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Fourth Quarter 2025 Financial Results

DeepOcean

Q4 Report 2025,

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Group Financial Performance

<i>Key figures</i>	Three months ended		Twelve months ended	
	31 December		31 December	
<i>Amounts in USD millions</i>	2025	2024	2025*	2024
Total revenue	245.0	202.9	961.7	852.4
Adj. EBITDA	32.7	11.0	196.7	140.1
Adj. EBIT	22.4	3.3	171.5	118.2
Free Cash Flow	109.8	93.7	109.3	169.6
Free Cash Flow Conversion	336 %	837 %	56 %	120 %
Order intake	381.2	661.2	1 088.4	1 469.0
Book-to-bill	1.6	3.3	1.1	1.7
Order backlog	1 310.3	1 070.9	1 310.3	1 070.9

** Shelf Subsea financial information is included from the acquisition date of 22 May 2025 only. No contribution from Shelf Subsea is included for periods prior to this date.*

DeepOcean recorded full year total revenue and other income of USD 961.7 million, representing a 12.8% increase year-over-year. For the fourth quarter, DeepOcean reported revenue of USD 245.0 million, a 20.7% increase compared to USD 202.9 million in Q4 2024. Adjusted EBITDA for the full year was USD 196.7 million, resulting in a 20.5% adj. EBITDA margin compared to USD 140.1 million (16.5%) in 2024, reflecting strong operational performance and the accretive contribution from the Shelf Subsea acquisition.

DeepOcean recorded an order intake of USD 1 088.4 million for the full year 2025, with a book-to-bill ratio of 1.1x. The fourth quarter saw order intake of USD 381.2 million. As of 31 December 2025, the consolidated order backlog amounted to USD 1 310.3 million, providing strong visibility on revenues for 2026 and beyond.

Condensed Income Statement

<i>Amounts in USD millions</i>	Three months ended		Twelve months ended	
	31 December		31 December	
	2025	2024	2025	2024
Revenue and other income	245.0	202.9	961.7	852.4
Operating expenses	(163.2)	(156.8)	(570.8)	(572.4)
Operating profit before depreciation, amortization and impairment	81.8	46.2	390.8	280.0
Depreciation and amortization	(118.2)	(39.3)	(269.4)	(151.1)
Impairment	(4.1)	(2.3)	(4.1)	(2.3)
Operating profit	(40.5)	4.6	117.4	126.6
Net financial expenses	(12.6)	(13.9)	(23.1)	(43.0)
Profit (loss) before tax	(52.5)	(9.3)	94.3	83.6
Income tax benefit (expense)	16.5	2.6	(15.8)	(20.4)
Profit (loss) from continuing operations	(36.0)	(6.7)	78.5	63.2
Loss from discontinued operations	(0.1)	(0.1)	(0.4)	(0.3)
Profit (loss) for the period	(36.1)	(6.8)	78.1	62.9
<i>Profit for the period attributable to</i>				
Equity holders of the parent company	(35.9)	(8.9)	77.8	60.6
Non-controlling interests	(0.1)	2.2	0.4	2.4
Profit (loss) for the period	(36.1)	(6.8)	78.1	62.9

Operating expenses remained broadly flat year-over-year for the full year, reflecting solid cost control despite higher revenues. Depreciation and amortization expenses increased significantly compared to last year, driven by higher capital investments and the acquisition of Shelf Subsea in Q2. Financial expenses rose during Q4 reflecting the new bond structure; however, full-year net financial costs are substantially lower than 2024, reflecting the stronger NOK against USD.

Depreciation and amortization of excess values related to purchase price allocations (PPA) are the main drivers of the net loss in the fourth quarter. See further explanation under the *Basis for preparation* section.

Condensed Statement of Financial Position

<i>Amounts in USD million</i>	31 December 2025	31 December 2024
Property, plant and equipment	189.9	68.9
Intangible assets	658.1	10.4
Right-of-use assets	457.4	290.8
Equity-accounted investees	5.8	6.3
Deferred tax assets	23.6	18.1
Other non-current assets	1.4	1.0
Total non-current assets	1 336.2	395.5
Current income tax receivable	3.3	4.2
Inventories	11.5	7.4
Contract assets	49.0	61.3
Trade and other receivables	143.4	63.0
Cash and cash equivalents	164.1	125.4
Total current assets	371.3	261.2
Total assets	1 707.5	656.7

<i>Amounts in USD million</i>	31 December 2025	31 December 2024
Total equity attributable to the parent	330.1	23.1
Non-controlling interests	(3.9)	(1.3)
Total equity	326.4	21.7
Non-current borrowings	548.3	94.2
Non-current lease liabilities	298.3	190.5
Pension liabilities	0.9	0.2
Deferred tax liabilities	56.5	0.2
Non-current provisions	0.2	0.2
Derivative financial instruments	4.5	1.6
Total non-current liabilities	908.7	287.0
Current borrowings	26.1	10.3
Current lease liabilities	192.8	130.3
Current tax liabilities	34.1	20.5
Current provisions	4.4	2.6
Contract liabilities	14.7	17.5
Trade and other payables	199.0	166.4
Derivative financial instruments	1.2	0.4
Total current liabilities	472.4	348.0
Total liabilities	1 381.1	634.9
Total equity and liabilities	1 707.5	656.7

The increase in intangible assets reflects preliminary goodwill and identified intangible assets (principally customer contracts and relationships, trade name, and technology) arising from the purchase price allocation following the sale of DeepOcean to a continuation vehicle in March 2025, as well as from the acquisition of Shelf Subsea in May 2025. Right-of-use assets rose compared to the prior year, driven by new Shelf leases and longer-term vessel contracts. Non-current borrowings increased substantially following the EUR 480 million senior secured bond issuance in October 2025, partially offset by the repayment of pre-existing facilities. The Group's net interest-bearing debt as of 31 December 2025 was USD 435.4 million.

Condensed cash flow statement

<i>Amounts in USD million</i>	Three months ended		Twelve months ended	
	31 December		31 December	
	2025	2024	2025	2024
Profit for the period after adjustments	76.4	47.0	388.0	277.2
Changes in operating assets and liabilities	93.8	90.3	(40.6)	50.4
Cash (used in)/generated from operating activities	170.2	137.3	347.4	327.6
Interest paid	(2.1)	(8.1)	(42.5)	(33.6)
Interest received	2.0	1.0	6.1	1.1
Income taxes paid	(10.5)	(8.6)	(17.7)	(17.6)
Net cash from operating activities	159.5	121.7	293.3	277.6
Cash flows from investing activities				
Acquisition of property, plant and equipment	(9.4)	(6.8)	(35.0)	(19.6)
Acquisition of capitalized development	(0.5)	-	(1.5)	(1.0)
Proceeds from sale of property, plant and equipment	0.0	0.3	0.0	0.3
Acquisition of subsidiaries, net of cash acquired	(0.7)	-	(27.4)	(0.4)
Payment of other liabilities	-	-	(18.5)	-
Disposal of equity accounted investees	-	-	9.3	-
Investments in equity accounted investees	-	(0.6)	(1.2)	(0.6)
Disposal of subsidiary, net of cash	-	(0.6)	-	-
Dividends from equity accounted investees	-	0.5	1.4	1.7
Loans to equity accounted investees	-	(0.9)	1.0	(3.0)
Net cash flow from investing activities	(10.6)	(8.0)	(71.8)	(22.5)
Cash flows from financing activities				
Proceeds from borrowings	-	-	80.0	124.0
Repayment of borrowings	(530.8)	(14.0)	(557.3)	(102.6)
Proceeds from bond issue	558.0	-	558.0	-
Transaction costs related to borrowings	(14.8)	(0.1)	(17.4)	(3.7)
Payment of dividends to shareholders	-	0.8	(75.0)	(60.0)
Payment of dividends to non-controlling interests	-	(0.8)	(0.5)	(1.8)
Payment of lease liabilities	(54.1)	(29.8)	(177.8)	(121.1)
Net cash flow from financing activities	(41.7)	(43.8)	(190.0)	(165.2)
Effect of exchange rate changes on cash and cash equivalents	(0.1)	(2.9)	7.2	(4.4)
Net increase (decrease) in cash and cash equivalents	107.2	66.9	38.7	85.6
Cash and cash equivalents at beginning of period	58.0	58.5	125.4	39.7
Cash and cash equivalents at end of period	165.1	125.4	164.1	125.4

Segment information

The Group reports across five segments: Africa, Europe, Americas, APAC (Asia-Pacific), and Corporate, with Europe representing the largest contributor to both revenue and operating profit. Throughout the reporting period, the Group delivered strong operational results, supported by effective project execution, high vessel utilization, and a solid order intake and backlog. Although certain regional markets experienced softer activity, the Group remains well positioned for sustained growth, leveraging its diversified operations, established market presence, and robust pipeline.

<i>Amounts in USD million</i>	Europe		Americas		Africa		APAC		Corporate		Operating segments		Eliminations		DeepOcean	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
3 months ended 31 December																
Total revenue and other income	173.6	174.4	47.4	27.3	23.6	21.6	23.0	-	21.1	12.5	288.7	235.8	(43.7)	(32.9)	245.0	202.9
EBITDA	50.5	44.9	22.7	(7.1)	3.2	4.6	0.8	-	4.2	4.6	81.4	46.9	0.4	(0.7)	81.8	46.2
Depreciation and amortization	(94.0)	(37.7)	(11.6)	(1.5)	(0.2)	(0.0)	(10.3)	-	0.2	(0.2)	(115.9)	(39.4)	(2.3)	0.1	(118.2)	(39.3)
Impairment	(4.1)	(2.2)	-	(0.0)	-	-	-	-	-	(0.1)	(4.1)	(2.3)	-	-	(4.1)	(2.3)
EBIT	(47.6)	5.0	11.1	(8.5)	3.0	4.6	(9.5)	-	4.4	4.3	(34.5)	7.5	(6.0)	(2.9)	(40.5)	4.6

<i>Amounts in USD million</i>	Europe		Americas		Africa		APAC		Corporate		Operating segments		Eliminations		DeepOcean	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
12 months ended 31 December																
Total revenue and other income	788.1	694.5	99.5	194.6	52.5	55.6	66.3	-	37.8	25.1	1 044.2	969.8	(82.5)	(117.4)	961.7	852.4
EBITDA	337.9	242.6	34.6	33.7	4.4	5.5	14.9	-	(1.8)	(1.4)	390.0	280.4	0.8	(0.4)	390.8	280.0
Depreciation and amortization	(217.9)	(144.9)	(29.6)	(5.6)	(0.3)	(0.3)	(19.2)	-	(0.6)	(1.0)	(267.6)	(151.8)	(1.8)	0.7	(269.4)	(151.1)
Impairment	(4.1)	(2.2)	-	(0.0)	-	-	-	-	-	(0.1)	(4.1)	(2.3)	-	-	(4.1)	(2.3)
EBIT	115.9	95.5	5.0	28.1	4.0	5.2	(4.2)	-	(2.5)	(2.5)	118.3	125.9	(0.9)	0.7	117.4	126.6

Europe

For the full year 2025, Europe generated total revenue of USD 788.1 million, compared to USD 694.5 million in the prior year. EBITDA was USD 337.9 million, up from USD 242.6 million, driven by strong vessel utilisation and efficient project execution. Operating profit (EBIT) reached USD 115.9 million, compared to USD 95.5 million in 2024. In the fourth quarter, Europe reported revenue of USD 173.6 million with EBITDA of USD 50.5 million.

For the full year 2025, Europe generated total revenue of USD 788.1 million, compared to USD 694.5 million in the prior year. EBITDA was USD 337.9 million, up from USD 242.6 million, driven by strong vessel utilisation and efficient project execution. Operating profit (EBIT) reached USD 115.9 million, compared to USD 95.5 million in 2024. In the fourth quarter, Europe reported revenue of USD 173.6 million with EBITDA of USD 50.5 million.

Americas

For the full year 2025, the Americas segment reported total revenue of USD 99.5 million, compared to USD 194.6 million in the prior year, reflecting lower offshore renewables activity. EBITDA was USD 34.6 million, versus USD 33.7 million in 2024. Operating profit (EBIT) was USD 5.0 million, compared to USD 28.1 million in the prior year. Fourth quarter revenue was USD 47.4 million, a strong recovery from USD 27.3 million in Q4 2024.

Africa

For the full year 2025, Africa delivered total revenue of USD 52.5 million, compared to USD 55.6 million in 2024. EBITDA was USD 4.4 million, slightly below the prior year at USD 5.5 million. Operating profit (EBIT) reached USD 4.0 million, versus USD 5.2 million in 2024. Fourth quarter revenue was USD 23.6 million, up from USD 21.6 million in Q4 2024.

For the full year 2025, Africa delivered total revenue of USD 52.5 million, compared to USD 55.6 million in 2024. EBITDA was USD 4.4 million, slightly below the prior year at USD 5.5 million. Operating profit (EBIT) reached USD 4.0 million, versus USD 5.2 million in 2024. Fourth quarter revenue was USD 23.6 million, up from USD 21.6 million in Q4 2024.

APAC

The APAC segment was established in May 2025 following the acquisition of Shelf Subsea Services. For the full year 2025, APAC recorded external revenue and other income of USD 66.3 million. EBITDA was USD 14.9 million, and EBIT amounted to a loss of USD 4.2 million, reflecting strong underlying performance offset by PPA depreciation. In Q4 2025, revenue totaled USD 23.0 million with EBITDA of USD 0.8 million.

Breakdown of revenue and other income

<i>Amounts in USD million</i>	Three months ended		Twelve months ended	
	31 December		31 December	
	2025	2024	2025	2024
Inspection, maintenance and repair	56.1	65.4	320.4	281.6
Recycling	40.0	28.8	132.5	144.4
Survey & Seabed intervention	64.2	19.0	148.3	92.4
Subsea construction	31.8	47.2	207.2	232.8
Other services	48.5	42.1	135.4	91.4
Total revenue from contracts with customers	240.5	202.5	943.8	842.6
Gain from sale of fixed assets	0.0	0.0	0.0	0.3
Operating lease income	4.4	2.2	17.4	8.7
Gain (loss) on disposal of subsidiaries	0.0	0.0	0.0	0.0
Other	0.1	(1.7)	0.3	0.8
Total other income	4.5	0.5	17.8	9.8
Total revenue and other income	245.0	202.9	961.7	852.4

Alternative performance measures and reconciliation

	Three months ended 31 December		Twelve months ended 31 December	
<i>Amounts in USD million</i>	2025	2024	2025	2024
EBITDA	81.8	46.2	390.8	280.0
Less: IFRS 16 effects	(56.3)	(36.0)	(206.0)	(142.3)
Plus: Non-Recurring Items	7.3	0.9	11.8	2.4
Adj EBITDA	32.7	11.0	196.7	140.1
<i>Amounts in USD million</i>	2025	2024	2025	2024
EBIT	(40.5)	4.6	117.4	126.6
Less: IFRS 16 effects	16.5	(2.2)	(19.0)	(10.9)
Plus: Non-Recurring Items	7.3	0.9	11.8	2.4
Plus: PPA depreciation and amortization	39.2	-	61.3	-
Adj EBIT	22.4	3.3	171.5	118.2
<i>Amounts in USD million</i>	2025	2024	2025	2024
Adj. EBITDA	32.7	11.0	196.7	141.2
Less: CAPEX	(9.4)	(6.8)	(35.0)	(20.6)
Less: Non-Recurring Items	(7.3)	(0.9)	(11.8)	(2.4)
Less: Changes in Working Capital	93.8	90.3	(40.6)	50.4
Free Cash Flow	109.8	93.7	109.3	167.5
<i>Free Cash Flow Conversion</i>	336 %	837 %	56 %	120 %
<i>Amounts in USD million</i>	2025	2024	2025	2024
Order intake - contracts with customers & operating lease contracts	381.2	661.2	1 088.4	1 469.0
Order intake	381.2	661.2	1 088.4	1 469.0

<i>Amounts in USD million</i>	31 December 2025	31 December 2024
Inventories	11.5	7.4
Contract Assets	49.0	61.3
Trade and Other Receivables	143.4	63.0
Operating Assets	203.9	131.7
Current Provisions	4.4	2.6
Contract Liabilities	14.7	17.5
Trade and Other Payables	199.0	166.4
Operating Liabilities	218.2	186.5
Working Capital	(14.3)	(54.8)
<i>Amounts in USD million</i>	2025	2024
Cash and cash equivalents	164.1	125.4
Plus: Available credit facilities	100.0	40.0
Available liquidity	264.1	165.4
<i>Amounts in USD thousand</i>	2025	2024
Unsatisfied performance obligations from contracts with customers & lease income	1 310.3	1 069.9
Order backlog	1 310.3	1 069.9
<i>Amounts in USD million</i>	2025	2024
Borrowings	574.4	104.5
Plus: Seller's credit	25.1	-
Less: Cash and cash equivalents	164.1	125.4
Net debt	435.4	(20.9)

Basis for preparation

These interim condensed consolidated financial statements have been prepared for DeepOcean Ltd. (the “Group”), which became the new parent of the DeepOcean group following the completion of the bond issuance and legal reorganization in October 2025.

In connection with the Group’s debut bond issuance, a new holding company, DeepOcean Ltd., was incorporated in 2025 to serve as the new parent of the Group following the completion of the financing structure. The legal reorganization was completed in October 2025, with DO Holdco AS selling its 100% stake in DeepOcean Group Holding AS to DeepOcean Ltd.

The same measurement principles as presented in the 2025 Annual Report have been used when preparing this presentation. The presentation does not meet all disclosure requirements in IAS 34 (Interim Financial Reporting) and the figures are not audited.

Purchase price allocation and depreciation impact

In March 2025, a transaction was completed resulting in a change within the ownership structure of the DeepOcean group. The transaction was accounted for in accordance with IFRS 3 Business Combinations and resulted in a new purchase price allocation. The preliminary PPA resulted in the recognition of goodwill, identifiable intangible assets (principally customer contracts and relationships, technology, and trade name), property, plant and equipment at fair value, and right-of-use assets under IFRS 16. In addition, the acquisition of Shelf Subsea Services in May 2025 gave rise to a separate PPA. The incremental depreciation and amortisation arising from both purchase price allocations is the primary driver of the difference between Adj. EBITDA and Adj. EBIT and does not impact the Group's cash generation or debt service capacity. The purchase price allocations remain preliminary and may be adjusted during the respective measurement periods in accordance with IFRS 3.45.

Events after the balance sheet date

The Group continues to monitor geopolitical developments in the Middle East region, where two of its vessels are currently operating under contract in Qatar and Saudi Arabia. As at the date of this report, there has been no material disruption to the Group's operations in the region. Management will continue to assess any potential impact on vessel operations, crew safety, and contract performance

Other than the items disclosed above, there have been no material events after the balance sheet date that would require adjustment to, or disclosure in, these interim condensed consolidated financial statements.

Outlook and dividend

Following the continued strong operational performance in 2025 the company intends to declare a dividend distribution of USD 125 million. The Board considers this to be a judicious return of capital given the Group's robust earnings trajectory, the strong order backlog of USD 1 310 million, and the enhanced financial flexibility provided by the new capital structure. Based on the current outlook and order backlog, leverage is expected to continue to decrease over time and be below 2.5x by year-end 2026, in line with our long-term target.

Definitions

DeepOcean discloses alternative performance measures as a supplement to the consolidated financial statements prepared in accordance with IFRS. Such performance measures are used to provide an enhanced insight into the operating performance, financing abilities and future prospects of the group. These measures are calculated in a consistent and transparent manner and are intended to provide enhanced comparability of the performance from period to period. The definitions of these measures are as follows:

EBITDA– earnings before interest, tax, depreciation and amortization, corresponding to “Operating profit before depreciation, amortization and impairment” in the consolidated income statement.

Adj. EBITDA– EBITDA as defined above excluding the impact from lease contracts accounted for under IFRS 16 and excluding non-reoccurring items.

EBIT – earnings before interest and tax, corresponding to “Operating profit” in the consolidated income statement.

Adj. EBIT – EBIT as defined above excluding the impact from lease contracts accounted for under IFRS 16 and excluding non-reoccurring items.

CAPEX – a measure of expenditure on property, plant and equipment or intangible assets that qualify for capitalization equalling the definition used for these categories in the cash flow statement.

Net debt– Sum of gross current and non-current borrowings, excluding operating lease liabilities less cash and cash equivalents.

Available liquidity – comprises cash and cash equivalents and undrawn committed credit facilities.

Order intake – represents the estimated contract value from the contracts or orders that are entered into or committed in the reporting period for both revenue from contracts with customers and operating lease contracts where the group is a lessor.

Order backlog – represents the remaining unearned contract value from the contracts that are entered into or committed at the reporting date. The order backlog does not include options on existing contracts, or contract value from short-cycled orders. The order backlog contains both unsatisfied performance obligations from contracts with customers and future operating lease income.

Book-to-bill – is calculated as order intake divided by total revenue from contracts with customers and lease income in the period. A book-to-bill ratio higher than 1 implies that the group has secured more order intake in the period than what has been executed in the same period.



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