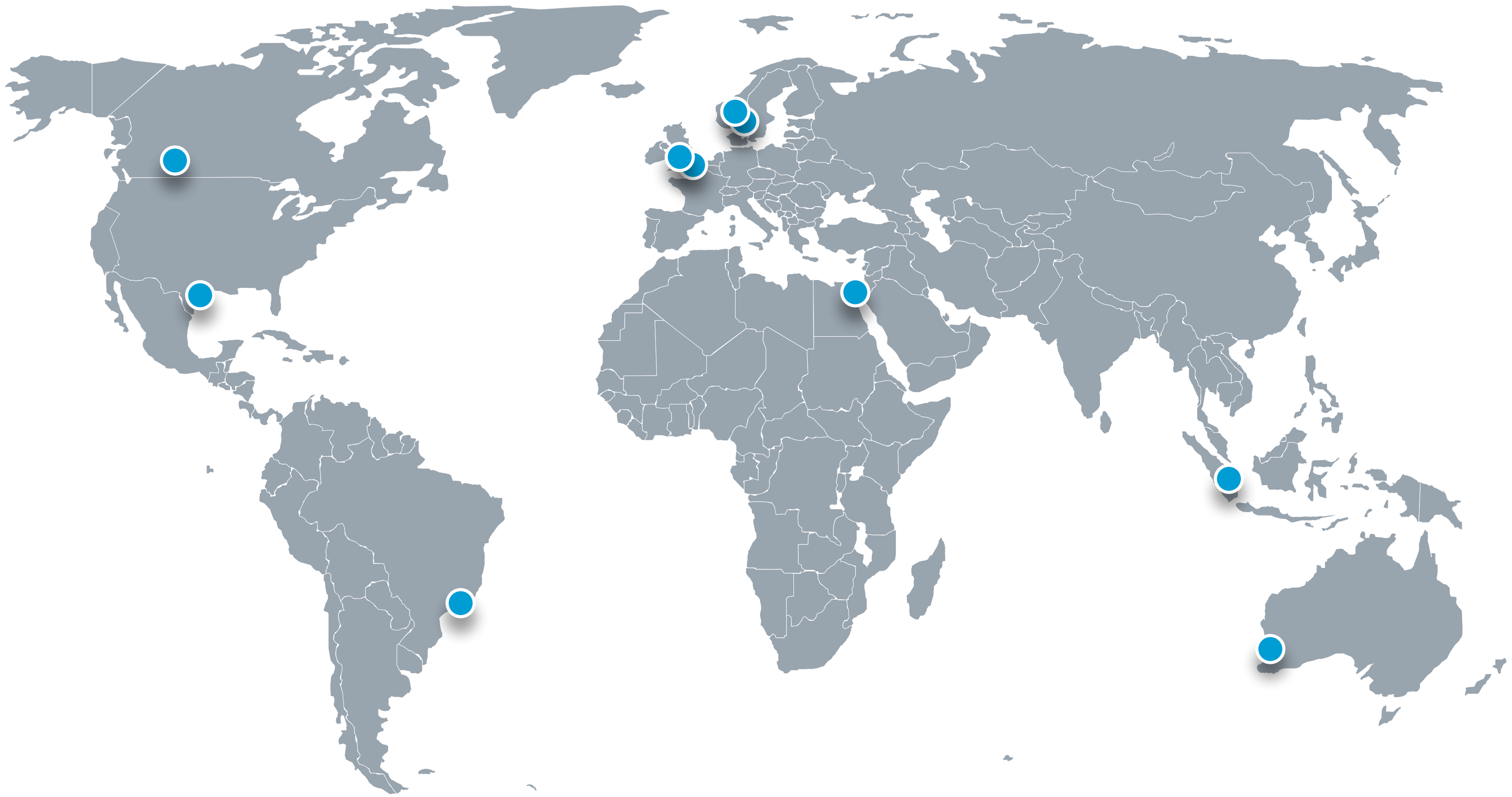
Oslo | Norway
Lilleakerveien 4C
0283 Oslo
Tel: +47 22 55 04 00
Fax: +47 67 52 64 64

Fredrikstad | Norway
Habornveien 48B
1630 Gamle Fredrikstad
Tel: +47 95 40 80 00

Cairo | Egypt
Block B14, Road 14
Public Free Zone
Nasr City
Tel: +20 1204352525

Kuala Lumpur | Malaysia
Level 33, Suite E
Menara Maxis, KL City Centre
Kuala Lumpur 50088
Tel: +6 010 270 8019

Perth, WA | Australia
Level 9, 220 St George's Terrace Perth
WA 6000
Tel: +61 8 9480 0000
Fax: +61 8 9321 5312



Energy Starts With Us
TGS.com

Energy Starts With Us