



100

YEARS OF DRILLING

2026 Annual General Meeting
and Proxy Statement

2025 Annual Report

LETTER TO SHAREHOLDERS

NOTICE OF 2026 ANNUAL GENERAL MEETING AND PROXY STATEMENT

COMPENSATION REPORT

2025 ANNUAL REPORT TO SHAREHOLDERS

ABOUT TRANSOCEAN LTD.

Transocean is a leading international provider of offshore contract drilling services for oil and gas wells. The company specializes in technically demanding sectors of the global offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services and operates the highest specification floating offshore drilling fleet in the world. Transocean owns or has partial ownership interests in and operates a fleet of 27 mobile offshore drilling units, consisting of 20 ultra-deepwater floaters and seven harsh environment floaters. The company's shares are traded on the New York Stock Exchange under the symbol RIG.



The symbols in the map above represent the global market presence of our operating fleet as of the February 19, 2026, Fleet Status Report.

ABOUT THE COVER

In 2026, Transocean proudly celebrates its 100th anniversary as a company, marking a century of leadership in offshore drilling operations. We honor our longstanding legacy and remain committed to delivering safe, efficient, and reliable services to our customers while creating value for shareholders.

FORWARD-LOOKING STATEMENTS

Any statements included in this 2026 Proxy Statement and 2025 Annual Report that are not historical facts, including, without limitation, statements regarding future market trends and results of operations are forward-looking statements within the meaning of applicable securities law. Such statements are subject to numerous risks and uncertainties beyond our control, and our actual results may differ materially from our forward-looking statements.

TO THE OWNERS OF OUR COMPANY:

Dear Fellow Shareholders,

2025 was a year of significant progress for Transocean. Our team delivered best-in-class safety performance and exceptional uptime while also reducing our cost structure, resulting in strong cash flow generation. We completed several important capital market transactions that reduced debt and interest expense and simplified our balance sheet, improving our financial flexibility. These accomplishments, the result of the exceptionally hard work and dedication of our employees, contributed to improvement in our share price which, in turn, helped enable us to announce a definitive agreement to acquire Valaris in an all-stock transaction on February 9, 2026.

Key accomplishments include:

- Achieved exceptional safety results with zero operational integrity events and zero lost-time incidents across our fleet
- Delivered fleet uptime of nearly 98%
- At \$461,300, earned the highest average daily revenue per rig among our key competitors
- Retired \$1.3 billion in debt, materially exceeding \$700 million in scheduled maturities, and reduced annual interest expense by \$90 million
- Streamlined our organizational structure, improved efficiency of rig expenditures and rationalized global shore bases, resulting in an aggregate reduction in operating and support costs of approximately \$250 million through 2026
- Increased cash flow margins throughout the year, achieving 31% in Q4-25
- Further rationalized our offshore fleet by recycling six rigs
- Completed five major planned “out of service” projects on time and within budget.

Transocean offers the highest-specification ultra-deepwater and harsh-environment floating drilling fleet in the industry and our experienced people—from the office to the rig floor—strive to consistently implement our proven practices around the world. The result is outstanding operating and safety performance. Throughout 2025, our customers reaffirmed Transocean’s value proposition by selecting our assets and crews for their projects. As a result, we enter 2026 with a fleet that is more than 90% committed, and we have \$6.1 billion in high-quality backlog that we intend to efficiently convert to free cash flow.

While we have made meaningful strides to reduce debt, improving our capital structure is, and will remain, a top priority. The steps we have taken to sustainably lower our operating costs and interest expense will enhance our cash flow, allowing us to accelerate deleveraging.

In 2026, we are celebrating Transocean’s 100th anniversary, a significant milestone in our Company’s history. This is an exciting time: we are optimistic regarding prospects for a sustained upcycle in offshore drilling and we remain encouraged by the outlook for improving future demand for our assets. Demand for hydrocarbons continues to increase, and offshore exploration is expected to grow in importance as customers prioritize reserve replacement and cost-competitive new developments around the world.

We believe that our recently announced acquisition of Valaris is transformative, serving to better position Transocean for this emerging upcycle. It reinforces our position as an industry leader with the highest specification fleet, a dedicated team, and strong customer-focused operations. Consistent with Transocean’s commitment to be the “partner of choice,” our customers will have global access to a highly capable, diverse

portfolio of offshore drilling rigs, enhancing our ability to provide them with best-in-class service in all environments, as well as efficient, safe and predictable operations.

Additionally, we expect to achieve more than \$200 million in cost synergies – incremental to the approximately \$250 million savings expected from Transocean on a standalone basis – with improved cash-flow generating potential supported by a combined pro forma backlog of close to \$11 billion. Post-close, accelerated debt reduction and strengthening of our balance sheet will remain key objectives.

The combination of Transocean and Valaris advances all our strategic priorities and positions us to create significant value for our shareholders and, through a sustainable reduction in costs, further aligns our objectives with those of our customers. We expect this transaction to close in the second half of 2026 and look forward to sharing more information with you in the coming quarters.

Your vote is very important to us. We encourage you to review the materials carefully and vote in favor of the Board's recommendations for each proposal. These proposals reflect the Board's ongoing efforts to execute Transocean's strategy, demonstrate effective governance, and align management compensation drivers with shareholder value.

On behalf of the Board of Directors and management team, thank you for your support of our Company.

Sincerely,



A handwritten signature in black ink, appearing to read 'K. Adamson'.

KEELAN I. ADAMSON
President and Chief
Executive Officer



A handwritten signature in black ink, appearing to read 'J. Thigpen'.

JEREMY D. THIGPEN
Executive Chair

March 31, 2026

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NOTICE TO SHAREHOLDERS

The 2026 Annual General Meeting of the shareholders (the “2026 Annual General Meeting”) of Transocean Ltd. (the “Company”) will be held:



WHEN

Friday, May 22, 2026
8:00 a.m. Swiss time



WHERE

Parkhotel Zug
Industriestrasse 14
6302 Zug, Switzerland

Information regarding the matters to be acted upon at the meeting is set forth in the attached invitation to the 2026 Annual General Meeting and the proxy statement, which is available at www.deepwater.com by selecting Financial Reports, then Annual and Quarterly Reports in the dropdown menu of the Investors section.

At the 2026 Annual General Meeting, we will ask you to vote on the following items:

AGENDA ITEM	DESCRIPTION	BOARD RECOMMENDATION	FOR MORE INFORMATION, SEE PAGE
1	Approval of (A) the 2025 Annual Report, Including the Audited Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2025, and the Audited Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2025; and Advisory Votes to Approve (B) the Swiss Statutory Compensation Report for Fiscal Year 2025 and (C) the Swiss Statutory Report on Non-Financial Matters for Fiscal Year 2025	✓ FOR	P-21
2	Discharge of the Members of the Board of Directors and the Executive Management Team from Liability for Activities During Fiscal Year 2025	✓ FOR	P-24
3	Appropriation of the Accumulated Losses for Fiscal Year 2025	✓ FOR	P-25
4	Approval of Shares Authorized for Issuance	✓ FOR	P-26
5	Election of 11 Directors, Each for a Term Extending Until Completion of the Next Annual General Meeting	✓ FOR	P-27
6	Election of the Chair of the Board of Directors for a Term Extending Until Completion of the Next Annual General Meeting	✓ FOR	P-43
7	Election of the Members of the Compensation Committee, Each for a Term Extending Until Completion of the Next Annual General Meeting	✓ FOR	P-44
8	Reelection of the Independent Proxy for a Term Extending Until Completion of the Next Annual General Meeting	✓ FOR	P-45

NOTICE TO SHAREHOLDERS

9	Ratification of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2026 and Reelection of Ernst & Young Ltd, Zurich, as the Company's Auditor for a Further One-Year Term	✓ FOR	P-46
10	Advisory Vote to Approve Named Executive Officer Compensation for Fiscal Year 2026	✓ FOR	P-48
11	Prospective Vote on the Maximum Compensation of (A) the Board of Directors and (B) the Executive Management Team	✓ FOR	P-50

It is important that your shares be represented and voted at the meeting. If you are a shareholder registered in our share register, you may submit voting instructions electronically over the internet, by telephone or, if you request that the proxy materials be mailed to you, by completing, signing and returning the proxy card enclosed with those materials. If you hold your shares in the name of a bank, broker or other nominee, please follow the instructions provided by your bank, broker or nominee for submitting voting instructions, including whether you may submit voting instructions by mail, telephone or over the internet.

Under rules of the U.S. Securities and Exchange Commission ("SEC"), we have elected to provide access to our proxy materials over the internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the "Notice") to our shareholders as of the close of business on March 31, 2026. All shareholders will have the ability to access the proxy materials on the website referred to in the Notice or to request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice. The Notice also provides instructions on how to submit your proxy over the internet, by telephone or via mail. If you receive the Notice, you will not receive a printed copy of the proxy materials unless you request one in the manner set forth in the Notice or as otherwise described in the proxy statement.

A copy of the proxy materials, including a proxy card or voting instruction form, will also be sent to any additional shareholders who are registered in our share register as shareholders with voting rights, or who become beneficial owners through a nominee registered in our share register as a shareholder with voting rights, as of the close of business on May 4, 2026, but who were not registered as of March 25, 2026. The Notice or proxy statement and form of proxy, as appropriate, are first being mailed or sent, as appropriate, to shareholders on or about March 31, 2026.

A note to Swiss and other European investors: Transocean Ltd. is incorporated in Switzerland, has issued registered shares and trades on the New York Stock Exchange ("NYSE"); however, unlike some Swiss incorporated companies, **share blocking and re-registration are not requirements for any shares of Transocean Ltd. to be voted at the meeting, and all shares may be traded after the record date.**

Thank you in advance for your vote.

Sincerely,



KEELAN I. ADAMSON
President and Chief Executive
Officer



JEREMY D. THIGPEN
Executive Chair

March 31, 2026

PROXY STATEMENT SUMMARY

2026 ANNUAL GENERAL MEETING DETAILS



WHEN

Friday, May 22, 2026
8:00 a.m. Swiss time



WHERE

Parkhotel Zug
Industriestrasse 14
6302 Zug, Switzerland



RECORD DATE

May 4, 2026

VOTING INFORMATION



BY PHONE

Registered Holders
(shares are registered in your own name)

On a touch-tone telephone, call toll-free: +1 (800) 690-6903 24/7, and follow the instructions.

You will need the 16-digit control number that is included in the voting instructions form that is sent to you.

You will be able to confirm that the telephonic system has properly recorded your votes.



BY INTERNET

Go to www.proxyvote.com 24/7, and follow the instructions.

You will need the 16-digit control number that is included in the voting instructions form that is sent to you.

The internet system allows you to confirm that the system has properly recorded your voting instructions.



BY MAIL

Complete, date, sign and return your proxy card in the postage-paid envelope.

Do not mail the proxy card if you are submitting voting instructions over the internet or by telephone.



BY MOBILE DEVICE

Scan the QR code, which can be found on your voting instructions form that is sent to you.



Beneficial Owners
(shares are held "in street name" in a stock brokerage account or by a bank, nominee or other holder of record)

On a touch-tone telephone, call toll-free: +1 (800) 690-6903 24/7, and follow the instructions.

You will need the 16-digit control number that is included in the voting instructions form that is sent to you.

You will be able to confirm that the telephonic system has properly recorded your votes.

Go to www.proxyvote.com 24/7, and follow the instructions.

You will need the 16-digit control number that is included in the voting instruction form that is sent to you.

The internet system allows you to confirm that the system has properly recorded your voting instructions.

Complete, date, sign and return your voting information form.

Do not mail the voting instruction form if you are submitting voting instructions over the internet or by telephone.

Scan the QR code, which can be found on your voting instructions form that is sent to you.



YOUR VOTE IS IMPORTANT

Even if you plan to attend the 2026 Annual General Meeting, you are encouraged to submit your voting instructions over the internet, by telephone or by mail as soon as possible prior to the meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2026 ANNUAL GENERAL MEETING TO BE HELD ON MAY 22, 2026

Our proxy statement and 2025 Annual Report are available at www.proxyvote.com or on our website investor.deepwater.com under “Financial Reports — Annual and Quarterly Reports.” Information contained on or accessible from our website is not incorporated by reference into this proxy statement and should not be considered a part of this report or any other filing that we make with the SEC. Furthermore, references to our website URLs are intended to be inactive textual references only.

Shareholders registered in our share register on the record date have the right to vote their shares at the 2026 Annual General Meeting. Such shareholders may designate proxies to vote their shares by submitting their proxy electronically over the internet, by telephone or, if they request that the proxy materials be mailed to them, by completing, signing and returning the proxy card enclosed with those materials. Please review the voting instructions in the proxy statement for each of these methods.

Shareholders who hold their shares in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee for voting their shares, including whether they may submit voting instructions by mail, telephone or over the internet.

References to “Transocean,” the “Company,” “we,” “us” or “our” include Transocean Ltd. together with its subsidiaries and predecessors, unless the context requires otherwise. References to “Board” or “Board of Directors” mean the Board of Directors of the Company. All dollar figures in this proxy statement are in U.S. dollars unless otherwise denoted.

COMPANY OVERVIEW AND 2025 PERFORMANCE

Transocean is a leading international provider of offshore contract drilling services for oil and gas wells. We specialize in technically demanding sectors of the global offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services. Our drilling fleet is one of the most versatile fleets in the world, consisting of drillships and semisubmersible floaters.

Transocean's fleet of 27 mobile offshore drilling units consists of 20 ultra-deepwater floaters and seven harsh environment floaters. The graphic below shows the global market presence of our operating fleet as of our Fleet Status Report issued on February 19, 2026.



With the offshore industry's largest high-specification floating fleet, and a relentless focus on incident-free operations and superior well construction, we believe that we are best-positioned to support our customers in the delivery of their operational and business objectives, which will ultimately translate into superior returns for our shareholders.

In 2025, we achieved exceptional operational performance. Importantly, we delivered a company-best total recordable incident rate ("TRIR") of 0.19, below our established objective of 0.20. We also delivered uptime of 97.7% across our global fleet of floaters that are focused on ultra-deepwater and harsh environment operations, which present the most challenging operational conditions.

We believe hydrocarbons will continue to be a critical source of energy for the foreseeable future. Many policy makers are prioritizing energy security, resulting in a diverse and resilient supply portfolio of energy, which we expect will support sustained, long-term demand for oil and natural gas.

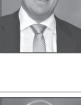
NOMINEES TO THE BOARD OF DIRECTORS

As the market leader in offshore drilling, Transocean has attracted and retained the most qualified Board of Directors and leadership team in the industry. The terms of all our current directors will expire at the 2026 Annual General Meeting. In recent years, we have added new members to our Board of Directors, each of whom contributes to the diversity of experience and background of our Board of Directors.

Each of our director nominees has a proven record of success and high integrity and is committed to advancing our shareholders' interests and enhancing the Company's environmental and safety objectives. During 2025, each of our current directors attended 100% of the Board of Directors' meetings and meetings of committees on which he or she served.

Additional information regarding the director nominees for election is provided below and under Agenda Item 5.

PROXY STATEMENT SUMMARY

2026 NOMINEES				CURRENT COMMITTEES				OTHER CURRENT PUBLIC COMPANY BOARDS ⁽¹⁾
DIRECTORS FOR ELECTION	AGE ⁽¹⁾	DIRECTOR SINCE	INDEPENDENT	AUDIT	COMPENSATION	FINANCE	GOVERNANCE, SAFETY & ENVIRONMENT	
 Keelan I. Adamson President and CEO, Transocean Ltd.	56	2025						0
 Glyn A. Barker Former Vice Chair- U.K., PwC LLP	72	2012	✓					1
 Vanessa C.L. Chang Former Director and Shareholder of EL & EL Investments Ltd.	73	2012	✓					0
 Frederico F. Curado Former President and CEO, Embraer S.A.	64	2013	✓					2
 Chadwick C. Deaton Former Executive Chair and CEO, Baker Hughes Incorporated	73	2012	✓					0
 Domenic J. "Nick" Dell'Osso, Jr. Former President and CEO, Expand Energy Corporation	49	2023	✓					0
 Vincent J. Intrieri Founder and CEO, VDA Capital Management LLC	69	2014	✓					3
 William F. "Bill" Lacey Executive Vice President and CFO, Woodward Inc.	56	2025	✓					0
 Samuel J. Merksamer Executive Director, Mubadala Capital	45	2013	✓					0
 Frederik W. Mohn Owner and Managing Director, Perestroika AS; former Director and Chair, Songa Offshore SE	49	2018	✓					1
 Jeremy D. Thigpen Executive Chair, Transocean Ltd.	51	2015						0
MEETINGS IN 2025: BOARD: 4 BOARD AND COMMITTEES: 24				8	4	4	4	



Committee
Chair



Committee
Member



Audit Committee
financial expert (SEC
and NYSE)



Independent, as determined by the
Board of Directors in accordance with
applicable rules and regulations

⁽¹⁾ As of March 4, 2026.

GOVERNANCE HIGHLIGHTS

Our Board of Directors believes that strong corporate governance practices promote long-term shareholder interests and strengthen Board and management accountability. The Board continues to monitor evolving governance standards and enhance our governance practices to serve Transocean shareholders. Key features of the Company's corporate governance program include:

- Highly independent Board of Directors
- Independent Committees
- Annual director elections
- One share, one vote – no dual-class stock
- Shareholder right to call special meetings
- Shareholder proxy access
- Annual performance evaluations of the Board of Directors, Board Committees and individual directors
- Retirement age and term limits
- No poison pill
- No hedging or pledging Company stock by directors or executives
- No blank check preferred stock

ACTIVE SHAREHOLDER ENGAGEMENT PROGRAM

As part of our ongoing shareholder engagement program, our Board of Directors and management team are committed to meeting with our shareholders and incorporating their feedback into our decision-making processes. Since our last Annual General Meeting, we invited certain large shareholders to meet with us to discuss key strategic initiatives, as well as recent operational and financial performance; our commitment to environmental sustainability and strong human capital management practices; our approach to board composition; and our executive compensation program. In addition, during 2025, we participated in 14 investor conferences, as well as direct one-on-one meetings and non-deal road shows with equity analysts. Our President and Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, Chief Commercial Officer, other executives and Investor Relations team participated in many of these engagements. All feedback received during our engagements is shared directly with the Board of Directors and has helped inform disclosures and policies on governance, compensation, sustainability and information security.

KEY FEATURES OF EXECUTIVE COMPENSATION PROGRAM

Our executive compensation program reflects our commitment to retain and attract highly qualified executives and align our executives' pay with performance. The elements of our program are designed to motivate our executives to achieve our overall business objectives, create sustainable shareholder value in a cost-effective manner and reward our management team for delivering superior financial, safety and operational performance, each of which is important to the long-term success of the Company. Our executive compensation program includes features that align the interests of our senior management with those of our shareholders and does not include features that may result in misalignment.

WHAT WE DO

- ✓ Conduct an annual review of our compensation strategy, including a review of our compensation-related risk profile
- ✓ Seek shareholder feedback annually on our executive compensation program through an advisory vote
- ✓ Mandate meaningful share ownership requirements for our executives
- ✓ Maintain a clawback policy in accordance with SEC and NYSE requirements providing for the recovery of erroneously awarded incentive-based compensation (cash and equity) in the case of an accounting restatement
- ✓ Allow for outstanding equity awards to be forfeited for violation of human resource or legal compliance and ethics policies, including the Company's Code of Integrity
- ✓ Base incentive performance on quantitative, formulaic metrics
- ✓ Maintain compensation plans that are weighted significantly toward variable pay to align our executive compensation with long-term shareholder interests
- ✓ Utilize multiple measurement periods and metrics for incentive compensation
- ✓ Link long-term incentive compensation to relative performance metrics
- ✓ Deliver 100% of long-term incentives in equity, at least 50% of which is in performance-based awards
- ✓ Cap the overall Performance Unit ("PSU") payouts to prevent unintended windfalls
- ✓ Retain an independent consultant who reports only to our Compensation Committee (not management)
- ✓ Maintain double trigger change-in-control provisions

WHAT WE DON'T DO

- ✗ Allow our executives to hedge, sell short or hold derivative instruments tied to our shares (other than derivative instruments issued by us)
- ✗ Allow our executives or directors to pledge Company shares
- ✗ Allow unearned performance-based full value awards and/or stock options to be counted towards executive stock ownership requirements
- ✗ Have pre-arranged individual severance agreements or special change-in-control compensation agreements with any Executive Officers; however, to the extent permitted under Swiss law, our executives are eligible for severance and change-in-control provisions pursuant to our policies, in exchange for covenants that protect the Company
- ✗ Provide gross-ups for severance payments
- ✗ Guarantee salary increases, non-performance based bonuses or unrestricted equity compensation
- ✗ Provide any payments or reimbursements for tax equalization
- ✗ Pay dividends or dividend equivalents on performance-based equity that has not vested
- ✗ Offer executive perquisites

INVITATION TO 2026 ANNUAL GENERAL MEETING OF TRANSOCEAN LTD.



WHEN

Friday, May 22, 2026
8:00 a.m. Swiss time



WHERE

Parkhotel Zug
Industriestrasse 14
6302 Zug, Switzerland

AGENDA ITEMS

ITEM	DESCRIPTION	PROPOSAL OF THE BOARD OF DIRECTORS	BOARD RECOMMENDATION
1	Approval of (A) the 2025 Annual Report, Including the Audited Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2025, and the Audited Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2025; and Advisory Votes to Approve (B) the Swiss Statutory Compensation Report for Fiscal Year 2025 and (C) the Swiss Statutory Report on Non-Financial Matters for Fiscal Year 2025		
1A	Approval of the 2025 Annual Report, Including the Audited Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2025 and the Audited Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2025	The Board of Directors proposes that the 2025 Annual Report, including the audited consolidated financial statements of Transocean Ltd. for fiscal year 2025 and the audited statutory financial statements of Transocean Ltd. for fiscal year 2025, be approved.	✓ FOR
1B	Advisory Vote to Approve the Swiss Statutory Compensation Report for Fiscal Year 2025	The Board of Directors proposes that the Company's Swiss Statutory Compensation Report for the fiscal year ended December 31, 2025, be approved on an advisory basis.	✓ FOR
1C	Advisory Vote to Approve the Swiss Statutory Report on Non-Financial Matters for Fiscal Year 2025	The Board of Directors proposes that the Company's Swiss Statutory Report on Non-Financial Matters for fiscal year ended December 31, 2025, be approved on an advisory basis.	✓ FOR
2	Discharge of the Members of the Board of Directors and the Executive Management Team from Liability for Activities During Fiscal Year 2025	The Board of Directors proposes that the members of the Board of Directors and Messrs. Keelan I. Adamson, R. Thaddeus Vayda, and Jeremy D. Thigpen, who served as members of our Executive Management Team in 2025, be discharged from liability for activities during fiscal year 2025.	✓ FOR

**INVITATION TO 2026 ANNUAL GENERAL
MEETING OF TRANSOCEAN LTD.**

ITEM	DESCRIPTION	PROPOSAL OF THE BOARD OF DIRECTORS	BOARD RECOMMENDATION								
3	Appropriation of the Accumulated Losses for Fiscal Year 2025	The Board of Directors proposes that the accumulated losses of the Company be carried forward. <table><thead><tr><th>APPROPRIATION OF ACCUMULATED LOSSES</th><th>IN U.S. \$ THOUSANDS</th></tr></thead><tbody><tr><td>Accumulated losses brought forward from previous years</td><td>(12,641,547)</td></tr><tr><td>Net loss for the year</td><td>(73,562)</td></tr><tr><td>Accumulated losses to be brought forward</td><td>(12,715,109)</td></tr></tbody></table>	APPROPRIATION OF ACCUMULATED LOSSES	IN U.S. \$ THOUSANDS	Accumulated losses brought forward from previous years	(12,641,547)	Net loss for the year	(73,562)	Accumulated losses to be brought forward	(12,715,109)	✓ FOR
APPROPRIATION OF ACCUMULATED LOSSES	IN U.S. \$ THOUSANDS										
Accumulated losses brought forward from previous years	(12,641,547)										
Net loss for the year	(73,562)										
Accumulated losses to be brought forward	(12,715,109)										
4	Approval of Shares Authorized for Issuance	The Board of Directors proposes that its authority to issue shares using a general capital authorization be approved and any share issuances thereunder be limited to 240,801,936 shares, representing approximately 20% of the Company's issued shares as of March 3, 2026, for a term expiring on May 22, 2027.	✓ FOR								
5	Election of 11 Directors, Each for a Term Extending Until Completion of the Next Annual General Meeting	The Board of Directors has nominated the following candidates for election to the Board of Directors of the Company, each for a term extending until completion of the next annual general meeting. 5A Election of Keelan I. Adamson as a director. 5B Election of Glyn A. Barker as a director. 5C Election of Vanessa C.L. Chang as a director. 5D Election of Frederico F. Curado as a director. 5E Election of Chadwick C. Deaton as a director. 5F Election of Domenic J. "Nick" Dell'Osso, Jr. as a director. 5G Election of Vincent J. Intrieri as a director. 5H Election of William F. "Bill" Lacey as a director 5I Election of Samuel J. Merksamer as a director. 5J Election of Frederik W. Mohn as a director. 5K Election of Jeremy D. Thigpen as a director.	✓ FOR Each Nominee								
6	Election of the Chair of the Board of Directors for a Term Extending Until Completion of the Next Annual General Meeting	The Board of Directors proposes that Jeremy D. Thigpen be elected as the Chair of the Board of Directors for a term extending until completion of the next annual general meeting, subject to his election as a member of the Board of Directors.	✓ FOR								
7	Election of the Members of the Compensation Committee, Each for a Term Extending Until Completion of the Next Annual General Meeting	The Board of Directors proposes that the following three candidates be elected as members of the Compensation Committee, each for a term extending until completion of the next annual general meeting, subject in each case to such candidate's election as a member of the Board of Directors: 7A Election of Glyn A. Barker as a member of the Compensation Committee. 7B Election of Vanessa C.L. Chang as a member of the Compensation Committee. 7C Election of Frederico F. Curado as a member of the Compensation Committee.	✓ FOR Each Nominee								

INVITATION TO 2026 ANNUAL GENERAL
MEETING OF TRANSOCEAN LTD.

ITEM	DESCRIPTION	PROPOSAL OF THE BOARD OF DIRECTORS	BOARD RECOMMENDATION
8	Reelection of the Independent Proxy for a Term Extending Until Completion of the Next Annual General Meeting	The Board of Directors proposes that Schweiger Advokatur/Notariat be reelected to serve as independent proxy at (and until completion of) the 2027 Annual General Meeting and at any extraordinary general meeting of shareholders of the Company that may be held prior to the 2027 Annual General Meeting.	✓ FOR
9	Ratification of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2026 and Reelection of Ernst & Young Ltd, Zurich, as the Company's Auditor for a Further One-Year Term	The Board of Directors proposes that Ernst & Young LLP be ratified as Transocean Ltd.'s independent registered public accounting firm for the fiscal year 2026 and that Ernst & Young Ltd, Zurich, be elected as Transocean Ltd.'s auditor pursuant to the Swiss Code of Obligations (the "Swiss Code") for a further one-year term, commencing on the day of election at the 2026 Annual General Meeting and terminating on the day of the 2027 Annual General Meeting.	✓ FOR
10	Advisory Vote to Approve Named Executive Officer Compensation for Fiscal Year 2026	Pursuant to Section 14A of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), shareholders are entitled to cast an advisory vote on the Company's executive compensation program for the Company's Named Executive Officers. Detailed information regarding the Company's compensation program for its Named Executive Officers is set forth in the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure in this proxy statement. The Board of Directors believes the Company's compensation program is designed to reward performance that creates long term value for the Company's shareholders. The Board of Directors has proposed a resolution that provides shareholders with the opportunity to endorse or not endorse the Company's Named Executive Officer compensation program as described in the proxy statement for the Company's 2026 Annual General Meeting.	✓ FOR
11	Prospective Vote on the Maximum Compensation of (A) the Board of Directors and (B) the Executive Management Team		
11A	Ratification of the Maximum Aggregate Amount of Compensation of the Board of Directors for the Period Between the 2026 Annual General Meeting and the 2027 Annual General Meeting	The Board of Directors proposes that shareholders ratify an amount of \$4,121,000 as the maximum aggregate amount of compensation of the Board of Directors for the period between the 2026 Annual General Meeting and the 2027 Annual General Meeting.	✓ FOR
11B	Ratification of the Maximum Aggregate Amount of Compensation of the Executive Management Team for Fiscal Year 2027	The Board of Directors proposes that shareholders ratify an amount of \$26,000,000 as the maximum aggregate amount of compensation of the Executive Management Team for fiscal year 2027.	✓ FOR

ORGANIZATIONAL MATTERS

A copy of the Notice is being sent to each shareholder registered in Transocean Ltd.'s share register as of the close of business on March 25, 2026. Any additional shareholders who are registered in Transocean Ltd.'s share register as of the close of business on May 4, 2026, will receive after that date a copy of the proxy materials, including a proxy card. Shareholders not registered in Transocean Ltd.'s share register as of May 4, 2026, will not be entitled to vote or grant proxies to vote at the 2026 Annual General Meeting. While no shareholder will be entered in Transocean Ltd.'s share register as a shareholder with voting rights between the close of business on May 4, 2026, and the opening of business on the day following the 2026 Annual General Meeting, **share blocking and re-registration are not requirements for any shares of Transocean Ltd. to be voted at the meeting, and all shares may be traded after the record date.** Computershare, which maintains Transocean Ltd.'s share register, will continue to register transfers of Transocean Ltd. shares in the share register in its capacity as transfer agent during this period.

Shareholders registered in Transocean Ltd.'s share register as of May 4, 2026, have the right to vote their shares at the 2026 Annual General Meeting, or may grant a proxy to vote on each of the proposals in this invitation and any modification to any agenda item or proposal identified in this invitation or other matter on which voting is permissible under Swiss law and which is properly presented at the 2026 Annual General Meeting for consideration. Such shareholders may designate proxies to vote their shares electronically over the internet, by telephone or, if they request that the proxy materials be mailed to them, by completing, signing and returning the proxy card enclosed with those materials at the 2026 Annual General Meeting.

We urge you to submit your voting instructions electronically over the internet, by telephone or return the proxy card by mail as soon as possible. All electronic voting instructions or proxy cards must be received no later than 2:00 p.m. Eastern Daylight Time on Thursday, May 21, 2026 (8:00 p.m. Swiss time on Thursday, May 21, 2026), unless extended by the Company.

If you have timely submitted electronic voting instructions, telephone instructions or a properly executed proxy card, your shares will be voted by the independent proxy in accordance with your instructions. **Holders of shares who have timely submitted their proxy but have not specifically indicated how to vote their shares, will be deemed to have instructed the independent proxy to vote in accordance with the recommendations of the Board of Directors with regard to the items listed in the notice of meeting. If any modifications to agenda items or proposals identified in this invitation or other matters on which voting is permissible under Swiss law are properly presented at the 2026 Annual General Meeting for consideration, you will be deemed to have instructed the independent proxy, in the absence of other specific instructions, to vote in accordance with the recommendations of the Board of Directors.**

As of the date of this proxy statement, the Board of Directors is not aware of any such modifications or other matters proposed to come before the 2026 Annual General Meeting.

Shareholders who hold their shares in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee for voting their shares, including whether they may submit voting instructions by mail, telephone or over the internet.

Shareholders may grant proxies to any third party. Such third party need not be a shareholder.

INVITATION TO 2026 ANNUAL GENERAL MEETING OF TRANSOCEAN LTD.

Information concerning the 2026 Annual General Meeting can be obtained by contacting:



OUR
CORPORATE
SECRETARY
AT OUR
REGISTERED
OFFICE

Transocean Ltd.
Attention: Corporate Secretary
Turmstrasse 30
6312 Steinhausen, Switzerland



INVESTOR
RELATIONS AT
OUR OFFICES
IN THE UNITED
STATES

Transocean Ltd.
Attention: Investor Relations
1414 Enclave Parkway
Houston, Texas 77077
USA



TELEPHONE
NUMBER

+41 (41) 749-0500



TELEPHONE
NUMBER

+1 (713) 232-7500

ANNUAL REPORT, CONSOLIDATED FINANCIAL STATEMENTS, STATUTORY FINANCIAL STATEMENTS

A copy of the 2025 Annual Report (including the consolidated financial statements for fiscal year 2025, the statutory financial statements of Transocean Ltd. for fiscal year 2025 and the audit reports on such consolidated and statutory financial statements), the 2025 Swiss Statutory Compensation Report, and the 2025 Swiss Statutory Report on Non-Financial Matters is available electronically on our website at www.deepwater.com.

Copies of these materials may be obtained without charge by contacting:



OUR
CORPORATE
SECRETARY
AT OUR
REGISTERED
OFFICE

Transocean Ltd.
Attention: Corporate Secretary
Turmstrasse 30
6312 Steinhausen, Switzerland



INVESTOR
RELATIONS AT
OUR OFFICES
IN THE UNITED
STATES

Transocean Ltd.
Attention: Investor Relations
1414 Enclave Parkway
Houston, Texas 77077
USA



TELEPHONE
NUMBER

+41 (41) 749-0500



TELEPHONE
NUMBER

+1 (713) 232-7500

On behalf of the Board of Directors,

JEREMY D. THIGPEN

Chair of the Board of Directors

Steinhausen, Switzerland
March 31, 2026

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

YOUR VOTE IS IMPORTANT

You may designate a proxy to vote your shares by submitting your voting instructions electronically over the internet, by calling the toll-free number or, if you requested a printed copy of the proxy materials, by completing, signing and returning by mail the proxy card you will receive in response to your request. Please review the instructions in the Notice of Internet Availability of Proxy Materials and the proxy statement.

Shareholders who hold their shares in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee for voting their shares, including whether they may submit voting instructions by mail, telephone or over the internet.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2026 ANNUAL GENERAL MEETING TO BE HELD ON MAY 22, 2026

Our proxy statement and 2025 Annual Report are available at www.proxyvote.com or on our website investor.deepwater.com under “Financial Reports — Annual and Quarterly Reports.” Information contained on or accessible from our website is not incorporated by reference into this proxy statement and should not be considered a part of this report or any other filing that we make with the SEC. Furthermore, references to our website URLs are intended to be inactive textual references only.

PROXY STATEMENT



WHEN

Friday, May 22, 2026
8:00 a.m. Swiss time



WHERE

Parkhotel Zug
Industriestrasse 14
6302 Zug, Switzerland



RECORD DATE

May 4, 2026

INFORMATION ABOUT THE MEETING AND VOTING

This proxy statement is furnished in connection with the solicitation of proxies by Transocean Ltd., on behalf of the Board of Directors, to be voted at our 2026 Annual General Meeting to be held on May 22, 2026, at 8:00 a.m. Swiss time, at the Parkhotel Zug, Industriestrasse 14, 6302 Zug, Switzerland. The Notice or proxy statement and form of proxy, as appropriate, are first being mailed to shareholders on or about March 31, 2026.

RECORD DATE

Only shareholders of record on May 4, 2026, are entitled to notice of and to grant proxies to vote at, the 2026 Annual General Meeting. No shareholder will be entered in Transocean Ltd.'s share register with voting rights between the close of business on May 4, 2026, and the opening of business on the day following the 2026 Annual General Meeting.

While no shareholder will be entered in Transocean Ltd.'s share register as a shareholder with voting rights between the close of business on May 4, 2026, and the opening of business on the day following the 2026 Annual General Meeting, ***share blocking and re-registration are not requirements for any shares of Transocean Ltd. to be voted at the meeting, and all shares may be traded after the record date.*** Computershare, which maintains Transocean Ltd.'s share register, will continue to register transfers of Transocean Ltd. shares in the share register in its capacity as transfer agent during this period.

QUORUM

Our Articles of Association provide that the presence of shareholders, in person or by proxy, holding at least a majority of all the shares entitled to vote at the time the meeting proceeds to business constitutes a quorum for purposes of convening the 2026 Annual General Meeting and voting on all of the matters described in the notice of meeting. Abstentions and "broker non-votes" will be counted as present for purposes of determining whether the relevant quorums at the meeting are satisfied, so long as the broker has discretion to vote the shares on at least one matter before the 2026 Annual General Meeting.

VOTES REQUIRED

The following table sets forth the applicable vote standard required to pass each enumerated agenda item:

AGENDA ITEM	DESCRIPTION	RELATIVE MAJORITY ⁽¹⁾	TWO- THIRDS MAJORITY	PLURALITY OF VOTES
1	Approval of (A) the 2025 Annual Report, Including the Audited Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2025, and the Audited Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2025; and Advisory Votes to Approve (B) the Swiss Statutory Compensation Report for Fiscal Year 2025 and (C) the Swiss Statutory Report on Non-Financial Matters Report for Fiscal Year 2025	✓		
2	Discharge of the Members of the Board of Directors and the Executive Management Team from Liability for Activities During Fiscal Year 2025	✓ ⁽²⁾		
3	Appropriation of the Accumulated Losses for Fiscal Year 2025	✓		
4	Approval of Shares Authorized for Issuance		✓ ⁽³⁾	
5	Election of 11 Directors			✓ ⁽⁴⁾⁽⁵⁾
6	Election of the Chair of the Board of Directors			✓ ⁽⁴⁾
7	Election of the Members of the Compensation Committee			✓ ⁽⁴⁾
8	Reelection of the Independent Proxy	✓		
9	Ratification of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2026 and Reelection of Ernst & Young Ltd, Zurich, as the Company's Auditor for a Further One-Year Term	✓		
10	Advisory Vote to Approve Named Executive Officer Compensation for Fiscal Year 2026	✓ ⁽⁶⁾		
11	Prospective Vote on the Maximum Compensation of (A) the Board of Directors and (B) the Executive Management Team	✓		

- (1) Affirmative vote of a simple majority of the votes cast at the 2026 Annual General Meeting on the applicable agenda item. Abstentions, broker non-votes (if any) or blank or invalid ballots are not counted for such purposes and have no impact on the approval of such agenda item.
- (2) Affirmative vote of a simple majority of the votes cast at the 2026 Annual General Meeting on the applicable agenda item. Shares held by members of the Board of Directors and members of the Company's Executive Management Team are not entitled to vote on this matter and are not counted for this agenda item. Abstentions, broker non-votes (if any) or blank or invalid ballots are not counted for such purposes and have no impact on the approval of such agenda item.
- (3) The affirmative vote of at least two-thirds of the shares represented at the 2026 Annual General Meeting and entitled to vote on that agenda item. An abstention, blank or invalid ballot will have the effect of a vote "AGAINST" this proposal.
- (4) Affirmative vote of a plurality of the votes cast at the 2026 Annual General Meeting. The plurality requirement means that the nominee who receives the largest number of votes for a position as a director, or the Chair or a position on the Compensation

PROXY STATEMENT | INFORMATION ABOUT THE MEETING AND VOTING

Committee, as applicable, is elected to that position. Only votes “FOR” are counted in determining whether a plurality has been cast in favor of a nominee. Abstentions, broker non-votes, blank or invalid ballots are not counted for such purposes and shall have no impact on the election of such nominees. As described later in this proxy statement, our Corporate Governance Guidelines set forth our procedures if a nominee for director is elected but does not receive more votes cast “FOR” than “AGAINST” the nominee’s election.

- (5) Even if a nominee receives a plurality of votes that nominee may not ultimately serve as a director if the nominee does not receive more votes cast “FOR” than “AGAINST” the nominee’s election, and the Company’s Board of Directors accepts the resignation of the nominee pursuant to the Company’s majority vote policy, as described later in this proxy statement.
- (6) The proposal is an advisory vote; as such, the vote is not binding on the Company.

OUTSTANDING SHARES

As of March 4, 2026, there were 1,106,750,627 Transocean Ltd. shares deemed to be outstanding, which exclude an aggregate of 97,259,054 shares held by us or our subsidiaries as of such date. Only registered holders of our shares on May 4, 2026, the record date established for the 2026 Annual General Meeting, are entitled to notice of and to vote at the meeting. Holders of shares on the record date are entitled to one vote for each share held.

VOTING PROCEDURES

A copy of the Notice of Internet Availability of Proxy Materials is being sent to each shareholder registered in Transocean Ltd.’s share register as of the close of business on March 25, 2026. Any additional shareholders who are registered in Transocean Ltd.’s share register as of the close of business on May 4, 2026, but who were not registered in the share register as of March 25, 2026, will receive a copy of the proxy materials, including a proxy card, as soon as practicable after May 4, 2026. Shareholders not registered in Transocean Ltd.’s share register as of May 4, 2026, will not be entitled to vote or grant proxies to vote at the 2026 Annual General Meeting.

If you are registered as a shareholder in Transocean Ltd.’s share register as of May 4, 2026, or if you hold shares of Transocean Ltd. in “street name” as of such date, you may grant a proxy to vote on each of the proposals and any modification to any of the proposals or other matter on which voting is permissible under Swiss law and which is properly presented at the meeting for consideration in one of the following ways:



BY INTERNET

Go to www.proxyvote.com 24 hours a day, seven days a week, and follow the instructions. You will need the 16-digit control number that is included in the Notice, proxy card or voting instruction form that is sent to you. The internet system allows you to confirm that the system has properly recorded your voting instructions. This method of submitting voting instructions will be available up until 2:00 p.m. Eastern Daylight Time on Thursday, May 21, 2026 (8:00 p.m. Swiss time on Thursday, May 21, 2026) unless extended by the Company.



BY TELEPHONE

On a touch-tone telephone, call toll-free +1 (800) 690-6903, 24 hours a day, seven days a week, and follow the instructions. You will need the 16-digit control number that is included in the Notice, proxy card or voting instruction form that is sent to you. As with the internet system, you will be able to confirm that the telephonic system has properly recorded your votes. This method of submitting voting instructions will be available up until 2:00 p.m. Eastern Daylight Time on Thursday, May 21, 2026 (8:00 p.m. Swiss time on Thursday, May 21, 2026) unless extended by the Company. If you are a holder of record, you cannot vote by telephone.



BY MAIL

Mark, date and sign your proxy card exactly as your name appears on the card and return it by mail to:



Transocean 2026 AGM
Vote Processing
c/o Broadridge
51 Mercedes Way
Edgewood, NY 11717
USA

or



Transocean 2026 AGM
Vote Processing
c/o Schweiger Advokatur/Notariat
Dammstrasse 19
6300 Zug
Switzerland

All proxy cards must be received no later than 2:00 p.m. Eastern Daylight Time on Thursday, May 21, 2026 (8:00 p.m. Swiss time on Thursday, May 21, 2026), unless extended by the Company. Do not mail the proxy card or voting instruction form if you are submitting voting instructions over the internet or by telephone.

YOUR VOTE IS IMPORTANT.

We encourage you to submit your voting instructions over the internet, by telephone, or by mail prior to the meeting.

If you hold your shares in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee for voting your shares, including whether you may submit voting instructions by mail, telephone or over the internet.

Many of our shareholders hold their shares in more than one account and may receive more than one Notice. To ensure that all of your shares are represented at the 2026 Annual General Meeting, please submit your voting instructions for each account.

Under NYSE rules, brokers who hold shares in street name for customers, such that the shares are registered on the books of the Company as being held by the brokers, have the authority to vote on “routine” proposals when they have not received instructions from beneficial owners, but are precluded from exercising their voting discretion with respect to proposals for “non-routine” matters. Proxies submitted by brokers without instructions from customers for these non-routine or contested matters are referred to as “broker non-votes.” The following matters are non-routine matters under NYSE rules:

AGENDA ITEM	DESCRIPTION
1B	Advisory Vote to Approve the Swiss Statutory Compensation Report for Fiscal Year 2025
2	Discharge of the Members of the Board of Directors and the Executive Management Team from Liability for Activities During Fiscal Year 2025
5	Election of 11 Directors, Each for a Term Extending Until Completion of the Next Annual General Meeting
6	Election of the Chair of the Board of Directors for a Term Extending Until Completion of the Next Annual General Meeting
7	Election of the Members of the Compensation Committee, Each for a Term Extending Until Completion of the Next Annual General Meeting
10	Advisory Vote to Approve Named Executive Officer Compensation for Fiscal Year 2026
11A	Ratification of the Maximum Aggregate Amount of Compensation of the Board of Directors for the Period Between the 2026 Annual General Meeting and the 2027 Annual General Meeting
11B	Ratification of the Maximum Aggregate Amount of Compensation of the Executive Management Team for Fiscal Year 2027

PROXY STATEMENT | INFORMATION ABOUT THE MEETING AND VOTING

If you hold your shares in “street name,” your broker will not be able to vote your shares on the agenda items set forth above and may not be able to vote your shares on other matters at the 2026 Annual General Meeting unless the broker receives appropriate instructions from you. We recommend that you contact your broker to exercise your right to vote your shares.

If you have timely submitted electronic or telephonic voting instructions or a properly executed proxy card, your shares will be voted by the independent proxy according to your instructions. Holders of shares who have timely submitted their proxy but have not specifically indicated how to vote their shares will be deemed to have instructed the independent proxy to vote in accordance with the recommendations of the Board of Directors with regard to the items listed in the notice of meeting.

If any modifications to agenda items or proposals identified in this invitation or other matters on which voting is permissible under Swiss law are properly presented at the 2026 Annual General Meeting for consideration, you will be deemed to have instructed the independent proxy, in the absence of other specific instructions, to vote in accordance with the recommendations of the Board of Directors.

As of the date of this proxy statement, the Board of Directors is not aware of any such modifications or other matters to come before the 2026 Annual General Meeting.

You may revoke your proxy card at any time prior to its exercise by taking one of the following actions:

- submitting a properly completed and executed proxy card with a later date and timely delivering it either directly to the independent proxy or to Vote Processing, c/o Broadridge at the addresses indicated below; or
- giving written notice of the revocation prior to the meeting to:



Transocean 2026 AGM
Vote Processing
c/o Broadridge
51 Mercedes Way
Edgewood, NY 11717
USA

or



Transocean 2026 AGM
Vote Processing
c/o Schweiger Advokatur/Notariat
Dammstrasse 19
6300 Zug
Switzerland

If you hold your shares in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee in revoking your previously granted proxy.

AGENDA ITEM 1

Approval of (A) the 2025 Annual Report, Including the Audited Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2025, and the Audited Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2025; and Advisory Votes to Approve (B) the Swiss Statutory Compensation Report for Fiscal Year 2025 and (C) the Swiss Statutory Report on Non-Financial Matters for Fiscal Year 2025

- 1A** Approval of the 2025 Annual Report, Including the Audited Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2025, and the Audited Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2025

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the 2025 Annual Report, including the audited consolidated financial statements of Transocean Ltd. for fiscal year 2025 and the audited statutory financial statements of Transocean Ltd. for fiscal year 2025, be approved.

EXPLANATION

The audited consolidated financial statements of Transocean Ltd. for fiscal year 2025 and the audited Swiss statutory financial statements of Transocean Ltd. for fiscal year 2025 are contained in the 2025 Annual Report, which, along with this proxy statement, are available at: www.deepwater.com by selecting Financial Reports, then Annual and Quarterly Reports in the Investors section dropdown.

The 2025 Annual Report also contains information on the Company's business activities, the Company's business and financial situation, and the reports of Ernst & Young Ltd, Zurich, the Company's auditor pursuant to the Swiss Code, on the Company's consolidated financial statements for fiscal year 2025 and statutory financial statements for fiscal year 2025. In its reports, Ernst & Young Ltd recommended without qualification that the Company's consolidated financial statements and statutory financial statements for the year ended December 31, 2025, be approved. Ernst & Young Ltd expresses its opinion that the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Transocean Ltd. and its subsidiaries as of December 31, 2025 and 2024, and the consolidated results of operations and cash flows for each of the three years in the period ended December 31, 2025, in conformity with generally accepted accounting principles in the United States ("GAAP") and in compliance with Swiss law. Ernst & Young Ltd further expresses its opinion and confirms that the statutory financial statements for fiscal year 2025 comply with Swiss law and the Articles of Association of the Company.

Under Swiss law, the annual report, the consolidated financial statements and Swiss statutory financial statements must be submitted to shareholders for approval at each annual general meeting.

If the shareholders do not approve this proposal, the Board of Directors may call an extraordinary general meeting of shareholders for reconsideration of this proposal by shareholders.

RECOMMENDATION

The Board of Directors recommends that you vote **FOR** this Agenda Item 1A.

1B Advisory Vote to Approve the Swiss Statutory Compensation Report for Fiscal Year 2025

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the Company's Swiss Statutory Compensation Report for the fiscal year ended December 31, 2025, be approved on an advisory basis.

EXPLANATION

The Swiss Code requires that we prepare each year a separate Swiss Statutory Compensation Report. The current Swiss Statutory Compensation Report sets forth, for the years ended December 31, 2025, and 2024, the aggregate compensation of the members of the Board of Directors and the members of the Company's Executive Management Team. Swiss law further requires us to submit our Swiss Statutory Compensation Report annually to shareholders for approval on an advisory basis.

With regard to the compensation of our Executive Management Team, shareholders at the 2025 Annual General Meeting ratified, with a 97.5% approval, the fiscal year 2026 maximum aggregate compensation amount for our Executive Management Team in the aggregate amount of \$26 million. At the same meeting, shareholders also ratified, with a 98.0% approval, the maximum aggregate compensation amount for the Board of Directors (for the period between the 2025 Annual General Meeting and the 2026 Annual General Meeting) in the aggregate amount of \$4.121 million.

Our 2025 Swiss Statutory Compensation Report accompanies this proxy statement and is part of our Annual Report.

RECOMMENDATION

The Board of Directors recommends that you vote **FOR** this Agenda Item 1B.

1C Advisory Vote to Approve the Swiss Statutory Report on Non-Financial Matters for Fiscal Year 2025

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the Company's Swiss Statutory Report on Non-Financial Matters for the fiscal year ended December 31, 2025, be approved on an advisory basis.

EXPLANATION

In accordance with the Swiss Code, companies organized in Switzerland that have equity securities listed on a securities exchange and exceed, on a consolidated basis, certain workforce and financial thresholds are required to prepare a report on non-financial matters and submit the report to a vote of shareholders at each annual general meeting. The Company meets such thresholds, and accordingly, shareholders are being asked to approve at the 2026 Annual General Meeting our Swiss Statutory Report on Non-Financial Matters for the fiscal year 2025. The shareholder vote on this report is advisory. As required by the Swiss Code, the report addresses certain environmental, social, employee-related, human rights and anti-corruption topics.

Our Swiss Statutory Report on Non-Financial Matters for the fiscal year 2025 is included in Appendix B.

RECOMMENDATION

The Board of Directors recommends that you vote **FOR** this Agenda Item 1C.

AGENDA ITEM 2

Discharge of the Members of the Board of Directors and the Executive Management Team from Liability for Activities During Fiscal Year 2025

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the members of the Board of Directors and Messrs. Keelan I. Adamson, R. Thaddeus Vayda, and Jeremy D. Thigpen, who served as members of our Executive Management Team in 2025, be discharged from liability for activities during fiscal year 2025.

EXPLANATION

As is customary for Swiss corporations and in accordance with Article 698, subsection 2, item 5 of the Swiss Code, shareholders are requested to discharge the members of the Board of Directors and our Executive Management Team from liability for their activities during the past fiscal year.

Discharge pursuant to the proposed resolution is only effective with respect to facts that have been disclosed to shareholders (including through any publicly available information, whether or not included in our filings with the SEC) and only binds shareholders who either voted in favor of the proposal or who subsequently acquired shares with knowledge that the shareholders have approved this proposal. In addition, shareholders who vote against this proposal, abstain from voting on this proposal, do not vote on this proposal, or acquire their shares without knowledge of the approval of this proposal, may bring, as a plaintiff, any claims in a shareholder derivative suit within 12 months after the approval of the proposal. After the expiration of the 12-month period, such shareholders will generally no longer have the right to bring, as a plaintiff, claims in shareholder derivative suits against members of the Board of Directors or Executive Management Team with respect to activities during fiscal year 2025.

RECOMMENDATION

The Board of Directors recommends a vote **FOR** this Agenda Item 2.

AGENDA ITEM 3

Appropriation of the Accumulated Losses for Fiscal Year 2025

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the accumulated losses of the Company be carried forward.

APPROPRIATION OF ACCUMULATED LOSSES	IN U.S. \$ THOUSANDS
Accumulated losses brought forward from previous years	(12,641,547)
Net loss for the year	(73,562)
Accumulated losses to be brought forward	(12,715,109)

EXPLANATION

Under Swiss law, the appropriation of available earnings or accumulated losses, as the case may be, as set forth in the Swiss statutory financial statements must be submitted to shareholders for approval at each annual general meeting. The accumulated losses subject to the vote of the Company's shareholders at the 2026 Annual General Meeting is the accumulated losses of Transocean Ltd., on a standalone basis.

RECOMMENDATION

The Board of Directors recommends a vote **FOR** this Agenda Item 3.

AGENDA ITEM 4

Approval of Shares Authorized for Issuance

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that its authority to issue shares using general capital authorization pursuant to Article 5 of the Articles of Association be renewed and approved, and any share issuances thereunder be limited to 240,801,936 shares, representing approximately 20% of the Company's issued shares as of March 3, 2026, for a term expiring on May 22, 2027. In addition, the Board of Directors proposes that Article 5 be amended to authorize the Board of Directors, for the same term, to cancel shares repurchased under a future share repurchase program up to a maximum of 120,400,968 shares, representing approximately 10% of the Company's issued shares as of March 3, 2026. The Board of Directors has currently no plans to implement a share repurchase program.

The proposed amendments to our Articles of Association reflecting this general authorization would replace the authorization to issue shares using authorized share capital that was approved by shareholders at our 2025 Annual General Meeting, which expires on May 30, 2026.

The Board of Directors believes that providing the flexibility to issue shares quickly and opportunistically and to cancel repurchased shares is a strategic benefit to the Company and that the proposal would more closely align the Company's capital management authority with that of its peers.

The proposed amendments to the Articles of Association in respect of this Agenda Item 4 are included in Annex A.

EXPLANATION

At our 2025 Annual General Meeting, shareholders authorized the issuance of up to 188,165,780 shares (representing approximately 20% of our share capital as of March 6, 2025) for general purposes. This authorization to issue shares expires on May 30, 2026.

As of March 3, 2026, the issued share capital of the Company consisted of 1,204,009,681 shares. Upon approval of the current proposal, we would be authorized to issue for general purposes up to 240,801,936 shares, or approximately 20% of our share capital as of March 3, 2026, for a term expiring on May 22, 2027, and to cancel, for general capital management purposes, up to 120,400,968 shares repurchased under a share repurchase program, or approximately 10% of our share capital as of March 3, 2026, during the same term. The Board of Directors currently has no plans to implement a share repurchase program but believes it is prudent to obtain the authority to cancel shares that may be repurchased in the future from time to time. The proposed amendments to Article 5 of our Articles of Association reflecting this authorization would replace the authorization approved by shareholders at our 2025 Annual General Meeting. Under the proposed capital authorization, our Board of Directors would have authority to exclude preemptive rights in connection with an issuance of new shares, as provided in our Articles of Association.

The Board of Directors believes it is advisable for our shareholders to authorize the Board of Directors to issue shares using general authorized capital and to cancel repurchased shares within the limits of NYSE rules, our Articles of Association and the Swiss Code. If this proposal is approved, we would nevertheless seek shareholder approval for the share issuances pursuant to this authorization to the extent required under NYSE rules. Under current NYSE rules, shareholder approval is generally required, with certain enumerated exceptions, to issue shares or securities convertible into or exercisable for shares in one or a series of related transactions if such shares represent 20% or more of the voting power or outstanding shares of the Company at or upon issuance. NYSE rules also require shareholder approval for an issuance of shares that would result in a change of control of the Company, as well as for share issuances in connection with certain benefit plans or certain related party transactions.

RECOMMENDATION

The Board of Directors recommends a vote **FOR** this Agenda Item 4.

AGENDA ITEM 5

Election of 11 Directors, Each for a Term Extending Until Completion of the Next Annual General Meeting

NOMINATIONS OF THE BOARD OF DIRECTORS

The Board of Directors has nominated the following candidates for election to the Board of Directors of the Company, each for a term extending until completion of the next annual general meeting.

Keelan I. Adamson
Glyn A. Barker
Vanessa C.L. Chang
Frederico F. Curado
Chadwick C. Deaton
Domenic J. “Nick” Dell’Osso, Jr.

Vincent J. Intrieri
William F. “Bill” Lacey
Samuel J. Merksamer
Frederik W. Mohn
Jeremy D. Thigpen

Director Nomination Process

The Board of Directors has designated the Governance, Safety & Environment Committee as the committee authorized to consider and recommend candidates to the Board of Directors. The Board of Directors believes that all members of the Governance, Safety & Environment Committee meet the applicable NYSE independence requirements.

Our Corporate Governance Guidelines provide that the Governance, Safety & Environment Committee should periodically assess the needs of the Company and the Board of Directors, so as to recommend candidates who will advance our goals. In making that assessment, the Governance, Safety & Environment Committee has determined that a recommended candidate must have the following minimum qualifications:

- High professional and personal ethics and values
- A record of professional accomplishment in his/her chosen field
- Relevant expertise and experience
- A reputation, both personal and professional, consistent with our FIRST *Shared Values*

In addition to these minimum qualifications, the Governance, Safety & Environment Committee considers other qualities in candidates that may be desirable. In particular, the Board of Directors is committed to having a majority of independent directors and, accordingly, the Governance, Safety & Environment Committee evaluates the independence status of any potential director. The Governance, Safety & Environment Committee evaluates if a candidate enhances the Board of Directors’ overall diversity, strengthens its chemistry and collaborative spirit, and would contribute positively to the Board’s expertise across areas such as environmental, health, safety, industry, sustainability, information security, corporate and business development, investor relations, and finance. The Governance, Safety & Environment Committee also considers whether the candidate has professional or personal experiences and expertise relevant to our business (such as expertise in the industry and in critical health, safety, environmental and sustainability matters) and the Company’s position as the leading international provider of offshore drilling services.

The Governance, Safety & Environment Committee has several methods of identifying Board of Directors candidates. First, the Governance, Safety & Environment Committee considers and evaluates annually whether each candidate is qualified to be nominated for election to the Board of Directors. Second, the Governance, Safety & Environment Committee requests from time to time that its members and the other Board members identify possible candidates for any vacancies or potential vacancies. Third, the Governance, Safety & Environment Committee has the authority to retain one or more executive search firms to aid in its search for

AGENDA ITEM 5

potential Board of Directors candidates, interview those candidates, and research their backgrounds and qualifications.

The Governance, Safety & Environment Committee also considers candidates for director who are recommended by our shareholders. Recommendations may be submitted in writing, along with:

- The name of and contact information for the candidate;
- A statement detailing the candidate's qualifications and business and educational experience;
- Information regarding the qualifications and qualities described under "Director Nomination Process" above;
- A signed statement of the proposed candidate consenting to be named as a candidate and, if nominated and elected, to serve as a director;
- A signed irrevocable letter of resignation from the proposed candidate that, in accordance with our Corporate Governance Guidelines, would be effective upon and only in the event that (1) in an uncontested election, such candidate fails to receive more votes cast "FOR" than "AGAINST" his or her election and (2) the Board of Directors accepts the resignation;
- A statement that the writer is a shareholder and is proposing a candidate for consideration by the Governance, Safety & Environment Committee;
- A statement detailing any relationship between the candidate and any customer, supplier or competitor of ours;
- Financial and accounting experience of the candidate, to enable the Governance, Safety & Environment Committee to determine whether the candidate would be suitable for Audit Committee membership; and
- Detailed information about any relationship or understanding between the proposing shareholder and the candidate.

Shareholders may submit candidates to:



Transocean Ltd.
Attention: Corporate Secretary
Turmstrasse 30
6312 Steinhausen, Switzerland

Unsolicited recommendations must contain all of the information that would be required in a proxy statement soliciting proxies for the election of the candidate as a director. The extent to which the Governance, Safety & Environment Committee dedicates time and resources to the consideration and evaluation of any potential nominee brought to its attention depends on the information available to the Governance, Safety & Environment Committee about the qualifications and suitability of the individual, considering the needs of the Board of Directors, and is at the Governance, Safety & Environment Committee's discretion. The Governance, Safety & Environment Committee evaluates the desirability for incumbent directors to continue on the Board of Directors following the expiration of their respective terms, taking into account their contributions as Board members and the benefit that results from the increasing insight and experience developed over time. Although the Governance, Safety & Environment Committee will consider candidates for director recommended by shareholders, it may determine not to recommend those candidates to the Board of Directors, or the Board of Directors may decide not to nominate those candidates for election to the Board of Directors. Upon completion of their review of candidates, the Governance, Safety & Environment Committee provides their recommendations to the Board of Directors for consideration.

In addition to recommending director nominees to the Governance, Safety & Environment Committee, any shareholder may, in compliance with applicable requirements, nominate directors for election at annual general meetings of the shareholders. For more information on this topic, see “Other Matters.”

In connection with the Board of Directors’ periodic review of the merits, skills, qualifications, and professional experiences of its members, the Board of Directors also assesses the appropriateness of its capabilities and size to determine whether any changes are necessary.

The Board of Directors takes an expansive view of the diversity of its members, with the goal of having directors with the expertise in environmental, health, safety, industry, sustainability, information security, corporate and business development, investor relations and financial matters necessary to make them effective as directors of the Company and who reflect the international nature of our workforce, our customers and the cultures of the regions in which we operate. We are a multinational company and, as of March 4, 2026, have seven different nationalities represented in our director and executive officer group, and 68 in our global workforce. We have a presence in 21 countries worldwide.

The Board considers the diversity of candidates, assesses candidate backgrounds and skillsets to complement the existing expertise of the board, and evaluates which candidates will represent the best interests of the Company’s shareholders when recommending the slate of nominees to the shareholders.

As described above, in accordance with the majority vote provisions of our Corporate Governance Guidelines, the Board of Directors may nominate only those candidates for director who have submitted an irrevocable letter of resignation, which would be effective upon and only in the event that (1) such nominee fails to receive more votes cast “FOR” than “AGAINST” his or her election in an uncontested election and (2) the Board of Directors accepts the resignation. The Board of Directors will also request a statement from any person nominated as a director by anyone other than the Board of Directors as to whether that person will also submit an irrevocable letter of resignation upon the same terms as a person nominated by the Board of Directors. For purposes of our Corporate Governance Guidelines, an uncontested election occurs in an election of directors that does not constitute a contested election, and a contested election occurs when (i) the Secretary of the Company receives a notice that a shareholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for shareholder nominees for director set forth in our Articles of Association and (ii) such nomination has not been withdrawn by such shareholder on or prior to the day next preceding the date the Company first mails its notice of meeting for such meeting to the shareholders.

The Board of Directors has determined that, should each of the 2026 director nominees be elected, the Company will have an appropriate combination of leadership, experience and oversight at this time.

Board Leadership

The Board of Directors has chosen not to combine the positions of Chief Executive Officer and Chair of the Board of Directors. The Board of Directors believes that separating these positions allows our Chief Executive Officer to focus on day-to-day business of the Company, while our Chair of the Board of Directors leads the Board of Directors in providing strategic guidance to, and oversight of, management and the Company’s operations. The Board of Directors recognizes the time, effort, and energy that our Chief Executive Officer is required to devote to his position and the additional commitment the position of Chair of the Board of Directors requires. Mr. Adamson serves as President and Chief Executive Officer and a member of the Board of Directors. Mr. Thigpen serves as Executive Chair.

AGENDA ITEM 5

To enhance independent oversight, Mr. Deaton serves as Lead Independent Director. In this position, Mr. Deaton plays a critical role in Board oversight and governance by, among other things:

- presiding at all meetings of the Board of Directors at which the Executive Chair is not present, including executive sessions of independent directors;
- serving as the principal liaison between the Executive Chair and independent directors;
- having the authority to call meetings of the independent directors; and
- consulting with the Executive Chair on agendas for meetings of the Board of Directors and other matters pertinent to the Company and the Board of Directors.

The Board of Directors believes that this leadership structure is the appropriate leadership structure for us at this time and strikes the right balance between management continuity, strategic oversight, and independent Board leadership.

Executive Sessions

Our independent directors met in executive session without management at each of the regularly scheduled Board of Directors' meetings held in 2025. During 2026, the independent directors are again scheduled to meet in executive session at each regularly scheduled Board of Directors' meeting. The Lead Independent Director, Mr. Deaton, serves as the presiding director for executive sessions of the independent directors.

Director Attendance at Annual General Meeting

We expect all of our directors to attend the 2026 Annual General Meeting. All of our directors then serving on the Board of Directors attended the 2025 Annual General Meeting.

VOTING REQUIREMENT TO ELECT NOMINEES

The election of each nominee requires the affirmative vote of a plurality of the votes cast at the 2026 Annual General Meeting. The plurality requirement means that the nominee who receives the largest number of votes for a board seat is elected. Shareholders are entitled to one vote per share for each of the directors to be elected.

We have adopted a majority vote policy in the election of directors as part of our Corporate Governance Guidelines. This policy provides that the Board of Directors may nominate only those candidates for director who have submitted an irrevocable letter of resignation, which would be effective upon and only in the event that (1) such nominee fails to receive more votes cast "FOR" than "AGAINST" his or her election in an uncontested election and (2) the Board of Directors accepts the resignation. If a nominee who has submitted such a letter of resignation does not receive more votes cast for than against the nominee's election, the Governance, Safety & Environment Committee must promptly review the letter of resignation and recommend to the Board of Directors whether to accept the tendered resignation or reject it. The Board of Directors must then act on the Governance, Safety & Environment Committee's recommendation within 90 days following the certification of the shareholder vote. The Board of Directors must promptly disclose its decision regarding whether or not to accept the nominee's resignation letter in a Form 8-K filed with or furnished to the SEC or other broadly disseminated means of communication. Full details of this policy are set out in our Corporate Governance Guidelines, which are available on our website at www.deepwater.com by selecting the Governance page in the Investors section dropdown.

The Board of Directors has received from each nominee for election as a director at the 2026 Annual General Meeting listed below an executed irrevocable letter of resignation consistent with these guidelines described above.

The information regarding the nominees presented below is as of March 4, 2026.

NOMINEES FOR DIRECTOR



**PRESIDENT AND
CEO,
TRANSOCEAN
LTD.**

**IRISH AND U.S.
CITIZEN**

Age: 56

KEELAN I. ADAMSON | Director Since 2025

CAREER HIGHLIGHTS

Keelan I. Adamson is President and Chief Executive Officer of Transocean Ltd. He has served as a director since 2025. Before being named to his current position, Mr. Adamson served as President and Chief Operating Officer from March 2022 until April 2025, Executive Vice President and Chief Operations Officer from August 2018 to February 2022, as Senior Vice President, Operations from October 2017 to July 2018, and as Senior Vice President, Operations Integrity and HSE, from June 2015 to October 2017. Mr. Adamson has served in multiple executive positions with responsibilities spanning Engineering and Technical Services, Major Capital Projects, Human Resources, and as the Managing Director for the company's business in North America, Canada and Trinidad.

EDUCATION

Bachelor of Aeronautical Engineering, Queen's University Belfast (1991)
Advanced Management Program, Harvard Business School (2016)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Adamson continue to serve on the Board of Directors due to his experience and expertise in:

- Oil & Gas (Including Oilfield Services)
- Operations & Technical Management
- Project Management
- Business Development
- Human Capital Management
- Safety and Environmental Management
- Multinational Company
- Public Company CEO

This experience assists the other members of the Board of Directors in considering strategic decisions for the Company.



GLYN A. BARKER | Director since 2012

CAREER HIGHLIGHTS

Glyn A. Barker served as Vice Chair–U.K. of PricewaterhouseCoopers LLP (PwC) from 2008 to 2011. He was also responsible for PwC's strategy and business development for the geographic areas of Europe, the Middle East, Africa and India. Mr. Barker joined PwC in 1975 and became an audit partner in 1987. He then established PwC's private equity-focused Transactions Services business and led it globally. He joined the Management Board of PwC in the UK as Head of the Assurance Practice in 2002. In 2006, he became U.K. Managing Partner and served in that role until 2008. Mr. Barker is the Chair of Irwin Mitchell Holdings Limited (since 2012) and serves as a director of Various Eateries plc (LON: VARE) (since 2020) and CI Financial Corp. (since 2025). Previously, Mr. Barker served as the Chair of Tappit Technologies (UK) Ltd. (from 2020 to 2023), as a director of Cornerstone FS plc (from 2021 to 2022), as a director of Quilter (in 2022), as a director of Berkeley Group Holdings plc (from 2012 to 2022), as a director (from 2014 to 2016) and the Chair (from 2015 to 2016) of Transocean Partners LLC, as a director of Aviva plc (from 2012 to 2019), and a director of Interserve plc (from 2016 to 2019). Mr. Barker was Deputy Chair of the English National Opera Company from 2009 to 2016.

**FORMER VICE
CHAIR – U.K.,
PWC LLP**

U.K. CITIZEN
Independent
Age: 72

COMMITTEES
Audit
Compensation

**OTHER CURRENT
PUBLIC COMPANY
BOARDS**

Various Eateries plc
(LON: VARE) (since
2020)

EDUCATION

Chartered Accountant
Bachelor of Science, Economics and Accounting, University of Bristol (1975)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Barker continue to serve on the Board of Directors due to his experience and expertise in:

- Accounting & Auditing
- Finance, Debt & Capital Markets
- Information Security & Cybersecurity
- Mergers & Acquisitions
- Multinational Company
- Public Company Governance
- Strategy



VANESSA C.L. CHANG | Director since 2012

CAREER HIGHLIGHTS

Vanessa C.L. Chang previously served as a director and shareholder of EL & EL Investments Ltd., a privately held real estate investment business, from 1998 to 2018, as the President and Chief Executive Officer of *ResolveItNow.com* from 2000 until 2002 and was the Senior Vice President of Secured Capital Corp in 1998. From 1986 until 1997, Ms. Chang was the West Coast partner in charge of Corporate Finance for KPMG Peat Marwick LLP. Ms. Chang is a director or trustee of 19 separate funds, members of the American Funds family and advised by the Capital Group. She is also a director or trustee of several fund of funds, portfolio series and fund solutions, referenced off other American Funds, all advised by Capital Group and its subsidiaries and members of the American Funds family. In addition, she is a director of the privately held Global Infrastructure Solutions, Inc. (since 2021). Previously, she served as a director of Edison International (NYSE: EIX) and its wholly owned subsidiary, Southern California Edison Company from 2007 to 2025; of Sykes Enterprises, Incorporated from 2016 to 2021; Forest Lawn Memorial Parks Association, a non-profit organization, from 2005 to 2020; and SCO America, Inc., a non-profit organization, from 2013 to 2019. Ms. Chang is a member of the American Institute of Certified Public Accountants, the California State Board of Accountancy, Women Corporate Directors and the National Association of Corporate Directors.

EDUCATION

Certified Public Accountant (inactive)
Bachelor of Arts, University of British Columbia (1973)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Ms. Chang continue to serve on the Board of Directors due to her experience and expertise in:

- Accounting & Auditing
- Finance, Debt & Capital Markets
- Human Capital Management
- Information Security & Cybersecurity
- Mergers & Acquisitions
- Multinational Company
- Public Company Governance
- Strategy
- Sustainability Risk, Reporting & Disclosures

**FORMER
DIRECTOR AND
SHAREHOLDER OF
EL & EL
INVESTMENTS
LTD.**

**CANADIAN AND
U.S. CITIZEN**

Independent

Age: 73

COMMITTEES

Audit

Compensation



FREDERICO F. CURADO | Director since 2013

CAREER HIGHLIGHTS

Frederico F. Curado served as the Chief Executive Officer of Ultrapar Participacoes S.A. from 2017 to 2021 and previously served as President and Chief Executive Officer of Embraer S.A. from 2007 to 2016. He joined Embraer in 1984 and served in a variety of management positions during his career, including Executive Vice President, Airline Market from 1998 to 2007 and Executive Vice President, Planning and Organizational Development from 1995 to 1998. Mr. Curado is a director of LATAM Airlines Group SA (BCS: LTM; NYSE: LTM) (since 2022) and a director of ABB Ltd. (SIX: ABBN) (since 2016). Mr. Curado was a director of Ultrapar from 2021 to 2022, a member of the Executive Board of the International Chamber of Commerce from 2013 to 2018, a director of lochpe-Maxion S.A. from 2015 to 2017, the President of the Brazilian Chapter of the Brazil-United States Business Council from 2011 to 2016, a member of Brazil's National Council for Industrial Development from 2011 to 2016, and had been a director of the Smithsonian National Air and Space Museum from 2014 to 2017.

**FORMER
PRESIDENT AND
CEO, EMBRAER
S.A.**

**BRAZILIAN AND
PORTUGUESE
CITIZEN**

Independent
Age: 64

COMMITTEES

Compensation
Governance,
Safety &
Environment

OTHER CURRENT PUBLIC COMPANY BOARDS

ABB Ltd. (SIX:
ABBN) (since 2016)
LATAM Airlines
Group SA (BCS:
LTM; NYSE: LTM)

EDUCATION

Executive Master's in Business Administration, University of São Paulo, Brazil (1997)

Bachelor of Science degree, Mechanical-Aeronautical Engineering, Instituto Tecnológico de Aeronáutica in Brazil (1983)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Curado continue to serve on the Board of Directors due to his experience and expertise in:

- Accounting & Auditing
- Finance, Debt & Capital Markets
- Human Capital Management
- Legal & Compliance
- Mergers & Acquisitions
- Multinational Company
- Oil & Gas (Including Oilfield Services)
- Operations & Engineering
- Public Company CEO
- Public Company Governance
- Safety & Environment
- Strategy
- Sustainability Risk, Reporting & Disclosures
- Technology, Research & Development



**FORMER
EXECUTIVE CHAIR
AND CEO, BAKER
HUGHES
INCORPORATED**

U.S. CITIZEN

Independent
Age 73

CHADWICK C. DEATON | Director since 2012

CAREER HIGHLIGHTS

Mr. Deaton served as Executive Chair of Baker Hughes Incorporated from 2012 to 2013, prior to which he served as Chair and Chief Executive Officer since 2004. He began his career with Schlumberger in 1976 and served in a variety of international capacities, including as Executive Vice President, Oilfield Services from 1998 to 1999 and as a Senior Advisor from 1999 until 2001. From 2002 until 2004, Mr. Deaton was the President, Chief Executive Officer and Director of Hanover Compressor Company. Mr. Deaton previously served as a director of Marathon Oil Corporation from 2014 to 2024, a director of Air Products and Chemicals, Inc. from 2010 to 2022 and Carbo Ceramics Inc. from 2004 to 2009 and from 2013 to 2020. He is a member of the Society of Petroleum Engineers (since 1980) and has served on its Industrial Advisory Council. He is also a director of the University of Wyoming Foundation, UCross Foundation, a non-profit research and development lab for the arts, and of the Houston Achievement Place. Mr. Deaton served as co-chair of the Wyoming Governor's Task Force for the buildout of the University of Wyoming's Engineering and Applied Sciences Center. He was a member of the National Petroleum Council (from 2007 to 2013).

EDUCATION

Bachelor of Science degree, Geology, University of Wyoming (1976)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Deaton continue to serve on the Board of Directors continue to serve as Lead Independent Director due to his experience and expertise in:

- Finance, Debt & Capital Markets
- Human Capital Management
- Legal & Compliance
- Mergers & Acquisitions
- Multinational Company
- Oil & Gas (Including Oilfield Services)
- Operations & Engineering
- Public Company CEO
- Public Company Governance
- Safety & Environment
- Strategy
- Technology, Research & Development



DOMENIC J. “NICK” DELL’OSSO, JR. | Director since 2023

CAREER HIGHLIGHTS

Mr. Dell’Osso served as President and Chief Executive Officer of Expand Energy Corporation (NASDAQ: EXE) (formerly Chesapeake Energy Corporation) from 2021 to 2025. He previously served as Chesapeake’s Executive Vice President and Chief Financial Officer from 2010 until 2021. Prior to that time, he served as Vice President – Finance and Chief Financial Officer of Chesapeake’s wholly owned midstream subsidiary, Chesapeake Midstream Development, L.P. from 2008 to 2010. Before joining Chesapeake, Mr. Dell’Osso was an energy investment banker with Jefferies & Co. from 2006 to 2008 and Banc of America Securities from 2004 to 2006.

**FORMER
PRESIDENT AND
CEO, EXPAND
ENERGY
CORPORATION**

EDUCATION

Master of Business Administration, Finance, University of Texas at Austin (2003)
Bachelor’s degree, Economics, Boston College (1998)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Dell’Osso continue to serve on the Board of Directors due to his experience and expertise in:

- Accounting & Auditing
- Finance, Debt & Capital Markets
- Human Capital Management
- Legal & Compliance
- Mergers & Acquisitions
- Oil & Gas (Including Oilfield Services)
- Public Company CEO
- Public Company Governance
- Safety & Environment
- Strategy
- Sustainability Risk, Reporting & Disclosures

U.S. CITIZEN
Independent
Age 49

COMMITTEES
Finance
Governance,
Safety &
Environment



VINCENT J. INTRIERI | Director since 2014

CAREER HIGHLIGHTS

Mr. Intrieri is the Founder and Chief Executive Officer of VDA Capital Management LLC, a private investment fund founded in 2017. Mr. Intrieri was previously employed by Carl C. Icahn-related entities in various investment-related capacities from 1998 to 2016. From 2008 to 2016, Mr. Intrieri served as Senior Managing Director of Icahn Capital LP, the entity through which Carl C. Icahn manages private investment funds. In addition, from 2004 to 2016, Mr. Intrieri was a Senior Managing Director of Icahn Onshore LP, the general partner of Icahn Partners LP, and Icahn Offshore LP, the general partner of Icahn Partners Master Fund LP, entities through which Mr. Icahn invests in securities. Mr. Intrieri is a director of Hertz Global Holdings, Inc. (NASDAQ: HTZ) (since 2014) and Chairman of the of the Board of Directors for SandRidge Energy, Inc. (NYSE: SD) (director since 2024). Mr. Intrieri previously served as a director of International Flavors & Fragrances Inc. (NYSE: IFF) in 2025, of Navistar International Corporation from 2012 until 2021, Energen Corporation from March 2018 until November 2018, Conduent Incorporated from 2017 to 2018, Chesapeake Energy Corporation from 2012 to 2016, CVR Refining, GP, LLC, the general partner of CVR Refining, LP, from 2012 to 2014, Ferrous Resources Limited from 2015 to 2016, Forest Laboratories Inc. from 2013 to 2014, CVR Energy, Inc. from 2012 to 2014, Federal-Mogul Holdings Corporation from 2007 to 2013, Icahn Enterprises L.P. from 2006 to 2012, and was Senior Vice President of Icahn Enterprises L.P. from 2011 to 2012. Mr. Intrieri was also a director of Dynegy Inc. from 2011 to 2012, and Chair and a director of PSC Metals Inc. from 2007 to 2012. He served as a director of Motorola Solutions, Inc. from 2011 to 2012, XO Holdings from 2006 to 2011, National Energy Group, Inc. from 2006 to 2011, American Railcar Industries, Inc. from 2005 to 2011, WestPoint Home LLC from 2005 to 2011, and as Chair and a director of Viskase Companies, Inc. from 2003 to 2011. Ferrous Resources Limited, CVR Refining, CVR Energy, American Railcar Industries, Federal-Mogul, Icahn Enterprises, XO Holdings, National Energy Group, WestPoint Home, Viskase Companies and PSC Metals each are or previously were indirectly controlled by Carl C. Icahn. Mr. Icahn also has or previously had a noncontrolling interest in Dynegy, Hertz, Forest Laboratories, Navistar, Chesapeake Energy, Motorola Solutions and Transocean through the ownership of securities.

EDUCATION

Certified Public Accountant (inactive)

Bachelor of Science degree, with Distinction, Accounting, The Pennsylvania State University (Erie Campus) (1984)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Intrieri continue to serve on the Board of Directors due to his experience and expertise in:

- Accounting & Auditing
- Finance, Debt & Capital Markets
- Human Capital Management
- Mergers & Acquisitions
- Multinational Company
- Oil & Gas (Including Oilfield Services)
- Public Company Governance
- Safety & Environment
- Strategy
- Technology, Research & Development

**FOUNDER AND
CEO, VDA CAPITAL
MANAGEMENT LLC**

U.S. CITIZEN

Independent
Age 69

COMMITTEES

Finance

OTHER CURRENT PUBLIC COMPANY BOARDS

Hertz Global
Holdings, Inc.
(NASDAQ: HTZ)
(since 2014)
SandRidge Energy,
Inc. (NYSE:
SD) (since 2024)



**EXECUTIVE VICE
PRESIDENT AND
CFO, WOODWARD,
INC.**

U.S. CITIZEN
Independent
Age 56

COMMITTEES
Audit

WILLIAM F. "BILL" LACEY | Director Since 2025

CAREER HIGHLIGHTS

Mr. Lacey is Executive Vice President and Chief Financial Officer of Woodward, Inc. since May 2023. Mr. Lacey previously served as Vice President of Finance, Books and Kindle Content at Amazon, Inc. from 2022 to 2023. Prior to joining Amazon, Mr. Lacey was President and Chief Executive Officer of GE Lighting, a division of Savant Systems, Inc. ("Savant") from 2020 to 2022, and President and Chief Executive Officer of GE Lighting at General Electric Company ("GE") from 2016 to 2020 when GE Lighting was acquired by Savant. During nearly three decades with GE, Mr. Lacey also served as President and Chief Financial Officer of GE Home & Business Solution Lighting from 2011 to 2016, Chief Financial Officer of GE Healthcare Medical Diagnostic from 2007 to 2011, and as Chief Financial Officer of GE Wind Energy from 2002 to 2005. Mr. Lacey served as a director of Parker-Hannifin Corporation from 2021 to 2023.

EDUCATION

Bachelor's degree, Accounting and Business Management, Florida Agricultural and Mechanical University (1992)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Lacey continue to serve on the Board of Directors due to his experience and expertise in:

- Accounting & Auditing
- Finance, Debt & Capital Markets
- Human Capital Management
- Mergers & Acquisitions
- Multinational Company
- Public Company Governance
- Strategy
- Technology, Research & Development



SAMUEL J. MERKSAMER | Director since 2013

CAREER HIGHLIGHTS

Mr. Merksamer is Executive Director at Mubadala Capital (since 2024). He previously was a Partner at One Investment Management from 2022 to 2024. Prior to then, Mr. Merksamer was a Partner at SoftBank Investment Advisers and a Managing Director at SB Management, an affiliate of SoftBank from 2019 to 2022. From 2017 to 2019, he was a co-founder of Caligan Partners, L.P., an investment firm. Mr. Merksamer was a Managing Director of Icahn Capital LP, a subsidiary of Icahn Enterprises L.P., from 2008 to 2016. From 2003 until 2008, he was an analyst at Airlie Opportunity Capital Management. Mr. Merksamer has served as a director of CI Financial Corp. since 2025. Previously, Mr. Merksamer served as a director of Autostore Holdings Ltd. and EQRx, LLC each from 2021 to 2024, a director of American International Group, Inc. from 2016 to 2018, Hertz Global Holdings, Inc. from 2014 to 2017, Navistar International Corporation from 2012 to 2017, Cheniere Energy Inc. from 2015 to 2017, Transocean Partners from 2014 to 2016, Hologic Inc. from 2013 to 2016, Talisman Energy Inc. from 2013 to 2015, Ferrous Resources Limited from 2012 to 2016, CVR Refining, GP, LLC, the general partner of CVR Refining, LP, from 2012 to 2014, CVR Energy, Inc. from 2012 to 2014, American Railcar Industries, Inc. from 2011 to 2013, Dynegy Inc. from 2011 to 2012, Viskase Companies, Inc. from 2010 to 2013, Federal-Mogul Holdings Corporation from 2010 to 2014, and PSC Metals Inc. from 2009 to 2012. Ferrous Resources Limited, CVR Refining, CVR Energy, American Railcar Industries, Federal-Mogul, Viskase Companies and PSC Metals are each indirectly controlled by Carl C. Icahn. Mr. Icahn also has or previously had a noncontrolling interest in Dynegy, Hologic, Talisman Energy, Navistar, Hertz, Cheniere Energy, Transocean Ltd., Transocean Partners and American International Group, Inc. through the ownership of securities.

**EXECUTIVE
DIRECTOR,
MUBADALA
CAPITAL**

U.S. CITIZEN
Independent
Age 45

COMMITTEES
Audit
Finance

EDUCATION

A.B. degree, Economics, Cornell University (2002)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Merksamer continue to serve on the Board of Directors due to his experience and expertise in:

- Accounting & Auditing
- Finance, Debt & Capital Markets
- Mergers & Acquisitions
- Multinational Company
- Public Company Governance
- Strategy



FREDERIK W. MOHN | Director since 2018

CAREER HIGHLIGHTS

Mr. Mohn has served as a director of the Company since 2018 when Transocean acquired Songa Offshore SE (“Songa”). Previously, Mr. Mohn served as a director of Songa from 2013 to 2014, and as Chair of the Songa board of directors from 2014 to 2018. Mr. Mohn is the sole owner and managing director of Perestroika AS, a Norwegian investment company with investments in oil and gas, shipping, infrastructure, real estate development and financial services. Mr. Mohn currently serves as the Chair of the Board of EMGS ASA (OSE: EMGS) (since 2021). He also currently serves on the board of directors of the following private companies: Viken Crude AS, Fornebu Sentrum Holding AS, and Fornebu Sentrum Utvikling AS. Mr. Mohn previously served as a director of Dof ASA, a Norwegian shipping company, from August 2017 to October 2019 and as a director of Fjord 1, a Norwegian transport company from August 2017 to December 2019. From 2011 to 2013, Mr. Mohn served as managing director of the worldwide family business Frank Mohn AS, a supplier of pumping systems to the oil and gas industry.

EDUCATION

Bachelor of Science degree, Royal Holloway, University of London (2001)

KEY QUALIFICATIONS AND EXPERTISE

Mr. Mohn served as the Chair of the Board of Songa prior to Transocean’s acquisition of that company in 2018. The Board of Directors recommends that Mr. Mohn continue to serve on the Board of Directors due to his experience and expertise in:

- Accounting & Auditing
- Finance, Debt & Capital Markets
- Mergers & Acquisitions
- Multinational Company
- Oil & Gas (Including Oilfield Services)
- Public Company Governance
- Safety & Environment
- Strategy

**OWNER AND
MANAGING
DIRECTOR,
PERESTROIKA AS;
FORMER
DIRECTOR AND
CHAIR, SONGA**

**NORWEGIAN
CITIZEN**

Independent
Age 49

COMMITTEES

Finance
Governance,
Safety &
Environment

OTHER CURRENT PUBLIC COMPANY BOARDS

EMGS ASA (OSE:
EMGS) (since 2021)



**EXECUTIVE CHAIR,
TRANSOCEAN
LTD.**

U.S. CITIZEN

Age 51

JEREMY D. THIGPEN | Director since 2015

CAREER HIGHLIGHTS

Mr. Thigpen is the Executive Chair, former Chief Executive Officer, a director of the Company since 2015, and served as President until February 2022. Mr. Thigpen served as Senior Vice President and Chief Financial Officer at National Oilwell Varco, Inc. ("NOV") from 2012 to 2015. During his tenure at NOV, Mr. Thigpen spent five years from 2007 to 2012 as the company's President of Downhole and Pumping Solutions business, and four years from 2003 to 2007 as President of its Downhole Tools group. He also served in various management and business development capacities, including Director of Business Development and Special Assistant to NOV's Chair of the Board.

Mr. Thigpen serves as a member of the Board of Trustees at Rice University (since 2022). He previously served as a director of Sunnova International Inc. (NYSE: NOVA) from 2024 to 2025 and as Chair of the International Association of Drilling Contractors in 2022.

Upon election as Chair of the Board of Directors, Mr. Thigpen will continue to serve as Chair of the Board of Directors.

EDUCATION

Program for Management Development, Harvard Business School (2001)

Bachelor of Arts degree, Economics and Managerial Studies, Rice University (1997)

KEY QUALIFICATIONS AND EXPERTISE

The Board of Directors recommends that Mr. Thigpen continue to serve on the Board of Directors and continue to serve as Chair of the Board of Directors due to his experience and expertise in:

- Finance, Debt & Capital Markets
- Human Capital Management
- Multinational Company
- Oil & Gas (Including Oilfield Services)
- Operations & Engineering
- Public Company CEO
- Safety & Environment
- Technology, Research & Development

This experience assists the other members of the Board of Directors in considering strategic decisions for the Company.

RECOMMENDATION

The Board of Directors recommends you vote **FOR** the election of these candidates as directors.

SKILLS AND EXPERIENCE MATRIX FOR DIRECTOR NOMINEES

Below is a summary of certain skills and experience of our director nominees that are relevant to our business. In addition to the skills and experience referenced below, each of our director nominees has relevant business or professional experience and skills in *Mergers and Acquisitions*, *Public Company Governance* and *Strategy*.

BUSINESS OR PROFESSIONAL EXPERIENCE AND SKILLS	Keelan I. Adamson	Glyn A. Barker	Vanessa C.L. Chang	Frederico F. Curado	Chadwick C. Deaton	Domenic J. "Nick" Dell'Oso, Jr.	Vincent J. Intrieri	William F. "Bill" Lacey	Samuel J. Merksamer	Frederik W. Mohn	Jeremy D. Thigpen	OUT OF 11
 Finance, Debt & Capital Markets		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10
 Multinational Company	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓	10
 Accounting & Auditing		✓	✓	✓		✓	✓	✓	✓	✓		8
 Safety & Environment	✓			✓	✓	✓	✓			✓	✓	7
 Human Capital Management	✓		✓	✓	✓	✓	✓	✓			✓	8
 Oil & Gas (Including Oilfield Services)	✓			✓	✓	✓	✓			✓	✓	7
 Technology, Research & Development	✓			✓	✓		✓	✓			✓	6
 Sustainability Risk, Reporting & Disclosures			✓	✓		✓						3
 Operations & Engineering	✓			✓	✓						✓	4
 Public Company CEO	✓			✓	✓	✓					✓	5
 Information Security & Cybersecurity		✓	✓									2
 Legal & Compliance				✓	✓	✓						3

Backgrounds and Attributes of Our Director Nominees

All members of our Board of Directors are highly qualified with proven records of excellence and success. In addition to their credentials and experience, we value the thought leadership and varied perspectives that a diverse board brings to our business execution. Of our 11 director nominees, one is a woman, two are ethnically diverse, five have non-U.S. citizenship, and nine meet NYSE independence standards.

AGENDA ITEM 6

Election of the Chair of the Board of Directors for a Term Extending Until Completion of the Next Annual General Meeting

NOMINATION OF THE BOARD OF DIRECTORS

Pursuant to the Swiss Code and our Articles of Association, the authority to elect the Chair of the Board of Directors is vested with the general meeting of shareholders. The term of office of the Chair of the Board of Directors is the same as the other directors' terms and extends until completion of the next annual general meeting. The Chair elected at the 2026 Annual General Meeting will have the powers and duties as provided for in our Articles of Association and organizational regulations.

Upon the recommendation of the Governance, Safety & Environment Committee, the Board of Directors nominates Jeremy D. Thigpen for election by shareholders as the Chair of the Board of Directors. Mr. Thigpen is the Executive Chair of Transocean and has served on the Board since 2015; previously, he served as Chief Executive Officer of the Company from 2015 to 2025. Mr. Thigpen's biographical information may be found above under Agenda Item 5.

For more information about the Company's leadership transition, see "Nominees to the Board of Directors."

RECOMMENDATION

The Board of Directors recommends a vote **FOR** the election of the nominee for the Chair of the Board of Directors.

AGENDA ITEM 7

Election of the Members of the Compensation Committee, Each for a Term Extending Until Completion of the Next Annual General Meeting

NOMINATIONS OF THE BOARD OF DIRECTORS

Pursuant to the Swiss Code and our Articles of Association, the authority to elect the members of the Compensation Committee of the Board of Directors is vested with the general meeting of shareholders. The term of office of the members of the Compensation Committee is the same as the other directors' term and extends until completion of the next annual general meeting.

Upon the recommendation of the Governance, Safety & Environment Committee, the Board of Directors has nominated for election by the shareholders at the 2026 Annual General Meeting

Glyn A. Barker
Vanessa C.L. Chang
Frederico F. Curado

as members of the Compensation Committee of the Board of Directors. Biographical information regarding the nominees may be found above under Agenda Item 5.

RECOMMENDATION

The Board of Directors recommends a vote **FOR** the election of the nominees of the Compensation Committee of the Board of Directors.

AGENDA ITEM 8

Reelection of the Independent Proxy for a Term Extending Until Completion of the Next Annual General Meeting

Pursuant to the Swiss Code and our Articles of Association, the authority to elect the independent proxy is vested with the general meeting of shareholders. The independent proxy elected at the 2026 Annual General Meeting will serve as independent proxy at the 2027 Annual General Meeting and at any extraordinary general meeting of shareholders of the Company that may be held prior to the 2027 Annual General Meeting.

The Board of Directors has nominated for election as independent proxy Schweiger Advokatur/Notariat, Dammstrasse 19, 6300 Zug, Switzerland. Schweiger Advokatur/Notariat was elected at the 2025 Annual General Meeting to serve as independent proxy at the 2026 Annual General Meeting and any extraordinary general meeting of shareholders of the Company held prior to the 2026 Annual General Meeting. Schweiger Advokatur/Notariat confirmed to the Company that it possesses the required independence to fulfill its responsibilities.

RECOMMENDATION

The Board of Directors recommends a vote **FOR** this Agenda Item 8.

AGENDA ITEM 9

Ratification of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2026 and Reelection of Ernst & Young Ltd, Zurich, as the Company's Auditor for a Further One-Year Term

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that Ernst & Young LLP be ratified as Transocean Ltd.'s independent registered public accounting firm for the fiscal year 2026 and that Ernst & Young Ltd, Zurich, be elected as Transocean Ltd.'s auditor pursuant to the Swiss Code for a further one-year term, commencing on the day of election at the 2026 Annual General Meeting and terminating on the day of the 2027 Annual General Meeting.

Representatives of Ernst & Young Ltd will participate in the 2026 Annual General Meeting, will have the opportunity to make a statement and will be available to respond to questions you may ask. Please submit any questions you may have to the Corporate Secretary prior to the 2026 Annual General Meeting. Information regarding the fees paid by the Company to Ernst & Young appears below.

RECOMMENDATION

The Board of Directors recommends a vote **FOR** this Agenda Item 9.

ERNST & YOUNG FEES

Audit fees for Ernst & Young LLP and its affiliates for each of the fiscal years 2025 and 2024 and audit-related fees, tax fees and total of all other fees for services rendered in 2025 and 2024 are as follows:

	AUDIT FEES ⁽¹⁾ U.S. \$	AUDIT-RELATED FEES ⁽²⁾ U.S. \$	TAX FEES U.S. \$	TOTAL OF ALL OTHER FEES ⁽³⁾ U.S. \$
Fiscal year 2025	5,619,578	215,762	500	2,132
Fiscal year 2024	6,382,607	230,937	29,804	2,132

(1) The audit fees include those associated with our annual audit, reviews of our quarterly reports on Form 10-Q, statutory audits of our subsidiaries, services associated with documents filed with the SEC and audit consultations.

(2) The audit-related fees include services in connection with accounting consultations related to matters affecting future audit periods, employee benefit plan audits and permitted non-audit services related to financial reporting.

(3) All other fees were for other publications and subscription services.

AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES

The Audit Committee pre-approves all audit, audit-related and permitted non-audit services (including the fees and terms thereof) to be performed by our independent registered public accounting firm and its affiliates. The Audit Committee has considered whether the provision of services rendered in 2025, other than the audit of our financial statements and reviews of quarterly financial statements, was compatible with maintaining the

independence of Ernst & Young LLP and determined that the provision of such services was compatible with maintaining such independence.

The Audit Committee has adopted policies and procedures for providing advance approval of services for such audit, audit-related and permitted non-audit services performed by the independent registered public accounting firm and its affiliates. These services require advance approval by the Audit Committee of all such work; provided that the Audit Committee may form subcommittees consisting of one or more members and delegate authority to such subcommittee to grant advance approvals of such work, so long as such advance approvals are presented to the full Audit Committee at its next scheduled meeting. The Audit Committee must provide advance approval for a service before the independent registered public accounting firm or its affiliate begins to perform the service. The Audit Committee has given advance approval for specified audit, audit-related, tax and other services for 2026. Requests for services that receive this advance approval are also subject to engagement fee pre-approval procedures, budget restrictions, as well as other internal controls.

AGENDA ITEM 10

Advisory Vote to Approve Named Executive Officer Compensation for Fiscal Year 2026

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors recommends that you vote for the approval of the compensation of the Named Executive Officers as described in this proxy statement.

Accordingly, you may vote on the following resolution:

RESOLVED, that the compensation of the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables, and the narrative disclosure in the proxy statement for the Company's 2026 Annual General Meeting is hereby APPROVED.

EXPLANATION

As required by Section 14A of the Exchange Act, the Company is providing its shareholders the opportunity to vote on an advisory basis to approve the compensation of the Company's Named Executive Officers.

At the Company's 2023 Annual General Meeting, the Company's shareholders supported the Board of Directors' recommendation to hold an advisory vote on executive compensation every year for the Company's Named Executive Officers. As a result, the Board of Directors determined that the Company will hold an advisory vote on executive compensation once every year until the 2029 Annual General Meeting, which, in accordance with applicable law, is the next required vote on the frequency of shareholder votes on the compensation of Named Executive Officers of the Company.

Our compensation program for our Named Executive Officers is designed to reward performance that creates long-term value for the Company's shareholders through the following features, which are discussed in more detail in our Compensation Discussion and Analysis:

- Annual cash bonuses based on performance as measured against pre-determined performance goals;
- A compensation mix weighted toward long-term incentives to allow our Named Executive Officers to participate in the long-term growth and profitability of the Company;
- Long-term incentives include performance units that vest based upon the Company's total shareholder return compared to the companies in our performance peer groups and Free Cash Flow generation;
- Median pay positioning for target performance, above median pay for above target performance, and below median pay for below target performance;
- A share ownership policy that requires our executive officers to build and maintain an appropriate equity stake in the Company to further align our executive officers' interests with the long-term interests of our shareholders;
- Hedging and pledging policies that prohibit any of our executive officers from hedging or pledging our shares or holding derivative instruments tied to our shares, other than derivative instruments issued by us; and
- The Executive Officer Incentive-Based Compensation Recoupment Policy, a clawback policy in accordance with SEC and NYSE requirements, providing for the recovery of certain erroneously awarded incentive-based compensation (cash and equity) received by current and former executive officers in the case of an accounting restatement.

The vote on this proposal is advisory and therefore not binding on the Company, the Compensation Committee or the Board of Directors. The Board of Directors and the Compensation Committee value the opinions of our shareholders. Following the 2026 Annual General Meeting, we will consider our shareholders' feedback and the Compensation Committee will evaluate whether any actions are necessary to address it.

RECOMMENDATION

The Board of Directors recommends that you vote **FOR** approval of the compensation of the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables, and the narrative disclosure in this proxy statement.

AGENDA ITEM 11

Prospective Vote on the Maximum Compensation of (A) the Board of Directors and (B) the Executive Management Team

11A Ratification of the Maximum Aggregate Amount of Compensation of the Board of Directors for the Period Between the 2026 Annual General Meeting and the 2027 Annual General Meeting

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the shareholders ratify an amount of \$4,121,000 as the maximum aggregate amount of compensation of the Board of Directors for the period between the 2026 Annual General Meeting and the 2027 Annual General Meeting.

EXPLANATION

As required by our Articles of Association and the Swiss Code, the shareholders are provided the opportunity to vote on the maximum aggregate amount of compensation that can be paid or granted to the members of the Board of Directors who are not employees for the period between the 2026 Annual General Meeting and the 2027 Annual General Meeting (the “2026/2027 Term”). The shareholder vote is binding.

DIRECTORS’ COMPENSATION PRINCIPLES

The general principles of the compensation for our Board of Directors are described in Article 29b of our Articles of Association.

We use a combination of cash and equity compensation to attract and retain qualified candidates to serve on our Board of Directors. Our directors’ compensation consists of:

- cash retainers and
- grants of restricted share units

Set forth below is an overview of the non-employee director compensation elements for the term of office between the 2024 Annual General Meeting and the 2025 Annual General Meeting (the “2024/2025 Term”), and the term of office between the 2025 Annual General Meeting and the 2026 Annual General Meeting (the “2025/2026 Term”). Additionally, the compensation elements currently contemplated for the 2026/2027 Term are also provided:

	TERM OF OFFICE		
	2024/2025 Term (U.S. \$)	2025/2026 Term (U.S. \$)	2026/2027 Term (U.S. \$)
CASH RETAINERS			
Non-Employee Chair	215,000	N/A	N/A
Non-Employee Directors (other than the Chair)	100,000	100,000	100,000
Additional Annual Retainer for Lead Independent Director & Committee Chair:			
Lead Independent Director	N/A	40,000	40,000
Audit Committee	35,000	35,000	35,000
Compensation Committee	20,000	20,000	20,000
Finance Committee and Governance, Safety & Environment Committee	10,000	10,000	10,000
TARGET VALUE OF RESTRICTED SHARE UNITS			
Non-Employee Chair	215,000	N/A	N/A
Non-Employee Directors (other than the Chair)	210,000	210,000	210,000

A more detailed description of the compensation principles currently in effect for our Board of Directors can be found under “Board Meetings and Committees—Director Compensation Strategy.” The actual amounts paid to each member of the Board of Directors for fiscal year 2025 are disclosed under “2025 Director Compensation” and in our Swiss Compensation Report under the caption “Board of Directors’ Compensation.”

At the 2025 Annual General Meeting, our shareholders voted to elect Jeremy D. Thigpen as Chair of the Board of Directors for the 2025/2026 Term. Mr. Thigpen is an employee and serves as Executive Chair. As such, his compensation while employed by the Company is included in the Maximum Aggregate Amount for members of the Executive Management Team.

The position of Lead Independent Director and its associated compensation were added for the 2025/2026 Term.

PROPOSAL FOR RATIFICATION OF MAXIMUM AGGREGATE AMOUNT

The Board of Directors proposes that the shareholders ratify an amount of \$4,121,000 as the maximum aggregate amount of compensation that the Company may pay to the Board of Directors for the 2026/2027 Term.

The proposed aggregate maximum amount has been calculated based on the directors’ compensation elements as outlined above and represents no change from the maximum aggregate amount of compensation for the prior ten terms since the Swiss compensation regulations were first implemented for the 2015/2016 Term; all of which were approved by shareholders.

The total compensation paid to the Board of Directors for the 2025/2026 Term was \$2,900,579, which is below the \$4,121,000 previously approved by shareholders at the 2025 Annual General Meeting.

RECOMMENDATION

The Board of Directors recommends that you vote
FOR this Agenda Item 11A.

11B Ratification of the Maximum Aggregate Amount of Compensation of the Executive Management Team for Fiscal Year 2027

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the shareholders ratify an amount of \$26,000,000 as the maximum aggregate amount of compensation of the Executive Management Team for fiscal year 2027.

EXPLANATION

As required by our Articles of Association and the Swiss Code, our shareholders are provided the opportunity to vote on the maximum aggregate amount of compensation that can be paid or granted to the members of the Executive Management Team for fiscal year 2027. The shareholder vote is binding.

EXECUTIVE MANAGEMENT TEAM COMPOSITION

Our Executive Management Team for fiscal year 2027 is expected to be comprised of our Executive Chair, our Chief Executive Officer, and our Chief Financial Officer. Each of our Executive Management Team members serves an integral role as an executive officer in making significant strategic and operational decisions.

EXECUTIVE MANAGEMENT TEAM COMPENSATION PRINCIPLES

The general principles of the compensation for the Executive Management Team are described in Article 29b of our Articles of Association.

We use a combination of cash and equity compensation to attract, motivate and retain leaders from the global executive talent market within and outside our highly competitive industry and to achieve our objective of pay and performance alignment by delivering the vast majority of our Executive Management Team's compensation opportunity as performance-based, 'at-risk' compensation. Our Executive Management Team's compensation consists of:

- base salary,
- annual performance bonus,
- long-term incentives, which may be comprised of grants of restricted share units, performance units, performance cash and stock options, and
- other compensation, including Company contributions to savings plans, pension plans, and life insurance premiums.

For a detailed description of our compensation principles currently in effect for the Executive Management Team (and our other Named Executive Officers who are not members of the Executive Management Team), please refer to the section of this proxy statement under the caption: "Compensation Discussion and Analysis." We recommend that our shareholders read our Articles of Association and the Compensation Discussion and Analysis to understand our Executive Management Team compensation principles and process when considering this proposal. The actual amounts paid to each member of the Executive Management Team for fiscal years 2023-2025 are disclosed in this proxy statement under the caption: "Executive Compensation—Summary Compensation Table," and for fiscal years 2024 and 2025 in our Swiss Compensation Report under the caption: "Executive Management Team Compensation."

In addition to this binding vote on maximum Executive Management Team compensation, shareholders have had the opportunity since 2011 under U.S. law, subject to an advisory vote by shareholders and a determination by the Board of Directors as to the frequency of such opportunity, to cast a retrospective advisory vote to

approve the compensation paid to our Named Executive Officers (including our Executive Management Team members) for the fiscal year preceding the annual general meeting. Our shareholders have consistently expressed their support for the Company's executive compensation principles, and for the prior ten years, the shareholder approval levels have been 88% or higher, with eight of those years exceeding 95%. Our shareholders are again provided the opportunity to cast a retrospective advisory vote to approve the compensation paid to our Named Executive Officers (including our Executive Management Team members) for fiscal year 2025, as is explained in detail in Agenda Item 11.

The proposed maximum aggregate amount of compensation for the Executive Management Team for fiscal year 2027 is derived substantially from the Company's executive compensation program receiving strong historical shareholder support as noted above. Consistent with the Company's historical practice in setting executive compensation, as reflected in the Compensation Discussion and Analysis, we do not anticipate that the aggregate amount actually paid to our Executive Management Team members for fiscal year 2027 will be at the proposed maximum aggregate amount.

PROPOSAL FOR RATIFICATION OF MAXIMUM AGGREGATE AMOUNT

The Board of Directors proposes that the shareholders ratify an amount of \$26,000,000, excluding employer-paid social taxes, as the maximum aggregate amount of compensation of the Executive Management Team for fiscal year 2027. This amount is the maximum amount that the Company can pay or grant to its members of the Executive Management Team for fiscal year 2027, subject to the authority of the Board of Directors to grant or pay a "supplementary amount" pursuant to Article 29c of our Articles of Association without additional shareholder ratification to persons who newly assume an Executive Management Team function after the prospective vote at the 2026 Annual General Meeting. For more information, see "Compensation Discussion and Analysis."

The proposed maximum aggregate amount of compensation for fiscal year 2027 is based on our estimated compensation levels and represents no change from the maximum aggregate amount of compensation for fiscal year 2026, which was approved by shareholders at last year's annual general meeting.

Shareholder approval is based on the maximum aggregate amounts that could be payable in accordance with our compensation principles as set out in the Compensation Discussion and Analysis. Therefore, actual aggregate amounts paid to our Executive Management Team members for fiscal year 2027 will fall within the range that may be payable. Although historical compensation paid to our Executive Management Team, as disclosed in the Swiss Compensation Report, has been less (2025: \$21,471,476) than the maximum amount payable (2025: \$26,000,000), we request our shareholders approve the proposed maximum aggregate amount in order to comply with our Articles of Association and to ensure that the authorized compensation is set at a level that allows us to honor the compensation obligations under our compensation program and plans if the Executive Management Team or its individual members deliver superior performance and achieve all of the performance objectives at maximum performance level.

Actual compensation paid to the Executive Management Team in 2027 will be disclosed in the proxy statement for our 2028 Annual General Meeting and the Swiss Compensation Report for fiscal year 2027.

RECOMMENDATION

The Board of Directors recommends that you vote
FOR this Agenda Item 11B.

CORPORATE GOVERNANCE

WE ARE COMMITTED TO UPHOLDING HIGH STANDARDS OF CORPORATE GOVERNANCE AND BUSINESS CONDUCT AND BELIEVE THAT OUR ACTIONS HAVE REFLECTED OUR LONG-STANDING ADHERENCE TO THOSE HIGH STANDARDS.

- We periodically review and, as necessary, update our Corporate Governance Guidelines and our Code of Integrity.
- We conduct online mandatory training for our employees and officers on our Code of Integrity and other relevant ethics and compliance topics.
- We also require all of our officers and managerial and supervisory employees to certify compliance with our Code of Integrity each year and to proactively report any non-compliance they may discover.
- Management and the Board of Directors solicit and are responsive to shareholder feedback that informs our governance practices.

The Governance, Safety & Environment Committee of the Board of Directors evaluates the Company's and the Board of Directors' governance practices and formally reviews, at least annually, all committee charters, with recommendations from the various committees of the Board of Directors, and the Board of Directors' governance principles. The Governance, Safety & Environment Committee receives updates at each meeting regarding new developments and regulatory trends in the corporate governance arena. Our Corporate Governance Guidelines and committee charters also require, among other things, that each committee and the Board of Directors annually conduct a self-evaluation of their own performance. The evaluation provides an opportunity for an assessment of each member of the Board of Directors.

Director Shareholding Requirement

Non-Employee Director	5x Annual Cash Retainer
Chief Executive Officer Executive Chair	6x Base Pay

We have equity ownership guidelines for directors that require each current non-employee director to acquire and retain a number of our shares and/or restricted units at least equal in value to an amount five times the director's annual cash retainer. Each new director is required to acquire and retain such number of shares, and/or restricted units during his or her initial five years as a director. Our Chief Executive Officer and Executive Chair are subject to separate officer share ownership guidelines providing for a more stringent requirement of six times their base pay. In connection with such ownership requirement, the Board of Directors currently grants restricted share units to each of our non-employee directors. See Compensation Discussion and Analysis for more information about these guidelines.

Trading, Hedging and Pledging

We maintain an insider trading policy (the "Insider Trading Policy") governing the purchase, sale and other dispositions of our securities by our directors, officers and employees, including family members and other individuals living in their respective households and procedures for the Company itself that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, as well as applicable NYSE listing standards. Our Insider Trading Policy prohibits such persons, including their respective wholly-owned businesses, from pledging, hedging or holding Company securities in a margin account. In addition, with regard to the Company's trading in its own securities, it is the Company's policy to comply with the federal securities laws and applicable NYSE listing standards.

The Company's Insider Trading Policy is attached as an exhibit to the Company's Annual Report on Form 10-K filed with the SEC on February 23, 2026.

Governance Documents

Our current governance documents may be found on our website at www.deepwater.com by selecting the Governance page in the Investors section dropdown. Among the information you can find there is the following:

Articles of Association	Organizational Regulations	Corporate Governance Guidelines
Audit Committee Charter	Compensation Committee Charter	Finance Committee Charter
Governance, Safety & Environment Committee Charter	Code of Integrity	FIRST <i>Shared Values</i>
Mission Statement	HSES Policy Statement	Human Rights Report
Human Rights Policy Statement	Quality Policy Statement	Tax Principles Statement

Information contained on our website is not part of this proxy statement.

Sustainability

As a business in the energy industry, we must operate with integrity, discipline and an unconditional respect for our people, our communities and our environment. Our Chief Legal Officer partners with our other functional leadership to manage and execute our sustainability program, including investments in:

- Technologies, including artificial intelligence technologies, which improve the safety, reliability and efficiency of our assets and to reduce the impact our operations have on the environment.
- Safety and training programs and tools to protect our people, assets and the environments in which we operate.
- Recruiting, developing, retaining and motivating the industry's most talented and geographically diverse workforce.
- Benefits to promote employee health, well-being and financial security.
- Programs to support the global communities in which we operate.

Our Board of Directors provides oversight of the Company's sustainability practices. The Board of Directors' Governance, Safety & Environment Committee assists the Board of Directors in fulfilling its oversight of the Company's management of risk in the areas of governance, safety and environment. The Board of Directors' Audit Committee is responsible for reviewing with Company management the environmental, social and governance ("ESG") disclosures requiring external assurance and the adequacy and effectiveness of internal controls related to those disclosures. The Board of Directors' Governance, Safety & Environment Committee reviews updates from Company management regarding the Company's sustainability activities.

Environmental Stewardship

Our approach to managing and minimizing our environmental impact is driven by our commitment to work safely and in pursuit of operational excellence. We maintain a global Environmental Management System ("EMS"), which applies to all Transocean facilities onshore and offshore. These policies govern our management of waste, water and other resources in our facilities, aid in our compliance with all regulatory requirements, and guide the evaluation of our environmental performance. Our EMS, paired with our Company Management System, sets forth the standards and processes for how our teams identify, consider and mitigate potential

environmental impacts when planning and executing our operations. Consistent with our internal policies, all active rigs maintain individual rig energy management plans, which are aligned with ISO 50001 and International Maritime Organization (IMO) SEEMP frameworks.

Our Workforce and Our Community

Respectful and Safe Workplace

We endeavor to provide those who work at Transocean with a safe and respectful environment in which they can flourish. We periodically assess our workplace and adapt our practices and policies to ensure that our approach reflects contemporary norms and meets the needs and expectations of current and future talent. Our aim is to recruit, develop, and retain the best workforce in the offshore drilling industry. As a company with customers and operations around the world, our multinational workforce is key to our success.

Safety

Our safety program focuses on three key components: personal safety, process safety and occupational health. We conduct our business while prioritizing both the health and safety of our people and the integrity of our operations. Our safety vision is to conduct our operations in an incident-free workplace, all the time, everywhere. Underpinning this vision is our robust Company Management System, which details the requirements and tools employed by our teams to complete their work safely, efficiently, and effectively. In 2025, our Company TRIR, which represents the number of recordable work-related injuries or illnesses for every 200,000 hours worked, of 0.19, demonstrates the consistency of our execution and prioritization of safety in all our operations. Over the past few years, we have extended our safety program to focus on leading indicators of safety performance, and in particular, workplace assurance and verification conversations, branded as WorkSight. By monitoring the frequency and quality of these conversations, our HSE team proactively provides additional coaching and support to our offshore rig teams, and we are seeing positive trends in our safety performance, such as a decline in the severity of incidents.

For more information on our safety performance, please see our Compensation Discussion and Analysis.

Training

Our offshore Competency Assurance Management System is accredited by the Offshore Petroleum Industry Training Organization (OPITO). Our Competency Assurance Management System establishes a systematic and comprehensive framework for the effective assessment, development, and maintenance of the competence and skills of our personnel. This standard aims to enhance workforce capability, performance, and safety, ultimately contributing to achieving organizational goals and compliance with industry regulations. Competency Assessment Programs and training requirements are specified on our corporate training matrix, which is reviewed and approved by our internal training board bi-annually. Personnel are regularly trained in accordance with our matrix and assessed on the knowledge required to safely and effectively execute job duties. Compliance with the training matrix is managed and tracked to make sure employee skillsets and competencies remain current.

Training requirements are addressed in an effective and pragmatic manner through a variety of mechanisms, including formal training courses, e-learning, virtual training simulations and supervised on-the-job training modules. Our training simulators at our Houston facility enhance crew education on the management of complex drilling, engineering and dynamic positioning scenarios. The training simulators also offer training on advanced well control techniques and facilitate the assessment of the competencies and knowledge of our crews in a zero-risk environment.

Social Responsibility/Community Partnership

We embrace our role as a global corporate citizen, and we aim to positively impact communities where we live and operate. Our support focuses on education, health and well-being and environmental conservation and

restoration. Some examples of the community organizations with which we have partnered include the Galveston Bay Foundation, Spindletop Community Impact Partners, Houston Food Bank, Udaan Foundation (India), and Texas Children's Hospital Heart Center (Global Programs).

Industry Leadership

As an industry leader, we are mindful of our responsibility in influencing and setting the standards that guide best practices. We continue to actively participate on committees and in events sponsored by:

- American Critical Minerals Association
- American Petroleum Institute
- Energy Education Foundation
- International Association of Drilling Contractors
- International Marine Contractors Association
- The Ion Houston
- Greater Houston Partnership
- National Ocean Industries Association
- Offshore Energies UK
- Rice University's Baker Institute for Public Policy Center for Energy Studies
- Society of Petroleum Engineers

Data Privacy and Information Security

Transocean's information security and safety culture includes a commitment to following cybersecurity best practices with both personal and business data. We have established protocols and technology focused on maintaining the privacy of personal information disclosed to us by employees, their families and other sources and multiple levels of oversight as part of our approach to cybersecurity risk management. We are also committed to maintaining the security and integrity of personal data regarding contractors, directors, shareholders and customers.

We maintain strong information security, cybersecurity principles and governance support to protect our rigs and the data and digital assets processed within our enterprise. Our Audit Committee meets quarterly with the Company's Vice President, Information Technology to review any material cybersecurity matters that may affect the Company, and thereafter provides regular updates to the Board of Directors, as appropriate. Our principles and technologies enhance the resiliency of our operations and protect our business moving forward. For additional information about our cybersecurity program, see "Item 1C. Cybersecurity" of our annual report on Form 10-K for the year ended December 31, 2025.

Risk Management

Executive management is responsible for the day-to-day management of the risks the Company faces, while our Board of Directors, including through its various committees, has responsibility for the oversight of risk management for the Company. Through its oversight role and review of management's active role, the Board of Directors seeks to ensure that (1) the risk management processes designed and implemented by management (as more particularly described below) are adapted to and integrated with the Company's corporate strategy, (2) that those processes are functioning as designed, and (3) that steps are taken to foster a culture in which each employee understands his or her impact on the assessment and management of risk, his or her responsibility for acting within appropriate limits, and his or her ultimate accountability.

The Company has an Enterprise Risk Management process and framework, which includes an Executive Risk Management Committee and a Risk Committee Working Group. The Executive Risk Management Committee is composed of members of senior management, including our Chief Executive Officer and other members of management in key functions of the Company. The Risk Committee Working Group is composed of representatives of all key functions of the Company. The duties of the Executive Risk Management Committee and the Risk Committee Working Group include the following:

- Reviewing and approving appropriate changes to the Company's policies and procedures regarding enterprise risk management;
- Identifying and assessing operational, commercial, strategic, financial, information security, cybersecurity, governance, macroeconomic and geopolitical risks facing the Company;
- Identifying risks and taking corrective actions, within their respective functions, if appropriate; monitoring key indicators to assess the effectiveness and adequacy of the Company's risk management activities; and
- Communicating with the Board of Directors at least once a year with respect to risk management.

The Executive Risk Management Committee and/or members of management present reports on risk management activities to the Board of Directors at least annually. The Risk Committee Working Group assesses risks facing the Company, and associated preventive and mitigating controls and then makes recommendations for improvement opportunities to senior management, as appropriate. Our management and Board of Directors continue to assess and respond to various risks that affect our industry, our Company and our employees, including but not limited to, operational offshore drilling risks, public health threats, information security, market fluctuations among commodities and the costs and accessibility of goods and services procured throughout our supply chain.

Compensation and Risk

We regularly assess risks related to our compensation programs, including our executive compensation programs. The Compensation Committee reviews information and solicits input from an independent compensation consultant regarding compensation factors, which could mitigate or encourage excessive risk-taking. In its review in 2025, the Compensation Committee considered the attributes of our programs, including the metrics used to determine incentive awards, the weight of each metric, the timing and processes for setting performance targets and validating results, the performance measurement periods and time horizons, the total mix of pay and the maximum compensation and incentive award payout opportunities. Based on its assessment, the Compensation Committee believes that the risks arising from our compensation policies and practices are not reasonably likely to have a material adverse change on the Company.

Independence of Our Board of Directors

Our Corporate Governance Guidelines require that at least a majority of the members of the Board of Directors meet the independence standards set by the NYSE. In order to meet the NYSE's independence standards, a member of the Board of Directors must not have a relationship with the Company that falls within certain objective categories established by the NYSE. In addition, the Board of Directors must then affirmatively determine, with respect to each director and nominee, that he or she did not otherwise have a material relationship with the Company. There is no family relationship between any of our directors or executive officers.

The Board of Directors has determined that its current members and nominees, with the exception of Messrs. Adamson (the Company's President and Chief Executive Officer) and Thigpen (the Company's Executive Chair), are independent and meet the applicable independence standards set by the NYSE, the SEC and our guidelines. Additionally, our Compensation, Audit and Governance, Safety & Environment Committees are composed solely of directors who meet the applicable NYSE and SEC independence standards for membership on these committees, including the enhanced independence standards required for Compensation and Audit Committees, as applicable.

In making its independence determinations, the Board of Directors considered the fact that certain current and former directors, as described below, are or within the past three years have been directors or officers of, or have had relationships with, companies with which we conduct business in the ordinary course.

The Board of Directors also considered the transactions with these companies and believes they were on arm's-length terms that were reasonable and competitive.

- Since 2016, Mr. Curado has been a non-executive director of ABB Ltd., from which the Company has purchased rig-related products and equipment.
- Mr. Curado's son began working in the corporate audit department of General Electric Company ("GE") in 2017. GE sold its interest in Baker Hughes in 2019, and his son worked as a finance manager for Baker Hughes until departing the company in April 2024. Baker Hughes has provided services or products to the Company.
- Mr. Dell'Oso's cousin works as an executive director for Lazard, which has provided professional services to the Company.
- As of March 2026, Mr. Mohn was the beneficial owner of approximately 96.9 million Company shares, corresponding to approximately 8.8% of the Company's outstanding shares. The Board of Directors evaluated Mr. Mohn's overall beneficial ownership of shares and concluded that his ownership of shares would not affect his independence or service as a director of the Company, and that he meets the standards for independence adopted by the SEC and the NYSE.
- As of November 2022, Mr. Mohn owned a non-controlling 13.33% interest in Liquila Ventures Ltd. ("Liquila"), a joint venture between Lime Rock Partners, Perestroika A.S., and a subsidiary of the Company formed to acquire Deepwater Aquila (an ultra-deepwater drillship), following Perestroika A.S.'s \$10 million investment in Liquila. On September 15, 2023, the Company issued approximately 2.0 million Company shares with an aggregate value of approximately \$16.4 million to Perestroika (Cyprus) Ltd., an entity affiliated with Mr. Mohn that beneficially owns approximately 8.8% of Company shares ("Perestroika"), to acquire Perestroika's 13.33% ownership interest in Liquila. As a result, Liquila became a wholly owned subsidiary of the Company.
- In September 2025, Perestroika purchased 4.0 million Company shares with an aggregate value of approximately \$12.2 million in connection with a registered public offering of Company shares by the Company.
- As of June 30, 2025, Perestroika A.S. owned a 5.4% interest in Scana ASA, from which the Company has purchased rig-related parts and equipment.
- Ms. Øvrum serves as a director of Harbour Energy plc, a customer of the Company, and TechnipFMC plc, from which the Company has purchased rig-related products and services. Ms. Øvrum completed her service on the Board of Directors following the 2025 Annual General Meeting.

Accordingly, the Board of Directors concluded that the relationships described above have no effect on the independence of these directors. Because of our extensive operations, transactions, and director relationships, transactions of this nature are expected to take place in the ordinary course of business in the future.

Board Retirement

Pursuant to our Corporate Governance Guidelines, each member of our Board of Directors is expected to retire from the Board of Directors at the annual general meeting following (i) his or her 75th birthday or (ii) his or her completion of 15 years serving on the Board of Directors, whichever occurs first.

Executive and Director Compensation Process

Our Compensation Committee has established an annual process for reviewing and establishing executive compensation levels. An outside consultant, Pay Governance LLC ("Pay Governance"), retained by the Compensation Committee has provided the Compensation Committee with relevant market data and

alternatives to consider in determining appropriate compensation levels for each of our executive officers. Pay Governance has served as the Compensation Committee's outside consultant since February 2011. Our Chief Executive Officer also assists the Compensation Committee in the process of setting the compensation for executives other than himself and the Executive Chair. For a more thorough discussion of the roles, responsibilities and process we use for setting executive compensation, see "Compensation Discussion and Analysis."

Director compensation is set by the Board of Directors upon a recommendation from the Compensation Committee. Since 2015, director compensation is also subject to shareholder approval at the Company's annual general meetings. Each calendar year, the Compensation Committee reviews the compensation paid to our directors to ensure it is competitive to attract and retain qualified directors. Pay Governance has gathered data regarding director compensation at (1) certain similarly sized companies in the general industry, as well as (2) the same peer group of companies generally utilized in the consideration of executive compensation, each of which, among other data points, are considered in determining appropriate compensation levels for director compensation, as further described in the Compensation Discussion and Analysis.

Process for Communication by Shareholders and Interested Parties with the Board of Directors

The Board of Directors has established a process whereby interested parties may communicate with the Board of Directors and/or with any individual director. Interested parties, including shareholders, may send communications in writing, addressed to the Board of Directors or an individual director, to:



Transocean Ltd.
Attention: Corporate Secretary
Turmstrasse 30
6312 Steinhausen, Switzerland

The Corporate Secretary will forward these communications, as appropriate, to the addressee depending on the facts and circumstances outlined in the communication. The Board of Directors has directed the Corporate Secretary not to forward certain items, such as: spam, junk mailings, product inquiries, resumes and other forms of job inquiries, surveys and business solicitations. Additionally, the Board of Directors has advised the Corporate Secretary not to forward material that is illegal or threatening, but to make the Board of Directors aware of such material, and may request it be forwarded, retained or destroyed at the Board of Directors' discretion.

Policies and Procedures for Approval of Transactions with Related Persons

The Board of Directors has a written policy with respect to related person transactions pursuant to which such transactions are reviewed, approved or ratified. The policy applies to any transaction in which:

- (1) The Company is a participant,
- (2) Any related person has a direct or indirect material interest, and
- (3) The amount involved exceeds \$120,000, but excludes any transaction that does not require disclosure under Item 404(a) of Regulation S-K. The Audit Committee, with assistance from the Company's Chief Legal Officer, is responsible for reviewing, approving and/or ratifying any related person transaction.

To identify related person transactions, each year we distribute and require our directors and executive officers to complete questionnaires identifying, among other things, transactions with us in which the executive officer or director or their immediate family members have an interest. Quarterly, our directors and executive officers must re-affirm in writing that the information previously provided in their questionnaires remains accurate and complete, and provide updates regarding any related person relationships that may have arisen. Our Code of

Integrity further requires that an executive officer inform the Company when the executive officer's private interest interferes or appears to interfere in any way with our interests. In addition, the Board of Directors' Corporate Governance Guidelines require that a director must immediately inform the Board of Directors or the Chair of the Board of Directors in the event that a director believes he or she has an actual or potential conflict with our interests. Furthermore, under our Organizational Regulations, a director must disclose and abstain from voting with respect to matters that feature unresolved conflicts of interest.

Under our related persons transaction policy, the Audit Committee considers all relevant facts and circumstances available, including the related persons involved, their relationship to the Company, their interest and role in the transaction, the proposed terms of the transaction (including expected aggregate value and value to be derived by the related person), the benefits to the Company, the availability to the Company of alternative means or transactions to obtain like benefits and the terms that would prevail in a similar transaction with an unaffiliated third party. For related person transactions that do not receive prior approval from the Audit Committee, the transactions are submitted to the Audit Committee to consider all relevant facts and circumstances and, based on its conclusions, evaluate all options, including, but not limited to, ratification, amendment or termination of the transaction. Since the beginning of 2025, there were no related person transactions where such policies and procedures were not followed.

Certain Relationships and Related Party Transactions

In connection with our acquisition of Songa in 2018, Mr. Mohn acquired beneficial ownership of \$355,813,000 aggregate principal amount of Transocean Inc.'s 0.5% Exchangeable Senior Bonds due 2023 (the "2023 Exchangeable Bonds"), including 2023 Exchangeable Bonds acquired by Perestroika AS (an entity affiliated with Mr. Mohn) as part of our private exchange offers undertaken to refinance certain of Songa's previously outstanding indebtedness. All outstanding 2023 Exchangeable Bonds were repaid at their maturity as of January 30, 2023. In connection with our acquisition of Songa, we also entered into a registration rights agreement with Perestroika AS. This registration rights agreement provided certain customary registration rights over the 2023 Exchangeable Bonds received as part of our private exchange offers undertaken to refinance certain of Songa's previously outstanding indebtedness and provides similar customary registration rights over any shares that Perestroika AS received in the acquisition as a former shareholder of Songa or that it may acquire in the future.

In August 2020, we completed a private exchange of \$355,611,000 aggregate principal amount of 2023 Exchangeable Bonds owned by Mr. Mohn, including 2023 Exchangeable Bonds owned by Perestroika AS, for \$213,367,000 original principal amount of Transocean Inc.'s 2.50% Senior Guaranteed Exchangeable Bonds due 2027 (the "2027 Exchangeable Bonds"). In connection with the completion of this private exchange, we also entered into an amendment to the existing registration rights agreement with Perestroika AS to reflect, among other things, that certain of the Company's shares issuable upon the exchange of the 2027 Exchangeable Bonds would be subject to registration rights.

BOARD MEETINGS AND COMMITTEES

During 2025, the Board of Directors held four meetings. The Board of Directors, and the committees of the Board of Directors, met at least once a quarter, and such quarterly meetings generally occurred over a period of one to two days. Each of our directors attended 100% of the Board of Directors' meetings and meetings of committees on which he or she served during 2025.

The Board of Directors has the following standing committees: Audit, Compensation, Finance, and Governance, Safety & Environment. As noted above, the charters for these committees may be found on our website at: www.deepwater.com by selecting the Governance page in the Investors section dropdown. In addition, the Board of Directors may from time to time form special committees to consider particular matters that arise. Following the 2026 Annual General Meeting, the Board of Directors expects to complete its annual review of committee assignments.

DIRECTOR	INDEPENDENT	COMMITTEES FOR 2025 AGM TO 2026 AGM			
		AUDIT	COMPENSATION	FINANCE	GOVERNANCE, SAFETY & ENVIRONMENT
Keelan I. Adamson					
Glyn A. Barker	✓	 			
Vanessa C.L. Chang	✓	 			
Frederico F. Curado	✓				
Chadwick C. Deaton	✓				
Domenic J. "Nick" Dell'Osso, Jr.	✓				
Vincent J. Intrieri	✓				
William F. "Bill" Lacey	✓	 			
Samuel J. Merksamer	✓	 			
Frederik W. Mohn	✓				
Jeremy D. Thigpen					
MEETINGS IN 2025		8	4	4	4

 Committee Chair
  Committee Member
  Audit Committee financial expert (SEC and NYSE)
  Independent, as determined by the Board of Directors in accordance with applicable rules and regulations



AUDIT COMMITTEE | Meetings in 2025: 8

MEMBERS

Vanessa C.L. Chang 

Glyn A. Barker

Samuel J. Merksamer

William F. "Bill" Lacey

The Board of Directors requires that all members of the Audit Committee meet the financial literacy standard required under the NYSE rules and that at least one member qualifies as having accounting or related financial management expertise under the NYSE rules. In addition, the SEC has adopted rules requiring that we disclose whether or not the Audit Committee has an "audit committee financial expert" as a member. An "audit committee financial expert" is defined as a person who, based on his or her experience, possesses all of the following attributes:

- An understanding of generally accepted accounting principles and financial statements;
- The ability to assess the general application of such principles in connection with the accounting for estimates, accruals, and reserves;
- Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and level of complexity of issues that can reasonably be expected to be raised by our financial statements, or experience actively supervising one or more persons engaged in such activities;
- An understanding of internal control over financial reporting; and
- An understanding of audit committee functions.

The person must have acquired such attributes through one or more of the following:

- Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;
- Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;
- Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or
- Other relevant experience.

The Board of Directors has reviewed the criteria set by the NYSE and SEC and determined that each of the current members of the Audit Committee is "financially literate" and all four of the members qualify as "audit committee financial experts." In addition, the Board of Directors has determined that all of the current members of the Audit Committee qualify under NYSE rules as having accounting or related financial management expertise.

Ms. Chang was previously partner in charge of Corporate Finance for KPMG Peat Marwick LLP.

Mr. Barker is a chartered accountant, served as an audit partner in an accounting firm and served as the Vice Chair-U.K. of PricewaterhouseCoopers LLP from 2008 to 2011.

Mr. Merksamer is an Executive Director at Mubadala Capital and a former partner at One Investment Management and a former Managing Director at Icahn Capital.

BOARD MEETINGS AND COMMITTEES

Mr. Lacey is Executive Vice President and Chief Financial Officer of Woodward, Inc., and he previously served as President and Chief Executive Officer of General Electric (GE)'s Lighting division.

Finally, NYSE rules restrict directors who have relationships with the Company that may interfere with the exercise of their independence from management and the Company from serving on the Audit Committee. We believe that the members of the Audit Committee have no such relationships and are therefore independent for purposes of NYSE rules.

PRIMARY RESPONSIBILITIES

The responsibilities of the Audit Committee include, among others, the following:

- The appointment, retention, oversight, evaluation and termination of our independent registered public accounting firm and recommending our statutory auditor pursuant to the Swiss Code to the Board of Directors and to shareholders for approval at a general meeting of shareholders;
- Directly responsible for the compensation and oversight of our independent registered public accounting firm and our statutory auditor pursuant to the Swiss Code;
- Advise as necessary in the selection of the lead audit partner, including with respect to the lead audit partner rotation;
- Reviews our financial reporting processes, oversees the integrity of our financial statements, the reporting and assurance process for sustainability disclosures that require third party assurance and the independence, qualifications and performance of our auditors and their lead audit partner;
- Review and report to the Board of Directors the scope and results of audits by our independent registered public accounting firm, our statutory auditor pursuant to the Swiss Code and our internal auditing staff and evaluates the audit, audit-related and permitted non-audit services rendered by the accounting firm;
- Review any material information security or cybersecurity matters that may affect the Company;
- Review with the accounting firm the adequacy of our system of internal controls over financial reporting;
- Review at least annually, together with management, the Company's ESG and cybersecurity disclosures and the adequacy and effectiveness of internal controls related to such disclosures;
- Review transactions between us and our directors and executive officers for disclosure in the proxy statement, our policies regarding those transactions and compliance with our business ethics and conflict of interest policies; and
- Receive regular reports from the Chief Compliance Officer and the Vice President, Information Technology.

Additional information can be found in the Audit Committee Report of this proxy statement.



COMPENSATION COMMITTEE | Meetings in 2025: 4

MEMBERS

Glyn A. Barker 
 Vanessa C.L. Chang
 Frederico F. Curado

The purpose of the Compensation Committee is to assist the Board of Directors in

- developing an appropriate compensation program and benefit package for
 - members of the Executive Management Team (as defined above under the caption “Executive Management Team Composition”);
 - persons defined as “officers” pursuant to section 16(a) of the Exchange Act, and (c) any other person whose compensation is required to be disclosed by applicable securities laws and regulations (collectively, the “Specified Executives”) and members of the Board of Directors; and
- complying with the Board of Directors’ legal and regulatory requirements as to Board member and Specified Executives compensation in order to facilitate the Company’s ability to attract, retain and motivate qualified individuals in a system that aligns compensation with the Company’s business performance.

PRIMARY RESPONSIBILITIES

The authority and responsibilities of the Compensation Committee include, among others, the following:

- Annually review and recommend to the Board of Directors for submission to and ratification by the shareholders pursuant to Swiss law and our Articles of Association the maximum aggregate amount of compensation of the Board of Directors and the Executive Management Team for the period between the annual general meeting at which ratification is sought and the next annual general meeting;
- Annually review and recommend to the Board of Directors for submission to and ratification by the shareholders the maximum aggregate amount of compensation of the Specified Executives and each member of the Board of Directors for the fiscal year commencing after the annual general meeting at which ratification is sought;
- Select appropriate peer groups and market reference points against which the Company’s Board of Directors and executive compensation is compared;
- Annually recommend focus areas for our Chief Executive Officer for approval by members of our Board of Directors who meet our independence and experience requirements;
- Annually review, with participation of our full Board of Directors, our Chief Executive Officer’s performance in light of our established focus areas;
- Annually set our Chief Executive Officer’s compensation based, as appropriate, upon his performance evaluation together with competitive data and subject to shareholder ratification requirements pursuant to our Articles of Association and applicable law;
- Annually set our Executive Chair’s compensation based, as appropriate, upon competitive data and subject to shareholder ratification requirements pursuant to our Articles of Association and applicable law;

BOARD MEETINGS AND COMMITTEES

- Administer our Long-Term Incentive Plan, Performance Award and Cash Bonus Plan, Incentive Recoupment Policy, and any other similar compensation plan or arrangement providing for benefits primarily to members of the Board of Directors and executive officers in accordance with goals and objectives established by the Board of Directors, the terms of the plans, and any applicable rules and regulations;
- Consider and make recommendations to the Board of Directors, with guidance from an outside compensation consultant, concerning the existing Board of Directors and executive compensation programs and changes to such programs;
- Consider, with guidance from an outside compensation consultant, and approve the material terms of any employment, severance, termination or other similar arrangements (to the extent permitted by applicable law and our Articles of Association) that may be entered into with members of the Board of Directors and Specified Executives; provided, however, that the Compensation Committee shall not recommend and the Board of Directors shall not authorize “single-trigger” change of control agreements for any of our officers or directors;
- Annually review and discuss the Company’s Swiss statutory compensation report and, based upon such discussion, recommend such report for approval by the Board of Directors;
- Assess the risks, with the assistance of external resources as the Compensation Committee deems appropriate, of the Company’s compensation arrangements applicable to members of the Board of Directors and the Specified Executives; and
- Retain and approve the fees of legal, accounting or other advisors, including any compensation consultant, employed by the Compensation Committee to assist it in the evaluation of executive and director compensation.

See Compensation Discussion and Analysis for a discussion of additional responsibilities of the Compensation Committee.

The Compensation Committee may delegate specific responsibilities to one or more individual committee members to the extent permitted by law, NYSE listing standards and the Compensation Committee’s governing documents. The Compensation Committee may delegate all or a portion of its powers and responsibilities with respect to the compensation plans and programs described above and in our Compensation Discussion and Analysis to one or more of our management committees; provided, that the Compensation Committee retains all power and responsibility with respect to awards granted to our Board of Directors members and executive officers. The Chief Executive Officer has been delegated authority to grant equity awards under the Company’s long-term incentive plans to new and existing employees of the Company, excluding executive officers and other officers at or above the Senior Vice President level, provided that such awards shall not exceed \$5,000,000 in grant value per calendar year in aggregate and no such individual award shall exceed \$350,000 in grant value.

The Compensation Committee has delegated to a subcommittee composed of its chair and at least one additional committee member the authority to approve interim compensation actions resulting from promotions, competitive realignment, or the hiring of new executive officers (excluding the Chief Executive Officer), including but not limited to establishing annual base salary, annual bonus targets, long-term bonus targets and the grant of equity awards, subject to any required vote of the shareholders. The Compensation Committee has also delegated authority to the Chief Executive Officer to, upon termination of service of an employee of the Company (excluding executive officers and other officers at or above the Senior Vice President level), accelerate vesting of awards granted under the Company’s long-term incentive plans and to extend exercisability of options for a period of up to one year, but not beyond the original exercise period. The Compensation Committee has further delegated authority to the Chief Executive Officer to determine whether an individual is disabled and/or to set applicable criteria for making such determination for purposes of the Company’s long-term incentives plans. The Compensation Committee is notified of compensation actions made by the Chief Executive Officer or the subcommittee at the meeting following the end of each calendar quarter in which such actions are taken.

**FINANCE COMMITTEE | Meetings in 2025: 4****MEMBERS**

Domenic J. “Nick” Dell’Osso, Jr. 

Vincent J. Intrieri

Samuel J. Merksamer

Frederik W. Mohn

The purpose of the Finance Committee is to assist the Board of Directors in its oversight of the Company’s financial policies, financial strategies and capital structure to ensure that each is consistent with the Company’s values, strategies, financial risk management, fiscal policies and other policies.

PRIMARY RESPONSIBILITIES

The responsibilities of the Finance Committee include, among others, the following:

- Review the annual and projected longer term financial plan, strategies and capital structure requirements of the Company;
- Review and approve the Company’s risk management programs and investment guidelines;
- Make recommendations to the Board of Directors concerning the Company’s dividend policy, securities repurchase actions, the issuance and terms of debt and equity securities and the establishment of bank lines of credit; and
- Review the financial aspects of proposed significant transactions requiring Board approval, such as mergers, acquisitions, divestitures, joint ventures, spin-offs, initial public offerings and strategic investments.



GOVERNANCE, SAFETY & ENVIRONMENT COMMITTEE | Meetings in 2025: 4

MEMBERS

Frederico F. Curado

Domenic J. "Nick" Dell'Osso, Jr.

Frederik W. Mohn

The purpose of the Governance, Safety & Environment Committee is to carry out the responsibilities delegated by the Board of Directors relating to the Company's corporate governance matters and health, safety environment and sustainability matters.

PRIMARY RESPONSIBILITIES

The responsibilities of the Governance, Safety and Environment Committee include, among others, the following:

- Identifying, evaluating and recommending to the Company's Board of Directors individuals qualified to be nominated and elected to the Board of Directors in accordance with criteria set by the NYSE, SEC and Board of Directors;
- Periodically reviewing the Articles of Association and the Organizational Regulations of the Company and recommending any changes to the Board of Directors;
- Developing and evaluating corporate governance principles and policies applicable to the Company, including our Corporate Governance Guidelines, and recommending any changes to the Board of Directors;
- Assessing and recommending committee assignments, structure, duties and operations, and reporting to the Board of Directors;
- Overseeing the annual evaluation of the performance of the Board of Directors;
- Reviewing and overseeing the Company's programs, policies and practices with respect to health, safety, environment, and sustainability matters relevant to the Company's operations, performance, and strategic planning; and
- Exercising oversight of sustainability reporting that does not require third party assurance and does not otherwise fall within the scope of the Audit Committee's responsibilities.

Director Compensation Strategy

Directors who are employees of the Company do not receive compensation for service on the Board of Directors. All of the directors in the 2025/2026 Term except Mr. Adamson, as President and Chief Executive Officer, and Mr. Thigpen, as Executive Chair, were non-employees that receive compensation for their service on the Board of Directors.

We use a combination of cash and equity compensation to attract and retain qualified candidates to serve on the Board of Directors. The Board of Directors believes that any compensation method should be weighted more toward compensation in the form of equity in order to more closely align director compensation with shareholders' interests.

In the 2025/2026 Term, non-employee director target compensation in U.S. dollars included the following fixed components:

COMPENSATION COMPONENT	COMPENSATION (U.S. \$)
Annual Retainer—Non-Employee Directors	100,000
Additional Annual Retainer for Lead Independent Director & Committee Chair	
Lead Independent Director	40,000
Audit Committee	35,000
Compensation Committee	20,000
Finance Committee and Governance, Safety & Environment Committee	10,000
Grant of Restricted Share Units—Non-Employee Directors ⁽¹⁾	210,000

(1) Restricted share units are granted to each non-employee director. The restricted share units vest on the date first to occur of (i) the first anniversary of the date of grant or (ii) the annual general meeting next following the date of grant, subject to continued service through the vesting date. Vesting of the restricted share units is not subject to any performance measures.

In addition, we pay or reimburse our directors' travel and incidental expenses incurred for attending Board of Directors, committee and shareholder meetings and for other Company business-related purposes.

2025 DIRECTOR COMPENSATION

At the Board of Directors meeting held immediately after the 2025 Annual General Meeting of our shareholders, 82,353 restricted share units were granted to each non-employee director, in aggregate value equal to \$210,000, based upon the average of the high and low sales prices of our shares for the 10 trading days immediately prior to the date of grant (calculated at \$2.55 per share).

Each non-employee director is required to acquire and retain a number of our shares and/or restricted share units at least equal in value to an amount five times the annual director retainer. Each non-employee director's vested restricted share units generally are not settled until the non-employee director's service with the Company ends.

The following summarizes the compensation of our non-employee directors for 2025.

NAME	FEES EARNED OR PAID IN CASH (U.S. \$)	STOCK AWARDS ⁽¹⁾ (U.S. \$)	ALL OTHER COMPENSATION (U.S. \$)	TOTAL (U.S. \$)
Glyn A. Barker	120,000	205,059	-	325,059
Vanessa C. L. Chang	135,000	205,059	-	340,059
Frederico F. Curado	110,000	205,059	-	315,059
Chadwick C. Deaton	171,555	205,059	-	376,614
Domenic J. "Nick" Dell'Osso, Jr.	110,000	205,059	-	315,059
Vincent J. Intrieri	100,000	205,059	-	305,059
William F. "Bill" Lacey	58,493	205,059	-	263,552
Samuel J. Merksamer	100,000	205,059	-	305,059
Frederik W. Mohn	100,000	205,059	-	305,059
Margareth Øvrum	50,000	-	-	50,000

- (1) This represents the aggregate grant-date fair value under accounting standards for recognition of share-based compensation expense for restricted share units granted to our directors in 2025. For a discussion of our policies for estimating fair values of, and additional information about, our share-based awards, please see Notes to Consolidated Financial Statements—Note 2—Significant Accounting Policies and Note 14—Share-Based Compensation included in Item 8 of our annual report on Form 10 K for the fiscal year ended December 31, 2025.
- (2) At the 2025 Annual General Shareholders Meeting, Ms. Øvrum withdrew her nomination as a director pursuant to the process outlined in the Company's definitive proxy statement for the Annual General Meeting 2025 under Agenda Item 5. She completed her term of service at the 2025 Annual General Meeting.

AUDIT COMMITTEE REPORT

The Audit Committee, consisting of four independent directors, operates under the Audit Committee Charter as adopted by the Board of Directors, in overseeing:

- The integrity of the financial reporting process resulting in the Company's financial statements;
- Compliance with legal and regulatory requirements;
- The reporting and assurance process for sustainability disclosures that require third party assurance. It is noted that no third party assurance over sustainability disclosures was required in 2025 as a result of regulatory changes;
- The independence, qualifications and performance of the Company's independent registered public accounting firm, Ernst & Young LLP ("EY"); and
- The performance of the internal audit function.

The Audit Committee also recommends our statutory auditor pursuant to the Swiss Code to the Board of Directors and to shareholders for approval at a general meeting of shareholders.

The Audit Committee complied in 2025 with all the requirements described in its Charter, which is available on the Governance page of the Company's website: www.deepwater.com.

The Board of Directors has determined that all the members of the Audit Committee are independent, in accordance with criteria set by the NYSE and SEC and, are "financially literate" pursuant to NYSE rules. Further, all the members of the Audit Committee qualify as Audit Committee Financial Experts, as defined by SEC rules. In addition, the Board of Directors has determined that all the current members of the Audit Committee qualify under NYSE rules as having accounting or related financial management expertise.

Management is responsible for the Company's disclosure controls and procedures, internal controls and the financial reporting process, including the integrity and objectivity of the financial statements. The Audit Committee:

- Reviewed the Company's financial statements and financial reporting processes, including internal controls over financial reporting;
- Reviewed and discussed with EY and management the Company's audited financial statements included in the Annual Report;
- Discussed various matters with EY, including matters required by the Public Company Accounting Oversight Board's ("PCAOB") "Communications with Audit Committees";
- Reviewed and discussed with EY its report on internal control over financial reporting;
- Oversaw the Company's internal audit function, including the performance of the chief audit executive, internal audit plan, budget, resources and staffing;
- Oversaw the Company's Legal, Compliance and Ethics program, including helpline calls and investigations, and employee code of integrity; and
- Recommended to the Company's Board of Directors that the Company's audited financial statements for the year ended December 31, 2025, be included in the annual report on Form 10-K filing with the SEC.

The Audit Committee is responsible for the appointment, compensation and oversight of the independent registered accountant in accordance with SEC, PCAOB, and the Swiss Code. After a process to request a

AUDIT COMMITTEE REPORT

proposal from another independent accounting firm, the Audit Committee considered several factors in determining whether to reappoint EY as the Company's independent registered public accountant, such as:

- Qualifications including industry expertise, knowledge of the Company's processes, global footprint, depth of experience in the countries where the Company's finance, tax and accounting functions are located, and experience of the audit and tax teams;
- Professional expertise in addressing complicated capital market transactions and the related accounting and disclosures;
- Performance including the quality of communication and their professional skepticism;
- The external audit firm's internal processes for monitoring and maintaining independence, including reporting requirements from its professionals and consequences for violations;
- Length of service, which began in 1999;
- Results from PCAOB inspections and EY's responses to inspection findings;
- EY's firm-level internal control, the annual audit quality report and tone at the top;
- EY's engagement-level audit quality characteristics;
- Evaluation of EY's services annually, including input from management; and
- Evaluation of the lead audit engagement partner's second year in his required five-year rotation.

The Audit Committee reviews and approves annually the scope, plans and fees for the annual audit, taking into consideration several factors including a breakdown of the services to be provided, proposed staffing, changes in the Company and industry from the prior year. The fee approval process balances the audit scope and hours required for a high-quality audit and driving efficiencies from both the Company and EY while compensating EY fairly. The Audit Committee considered the impact on the external auditor's independence when evaluating all audit-related and permitted non-audit services, resulting in pre-approval of those services. A significant portion of the audit-related services involved services related to the Company's financing transactions.

Agendas for Audit Committee meetings are developed with input from all Audit Committee members, management, the Chief Financial Officer, the Chief Accounting Officer, Vice President of Internal Audit, Controls and Compliance and EY. Quarterly meetings feature, among other things, reports on cybersecurity performance metrics and controls. The Audit Committee has periodic executive sessions with the Chief Financial Officer, Chief Legal Counsel, Vice President of Internal Audit, Controls and Compliance, and EY. The Audit Committee also regularly receives reports from management on select business processes to the extent that internal controls are impacted.

The Audit Committee met eight times in 2025 with regular executive sessions with EY, the Vice President, Internal Audit, Controls and Compliance, and other members of management.

MEMBERS OF THE AUDIT COMMITTEE

Vanessa C.L. Chang, Chair
Glyn A. Barker
William F. "Bill" Lacey
Samuel J. Merksamer

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

Listed below are the only persons who, to the knowledge of the Company, may be deemed to be beneficial owners, as of March 4, 2026, of more than 5% of the Company's shares.

NAME AND ADDRESS OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED	PERCENT OF CLASS ⁽¹⁾
Perestroika AS, Perestroika (Cyprus) Ltd. ⁽²⁾ Statminister Michelsensvei 38 5230 Paradis, Norway Frederik W. Mohn ⁽²⁾ Statminister Michelsensvei 38 5230 Paradis, Norway	96,918,301	8.8%
BlackRock, Inc. ⁽³⁾ 50 Hudson Yards New York, NY 10001	56,117,603	5.1%
The Vanguard Group ⁽⁴⁾ 100 Vanguard Blvd. Malvern, PA 19355	68,551,328	6.2%

- (1) Unless otherwise required by applicable rules, the percentage indicated is based upon 1,106,750,627 Company shares deemed to be outstanding as of March 4, 2026, which exclude treasury shares held by the Company or our subsidiaries as of such date or issued into treasury thereafter.
- (2) The number of shares and associated percent of class includes information based on the Schedule 13D/A filed with the SEC on February 11, 2026, by Mr. Frederik W. Mohn, Perestroika (Cyprus) Ltd. and Perestroika AS, Form 4 filings by Mr. Mohn, Perestroika (Cyprus) Ltd. and Perestroika AS, and information given to us by Mr. Mohn. According to such filings and information, Mr. Mohn has sole voting power and sole dispositive power with regard to 343,407 shares, which consists of: (a) 22,148 shares individually owned by Mr. Mohn; and (b) 321,259 vested share units Mr. Mohn has the right to receive based upon his service as a director of Transocean Ltd. The total shares beneficially owned by Mr. Mohn also includes 96,574,894 shares held directly by Perestroika (Cyprus) Ltd.
- (3) The number of shares is based upon the Schedule 13G filed with the SEC on April 23, 2025, by BlackRock, Inc. According to the filing, BlackRock, Inc. has sole voting power with regard to 54,509,820 shares, and sole dispositive power with regard to 56,117,603 shares.
- (4) The number of shares is based upon the Schedule 13G/A filed with the SEC on February 13, 2024, by The Vanguard Group. According to the filing, The Vanguard Group has shared voting power with regard to 143,364 shares, sole dispositive power with regard to 67,736,275 shares and shared dispositive power with regard to 815,053 shares.

SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The table below shows how many shares each of our directors and nominees, each of the Named Executive Officers included in the summary compensation section below and all directors and executive officers as a group beneficially owned as of March 4, 2026.

NAME	SHARES OWNED ⁽¹⁾	SHARES SUBJECT TO RIGHT TO ACQUIRE BENEFICIAL OWNERSHIP ⁽²⁾	TOTAL SHARES BENEFICIALLY OWNED ⁽³⁾	PERCENT OF CLASS ⁽³⁾
Keelan I. Adamson	1,491,509	401,669	1,893,178	*
R. Thaddeus Vayda	352,635	68,899	421,534	*
Jeremy D. Thigpen	2,614,548	978,664	3,593,212	*
Brady K. Long	1,238,098	287,080	1,525,178	*
Rodderick J. Mackenzie	268,025	99,105	367,130	*
Jason B. Pack	262,103	27,778	289,881	*
Glyn A. Barker	2,984	387,014	389,998	*
Vanessa C.L. Chang	69,200	387,014	456,214	*
Frederico F. Curado	—	381,272	381,272	*
Chadwick C. Deaton	141,000	451,548	592,548	*
Domenic J. “Nick” Dell’Osso, Jr.	—	71,799	71,799	*
Vincent J. Intrieri	20,000	376,512	396,512	*
William F. “Bill” Lacey	—	—	—	*
Samuel J. Merksamer	—	387,248	387,248	*
Frederik W. Mohn ⁽⁴⁾	96,597,042	321,259	96,918,301	8.8%
All directors and executive officers as a group (15 persons)	103,057,144	4,626,861	107,684,005	9.7%

* Less than 1%.

- (1) The business address of each director and executive officer is c/o Transocean Management Services GmbH, Turmstrasse 30, 6312 Steinhausen, Switzerland. None of the shares beneficially owned by our directors or executive officers are pledged as security.
- (2) Includes shares that may be acquired within 60 days from March 4, 2026, through the exercise of options held by Messrs. Adamson (220,738), Vayda (68,899), Thigpen (978,664), Long (287,080), Mackenzie (99,105) and Pack (27,778) and all executive officers as a group (1,682,264). Also includes vested share units and unvested share units that will vest within 60 days from March 4, 2026, by Messrs. Adamson (180,931) Barker (387,014), Curado (381,272), Deaton (451,548), Dell’Osso (71,799), Intrieri (376,512), Merksamer (387,248), Mohn (321,259) and Ms. Chang (387,014) and all directors and executive officers as a group (2,944,597).
- (3) The percentage indicated is based upon 1,106,750,627 Company shares deemed to be outstanding as of March 4, 2026, which exclude treasury shares held by the Company or our subsidiaries as of such date or issued into treasury thereafter, unless otherwise required by applicable rules. As of March 4, 2026, each listed individual (with the exception of Mr. Mohn) and our directors and executive officers as a group (excluding Mr. Mohn) beneficially owned less than 1% of the Company’s outstanding shares.
- (4) The number of shares and associated percent of class includes information based on the Schedule 13D/A filed with the SEC on December 19, 2022, by Mr. Frederik W. Mohn, Perestroika (Cyprus) Ltd. and Perestroika AS, Form 4 filings by Mr. Mohn, Perestroika (Cyprus) Ltd and Perestroika AS, and information given to us by Mr. Mohn. According to such filings and information, Mr. Mohn has sole voting power and sole dispositive power with regard to 343,407 shares, which consists of: (a) 22,148 shares individually owned by Mr. Mohn; and (b) 321,259 restricted share units Mr. Mohn has the right to receive based upon his service as a director of Transocean Ltd. The total shares beneficially owned by Mr. Mohn also includes 96,574,894 shares held directly by Perestroika (Cyprus) Ltd.

COMPENSATION DISCUSSION AND ANALYSIS

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This Compensation Discussion and Analysis provides an overview and analysis of Transocean's executive compensation programs and policies, material compensation decisions for 2025, and the key factors we considered in making those decisions. It includes specific information about the compensation paid, earned or granted to the following persons who constitute our Named Executive Officers (each an "NEO") for 2025:

KEELAN I. ADAMSON

President and Chief Executive Officer

R. THADDEUS VAYDA

Executive Vice President and Chief Financial Officer

JEREMY D. THIGPEN

Executive Chair

*Former Chief Executive Officer
(transition effective May 1, 2025)*

BRADY K. LONG

Executive Vice President and Chief Legal Officer

RODERICK J. MACKENZIE

Executive Vice President and Chief Commercial Officer

JASON B. PACK

Senior Vice President and Chief Accounting Officer

Executive Summary

Transocean is a leading international provider of offshore contract drilling services for oil and gas wells. We specialize in technically demanding sectors of the global offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services, and we operate one of the largest, most technically capable and versatile offshore drilling fleets in the world.

INDUSTRY LEADING PERFORMANCE & DELIVERING LONG-TERM SUCCESS.

Transocean achieved significant progress in 2025, highlighted by outstanding operational, safety, and financial performance achievements. While continuing to maintain exceptional safety performance, we also operated with best-in-class efficiency and consistency, delivering company record-breaking uptime approaching 98%. Further, through efforts undertaken in 2025, Company cash flow and financial flexibility were improved by reducing our cost structure as well as the Company's future debt and interest expenses.

As Transocean has in 2025, in 2026 and beyond, we will remain focused on our key priorities: executing on our existing contracts and securing the best future opportunities for our portfolio of high specification rigs, continue to strengthen our balance sheet, and best position the Company for long-term success in what we expect to be a sustained upcycle in offshore drilling.

Highlights of our performance in 2025 include:

- Delivering efficient operational performance through company record uptime performance of 97.7%;
- Ensuring safe operations for our employees and environment, recording zero operational integrity events and zero lost-time incidents across our entire fleet, and ending the year with a TRIR of 0.19; and
- Continuing to book and earn market-leading rates – consistent with our focus on owning the highest-specification drilling rigs in the industry.

Our active fleet is near full utilization into 2026; and, as of the February 2026 Fleet Status Report, our backlog is approximately \$6.1 billion.

2025 Compensation Program Overview

Our Compensation Committee of the Board of Directors (the “Committee”) considers the long-term interests of the Company and our shareholders when making decisions regarding our compensation programs.

The 2025 compensation program design for our Named Executive Officers appropriately reflects our strong commitment to best practices in compensation governance and achieves the program design objectives of:

- Retaining and motivating our executives to achieve important business objectives;
- Rewarding our executives for delivering superior financial, operational, environmental and safety performance; and,
- Strongly aligning executive pay with Company performance and the shareholder experience.

THE 2025 COMPENSATION ACTIONS REFLECT OUR CONTINUED FOCUS ON BEST-PRACTICE COMPENSATION GOVERNANCE, WHILE MAINTAINING PRUDENTLY DESIGNED, COMPETITIVE COMPENSATION PACKAGES.

In February 2025, using competitive market analysis provided by its consultant, the Committee evaluated all elements of the compensation program. The Committee’s critical objectives were: retaining key executive talent required for current and future Company financial performance and succession, assessing the alignment between performance and compensation, and analyzing realizable pay relative to target pay as compared to our peers.

Compensation Philosophy, Strategy and Design

Our executive compensation program includes a range of features that align the interests of our senior management with those of our shareholders and excludes features that may result in misalignment.

Important features of our executive compensation programs and practices are provided in the following table:

WHAT WE DO

- ✓ Conduct an annual review of our compensation strategy, including a review of our compensation-related risk profile
- ✓ Seek shareholder feedback annually on our executive compensation program through an advisory vote
- ✓ Mandate meaningful share ownership requirements for our executives
- ✓ Maintain a clawback policy in accordance with SEC and NYSE requirements providing for the recovery of erroneously awarded incentive-based compensation (cash and equity) in the case of an accounting restatement
- ✓ Allow for outstanding equity awards to be forfeited for violation of human resource or legal compliance and ethics policies, including the Company's Code of Integrity
- ✓ Base annual incentive performance on quantitative, formulaic metrics
- ✓ Maintain compensation plans that are weighted significantly toward variable pay to align our executive compensation with long-term shareholder interests
- ✓ Utilize multiple measurement periods and metrics for incentive compensation
- ✓ Link long-term incentive compensation to relative performance metrics
- ✓ Deliver 100% of long-term incentives in equity, at least 50% of which is in performance-based awards
- ✓ Cap the overall performance unit payouts to prevent unintended windfalls
- ✓ Retain an independent consultant who reports only to our Compensation Committee (not management)
- ✓ Maintain double trigger change-in-control provisions

WHAT WE DON'T DO

- ✗ Allow our executives to hedge, sell short or hold derivative instruments tied to our shares (other than derivative instruments issued by us)
- ✗ Allow our executives or directors to pledge Company shares
- ✗ Allow unearned performance-based full value awards and/or stock options to be counted towards executive stock ownership requirements
- ✗ Have pre-arranged individual severance agreements or special change-in-control compensation agreements with any Executive Officers; however, to the extent permitted under Swiss law, our executives are eligible for severance and change-in-control provisions pursuant to our policies, in exchange for covenants that protect the Company
- ✗ Provide gross-ups for severance payments
- ✗ Guarantee salary increases, non-performance based bonuses or unrestricted equity compensation
- ✗ Provide any payments or reimbursements for tax equalization
- ✗ Pay dividends or dividend equivalents on performance-based equity that has not vested
- ✗ Offer executive perquisites

THE PRIMARY GOAL OF OUR COMPENSATION PROGRAM IS TO ALIGN PAY WITH PERFORMANCE.

We accomplish our goal of aligning pay with performance by providing our executives with a competitive compensation package that rewards performance against specific, strategic, financial and operational goals that the Committee believes are critical to the Company's long-term success and the achievement of sustainable long-term shareholder returns. Attracting, retaining and motivating talented management is essential to creating shareholder value throughout the business cycles of our industry.

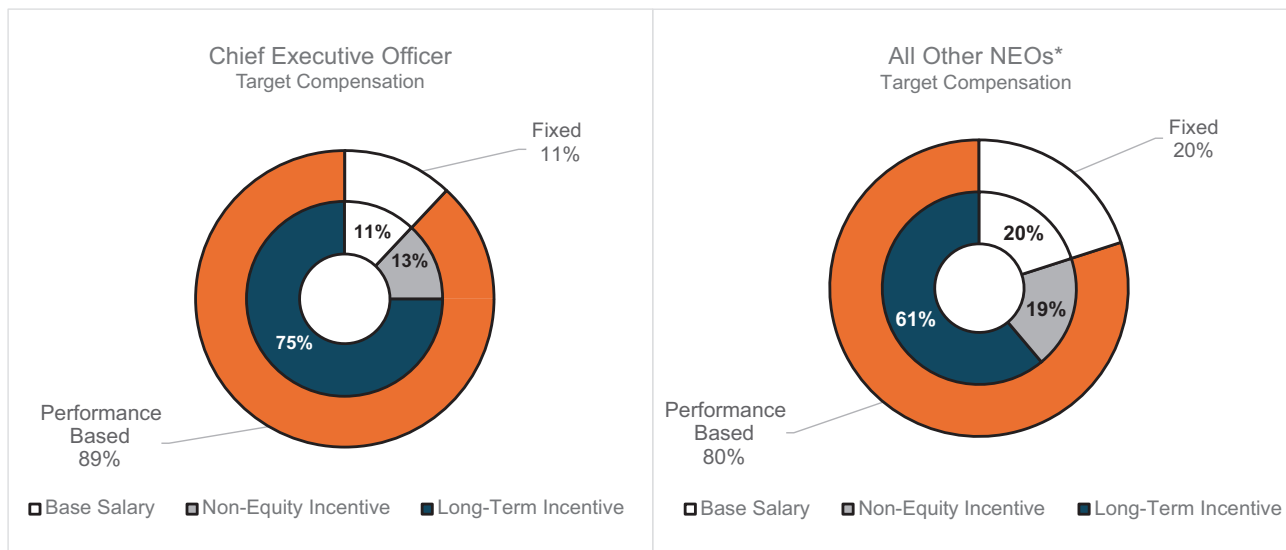
COMPENSATION DISCUSSION AND ANALYSIS

In administering our executive compensation program, we are guided by the following principal objectives:

- Aligning annual incentive compensation with financial, operational and strategic objectives; and
- Rewarding share price appreciation and relative performance through long-term equity incentive awards.

At the 2025 Annual General Meeting, approximately 88% of the votes cast were in favor of the NEO compensation for fiscal year 2025. The Committee recognized the support received from shareholders and viewed the results as a confirmation of our executive compensation programs and policies. We deliver the vast majority of executive pay as performance-based, “at-risk” incentive compensation, with a portion allocated to the delivery of shorter-term periodic results and the majority weighted toward the delivery of longer-term shareholder value. This approach achieves our objective of aligning pay and performance, without providing an incentive for excessive risk-taking. Our shareholders have consistently expressed their support for the Company’s executive compensation principles, and, for the prior ten fiscal years, the shareholder approval levels have been 88% or higher with eight of those years exceeding 95%. The Committee will maintain the practice of assessing shareholder votes and feedback when developing our executive compensation programs.

2025 Target Compensation



* The individuals who were non-CEO Named Executive Officers during the applicable year are Messrs. Vayda, Long, Mackenzie, and Pack.

2025 Named Executive Officer Transitions

In April 2025, the Company announced the transition of two Named Executive Officers: Keelan Adamson was promoted to President and Chief Executive Officer and Jeremy Thigpen became Executive Chair. Additional details regarding Mr. Adamson and Mr. Thigpen’s transition to new roles may be found in the section titled “2025 Named Executive Officer Transitions” included in the Compensation Discussion and Analysis.

Setting Executive Compensation

We annually review our executive compensation program to ensure that we provide the opportunity for each of our Named Executive Officers to receive competitive compensation without providing an incentive for excessive risk-taking. With support from its independent compensation consultant, the Committee annually reviews each

individual component of compensation as well as the aggregate compensation that may be paid or awarded to each of our Named Executive Officers and compares them:

- Externally against compensation awarded and paid to executive officers holding comparable positions at companies with which we compete for executive talent; and
- Internally against other members of the executive team to ensure internal equity, taking into account individual performance, skills, experience, and tenure.

We assess our compensation programs with the aim of positioning elements of compensation competitively to that of other executives in our industry sector and among companies in other industries of comparable size, international scope, and organizational complexity. We also seek to provide a direct link between pay and the enhancement of shareholder value. The Committee's independent compensation consultant guides the Committee in evaluating and establishing the appropriate peer groups for this assessment.

The Committee, with support from its independent compensation consultant, employs two peer groups for the purpose of evaluating executive compensation. The "Compensation Peer Group" is used to assess the competitiveness of the compensation of our Named Executive Officers, and the "Performance Peer Group" is used to evaluate the relative performance of the Company.

COMPENSATION PEER GROUP

We compete for executive talent across many different sectors around the world. However, our primary competitive market generally includes other companies in the energy industry (oil and gas companies, offshore drilling companies and other energy services companies). In making compensation decisions for the Named Executive Officers, the total direct compensation and each underlying element thereof are compared against published and publicly available compensation data.

The Compensation Peer Group for 2025 comprised the following companies:

■ APA Corporation	■ McDermott International, Ltd.	■ Petrofac Limited
■ Diamond Offshore Drilling, Inc.*	■ Murphy Oil Corporation	■ TechnipFMC plc
■ Expand Energy Corporation	■ Nabors Industries Ltd.	■ Valaris Limited
■ Helmerich & Payne, Inc.	■ NOV Inc.	■ Weatherford International plc
■ Hess Corporation*	■ Noble Corporation plc*	
■ Marathon Oil Corporation*	■ Ovintiv Inc.	

*The Compensation Peer Group for 2025 was established prior to certain corporate transactions involving these companies. See additional details regarding prospective changes to the peer group below.

Recognizing the cyclical nature of the market in which we operate, and the impact that may have on the relative revenue and market capitalization of each peer company at any given time during the course of a downturn or recovery cycle, the Committee maintains a consistent approach to the overall peer company selection so that compensation benchmarks are stable over the course of the market cycle. The Committee adjusts the Compensation Peer Group as peer company consolidation occurs or changes to long-term market conditions evolve.

Further, we consider the compensation practices of general non-energy industry peers of comparable size and international scope in setting executive compensation levels, and we use general industry data as a secondary market reference to ensure that a comprehensive view of the market is considered. These non-energy general industry peers are expected to vary from year-to-year based on changes in the marketplace and the availability of published survey data for companies that meet the defined size, international scope and organizational structure criteria.

COMPENSATION DISCUSSION AND ANALYSIS

Our target market position is determined based on the data believed to be most relevant for a given position. For example, the Compensation Peer Group data are weighted more heavily for positions in Operations and Marketing, whereas general industry data are also considered for executives overseeing corporate functions. However, in accordance with our pay-for-performance philosophy, the Compensation Peer Group data is the primary reference for assessing base salary, short-term incentive and long-term incentive compensation levels.

Following continued consolidation within the industry, as well as feedback from shareholders that encouraged us to consider eliminating certain peers that were at the larger end of our scope range, the Committee's independent consultant conducted an updated review of the compensation peer group to ensure the peer set continues to provide an accurate representation of the Company's most relevant markets for talent while taking into account investor feedback. After reviewing the analysis, in late 2025, the Committee further refined the go-forward compensation peer group by eliminating Diamond Offshore, Hess, Marathon Oil, Ovintiv and Petrofac and adding Coterra Energy, Liberty Energy, Matador Resources Company, Oceaneering International Inc., and Patterson-UTI Energy Inc.

The updated Compensation Peer Group comprised the following companies:

■ APA Corporation	■ McDermott International, Inc.	■ Patterson-UTI Energy Inc.
■ Coterra Energy	■ Murphy Oil Corporation	■ TechnipFMC plc
■ Expand Energy Corporation	■ Nabors Industries Ltd	■ Valaris Limited
■ Helmerich & Payne, Inc.	■ Noble Corporation plc	■ Weatherford International plc
■ Liberty Energy Inc.	■ NOV Inc.	
■ Matador Resources Company	■ Oceaneering International Inc	

PERFORMANCE PEER GROUP

While the competition for executive talent spans a broader market, our Performance Peer Group is specific to the companies most closely aligned to our business with expertise in technically demanding oilfield services and which are most likely to compete with us for investor capital.

In February 2025, the Committee evaluated the previously established Performance Peer Group used to measure the Company's TSR performance relative to that of companies considered to be direct business competitors and competitors for investment capital for inclusion in the 2025 long-term incentive program. The Committee engaged its compensation consultant to perform analyses to assist in the refinement of the peer group by assessing which companies have the strongest correlation to the Company, giving consideration to factors such as emergence from bankruptcy/restructuring and strategic transactions. As a result, the Committee adopted an updated Performance Peer Group that introduced two new peer companies and eliminated one prior peer company.

The resulting Performance Peer Group for 2025 consisted of:

■ Aker Solutions	■ NOV Inc.	■ TechnipFMC plc
■ Baker Hughes Company	■ Oceaneering International, Inc.	■ Tidewater Inc.
■ Borr Drilling Limited	■ Oil States International, Inc.	■ Valaris Limited
■ Helmrch & Payne, Inc.	■ Seadrill Limited	
■ Noble Corporation plc	■ Subsea 7 S.A.	

2025 Executive Compensation Elements

OUR EXECUTIVE COMPENSATION PROGRAM IS DESIGNED TO MEET THE OBJECTIVES OF OUR “PAY FOR PERFORMANCE” PHILOSOPHY BY LINKING A SIGNIFICANT PORTION OF EACH EXECUTIVE’S COMPENSATION TO COMPANY PERFORMANCE.

The following table summarizes the purpose and key characteristics of each of the primary components of our executive compensation program.

COMPENSATION ELEMENT	PURPOSE	KEY CHARACTERISTICS
BASE SALARY	Provide a market competitive base level of income for executive talent.	Fixed compensation. Reviewed annually and adjusted as appropriate.
ANNUAL CASH BONUS	Motivate executives to achieve our short-term financial, operational, environmental and safety objectives.	Variable compensation. Award potential ranges from 0% to 200% of target based on corporate performance measured against pre-established performance goals.
I. LONG-TERM INCENTIVE – PERFORMANCE UNITS	Align the interests of our executives with those of our shareholders by creating a direct correlation between realized pay and shareholder return both relative to peers and on an absolute basis, over a three-year performance period.	Variable compensation. The number of earned units can range from 0%-200% based on total shareholder return relative to performance of selected peers during a three-year performance period. Awards “cliff” vest at the end of the three-year performance period.
II. LONG-TERM INCENTIVE – RESTRICTED UNITS	Motivate executives to contribute to long-term increases in shareholder value, build executive ownership and retain executives through ratable, multi-year vesting.	Variable compensation. Long-term award with ratable vesting over three years that provides a direct correlation of realized pay to shareholder value.

The Committee takes several objectives into consideration when assessing the reasonableness of the total direct compensation of the Named Executive Officers, particularly the compensation of our Chief Executive Officer. These objectives include ensuring alignment with our vision and business strategy, creating sustainable long-term shareholder value through the amount and mix of compensation provided, and advancing the core principles of our compensation philosophy and objectives while remaining within our risk tolerance.

Executive compensation is generally targeted around the market median and, when appropriate, adjusted for each Named Executive Officer based upon their individual skills, Company and industry tenure and impact to the Company’s short and long-term strategic goals.

Our Named Executive Officers have an average of 27 years of experience in multiple sectors of the oil and gas industry, including oilfield services and offshore drilling, and have served our Company for an average of 17 years. Ultimately, this combined expertise and experience was invaluable to maintaining the Company’s performance and preserving shareholder value during the extended market downturn. It is our belief that, particularly in comparison to that of our competitors – most of which filed for bankruptcy and restructured – the continuity of our management team, combined with their collective experience, provides a distinct competitive advantage and advances the Company’s leadership position, allowing it to appropriately manage the inherent cyclicity and other unique characteristics of the offshore drilling industry.

BASE SALARY

Our Named Executive Officers receive base salaries constituting a fixed amount of compensation for services rendered during the year. The base salaries of our Named Executive Officers are determined by the Committee upon each officer's initial hire and reviewed annually, including in the context of promotions or other changes in job responsibilities. As part of its annual review, the Committee reviews each base salary, (i) for purposes of maintaining competitive compensation, relative to executive officers at applicable industry and outside-industry companies, and (ii) for internal pay equity purposes, relative to other executive officers at the Company.

As part of its base salary review, the Committee considers input from our Chief Executive Officer (except with respect to his own compensation), competitive compensation data from our Compensation Peer Group and other survey data, job responsibilities, individual skills, experience and expected future contributions of each Named Executive Officer. The Committee also considers input from its independent compensation consultant within the framework of the Company's compensation philosophy and objectives.

Following its annual review, in February 2025, the Committee elected to maintain the base pay for our Named Executive Officers. Further, subsequent to his promotion to Chief Executive Officer in May 2025, Mr. Adamson received an increase in base compensation. For more information, see the section title "2025 Named Executive Officer Transitions".

The following base salaries were approved by the Committee for the individuals listed below.

EXECUTIVE	2025 BASE SALARY (U.S. \$)	INCREASE OVER 2024 (%)
Mr. Adamson ⁽¹⁾	\$1,000,000	25%
Mr. Vayda	\$625,000	0%
Mr. Thigpen ⁽²⁾	\$1,150,000	0%
Mr. Long	\$630,000	0%
Mr. Mackenzie	\$550,000	0%
Mr. Pack ⁽³⁾	\$430,000	N/A

(1) Pursuant to promotion to CEO (May 2025).

(2) Annual target value as CEO prior to transition to Executive Chair. Refer to 2025 NEO Transitions section.

(3) Newly designated 2025 NEO.

ANNUAL PERFORMANCE BONUS

Our Performance Award and Cash Bonus Plan (the "Bonus Plan") is a formulaic, goal-driven plan that provides participants, including the Named Executive Officers, with the opportunity to earn annual cash bonuses based on performance as measured against predetermined performance objectives. Individual target award levels, expressed as percentages of the participants' base salaries, are established by the Committee at the beginning of the year. The target award opportunities under the Bonus Plan, when combined with base salaries, are intended to position the participants to earn total cash compensation approximating competitive market median levels. Individual awards correlate to Company performance, so the executives achieve above-target awards only when the Company achieves above-target performance. Further, the bonus opportunity is capped at a maximum payout level as noted below.

In 2025, the Committee maintained the target bonus opportunity for our Named Executive Officers with the exception of Mr. Adamson who received an increased target pursuant to his promotion to Chief Executive Officer. Under the Bonus Plan for 2025, the Named Executive Officers had a potential payout range of 0% to

200% of their individual target award opportunities. The 2025 target bonus opportunity for each Named Executive Officer, expressed as a percentage of base salary, was as follows:

EXECUTIVE	2025 BONUS TARGET (U.S. \$)	INCREASE OVER 2024 (%)
Mr. Adamson ⁽¹⁾	130%	30%
Mr. Vayda	100%	0%
Mr. Thigpen ⁽²⁾	135%	0%
Mr. Long	100%	0%
Mr. Mackenzie	100%	0%
Mr. Pack ⁽³⁾	75%	N/A

(1) Pursuant to promotion to CEO (May 2025).

(2) Annual target value as CEO prior to transition to Executive Chair. Refer to 2025 NEO Transitions section.

(3) Newly designated 2025 NEO.

2025 ANNUAL BONUS STRUCTURE AND ACHIEVEMENT

The annual cash bonus structure is designed to recognize and motivate strong financial, operational and sustainability performance. Achievement in these three focus areas provides the Committee with a direct line of sight to annual Company operational and financial results while maintaining an emphasis on our environmental, safety and governance strategy. This structure is designed to focus our executives on those areas where we can differentiate ourselves from our competitors throughout the various cycles of our industry. The performance measures, relative weightings, and threshold-target-maximum payout ranges were designed based on our 2025 financial and operational forecasts, as presented to the Committee in early February 2025.

The following table outlines the 2025 bonus performance measures and relative weightings. Each of the measures is defined and discussed in more detail below.

Based on the performance measures described further below and using the pre-determined weightings assigned to each measure by the Committee, the overall bonus achievement for each of our Named Executive Officers was 150% of the targeted bonus opportunity under the Bonus Plan for 2025. The components of this total bonus payout under the Bonus Plan for 2025 are as follows:

PERFORMANCE MEASURE	2025 WEIGHTING (%)	2025 ACHIEVEMENT (%)	2025 WEIGHTED ACHIEVEMENT (%)
I. EBITDA	65%	138%	90%
II. Uptime	20%	170%	34%
III. Environmental & Safety	15%	173%	26%
2025 Bonus Plan Achievement			150%

For specific award amounts, see “Executive Compensation—Summary Compensation Table.”

I. FINANCIAL PERFORMANCE

Developing Our EBITDA Target

FOR THE 2025 BONUS PLAN, THE COMMITTEE EVALUATED FINANCIAL MEASURES THAT WOULD MOST CLOSELY ALIGN MANAGEMENT WITH THE COMPANY’S FINANCIAL OBJECTIVES.

The Committee concluded that EBITDA continues to be the most appropriate financial measure for our annual bonus for the following reasons:

- EBITDA is commonly used by our shareholders to evaluate financial performance;
- EBITDA is commonly used by our peers to evaluate their own financial performance; and

COMPENSATION DISCUSSION AND ANALYSIS

- While EBITDA is a non-GAAP financial measure, it is objective and reconcilable to the GAAP measures reported in our financial statements.

The Committee weighted EBITDA at 65% of the total 2025 Bonus Plan opportunity; increasing its weight by 5% compared to the 2024 award. Further, taking into account the Company's 2025 financial plan, the Committee set the 2025 EBITDA target at \$1.292 billion, which was 12.5% above the 2024 actual achievement level. In evaluating the 2025 EBITDA target, the Committee, at the beginning of 2025, considered the following challenges for the Company and/or the industry:

- Our customers' focus on extended-duration opportunities with longer lead times to contract commencement;
- Uncertainty in the rig contracting environment for rigs available in 2025, including the potential for lower dayrates relative to expiring long-term contracts;
- Continued volatility of commodity prices throughout the year, potentially causing delays for customer contracting activity and/or deferrals of their projects;
- The possible increase in maintenance expenses due to supply chain and inflationary concerns; and
- The uncertain duration of contract preparation time and associated contract commencement date, as well as the uncertain duration of well-based contracts.

In further consideration of these challenges and uncertainties, the Committee elected to maintain the threshold-to-maximum range at +/- 20%.

Accordingly, the threshold and maximum performance outcomes were as follows:

EBITDA TARGET AND PERFORMANCE RANGE	BONUS PAYOUT (%)
Threshold = \$1.034 billion	0%
Target = \$1.292 billion	100%
Maximum = \$1.550 billion	200%

Measuring EBITDA Results

The Committee certified EBITDA performance achievement at 138% of target, resulting in a weighted payout of 90% of the total target bonus opportunity for each Named Executive Officer. Achievement is based upon an outcome of \$1.39 billion which is calculated utilizing Adjusted EBITDA, which is a non-GAAP measure, and with a further adjustment to reflect the effect of lower expected return due to realigned investment strategies.

Attached as Appendix A in this proxy statement, is a reconciliation of Adjusted EBITDA to net income, the most directly comparable financial measure prepared and calculated in accordance with GAAP.

II. OPERATIONAL PERFORMANCE

Developing Our Uptime Target

WE HAVE IDENTIFIED UPTIME AS THE OPERATIONAL PERFORMANCE MEASURE THAT BEST ALIGNS WITH THE INTERESTS OF OUR CUSTOMERS AND, ULTIMATELY, OUR SHAREHOLDERS.

Uptime represented 20% of the 2025 total target annual bonus opportunity, reinforcing the importance of maintaining excellence in our rig operations. We determined that uptime is the best measure of operational efficiency, which is an imperative for our customers and directly impacts their operational plan. Further, uptime has a direct correlation to the Company's revenue.

Although uptime is a common operational metric in our industry, it has no standard industry definition or reporting structure. As a result, the Company has developed its own definition, in consultation with the Committee, and that definition recognizes the key impediments to uptime: mechanical failures and human performance errors.

Uptime is measured as total operating hours, minus downtime hours, expressed as a percentage of the total operating hours. Operating hours are defined as the number of hours a rig is operating under a contract. Downtime is generally defined as the number of hours the rig is not engaged in drilling activities, resulting from mechanical failure or human performance error.

$$\text{Uptime} = \frac{\text{Total Operating Hours} - \text{Downtime Hours}}{\text{Total Operating Hours}}$$

Using this formula, zero mechanical failures and human performance errors that do not result in a cessation of rig operations (i.e., downtime), would result in a rig operating at 100% Uptime. Downtime events detract from optimal performance and have a direct negative impact on the customer's operational plan, as well as the Company's financial goals.

In setting the threshold-target-maximum range for this measure, the mathematical differential of 2% from threshold to maximum is significant considering the total number of operating hours during a calendar year (e.g., 198,297 hours of operation in 2025).

The Committee approved the following uptime target for 2025:

UPTIME TARGET AND PERFORMANCE RANGE	BONUS PAYOUT (%)
Threshold = 96.0%	0%
Target = 97.0%	100%
Maximum = 98.0%	200%

In setting the uptime target, the Committee considered the Company's emerging 2025 outlook and the forecasted challenges related to rig mobilizations to new locations and multiple rigs undergoing routine maintenance. Given these challenges to our operational performance and considering in the prior year the Committee had both increased the Uptime target and reduced the spread between threshold and maximum achievement, the Committee concluded that attaining the prior year performance target of 97% would, for 2025, be challenging but achievable, with optimal planning, training and execution.

Measuring Uptime Results

THE COMPANY ACHIEVED COMPANY RECORD-BREAKING UPTIME PERFORMANCE OF 97.7% IN 2025.

Despite the forecasted challenges for 2025, we achieved a Company record uptime performance, resulting in greater operational delivery for our customers and higher earnings. Notably, the Company delivered these results in a year that included several rig mobilizations to new geographic locations requiring recruitment and onboarding of new local crew members as well as crew member relocation.

As illustrated, the formulaic performance of uptime achieved a payout level of 170% of target and an associated weighted payout of 34% of the total target bonus opportunity for each of the Named Executive Officers.

III. ENVIRONMENTAL & SAFETY PERFORMANCE

Developing Our Environmental & Safety Targets

WE BELIEVE THE SAFETY OF OUR WORKFORCE AND THE ENVIRONMENT IN WHICH WE OPERATE IS CRITICAL TO OUR BUSINESS AND OUR INDUSTRY, SO WE INCLUDED CORPORATE ENVIRONMENTAL & SAFETY OBJECTIVES IN THE 2025 CASH BONUS PLAN TO DRIVE PERFORMANCE ALIGNED WITH OUR LONG-TERM BUSINESS STRATEGY.

The Company is committed to operating our business responsibly, mitigating risks and creating value. This means, among other imperatives, minimizing our impact to the environment, stewarding resources conscientiously, treating our workforce with respect, and innovating purposefully.

To further emphasize this commitment, the Committee included an Environmental and Safety component to the 2025 Bonus Plan design comprising the following two measures, selected by the Governance, Safety & Environment Committee, in support of our continuous and deliberate focus on protecting our personnel, our assets and the environment from the numerous potential operating hazards endemic to our business:

- Operational Integrity and Occupational Safety (10%); and
- Dropped Objects Prevention (5%).

Operational Integrity & Occupational Safety Performance

The Operational Integrity & Occupational Safety measure for the 2025 award comprising:

- Operational Integrity; and
- Occupational Safety – based on TRIR.

The Committee maintained the Operational Integrity and Occupational Safety components in the 2025 award to emphasize the importance of delivering safe and reliable operations.

Operational Integrity events are low frequency, high severity events that can result in impact to the environment, significant asset damage, or in the worst instance, loss of life. Since 2013, the Company has maintained a five-tier Operational Integrity framework to categorize events based on potential impact to safety or the environment. The most impactful events are categorized as Tier 1 or Tier 2, which can occur when multiple operational barriers fail. Operational Integrity became the primary component of the Environmental & Safety Performance measure in 2023 to reinforce the importance of delivering safe and reliable operations, both for those onboard our assets and for the ecosystems in which we operate.

Occupational Safety, based on TRIR, is the secondary component of the Occupational Integrity & Occupational Safety Performance measure. TRIR is a safety metric recognized by the Occupational Safety and Health Administration and is used by companies across an array of industries. TRIR is calculated based on the guidelines set by the International Association of Drilling Contractors, by taking the aggregate number of occurrences of work-related injuries or illnesses that result in medical care or treatment beyond minor first aid. The result is the number of such occurrences for every 200,000 hours worked.

The cumulative Operational Integrity & Occupational Safety Performance achievement is calculated using a scorecard, which determines the outcome based on the individual component results.

- Occupational Integrity results are based on the prevention of Tier 1 and Tier 2 Operational Integrity events. In the event a Tier 1 event occurs, the entire Operational Integrity & Occupational Safety Performance achievement component is automatically reduced to 0%. In the event a Tier 2 event occurs, the Operational Integrity & Occupational Safety Performance maximum achievement possible is reduced from 200% to 150%.

- Occupational Safety performance is calculated based on TRIR performance relative to target. The Committee approved a TRIR target for 2025 of 0.20 based on input from the GSE Committee. This target represents the five-year actual TRIR results and applies a 0.95 modifier to ensure the pursuit of continuous improvement. The TRIR target has improved by 35% in the last 6 years, driven by continuously improving TRIR results.

In setting the threshold and maximum values, the Committee applied a 25% range above and below target. This range created a threshold, or entry point, of 0.25 and a maximum of 0.15.

TRIR TARGET AND PERFORMANCE RANGE	BONUS PAYOUT (%)
Entry (Threshold) = 0.25	0%
Mid-Point (Target) = 0.20	100%
Maximum = 0.15	200%

Operational Integrity & Occupational Safety Performance Scorecard:

Operational Integrity			Occupational Safety	Calculated Outcome %	Cash Bonus Weighted %
Performance Tier 1	Performance Tier 2	Performance %	Performance (TRIR)		
No	No	100%	Below entry	75%	7.5%
			At entry	100%	10%
			At mid-point	150%	15%
			At maximum or above	200%	20%
No	Yes	50%	Below entry	25%	2.5%
			At entry	50%	5%
			At mid-point	100%	10%
			At maximum or above	150%	15%
Yes	-	0%	-	0%	0%

Comprehensive measures are in place to safeguard against underreporting of safety events by our workforce. These measures encompass a robust framework of oversight, including stringent auditing procedures, transparent reporting mechanisms, and a culture of accountability aimed at fostering an environment where safety reporting is conducted without concern for retaliation.

Dropped Objects Prevention Performance

Upon recommendation from the GSE Committee, the Committee approved a new measure for the 2025 cash bonus plan focused on Dropped Objects Prevention Performance. The new measure was added by the Committee in recognition of the importance of preventing serious injury to personnel caused by dropped objects on the Company's offshore operating fleet.

Dropped Objects Prevention performance is assessed by calculating the Dropped Objects Prevention Rate which captures Serious Near Hit Dropped Objects and Mitigated Serious Near Hit Dropped Objects using industry standard categorization.

- Serious Near Hit Dropped Object is a dropped object that has the potential to cause a fatality or a life changing injury.
- Mitigated Serious Near Hit Dropped Object is a dropped object that had the potential to cause a life changing injury that was mitigated by a control that was put in place.

The Dropped Objects Prevention Rate is measured by combining the instances of SNH Dropped Objects and Mitigated SNH Dropped Objects expressed as a percentage per every 200,000 working hours.

$$\text{Dropped Objects Prevention Rate} = \frac{\text{SNH Dropped Objects} + \text{Mitigated SNH Dropped Objects}}{\text{Total Working Hours} / 200,000}$$

The Committee approved a Dropped Objects Prevention rate target for 2025 of 0.34 based on input from the GSE Committee. This target represents the five-year actual Dropped Objects Prevention Rate results and applies to a 0.95 modifier to ensure the pursuit of continuous improvement.

In setting the threshold and maximum values, the Committee applied a 25% range above and below target. This range created a threshold, or entry point, of 0.43 and a maximum of 0.26.

TRIR TARGET AND PERFORMANCE RANGE	BONUS PAYOUT (%)
Entry (Threshold) = 0.43	0%
Mid-Point (Target) = 0.34	100%
Maximum = 0.26	200%

Measuring Environmental and Safety Results

THE COMPANY RECORDED NO TIER 1 OR TIER 2 EVENTS AND ACHIEVED 0.19 TRIR PERFORMANCE IN 2025.

There were no Tier 1 or Tier 2 events recorded in 2025, allowing for the Operational Integrity Performance component of the Occupational Integrity and Occupational Safety measure to result in 100% achievement. Further, in 2025, the Company achieved above target TRIR performance of 0.19.

To continuously improve our Environmental and Safety performance, the Company, with support from our customers, has continued to develop and deploy new technology to enhance operational performance and occupational safety.

The cumulative Operational Integrity and Occupational Safety Performance resulted in a payout achievement of 160% and an associated weighted payout of 16%.

THE COMPANY ACHIEVED COMPANY-RECORD-BREAKING DROPPED OBJECTS PREVENTION PERFORMANCE IN 2025.

In 2025, the Company achieved a Dropped Objects Prevention rate of 0.17, representing a 64% improvement over the prior year. The 2025 result not only exceeded the target but also the maximum achievement performance range. The performance resulted in a payout achievement of 200% and an associated weighted payout of 10%.

As illustrated, the combined Environmental & Safety results exceeded our goal, and the Committee certified Environmental and Safety performance achievement, resulting in an associated weighted payout of 26% of the total target bonus opportunity for each Named Executive Officer.

OVERALL 2025 ANNUAL BONUS ACHIEVEMENT

IN 2025, WE DELIVERED EXCEPTIONAL ANNUAL PERFORMANCE RESULTS.

Our executive leadership showed exceptional discipline and commitment in managing the Company, driving the success of our business, and building long-term value. Further, our success in delivering solid results in 2025 against the measures approved by the Committee could not have been realized without the discipline, flexibility and resilience of our dedicated workforce.

LONG-TERM INCENTIVES

THE COMMITTEE ESTABLISHES COMPETITIVE LONG-TERM INCENTIVE (“LTI”) OPPORTUNITIES FOR OUR NAMED EXECUTIVE OFFICERS THAT MOTIVATE THEM TO INCREASE TOTAL SHAREHOLDER RETURN, DRIVE LONG-TERM SUSTAINABLE VALUE AND ALIGN THE INTERESTS OF PARTICIPANTS WITH THOSE OF SHAREHOLDERS.

To provide an appropriate balance of incentives tied to performance, two types of long-term equity instruments were used in 2025: Performance Units (“PSUs”) and Restricted Share Units (“RSUs”), each weighted at 50%.

This LTI mix was designed to ensure that a minimum of 50% of total LTI is conveyed through performance-based awards. RSUs were included in the incentive mix to reinforce a direct relationship to the shareholder experience and to promote ownership of Company equity. Both instruments were also designed to be retentive in nature through extended performance and vesting periods.

The following LTI award values were delivered to our Named Executive Officers in 2025.

EXECUTIVE	2025 LTI TARGET VALUE (U.S. \$)
Mr. Adamson	5,810,000
Mr. Vayda	2,187,500
Mr. Thigpen	4,000,000
Mr. Long	2,290,909
Mr. Mackenzie	1,650,000
Mr. Pack	752,500

Each Named Executive Officer target LTI value is delivered in shares based on the following:

- Performance Units: one-half of the total LTI target value is divided by an approximated Grant Date Fair Value based on an estimated Monte Carlo valuation performed immediately prior to the date of grant; and
- Restricted Share Units: one-half of the total LTI target value is divided by a value equal to the average of our high-low trading prices for the 10 days immediately preceding the date of grant.

This practice is utilized to most closely approximate the expected grant value. The values disclosed in the Summary Compensation Table reflect the actual grant date fair value and may vary slightly from the target value.

In connection with his promotion to CEO, and in consultation with the Committee’s independent consultant, the Committee awarded Mr. Adamson a promotional equity grant in May 2025 calibrated to the compensation target of his new position and prorated for the portion of the year following his promotion, delivered equally in PSUs and RSUs. The total LTI value granted to Mr. Adamson for 2025 was \$5,810,000 as shown in the preceding table. Based on his compensation package approved by the Committee in May 2025, Mr. Adamson’s LTI target value for a full year as CEO would be \$7,000,000, or \$1,000,000 lower than that of our former CEO. See the section title “2025 Named Executive Officer Transitions” for more information.

The Committee awarded Mr. Thigpen \$4,000,000 in LTI value, half the value of his previous LTI annual award of \$8,000,000, considering his partial-year CEO service and subsequent transition to the role of Executive Chair.

PERFORMANCE UNITS (“PSU”)

For the 2025 PSU grant, the Committee decided to base the 2025 PSU design on performance over a three-year period utilizing:

- a primary performance measure based on Company Free Cash Flow, measured in three 12-month periods and averaged over a three-year period; and,

COMPENSATION DISCUSSION AND ANALYSIS

- a performance modifier based on three-year relative Total Shareholder Return (“TSR”) comparing the Company’s TSR relative to the Company’s Performance Peer Group over a three-year period from January 1, 2025 to December 31, 2027.

The target award value of the 2025 PSU grants to each of the Named Executive Officers was weighted at 50% of each officer’s total 2025 LTI target award value and each PSU granted represents one share.

Company Free Cash Flow Performance (Primary Measure):

In recognition of the importance of deleveraging the Company’s balance sheet, the Committee established an absolute performance measure based on Company Free Cash Flow (“FCF”). FCF is a non-GAAP measure that is calculated based on cash provided by (used in) operating activities less capital expenditures. Due to forecasting and planning challenges resulting from market volatility, the Committee decided that FCF performance will be measured over three 12-month performance periods with targets set annually at the beginning of each calendar year, and maximum and threshold values set at +/-20% of target value. Annual FCF performance achievement results range between 0% and 200%. The three 12-month FCF performance results are averaged at the end of the three-year performance period to determine cumulative Free Cash Flow Performance.

Relative Total Shareholder Return Performance (Modifier):

The Company Free Cash Flow Performance result is modified by the Total Shareholder Return Performance Modifier (“TSR Performance Modifier”) which is calculated by comparing the Company’s Total Shareholder Return (“TSR”) relative to the Company’s 13-member Performance Peer Group over a three-year period from January 1, 2025 to December 31, 2027. TSR Performance Modifier results range between -25% and +25% and are calculated by linear interpolation between the percentages assigned below.

Company Ranking	TSR Performance Modifier
90 th percentile or greater	25%
50 th percentile (Target)	0%
Less than 25 th percentile	-25%

2025 PSU Earned Performance = *Company Free Cash Flow Performance + TSR Performance Modifier*

Cumulative 2025 PSU achievement ranges between 0% and 200% and is calculated by combining the Free Cash Flow Performance and Total Shareholder Return Performance Modifier.

Additionally, the Committee has applied a price cap such that if the fair market value of a share exceeds \$20 on the date the Committee makes a determination with respect to achievement of TSR performance over the performance cycle (such date being the “determination date”), the number of PSUs that would have been earned will be reduced by multiplying such number of PSUs by a fraction, the numerator of which is \$20 and the denominator of which is the fair market value of a share on the determination date. The Committee set this price cap to prevent an unintended compensation windfall in a recovering market.

Upon completion of the 2025-2027 PSU performance cycle, the Committee will determine final payout levels, if any, and shares will be distributed to the Named Executive Officers, along with a cash payment equal to any dividends or equivalents for earned shares that may have accrued during the performance cycle.

The 2026 PSU grant, like the 2025 award, is based on Company Free Cash Flow and Relative TSR performance.

RESTRICTED SHARE UNITS (“RSU”)

The target award value of the 2025 RSU grants to each of the Named Executive Officers was weighted at 50% of each officer’s total 2025 LTI target award value.

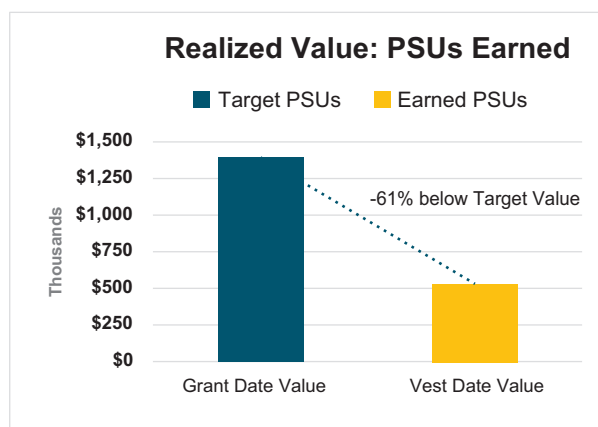
Time-vested RSUs were granted to all Named Executive Officers as part of the 2025 annual long-term incentive grants. Each RSU represents one share and the RSUs vest over a three-year schedule (ratably one-third each year), contingent upon continued service.

PSUs EARNED IN 2025

The 2023 PSU award achievement is based on the Company's TSR performance relative to a group of 14 industry peer companies measured over three, one-year performance periods weighted 20% each, and one, three-year performance period weighted 40%. At the completion of each performance period, the Committee evaluated the Company's performance relative to the peer group established for the 2023 PSU award. In 2026, following the completion of the final performance period, the Committee confirmed cumulative performance achievement at 62.48% of target, based on performance for each relevant period as follows:

Performance Period	Result	Weighted Achievement
12-months, ending December 31, 2023	189.29%	37.86%
12-months, ending December 31, 2024	0.00%	0.00%
12-months, ending December 31, 2025	0.00%	0.00%
36-months, ending December 31, 2025	61.54%	24.62%
Cumulative Performance Achievement		62.48%

The exhibit below illustrates the estimated 38% realized value of the CEO's 2023 PSU award at 62.48% achieved performance, relative to the expected target value at grant.



2025 Named Executive Officer Transitions

Developing and retaining key executive talent is critical to the Company's current and future financial performance and success. The Board monitors and plans for succession of key executive roles taking into consideration prior performance and future potential.

Pursuant to the Company's multi-year succession planning strategy, in April 2025, the Company confirmed the transition of the role of Chief Executive Officer from Mr. Jeremy Thigpen to Mr. Keelan Adamson, such transition was completed on May 1, 2025. Following shareholder approval at the May 2025 Annual General Meeting, Mr. Thigpen was elected Executive Chair of the Board.

In the role of Executive Chair, Mr. Thigpen remains a member of the Executive Management Team and continues to serve an integral role in providing long-term strategic direction to the Company. Mr. Thigpen's responsibilities include ensuring effective governance at the Board level, supporting the CEO, providing

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outreach to investors and major customers when appropriate, and providing strategic oversight of corporate transactions and government relations.

CEO Compensation Decisions

With support from its independent advisor, and considering factors such as CEO market compensation among peer companies, company tenure and industry experience, upon Mr. Adamson's promotion to CEO, the Compensation Committee approved a promotional compensation package comprised of (a) base salary of \$1,000,000, (b) a target annual incentive opportunity of 130%, and (c) an incremental, promotional long-term incentive award in the value of \$2,410,000 based on the compensation target associated with his new position and pro-rated for the portion of the year following his promotion (delivered 50% in RSUs, 50% in PSUs). Mr. Adamson's initial full-year CEO Target Total Compensation will be \$9,300,000, approximately 13% below the value provided to the Company's previous CEO and below the median of the Compensation Peer Group CEOs. Please refer to the Summary Compensation Table for a description of the 2025 compensation earned by Mr. Adamson.

Executive Chair Transition Year

In 2025 Mr. Thigpen received compensation for his role as CEO through April 30, 2025, and his role as Executive Chair for the remainder of the year. As previously disclosed, in April 2025, Mr. Thigpen entered into a new Employment Agreement ("Executive Chair Agreement") which complies with the requirements of the Swiss Code and incorporates the 12-month notice period compensation to which he was entitled under his then-current 2015 CEO employment agreement ("Previous Agreement") and in accordance with the Company's Articles of Association. Pursuant to Mr. Thigpen's Previous Agreement and maintained in his 2025 Executive Chair Agreement, for continued service for one year (beginning May 1, 2025, through May 1, 2026) he is entitled to an aggregate amount of \$2,702,500, which is equivalent to one-year base salary and one-year target bonus. Further, Mr. Thigpen is eligible for a pro-rated bonus at actual performance achievement under the annual performance bonus plan for his service while CEO from January 1, 2025, through April 30, 2025. Following the one-year period ending May 1, 2026, Mr. Thigpen's compensation will be determined by the Committee using relevant executive chair market data. Please refer to the Summary Compensation Table for a description of the 2025 compensation earned by Mr. Thigpen.

EMPLOYMENT AGREEMENTS WITH NAMED EXECUTIVE OFFICERS

Employment agreements with our Executive Management Team comply with the Swiss Code, which prohibits the payment of severance benefits to members of the Executive Management Team. Other than the individual compensation terms applicable for each executive, the same basic form of employment agreement was used for Named Executive Officers with agreements.

INDIRECT COMPENSATION

In addition to base salary, annual and long-term incentive compensation, we offer limited indirect compensatory arrangements to our executives. These indirect elements of executive compensation are not performance-based and are offered as part of the overall compensation package to ensure that the package is competitive with other companies with which we compete for talent. Below is a summary of the indirect elements of compensation for our Named Executive Officers.

HEALTH, WELFARE AND RETIREMENT

Our Named Executive Officers are eligible for Company-wide benefits on substantially the same basis as other full-time employees, including savings, pension, medical and life insurance benefits. Our Named Executive Officers also receive a supplemental life insurance benefit equal to four times base salary capped at a maximum of \$4 million. In addition, we make a supplemental non-qualified defined contribution restoration plan available to employees (including the Named Executive Officers) to compensate for benefits that are capped due to U.S. Internal Revenue Service limits on qualified retirement plans.

PERQUISITES

The Committee eliminated all executive perquisites for our Named Executive Officers, effective January 1, 2017. As a result, none of our Named Executive Officers received perquisites in 2025.

POST-EMPLOYMENT COMPENSATION

The competitive marketplace for executive talent and our desire to retain our Executive Officers require us, subject to compliance with applicable law, to provide our Executive Officers with a severance package. Each of our Executive Officers who are not members of our Executive Management Team is eligible to receive severance benefits in the event the Company chooses to terminate the Executive Officer without cause or the Executive Officer voluntarily terminates employment for good reason (both referred to as a “qualifying termination”). Subject to the Committee’s approval, the benefits provided in the event of a qualifying termination under the terms of our Executive Severance Benefit Policy include a cash severance benefit limited to one year of base salary; a pro rata share of the termination year’s award under the Bonus Plan for such executive; treatment of outstanding long-term incentive awards as provided for in the terms and conditions of each award (as more fully described under “Executive Compensation—Potential Payments Upon Termination or Change of Control”); and outplacement services not to exceed 5% of the base salary of the executive. In 2024, the policy was updated to increase the amount of the cash severance benefit to Executive Officers reporting directly to the Chief Executive Officer to two times base salary in the event of a qualifying termination that occurs 30 days prior to or 24 months following a change of control.

The interests of our shareholders are served by including a double-trigger change-in-control provision in the Bonus Plan and the Long-Term Incentive Plan for Named Executive Officers who would be integral to the success of, and are most likely to be impacted by, a change of control of the Company. By requiring two triggering events to occur, those Executive Officers who remain with the Company through a change of control will be appropriately focused on the success of the combined enterprise while those who depart because of a change of control will be appropriately compensated. The types of payments that will be made to our executives, along with estimated values as of December 31, 2025, are described under “Executive Compensation-Potential Payments Upon Termination or Change of Control.”

The Committee periodically reviews severance packages offered to the Executive Officers that are not part of our Executive Management Team to ensure the benefits are aligned with prevailing market practices. For a Named Executive Officer to receive the benefits described above, the Named Executive Officer must first sign a release of all claims against the Company and enter into a legally compliant non-competition, non-solicitation, and confidentiality agreement covering our trade secrets and proprietary information.

The Swiss Code prohibits certain types of compensation payments to members of the Executive Management Team, including severance payments in any form. Therefore, members of the Executive Management Team are not eligible to participate in the Executive Severance Benefit Policy.

Executive Compensation Governance, Policy and Practice

The Committee is responsible for the executive compensation program design and decision-making process. The Committee solicits input from independent members of the Board of Directors, the Chief Executive Officer, other members of management, and the independent compensation consultant to assist with its responsibilities. The following summarizes the roles of each of the key participants in the executive compensation decision-making process.

COMPENSATION COMMITTEE

The Committee is composed solely of members of the Board of Directors who

- (i) are not employees of the Company, and
- (ii) meet the independence requirements of the NYSE.

The Committee acts on behalf of our Board of Directors to establish the executive compensation philosophy and oversee our executive compensation and long-term incentive programs. Specifically, the Committee is responsible for:

- Reviewing and approving the target and actual compensation paid to, and the benefits received by, our Executive Officers;
- Recommending focus areas for our Chief Executive Officer for approval by the members of our Board of Directors who meet the independence and experience requirements set forth in the Committee charter;
- Evaluating all aspects of our Chief Executive Officer's performance in light of these focus areas (with the participation of all non-executive members of the Board of Directors) and setting our Chief Executive Officer's compensation based on this evaluation as well as a review of compensation practices in the competitive market;
- Establishing and approving our executive compensation plans and arrangements to provide benefits to our Executive Officers in accordance with the goals and objectives of the Company, as established by the Board of Directors;
- Administering the Company's LTI plans, including determining plan eligibility and approving individual awards for all plan participants;
- Administering the Company's Performance Award and Cash Bonus Plan and approving individual awards for all Executive Officers;
- Considering and approving executive employment and, to the extent permissible under Swiss law, severance agreements or other contractual agreements that may be entered into with our Executive Officers (that shall not include "single-trigger" change-in-control agreements);
- Engage with our shareholders to review and consider their feedback on executive compensation design;
- Reviewing and discussing this Compensation Discussion and Analysis, the Company's Swiss statutory compensation report and maximum aggregate compensation limits for the Board of Directors and members of the Executive Management Team with our management and, based upon such review and discussion, recommending to the Board of Directors that the Compensation Discussion and Analysis be included in the proxy statement for our Annual General Meeting or our annual report, as applicable; and
- Assessing the risks associated with the Company's compensation arrangements.

The Committee makes all compensation decisions and approves all share-based awards for the Named Executive Officers and other Executive Officers. The Committee may exercise its discretion in modifying any compensation element to any Executive Officer, including reducing or increasing the payment amount for one or more components of such awards.

During 2025, the Compensation Committee consisted of the following directors: Glyn A. Barker (Chair), Vanessa C.L. Chang, and Samuel J. Merksamer. At the 2025 Annual General Meeting, Frederico F. Curado replaced Mr. Merksamer on the Committee.

INDEPENDENT COMPENSATION CONSULTANT

To assist in discharging its responsibilities and to ensure that we are continually reviewing and evolving our compensation programs with competitive market standards, the Committee engaged an independent executive compensation consulting firm, Pay Governance LLC (“Pay Governance”), that advised the Committee on executive compensation matters in 2025.

In order to preserve the independence of the Committee’s compensation consultant and avoid the appearance of an impairment of such independence, the Committee adopted a policy that any compensation consultant to the Committee may not provide other services to the Company in excess of \$100,000. Neither Pay Governance nor any of its affiliates provided the Company with any other services in 2025. In May 2025, the Committee assessed whether the work of Pay Governance for the Committee during 2025 raised any conflict of interest by conducting a review of several independence factors, which included the factors set forth under Rule 10C-1 of the Exchange Act. The Committee concluded that no conflict of interest was raised that would prevent Pay Governance from independently advising the Committee.

In advising the Committee, the compensation consultant reports to and acts at the direction of the Committee. The Committee directs the compensation consultant in the performance of its duties under its engagement to provide certain guidance on an ongoing basis, including:

- Expertise on compensation strategy and program design;
- Information relating to the selection of the Company’s peer groups;
- Relevant market data and alternatives to consider when making compensation decisions;
- Assistance in establishing and updating annual and long-term incentive guidelines;
- Periodic reviews of the total executive compensation program;
- Regular assessment of realizable pay-for-performance; and
- Support and advise as the Committee conducts its analysis of and makes its decisions regarding executive compensation.

The Committee does not necessarily adopt all recommendations made by the compensation consultant but uses the consultant’s work as a reference in exercising its own judgment with respect to its own executive compensation actions and decisions.

The compensation consultant participates in every meeting of the Committee and meets privately with the Committee at the Committee’s request. Our management provides information to the consultant but does not direct or oversee its activities with respect to our executive compensation program.

OTHER ADVISORS

From time-to-time, management engages other advisors to assist in providing advice to the Committee. Such advisors have included, among others, an outside law firm to provide advice regarding various legal issues, financial analysts to examine relevant performance metrics and an outside actuarial firm to evaluate benefit programs. The Committee evaluates these advisors for independence, when retained. No advisors other than Pay Governance were hired in 2025.

MANAGEMENT

Our Chief Executive Officer annually reviews the competitive pay position and the performance of each member of senior management other than himself and our Executive Chair. Our Chief Executive Officer’s conclusions and recommendations, including base salary adjustments and award amounts for the current year and target annual award amounts for the next year under our Bonus Plan (other than for himself), are presented to the Committee. The Committee makes all compensation decisions and approves all share-based awards for the Named Executive Officers and other Executive Officers.

COMPENSATION DISCUSSION AND ANALYSIS

The Committee may exercise its discretion in modifying any compensation element to any Executive Officer, including reducing or increasing the payment amount for one or more components of such awards.

Officers and other employees in our Human Resources Department assist our Chief Executive Officer with his recommendations and develop and present other recommendations regarding compensation to the Committee as needed. Our officers and other employees participate in Committee discussions in an informational and advisory capacity and have no authority in the Committee's decision-making process.

SHARE OWNERSHIP GUIDELINES FOR EXECUTIVES

IT IS IMPORTANT FOR OUR NAMED EXECUTIVE OFFICERS TO BUILD AND MAINTAIN AN APPROPRIATE EQUITY STAKE IN THE COMPANY.

The Company's share ownership guidelines for executives, including our Named Executive Officers, are intended to further align executives' interests with the interests of our shareholders. Under these guidelines, Named Executive Officers must retain 50% of any shares received (net of tax shares) on the exercise, vesting or settlement, as applicable, of each award until the share ownership guidelines are met. Each of our Named Executive Officers must own at least an amount of shares equivalent in value to the following, as applicable:

CEO & Executive Chair	6x	Base Pay
Executive Vice President	3x	Base Pay
Senior Vice President	2x	Base Pay
Vice President	1x	Base Pay

Under our share ownership guidelines, time-vested restricted share units and earned but unsettled performance units may be counted towards compliance. Unearned performance-based full value awards and/or unexercised stock options may not be counted towards compliance with the guidelines.

Compliance with these guidelines is reviewed by the Committee, and executives must certify their compliance on an annual basis. The Committee may exercise its discretion in response to any non-compliance of these guidelines. The Committee determined that all executives were in compliance with these requirements in 2025.

EXECUTIVE COMPENSATION RECOUPMENT/CLAWBACK POLICY

Our Executive Officer Incentive-Based Compensation Recoupment Policy complies with the most recent SEC and NYSE clawback rules. The policy provides that certain incentive compensation (cash or equity) received by current and former executive officers is subject to recoupment in the event of an accounting restatement. Specifically, amounts of compensation paid in excess of the amount that otherwise would have been received had payment of the incentive-based compensation been determined based on the accounting restatement, computed without regard to taxes paid, must be recouped to the extent received after the policy went into effect and during the three fiscal years preceding the date it is determined that the Company is required to prepare an accounting restatement. Further, the Committee has separately established terms and conditions for equity awards providing that awards may be forfeited in the event an executive's conduct is in violation of human resource or legal compliance and ethics policies, including our Code of Integrity.

NO HEDGING OR PLEDGING OF COMPANY SHARES

Our Insider Trading Policy prohibits any employee, officer or director of the Company from engaging in short-term or speculative transactions in the Company's securities. It therefore is the Company's policy that employees, officers and directors and their family members and wholly-owned businesses not engage in any of the following transactions with respect to the Company's securities:

- Short sales;
- Publicly traded options;
- Hedging transactions; and
- Margin accounts and pledging.

Our Executive Officers and directors must certify compliance with the hedging and pledging provisions of our Insider Trading Policy on an annual basis, and all have done so.

USE OF TALLY SHEETS

The Committee reviews compensation tally sheets, prepared by management, that present comprehensive data on the total compensation and benefits package for each of our Named Executive Officers. Tally sheets include all current compensation obligations, as well as additional analyses with respect to payments at hypothetical terminations to consider the Company's obligations under such circumstances. The Committee does not use the tally sheets to determine the various elements of compensation or the actual amounts of compensation to be approved but, rather, to evaluate the Company's obligations under the various programs.

Tax Impact on Compensation

Section 162(m) of the Internal Revenue Code limits the annual tax deduction to \$1 million for compensation paid by a publicly held company to its chief executive officer, its chief financial officer, and certain of the company's other current and former executive officers.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors has reviewed and discussed the above Compensation Discussion and Analysis with management. Based on such review and discussions, the Compensation Committee recommended to the Company's Board of Directors that the above Compensation Discussion and Analysis be included in this proxy statement.

MEMBERS OF THE COMPENSATION COMMITTEE

Glyn A. Barker, Chair
Vanessa C.L. Chang
Frederico F. Curado

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table shows the compensation paid by the Company for the fiscal year ended December 31, 2025, to each of our Chief Executive Officer, Chief Financial Officer, Executive Chair (Former Chief Executive Officer), and the next three most highly compensated Executive Officers, who are collectively referred to herein as our Named Executive Officers.

NAME AND PRINCIPAL POSITION	YEAR	SALARY ⁽¹⁾ (U.S. \$)	BONUS (U.S. \$)	STOCK AWARDS ⁽²⁾ (U.S. \$)	OPTION AWARDS ⁽²⁾ (U.S. \$)	NON-EQUITY INCENTIVE PLAN COMPENSATION ⁽³⁾ (U.S. \$)	CHANGE IN PENSION VALUE AND NONQUALIFIED DEFERRED COMPENSATION EARNINGS ⁽⁴⁾ (U.S. \$)	ALL OTHER COMPENSATION ⁽⁵⁾ (U.S. \$)	TOTAL (U.S. \$)
Keelan I. Adamson	2025	933,333	—	5,771,957	—	1,820,000	66,010	202,414	8,793,715
President	2024	800,000	—	3,365,270	—	808,000	—	188,661	5,161,932
and Chief Executive Officer	2023	800,000	—	2,907,999	—	816,000	60,336	187,000	4,771,335
R. Thaddeus Vayda	2025	625,000	—	2,045,544	—	937,500	—	130,086	3,738,130
Executive Vice President	2024	558,333	—	1,509,483	—	528,698	—	97,089	2,693,603
and Chief Financial Officer									
Jeremy D. Thigpen ⁽⁶⁾	2025	2,185,000	—	3,740,429	—	776,250	—	404,409	7,106,087
Executive Chair	2024	1,150,000	—	7,918,289	—	1,568,025	—	301,827	10,938,141
(Former Chief Executive Officer)	2023	1,150,000	—	8,308,561	—	1,583,550	—	313,105	11,355,216
Brady K. Long	2025	630,000	—	2,142,244	—	945,000	—	142,957	3,860,201
Executive Vice President	2024	618,750	—	2,159,534	—	624,938	—	144,362	3,547,583
and Chief Legal Officer	2023	600,000	—	2,265,972	—	612,000	—	148,300	3,626,272
Roderick J. Mackenzie	2025	550,000	—	1,542,929	—	825,000	8,345	136,809	3,063,083
Executive Vice President	2024	547,443	—	1,633,149	—	552,918	—	125,383	2,858,893
Chief Commercial Officer									
Jason B. Pack	2025	430,000	—	703,671	—	483,750	—	97,913	1,715,334
Senior Vice President									
Chief Accounting Officer									

- (1) For Mr. Thigpen, Salary for 2025 includes \$383,333 for service as CEO and \$1,801,667 for service as Executive Chair as detailed in his employment agreement.
- (2) These amounts represent the aggregate grant date fair value of performance units and restricted share units granted in each year as shown in the "Grants of Plan-Based Awards for 2025" table and computed in accordance with the provisions of FASB ASC Topic 718. For a discussion of our policies for estimating fair values of, and additional information about, our share-based awards, please see Notes to Consolidated Financial Statements—Note 2—Significant Accounting Policies and Note 14—Share-Based Compensation included in Item 8 of our annual report on Form 10 K for the fiscal year ended December 31, 2025.
- (3) These amounts represent annual cash bonuses payable to the Named Executive Officers based on service during the year and awarded in the following year pursuant to the Performance Award and Cash Bonus Plan. The Performance Award and Cash Bonus Plan, including the performance targets used for 2025, is described under the Compensation Discussion and Analysis – Annual Performance Bonus.
- (4) These amounts represent the change in value during the 12-month period ending on December 31 of each year. There are no nonqualified deferred compensation earnings included in this column because no Named Executive Officers received above-market or preferential earnings on such compensation during 2025, 2024 or 2023.
- (5) All Other Compensation for 2025 includes company matching contributions of \$35,000 to the account of each Named Executive Officer under the U.S. 401(k) Savings Plan; company matching contributions under the Savings Restoration Plan in the following amounts: Mr. Adamson, \$139,133; Mr. Vayda \$80,370; Mr. Thigpen \$340,303; Mr. Long \$90,494; Mr. Mackenzie \$75,292 and Mr. Pack \$38,513; and company-paid benefits in the following amounts: Mr. Adamson \$28,281; Mr. Vayda \$14,716; Mr. Thigpen \$29,106; Mr. Long \$17,463; Mr. Mackenzie \$26,517 and Mr. Pack \$24,400.
- (6) The role of Chief Executive Officer was transitioned from Mr. Thigpen to Mr. Adamson on May 1, 2025. Mr. Thigpen currently serves as the Executive Chair of the Company.

Grants of Plan-Based Awards for 2025

The following table provides information concerning the annual performance bonus and long-term incentive awards made to each of the Named Executive Officers in the fiscal year ended December 31, 2025.

	TYPE OF AWARD	GRANT DATE	ESTIMATED FUTURE PAYOUTS UNDER NON-EQUITY INCENTIVE PLAN AWARDS ⁽¹⁾			ESTIMATED FUTURE PAYOUTS UNDER EQUITY INCENTIVE PLAN AWARDS ⁽²⁾			ALL OTHER STOCK AWARDS: NUMBER OF SHARES OF STOCK OR UNITS ⁽³⁾	ALL OTHER OPTION AWARDS: NUMBER OF SHARES OF SECURITIES UNDERLYING OPTIONS ⁽³⁾	EXERCISE PRICE OF OPTION AWARDS ⁽⁴⁾ (U.S. \$)	GRANT DATE FAIR VALUE OF STOCK AND OPTION AWARDS ⁽⁵⁾ (U.S. \$)
			THRESHOLD (U.S. \$)	TARGET (U.S. \$)	MAXIMUM (U.S. \$)	THRESHOLD (#)	TARGET (#)	MAXIMUM (#)				
Keelan I. Adamson	AIP		—	1,300,000	2,600,000	—	443,864	887,728				1,588,900
	PSU	2/13/2025				—	596,535	1,193,070				1,322,458
	RSU	2/13/2025							438,144			1,590,463
	RSU	5/1/2025							542,793			1,270,136
R. Thaddeus Vayda	AIP		—	625,000	1,250,000	—	285,574	571,148				1,022,269
	PSU	2/13/2025										1,023,275
	RSU	2/13/2025							281,894			
Jeremy D. Thigpen	AIP		—	517,500	1,035,000	—	522,193	1,044,386				1,869,294
	PSU	2/13/2025										1,871,134
	RSU	2/13/2025							515,464			
Brady K. Long	AIP		—	630,000	1,260,000	—	299,074	598,148				1,070,595
	PSU	2/13/2025										1,071,649
	RSU	2/13/2025							295,220			
Roderick J. Mackenzie	AIP		—	550,000	1,100,000		215,405	430,810				771,085
	PSU	2/13/2025										771,843
	RSU	2/13/2025							212,629			
Jason B. Pack	AIP		—	322,500	645,000	—	98238	196476				351,663
	PSU	2/13/2025										352,008
	RSU	2/13/2025							96972			

- (1) These amounts represent the potential payout opportunities to the Named Executive Officers for the 2025 performance period under the Performance Award and Cash Bonus Plan. There is no payout at or below threshold under this plan for 2025. Actual amounts earned by the Named Executive Officers under the plan are reported in the Non-Equity Incentive Plan Compensation column of the "Summary Compensation Table." For more information regarding the Performance Award and Cash Bonus Plan, including the performance targets used for 2025, see Compensation Discussion Analysis—Annual Performance Bonus. For Mr. Thigpen the values represent a prorated value based on his time as CEO while he was a participant of the plan.
- (2) The performance units granted on February 13, 2025, are subject to a 36-month performance period beginning January 1, 2025, and ending December 31, 2027. The actual number of performance units received will be determined in the first 60 days of 2028 and is contingent on the Company's absolute free cash flow and performance in total shareholder return relative to the Performance Peer Group over a three-year performance measurement period. Any earned shares will vest on December 31, 2027. The amounts shown under the Maximum column represent the payout level of 200%. Mr. Adamson received an additional grant, in connection with his promotion to CEO, on May 1, 2025. The award is subject to the same performance period and conditions as the awards granted on February 13, 2025.
- (3) These amounts represent the number of time-vested restricted share units granted to the Named Executive Officers under the long-term incentive plans. The units vest in one-third increments over an approximate 36-month period commencing on February 13, 2025. The first installment vested on March 1, 2026, and the other installments will vest on March 1, 2027, and March 1, 2028. Mr. Adamson received an additional grant, in connection with his promotion to CEO, on May 1, 2025. The units will vest in one-third increments over a 31-month period. The first installment vests on May 1, 2026, and the other installments will vest on March 1, 2027, and March 1, 2028.
- (4) These amounts represent the grant date fair value of these awards computed in accordance with FASB ASC Topic 718. The 2024 performance unit fair value is calculated using a Monte Carlo simulation to value total shareholder return at the share price on the date of grant.

Outstanding Equity Awards at Year-End 2025

The following table sets forth certain information with respect to outstanding equity awards at December 31, 2025, for the Named Executive Officers.

EXECUTIVE COMPENSATION

NAME	Grant Date/Year	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (U.S. \$/SHARE)	OPTION EXPIRATION DATE	NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED ⁽²⁾ (#)	MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED ⁽³⁾ (U.S. \$)	EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS, OTHER RIGHTS THAT HAVE NOT VESTED ⁽⁴⁾⁽⁵⁾ (U.S. \$)	
Keelan I. Adamson	2/11/2016	44,118	—	8.61	2/10/2026				
	2/10/2017	46,657	—	13.35	2/9/2027				
	2/8/2018	62,970	—	9.18	2/7/2028				
	2/7/2019	111,111	—	8.35	2/6/2029				
	2/9/2023					67,731	279,729		
	2/8/2024					208,794	862,319		
	2/13/2025					438,144	1,809,535		
	5/1/2025					542,793	2,241,735		
	2/9/2023							209,268	864,277
	2/8/2024							339,348	1,401,507
	2/13/2025							443,864	1,833,158
	5/1/2025							596,535	2,463,690
R. Thaddeus Vayda	2/11/2016	21,390	—	8.61	2/10/2026				
	2/10/2017	16,713	—	13.35	2/9/2027				
	2/8/2018	22,556	—	9.18	2/7/2028				
	2/7/2019	29,630	—	8.35	2/6/2029				
	2/9/2023					17,991	74,303		
	2/8/2024					45,674	188,634		
	5/16/2024					43,760	180,729		
	2/13/2025					281,894	1,164,222		
	2/9/2023							55,587	229,574
	2/8/2024							74,232	306,578
	5/16/2024							70,147	289,707
	2/13/2025							285,574	1,179,421
Jeremy D. Thigpen	2/11/2016	233,957	—	8.61	2/10/2026				
	2/10/2017	217,618	—	13.35	2/9/2027				
	2/8/2018	328,947	—	9.18	2/7/2028				
	2/7/2019	432,099	—	8.35	2/6/2029				
	2/9/2023					193,518	799,229		
	2/8/2024					491,280	2,028,986		
	2/13/2025					515,464	2,128,866		
	2/9/2023							597,907	2,469,356
	2/8/2024							798,467	3,297,669
	2/13/2025							522,193	2,156,657
Brady K. Long	2/11/2016	58,489	—	8.61	2/10/2026				
	2/10/2017	69,638	—	13.35	2/9/2027				
	2/8/2018	93,985	—	9.18	2/7/2028				
	2/7/2019	123,457	—	8.35	2/6/2029				
	2/9/2023					52,778	217,973		
	2/8/2024					133,986	553,362		
	2/13/2025					295,220	1,219,259		
	2/9/2023							163,066	673,463
	2/8/2024							217,764	899,365
	2/13/2025							299,074	1,235,176
Roderick J. Mackenzie	2/11/2016	12,478	—	8.61	2/10/2026				
	2/10/2017	19,586	—	13.35	2/9/2027				
	2/8/2018	26,433	—	9.18	2/7/2028				
	2/7/2019	53,086	—	8.35	2/6/2029				
	2/9/2023					34,924	144,236		
	2/8/2024					101,327	418,481		
	2/13/2025					212,629	878,158		
	2/9/2023							107,904	445,644
	2/8/2024							164,684	680,145
	2/13/2025							215,405	889,623
Jason B. Pack	2/7/2019	27,778	—	8.35	2/6/2029				
	2/9/2023					15,134	62,503		
	2/8/2024					38,420	158,675		
	5/16/2024					5,802	23,962		
	2/13/2025					96,972	400,494		
	2/9/2023							46,758	193,111
	2/8/2024							62,443	257,890
	2/13/2025							98,238	405,723

- (1) Each option awarded has a 10-year term from the grant date.
- (2) RSUs vest over a three-year period (ratably one-third each year), contingent upon continued service. RSUs granted on February 9, 2023, vested on March 1 of 2024, 2025, and 2026. RSUs granted on February 8, 2024, vested on March 1, 2025, and March 1, 2026, and will vest on March 1, 2027. RSUs granted on May 16, 2024, vested on May 29, 2025, and March 1, 2026, and will vest on March 1, 2027. RSUs granted on February 13, 2025, vested on March 1, 2026, and will vest on March 1, 2027 and March 1, 2028. RSUs granted on May 1, 2025, will vest on May 1, 2026, March 1, 2027, and March 1, 2028.
- (3) For purposes of calculating the amounts in these columns, the closing price of our shares on the NYSE on December 31, 2025, of \$4.13 was used.
- (4) Performance units granted in 2023, 2024, and 2025 are subject to a three-year performance period ending on December 31, 2025, December 31, 2026, and December 31, 2027, respectively. The actual number of performance units received will be determined in the first 60 days following the end of the performance period and are contingent on performance goals set by the Board of Directors at the time the awards are granted. Any shares earned will vest on the last day of the performance period. For more information regarding long-term incentive plans, please see Compensation Discussion and Analysis—Long-Term Incentives.
- (5) Performance units are shown as granted at target.

Option Exercises and Shares Vested for 2025

The following table sets forth certain information with respect to the exercise of options and the vesting of RSUs and PSUs, as applicable, during 2025 for the Named Executive Officers.

NAME	NUMBER OF SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED ON EXERCISE (U.S. \$)	NUMBER OF SHARES ACQUIRED ON VESTING (#)	VALUE REALIZED ON VESTING ⁽¹⁾ (U.S. \$)
Keelan I. Adamson	—	—	649,775	2,191,054
R. Thaddeus Vayda	—	—	161,221	524,501
Jeremy D. Thigpen	—	—	1,803,868	6,104,894
Brady K. Long	—	—	491,963	1,664,968
Roderick J. Mackenzie	—	—	331,872	1,120,414
Jason B. Pack	—	—	143,966	484,953

- (1) Value realized on vesting is calculated by multiplying the closing price of our shares on the NYSE on the date of release by the number of gross shares that were released on such date, including any shares subsequently withheld in satisfaction of requisite tax withholding.

We do not (i) grant, and have not granted, stock options in anticipation of the release of material nonpublic information, (ii) time, and have not timed, the release of material nonpublic information based on stock option grant dates or for the purpose of affecting the value of executive compensation, and (iii) take, and have not taken, material nonpublic information into account when determining the timing and terms of stock options.

Pension Benefits for 2025

We maintain the following pension plans for executive officers and other employees that provide for post-retirement income based on age and years of service:

- Transocean Savings Restoration Plan
- Transocean U.S. Retirement Plan
- Transocean Pension Equalization Plan

The following table and narrative disclosure set forth certain information with respect to pension benefits payable to the Named Executive Officers pursuant to these plans:

NAME	PLAN NAME	NUMBER OF YEARS CREDITED SERVICE (#)	PRESENT VALUE OF ACCUMULATED BENEFIT (U.S. \$)	PAYMENTS DURING 2025 (U.S. \$)
Keelan I. Adamson	Transocean Savings Restoration Plan	11	1,048,490	—
	Transocean U.S. Retirement Plan	10	421,490	—
	Transocean Pension Equalization Plan	10	416,010	—
R. Thaddeus Vayda	Transocean Savings Restoration Plan	11	372,931	—
	Transocean U.S. Retirement Plan	5	109,118	—
	Transocean Pension Equalization Plan	5	65,986	—
Jeremy D. Thigpen	Transocean Savings Restoration Plan	11	2,720,120	—
Brady K. Long	Transocean Savings Restoration Plan	10	96,602	—
Roderick J. Mackenzie	Transocean Savings Restoration Plan	11	525,369	—
	Transocean U.S. Retirement Plan	7	178,589	—
	Transocean Pension Equalization Plan	7	15,345	—
Jason B. Pack	Transocean Savings Restoration Plan	7	181,770	—

Transocean Savings Restoration Plan

The Company maintains the Transocean Savings Restoration Plan, a nonqualified, unfunded, defined contribution plan for key management employees who earn compensation in excess of certain limits in the Internal Revenue Code. All Named Executive Officers participate in this plan. Effective January 1, 2017, all participants in this plan are fully vested. The plan provides that eligible participants receive an annual contribution equal to 10% (or such other percentage as determined by the administrative committee) of the compensation earned in a particular calendar year that is in excess of the Internal Revenue Code limits. Compensation considered under this plan includes basic salary and annual performance bonus. A participant must be employed on the last day of the calendar year in order to receive a contribution for a particular year. Benefits are payable upon a participant's termination of employment, or six months after termination in the case of certain officers.

Transocean U.S. Retirement Plan

The Transocean U.S. Retirement Plan is a tax-qualified pension plan. Benefit accruals under this plan were frozen effective as of December 31, 2014. Messrs. Adamson, Vayda and Mackenzie are the only Named Executive Officers who participate in this plan.

The plan was established to provide post-retirement income benefits to employees in recognition of their long-term service to the Company. Benefits available to executives were no greater than those offered to non-executive participants. The plan is funded through cash contributions made by the Company based on actuarial valuations and regulatory requirements. Employees working for the Company in the U.S. were fully vested after completing five years of eligible employment. Employees earned the right to receive a benefit upon retirement at the normal retirement age of 65 or upon early retirement (age 55 or older with five years of service). Furthermore, employees earned the right to receive a benefit if they are active employees and age 65 or older (with five years of service).

The elements of compensation included in computing the retirement benefit are base salary and annual performance bonuses earned prior to January 1, 2015. For Mr. Vayda, the retirement benefit is calculated as the sum of 1% of the employee's compensation for each calendar year (or partial year) of employment, divided by twelve. For Messrs. Adamson and Mackenzie, retirement benefits are calculated based on a final average pay formula with different percentages applied for service pre-2009 and post-2008. For service pre-2009, the percentage is 2.0% of final average earnings times credited service, less 0.65% of earnings below the integration level times credited service. For service post-2008, the percentage is 1.525% of final average earnings times credited service plus 0.475% of final average earnings in excess of certain Social Security thresholds.

Certain assumptions and calculation methods were used to determine the values of the pension benefits disclosed in the "Pension Benefits for 2025" table above. In particular, monthly accrued pension benefits, payable at age 65, were determined as of December 31, 2025. The present value of these benefits was calculated based on assumptions disclosed in the Company's financial statements for 2025. See Notes to Consolidated Financial Statements—Note 2—Significant Accounting Policies and Note 9—Benefit Plans included in Item 8 of our annual report on Form 10-K for the fiscal year ended December 31, 2025.

Transocean Pension Equalization Plan

The Pension Equalization Plan ("PEP") is a nonqualified, unfunded, noncontributory pension plan that was frozen effective December 31, 2014. Messrs. Adamson, Vayda and Mackenzie are the only Named Executive Officers with a frozen benefit in the PEP.

The PEP was established to provide supplemental post-retirement income in recognition of service to the Company. Benefits are payable upon a participant's termination of employment, or six months after termination in the case of certain officers. Certain employees were eligible to receive a benefit under the PEP if the level of their compensation prior to January 1, 2015, would otherwise cause them to exceed the Internal Revenue Code compensation limitations imposed on the Transocean U.S. Retirement Plan.

The plan recognizes the same forms of compensation and the same formula used to calculate the plan benefit as the Transocean U.S. Retirement Plan; however, earnings are not limited to the pay cap under the Internal Revenue Code Section 401(a)(17) (\$260,000 in 2014 when the PEP was frozen). Benefits are not earned until the individual has five years of credited service with the Company.

Certain assumptions and calculation methods were used to determine the values of the pension benefits disclosed in the "Pension Benefits for 2024" table above. In particular, monthly accrued pension benefits, payable at age 65, were determined as of December 31, 2025. The present value of these benefits was calculated based on assumptions disclosed in the Company's financial statements for 2025. See Notes to Consolidated Financial Statements—Note 2—Significant Accounting Policies and Note 9—Benefit Plans included in Item 8 of our annual report on Form 10-K for the fiscal year ended December 31, 2025.

Potential Payments Upon Termination or Change of Control

The following table summarizes the treatment of outstanding awards for our Named Executive Officers, including those who are members of our Executive Management Team (“EMT”) as provided in the terms and conditions of each award.

EVENT	CONSEQUENCES
Voluntary not-for-cause termination	Restricted Share Units, Performance Units, Performance Cash and Stock Options – The executive’s right to the unvested portion of award terminates immediately; vested and outstanding stock options will remain exercisable for 60 days following termination (or until expiration, if sooner).
Involuntary not-for-cause termination or Retirement	Restricted Share Units – A prorated portion of the award vests. For the EMTs, if at least one year has elapsed from the date of grant, award will continue to vest as if the EMT member has been continuously employed through the vesting of the award, so long as the EMT member does not provide services to a competitor, at which time any outstanding award will be forfeited. Performance Units – A prorated portion of the award vests based on actual performance after the performance period ends. For the EMTs, if at least one year has elapsed from the date of grant, the award will continue to vest as if the EMT member has been continuously employed through the end of the performance period, so long as they do not provide services to a competitor, at which time any outstanding award will be forfeited. Stock Options – All outstanding options will remain exercisable for one year following termination (or until option expiration, if sooner)
Termination due to Death or Disability	Restricted Share Units – All award vests. Performance Units– A prorated portion of the award vests based on actual performance after the performance period ends. For the EMTs, if at least one year has elapsed from the date of grant, the award will continue to vest as if the EMT member has been continuously employed through the end of the performance period. Stock Options – All outstanding options will remain exercisable for one year following termination (or until option expiration, if sooner)
Involuntary termination not-for-cause after a Change of Control	Restricted Share Units – All award vest Performance Units and Performance Cash – The award vests based on target performance. Stock Options – All outstanding options will remain exercisable for one year following termination (or until option expiration, if sooner)

EXECUTIVE COMPENSATION

The following table sets forth certain information with respect to compensation that would be payable to the Named Executive Officers as of December 31, 2025, upon a variety of termination scenarios. It does not include benefits that are generally available to salaried employees on a non-discriminatory basis, including payments that would be made under the Company's life and disability insurance plans, and unused vacation days.

As of December 31, 2025, the Named Executive Officers of the Company were eligible for the Executive Severance Benefit Policy. However, members of the Executive Management Team are further subject to the full limitations of the Swiss Code regarding severance.

NAME	TRIGGERING EVENT ⁽¹⁾	CASH SEVERANCE PAYMENT ⁽²⁾ (U.S. \$)	NON-EQUITY INCENTIVE COMPENSATION ⁽³⁾ (U.S. \$)	STOCK AWARDS ⁽⁴⁾ (U.S. \$)	OPTION AWARDS ⁽⁵⁾ (U.S. \$)	RETIREMENT PLAN BENEFIT ⁽⁶⁾ (U.S. \$)	TOTAL (U.S. \$)
Keelan I. Adamson	Voluntary Not-for-Cause	—	—	—	—	1,464,500	1,464,500
	Involuntary Not-for-Cause	—	1,820,000	5,298,199	—	1,464,500	8,582,699
	Retirement	—	1,820,000	5,298,199	—	1,464,500	8,582,699
	Death (7)	—	1,820,000	7,474,424	—	1,348,606	10,643,030
	Disability(7)	—	1,820,000	7,474,424	—	1,464,500	10,758,924
	Change of Control	—	1,820,000	11,755,950	—	1,464,500	15,040,450
R. Thaddeus Vayda	Voluntary Not-for-Cause	—	—	—	—	364,365	364,365
	Involuntary Not-for-Cause	—	528,698	819,323	—	364,365	1,712,386
	Retirement	—	528,698	819,323	—	364,365	1,712,386
	Death -7	—	528,698	1,127,539	—	346,654	2,002,891
	Disability-7	—	528,698	1,127,539	—	364,365	2,020,602
	Change of Control	—	528,698	1,798,935	—	364,365	2,691,998
Jeremy D. Thigpen	Voluntary Not-for-Cause	—	—	—	—	2,720,120	2,720,120
	Involuntary Not-for-Cause	—	776,250	6,309,851	—	2,720,120	9,806,221
	Retirement	—	776,250	6,309,851	—	2,720,120	9,806,221
	Death (7)	—	776,250	7,373,619	—	2,720,120	10,869,989
	Disability(7)	—	776,250	7,373,619	—	2,720,120	10,869,989
	Change of Control	—	776,250	12,880,764	—	2,720,120	16,377,133
Brady K. Long	Voluntary Not-for-Cause	—	—	—	—	96,602	96,602
	Involuntary Not-for-Cause	661,500	945,000	2,188,115	—	96,602	3,891,217
	Retirement	—	945,000	2,188,115	—	96,602	3,229,717
	Death (7)	—	945,000	2,911,828	—	96,602	3,953,429
	Disability(7)	—	945,000	2,911,828	—	96,602	3,953,429
	Change of Control	1,291,500	945,000	4,798,597	—	96,602	7,131,699
Roderick J. Mackenzie	Voluntary Not-for-Cause	—	—	—	—	540,714	540,714
	Involuntary Not-for-Cause	577,500	825,000	1,554,619	—	540,714	3,497,833
	Retirement	—	825,000	1,554,619	—	540,714	2,920,333
	Death (7)	—	825,000	2,079,765	—	534,514	3,439,279
	Disability(7)	—	825,000	2,079,765	—	540,714	3,445,479
	Change of Control	1,127,500	825,000	3,456,285	—	540,714	5,949,500
Jason B. Pack	Voluntary Not-for-Cause	—	—	—	—	181,770	181,770
	Involuntary Not-for-Cause	451,500	483,750	692,667	—	181,770	1,809,687
	Retirement	—	483,750	692,667	—	181,770	1,358,187
	Death (7)	—	483,750	930,679	—	181,770	1,596,199
	Disability(7)	—	483,750	930,679	—	181,770	1,596,199
	Change of Control	881,500	483,750	1,502,358	—	181,770	3,049,378

- (1) These amounts represent obligations of the Company under agreements currently in place and valued as of December 31, 2025. Agreements do not provide for any single-trigger payments upon a change of control.
- (2) Amounts payable under the terms of the Executive Severance Benefit Policy in connection with a qualifying termination. This includes a lump sum cash payment equal to one year of base salary, as well as outplacement services (not to exceed 5% of base salary) for Messrs. Long, Mackenzie, and Pack. The Executive Severance Benefit Policy was amended and restated in 2023 to provide that in the event of a qualifying termination in connection with a change of control, qualifying executives who report directly to the Chief Executive Officer of the Company will be eligible to receive a lump sum cash payment equal to two times such executive's base salary.
- (3) Amounts payable for the 2025 annual cash bonus earned.
- (4) These amounts represent the value of restricted share units and performance units that would vest upon the triggering event, based on \$4.13, the closing stock price on the last trading day of 2025.
- (5) These amounts represent the ("in-the-money") value of vested and unvested stock options.
- (6) These amounts represent the present value of PEP and Savings Restoration Plan benefits, which would have been payable as of December 31, 2025.
- (7) In addition to the benefits listed in the preceding table, payments will also be made under the Company's life and disability insurance plans, a benefit that is generally available to all employees.

CEO Pay Ratio

As of December 31, 2025, we had a global workforce of approximately 5,200 employees comprised of approximately 2,000 U.S. employees and approximately 3,200 non-U.S. employees. Pursuant to the Exchange Act, the Company is required to disclose in this proxy statement the ratio of the total annual compensation of our CEO to the total annual compensation of our median employee.

Based on SEC rules for this disclosure and applying the methodology described below, the Company determined that our CEO's total compensation for 2025 was \$8,795,697 and the 2025 total compensation of the median employee in U.S. dollars was \$115,260. Accordingly, for 2025, the Company estimates the ratio of our CEO's total compensation to the median total compensation of all employees to be 76 to 1.

Due to changes in our employee population and compensation arrangements, we are not using the same median employee as during the prior year. In determining the applicable median salary, we first excluded 252 of our non-U.S. employees located in Angola (6), Cote d'Ivoire (104), Greece (14), Hungary (2), India (81), Malaysia (3), United Kingdom (38), Mexico (2) and Netherlands (2) representing less than 5% of our workforce, a de minimis number of non-U.S. employees. Next, for all other non-U.S. employees paid in local non-U.S. currency, salaries were denominated in U.S. dollars by applying applicable currency exchange rates in place on December 31, 2025. This currency exchange was necessary for comparison to our CEO pay, which is denominated in U.S. dollars. We then identified the median employee based on a tabulation of year-to-date earnings for all included employees on December 31, 2025, the last day of our fiscal year.

Once the median employee was identified as described above, the total annual compensation for 2025 for that employee was determined using the same rules that apply to reporting Named Executive Officer compensation in the Total column of the "Summary Compensation Table."

Pay Versus Performance

The following table displays our Named Executive Officer's compensation relative to the Company's key performance measures of net income, Adjusted EBITDA and calculated returns on a \$100 investment in Company stock compared to the PHLX Oil Service Sector Index (OSX).

Pay Versus Performance Table

YEAR	SUMMARY COMPENSATION TABLE TOTAL FOR FIRST CEO ¹	SUMMARY COMPENSATION TABLE TOTAL FOR SECOND CEO ¹	COMPENSATION ACTUALLY PAID TO FIRST CEO ²	COMPENSATION ACTUALLY PAID TO SECOND CEO ²	AVERAGE SUMMARY COMPENSATION TABLE TOTAL FOR NON-CEO NAMED EXECUTIVE OFFICERS ³	AVERAGE COMPENSATION ACTUALLY PAID TO NON-CEO NAMED EXECUTIVE OFFICERS ^{2,3}	Value of Initial fixed \$100 Investment BASED ON ⁴ :	PEER GROUP	NET INCOME (\$M)	ADJUSTED EBITDA ⁵ (\$M)
(a)	(b)	(b)	(c)	(c)	(d)	(e)	TOTAL SHAREHOLDER RETURN (f)	TOTAL SHAREHOLDER RETURN (g)	(h)	(i)
2025	\$ 7,106,087	\$ 8,793,715	\$ 5,439,302	\$ 11,653,021	\$ 3,094,187	\$ 3,159,154	\$ 179	\$ 165	\$ (2,915)	\$ 1,370
2024	\$ 10,938,141	N/A	\$ (5,609,409)	N/A	\$ 3,734,275	\$ (512,328)	\$ 55	\$ 102	\$ (512)	\$ 1,148
2023	\$ 11,355,216	N/A	\$ 21,695,979	N/A	\$ 4,427,539	\$ 7,592,127	\$ 92	\$ 115	\$ (954)	\$ 738
2022	\$ 11,733,864	N/A	\$ 18,982,502	N/A	\$ 4,213,127	\$ 6,391,352	\$ 66	\$ 113	\$ (621)	\$ 816
2021	\$ 13,715,358	N/A	\$ 14,571,784	N/A	\$ 4,735,382	\$ 1,679,139	\$ 40	\$ 70	\$ (591)	\$ 995

- (1) Amounts shown represent the total compensation reported for our first, former CEO, Mr. Thigpen for 2025, 2024, 2023, 2022 and 2021 and our second, current CEO, Mr. Adamson, for 2025.
- (2) Amounts shown represent the amount of "compensation actually paid", as computed in accordance with SEC rules. These amounts do not reflect the actual compensation paid to our CEO or other NEOs during the applicable year, but also include (i) the year-end value of equity awards granted during the reported year, (ii) the change in the value of equity awards that were unvested at the end of the prior year, measured through the date the awards vested or were forfeited, or through the end of the reported fiscal year, and (iii) certain pension-related costs.
- (3) Amounts shown represent the total compensation reported for our Non-CEO, NEOs: Messrs. Vayda, Long, Mackenzie, and Pack for 2025; Messrs. Vayda, Adamson, Long, Mackenzie, and former NEO's Mey, and Davis for 2024; Messrs. Adamson, Long, and former NEO's Mey and Davis for 2023, 2022 and 2021.
- (4) Reflects cumulative total shareholder return of the Philadelphia SE Oil Services Sector (OSX) index, as of December 31, 2025, weighted according to each companies' market capitalization at the beginning of each period for which a return is indicated. The OSX is the peer group utilized by Transocean for purposes of Item 201(e) of Regulation S-K under the Exchange Act in Transocean's Annual Report on Form 10-K for the year ended December 31, 2025.
- (5) Adjusted EBITDA represents income before interest expense, interest income, taxes, depreciation and amortization, and excluding certain identified charges and credits. See Appendix A in this proxy statement for a reconciliation of Adjusted EBITDA to net income, the most directly comparable financial measure prepared and calculated in accordance with GAAP.

The following tables set forth the requisite adjustments to determine Compensation Actually Paid (CAP) to our CEO and the average Compensation Actually Paid (CAP) to our non-CEO Named Executive Officers for fiscal year 2025.

The summary compensation table total for our current and former CEOs and the average summary compensation table totals for non-CEO Named Executive Officers are adjusted to arrive at the compensation actually paid and average compensation actually paid each year using the methodology as indicated in the table.

EXECUTIVE COMPENSATION

With respect to equity award adjustments for 2025 as disclosed in the table below, the valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of grant.

The values shown in the following table are for our current President and Chief Executive Officer, Keelan Adamson.

	2025 (U.S. \$)
Summary Compensation Table	\$8,793,715
Adjustments to Determine Compensation Actually Paid for Current CEO	
Deduction for Change in the Actuarial Present Values reported under the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" Column of the Summary Compensation Table	(\$66,010)
Increase for "Service Cost" for Pension Plans	-
Increase for "Prior Service Cost" for Pension Plans	-
Deduction for amounts reported under the "Stock Awards" column in the Summary Compensation Table	(\$5,771,957)
Deduction for amounts reported under the "Option Awards" column in the Summary Compensation Table	-
Increase for fair value of awards granted during year that remain unvested as of year-end	\$9,763,585
Increase for fair value of awards granted during year that vest during year	-
Increase/deduction for change in fair value from prior year-end to current year-end of awards granted prior to year that were outstanding and unvested as of year-end	(\$137,237)
Increase/deduction for change in fair value from prior year-end to vesting date of awards granted prior to year that vested during year	(\$147,902)
Deduction of fair value of awards granted prior to year that were forfeited during year	(\$781,173)
Increase based on dividends or other earnings paid during year prior to vesting date of award	-
Total Adjustments	\$2,859,307
Compensation Actually Paid (CAP) to CEO - Adamson	\$11,653,021

The values shown in the following table are for our former Chief Executive Officer, Jeremy Thigpen who now serves as our Executive Chair.

	2025 (U.S. \$)
Summary Compensation Table	\$7,106,087
Adjustments to Determine Compensation Actually Paid for Prior CEO	
Deduction for Change in the Actuarial Present Values reported under the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" Column of the Summary Compensation Table	-
Increase for "Service Cost" for Pension Plans	-
Increase for "Prior Service Cost" for Pension Plans	-
Deduction for amounts reported under the "Stock Awards" column in the Summary Compensation Table	(\$3,740,429)
Deduction for amounts reported under the "Option Awards" column in the Summary Compensation Table	-
Increase for fair value of awards granted during year that remain unvested as of year-end	\$4,995,969
Increase for fair value of awards granted during year that vest during year	-
Increase/deduction for change in fair value from prior year-end to current year-end of awards granted prior to year that were outstanding and unvested as of year-end	(\$309,933)
Increase/deduction for change in fair value from prior year-end to vesting date of awards granted prior to year that vested during year	(\$380,469)
Deduction of fair value of awards granted prior to year that were forfeited during year	(\$2,231,924)
Increase based on dividends or other earnings paid during year prior to vesting date of award	-
Total Adjustments	(\$1,666,786)
Compensation Actually Paid (CAP) to CEO - Thigpen	\$5,439,302

EXECUTIVE COMPENSATION

The individuals who were non-CEO Named Executive Officers during the applicable year are Messrs. Vayda, Long, Mackenzie, and Pack.

	2025 (U.S. \$)
Summary Compensation Table	\$3,094,187
Adjustments to Determine Compensation Actually Paid for Non-CEO NEOs	
Deduction for Change in the Actuarial Present Values reported under the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" Column of the Summary Compensation Table	(\$1,757)
Increase for "Service Cost" for Pension Plans	-
Increase for "Prior Service Cost" for Pension Plans	-
Deduction for amounts reported under the "Stock Awards" column in the Summary Compensation Table	(\$1,608,597)
Deduction for amounts reported under the "Option Awards" column in the Summary Compensation Table	-
Increase for fair value of awards granted during year that remain unvested as of year-end	\$2,148,551
Increase for fair value of awards granted during year that vest during year	-
Increase/deduction for change in fair value from prior year-end to current year-end of awards granted prior to year that were outstanding and unvested as of year-end	(\$58,663)
Increase/deduction for change in fair value from prior year-end to vesting date of awards granted prior to year that vested during year	(\$66,178)
Deduction of fair value of awards granted prior to year that were forfeited during year	(\$348,389)
Increase based on dividends or other earnings paid during year prior to vesting date of award	-
Total Adjustments	\$64,967
Compensation Actually Paid (CAP) to Non-CEO Named Executive Officers	\$3,159,154

EXECUTIVE COMPENSATION

Relationship Between Compensation Actually Paid and Performance Measures

As described in detail in our CD&A, the Committee utilizes multiple key financial, operational, and environmental and safety measures to correlate our Named Executive Officer's compensation to Company performance. In particular, the majority of compensation actually paid to our executives is based on the performance of Company stock. The key performance measures for 2025 are:

COMPANY SELECTED METRICS

Relative Total Shareholder Return

Adjusted EBITDA

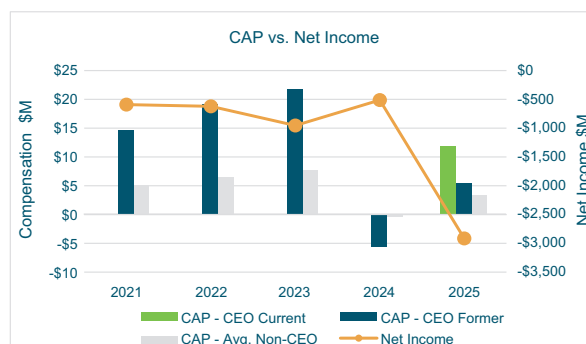
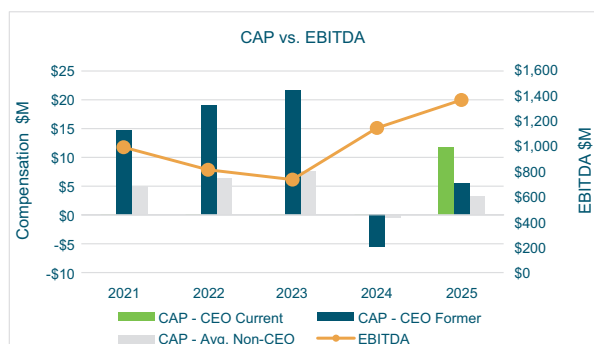
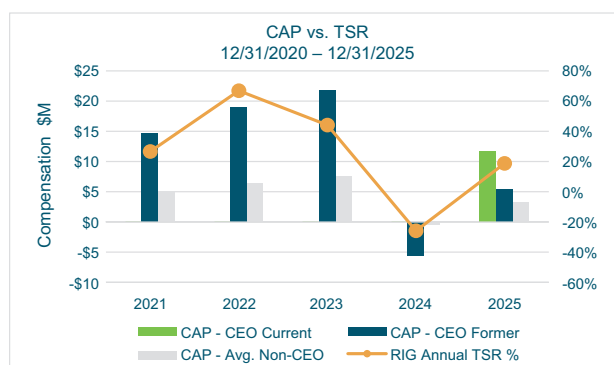
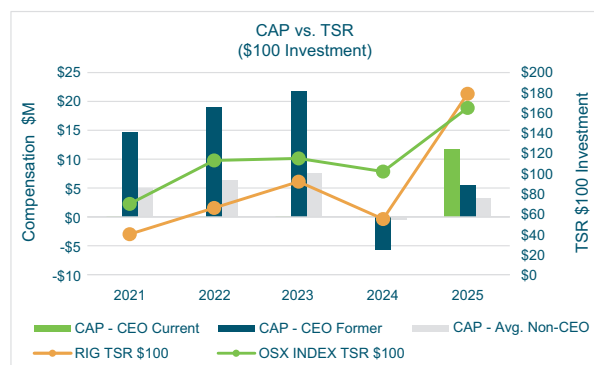
Uptime⁽¹⁾

Environmental and Safety⁽²⁾

Company Free Cash Flow⁽³⁾

- (1) This is a non-financial performance measurement that is defined in the CD&A
- (2) Specific Company developed environmental & safety targets are explained in the CD&A
- (3) Details for Company Free Cash Flow performance are explained in the CD&A

The following charts display the relationship between the Compensation Actually Paid to our CEO and the average of our non-CEO Named Executive Officers with the key performance measures of Company Total Shareholder Return (TSR), net income and Adjusted EBITDA. Also included is the Company TSR, calculated for the one-, two-, three-, four- and five-year period based on an initial \$100 investment with a comparison to our peers based upon the PHLX Oil Service Sector Index (OSX), a modified market weighted index composed of companies involved in the oil services sector that, in addition to containing Company stock, includes the stock of 14 other oil services sector companies. Because the performance of Company stock, and the incremental changes in value of equity awards, is tied to the majority of the compensation actually paid to our executives (approximately 75% for our CEO), we have also included a chart displaying the annual TSR for the applicable periods presented. For additional information and context for our executive compensation practices, please refer to the CD&A.



EQUITY COMPENSATION PLAN INFORMATION

The following table provides information concerning securities authorized for issuance under our equity compensation plans as of December 31, 2025.

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS (A)	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS (B) (U.S.\$)	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A)) (C) ⁽²⁾
Equity compensation plans approved by security holders ⁽¹⁾	4,052,328	9.54	54,405,396
Equity compensation plans not approved by security holders	—	—	—
Total	4,052,328	9.54	54,405,396

(1) We may also grant restricted share units and other forms of share-based awards under our long-term incentive plans previously approved by our shareholders. At December 31, 2025, we had 37,335,084 shares available for future issuance pursuant to grants of restricted share units.

(2) In February 2026, we granted share-based awards to our employees, following which we had 29,923,470 shares remaining available under our existing authorization to grant future share-based awards under our long-term incentive plan.

OTHER MATTERS

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee of the Board of Directors during fiscal year 2025 were Glyn A. Barker, Chair, Vanessa C.L. Chang and Frederico F. Curado. There are no matters relating to interlocks or insider participation that we are required to report.

Householding

The SEC permits us, under certain circumstances, to send a single set of the Notice, proxy materials, and annual reports to any household at which two or more shareholders reside if they appear to be members of the same family. This procedure, referred to as householding, reduces the volume of duplicate information shareholders receive and reduces mailing and printing expenses.

In order to take advantage of this opportunity, we have delivered only one copy of the Notice or, if you previously requested to receive paper proxy materials by mail, one proxy statement and annual report to shareholders who share an address (unless we received contrary instructions from one or more of the affected shareholders prior to the mailing date). However, if any such shareholder residing at such an address wishes to receive a separate copy of any of these documents either now or in the future, or if any such shareholder who elected to continue to receive separate copies wishes to receive a single copy in the future, that shareholder should send a request in writing to Investor Relations at our offices in the United States, at 1414 Enclave Parkway, Houston, Texas 77077 or by calling +1 (713) 232-7500. We will deliver, promptly upon written or oral request to Investor Relations, a separate copy of the Notice, proxy materials or annual report, as applicable, to a shareholder at a shared address to which a single copy of the documents was delivered.

A number of brokerage firms have instituted householding. If your family or others with a shared address have one or more “street name” accounts under which you beneficially own shares, you may have received householding information from your broker/dealer, financial institution or other nominee in the past. Please contact the holder of record directly if you have questions, require additional copies of the proxy materials or wish to revoke your decision to household and thereby receive multiple copies.

Proposals of Shareholders

Shareholder Proposals in the Proxy Statement. Rule 14a-8 under the Exchange Act addresses when a company must include a shareholder’s proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. Under Rule 14a-8, in order for your proposals to be considered for inclusion in the proxy statement and proxy card relating to our 2026 Annual General Meeting, your proposals must be received at our principal executive offices c/o Transocean Ltd., Turmstrasse 30, 6312 Steinhausen, Switzerland by no later than 5:00 p.m. Swiss time on December 1, 2026. However, if the date of the 2027 Annual General Meeting changes by more than 30 days from the anniversary of the 2026 Annual General Meeting, the deadline is a reasonable time before we begin to print and mail our proxy materials. We will notify you of this deadline in a Quarterly Report on Form 10-Q, in a Current Report on Form 8-K or in another communication to you. Shareholder proposals must also be otherwise eligible for inclusion.

Shareholder Proposals and Nominations for Directors to be Presented at Meetings. If you desire to bring a matter before an annual general meeting and the proposal is submitted outside the process of Rule 14a-8, you must follow the procedures set forth in our Articles of Association. Our Articles of Association provide generally that, if you desire to propose any business at an annual general meeting (including the nomination of any director), you must give us written notice at least 30 calendar days prior to the anniversary date of the proxy statement in connection with Transocean’s last annual general meeting; provided, however, that if the date of the annual general meeting is 30 calendar days before or after the anniversary date of the last annual general meeting, such request must instead be made by the tenth day following the date on which we have made public disclosure of the date of the annual general meeting. The deadline under our Articles of Association for submitting proposals will be 5:00 p.m. Swiss time on March 1, 2027, for the 2027 Annual General Meeting unless it is more than 30 calendar days before or after May 22, 2027.

In order for the notice to be considered timely under Rule 14a-4(c) of the Exchange Act, proposals must be received no later than 5:00 p.m. Swiss time on February 14, 2027. The request must specify the relevant agenda items and motions, together with evidence of the required shareholdings recorded in the share register, as well as any other information required to be included in a proxy statement pursuant to the rules of the SEC.

If you desire to nominate directors to be presented at an annual general meeting, you must give us written notice within the time period described in the preceding paragraphs. If you desire to nominate directors to be presented at an extraordinary general meeting at which the Board of Directors has determined that directors will be elected, you must give us written notice by the close of business on the tenth day following our public disclosure of the meeting date. Notice for the nomination of directors at any general meeting must set forth:

- Your name and address and the name and address of the person or persons to be nominated;
- A representation that you are a holder of record of our shares entitled to vote at the meeting or, if the record date for the meeting is subsequent to the date required for that shareholder notice, a representation that you are a holder of record at the time of the notice and intend to be a holder of record on the date of the meeting and; in either case, setting forth the class and number of shares so held, including shares held beneficially;
- A representation that you intend to appear in person (if permitted) or by proxy as a holder of record at the meeting to nominate the person or persons specified in the notice;
- A description of all arrangements or understandings between you and each nominee you propose and any other person or persons under which the nomination or nominations are to be made by you;
- Any other information regarding each nominee you propose that would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC; and
- The consent of each nominee to serve as a director if so elected.

In addition to satisfying the foregoing requirements under our Articles of Association, to comply with the universal proxy rules under Rule 14a-19 of the Exchange Act, shareholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 of the Exchange Act no later than March 23, 2027.

The Board of Directors may refuse to transact any business you propose or to acknowledge your nomination of any person if you fail to comply with the foregoing procedures. You may obtain a copy of our Articles of Association and Organizational Regulations, in which these procedures are set forth, upon written request to our Corporate Secretary, Transocean Ltd., Turmstrasse 30, 6312 Steinhausen, Switzerland.

Cost of Solicitation

The accompanying proxy is being solicited on behalf of the Board of Directors. The expenses of preparing, printing and mailing the proxy and the materials used in the solicitation will be borne by us. We have retained Georgeson LLC for a fee of \$20,000, plus expenses, to aid in the solicitation of proxies. Proxies may be solicited by personal interview, mail, telephone, facsimile, internet or other means of electronic distribution by our directors, officers and employees, who will not receive additional compensation for those services. Arrangements also may be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of shares held by those persons, and we will reimburse them for reasonable expenses incurred by them in connection with the forwarding of solicitation materials.

Forward-Looking Statements

The statements included in this proxy statement, including in the letter to shareholders and in the section entitled Compensation Discussion and Analysis—Executive Summary, regarding future financial performance, results of operations, liquidity, stacking of assets and the market and other statements that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act. Forward-looking statements are subject to numerous risks, uncertainties and assumptions, including, but not limited to, the future prices of oil and gas, operating hazards and delays, actions by customers and other third parties, conditions in the drilling industry and in the capital markets and those described under “Item 1A. Risk Factors” of our annual report on Form 10-K for the year ended December 31, 2025, and in our other filings with the SEC. Should one or more of these risks or uncertainties materialize (or the other consequences of such a development worsen), or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or expressed or implied by such forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to publicly update or revise any forward-looking statements, except as required by law.

APPENDIX A

TRANSOCEAN LTD. AND SUBSIDIARIES

NON-GAAP FINANCIAL MEASURES AND RECONCILIATIONS

EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTIZATION AND RELATED MARGINS

(in millions, except percentages)

	Year ended December 31, 2025
Contract drilling revenues	\$ 3,695
Net loss	\$ (2,915)
Interest expense, net of interest income	515
Income tax benefit	(33)
Depreciation and amortization	659
EBITDA	(1,774)
Restructuring costs	3
Loss on impairment of assets	3,049
Gain on disposal of assets, net	(4)
Gain on retirement of debt	(3)
Loss on conversion of debt to equity	99
Adjusted EBITDA	\$ 1,370
Loss Margin	(73.5)%
EBITDA Margin	(44.8)%
Adjusted EBITDA Margin	34.6 %

FREE CASH FLOW

(in millions)

	Year ended December 31, 2025
Cash provided by operating activities	\$ 749
Capital expenditures	(123)
Free Cash Flow	\$ 626

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APPENDIX B

2025 Swiss Non-Financial Matters Report

This Swiss Non-Financial Matters Report (“Report”) was prepared in accordance with the requirements of Article 964b of the Swiss Code of Obligations (“CO”) for Transocean Ltd. and its subsidiaries (collectively, “Transocean,” the “Company,” “we,” “us” or “our”). As permitted by the Swiss Ordinance on Climate Matters (the “Ordinance”), the Company does not align with a climate concept as defined by Article 2 para. 2 letter b of the Ordinance, limiting its reporting to environmental matters pursuant to Article 964b para. 1 CO. This is because, among other things, the Company does not have specified quantitative targets for emissions reductions. However, in line with Article 964b CO and the environmental-related disclosure requirements applicable to non-financial matters, we describe our practices and due diligence with respect to climate change, the measures we take to implement these practices, the main climate-related risks arising from our own activities and, where relevant, from our business relationships, how we manage those risks and the main indicators we use to monitor our climate-related performance.”

Our Business and Business Model

Transocean is a leading international provider of offshore contract drilling services for oil and gas wells. As of February 19, 2026, we owned or had partial ownership interests in and operated 27 mobile offshore drilling units, consisting of 20 ultra-deepwater floaters and seven harsh environment floaters.

We provide, as our primary business, contract drilling services in a single operating segment, which involves contracting our mobile offshore drilling rigs, related equipment, and professional work crews to drill oil and gas wells. We specialize in technically demanding regions of the global offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services. Our drilling fleet is one of the most versatile fleets in the world, consisting of drillships and semisubmersible floaters used in support of offshore drilling activities and offshore support services on a worldwide basis.

Transocean Ltd. is a Swiss corporation with its registered office in Steinhausen, Canton of Zug, and with principal executive offices located at Turmstrasse 30, 6312 Steinhausen, Switzerland. The Company's shares are listed on the New York Stock Exchange under the ticker symbol “RIG.” For information about the revenues, operating income, assets and other information related to our business and the geographic areas in which we operate, please see the Company's latest annual report on Form 10-K, available at <https://investor.deepwater.com/sec-filings>.

Topics Covered by this Report

Pursuant to CO 964b, the Company prepared this Report covering the following required non-financial matters (collectively, “Swiss Non-Financial Matters”):

- Environmental Matters, other than climate matters, for which the Company currently does not pursue a concept
- Social Matters
- Employee Matters
- Human Rights Matters
- Anti-Corruption Matters

Organization and Governance – Swiss Non-Financial Matters

The Board exercises overall oversight of the Company's sustainability practices and initiatives and has delegated oversight to its committees as follows:

- The Governance, Safety & Environment ("GSE") Committee is responsible for review and oversight of the Company's sustainability programs, policies and practices that are relevant to the Company's operations, performance, and strategic planning; and sustainability reporting that does not require third party assurance and does not otherwise fall within the scope of the Audit Committee's responsibilities.
- The Audit Committee is responsible for overseeing the reporting and assurance process for the Company's sustainability disclosures, which require third party assurance.

For detailed information on the specific responsibilities of the Board's committees, please refer to the committee charters available at www.deepwater.com/investors/corporate-governance.

Transocean's President and Chief Executive Officer ("CEO") plays an essential role in the development and execution of the Company's sustainability strategies, initiatives, and opportunities. The Executive Vice President & Chief Legal Officer ("CLO") is the functional executive responsible for facilitating the Company's sustainability strategies, coordination cross-functionally, and disclosures. Together, the CEO, CLO, and other executives integrate certain sustainability principles into the design of applicable business processes and activities, with the aim of creating a cohesive, adaptable approach toward sustainability that aligns with Company objectives. The CLO reports directly to the CEO, and he and his reports act as the primary liaison to the Board for sustainability matters.

The Company's Legal Compliance and Ethics ("LCE") Department, under the supervision of the CLO and with oversight from the Audit Committee, is responsible for implementing standards and tools to promote ethical conduct at Transocean. The LCE Department oversees compliance with non-operational laws and regulations as well as all ethical guidelines.

Executive management is responsible for the day-to-day management of the risks the Company faces, while our Board, including through its various committees, is responsible for the oversight of the Company's risk management. The Board oversees (1) the design, implementation and execution of risk management processes designed to support the Company's corporate strategy and (2) steps designed, implemented and executed to foster a culture in which each employee understands his or her impact on the assessment and management of risk, his or her responsibility for acting within appropriate limits, and his or her ultimate accountability.

The Company has an Enterprise Risk Management process and framework, which includes an Executive Risk Management Committee and a Risk Committee Working Group. The Executive Risk Management Committee is composed of members of senior management, including our CEO and other members of management in key functions of the Company. The Risk Committee Working Group is composed of representatives of all key functions of the Company. The duties of the Executive Risk Management Committee and the Risk Committee Working Group include the following:

- reviewing and approving appropriate changes to the Company's policies and procedures regarding Enterprise Risk Management;
- identifying and assessing operational, commercial, strategic, financial, information security, cybersecurity, environmental, social, and governance ("ESG"), macroeconomic and geopolitical risks facing the Company;
- identifying risks and taking corrective actions, within their respective functions, if appropriate; monitoring key indicators to assess the effectiveness and adequacy of the Company's risk management activities; and

- maintaining regular communications with the Board with respect to risk management.

The Executive Risk Management Committee and/or members of management present reports on risk management activities to the Board, at least annually. Risks are identified within each function. The cross-functional Risk Committee Working Group assesses risks facing the Company, and associated preventive and mitigating controls. Relevant ESG risks are discussed in these sessions and include topics such as weather events, crew safety, and retention of key employees. The Risk Committee Working Group then makes recommendations for improvement opportunities to senior management, as appropriate. Our management and Board continue to assess and respond to various risks that affect our industry, our Company and our employees, including but not limited to, operational offshore drilling risks, public health threats, market fluctuations among commodities and the costs and accessibility of goods and services procured throughout our supply chain.

Business Performance and Results

Please refer to the Company's latest annual report on Form 10-K, available at <https://investor.deepwater.com/sec-filings>, for information about the Company's business performance and results for the periods referenced therein.

Risk Factors

The Company's business involves various risks, and the Company provides information about the main risks, including risk pertaining to the Swiss Non-Financial Matters topics covered by this Report, in its latest annual report on Form 10-K and its latest quarterly report on Form 10-Q, as applicable, available at <https://investor.deepwater.com/sec-filings>.

Approach to Swiss Non-Financial Matters

The Company integrates sustainability principles throughout the organization, whether associated with our core business of drilling oil and gas wells or otherwise.

The industry outlook for our core business is positive, based upon underlying economic factors, including numerous long-term forecasts that indicate hydrocarbons will continue to be a critical source of energy for the foreseeable future, despite significant relative growth in alternative energy technologies. We believe that these factors will contribute to robust demand for oil and gas. For additional information, please refer to our latest annual report on Form 10-K, Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Outlook, available at <https://investor.deepwater.com/sec-filings>.

However, we recognize that oil and gas resources alone are not sufficient to meet the growing global energy demands. Our assets, core competencies, and capabilities also apply to renewables and other energy alternatives. We have continued to opportunistically pursue adjacent energy-related projects, which leverage our ultra-deepwater operations experience in offshore drilling. For example, we have invested in and are working with two companies engaged in exploration and development preparation work associated with deep-sea polymetallic nodules that contain metals such as manganese, nickel, and cobalt; these elements are needed to support the growing renewable energy market. Additional information about this work can be found in our latest annual report on Form 10-K, Item 8, Note 4 – Unconsolidated Affiliates.

The Company recognizes the evolving landscape of sustainability regulations and associated disclosure requirements. By adapting to the evolving expectations of investors and regulators, and maintaining a dialogue about sustainability matters, the Company is better positioned to proactively address sustainability challenges and recognize opportunities.

Engagement

As we develop and refine our sustainability framework in line with applicable requirements, we have been guided, in part, by our sustainability-focused engagements with the following groups: shareholders; customers; vendors; the Board, management and employees; industry organizations; and community groups.

These efforts included in-depth discussions, participation in surveys, and/or reviewing certain stewardship guidelines. We have also actively participated in relevant organizations, committees, and industry events, advocating for the adoption of best practices and responsible operations in offshore drilling.

Our engagement efforts guided our materiality assessment and resulted in the identification of the sustainability material topics for the Company, including Energy Efficiency, Loss of Containment, Safety, Our Workforce, Human Rights, and Business Ethics, which are addressed our sustainability strategy and covered in this report.

Environmental Matters

We strive to deliver services in a manner that minimizes the impact our business has on the environment. We continuously seek ways to advance our commitment to safely performing operations while simultaneously safeguarding the ultra deepwater and harsh environments in which we work. The Company's environmental practice is to operate in a manner that minimizes the environmental impact of its offshore drilling operations, with a focus on energy efficiency and the prevention of releases to the environment. We monitor our practices through our environmental management system and related procedures, which form part of the Company's due diligence with respect to environmental matters.

We maintain a global Environmental Management System (EMS) that we apply to all our rigs, offices and facilities. The EMS provides a framework to consistently manage our worldwide operations in an environmentally responsible manner and monitor our performance. Within this framework, we regularly assess the environmental impact of operations, focusing on the reduction of greenhouse gas emissions, operational discharges, water use and waste. Our EMS, paired with our Operations Management System ("OMS"), sets forth the processes by which we seek to identify, consider and potentially mitigate certain environmental impacts when planning and executing our operations. Our Company operates under an integrated management system that is certified to ISO 14001.

Our approach to managing our environmental impact is driven by our commitment to work safely and in pursuit of operational excellence. Our EMS is administered by our Vice President, Health, Safety and Environment, and applies to all Transocean facilities onshore and offshore. These EMS and OMS policies govern our management of waste, water, and other resources in our facilities, aid in our compliance with all regulatory requirements, and help to guide the evaluation of our environmental performance. Consistent with our internal policies, all active rigs maintain individual rig energy management plans, which are aligned with ISO 50001 and International Maritime Organization (IMO) SEEMP frameworks. Further, the Company operates under an integrated management system that is certified to ISO 50001.

All reportable loss of containment events are recorded within the Company's incident reporting system and significant events are reviewed by management. Findings and lessons learned from incident reviews are communicated across the fleet to improve future performance. Management regularly reports loss of containment performance to the Board's GSE Committee.

Energy Efficiency and Climate

Diesel fuel engines are used to generate power on the Company's rigs, and they produce greenhouse gas emissions, including carbon dioxide. To reduce emissions, it is critical to minimize fuel consumption and optimize power-management systems. To do so, we focus on both sides of the energy-management equation — how we generate and consume power, and how we can optimize this balance while sustaining the safety and efficiency of operations. Initiatives to reduce emissions include replacing traditional incandescent lighting with lower energy-consuming LED bulbs as they fail in certain locations onboard the rig, running the optimal

number of engines at the most efficient power loads, and strategic heading management (i.e., the orientation of the rig's bow and stern) to reduce the impact of environmental conditions, such as tide and current, on the power needs of the rig's thrusters. In addition, seven of our drillships have hybrid energy storage systems for enhanced drill floor equipment reliability, fuel and emissions savings, as well as advanced generator protection for power plant reliability.

We use technology to evaluate the energy efficiency of certain equipment as we work to reduce unnecessary power draws from equipment, and our operational guidelines are designed to optimize power demand.

We have undertaken an assessment of the potential resilience of the Company's business to climate-related risks using three scenarios based upon the work of the International Energy Agency's (IEA) 2023 World Energy Outlook and its extended data set, and the Intergovernmental Panel on Climate Change's (IPCC) Sixth Assessment Report (AR6). This climate-related scenario analysis, together with our environmental management system and energy management processes, forms part of our due diligence with respect to climate-related risks and opportunities. The scenarios utilized in the assessment considered different global warming potentials – Net Zero (1.5°C), Announced Pledges (1.7-2°C), and Stated Policies (2.4-3°C) – and varied levels of physical and transition risks. Across scenarios, the Company's strategy is resilient due to our expertise in drilling for traditional oil and gas resources and our investment in companies pursuing the development and exploration of deep-sea polymetallic nodules that contain metals critical to the growing renewable energy market. We consider potential climate-related financial risks and opportunities across a variety of topics, including weather changes and the impact on our business, shifts in regulations, technology development and implementation, investment availability, and shifts in demand. Climate-related risks are formally incorporated into the Company's Enterprise Risk Management process, and we will periodically update and review them, as part of the above-mentioned process. We also share improvement opportunities with management.

In 2021, we conducted a sustainability-focused materiality assessment, which guided the creation of our previously announced sustainability goals. Since then, we have continued to track developments in the sustainability material topics that informed our goals, monitor our operations, and observed that the pace of technological advances associated with potential reductions in greenhouse gas emissions has been slower, and the costs have been greater, than anticipated. Particularly, in our engagements with shareholders and customers, we observed shifts in their approach to sustainability priorities. For these reasons, we suspended our previously announced sustainability goals, including our greenhouse emissions intensity reduction goal. While we do not have a specific emissions reduction target currently, we continue to monitor our performance, and we partner with customers and service providers, when possible, to make improvements aimed at reducing emissions. Based on our monitoring of fuel consumption, power use and offshore operating emissions intensity, we consider that these measures provide our framework for improving energy efficiency of our operations, while we continue to identify and pursue further opportunities for improvement. The assessment of the magnitude of any potential emissions reduction impact is dependent on a variety of factors, including the cyclical nature of our business, resource constraints, operating conditions, and our customers' well programs, among others.

As part of this assessment, we are implementing or improving processes that measure (i) the fuel consumption of our drilling rigs, (ii) the power consumption of key pieces of equipment onboard our rigs, and (iii) our internal offshore operating emissions intensity, which we define as offshore operating emissions divided by rig operating days. This information is available from time to time to onshore and offshore rig leadership and is used to aid in decision-making onboard the rig.

Environmental risks are disclosed in our latest annual report on Form 10-K.

Loss of Containment

We define loss of containment as an unintended and uncontrolled release into the surrounding environment. We have implemented comprehensive policies and procedures in our EMS for strict compliance with all applicable requirements related to wastewater and other operational discharges.

While customers design the well and determine the chemicals used in drilling operations, we have operational control over the fluids used for routine rig operations and maintenance. Loss of containment can arise from various factors, including operational integrity events, routine maintenance activities, and equipment failures. Preventing loss of containment involves proactive measures and best practices; for instance, loss of containment events are remediated in accordance with applicable law and recorded within the Company's incident reporting system, and significant events are reviewed by management. Findings are communicated across the fleet as we attempt to improve future operational performance. Loss of containment incidents are reported by management to the GSE Committee.

We refer to process safety as operational integrity ("OI"), which is fundamental to the management of major hazards that may lead to low-frequency, high-consequence events; these events can result in impact to the environment, significant asset damage, or in the worst instance, loss of life. Since 2013, the Company has maintained a five-tier OI framework to categorize events based on potential impact to safety or the environment. The most impactful events are categorized as Tier 1 or Tier 2, which can occur when multiple operational barriers fail. Procedures governing OI are an integral part of our Company Management System ("CMS"), which puts effective processes in place.

Company management provides quarterly updates to the GSE Committee on the execution of our environmental practices and policies, assessing the sufficiency and efficacy of the CMS, reviewing performance, and identifying trends and areas for enhancement. For example, OI events are reviewed with the GSE Committee, and there were no Tier 1 or Tier 2 events recorded in 2025, continuing our strong performance from 2024 and 2023 when we also experienced no Tier 1 or Tier 2 events.

Under our environmental management system, we track and monitor our environmental performance using indicators such as the number and severity of OI events and loss of containment events, as well as fuel usage, which correlates to emissions.

Operational integrity is a key component of the Environmental & Safety Performance measure in the 2025 Cash Bonus Plan to reinforce the importance of delivering safe and reliable operations, both for those onboard our assets and for the ecosystems in which we operate. Please see the "Compensation Discussion and Analysis" section of our proxy statement for additional information.

Social Matters

The development of oil and gas resources in tandem with renewables and other energy alternatives – or the "energy expansion" – is critical to meeting increasing global energy demand. We are committed to delivering safe, efficient, reliable, and responsible operations. To that end, we prioritize recruitment and retention of skilled, qualified, and capable personnel and invest in the training and development of our teams. Further, we continue to fund innovation and technology programs with the potential to meaningfully enhance the value of our services through improvements to safety, equipment performance, and fuel efficiency.

Our approach to social matters is underpinned by our Health, Safety, Environment and Sustainability Policy Statement and our Company Management System, which together form an important part of our due diligence with respect to social and safety issues. Our Health, Safety, Environment and Sustainability Policy Statement is available on www.deepwater.com, and it sets forth our principles for how we work safely. This policy statement is overseen by the Board's GSE Committee.

Our safety program focuses on three key components: personal safety, process safety, and occupational health. We conduct our business while prioritizing both the health and safety of our people and the integrity of our operations. Our safety vision is to conduct our operations in an incident-free workplace, all the time, everywhere. Underpinning this vision is our robust CMS, which details the policies and tools employed by our teams to complete their work safely, efficiently, and effectively. Our Company operates under an integrated management system that is certified ISO 45001.

Compliance with all local regulations and a comprehensive set of internal policies and procedures governing our operations is required. We prioritize the protection of everyone onboard our rigs and in our facilities, the environment, and our property at all work locations. Incidents are reported and investigated to determine the root cause, with fleetwide communication of lessons learned. Potential areas of improvement are targeted with a topic-specific improvement program.

Transocean maintains a rigorous competency-based training program to provide our employees with the skills and tools needed to work safely. Our internal training board maintains and regularly updates our training matrix to meet or exceed industry standards, and it oversees our competency assurance management system, which is accredited by the OPITO. We provide various offshore training formats designed to address a variety of learning styles through on-the-job training, e-learning, customer-specific training, certifications, and leadership and licensing programs. We also offer simulation-based education, augmented by digital twin modeling, enabling our workforce to more accurately visualize equipment performance and target efficiencies. The certifications, skills and competencies needed for each role are communicated to the workforce, and workers are required to successfully complete the relevant training and attain necessary certifications prior to taking on new roles.

Our safety policies are implemented through a diverse range of programs, requirements, and tools. Through ongoing compliance assessments and audits, management monitors and verifies that work is executed following established policies and procedures. Findings are analyzed and shared across the fleet to bolster the Company's safety performance and culture. Taken together, our safety policies, management systems, training programs and technology initiatives provide an effective framework for promoting safe operations and reducing workplace incidents, although we continue to focus on further improving our safety performance.

WorkSight, a digital assurance and verification application, is a key tool we use to cultivate safety performance and culture across our fleet. It is used to emphasize leading indicators of personal safety performance on our rigs. In WorkSight, rig teams identify potential hazards in their work and identify opportunities to eliminate or mitigate them, assess and challenge their behaviors, and seek areas for improvement. WorkSight leverages the expertise of our crews, frontline leaders, and senior rig leadership, along with data analytics and visualization, to influence behaviors and impact many aspects of our daily operations, thereby reinforcing process safety.

Central to our management of process safety is our Critical Operations Assurance center in Houston, Texas. This center remotely monitors key rig activities globally in real-time to verify the activities are executed in accordance with Company requirements to promote safe and consistent outcomes across the fleet.

We also invest in and deploy new technologies to enhance our operational performance and improve the safety of our operations, such as HaloGuardSM, the rotary multitool and the robotic riser system. HaloGuardSM is designed to alarm, notify and, if required, halt equipment to avoid injury to personnel working in the Red Zone, an area on the drill floor featuring elevated risk due to the presence of mobile heavy machinery. Transocean co-developed a rotary multitool to reduce manual tasks and enhance safety on the drill floor; it is currently installed on two rigs in our fleet, the Transocean Enabler and the Transocean Norge. This robotic riser system eliminates the need for personnel to be in the Red Zone during riser handling operations, which are among the most physically taxing and hazardous activities offshore. It is now deployed on four rigs in our fleet. We continue to engage with our customers regarding additional installations of these and other products to further enhance operational safety.

The combined focus on personal safety, occupational safety and process safety enables Transocean to protect people, the environments in which we work, and our assets, while conducting our work efficiently and effectively. Job roles are evaluated to identify any associated potential hazards to implement effective processes and standards to mitigate risks and support the well-being of employees while on the job. We maintain strict requirements around personal protective equipment, task design, procedures, and equipment selection and maintenance to reduce risk and maintain a healthy environment. All rigs are staffed with a medical professional, equipped with an onboard clinic bolstered by 24/7 shore-based medical support and overseen by our Company medical director, a licensed physician.

We measure our safety performance in terms of widely accepted ratios with the use of industry standards, including (a) Total Recordable Incident Rate (“TRIR”), which represents the number of recordable work-related injuries or illnesses for every 200,000 hours worked and (b) Lost Time Incident Rate (“LTIR”), which measures the number of incidents that result in lost time due to work-related injuries or illnesses for every 200,000 hours worked. In the year ended December 31, 2025, our TRIR was 0.19, a slight increase over our 2024 performance of 0.15. None of the incidents recorded in 2024 or 2025 resulted in life-changing injuries. Our LTIR was 0.00 in 2025, consistent with our excellent performance in 2024. The calculations of TRIR and LTIR were based on 11.5 million labor hours and 11.7 million labor hours in 2025 and 2024, respectively.

We measure the reliability and efficiency of our operations using uptime. Uptime is measured as total operating hours, minus downtime hours, expressed as a percentage of the maximum total operating hours. Operating hours are defined as the number of hours a rig is operating under a contract. Downtime is defined as the number of hours the rig is not engaged in drilling activities, resulting from Company mechanical failure or human performance error. In the year ended December 31, 2025, uptime was 97.7%, a Company record, and an improvement from 96.9% uptime performance in 2024.

Personal Safety is a key component of the Environmental & Safety Performance measure in the 2025 Cash Bonus Plan to reinforce the importance of delivering safe and reliable operations. Please see the “Compensation Discussion and Analysis” section of our proxy statement for additional information on the TRIR and uptime measures.

Employee Matters

As of December 31, 2025, we had a global workforce of approximately 5,600 individuals, including approximately 380 contractors, representing 67 nationalities. As of December 31, 2025, our global workforce was geographically distributed in 20 countries across six continents as follows: 38 percent in North America, 26 percent in South America, 23 percent in Europe, six percent in Australia, four percent in Africa, and three percent in Asia.

Transocean prioritizes the well-being of its employees from physical and financial health to emotional and social health. These four pillars guide our approach to employee benefits to help our team succeed professionally and personally. We work to attract, develop and retain a skilled workforce and to promote the well-being of our employees. We apply due diligence to employee matters through our global and regional human resources policies, our compensation and benefits frameworks and our competency-based training and development processes.

We endeavor to provide those who work at Transocean with a safe and respectful environment. We periodically assess our workplace and adapt our practices and policies to make sure our approach reflects contemporary norms and meets the needs and expectations of current and future talent. Our aim is to recruit, develop, and retain the best workforce in the offshore drilling industry. We value the varied skills, knowledge, expertise, perspectives, and backgrounds of our workforce, which enable the Company to navigate both the global and regional nuances of the offshore drilling business. As a company with customers, offices, and assets all over the world, we view our international workforce as a key factor in our success.

Due to the nature of our business and the many countries in which we operate, we offer regionally competitive benefits and adhere to internal global practices with the goal to meet or exceed local market standards.

Physical. Our physical-wellness benefits program emphasizes promoting a healthy lifestyle through educational initiatives, preventive-care measures, and convenient access to medical advice and resources.

Financial. We offer our employees regionally competitive compensation and benefits packages that meet all regulatory requirements. In addition to providing competitive remuneration, we understand the importance of helping employees prepare for their future financial well-being, and we provide resources and guidance to assist our team in setting and achieving their financial goals. Offerings vary regionally and may include retirement savings programs, discount programs and personal meetings with financial advisors.

Emotional. We recognize the significance of emotional well-being, and we provide programs that support the emotional health of employees and their families. Offerings can vary regionally and may include programs such as Employee Assistance Programs and psychiatric care.

Social. Our social well-being strategy places a significant emphasis on the communities where we operate. As global corporate citizens, we embrace our responsibility to make positive contributions through financial support and volunteerism. Community initiatives and partnerships focus on areas such as education, health and well-being, and environmental conservation and restoration.

We continually assess and provide social and technological resources designed to improve the work environment. In addition, we create and enforce a respectful and inclusive work environment in which our global workforce can thrive. These measures, together with our focus on competitive compensation and benefits, development opportunities and a respectful culture, provide an effective framework for supporting employee well-being and engagement.

We aim to strategically cultivate a best-in-class workforce to offer the innovation, local knowledge and experience required of the world's premier offshore drilling contractor. Our focus on the quality of our workforce is designed to maximize the quality of our work performance, and ultimately, the value we deliver.

We invest in our workers by providing them with the transferable skill sets essential to advancing their professional development. To optimize the competitive position of our business, we maintain a competency-based training program as described in Social Matters.

As a business in the energy industry, we must operate with integrity, discipline and unconditional respect for our people, our communities and our environment. Our functional leadership teams work together to manage and execute our sustainability program, including investments in:

- Safety and training programs and tools to protect our people, assets, and the environments in which we operate.
- Recruiting, developing, retaining, and motivating the industry's most talented and geographically diverse workforce.
- Benefits to promote employee health, well-being, and financial security.
- Programs to support the global communities in which we operate.
- Technologies that improve the safety, reliability, and efficiency of our assets and to reduce the impact our operations have on the environment.

We monitor employee-related matters using indicators such as workforce size and composition (including the number of employees and contractors, nationalities and geographic distribution described above), training and development activity under our competency-based training program and internal measures of employee engagement and well-being.

Additionally, we embrace our role as a global corporate citizen, and we aim to positively impact communities where we live and operate. Our support focuses on education, health and well-being and environmental conservation and restoration. Some examples of the community organizations with which we have partnered, include Galveston Bay Foundation, Houston Food Bank, Udaan Foundation (India), Texas Children's Hospital Heart Center (Global Programs), and Dress for Success Houston.

Human Rights Matters

As a global company, we view it as our obligation to uphold human rights throughout all operations, regardless of whether those rights are protected by local laws. We work hard to make sure our business operations do not cause or contribute to (directly or indirectly) adverse impacts on human rights. We demonstrate our respect for human rights by maintaining a healthy and safe work environment, observing fair employment practices, and providing competitive employment terms. Practices such as modern slavery, child labor, forced or indentured servitude, and other human rights abuses, are strictly prohibited.

Our commitment to respect human rights is set out in our Code of Integrity and Human Rights Policy Statement, and we apply due diligence to human rights matters through the policies, screening, assessment and reporting processes described in this section. The Code of Integrity and Human Rights Policy Statement are available on www.deepwater.com.

Transocean's Code of Integrity and Human Rights Policy Statement apply to all members of our Board, executives, employees, and business partners, which include contractors, suppliers, vendors, and joint venture partners. The Code outlines our company's ethical values and sets out the minimum behaviors we expect from our team and how to report concerns. The Human Rights Policy Statement explains how the Company approaches Human Rights topics in its direct business operations and in the supply chain to maintain an organizational culture that supports the protection of human rights and takes reasonable measures to avoid contributing to adverse human rights impacts. Both the Code of Integrity and Human Rights Policy Statement are available on the Company website. Together, these documents, and the processes described below, form the core of our due diligence approach to human rights.

In our Business Operations. We expect Transocean employees and representatives to act lawfully and respectfully toward those we conduct business with and toward parties in the local communities in which we operate. These expectations are outlined in our Code of Integrity, as well as various enterprise-wide policies. We ensure the protection of Transocean employee rights through policies and procedures established by the Human Resources, Health, Safety & Environment, and Legal departments.

Throughout our Supply Chain. We expect our business partners, including our suppliers, to share our commitment to respect human rights. Suppliers must comply with our Code of Integrity, which specifically outlines our expectations related to human rights. Suppliers must also comply with our standard contract provisions, which require strict adherence to all applicable laws, including human rights laws.

To manage the Company's human rights risk, we select our suppliers and business partners carefully, and we require them to manage their own suppliers and business partners with the same care. Before engaging in a business relationship with a supplier, we conduct background screenings and contractually obligate suppliers to comply with (a) all applicable laws, which include those pertaining to human rights or modern slavery; (b) our Code of Integrity, which outlines the expectations of supplier conduct and imposes an obligation to report any conduct that does not meet those expectations; (c) human rights review exercises conducted by us or a third party that we appoint to make sure they are meeting those obligations, for key suppliers; and (d) our standard that our suppliers impose the same human rights obligations on their suppliers. Throughout the business relationship, we periodically engage with suppliers to reinforce Company expectations, monitor their performance via tools like restricted party screening, and formal and informal site visits, and conduct human rights reviews pursuant to a risk-based plan.

Periodically, Transocean conducts a Human Rights Risk Identification and Assessment exercise to identify, evaluate, and monitor potential risks of adverse impacts on human rights and decent working conditions. We consider a variety of factors in assessing the Company's risk of causing, contributing to, or otherwise being linked to, actual and potential adverse impacts on human rights and decent working conditions, including scale, scope, and remediation. None of the human rights assessments conducted in 2025 yielded any evidence of violations of Transocean standards or applicable law.

Our Speak Up Culture is designed to encourage our workforce and business partners to report any concerns. In instances where someone has a concern or believes that there has or may have been a violation of our human rights policies or any other policies, the individual is encouraged to report any concerns to a manager, Human Resources, or through the HelpLine. To ensure consistency around how reports are managed and investigated, the Human Resources and Legal Compliance and Ethics (“LCE”) functions follow investigation policies and procedures. Transocean adheres to a strict non-retaliation policy for concerns raised in good faith.

Because Transocean’s operations are mostly comprised of employees and contractors performing highly technical services in an industry with tightly controlled regulatory environments, the Company’s overall human rights risk can be characterized as relatively low. In our own operations, human rights risks relate primarily to working conditions, health and safety. In our supply chain and other business relationships, we may be exposed to risks such as non-compliance with labor standards, inadequate working conditions or other human rights concerns at third parties. In 2025, Transocean did not identify any actual adverse impacts on human rights or decent working conditions in its operations, supply chain, or business relationships. Continuous focus on identifying these areas helps us prioritize how we address and prevent adverse human rights impacts across operations and extended supply chain.

Continuous focus on identifying these areas helps us prioritize how we address and prevent adverse human rights impacts across operations and extended supply chain. Further, employees are required to complete our Code of Integrity training (“LCE training”) on an annual basis, which covers varying topics from year to year, including human rights. Additionally, to make sure we are aware of, and can adequately address, any actual or suspected human rights violations, Transocean provides a 24-hour, third-party managed HelpLine, accessible at www.transocean.ethicspoint.com, where individuals can raise concerns in good faith without the fear of retaliation. HelpLine reports can be made anonymously, at any time, by anyone, and by phone or the web.

We periodically incorporate a Human Rights module into our LCE training to strengthen every employee’s, including management’s understanding of human rights protections, including taking all reasonable measures to avoid contributing to adverse human rights impacts, and how to identify and report potential issues.

These measures, together with our screening, assessment and reporting practices described above, provide an effective framework to prevent, mitigate, identify and address potential human rights issues in our operations, supply chain and other business relationships. We monitor the operation of this framework using indicators such as the number and nature of human rights-related concerns reported through our channels and the outcome of human rights risk assessments and supplier reviews, where applicable. In 2025, none of the human rights assessments conducted and none of the concerns reported through our channels resulted in the identification of an actual adverse impact on human rights or decent working conditions.

Anti-Corruption Matters

Earning and maintaining trust requires a commitment to integrity in every aspect of our business, from how we obtain business opportunities to compliance with the most technical of laws. We always endeavor to conduct business fairly and transparently. It is what Transocean is known for, and what is expected from the world’s leading offshore drilling provider. The Company is committed to complying with applicable anti-bribery and anti-corruption laws, and our Code of Integrity and Anti-Corruption and Business Conduct Standard strictly prohibit bribery and improper payments. Our ethics and compliance framework and third-party due diligence processes form an important part of our due diligence with respect to corruption risks.

Our approach to ethics and compliance is grounded in a risk-based methodology aligned with the expectations of effective compliance programs enumerated by various regulators, including the U.S. Department of Justice and the U.S. Securities and Exchange Commission. Accordingly, we conduct annual risk assessments, establish and enforce policies and procedures related to, among others, antibribery and anticorruption, gifts, meals and entertainment, and financial controls, provide associated training and communication, perform auditing and monitoring activities, and conduct investigations, where necessary. Together, these elements serve as the foundation of our LCE program. At Transocean, we know that everyone, whether they work for or on behalf of the Company, is responsible for ethics and compliance. The Company conducts annual LCE

APPENDIX B

training on relevant topics, as well as periodic training tailored to specific audiences, delivered through a variety of in-person and digital formats. It is crucial for us to seamlessly integrate our LCE program into our business processes, making sure it is relevant and aligns with our operations. We collaborate across the Company to identify ethics and compliance risks and make sure they are appropriately addressed and mitigated. Transocean's Code of Integrity Committee holds quarterly meetings with key management personnel, fostering discussions on the integration of LCE program controls and initiatives into our business operations and project execution. These meetings also serve as a platform to identify areas for improvement.

The Code of Integrity applies to all individuals working for, or on behalf of Transocean, including Board members, executives, employees, and business partners. We require third parties we work with to understand, adhere to, and periodically certify compliance with the Code of Integrity, which includes compliance with all applicable laws. In situations where the Code of Integrity may conflict with local customs or laws, we follow the more stringent standard. To promote an ethical business culture and underscore the importance of complying with all applicable laws and Company policies, we provide training focused on our Code of Integrity and other relevant compliance topics.

Transocean's Anti-Corruption and Business Conduct Standard strictly prohibits making, offering, receiving, or agreeing to receive bribes of any kind. A bribe is made when anything of value, financial or otherwise, is offered to gain or retain an improper business advantage, even if the advantage is ultimately not received. Bribes erode the rule of law, hurt communities, harm reputations, and expose companies and individuals to criminal liability.

Transocean has implemented measures to prevent and detect potential bribes, and our most important tool will always be the vigilance of our employees and business partners in identifying and reporting any instances or suspicions of impropriety. We believe that these measures, taken together, provide an effective framework for preventing and detecting bribery and corruption.

In addition to the diligence measures described in the Human Rights Matters section above, when we engage with third-party intermediaries ("TPIs"), a subset of suppliers that interact with government officials on our behalf, we take the supplier evaluation and review process a step further. We subject TPIs to a stringent vetting, training, and monitoring process at the time of onboarding and throughout their business relationship with the Company. Our internal TPI Oversight Committee oversees this process and regularly meets throughout the year. Also, the Board has a well-defined policy regarding related party transactions, which entails a thorough recurring review, approval, or ratification process. The responsibility for reviewing, approving, and/or ratifying any related party transaction lies with the Audit Committee, supported by the Company's Chief Legal Officer. It is mandatory for directors and executive officers to disclose in a timely manner any transactions in which they, their immediate family members, or other related persons have an interest. This transparent approach provides for proper oversight and safeguards against any potential conflicts of interest.

Our activities expose us to corruption risks in certain jurisdictions and in interactions with government officials and commercial counterparties, particularly where we rely on third-party intermediaries for business development or operational support. We mitigate these risks through our risk-based compliance program, including due diligence on TPIs and higher-risk counterparties, contractual safeguards, training and ongoing monitoring, and by promoting a culture of integrity and speaking up.

Transocean also encourages employees and those we work with to report any concerns they may have, including potential violations of our Code of Integrity. Through the HelpLine, a third-party managed service available 24/7 on a global scale, we provide a reporting channel, where concerns may be reported anonymously. Upholding our commitment to protect those who make reports in good faith, we strictly enforce a zero-tolerance policy against any form of retaliation. We take Code of Integrity violations seriously and allocate all necessary resources to conduct fair and thorough investigations. All investigations are conducted with confidentiality, in accordance with legal requirements. To the extent possible, confidentiality is maintained throughout the entire investigation process, from the initial reporting to the final resolution.

All HelpLine reports regarding alleged Code of Integrity violations are diligently reviewed and investigated, and LCE presents regular updates to the Audit Committee of the Board of Directors.

Transocean maintains a risk-based monitoring and response program designed to detect inconsistencies in control execution and to support the continuous improvement of the LCE program. Transocean also regularly reviews its policies and systematic controls to identify potential control enhancements. We actively seek feedback from our workforce regarding our program initiatives, utilizing employees' input to enhance policies and procedures for maximum effectiveness. Using reporting information and data analytics derived from our annual LCE training allows us to measure the effectiveness of initiatives and tailor the program to address, in real-time, the needs of our people, customers and business.

In 2025, the Company's annual LCE training was assigned to 5,100 onshore and offshore personnel. The training was made available in English, Brazilian Portuguese, and Norwegian, and covered anti-corruption; gifts, meals, and entertainment; conflicts of interest; and respectful workplace behavior. The completion rate for the 2025 LCE training campaign was 99%.

The Company also rolled out the 2025 LCE Third-Party Training to certain of the Company's TPIs and other business partners. While TPIs are required to complete the Company's online training at onboarding and recertification, the annual LCE Third-Party Training is an additional requirement for those TPIs identified as higher-risk through LCE's risk-based methodology.

We monitor the effectiveness of our anti-corruption program using indicators such as completion rates and performance analytics for Code of Integrity and anti-corruption training, the number and outcome of investigations relating to potential integrity or compliance violations and the results of TPI due diligence and monitoring activities.

FORWARD LOOKING STATEMENTS

The statements described herein that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements could contain words such as “possible,” “intend,” “will,” “if,” “expect,” or other similar expressions.

Forward-looking statements are based on management’s current expectations and assumptions and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results could differ materially from those indicated in these forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, estimated duration of customer contracts, contract dayrate amounts, future contract commencement dates and locations, planned shipyard projects and other out- of-service time, sales of drilling units, timing of the Company’s newbuild deliveries, operating hazards and delays, risks associated with international operations, actions by customers and other third parties, the fluctuation of current and future prices of oil and gas, the global and regional supply and demand for oil and gas, the intention to scrap certain drilling rigs, the success of our business following prior acquisitions, the effects of the spread of and mitigation efforts by governments, businesses and individuals related to contagious illnesses and other factors, including those and other risks discussed in the Company’s most recent annual report on Form 10-K for the year ended December 31, 2025, and in the Company’s other filings with the U.S. Securities and Exchange Commission (“SEC”), which are available free of charge on the SEC’s website at www.sec.gov.

Should one or more of these risks or uncertainties materialize (or the other consequences of such a development worsen), or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or expressed or implied by such forward-looking statements. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements, each of which speaks only as of the date of the particular statement. We expressly disclaim any obligations or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in our expectations or beliefs with regard to the statement or any changes in events, conditions or circumstances on which any forward-looking statement is based, except as required by law. All non-GAAP financial measure reconciliations to the most comparative GAAP measure are displayed in quantitative schedules on the Company’s website at www.deepwater.com.

This report, or referenced documents, do not constitute an offer to sell, or a solicitation of an offer to buy, any securities, and do not constitute an offering prospectus within the meaning of the Swiss Financial Services Act (FinSA) or advertising within the meaning of the FinSA. Investors must rely on their own evaluation of Transocean and its securities, including the merits and risks involved. Nothing contained herein is, or shall be relied on as, a promise or representation as to the future performance of Transocean.

Information contained on or accessible from our website is not incorporated by reference into this Report and should not be considered a part of this Report or any other filing that we make with the SEC. References to website URLs are intended to be inactive textual references only.

** ** *

ANNEX A

Amendment to Article 5 of the Articles of Association

Artikel 5		Article 5	
Kapitalband	1 Die Gesellschaft verfügt über ein Kapitalband zwischen USD 108'360'871.30 (untere Grenze) und USD 144'481'161.70 (obere Grenze). Das Kapitalband kann für die Zwecke und gemäss den Bestimmungen dieses Artikels 5 genutzt werden. 2 Der Verwaltungsrat ist im Rahmen des Kapitalbands gemäss diesem Artikel 5 allgemein ermächtigt, bis zum 22. Mai 2027 das Aktienkapital jederzeit oder von Zeit zu Zeit, ein-mal oder mehrmals und in beliebigen (Teil)beträgen zu erhöhen oder herabzusetzen oder die Gesellschaft oder eine ihrer Konzerngesellschaften zu veranlassen, direkt oder indirekt Namenaktien mit einem Nennwert von je USD 0.10 zu erwerben (einschliesslich im Rahmen von einem oder mehreren Rückkauf-programmen). Eine Kapitalerhöhung kann durch Ausgabe von bis zu 240'801'936 voll zu liberierenden Namenaktien mit einem Nennwert von je USD 0.10 und eine Kapitalherabsetzung durch Vernichtung von bis zu 120'400'968 Namenaktien mit einem Nennwert von je USD 0.10 erfolgen. Weiter kann eine Kapitalerhöhung oder Kapitalherabsetzung im Rahmen des Kapitalbands durch eine Erhöhung oder Herabsetzung des Nennwerts der bestehenden Namenaktien erfolgen, und es kann im Rahmen des Kapitalbands eine gleichzeitige Herabsetzung und Wiedererhöhung des Aktienkapitals erfolgen. 3 Bei einer Erhöhung des Aktienkapitals im Rahmen des Kapitalbands gemäss diesem Abschnitt A von Artikel 5 legt der Verwaltungsrat, soweit erforderlich, den Ausgabebetrag, die Art der Einlagen (einschliesslich Barliberierung, Sacheinlage, Verrechnung und Umwandlung von Reserven oder eines Gewinnvortrags in Aktienkapital), den Zeitpunkt der Ausgabe, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Dabei kann der Verwaltungsrat neue Aktien mittels Fe-stübernahme durch eine Bank, ein Bankenkonsortium oder einen ande-	Capital Band	1 The Company has a capital band ranging from USD 108,360,871.30 (lower limit) to USD 144,481,161.70 (upper limit). The capital band may be used for the purpose of and in accordance with the provisions of this Article 5. 2 The Board of Directors shall be generally authorized, within the capital band pursuant to this Article 5, to increase or reduce the share capital at any time or from time to time, once or several times and in any (partial) amounts, or to cause the Company or any of its group companies to directly or indirectly acquire registered shares with a nominal value of USD 0.10 each (including under one or more share repurchase programs), until May 22, 2027. A capital increase may be effected by issuing up to 240,801,936 fully paid-in registered shares with a nominal value of USD 0.10 each, and a capital reduction by cancelling up to 120,400,968 registered shares with a nominal value of USD 0.10 each. A capital increase or reduction may also be effected within the capital band by an increase or a reduction of the nominal value of the existing Shares, and a simultaneous reduction and re-increase of the share capital may be effected within the capital band. 3 In the event of a capital increase within the capital band pursuant to this Section A of Article 5, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution (including a cash contribution, a contribution in kind, set-off and conversion of re-serves or profit carried forward into share capital), the date of issue, the conditions for the exercise of subscription rights and the commencement date for dividend entitlement. The Board of Directors may issue new Shares by means of a firm underwriting through a financial institution, a syndicate of financial institutions or

ren Dritten und anschliessendem Angebot an die bisherigen Aktionäre oder an Dritte (sofern die Bezugsrechte der bisherigen Aktionäre aufgehoben sind oder nicht gültig ausgeübt werden) ausgeben. Der Verwaltungsrat ist ermächtigt, den Handel mit Bezugsrechten zu ermöglichen, zu beschränken oder auszuschliessen. Nicht gültig ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht gültig ausgeübt werden, zu Marktkonditionen platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

- 4 Der Verwaltungsrat ist im Fall einer Ausgabe von Aktien im Rahmen des Kapitalbands gemäss diesem Abschnitt A von Artikel 5 ermächtigt, das Bezugsrecht der bisherigen Aktionäre aufzuheben oder zu beschränken und Dritten (einschliesslich einzelnen Aktionären), der Gesellschaft oder einer ihrer Konzerngesellschaften zuzuweisen:
- (a) wenn der Ausgabebetrag der neuen Aktien unter Berücksichtigung des Marktpreises festgesetzt wird; oder
 - (b) für die Beschaffung von Eigenkapital auf eine schnelle und flexible Weise, welche ohne den Ausschluss der Bezugsrechte der bisherigen Aktionäre nicht oder nur schwer oder zu wesentlich schlechteren Bedingungen möglich wäre; oder
 - (c) für die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen, den Erwerb von Produkten, Immaterialgütern oder Lizenzen durch oder Investitionsvorhaben der Gesellschaft oder einer ihrer Konzerngesellschaften oder für die Finanzierung oder Refinanzierung solcher Transaktionen durch eine Aktienplatzierung; oder

another third party and a subsequent offer of these Shares to the existing shareholders or third parties (if the subscription rights of the existing shareholders have been withdrawn or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trade with subscription rights. The Board of Directors may permit the expiration of subscription rights that have not been duly exercised, or it may place such rights or Shares as to which subscription rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the Company.

- 4 In the event of a Share issue within the capital band pursuant to this Section A of Article 5 the Board of Directors is further authorized to withdraw or restrict subscription rights of existing shareholders and allocate such rights to third parties (including individual shareholders), the Company or any of its group companies:
- (a) if the issue price of the new Shares is determined by reference to the market price; or
 - (b) for raising equity capital in a fast and flexible manner, which would not be possible, or would only be possible with great difficulty or at significantly less favorable conditions, without the exclusion of the subscription rights of existing shareholders; or
 - (c) for the acquisition of companies, part(s) of companies or participations, for the acquisition of products, intellectual property or licenses by or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions through a placement of Shares; or

- | | |
|---|---|
| <p>(d) zum Zwecke der Erweiterung des Aktionärskreises der Gesellschaft in bestimmten Finanz- oder Investoren-Märkten, zur Beteiligung von strategischen Partnern einschliesslich Finanzinvestoren oder im Zusammenhang mit der Kotierung von neuen Aktien an inländischen oder ausländischen Börsen; oder</p> <p>(e) für die Einräumung einer Mehrzuteilungsoption (Greenshoe) von bis zu 20% der zu platzierenden oder zu verkaufenden Aktien an die betreffenden Erstkäufer oder Festübernehmer im Rahmen einer Aktienplatzierung oder eines Aktienverkaufs; oder</p> <p>(f) für die Beteiligung von Mitgliedern des Verwaltungsrates, Mitgliedern der Geschäftsleitung, Officers, Arbeitnehmern, Beauftragten, Beratern oder anderen Personen, welche Dienstleistungen für die Gesellschaft oder eine ihrer Konzerngesellschaften erbringen.</p> <p>5 Bei einer Herabsetzung des Aktienkapitals im Rahmen des Kapitalbands legt der Verwaltungsrat die Verwendung des Herabsetzungsbetrags fest. Der Verwaltungsrat kann insbesondere, ohne Einschränkung, (a) den Herabsetzungsbetrag den Aktionären der Gesellschaft zurückzahlen oder in Fremdkapital umwandeln bzw. als Schuld stehen lassen oder mit einer Gegenforderung verrechnen, (b) den Herabsetzungsbetrag dem Eigenkapital zuweisen, und/oder (c) den Herabsetzungsbetrag zur teilweisen oder vollständigen Beseitigung einer Unterbilanz gemäss Art. 653p OR verwenden. Der Verwaltungsrat kann auch das Aktienkapital gemäss Art. 653q OR gleichzeitig herabsetzen und mindestens auf den bisherigen Betrag erhöhen.</p> | <p>(d) for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets, for purposes of the participation of strategic partners, including financial investors, or in connection with the listing of new Shares on domestic or foreign stock exchanges; or</p> <p>(e) for purposes of granting an over-allotment option (Greenshoe) of up to 20% of the total number of Shares in a placement or sale of Shares to the respective initial purchaser(s) or underwriter(s); or</p> <p>(f) for the participation of members of the board of directors, members of the executive management team, officers, employees, contractors, consultants or other persons providing services to the Company or any of its group companies.</p> <p>5 In the event of a reduction of the share capital within the capital band, the Board shall determine the use of the reduction amount. In particular, the Board may, without limitation, (a) repay the reduction amount to the Company's shareholders or convert it into debt and keep it as a liability, respectively, or offset it against a counterclaim, (b) allocate the reduction amount to the Company's equity, and/or (c) use the reduction amount for the partial or full elimination of a share capital shortfall as provided for in article 653p of the CO. The Board may also, as provided for in Article 653q of the CO, simultaneously reduce and increase the share capital to at least the previous amount.</p> |
|---|---|

B. Für Beteiligungspläne

- 6 [ausgelassen]
- 7 [ausgelassen]

B. For Incentive Plans

- 6 [omitted]
- 7 [omitted]

8 [ausgelassen]

C. Allgemeine Bestimmungen

- 9 Nach einer Nennwertveränderung im Rahmen des Kapitalbands gemäss diesem Artikel 5 sind neue Aktien mit gleichem Nennwert auszugeben wie die bestehenden Aktien.
- 10 Erhöht sich das Aktienkapital aufgrund einer bedingten Kapitalerhöhung nach Artikel 6 dieser Statuten, so erhöhen sich die obere und die untere Grenze des Kapitalbands entsprechend dem Umfang der Erhöhung des Aktienkapitals.
- 11 Im Falle einer Ausgabe von neuen Aktien unterliegen Zeichnung und Erwerb der neuen Aktien sowie jede nachfolgende Übertragung der Aktien den Beschränkungen von Artikel 7 und Artikel 9 dieser Statuten.

8 [omitted]

C. General Provisions

- 9 After a change of the par value within the capital band pursuant to this Article 5, new Shares shall be issued with the same par value as the existing Shares.
- 10 If the share capital increases as a result of a conditional capital increase pursuant to Article 6 of these Articles of Association, the upper and lower limits of the capital band shall increase in an amount corresponding to such increase in the share capital.
- 11 In the event of an issue of new Shares, the subscription and acquisition of the new Shares and any subsequent transfer of the Shares shall be subject to the limitations pursuant to Article 7 and Article 9 of these Articles of Association.

TRANSOCEAN LTD.

COMPENSATION REPORT

For the years ended December 31, 2025 and 2024

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**Shape the future
with confidence**

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To the General Meeting of
Transocean Ltd., Steinhausen

Zurich, March 20, 2026

Report of the statutory auditor on the audit of the compensation report



Opinion

We have audited the compensation report of Transocean Ltd. (the Company) for the year ended December 31, 2025. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) on pages CR-3 to CR-8 of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying compensation report complies with Swiss law and the Company's articles of incorporation.



Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the compensation report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, 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.



Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include pages CR-3 to CR-8 in the compensation report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the compensation report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the compensation report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the compensation report or our knowledge obtained in the audit or otherwise appears to be materially misstated.



Board of Directors' responsibilities for the compensation report

The Board of Directors is responsible for the preparation of a compensation report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a compensation report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the compensation system and defining individual compensation packages.



Auditor's responsibilities for the audit of the compensation report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is 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 Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this compensation report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the compensation report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee 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 Board of Directors or its relevant 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, actions taken to eliminate threats or safeguards applied.

Ernst & Young Ltd

/s/ Reto Hofer
Licensed audit expert
(Auditor in charge)

/s/ Ralph Petermann
U.S. Certified public accountant

Enclosures

- Compensation report

TRANSOCEAN LTD. COMPENSATION REPORT

GENERAL

Overview—Transocean Ltd. (“we,” “us,” or “our”) is the parent company of the following direct wholly owned subsidiaries: (1) Transocean International Limited, (2) Transocean Management Services GmbH, and (3) Triton Quantum I GmbH. Transocean Ltd. is registered with the commercial register in the Canton of Zug, and its shares are listed in the United States (“U.S.”) on the New York Stock Exchange. We are, therefore, bound by the legal and regulatory requirements of both Switzerland and the U.S.

Presentation—We prepared this Compensation Report in accordance with the requirements set forth under Art. 734a to Art. 734f of the Swiss Code of Obligations, including disclosures of compensation paid to our members of the Board of Directors and the Executive Management Team for the years ended December 31, 2025 and 2024. For a description of our governance framework relating to executive and director compensation, please refer to our 2026 Proxy Statement under the caption “Executive and Director Compensation Process.” For a description of our directors’ compensation principles, please refer to our 2026 Proxy Statement under the captions “Director Compensation Strategy” and “2025 Director Compensation.” For a description of our Executive Management Team compensation principles, please refer to our 2026 Proxy Statement under the caption “Compensation Discussion and Analysis.”

Currency—In May 2024, at our annual general meeting, shareholders approved the redenomination of the currency of our share capital to U.S. dollars from Swiss francs, effective as of January 1, 2024. As required by Art. 958d para. 3 SCO, we have presented the indicative Swiss franc value in a separate column on our financial statements using the exchange rate in effect on December 31 of each year. At December 31, 2025 and 2024, our principal exchange rates were USD 1 to CHF 0.79 and CHF 0.91, respectively. The column is presented for reference only and is not intended to represent a basis of presentation.

BOARD OF DIRECTORS’ COMPENSATION

Overview—All members of our Board of Directors, except for Jeremy D. Thigpen and Keelan I. Adamson, receive non-employee compensation as presented below. Mr. Thigpen is compensated in accordance with the terms of his employment agreement, effective May 1, 2025, and was compensated as our Chief Executive Officer until April 30, 2025. Mr. Adamson is compensated as our Chief Executive Officer since May 1, 2025. Accordingly, each was ineligible to receive non-employee compensation for board service.

Our Board of Directors is paid in U.S. dollars and our non-employee directors were eligible to receive compensation as follows:

	Year ended December 31, 2025		Year ended December 31, 2024	
	Payment currency	Swiss franc equivalent	Payment currency	Swiss franc equivalent
Annual retainer - non-employee lead independent director	USD 140,000	CHF 110,964	—	—
Annual retainer – non-employee chair	—	—	USD 215,000	CHF 195,091
Annual retainer - non-employee directors	100,000	79,260	100,000	90,740
Grant of restricted share units - non-employee lead independent director	210,000	166,446	—	—
Grant of restricted share units - non-employee chair	—	—	215,000	195,091
Grant of restricted share units - non-employee directors	210,000	166,446	210,000	190,554
Additional annual retainer for committee chairs:				
Audit Committee	35,000	27,741	35,000	31,759
Compensation Committee	20,000	15,852	20,000	18,148
Governance, Safety & Environment Committee	10,000	7,926	10,000	9,074
Finance Committee	10,000	7,926	10,000	9,074

Each of our non-employee directors is eligible to receive share-based compensation annually in the form of restricted share units with an aggregate value presented above based upon the average of the high and low market prices of our shares for each of the 10 trading days preceding the date of grant. The restricted share units vest on the date first to occur of (i) the first anniversary of the date of grant or (ii) the annual general meeting next following the date of grant, subject to continued service through the vesting date. Vesting of the restricted share units is not subject to any performance measures. Each director may elect either to receive the shares upon vesting or to defer shares until the director no longer serves on the board.

In addition to the directors’ compensation, we pay or reimburse our directors for travel and incidental expenses incurred for attending board, committee, and shareholder meetings and for other company-related business purposes.

TRANSOCEAN LTD. COMPENSATION REPORT—continued

Total compensation—We paid our non-employee directors total compensation as follows:

Name and function	Year ended December 31, 2025					Year ended December 31, 2024				
	Total compensation for board membership	Fees earned (a)	Restricted share units (value) (b)	Restricted share units (quantity)		Total compensation for board membership	Fees earned (a)	Restricted share units (value) (b)	Restricted share units (quantity)	
Chadwick C. Deaton (c)	USD 376,614	USD 171,555	USD 205,059			USD 438,140	USD 215,000	USD 223,140		
Lead independent director since May 30, 2025; chair of the board until May 30, 2025	CHF 298,504	CHF 135,974	CHF 162,530	82,353		CHF 397,568	CHF 195,091	CHF 202,477		37,005
Glyn A. Barker (d)	325,059	120,000	205,059			337,954	120,000	217,954		
Member of the board; chair of the compensation committee; member of the audit committee	257,642	95,112	162,530	82,353		306,660	108,888	197,772		36,145
Vanessa C.L. Chang (c)	340,059	135,000	205,059			352,954	135,000	217,954		
Member of the board; chair of the audit committee; member of the compensation committee	269,531	107,001	162,530	82,353		320,271	122,499	197,772		36,145
Frederico F. Curado (e)	315,059	110,000	205,059			327,954	110,000	217,954		
Member of the board; chair of the governance, safety & environment committee; member of the compensation committee	249,716	87,186	162,530	82,353		297,586	99,814	197,772		36,145
Domenic J. Dell'Osso, Jr. (c)	315,059	110,000	205,059			324,149	106,194	217,954		
Member of the board; chair of the finance committee; member of the governance, safety & environment committee	249,716	87,186	162,530	82,353		294,133	96,361	197,772		36,145
Vincent J. Intrieri (c)	305,059	100,000	205,059			324,177	106,222	217,954		
Member of the board; member of the finance committee	241,790	79,260	162,530	82,353		294,158	96,386	197,772		36,145
William F. Lacey	263,552	58,493	205,059			—	—	—		
Member of the board since May 30, 2025; member of the audit committee since May 30, 2025	208,891	46,362	162,530	82,353		—	—	—		—
Samuel Merksamer (c)	305,059	100,000	205,059			317,954	100,000	217,954		
Member of the board; member of the finance committee; member of the audit committee since February 6, 2025	241,790	79,260	162,530	82,353		288,512	90,740	197,772		36,145
Frederik W. Mohn (f)	305,059	100,000	205,059			317,954	100,000	217,954		
Member of the board; member of the finance committee; member of the governance, safety & environment committee	241,790	79,260	162,530	82,353		288,512	90,740	197,772		36,145
Edward R. Muller (c) (g)	—	—	—	—		41,250	41,250	—		—
Member of the board until May 16, 2024; chair of the finance committee until May 16, 2024; member of the corporate governance committee until May 16, 2024	—	—	—	—		37,430	37,430	—		—
Margareth Øvrurum (h)	50,000	50,000	—	—		317,954	100,000	217,954		
Member of the board until May 30, 2025; member of the governance, safety & environment committee until May 30, 2025	39,630	39,630	—	—		288,512	90,740	197,772		36,145
Total (USD)	USD 2,900,579	USD 1,055,048	USD 1,845,531	741,177		USD 3,100,440	USD 1,133,666	USD 1,966,772		326,165
Total (CHF)	CHF 2,298,999	CHF 836,231	CHF 1,462,770			CHF 2,813,342	CHF 1,028,689	CHF 1,784,653		

(a) Fees earned include cash retainer fees.

(b) For the years ended December 31, 2025 and 2024, we estimated the fair value of restricted share units to be USD 2.49 and USD 6.03, respectively, equivalent to CHF 1.97 and CHF 5.47, respectively, based on the market price of our shares on the grant date.

(c) Total compensation is not subject to employer-paid social taxes.

(d) In addition to the total compensation presented above, Mr. Barker received compensation representing employer-paid United Kingdom social taxes. In the years ended December 31, 2025 and 2024, such employer-paid social taxes were USD 17,218 and USD 15,277, respectively, equivalent to CHF 13,647 and CHF 13,862, respectively.

(e) In addition to the total compensation presented above, Mr. Curado received compensation representing employer-paid Swiss social taxes. In the years ended December 31, 2025 and 2024, such employer-paid social taxes were USD 8,595 and USD 9,130, respectively, equivalent to CHF 6,812 and CHF 8,285, respectively.

(f) In addition to the total compensation presented above, Mr. Mohn received compensation representing employer-paid Swiss social taxes. In the years ended December 31, 2025 and 2024, such employer-paid social taxes were USD 7,814 and USD 8,300, respectively, equivalent to CHF 6,193 and CHF 7,531, respectively.

(g) Mr. Muller retired from the Board of Directors in accordance with our Corporate Governance Guidelines following the completion of his term of service, which concluded at the May 2024 annual general meeting.

(h) In addition to the total compensation presented above, Ms. Øvrurum received compensation representing employer-paid Swiss social taxes. In the year ended December 31, 2025 and 2024, such employer-paid social taxes were USD 104,136 and USD 14,100, equivalent to CHF 82,538 and CHF 12,794. Ms. Øvrurum departed from the Board of Directors following the completion of her term of service, which concluded at the May 2025 annual general meeting.

EXECUTIVE MANAGEMENT TEAM COMPENSATION

Overview—For the period commencing May 1, 2025, our Executive Management Team consists of the President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer and the Executive Chair of our Board of Directors. For the period through April 30, 2025, our Executive Management Team consisted of the Chief Executive Officer, the President and Chief Operating Officer and the Executive Vice President and Chief Financial Officer.

TRANSOCEAN LTD.
COMPENSATION REPORT—continued

Total compensation—We paid the members of our Executive Management Team total compensation as follows:

Name and function	Year ended December 31, 2025			Year ended December 31, 2024		
	Total salary and other non share-based compensation	Total share-based compensation	Total compensation	Total salary and other non share-based compensation	Total share-based compensation	Total compensation
Keelan I. Adamson						
President and Chief Executive Officer since May 1, 2025 and President and Chief Operating Officer until May 1, 2025	USD 3,025,856	USD 5,771,957	USD 8,797,813	USD 1,900,153	USD 3,365,270	USD 5,265,423
	CHF 2,398,294	CHF 4,574,853	CHF 6,973,147	CHF 1,724,199	CHF 3,053,646	CHF 4,777,845
R. Thaddeus Vayda						
Executive Vice President and Chief Financial Officer since May 1, 2024	1,729,329	2,045,544	3,774,873	924,756	773,329	1,698,086
	1,370,667	1,621,299	2,991,966	839,123	701,719	1,540,842
Jeremy D. Thigpen						
Executive Chair of the Board of Directors since May 30, 2025 and Chief Executive Officer until May 1, 2025	3,524,290	3,740,429	7,264,719	3,289,863	7,918,289	11,208,151
	2,793,352	2,964,664	5,758,016	2,985,221	7,185,055	10,170,276
Mark L. Mey						
Executive Vice President and Chief Financial Officer until April 30, 2024	1,634,071	—	1,634,071	1,857,578	2,672,422	4,530,000
	1,295,164	—	1,295,164	1,685,566	2,424,956	4,110,522
Total (USD)	USD 9,913,546	USD 11,557,930	USD 21,471,476	USD 7,972,350	USD 14,729,310	USD 22,701,660
Total (CHF)	CHF 7,857,477	CHF 9,160,816	CHF 17,018,293	CHF 7,234,109	CHF 13,365,376	CHF 20,599,485

Salary and other non-share-based compensation—We paid members of our Executive Management Team total salary and other non-share-based compensation, before deductions for employee social insurance and pension contributions, as follows:

Name	Year ended December 31, 2025					
	Base salary	Bonus (a)	Additional compensation (b)	Employer's pension contributions	Retirement and social security benefits (c)	Total salary and other non share-based compensation
Keelan I. Adamson						
	USD 933,333	USD 1,820,000	USD —	USD 174,133	USD 98,390	USD 3,025,856
	CHF 739,760	CHF 1,442,532	CHF —	CHF 138,018	CHF 77,984	CHF 2,398,294
R. Thaddeus Vayda						
	625,000	937,500	—	115,370	51,459	1,729,329
	495,375	743,063	—	91,442	40,787	1,370,667
Jeremy D. Thigpen						
	383,333	776,250	1,801,667	375,303	187,737	3,524,290
	303,830	615,256	1,428,001	297,465	148,800	2,793,352
Mark L. Mey						
	—	—	1,520,000	35,000	79,071	1,634,071
	—	—	1,204,752	27,741	62,671	1,295,164
Total (USD)	USD 1,941,666	USD 3,533,750	USD 3,321,667	USD 699,806	USD 416,657	USD 9,913,546
Total (CHF)	CHF 1,538,965	CHF 2,800,851	CHF 2,632,753	CHF 554,666	CHF 330,242	CHF 7,857,477

- (a) Represents the amount earned in the year ended December 31, 2025, but not paid as of December 31, 2025.
- (b) Additional compensation for Mr. Thigpen includes payment made in accordance with the terms of his new employment agreement, effective May 1, 2025. Additional compensation for Mr. Mey includes payment in accordance with the terms of his employment agreement for the notice period through April 30, 2025 and the non-compete period commencing May 1, 2025.
- (c) Includes employer-paid social taxes and costs of health benefits, such as medical and dental insurance. Through December 31, 2025, Mr. Adamson and Mr. Vayda had accrued benefits of USD 421,490 and USD 109,118, respectively, equivalent to CHF 334,073 and CHF 86,487, respectively, under the Transocean U.S. Retirement Plan and USD 416,010 and USD 65,986, respectively, equivalent to CHF 329,730 and CHF 52,301, respectively, under the Transocean Ltd. Pension Equalization Plan.

Name	Year ended December 31, 2024					
	Base salary	Bonus (a)	Additional compensation (b)	Employer's pension contributions	Retirement and social security benefits (c)	Total salary and other non share-based compensation
Keelan I. Adamson						
	800,000	808,000	—	161,600	130,553	1,900,153
	725,920	733,179	—	146,636	118,464	1,724,199
R. Thaddeus Vayda (d)						
	416,667	420,833	—	53,521	33,735	924,756
	378,083	381,864	—	48,565	30,611	839,123
Jeremy D. Thigpen						
	USD 1,150,000	USD 1,568,025	USD —	USD 273,355	USD 298,483	USD 3,289,863
	CHF 1,043,510	CHF 1,422,826	CHF —	CHF 248,042	CHF 270,843	CHF 2,985,221
Mark L. Mey						
	253,333	255,867	1,013,333	191,521	143,524	1,857,578
	229,875	232,173	919,499	173,785	130,234	1,685,566
Total (USD)	USD 2,620,000	USD 3,052,725	USD 1,013,333	USD 679,997	USD 606,295	USD 7,972,350
Total (CHF)	CHF 2,377,388	CHF 2,770,042	CHF 919,499	CHF 617,028	CHF 550,152	CHF 7,234,109

- (a) Represents the amount earned in the year ended December 31, 2024, but not paid as of December 31, 2024.
- (b) Additional compensation for Mr. Mey includes payment in accordance with the terms of his employment agreement for the notice period commencing May 1, 2024.
- (c) Includes employer-paid social taxes and costs of health benefits, such as medical and dental insurance. Through December 31, 2024, Messrs. Adamson and Vayda had accrued benefits of USD 404,457 and USD 112,170, respectively, equivalent to CHF 367,004 and CHF 101,783, respectively, under the Transocean U.S. Retirement Plan and USD 367,033 and USD 64,253, respectively, equivalent to CHF 333,046 and CHF 58,303, respectively, under the Transocean Ltd. Pension Equalization Plan.
- (d) Amounts are prorated based on Mr. Vayda's appointment to the Executive Management Team, effective May 1, 2024.

TRANSOCEAN LTD.
COMPENSATION REPORT—continued

Share-based compensation—We granted to the members of our Executive Management Team share-based compensation awards under our long-term incentive plans. As presented below, total share-based compensation represents the grant-date fair value of awards granted to the members of our Executive Management Team and does not represent actual income earned. Any income earned from subsequent vesting of the awards is subject to employer-paid social taxes at the statutory rate prevailing at the time income is earned.

To measure the fair values of granted or modified service-based restricted share units, we use the market price of our shares on the grant date or modification date. To measure fair values of granted or modified performance share units that are subject to performance factors, such as free cash flows, we use the market price of our shares on the grant date or modification date and assume performance at target. To measure the fair values of granted or modified performance share units that are subject to market factors, such as total shareholder return, we use a Monte Carlo simulation model, and we apply assumptions for the expected life, risk-free interest rate, dividend yield, expected volatility using a risk neutral approach and the average price at the performance start date.

In the two years in the period ended December 31, 2025, we granted performance share units to members of our Executive Management Team. Performance share units granted are generally subject to a three-year performance period during which the actual number of units remains uncertain. The number of performance share units presented below represents the targeted number of shares awarded. The actual number of share units earned is determined in the first 60 days following the performance period based on performance thresholds and may range between zero and two shares per performance share unit.

We granted such share-based compensation awards as follows:

Name	Year ended December 31, 2025				
	Restricted share units		Performance share units		Total share-based compensation
	Fair value	Units (a)	Fair value	Units (a)(b)	
Keelan I. Adamson	USD 2,860,598	980,937	USD 2,911,359	1,040,399	USD 5,771,957
	CHF 2,267,310		CHF 2,307,543		CHF 4,574,853
R. Thaddeus Vayda	1,023,275	281,894	1,022,269	285,574	2,045,544
	811,048		810,251		1,621,299
Jeremy D. Thigpen	1,871,135	515,464	1,869,294	522,193	3,740,429
	1,483,061		1,481,603		2,964,664
Total (USD)	USD 5,755,008	1,778,295	USD 5,802,922	1,848,166	USD 11,557,930
Total (CHF)	CHF 4,561,419		CHF 4,599,397		CHF 9,160,816

- (a) We granted restricted share units and performance share units to Messrs. Adamson, Vayda and Thigpen on February 13, 2025 and to Mr. Adamson on May 1, 2025.
- (b) The three-year performance period is January 1, 2025 to December 31, 2027 and is based on our free cash flow, as defined, modified by our total shareholder return relative to our performance peer group.

Name	Year ended December 31, 2024				
	Restricted share units		Performance share units		Total share-based compensation
	Fair value	Units (a)	Fair value	Units (a)(b)	
Jeremy D. Thigpen	USD 3,854,092	736,920	USD 4,064,197	798,467	USD 7,918,289
	CHF 3,497,203		CHF 3,687,852		CHF 7,185,055
Keelan I. Adamson	1,637,989	313,191	1,727,281	339,348	3,365,270
	1,486,311		1,567,335		3,053,646
R. Thaddeus Vayda	393,834	65,639	379,495	70,147	773,329
	357,365		344,354		701,719
Mark L. Mey	1,300,753	248,710	1,371,669	269,483	2,672,422
	1,180,304		1,244,652		2,424,956
Total (USD)	USD 7,186,668	1,364,460	USD 7,542,642	1,477,445	USD 14,729,310
Total (CHF)	CHF 6,521,183		CHF 6,844,193		CHF 13,365,376

- (a) We granted restricted share units and performance share units to Messrs. Thigpen, Adamson and Mey on February 8, 2024 and to Mr. Vayda on May 16, 2024.
- (b) The three-year performance period is January 1, 2024 to December 31, 2026 and is based on our total shareholder return relative to our performance peer group.

TRANSOCEAN LTD.
COMPENSATION REPORT—continued

SHARE OWNERSHIP

Shares held by members of our board of directors—The members of our board of directors held shares, including shares held privately, as follows:

Name		December 31, 2025		December 31, 2024	
		Vested shares and unvested share units	Stock options and conversion rights	Vested shares and unvested share units	Stock options and conversion rights
Jeremy D. Thigpen	(a)	5,255,052	1,212,621	9,217,731	1,212,621
Chadwick C. Deaton	(b)	674,901	—	592,548	—
Keelan I. Adamson	(c)	4,150,192	264,856	—	—
Glyn A. Barker		466,609	—	384,256	—
Vanessa C.L. Chang		538,567	—	436,214	—
Frederico F. Curado		463,625	—	381,272	—
Domenic J. Dell'Osso, Jr.		154,152	—	71,799	—
Vincent J. Intrieri		478,865	—	396,512	—
William F. Lacey	(d)	82,353	—	—	—
Samuel J. Merksamer		469,601	—	387,248	—
Frederick W. Mohn		97,000,654	—	91,418,301	—
Margareth Øvrum	(e)	—	—	180,751	—
Total		109,734,571	1,477,477	103,466,632	1,212,621

- a) Mr. Thigpen was elected to the position of Executive Chair of the board of directors, effective May 30, 2025.
b) Mr. Deaton was elected to the position of Lead Independent Director of the board of directors, effective May 30, 2025.
c) Mr. Adamson was elected to the board of directors, effective May 30, 2025.
d) Mr. Lacey was elected to the board of directors, effective May 30, 2025.
e) Ms. Øvrum departed from the board of directors, effective May 30, 2025.

Shares held by members of our Executive Management Team—The members of our Executive Management Team held shares, including shares held privately, and conditional rights to receive shares under our share-based compensation plans as follows:

Name	December 31, 2025					December 31, 2024				
	Number of shares held	Number of granted share units vesting in 2026	Number of granted share units vesting in 2027	Number of granted share units vesting in 2028	Total shares and share units	Number of shares held	Number of granted share units vesting in 2025	Number of granted share units vesting in 2026	Number of granted share units vesting in 2027	Total shares and share units
Keelan I. Adamson	1,303,715	838,455	1,471,775	326,979	3,940,924	1,020,952	516,271	511,476	104,397	2,153,096
R. Thaddeus Vayda	235,245	301,051	424,256	93,965	1,054,517	168,406	146,112	207,087	44,717	566,322
Jeremy D. Thigpen	2,136,223	1,409,446	939,654	171,822	4,657,145	5,178,900	1,422,421	1,237,625	245,640	8,084,586
Total	3,675,183	2,548,952	2,835,685	592,766	9,652,586	6,368,258	2,084,804	1,956,188	394,754	10,804,004

The number of granted share units vesting in future years represents the vesting of previously granted service awards and performance awards in the form of share units. Total shares and share units exclude vested but unissued shares for share units granted in 2023 with a performance requirement through 2025, and such shares are expected to be issued in the first quarter of 2026.

Stock options held by members of the Executive Management Team—The members of our Executive Management Team held stock options to purchase our shares, all of which were vested and exercisable for each of the dates presented, as follows:

Name	December 31, 2025	December 31, 2024
Keelan I. Adamson	264,856	264,856
R. Thaddeus Vayda	90,289	90,289
Jeremy D. Thigpen	1,212,621	1,212,621
Total	1,567,766	1,567,766

CREDITS AND LOANS GRANTED TO GOVERNING BODIES

In accordance with Article 29f paragraph 1 of our Articles of Association, which our shareholders adopted at the May 2014 annual general meeting, we did not grant credits or loans to active or former members of our Board of Directors, members of our Executive Management Team or to any other related persons during the two-years in the period ended December 31, 2025. At December 31, 2025 and 2024, we had no outstanding credits or loans to active or former members of our Board of Directors, members of our Executive Management Team or to any other related persons.

TRANSOCEAN LTD.
COMPENSATION REPORT—continued

COMPENSATION TO FORMER MEMBERS OF OUR BOARD OF DIRECTORS OR EXECUTIVE MANAGEMENT TEAM OR TO RELATED PERSONS

In the years ended December 31, 2025 and 2024, we paid Mr. Mey, former member of our Executive Management Team, USD 1,634,071 and USD 4,530,000, respectively, equivalent to CHF 1,295,164 and CHF 4,110,522, respectively, which included compensation for his services as Chief Financial Officer through April 2024 and, thereafter, under the terms of his employment agreement for the notice period commencing May 2024 through April 2025 and his non-compete period commencing May 2025. These amounts for Mr. Mey are included in the total compensation tables above.

In the year ended December 31, 2025, we paid Ms. Øvrum, former non-employee member of our Board of Directors, USD 50,000, equivalent to CHF 39,630, representing prorated fees prior to completion of her term of service, which concluded at the May 2025 annual general meeting. In addition, Ms. Øvrum received employer-paid Swiss social taxes of USD 104,136, equivalent to CHF 82,538, prior to completion of her term of service. These amounts for Ms. Øvrum are included in the total compensation tables above.

In the year ended December 31, 2024, we paid Mr. Muller, former non-employee member of our Board of Directors, USD 41,250, equivalent to CHF 37,430, representing prorated fees prior to retiring from the Board of Directors in accordance with our Corporate Governance Guidelines following the completion of his term of service, which concluded at the May 2024 annual general meeting. These amounts for Mr. Muller are included in the total compensation tables above.

EXTERNAL MANDATES OF MEMBERS OF OUR BOARD OF DIRECTORS OR EXECUTIVE MANAGEMENT TEAM

As of December 31, 2025 and 2024, in accordance with Article 734e CO, the external mandates held by members of our Board of Directors and members of our Executive Management Team in comparable functions at other companies with an economic purpose within the meaning of Article 626, paragraph 2, cipher 1 CO were as follows:

Member of Board of Directors	Company name	Function	December 31,	
			2025	2024
Jeremy D. Thigpen	Sunnova International Inc.	Member of the board of directors	—	✓
Chadwick C. Deaton	Ariel Corporation	Member of the board of directors	✓	✓
	Piri Technologies	Member of the board of directors	✓	✓
Glyn A. Barker	Irwin Mitchell Holdings Ltd.	Chairman of the board of directors	✓	✓
	Song Capital Partners	Partner	✓	✓
	Various Eateries PLC	Member of the board of directors	✓	✓
	CI Financial Corp.	Member of the board of directors	✓	—
	MC ClF Wealth Management (UK) Ltd.	Member of the board of directors	✓	—
Vanessa C.L. Chang	Capital Group American Funds	(a) Member of the board of directors	✓	✓
	Global Infrastructure Solutions	Member of the board of directors	✓	✓
	Edison International	Member of the board of directors	—	✓
	Southern California Edison Company	Member of the board of directors	—	✓
Frederico F. Curado	ABB Ltd.	Member of the board of directors	✓	✓
	LATAM Airlines Group S.A.	Member of the board of directors	✓	✓
Domenic J. Dell'Osso, Jr.	AXPC-American Exploration and Production Council	Member of the board of directors	✓	✓
	Expand Energy Corporation, formerly known as Chesapeake Energy Corporation	Director, President and Chief Executive Officer	✓	✓
Vincent J. Intrieri	Hertz Global Holdings, Inc.	Member of the board of directors	✓	✓
	SandRidge Energy, Inc.	Chairman of the board of directors	✓	✓
	VDA Capital Management LLC	Chief Executive Officer	✓	✓
William Lacey	Woodward, Inc.	Executive Vice President and Chief Financial Officer	✓	—
Samuel J. Merksamer	Mubadala Capital	Executive director of the board of directors	✓	✓
	CI Financial Corp.	Member of the board of directors	✓	—
Frederik W. Mohn	Fornebu Sentrum Holding AS	(b) Chairman of the board of directors	✓	✓
	Fornebu Sentrum Utvikling AS	Chairman of the board of directors	✓	✓
	Perestroika AS	(c) Chairman of the board of directors	✓	✓
	Viken Crude AS	Member of the board of directors	✓	✓
	EMGS ASA	Chairman of the board of directors	—	✓
Margareth Øvrum	FMC Corporation	Member of the board of directors	—	✓
	Fox Innovation & Technologies, Inc.	Member of the board of directors	—	✓
	Harbour Energy	Member of the board of directors	—	✓
	Technip FMC	Member of the board of directors	—	✓

(a) Ms. Chang serves on the boards of multiple open-end investment funds advised by a wholly owned subsidiary of The Capital Group.

(b) Mr. Mohn serves on the boards of Fornebu Sentrum Holding AS and multiple subsidiaries, including Fornebu Sentrum AS and Fornebu Strandsone AS.

(c) Mr. Mohn serves on the boards of Perestroika AS and multiple subsidiaries.

TRANSOCEAN LTD.

**ANNUAL REPORT, INCLUDING
CONSOLIDATED FINANCIAL STATEMENTS**
For the years ended December 31, 2025, 2024, and 2023

TRANSOCEAN LTD. AND SUBSIDIARIES
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FOR THE YEAR ENDED DECEMBER 31, 2025

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FORWARD-LOOKING INFORMATION

The statements included in this annual report regarding future financial performance and results of operations and other statements that are not historical facts are forward-looking statements within the meaning of Section 27A of the United States (“U.S.”) Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934. Forward-looking statements in this annual report include, but are not limited to, statements about the following subjects:

- the effect of any disputes and actions with respect to production levels by, among or between major oil and gas producing countries and any expectations we may have with respect thereto;
- our results of operations, our cash flow from operations, our revenue efficiency and other performance indicators and optimization of rig-based spending;
- the offshore drilling market, including the effects of variations in commodity prices, supply and demand, utilization rates, dayrates, customer drilling programs, customer strategy, stacking and reactivation of rigs, the impact of changes to regulations in jurisdictions in which we operate and changes in the global economy or market outlook for our industry or the various geographies in which we operate;
- customer drilling contracts, including contract backlog, force majeure provisions, contract awards, commencements, extensions, cancellations, terminations, renegotiations, contract option exercises, contract revenues, early termination fees, indemnity provisions and rig mobilizations;
- the addition of renewable or other energy alternatives to meet local, regional or global demand for energy and efforts by us or our customers, to reduce greenhouse gas emissions or operating intensity thereof;
- liquidity, including availability under our Secured Credit Facility, as defined in this annual report, and adequacy of cash flows for our obligations;
- debt, including interest rates, credit ratings and our evaluation or decisions with respect to any potential liability management transactions or strategic alternatives intended to prudently manage our liquidity, debt maturities and other aspects of our capital structure and any litigation, potential or alleged defaults and discussions with creditors related thereto;
- upgrade, shipyard, reactivations and other capital projects, including the level of expected capital expenditures and the timing and cost of completing capital projects, relinquishment or abandonment, expected downtime and lost revenues;
- the cost and timing of acquisitions and reactivations, and the proceeds and timing of dispositions;
- our expectations regarding the timing, completion and anticipated benefits of the proposed business combination (the “Business Combination”) with Valaris Limited, an exempted company limited by shares incorporated under the laws of Bermuda (“Valaris”);
- tax matters, including our effective tax rate, uncertain tax positions, changes in tax laws, treaties and regulations, tax assessments, tax incentive programs and liabilities for tax issues in the tax jurisdictions in which we operate or have a taxable presence;
- legal and regulatory matters, including results and effects of current or potential legal proceedings and governmental audits and assessments, outcomes and effects of internal and governmental investigations, customs and environmental matters;
- insurance matters, risk tolerance and risk response, including adequacy and solvency of insurance, renewal of insurance, insurance proceeds and cash investments of our wholly owned captive insurance company;
- effects of accounting changes and adoption of accounting policies; and
- investment in recruitment, retention and personnel development initiatives, the timing of, and other matters concerning, severance payments, benefit payments and maintaining agreements with labor unions.

Forward-looking statements in this annual report are identifiable by use of the following words and other similar expressions:

- | | | | | | | | |
|---------------|-----------|-------------|-------------|---------|------------|-------------|----------|
| ▪ anticipates | ▪ budgets | ▪ estimates | ▪ forecasts | ▪ may | ▪ plans | ▪ projects | ▪ should |
| ▪ believes | ▪ could | ▪ expects | ▪ intends | ▪ might | ▪ predicts | ▪ scheduled | |

Such statements are subject to numerous risks, uncertainties and assumptions, including, but not limited to:

- those described under “Item 1A. Risk Factors” in this annual report;
- the effects of actions by, or disputes among or between, members of the Organization of the Petroleum Exporting Countries and other oil and natural gas producing countries with respect to production levels or other matters related to the prices of oil and natural gas;
- the adequacy of and access to our sources of liquidity;
- our inability to renew drilling contracts at comparable, or improved, dayrates and to obtain drilling contracts for our rigs that do not have contracts;
- our operational performance;
- the cancellation of drilling contracts currently included in our reported contract backlog;
- losses on impairment of long-lived assets;
- shipyard and other delays;
- the results of meetings of our shareholders;
- changes in political, social and economic conditions, including the effects of political and military disputes;
- the possibility of changes in tax, environmental, trade, immigration and other laws, regulations and policies, including the imposition of tariffs, economic or trade sanctions or other trade barriers and actions of government that impact, whether directly or indirectly, oil and gas operations;
- the effect and results of litigation, regulatory matters, settlements, audits, assessments and contingencies;
- the availability of borrowings under our Secured Credit Facility, as defined below, as well as the timing of any amendments thereto; and
- other factors discussed in this annual report and in our filings with the U.S. Securities and Exchange Commission (“SEC”), which are available free of charge on the SEC website at www.sec.gov.

The foregoing risks and uncertainties are beyond our ability to control, and in many cases, we cannot predict the risks and uncertainties that could cause our actual results to differ materially from those indicated by the forward-looking statements. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements, each of which speaks only as of the date of the particular statement. We expressly disclaim any obligations or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in our expectations or beliefs with regard to the statement or any change in events, conditions or circumstances on which any forward-looking statement is based, except as required by law.

PART I

ITEM 1. BUSINESS

OVERVIEW

Transocean Ltd. (together with its subsidiaries and predecessors, unless the context requires otherwise, “Transocean,” the “Company,” “we,” “us” or “our”) is a leading international provider of offshore contract drilling services for oil and gas wells. As of February 17, 2026, we owned or had partial ownership interests in and operated 27 mobile offshore drilling units, consisting of 20 ultra-deepwater drillships and seven harsh environment semisubmersibles.

We provide, as our primary business, contract drilling services in a single operating segment, which involves contracting our mobile offshore drilling rigs, related equipment and work crews to drill oil and gas wells. We specialize in technically demanding regions of the global offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services. Our drilling fleet is one of the most versatile fleets in the world, consisting of drillships and semisubmersible floaters used in support of offshore drilling activities and offshore support services on a worldwide basis.

Transocean Ltd. is a Swiss corporation with its registered office in Steinhausen, Canton of Zug, and with principal executive offices located at Turmstrasse 30, 6312 Steinhausen, Switzerland. Our telephone number at that address is +41 41 749-0500. Our shares are listed on the New York Stock Exchange under the ticker symbol “RIG.”

On February 9, 2026, we and Valaris entered into a Business Combination Agreement (the “Agreement”) providing for the Business Combination. Pursuant to the Agreement, and on the terms and subject to the conditions thereof, we will acquire all of the issued and outstanding common shares, par value \$0.01 each, of Valaris (the “Valaris Shares”) in exchange for Transocean Ltd. shares, par value \$0.10 each, at an exchange ratio of 15.235 Transocean Ltd. shares for each Valaris Share.

For information about the revenues, operating income, assets and other information related to our business, our agreement to acquire of Valaris, and the geographic areas in which we operate, see “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Part II. Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 1—Business, Note 5—Revenues and Note 6—Long-Lived Assets.”

DRILLING FLEET

Overview—We provide contract drilling services using our fleet of mobile offshore drilling units, including both drillships and semisubmersibles, broadly referred to as floaters. Floaters are designed to operate in locations away from port for extended periods of time and have living quarters for the crews, a helicopter landing deck and storage space for drill pipe, riser and drilling supplies. Our drilling units and related equipment are suitable for both exploration and development, and we engage in both types of activities.

Our fleet of floaters consists of ultra-deepwater drillships and harsh environment semisubmersibles that are designed with high-specification capabilities to operate in the technically demanding regions of the global offshore drilling business. Ultra-deepwater floaters are equipped with high-pressure mud pumps and are capable of drilling in water depths of 4,500 feet or greater. Harsh environment floaters are capable of drilling in harsh environments in water depths between 1,500 and 10,000 feet and typically have greater displacement than other semisubmersibles, which offers larger variable load capacity, more useable deck space and better motion characteristics.

Drillship features—Drillships are floating vessels that are shaped like conventional ships, generally self-propelled and considered to be the most mobile of the major rig types. Drillships typically have greater deck load and storage capacity than semisubmersible rigs, which provides logistical and resupply efficiency benefits for customers. Drillships are generally better suited to operations in calmer sea conditions and typically do not operate in areas considered to be harsh environments. All of our high-specification drillships are equipped with dynamic positioning thruster systems, which allows them to maintain position without anchors through the use of onboard propulsion and station-keeping systems. We have two drillships that are equipped with an industry-leading, 1,700 short ton hoisting capacity. We have 18 drillships that are equipped with dual-activity technology that employs structures, equipment and techniques using two drilling stations within a dual derrick to allow these drillships to perform simultaneous drilling tasks in a parallel, rather than a sequential manner, which reduces critical path activity and improves efficiency in both exploration and development drilling.

Semisubmersible features—Semisubmersibles are floating vessels that can be partially submerged by means of a water ballast system such that the lower column sections and pontoons are below the water surface during drilling operations. Semisubmersibles are known for stability, making them well suited for operating in rough sea conditions. Semisubmersible floaters are capable of maintaining their position over a well either through dynamic positioning or the use of mooring systems. Although most semisubmersibles are relocated with the assistance of tugs, some units are self-propelled and move between locations under their own power when afloat on pontoons. All of our semisubmersibles have mooring capability and are equipped for year-round operations in harsh environments, such as those of the Norwegian continental shelf and sub-Arctic waters. Two of our seven semisubmersibles are custom-designed, high-capacity drilling rigs, equipped with dual-activity technology.

Fleet status—Depending on market conditions, we may idle or stack our non-contracted rigs. An *idle* rig is between drilling contracts, readily available for operations, and operating costs are typically at or near normal operating levels. A *stacked* rig typically has reduced operating and maintenance costs, is staffed by a reduced crew or has no crew and is (a) preparing for an extended period of inactivity, (b) expected to continue to be inactive for an extended period or (c) completing a period of extended inactivity. Stacked rigs will continue to incur operating costs at or above normal operating levels for approximately 30 days following initiation of stacking. Some idle rigs and all stacked rigs require additional costs to return to service. The actual cost to return to service, which in many instances could be significant and could fluctuate over time, depends upon various factors, including the availability and cost of shipyard facilities, the cost of equipment and materials, the extent of repairs, maintenance and commercial upgrades that may ultimately be required, the length of time a rig has spent in stacking mode and the time and cost of assembling and training crew. We consider these factors, together with market conditions, length of contract, dayrate and other contract terms, when deciding whether to return a stacked rig to service. We may not return some stacked rigs to work for drilling services.

Drilling units—The following table, presented as of February 19, 2026, provides certain specifications for our rigs, excluding rigs classified as held for sale. Unless otherwise noted, the stated location of each rig indicates either the current drilling location, if the rig is operating, or the next operating location, if the rig is in shipyard with a follow-on contract. The dates provided represent the year placed into service, and, if applicable, the year of the most recent upgrade. As of February 19, 2026, we owned all the drilling rigs in our fleet noted in the tables below, except for the ultra-deepwater drillship *Petrobras 10000*, which is subject to a finance lease through August 2029.

Rig category and name	Year entered service / upgraded	Hook load capacity (short tons)	Water depth capacity (in feet)	Drilling depth capacity (in feet)	Specifications	Contracted location or standby status
Ultra-deepwater drillships (20)						
Deepwater Titan	2023	1,700	12,000	40,000	(a) (b) (c)	U.S. Gulf
Deepwater Atlas	2022	1,700	12,000	40,000	(a) (b) (d)	U.S. Gulf
Deepwater Aquila	2024	1,400	12,000	40,000	(a) (b) (e) (f)	Brazil
Deepwater Poseidon	2018	1,400	12,000	40,000	(a) (b) (f) (g) (h)	U.S. Gulf
Deepwater Pontus	2017	1,400	12,000	40,000	(a) (b) (g) (h)	U.S. Gulf
Deepwater Conqueror	2016	1,400	12,000	40,000	(a) (b) (f) (g) (h)	U.S. Gulf
Deepwater Proteus	2016	1,400	12,000	40,000	(a) (b) (g) (h)	U.S. Gulf
Deepwater Thalassa	2016	1,400	12,000	40,000	(a) (b) (g) (h)	Mexico
Deepwater Asgard	2014	1,400	12,000	40,000	(a) (b) (g)	U.S. Gulf
Deepwater Invictus	2014	1,400	12,000	40,000	(a) (b) (f) (g)	U.S. Gulf
Ocean Rig Apollo	2015	1,250	12,000	40,000	(a) (b)	Stacked
Ocean Rig Athena	2014	1,250	12,000	40,000	(a) (b)	Stacked
Deepwater Skyros	2013	1,250	12,000	40,000	(a) (b)	Ivory Coast
Ocean Rig Mylos	2013	1,250	12,000	40,000	(a) (b) (g)	Stacked
Deepwater Corcovado	2011	1,000	10,000	35,000	(a) (b)	Brazil
Deepwater Mykonos	2011	1,000	10,000	35,000	(a) (b)	Brazil
Deepwater Orion	2011	1,000	10,000	35,000	(a) (b)	Brazil
Dhirubhai Deepwater KG2	2010	1,000	12,000	35,000	(a)	Brazil
Petrobras 10000	2009	1,000	12,000	37,500	(a) (b)	Brazil
Dhirubhai Deepwater KG1	2009	1,000	12,000	35,000	(a)	India

Harsh environment semisubmersibles (7)

Transocean Norge	2019	1,000	10,000	40,000	(a) (f) (i)	Norwegian N. Sea
Transocean Spitsbergen	2010	1,000	10,000	30,000	(a) (b) (i)	Norwegian N. Sea
Transocean Barents	2009	1,000	10,000	30,000	(a) (b) (i)	Romania
Transocean Enabler	2016	750	1,640	28,000	(a) (f) (i)	Norwegian N. Sea
Transocean Encourage	2016	750	1,640	28,000	(a) (f) (i)	Norwegian N. Sea
Transocean Endurance	2015	750	1,640	28,000	(a) (f) (i)	Australia
Transocean Equinox	2015	750	1,640	28,000	(a) (f) (i)	Australia

- (a) Dynamically positioned.
- (b) Dual activity.
- (c) Two 20,000 psi blowout preventers.
- (d) One 15,000 psi blowout preventer and one 20,000 psi blowout preventer.
- (e) One 15,000 psi blowout preventer and designed to accommodate a future 20,000 psi blowout preventer.
- (f) Automated drilling control.
- (g) Two 15,000 psi blowout preventers.
- (h) Designed to accommodate a future upgrade to 20,000 psi blowout preventer(s).
- (i) Moored.

TECHNOLOGY

Overview—Celebrating 100 years of drilling, we have a long history of technological innovation, including the first dynamically positioned drillship, the first semisubmersible rig to drill year-round in the North Sea, the first 10,000-ft. water depth rated ultra-deepwater drillship, the first dual-activity drillship and the first eighth-generation drillships with 1,700-ton hoisting systems and 20,000-psi well-control systems. Additionally, we have achieved numerous water depth world records over the past several decades. We develop, invest in and

deploy industry-leading technology to differentiate our service offerings in the pursuit of delivering ever-improving operational integrity with safer, more efficient and environmentally responsible drilling services for our customers.

Although we do not currently use artificial intelligence (“AI”) in our offshore drilling operations, we have introduced AI tools to streamline certain high-volume office and administrative tasks and are exploring use cases to further improve productivity. We have established an AI Governance Committee, which includes internal senior leaders and technical experts, that oversees our tool selection, security protocols, training and overall usage. See “Item 1A. Risk Factors—Risks related to laws, regulations and government compliance—We are subject to cybersecurity risks and threats as well as risks related to the use of artificial intelligence and the regulation of data privacy and security.”

We believe our efforts to continuously improve, and effectively use, innovative technologies to meet or exceed our customers’ requirements is critical to maintaining our competitive position within the contract drilling services industry by ensuring the safety of our crews, drilling more efficient wells, building greater resilience into our critical operating systems and reducing fuel consumption and emissions. Some examples of technology deployed in our fleet include the following:

Drilling equipment and well control—Our entire fleet is dynamically positioned. We have eighteen drillships and two harsh environment semisubmersibles that are equipped with dual-activity technology, which allows our rigs to perform simultaneous drilling tasks in a parallel rather than sequential manner, reducing well construction critical path activities and, thereby, improving efficiency in both exploration and development drilling. Two of our drillships are equipped with 1,700 short ton hoisting capacity and 20,000 psi blowout preventers. Ten drillships in our fleet are outfitted with dual blowout preventers and triple liquid mud systems. Six drillships in our fleet are designed to accept 20,000 psi blowout preventers in the future. In 2021, we deployed the industry’s first kinetic blowout stopper, a step-changing technology for well control that delivers unrivaled shearing capability, and we have deployed this technology on two of our floaters. Since 2024, we installed the rotary multi-tool pipe cleaner and wellbore protector on three floaters with one additional system in progress.

Automated drilling control and robotics—We utilize available technology and employ data-driven methods, augmented by the size of our fleet, to expand our knowledge framework for sustainable process optimization. Our automated fleet includes four ultra-deepwater drillships and five harsh environment semisubmersibles that are equipped with an automated drilling control system, and we have two more installations in progress. Additionally, since 2022, we have three ultra-deepwater drillships that are equipped with an offshore robotics riser system that handles riser joint bolting without human intervention, and we have one more installation in progress.

Automated safety and monitoring tools—We employ the patented HaloGuardSM system on ten of our drilling units, which is designed to alarm, notify and, if required, halt equipment to avoid injury to personnel who move into danger zones. We use our smart equipment analytics tool to deliver real-time data feeds from equipment across our fleet to monitor equipment health, inferred emissions and energy consumption while identifying performance trends that allow us to systematically optimize equipment maintenance and achieve higher levels of reliability, operational efficiency and sustainability.

DRILLING CONTRACTS

Overview—Our drilling services contracts are individually negotiated and vary in their terms and conditions. We obtain most of our drilling contracts through bidding processes in competition against other drilling services contractors and through direct negotiations with operators. Drilling contracts generally provide for payment on a dayrate basis, typically with higher rates for periods when drilling operations are optimized or as incentives to complete drilling operations on or ahead of an agreed schedule and, conversely, lower or zero rates for periods when the drilling unit is not mobilized or when drilling operations are interrupted or restricted, whether due to equipment breakdowns, adverse environmental conditions, regulatory approvals or otherwise, which in limited cases may include lower rates for periods when drilling operations are necessary to extend beyond an agreed schedule. A dayrate drilling contract generally extends over a period of time either covering the drilling of a single well or group of wells or covering a stated term. At December 31, 2025, our contract backlog was \$6.29 billion, representing a decrease of 28 percent and a decrease of 32 percent, compared to our contract backlog of \$8.74 billion and \$9.25 billion at December 31, 2024 and 2023, respectively. See “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Performance and Other Key Indicators.”

Certain of our drilling contracts may be cancelable for the convenience of the customer, typically with payment of an early termination fee. Such payments, however, may not fully compensate us for the loss of the contract. Drilling contracts also customarily provide for either automatic termination or termination at the option of the customer, typically without payment of any termination fee, under various circumstances such as non-performance, in the event of extended downtime or impaired performance due to equipment or operational issues or extended downtime due to force majeure events. Many of these events are beyond our control. The contract term in some instances may be extended by the customer exercising options for the drilling of additional wells or for additional periods of time. Our contracts also typically include a provision that allows the customer to extend the contract to finish drilling a well-in-progress. During periods of depressed market conditions, our customers may seek to renegotiate drilling contracts or options to reduce the term of their obligations or the average dayrate through term extensions or may seek to early terminate or repudiate their contracts. Suspension of drilling contracts will result in the reduction in or loss of dayrate for the period of the suspension. If customers cancel some of our contracts and we are unable to secure new contracts on a timely basis and on substantially similar or more favorable terms, if some of our contracts are suspended for an extended period of time or if a number of our contracts are renegotiated on less favorable terms, our consolidated financial position,

results of operations or cash flows may be adversely affected. See “Item 1A. Risk Factors—Risks related to our business—Our drilling contracts may be terminated due to a number of events, and, during depressed market conditions, our customers may seek to repudiate or renegotiate their contracts.”

Contractual indemnity—Under dayrate drilling contracts, consistent with standard industry practice, our customers, as the operators, generally assume, and grant indemnity for, subsurface and well control risks, and their consequential damages. Under all of our current drilling contracts, our customers indemnify us for pollution damages in connection with reservoir fluids stemming from operations under the contract, and we indemnify our customers for pollution that originates above the surface of the water from the rig for substances in our control, such as diesel used or other fluids stored onboard the rig. Also, our customers indemnify us for consequential damages they incur, damage to the well or reservoir, loss of subsurface oil and gas and costs to bring the well under control. However, because our drilling contracts are individually negotiated, the degree of indemnification we receive from our customers for such risks and related costs may vary from contract to contract based on market conditions, customer requirements existing when the contract was negotiated or other factors. In some instances, we have contractually agreed upon certain limits to our indemnification rights and can be responsible for certain damages up to a specified maximum dollar amount. The nature of our liability and the prevailing market conditions, among other factors, can influence such contractual terms. Notwithstanding a contractual indemnity from a customer, there can be no assurance that our customers will be financially able to indemnify us or will otherwise honor their contractual indemnity obligations.

The interpretation and enforceability of a contractual indemnity depends upon the specific facts and circumstances involved, as governed by applicable laws, and may ultimately need to be decided by a court or other proceeding, which would need to consider the specific contract language, the facts and applicable laws. Applicable laws often consider contractual indemnity for criminal fines and penalties to be against public policy. Many courts also restrict indemnification for criminal fines and penalties. The inability or other failure of our customers to fulfill their indemnification obligations, or the unenforceability of all of our contractual protections could have a material adverse effect on our financial position, results of operations or cash flows. See “Item 1A. Risk Factors—Risks related to our business—Our business involves numerous operating hazards, and our insurance and indemnities from our customers may not be adequate to cover potential losses from our operations.”

MARKET

Our operations are geographically dispersed in oil and gas exploration and development areas throughout the world. We operate in a single, global offshore drilling market, as our drilling rigs are mobile floating vessels and can be moved according to prevailing market conditions. We may mobilize our drilling rigs between regions for a variety of reasons, including to respond to customer contracting requirements or to capture observed market demand. Consequently, we cannot predict the future percentage of our revenues that will be derived from particular geographic areas. As of February 19, 2026, the drilling units in our fleet, including stacked and idle rigs, were located in the U.S. Gulf of America (eight units), Brazil (six units), the Norwegian North Sea (four units), Greece (three units), Australia (two units), India (one unit), Ivory Coast (one unit), Mexico (one unit) and Romania (one unit).

We categorize the market sectors in which we operate as follows: (1) ultra-deepwater and deepwater, (2) harsh environment and (3) midwater. We typically employ our ultra-deepwater floaters to service the ultra-deepwater and deepwater sector, and we employ our harsh environment floaters to service all three sectors. We generally view the ultra-deepwater and deepwater market sector as water depths beginning at 4,500 feet and extending to the maximum water depths in which rigs are capable of drilling, which is currently up to 12,000 feet. The midwater market sector includes water depths from approximately 300 feet to approximately 4,500 feet. The harsh environment market sector includes regions that are more challenged by lower temperatures, harsher weather conditions and water currents.

The market for offshore drilling rigs and related services reflects our customers' demand for equipment for drilling exploration, appraisal and development wells and for performing maintenance on existing production wells. Activity levels of energy companies, including integrated energy companies, independent energy companies and, to a lesser extent, national energy companies are largely driven by the worldwide demand for energy, including crude oil and natural gas. Worldwide energy supply and demand drives oil and natural gas prices, which, in turn, impact energy companies' ability to fund investments in exploration, development and production activities.

See “Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Outlook.”

HUMAN CAPITAL RESOURCES

Workforce—As of December 31, 2025, we had a global workforce of approximately 5,600 individuals, including approximately 380 contractors, representing 67 nationalities. At December 31, 2025, our global workforce was geographically distributed in 20 countries across six continents as follows: 38 percent in North America, 26 percent in South America, 23 percent in Europe, six percent in Australia, four percent in Africa, and three percent in Asia.

Corporate culture—Our FIRST Shared Values serve as the foundation for our corporate culture and guide us to act ethically and responsibly as we strive to deliver value and to maintain a safe and respectful work environment for our people. We maintain a Code of Integrity and a Human Rights Policy Statement that apply to all board members, executives, employees and business partners, including contractors, suppliers, vendors, investees and joint venture partners. We demonstrate respect of human rights by aiming to maintain a

healthy and safe work environment, observe fair employment practices and provide competitive employment terms. Practices such as modern slavery, child labor, forced or indentured servitude, and other human rights abuses are strictly prohibited.

Labor rights—We respect the labor rights of all individuals in our workforce, including the right to collective bargaining. As of December 31, 2025, approximately 45 percent of our total workforce, working primarily in Brazil and Norway, is represented by, and some of our contracted labor work is subject to, collective bargaining agreements, substantially all of which are subject to annual salary negotiations. Negotiations for annual salary or other labor matters could result in higher personnel or other costs or increased operational restrictions or disruptions. The outcome of any such negotiation generally affects the market for all offshore employees, not only union members. A failure to reach an agreement on certain key issues could result in strikes, lockouts or other work stoppages.

Attraction, development and retention—We aim to strategically cultivate a best-in-class workforce to offer the innovation, local knowledge and experience required of the world's premier offshore drilling contractor. We seek to maintain a competitive advantage while benefitting local communities by offering regionally competitive compensation and benefits packages tailored to our workforce demographics, a technically challenging work environment, global opportunities, and rotational development programs. We design our wellness and benefits strategy under four pillars consisting of physical well-being, financial well-being, emotional well-being and social well-being, including a globally available employee assistance program. We continually assess and adapt offerings and policies to provide a modern work environment based on evolving social and technological practices, which is essential to attract and retain top talent. Our focus on the quality of our workforce is designed to maximize the quality of work performance and ultimately, the value we deliver to our customers and investors.

Training—We invest in our workers by providing them with the transferrable skill sets essential to advancing their professional development. To optimize the competitive position of our business, we maintain a rigorous competency-based training program. We maintain an internal training board that regularly updates our training matrix to meet or exceed industry standards, and it oversees our competency assurance management system, which is accredited by the Offshore Petroleum Industry Training Organization. We provide various offshore training formats designed to encompass all learning styles through on-the-job, e-learning, customer-specific training, certifications, and leadership and licensing programs. Distinguishing us from many of our competitors, we also offer unique simulation-based education augmented by digital twin modeling, enabling our workforce to visualize equipment performance and target efficiencies more accurately. We articulate to our workforce the certifications, skills and competencies needed for each role, and workers are required to successfully complete the relevant training and attain necessary certifications prior to taking on new roles.

Safety—Our safety vision is to conduct our operations in an incident-free workplace, all the time, everywhere. We prioritize the protection of everyone aboard our rigs and in our facilities, the environment and our property at all work locations and during all operations. We require compliance with local regulations, and our operations are governed by a comprehensive set of internal requirements. Regular competency and effectiveness assessments help to ensure that our highly trained crews are equipped to protect operational integrity with the process-driven management of hazards to prevent and mitigate major accidents. We measure safety performance in terms of widely accepted ratios with the use of industry standards, including (a) the total recordable incident rate ("TRIR"), which represents the number of recordable work-related injuries or illnesses for every 200,000 hours worked, and (b) the lost time incident rate ("LTIR"), which measures the number of incidents that result in lost time due to work-related injuries or illnesses for every 200,000 hours worked. In the year ended December 31, 2025, our TRIR was 0.19 and our LTIR was 0.00, the calculations for which were based on 11.5 million labor hours.

EXECUTIVE LEADERSHIP

The following information, presented as of February 17, 2026, introduces our executive officers, each of which is also an officer for purposes of Section 16 under the Securities and Exchange Act of 1934. The executive officers are appointed by and serve at the discretion of our board of directors. None of our executive officers has any family relationship with any director or other executive officer.

Officer		Office	Age as of February 17, 2026
Keelan Adamson	★	President and Chief Executive Officer	56
R. Thaddeus Vayda	★	Executive Vice President and Chief Financial Officer	63
Jeremy D. Thigpen	★	Executive Chair	51
Brady K. Long		Executive Vice President and Chief Legal Officer	53
Roderick J. Mackenzie		Executive Vice President and Chief Commercial Officer	50
Jason Pack		Senior Vice President and Chief Accounting Officer	51

★ Member of our executive management team for purposes of Swiss law.

Keelan Adamson is President and Chief Executive Officer of the Company. Before being named to his current position in May 2025, Mr. Adamson served as President and Chief Operating Officer of the Company from February 2022 to May 2025. Mr. Adamson served as Executive Vice President and Chief Operations Officer from August 2018 to February 2022, as Senior Vice President, Operations from October 2017 to July 2018 and as Senior Vice President, Operations Integrity and HSE, from June 2015 to October 2017. Since 2010, Mr. Adamson served in multiple executive positions with responsibilities spanning Engineering and Technical Services, Major Capital Projects, Human Resources, and more recently, Operations Integrity and HSE. Mr. Adamson started his career as a drilling engineer with BP Exploration in 1991 and joined Transocean in July 1995. In addition to several management assignments in the United Kingdom (the "U.K."), Asia, and Africa, he also held leadership roles in Sales and Marketing, Well Construction and Technology, and as Managing Director

for operations in North America, Canada and Trinidad. Mr. Adamson earned a bachelor's degree in Aeronautical Engineering from The Queens University of Belfast in 1991 and completed the Advanced Management program at Harvard Business School in 2016.

R. Thaddeus Vayda is Executive Vice President and Chief Financial Officer of the Company. Before being named to his current position in May 2024, Mr. Vayda served as Senior Vice President of Corporate Finance and Treasurer from February 2023 to April 2024; as Vice President, Investor Relations, and Treasurer from August 2015 to February 2023, as Vice President, Corporate Finance and Treasurer from July 2014 to August 2015; as Vice President, Investor Relations and Communications from March 2012 to June 2014 and as Vice President, Investor Relations from July 2011 to February 2012. Mr. Vayda initially joined Transocean in August 1995, working with the Company until April 2000 in positions that included Director of Corporate Planning and Operational Division Engineer. Between May 2000 and June 2011, Mr. Vayda worked primarily in energy-related equity capital markets roles. Earlier in his career, Mr. Vayda held various leadership positions at Northwest Airlines. Mr. Vayda started his professional career with Booz Allen Hamilton, Management Consultants. He earned a Master of Business Administration degree from the Fuqua School of Business at Duke University, Durham, North Carolina in May 1992, and a Bachelor of Science degree in Engineering from the Catholic University of America at Washington, D.C. in May 1985.

Jeremy D. Thigpen is Executive Chair of the Company's board of directors. Before being named to his current position in May 2025, Mr. Thigpen served as Chief Executive Officer and a member of the Company's board of directors from April 2015 to May 2025. Mr. Thigpen served as Senior Vice President and Chief Financial Officer at NOV Inc. from December 2012 to April 2015. At NOV Inc., Mr. Thigpen also served as President, Downhole and Pumping Solutions from August 2007 to December 2012, as President of the Downhole Tools Group from May 2003 to August 2007 and as manager of the Downhole Tools Group from April 2002 to May 2003. From 2000 to 2002, Mr. Thigpen served as the Director of Business Development and Special Assistant to the Chairman for NOV Inc. Mr. Thigpen earned a Bachelor of Arts degree in Economics and Managerial Studies from Rice University in 1997, and he completed the Program for Management Development at Harvard Business School in 2001.

Brady K. Long is Executive Vice President and Chief Legal Officer of the Company. Before being named to his current position in March 2018, Mr. Long served as Senior Vice President and General Counsel from November 2015 to March 2018. From 2011 to November 2015, when Mr. Long joined the Company, he served as Vice President-General Counsel and Secretary of Ensco plc, which acquired Pride International, Inc. where he had served as Vice President, General Counsel and Secretary since August 2009. Mr. Long joined Pride International, Inc. in June 2005 as Assistant General Counsel and served as Chief Compliance Officer from June 2006 to February 2009. He was director of Transocean Partners LLC from May 2016 until December 2016. Mr. Long previously practiced corporate and securities law with the law firm of Bracewell LLP. Mr. Long earned a Bachelor of Arts degree from Brigham Young University in 1996, a Juris Doctorate degree from the University of Texas School of Law in 1999 and an Executive LLM in Taxation from New York University in 2019.

Roderick J. Mackenzie is Executive Vice President and Chief Commercial Officer of the Company. Before being named to his current position in February 2022, Mr. Mackenzie served as Senior Vice President, Marketing, Innovation and Industry Relations from August 2018 to February 2022; Vice President, Marketing and Contracts from February 2017 to August 2018; Managing Director, Business Development and Strategic Accounts from February 2016 to February 2017; and as a Marketing Director in the U.S., France, and Dubai from March 2012 to February 2016. In addition, Mr. Mackenzie has previously served in various operational and project roles around the globe, starting his career at the Company as a rig-based engineer in 1997. Mr. Mackenzie currently serves as Chair for the International Association of Drilling Contractors. Mr. Mackenzie earned a bachelor's degree in Civil Engineering with Environmental Studies from the University of Strathclyde in 1997, and completed the Advanced Management Program at Harvard Business School in 2016.

Jason Pack is Senior Vice President and Chief Accounting Officer of the Company. Before being named to his current position in August 2024, he served as Chief Audit Executive from August 2018 to July 2024. Mr. Pack previously served as Vice President, Internal Audit at NOV Inc., where he spent 16 years. At NOV Inc., Mr. Pack held several roles, including Vice President, Finance Drilling and Intervention; Vice President, Finance Africa and Global Controller, Downhole. Prior to its acquisition by NOV Inc. in 2006, Mr. Pack served as Senior Controller of NQL Drilling Tools Inc. Mr. Pack has served as Director and Chairman of the Audit Committee for two publicly listed exploration and production companies: Kallisto Energy Corp. from November 2006 to June 2013 and Shelton Canada Corp from March 2007 to December 2009. Mr. Pack started his career at Deloitte and Touche in Edmonton, Alberta, Canada, where he worked as a staff auditor for three years. Mr. Pack is a certified public accountant and earned a Bachelor of Management degree in Accounting and a Bachelor of Science degree in Biology, Chemistry and Math from the University of Lethbridge.

ENVIRONMENTAL RESPONSIBILITY

We strive to deliver services in a manner that minimizes the impact of our business on the environment. We continuously monitor our operations and seek innovative ways to enhance our ability to meet our objectives. We maintain a global Environmental Management System ("EMS") standard that applies to all our rigs, offices and facilities. The EMS provides a framework to consistently manage our worldwide operations in an environmentally responsible manner and monitor our performance. Within this framework, we regularly assess the environmental impact of operations, focusing on the reduction of greenhouse gas emissions, operational discharges, water use and waste. In addition, our EMS is ISO 14001 certified for the management of the operation of drilling services to the global offshore oil and gas industry.

JOINT VENTURE, AGENCY AND SPONSORSHIP RELATIONSHIPS AND OTHER INVESTMENTS

In some areas of the world, local customs and practice or governmental requirements necessitate the formation of joint ventures with local participation since local laws or customs in those areas effectively mandate the establishment of a relationship with a local agent or sponsor. When appropriate in these areas, we may enter into agency or sponsorship agreements. We also invest in certain companies for operational and strategic purposes. Some of these companies or joint ventures in which we invest are involved in (a) businesses developed to support renewable or other energy alternatives or (b) research and development of technology to improve efficiency, reliability, sustainability and safety of our drilling and other activities. We may or may not control these partially owned companies. At December 31, 2025, we held partial ownership interests in companies organized in Belgium, the Cayman Islands, the U.K., Norway and other countries. At December 31, 2025, among other equity investments, we held noncontrolling equity ownership interests in Global Sea Mineral Resources NV, an unconsolidated Belgian company and leading developer of nodule collection technology, which is engaged in the development and exploration of deep-sea polymetallic nodules that contain metals critical to the growing renewable energy market.

GOVERNMENTAL REGULATIONS

Our operations are subject to a variety of international, national, regional, state and local government regulations, including environmental regulations. We monitor our compliance with such government regulations in each country of operation and, notwithstanding increases in governmental regulations, particularly general environmental regulations, we have made and will continue to make the required expenditures to comply with current and future government requirements. To date, we have not incurred material costs to comply with such governmental regulations, and we do not expect to make any material capital expenditures to support our continued compliance in the year ending December 31, 2026, or any other period contemplated at this time. We do not believe that our compliance with such requirements will have a material adverse effect on our competitive position, consolidated results of operations or cash flows. We incorporate by reference herein the disclosures on government regulations, including environmental regulations, contained in the following sections of this annual report:

- “Item 1A. Risk Factors—Risks related to our laws, regulations and governmental compliance;”
- “Item 3. Legal Proceedings;”
- “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Other Matters;”
- “Part II. Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10—Income Taxes;” and
- “Part II. Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 12—Commitments and Contingencies.”

AVAILABLE INFORMATION

Our website address is www.deepwater.com. Information contained on or accessible from our website is not incorporated by reference into this annual report and should not be considered a part of this report or any other filing that we make with the SEC. Furthermore, references to our website URLs are intended to be inactive textual references only. We make available on this website free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports as soon as reasonably practicable after we electronically file those materials with, or furnish those materials to, the SEC. You may also find on our website information related to our corporate governance, board committees and company code of business conduct and ethics. The SEC also maintains a website, www.sec.gov, which contains reports, proxy statements and other information regarding SEC registrants, including us. We intend to satisfy the requirement under Item 5.05 of Form 8-K to disclose any amendments to our Code of Integrity and any waiver from any provision of our Code of Integrity by posting such information in the Governance page on our website at www.deepwater.com.

ITEM 1A. RISK FACTORS

RISKS RELATED TO OUR BUSINESS

OUR BUSINESS DEPENDS ON THE LEVEL OF ACTIVITY IN THE OFFSHORE OIL AND GAS INDUSTRY, WHICH IS SIGNIFICANTLY AFFECTED BY VOLATILE OIL AND GAS PRICES AND OTHER FACTORS.

Our business, and demand for our services, depends on oil and gas exploration, development and production in offshore areas where we are capable of operating. Our customers’ expenditure levels for these activities are directly affected by trends in the price of oil and, to a lesser extent, natural gas. Oil and gas prices are extremely volatile and are affected by many factors, including the following:

- worldwide demand for oil and gas, including economic activity in the U.S., other large energy-consuming markets and in developing and emerging markets;
- the ability of the Organization of the Petroleum Exporting Countries (“OPEC”) to set and maintain, or to be influenced to set and maintain, production levels, productive spare capacity and pricing among its members, including the ability of OPEC to successfully coordinate and enforce production quotas;
- the level of production in non-OPEC countries;
- inventory levels, and the cost and availability of storage and transportation of oil, gas and their related products;
- the policies, laws and regulations of various governments regarding exploration and development of their oil and gas reserves and environmental matters, including those addressing alternative energy sources and the risks of global climate change;

- international sanctions on oil-producing countries, or the lifting of such sanctions;
- advances in exploration, development and production technology;
- the development, exploitation and market acceptance of alternative energy sources;
- the further development of shale technology to exploit oil and gas reserves;
- the discovery rate of new oil and gas reserves and the rate of decline of existing oil and gas reserves;
- accidents, adverse weather conditions, natural disasters and other similar incidents relating to the oil and gas industry; and
- the worldwide security and political environment, including uncertainty or instability resulting from an escalation or outbreak of armed hostilities, civil unrest, acts of terrorism, public health threats or other crises.

Demand for our services is particularly sensitive to the level of exploration, development and production activity of, and the corresponding capital spending by, energy companies, including national energy companies. Prolonged reductions in oil and natural gas prices could depress the immediate levels of exploration, development and production activity. Perceptions of longer-term lower oil and natural gas prices by energy companies, or a perception that the demand for hydrocarbons will significantly decrease in the medium to long term, could similarly reduce or defer major expenditures given the long-term nature of many large-scale development projects and capital reinvestment policies. Lower levels of activity result in a corresponding decline in the demand for our services, which could have a material adverse effect on our revenue and profitability. Oil and gas prices and market expectations of potential changes in these prices significantly affect this level of activity. However, increases in near-term commodity prices do not necessarily translate into increased offshore drilling activity since customers' expectations of longer-term future commodity prices and expectations regarding future demand for hydrocarbons typically have a greater impact on demand for our rigs. Consistent with this dynamic, customers may delay or cancel many exploration and development programs, resulting in reduced demand for our services. Also, increased competition for customers' drilling budgets could come from, among other areas, land-based energy markets and renewable energy projects worldwide. The availability of quality drilling prospects, exploration success, relative production costs, the stage of reservoir development and political and regulatory environments also affect customers' drilling campaigns. Worldwide military, political and economic events have often contributed to oil and gas price volatility and are likely to do so in the future.

THE OFFSHORE DRILLING INDUSTRY IS HIGHLY COMPETITIVE AND CYCLICAL, WITH INTENSE PRICE COMPETITION.

The offshore contract drilling industry is highly competitive with numerous industry participants, none of which has a dominant market share. Drilling contracts are traditionally awarded on a competitive bid basis. Although rig availability, service quality and technical capability are drivers of customer contract awards, bid pricing and intense price competition are often key determinants for which a qualified contractor is awarded a job.

The offshore drilling industry is highly cyclical and is impacted by oil and natural gas price levels and volatility. Periods of high customer demand, limited rig supply and high dayrates have been followed by periods of low customer demand, excess rig supply and low dayrates. Changes in commodity prices can have a dramatic effect on rig demand, and periods of excess rig supply may intensify competition in the industry and result in the idling of older and less technologically advanced equipment. We have idled and stacked rigs and may in the future idle or stack additional rigs or enter into lower dayrate drilling contracts in response to market conditions. Idled or stacked rigs may remain out of service for extended periods of time. During periods of high dayrates and rig utilization rates, we and other industry participants have responded to actual or anticipated increases in customer demand by increasing the supply of rigs through ordering the construction of new units. The introduction of new units delivered without contracts, combined with an increased number of rigs in the global market completing contracts and becoming idle, may intensify price competition. During periods of low oil and natural gas price levels, new construction has resulted in an oversupply of rigs and has caused a subsequent decline in dayrates and rig utilization rates, sometimes for extended periods of time. In an oversupplied market, we may have limited bargaining power to negotiate on more favorable terms. Additionally, lower market dayrates and intense price competition may drive customers to seek to renegotiate existing contracts to reduce dayrates in exchange for longer contract terms. Lower dayrates and rig utilization rates could adversely affect our revenues and profitability.

As of February 19, 2026, we have three uncontracted rigs which have been out of service for greater than five years, and these rigs may remain out of service for extended periods of time. If we are unable to obtain drilling contracts for our uncontracted rigs, whether due to a prolonged offshore drilling market downturn, a delayed or muted recovery of such market or otherwise, it may have an adverse effect on our results of operations and cash flows.

OUR CURRENT BACKLOG OF CONTRACT DRILLING REVENUES MAY NOT BE FULLY REALIZED.

At February 19, 2026, our contract backlog was \$6.06 billion. This amount represents the maximum contractual operating dayrate multiplied by the number of days remaining in the firm contract period, including certain performance-based provisions for which achievement is probable, excluding provisions for mobilization, demobilization, contract preparation, other incentive provisions or reimbursement revenues, which are not expected to be significant to our contract drilling revenues. The contractual operating dayrate may be higher than the actual dayrate we ultimately receive or an alternative contractual dayrate, such as waiting-on-weather rate, waiting-on-customer rate, repair rate, standby rate or force majeure rate, may apply under certain circumstances. The contractual operating dayrate may also be higher than the actual dayrate we ultimately receive due to a number of factors, including rig downtime or suspension of operations. We may receive a lower contractual operating dayrate during periods when drilling operations are necessary to extend beyond an agreed schedule, even if we are not the cause of the delay in completing drilling operations. Several factors could cause rig downtime or a suspension of operations, including: equipment breakdowns and other unforeseen engineering problems, labor strikes and other work

stoppages, shortages of material and skilled labor, surveys by government and maritime authorities, periodic classification surveys, severe weather or harsh operating conditions, and force majeure events.

In certain drilling contracts, the dayrate may be reduced to zero if, for example, repairs extend beyond a stated period of time. Our contract backlog includes only firm commitments, which are represented by signed drilling contracts or, in some cases, other definitive agreements awaiting contract execution. We may not be able to realize the full amount of our contract backlog due to events beyond our control. In addition, some of our customers have experienced liquidity issues in the past, and these liquidity issues could be experienced again if commodity prices decline for an extended period of time. Liquidity issues and other market pressures could lead our customers to seek bankruptcy protection or to seek to repudiate, cancel or renegotiate these agreements for various reasons (see “—Our drilling contracts may be terminated due to a number of events, and, during depressed market conditions, our customers may seek to repudiate or renegotiate their contracts”). Our inability to realize the full amount of our contract backlog may have an adverse effect on our financial position, results of operations or cash flows.

OUR OPERATING AND MAINTENANCE COSTS WILL NOT NECESSARILY FLUCTUATE IN PROPORTION TO CHANGES IN OUR OPERATING REVENUES.

Our operating and maintenance costs will not necessarily fluctuate in proportion to changes in our operating revenues and are affected by many factors, including inflation. Costs for operating a rig are generally fixed or only semi-variable regardless of the dayrate being earned. To the extent a drilling contract provides for escalations attributable to inflation in our costs, those adjustments will lag the impact of inflationary pressures and may not reflect the full impact to us of any cost inflation. As drilling contracts with such provisions expire or are terminated, there can be no assurance that future drilling contracts will contain similar provisions, which may reduce our margins in inflationary environments. In addition, should our rigs incur unplanned downtime while on contract or idle time between drilling contracts, we will not always reduce the staff on those rigs because we could use the crew to prepare the rig for its next contract. During times of reduced activity, reductions in costs may not be immediate because portions of the crew may be required to prepare rigs for stacking, after which time the crew members may be reassigned to active rigs or released. As our rigs are mobilized from one geographic location to another, the labor and other operating and maintenance costs can vary significantly. In general, labor costs increase primarily due to higher salary levels and inflation. Equipment maintenance costs fluctuate depending upon the type of activity the unit is performing and the age and condition of the equipment, and these costs could increase for short or extended periods as a result of regulatory or customer requirements that raise maintenance standards above historical levels. The amount of contract preparation and reactivation costs vary based on the scope and length of the contract preparation or reactivation project, and the recognition of such costs varies depending on the duration of the firm contractual period and other contract terms.

Certain of our drilling contracts are partially receivable in local currency, and certain costs for labor, goods and services are payable by us in local currency. The amounts, if any, of local currency received under these drilling contracts may exceed our local currency needs to pay local operating and maintenance costs, leading to an accumulation of excess local currency balances. Any local currency surplus may be subject to restrictions or other difficulties in converting to U.S. dollars, our functional currency, or to other currencies of the locations where we operate, including disruptions that may occur in the currency exchange markets, whether as a result of economic policies of governments, central banks or otherwise. Excess amounts of local currency may also be exposed to the risk of currency exchange losses.

WE MAY NOT BE ABLE TO RENEW OR OBTAIN NEW DRILLING CONTRACTS FOR RIGS WHOSE CONTRACTS ARE EXPIRING OR OBTAIN DRILLING CONTRACTS FOR OUR STACKED AND IDLE RIGS.

The offshore drilling market in which we compete experience fluctuations in the demand for drilling services. Our ability to renew expiring drilling contracts or obtain new drilling contracts depends on the prevailing or expected market conditions. As of February 19, 2026, we have three stacked rigs. We may be unable to obtain drilling contracts for our rigs that are currently operating upon the expiration or termination of such contracts, and there may be a gap in the operation of the rigs between the current contracts and subsequent contracts. When oil and natural gas prices are low or it is expected that such prices will decrease in the future, we may be unable to obtain drilling contracts at attractive dayrates or at all. We may not be able to obtain new drilling contracts with the terms or dayrates sufficient to support a reactivation of a cold-stacked rig. Likewise, we may not be able to obtain new drilling contracts in direct continuation with existing contracts, or depending on prevailing market conditions, we may enter into drilling contracts at dayrates substantially below the existing dayrates or on terms otherwise less favorable compared to existing contract terms, which may have an adverse effect on our financial position, results of operations or cash flows.

WE MUST MAKE SUBSTANTIAL CAPITAL AND OPERATING EXPENDITURES TO REACTIVATE OUR STACKED OR IDLE FLEET AND TO MAINTAIN OUR ACTIVE FLEET, AND WE MAY BE REQUIRED TO MAKE SIGNIFICANT CAPITAL EXPENDITURES TO MAINTAIN OUR COMPETITIVENESS AND TO COMPLY WITH LAWS AND APPLICABLE REGULATIONS AND STANDARDS OF GOVERNMENTAL AUTHORITIES AND ORGANIZATIONS.

We must make substantial capital and operating expenditures to maintain our active fleet or to reactivate our stacked or idle fleet. These expenditures could increase because of changes in the cost of labor and materials, requirements of customers, the cost of replacement parts for existing rigs, the size of our fleet, the geographic location of the rigs and the length of drilling contracts. Changes in offshore drilling technology, customer requirements for new or upgraded equipment and competition within our industry may require us to make significant expenditures in order to maintain our competitiveness and fund efforts to reduce our greenhouse gas emissions. Changes in governmental regulations, including environmental requirements, and changes in safety or other equipment standards, as well as compliance with

standards imposed by maritime self-regulatory organizations, may cause our expenditures to increase or require us to make additional unforeseen expenditures. As a result of these factors, we may be required to take our rigs out of service for extended periods of time, with corresponding losses of revenues, in order to make such alterations or to add such equipment. In the future, market conditions may not justify these expenditures or enable us to operate our older rigs profitably during the remainder of their economic lives.

If we are unable to fund such expenditures with our cash flows from operations or proceeds from sales of non-strategic assets, we may be required to either incur additional borrowings or raise capital through the sale of debt or equity securities, or additional financing arrangements with banks or other capital providers. Our ability to access the capital markets may be limited by our financial condition at the time, perceptions of us or our industry, by changes in laws and regulations or interpretation thereof and by adverse market conditions resulting from, among other things, general economic conditions and contingencies and uncertainties that are beyond our control. If we raise funds by issuing equity securities or other securities that are convertible into equity securities, existing shareholders may experience dilution. Our failure to obtain the funds for necessary future capital and operating expenditures could have a material adverse effect on our business and on our financial position, results of operations and cash flows.

WE RELY HEAVILY ON A RELATIVELY SMALL NUMBER OF CUSTOMERS AND THE LOSS OF A SIGNIFICANT CUSTOMER OR A DISPUTE THAT LEADS TO THE LOSS OF A CUSTOMER COULD HAVE AN ADVERSE EFFECT ON OUR BUSINESS.

We engage in offshore drilling services for most of the leading integrated energy companies or their affiliates, as well as for many government-owned or government-controlled energy companies and other independent energy companies. For the year ended December 31, 2025, our most significant customers were Petróleo Brasileiro S.A. (together with its affiliates, "Petrobras"), Shell plc (together with its affiliates, "Shell") and Equinor ASA (together with its affiliates, "Equinor"), representing 22 percent, 22 percent and 12 percent, respectively, of our consolidated operating revenues. As of February 19, 2026, the customers with the most significant aggregate amount of contract backlog associated with our drilling contracts were Petrobras, Equinor, BP p.l.c., Shell, Chevron Corporation and Woodside Energy Group Ltd., representing 20 percent, 16 percent, 16 percent, 12 percent, 11 percent and 10 percent, respectively, of our total contract backlog. The loss of any of these customers or another significant customer, or a decline in payments under any of our drilling contracts, could, at least in the short term, have an adverse effect on our business.

OUR BUSINESS INVOLVES NUMEROUS OPERATING HAZARDS, AND OUR INSURANCE AND INDEMNITIES FROM OUR CUSTOMERS MAY NOT BE ADEQUATE TO COVER POTENTIAL LOSSES FROM OUR OPERATIONS.

Our operations are subject to the usual hazards inherent in the drilling of oil and gas wells, such as, blowouts, reservoir damage, loss of production, loss of well control, lost or stuck drill strings, equipment defects, craterings, fires, explosions and pollution. Contract drilling requires the use of heavy equipment and exposure to hazardous conditions, which may subject us to liability claims by employees, customers and other parties. These hazards can cause personal injury or loss of life, severe damage to or destruction of property and equipment, pollution or environmental or natural resource damage, claims by third parties or customers and suspension of operations. Our offshore fleet is also subject to hazards inherent in marine operations, either while on site or during mobilization, such as capsizing, sinking, grounding, collision, piracy, damage from severe weather and marine life infestations.

The U.S. Gulf of America, the South China Sea and the Northwest Coast of Australia are areas subject to typhoons, hurricanes or other extreme weather conditions on a relatively frequent basis, and our drilling rigs in these regions may be exposed to damage or total loss by these storms, some of which may not be covered by insurance. The occurrence of these events could result in the suspension of drilling operations, damage to or destruction of the equipment involved and injury to or death of rig personnel. Some experts believe global climate change could increase the frequency and severity of these extreme weather conditions. Operations may also be suspended because of machinery breakdowns, abnormal drilling conditions, failure of subcontractors to perform or supply goods or services, or personnel shortages. We customarily provide contract indemnity to our customers for certain claims that could be asserted by us relating to damage to or loss of our equipment, including rigs, and claims that could be asserted by us or our employees relating to personal injury or loss of life.

Damage to the environment or natural resources could also result from our operations, particularly through spillage of hydrocarbons, fuel, lubricants or other chemicals and substances used in drilling operations, or extensive uncontrolled fires. We may also be subject to property damage, environmental indemnity, well contamination and other claims by energy companies or other third parties. Drilling involves certain risks associated with the loss of control of a well, such as blowout, cratering, the cost to regain control of or redrill the well and remediation of associated pollution. Our customers may be unable or unwilling to indemnify us against such risks. In addition, a court may decide that certain indemnities in our current or future drilling contracts are not enforceable. The law generally considers contractual indemnity for criminal fines and penalties to be against public policy, and the enforceability of an indemnity as to other matters may be limited.

Our insurance policies and drilling contracts contain rights to indemnity that may not adequately cover our losses, and we do not have insurance coverage or rights to indemnity for all risks. For example, pollution and environmental risks generally are not completely insurable. We have two main types of insurance coverage: (1) hull and machinery coverage for physical damage to our property and equipment and (2) excess liability coverage, which generally covers offshore risks, such as personal injury, third-party property claims, and third-party non-crew claims, including wreck removal and pollution. We generally have no hull and machinery insurance coverage for damages caused by named storms in the U.S. Gulf of America. We maintain per occurrence deductibles that generally range up to \$10 million for various third-party liabilities, and we self-insure up to \$75 million of the \$750 million excess liability coverage through our wholly owned captive insurance company. We also retain the risk for any liability that exceeds our excess liability coverage.

If a significant accident or other event occurs that is not fully covered by our insurance or by an enforceable or recoverable indemnity, the occurrence could adversely affect our financial position, results of operations or cash flows. The amount of our insurance may also be less than the related impact on enterprise value after a loss. Our insurance coverage will not in all situations provide sufficient funds to protect us from all liabilities that could result from our drilling operations. Our coverage includes annual aggregate policy limits, and we generally retain the risk for any losses in excess of these limits. We generally do not carry insurance for loss of revenue, and certain other claims may also not be reimbursed by insurance carriers. Any such lack of reimbursement may cause us to incur substantial costs. Additionally, we may not be able to maintain adequate insurance in the future at rates that we consider reasonable or be able to obtain insurance against certain risks, and we could decide to retain more risk in the future, resulting in higher risk of losses, which could be material.

OUR DRILLING CONTRACTS MAY BE TERMINATED DUE TO A NUMBER OF EVENTS, AND, DURING DEPRESSED MARKET CONDITIONS, OUR CUSTOMERS MAY SEEK TO REPUDIATE OR RENEGOTIATE THEIR CONTRACTS.

Certain of our drilling contracts with customers may be cancelable at the option of the customer upon payment of an early termination payment. Such payments may not, however, fully compensate us for the loss of the contract. Drilling contracts also customarily provide for either automatic termination or termination at the option of the customer, typically without the payment of any termination fee, under various circumstances such as non-performance, as a result of significant downtime or impaired performance caused by equipment or operational issues, or sustained periods of downtime due to force majeure events, many of which are beyond our control. Certain customers who seek to terminate our drilling contracts may attempt to defeat or circumvent our protections against certain liabilities. Our customers' ability to perform their obligations under their drilling contracts, including their ability to fulfill their indemnity obligations to us, may also be negatively impacted by an economic downturn. Our customers, which include national energy companies, often have significant bargaining leverage over us. If our customers cancel some of our contracts, and we are unable to secure new contracts on a timely basis and on substantially similar terms, or if contracts are suspended for an extended period of time or if a number of our contracts are renegotiated on terms that are not as favorable as current terms, it could adversely affect our financial position, results of operations or cash flows.

During periods of depressed market conditions, we are subject to increased counterparty risk, as our customers may seek to repudiate their contracts, including through claims of non-performance to reduce their capital expenditures. Our customers may no longer need a drilling rig that is currently under contract or may be able to obtain a comparable drilling rig at a lower dayrate. We have experienced, and are at continued risk of experiencing, early contract terminations during periods of a weak commodity price environment. The ability of each of our counterparties to perform its obligations under a contract with us, including indemnity obligations, depends on a number of factors that are beyond our control and may include, among other things, conditions of the economy in general or of the offshore drilling industry in particular, prevailing prices for oil and natural gas, the overall financial condition of the counterparty, the dayrates received and the level of expenditures necessary to maintain drilling activities. Should a counterparty fail to honor its obligations under an agreement with us, we could sustain losses, which could have an adverse effect on our business and on our financial position, results of operations or cash flows.

FAILURE TO RECRUIT AND RETAIN PERSONNEL COULD HURT OUR OPERATIONS.

We depend on the continuing efforts of key members of our management, as well as other highly skilled personnel, to operate and provide technical services and support for our business worldwide. Historically, competition for the personnel required for drilling operations has intensified as the number of rigs activated, added to worldwide fleets or under construction increased, leading to shortages of qualified personnel in the industry and creating upward pressure on wages and higher turnover. We may experience a reduction in the experience level of our personnel as a result of any increased turnover, which could lead to higher downtime and more operating incidents, which in turn could decrease revenues and increase costs. If increased competition for qualified personnel were to intensify in the future we may experience increases in costs or limits on operations.

OUR LABOR COSTS AND THE OPERATING RESTRICTIONS UNDER WHICH WE OPERATE COULD INCREASE AS A RESULT OF COLLECTIVE BARGAINING NEGOTIATIONS AND ADDITIONAL UNIONIZATION EFFORTS.

As of December 31, 2025, approximately 45 percent of our total workforce, working primarily in Brazil and Norway, are represented by, and some of our contracted labor work is subject to, collective bargaining agreements, substantially all of which are subject to annual salary negotiation. Negotiations over annual salary or other labor matters could result in higher personnel or other costs or increased operational restrictions or disruptions. The outcome of any such negotiation generally affects the market for all offshore employees, not only the union members. A failure to reach an agreement on certain key issues could result in strikes, lockouts, or other work stoppages. Legislation has from time to time been, and may continue to be, introduced in the U.S. Congress that could encourage additional unionization efforts in the U.S., as well as increase the chances that such efforts succeed. Additional unionization efforts, if successful, new collective bargaining agreements or work stoppages could materially increase our labor costs and operating restrictions.

OUR SHIPYARD PROJECTS AND OPERATIONS ARE SUBJECT TO DELAYS AND COST OVERRUNS.

At any given time, we have a variety of shipyard projects underway for our existing rigs. These shipyard projects are subject to the risks of delays or cost overruns inherent in any such complex projects resulting from numerous factors, including the following:

- shipyard availability, failures and difficulties;
- shortages of equipment and materials and failed or delayed deliveries of significant materials or equipment for various reasons, including due to supplier shortages, constraints, disruption or quality issues;
- design and engineering problems, including those relating to the commissioning of newly designed equipment;

- latent damages or deterioration to hull, equipment and machinery in excess of engineering estimates and assumptions;
- unanticipated actual or purported change orders;
- disputes with shipyards and suppliers;
- availability of suppliers to recertify equipment for enhanced regulations;
- skilled labor shortages, strikes, labor disputes and work stoppages;
- customer acceptance delays or delays in providing customer-supplied engineering, approvals or equipment;
- adverse weather conditions, including damage caused by such conditions;
- terrorist acts, war, piracy and civil unrest;
- complications arising from pandemics, epidemics, severe influenza, coronaviruses and other highly communicable viruses or diseases, and associated government orders in the country where the rigs are being constructed or serviced and elsewhere;
- unanticipated cost increases; and
- difficulties in obtaining necessary permits or approvals or in completing necessary importation procedures.

These factors may contribute to cost variations and delays in the delivery of rigs undergoing shipyard projects or any future newbuild units. Cost variations may result in, among other things, disputes with the shipyards that construct or service our drilling units. In addition, delayed delivery of newbuild units or other rigs undergoing shipyard projects would impact contract commencement, resulting in a loss of revenues we could earn, and may also cause customers to terminate or shorten the term of the drilling contract for the rig pursuant to applicable late delivery clauses. In the event of termination of any of these drilling contracts, we may not be able to secure a replacement contract on as favorable terms, if at all.

Our operations rely on a significant supply of capital and consumable spare parts and equipment to maintain and repair our fleet. We also rely on the supply of ancillary services, including supply boats and helicopters and subcontracted services, including casing and managed pressure drilling services. Our reliance on our suppliers, manufacturers and service providers to secure equipment, parts, components and sub-systems used in our operations exposes us to volatility in the quality, prices and availability of such items. Certain parts and equipment that we use in our operations may be available only from a small number of suppliers, manufacturers or service providers, or in some cases must be sourced through a single supplier, manufacturer or service provider. Some parts and equipment require long lead times to obtain, and an unplanned failure or other need to replace any such parts and equipment may result in a longer than usual time to obtain them or require us to pay higher costs to obtain them on an expedited basis. A disruption in the deliveries from our suppliers, manufacturers or service providers, capacity constraints, production disruptions, price increases, quality control issues, recalls or other decreased availability of parts and equipment, ancillary services or subcontracted services could adversely affect our ability to meet our commitments to customers, adversely impact our operations, increase our operating costs and result in increases in rig downtime and delays in the repair and maintenance of our fleet.

AS PART OF OUR BUSINESS STRATEGIES, WE MAY PURSUE OPPORTUNITIES TO STRENGTHEN, STREAMLINE OR BROADEN OUR BUSINESS THAT INCLUDE ACQUISITIONS OR DISPOSITIONS OF BUSINESSES OR DRILLING RIGS, MERGERS OR JOINT VENTURES OR OTHER INVESTMENTS, AND SUCH TRANSACTIONS WOULD PRESENT VARIOUS RISKS AND UNCERTAINTIES.

We may pursue transactions that involve the acquisition or disposition of businesses or assets, mergers or joint ventures or other investments that we believe will enable us to further strengthen, streamline or broaden our business. Any such transaction would be evaluated on a case-by-case basis, and the consummation thereof would be dependent upon several factors, including identifying suitable companies, businesses or assets that align, or no longer align, with our business strategies, reaching agreement with the potential counterparties on acceptable terms, the receipt of any applicable regulatory and other approvals, counterparties fulfilling contractual obligations and other conditions. These transactions involve various risks, including among others, (i) difficulties related to integrating, separating or managing applicable parts of an acquired, or disposed of, business, assets or joint venture and unanticipated changes in customer and other third-party relationships subsequent to closing, (ii) diversion of management's attention from day-to-day operations, (iii) failure to realize anticipated benefits, such as cost savings, revenue enhancements or strengthening, streamlining or broadening our business, (iv) potentially substantial transaction costs associated with acquisitions, joint ventures or investments if we or a transaction counterparty seeks to exit or terminate an interest in the joint venture or investment, (v) applicable antitrust laws and other regulations that may limit our ability to acquire targets or require us to divest an acquired business or asset, (vi) potential accounting impairment or actual diminution or loss of value of our investment if future market, business or other conditions ultimately differ from our assumptions at the time of such transaction is consummated and (vii) potential accounting impairment upon the decision to reclassify assets as held for sale.

CHANGING SENTIMENT TOWARDS CLIMATE CHANGE, FOSSIL FUELS AND RELATED MATTERS COULD ADVERSELY AFFECT OUR BUSINESS, COST OF CAPITAL AND THE PRICE OF OUR STOCK AND OTHER SECURITIES.

Changing sentiment among the public, regulators and non-governmental organizations concerning fossil fuels has prompted efforts aimed in part at the investment community, including investment advisors, sovereign wealth funds, public pension funds, universities and other groups, to discourage initial investments in and promote the divestment of shares of energy companies, as well as to pressure lenders and other financial services companies to limit or curtail activities with certain energy companies. If such efforts are successful, the market price of our shares and our ability to access capital markets may be negatively impacted.

Certain regulators and members of the investment community have heightened awareness of sustainability and corporate responsibility and disclosures, including those related to an inclusive workplace culture and, particularly in the energy industry, those related to greenhouse gas emissions and climate change. We may be subject in the future to additional reporting requirements that develop in

response to such awareness. Additionally, certain investment funds seeking investment products focused on green economy, sustainability and corporate responsibility may screen companies such as ours before investing. If we or our securities are unable to meet the sustainability and corporate responsibility or other investment criteria set by any such funds invested in our securities, we may lose such investors or they may allocate a portion of their capital away from us. As a result, our cost of capital may increase, the market price of our shares or of our publicly traded debt securities may be negatively impacted and our reputation may also be negatively affected.

PUBLIC HEALTH THREATS COULD HAVE SIGNIFICANT ADVERSE CONSEQUENCES FOR OUR BUSINESS AND OPERATIONS.

Public health threats, including pandemics and epidemics, severe influenza, coronaviruses and other highly communicable viruses or diseases, have impacted and may in the future impact our operations directly or indirectly, including by disrupting the operations of our business partners, suppliers and customers in ways that adversely impact our operations. Such impacts may include, among others, (a) causing a temporary interruption to operations in case of an outbreak on one or more of our rigs, (b) disrupting or restricting the ability of our suppliers, manufacturers and service providers to supply parts, equipment, labor or services for our operations, (c) causing us to incur increased costs, inefficiencies and labor shortages as a result of precautionary measures taken, either voluntarily or in response to actions by governmental authorities, to prevent or reduce the spread of an outbreak, such as imposing mandatory or seeking voluntary closures of business facilities and imposing restrictions on travel, business operations and public gatherings or interactions.

As a result, we may experience impediments to our ability to meet our commitments to customers, including due to increased operating costs and increased risk of rig downtime or contract termination, which may result in substantial adverse consequences for our business and results of operations. Additionally, public health threats may result in significantly reduced global or regional economic activity, which could result in a sharp reduction in the demand for oil and an associated decline in oil prices. Such conditions may result in, reductions to our customers' drilling and production expenditures and delays or cancellations of projects, which may cause a decrease in demand for our services and an increase in the risk that our customers may seek to terminate or renegotiate pricing or other terms for our existing contracts or that more of our rigs may become idle, stacked or retired from our fleet.

INCREASED TRANSITION TO RENEWABLE OR OTHER ALTERNATIVE ENERGY SOURCES COULD ADVERSELY AFFECT OUR BUSINESS, RESULTS OF OPERATIONS AND CASH FLOWS.

Our long-term success will be impacted in part by the ability of global energy markets to effectively address the transition to renewable and other alternative energy sources, since increased transition to such alternative sources could adversely impact the long-term demand for oil and natural gas and, ultimately, the demand for our services and products from our services. An increase in the demand for alternative energy sources, including as a result of new and more efficient technologies or increased government subsidies and intervention, could further increase the market share of alternative energy sources as compared to oil and gas. Such shifts, if any, in the global energy markets could adversely affect our business, results of operations and cash flows.

OUR ASPIRATIONS, GOALS, TARGETS AND INITIATIVES RELATED TO SUSTAINABILITY, INCLUDING EMISSIONS REDUCTION, AND OUR PUBLIC STATEMENTS AND DISCLOSURES REGARDING THEM, EXPOSE US TO NUMEROUS RISKS.

We may periodically develop and set goals, targets, and other objectives related to sustainability matters, including with respect to emissions reduction. Statements related to these goals, targets and other objectives do not constitute a guarantee that they will be achieved. Our efforts to research, establish, accomplish, and accurately report on these goals, targets, and other objectives expose us to numerous operational, reputational, financial, legal, and other risks. Our ability to achieve any stated goal, target, or other objective, is subject to numerous factors and conditions, many of which are outside of our control. Our business may face increased scrutiny from investors, business partners and others related to our sustainability activities, including the goals, targets, and other objectives that we announce, and our methodologies and timelines for pursuing them. If our sustainability assumptions or practices do not meet investor, regulatory or other relevant expectations and standards, which continue to evolve, our reputation, our ability to attract or retain employees and our attractiveness as an investment or business partner could be negatively affected. Similarly, our failure or perceived failure to pursue or fulfill sustainability-focused goals, targets, and objectives, to comply with ethical, environmental, or other standards, regulations, or expectations, or to satisfy various reporting standards with respect to these matters, within the timelines we announce, or at all, could adversely affect our business or reputation and could expose us to government enforcement actions and private litigation.

RISKS RELATED TO OUR INDEBTEDNESS

WE HAVE A SUBSTANTIAL AMOUNT OF DEBT, INCLUDING SECURED DEBT, AND WE MAY LOSE THE ABILITY TO OBTAIN FUTURE FINANCING AND SUFFER COMPETITIVE DISADVANTAGES.

At December 31, 2025, our total debt was \$5.66 billion, of which \$1.68 billion was secured. We have a Secured Credit Facility, which is currently undrawn, the borrowings under which would be secured and guaranteed by certain of our subsidiaries. This substantial level of debt and other obligations could have significant adverse consequences on our business and future prospects, including the following:

- we may be unable to obtain financing in the future to refinance our existing debt or for working capital, capital expenditures, acquisitions, debt service requirements, distributions, share repurchases, or other purposes;
- we may be unable to use operating cash flows in other areas of our business because we must dedicate a substantial portion of these funds to service the debt;

- we could become more vulnerable to general adverse economic and industry conditions, including increases in interest rates, particularly given our substantial indebtedness, some of which bears interest at variable rates;
- we may be unable to meet financial ratios in the agreements governing certain of our debt facilities and finance lease or satisfy certain other covenants and conditions included in our debt agreements, which could result in our inability to meet requirements for borrowings under the Secured Credit Facility or a default under such agreements, impose restrictions with respect to our access to certain of our capital, and trigger cross default provisions in certain of our debt instruments;
- if we default under the terms of our secured financing arrangements, the secured debtholders may, among other things, foreclose on the collateral securing the debt, including the applicable drilling units;
- we may be unable to obtain new investment or financing based upon evolving trends among certain financial intermediaries, investors and other capital markets participants that have focused on reducing, or ceasing, lending to, or investing in, companies that operate in industries with higher perceived environmental exposure; and
- we may be less able to take advantage of significant business opportunities and to react to changes in market or industry conditions than our less levered competitors.

See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Sources and uses of liquidity.”

CREDIT RATING AGENCIES HAVE RATED OUR DEBT BELOW INVESTMENT GRADE, WHICH COULD LIMIT OUR ACCESS TO CAPITAL AND HAVE AN ADVERSE EFFECT ON OUR BUSINESS AND FINANCIAL CONDITION.

The ratings assigned to our debt securities by certain credit rating agencies (our “Debt Ratings”) are below investment grade. Our Debt Ratings could have adverse consequences for our business and future prospects and could cause the following:

- limitations on our ability to access debt markets, including for the purpose of refinancing our existing debt and replacing or extending our Secured Credit Facility;
- less favorable terms and conditions on any refinancing arrangements, debt issuances or bank credit agreements, some of which could require collateral and restrict, among other things, our ability to pay distributions or repurchase shares;
- increases to certain fees under our Secured Credit Facility and interest rates under the indentures governing certain of our senior notes;
- reduced willingness of current and prospective customers, suppliers and creditors to transact business with us;
- requirements from creditors, suppliers or customers for additional insurance, guarantees and collateral;
- limitations on our access to bank and third-party guarantees, surety bonds and letters of credit; and
- reductions to or eliminations of the level of credit suppliers and financial institutions may provide through payment terms or intraday funding when dealing with us thereby increasing the need for higher levels of cash on hand, which would decrease our ability to repay debt balances.

Our Debt Ratings have caused some of the effects listed above, and any downgrades may cause or exacerbate, any of the effects listed above and could have an adverse effect on our business and financial condition.

WORLDWIDE FINANCIAL, ECONOMIC AND POLITICAL CONDITIONS COULD RESTRICT OUR ABILITY TO ACCESS CAPITAL MARKETS, REDUCE OUR FLEXIBILITY TO REACT TO CHANGING ECONOMIC AND BUSINESS CONDITIONS AND REDUCE DEMAND FOR OUR SERVICES.

Worldwide financial and economic conditions could restrict our ability to access capital markets at a time when we would like, or need, to access such markets, which could have an impact on our flexibility to react to changing economic and business conditions. Worldwide economic conditions have in the past impacted, and could in the future impact, the lenders participating in our credit facilities and our customers, causing them to fail to meet their obligations to us. If economic conditions preclude or limit financing from banking institutions participating in our credit facilities, we may not be able to obtain similar financing from other institutions. A slowdown in economic activity could reduce worldwide demand for energy. These potential developments, or market perceptions concerning these and related issues, could adversely affect our financial position, results of operations or cash flows. In addition, turmoil and hostilities in the Middle East, Eastern Europe, North Africa, South America and other geographic areas and countries present incremental risk. An extended period of negative outlook for the world economy could reduce the overall demand for oil and natural gas and for our services. A decline in oil and natural gas prices could reduce demand for our drilling services and have an adverse effect on our financial position, results of operations or cash flows.

RISKS RELATED TO OUR PROPOSED COMBINATION WITH VALARIS

OUR PROPOSED BUSINESS COMBINATION MAY BE DELAYED OR NOT OCCUR AT ALL FOR A VARIETY OF REASONS, SOME OF WHICH ARE OUTSIDE OUR CONTROL.

On February 9, 2026, Transocean and Valaris entered into the Agreement providing for the combination of Transocean and Valaris. Pursuant to the Agreement, and on the terms and subject to the conditions thereof, Transocean will acquire all of the issued and outstanding Valaris Shares in exchange for Transocean Ltd. shares at an exchange ratio of 15.235 Transocean Ltd. shares for each Valaris Share. Pursuant to the Agreement, and on the terms and subject to the conditions thereof, at the time on which the order of the Supreme Court of Bermuda providing for its sanction of the Scheme of Arrangement is filed with the Registrar of Companies of Bermuda, the Business Combination will become effective and Valaris will become our wholly owned subsidiary. The board of directors of Transocean and Valaris each unanimously approved and declared advisable the Agreement and the transactions contemplated thereby, including the Business Combination.

Completion of the Business Combination is subject to the satisfaction or waiver of certain customary conditions set forth in the Agreement, including, but not limited to: (i) the receipt of the requisite approvals of the Valaris shareholders and the Transocean shareholders, (ii) the granting of the sanction order on terms consistent with the Agreement, (iii) the Transocean Ltd. shares issued pursuant to the Agreement having been approved for listing on the New York Stock Exchange, (iv) certain regulatory approvals having been obtained or any applicable waiting period having expired or been terminated, (v) no governmental authority within applicable jurisdictions having enacted or issued any law or order preventing or prohibiting the consummation of the Business Combination and (vi) the absence of a Transocean Material Adverse Effect or a Valaris Material Adverse Effect, each as defined in the Agreement. Therefore, the Business Combination may not be completed or may not be completed as timely as expected.

Furthermore, failure to complete the Business Combination could adversely affect our business and the market price of our common shares in a number of ways, including to the extent that the current market price of Transocean Ltd. shares reflects an assumption that the Business Combination will be consummated. We may also be required to pay a termination fee in certain circumstances, as further described in the Agreement. Additionally, if the Agreement is terminated and we seek another business combination, we may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the Business Combination.

EFFORTS TO COMPLETE THE BUSINESS COMBINATION COULD DISRUPT OUR RELATIONSHIPS WITH THIRD PARTIES AND EMPLOYEES, DIVERT MANAGEMENT'S ATTENTION, OR RESULT IN LEGAL PROCEEDINGS, ANY OF WHICH COULD NEGATIVELY IMPACT OUR OPERATING RESULTS AND ONGOING BUSINESS.

We have expended, and continue to expend, significant management time and resources in an effort to complete the Business Combination, which may have a negative impact on our ongoing business and operations. Uncertainty regarding the outcome of the Business Combination and our future could disrupt our business relationships with our existing and potential customers, suppliers and other business partners. Uncertainty regarding the outcome of the Business Combination could also adversely affect our ability to recruit and retain key personnel and other employees. The pendency of the Business Combination may lead to litigation against the parties or their directors and officers which could be distracting to management and may, in the future, require us to incur significant costs.

THE AGREEMENT CONTAINS PROVISIONS THAT IMPOSE RESTRICTIONS ON TRANSOCEAN'S BUSINESS PRIOR TO THE EFFECTIVE TIME OF THE BUSINESS COMBINATION.

The Agreement subjects Transocean and Valaris to restrictions on their respective business activities prior to the effective time, including covenants obligating each such party to continue to conduct their respective businesses in the ordinary course, to cooperate in seeking regulatory approvals and not to engage in certain specified transactions or activities without the prior consent of the other party to the Agreement. Such restrictions could prevent Transocean from pursuing certain business opportunities that arise prior to the effective time and are outside the ordinary course of business.

THE FAILURE TO INTEGRATE THE BUSINESS AND OPERATIONS OF TRANSOCEAN AND VALARIS SUCCESSFULLY IN THE EXPECTED TIME FRAME MAY ADVERSELY AFFECT THE COMBINED BUSINESS'S FUTURE RESULTS AND MAY RESULT IN THE COMBINED BUSINESS FAILING TO REALIZE THE ANTICIPATED BENEFITS OF THE BUSINESS COMBINATION.

Transocean and Valaris have operated and, until the completion of the Business Combination, will continue to operate independently. Following consummation, their respective businesses may not be integrated successfully. Specifically, the combined business may not be able to achieve the cost savings and operating synergies that Transocean anticipates as a result of the Business Combination, and may face difficulty integrating personnel from the two companies, minimizing the loss of key employees, identifying and eliminating redundant functions and assets, harmonizing the companies' operating practices, employee development and compensation programs, internal controls, and other policies, procedures and processes. If the combined company is not able to achieve these objectives and realize the anticipated benefits and synergies expected, then the combined company's business, financial condition and operating results may be adversely affected, the combined company's earnings per share may be diluted, the accretive effect of the Business Combination may decrease or be delayed and the share price of the combined company may be negatively impacted.

RISKS RELATED TO LAWS, REGULATIONS AND GOVERNMENTAL COMPLIANCE

IMPACT OF INCREASINGLY STRINGENT ENVIRONMENTAL AND SAFETY LAWS AND OUR COMPLIANCE WITH OR BREACH OF SUCH LAWS CAN BE COSTLY, EXPOSE US TO LIABILITY AND COULD LIMIT OUR OPERATIONS.

Our business is affected by laws and regulations relating to the energy industry and the environment and safety, including international conventions and treaties, and regional, national, state, and local laws and regulations. Our business also depends on demand for services from the oil and gas exploration and production industry, and, accordingly, we are directly affected by the adoption of laws and regulations that, for economic, environmental or other policy reasons, curtail, delay or impose additional compliance costs and obligations related to the exploration and development drilling for oil and gas. Offshore drilling in certain areas has been curtailed and, in certain cases, prohibited because of environmental or safety concerns. In addition, compliance with environmental and safety laws, regulations and standards, where applicable, may require us to make significant capital expenditures, such as the installation of costly equipment or implementation of operational changes, and may affect the resale values or useful lives of our rigs. We may incur additional costs in order to comply with other existing and future regulatory obligations or industry standards, including, but not limited to, costs relating to air emissions, including greenhouse gases, the management of ballast waters, hull cleaning, maintenance and inspection, development and

implementation of emergency procedures and maintenance of insurance coverage or other financial assurance of our ability to address pollution incidents. In the last decade, U.S. federal agencies adopted enhanced governmental safety and environmental requirements applicable to our operations for drilling in the U.S. Gulf of America. These requirements have caused increased compliance costs and may in the future increase the risk of environmental or safety enforcement cases and litigation and cause operators to have difficulties obtaining drilling permits in the U.S. Gulf of America. The U.S. Bureau of Ocean Energy Management (the "BOEM") implemented changes regarding when oil, gas and sulfur lessees and certain other parties operating in the offshore Outer Continental Shelf ("OCS") must post additional bonds or other supplemental financial assurance, which could increase bonding requirements and operating expenditures for some of our customers, and as a result, increase price competition for our services.

The oil and gas industry has adopted equipment and operating standards, such as the American Petroleum Institute Standard 53, related to the installation and testing of well control equipment. A failure to comply with applicable laws and regulations may result in administrative and civil penalties, criminal sanctions or the suspension or termination of our operations. Additionally, our customers may elect to voluntarily comply with any non-mandatory laws, regulations or other standards. Any such safety, environmental and other regulatory restrictions or standards, including voluntary customer compliance with respect thereto, could decrease, disrupt or delay operations, decrease demand for offshore drilling services, increase operating costs and compliance costs or penalties, increase out-of-service time, decrease dayrates, or reduce the area of operations for drilling rigs in the U.S. and non-U.S. offshore areas. Any such effects could have an adverse effect on our financial position, results of operations or cash flows.

To the extent new laws are enacted, existing laws are changed or other governmental or judicial actions are taken that prohibit or restrict offshore drilling or impose additional environmental protection and safety requirements that result in increased costs to the oil and gas industry, in general, or the offshore drilling industry, in particular, our business or prospects could be materially and adversely affected. The operation of our drilling rigs will require certain governmental approvals, some of which may involve public hearings and costly undertakings on our part. We may not obtain such approvals or such approvals may not be obtained in a timely manner. If we fail to timely secure the necessary governmental approvals or permits, our customers may have the right to terminate or seek to renegotiate their drilling contracts to our detriment. The amendment or modification of existing laws and regulations or the adoption of new laws and regulations curtailing or further regulating exploratory or development drilling or production of oil and gas and compliance with any such new or amended legislation or regulations could have an adverse effect on our business or on our financial position, results of operations or cash flows.

As a contract driller with operations in certain offshore areas, we may be liable for damages and costs incurred in connection with oil spills or disposal of wastes related to those operations, and we may also be subject to significant fines and other liabilities in connection with spills. For example, an oil spill could result in significant liability, including fines, penalties and criminal liability and remediation, restoration or compensation costs for environmental or natural resource damages, as well as third-party damages, to the extent that the contractual indemnification provisions in our drilling contracts are not enforceable or otherwise sufficient, or if our customers are unwilling or unable to contractually indemnify us against these risks. Additionally, we may not be able to obtain such indemnities in our future drilling contracts, and our customers may not have the financial capability to fulfill their contractual obligations to us. Also, these indemnities may be held to be unenforceable in certain jurisdictions, because of public policy or for other reasons. See "—Our business involves numerous operating hazards, and our insurance and indemnities from our customers may not be adequate to cover potential losses from our operations."

Environmental and safety laws and regulations protecting the environment have become increasingly stringent and may in some cases impose strict liability on facility or vessel owners or operators, rendering a person liable for environmental damage without regard to negligence. These laws and regulations may expose us to liability for the conduct of, or conditions caused by, others or for acts that were in compliance with all applicable laws at the time they were performed. The application of these requirements or the adoption of new requirements or measures could have an adverse effect on our financial position, results of operations or cash flows.

REGULATORY AND VARIOUS OTHER RISKS, INCLUDING LITIGATION, ASSOCIATED WITH GREENHOUSE GAS EMISSIONS, OTHER EMISSIONS AND CLIMATE CHANGE COULD HAVE AN ADVERSE IMPACT ON OUR BUSINESS AND DEMAND FOR OUR SERVICES.

Scientific studies have suggested that emissions of certain gases, including greenhouse gases, such as carbon dioxide and methane, contribute to warming of the earth's atmosphere and other climatic changes. In response to such studies, the issue of climate change and the effect of greenhouse gas emissions, in particular emissions from the fossil fuel industry, has attracted considerable political and social attention worldwide. The attention to climate change has led, and we expect it to continue to lead, to additional regulations designed to reduce greenhouse gas emissions and other emissions in various jurisdictions in which we operate. Such attention could also result in other adverse impacts for the oil and gas industry, including further restrictions or bans imposed by lawmakers, lawsuits by governments or third-parties seeking recoveries for damages resulting from the combustion of fuels that may contribute to climate change effects, decreased demand for goods and services that produce significant greenhouse gas emissions, or reduced interest from investors if they elect in the future to shift some or all of their investments to non-fossil fuel related sectors. To the extent financial markets view climate change and greenhouse emissions as a financial risk, this could negatively impact our cost of or access to capital. Because our business depends on the level of activity in the oil and gas industry, existing or future laws, regulations, treaties or international agreements related to greenhouse gases and climate change, or related political, litigation or financial risks, including incentives to conserve energy or use alternative energy sources, could have a negative impact on our business if such laws, regulations, treaties or international agreements reduce the worldwide demand for oil and gas or limit drilling opportunities. In addition, such laws, regulations, treaties or international

agreements or related risks could result in increased compliance costs or additional operating restrictions, which may have an adverse effect on our business. Further, some experts believe global climate change could increase the frequency and severity of extreme weather conditions, the impacts of which could interfere with our operations, cause damage to our equipment as well as cause other financial and operational impacts, including those that could result from any impact of such conditions on our customers.

We could also face increased climate-related litigation with respect to our operations both in the U.S. and around the world. Governmental and other entities in various U.S. states, such as California and New York, have filed lawsuits against coal, gas, oil and petroleum companies. These suits allege damages as a result of climate change, and the plaintiffs are seeking unspecified damages and abatement under various tort theories. Similar lawsuits may be filed in other jurisdictions both in the U.S. and globally. Though we are not currently a party to any such lawsuit, these suits present a high degree of uncertainty regarding the extent to which energy companies, including offshore drillers, face an increased risk of liability stemming from climate change, which risk would also adversely impact the oil and gas industry and impact demand for our services.

ANY RESTRICTIONS ON OIL AND NATURAL GAS OPERATIONS ON THE U.S. OUTER CONTINENTAL SHELF COULD HAVE AN ADVERSE IMPACT ON OUR BUSINESS AND DEMAND FOR OUR SERVICES.

The U.S. Department of the Interior ("DOI") administers the submerged lands, subsoil, and seabed, lying between the seaward extent of the states' jurisdiction and the seaward extent of federal jurisdiction, and the U.S. government has the power to limit oil and gas activities on this area, known as the OCS. Under the Outer Continental Shelf Lands Act, as amended (the "OCSLA"), the BOEM within the DOI must prepare and maintain forward-looking five-year plans – *referred to as national programs or five-year programs* – to schedule proposed oil and gas lease sales on the OCS. The number of lease sales and areas available for lease provided in a five-year program may differ from program to program. To the extent that the number of lease sales and areas available for lease within the current five-year program, or in any future five-year program, are not sufficient to meet our customers' planned or expected offshore drilling programs, demand for our drilling services on the OCS may be impacted. Executive, legislative and judicial actions in the U.S. from time to time have restricted certain oil and gas activities on the OCS. For example, litigation is ongoing in U.S. federal courts regarding the potential reversal of a previously ordered withdrawal of acreage from future oil and gas leasing under the OCSLA. Future actions taken by the U.S. to limit the availability of new oil and gas leases on the OSC would adversely impact the offshore oil and gas industry and impact demand for our services.

THE GLOBAL NATURE OF OUR OPERATIONS INVOLVES ADDITIONAL RISKS.

We operate in various regions throughout the world, which may expose us to political and other uncertainties, including risks of:

- customs delays or disputes, import-export quotas, and imposition of trade or immigration barriers;
- wage and price controls;
- complications associated with supplying, repairing and replacing equipment in remote locations;
- changes in law and regulatory requirements, including changes in interpretation and enforcement;
- the inability to move income or capital;
- currency exchange fluctuations and currency exchange restrictions, including exchange or similar controls that may limit our ability to convert local currency into U.S. dollars and transfer funds out of a local jurisdiction.
- involvement in judicial proceedings in unfavorable jurisdictions;
- repudiation or nationalization of contracts;
- damage to our equipment or violence directed at our employees, including kidnappings;
- terrorist acts, war, piracy and civil unrest;
- seizure, expropriation or nationalization of our assets or of our customers' property; and
- public health threats, including pandemics, epidemics, severe influenza, coronaviruses and other highly communicable viruses or diseases.

Our non-U.S. contract drilling operations are subject to various laws and regulations related to economic and trade sanctions in certain countries in which we operate, including laws and regulations relating to the import and export, equipment and operation of drilling units, currency conversions and repatriation, oil and gas exploration and development, taxation and social contributions of offshore earnings and earnings of expatriate personnel. We are also subject to the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") and other U.S. and non-U.S. laws and regulations governing our international operations. In addition, various state and municipal governments, universities and other investors have proposed or adopted divestment and other initiatives regarding investments including, with respect to state governments, by state retirement systems in companies that do business with countries that have been designated as state sponsors of terrorism by the U.S. State Department. Failure to comply with applicable laws and regulations, including those relating to sanctions, tariffs and other trade, import or export restrictions, may subject us to criminal sanctions or civil remedies, including fines, denial of export privileges, injunctions or seizures of assets. Investors could view any potential violations of OFAC regulations negatively, which could adversely affect our reputation and the market for our shares.

Governments in some countries have become increasingly active in regulating and controlling the ownership of concessions and companies holding concessions, the exploration for oil and gas and other aspects of the oil and gas industries in their countries, including local content requirements for participating in tenders for certain drilling contracts. Many governments currently favor or effectively, or may in the future favor or effectively require, the awarding of drilling contracts to local contractors or require nonlocal contractors to employ citizens of, or purchase supplies from, a particular jurisdiction or require use of a local agent. We cannot predict whether any changes to laws, regulations or interpretations thereof would result in modifications to our operations nor whether any such modifications would have a material

impact to our business. In addition, government action, including initiatives by OPEC, may continue to cause oil or gas price volatility. In some areas of the world, this governmental activity has adversely affected the amount of exploration and development work by major energy companies and may continue to do so.

The shipment of goods, services and technology across international borders subjects us to extensive trade laws and regulations. Our import and export activities are governed by unique customs and export control laws and regulations in each country in which we operate. Moreover, many countries, including the U.S., control the import and export of certain goods, services and technology and impose related import and export recordkeeping and reporting obligations. Governments may also impose economic sanctions against certain countries, persons and other entities that may restrict or prohibit transactions involving such countries, persons and entities, and we are also subject to the U.S. anti-boycott laws.

The laws and regulations concerning import and export activity, recordkeeping and reporting, import and export control and economic sanctions are complex and constantly changing. These laws and regulations may be enacted, amended, enforced or interpreted in a manner materially impacting our operations. Ongoing economic challenges and the current geopolitical environment may increase some governments' efforts to enact, enforce, amend or interpret laws and regulations as a method to increase revenue. Shipments can be delayed and denied import or export for a variety of reasons, some of which are outside our control and some of which may result from failure to comply with existing legal and regulatory regimes. Shipping delays or denials could cause unscheduled operational downtime. Changes to foreign trade policies of the U.S. and other countries could lead to the imposition of additional trade barriers and tariffs in jurisdictions in which we operate or from which we or our suppliers procure materials and equipment. We cannot predict what changes to trade policies will be made, including whether existing tariff policies will be maintained or modified or whether the entry into new bilateral or multilateral trade agreements will occur, nor can we predict the effects that any such potential changes would have on our business.

Our results are directly affected by the applicability of certain customs duties and importation tax relief programs under customs regimes for the exportation and importation of goods and equipment, including rigs, related to the oil and gas sector. Among other incentives, such programs grant full suspension of certain import taxes, resulting in reduced tax burdens from operations. If unprecedented interpretations are applied by the customs and tax authorities governing such programs and regimes, including those that would deny us the use of such incentives granted historically in the ordinary course, and assuming we are unable to successfully challenge such interpretation or otherwise able to recover any amounts pursuant to the contractual provisions of the applicable drilling contract, then the amount of the applicable tariff, which would depend on many factors, could reasonably be expected to increase our operating costs.

Our ability to operate worldwide depends on our ability to obtain the necessary visas and work permits for our personnel to travel in and out of, and to work in, the jurisdictions in which we operate. Governmental actions in some of the jurisdictions in which we operate may make it difficult for us to move our personnel in and out of these jurisdictions by delaying or withholding the approval of these permits. If we are unable to obtain visas and work permits for the employees we need to conduct our operations on a timely basis, we might not be able to perform our obligations under our drilling contracts, which could allow our customers to cancel the contracts. If our customers cancel some of our drilling contracts, and we are unable to secure new drilling contracts on a timely basis and on substantially similar terms, it could have a material adverse effect on our business and on our financial position, results of operations or cash flows.

FAILURE TO COMPLY WITH ANTI-BRIBERY STATUTES, SUCH AS THE U.S. FOREIGN CORRUPT PRACTICES ACT AND THE U.K. BRIBERY ACT 2010, COULD RESULT IN FINES, CRIMINAL PENALTIES, DRILLING CONTRACT TERMINATIONS AND AN ADVERSE EFFECT ON OUR BUSINESS.

The U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act 2010 ("Bribery Act") and similar anti-bribery laws in other jurisdictions, generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business. We operate in many parts of the world that have experienced corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. If we are found to be liable for violations under the FCPA, the Bribery Act or other similar laws, either due to our acts or omissions or due to the acts or omissions of others, including our partners in our various joint ventures and of the current or former officers, directors or employees of any companies we have acquired, we could suffer from civil and criminal penalties or other sanctions, which could have a material adverse effect on our business or our financial position, results of operations or cash flows. In addition, investors could negatively view potential violations, inquiries or allegations of misconduct under the FCPA, the Bribery Act or similar laws, which could adversely affect our reputation and the market for our shares.

We could also face fines, sanctions and other penalties from authorities in relevant jurisdictions, including prohibition of our participating in or curtailment of business operations in those jurisdictions and the seizure of rigs or other assets. Additionally, our business and results of operations could be adversely affected as a result of claims by customers, agents, shareholders, debt holders, other interest holders, current or former employees or other constituents of our company who, in connection with alleged or actual noncompliance with antibribery and related laws, may seek to impose penalties, seek remedies, terminate drilling contracts or take other actions adverse to our interests. Our business and results of operations may be adversely affected if we are required to dedicate significant time and resources to investigate and resolve allegations of misconduct, regardless of the merit of such allegations. Further, disclosure of the subject matter of any investigation could adversely affect our reputation and our ability to obtain new business with potential customers, to retain existing business with our current customers, to attract and retain employees and to access the capital markets.

WE ARE SUBJECT TO INVESTIGATIONS AND LITIGATION THAT, IF NOT RESOLVED IN OUR FAVOR AND NOT SUFFICIENTLY INSURED AGAINST, COULD HAVE A MATERIAL ADVERSE EFFECT ON US.

We are subject to a variety of disputes, investigations and litigation. Certain of our subsidiaries are subject to and have been involved in litigation with certain of our customers and other constituents. Certain of our subsidiaries are named as defendants in numerous lawsuits alleging personal grievances or injury, including as a result of exposure to asbestos or toxic fumes or resulting from other occupational diseases, such as silicosis, and various other medical issues that can remain undiscovered for a considerable amount of time. Some of these subsidiaries that have been put on notice of potential liabilities have no assets. Certain subsidiaries are subject to litigation relating to environmental damage. We are also subject to a number of significant tax disputes. We cannot predict the outcome of these investigations and cases or the potential costs to resolve them. Insurance may not be applicable or sufficient in all cases and insurers may not remain solvent and policies may not be located. Suits against non-asset-owning subsidiaries have given and may in the future give rise to alter ego or successor-in-interest claims against us and our asset-owning subsidiaries to the extent a subsidiary is unable to pay a claim or insurance is not available or sufficient to cover the claims. To the extent that one or more pending or future investigations or litigation matters is not resolved in our favor and is not covered by insurance, such matter or matters could have a material adverse effect on our financial position, results of operations or cash flows.

WE ARE SUBJECT TO CYBERSECURITY RISKS AND THREATS AS WELL AS RISKS RELATED TO THE USE OF ARTIFICIAL INTELLIGENCE AND THE REGULATION OF DATA PRIVACY AND SECURITY.

We depend on data and digital technologies to conduct our offshore and onshore operations, to collect payments from customers and to pay vendors and employees. Our data protection measures and measures taken by our customers and vendors may not prevent unauthorized access of information technology systems, and when such unauthorized access occurs, we, our customers or vendors may not detect the incident in time to prevent harm or damage. Threats to our information technology systems, and the systems of our customers and vendors, associated with cybersecurity risks and cyber-incidents or attacks continue to grow and may pose new or unknown cybersecurity risks and challenges, including as a result of the use of emerging technologies, such as AI, machine learning, generative AI and large language models. Such threats may derive from human error, fraud or malice, social engineering on the part of employees or third parties, or may result from accidental technological failure. In addition, breaches to our systems and systems of our customers and vendors could go unnoticed for some period of time. Risks associated with these threats include disruptions of certain systems on our rigs; other impairments of our ability to conduct our operations; loss or ransom of intellectual property, proprietary information, personal identifiable information or customer and vendor data; disruption of our customers' and vendors' operations; misappropriation of assets; loss or damage to our customer and vendor data delivery systems; and increased costs to prevent, respond to or mitigate cybersecurity events. A breach could also originate from, or compromise, our customers' and vendors' or other third-party networks outside of our control. A breach may also result in legal claims or proceedings against us by our shareholders, employees, customers, vendors and governmental authorities, both U.S. and non-U.S. If such a cyber-incident were to occur, it could have a material adverse effect on our business or on our financial position, results of operations or cash flows.

Our business has introduced and continues to incorporate AI to improve our processes and to further improve productivity. Issues in the development and use of AI, combined with an uncertain regulatory environment, may result in new or enhanced governmental or regulatory scrutiny, litigation, confidentiality or security risks, reputational harm, liability or other adverse consequences to our business operations, all of which could adversely affect our business, financial condition and results of operations.

In addition, data privacy and the unauthorized disclosure of personal data and confidential information pose increasingly complex compliance challenges and have the potential to elevate our costs under various laws and regulations, including privacy regulations that have been adopted or may in the future be adopted by, or be applicable from time to time to, countries, states, and other jurisdictions or authorities. Any failure by us to comply with these laws and regulations, including as a result of a security or privacy breach, could result in significant penalties, litigation and liabilities for us. Additionally, if we acquire a company that has violated or is not in compliance with applicable data protection laws, we may incur significant liabilities and penalties as a result.

ACTS OF TERRORISM, PIRACY AND POLITICAL AND SOCIAL UNREST COULD AFFECT THE MARKET FOR DRILLING SERVICES.

Acts of terrorism and social unrest, brought about by world political events or otherwise, have caused instability in the world's financial and insurance markets in the past and may occur in the future. Such acts could be directed against companies such as ours. In addition, acts of terrorism, piracy and social unrest could lead to increased volatility in prices for crude oil and natural gas and could affect the market for drilling services. Insurance premiums could increase and coverage may be unavailable in the future. Government regulations may effectively preclude us from engaging in business activities in certain countries. These regulations could be amended to cover countries where we currently operate or where we may wish to operate in the future. Our drilling contracts do not generally provide indemnification against loss of capital assets or loss of revenues resulting from acts of terrorism, piracy or political or social unrest. We have limited insurance for our assets providing coverage for physical damage losses resulting from certain risks, such as terrorist acts, piracy, vandalism, sabotage, civil unrest, expropriation and acts of war, and we do not carry insurance for loss of revenues resulting from such risks.

RISKS RELATED TO TAXES

A CHANGE IN TAX LAWS, TREATIES OR REGULATIONS, OR THEIR INTERPRETATION, OF ANY COUNTRY IN WHICH WE HAVE OPERATIONS, ARE INCORPORATED OR ARE RESIDENT COULD RESULT IN A HIGHER EFFECTIVE TAX RATE ON OUR CONSOLIDATED EARNINGS AND INCREASE OUR CASH TAX PAYMENTS.

We are subject to changes in applicable tax laws, treaties or regulations in the jurisdictions in which we operate and earn income, and such changes could include laws or policies directed toward companies organized in jurisdictions with low tax rates with the intent to increase their tax burden. Several jurisdictions have implemented and continue to implement the Organization for Economic Co-operation and Development Pillar 2 or other tax related provisions that are aimed at preventing base erosion and profit shifting, ensuring income is subject to a minimum level of taxation and preventing treaty misuse. The application of these provisions is not always certain, and jurisdictions are still developing their rules and interpretations with regard to same. Any material change to tax laws, treaties, regulations or policies, their interpretation or application, or the adoption of new interpretations of existing laws and rulings, in any of the jurisdictions in which we operate, are incorporated or resident, could result in a higher effective tax rate on our worldwide earnings and such change could have a significant adverse effect on our financial position, results of operations or cash flows.

A LOSS OF A MAJOR TAX DISPUTE OR A SUCCESSFUL TAX CHALLENGE TO OUR OPERATING STRUCTURE, INTERCOMPANY PRICING POLICIES OR THE TAXABLE PRESENCE OF OUR KEY SUBSIDIARIES IN CERTAIN COUNTRIES COULD RESULT IN A HIGHER EFFECTIVE TAX RATE ON OUR CONSOLIDATED EARNINGS AND INCREASE OUR CASH TAX PAYMENTS.

We are subject to tax laws, treaties and regulations in the countries in which we operate and earn income. Our income taxes are based on the applicable tax laws and tax rates in effect in the countries in which we operate and earn income as well as upon our operating structures in these countries. Our income tax returns are subject to review and examination in these jurisdictions, and we do not recognize the benefit of income tax positions that are not more likely than not to be respected upon challenge by a tax authority. If any tax authority successfully challenges our operational structure, intercompany pricing policies or the taxable presence of our key subsidiaries in certain countries; or if the terms of certain income tax treaties are interpreted in a manner that is adverse to our structure; or if we lose a material tax dispute in any country, our effective tax rate on our worldwide earnings could increase substantially and our earnings and cash flows from operations could be materially adversely affected. For example, we believe that neither we nor our non-U.S. subsidiaries, other than those that report a U.S. trade or business or a U.S. permanent establishment, were or are engaged in a trade or business in the U.S. or, if applicable, maintained or maintain a permanent establishment in the U.S. The determination of the aforementioned, among other things, involves considerable judgment. If the U.S. Internal Revenue Service were to disagree, then we could be subject to additional U.S. corporate income and branch profits taxes on the portion of our earnings effectively connected to such U.S. business or, if applicable, attributable to such U.S. permanent establishment during the period in which this was considered to have occurred. If this occurs, our effective tax rate on worldwide earnings for that period could increase substantially, we could be subject to assessments in previously filed returns that remain open to audit and our earnings and cash flows from operations for that period could be adversely affected.

RISKS RELATED TO OUR JURISDICTION OF ORGANIZATION AND GOVERNING DOCUMENTS

AS A SWISS CORPORATION, OUR FLEXIBILITY MAY BE LIMITED WITH RESPECT TO CERTAIN ASPECTS OF CAPITAL MANAGEMENT AND SWIFT IMPLEMENTATION OF CERTAIN INITIATIVES OR STRATEGIES.

Under Swiss law, our shareholders may approve a general share capital authorization, referred to under Swiss law as a capital band, that allows the board of directors to issue new shares without additional shareholder approval within a period of up to five years and for up to a maximum of 50 percent of a company's issued share capital. The general share capital authorization approved by shareholders at the May 2025 annual general meeting provides for a capital band that authorizes our board of directors to issue up to 188,165,780 new fully paid-in shares for general corporate purposes at any time until May 30, 2026. Our board of directors has made full use of the general share issuance authorization under Article 5, Section A of our Articles of Association by issuing 188,165,780 shares into Transocean's treasury. Accordingly, shareholders at our annual general meeting in May 2026 may be requested to approve a renewal and increase of our general share capital authorization for an additional term. Subject to certain exceptions, Swiss law also grants preemptive rights to existing shareholders to subscribe for new issuances of shares. Further, Swiss law does not provide as much flexibility in the various terms that can attach to different classes of shares as the laws of some other jurisdictions. Swiss law also reserves for shareholder approval certain corporate actions, such as approval of dividends, over which a board of directors would have authority in some other jurisdictions. These Swiss law requirements relating to our capital management may limit our flexibility to swiftly implement certain initiatives or strategies, and situations may arise where greater flexibility would have provided substantial benefits to our shareholders.

We are required, from time to time, to evaluate the carrying amount of our investments in affiliates, as presented on our Swiss standalone balance sheet. If we determine that the carrying amount of any such investment exceeds its fair value, we may conclude that such investment is impaired. Any recognized loss associated with such a non-cash impairment could result in our net assets no longer covering our statutory share capital and statutory capital reserves. Under Swiss law, if our net assets cover less than 50 percent of our statutory share capital and the non-distributable part of the statutory capital and profit reserves, the board of directors must take appropriate measures or, to the extent such measures fall within the competence of the general meeting of shareholders, convene a general meeting of shareholders, and propose measures to remedy such a capital loss. Appropriate measures depend on the circumstances and the magnitude of the recognized loss and may include seeking shareholder approval for offsetting the aggregate loss, or a portion thereof, with our statutory

capital reserves, including qualifying additional paid-in capital otherwise available for distributions to shareholders, or raising new equity. Depending on the circumstances, we may also need to use qualifying additional paid-in capital available for distributions to reduce our accumulated net loss and such use might reduce our ability to make distributions without subjecting our shareholders to Swiss withholding tax.

Distributions to shareholders in the form of a par value reduction and dividend distributions out of qualifying additional paid-in capital are currently not subject to the 35 percent Swiss federal withholding tax. However, the Swiss withholding tax rules could be changed in the future, and any such change may adversely affect us or our shareholders. In addition, over the long term, the amount of par value available for us to use for par value reductions or the amount of qualifying additional paid-in capital available for us to pay out as distributions is limited. If we are unable to make a distribution through a reduction in par value, or out of qualifying additional paid-in capital as shown on Transocean Ltd.'s standalone Swiss statutory financial statements, we may not be able to make distributions without subjecting our shareholders to Swiss withholding taxes.

Under Swiss tax law, repurchases of shares for the purposes of capital reduction are treated as a partial liquidation subject to a 35 percent Swiss withholding tax based on the difference between the repurchase price and the related amount of par value and the related amount of qualifying additional paid-in capital, if any. At our 2009 annual general meeting, shareholders approved a share repurchase program. If we repurchase shares, we expect to use an alternative procedure pursuant to which we repurchase shares via a "virtual second trading line" from market players, such as banks and institutional investors, who are generally entitled to receive a full refund of the Swiss withholding tax. The use of such "virtual second trading line" with respect to share repurchase programs is subject to the approval of the competent Swiss tax and other authorities. We may not be able to repurchase as many shares as we would like to repurchase for purposes of capital reduction on the "virtual second trading line" without subjecting the selling shareholders to Swiss withholding taxes.

WE ARE SUBJECT TO ANTI-TAKEOVER PROVISIONS.

Our articles of association and Swiss law contain provisions that could prevent or delay an acquisition of the company by means of a tender offer, a proxy contest or otherwise. Actions taken under such provisions may adversely affect prevailing market prices for our shares, and could, among other things:

- provide that the board of directors is authorized, within the limits set forth in the Articles of Association, to issue a specified number of shares. As of February 17, 2026, the board's issuance authority under the capital band has been fully utilized and no further shares may currently be issued. However, the board's authority to reduce the share capital within the capital band, remains in effect. Upon any such reduction of share capital, the board's authority to issue new shares would again become available, up to the limits provided in the Articles of Association and subject to the expiry of the capital band on May 30, 2026, unless renewed or amended by the shareholders in accordance with the company's practice;
- provide for a conditional share capital that authorizes the issuance of additional shares up to a maximum amount of 11.7 percent of the share capital registered in the commercial register as of February 17, 2026 without obtaining additional shareholder approval through: (1) the exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted in connection with bonds, options, warrants or other securities newly or already issued in national or international capital markets or new or already existing contractual obligations by or of any of our subsidiaries; or (2) in connection with the issuance of shares, options or other share-based awards;
- provide that any shareholder who wishes to propose any business or to nominate a person or persons for election as director at any annual meeting may only do so if we are given advance notice;
- provide that directors can be removed from office only by the affirmative vote of the holders of at least 66 2/3 percent of the shares entitled to vote;
- provide that a merger or demerger transaction requires the affirmative vote of the holders of at least 66 2/3 percent of the shares represented at the meeting and provide for the possibility of a so-called cash-out or squeeze-out merger if the acquirer controls 90 percent of the outstanding shares entitled to vote at the meeting;
- provide that any action required or permitted to be taken by the holders of shares must be taken at a duly called annual or extraordinary general meeting of shareholders;
- limit the ability of our shareholders to amend or repeal some provisions of our articles of association; and
- limit transactions between us and an "interested shareholder," which is generally defined as a shareholder that, together with its affiliates and associates, beneficially, directly or indirectly, owns 15 percent or more of our shares entitled to vote at a general meeting.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

RISK MANAGEMENT AND STRATEGY

Our approach to managing cybersecurity risk and safeguarding information across our organization embeds data protection and cybersecurity risk management throughout our enterprise and daily operations. We maintain processes for identifying, assessing and managing material risks, including such risks from cybersecurity threats, and such processes are integrated into our overall risk management system. Our enterprise risk register inventories significant risks to our company, including significant cybersecurity risks, and we maintain a separate functional risk register, specifically focusing on potential cybersecurity risks. Within these risk registers, we record each identified

risk, describe its likelihood of occurrence and assess its potential impact, including the materiality thereof. As part of this exercise, mitigating measures are planned and implemented into action as necessary. As an additional feature of our cybersecurity risk management process, we have engaged an external service provider to support our cybersecurity team by performing penetration tests and periodic external security evaluations.

We undertake to align our cybersecurity program, which encompasses both enterprise security and operational security, with the standards of the National Institute of Standards and Technology Cybersecurity Framework. We maintain continuous cyber threat-detection systems and have established an incident response plan, which contains playbooks for addressing and recovering from potential material cyberattacks and breaches of data security. In addition to establishing security measures for vendors, we require onboarding orientation and periodic training for all employees and board members that focuses on cybersecurity and information management, and we conduct regular cybersecurity awareness campaigns.

As of the date of our filing of this report, we are not aware of any cybersecurity incident that has had or is reasonably likely to have a material impact on our business operations. Given the rapid evolution of cyber-related attack techniques, including through the use of AI, cybersecurity risks associated with our information technology systems and the systems of our customers and vendors continue to grow. Notwithstanding our cybersecurity management processes, a future cybersecurity incident could have a material adverse effect on our business or on our financial position, results of operations or cash flows. See “Item 1A. Risk Factors—Risks related to laws, regulation, and governmental compliance—We are subject to cybersecurity risks and threats as well as risks related to the use of artificial intelligence and the regulation of data privacy and security.”

GOVERNANCE

We involve multiple levels of oversight as a part of our approach to cybersecurity risk management. Our board of directors oversees our enterprise risk register and cybersecurity program, including related policies and procedures. As part of this oversight, the audit committee of our board of directors receives regular status reports and updates from our management team and conducts periodic executive sessions with our Vice President, Information Technology. Such status reports and executive sessions cover cybersecurity matters, such as developments to our program, key risk indicators, emerging risks, and identified incidents.

In addition, our Vice President, Information Technology, who has more than 20 years of industry experience and over 25 years of experience with the development, training and controls of effective global enterprise cybersecurity programs, oversees the implementation and compliance of our cybersecurity program and mitigation of information security related risks. Such oversight includes (i) reviewing our enterprise risk register, (ii) maintaining adequate processes to manage the identified risks under our cybersecurity program, (iii) regularly analyzing logs of cybersecurity threats and vulnerabilities and (iv) overseeing prevention, detection, mitigation and remediation efforts in general, including the development and maintenance of the above-mentioned incident response plan. Additionally, we maintain an experienced information technology team at the employee level that supports our Vice President, Information Technology in implementing our cybersecurity program and internal reporting, security and mitigation functions.

ITEM 2. PROPERTIES

The description of our property included under “Item 1. Business—Drilling Fleet” is incorporated by reference herein. We maintain office spaces, land bases and other facilities worldwide, most of which we rent or lease, including principal executive offices in Steinhausen, Switzerland, and corporate offices in Houston, Texas, and Bermuda. We maintain additional facilities in various countries in North America, Europe, South America, Asia, Africa and Australia.

ITEM 3. LEGAL PROCEEDINGS

We have certain actions, claims and other matters pending as discussed and reported in “Part II. Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 12—Commitments and Contingencies” and “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Other Matters—Regulatory Matters” in our annual report. We are also involved in various tax matters as described in “Part II. Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 10—Income Taxes” and in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Other Matters—Tax matters” in this annual report. All such actions, claims, tax and other matters disclosed therein are incorporated herein by reference.

As of December 31, 2025, we were involved in a number of other lawsuits, regulatory matters, disputes and claims, asserted and unasserted, all of which constitute ordinary routine litigation incidental to our business and for which we do not expect the liability, if any, to have a material adverse effect on our financial position, results of operations or cash flows. We cannot predict with certainty the outcome or effect of any of the matters referred to above or of any such other pending, threatened or possible litigation or legal proceedings. We can provide no assurance that our beliefs or expectations as to the outcome or effect of any lawsuit or claim or dispute will prove correct, and the eventual outcome of these matters could materially differ from management’s current estimates.

On December 17, 2021, Transocean Offshore Deepwater Drilling Inc. (“TODDI”), our wholly owned subsidiary, received a letter from the U.S. Department of Justice (the “DOJ”) related to alleged violations by our subsidiary of its Clean Water Act (“CWA”) National

Pollutant Discharge Elimination System permit for the western U.S. Gulf of America ("Permit"). The alleged violations, involving seven of our drillships, were identified by the U.S. Environmental Protection Agency ("EPA") following an initial inspection in 2018 of our compliance with the Permit and the CWA and relate to deficiencies with respect to administrative monitoring and reporting obligations. In connection with the initial EPA inspection, we initiated modifications to our Permit and CWA compliance processes and maintained a dialogue with the EPA regarding the design and implementation of enhancements to these processes. At the DOJ's invitation, in an effort to resolve the matter, we initiated settlement discussions with the DOJ, which concluded with the execution of a civil consent decree by and between the DOJ, EPA, and TODDI, effective January 3, 2024 (the "Consent Decree"), that resolved the claims of the DOJ based upon the alleged violations of our Permit and the CWA. Pursuant to the Consent Decree, we agreed to pay an immaterial monetary civil penalty, and we further agreed (i) to take or continue to take certain corrective actions to ensure current and future Permit and CWA compliance, including implementing certain procedures and submitting reports and other information, in each case according to the timelines and as described in the Consent Decree, (ii) to appoint an independent auditor to review, audit and report on our compliance with certain of our obligations thereunder, and (iii) to certain non-exclusive stipulated monetary penalties if we fail to comply with applicable provisions of the Consent Decree. We may request termination of the Consent Decree after we have (x) completed timely the civil penalty payment and any accrued stipulated penalty requirements of the Consent Decree, and (y) maintained continuous satisfactory compliance with the Consent Decree for at least three years. We do not believe that the enforcement of the Consent Decree would have a material adverse effect on our financial position, results of operations or cash flows.

In addition to the legal proceedings described above, we may from time to time identify other matters that we monitor through our compliance program or in response to events arising generally within our industry and in the markets where we do business. We evaluate matters on a case-by-case basis, investigate allegations in accordance with our policies and cooperate with applicable governmental authorities. Through the process of monitoring and proactive investigation, we strive to ensure no violation of our policies, Code of Integrity or law has occurred, or will occur; however, we can provide no assurance as to the outcome of these matters.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

MARKET FOR SHARES OF OUR COMMON EQUITY

Our shares are listed on the New York Stock Exchange under the ticker symbol "RIG." On February 17, 2026, we had 1,102,848,748 shares outstanding and 4,246 holders of record of our shares.

SHAREHOLDER MATTERS

Swiss tax consequences to our shareholders

Overview—The tax consequences discussed below are not a complete analysis or listing of all the possible tax consequences that may be relevant to our shareholders. Shareholders should consult their own tax advisors in respect of the tax consequences related to receipt, ownership, purchase or sale or other disposition of our shares and the procedures for claiming a refund of withholding tax.

Swiss income tax on dividends and similar distributions—A non-Swiss holder is not subject to Swiss income taxes on dividend income and similar distributions in respect of our shares, unless the shares are attributable to a permanent establishment or a fixed place of business maintained in Switzerland by such non-Swiss holder. However, dividends and similar distributions are subject to Swiss withholding tax, subject to certain exceptions. See "—Swiss withholding tax on dividends and similar distributions to shareholders."

Swiss wealth tax—A non-Swiss holder is not subject to Swiss wealth taxes unless the holder's shares are attributable to a permanent establishment or a fixed place of business maintained in Switzerland by such non-Swiss holder.

Swiss capital gains tax upon disposal of shares—A non-Swiss holder is not subject to Swiss income taxes for capital gains unless the holder's shares are attributable to a permanent establishment or a fixed place of business maintained in Switzerland by such non-Swiss holder. In such case, the non-Swiss holder is required to recognize capital gains or losses on the sale of such shares, which are subject to cantonal, communal and federal income tax.

Swiss withholding tax on dividends and similar distributions to shareholders—A Swiss withholding tax of 35 percent is due on dividends and similar distributions to our shareholders from us, regardless of the place of residency of the shareholder, subject to the exceptions discussed under "Exemption" below. We will be required to withhold at such rate and remit on a net basis any payments made to a holder of our shares and pay such withheld amounts to the Swiss federal tax authorities.

Exemption—Distributions to shareholders in the form of a par value reduction or out of qualifying additional paid-in capital for Swiss statutory purposes are exempt from Swiss withholding tax. On December 31, 2025, the aggregate amount of par value of our outstanding shares was \$110.2 million, and the aggregate amount of qualifying additional paid-in capital of our outstanding shares was \$18.1 billion. Consequently, we expect that a substantial amount of any potential future distributions may be exempt from Swiss withholding tax.

Refund available to Swiss holders—A Swiss tax resident, corporate or individual, can recover the withholding tax in full if such resident is the beneficial owner of our shares at the time the dividend or other distribution becomes due and provided that such resident reports the gross distribution received on such resident's income tax return, or in the case of an entity, includes the taxable income in such resident's income statement.

Refund available to non-Swiss holders—If the shareholder that receives a distribution from us is not a Swiss tax resident, does not hold our shares in connection with a permanent establishment or a fixed place of business maintained in Switzerland, and resides in a country that has concluded a treaty for the avoidance of double taxation with Switzerland for which the conditions for the application and protection of and by the treaty are met, then the shareholder may be entitled to a full or partial refund of the withholding tax described above. Switzerland has entered into bilateral treaties for the avoidance of double taxation with respect to income taxes with numerous countries, including the U.S., whereby under certain circumstances all or part of the withholding tax may be refunded. The procedures for claiming treaty refunds, and the time frame required for obtaining a refund, may differ from country to country.

Refund available to U.S. residents—The Swiss-U.S. tax treaty provides that U.S. residents eligible for benefits under the treaty can seek a refund of the Swiss withholding tax on dividends for the portion exceeding 15 percent, leading to a refund of 20 percent, or a 100 percent refund in the case of qualified pension funds. As a general rule, the refund will be granted under the treaty if the U.S. resident can show evidence of the following: (a) beneficial ownership, (b) U.S. residency and (c) meeting the U.S.-Swiss tax treaty's limitation on benefits requirements. The claim for refund must be filed with the Swiss federal tax authorities (Eigerstrasse 65, 3003 Bern, Switzerland), not later than December 31 of the third year following the year in which the dividend payments became due. The relevant Swiss tax form is Form 82C for companies, 82E for other entities and 82I for individuals. These forms can be obtained from any Swiss Consulate General in the U.S. or from the Swiss federal tax authorities at the above address or can be downloaded from the webpage of the Swiss federal tax administration. Each form must be completed in triplicate, with each copy duly completed and signed before a notary public in the U.S. Evidence that the withholding tax was withheld at the source must also be included.

Stamp duties in relation to the transfer of shares—The purchase or sale of our shares may be subject to Swiss federal stamp taxes on the transfer of securities irrespective of the place of residency of the purchaser or seller if the transaction takes place through or with a Swiss bank or other Swiss securities dealer, as those terms are defined in the Swiss Federal Stamp Tax Act and no exemption applies in the specific case. If a purchase or sale is not entered into through or with a Swiss bank or other Swiss securities dealer, then no stamp tax will be due. The applicable stamp tax rate is 0.075 percent for each of the two parties to a transaction and is calculated based on the purchase price or sale proceeds. If the transaction does not involve cash consideration, the transfer stamp duty is computed on the basis of the market value of the consideration.

Share repurchases

Overview—Shares repurchased for the purpose of capital reduction are treated as a partial liquidation subject to a 35 percent Swiss withholding tax based on the difference between the repurchase price and the related amount of par value and the related amount of qualifying additional paid-in capital, if any. We would be required to remit on a net basis the purchase price with the Swiss withholding tax deducted to a holder of our shares and pay the withholding tax to the Swiss federal tax authorities. However, for such repurchased shares, the portions of the repurchase price that are attributable to the par value and the qualifying additional paid-in capital for Swiss statutory reporting purposes are not subject to the Swiss withholding tax.

If we repurchase shares, we expect to use an alternative procedure pursuant to which we repurchase our shares via a "virtual second trading line" from market players, such as banks and institutional investors, who are generally entitled to receive a full refund of the Swiss withholding tax. The use of such "virtual second trading line" with respect to share repurchase programs is subject to approval of the competent Swiss tax and other authorities. We may not be able to repurchase as many shares as we would like to repurchase for purposes of capital reduction on the "virtual second trading line" without subjecting the selling shareholders to Swiss withholding taxes. The repurchase of shares for purposes other than for cancellation, such as to retain as treasury shares for use in connection with stock incentive plans, convertible debt or other instruments within certain periods, are not generally subject to Swiss withholding tax. In addition, in November 2025, the U.S. Department of the Treasury adopted final regulations under the Inflation Reduction Act of 2022, whereby an excise tax of one percent would be imposed on stock repurchases in the event one of our U.S. subsidiaries funds the stock repurchase.

Own share limitation—Under Swiss corporate law, the right of a company and its subsidiaries to repurchase and hold its own shares is limited. A company may repurchase its shares to the extent it has freely distributable reserves as shown on its Swiss statutory balance sheet in the amount of the purchase price and if the aggregate par value of all shares held by the company as treasury shares does not exceed 10 percent of the company's share capital recorded in the Swiss Commercial Register, whereby for purposes of determining whether the 10 percent threshold has been reached, shares repurchased under a share repurchase program for cancellation purposes authorized by the company's shareholders are disregarded. As of February 17, 2026, together, Transocean Ltd. and Transocean International Limited, a Bermuda exempted company and our wholly owned subsidiary, held as treasury shares 8.4 percent of our issued shares. Our board of directors could, to the extent freely distributable reserves are available, authorize the repurchase of additional shares

for purposes other than cancellation, such as to retain treasury shares for use in satisfying our obligations in connection with incentive plans or other rights to acquire our shares. Based on the number of shares held as treasury shares as of February 17, 2026, 1.6 percent of our issued shares could be repurchased for purposes of retention as additional treasury shares. Although our board of directors has not approved such a share repurchase program for the purpose of retaining repurchased shares as treasury shares, if it did so, any such shares repurchased would be in addition to any shares repurchased under the currently approved program.

Share repurchase program—In May 2009, at our annual general meeting, shareholders approved and authorized our board of directors, at its discretion, to repurchase for cancellation any amount of our shares for an aggregate purchase price of up to CHF 3.50 billion. On February 12, 2010, our board of directors authorized our management to implement the share repurchase program. At December 31, 2025, the authorization remaining under the share repurchase program was for the repurchase of our outstanding shares for an aggregate purchase price of up to CHF 3.24 billion, equivalent to \$4.09 billion. We intend to fund any repurchases using available cash balances and cash from operating activities. The share repurchase program could be suspended or discontinued by our board of directors or company management, as applicable, at any time. We may decide, based on our ongoing capital requirements, the price of our shares, regulatory and tax considerations, cash flow generation, the amount and duration of our contract backlog, general market conditions, debt rating considerations and other factors, that we should retain cash, reduce debt, make capital investments or acquisitions or otherwise use cash for general corporate purposes. Decisions regarding the amount, if any, and timing of any share repurchases will be made from time to time based on these factors. Any repurchased shares under the share repurchase program would be held by us for cancellation by the shareholders at a future general meeting of shareholders.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions) (a)
October 2025	—	\$ —	—	\$ 4,091
November 2025	—	—	—	4,091
December 2025	—	—	—	4,091
Total	—	\$ —	—	\$ 4,091

ITEM 6. RESERVED

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

Transocean Ltd. (together with its subsidiaries and predecessors, unless the context requires otherwise, “Transocean,” “we,” “us” or “our”) is a leading international provider of offshore contract drilling services for oil and gas wells. As of February 17, 2026, we owned or had partial ownership interests in and operated 27 mobile offshore drilling units, consisting of 20 ultra-deepwater drillships and seven harsh environment semisubmersibles.

We provide, as our primary business, contract drilling services in a single operating segment, which involves contracting our mobile offshore drilling rigs, related equipment and work crews to drill oil and gas wells. We specialize in technically demanding regions of the global offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services. Our drilling fleet is one of the most versatile fleets in the world, consisting of drillships and semisubmersible floaters used in support of offshore drilling activities and offshore support services on a worldwide basis.

We perform contract drilling services by deploying our high-specification fleet in a single, global market that is geographically dispersed in oil and gas exploration and development areas throughout the world. Although rigs can be moved from one region to another, the cost of moving rigs and the availability of rig-moving vessels may cause the supply and demand balance to fluctuate somewhat between regions. Still, significant variations between regions do not tend to persist long term because of rig mobility. The location of our rigs and the allocation of resources to operate, build or upgrade our rigs are determined by the activities and needs of our customers.

The information contained in this section should be read in conjunction with the information contained in “Part I. Item 1. Business,” “Part I. Item 1A. Risk Factors” and the audited consolidated financial statements and the notes thereto included under “Item 8. Financial Statements and Supplementary Data” elsewhere in this annual report. The following discussion of our results of operations and liquidity and capital resources includes comparisons for the years ended December 31, 2025 and 2024. For a discussion, including comparisons, of our results of operations and liquidity and capital resources for the years ended December 31, 2024 and 2023, see “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our annual report on Form 10-K for the year ended December 31, 2024, filed with the United States (“U.S.”) Securities and Exchange Commission on February 18, 2025.

SIGNIFICANT EVENTS

Agreement to acquire Valaris—On February 9, 2026, we and Valaris Limited, an exempted company limited by shares incorporated under the laws of Bermuda ("Valaris"), entered into a Business Combination Agreement (the "Agreement") providing for the combination of Transocean and Valaris (the "Business Combination"). Pursuant to the Agreement, and on the terms and subject to the conditions thereof, we will acquire all of the issued and outstanding common shares, par value \$0.01 each, of Valaris (the "Valaris Shares") in exchange for Transocean Ltd. shares, par value \$0.10 each, at an exchange ratio of 15.235 Transocean Ltd. shares for each Valaris Share. See Notes to Consolidated Financial Statements—Note 1—Business.

Held-for-sale asset impairments—In the year ended December 31, 2025, we recognized an aggregate loss of \$3.05 billion (\$3.04 billion, or \$3.16 per diluted share, net of tax), associated with the impairment of six ultra-deepwater floaters and one harsh environment floater, together with related assets, which we determined were impaired at the time we classified the assets as held for sale, and two ultra-deepwater floaters, together with related assets, which we previously classified as held for sale and determined the assets were further impaired. See "—Operating Results."

Disposal of assets—In the year ended December 31, 2025, we completed the sale of the ultra-deepwater floaters *Development Driller III*, *Discoverer Americas*, *Discoverer Clear Leader*, *Discoverer Inspiration*, *Discoverer Luanda* and *GSF Development Driller I*, together with related assets, for aggregate net cash proceeds of \$71 million. In January 2026, we completed the sale of the ultra-deepwater drillship *Discoverer India*, together with related assets, for aggregate net cash proceeds of \$14 million, including \$1 million received as a deposit in the year ended December 31, 2025. See "—Liquidity and Capital Resources—Sources and uses of liquidity."

Share issuance—In September 2025, we issued 143.8 million Transocean Ltd. shares and received \$421 million aggregate cash proceeds, net of issue costs. See "—Liquidity and Capital Resources—Sources and uses of liquidity."

Debt issuance—In October 2025, we issued \$500 million aggregate principal amount of 7.875% senior guaranteed notes due October 2032 (the "7.875% Senior Guaranteed Notes") and received \$492 million aggregate cash proceeds, net of issue costs. See "—Liquidity and Capital Resources—Sources and uses of liquidity."

Debt redemption—In October 2025, we made an aggregate cash payment of \$903 million, including related costs, to fully redeem \$655 million aggregate principal amount of 8.00% senior notes due February 2027 and \$248 million aggregate principal amount of 6.875% senior secured notes due February 2027. See "—Liquidity and Capital Resources—Sources and uses of liquidity."

Debt exchanges—In the year ended December 31, 2025, we entered into separate, individually negotiated agreements (as amended, the "Exchange Agreements") with certain holders of the 4.00% senior guaranteed exchangeable bonds due December 2025 (the "4.00% Exchangeable Bonds"). In the year ended December 31, 2025, the holders exchanged \$196 million aggregate principal amount of 4.00% Exchangeable Bonds under the terms of the Exchange Agreements and received an aggregate 73.3 million Transocean Ltd. shares. See "—Operating Results" and "—Liquidity and Capital Resources—Sources and uses of liquidity."

Debt tender offers—In October 2025, we made an aggregate cash payment of \$100 million, including related costs, to complete cash tender offers for \$89 million aggregate principal amount of the validly tendered 7.35% senior notes due December 2041 (the "7.35% Senior Notes") and \$16 million aggregate principal amount of the validly tendered 7.00% notes due June 2028. See "—Liquidity and Capital Resources—Sources and uses of liquidity."

Debt repurchases—In the year ended December 31, 2025, we made an aggregate cash payment of \$36 million, including related costs, to complete open market repurchases of \$36 million aggregate principal amount of the 7.00% notes due June 2028 and \$1 million aggregate principal amount of the 7.35% Senior Notes. See "—Liquidity and Capital Resources—Sources and uses of liquidity."

OUTLOOK

Drilling market—Our industry outlook remains positive, informed by numerous long-term forecasts indicating that hydrocarbons will continue to be a critical source of energy for the foreseeable future. In response to persistent geopolitical instability, supply chain constraints, and the limitations of renewable energy technologies, many governments and operators are reassessing their energy strategies. Rather than accelerating a shift away from fossil fuels, many policy makers are prioritizing energy security, resulting in a diverse and resilient supply portfolio. This shift underscores the continued need for accessible, reliable, cost-effective, and transportable energy sources, with offshore oil and gas increasingly viewed as a strategic asset. We believe these dynamics will support sustained, long-term demand for oil and natural gas.

In the context of the natural depletion of existing fields, maintaining current oil and natural gas production levels will require both the development of existing resources and continued investment in exploration to identify new reserve opportunities. We believe that oil and natural gas producers will invest a greater portion of their budgets in offshore drilling, and particularly in deepwater, where resource potential, production longevity, and project economics are favorable, to achieve their production and reserve replacement targets.

Although hydrocarbon prices remain sensitive to geopolitical events, macroeconomic policy decisions, and short-term supply fluctuations, we expect the overall economics of deepwater projects to remain attractive. Deepwater and harsh-environment fields continue

to generate competitive economic returns and are of generally lower carbon intensity compared to many other hydrocarbon sources, making them consistently compelling for capital deployment.

While the long-term outlook for offshore drilling activity remains positive across all major deepwater sectors, we expect our customers to continue to be disciplined in capital spending. Consistent with our prior expectations, tendering activity and contract awards increased during the latter part of 2025. Additional contracting opportunities are anticipated through the first half of 2026 for projects commencing in 2027 and 2028. In the near term, continued pressure on utilization may result in the retirement of uncompetitive rigs.

We expect demand for harsh-environment rigs to remain strong through the end of the decade, driven primarily by activity in Norway—the largest market for such units—and by emerging opportunities in new geographies suited for harsh-environment capable rigs. Several high-specification semisubmersible rigs that previously mobilized to other harsh-environment markets such as Namibia, the Black Sea, and Australia may ultimately return to the region depending on project requirements and market conditions.

Fleet status—We refer to the availability of our rigs in terms of the uncommitted fleet rate. The uncommitted fleet rate is defined as the number of uncommitted days divided by the total number of rig calendar days in the measurement period, expressed as a percentage. An uncommitted day is defined as a calendar day during which a rig is idle or stacked, is not contracted to a customer and is not committed to a shipyard. The uncommitted fleet rates exclude the effect of priced options. As of February 19, 2026, our uncommitted fleet rates for each of the five years in the period ending December 31, 2030 were as follows:

	2026	2027	2028	2029	2030
Uncommitted fleet rate					
Ultra-deepwater floaters	36 %	52 %	82 %	91 %	98 %
Harsh environment floaters	5 %	45 %	97 %	100 %	100 %

PERFORMANCE AND OTHER KEY INDICATORS

Contract backlog—We believe our contract backlog provides an indicator of our future revenue-earning opportunities. Contract backlog is defined as the maximum contractual operating dayrate multiplied by the number of days remaining in the firm contract period, including certain performance-based provisions for which achievement is probable, excluding provisions for mobilization, demobilization, contract preparation, other incentive provisions or reimbursement revenues, which are not expected to be material to our contract drilling revenues. The contract backlog represents the maximum contract drilling revenues that can be earned considering the reported operating dayrate in effect during the firm contract period. The contract backlog for our fleet was as follows:

	February 19, 2026	October 15, 2025 (in millions)	February 12, 2025
Contract backlog			
Ultra-deepwater floaters	\$ 4,477	\$ 5,105	\$ 6,363
Harsh environment floaters	1,587	1,623	1,965
Total contract backlog	\$ 6,064	\$ 6,728	\$ 8,328

Our contract backlog includes only firm commitments which are represented by signed drilling contracts or, in some cases, by other definitive agreements awaiting contract execution. It does not include conditional agreements and options to extend firm commitments.

The average contractual dayrate relative to our contract backlog is defined as the average maximum contractual operating dayrate to be earned per operating day and certain performance-based provisions expected to be achieved in the measurement period. An operating day is defined as a day for which a rig is contracted to earn a dayrate during the firm contract period after operations commence. At February 19, 2026, the contract backlog and average contractual dayrates for our fleet were as follows:

	Total	For the years ending December 31,				
		2026	2027	2028	2029	2030
		(in millions, except average dayrates)				
Contract backlog						
Ultra-deepwater floaters	\$ 4,477	\$ 1,819	\$ 1,576	\$ 627	\$ 359	\$ 96
Harsh environment floaters	1,587	922	632	33	—	—
Total contract backlog	\$ 6,064	\$ 2,741	\$ 2,208	\$ 660	\$ 359	\$ 96
Average contractual dayrates						
Ultra-deepwater floaters	\$ 470,000	\$ 461,000	\$ 450,000	\$ 488,000	\$ 557,000	\$ 635,000
Harsh environment floaters	\$ 449,000	\$ 447,000	\$ 454,000	\$ 424,000	\$ —	\$ —
Total fleet average	\$ 464,000	\$ 456,000	\$ 451,000	\$ 484,000	\$ 557,000	\$ 635,000

The actual amount of revenues earned and the actual periods in which revenues are earned will differ from the amounts and periods shown in the tables above due to various factors, including shipyard and maintenance projects, unplanned downtime and other factors that result in lower applicable dayrates than the full contractual operating dayrate. Additional factors that could affect the amount and

timing of actual revenues to be recognized include customer liquidity issues and contract suspension or termination that may be available to our customers under certain circumstances.

The contractual operating dayrate may be higher than the actual dayrate we ultimately receive because an alternative contractual dayrate, such as a waiting-on-weather rate, waiting-on-customer rate, repair rate, standby rate or force majeure rate, may apply under certain circumstances. The contractual operating dayrate may also be higher than the actual dayrate we ultimately receive because of a number of factors, including rig downtime or suspension of operations. In certain contracts, the actual dayrate may be reduced to zero if, for example, repairs extend beyond a stated period of time. See “Part I. Item 1A. Risk Factors—Risks related to our business—Our current backlog of contract drilling revenues may not be fully realized.”

Average daily revenue—We believe average daily revenue provides a comparative measurement unit for our revenue-earning performance. Average daily revenue is defined as operating revenues, excluding revenues for contract terminations, reimbursements and contract intangible amortization, earned per operating day. The average daily revenue for our fleet was as follows:

	Years ended December 31,		
	2025	2024	2023
Average daily revenue			
Ultra-deepwater floaters	\$ 456,900	\$ 428,000	\$ 393,700
Harsh environment floaters	\$ 456,200	\$ 435,900	\$ 354,300
Total fleet average daily revenue	\$ 456,700	\$ 430,100	\$ 382,300

Our average daily revenue fluctuates relative to market conditions and our revenue efficiency. The average daily revenue may be affected by incentive performance bonuses or penalties or demobilization fee revenues. Revenues for a newbuild unit are included in the calculation when the rig commences operations upon acceptance by the customer. We remove a rig from the calculation upon disposal or classification as held for sale, unless we continue to operate the rig, in which case we remove the rig upon completion or novation of the contract.

Revenue efficiency—We believe revenue efficiency measures our ability to ultimately convert our contract backlog into revenues. Revenue efficiency is defined as actual operating revenues, excluding revenues for contract terminations and reimbursements, for the measurement period divided by the maximum revenue calculated for the measurement period, expressed as a percentage. Maximum revenue is defined as the greatest amount of contract drilling revenues the drilling unit could earn for the measurement period, excluding revenues for incentive provisions, reimbursements and contract terminations. The revenue efficiency rates for our fleet were as follows:

	Years ended December 31,		
	2025	2024	2023
Revenue efficiency			
Ultra-deepwater floaters	95.7 %	93.4 %	96.5 %
Harsh environment floaters	98.4 %	97.5 %	97.8 %
Total fleet average revenue efficiency	96.5 %	94.5 %	96.8 %

Our revenue efficiency rate varies due to revenues earned under alternative contractual dayrates, such as a waiting-on-weather rate, waiting-on-customer rate, repair rate, standby rate, force majeure rate or zero rate, that may apply under certain circumstances. Our revenue efficiency rate is also affected by incentive performance bonuses or penalties. We include newbuilds in the calculation when the rigs commence operations upon acceptance by the customer. We exclude rigs that are not operating under contract, such as those that are stacked.

Rig utilization—We present our rig utilization as an indicator of our ability to secure work for our fleet. Rig utilization is defined as the total number of operating days divided by the total number of rig calendar days in the measurement period, expressed as a percentage. The rig utilization rates for our fleet were as follows:

	Years ended December 31,		
	2025	2024	2023
Rig utilization			
Ultra-deepwater floaters	69.1 %	57.3 %	49.4 %
Harsh environment floaters	82.6 %	71.1 %	59.1 %
Total fleet average rig utilization	72.4 %	60.5 %	51.9 %

Our rig utilization rate declines as a result of idle and stacked rigs and during shipyard, contract preparation and mobilization periods. We include newbuilds in the calculation when the rigs commence operations upon acceptance by the customer. We remove a rig from the calculation upon disposal or classification as held for sale, unless we continue to operate the rig, in which case we remove the rig upon completion or novation of the contract. Accordingly, our rig utilization can increase when we remove idle or stacked units from our fleet.

OPERATING RESULTS

Year ended December 31, 2025 compared to the year ended December 31, 2024

The following is an analysis of our operating results. See “—Performance and Other Key Indicators” for definitions of operating days, average daily revenue, revenue efficiency and rig utilization.

	Years ended December 31,			
	2025	2024	Change	% Change
	(in millions, except day amounts and percentages)			
Operating days	8,220	7,848	372	5 %
Average daily revenue	\$ 456,700	\$ 430,100	\$ 26,600	6 %
Revenue efficiency	96.5 %	94.5 %		
Rig utilization	72.4 %	60.5 %		
Contract drilling revenues	\$ 3,965	\$ 3,524	\$ 441	13 %
Operating and maintenance expense	(2,406)	(2,199)	(207)	(9)%
Depreciation and amortization expense	(659)	(739)	80	11 %
General and administrative expense	(195)	(214)	19	9 %
Loss on impairment of assets	(3,049)	(772)	(2,277)	nm
Gain (loss) on disposal of assets, net	7	(17)	24	nm
Operating loss	(2,337)	(417)	(1,920)	nm
Other income (expense), net				
Interest income	40	50	(10)	(20)%
Interest expense	(555)	(362)	(193)	(53)%
Gain on retirement of debt	3	161	(158)	(98)%
Other, net	(99)	45	(144)	nm
Loss before income taxes	(2,948)	(523)	(2,425)	nm
Income tax benefit	33	11	22	nm
Net loss	\$ (2,915)	\$ (512)	\$ (2,403)	nm

“nm” means not meaningful.

Contract drilling revenues—Contract drilling revenues increased for the year ended December 31, 2025, compared to the year ended December 31, 2024, primarily due to the following: (a) approximately \$140 million resulting from higher average daily revenues, (b) approximately \$110 million resulting from increased utilization, (c) approximately \$80 million resulting from increased revenue efficiency for the fleet, (d) approximately \$70 million resulting from increased activity for the operations of our newbuild ultra-deepwater drillship *Deepwater Aquila* and (e) approximately \$50 million resulting from increased reimbursement revenues. These increases were partially offset by approximately \$10 million resulting from one less calendar day in the year ended December 31, 2025.

Costs and expenses—Operating and maintenance costs and expenses increased for the year ended December 31, 2025, compared to the year ended December 31, 2024, primarily due to the following: (a) approximately \$85 million resulting from increased activity for the operations of our active fleet, (b) approximately \$50 million resulting from increased reimbursable costs, (c) a net increased loss of approximately \$45 million associated with certain legal outcomes that resulted in a net non-cash loss of \$20 million in the current year compared to a net gain of \$25 million from favorable settlements in the earlier year, (d) approximately \$35 million resulting from the operations of our newbuild *Deepwater Aquila* and (e) approximately \$35 million resulting from the estimated effect of inflation on personnel and other operating costs. These increases were partially offset by the following: (a) approximately \$25 million resulting from rigs classified as held for sale or sold, (b) approximately \$15 million resulting from lower supply chain costs and (c) approximately \$5 million resulting from costs associated with the early retirement of certain personnel in the earlier year.

Depreciation and amortization expense decreased for the year ended December 31, 2025, compared to the year ended December 31, 2024, primarily due to the following: (a) \$97 million resulting from rigs sold or classified as held for sale and (b) \$9 million resulting from assets that were retired or had reached the end of their useful lives, partially offset by (c) \$27 million resulting from one acquired harsh environment semisubmersible, one newbuild ultra-deepwater drillship and other property and equipment placed into service in the earlier year.

General and administrative costs and expenses decreased for the year ended December 31, 2025, compared to the year ended December 31, 2024, primarily due to the following: (a) \$8 million resulting from decreased legal and professional fees, (b) \$5 million resulting from decreased personnel costs, primarily associated with the early retirement of certain personnel in the earlier year, and (c) approximately \$4 million resulting from decreased technology costs.

Impairment of assets—In the year ended December 31, 2025, we recognized a loss associated with the impairment of the ultra-deepwater floaters *Deepwater Champion*, *Discoverer Americas*, *Discoverer Clear Leader*, *Discoverer India*, *Discoverer Luanda*, *GSF Development Driller I* and the harsh environment semisubmersible *Henry Goodrich* together with related assets, which we determined were impaired at the time we classified them as held for sale, and *Development Driller III* and *Discoverer Inspiration* together with related

assets, which were previously classified as held for sale and we determined were further impaired. In the year ended December 31, 2024, we recognized a loss associated with the impairment of the ultra-deepwater floaters *Deepwater Nautilus*, *Development Driller III* and *Discoverer Inspiration*, together with related assets, which we determined were impaired at the time we classified them as held for sale.

Disposal of assets—In the year ended December 31, 2025, we recognized a net gain of \$4 million associated with the disposal of rigs and related assets. In the years ended December 31, 2025 and 2024, we recognized a net gain of \$3 million and a net loss of \$16 million, respectively, associated with the disposal of assets unrelated to rig sales.

Other income and expense—Interest expense increased in the year ended December 31, 2025, compared to the year ended December 31, 2024, primarily due to the following: (a) \$204 million increased interest resulting from a decreased gain on the fair value adjustment of the bifurcated compound exchange feature embedded in the indenture governing the 4.625% senior guaranteed exchangeable bonds due September 2029 (the “4.625% Exchangeable Bonds”), (b) \$55 million increased interest resulting from debt issued in the earlier year and (c) \$15 million increased interest resulting from interest costs capitalized for our newbuild construction program completed in the earlier year, partially offset by (d) \$79 million decreased interest resulting from debt repaid as scheduled or early retired.

In the year ended December 31, 2025, we recognized a net gain on retirement of debt due to the following: (a) a net gain of \$4 million associated with the retirement of \$105 million aggregate principal amount of notes validly tendered in the tender offers completed in the year, partially offset by (b) a net loss of \$1 million associated with the redemption of \$940 million aggregate principal amount of our debt securities. In the year ended December 31, 2024, we recognized a net gain on retirement of debt due to the following: (a) a net gain of \$144 million associated with the retirement of \$845 million aggregate principal amount of notes validly tendered in the tender offers completed in the year and (b) a net gain of \$17 million associated with the redemption of \$852 million aggregate principal amount of our debt securities.

Other expense net, increased in the year ended December 31, 2025, compared to the year ended December 31, 2024, primarily due to the following: (a) a loss of \$99 million associated with, pursuant to the Exchange Agreements, the issuance of additional Transocean Ltd. shares to certain holders of 4.00% Exchangeable Bonds in the current year, (b) a net increased loss of \$29 million associated with currency exchange rate changes and (c) decreased income of \$22 million associated with non-service components of net periodic benefit income.

Income tax expense—In the years ended December 31, 2025 and 2024, our effective tax rate was 1.1 percent and 2.2 percent, respectively, based on loss before income tax benefit. In the years ended December 31, 2025 and 2024, the effect of various discrete period tax items was a net tax benefit of \$193 million and \$158 million, respectively. In the year ended December 31, 2025, such discrete items included changes to various uncertain tax positions, valuation allowances, rig ownership changes and rig basis changes related to impairments. In the year ended December 31, 2024, such discrete items included changes to deferred taxes resulting from operational and structural changes related to rig movements and asset impairments, changes to valuation allowances and settlements and expirations of various uncertain tax positions. In the years ended December 31, 2025 and 2024, our effective tax rate, excluding discrete items, was 81.2 percent and 159.1 percent, respectively, based on income or loss before income tax expense. In the year ended December 31, 2025 compared to the year ended December 31, 2024, our effective tax rate excluding discrete items increased primarily due to changes in the relative blend of income from operations in certain jurisdictions.

Due to our operating activities and organizational structure, our income tax expense or benefit does not change proportionally with our income or loss before income taxes. We may have subsidiaries with tax expense on taxable earnings that exceeds the tax benefits in other jurisdictions, or vice versa, which sometimes results in a negative effective tax rate or unusually large effective tax rates relative to consolidated income or loss before income tax expense or benefit. Our rig operating structures further complicate our tax calculations, especially in instances where we have more than one operating structure for the taxing jurisdiction and, thus, more than one method of calculating taxes depending on the operating structure utilized by the rig under the contract.

LIQUIDITY AND CAPITAL RESOURCES

Sources and uses of cash

In the year ended December 31, 2025, our primary sources of cash were net cash provided by our operating activities, net cash proceeds from the issuance of shares and net cash proceeds from the issuance of debt. Our primary uses of cash were debt repayments and capital expenditures.

	Years ended December 31,		Change
	2025	2024 (in millions)	
Cash flows from operating activities			
Net loss	\$ (2,915)	\$ (512)	\$ (2,403)
Non-cash items, net	3,773	1,201	2,572
Changes in operating assets and liabilities, net	(109)	(242)	133
	<u>\$ 749</u>	<u>\$ 447</u>	<u>\$ 302</u>

Net cash provided by operating activities increased primarily due to (a) increased cash received from customers and (b) decreased cash paid to suppliers, partially offset by (c) increased cash paid for personnel-related costs.

	Years ended December 31,		Change
	2025	2024 (in millions)	
Cash flows from investing activities			
Capital expenditures	\$ (123)	\$ (254)	\$ 131
Investment in loan to unconsolidated affiliates	—	(3)	3
Proceeds from disposal of assets, net of costs to sell	84	101	(17)
Proceeds from disposal of equity investment in unconsolidated affiliate	6	—	6
Cash acquired in acquisition of unconsolidated affiliates	—	5	(5)
	<u>\$ (33)</u>	<u>\$ (151)</u>	<u>\$ 118</u>

Net cash used in investing activities decreased primarily due to (a) decreased capital expenditures, resulting principally from the completion of our newbuild construction program in the earlier year, partially offset by (b) decreased proceeds from disposal of assets.

	Years ended December 31,		Change
	2025	2024 (in millions)	
Cash flows from financing activities			
Repayments of debt	\$ (1,556)	\$ (2,103)	\$ 547
Proceeds from issuance of debt, net of issue costs	492	1,770	(1,278)
Proceeds from issuance of shares, net of issue costs	421	—	421
Other, net	(17)	(17)	—
	<u>\$ (660)</u>	<u>\$ (350)</u>	<u>\$ (310)</u>

Net cash used in financing activities increased primarily due to (a) decreased net cash proceeds from the issuance of \$500 million aggregate principal amount of 7.875% Senior Guaranteed Notes in the current year compared to the issuance of \$900 million aggregate principal amount of 8.25% senior notes due May 2029 and \$900 million aggregate principal amount of 8.50% senior secured notes due May 2031 in the earlier year, partially offset by (b) decreased cash used to repay debt, resulting principally from the early retirement of \$1.05 billion aggregate principal amount of certain debt securities in redemptions, tender offers and repurchases in the current year compared to the early retirement of \$1.70 billion aggregate principal amount of certain of our debt securities in redemptions and tender offers completed in the earlier year, and (c) net cash proceeds from the issuance of shares with no comparable activity in the earlier year.

Sources and uses of liquidity

Overview—We expect to use existing unrestricted cash balances, cash flows from operating activities, borrowings under our Secured Credit Facility, proceeds from the disposal of assets or proceeds from the issuance of debt or shares to fulfill anticipated near-term obligations, which may include capital expenditures, working capital and other operational requirements, scheduled debt maturities and installments or other debt-related deposits or reservations of unrestricted cash. At December 31, 2025, we had \$620 million in unrestricted cash and cash equivalents and \$377 million in restricted cash and cash equivalents. We have generated positive cash flows from operating activities over recent years and, although we cannot provide assurances, we expect that such cash flows will continue to be positive over the next year. For example, among other factors, if we incur costs for reactivation or contract preparation of multiple rigs or to otherwise assure the marketability of our fleet or general economic, financial, industry or business conditions deteriorate, our cash flows from operations may be reduced or negative.

We have a Secured Credit Facility that provides us with a borrowing capacity of \$510 million through its maturity on June 22, 2028. Our Secured Credit Facility, which is secured by, among other things, a lien on eight of our ultra-deepwater drillships and two of our harsh environment semisubmersibles, contains certain restrictive covenants, including a minimum guarantee coverage ratio of 3.0 to 1.0, a minimum collateral coverage ratio of 2.1 to 1.0 and a minimum liquidity requirement of \$200 million, among others. The Secured Credit Facility also restricts the ability of Transocean Ltd. and certain of our subsidiaries to, among other things, merge, consolidate or otherwise make changes to the corporate structure, incur liens, incur additional indebtedness, enter into transactions with affiliates and permits, subject to certain conditions, us to pay dividends and repurchase our shares. For more information about our Secured Credit Facility and our outstanding debt instruments, see Notes to Consolidated Financial Statements—Note 8—Debt.

Although we currently anticipate relying on these sources of liquidity, including cash flows from operating activities and borrowings under our Secured Credit Facility, among others, we may in the future consider establishing additional financing arrangements with banks or other capital providers and subject to market conditions and other factors, we may be required to provide collateral for any such future financing arrangements. Our secured indentures include collateral rig leverage ratios. During periods where collateral rigs have experienced reduced levels of operating efficiency or utilization, we have in the past deposited cash into the applicable debt service reserve account and taken other actions, including obtaining consents of holders of certain of our secured debt, as applicable, in order to satisfy the applicable collateral rig leverage ratio, and we may in the future take such actions from time to time, as necessary. For more information about our indentures and our debt and equity securities, see Notes to Consolidated Financial Statements—Note 8—Debt and Notes to Consolidated Financial Statements—Note 13—Equity.

Debt and equity markets—From time to time, we seek to access the capital markets in connection with our ongoing efforts to prudently manage our capital structure and improve our liquidity position. For example, we have completed multiple debt and equity

transactions, including tender offers, redemptions, exchanges and retirement of existing debt. Subject to then-existing market conditions and our expected liquidity needs, among other factors, we may also use existing unrestricted cash balances, cash flows from operating activities, or proceeds from asset sales to manage our capital structure, including by purchasing or exchanging any of our debt or equity securities in the open market, in privately negotiated transactions, or through tender or exchange offers, or by redeeming any of our outstanding debt securities pursuant to the terms of the applicable governing document, if applicable. Any future purchases, exchanges or other transactions may be on the same terms or on terms that are more or less favorable to holders than the terms of any prior transaction. We can provide no assurance as to which, if any, of these alternatives, or combinations thereof, we may choose to pursue in the future, if at all, or as to the timing with respect to any future transactions. For more information about our debt and equity transactions during the three-year period ended December 31, 2025, see Notes to Consolidated Financial Statements—Note 8—Debt and Notes to Consolidated Financial Statements—Note 13—Equity.

Our ability and willingness to access the debt and equity markets is a function of a variety of factors, including, among others, general economic, industry or market conditions, market perceptions of us and our industry and credit rating agencies' views of our debt. General economic or market conditions could have an adverse effect on our business and financial position and on the business and financial position of our customers, suppliers and lenders and could affect our ability to access the capital markets on acceptable terms or at all and our future need or ability to borrow under our Secured Credit Facility. In addition to our potential sources of funding, the effects of such global events could impact our liquidity or cause us to need to alter our allocation or sources of capital, implement further cost reduction measures and change our financial strategy. Additionally, the rating of our long-term debt is below investment grade, which is causing us to experience increased fees and interest rates under our Secured Credit Facility and indentures governing certain of our senior notes. Future downgrades may further restrict our ability to access the debt market for sources of capital and may negatively impact the cost of such capital at a time when we would like, or need, to access such markets, which could have an impact on our flexibility to react to changing economic and business conditions.

Drilling fleet—From time to time, we review possible acquisitions of businesses and drilling rigs, as well as noncontrolling ownership interests in other companies, and we may make significant future capital commitments for such purposes. We may also consider investments related to major rig upgrades, new rig construction, or the acquisition of a rig under construction. Any such acquisition or investment has involved, and in the future could involve, the payment by us of a substantial amount of cash or the issuance of a substantial number of additional shares or other securities. Our failure to subsequently secure drilling contracts in these instances, if not already secured, could have an adverse effect on our results of operations or cash flows.

The ultimate amount of our capital expenditures is partly dependent upon financial market conditions, the actual level of operational and contracting activity, the costs associated with the current regulatory environment and customer requested capital improvements and equipment for which the customer agrees to reimburse us. As with any major shipyard project that takes place over an extended period, the actual costs, the timing of expenditures and the project completion date may vary from estimates based on numerous factors, including actual contract terms, weather, exchange rates, shipyard labor conditions, availability of suppliers to recertify equipment and market demand for required components and resources. We intend to fund the cash requirements for our projected capital expenditures by using available cash balances, cash generated from operations and asset sales, borrowings under our Secured Credit Facility and financing arrangements with banks or other capital providers. Economic conditions and other factors could impact the availability of these sources of funding.

From time to time, we may also review the possible disposition of certain drilling assets. During the year ended December 31, 2025, we completed the disposal of six ultra-deepwater floaters, together with related assets, in sales for recycling. As of December 31, 2025, we had classified as held for sale two ultra-deepwater drillships and one harsh environment semisubmersible, together with related assets, and we have committed to sell these drilling units for recycling. In January 2026, we completed the sale of one ultra-deepwater drillship, together with related assets, previously classified as held for sale. Considering market conditions, we may identify additional drilling units to be sold for scrap, recycling or alternative purposes. See Notes to Consolidated Financial Statements—Note 6—Long-Lived Assets.

Contractual obligations—We provide additional information about our cash requirements for known contractual and other obligations on both a short-term and long-term basis in the notes to our consolidated financial statements as follows:

- For additional information regarding our operating and finance lease obligations, see Notes to Consolidated Financial Statements—Note 7—Leases.
- For additional information regarding our debt obligations and scheduled maturities, see Notes to Consolidated Financial Statements—Note 8—Debt.
- For additional information regarding the obligations to our employees under our various postemployment benefit plans, see Notes to Consolidated Financial Statements—Note 9—Benefit Plans.
- For additional information regarding our tax obligations, see Notes to Consolidated Financial Statements—Note 10—Income Taxes.
- For additional information regarding our obligations under long-term service agreements and our material contingencies, see Notes to Consolidated Financial Statements—Note 12—Commitments and Contingencies.

Other commercial commitments—We have other commercial commitments, such as standby letters of credit and surety bonds that guarantee certain performance activities, tax commitments and customs or other obligations in various jurisdictions. The cash obligations of these commitments, which are primarily geographically concentrated in Brazil, are not normally called because we typically comply with the underlying performance requirements. For additional information regarding our standby letters of credit and surety bond guarantees, see Notes to Consolidated Financial Statements—Note 12—Commitments and Contingencies.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Overview

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the U.S., which require us to make estimates that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures of contingent assets and liabilities. These estimates require significant judgments and assumptions. We evaluate our estimates on an ongoing basis using historical experience and various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We consider the following to be our critical accounting policies and estimates since they are very important to the portrayal of our financial condition and results and require our most subjective and complex judgments. We have discussed the development, selection and disclosure of such policies and estimates with the audit committee of our board of directors. For information about our significant accounting policies and accounting standards updates, see Notes to Consolidated Financial Statements—Note 2—Significant Accounting Policies and Notes to Consolidated Financial Statements—Note 3—Accounting Standards Updates.

Income taxes

Overview—We provide for income taxes based on expected taxable income, statutory rates and tax laws in the jurisdictions in which we operate or have a taxable presence. The relationship between our provision for or benefit from income taxes and our income or loss before income taxes can vary significantly from period to period considering, among other factors, (a) the overall level of income before income taxes, (b) changes in the blend of income that is taxed based on gross revenues rather than income before taxes, (c) rig movements between taxing jurisdictions and (d) our rig operating structures. Consequently, our income tax expense does not change proportionally with our income or loss before income taxes.

Uncertain tax positions—We apply significant judgment to evaluate our tax positions based on the interpretation of tax laws in various jurisdictions and with the use of estimates and assumptions regarding significant future events, such as the amount, timing and character of income, deductions and tax credits. Our tax liability in any given year could be affected by changes in tax laws, regulations, agreements, and treaties, currency exchange restrictions or our level or profitability of operations in each jurisdiction. The tax laws relating to the offshore drilling industry in certain jurisdictions in which we operate are not well developed, requiring us to apply incremental judgment. Although we employ the best information available at the time we prepare our annual tax provision, a number of years may elapse before the tax liabilities in the various jurisdictions are ultimately determined.

Our tax returns are undergoing examinations in several taxing jurisdictions covering various years. We review our assets and liabilities on an ongoing basis and, to the extent audits or other events cause us to adjust our previously recognized assets or liabilities, we record those adjustments in the period of the event. Our potential tax liabilities are dependent on numerous factors that cannot be reasonably projected, including among others, the amount and nature of additional taxes potentially asserted by local tax authorities; the willingness of local tax authorities to negotiate a fair settlement through an administrative process; the impartiality of the local courts; and the potential for changes in the taxes paid to one country that either produce, or fail to produce, offsetting tax changes in other countries.

Unrecognized tax benefits—We establish liabilities for estimated tax exposures, and we recognize the provisions and benefits resulting from changes to those liabilities, together with related interest and penalties, in income tax expense or benefit. Income tax exposure items primarily include potential challenges to permanent establishment or active trading positions, intercompany pricing, disposition transactions, and withholding tax rates and their applicability. Such tax exposures may be affected by changes in applicable tax law or other factors, which could cause us to revise our prior estimates, and are generally resolved through the settlement of audits within the tax jurisdictions or by judicial means. At December 31, 2025 and 2024, we had unrecognized tax benefits of \$302 million and \$414 million, respectively, including interest and penalties, against which we recorded net operating loss deferred tax assets of \$235 million and \$372 million, respectively, resulting in net unrecognized tax benefits of \$67 million and \$42 million, respectively, including interest and penalties, that upon reversal would favorably impact our effective tax rate.

Valuation allowance—We apply significant judgment to determine whether our deferred tax assets will be fully or partially realized. To evaluate our ability to realize deferred tax assets, we consider all available positive and negative evidence, including projected future taxable income and the existence of cumulative losses in recent years. We continually evaluate opportunities to utilize our deferred tax assets. We record a valuation allowance for deferred tax assets when it is more likely than not that some or all of the benefit from the deferred tax asset will not be realized. For example, we may record a valuation allowance for deferred tax assets resulting from net operating losses incurred during the year in certain jurisdictions for which the benefit of the losses will not be realized or for foreign tax credit carryforwards that may expire prior to their utilization. During the years ended December 31, 2025 and 2024, in connection with our evaluation of the projected realizability of our deferred tax assets, we determined that our consolidated cumulative loss incurred over the recent three-year period has limited our ability to consider other subjective evidence, such as projected contract activity rather than contract backlog. See Notes to Consolidated Financial Statements—Note 10—Income Taxes.

Property and equipment

Overview—We apply significant judgment to account for our property and equipment, consisting primarily of offshore drilling rigs and related equipment, related to estimates and assumptions for useful lives and salvage values. At December 31, 2025 and 2024, the carrying amount of our property and equipment was \$12.58 billion and \$15.83 billion, respectively, representing 80 percent and 82 percent, respectively, of our total assets.

Useful lives and salvage values—We depreciate our assets using the straight-line method over their estimated useful lives after allowing for salvage values. We estimate useful lives and salvage values by applying judgments and assumptions that reflect both historical experience and expectations regarding future operations, rig utilization and asset performance. Useful lives and salvage values of rigs are difficult to estimate due to a variety of factors, including (a) technological advances that impact the methods or cost of oil and gas exploration and development, (b) changes in market or economic conditions and (c) changes in laws or regulations affecting the drilling industry. Applying different judgments and assumptions in establishing the useful lives and salvage values would likely result in materially different net carrying amounts and depreciation expense for our assets. We reevaluate the remaining useful lives and salvage values of our rigs when certain events occur that directly impact the useful lives and salvage values of the rigs, including changes in operating condition, functional capability and market and economic factors. We may also consider major capital upgrades required to perform certain contracts and the long-term impact of those upgrades on future marketability. At December 31, 2025, a hypothetical one-year increase in the useful lives of all of our rigs would cause a decrease in our annual depreciation expense of approximately \$22 million and a hypothetical one-year decrease would cause an increase in our annual depreciation expense of approximately \$12 million.

Long-lived asset impairment—We review our property and equipment for impairment when events or changes in circumstances indicate that the carrying amounts of our assets held and used may not be recoverable. Potential impairment indicators include rapid declines in commodity prices and related market conditions, declines in dayrates or utilization, cancellations of contracts or credit concerns of multiple customers. During periods of oversupply, we may idle or stack rigs for extended periods of time until market conditions change, or we may elect to sell certain rigs for scrap, which in combination with other indicators above, could be an indication that an asset group may be impaired since supply and demand are the key drivers of rig utilization and our ability to contract our rigs at economical rates. Our rigs are mobile units, equipped to operate in geographic regions throughout the world and, consequently, we may mobilize rigs from an oversupplied region to a more profitable and temporarily undersupplied region when it is economical to do so. Many of our contracts generally allow our customers to relocate our rigs from one geographic region to another, subject to certain conditions, and our customers utilize this capability to meet their worldwide drilling requirements. Accordingly, our rigs are considered to be interchangeable within each asset group, and we evaluate impairment by asset group. We consider our asset groups to be ultra-deepwater floaters and harsh environment floaters.

We assess recoverability of assets held and used by projecting undiscounted cash flows for the asset group being evaluated. When the carrying amount of the asset group is determined to be unrecoverable, we recognize an impairment loss, measured as the amount by which the carrying amount of the asset group exceeds its estimated fair value. To estimate the fair value of each asset group, we apply a variety of valuation methods, incorporating income, market and cost approaches. We may weigh the approaches, under certain circumstances, when relevant data is limited, when results are inconclusive or when results deviate significantly. Our estimate of fair value generally requires us to use significant unobservable inputs, representative of Level 3 fair value measurements, including assumptions related to the long-term future performance of our asset groups, such as projected revenues and costs, dayrates, rig utilization and revenue efficiency. These projections involve uncertainties that rely on assumptions about demand for our services, future market conditions and technological developments. Because our business is cyclical, the results of our impairment testing are expected to vary significantly depending on the timing of the assessment relative to the business cycle. Altering either the timing of or the assumptions used to estimate fair value and development of significant unanticipated changes to the assumptions could materially alter an outcome that could otherwise result in an impairment loss. Given the nature of these evaluations and their application to specific asset groups and specific time periods, it is not possible to reasonably quantify the impact of changes in these assumptions.

We also consider a held-for-sale asset to be impaired to the extent its carrying amount exceeds its estimated fair value less cost to sell. In the years ended December 31, 2025, 2024, and 2023, we recognized a loss of \$3.05 billion, \$772 million, and \$57 million, respectively, associated with the impairment of assets that we determined were impaired at the time we classified such assets as held for sale or we identified changes in circumstances that indicated assets previously classified as held for sale were further impaired. See Notes to Consolidated Financial Statements—Note 6—Long-Lived Assets.

OTHER MATTERS

Related party transactions

During the year ended December 31, 2025, we entered into certain related party transactions with our unconsolidated affiliates. For additional information regarding our related party transactions, see Notes to Consolidated Financial Statements—Note 4—Unconsolidated Affiliates and Notes to Consolidated Financial Statements—Note 8—Debt.

Regulatory matters

We occasionally receive inquiries from governmental regulatory agencies regarding our operations around the world, including inquiries with respect to various tax, environmental, regulatory and compliance matters. To the extent appropriate under the circumstances,

we investigate such matters, respond to such inquiries and cooperate with the regulatory agencies. See Notes to Consolidated Financial Statements—Note 12—Commitments and Contingencies.

Tax matters

We conduct operations through our various subsidiaries in countries throughout the world. Each country has its own tax regimes with varying statutory rates, deductions and tax attributes, which are subject to changes resulting from new legislation, interpretation or guidance. From time to time, as a result of these changes, we may revise previously evaluated tax positions, which could cause us to adjust our recorded tax assets and liabilities. Tax authorities in certain jurisdictions are examining our tax returns and, in some cases, have issued assessments. We intend to defend our tax positions vigorously. Although we can provide no assurance as to the outcome of the aforementioned changes, examinations or assessments, we do not expect the ultimate liability to have a material adverse effect on our financial position or results of operations; however, it could have a material adverse effect on our cash flows. See Notes to Consolidated Financial Statements—Note 10—Income Taxes.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Overview—We are exposed to interest rate risk, primarily associated with our long-term debt, including current maturities. Additionally, we are exposed to equity price risk related to our exchangeable bonds and currency exchange rate risk related to our international operations.

Interest rate risk—The following table presents the scheduled installment amounts and related weighted-average interest rates of our long-term debt instruments by contractual maturity date. The following table presents information as of December 31, 2025, for each of the five years in the period ending December 31, 2030 and thereafter (in millions, except interest rate percentages):

	Years ending December 31,					Thereafter	Total	Fair value
	2026	2027	2028	2029	2030			
Debt								
Fixed rate (USD)	\$ 458	\$ 435	\$ 612	\$ 1,277	\$ 411	\$ 2,493	\$ 5,686	\$ 5,755
Average interest rate	7.26 %	7.66 %	7.90 %	7.56 %	8.75 %	7.83 %		

At December 31, 2025 and 2024, the fair value of our outstanding debt was \$5.76 billion and \$6.89 billion, respectively. During the year ended December 31, 2025, the fair value of our debt decreased by \$1.13 billion due to the following: (a) a decrease of \$1.07 billion resulting from debt retired in tender offers, redemptions and repurchases, (b) a decrease of \$484 million resulting from scheduled repayments and (c) a decrease of \$207 million due to principal reduction of the 4.00% Exchangeable Bonds pursuant to the Exchange Agreements. These decreases were partially offset by the following: (a) an increase of \$522 million resulting from the issuance of 7.875% Senior Guaranteed Notes and (b) a net increase of \$108 million resulting from changes in the market prices of our outstanding debt. See Notes to Consolidated Financial Statements—Note 8—Debt and Notes to Consolidated Financial Statements—Note 19—Risk Concentration.

The majority of our cash equivalents is subject to variable interest rates or short-term interest rates and such cash equivalents earn commensurately higher rates of return when interest rates increase.

Equity price risk—We are exposed to equity price risk primarily related to the bifurcated compound exchange feature contained within the indenture governing the 4.625% Exchangeable Bonds. The market price of our shares is the primary driver of the fair value of the exchange feature. At December 31, 2025, the fair value of the bifurcated compound exchange feature was \$126 million. At December 31, 2025, a 10 percent hypothetical increase or decrease to the market price of our shares would result in a \$30 million increase or \$21 million decrease, respectively, to the carrying amount of the exchange feature, recorded as a component of our debt, and a corresponding adjustment to interest expense. See Notes to Consolidated Financial Statements—Note 8—Debt and Notes to Consolidated Financial Statements—Note 19—Risk Concentration.

Currency exchange rate risk—We are exposed to currency exchange rate risk primarily related to contract drilling revenues, employee compensation costs and purchasing costs that are denominated in currencies other than our functional currency, the U.S. dollar. We use a variety of techniques to minimize the exposure to currency exchange rate risk, including structuring customer payment terms and occasionally entering into forward exchange contracts. We structure customer contracts, as our primary tool to manage currency exchange rate risk, to provide for payment in both U.S. dollars and local currency where the local currency portion is based on our anticipated local currency requirements over the contract term. Due to various factors, including customer acceptance, local banking laws, national content requirements, other statutory requirements, currency liquidity, local inflation and revenue efficiency, actual local currency needs may vary from those realized in the customer contracts, resulting in partial exposure to currency exchange rate risk. The currency exchange effect resulting from our international operations generally has not had a material impact on our operating results. See Notes to Consolidated Financial Statements—Note 19—Risk Concentration.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Management's Report on Internal Control Over Financial Reporting

Management of Transocean Ltd. (the "Company," "we" or "our") is responsible for the integrity and objectivity of the financial information included in this annual report. We have prepared our financial statements in accordance with accounting principles generally accepted in the United States ("U.S."), which require us to apply our best judgement to make estimates and assumptions for certain amounts. We are responsible for establishing and maintaining a system of internal controls and procedures to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements. Our internal control system is supported by a program of internal audits and appropriate reviews by management, written policies and guidelines, careful selection of qualified personnel, and a written Code of Integrity. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and, even when determined to be effective, can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness in future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(e) and 15d-15(e) under the U.S. Securities Exchange Act of 1934. Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2025. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission, as described in *Internal Control-Integrated Framework*, as published in 2013. Based on this assessment, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2025.

The Company's independent auditors, Ernst & Young LLP, a registered public accounting firm, are appointed by the audit committee of the Company's board of directors, subject to ratification by our shareholders. Ernst & Young LLP has audited and reported on the consolidated financial statements of Transocean Ltd. and subsidiaries, and the Company's internal control over financial reporting. The reports of the independent auditors are contained in this annual report.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Transocean Ltd.

Opinion on Internal Control Over Financial Reporting

We have audited Transocean Ltd. and subsidiaries' internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Transocean Ltd. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and financial statement schedule listed in the Index at Item 15(a) and our report dated February 23, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Houston, Texas
February 23, 2026

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Transocean Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Transocean Ltd. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 23, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

Income Taxes

Description of the Matter

As discussed in Notes 2 and 10 to the consolidated financial statements, the Company operates in multiple jurisdictions through a complex operating structure and is subject to applicable tax laws or regulations in each jurisdiction where it operates. The Company's provision for income taxes is based on the tax laws and rates applicable in each jurisdiction.

Auditing management's provision for income taxes and related deferred taxes was complex because of the Company's multi-national operating structure. In particular, a higher degree of auditor judgment was required to evaluate the completeness of the Company's deferred tax provision as a result of the Company's interpretation of tax law in certain jurisdictions across its multiple subsidiaries.

*How We Addressed
the Matter in Our Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's income tax provision process, including controls over management's review of the identification of deferred income taxes and changes in the tax structure and tax laws and regulations that may impact the completeness of the Company's deferred income tax provision.

Our audit procedures also included, among others, (i) obtaining an understanding of the Company's overall tax structure, evaluating changes in the Company's tax structure that occurred during the year as well as changes in tax law, and assessing the interpretation of those changes under the relevant jurisdiction's tax law; (ii) utilizing tax resources with appropriate knowledge of local jurisdictional laws and regulations; and (iii) evaluating the completeness of deferred income taxes.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1999.
Houston, Texas
February 23, 2026

To the General Meeting of
Transocean Ltd., Steinhausen

Zurich, February 23, 2026

Report of the statutory auditor

Report on the audit of the consolidated financial statements



Opinion

We have audited the accompanying consolidated financial statements of Transocean Ltd. and its subsidiaries (the Company), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the related consolidated statements of operations, comprehensive loss, equity, and cash flows for each of the three years in the period ended December 31, 2025, and the related notes, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles (US GAAP) and comply with Swiss law.



Basis for opinion

We conducted our audit in accordance with Swiss law, Swiss Standards on Auditing (SA-CH) and the standards of the Public Company Accounting Oversight Board (United States) (PCAOB standards). Our responsibility is to express an opinion on these consolidated financial statements based on our audit and our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report. We are a public accounting firm and are independent of the Company in accordance with the provisions of Swiss law, U.S. federal securities law, as well as the requirements of the Swiss audit profession that are relevant to audits of the financial statements of public interest entities, the U.S. Securities and Exchange Commission and the PCAOB. We have also 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 reasonable basis for our opinion.



Critical audit matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosures to which it relates.

Income Taxes

Description of the Matter

As discussed in Notes 2 and 10 to the consolidated financial statements, the Company operates in multiple jurisdictions through a complex operating structure and is subject to applicable tax laws or regulations in each jurisdiction where it operates. The Company's provision for income taxes is based on the tax laws and rates applicable in each jurisdiction.

Auditing management's provision for income taxes and related deferred taxes was complex because of the Company's multi-national operating structure. In particular, a higher degree of auditor judgment was required to evaluate the completeness of the Company's deferred tax provision as a result of the Company's interpretation of tax law in certain jurisdictions across its multiple subsidiaries.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's income tax provision process, including controls over management's review of the identification of deferred income taxes and changes in the tax structure and tax laws and regulations that may impact the completeness of the Company's deferred income tax provision.

Our audit procedures also included, among others, (i) obtaining an understanding of the Company's overall tax structure, evaluating changes in the Company's tax structure that occurred during the year as well as changes in tax law, and assessing the interpretation of those changes under the relevant jurisdiction's tax law; (ii) utilizing tax resources with appropriate knowledge of local jurisdictional laws and regulations; and (iii) evaluating the completeness of deferred income taxes.



Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the compensation report and our auditor's reports thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



Board of Directors' responsibilities for the consolidated financial statements

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with US GAAP and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Company'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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Swiss law, SA-CH and PCAOB standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Swiss law, SA-CH and PCAOB standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. 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.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- ▶ Conclude on the appropriateness of the Board of Directors' 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 ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 to cease to continue as a going concern.

- ▶ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Company's audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors and the Audit Committee 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 Board of Directors and 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, actions taken to eliminate threats or safeguards applied.

From the matters arising from the audit of the consolidated financial statements that were communicated or required to be communicated to the Board of Directors and the Audit Committee, we determine those matters that related to accounts or disclosures that are material to the consolidated financial statements and involved especially challenging, subjective, or complex auditor judgment in the current period and are therefore critical audit matters.

Report on other legal and regulatory requirements



In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

We have served as the Company's auditor since 2008.

Ernst & Young Ltd

/s/ Reto Hofer
Licensed audit expert
(Auditor in charge)

/s/ Ralph Petermann
U.S. certified public accountant

Enclosures

- ▶ Consolidated financial statements (consolidated balance sheets, consolidated statements of operations, comprehensive loss, equity, cash flows and notes)

TRANSOCEAN LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per share data)

	Years ended December 31,		
	2025	2024	2023
Contract drilling revenues	\$ 3,965	\$ 3,524	\$ 2,832
Costs and expenses			
Operating and maintenance	2,406	2,199	1,986
Depreciation and amortization	659	739	744
General and administrative	195	214	187
	3,260	3,152	2,917
Loss on impairment of assets	(3,049)	(772)	(57)
Gain (loss) on disposal of assets, net	7	(17)	(183)
Operating loss	(2,337)	(417)	(325)
Other income (expense), net			
Interest income	40	50	52
Interest expense, net of amounts capitalized	(555)	(362)	(646)
Gain (loss) on retirement of debt	3	161	(31)
Other, net	(99)	45	9
	(611)	(106)	(616)
Loss before income taxes	(2,948)	(523)	(941)
Income tax expense (benefit)	(33)	(11)	13
Net loss	(2,915)	(512)	(954)
Net income attributable to noncontrolling interest	—	—	—
Net loss attributable to controlling interest	\$ (2,915)	\$ (512)	\$ (954)
Loss per share			
Basic	\$ (3.04)	\$ (0.60)	\$ (1.24)
Diluted	\$ (3.04)	\$ (0.76)	\$ (1.24)
Weighted-average shares outstanding			
Basic	960	850	768
Diluted	960	925	768

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in millions)

	Years ended December 31,		
	2025	2024	2023
Net loss	\$ (2,915)	\$ (512)	\$ (954)
Net income attributable to noncontrolling interest	—	—	—
Net loss attributable to controlling interest	(2,915)	(512)	(954)
Components of net periodic benefit costs before reclassifications	(9)	37	6
Components of net periodic benefit costs reclassified to net loss	1	2	—
Other comprehensive income (loss) before income taxes	(8)	39	6
Income taxes related to other comprehensive income (loss)	—	—	2
Other comprehensive income (loss)	(8)	39	8
Other comprehensive income attributable to noncontrolling interest	—	—	—
Other comprehensive income (loss) attributable to controlling interest	(8)	39	8
Total comprehensive loss	(2,923)	(473)	(946)
Total comprehensive income attributable to noncontrolling interest	—	—	—
Total comprehensive loss attributable to controlling interest	\$ (2,923)	\$ (473)	\$ (946)

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

	December 31,	
	2025	2024
Assets		
Cash and cash equivalents	\$ 620	\$ 560
Accounts receivable, net	540	564
Materials and supplies, net	378	439
Assets held for sale	24	343
Restricted cash and cash equivalents	377	381
Other current assets	142	165
Total current assets	2,081	2,452
Property and equipment	17,451	22,417
Less accumulated depreciation	(4,874)	(6,586)
Property and equipment, net	12,577	15,831
Deferred tax assets, net	61	45
Other assets	923	1,043
Total assets	\$ 15,642	\$ 19,371
Liabilities and equity		
Accounts payable	\$ 242	\$ 255
Accrued income taxes	22	31
Debt due within one year	445	686
Other current liabilities	627	691
Total current liabilities	1,336	1,663
Long-term debt	5,212	6,195
Deferred tax liabilities, net	404	499
Other long-term liabilities	582	729
Total long-term liabilities	6,198	7,423
Commitments and contingencies		
Shares, \$0.10 par value, 1,204,009,681 authorized, 141,262,093 conditionally authorized, 1,204,009,681 issued and 1,101,528,481 outstanding at December 31, 2025, and 1,057,879,029 authorized, 141,262,093 conditionally authorized, 940,828,901 issued and 875,830,772 outstanding at December 31, 2024	110	87
Additional paid-in capital	15,604	14,880
Accumulated deficit	(7,460)	(4,545)
Accumulated other comprehensive loss	(146)	(138)
Total controlling interest shareholders' equity	8,108	10,284
Noncontrolling interest	—	1
Total equity	8,108	10,285
Total liabilities and equity	\$ 15,642	\$ 19,371

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(in millions)

	Years ended December 31,			Years ended December 31,		
	2025	2024	2023	2025	2024	2023
	Quantity			Amount		
Shares						
Balance, beginning of period	876	809	722	\$ 87	\$ 81	\$ 71
Issuance of shares	226	67	87	23	6	10
Balance, end of period	1,102	876	809	\$ 110	\$ 87	\$ 81
Additional paid-in capital						
Balance, beginning of period				\$ 14,880	\$ 14,544	\$ 13,984
Share-based compensation				35	47	40
Issuance of shares				689	289	520
Balance, end of period				\$ 15,604	\$ 14,880	\$ 14,544
Accumulated deficit						
Balance, beginning of period				\$ (4,545)	\$ (4,033)	\$ (3,079)
Net loss attributable to controlling interest				(2,915)	(512)	(954)
Balance, end of period				\$ (7,460)	\$ (4,545)	\$ (4,033)
Accumulated other comprehensive loss						
Balance, beginning of period				\$ (138)	\$ (177)	\$ (185)
Other comprehensive income (loss) attributable to controlling interest				(8)	39	8
Balance, end of period				\$ (146)	\$ (138)	\$ (177)
Total controlling interest shareholders' equity						
Balance, beginning of period				\$ 10,284	\$ 10,415	\$ 10,791
Total comprehensive loss attributable to controlling interest				(2,923)	(473)	(946)
Share-based compensation				35	47	40
Issuance of shares				712	295	530
Balance, end of period				\$ 8,108	\$ 10,284	\$ 10,415
Noncontrolling interest						
Balance, beginning of period				\$ 1	\$ 1	\$ 1
Distribution to holder of noncontrolling interest				(1)	—	—
Balance, end of period				\$ —	\$ 1	\$ 1
Total equity						
Balance, beginning of period				\$ 10,285	\$ 10,416	\$ 10,792
Total comprehensive loss				(2,923)	(473)	(946)
Share-based compensation				35	47	40
Issuance of shares				712	295	530
Distribution to holder of noncontrolling interest				(1)	—	—
Balance, end of period				\$ 8,108	\$ 10,285	\$ 10,416

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Years ended December 31,		
	2025	2024	2023
Cash flows from operating activities			
Net loss	\$ (2,915)	\$ (512)	\$ (954)
Adjustments to reconcile to net cash provided by operating activities:			
Amortization of contract intangible asset	—	4	52
Depreciation and amortization	659	739	744
Share-based compensation expense	35	47	40
Loss on impairment of assets	3,049	772	57
(Gain) loss on disposal of assets, net	(7)	17	183
Amortization of debt-related balances, net	48	53	51
(Gain) loss on adjustment to bifurcated compound exchange feature	(10)	(214)	127
(Gain) loss on retirement of debt	(3)	(161)	31
Loss on conversion of debt to equity	99	—	27
Loss on impairment of investment in unconsolidated affiliate	—	5	5
Deferred income tax expense (benefit)	(111)	(42)	18
Other, net	14	(19)	(1)
Changes in contract liabilities, net	(170)	45	70
Changes in deferred costs, net	86	(2)	(190)
Changes in other operating assets and liabilities, net	(25)	(285)	(96)
Net cash provided by operating activities	749	447	164
Cash flows from investing activities			
Capital expenditures	(123)	(254)	(427)
Investment in loans to unconsolidated affiliates	—	(3)	(3)
Investment in equity of unconsolidated affiliates	—	—	(10)
Proceeds from disposal of assets, net of costs to sell	84	101	10
Proceeds from disposal of equity investment in unconsolidated affiliate	6	—	—
Cash acquired in acquisition of unconsolidated affiliates	—	5	7
Net cash used in investing activities	(33)	(151)	(423)
Cash flows from financing activities			
Repayments of debt	(1,556)	(2,103)	(1,717)
Proceeds from issuance of debt, net of issue costs	492	1,770	1,983
Proceeds from issuance of shares, net of issue costs	421	—	—
Other, net	(17)	(17)	(3)
Net cash provided by (used in) financing activities	(660)	(350)	263
Net increase (decrease) in unrestricted and restricted cash and cash equivalents	56	(54)	4
Unrestricted and restricted cash and cash equivalents, beginning of period	941	995	991
Unrestricted and restricted cash and cash equivalents, end of period	\$ 997	\$ 941	\$ 995

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—BUSINESS

Overview

Transocean Ltd. (together with its subsidiaries and predecessors, unless the context requires otherwise, “Transocean,” “we,” “us” or “our”) is a leading international provider of offshore contract drilling services for oil and gas wells. As of December 31, 2025, we owned or had partial ownership interests in and operated a fleet of 27 mobile offshore drilling units, consisting of 20 ultra-deepwater drillships and seven harsh environment semisubmersibles.

We provide, as our primary business, contract drilling services in a single operating segment, which involves contracting our mobile offshore drilling rigs, related equipment and work crews to drill oil and gas wells. We specialize in technically demanding regions of the global offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services. Our drilling fleet is one of the most versatile fleets in the world, consisting of drillships and semisubmersible floaters used in support of offshore drilling activities and offshore support services on a worldwide basis.

We perform contract drilling services by deploying our high-specification fleet in a single, global market that is geographically dispersed in oil and gas exploration and development areas throughout the world. The location of our rigs and the allocation of our resources to build or upgrade rigs are determined by the activities and needs of our customers. See Note 15—Supplemental Segment Information.

Agreement to acquire Valaris Limited

On February 9, 2026, we and Valaris Limited, an exempted company limited by shares incorporated under the laws of Bermuda (“Valaris”), entered into a Business Combination Agreement (the “Agreement”) providing for the combination of Transocean and Valaris (the “Business Combination”). Pursuant to the Agreement, and on the terms and subject to the conditions thereof, we will acquire all of the issued and outstanding common shares, par value \$0.01 each, of Valaris (the “Valaris Shares”) in exchange for Transocean Ltd. shares, par value \$0.10 each, at an exchange ratio of 15.235 Transocean Ltd. shares for each Valaris Share. Pursuant to the Agreement, and on the terms and subject to the conditions thereof, at the time on which the order of the Supreme Court of Bermuda providing for its sanction of the Scheme of Arrangement is filed with the Registrar of Companies of Bermuda, the Business Combination will become effective and Valaris will become our wholly owned subsidiary. The board of directors of Transocean and Valaris each unanimously approved and declared advisable the Agreement and the transactions contemplated thereby, including the Business Combination.

NOTE 2—SIGNIFICANT ACCOUNTING POLICIES

Accounting estimates—To prepare financial statements in accordance with accounting principles generally accepted in the United States (“U.S.”), we must make judgments by applying estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and assumptions, including those related to our income taxes, property and equipment, equity investments, contingencies, allowance for excess materials and supplies, assets held for sale, postemployment benefit plans and share-based compensation. We base our estimates and assumptions on historical experience and other factors that we believe are reasonable. Actual results could differ from such estimates.

Fair value measurements—We estimate fair value at an exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Our valuation techniques require inputs that we categorize using a three-level hierarchy, from highest to lowest level of observable inputs, as follows: (1) significant observable inputs, including unadjusted quoted prices for identical assets or liabilities in active markets (“Level 1”), (2) significant other observable inputs, including direct or indirect market data for similar assets or liabilities in active markets or identical assets or liabilities in less active markets (“Level 2”) and (3) significant unobservable inputs, including those that require considerable judgment for which there is little or no market data (“Level 3”). When a valuation requires multiple input levels, we categorize the entire fair value measurement according to the lowest level of input that is significant to the measurement even though we may have also utilized significant inputs that are more readily observable.

Consolidation—We consolidate entities in which we have a majority voting interest and entities that meet the criteria for variable interest entities for which we are deemed to be the primary beneficiary for accounting purposes. We eliminate intercompany transactions and accounts in consolidation. We apply the equity method of accounting for an equity investment in an unconsolidated entity if we have the ability to exercise significant influence over the entity that (a) does not meet the variable interest entity criteria or (b) meets the variable interest entity criteria, but for which we are not deemed to be the primary beneficiary. We measure other equity investments at fair value if the investment has a fair value that is readily determinable; otherwise, we measure the investment at cost, less any impairment. We separately present within equity on our consolidated balance sheets the ownership interests attributable to parties with noncontrolling interests in our consolidated subsidiaries, and we separately present net income attributable to such parties on our consolidated statements of operations. See Note 4—Unconsolidated Affiliates and Note 13—Equity.

Functional currency—We consider the U.S. dollar to be the functional currency for all of our operations since the majority of our revenues and expenditures are denominated in U.S. dollars. Consequently, our exposure to currency exchange rate fluctuations is limited.

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

We recognize currency exchange rate gains and losses in other, net. In the years ended December 31, 2025, 2024 and 2023, we recognized a net loss of \$13 million, a net gain of \$16 million and a net gain of \$10 million, respectively, related to currency exchange rates.

Revenues and related pre-operating costs—We recognize revenues earned under our drilling contracts based on variable dayrates, which range from a full operating dayrate to lower rates or zero rates for periods when drilling operations are interrupted or restricted, based on the specific activities we perform during the contract on an hourly, or more frequent, basis. Such dayrate consideration is attributed to the distinct time period to which it relates within the contract term, and therefore, is recognized as we perform the services. When the operating dayrate declines over the contract term, we recognize revenues on a straight-line basis over the estimated contract period. We recognize reimbursement revenues and the corresponding costs as we provide the customer-requested goods and services, when such reimbursable costs are incurred while performing drilling operations. Prior to performing drilling operations, we may receive pre-operating revenues, on either a fixed lump-sum or variable dayrate basis, for mobilization, contract preparation, customer-requested goods and services or capital upgrades, for which we record a contract liability and recognize as revenues on a straight-line basis over the estimated contract period. We recognize losses for loss contracts as such losses are incurred. We recognize revenues for demobilization over the contract period unless otherwise constrained. We recognize revenues from contract terminations as we fulfill our obligations and all contingencies have been resolved. We apply the optional exemption that permits us to exclude disclosure of the estimated transaction price related to the variable portion of unsatisfied performance obligations at the end of the reporting period, as our transaction price is typically based on a single performance obligation consisting of a series of distinct hourly, or more frequent, periods, the variability of which will be resolved at the time of the future services.

To obtain contracts with our customers, we incur pre-operating costs to prepare a rig for contract and mobilize a rig to the drilling location. We defer such pre-operating contract preparation and mobilization costs for recognition in operating and maintenance costs over the estimated contract period on a straight-line basis, consistent with the general pace of activity. See Note 5—Revenues.

Income taxes—We provide for income taxes based on expected taxable income, statutory rates and tax laws in the jurisdictions in which we operate or have a taxable presence. We recognize the effect of changes in tax laws as of the date of enactment. We recognize potential global intangible low-taxed income inclusions as a period cost.

We establish liabilities for estimated tax exposures, and we recognize the provisions and benefits resulting from changes to those liabilities, together with related interest and penalties, in income tax expense or benefit. Income tax exposure items include potential challenges to permanent establishment positions, intercompany pricing, disposition transactions, and withholding tax rates and their applicability. Such tax exposures may be affected by changes in applicable tax law or other factors, which could cause us to revise our prior estimates, and are generally resolved through the settlement of audits within the tax jurisdictions or by judicial means.

We measure deferred tax assets and liabilities using enacted tax rates that will apply in the years in which the deferred tax assets and liabilities are expected to be recovered or paid. To evaluate our ability to realize deferred tax assets, we consider all available positive and negative evidence, including projected future taxable income and the existence of cumulative losses in recent years. We record a valuation allowance for deferred tax assets when it is more likely than not that some or all of the benefit from the deferred tax asset will not be realized. For example, we may record a valuation allowance for deferred tax assets resulting from net operating losses incurred during the year in certain jurisdictions for which the benefit of the losses will not be realized or for foreign tax credit carryforwards that may expire prior to their utilization. See Note 10—Income Taxes.

Cash and cash equivalents—We consider cash equivalents to include highly liquid debt instruments with original maturities of three months or less, such as time deposits with commercial banks that have high credit ratings, U.S. Treasury and government securities, Eurodollar time deposits, certificates of deposit and commercial paper. We may also invest excess funds in no-load, open-ended, management investment trusts. Such management trusts invest exclusively in high-quality money market instruments.

Restricted cash and cash equivalents—We maintain restricted cash and cash equivalents that are either pledged for debt service under certain bond indentures, as required under certain bank credit arrangements, or held in accounts that are subject to restrictions due to legislation, regulation or court order. We classify such restricted cash and cash equivalents in current assets if the restriction is expected to expire or otherwise be resolved within one year or if such funds are considered to correspond to liabilities that are properly classified as current liabilities. See Note 8—Debt.

Materials and supplies—We record materials and supplies at their average cost less an allowance for excess items. We estimate the allowance for excess items based on historical experience and expectations for future use of the materials and supplies. At December 31, 2025 and 2024, our allowance for excess items was \$140 million and \$178 million, respectively. The decrease was primarily due to the disposal of materials and supplies associated with rigs and related assets sold or classified as held for sale.

Assets held for sale—We classify an asset as held for sale when the facts and circumstances meet the criteria for such classification, including the following: (a) we have committed to a plan to sell the asset, (b) the asset is available for immediate sale, (c) we have initiated actions to complete the sale, including locating a buyer, (d) the sale is expected to be completed within one year, (e) the asset is being actively marketed at a price that is reasonable relative to its fair value, and (f) the plan to sell is unlikely to be subject to significant changes or termination. The carrying amount of our assets held for sale is measured at the lower of its carrying amount or fair value less

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

cost to sell. We consider a held-for-sale asset to be impaired to the extent its carrying amount exceeds its estimated fair value less cost to sell. See Note 6—Long-Lived Assets.

Property and equipment—We apply judgment to account for our property and equipment, consisting primarily of offshore drilling rigs and related equipment, related to estimates and assumptions for cost capitalization, useful lives and salvage values. We base our estimates and assumptions on historical experience and expectations regarding future industry conditions and operations. At December 31, 2025, the aggregate carrying amount of our property and equipment represented 80 percent of our total assets.

We capitalize expenditures for newbuilds, renewals, replacements and improvements, including capitalized interest, if applicable, and we recognize the expense for maintenance and repair costs as incurred. For newbuild construction projects, we also capitalize the initial preparation, mobilization and commissioning costs incurred until the drilling unit is placed into service. Upon sale or other disposition of an asset, we recognize a net gain or loss on disposal of the asset, which is measured as the difference between the net carrying amount of the asset and the net proceeds received. We compute depreciation using the straight-line method after allowing for salvage values.

The estimated original useful life of our drilling units is 35 years, our buildings and improvements range from three to 30 years and our machinery and equipment range from four to 20 years. We reevaluate the remaining useful lives and salvage values of our rigs when certain events occur that directly impact the useful lives and salvage values of the rigs, including changes in operating condition, functional capability and market and economic factors. When evaluating the remaining useful lives of rigs, we also consider major capital upgrades required to perform certain contracts and the long-term impact of those upgrades on future marketability.

Long-lived asset impairment—We review the carrying amounts of long-lived assets, including property and equipment and right-of-use assets, for potential impairment when events occur or circumstances change that indicate that the carrying amount of such assets may not be recoverable. For assets classified as held and used, we determine recoverability by evaluating the estimated undiscounted future net cash flows based on projected dayrates and utilization of the asset group under review. We consider our asset groups to be ultra-deepwater floaters and harsh environment floaters. When an impairment of an asset group is indicated, we measure an impairment as the amount by which the carrying amount of the asset group exceeds its estimated fair value. We estimate the fair value of an asset group by applying a variety of valuation methods, incorporating a combination of income, market and cost approaches, using projected discounted cash flows and estimates of the exchange price that would be received for the assets in the principal or most advantageous market for the assets in an orderly transaction between market participants as of the measurement date. See Note 6—Long-Lived Assets.

Equity investments and impairment—We review our equity-method investments, and other equity investments for which a readily determinable fair value is not available, for potential impairment when events or changes in circumstances indicate that the carrying amount of the investment might not be recoverable in the near term. If we determine that an impairment that is other than temporary exists, we recognize an impairment loss, measured as the amount by which the carrying amount of the investment exceeds its estimated fair value. To estimate the fair value of the investment, we apply valuation methods that rely primarily on the income and market approaches. We amortize the basis difference caused by such impairments using the straight-line method over the estimated life of the asset. See Note 4—Unconsolidated Affiliates.

Pension and other postemployment benefit plans—We use a measurement date of January 1 to determine net periodic benefit costs and December 31 to determine plan benefit obligations and the fair values of plan assets. We determine our net periodic benefit costs based on a market-related value of assets that reduces year-to-year volatility by including investment gains or losses subject to amortization over a five-year period from the year in which they occur. We calculate investment gains or losses for this purpose as the difference between the expected return calculated using the market-related value of assets and the actual return based on the market-related value of assets. If gains or losses exceed 10 percent of the greater of plan assets or plan liabilities, we amortize such gains or losses over the average expected future lifetime of the participants.

We measure the actuarially determined obligations and related costs for our defined benefit pension and other postemployment benefit plans, retiree life insurance and medical benefits, by applying assumptions, the most significant of which include long-term rate of return on plan assets, discount rates and mortality rates. For the long-term rate of return, we develop our assumptions regarding the expected rate of return on plan assets based on projected long-term investment returns, and we weight the assumptions based on each plan's asset allocation. For the discount rate, we base our assumptions on a yield curve approach using Aa-rated corporate bonds and the expected timing of future benefit payments. At December 31, 2025 and 2024, the funded status of our pension and other postemployment benefit plans represented an aggregate liability of \$105 million and \$104 million, respectively, and an aggregate asset of \$78 million and \$73 million, respectively. See Note 9—Benefit Plans.

Share-based compensation—To measure the fair values of granted or modified service-based restricted share units, we use the market price of our shares on the grant date or modification date. To measure the fair values of granted or modified performance-based restricted share units subject to market factors, we use an average price at the performance start date and project performance based on a Monte Carlo simulation model under a risk-neutral approach and apply assumptions for the expected life, risk-free interest rate, expected volatility and dividend yield. To measure the fair values of granted or modified performance-based restricted share units that are subject to performance targets, we use the market price of our shares on the grant date or modification date and adjust the value for the projected performance rate expected to be achieved at the end of the measurement period. We recognize share-based compensation expense in the

TRANSOCEAN LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

same financial statement line item as cash compensation paid to the respective employees or non-employee directors. We recognize such compensation expense on a straight-line basis over the service period through the date the employee or non-employee director is no longer required to provide service to earn the award. See Note 14—Share-Based Compensation.

Contingencies—We assess our contingencies on an ongoing basis to evaluate the appropriateness of our liabilities and disclosures for such contingencies. We establish liabilities for estimated loss contingencies when we believe a loss is probable and the amount of the probable loss can be reasonably estimated. Once established, we adjust the carrying amount of a contingent liability upon the occurrence of a recognizable event when facts and circumstances change, altering our previous assumptions with respect to the likelihood or amount of loss. We recognize corresponding assets for those loss contingencies that we believe are probable of being recovered through insurance. We recognize expense for legal costs as they are incurred, and we recognize a corresponding asset for such legal costs only if we expect such legal costs to be recovered through insurance.

NOTE 3—ACCOUNTING STANDARDS UPDATES

Recently adopted accounting standards

Income taxes—Effective for the year ended December 31, 2025, we adopted the accounting standards update that requires significant incremental disclosures intended to enhance the transparency and decision-usefulness of income tax disclosures, particularly with regard to the effective tax rate reconciliation table and income taxes paid. We have provided new disclosures, as required, presented on a prospective basis in our notes to consolidated financial statements. See Note 10—Income Taxes.

Recently issued accounting standards updates not yet adopted

Disaggregated income statement expenses—Effective for the year ending December 31, 2027, we will adopt the accounting standards update that requires, in the notes to consolidated financial statements, disaggregated disclosures of certain categories of expenses that are included in expense line items on the face of the consolidated statements of operations. The disclosures will be required on an annual and interim basis. We will provide the new disclosures, as required, for annual periods beginning with our annual report on Form 10-K for the year ending December 31, 2027, and subsequently, for interim periods beginning with our quarterly report on Form 10-Q for the quarterly period ending March 31, 2028. We continue to evaluate the requirements. Although our adoption will require us to augment certain disclosures in the notes to consolidated financial statements, we do not expect such adoption to have a material effect on our consolidated statements of financial position, operations or cash flows.

NOTE 4—UNCONSOLIDATED AFFILIATES

Equity investments

Overview—At December 31, 2025, we hold equity investments in certain unconsolidated companies, including (a) our 16 percent ownership interest in Global Sea Mineral Resources NV (together with its subsidiaries, “GSR”), a Belgian company and leading developer of nodule collection technology, which is engaged in the development and exploration of deep-sea polymetallic nodules that contain metals critical to the growing renewable energy market, (b) our 19 percent ownership interest in Ocean Minerals LLC, the parent company of Moana Minerals Ltd., a Cook Islands subsea resource development company that intends to explore and collect polymetallic nodules, and (c) our ownership interests in other companies involved in researching and developing technology to improve efficiency, reliability, sustainability and safety for drilling and other activities. In the years ended December 31, 2025, 2024 and 2023, we recognized income of \$1 million, income of \$4 million and a loss of \$14 million, respectively, recorded in other, net, associated with equity in earnings or losses of our equity investments. At December 31, 2025 and 2024, the aggregate carrying amount of our equity investments was \$121 million and \$123 million, respectively, recorded in other assets.

Contributions—In February 2023, we acquired a noncontrolling interest in GSR in exchange for a cash contribution of \$10 million and a non-cash contribution of the ultra-deepwater floater *Ocean Rig Olympia*, which had been cold stacked, and related assets, with an estimated fair value of \$85 million (see Note 6—Long-Lived Assets). We estimated the fair value of the rig using projected discounted cash flows, and our estimate required us to use significant unobservable inputs, representative of Level 3 fair value measurements, including assumptions related to future performance of the rig, projected demand for its services, rig availability and dayrates.

Acquisition—In June 2024, we acquired the outstanding 67.0 percent ownership interest in Orion Holdings (Cayman) Limited (together with its subsidiary, “Orion”), the Cayman Islands company that owned the harsh environment floater *Transocean Norge*, in a noncash transaction. Prior to this transaction, we held a 33.0 percent noncontrolling interest in Orion and the aggregate carrying amount of our investment was \$86 million. To acquire Orion, we issued 55.5 million Transocean Ltd. shares and \$130 million aggregate principal amount of 8.00% senior notes due February 2027 (the “8.00% Senior Notes”) with an aggregate fair value of \$431 million. As a result, Orion became our wholly owned subsidiary. We recorded the transaction using the asset acquisition method of accounting. See Note 6—Long Lived Assets, Note 8—Debt and Note 13—Equity.

Impairments—In the year ended December 31, 2024, we recognized a loss of \$5 million, which had no tax effect, recorded in other, net, associated with the other-than-temporary impairment of the carrying amount of certain equity investments.

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

Related party transactions

Acquisition—In September 2023, we acquired the outstanding ownership interest in Liquila Ventures Ltd. (together with its subsidiaries, “Liquila”), a previously unconsolidated Bermuda company, that was constructing the ultra-deepwater floater *Deepwater Aquila*. Prior to this transaction, we and Perestroika (Cyprus) Ltd (together with its subsidiaries, “Perestroika”), an entity affiliated with one of our directors that beneficially owns approximately nine percent of our shares, held a noncontrolling interest of 20 percent and 13 percent, respectively, in Liquila. To acquire the outstanding 80 percent ownership interest in Liquila, we issued 11.9 million Transocean Ltd. shares with an aggregate value of \$99 million, including 2.0 million Transocean Ltd. shares with an aggregate value of \$16 million issued to Perestroika. As a result, Liquila became our wholly owned subsidiary. We recorded the transaction using the asset acquisition method of accounting. See Note 6—Long Lived Assets and Note 13—Equity.

Operating and lending activities—We procure and provide services and equipment from and to our unconsolidated affiliates for technological innovation and subsea minerals exploration, and we occasionally provide loans to our unconsolidated affiliates. In the years ended December 31, 2025, 2024 and 2023, we made an aggregate cash payment of \$12 million, \$14 million and \$12 million, respectively, to our unconsolidated affiliates primarily for equipment and for research and development. At December 31, 2025 and 2024, the aggregate carrying amount of balances due to us under certain financing arrangements with our unconsolidated affiliates was \$8 million and \$10 million, respectively, recorded in other assets.

In the years ended December 31, 2024 and 2023, we received an aggregate cash payment of \$11 million and \$49 million, respectively, for services and equipment provided to, and prior to our acquisition of, Orion. In the years ended December 31, 2024, and 2023, we recognized rent expense of \$25 million and \$26 million, respectively, recorded in operating and maintenance costs, and made an aggregate cash payment of \$25 million and \$27 million, respectively, to charter the rig and rent other equipment from, and prior to our acquisition of, Orion. Additionally, in the year ended December 31, 2023, we and Orion agreed to the non-cash net settlement of a balance of \$25 million of accounts receivable and payable.

NOTE 5—REVENUES

Overview—We earn revenues primarily by performing the following activities: (i) providing our drilling rig, together with the work crews, related equipment and services necessary to operate the rig, (ii) providing certain pre-operating activities, including rig preparation and equipment modifications required for the contract, and (iii) delivering the drilling rig by mobilizing to and demobilizing from the drill location. For most of our contracts with customers, our drilling services represent a single performance obligation that is satisfied over time, the duration of which varies by contract. As of December 31, 2025, the drilling contract with the longest expected remaining duration, excluding unexercised options, extends through May 2030.

Disaggregation—Our contract drilling revenues, disaggregated by asset group and by country in which they were earned, were as follows (in millions):

	Year ended December 31, 2025			Year ended December 31, 2024			Year ended December 31, 2023		
	Ultra-deepwater floaters	Harsh environment floaters	Total	Ultra-deepwater floaters	Harsh environment floaters	Total	Ultra-deepwater floaters	Harsh environment floaters	Total
U.S.	\$ 1,635	\$ —	\$ 1,635	\$ 1,566	\$ —	\$ 1,566	\$ 1,433	\$ —	\$ 1,433
Brazil	872	—	872	727	—	727	298	—	298
Norway	—	639	639	—	654	654	—	603	603
Other countries (a)	270	549	819	225	352	577	341	157	498
Total contract drilling revenues	\$ 2,777	\$ 1,188	\$ 3,965	\$ 2,518	\$ 1,006	\$ 3,524	\$ 2,072	\$ 760	\$ 2,832

(a) The aggregate contract drilling revenues earned in other countries that individually represented less than 10 percent of total contract drilling revenues.

Major customers—For the year ended December 31, 2025, Petróleo Brasileiro S.A. (together with its affiliates, “Petrobras”), Shell plc (together with its affiliates, “Shell”), and Equinor ASA (together with its affiliates, “Equinor”) represented 22 percent, 22 percent and 12 percent, respectively, of our consolidated operating revenues. For the year ended December 31, 2024, Shell, Petrobras and Equinor represented 27 percent, 21 percent and 13 percent, respectively, of our consolidated operating revenues. For the year ended December 31, 2023, Shell, Equinor, TotalEnergies SE and Petrobras represented 27 percent, 16 percent, 12 percent and 11 percent, respectively, of our consolidated operating revenues.

Contract liabilities—Contract liabilities for our contracts with customers were as follows (in millions):

	December 31,	
	2025	2024
Deferred contract revenues, recorded in other current liabilities	\$ 181	\$ 231
Deferred contract revenues, recorded in other long-term liabilities	92	212
Total contract liabilities	\$ 273	\$ 443

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

Significant changes in contract liabilities were as follows (in millions):

	Years ended December 31,	
	2025	2024
Total contract liabilities, beginning of period	\$ 443	\$ 398
Decrease due to recognition of revenues for goods and services	(260)	(243)
Increase due to goods and services transferred over time	90	288
Total contract liabilities, end of period	\$ 273	\$ 443

Pre-operating costs—In the years ended December 31, 2025, 2024 and 2023, we recognized pre-operating costs of \$158 million, \$138 million and \$69 million, respectively, recorded in operating and maintenance costs. Recognition increased in each of the two years in the period ended December 31, 2025, primarily as a result of the commencement of operations for one rig that mobilized to Brazil, two rigs that mobilized to Australia, one rig that mobilized to Romania and one rig that we reactivated for a contract in Brazil in the years ended December 31, 2024 and 2023. At December 31, 2025 and 2024, the carrying amount of our unrecognized pre-operating costs to obtain contracts was \$136 million and \$224 million, respectively, recorded in other assets.

NOTE 6—LONG-LIVED ASSETS

Disaggregation—The aggregate carrying amount of our long-lived assets, including our property and equipment and our right-of-use assets, measured net of accumulated depreciation or amortization, disaggregated by country in which they were located, was as follows (in millions):

	December 31,	
	2025	2024
Long-lived assets		
U.S.	\$ 6,487	\$ 6,727
Norway	1,941	2,017
Brazil	1,914	1,993
Greece	611	2,531
Other countries (a)	2,050	3,008
Total long-lived assets	\$ 13,003	\$ 16,276

- (a) The aggregate net carrying amount of long-lived assets located in other countries that individually represented less than 10 percent of total long-lived assets on both dates.

Because the majority of our assets are mobile, the geographic locations of such assets at the end of the periods are not necessarily indicative of the geographic distribution of the operating revenues generated by such assets during the periods presented. Our international operations are subject to certain political and other uncertainties, including risks of war and civil disturbances or other market disrupting events, expropriation of equipment, repatriation of income or capital, taxation policies, and the general hazards associated with certain areas in which we operate. Although we are organized under the laws of Switzerland, we have minimal assets located in Switzerland, and we do not conduct any operations or earn operating revenues in Switzerland.

Property and equipment—At December 31, 2025 and 2024, our rigs and related equipment, measured at cost, had a carrying amount of \$17.1 billion and \$22.0 billion, respectively, representing 98 percent of our total property and equipment, measured at cost. In the years ended December 31, 2024 and 2023, we capitalized interest costs of \$15 million and \$39 million, respectively, for our construction work in progress.

Acquisitions—In June 2024 we acquired \$517 million of property and equipment associated with *Transocean Norge*, together with \$5 million of cash and cash equivalents and \$4 million of accounts receivable from us. In September 2023, we acquired \$126 million of property and equipment associated with *Deepwater Aquila*, together with \$7 million of cash and cash equivalents, and we assumed \$19 million of accounts payable. See Note 4—Unconsolidated Affiliates, Note 8—Debt and Note 13—Equity.

Impairments—In the year ended December 31, 2025, we recognized an aggregate loss of \$3.05 billion (\$3.04 billion, or \$3.16 per diluted share, net of tax), respectively, associated with the impairment of the ultra-deepwater floaters *Deepwater Champion*, *Discoverer Americas*, *Discoverer Clear Leader*, *Discoverer India*, *Discoverer Luanda*, *GSF Development Driller I* and the harsh environment semisubmersible *Henry Goodrich*, together with related assets, which we determined were impaired at the time that we classified the assets as held for sale, and the ultra-deepwater floaters *Development Driller III* and *Discoverer Inspiration*, together with related assets, which were previously classified as held for sale and we determined were further impaired. In the year ended December 31, 2024, we recognized a loss of \$772 million (\$755 million or \$0.82 per diluted share, net of tax) associated with the impairment of the ultra-deepwater floaters *Deepwater Nautilus*, *Development Driller III* and *Discoverer Inspiration*, together with related assets, which we determined were impaired at the time that we classified the assets as held for sale. In the year ended December 31, 2023, we recognized a loss of \$57 million (\$0.07 per diluted share), which had no tax effect, associated with the impairment of the harsh environment floaters *Paul B. Loyd, Jr.* and *Transocean Leader*, together with related assets, which we determined were impaired at the time that we classified the assets as held for sale.

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

We measured the impairment of the rigs and related assets as the amount by which the carrying amount exceeded the estimated fair value less costs to sell. We estimated the fair value of the assets using significant other observable inputs, representative of Level 2 fair value measurements, including binding contracts for the sale of the rigs and related assets or indicative market values for the assets to be sold for recycling or scrap.

Assets held for sale—At December 31, 2025, the aggregate carrying amount of our assets held for sale, including *Deepwater Champion*, *Discoverer India* and *Henry Goodrich*, together with related assets, was \$24 million, and in the year ended December 31, 2025, we received an aggregate cash deposit of \$3 million for the sale of the two drillships. At December 31, 2024, the aggregate carrying amount of our assets held for sale, including *Development Driller III* and *Discoverer Inspiration*, together with related assets, was \$343 million.

Disposals—In the year ended December 31, 2025, we completed the sale of *Development Driller III*, *Discoverer Americas*, *Discoverer Clear Leader*, *Discoverer Inspiration*, *Discoverer Luanda* and *GSF Development Driller I*, together with related assets, for aggregate net cash proceeds of \$71 million, and we recognized an aggregate net gain of \$4 million, which had no tax effect, associated with the disposal of the rigs and related assets. In the year ended December 31, 2024, we completed the sale of *Deepwater Nautilus*, *Paul B. Loyd, Jr.* and *Transocean Leader*, together with related assets, for aggregate net cash proceeds of \$102 million, including \$6 million received as a deposit in the year ended December 31, 2023. In the year ended December 31, 2023, we made a non-cash contribution of *Ocean Rig Olympia* and related assets in connection with our investment in a partial ownership interest in GSR, and we recognized a loss of \$169 million (\$0.22 per diluted share), which had no tax effect, associated with the disposal of the rig and related assets (see Note 4—Unconsolidated Affiliates). In the years ended December 31, 2025, 2024 and 2023, we received aggregate net cash proceeds of \$10 million, \$5 million and \$4 million, respectively and recognized an aggregate net gain of \$3 million, an aggregate net loss of \$17 million and an aggregate net loss of \$14 million, respectively, associated with the disposal of assets unrelated to rig sales.

Subsequent event—In January 2026, we completed the sale of *Discoverer India*, together with related assets, for aggregate net cash proceeds of \$14 million, including \$1 million received as a deposit in the year ended December 31, 2025.

NOTE 7—LEASES

Overview—Our operating leases are principally for office space, storage facilities, land and operating equipment. At December 31, 2025, our operating leases had a weighted-average discount rate of 7.3 percent and a weighted-average remaining lease term of 9.9 years.

Our finance lease for the ultra-deepwater drillship *Petrobras 10000* has an implicit interest rate of 7.8 percent and requires scheduled monthly installments through the lease expiration in August 2029, after which we are obligated to acquire the drillship from the lessor for one dollar. We recognize expense for the amortization of the right-of-use asset in depreciation and amortization. See Note 16—Supplemental Balance Sheet Information.

Lease costs—The components of our lease costs were as follows (in millions):

Lease costs	Years ended December 31,		
	2025	2024	2023
Short-term lease costs	\$ 15	\$ 10	\$ 4
Operating lease costs	10	16	14
Finance lease costs, amortization of right-of-use asset	20	20	20
Finance lease costs, interest on lease liability	20	24	27
Total lease costs	<u>\$ 65</u>	<u>\$ 70</u>	<u>\$ 65</u>

Lease payments—Supplemental cash flow information for our leases was as follows (in millions):

	Years ended December 31,		
	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 14	\$ 20	\$ 17
Operating cash flows from finance lease	6	4	—
Financing cash flows from finance lease	12	7	—

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

At December 31, 2025, the aggregate future minimum lease payments were as follows (in millions):

	Operating leases	Finance lease
Years ending December 31,		
2026	\$ 15	\$ 65
2027	14	70
2028	14	71
2029	14	47
2030	13	—
Thereafter	64	—
Total future minimum rental payment	134	253
Less amount representing imputed interest	(40)	(33)
Present value of future minimum rental payments	94	220
Current portion, recorded in other current liabilities	8	51
Long-term lease liabilities, recorded in other long-term liabilities	<u>\$ 86</u>	<u>\$ 169</u>

NOTE 8—DEBT

Overview

Outstanding debt—The aggregate principal amounts and aggregate carrying amounts, including a bifurcated compound exchange feature and unamortized debt-related balances, such as discounts, premiums and issue costs, were as follows (in millions):

		Principal amount		Carrying amount	
		December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
4.00% Senior Guaranteed Exchangeable Bonds due December 2025	(a)	\$ —	\$ 234	\$ —	\$ 227
6.875% Senior Secured Notes due February 2027	(b)	—	330	—	328
8.00% Senior Notes due February 2027	(c)	—	655	—	653
7.45% Notes due April 2027	(d)	52	52	52	52
8.00% Debentures due April 2027	(d)	22	22	22	22
4.50% Shipyard Loans due September 2027	(e)	209	329	202	310
8.375% Senior Secured Notes due February 2028	(b)	425	525	421	518
7.00% Notes due June 2028	(e)	209	261	210	263
8.00% Senior Secured Notes due September 2028	(b)	235	295	233	292
8.25% Senior Notes due May 2029	(c)	900	900	889	887
4.625% Senior Guaranteed Exchangeable Bonds due September 2029	(c)	259	259	292	286
8.75% Senior Secured Notes due February 2030	(f)	881	999	868	981
7.50% Notes due April 2031	(d)	396	396	395	395
8.50% Senior Notes due May 2031	(c)	900	900	888	886
7.875% Senior Guaranteed Notes due October 2032	(a)	500	—	493	—
6.80% Senior Notes due March 2038	(d)	610	610	605	605
7.35% Senior Notes due December 2041	(d)	88	177	87	176
Total debt		5,686	6,944	5,657	6,881
Less debt due within one year					
4.00% Senior Guaranteed Exchangeable Bonds due December 2025	(a)	—	234	—	227
6.875% Senior Secured Notes due February 2027	(b)	—	83	—	82
4.50% Shipyard Loans due September 2027	(e)	136	120	129	108
8.375% Senior Secured Notes due February 2028	(b)	135	100	133	97
8.00% Senior Secured Notes due September 2028	(b)	70	60	69	59
8.75% Senior Secured Notes due February 2030	(f)	117	117	114	113
Total debt due within one year		458	714	445	686
Total long-term debt		<u>\$ 5,228</u>	<u>\$ 6,230</u>	<u>\$ 5,212</u>	<u>\$ 6,195</u>

- (a) Transocean International Limited, a wholly owned direct subsidiary of Transocean Ltd., is the issuer of the unregistered notes (together, the “Senior Priority Guaranteed Notes”). The priority guaranteed senior unsecured notes are fully and unconditionally, jointly and severally, guaranteed by Transocean Ltd. and certain wholly owned indirect subsidiaries of Transocean International Limited and rank equal in right of payment of all of our existing and future unsecured unsubordinated obligations. Such notes are structurally senior to the Priority Guaranteed Notes, as defined below, to the extent of the value of the assets of the subsidiaries guaranteeing the notes.
- (b) Each subsidiary issuer of the respective unregistered notes is a wholly owned indirect subsidiary of Transocean International Limited. The senior secured notes are fully and unconditionally, jointly and severally, guaranteed by Transocean Ltd., Transocean International Limited and, in each case, the owner of the respective collateral rig or rigs.
- (c) Transocean International Limited is the issuer of the unregistered notes (collectively, the “Priority Guaranteed Notes”). The guaranteed senior unsecured notes are fully and unconditionally, jointly and severally, guaranteed by Transocean Ltd. and certain wholly owned indirect subsidiaries of Transocean International Limited and rank equal in right of payment of all our existing and future unsecured unsubordinated obligations. Such notes are structurally senior

TRANSOCEAN LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

to the Legacy Guaranteed Notes, as defined below, the 4.50% shipyard loans due September 2027 (each, a “Shipyard Loan”, and together, the “Shipyard Loans”) and the 7.00% notes due June 2028 and structurally subordinate to the Senior Priority Guaranteed Notes to the extent of the value of the assets of the subsidiaries guaranteeing the notes.

- (d) Transocean International Limited is the issuer of the notes and debentures (the “Legacy Guaranteed Notes”). The Legacy Guaranteed Notes are fully and unconditionally, jointly and severally, guaranteed by Transocean Ltd.
- (e) The subsidiary borrowers under the Shipyard Loans and the subsidiary issuer of the registered notes are wholly owned indirect subsidiaries of Transocean International Limited. The loans and notes are fully and unconditionally guaranteed by Transocean International Limited.
- (f) Transocean International Limited is the issuer of the unregistered notes. The senior secured notes are fully and unconditionally guaranteed on an unsecured basis by Transocean Ltd. and on a limited senior secured basis by each of the wholly owned subsidiary owners of the collateral rigs.

Indentures—The indentures that govern our debt generally contain covenants that, among other things, limit our ability to incur certain liens on our drilling units without equally and ratably securing the notes, to engage in certain sale and lease back transactions covering any of our drilling units, to allow our subsidiaries to incur certain additional debt, or to engage in certain merger, consolidation or reorganization transactions or to enter into a scheme of arrangement qualifying as an amalgamation. Transocean Ltd. and Transocean International Limited are not subject to any significant restrictions on their ability to obtain funds from their consolidated subsidiaries by dividends, loans or capital distributions.

The indenture that governs the 4.625% senior guaranteed exchangeable bonds due September 2029 (the “4.625% Exchangeable Bonds”) requires such bonds to be repurchased upon the occurrence of certain fundamental changes and events, at specified prices depending on the particular fundamental change or event, which include changes and events related to certain (i) change of control events applicable to Transocean Ltd. or Transocean International Limited, (ii) the failure of our shares to be listed or quoted on a national securities exchange and (iii) specified tax matters.

The indentures that govern the 8.375% senior secured notes due February 2028 (the “8.375% Senior Secured Notes”), the 8.00% senior secured notes due September 2028 (the “8.00% Senior Secured Notes”) and the 8.75% senior secured notes due February 2030 (the “8.75% Senior Secured Notes”) contain certain covenants, among others, related to the debt and earnings attributable to the collateral rigs and the ability of our subsidiaries that own or operate the collateral rigs to declare or pay dividends to their affiliates. We will be required to redeem the senior secured notes at a price equal to 100 percent of the aggregate principal amount without a make-whole premium, upon the occurrence of certain events related to the respective collateral rigs and related drilling contracts. The indentures that govern our senior secured notes contain certain lien requirements, including the maintenance of certain balances in a restricted cash account to satisfy debt service requirements.

Assets encumbered for outstanding debt—At December 31, 2025, the rigs encumbered for the senior secured notes and our Shipyard Loans include the ultra-deepwater drillships *Deepwater Aquila*, *Deepwater Atlas*, *Deepwater Pontus*, *Deepwater Proteus*, *Deepwater Thalassa*, *Deepwater Titan*, and the harsh environment semisubmersibles *Transocean Enabler* and *Transocean Encourage*, the aggregate carrying amount of which was \$5.19 billion. At December 31, 2025, we had restricted cash and cash equivalents of \$358 million deposited in restricted accounts to satisfy debt service and reserve requirements for the senior secured notes.

Interest rate adjustments—At December 31, 2025, the interest rate in effect for the 7.35% senior notes due December 2041 was 9.35 percent, which is subject to adjustment from time to time upon a change to the credit rating of our non-credit enhanced senior unsecured long-term debt.

Scheduled maturities and installments—At December 31, 2025, the scheduled repayments were as follows (in millions):

	<u>Total</u>
Years ending December 31,	
2026	\$ 458
2027	435
2028	612
2029	1,277
2030	411
Thereafter	2,493
Total principal amount of debt	5,686
Total unamortized debt-related balances, net	(155)
Bifurcated compound exchange feature, at estimated fair value	126
Total carrying amount of debt	<u>\$ 5,657</u>

Credit agreements

Secured Credit Facility—As of December 31, 2025, we have a secured revolving credit facility established under a bank credit agreement (as amended from time to time, the “Secured Credit Facility”), which has a borrowing capacity of \$510 million through its maturity on June 22, 2028. Throughout the term of the Secured Credit Facility, we pay a facility fee on the amount of the underlying commitment, which ranges from 0.375 percent to 1.00 percent based on the credit rating of the Secured Credit Facility. We may borrow under the Secured Credit Facility at a forward-looking term rate based on the secured overnight financing rate (“Term SOFR”) plus a margin and a Term SOFR spread adjustment of 0.10 percent. The Secured Credit Facility is subject to permitted extensions and certain early maturity triggers, including

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

if on any date the aggregate amount of scheduled principal repayments of indebtedness, with certain exceptions, due within 91 days thereof is equal to or in excess of \$325 million and available cash is less than \$250 million. The Secured Credit Facility permits us to increase the aggregate amount of commitments by up to \$250 million. The Secured Credit Facility is guaranteed by Transocean Ltd. and certain wholly owned subsidiaries. The Secured Credit Facility is secured by, among other things, a lien on the ultra-deepwater drillships *Deepwater Asgard*, *Deepwater Conqueror*, *Deepwater Corcovado*, *Deepwater Invictus*, *Deepwater Mykonos*, *Deepwater Orion*, *Deepwater Skyros* and *Dhirubhai Deepwater KG2* and the harsh environment semisubmersibles *Transocean Barents* and *Transocean Spitsbergen*, and at December 31, 2025, the aggregate carrying amount of which was \$4.18 billion.

The Secured Credit Facility contains covenants that, among other things, include maintenance of a minimum guarantee coverage ratio of 3.0 to 1.0, a minimum collateral coverage ratio of 2.1 to 1.0, a maximum debt to capitalization ratio of 0.60 to 1.00 and minimum liquidity of \$200 million. The Secured Credit Facility also restricts the ability of Transocean Ltd. and certain of our subsidiaries to, among other things, merge, consolidate or otherwise make changes to the corporate structure, incur liens, incur additional indebtedness, enter into transactions with affiliates and permits, subject to certain conditions, the ability to pay dividends and repurchase our shares. In order to utilize the Secured Credit Facility, we must, at the time of the borrowing request, be in full compliance with the terms and conditions of the Secured Credit Facility and make certain representations and warranties, including with respect to compliance with laws and solvency, to the lenders. Repayment of borrowings under the Secured Credit Facility are subject to acceleration upon the occurrence of an event of default. Under the agreements governing certain of our debt and finance lease, we are also subject to various covenants, including restrictions on creating liens, engaging in sale/leaseback transactions and engaging in certain merger, consolidation or reorganization transactions. A default under our public debt indentures, the agreements governing our senior secured notes, our finance lease contract or any other debt owed to unaffiliated entities that exceeds \$125 million could trigger a default under the Secured Credit Facility and, if not waived by the lenders or otherwise cured, could cause us to lose access to the Secured Credit Facility. At December 31, 2025, based on the credit rating of the Secured Credit Facility as of that date, the Secured Credit Facility Margin was 2.875 percent and the facility fee was 0.625 percent. At December 31, 2025, we had no borrowings outstanding, \$48 million of letters of credit issued, and we had \$462 million of available borrowing capacity under the Secured Credit Facility.

Shipyard financing arrangement—We have credit agreements that established the Shipyard Loans to finance all or a portion of the final payments owed to the shipyard when we took delivery of *Deepwater Atlas* and *Deepwater Titan* in the year ended December 31, 2022. The Shipyard Loans contain covenants that, among other things, limit the ability of the subsidiary owners of the drilling rigs to incur certain types of additional indebtedness or make certain additional commitments or investments. We have the right to prepay outstanding borrowings, in full or in part, without penalty. At December 31, 2025, the Shipyard Loan for *Deepwater Atlas* had outstanding borrowings of \$159 million, which are secured by, among other security, a lien on the rig, and the Shipyard Loan for *Deepwater Titan* had outstanding borrowings of \$50 million, which are unsecured.

Exchangeable bonds

Interest expense—We recognized interest expense for our exchangeable bonds as follows (in millions):

	Years ended December 31,		
	2025	2024	2023
Contractual interest	\$ 18	\$ 21	\$ 24
Amortization	20	20	19
(Gain) loss on adjustment to bifurcated compound exchange feature	(10)	(214)	127
Total	\$ 28	\$ (173)	\$ 170

On or after March 30, 2026, we may redeem for cash all or a portion of the 4.625% Exchangeable Bonds at a price equivalent to the aggregate principal amount to be redeemed if the closing price of our shares has been greater than 115 percent of the exchange price for a period of at least 20 trading days. If we give notice of our election to exercise the right to redeem, the indenture governing the 4.625% Exchangeable Bonds contains a compound exchange feature that, in addition to the exchange terms presented below, requires us to pay a make-whole premium of future interest through March 30, 2028 to any holders that exercise their right to exchange during the redemption notice period. Such compound exchange feature must be bifurcated from the host debt instrument since it is not considered indexed to our stock. Accordingly, we recognize changes to the liability for the estimated fair value of the bifurcated compound exchange feature with a corresponding adjustment to interest expense. At December 31, 2025 and 2024, the carrying amount of the bifurcated compound exchange feature, recorded as a component of the carrying amount of debt, was \$126 million and \$136 million, respectively.

Effective interest rate and fair value—At December 31, 2025, the 4.625% Exchangeable Bonds had an effective interest rate of 18.3% and an estimated fair value of \$355 million. We estimated the fair value of the exchangeable debt instrument, including the exchange feature, by employing a binomial lattice model using significant other observable inputs, representative of Level 2 fair value measurements, including the terms and credit spreads of our debt and the expected volatility of the market price for our shares.

Exchange terms—At December 31, 2025, the 4.625% Exchangeable Bonds had the following exchange terms: (a) an exchange rate of 290.6618 Transocean Ltd. shares per \$1,000 note, (b) an implied exchange price of \$3.44 per Transocean Ltd. share and (c) an aggregate of 75.3 million shares issuable upon exchange of our exchangeable bonds. The exchange rate is subject to adjustment upon the occurrence of certain events. The 4.625% Exchangeable Bonds may be exchanged by holders at any time prior to the close of business on

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

the second business day immediately preceding the maturity date or redemption date and, at our election, such exchange may be settled by delivering cash, Transocean Ltd. shares or a combination of cash and shares.

Exchanges—In the year ended December 31, 2025, we entered into separate, individually negotiated agreements (as amended, the “Exchange Agreements”) with certain holders of the 4.00% senior guaranteed exchangeable bonds due December 2025 (the “4.00% Exchangeable Bonds”). In the year ended December 31, 2025, the holders exchanged \$196 million aggregate principal amount of 4.00% Exchangeable Bonds under the terms of the Exchange Agreements and received an aggregate 73.3 million Transocean Ltd. shares, which included an aggregate 35.9 million shares incremental to the number of shares issuable pursuant to the governing indenture based upon the principal amount exchanged. In the year ended December 31, 2025, we recognized a loss of \$99 million, recorded in other, net, associated with these exchanges.

In the year ended December 31, 2023, holders of the outstanding \$238 million aggregate principal amount of 2.50% senior guaranteed exchangeable bonds due January 2027 (the “2.50% Exchangeable Bonds”) exchanged such bonds under the terms of the governing indenture at the applicable exchange rate of 162.1626 Transocean Ltd. shares per \$1,000 note. In April 2023, as part of the transactions, we delivered 34.6 million Transocean Ltd. shares, together with \$3 million cash consideration, for \$213 million aggregate principal amount of exchanged bonds in a related party transaction with Perestroika. In the year ended December 31, 2023, we recognized a loss of \$3 million, recorded in other, net, associated with these exchanges. The director’s beneficial ownership of our shares resulting from the related party transaction did not change. In July 2023, we delivered 4.0 million Transocean Ltd. shares to holders of the remaining \$25 million aggregate principal amount of 2.50% Exchangeable Bonds.

Additionally, in October 2023, holders of \$60 million and \$41 million aggregate principal amount of 4.00% Exchangeable Bonds and 4.625% Exchangeable Bonds, respectively, exchanged such bonds under the terms of the governing indenture at the applicable exchange rate of 190.4762 and 290.6618 Transocean Ltd. shares, respectively, per \$1,000 note. As part of the transactions, we delivered an aggregate 26.5 million Transocean Ltd. shares, including an aggregate 3.1 million shares incremental to the number of shares issuable pursuant to the governing indenture. In the year ended December 31, 2023, we recognized a loss of \$24 million, recorded in other, net, associated with these transactions.

Debt issuance

Senior notes—In October 2025, we issued \$500 million aggregate principal amount of 7.875% senior guaranteed notes due October 2032 (the “7.875% Senior Guaranteed Notes”) and received \$492 million aggregate cash proceeds, net of issue costs. The 7.875% Senior Guaranteed Notes are fully and unconditionally guaranteed on a senior unsecured basis by Transocean Ltd. and certain of our wholly owned subsidiaries. Prior to October 15, 2028, we may redeem up to 40 percent of the aggregate principal amount of the 7.875% Senior Guaranteed Notes at a price equal to 107.875 percent, or we may redeem all or a portion at a price equal to 100 percent of the aggregate principal amount plus a make-whole premium. On or after October 15, 2028, we may redeem the notes at specified redemption prices.

In April 2024, we issued \$900 million aggregate principal amount of 8.25% senior notes due May 2029 (the “8.25% Senior Notes”) and \$900 million aggregate principal amount of 8.50% senior notes due May 2031 (the “8.50% Senior Notes”), and we received \$1.77 billion aggregate cash proceeds, net of issue costs. The 8.25% Senior Notes and the 8.50% Senior Notes are fully and unconditionally guaranteed on a senior unsecured basis by Transocean Ltd. and certain of our wholly owned subsidiaries. On or prior to May 15, 2026 and 2027, respectively, we may redeem all or a portion of the 8.25% Senior Notes and the 8.50% Senior Notes, respectively, at a price equal to 100 percent of the aggregate principal amount plus a make-whole premium, and subsequently, at specified redemption prices.

In June 2024, as partial consideration to acquire the outstanding 67.0 percent ownership interest in Orion, we issued \$130 million aggregate principal amount of 8.00% Senior Notes, with an equivalent aggregate fair value, as additional debt securities under the indenture governing such notes. See Note 4—Unconsolidated Affiliates, Note 6—Long-Lived Assets and Note 13—Equity.

Senior secured notes—In January 2023, we issued \$525 million aggregate principal amount of 8.375% Senior Secured Notes, and we received \$516 million aggregate cash proceeds, net of issue costs. The 8.375% Senior Secured Notes are secured by the assets and earnings associated with *Deepwater Titan* and the equity of the wholly owned subsidiary that owns or operates the collateral rig. We may redeem all or a portion of the 8.375% Senior Secured Notes at specified redemption prices.

In January 2023, we issued \$1.175 billion aggregate principal amount of 8.75% Senior Secured Notes, and we received \$1.148 billion aggregate cash proceeds, net of issue costs. The 8.75% Senior Secured Notes are secured by a lien on *Deepwater Pontus*, *Deepwater Proteus*, *Deepwater Thalassa*, *Transocean Enabler* and *Transocean Encourage*, together with certain related assets. We may redeem all or a portion of the 8.75% Senior Secured Notes at specified redemption prices.

In October 2023, we issued \$325 million aggregate principal amount of 8.00% Senior Secured Notes, and we received \$319 million aggregate cash proceeds, net of issue costs. The 8.00% Senior Secured Notes are secured by the assets and certain earnings associated with *Deepwater Aquila* as well as the equity of certain of the wholly owned subsidiaries that own or operate the collateral rig. We may redeem all or a portion of the 8.00% Senior Secured Notes at specified redemption prices.

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Debt repayment, redemption, repurchases, tenders, and retirement

Scheduled maturities and installments—On the scheduled maturity date of December 15, 2025, we made a cash payment of \$37 million to repay an equivalent aggregate principal amount of the outstanding 4.00% Exchangeable Bonds. On the scheduled maturity date of January 30, 2023, we made a cash payment of \$49 million to repay an equivalent aggregate principal amount of the outstanding 0.50% exchangeable senior bonds due January 2023.

In the years ended December 31, 2025, 2024 and 2023, we made an aggregate cash payment of \$480 million, \$355 million and \$262 million, respectively, to repay other indebtedness in scheduled installments.

Early retirement—During the three years ended December 31, 2025, we retired certain notes for which the aggregate principal amounts, cash payments and recognized gain or loss were as follows (in millions):

	2025			2024			2023
	Redeem or repurchase	Tender	Total	Redeem	Tender	Total	Redeem
5.375% Senior Secured Notes due May 2023	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 243
5.875% Senior Secured Notes due January 2024	—	—	—	—	—	—	311
7.75% Senior Secured Notes due October 2024	—	—	—	—	—	—	240
6.25% Senior Secured Notes due December 2024	—	—	—	—	—	—	250
6.125% Senior Secured Notes due August 2025	—	—	—	—	—	—	336
7.25% Senior Notes due November 2025	—	—	—	105	249	354	—
7.50% Senior Notes due January 2026	—	—	—	569	—	569	—
11.50% Senior Guaranteed Notes due January 2027	—	—	—	91	596	687	—
8.00% Senior Notes due February 2027	655	—	655	87	—	87	—
6.875% Senior Secured Notes due February 2027	248	—	248	—	—	—	—
7.00% Notes due June 2028	36	16	52	—	—	—	—
7.35% Senior Notes due December 2041	1	89	90	—	—	—	—
Aggregate principal amount of debt retired	\$ 940	\$ 105	\$ 1,045	\$ 852	\$ 845	\$ 1,697	\$ 1,380
Aggregate cash payment	\$ 939	\$ 100	\$ 1,039	\$ 862	\$ 886	\$ 1,748	\$ 1,402
Aggregate net gain (loss)	\$ (1)	\$ 4	\$ 3	\$ 17	\$ 144	\$ 161	\$ (32)

Additionally, in the year ended December 31, 2023, we recognized a net gain of \$1 million associated with the retirement of \$41 million aggregate principal amount of 4.625% Exchangeable Bonds exchanged by holders in October 2023.

NOTE 9—BENEFIT PLANS

Defined contribution plans

We sponsor defined contribution plans for our employees in most markets in which we operate worldwide, the most significant of which were as follows: (1) a qualified savings plan covering certain eligible employees working in the U.S., (2) various savings plans covering eligible employees working in Norway and (3) a non-qualified savings plan covering certain eligible expatriate employees. In the years ended December 31, 2025, 2024 and 2023, we recognized expense of \$62 million, \$63 million and \$58 million, respectively, related to our defined contribution plans and recorded in the same financial statement line item as cash compensation paid to the respective employees.

Defined benefit pension and other postemployment benefit plans

Overview—As of December 31, 2025, we had three funded and three unfunded defined benefit plans in the U.S. (the “U.S. Plans”) and one funded defined benefit plan in the United Kingdom (the “U.K. Plan”). We also maintain certain unfunded other postemployment benefit plans (collectively, the “OPEB Plans”), under which benefits to eligible participants diminish during a phase-out period ending December 31, 2026. We maintain the benefit obligations under our defined benefit plans until they are fully satisfied.

We estimated our net periodic benefit costs using the following weighted average assumptions:

	Year ended December 31, 2025			Year ended December 31, 2024			Year ended December 31, 2023		
	U.S. Plans	U.K. Plan	OPEB Plans	U.S. Plans	U.K. Plan	OPEB Plans	U.S. Plans	U.K. Plan	OPEB Plans
Discount rate	5.58 %	5.60 %	5.02 %	4.88 %	4.50 %	4.80 %	5.06 %	4.80 %	4.92 %
Expected rate of return	5.66 %	4.80 %	na	6.51 %	5.10 %	na	6.41 %	5.00 %	na

“na” means not applicable.

We estimated our benefit obligations using the following weighted-average assumptions:

	December 31, 2025			December 31, 2024		
	U.S. Plans	U.K. Plan	OPEB Plans	U.S. Plans	U.K. Plan	OPEB Plans
Discount rate	5.65 %	5.60 %	4.34 %	5.58 %	5.60 %	5.02 %

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

Net periodic benefit costs—The components of net periodic benefit costs, recognized in other income and expense, were as follows (in millions):

	Year ended December 31, 2025				Year ended December 31, 2024				Year ended December 31, 2023			
	U.S. Plans	U.K. Plan	OPEB Plans	Total	U.S. Plans	U.K. Plan	OPEB Plans	Total	U.S. Plans	U.K. Plan	OPEB Plans	Total
Net periodic benefit costs												
Interest cost	\$ 67	\$ 10	\$ —	\$ 77	\$ 63	\$ 9	\$ —	\$ 72	\$ 65	\$ 9	\$ —	\$ 74
Expected return on plan assets	(71)	(9)	—	(80)	(86)	(11)	—	(97)	(84)	(11)	—	(95)
Special termination benefits	—	—	—	—	—	—	2	2	—	—	—	—
Settlements and curtailments	—	—	—	—	—	—	(2)	(2)	—	—	—	—
Actuarial loss, net	—	3	—	3	1	2	—	3	—	2	—	2
Prior service gain, net	—	—	(1)	(1)	—	—	(1)	(1)	—	—	(2)	(2)
Net periodic benefit costs (income)	\$ (4)	\$ 4	\$ (1)	\$ (1)	\$ (22)	\$ —	\$ (1)	\$ (23)	\$ (19)	\$ —	\$ (2)	\$ (21)

Funded status—The changes in funded status were as follows (in millions):

	Year ended December 31, 2025				Year ended December 31, 2024			
	U.S. Plans	U.K. Plan	OPEB Plans	Total	U.S. Plans	U.K. Plan	OPEB Plans	Total
Change in projected benefit obligation								
Projected benefit obligation, beginning of period	\$ 1,217	\$ 178	\$ 10	\$ 1,405	\$ 1,328	\$ 208	\$ 8	\$ 1,544
Actuarial (gain) loss, net	5	(2)	—	3	(97)	(27)	2	(122)
Interest cost	67	10	—	77	63	9	—	72
Currency exchange rate (gain) loss	—	14	—	14	—	(2)	—	(2)
Benefits paid	(78)	(11)	(1)	(90)	(77)	(10)	(2)	(89)
Settlements	(1)	—	—	(1)	—	—	—	—
Special termination benefits	—	—	—	—	—	—	2	2
Projected benefit obligation, end of period	1,210	189	9	1,408	1,217	178	10	1,405
Change in plan assets								
Fair value of plan assets, beginning of period	1,164	210	—	1,374	1,211	239	—	1,450
Actual return (loss) on plan assets	66	8	—	74	30	(16)	—	14
Currency exchange rate gain (loss)	—	16	—	16	—	(3)	—	(3)
Employer contributions	7	—	1	8	—	—	2	2
Benefits paid	(78)	(11)	(1)	(90)	(77)	(10)	(2)	(89)
Settlements	(1)	—	—	(1)	—	—	—	—
Fair value of plan assets, end of period	1,158	223	—	1,381	1,164	210	—	1,374
Funded status asset (liability), end of period	\$ (52)	\$ 34	\$ (9)	\$ (27)	\$ (53)	\$ 32	\$ (10)	\$ (31)

The balance sheet classifications and accumulated benefit obligations were as follows (in millions):

	December 31, 2025				December 31, 2024			
	U.S. Plans	U.K. Plan	OPEB Plans	Total	U.S. Plans	U.K. Plan	OPEB Plans	Total
Balance sheet classification, end of period:								
Pension asset, non-current	\$ 44	\$ 34	\$ —	\$ 78	\$ 41	\$ 32	\$ —	\$ 73
Pension liability, current	—	—	(2)	(2)	—	—	(3)	(4)
Pension liability, non-current	(96)	—	(7)	(103)	(93)	—	(7)	(100)
Accumulated other comprehensive loss (income), before taxes	112	84	—	196	102	88	(1)	189
Accumulated benefit obligation, end of period	\$ 1,210	\$ 189	\$ 9	\$ 1,408	\$ 1,217	\$ 178	\$ 10	\$ 1,405

Because our defined benefit plans no longer accrue benefits for participants, the projected benefit obligation is equivalent to the accumulated benefit obligation. Certain amounts related to plans with a projected benefit obligation and accumulated benefit obligation in excess of plan assets were as follows (in millions):

	December 31, 2025				December 31, 2024			
	U.S. Plans	U.K. Plan	OPEB Plans	Total	U.S. Plans	U.K. Plan	OPEB Plans	Total
Projected benefit obligation / accumulated benefit obligation	\$ 101	\$ —	\$ 9	\$ 110	\$ 100	\$ —	\$ 10	\$ 110
Fair value of plan assets	5	—	—	5	6	—	—	6

The amounts in accumulated other comprehensive loss (income) that have not been recognized were as follows (in millions):

	December 31, 2025				December 31, 2024			
	U.S. Plans	U.K. Plan	OPEB Plans	Total	U.S. Plans	U.K. Plan	OPEB Plans	Total
Actuarial (gain) loss, net	\$ 112	\$ 83	\$ —	\$ 195	\$ 102	\$ 87	\$ 2	\$ 191
Prior service cost (credit), net	—	1	—	1	—	1	(3)	(2)
Accumulated other comprehensive loss (income), before taxes	\$ 112	\$ 84	\$ —	\$ 196	\$ 102	\$ 88	\$ (1)	\$ 189

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

Plan assets—The weighted-average target and actual allocations of assets for the funded defined benefit plans were as follows:

	December 31, 2025				December 31, 2024			
	Target allocation		Actual allocation		Target allocation		Actual allocation	
	U.S. Plans	U.K. Plan	U.S. Plans	U.K. Plan	U.S. Plans	U.K. Plan	U.S. Plans	U.K. Plan
Equity securities	— %	— %	— %	— %	— %	20 %	— %	26 %
Fixed income securities	— %	95 %	— %	90 %	99 %	73 %	99 %	65 %
Other investments	100 %	5 %	100 %	10 %	1 %	7 %	1 %	9 %
Total	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %

We periodically review our investment policies, plan assets and asset allocation strategies in conjunction with asset performance relative to specified objectives. In August 2025, using trust assets for the largest of our U.S. Plans, we purchased an insurance buy-in contract as a plan asset with an initial value of \$1.107 billion. Under the buy-in contract, the insurer reimburses the plan as it continues to satisfy benefit obligations for which it remains responsible, resulting in no net cash flows in the plan. For the U.K. Plan, the plan trustees establish asset allocation strategies consistent with requirements of the United Kingdom pension regulators with guidance from financial advisors and company representatives.

Investment managers for the U.K. Plan are given established ranges within which the investments may deviate from the target allocations. The plan investment managers have discretion to select securities within each asset category. Given this discretion, the plan may occasionally hold positions in our debt or equity securities. Any such positions are expected to be immaterial relative to asset categories and total plan assets.

The investments for our funded defined benefit plans were categorized as follows (in millions):

	December 31, 2025								
	U.S. Plans			U.K. Plan			Total		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Mutual funds									
Non-U.S. equity funds	\$ —	\$ —	\$ —	\$ —	\$ 5	\$ —	\$ —	\$ 5	\$ —
Bond funds	—	—	—	—	201	—	—	201	—
Total mutual funds	—	—	—	—	206	—	—	206	—
Other investments									
Cash and money market funds	55	—	—	6	—	—	61	—	—
Buy-in contract	—	—	1,103	—	—	—	—	—	1,103
Synthetic leveraged credit fund	—	—	—	—	11	—	—	11	—
Total other investments	55	—	1,103	6	11	—	61	11	1,103
Total investments	\$ 55	\$ —	\$ 1,103	\$ 6	\$ 217	\$ —	\$ 61	\$ 217	\$ 1,103

	December 31, 2024								
	U.S. Plans			U.K. Plan			Total		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Mutual funds									
Non-U.S. equity funds	\$ 4	\$ —	\$ —	\$ —	\$ 55	\$ —	\$ 4	\$ 55	\$ —
Bond funds	1,149	2	—	—	136	—	1,151	136	—
Total mutual funds	1,153	2	—	—	191	—	1,155	191	—
Other investments									
Cash and money market funds	9	—	—	2	—	—	9	2	—
Synthetic leveraged credit fund	—	—	—	—	17	—	—	17	—
Total other investments	9	—	—	2	17	—	9	19	—
Total investments	\$ 1,162	\$ 2	\$ —	\$ 2	\$ 208	\$ —	\$ 1,164	\$ 210	\$ —

We estimated the fair values of the plan assets by applying the market approach, as categorized above, using either (i) significant observable inputs, representative of Level 1 fair value measurements, including market prices of actively traded funds, (ii) significant other observable inputs, representative of Level 2 fair value measurements, including the market prices of underlying securities in trust funds, or (iii) significant unobservable inputs, representative of Level 3 fair value measurements, including the demographic inputs used to develop expected future cash flows, which were discounted at prevailing market discount rates, for the actuarial valuation of the buy-in contract.

Funding contributions and benefit payments—In the years ended December 31, 2025, 2024 and 2023, we made an aggregate contribution of \$8 million, \$2 million and \$8 million, respectively, to the defined benefit pension plans and the OPEB Plans using our cash flows from operations. In the year ending December 31, 2026, we expect to make an aggregate contribution of \$5 million, including \$3 million and \$2 million to the defined benefit pension plans and the OPEB Plans, respectively.

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

The projected benefits payments were as follows (in millions):

	U.S. Plans	U.K. Plan	OPEB Plans	Total
Years ending December 31,				
2026	\$ 85	\$ 8	\$ 2	\$ 95
2027	85	8	2	95
2028	85	9	1	95
2029	86	10	1	97
2030	86	11	1	98
2031 - 2035	431	67	1	499

NOTE 10—INCOME TAXES

Overview—Transocean Ltd., a holding company and Swiss resident, is subject to Swiss federal, cantonal and communal income tax. For Swiss income taxes, however, qualifying net dividend income and net capital gains on the sale of qualifying investments in subsidiaries are exempt from taxation. Consequently, there is not a direct relationship between our Swiss earnings before income taxes and our Swiss income tax expense. In the year ended December 31, 2025, the amount of our loss before income tax benefit derived in Switzerland and non-Swiss jurisdictions was \$2.01 billion and \$937 million, respectively.

Tax provision and rate—The relationship between our provision for or benefit from income taxes and our income or loss before income taxes can vary significantly from period to period considering, among other factors, (a) the overall level of income before income taxes, (b) changes in the blend of income that is taxed based on gross revenues rather than income before taxes, (c) rig movements between taxing jurisdictions and (d) our rig operating structures. In the year ended December 31, 2025, the amount of our income tax provision (benefit) derived in Switzerland, Switzerland cantons, and non-Switzerland jurisdictions was \$(21) million, \$(13) million and \$1 million, respectively. In the years ended December 31, 2025, 2024 and 2023, our effective tax rate was 1.1 percent, 2.2 percent and (1.4) percent, respectively, based on loss before income tax expense (benefit).

The components of our income tax provision (benefit) were as follows (in millions):

	Years ended December 31,		
	2025	2024	2023
Current tax expense (benefit)	\$ 78	\$ 31	\$ (5)
Deferred tax expense (benefit)	(111)	(42)	18
Income tax expense (benefit)	<u>\$ (33)</u>	<u>\$ (11)</u>	<u>\$ 13</u>

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

The following is a reconciliation of the income tax benefit computed at the Swiss holding company federal effective rate and our reported income tax benefit for the year ended December 31, 2025 (in millions, except percentages):

	Year ended December 31, 2025	
Switzerland, federal statutory tax rate	\$ (220)	7.48%
Switzerland, cantonal taxes	(13)	0.44%
Switzerland, changes in valuation allowance	131	(4.46)%
Non-Switzerland tax effects		
Bermuda, changes in valuation allowance	212	(7.21)%
Bermuda, tax rate differential	(107)	3.64%
Bermuda, other, net	13	(0.42)%
United States, tax rate differential	65	(2.21)%
United States, changes in valuation allowance	20	(0.68)%
United States, other, net	(15)	0.51%
Luxembourg, changes due to operational restructuring	43	(1.46)%
Luxembourg, changes in valuation allowance	(20)	0.68%
Luxembourg, other, net	8	(0.27)%
Norway, changes in currency exchange	(17)	0.56%
Norway, other, net	24	(0.82)%
Hungary, changes in valuation allowance	26	(0.88)%
Hungary, changes in currency exchange	(25)	0.85%
Hungary, other, net	1	(0.02)%
Brazil, tax rate differential	16	(0.54)%
Brazil, other, net	(19)	0.65%
United Kingdom, changes in valuation allowance	(36)	1.22%
United Kingdom, other, net	(5)	0.15%
Other, net	9	(0.30)%
Changes in unrecognized tax benefits	(123)	4.18%
Other adjustments		
Switzerland, changes due to operational restructuring	(13)	0.44%
Switzerland, other, net	12	(0.40)%
Effective tax rate	<u>\$ (33)</u>	<u>1.13%</u>

In the year ended December 31, 2025, we recognized a net tax benefit of \$33 million, primarily resulting from a release of an uncertain tax position. For state and local income taxes, cantonal taxes in Zug, Switzerland made up the majority, greater than 50 percent, of the tax effect in this category.

The following is a reconciliation of the income tax benefit computed at the Swiss holding company federal effective rate of 7.83% and our reported consolidated income tax expense (benefit) for the years ended December 31, 2024 and 2023 (in millions):

	Years ended December 31,	
	2024	2023
Income tax benefit at Swiss federal statutory rate	\$ (40)	\$ (74)
Earnings subject to rates different than the Swiss federal statutory rate	74	129
Changes in valuation allowance	208	(23)
Tax attribute expirations	185	—
Deemed profits taxes	12	11
Withholding taxes	4	5
Changes in unrecognized tax benefits, net	(4)	(37)
Changes due to organizational restructuring	(452)	—
Other, net	2	2
Income tax expense (benefit)	<u>\$ (11)</u>	<u>\$ 13</u>

In the year ended December 31, 2024, as a result of operational and structural changes related to rig movements, we remeasured our deferred tax assets and liabilities related to Luxembourg, resulting in an increase of our net deferred tax asset from \$8 million to \$280 million, and such increase was substantially offset by an increase to our valuation allowance.

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

Unrecognized tax benefits—The changes to unrecognized tax benefits, excluding interest and penalties that we recognize as a component of income tax expense, were as follows (in millions):

	Years ended December 31,		
	2025	2024	2023
Balance, beginning of period	\$ 407	\$ 449	\$ 444
Additions for current year tax positions	49	13	45
Additions for prior year tax positions	39	11	5
Reductions due to settlements	(203)	(30)	(5)
Reductions related to statute of limitation expirations and changes in law	(8)	(19)	(14)
Reductions for prior year tax positions	—	(17)	(26)
Balance, end of period	<u>\$ 284</u>	<u>\$ 407</u>	<u>\$ 449</u>

Our unrecognized tax benefits were as follows (in millions):

	December 31,	
	2025	2024
Unrecognized tax benefits, excluding interest and penalties	\$ 284	\$ 407
Interest and penalties	18	7
Unrecognized tax benefits, including interest and penalties	<u>\$ 302</u>	<u>\$ 414</u>

In the years ended December 31, 2025, 2024 and 2023, we recognized, as a component of our income tax provision, expense of \$11 million, benefit of \$2 million and expense of \$18 million, respectively, related to interest and penalties associated with our unrecognized tax benefits. As of December 31, 2025, we have unrecognized benefits of \$302 million, including interest and penalties, against which we have recorded net operating loss deferred tax assets of \$235 million, resulting in net unrecognized tax benefits of \$67 million, including interest and penalties, that upon reversal would favorably impact our effective tax rate.

Tax positions and returns—We conduct operations through our various subsidiaries in countries throughout the world. Each country has its own tax regimes with varying nominal rates, deductions and tax attributes that are subject to changes resulting from new legislation, interpretation or guidance. From time to time, as a result of these changes, we may revise previously evaluated tax positions, which could cause us to adjust our recorded tax assets and liabilities. Tax authorities in certain jurisdictions are examining our tax returns and, in some cases, have issued assessments. We intend to defend our tax positions vigorously. Although we can provide no assurance as to the outcome of the aforementioned changes, examinations or assessments, we do not expect the ultimate liability to have a material adverse effect on our consolidated statement of financial position or results of operations; however, it could have a material adverse effect on our consolidated statement of cash flows.

Brazil tax investigations—In December 2005, the Brazilian tax authorities began issuing tax assessments with respect to our tax returns for the years 2000 through 2004. In May 2014, the Brazilian tax authorities issued an additional tax assessment for the years 2009 and 2010. We filed protests with the Brazilian tax authorities for the assessments and are engaged in the appeals process, and a portion of two cases were favorably closed. As of December 31, 2025, the remaining aggregate tax assessment, including interest and penalties, was for corporate income tax of BRL 523 million, equivalent to \$95 million, and indirect tax of BRL 96 million, equivalent to \$17 million. We believe our returns are materially correct as filed, and we are vigorously contesting these assessments. An unfavorable outcome on these proposed assessments could have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

Tax payments—The components of our income taxes paid, net of refunds received, disaggregated by country, were as follows (in millions):

	Year ended December 31, 2025
Switzerland, federal	\$ 2
Switzerland, cantonal	2
Total Switzerland	<u>4</u>
Brazil	17
United States	14
Angola	9
Australia	5
India	5
Hungary	4
Other countries (a)	3
Total tax payments, net of refunds received	<u>\$ 61</u>

(a) The aggregate income taxes paid, net of refunds received, in other countries that individually represented less than 5 percent of total income taxes paid, net.

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

In the years ended December 31, 2024 and 2023, aggregate income taxes paid were \$60 million and \$41 million, respectively, before deducting refunds received.

Deferred taxes—The significant components of our deferred tax assets and liabilities were as follows (in millions):

	<u>December 31,</u>	
	<u>2025</u>	<u>2024</u>
Deferred tax assets		
Net operating loss carryforwards	\$ 1,985	\$ 1,541
Swiss historic depreciation and financing asset costs	1,034	1,053
Interest expense limitation	54	87
United Kingdom charter limitation	53	53
Accrued costs and expenses	33	20
Contract liabilities	6	22
Accrued payroll costs not currently deductible	11	12
Other	69	69
Valuation allowance	(2,479)	(2,089)
Total deferred tax assets, net of allowance	<u>766</u>	<u>768</u>
Deferred tax liabilities		
Depreciation	(1,068)	(1,214)
Other	(41)	(8)
Total deferred tax liabilities	<u>(1,109)</u>	<u>(1,222)</u>
Deferred tax liabilities, net	<u>\$ (343)</u>	<u>\$ (454)</u>

We include taxes related to the earnings of all of our subsidiaries since we do not consider the earnings of any of our subsidiaries to be indefinitely reinvested.

At December 31, 2025 and 2024, our deferred tax assets included U.S. tax credits of \$5 million, which will expire between 2042 and 2044. Deferred tax assets related to our net operating losses were generated in various worldwide tax jurisdictions. At December 31, 2025, our net deferred tax assets related to our net operating loss carryforwards included \$1.57 billion, which do not expire, and \$563 million, which will expire between 2026 and 2041.

As of December 31, 2025, our consolidated cumulative loss incurred over the recent three-year period represented significant objective negative evidence for the evaluation of the realizability of our deferred tax assets. Because such evidence has limited our ability to consider other subjective evidence, we evaluate each jurisdiction separately. We consider objective evidence, such as contract backlog activity, in jurisdictions in which we have profitable contracts, and the ability to carryback losses or utilize losses against potential exposures. If estimated future taxable income changes during the carryforward periods or if the cumulative loss is no longer present, we may adjust the amount of deferred tax assets that we expect to realize. At December 31, 2025 and 2024, due to uncertainty of realization, we had a valuation allowance of \$2.48 billion and \$2.09 billion, respectively, on net operating losses and other deferred tax assets due to the uncertainty of realization.

NOTE 11—LOSS PER SHARE

The computation of basic and diluted loss per share was as follows (in millions, except per share data):

	<u>Years ended December 31,</u>					
	<u>2025</u>		<u>2024</u>		<u>2023</u>	
	<u>Basic</u>	<u>Diluted</u>	<u>Basic</u>	<u>Diluted</u>	<u>Basic</u>	<u>Diluted</u>
Numerator for loss per share						
Net loss attributable to controlling interest	\$ (2,915)	\$ (2,915)	\$ (512)	\$ (512)	\$ (954)	\$ (954)
Effect of convertible debt instruments, net of tax	—	—	—	(189)	—	—
Loss for per share calculation	<u>\$ (2,915)</u>	<u>\$ (2,915)</u>	<u>\$ (512)</u>	<u>\$ (701)</u>	<u>\$ (954)</u>	<u>\$ (954)</u>
Denominator for loss per share						
Weighted-average shares outstanding	960	960	850	850	768	768
Effect of convertible debt instruments	—	—	—	75	—	—
Weighted-average shares for per share calculation	<u>960</u>	<u>960</u>	<u>850</u>	<u>925</u>	<u>768</u>	<u>768</u>
Loss per share	<u>\$ (3.04)</u>	<u>\$ (3.04)</u>	<u>\$ (0.60)</u>	<u>\$ (0.76)</u>	<u>\$ (1.24)</u>	<u>\$ (1.24)</u>

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

We excluded from the computations certain shares issuable as follows because the effect would have been antidilutive (in millions):

	Years ended December 31,		
	2025	2024	2023
Exchangeable bonds	102	45	151
Share-based awards	8	11	19
Warrants (a)	—	6	10

(a) For the year ended December 31, 2025, the warrants were antidilutive since the exercise price was greater than the average price for our shares.

NOTE 12—COMMITMENTS AND CONTINGENCIES

Service agreement obligations

We have long-term service agreements with original equipment manufacturers to provide services and parts, primarily related to our pressure control systems and drilling systems. We estimated the commitments for our service agreements based on projected operating activity, and actual operating activity could differ from such estimates. At December 31, 2025, the aggregate future payments required under our service agreement obligations were as follows (in millions):

Years ending December 31,	Service agreement obligations
2026	\$ 140
2027	117
2028	73
2029	51
2030	31
Thereafter	66
Total	<u>\$ 478</u>

Letters of credit and surety bonds

At December 31, 2025 and 2024, we had outstanding letters of credit totaling \$51 million and \$9 million, respectively, issued under various committed and uncommitted credit lines provided by banks to guarantee certain performance activities, tax commitments and customs or other obligations. At December 31, 2025 and 2024, we also had outstanding surety bonds totaling \$128 million and \$147 million, respectively, to secure certain tax commitments and other obligations. At December 31, 2025 and 2024, the aggregate cash collateral held by institutions to secure our letters of credit and surety bonds was \$3 million and \$8 million, respectively.

Legal proceedings

Asbestos litigation—In 2014, several of our subsidiaries were named, along with numerous other unaffiliated defendants, in complaints filed in Louisiana. The plaintiffs, former employees of some of the defendants, generally allege that the defendants used or manufactured asbestos-containing drilling mud additives for use in connection with drilling operations, claiming negligence, products liability, strict liability and claims allowed under the Jones Act and general maritime law. One of our subsidiaries has been named in similar complaints filed in Illinois, Missouri and California. At December 31, 2025, two plaintiffs have claims pending in Louisiana and 30 plaintiffs in the aggregate have claims pending in Illinois, Missouri, and California, in which we have or may have an interest. We intend to defend these lawsuits vigorously, although we can provide no assurance as to the outcome. We historically have maintained broad liability insurance, although we can provide no assurance as to whether insurance will cover the liabilities, if any, arising out of these claims. Based on our evaluation of the exposure to date, we do not expect the liability, if any, resulting from these claims to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

One of our subsidiaries was named as a defendant, along with numerous other companies, in lawsuits arising out of the subsidiary's manufacture and sale of heat exchangers, and involvement in the construction and refurbishment of major industrial complexes alleging bodily injury or personal injury as a result of exposure to asbestos. As of December 31, 2025, the subsidiary was a defendant in approximately 405 lawsuits with a corresponding number of plaintiffs. For many of these lawsuits, we have not been provided sufficient information from the plaintiffs to determine whether all or some of the plaintiffs have claims against the subsidiary, the basis of any such claims, or the nature of their alleged injuries. The operating assets of the subsidiary were sold in 1989. We have a coverage-in-place agreement with certain insurers and additional funding from settlement agreements with other insurers. Overall, we believe the subsidiary has sufficient resources to respond to both the current lawsuits as well as future lawsuits of a similar nature. While we cannot predict or provide assurance as to the outcome of these matters, we do not expect the ultimate liability, if any, resulting from these claims to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

Other matters—We are involved in various regulatory matters and a number of claims and lawsuits, asserted and unasserted, all of which have arisen in the ordinary course of our business. We do not expect the liability, if any, resulting from these other matters to have

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

a material adverse effect on our consolidated statement of financial position, results of operations or cash flows. We cannot predict with certainty the outcome or effect of any of the litigation matters specifically described above or of any such other pending, threatened, or possible litigation or liability. We can provide no assurance that our beliefs or expectations as to the outcome or effect of any tax, regulatory, lawsuit or other litigation matter will prove correct and the eventual outcome of these matters could materially differ from management's current estimates.

Environmental matters

We have certain potential liabilities under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") and similar state acts regulating cleanup of hazardous substances at various waste disposal sites, including those described below. CERCLA is intended to expedite the remediation of hazardous substances without regard to fault. Potentially responsible parties ("PRPs") for each site include present and former owners and operators of, transporters to and generators of the substances at the site. It is difficult to quantify the potential cost of environmental matters and remediation obligations. Liability is strict and can be joint and several.

One of our subsidiaries was named as a PRP in connection with a site located in Santa Fe Springs, California, known as the Waste Disposal, Inc. site. We and other PRPs agreed, under a participation agreement with the U.S. Environmental Protection Agency (the "EPA") and the U.S. Department of Justice, to settle our potential liabilities by remediating the site. The remedial action for the site was completed in 2006. Our share of the ongoing operating and maintenance costs has been insignificant, and we do not expect any additional potential liabilities to be material. Resolutions of other claims by the EPA, the involved state agency or PRPs are at various stages of investigation. Nevertheless, based on available information with respect to all environmental matters, including all related pending legal proceedings, asserted legal claims and known potential legal claims that are likely to be asserted, we do not expect the ultimate liability, if any, resulting from such matters, to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

NOTE 13—EQUITY

Share issuance in public offering—In September 2025, we issued 143.8 million Transocean Ltd. shares in a public offering, including 4.0 million Transocean Ltd. shares issued to Perestroika. In connection with the issuance, we received \$421 million aggregate cash proceeds, net of issue costs, including \$12 million from Perestroika.

We maintain an at-the-market equity offering program (the "ATM Program"). We may use the net proceeds from our ongoing ATM Program for general corporate purposes, which may include, among other things, the repayment or refinancing of indebtedness and the funding of working capital, capital expenditures, investments and additional balance sheet liquidity. In June 2021, we entered into an equity distribution agreement with a sales agent for the offer and sale of our shares, with a maximum aggregate net offering price of up to \$400 million, under the ATM Program. In August 2022, we entered into an equity distribution agreement with a sales agent for the offer and sale of our shares, with a maximum aggregate net offering price of up to \$435 million, under the ATM Program. In the three years in the period ended December 31, 2025, we did not issue any shares under the ATM Program.

Share issuance in debt exchanges—In the year ended December 31, 2025, we issued 73.3 million Transocean Ltd. shares with an aggregate fair value of \$201 million to certain holders that elected to exchange the 4.00% Exchangeable Bonds pursuant to the Exchange Agreements. In the year ended December 31, 2023, we issued 65.1 million shares with an aggregate fair value of \$434 million to certain holders that elected to exchange the 2.50% Exchangeable Bonds, the 4.00% Exchangeable Bonds and the 4.625% Exchangeable Bonds under terms of the governing indentures. See Note 8—Debt.

Share issuance in acquisitions—In June 2024, we issued 55.5 million Transocean Ltd. shares with an aggregate fair value of \$297 million as partial consideration to acquire the outstanding 67.0 percent ownership interest in Orion. In September 2023, we issued 11.9 million Transocean Ltd. shares with an aggregate fair value of \$99 million to acquire the outstanding 80.0 percent ownership interests in Liquila. See Note 4—Unconsolidated Affiliates and Note 6—Long-Lived Assets.

Shares held by us—We and one of our subsidiaries hold Transocean Ltd. shares for future use to deliver shares in connection with sales under the ATM Program and in connection with awards granted under our incentive plans or other rights to acquire our shares. At December 31, 2025, we and our subsidiary held 82.9 million and 19.6 million shares, respectively, and at December 31, 2024, we and our subsidiary held 22.5 million and 42.5 million shares, respectively.

Share capital currency change—In May 2024, at our annual general meeting, shareholders approved (a) redenominating the currency of our share capital from Swiss francs to U.S. dollars and (b) reducing the par value of our shares for purposes of such redenomination. As a result of the redenomination and reduction, made effective as of January 1, 2024, the par value of each of our shares was changed to \$0.10 from CHF 0.10.

Warrants—At December 31, 2025 and 2024, we had 22.2 million outstanding warrants to purchase Transocean Ltd. shares. The warrants may be exercised by holders at any time prior to the close of business on March 13, 2026 at an exercise price equal to \$3.71 per share, subject to certain anti-dilutive adjustments, and at our election, such exercise may be settled by delivering cash, Transocean Ltd. shares or a combination of cash and shares. At December 31, 2025 and 2024, the carrying amount of the warrants, recorded as a component of additional paid-in capital, was \$16 million, net of issue costs, which represented the initial estimated fair value on the date of issuance.

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

NOTE 14—SHARE-BASED COMPENSATION

Overview

We have a long-term incentive plan (the “Long-Term Incentive Plan”) for executives, key employees and non-employee directors under which awards can be granted in the form of restricted share units, restricted shares, stock options, stock appreciation rights and cash performance awards. Awards may be granted as service awards that are earned over a defined service period or as performance awards that are earned based on the achievement of certain market factors or performance targets or a combination of market factors and performance targets. The compensation committee of our board of directors determines the terms and conditions of the awards granted under the Long-Term Incentive Plan. At December 31, 2025, we had 154.2 million shares authorized and 37.3 million shares available to be granted under the Long-Term Incentive Plan. At December 31, 2025, the total unrecognized compensation cost related to our unvested share-based awards was \$33 million, which we expect to recognize over a weighted-average period of 1.7 years.

Service awards typically vest either in three equal annual installments beginning on the first anniversary date of the grant or in an aggregate installment at the end of the stated vesting period. Service-based stock options, once fully vested, are typically exercisable during a seven-year period. Performance awards are typically subject to a three-year measurement period and typically vest in one aggregate installment following the ultimate determination date.

Service awards

Restricted share units—A restricted share unit subject to service requirements is a notional unit that is equivalent to one share but has no voting rights until the underlying share is issued. The following table summarizes unvested activity during the year ended December 31, 2025 for service-based units granted under our incentive plan:

	Number of units	Weighted-average grant-date fair value per unit
Unvested at January 1, 2025	7,659,028	\$ 5.44
Granted	6,852,828	3.47
Vested	(5,280,936)	4.72
Forfeited	(113,268)	4.46
Unvested at December 31, 2025	<u>9,117,652</u>	<u>\$ 4.23</u>

In the year ended December 31, 2025, the service-based units that vested had an aggregate grant-date fair value of \$25 million. In the years ended December 31, 2024 and 2023, we granted 5,116,762 and 3,744,049 service-based units, respectively, with a per unit weighted-average grant-date fair value of \$5.29 and \$7.23, respectively. In the years ended December 31, 2024 and 2023, we had 6,727,943 and 6,200,155 service-based units, respectively, that vested with an aggregate grant-date fair value of \$32 million and \$18 million, respectively.

Stock options—The following table summarizes activity during the year ended December 31, 2025 for vested service-based stock options outstanding under our incentive plan:

	Number of shares under option	Weighted-average exercise price per share	Weighted-average remaining contractual term (years)	Aggregate intrinsic value (in millions)
Outstanding at January 1, 2025	4,069,334	\$ 9.53	2.93	\$ —
Forfeited	(17,006)	8.35		
Outstanding at December 31, 2025	<u>4,052,328</u>	<u>\$ 9.54</u>	<u>1.92</u>	<u>\$ —</u>
Vested and exercisable at December 31, 2025	4,052,328	\$ 9.54	1.92	\$ —

At December 31, 2025, 2024 and 2023, there were no outstanding unvested stock options to purchase our shares.

Performance awards

Restricted share units—A restricted share unit subject to performance requirements is a notional unit for which the awarded number of shares to be issued per unit remains uncertain until quantified as of the ultimate determination date following completion of the performance period. The following table summarizes unvested activity during the year ended December 31, 2025 for performance-based units under our incentive plan:

	Number of units	Weighted-average grant-date fair value per unit
Unvested at January 1, 2025	3,495,925	\$ 5.78
Granted	3,138,657	3.35
Vested	(1,439,846)	6.74
Unvested at December 31, 2025	<u>5,194,736</u>	<u>\$ 4.04</u>

In the year ended December 31, 2025, the performance-based units that vested had an aggregate grant-date fair value of \$10 million. In the years ended December 31, 2024 and 2023, we granted 2,687,268 and 1,912,292 performance-based units, respectively,

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

with a per unit weighted-average grant-date fair value of \$5.10 and \$6.74, respectively. In the years ended December 31, 2024 and 2023 we had 4,429,028 and 3,025,512 performance-based units, respectively, that vested with an aggregate grant-date fair value of \$21 million and \$11 million, respectively.

NOTE 15—SUPPLEMENTAL SEGMENT INFORMATION

Our Chief Executive Officer serves as our chief operating decision maker (“CODM”) and assesses performance for and allocates resources for our single contract drilling services segment based on our consolidated net income or loss, as presented on our consolidated statements of operations. The significant segment expense categories regularly provided to our CODM include our operating and maintenance costs and our general and administrative costs, as presented on our consolidated statements of operations. Other segment items included in our consolidated net income or loss include depreciation and amortization, loss on impairment of assets, gain or loss on disposal of assets, interest expense and income tax expense or benefit. Additionally, our CODM reviews our segment assets, as presented on our consolidated balance sheets.

Our CODM uses our consolidated results of operations to evaluate income or loss generated from segment assets, or return on assets, to make decisions to deploy cash flows from operations for reinvestment in our contract drilling services segment or for other uses, such as for acquisitions, debt and equity investments, liability management or to pay dividends to our shareholders. Consolidated results of operations are used to monitor actual results relative to historical, budgeted and forecasted results and to assess segment performance against our peers.

NOTE 16—SUPPLEMENTAL BALANCE SHEET INFORMATION

Other current liabilities were comprised of the following (in millions):

	December 31,	
	2025	2024
Other current liabilities		
Accrued employee benefits and payroll-related liabilities	\$ 166	\$ 136
Accrued interest	101	134
Accrued taxes, other than income	28	39
Finance lease liability	51	47
Operating lease liabilities	8	7
Contract liabilities	181	231
Contingent liabilities	87	94
Other	5	3
Total other current liabilities	\$ 627	\$ 691

Other long-term liabilities were comprised of the following (in millions):

	December 31,	
	2025	2024
Other long-term liabilities		
Postemployment benefit plan obligations	\$ 103	\$ 100
Finance lease liability	169	224
Operating lease liabilities	86	88
Income taxes payable	90	65
Contract liabilities	92	212
Other	42	40
Total other long-term liabilities	\$ 582	\$ 729

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

NOTE 17—SUPPLEMENTAL CASH FLOW INFORMATION

The reconciling adjustments of our net cash provided by operating activities that were attributable to the net change in other operating assets and liabilities were as follows (in millions):

	Years ended December 31,		
	2025	2024	2023
Changes in other operating assets and liabilities			
Increase in accounts receivable	\$ (30)	\$ (94)	\$ (99)
(Increase) decrease in other assets	7	(92)	(91)
Increase (decrease) in accounts payable and other current liabilities	(12)	(86)	144
Decrease in other long-term liabilities	(7)	(3)	(6)
Change in income taxes receivable / payable, net	17	(19)	(36)
Change in receivables from / payables to affiliates, net	—	9	(8)
	<u>\$ (25)</u>	<u>\$ (285)</u>	<u>\$ (96)</u>

Additional cash flow information was as follows (in millions):

	Years ended December 31,		
	2025	2024	2023
Certain cash operating activities			
Cash payments for interest	\$ 538	\$ 521	\$ 408
Noncash investing and financing activities			
Capital additions accrued at end of period	(a) \$ 20	\$ 23	\$ 36
Acquisition of outstanding ownership interests in exchange for shares and debt	(b) —	431	99
Debt investment exchanged for equity ownership interests	(c) 2	—	37
Finance lease installments settled with credits issued to customer	(d) 39	40	44
Shares issued in exchanges of exchangeable bonds	(e) 201	—	434

- (a) Additions to property and equipment for which we had accrued a corresponding liability in accounts payable at the end of the period. See Note 6—Long-Lived Assets.
- (b) In June 2024, we issued 55.5 million Transocean Ltd. shares and \$130 million aggregate principal amount of 8.00% Senior Notes to acquire the outstanding ownership interest in Orion. In September 2023, we issued 11.9 million Transocean Ltd. shares to acquire the outstanding ownership interest in Liquila. See Note 4—Unconsolidated Affiliates, Note 6—Long-Lived Assets and Note 13—Equity.
- (c) In October 2025, we agreed to exchange borrowings due to us under a loan agreement with an unconsolidated affiliate for equity ownership interests. In September 2023, we agreed to exchange borrowings due to us under a financing arrangement with Orion for additional equity ownership interests in Orion. See Note 4—Unconsolidated Affiliates.
- (d) In the years ended December 31, 2025, 2024 and 2023, we agreed to settle installments due to the lessor under our finance lease by issuing corresponding credits to our customer for amounts due to us under the drilling contract. See Note 7—Leases.
- (e) In the year ended December 31, 2025, we issued 73.3 million Transocean Ltd. shares to certain holders that elected to exchange the 4.00% Exchangeable Bonds pursuant to the Exchange Agreements. In the year ended December 31, 2023, we issued 65.1 million Transocean Ltd. shares to certain holders that elected to exchange the 2.50% Exchangeable Bonds, the 4.00% Exchangeable Bonds and the 4.625% Exchangeable Bonds. See Note 8—Debt and Note 13—Equity.

NOTE 18—FINANCIAL INSTRUMENTS

Overview—The carrying amounts and fair values of our financial instruments were as follows (in millions):

	December 31, 2025		December 31, 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Cash and cash equivalents	\$ 620	\$ 620	\$ 560	\$ 560
Restricted cash and cash equivalents	377	377	381	381
Total debt	5,657	5,755	6,881	6,888

Cash and cash equivalents—Our cash and cash equivalents are primarily invested in demand deposits, short-term time deposits and money market funds. The carrying amount of our cash and cash equivalents represents the historical cost, plus accrued interest, which approximates fair value because of the short maturities of the instruments.

Restricted cash and cash equivalents—Our restricted cash and cash equivalents, which are subject to restrictions due to collateral requirements, legislation, regulation or court order, are primarily invested in demand deposits and money market funds. The carrying amount of our restricted cash and cash equivalents represents the historical cost, plus accrued interest, which approximates fair value because of the short maturities of the instruments.

Total debt—The carrying amount of our total debt represents the principal amount, together with unamortized discounts, premiums and issue costs. The carrying amount and fair value of our total debt includes amounts related to our exchangeable bonds (see Note 8—

TRANSOCEAN LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—continued

Debt). We estimated the fair value of our total debt using significant other observable inputs, representative of Level 2 fair value measurements, including the terms and credit spreads for the instruments and, with respect to our exchangeable bonds, the expected volatility of the market price for our shares.

NOTE 19—RISK CONCENTRATION

Interest rate risk—We are exposed to interest rate risk related to our fixed-rate debt when we refinance maturing debt with new debt or when we early retire debt in open market repurchases or other market transactions. We are also exposed to interest rate risk related to our restricted and unrestricted cash equivalents, as the interest income earned on these investments is based on variable or short-term interest rates, which change with market interest rates.

Equity price risk—We are exposed to equity price risk primarily related to the bifurcated compound exchange feature contained within the indenture governing the 4.625% Exchangeable Bonds. The market price of our shares is the primary driver of the fair value of the exchange feature. An increase or decrease to the market price of our shares yields an increase or decrease to the carrying amount of the exchange feature, recorded as a component of our debt, and a corresponding change to interest expense.

Currency exchange rate risk—We are exposed to currency exchange rate risk primarily related to contract drilling revenues, employee compensation costs and purchasing costs that are denominated in currencies other than our functional currency, the U.S. dollar. To minimize the exposure to currency exchange rate risk, we use a variety of techniques, including structuring customer payment terms and occasionally entering into forward exchange contracts. We structure customer contracts, as our primary tool to manage currency exchange rate risk, to provide for payment in both U.S. dollars and local currency where the local currency portion is based on our anticipated local currency requirements over the contract term. Due to various factors, including customer acceptance, local banking laws, national content requirements, other statutory requirements, currency liquidity, local inflation and revenue efficiency, actual local currency needs may vary from those realized in the customer contracts, resulting in partial exposure to currency exchange rate risk. The currency exchange effect resulting from our international operations generally has not had a material impact on our operating results.

Credit risk—We are exposed to concentrations of credit risk primarily related to our restricted and unrestricted cash and cash equivalents and customer receivables. We generally maintain our restricted and unrestricted cash and cash equivalents in time deposits at commercial banks with high credit ratings or mutual funds, which invest exclusively in high-quality money market instruments, and because we limit the amount of exposure to any one institution, we do not believe we are exposed to any significant credit risk. Our customer receivables, dispersed across various countries, are due from integrated energy companies, government-owned or government-controlled energy companies and other independent energy companies. We occasionally require collateral or other security to support customer receivables when we have encountered isolated concerns related to the credit of independent energy companies. Additionally, in certain infrequent instances, when we determine that collection is uncertain, we may offer extended payment terms and recognize revenues associated with the contract on a cash basis. We establish an allowance for credit losses, recorded in accounts receivable, net, by applying an expected loss rate based on current, forecasted and historical experience. At December 31, 2025 and 2024, our allowance for credit losses was \$2 million.

Labor agreements—At December 31, 2025, we had a global workforce of approximately 5,600 individuals, including approximately 380 contractors. Approximately 45 percent of our total workforce, working primarily in Brazil and Norway, is represented by, and some of our contracted labor work is subject to, collective bargaining agreements, substantially all of which are subject to annual salary negotiations. Negotiations for annual salary or other labor matters could result in higher personnel or other costs or increased operational restrictions or disruptions. The outcome of any such negotiation generally affects the market for all offshore employees, not only union members. A failure to reach an agreement on certain key issues could result in strikes, lockouts or other work stoppages.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

We have not had a change in or disagreement with our accountants within 24 months prior to the date of our most recent financial statements or in any period subsequent to such date.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure controls and procedures—Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the U.S. Securities Exchange Act of 1934 is (1) accumulated and communicated to our management, including our Chief Executive Officer, who is our principal executive officer, and our Chief Financial Officer, who is our principal financial officer, to allow timely decisions regarding required disclosure and (2) recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms. Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we performed an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2025.

Internal control over financial reporting—There were no changes to our internal control over financial reporting during the quarter ended December 31, 2025 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. See "Management's Report on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm," included in Item 8 of this annual report.

ITEM 9B. OTHER INFORMATION

During the three months ended December 31, 2025, no director or officer of Transocean adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

ITEM 11. EXECUTIVE COMPENSATION

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Items 10, 11, 12, 13 and 14 is incorporated herein by reference to our definitive proxy statement for our 2026 annual general meeting of shareholders, which will be filed with the U.S. Securities and Exchange Commission pursuant to Regulation 14A under the U.S. Securities Exchange Act of 1934 within 120 days of December 31, 2025. Certain information with respect to our executive officers is set forth in Part I of this annual report under the caption "Executive Leadership."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(A) INDEX TO FINANCIAL STATEMENTS, FINANCIAL STATEMENT SCHEDULES AND EXHIBITS

(1) Index to Financial Statements

Included in Part II of this report:	Page
Management's Report on Internal Control Over Financial Reporting	AR-37
Reports of Independent Registered Public Accounting Firm (PCAOB ID 00042)	AR-38
Report of the Statutory Auditor	AR-41
Consolidated Statements of Operations	AR-44
Consolidated Statements of Comprehensive Loss	AR-45
Consolidated Balance Sheets	AR-46
Consolidated Statements of Equity	AR-47
Consolidated Statements of Cash Flows	AR-48
Notes to Consolidated Financial Statements	AR-49

Financial statements of unconsolidated subsidiaries are not presented herein because such subsidiaries do not meet the significance test.

(2) Financial Statement Schedules

TRANSOCEAN LTD. AND SUBSIDIARIES SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS (in millions)

	Years ended December 31,		
	2025	2024	2023
Allowance for credit losses			
Balance, beginning of period	\$ 2	\$ 2	\$ 2
Additions: charged to cost and expenses	—	—	—
Additions: charged to other accounts	—	—	—
Deductions	—	—	—
Balance, end of period	\$ 2	\$ 2	\$ 2
Allowance for excess materials and supplies			
Balance, beginning of period	\$ 178	\$ 198	\$ 199
Additions: charged to cost and expenses	17	7	6
Additions: charged to other accounts	—	—	—
Deductions	(a) (55)	(27)	(7)
Balance, end of period	\$ 140	\$ 178	\$ 198
Valuation allowance on deferred tax assets			
Balance, beginning of period	\$ 2,089	\$ 1,884	\$ 1,910
Additions: charged to cost and expenses	390	208	—
Additions: charged to other accounts	—	—	—
Deductions	(b) —	(3)	(26)
Balance, end of period	\$ 2,479	\$ 2,089	\$ 1,884

(a) Amount related to disposal of materials and supplies, primarily associated with rigs and related assets sold or classified as held for sale.

(b) Amount related to adjustments to other deferred tax assets with valuation allowances.

(3) Exhibits

The following exhibits are filed or furnished, as indicated, or incorporated by reference to the location indicated:

NUMBER	DESCRIPTION	LOCATION
2.1	Business Combination Agreement, dated as of February 9, 2026, between Transocean Ltd. and Valaris Limited	Exhibit 2.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on February 10, 2026

NUMBER	DESCRIPTION	LOCATION
3.1	Articles of Association of Transocean Ltd.	Exhibit 3.2 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on June 3, 2025
3.2	Organizational Regulations of Transocean Ltd., amended effective as of May 30, 2025	Exhibit 3.3 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on June 3, 2025
4.1	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934	Filed with our Annual Report on Form 10-K for the year ended December 31, 2025
4.2	Credit Agreement, dated as of June 22, 2018, among Transocean International Limited, the lenders parties thereto and Citibank, N.A., as administrative agent and collateral agent	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 000-53533) filed on June 27, 2018
4.2.1	Increase of Commitments and First Amendment to Credit Agreement, dated as of May 13, 2019, among Transocean International Limited, the lenders and issuing banks parties thereto, Citibank, N.A., as administrative agent, and for the limited purposes set forth therein, Transocean Ltd. and certain of its subsidiaries	Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on May 13, 2019
4.2.2	Increase of Commitments, Second Amendment to Credit Agreement and First Amendment to Guaranties, dated as of July 15, 2019, among Transocean International Limited, the lenders and issuing banks parties thereto, Citibank, N.A., as administrative agent, and for the limited purposes set forth therein, Transocean Ltd. and certain of its subsidiaries	Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on July 15, 2019
4.2.3	Curative Agreement, dated September 24, 2019, between Transocean International Limited and Citibank, N.A., as administrative agent for the lenders under the Credit Agreement dated June 22, 2018, as amended	Exhibit 10.2 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended September 30, 2019
4.2.4	Increase of Commitments and Third Amendment to Credit Agreement, dated as of December 23, 2019, among Transocean International Limited, the lenders and issuing banks parties thereto, Citibank, N.A., as administrative agent, and for the limited purposes set forth therein, Transocean Ltd. and certain of its subsidiaries	Exhibit 4.6 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 001-38373) for the year ended December 31, 2019
4.2.5	Fourth Amendment to Credit Agreement, dated as of November 30, 2020, among Transocean International Limited, the lenders and issuing banks parties thereto, Citibank, N.A., as administrative agent, and for the limited purposes set forth therein, certain of Transocean International Limited's subsidiaries	Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on December 1, 2020
4.2.6	Fifth Amendment to Credit Agreement, dated as of July 27, 2022, among Transocean International Limited, the lenders and issuing banks parties thereto, Citibank, N.A., as administrative agent, and for the limited purposes set forth therein, Transocean Ltd. and certain of Transocean International Limited's subsidiaries	Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on August 1, 2022
4.2.7	Sixth Amendment to Credit Agreement, dated as of April 18, 2024, among Transocean International Limited, the lenders parties thereto, Citibank, N.A. as administrative agent and collateral agent, and for the limited purposes set forth therein, Transocean Ltd. and certain of Transocean International Limited's subsidiaries	Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on April 18, 2024
4.3	Indenture, dated as of April 15, 1997, between Transocean Offshore Inc. and Texas Commerce Bank National Association, as trustee	Exhibit 4.1 to Transocean Offshore Inc.'s Current Report on Form 8-K (Commission File No. 001-07746) filed on April 30, 1997
4.3.1	First Supplemental Indenture, dated as of April 15, 1997, between Transocean Offshore Inc. and Texas Commerce Bank National Association, as trustee, supplementing the Indenture dated as of April 15, 1997	Exhibit 4.2 to Transocean Offshore Inc.'s Current Report on Form 8-K (Commission File No. 001-07746) filed on April 30, 1997
4.3.2	Second Supplemental Indenture, dated as of May 14, 1999, between Transocean Offshore (Texas) Inc., Transocean Offshore Inc. and Chase Bank of Texas, National Association, as trustee	Exhibit 4.5 to Transocean Offshore Inc.'s Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-59001-99) filed on June 29, 1999
4.3.3	Fifth Supplemental Indenture, dated as of December 18, 2008, among Transocean Ltd., Transocean International Limited and The Bank of New York Mellon Trust Company, N.A., as trustee	Exhibit 4.4 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 333-75899) filed on December 19, 2008
4.3.4	Form of 7.45% Notes due April 15, 2027	Exhibit 4.3 to Transocean Offshore Inc.'s Current Report on Form 8-K (Commission File No. 001-07746) filed on April 30, 1997

NUMBER	DESCRIPTION	LOCATION
4.3.5	Form of 8.00% Debentures due April 15, 2027	Exhibit 4.4 to Transocean Offshore Inc.'s Current Report on Form 8-K (Commission File No. 001-07746) filed on April 30, 1997
4.3.6	Officers' Certificate establishing the terms of the 7.50% Notes due April 15, 2031	Exhibit 4.3 to Transocean Sedco Forex Inc.'s Current Report on Form 8-K (Commission File No. 333-75899) filed on April 9, 2001
4.3.7	Officers' Certificate establishing the terms of the 7.375% Notes due April 15, 2018	Exhibit 4.14 to Transocean Sedco Forex Inc.'s Annual Report on Form 10-K (Commission File No. 333-75899) for the year ended December 31, 2001
4.4	Indenture, dated as of September 1, 1997, between Global Marine Inc. and Wilmington Trust Company, as Trustee, relating to Debt Securities of Global Marine Inc.	Exhibit 4.1 of Global Marine Inc.'s Registration Statement on Form S-4 (No. 333-39033) filed on October 30, 1997
4.4.1	First Supplemental Indenture, dated as of June 23, 2000, between Global Marine Inc. and Wilmington Trust Company, as Trustee, relating to Debt Securities of Global Marine Inc.	Exhibit 4.2 of Global Marine Inc.'s Quarterly Report on Form 10-Q (Commission File No. 001-05471) for the quarter ended June 30, 2000
4.4.2	Second Supplemental Indenture, dated as of November 20, 2001, between Global Marine Inc. and Wilmington Trust Company, as Trustee, relating to Debt Securities of Global Marine Inc.	Exhibit 4.2 to GlobalSantaFe Corporation's Annual Report on Form 10-K (Commission File No. 001-14634) for the year ended December 31, 2004
4.4.3	Third Supplemental Indenture, dated as of July 29, 2019, among Global Marine Inc, Transocean International Limited and Wilmington Trust Company, as trustee, relating to Debt Securities of Global Marine Inc.	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on July 29, 2019
4.4.4	Form of 7% Note due 2028	Exhibit 4.2 of Global Marine Inc.'s Current Report on Form 8-K (Commission File No. 001-05471) filed on May 22, 1998
4.4.5	Terms of 7% Notes due 2028	Exhibit 4.1 of Global Marine Inc.'s Current Report on Form 8-K (Commission File No. 001-05471) filed on May 22, 1998
4.5	Indenture, dated as of December 11, 2007, between Transocean International Limited and Wells Fargo Bank, National Association	Exhibit 4.36 to Transocean International Limited's Annual Report on Form 10-K (Commission File No. 333-75899) for the year ended December 31, 2007
4.5.1	First Supplemental Indenture, dated as of December 11, 2007, between Transocean International Limited and Wells Fargo Bank, National Association	Exhibit 4.37 to Transocean International Limited's Annual Report on Form 10-K (Commission File No. 333-75899) for the year ended December 31, 2007
4.5.2	Third Supplemental Indenture, dated as of December 18, 2008, among Transocean Ltd., Transocean International Limited and Wells Fargo Bank, National Association, as trustee	Exhibit 4.3 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 333-75899) filed on December 19, 2008
4.5.3	Fourth Supplemental Indenture, dated as of September 21, 2010, among Transocean Ltd., Transocean International Limited and Wells Fargo Bank, National Association, as trustee	Exhibit 4.1 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 000-53533) for the quarter ended September 30, 2010
4.5.4	Fifth Supplemental Indenture, dated as of December 5, 2011, among Transocean Ltd., Transocean International Limited and Wells Fargo Bank, National Association, as trustee	Exhibit 4.3 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 000-53533) filed on December 5, 2011
4.5.5	Sixth Supplemental Indenture, dated as of September 13, 2012, among Transocean International Limited, Transocean Ltd. and Wells Fargo Bank, National Association, as trustee	Exhibit 4.3 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 000-53533) filed on September 13, 2012
4.6	Registration Rights Agreement, dated as of January 30, 2018, among Transocean Ltd., Transocean International Limited, and the security holders named therein	Exhibit 4.3 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 000-53533) filed on January 30, 2018
4.6.1	Amendment to Registration Rights Agreement, dated as of August 14, 2020, by and among Transocean Ltd., Transocean International Limited and Perestroika (Cyprus) Ltd.	Exhibit 4.2 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on August 14, 2020
4.7	Indenture, dated as of September 30, 2022, by and among Transocean International Limited, the Guarantors and Truist Bank, as trustee	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on September 30, 2022
4.8	Warrant Agreement, dated as of September 30, 2022, by and among Transocean International Limited, Transocean Ltd. and Computershare Inc. and Computershare Trust Company, N.A., as warrant agent	Exhibit 4.2 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on September 30, 2022
4.9	Indenture, dated as of January 17, 2023, among Transocean Titan Financing Limited, the Guarantors and Truist Bank, as trustee and collateral agent	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on January 17, 2023

NUMBER	DESCRIPTION	LOCATION
4.9.1	First Supplemental Indenture, dated as of May 8, 2024, among Transocean Titan Financing Limited, the Guarantors and Truist Bank, as trustee and collateral agent	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-138373) filed on May 8, 2024
4.10	Indenture, dated as of January 31, 2023, among Transocean International Limited, the Guarantors named therein and Truist Bank, as trustee and collateral agent	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on January 31, 2023
4.10.1	First Supplemental Indenture, dated as of January 26, 2024, by and among Transocean International Limited, the Additional Guarantors, the Note Parties and Truist Bank, as trustee and collateral agent, supplementing the Indenture dated as of January 31, 2023	Exhibit 4.16.1 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 001-38373) for the year ended December 31, 2023
4.10.2	Second Supplemental Indenture, dated as of May 30, 2024, by and among Transocean International Limited, the Additional Guarantors, the Note Parties and Truist Bank, as trustee and collateral agent, supplementing the Indenture dated as of January 31, 2023	Exhibit 4.3 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended June 30, 2024
4.11	Indenture, dated as of October 11, 2023, among Transocean Aquila Limited, the Guarantors and Truist Bank, as trustee and collateral agent	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on October 11, 2023
4.11.1	First Supplemental Indenture, dated as of March 18, 2024, by and among Transocean Aquila Limited, the Additional Guarantors, the Note Parties and Truist Bank, as trustee and collateral agent, supplementing the Indenture dated as of October 11, 2023	Exhibit 4.2 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended March 31, 2024
4.12	Indenture, dated as of April 18, 2024, by and among Transocean International Limited, the Guarantors and Truist Bank, as trustee.	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on April 18, 2024
4.13	Registration Rights Agreement, dated as of June 28, 2024, by and among the Company and Hayfin	Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on June 28, 2024
4.14	Indenture, dated as of October 15, 2025, by and among Transocean International Limited, the Guarantors and Truist Bank, as trustee	Exhibit 4.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on October 15, 2025
10.1	Shipyard Credit Agreement for <i>Deepwater Atlas</i> , dated as of June 5, 2021, by and between Jurong Shipyard Pte. Ltd. and Transocean Offshore Deepwater Holdings Limited	Exhibit 10.2 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended June 30, 2021
10.2	Shipyard Credit Agreement for <i>Deepwater Titan</i> , dated as of June 5, 2021, by and between Jurong Shipyard Pte. Ltd. and Transocean Offshore Deepwater Holdings Limited	Exhibit 10.3 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended June 30, 2021
† 10.3	Amended and Restated 2015 Transocean Ltd. Long-Term Incentive Plan, effective as of May 30, 2025	Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission No. 001-38373) filed on June 3, 2025
† 10.4	Terms and Conditions of 2013 Director Deferred Unit Award	Exhibit 10.14 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 000-53533) for the year ended December 31, 2015
† 10.5	Terms and Conditions of 2014 Director Deferred Unit Award	Exhibit 10.15 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 000-53533) for the year ended December 31, 2015
† 10.6	Terms and Conditions of 2015 Director Restricted Share Unit Award	Exhibit 10.16 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 000-53533) for the year ended December 31, 2015
† 10.7	Transocean Ltd. Pension Equalization Plan, as amended and restated, effective January 1, 2009	Exhibit 10.41 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 000-53533) for the year ended December 31, 2008
† 10.8	Transocean U.S. Supplemental Savings Plan, as amended and restated, effective as of January 1, 2009	Exhibit 10.44 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 000-53533) for the year ended December 31, 2008
10.9	Form of Indemnification Agreement entered into between Transocean Ltd. and each of its Directors and Executive Officers	Exhibit 10.1 to Transocean International Limited's Current Report on Form 8-K (Commission File No. 333-75899) filed on October 10, 2008
† 10.10	Amended and Restated Executive Severance Benefit Policy	Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 000-53533) filed on November 22, 2023
† 10.11	Employment Agreement with Jeremy D. Thigpen effective September 1, 2016	Exhibit 10.1 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 000-53533) for the quarter ended September 30, 2016

NUMBER	DESCRIPTION	LOCATION
† 10.12	Employment Agreement with Jeremy D. Thigpen effective May 1, 2025	Exhibit 10.4 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended March 31, 2025
† 10.13	Employment Agreement with Mark L. Mey effective September 1, 2016	Exhibit 10.2 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 000-53533) for the quarter ended September 30, 2016
† 10.14	Amended and Restated Performance Award and Cash Bonus Plan of Transocean Ltd.	Exhibit 10.48 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 001-38373) for the year ended December 31, 2020
† 10.15	Terms and Conditions of 2020 Director Restricted Share Unit Award	Exhibit 10.3 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended June 30, 2020
† 10.16	Terms and Conditions of 2022 Executive Equity Awards	Exhibit 10.52 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 001-38373) for the year ended December 31, 2021
† 10.17	Terms and Conditions of 2023 Executive Equity Awards	Exhibit 10.50 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 001-38373) for the year ended December 31, 2022
† 10.18	Terms and Conditions of 2024 Executive Equity Awards	Exhibit 10.1 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended March 31, 2024
† 10.19	Terms and Conditions of 2024 Executive Management Team Equity Awards	Exhibit 10.2 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended March 31, 2024
† 10.20	Employment Agreement with Mr. Thad Vayda dated May 20, 2024	Exhibit 10.2 to Transocean Ltd.'s Current Report on Form 8-K (Commission No. 001-38373) filed on May 22, 2024
† 10.21	Employment Agreement with Keelan Adamson effective May 1, 2025	Exhibit 10.3 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended March 31, 2025
† 10.22	Terms and Conditions of 2025 Executive Equity Awards	Exhibit 10.1 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended March 31, 2025
† 10.23	Terms and Conditions of 2025 Executive Management Team Equity Awards	Exhibit 10.2 to Transocean Ltd.'s Quarterly Report on Form 10-Q (Commission File No. 001-38373) for the quarter ended March 31, 2025
19	Transocean Ltd. Insider Trading Policy	Exhibit 19 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 001-38373) for the year ended December 31, 2024
21	Subsidiaries of Transocean Ltd.	Filed with our Annual Report on Form 10-K for the year ended December 31, 2025
23	Consent of Ernst & Young LLP	Filed with our Annual Report on Form 10-K for the year ended December 31, 2025
24	Powers of Attorney	Filed with our Annual Report on Form 10-K for the year ended December 31, 2025
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed with our Annual Report on Form 10-K for the year ended December 31, 2025
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed with our Annual Report on Form 10-K for the year ended December 31, 2025
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished with our Annual Report on Form 10-K for the year ended December 31, 2025
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished with our Annual Report on Form 10-K for the year ended December 31, 2025
97	Transocean Ltd. Executive Officer Incentive-Based Compensation Recoupment Policy	Exhibit 97 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 001-38373) for the year ended December 31, 2023

NUMBER	DESCRIPTION	LOCATION
101	Interactive data files pursuant to Rule 405 of Regulation S-T formatted in Inline Extensible Business Reporting Language: (i) our consolidated statements of operations for the years ended December 31, 2025, 2024 and 2023; (ii) our consolidated statements of comprehensive loss for the years ended December 31, 2025, 2024 and 2023; (iii) our consolidated balance sheets as of December 31, 2025 and 2024; (iv) our consolidated statements of equity for the years ended December 31, 2025, 2024 and 2023; (v) our consolidated statements of cash flows for the years ended December 31, 2025, 2024 and 2023; and (vi) the notes to consolidated financial statements	Filed with our Annual Report on Form 10-K for the year ended December 31, 2025
104	The cover page from our annual report on Form 10-K for the year ended December 31, 2025, formatted in Inline Extensible Business Reporting Language	Filed with our Annual Report on Form 10-K for the year ended December 31, 2025

† Compensatory plan or arrangement

Exhibits listed above as previously having been filed with the U.S. Securities and Exchange Commission are incorporated by reference pursuant to Rule 12b-32 under the Securities Exchange Act of 1934 and made a part of our Annual Report on Form 10-K with the same effect as if filed therewith.

Certain instruments relating to our long-term debt and our subsidiaries have not been filed as exhibits since the total amount of securities authorized under any such instrument does not exceed 10 percent of our total assets and our subsidiaries on a consolidated basis. We agree to furnish a copy of each such instrument to the U.S. Securities and Exchange Commission upon request.

Certain agreements filed as exhibits to this Report may contain representations and warranties by the parties to such agreements. These representations and warranties have been made solely for the benefit of the parties to such agreements and (1) may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate, (2) may have been qualified by certain disclosures that were made to other parties in connection with the negotiation of such agreements, which disclosures are not reflected in such agreements, and (3) may apply standards of materiality in a way that is different from what may be viewed as material to investors.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned; thereunto duly authorized, on February 23, 2026.

TRANSOCEAN LTD.

By: /s/ Robert Thaddeus Vayda
Robert Thaddeus Vayda
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

By: /s/ Jason Pack
Jason Pack
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated on February 23, 2026.

Signature	Title
<u>/s/ Keelan Adamson</u> Keelan Adamson	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Robert Thaddeus Vayda</u> Robert Thaddeus Vayda	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Jason Pack</u> Jason Pack	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Jeremy D. Thigpen	Executive Chair of the Board of Directors
<u>*</u> Chadwick C. Deaton	Lead Independent Director
<u>*</u> Glyn A. Barker	Director
<u>*</u> Vanessa C.L. Chang	Director
<u>*</u> Frederico F. Curado	Director
<u>*</u> Domenic J. Dell'Osso, Jr.	Director
<u>*</u> Vincent J. Intrieri	Director
<u>*</u> William F. Lacey	Director
<u>*</u> Samuel J. Merksamer	Director
<u>*</u> Frederik W. Mohn	Director
<u>By: /s/ Jason Pack</u> (Attorney-in-Fact)	

TRANSOCEAN LTD.

STATUTORY FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

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To the General Meeting of
Transocean Ltd., Steinhäusen

Zurich, February 23, 2026

Report of the statutory auditor

Report on the audit of the financial statements



Opinion

We have audited the financial statements of Transocean Ltd. (the Company), which comprise the balance sheet as at December 31, 2025, the statement of operations for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements comply with Swiss law and the Company's articles of incorporation.



Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and 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 in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession that are relevant to audits of the financial statements of public interest entities. We have also 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.



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. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the "Auditor's responsibilities for the audit of the financial statements" section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

Impairment assessment of investments in subsidiaries

Risk

Transocean Ltd. evaluates its investments in subsidiaries for impairment annually and records an impairment loss when the carrying amount of such assets exceeds the recoverable amount. The assessment of the existence of any indicators of impairment of the carrying amount of investments in subsidiaries is judgmental. In the event that indicators of impairment are identified, the assessment of the recoverable amounts is also judgmental and requires estimation and the use of subjective assumptions.

Transocean Ltd. measures the recoverable amount of its investments in subsidiaries by applying a variety of valuation methods, incorporating a combination of income and market approaches and using projected discounted cash flows.

The primary risks are identifying impairment indicators, inaccurate models being used for the impairment assessment, and that the assumptions to support the value of the investments are inappropriate. The principal consideration for our determination that the impairment assessment of investments in subsidiaries is a key audit matter is the subjectivity in the assessment of the recoverable amounts which requires estimation and the use of subjective assumptions.

See Note 4 to the accompanying financial statements for Transocean Ltd.'s disclosures related to investments in subsidiaries.

Our audit response

Our audit procedures related to the key audit matter of the impairment assessment of investments in subsidiaries included the following procedures:

We performed inquiries of management about the current market conditions supporting the evaluation of potential impairment indicators, tested the key assumptions used, and performed procedures on Transocean Ltd.'s prospective financial information.

We involved valuation specialists to assist in the evaluation of management's valuation models and impairment analyses, specifically in testing key assumptions and prospective financial information.

We performed procedures to assess the valuation models for evidence of management bias considering contrary evidence from third party analyst reports and press releases.

Our audit procedures did not lead to any reservations regarding the impairment assessment of investments in subsidiaries.



Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the compensation report and our auditor's reports thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



Board of Directors' responsibilities for the financial statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors 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, the Board of Directors is responsible for assessing the Company'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 the Board of Directors either intends to liquidate the Company 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 Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on EXPERTsuisse's website at: <https://www.expertsuisse.ch/en/audit-report>. This description forms an integral part of our report.

Report on other legal and regulatory requirements



In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

Based on our audit in accordance with Art. 728a para. 1 item 2 CO, we confirm that the proposal of the Board of Directors complies with Swiss law and the Company's articles of incorporation.

We recommend that the financial statements submitted to you be approved.

Ernst & Young Ltd

/s/ Reto Hofer
Licensed audit expert
(Auditor in charge)

/s/ Ralph Petermann
U.S. certified public accountant

Enclosures

- ▶ Financial statements (balance sheet, statement of operations, notes)
- ▶ Proposal of the Board of Directors

TRANSOCEAN LTD.
STATEMENTS OF OPERATIONS
(In thousands)

	Years ended December 31,							
	2025				2024			
Income								
Guarantee fee income	USD	598	CHF	474	USD	755	CHF	685
Financial income		323		256		2,432		2,207
Administrative services income		933		739		785		713
Total income		1,854		1,469		3,972		3,605
Costs and expenses								
General and administrative		35,168		27,874		15,955		14,478
Financial expense		47,419		37,584		56,754		51,499
Currency exchange loss		174		138		598		543
Total costs and expenses		82,761		65,596		73,307		66,520
Unrealized gain from financial instruments		7,318		5,800		51,670		46,886
Translation gain upon redenomination of reporting currency		—		—		281,057		255,031
Direct taxes benefit (expense)		27		22		(10)		(9)
Net income (loss) for the year	USD	(73,562)	CHF	(58,305)	USD	263,382	CHF	238,993

See accompanying notes.

TRANSOCEAN LTD.
BALANCE SHEETS
(In thousands)

	December 31,							
	2025				2024			
Assets								
Cash	USD	470	CHF	373	USD	410	CHF	372
Receivables from subsidiaries		867		687		1,357		1,231
Other current assets		1,648		1,305		1,373		1,246
Total current assets		2,985		2,365		3,140		2,849
Investments in subsidiaries		6,251,942		4,955,289		6,246,935		5,668,469
Property and equipment		1,233		978		1,233		1,119
Less accumulated depreciation		1,233		978		1,233		1,119
Property and equipment, net		—		—		—		—
Other non-current assets		575		456		698		633
Total non-current assets		6,252,517		4,955,745		6,247,633		5,669,102
Total assets	USD	6,255,502	CHF	4,958,110	USD	6,250,773	CHF	5,671,951
Liabilities and shareholders' equity								
Accounts payable to subsidiaries	USD	5,554	CHF	4,402	USD	17,017	CHF	15,441
Interest payable to subsidiaries		99,414		78,796		73,638		66,819
Other current liabilities		1,903		1,508		294		267
Total current liabilities		106,871		84,706		90,949		82,527
Non-current interest bearing notes payable to subsidiary		611,808		484,918		1,202,646		1,091,281
Non-current lease liabilities		250		198		296		269
Other non-current liabilities		14,415		11,425		21,732		19,720
Total non-current liabilities		626,473		496,541		1,224,674		1,111,270
Share capital		120,401		95,430		94,083		85,371
Statutory capital reserves from capital contribution		17,981,625		14,252,236		17,341,331		15,735,524
Statutory capital reserves from other capital reserves		48,481		38,426		48,481		43,991
Statutory capital reserves from capital contribution for shares held by subsidiaries		95,052		75,338		95,052		86,250
Own shares		(8,292)		(6,572)		(2,250)		(2,042)
Accumulated losses brought forward from previous years		(12,641,547)		(10,019,690)		(12,904,929)		(11,709,933)
Net income (loss) for the year		(73,562)		(58,305)		263,382		238,993
Total shareholders' equity		5,522,158		4,376,863		4,935,150		4,478,154
Total liabilities and shareholders' equity	USD	6,255,502	CHF	4,958,110	USD	6,250,773	CHF	5,671,951

See accompanying notes.

TRANSOCEAN LTD.
NOTES TO STATUTORY FINANCIAL STATEMENTS

NOTE 1—GENERAL

Overview

Transocean Ltd. (“we,” “us,” or “our”) is the parent company to the following direct wholly owned subsidiaries: (1) Transocean International Limited (“Transocean International”), (2) Transocean Management Services GmbH (“TMSG”), and (3) Triton Quantum I GmbH (“TQ1G”). Transocean Ltd. is registered with the commercial register in the canton of Zug, and its shares are listed in the United States (“U.S.”) on the New York Stock Exchange. At December 31, 2025 and 2024, we had fewer than 10 full-time employees.

Agreement to acquire Valaris Limited

On February 9, 2026, we and Valaris Limited, an exempted company limited by shares incorporated under the laws of Bermuda (“Valaris”), entered into a Business Combination Agreement (the “Agreement”) providing for the combination of Transocean and Valaris (the “Business Combination”). Pursuant to the Agreement, and on the terms and subject to the conditions thereof, we will acquire all of the issued and outstanding common shares, par value USD 0.01 each, of Valaris (the “Valaris Shares”) in exchange for Transocean Ltd. shares, par value USD 0.10 each, at an exchange ratio of 15.235 Transocean Ltd. shares for each Valaris Share. Pursuant to the Agreement, and on the terms and subject to the conditions thereof, at the time on which the order of the Supreme Court of Bermuda providing for its sanction of the Scheme of Arrangement is filed with the Registrar of Companies of Bermuda, the Business Combination will become effective and Valaris will become our wholly owned subsidiary. The board of directors of Transocean and Valaris each unanimously approved and declared advisable the Agreement and the transactions contemplated thereby, including the Business Combination.

NOTE 2—SIGNIFICANT ACCOUNTING POLICIES

Presentation—We have prepared our unconsolidated statutory financial statements in accordance with the accounting principles set forth under Art. 957 to Art. 963b of the Swiss Code of Obligations (the “SCO”). We have prepared our consolidated financial statements in accordance with accounting standards generally accepted in the U.S., a recognized accounting standard framework, and in accordance with the SCO, we have elected to forego presenting the statement of cash flows, the additional disclosures and the management report otherwise required by the SCO. Our financial statements may be influenced by the creation and release of excess reserves.

Cash—We hold cash balances, denominated in Swiss francs (“CHF”) and U.S. dollars (“USD”), which include cash deposited in demand bank accounts, money market investment accounts and other liquid investments and interest earned on such cash balances.

Current assets and liabilities—We record current assets at historical cost less adjustments for impairment of value and current liabilities at historical cost.

Investments in subsidiaries—We record our investments in subsidiaries at acquisition cost less adjustments for impairment of value. We evaluate our investments in subsidiaries for impairment annually and record an impairment loss when the carrying amount of such assets exceeds the fair value. We estimate fair value of our investments using a variety of valuation methods, including the income and market approaches. Our estimates of fair value represent a price that would be received to sell the asset in an orderly transaction between market participants in the principal market for the asset.

Own shares—We recognize own shares at acquisition cost, which we present as a deduction from shareholders’ equity at the time of acquisition. For own shares held by subsidiaries, we build a reserve for shares in equity at the respective acquisition costs.

Related parties—As defined in the SCO, we consider related parties to be only shareholders, direct and indirect subsidiaries, and the board of directors.

NOTE 3—CURRENCY

For all periods preceding January 1, 2024, we maintained our accounting records in U.S. dollars and translated them into Swiss francs for statutory reporting purposes. In May 2024, at our annual general meeting, shareholders approved the redenomination of the currency of our share capital from Swiss francs to U.S. dollars, effective as of January 1, 2024. Accordingly, we present our share capital and our financial statements in U.S. dollars, our functional currency, as set out in Art. 621 para. 2 SCO in connection with Art. 958d para. 3 SCO (see Note 5—Shareholders’ Equity). In the year ended December 31, 2024, as part of our adoption of change in reporting currency, we recognized the previously deferred translation gain related to the currency translation and presented as a translation gain upon redenomination of reporting currency on our statement of operations.

As required by Art. 958d para. 3 SCO, we have presented the indicative Swiss franc value in a separate column on our financial statements using the exchange rate in effect on December 31 of each year. Each column is presented for reference only and is not intended to represent a basis of presentation for the financial statements. Transactions recorded during the year in currencies other than USD were converted at average rates during the year, and we recognize currency exchange gains and losses arising from business transactions in current period earnings. At December 31, 2025 and 2024, our principal exchange rates were USD 1 to CHF 0.79 and CHF 0.91, respectively.

TRANSOCEAN LTD.
NOTES TO STATUTORY FINANCIAL STATEMENTS—continued

NOTE 4—INVESTMENTS IN SUBSIDIARIES

Direct investments

Overview—Our direct investments in subsidiaries were as follows (in thousands, except percentages):

Company name	Purpose	Domicile	Ownership and voting interest	Share capital	Carrying amount as of December 31,			
					2025		2024	
Transocean Financing GmbH	Finance	Switzerland	—%	USD —	USD —		USD 7,682	
Transocean International Limited	Holding	Bermuda	100%	USD 3,192	USD 6,239,082		USD 6,239,082	
Transocean Management Services GmbH	Management and administration	Switzerland	100%	USD 28	USD 12,817		USD 128	
Triton Quantum I GmbH	Holding	Switzerland	100%	CHF 20	USD 43		USD 43	

In January 2025, TMSG merged with Transocean Financing GmbH (“TFIN”), formerly our direct wholly owned subsidiary, in a combination under common control, such that TMSG was the surviving entity and TFIN ceased to exist. In June 2025, we made a cash payment of USD 5 million to our indirect subsidiary, Transocean Offshore Deepwater Drilling Inc. (“TODDI”), to acquire the remaining one quota of TMSG, and, as a result, TMSG became our direct wholly owned subsidiary. In December 2025, we contributed USD 7,000 to TMSG for the redenomination of TMSG’s share capital to U.S. dollars from Swiss francs.

In June 2024, we acquired Orion Holdings (Cayman) Limited (“OHCL” and together with its subsidiaries, “Orion”) and contributed our acquired ownership interests to Transocean International, which increased our investment in Transocean International by USD 297 million (see Note 5—Shareholders’ Equity). In June 2024, we contributed our ownership interests in Transocean Quantum Holdings Limited (“TQHL”) to Transocean International, which increased our investment in Transocean International by USD 105 million, and as a result, TQHL was no longer our direct investment.

Impairment evaluation—In the years ended December 31, 2025 and 2024, as a result of our annual impairment evaluation, we concluded that the carrying amount of our investments in subsidiaries was not impaired.

Release of excess reserves—In the year ended December 31, 2025, we released excess reserves of USD 555 million.

Principal indirect investments

Our principal indirect investments in subsidiaries were as follows:

December 31, 2025			December 31, 2024		
Company name	Domicile	Ownership and voting interest	Company name	Domicile	Ownership and voting interest
Deepwater Pacific 1 Limited	Bermuda	100%	Deepwater Pacific 1 Limited	Bermuda	100%
Global Marine Inc.	United States	100%	Global Marine Inc.	United States	100%
GSF Leasing Services GmbH	Switzerland	100%	GSF Leasing Services GmbH	Switzerland	100%
Sedco Forex International Limited	Bermuda	100%	Sedco Forex International Limited	Bermuda	100%
Transocean Aquila Limited	Bermuda	100%	Transocean Aquila Limited	Bermuda	100%
Transocean Asset Holdings 1 Limited	Bermuda	100%	Transocean Asset Holdings 1 Limited	Bermuda	100%
Transocean Asset Holdings 2 Limited	Bermuda	100%	Transocean Asset Holdings 2 Limited	Bermuda	100%
Transocean Asset Holdings 3 Limited	Bermuda	100%	Transocean Asset Holdings 3 Limited	Bermuda	100%
Transocean Atlas Limited	Bermuda	100%	Transocean Atlas Limited	Bermuda	100%
Transocean Deepwater Drilling Services Limited	Bermuda	100%	Transocean Deepwater Drilling Services Limited	Bermuda	100%
Transocean Drilling Offshore S.a.r.l	Luxembourg	100%	Transocean Drilling Offshore S.a.r.l	Luxembourg	100%
Transocean Drilling U.K. Limited	Scotland	100%	Transocean Drilling U.K. Limited	Scotland	100%
Transocean Entities Holdings GmbH	Switzerland	100%	Transocean Entities Holdings GmbH	Switzerland	100%
Transocean Explorer Services, LLC	United States	100%			
Transocean Guardian Limited	Bermuda	100%	Transocean Guardian Limited	Bermuda	100%
Transocean Holdings 1 Limited	Bermuda	100%	Transocean Holdings 1 Limited	Bermuda	100%
Transocean Holdings 2 Limited	Bermuda	100%	Transocean Holdings 2 Limited	Bermuda	100%
Transocean Holdings 3 Limited	Bermuda	100%	Transocean Holdings 3 Limited	Bermuda	100%
Transocean Hungary Holdings LLC	Hungary	100%	Transocean Hungary Holdings LLC	Hungary	100%
Transocean Offshore Deepwater Drilling Inc.	United States	100%	Transocean Offshore Deepwater Drilling Inc.	United States	100%
Transocean Offshore Deepwater Holdings Limited	Bermuda	100%	Transocean Offshore Deepwater Holdings Limited	Bermuda	100%
Transocean Offshore International Ventures Limited	Bermuda	100%	Transocean Offshore International Ventures Limited	Bermuda	100%
Transocean Pontus Limited	Bermuda	100%	Transocean Pontus Limited	Bermuda	100%
Transocean Poseidon Limited	Bermuda	100%	Transocean Poseidon Limited	Bermuda	100%
Transocean Proteus Limited	Bermuda	100%	Transocean Proteus Limited	Bermuda	100%
Transocean Quantum Management Limited	Bermuda	100%	Transocean Quantum Management Limited	Bermuda	100%
Transocean Sentry Limited	Bermuda	100%	Transocean Sentry Limited	Bermuda	100%
Transocean Sub Asset Holdings 1 Limited	Bermuda	100%	Transocean Sub Asset Holdings 1 Limited	Bermuda	100%
Transocean Sub Asset Holdings 2 Limited	Bermuda	100%	Transocean Sub Asset Holdings 2 Limited	Bermuda	100%
Transocean Sub Asset Holdings 3 Limited	Bermuda	100%	Transocean Sub Asset Holdings 3 Limited	Bermuda	100%
Transocean Titan Financing Limited	Bermuda	100%	Transocean Titan Financing Limited	Bermuda	100%

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December 31, 2025			December 31, 2024		
Company name	Domicile	Ownership and voting interest	Company name	Domicile	Ownership and voting interest
Transocean Worldwide Limited	Bermuda	100%	Transocean Worldwide Limited	Bermuda	100%
Triton Atlas GmbH	Switzerland	100%	Triton Asset Leasing GmbH	Switzerland	100%
Triton Hungary Investments 1 LLC	Hungary	100%	Triton Atlas GmbH	Switzerland	100%
Triton Nautilus Asset Leasing GmbH	Switzerland	100%	Triton Hungary Investments 1 LLC	Hungary	100%
Triton Quantum Rig Holdings GmbH	Switzerland	100%	Triton Nautilus Asset Leasing GmbH	Switzerland	100%
Triton Titan GmbH	Switzerland	100%	Triton Quantum Rig Holdings GmbH	Switzerland	100%
Triton Voyager Asset Leasing GmbH	Switzerland	100%	Triton Titan GmbH	Switzerland	100%
			Triton Voyager Asset Leasing GmbH	Switzerland	100%

In the year ended December 31, 2025, we formed Transocean Explorer Services, LLC. (“TESL”), our principal indirect subsidiary, to host seconded U.S. executive employees, and we removed Triton Asset Leasing GmbH (“TALG”) from the schedule of principal indirect investments following the merger of Transocean Entities Holdings GmbH (“TEHG”) with TALG, for which TEHG was the surviving entity.

In the year ended December 31, 2024, our direct and indirect subsidiaries previously domiciled in the Cayman Islands migrated to Bermuda, except for the subsidiaries required to remain in the Cayman Islands for administrative purposes or the subsidiaries that are expected to be liquidated. In the year ended December 31, 2024, we did not form any new subsidiary that we considered to be a principal indirect investment, and we removed from the schedule of principal indirect investments subsidiaries that were liquidated during the year.

NOTE 5—SHAREHOLDERS’ EQUITY

Overview

Changes in our shareholders’ equity were as follows (in thousands):

	Share capital		Statutory capital reserves (a)						
	Shares	Amount	from capital contribution	from other capital reserves	from capital contribution for shares held by subsidiaries (b)	Own shares	Accumulated losses	Total shareholders' equity	
Balance at December 31, 2023	843,716	USD 100,275	USD 16,991,889	USD 33,256	USD 95,052	USD —	USD (12,904,929)	USD 4,315,543	
Shares issued to Transocean International Limited from option agreement	1,100	131	5,622	—	—	—	—	5,753	
Shares issued to Transocean International Limited	18,000	2,139	—	—	—	—	—	2,139	
Capital reduction due to redenomination (c)	—	(16,263)	16,263	—	—	—	—	—	
Shares issued to Transocean International Limited for Orion Holdings (Cayman) Limited acquisition	55,513	5,551	291,444	—	—	—	—	296,995	
Own shares issued for long-term incentive plans	22,500	2,250	—	—	—	(2,250)	—	—	
Shares issued for long-term incentive plans	—	—	51,338	—	—	—	—	51,338	
Non-qualifying for Swiss withholding purposes	—	—	(15,225)	15,225	—	—	—	—	
Net income for the year	—	—	—	—	—	—	263,382	263,382	
Balance at December 31, 2024	940,829	USD 94,083	USD 17,341,331	USD 48,481	USD 95,052	USD (2,250)	USD (12,641,547)	USD 4,935,150	
Balance at December 31, 2024	940,829	CHF 85,371	CHF 15,735,524	CHF 43,991	CHF 86,250	CHF (2,042)	CHF (11,470,940)	CHF 4,478,154	
Shares issued to Transocean International Limited	59,015	5,901	—	—	—	—	—	5,901	
Own shares issued for long-term incentive plans	16,000	1,600	—	—	—	(1,600)	—	—	
Own shares issued for general purposes	188,166	18,817	—	—	—	(18,817)	—	—	
Share issued for 4% bond conversion	—	—	189,127	—	—	—	—	189,127	
Transocean Ltd. offering of shares	—	—	424,062	—	—	14,375	—	438,437	
Shares issued for long-term incentive plans	—	—	27,105	—	—	—	—	27,105	
Net loss for the year	—	—	—	—	—	—	(73,562)	(73,562)	
Balance at December 31, 2025	1,204,010	USD 120,401	USD 17,981,625	USD 48,481	USD 95,052	USD (8,292)	USD (12,715,109)	USD 5,522,158	
Balance at December 31, 2025	1,204,010	CHF 95,430	CHF 14,252,236	CHF 38,426	CHF 75,338	CHF (6,572)	CHF (10,077,995)	CHF 4,376,863	

- a) As of December 31, 2025, the Swiss Federal Tax Administration (“SFTA”) had approved, as of December 31, 2022, CHF 13.9 billion of statutory capital reserves from capital contribution for distribution without any Swiss withholding tax consequences. As of December 31, 2025, the statutory capital reserves from capital contribution pending approval by SFTA represented an increase of USD 634 million and USD 362 million, equivalent to CHF 503 million and CHF 329 million, respectively, for years ended December 31, 2025 and 2024, respectively.
- b) The statutory capital reserve from capital contribution for shares held by subsidiaries represents the aggregate cost of own shares held indirectly through Transocean International. See Note 6—Own Shares.
- c) In May 2024, at our annual general meeting, shareholders approved (i) redenominating the currency of our share capital from Swiss francs to U.S. dollars and (ii) reducing the par value of our shares for purposes of such redenomination. As a result of the redenomination and reduction, made effective as of January 1, 2024, the par value of each of our shares was changed to USD 0.10 from CHF 0.10. We allocated the resulting aggregate reduction of USD 16 million to statutory capital reserves from capital contribution.

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Authorized share capital (Kapitalband)

General capital authorization—The general capital authorization may be used for purposes as described under the provisions of Article 5 of our articles of association. In May 2025, at our annual general meeting, shareholders approved a general capital authorization to issue up to 188.2 million shares, thereby replacing the general capital authorization that was previously approved by shareholders at our 2024 annual general meeting. In May 2025, our board of directors approved the issuance of 188.2 million of our shares for an aggregate value of USD 19 million, equivalent to CHF 15 million, by conversion of freely available equity, using the general capital authorization. At December 31, 2025, the authority of our board of directors to issue shares out of general capital authorization was fully exhausted.

In May 2024, at our annual general meeting, shareholders approved a general capital authorization to issue up to 172.6 million shares, thereby replacing the general capital authorization that was previously approved by shareholders at our 2023 annual general meeting. In June 2024, our board of directors approved the issuance of 55.5 million of our shares, for an aggregate value of USD 6 million, equivalent to CHF 5 million, to Transocean International, using the general capital authorization. At December 31, 2024, the remaining authority of our board of directors to issue shares out of general capital authorization was limited to a maximum of 117.1 million shares. In May 2025, our board of directors approved the issuance of 59.0 million shares at par value to Transocean International, using the general capital authorization. Authorization for the remaining 58.1 million shares expired in May 2025.

Incentive plan authorization—The incentive plan authorization may be used solely for the purposes of granting shares under our incentive plans. In May 2025, at our annual general meeting, shareholders approved an incentive plan authorization to issue up to 16.0 million shares. In June 2025, our board of directors approved the issuance of 16.0 million shares for our incentive plans by conversion of freely available equity. At December 31, 2025, the incentive plan authorization was exhausted.

In May 2024, at our annual general meeting, shareholders approved an incentive plan authorization to issue up to 22.5 million shares. In June 2024, our board of directors approved the issuance of 22.5 million shares for our incentive plans by conversion of freely available equity. At December 31, 2024, the incentive plan authorization was exhausted.

Conditional share capital

Our articles of association provide for a conditional share capital that permits us to issue up to 141.3 million additional shares, under either of the following two circumstances, without obtaining additional shareholder approval: (1) through the exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted in connection with bonds, options, warrants or other securities newly or already issued in national or international capital markets or new or already existing contractual obligations convertible into or exercisable or exchangeable for our shares or the shares of one of our group companies or any of their respective predecessors; or (2) in connection with the issuance of shares, options or other share-based awards to directors, employees, contractors, consultants or other persons providing services to us.

In connection with the issuance of bonds, notes, warrants or other financial instruments or contractual obligations that are convertible into, exercisable for or exchangeable for our registered shares, our board of directors is authorized to withdraw or limit the advance subscription rights of shareholders under certain circumstances. In connection with the issuance of shares, options or other share-based awards to directors, employees, contractors, consultants or other persons providing services to us, the preemptive rights and the advance subscription rights of shareholders are excluded. In March 2019, we and Transocean International entered into an option agreement, pursuant to which we granted Transocean International the right to acquire 12.0 million shares from us to satisfy obligations under our share-based compensation plans. In February 2024, we issued 1.1 million shares out of conditional share capital to Transocean International upon partial exercise of its right to acquire our shares under the option agreement in exchange for USD 5.8 million, equivalent to CHF 5.1 million. At December 31, 2025 and 2024, Transocean International had the right to acquire from us 9.5 million shares under the option agreement.

At December 31, 2025 and 2024, our board of directors were authorized to issue up to a maximum of 141.3 million shares, out of conditional share capital.

Share issuance

In September 2025, we issued 143.8 million shares with an aggregate value of USD 438 million, equivalent to CHF 348 million, in an equity offering using shares issued under our general capital authorization.

In June 2024, we issued 55.5 million shares with an aggregate value of USD 297 million, equivalent to CHF 269 million, to acquire the outstanding equity ownership interests of OHCL, an entity in which we previously held a noncontrolling ownership interest, and as a result, Orion became our wholly owned subsidiary. In June 2024, we contributed to Transocean International the acquired OHCL shares, which Transocean International subsequently contributed to Transocean Orion Limited, a wholly owned subsidiary of Transocean International.

In September 2023, we issued 11.9 million shares with an aggregate value of USD 99 million, equivalent to CHF 88 million, to acquire the outstanding equity ownership interests of Liquila Ventures Ltd. (together with its subsidiaries, "Liquila"), an entity in which we previously held a noncontrolling ownership interest, and as a result, Liquila became our wholly owned subsidiary. In November 2023, we

TRANSOCEAN LTD.
NOTES TO STATUTORY FINANCIAL STATEMENTS—continued

contributed the acquired Liquila shares to TQHL, which TQHL subsequently contributed to TQRHL, a company partially owned and controlled by a wholly owned subsidiary of Transocean International. In June 2024, we contributed our ownership interests in TQHL to Transocean International.

We maintain an at-the-market equity offering program (the “ATM Program”). We intend to use the net proceeds from our ongoing ATM Program for general corporate purposes, which may include, among other things, the repayment or refinancing of indebtedness and the funding of working capital, capital expenditures, investments and additional balance sheet liquidity. In the year ended December 31, 2025 and 2024, we did not issue any shares under the ATM Program.

NOTE 6—OWN SHARES

Overview—The following is a summary of changes in the registered shares held by (i) us and (ii) Transocean International to satisfy obligations under our incentive plans or other rights to acquire our shares through equity offerings (in thousands, except percentages):

	Own shares held by us	Own shares held by our subsidiary	Total shares issued	Percentage of shares issued
Balance at December 31, 2023	—	34,685	843,716	4.11%
Shares issued to Transocean International from option agreement	—	1,100		
Shares issued to Transocean International	—	18,000		
Transfers under share-based compensation plans	—	(11,287)		
Issued for share-based compensation plans	22,500	—		
Balance at December 31, 2024	22,500	42,498	940,829	6.91%
Shares issued to Transocean International	—	59,015		
Issued for share-based compensation plans	16,000	—		
Issued for general purposes	188,166	—		
Transfers under share-based compensation plans	—	(8,622)		
Transfers for 4% bond conversion	—	(73,326)		
Transfers for equity offering	(143,750)	—		
	82,916	19,565	1,204,010	8.51%

Own shares held by us—At December 31, 2025 and 2024, we held 38.5 million and 22.5 million own shares, respectively, to satisfy our obligations to deliver shares in connection with awards granted under our incentive plans, and we held 44.4 million own shares for general purposes.

Own shares held by subsidiary—Transocean International holds our shares to satisfy our obligations to deliver shares in connection with awards granted under our incentive plans or other rights to acquire our shares through equity offerings. In the years ended December 31, 2025 and 2024, we transferred 8.7 million and 11.3 million shares, respectively, at historical cost, from the own shares held by Transocean International to satisfy obligations under our share-based compensation plans. At December 31, 2025 and 2024, Transocean International held 3.8 million and 12.4 million own shares, respectively, to satisfy obligations under our incentive plans.

Transocean International also holds our shares to satisfy our obligations to deliver shares in connection with the convertible notes and the ATM Program, and upon transfer to satisfy our obligations, we pay Transocean International a fee of 5 percent on the par value of transferred shares. In the year ended December 31, 2025, we transferred to Transocean International 59.0 million shares at par value. In the year ended December 31, 2025, in connection with the conversion of the 4.0% note, Transocean International transferred 73.3 million shares at par value and earned the corresponding fee. At December 31, 2025 and 2024, Transocean International held 15.8 million and 30.1 million own shares, respectively, for issuance to satisfy note conversions or issuance under the ATM program.

Share repurchase program—In May 2009, at our annual general meeting, shareholders approved and authorized our board of directors, at its discretion, to repurchase an amount of our shares for cancellation with an aggregate purchase price of up to CHF 3.50 billion. At December 31, 2025 and 2024, the authorization remaining under the share repurchase program was for the repurchase of our outstanding shares for an aggregate cost of up to USD 3.57 billion, equivalent to CHF 3.24 billion. The share repurchase program may be suspended or discontinued by our board of directors or company management, as applicable, at any time.

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NOTES TO STATUTORY FINANCIAL STATEMENTS—continued

NOTE 7—SHARE OWNERSHIP

Shares held by members of our board of directors—The members of our board of directors held shares, including shares held privately, as follows:

Name	December 31, 2025		December 31, 2024	
	Vested shares and unvested share units	Stock options and conversion rights	Vested shares and unvested share units	Stock options and conversion rights
Jeremy D. Thigpen (a)	5,255,052	1,212,621	9,217,731	1,212,621
Chadwick C. Deaton (b)	674,901	—	592,548	—
Keelan I. Adamson (c)	4,150,192	264,856	—	—
Glyn A. Barker	466,609	—	384,256	—
Vanessa C.L. Chang	538,567	—	436,214	—
Frederico F. Curado	463,625	—	381,272	—
Domenic J Dell'Osso, Jr.	154,152	—	71,799	—
Vincent J. Intrieri	478,865	—	396,512	—
William F. Lacey (d)	82,353	—	—	—
Samuel J. Merksamer	469,601	—	387,248	—
Frederick W. Mohn	97,000,654	—	91,418,301	—
Margareth Øvrurn (e)	—	—	180,751	—
Total	109,734,571	1,477,477	103,466,632	1,212,621

- a) Mr. Thigpen was elected to the position of Executive Chair of the board of directors, effective May 30, 2025.
b) Mr. Chadwick was elected to the position of Lead Independent Director of the board, effective May 30, 2025.
c) Mr. Adamson was elected to the board of directors, effective May 30, 2025.
d) Mr. Lacey was elected to the board of directors, effective May 30, 2025.
e) Ms. Øvrurn departed from the board of directors, effective May 30, 2025.

Shares held by members of our executive management team—Our executive management team consists of the President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer and the Executive Chair. The members of our executive management team held shares, including shares held privately, and conditional rights to receive shares under our share-based compensation plans as follows:

Name	December 31, 2025					December 31, 2024				
	Number of shares held	Number of granted share units vesting in 2026	Number of granted share units vesting in 2027	Number of granted share units vesting in 2028	Total shares and share units	Number of shares held	Number of granted share units vesting in 2025	Number of granted share units vesting in 2026	Number of granted share units vesting in 2027	Total shares and share units
Keelan I. Adamson	1,303,715	838,455	1,471,775	326,979	3,940,924	1,020,952	516,271	511,476	104,397	2,153,096
R. Thaddeus Vayda	235,245	301,051	424,256	93,965	1,054,517	168,406	146,112	207,087	44,717	566,322
Jeremy D. Thigpen	2,136,223	1,409,446	939,654	171,822	4,657,145	5,178,900	1,422,421	1,237,625	245,640	8,084,586
Total	3,675,183	2,548,952	2,835,685	592,766	9,652,586	6,368,258	2,084,804	1,956,188	394,754	10,804,004

The number of granted share units vesting in future years represents the vesting of previously granted service awards and performance awards in the form of share units. Total shares and share units exclude vested but unissued shares for share units granted in 2023 with a performance requirement through 2025, and such shares are expected to be issued in the first quarter of 2026.

Stock options held by members of the executive management team—The members of our executive management team held vested and unvested stock options as follows:

Name	December 31, 2025					December 31, 2024				
	Number of granted stock options vested and outstanding	Number of granted stock options vesting in 2026	Number of granted stock options vesting in 2027	Number of granted stock options vesting in 2028	Total vested and unvested stock options	Number of granted stock options vested and outstanding	Number of granted stock options vesting in 2025	Number of granted stock options vesting in 2026	Number of granted stock options vesting in 2027	Total vested and unvested stock options
Keelan I. Adamson	264,856	—	—	—	264,856	264,856	—	—	—	264,856
R. Thaddeus Vayda	90,289	—	—	—	90,289	90,289	—	—	—	90,289
Jeremy D. Thigpen	1,212,621	—	—	—	1,212,621	1,212,621	—	—	—	1,212,621
Total	1,567,766	—	—	—	1,567,766	1,567,766	—	—	—	1,567,766

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NOTES TO STATUTORY FINANCIAL STATEMENTS—continued

Shares granted—We granted the following service awards and performance awards to members of our board, members of our executive management team and employees:

Name	December 31, 2025		December 31, 2024	
	Number of share units granted	Value of share units	Number of share units granted	Value of share units
Non-executive board members	741,177	USD 1,845,531	326,165	USD 1,966,775
Executive management team	3,626,461	11,557,930	2,841,905	14,729,310
Employees	66,803	250,511	32,197	168,390
Total	4,434,441	USD 13,653,972	3,200,267	USD 16,864,475

NOTE 8—GUARANTEES, CONTINGENCIES AND COMMITMENTS

Debt obligations—Transocean International, Transocean Poseidon Limited, Transocean Aquila Limited and Transocean Titan Financing Limited have each issued certain debt securities or entered into other credit arrangements, including notes, bank credit agreements, debentures, surety bonds and letters of credit. We agreed to guarantee certain of these debt securities or other credit arrangements in exchange for a guarantee fee from our subsidiaries. With certain exceptions under the indentures of the debt securities issued by our subsidiaries, we are not subject to significant restrictions on our ability to obtain funds from our consolidated subsidiaries by dividends, loans or return of capital distributions. At December 31, 2025 and 2024, the aggregate carrying amount of debt that we have guaranteed was USD 5.25 billion and USD 6.31 billion, respectively, equivalent to CHF 4.16 billion and CHF 5.72 billion, respectively. In the years ended December 31, 2025 and 2024, we recognized guarantee fee income of USD 1 million, equivalent to less than CHF 1 million and CHF 1 million, respectively. In the year ended December 31, 2025, Transocean Poseidon Limited repaid its remaining debt obligation, and we terminated the corresponding guarantee arrangement.

Surety bond performance obligations—In August 2020, we provided a guarantee in favor of our subsidiaries issuing or reinsuring or procuring the issue or reinsurance of surety bonds in Brazil. In the year ended December 31, 2025, we terminated all surety bonds requiring such guarantee and terminated the corresponding guarantee agreement. At December 31, 2024, our guarantee provided support for outstanding surety bonds with a notional amount of USD 25 million, equivalent to CHF 23 million.

Swiss group value added tax obligations—We are one of a group of Swiss entities that are jointly and severally liable for the entire Swiss value added tax amount due to the Swiss tax authorities by this group.

NOTE 9—RELATED PARTY TRANSACTIONS

Credit agreements—In October 2024, we and TFIN, as the borrower and lender, respectively, entered into a credit agreement establishing a USD 10 million revolving credit facility. Under the terms of the agreement, as amended, interest is incurred on outstanding borrowings at a variable rate based on the Swiss Safe Harbor Rate and payable at maturity. Pursuant to TFIN's merger with TMSG, TFIN assigned the credit agreement to TMSG and TMSG became the new lender. At December 31, 2025 and 2024, we had borrowings of USD 7 million, equivalent to CHF 6 million and CHF 7 million, respectively, outstanding under the credit facility at an interest rate of 4.25 percent.

In November 2018, we and Transocean International, as the borrower and lender, respectively, entered into a credit agreement establishing a USD 1.20 billion revolving credit facility, which is scheduled to expire on December 5, 2029. Under the terms of the agreement, as amended, interest is incurred on outstanding borrowings at a variable rate based on the Swiss Safe Harbor Rate and payable at maturity. At December 31, 2025 and 2024, we had borrowings of USD 346 million and USD 830 million, respectively, equivalent to CHF 274 million and CHF 753 million, respectively, outstanding under the credit facility at an interest rate of 4.25 percent.

In June 2011, we and Transocean International, as the borrower and lender, respectively, entered into a credit agreement establishing a USD 2.00 billion revolving credit facility. Under the terms of the agreement, as amended, interest is incurred on outstanding borrowings at a variable rate based on the Swiss Safe Harbor Rate and payable at maturity. At December 31, 2025 and 2024, we had no borrowings and borrowings of less than USD 1 million, respectively, outstanding under the revolving credit facility.

Exchangeable notes—In September 2022, we issued to Transocean International USD 300 million aggregate principal amount of an exchangeable loan note due in 2029 (the “4.625% note”) with interest payable semiannually at a rate of 4.625 percent per annum in a non-cash exchange for USD 73 million aggregate principal amount of the 0.5 percent loan note and USD 227 million aggregate principal amount of the USD 1.2 billion revolving credit facility. The 4.625% note may be converted at any time prior to the maturity date at an exchange rate of 290.6618 shares per USD 1,000 note, which implies a conversion price of USD 3.44 per share, subject to adjustment upon the occurrence of certain events. Transocean International may require us to repurchase all or a portion of the 4.625% note upon the occurrence of certain events. At December 31, 2025 and 2024, the outstanding principal amount of the 4.625% note was USD 259 million and USD 132 million, respectively, equivalent to CHF 205 million and CHF 119 million, respectively.

TRANSOCEAN LTD.
NOTES TO STATUTORY FINANCIAL STATEMENTS—continued

In February 2021, we issued to Transocean International USD 294 million aggregate principal amount of an exchangeable loan note due in 2025 (the “4.0% note”) with interest payable semiannually at a rate of 4.0 percent per annum. The 4.0% note could be converted at any time prior to the maturity date at an exchange rate of 190.4762 shares per USD 1,000 note, which implied a conversion price of USD 5.25 per share. In the year ended December 31, 2025, the holder of USD 196 million, equivalent to CHF 156 million, aggregate principal amount of the 4.0% note exchanged such note at the applicable exchange rate in our shares. As part of the transaction, we delivered an aggregate 73.3 million of our shares. In December 2025, we made a cash payment of USD 38 million, equivalent to CHF 30 million, to Transocean International to repay the remaining notes. At December 31, 2024, we had an outstanding principal amount of USD 234 million, equivalent to CHF 212 million.

Warrants—At December 31, 2025 and 2024, Transocean International had 22.2 million outstanding warrants, which holders may exercise to purchase our shares, and Transocean International held 22.2 million warrants, which it may exercise to purchase our shares. Transocean International is expected to exercise its right to purchase our shares in connection with its obligation to deliver our shares upon the exercise of the outstanding warrants to purchase our shares. Transocean International may exercise, in whole or in part, its right to acquire the warrant shares issuable upon exercise of such warrants by delivering to us an amount equal to the aggregate exercise price for the net share amount. In the years ended December 31, 2025 and 2024, we recognized an unrealized gain of USD 7 million and USD 52 million, respectively, equivalent to CHF 6 million and CHF 46 million, respectively, recorded in financial expense, with a corresponding adjustment to the liability, to reflect the estimated aggregate fair value of the warrants. At December 31, 2025 and 2024, the carrying amount of our liability to issue shares upon exercise of the warrants was USD 14 million and USD 22 million, respectively, equivalent to CHF 11 million and CHF 19 million, respectively, recorded in other non-current liabilities.

General and administrative services—We perform administrative services for our Swiss subsidiaries, for which we earn income based on the cost of such services, together with a markup of 7 percent.

TRANSOCEAN LTD.
PROPOSED APPROPRIATION OF THE ACCUMULATED LOSSES
(in thousands)

The board of directors proposes that shareholders at the annual general meeting in 2026 approve the following appropriation:

	December 31,	
	2025	2024
Accumulated losses brought forward from previous years	USD (12,641,547)	USD (12,904,929)
Net income (loss) for the year	(73,562)	263,382
Accumulated losses to be brought forward	<u>USD (12,715,109)</u>	<u>USD (12,641,547)</u>

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BOARD OF DIRECTORS

Jeremy D. Thigpen
Chair of Board of Directors,
Transocean Ltd.

Chadwick C. Deaton
Lead Independent Director,
Transocean Ltd.

Glyn A. Barker
Former Vice Chair, U.K. PwC LLP

Vanessa C.L. Chang
Former Director and Shareholder,
EL & EL Investments Ltd.

Frederico F. Curado
Former President and Chief Executive Officer,
Embraer S.A.

Domenic J. "Nick" Dell'Osso, Jr.
Former President and Chief Executive Officer,
Expand Energy Corporation

Vincent J. Intrieri
Founder and Chief Executive Officer,
VDA Capital Management LLC

William F. "Bill" Lacey
Executive Vice President and CFO,
Woodward, Inc.

Samuel J. Merksamer
Executive Director,
Mubadala Capital

Frederik W. Mohn
Former Director and Chair,
Songa Offshore SE
Owner and Managing Director,
Perestroika AS

Keelan I. Adamson
President and Chief Executive Officer,
Transocean Ltd.

EXECUTIVE MANAGEMENT

Keelan I. Adamson
President and Chief Executive Officer

R. Thaddeus Vayda
Executive Vice President and
Chief Financial Officer

Jeremy D. Thigpen
Executive Chair

Brady K. Long
Executive Vice President and
Chief Legal Officer

Roderick J. Mackenzie
Executive Vice President and
Chief Commercial Officer

CORPORATE INFORMATION

Registered Address

Transocean Ltd.
Turmstrasse 30
CH-6312
Steinhausen, Switzerland
Phone +41 (41) 749-0500

Transfer Agent and Registrar

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www.computershare.com

Online inquiries:
www-us.computershare.com/investor/#contact

Shareholder Inquiries:
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+1 201-680-6578 (for callers outside the United States)

Overnight correspondence:
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150 Royal Street
Suite 101
Canton, Massachusetts 02021

Proxy Solicitor

Georgeson LLC
51 West 52nd St.
6th Floor
New York, New York 10019

Independent Registered Public Accounting Firm

Ernst & Young LLP
Houston, Texas
Swiss Auditor
Ernst & Young Ltd.
Zurich, Switzerland

Financial Information

Financial analysts and shareholders should visit the company's website at www.deepwater.com, or call Investor Relations at +1 713-232-7500 for information about Transocean Ltd.

NYSE Annual CEO Certification and Sarbanes-Oxley Section 302 Certifications

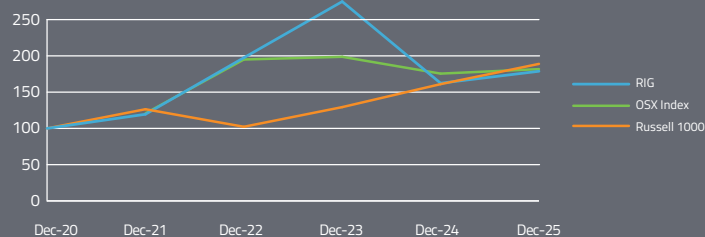
We submitted the annual chief executive officer certification to the NYSE as required under the corporate governance rules. We also filed the chief executive officer certifications required under section 302 of the Sarbanes-Oxley Act of 2002 as an exhibit to our 2025 Annual Report on Form 10-K.

Performance Graph¹

The graph below compares the cumulative total shareholder return of our shares, the PHLX Oil Service Sector Index ("OSX"), and the Russell 1000 Index over our last five fiscal years. The graph assumes that \$100 was invested in our shares, the OSX, and the Russell 1000 Index on December 31, 2020, and that all dividends were reinvested on the date of payment.

Indexed Cumulative Total Shareholder Return

December 31, 2020 – December 31, 2025



DATE	DEC-20	DEC-21	DEC-22	DEC-23	DEC-24	DEC-25
Russell 1000	\$100.00	\$126.43	\$102.24	\$129.33	\$161.02	\$188.95
OSX Index	\$100.00	\$120.74	\$194.98	\$198.71	\$175.53	\$181.72
RIG	\$100.00	\$119.48	\$197.40	\$274.89	\$162.34	\$178.79

¹The above Performance Graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.



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